



International Code Council
500 New Jersey Avenue, NW
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2008 Proposed Bylaw Changes

The following amendments are proposed to the International Code Council Bylaws, dated February 2, 2008.

Amendment 4-2007: Amendment 4-2007 was tabled at the 2007 Annual Business Meeting in Reno. It will be taken up along with proposed Amendments 1-2008 and 2-2008.

Amend Article 5 as follows:

(Note: Bylaw 3-2007 was disapproved subject to the Governance Review Committee's re-evaluation for the 2008 Annual Business Meeting.)

Option 1-If Bylaw amendment 3-2007 is approved:

5.1 Governing Body: Subject to the limitations of the Articles of Incorporation, these Bylaws and the laws of the State of California, 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 Directors-at-Large, and six Sectional Directors, one each from the geographical sections, as provided for in Section 4.2. Except as provided herein, each member of the Board of Directors shall be a Governmental Member Representative. All members of the Board of Directors, except as provided herein, 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). All Directors elected for a Section seat shall be and remain, throughout their term, a Governmental Member Representative for a Governmental Member within the applicable Section.

5.2 Public Interest Board Members: In addition to the number of Directors provided in Section 5.1, there shall be two public interest seats on the Board of Directors, The public interest seats shall be filled at the discretion of the Board of Directors. The positions shall serve a one-year term, and have full voting rights. Individuals who serve as a Public Interest Director shall not serve as an officer. The Board shall establish a Council Policy on Public Interest seats.

Option 2 - If Bylaw amendment 3-2007 is not approved:

5.1 Governing Body: Subject to the limitations of the Articles of Incorporation, these Bylaws and the laws of the State of California, 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 14 Directors-at-Large. Except as provided herein, each member of the Board of Directors shall be a Governmental Member Representative. Directors-at-Large shall be elected for a term of three years, and shall not serve for more than two consecutive full terms.



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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).

5.2 Public Interest Board Members : In addition to the number of Directors provided in Section 5.1. There shall be two public interest seats on the Board of Directors. The public interest seats shall be filled at the discretion of the Board of Directors. The positions shall serve a one-year term, and have full voting rights. Individuals who serve as a Public Interest Director shall not serve as an officer. The Board shall establish a Council Policy on Public Interest seats.

Reason: The Committee concluded that the members should amend the Bylaws to give the Board the authority to appoint up to two public interest members. These members would serve one-year terms, and would have full voting rights. The Committee concluded that the Public Interest seats would demonstrate

Amendment 1-2008: Amend Articles 4, 5, and 9 as follows:

ARTICLE IV — ~~LIMITATION BY GEOGRAPHICAL REPRESENTATION~~

4.1 Limitations: To encourage wide geographical representation, no more than two Governmental Member Representatives designated by Governmental Members located in the same state or province may serve simultaneously on any one committee, nor may more than two Governmental Members Representatives designated by Governmental Members located in the same state or province serve simultaneously on the Board of Directors.

4.2 Distribution: To provide for geographical representation on the Board of Directors, the following sections (each, a “Section”) are established.

Table 4.2

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



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4.3 Transition - The seat of the most senior Director-at-Large within a Section, as provided in Table 4.2, shall be designated as the Section seat, at the end of the term of such Director-at-Large, which is currently anticipated to occur as follows:

Table 4.3

<u>Sections C & F</u>	<u>2010</u>
<u>Sections B & D</u>	<u>2009</u>
<u>Sections A & E</u>	<u>2011</u>

In the event the term of a senior Director-at-Large does not end in the applicable year set forth by Table 4.3, the designation of an open seat for the applicable Section shall be determined by the Board of Directors. This Section 4.3 shall sunset on January 1, 2012, and shall editorially be deleted from the Bylaws.

ARTICLE V — BOARD OF DIRECTORS

5.1 Governing Body: Subject to the limitations of the Articles of Incorporation, these Bylaws and the laws of the State of California, 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, 14~~ 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 Representative. ~~Directors-at-Large—~~ 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 his or her term, a Governmental Member Representative for a Governmental Member within the applicable Section.

ARTICLE IX — MEETINGS OF THE MEMBERS

9.1.1 Order of Business Meeting - The items of business at the Annual Business Meeting shall include, but not be limited to, the following:

1. Call to order.
2. Reading of Meeting Notice.
3. Determination of a quorum.
4. Approval of minutes of previous meeting(s).
5. Announcement of the Officers-Elect.
6. Election of Directors-~~at-Large~~.
7. Treasurer’s Report.
8. Report of the President.
9. Unfinished business.
10. Resolutions.
11. Adjournment.



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The order of business as announced at the meeting may be changed by a majority vote of the Governmental Member Representatives present and voting at the Annual Business Meeting.

Reason: The Governance Review Committee thoroughly reviewed member feedback and studied governance models concerning the ICC Board of Directors. The Committee concluded that a board comprised of both geographic and at-large members could be designed to meet all of our members' needs.

Amendment 2-2008: Bylaw Amendment 2 - 2008 is presented in two forms. Form 1 is to be used if Bylaw Amendment 1-2008 is approved. Form 2 is to be used if Bylaw Amendment 1-2008 is disapproved. Form 1 and Form 2 are otherwise identical.

Amend Article 5 as follows:

Form 1-If Bylaw Amendment 1-2008 is approved:

5.1 Governing Body: Subject to the limitations of the Articles of Incorporation, these Bylaws and the laws of the State of California, 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, six (6) Directors, one elected from each of the Sections ("Sectional Directors"), and two (2) Public Interest Directors (as defined below). Except as provided herein, each member of the Board of Directors shall be a Governmental Member Representative. All members of the Board of Directors, except as provided herein, 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 his or her term, a Governmental Member Representative for a Governmental Member within the applicable Section.

5.2 Public Interest Directors: Public Interest Directors shall be elected by the Board of Directors for a one-year term, and have full voting rights. Public Interest Directors are prohibited from serving as an officer. The Board of Directors shall establish a Council Policy on Public Interest Directors.

Form 2 - If Bylaw Amendment 1-2008 is not approved:

5.1 Governing Body: Subject to the limitations of the Articles of Incorporation, these Bylaws and the laws of the State of California, 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, 14 Directors-at-Large, and two (2) Public Interest Directors (as defined below). Except as provided herein, each member of the Board of Directors shall be a Governmental Member Representative. Directors-at-Large 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).



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Reason: The Governance Review Committee concluded that the members should amend the Bylaws to give the Board the authority to appoint up to two public interest members. These members would serve one-year terms, and would have full voting rights. The Committee concluded that the Public Interest seats would demonstrate ICC's commitment to serve all of society as well as its governmental membership.

Public Interest Members shall be nationally or internationally recognized individuals with demonstrated interest and experience in shaping, leading, and advancing sound public policy at all levels of government or through voluntary initiatives. Candidates with knowledge and experience in advancing community-related quality, health and safety interests are especially sought.

Nominees in this category shall of the highest caliber and may include but not be limited to elected officials, corporate executives, governmental executives, and association volunteer leaders. The ICC Global Council would be invited to offer candidates to the ICC Board for consideration for one of the two available public interest seats.