



**Bylaws for the International Code Council, Inc.
A California Nonprofit Public Benefit Corporation
Revised February 2013**

ARTICLE I — NAME AND OBJECTIVES

1.1 Name - This organization shall be known as the International Code Council, Inc., hereinafter in these Bylaws referred to as the "Council" or the "Corporation".

1.2 General Purposes - The Council is a nonprofit public benefit corporation and is not organized for the private gain of any person. The Corporation is organized exclusively as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision in any future United States internal revenue law (the "Code"). Notwithstanding any other provision herein, the Corporation shall not engage in a regular business activity of a kind ordinarily carried on for profit and shall not carry on any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code.

regulations relating to the public health, safety and welfare. The designation of a Governmental Member Voting Representative may be changed by the Governmental Member, in writing, from time to time.

Table 2.1.1.1	
Population	

Members shall be permitted to make motions and to vote on any issue at the Annual Business Meeting, special meetings and written consents. Voting by proxy is not permitted. Any person designated as a voting representative of more than one Governmental Member or who is also an Honorary Member shall be entitled to only one vote.

ARTICLE IV —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 may serve simultaneously on any one committee nor may more than two Governmental Members Representatives designated by Governmental Members located in the same state 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

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designated Governmental Member Representative, for a period exceeding 60 days, shall automatically forfeit his or her position as a director.

5.2.1 Military Leave -

matters that are sensitive to the purpose of the Council, including but not limited to budget, personnel, legal actions, and proprietary practices or materials are to be discussed. The Board of Directors may invite persons who are not members of the Board of Directors to attend portions, or all, of such closed meetings in an advisory capacity.

5.7 Authority - The Board of Directors may adopt any policy or procedure, or authorize any administrative action in the best interest of the Council and its membership.

5.8 Emergency Actions - In the event that the Board of Directors determines an emergency amendment to any International Code or Standard is a supplement thereto is warranted, the same may be adopted by the Board of Directors. Such action shall require an affirmative vote of at least two-thirds of the Board of Directors. The membership shall be notified, within ten days after the Board of Directors' official action, of any emergency amendment. At the next Annual Business Meeting any emergency amendment shall be presented to the members for ratification by a majority of the Governmental Member Representatives present and voting.

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ARTICLE VII — EXECUTIVE COMMITTEE

7.1 Executive Committee Members - There shall be an Executive Committee of the Board of Directors. The members of the Executive committee shall be composed of the President, the Vice President, the Secretary/Treasurer and the Immediate Past President.

7.2 Powers and Duties - The Executive Committee shall have authority to act in such matters as are specifically delegated by the Board of Directors and take action on such matters delegated, as deemed prudent in furtherance of the general objectives of the Council. If an urgent situation arises and the President determines a matter requires immediate action or a timely

9.3 Quorum - A quorum for the transaction of business at any annual or special meeting shall consist of 100 Governmental Member Representatives.

9.4 Meeting Notice

those who have agreed to become members of the chapter, shall be submitted to the Board of Directors for approval. The chapter shall be established upon approval by the Board of Directors.

12.2 Management - All chapters shall be managed in accordance with policies established by the Board of Directors.

such person acted in good faith, in a manner such person believed to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 14.3:

- (a) In respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

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14.9 Nonpaid Directors - Except as provided in Section 5233 or 5237 of the California Nonprofit Public Benefit Corporation Law (or any successor provisions thereto), there shall be no monetary liability on the part of, and no cause of action for damages shall be asserted against, any nonpaid Director, including any nonpaid Director who is also a nonpaid Officer of the corporation, based upon any alleged failure to discharge the person's duties as Director or Officer if the duties are performed in a manner that meets all of the following criteria:

- (a) The duties are performed in good faith;
- (b) The duties are performed in a manner such Director believes to be in the best interests of the Corporation; and
- (c) The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

14.10 Insurance - The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the

ARTICLE XVII — RULES OF ORDER

Roberts Rules of Order shall govern all aspects of a parliamentary nature unless otherwise provided for by the Board of Directors.

ARTICLE XVIII — AMENDMENTS TO BYLAWS

18.1 Proposals - Proposed amendments to these Bylaws, to be considered at an Annual Business Meeting, shall be signed by at least ten Governmental Member Representatives and shall be presented to the Board of Directors at least 90 days prior to the opening of an Annual Business Meeting or must be proposed through resolution of at least ten of the members of the

ratified by letter ballot sent to all Governmental Members. The results of the election were certified by the ICC President on April 5, 2007, and became effective on April 15, 2007. One amendment was presented to the ICC membership at the ABM on October 2, 2007. The amendment was approved and ratified by letter ballot sent to all Governmental Members. The results of the election were certified by the ICC President on January 23, 2008, and became effective on February 2, 2008. One amendment was presented to the ICC membership at the ABM on September 16, 2008. The amendment was approved and ratified by letter ballot sent to all Governmental Members. The results of the election were certified by the ICC President on January 12, 2009, and became effective on January 14, 2009. Two amendments were presented to the ICC membership at the ABM on November 3, 2009. One amendment was approved and ratified by letter ballot sent to all Government Member Voting Representatives. The results of the election were certified by the ICC President on February 26, 2010. Four amendments were presented to the ICC membership at the ABM on November 1, 2011. One amendment was approved and ratified by letter ballot sent to all Government Member Voting Representatives. The results of the election were certified by the ICC President on February 7, 2012. One amendment was presented to the ICC membership at the ABM on October 23, 2012. The amendment was approved and ratified by letter ballot sent to all Governmental Member Voting Representatives. The results of the election were certified by the ICC President on February 5, 2013.]