



Ballot for Proposed Bylaw Amendment 2021-2

At the 2021 Annual Business Meeting (the “ABM”), proposed Bylaw Amendment 2021-2 as presented in the ABM Notice passed by a two-thirds favorable vote of those voting members present and voting. This proposed bylaw amendment consists of four parts, which eliminate the requirement that the Immediate Past President maintain Governmental Member Voting Representative status, increase the signatory threshold for bylaw amendment proposals, condense the Order of Business for the ABM to create more flexibility, and expressly list the Immediate Past President as an Officer.

I. Elimination of the GMVR requirement for the Immediate Past President:

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 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 his or her term, a Governmental Member Representative for a Governmental Member within the applicable Section.

II. Increasing the signatory threshold for proposed bylaw amendments:

18.1 Proposals – Proposed amendments to these Bylaws, to be considered at an Annual Business Meeting, shall be signed by at least ~~ten~~ **100** 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 Board of Directors at least 90 days prior to the opening of an Annual Business Meeting.

III. Condensing the Order of Business for the Annual Business Meeting:

9.1.1 Order of Business Meeting – The items of business at the Annual Business Meeting shall include, but not be limited to, the election of directors and officers, consideration of proposed amendments to the ICC Bylaws, and any other proper items of business as determined by the ICC Board of Directors. ~~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. Treasurer’s Report.~~

- ~~6. Report of the President.~~
- ~~7. Announcement of the Officers-Elect.~~
- ~~8. Election of Directors-at-Large.~~
- ~~9. Unfinished business.~~
- ~~10. Resolutions.~~
- ~~11. Adjournment.~~

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.

IV. Listing the Immediate Past President as an Officer:

6.1 Officers and Election – ~~Election of officers for the ensuing year shall be held at the Annual Business Meeting.~~ The Officers of the Council shall consist of a President, Vice President, ~~and~~ Secretary/Treasurer (who shall be the chief financial officer of the Corporation), ~~and Immediate Past President.~~ Election of Officers for the ensuing year shall be held at the Annual Business Meeting, and Officers shall be elected from the Board of Directors by the Voting Members present and voting at the Annual Business Meeting, with the exception of the Immediate Past President. At no time shall more than one Officer ~~Governmental Member Voting Representative~~ located in any one ~~the same~~ state serve at the same time as an Officer. Such Officers shall take office beginning at the conclusion of the Annual Business Meeting and shall serve until adjournment of the following Annual Business Meeting or until their successors are duly elected and qualified.
