



# PROPOSED AMENDMENT TO THE ICC BYLAWS

## AMENDMENT 2026-2 – EMPLOYER LIMITATIONS

In accordance with Article XVIII, ss. 18.1 of the ICC Bylaws, this Amendment 2026-2 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 limit the number of directors that may serve simultaneously on the Board to two employed by the same third-party entity and one employed or designated by the same Governmental Member.

### ARTICLE IV —GEOGRAPHICAL AND EMPLOYER REPRESENTATION LIMITATIONS

**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 two individuals employed by the same non-governmental entity or by affiliated non-governmental entities may serve simultaneously on the Board of Directors.~~

~~(c) No more than one individual employed or designated by the same Governmental Member may serve simultaneously on the Board of Directors.~~

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

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~~; 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.