

Proposed Bylaw Amendment 2025-2

Proposed Amendment to the ICC Bylaws

In accordance with Article XVIII, ss. 18.1 of the ICC Bylaws, the following amendment to the Bylaws of the International Code Council has been signed by over 100 signatures of Governmental Member Representatives and presented to the Board of Directors at least 90 days prior to the Annual Business Meeting.

4.1 Limitations – “Board Members” shall refer to Governmental Member Representatives designated by Governmental Members who are serving on the Board of Directors. To encourage wide geographical representation:

- ~~n~~No more than two Board Members ~~Members Governmental Member Representatives designated by Governmental Members~~ located in the same state may serve simultaneously on any one committee ~~may more than two Governmental Members Representatives designated by Governmental Members located in the same state serve simultaneously~~ nor on the Board of Directors.
- No more than three Board Members employed by the same entity or any of its subsidiaries or affiliates may serve simultaneously on any one committee nor on the Board of Directors.

REASON:

Summary of Facts About the Proposed Bylaw Amendment:

- **Broad Member Support Across States**
Over **100 Governmental Member Voting Representatives**, from **23 states**, signed this proposal to bring it forward for a vote at the Annual Business Meeting (ABM).
- **Applies Only to the Board of Directors**
The proposed change does not affect committees, general membership, or voting eligibility—it applies solely to the Board of Directors composition.
- **No Existing Limits on Third-Party GMVRs**
The current bylaws do not limit how many GMVRs can be employed by third-party companies.
- **GMVR Requirement for Directors Remains**
All Board Members must continue to be Governmental Member Voting Representatives (GMVRs). This proposal does not change that.
- **Third-Party Employees Already Serve on the Board of Directors**
Multiple current Directors are employed by third-party organizations, reflecting the important role they play in the code industry.
- **State Representation Limit Stays the Same**
The existing limit of no more than two Board Members from the same state remains unchanged.

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These proposed amendments to the ICC Bylaws and Certificate of Incorporation extend similar limitations currently applied to representatives from the same state to those representing the same organization or corporation.

Over the past decade, third-party organizations have seen significant growth within the building code industry. Today, these companies play an integral role in day-to-day operations for local governments by serving as inspectors, plan reviewers, permit specialists, building officials, and other essential services. Many of these organizations now have governmental member voting representatives across multiple states. While third-party organizations are an invaluable part of the building code community, these amendments aim to ensure balanced and wide representation.

These proposed amendments preserve the intent of the current ICC Bylaws to encourage wide representation as our industry continues to grow and evolve.