



# PROPOSED AMENDMENT TO THE ICC BYLAWS

## AMENDMENT 2026-1 – Regional Limitations

In accordance with Article XVIII, ss. 18.1 of the ICC Bylaws, this Amendment 2026-1 to the Bylaws of the International Code Council has been proposed by resolution of the Board of Directors at least 90 days prior to the opening of the Annual Business Meeting. This proposed amendment seeks to amend the makeup of the ICC Board of Directors by removing Sectional seats, making all director seats At-Large, and limiting all non-officer seats to three from the same Region.

### ARTICLE IV —GEOGRAPHICAL REPRESENTATION

**4.1 Limitations** - ~~To encourage wide geographical representation, An individual eligible to serve on the ICC Board of Directors shall be a Governmental Member Voting Representative designated by a Governmental Member except for the Immediate Past President. Additionally, the makeup of the Board of Directors shall be subject to the following limitations:~~

~~(a) No more than two individuals Governmental Member Voting Representatives designated by Governmental Members located in the same state may serve simultaneously on any one committee nor may more than two Governmental Member Voting Representatives designated by Governmental Members located in the same state serve simultaneously on the Board of Directors.~~

~~(b) No more than three individuals located in the same Region, as defined in Section 4.2, may serve simultaneously on the Board of Directors; provided, however, that such Regional limitation shall not apply to individuals serving as Officers.~~

**4.2 Distribution** - To provide for geographical representation on the Board of Directors, the following ~~sections~~ Regions are established:

<u>Table 4.2</u>	
<u>Region I</u>	<u>California, Hawaii, and Nevada</u>
<u>Region II</u>	<u>Alaska, Idaho, Montana, Oregon, Washington, and Wyoming</u>
<u>Region III</u>	<u>Iowa, Minnesota, North Dakota, South Dakota, and Wisconsin</u>
<u>Region IV</u>	<u>Illinois, Kansas, Missouri, and Nebraska</u>
<u>Region V</u>	<u>Indiana, Kentucky, Michigan, and Ohio</u>
<u>Region VI</u>	<u>Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, and Vermont</u>
<u>Region VII</u>	<u>District of Columbia, Delaware, Maryland, New Jersey, Pennsylvania, Virginia, and West Virginia</u>
<u>Region VIII</u>	<u>Georgia, North Carolina, South Carolina, and Tennessee</u>
<u>Region IX</u>	<u>Alabama, Florida, Louisiana, and Mississippi</u>
<u>Region X</u>	<u>Arkansas, Oklahoma, and Texas</u>
<u>Region XI</u>	<u>Arizona, Colorado, New Mexico, and Utah</u>
<u>Region XII</u>	<u>International and US Territories</u>

**Table 4.2**

Section A	Alaska, British Columbia, Washington, Oregon, California, Nevada Hawaii
Section B	Idaho, Montana, Wyoming, North Dakota, South Dakota, Minnesota, Iowa, Wisconsin, Alberta, Saskatchewan, Manitoba
Section C	Utah, Arizona, Colorado, New Mexico, Oklahoma, Texas, Arkansas, Mexico
Section D	Nebraska, Kansas, Missouri, Illinois, Michigan, Indiana, Ohio, Kentucky, Ontario
Section E	Maine, Vermont, New Hampshire, New York, Massachusetts, Connecticut, Rhode Island, Pennsylvania, New Jersey, Delaware, Maryland, West Virginia, Virginia, Washington, D.C., Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland
Section F	Tennessee, Louisiana, Mississippi, Alabama, North Carolina, South Carolina, Georgia, Florida, the Caribbean

**4.3 Director Location** – When determining eligibility to serve on the Board of Directors, an individual’s location shall be determined by the location of the Governmental Member that has designated the individual.

**4.4 Current Directors** – The limitations set forth in Section 4.1 shall not apply to then-serving directors until the conclusion of the 2027 Annual Business Meeting, whereupon this Section 4.4 shall automatically sunset and be editorially deleted from these Bylaws.

**ARTICLE V — BOARD OF DIRECTORS**

**5.1 Governing Body** - Subject to the limitations of the Certificate of Incorporation, these Bylaws and the laws of the State of Delaware, all corporate powers shall be exercised by the Board of Directors. The Board of Directors shall be composed of the following: President, Vice President, Secretary/Treasurer, ~~the most~~ Immediate Past President, ~~eligible, and fourteen (14) Directors-at-Large; eight (8) Directors-at-Large, and six (6) Directors, one elected from each Section (“Sectional Directors”).~~ Each member of the Board of Directors shall be a Governmental Member Voting Representative with the exception of the Immediate Past President. All members of the Board of Directors, except as provided in the Bylaws, shall be elected for a term of three years, and shall not serve for more than two consecutive full terms. However, nothing in this section shall preclude a Director initially appointed to a one or two year term, or appointed or elected to fill an unexpired term, from being elected to two subsequent full term(s). ~~Each Sectional Director shall be and remain, throughout their term, a Governmental Member Voting Representative for a Governmental Member within the applicable Section.~~

**5.2 Resignation, Disqualification and Vacancies** - If the office of any director becomes vacant by reason of death, resignation, disqualification, removal or other cause, the President (or in the case the office of President is vacant, the Vice President) shall nominate a successor for the unexpired term and until their successor is elected and qualified at the next Annual Business Meeting, subject to the ratification of the Board of Directors. A director shall automatically forfeit their position as a director and their seat shall be declared vacant if the director (a) ceases to be designated as a Governmental Member Voting Representative for a period exceeding 60 days, ~~or~~ (b) is declared of unsound mind by a final order of court, or (c) assumes a new employment position that causes them to exceed the limitations set forth in Section 4.1 of these Bylaws and does not commence new qualifying employment within 60 days.