

**NOTICE OF ANNUAL BUSINESS MEETING OF THE ICC**

*Setting the Time, Date and Place, Therefore*

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# NOTICE OF ANNUAL BUSINESS MEETING OF THE ICC

Setting the Time, Date and Place, Therefore

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The 2012 Annual Business Meeting (ABM) of the Members of the International Code Council (ICC), which is provided for by Article IX of the Bylaws, shall be held on Tuesday, October 23, 2012, at the Oregon Convention Center, 777 NE ML King Blvd., Portland, Oregon, in conjunction with the 2012 ICC Annual Conference. The Annual Business Meeting shall commence at 8 a.m. and shall continue from day to day during such hours as shall be determined by the ICC Board President until completed. A copy of this 2012 ABM Notice shall be printed in the 2012 ICC Annual Report. The ICC 2012 Annual Report will be posted on the ICC website.

1. In accordance with the Bylaws, a quorum shall consist of 100 Governmental Member Voting Representatives.
2. The general nature of business to be conducted at the Annual Business Meeting shall include the following:
  - a. Call to order
  - b. Reading of Meeting Notice
  - c. Determination of a Quorum
  - d. Introduction of Sergeant-at-arms and Parliamentarian
  - e. Approval of minutes of previous meeting
  - f. Report of the Nominating Committee
  - g. Election of Officers and Directors
  - h. Treasurer's Report
  - i. Report of the President
  - j. Report of the CEO
  - k. Consideration of Bylaws Changes
  - l. Report of the Resolutions Committee
  - m. Report of the Honorary Members Committee
  - n. Report of the ICC Subsidiaries
  - o. Unfinished business
  - p. Adjournment

In accordance with the Bylaws, the ICC Board President may ask Members to re-order the agenda at the start of the meeting.

3. In accordance with Article XVIII, ss. 18.1, amendments to the Bylaws of the corporation may be proposed by at least 10 Governmental Member Voting Representatives if presented to the Board of Directors at least 90 days prior to the opening of an Annual Business Meeting, or may be proposed through resolution of the Board of Directors at least 90 days prior to the opening of the Annual Business Meeting. In accordance with Article XVIII, ss. 18.2, proposed amendments to the Bylaws are printed in this Annual Business Meeting Notice. In addition, proposed amendments to the Bylaws will be posted on the ICC website.
4. In accordance with Council Policy 23, Resolutions of the Members shall be considered during the Annual Business Meeting. Resolutions to be considered at the 2012 ABM include:

- CONFERENCE SITE
- DECEASED MEMBERS
- STANDING COMMITTEES
- IMMEDIATE PAST PRESIDENT
- RETIRED MEMBERS
- 2012 INTERNATIONAL ENERGY CONSERVATION CODE ADOPTION
- 2012 INTERNATIONAL GREEN CONSTRUCTION CODE ADOPTION

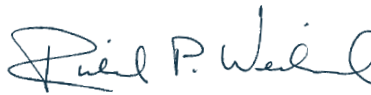
In order to be considered by the Membership, proposed resolutions shall be submitted to the Resolutions Committee in accordance with Council Policy 23. Copies of these resolutions are printed in this 2012 Annual Business Meeting Notice and will be posted on the ICC website.

5. To transact such other business as may properly come before the Membership and adjournment.

We hereby certify that the foregoing notice is in accordance with actions taken by the Board of Directors of the International Code Council.



**William D. Dupler**, Board President



**Richard P. Weiland**, CEO

Questions regarding the ABM notice and proposed Bylaw changes may be directed to

**Dominic Sims**

Executive Vice President and Director of Operations

(888) 422-7233, ext. 5267

# MINUTES OF 2011 ANNUAL BUSINESS MEETING

November 1, 2011, Phoenix Convention Center, Phoenix, Arizona

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## Annual Business Meeting

President James L. “Jimmy” Brothers called the Annual Meeting of the Members of the International Code Council to order at 8:00 a.m., November 1, 2011, in conjunction with the ICC Annual Conference at the Phoenix Convention Center in Phoenix, Arizona.

President Brothers called on Secretary/Treasurer Piester to call the roll of the ICC Directors to determine if there was a quorum. Secretary/Treasurer Piester called the roll of Directors and asked Governmental Member Representatives to stand. Secretary/Treasurer Piester then advised the President that a quorum was present.

President Brothers acknowledged Wally Bailey, Director of Development Services, Fort Smith, Arkansas, as the Parliamentarian; and appointed Terry Cobb, Director of Codes and Building Safety, Metropolitan Nashville & Davidson County, Tennessee, and Gerry George, Chief Building Official, Golden City, Colorado, as Sergeants-at-Arms, and thanked for them for their participation.

President Brothers called on Chief Operating Officer Dominic Sims to provide an explanation of the use of electronic keypads for voting. A test of the electronic keypads was conducted.

President Brothers referred to the registration packets containing a copy of the business agenda for the 9th Annual Business Meeting of the Members of the International Code Council. Included in the packet was the notice of the Annual Business Meeting, minutes of the 2010 Annual Business Meeting, procedures governing the conduct of elections, Treasurer’s report, and proposed bylaw changes and resolutions. Since the report included the Meeting Notice, President Brothers waived reading the notice.

The minutes of the October 26, 2010, Annual Business Meeting were reviewed. A motion was made and seconded to approve the minutes as presented.

## Election of Officers and Directors

President Brothers called on Immediate Past President Ronald L. Lynn to read the report of the Nominating Committee. Immediate Past President Lynn thanked the Members of the Nominating Committee for their work and read the Committee’s recommendations.

President Brothers, in accordance with Council Policy 19, Governing the Conduct of Elections, appointed Bill Bryant, Chief Building Inspector for Anne Arundel County, Annapolis, Maryland; Bill Duck, Director of Inspections and Code Enforcement, city of Columbus, Georgia; and Anne von Weller, von Weller Associates; as Tally Judges.

President Brothers called Immediate Past President Ron Lynn to come forward and conduct the elections.

### First Election

Immediate Past President Lynn announced the nomination of William Dupler as President for a one-year term. He then made a request for nominations from the floor. There were no additional nominations. There was a motion to close the nominations and the motion was seconded and passed unanimously.

### Second Election

Immediate Past President Lynn announced the nomination of Ronald Piester as Vice President for a one-year term. He then made a request for nominations from the floor. There were no additional nominations. There was a motion to close the nominations and the motion was seconded and passed unanimously.

### Third Election

Immediate Past President Lynn announced the nomination of Stephen Jones as Secretary/Treasurer for a one-year term. He then made a request for nominations from the floor. The name of John Darnall was properly entered into nomination. The name of Patrick Parsley was properly entered into nomination. All candidates were invited to address the assembly for a limited amount of time. After electronic voting closed, the Immediate Past President announced the election of Stephen Jones.

### Fourth Election

Immediate Past President Lynn announced the nomination of Jay Elbettar for a three-year sectional director term for Section A. He then made a request for nominations from the floor. There were no additional nominations. There was a motion to close the nominations and the motion was seconded and passed unanimously.

# MINUTES OF 2011 ANNUAL BUSINESS MEETING

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## Fifth Election

Immediate Past President Lynn announced the nomination of Richard Truitt for a three-year sectional director term for Section E. He then made a request for nominations from the floor. There were no additional nominations. There was a motion to close the nominations and the motion was seconded and passed unanimously.

## Sixth Election

Immediate Past President Lynn announced the nomination of Robert Boyer for a three-year director-at-large term. He then made a request for nominations from the floor. The name of Jim Brown was properly entered into nomination. The name of David Smith was properly entered into nomination. All candidates were invited to address the assembly for a limited amount of time. After electronic voting closed, the Immediate Past President announced the election of Robert Boyer.

## Seventh Election

Immediate Past President Lynn announced the next election was for a three-year director-at-large term for the seat currently held by Patrick Parsley. The Nominating Committee did not make a recommendation for the seat. He then made a request for nominations from the floor. The name of Patrick Parsley was properly entered into nomination. The name of Jim Brown was properly entered into nomination. The name of William Schock was properly entered into nomination. All candidates were invited to address the assembly for a limited amount of time. After electronic voting closed, the Immediate Past President announced the election of Patrick Parsley.

## Eighth Election

Immediate Past President Lynn announced the nomination of Ravi Shah for a three-year director-at-large term. He then made a request for nominations from the floor. The name of Jim Brown was properly entered into nomination. All candidates were invited to address the assembly for a limited amount of time. After electronic voting closed, the Immediate Past President announced the election of Ravi Shah.

## Ninth Election

Immediate Past President Lynn announced the next election was for a two-year director-at-large unexpired term. The Nominating Committee did not make a recommendation for the seat. He then made a request for nominations from the floor. The name of Robert Drexler was properly entered into nomination. The name of Jim Brown was properly entered into nomination. Both candidates were invited to address the assembly for a limited amount of time. After electronic voting closed, the President announced the election of Robert Drexler.

President Brothers called on Secretary/Treasurer Piester to provide the Treasurer's Report. Secretary/Treasurer of the International Code Council Piester provided the financial status of the ICC as reported in the Annual Business Report.

## 2011 Treasurer's Report

As Secretary/Treasurer of the International Code Council Board of Directors, it is my privilege to report to the Membership on the financial condition of the organization. During 2011, we have continued to be challenged by economic conditions, but we have remained focused on our Mission to provide the highest quality codes, standards, products and services. To accomplish and sustain the Code Council's Mission, we also must act to protect the long-term economic health of the organization.

As we are all aware, the weak housing and commercial real estate markets continue to have an adverse impact on the construction industry. In addition, constrained state and local government budgets have created new challenges for the ICC and our Members. The ICC Board and management team have taken a conservative approach to the organization's financial management, which has allowed us to stabilize the financial position of the Code Council. However, our conservative approach has not prevented us from making appropriate investments in our staff and our information technology infrastructure to best serve the needs of our Members and all stakeholders.

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In 2010, ICC's total revenues were \$57.6 million, an increase of \$4 million compared to 2009. Fourth quarter 2010 revenue, and revenues earned in the first half of 2011 have been very strong and tracked ahead of our budget expectation. Publication sales made up 45% of our total revenue and our strong sales are attributed to key state adoptions, the introduction of the 2012 I-Codes and our international business, which is developing into a viable revenue stream. In 2010, expenses were \$58.3 million. Although this was an increase of \$5.5 million from 2009, most was attributable to the restoration of existing staff wages and investments in new, key positions. Expenses to provide products and services that vary directly with sales, increased \$1.8 million. Of our total expenses, 78% of expenditures went directly toward Member services and programs.

In addition to managing expenses, we continue to manage our working capital, accounts receivable, and inventory. The strong revenues increased our year-end 2010 accounts receivable due from customers by nearly \$2.6 million compared to 2009. Inventory, net of reserves, has decreased \$1.3 million from 2009 as higher sales and extensive efforts to control our investments in inventory have taken hold. Working capital management is of critical importance in maintaining our cash flow. As a percentage, inventory and accounts receivable are less than 18% of total revenue for the sixth consecutive year.

The total cash and investments of ICC were \$11.7 million at year end 2010, a decrease of \$900,000 from 2009. Cyclical sales increases resulted in higher customer accounts receivable that we expect to collect during 2011.

In order to protect our long-term economic health, it is imperative we maintain appropriate procedures and controls. These processes ensure we accurately report our financial condition and protect our resources. Each year our financial statements are audited by an independent accounting firm. Our current firm is BDO USA, LLP. We also have a Board Audit Committee. It is chaired by the current Secretary/Treasurer who works closely with the accounting firm to oversee the audit. The Committee meets with the firm several times over the course of the audit to discuss the audit planning, scope and results. ICC employees and management devote much time to this endeavor as well to ensure the organization's financial processes are sound. I am pleased to announce the ICC received an unqualified opinion for 2010.

Planning for our future growth and continued stability is critical to the success of the Council. The ICC Board has been a strong proponent of restoring the wage and benefit reductions imposed on staff in prior years. In January 2011, we were able to restore the remaining wage reductions imposed at the deepest point of the 2008–2009 economic crisis. We are grateful to staff for their personal support of ICC and its Mission when it was needed most. They have once again proven that ICC's greatest asset is its people. Restoration of staff wages is a prudent "investment" that will allow us to retain our employees and sustain our future. In addition, we have invested in our IT infrastructure, including the website, customer service and financial reporting. Each was an area where we needed to improve.

The ICC Board remains committed to protecting our association's economic future. As a result, we transferred \$1 million into our investments account from our operating cash reserves. Our investments have remained stable over the recent turbulent period and are closely monitored by a Board Investment Committee in addition to our advisor and staff. The Investment Committee meets quarterly to review the portfolio's performance, economic outlooks, and compliance with the Council Policy #32-08. The investment priorities set forth in the Council Policy are, in order, legality, safety, liquidity and yield. The process established by the Policy has been very effective in achieving these priorities.

The budget process is also a very important part of planning for the future growth and stability of the organization. A lot of time and effort is devoted each year by both the staff and the Board to craft a budget that will sustain and grow the organization. This year our Budget Committee met with management in June to review economic indicators and align ICC's strategic plans and objectives with preliminary budget assumptions. The Committee presented the results to the Board in July and will meet again later this month to finalize a proposed budget for 2012-2014. The proposed budget will then go to the Board for final revisions and approval in December.

Through continued conservative management of our resources, maintaining sound financial processes and careful planning for the future, we will continue to achieve the Mission of this organization for years to come.

Thank you for allowing me to serve as your Secretary/Treasurer and I look forward to continuing to serve the organization in the years ahead.

A motion was made and seconded to accept the Secretary/Treasurer's report.

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## CEO, Subsidiary and President's Reports

President Brothers called on CEO Richard P. Weiland to provide the CEO Report. CEO Weiland addressed the Membership.

President Brothers informed the Membership that the reports for the ICC Evaluation Service and International Accreditation Service were posted online as part of the Annual Report. The ICC Foundation report was given at the Foundation luncheon.

President Brothers provided the President's Report.

## Bylaw Amendments

President Brothers called on Bylaws Committee Chair Immediate Past President Ron Lynn to review the proposed bylaw amendment. The following amendments, as posted in the Annual Report, were presented to the Membership:

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| <b>Amendment 1-2011:</b>                               | A motion was made and seconded to divide the question. The motion passed.  |
| <b>Amendment 1-2011A: Changes to Article II –</b>      | Revise proposed Amendment 1-2011A to retain “administration”: A motion was made and seconded to approve the amendment. The motion passed.          |
| <b>Amendment 1-2011A: Changes to Article II –</b>      | Addition of “implementation”: A motion was made and seconded to approve the amendment. The motion passed.  |
| <b>Amendment 1-2011B: Changes to Article II –</b>      | Add “in the built environment”: A motion was made and seconded to approve the amendment. The motion was disapproved.                               |
| <b>Amendment 2-2011: Changes to Article II:</b>        | A motion was made and seconded to approve the amendment. The motion was disapproved.   |
| <b>Amendment 3-2011: Changes to Article IV and V -</b> | Elimination of Sectional Seats on the ICC Board of Directors: A motion was made and seconded to approve the amendment. The motion was disapproved. |
| <b>Amendment 4-2011: Changes to Article V –</b>        | Pool Voting for Election of Directors: A motion was made and seconded to approve the amendment. The motion was disapproved.                        |

## Resolutions

President Brothers called on Director Jeff Whitney, Chair of the Resolutions Committee, to provide a report on the Committee. Director Whitney thanked the Members of the Resolutions Committee for their work.

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| Director Whitney read Resolution 2011-1 concerning the Conference Site                           | A motion was made and seconded to approve the resolution. The motion was passed. |
| Director Whitney read Resolution 2011-2 concerning Deceased Members                              | A motion was made and seconded to approve the resolution. The motion was passed. |
| Director Whitney read Resolution 2011-3 concerning the Standing and Annual Conference Committees | A motion was made and seconded to approve the resolution. The motion was passed. |
| Director Whitney read Resolution 2011-4 concerning the Immediate Past President                  | A motion was made and seconded to approve the resolution. The motion was passed. |
| Director Whitney read Resolution 2011-5 concerning Retired Members                               | A motion was made and seconded to approve the resolution. The motion was passed. |

## The Honorary Membership

President Brothers called on Director Ravi Shah, Chair of the 2011 Honorary Membership Committee, to deliver the report of the committee. The Committee recommended the following individuals:

1. Mr. David S. Collins
2. Mr. Robert J. Davidson
3. Ms. Barbara Koffron

A motion was made and seconded to approve the recommendations of the Committee. The motion was passed.

The meeting was adjourned.

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