



## PROPOSED AMENDMENT TO THE ICC BYLAWS AND CERTIFICATE OF INCORPORATION

### AMENDMENT 2024-1

ICC BYLAW AND CERTIFICATE OF INCORPORATION AMENDMENT 2024-1: 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 proposed by resolution of the Board of Directors at least 90 days prior to the opening of the Annual Business Meeting.

**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. ~~Any director who 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 shall automatically forfeit their position as a director.~~

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**5.3 Removal of a Director** - Any director may be removed from office upon the affirmative vote of two-thirds of the Voting Members present and voting at a duly held meeting of the members at which a quorum is present. ~~Any director, upon notice and an opportunity to be heard by the Board of Directors, may also be removed by the Board of Directors in accordance with Article EIGHT of the Certificate of Incorporation.~~

Additionally, the following corresponding amendment to the ICC Certificate of Incorporation is being proposed by resolution of the Board of Directors:

**EIGHT:** Section 141(k) of the DGCL shall not apply to or govern the corporation. In addition to removal by the members as set forth in the bylaws, any director may also be removed for cause by a five-sixths majority vote of the directors then in office. Cause for removal may include any of the following disqualifying circumstances:

- (a) If the director violates any laws or regulations that may impact their ability to serve the corporation effectively and ethically, or if the director is charged with or convicted of a felony during their time in office.
- (b) If the director engages in behavior or conduct that is detrimental to the corporation or that undermines the corporation's reputation or operations.
- (c) If the director is unable or unwilling to avoid conflicts of interest, or to disclose potential conflicts of interest as required by the corporation's conflict of interest policy.
- (d) If the director consistently fails to meet the duties and responsibilities as stipulated in the corporation's bylaws.



**2024**  
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**CONFERENCE**  
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**AMENDMENT 2024-1 (continued)**

**REASON:** These proposed amendments to the ICC Bylaws and Certificate of Incorporation grant the ICC Board of Directors the authority to remove a director for cause upon a five-sixths majority vote and provide that a director who has been declared to be of unsound mind by a court will automatically be removed from their position on the Board. The amendment allowing for removal of a director for cause is being proposed to authorize the Board of Directors to take swift action in limited circumstances where there is widespread agreement among the Board of Directors that a director's conduct has harmed or has the potential to harm the corporation or its reputation. Under Delaware law, the authority to remove directors for cause may only be granted within an organization's Certificate of Incorporation. The amendment making a person who has been declared of unsound mind ineligible for Board service is being proposed in the case of an accident or illness that makes it impossible for a director to fulfill the duties of a director.

The Board of Directors hereby submits these amendments to the ICC Bylaws and Certificate of Incorporation for the Voting Members' consideration and unanimously recommends approval thereof.