

- **Notice of Annual Business Meeting of the International Code Council, Setting the Time, Date and Place Therefore**



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The 2014 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 September 29, 2014 at the Greater Fort Lauderdale Broward County Convention Center, 1950 Eisenhower Blvd., Fort Lauderdale, Florida, in conjunction with the 2014 ICC Annual Conference. The Annual Business Meeting shall commence at 10:15 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 2014 ABM Notice shall be printed in the 2014 ICC Annual Report. The ICC 2014 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:

<ol style="list-style-type: none"> a. Call to Order b. Reading of Meeting Notice c. Determination of a Quorum d. Introduction of Sergeants-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 	<ol style="list-style-type: none"> i. Report of the President j. Report of the CEO k. Consideration of Bylaws Changes, if any l. Report of the Resolutions Committee m. Report of the Honorary Members Committee n. Report of the ICC Subsidiaries o. Unfinished business p. Adjournment
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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. There are no proposed amendments to the Bylaws for this Annual Business Meeting.

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 2014 ABM include:

- CONFERENCE SITE
- DECEASED MEMBERS
- STANDING COMMITTEES
- IMMEDIATE PAST PRESIDENT
- RETIRED MEMBERS

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 2014 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.



▪ **Stephen D. Jones,**
CBO, Board President



▪ **Dominic Sims,**
CBO, CEO

Questions regarding the ABM notice may be directed to Dominic Sims, CEO
(888) 422-7233 ext. 5267

■ Minutes of the 2013 Annual Business Meeting of the ICC

October 1, 2013

Atlantic City Convention Center, Atlantic City, NJ

Annual Business Meeting

President Ronald E. Piester called the Annual Meeting of the Members of the International Code Council to order at 8:00 a.m., October 1, 2013, in conjunction with ICC's Annual Conference at the Atlantic City Convention Center in Atlantic City, NJ.

The meeting began with the reciting of the Pledge of Allegiance to the United States of America led by Jim Kennedy, Supervisor of Permitting and Building Administration for the City of Boston, Massachusetts.

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

President Piester acknowledged Melanie Adams, Deputy Building Official for the City of Hillsboro, Oregon, and Immediate Past President of the Oregon Building Officials Association, as Parliamentarian; and appointed Joe Finnegan, Supervisor of the Town of Madrid, New York, and a former President of the Firemen's Association of the State of New York as Sergeant at Arms, and thanked for them for their participation.

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

President Piester referred to the registration packets containing a copy of the business agenda for the 11th 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 2012 Annual Business Meeting, procedures governing the conduct of elections, Treasurer's report, proposed bylaw changes and resolutions. Since the report included the Meeting Notice, President Piester waived reading the notice.

The minutes of the October 23, 2012 Annual Business Meeting were reviewed. A motion was made and seconded to approve the minutes, as presented. The motion passed.

2013 Treasurer's Report

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

The ICC Board remains focused on our Mission to provide the highest quality codes, standards, products, and services for all concerned with the safety and performance of the built environment.

We continue to be challenged by economic conditions. Constrained state and local government budgets have created challenges for the ICC and its Members to adapt with limited staffing while managing unpredictable workloads. We have begun to see signs of a sustained recovery though, in the housing and commercial real estate markets.

We remain optimistic that the U.S. economy will continue to improve. We are confident, that together, we will continue to meet the challenges and succeed in our Mission.

The ICC Board has been sensitive to the financial challenges our Members have faced.

We have done our best to maintain a robust package of Member benefits including a full-day Chapter education benefit, free code opinions, membership pricing on our products, the Code of Honor Scholarship program, Chapter outreach efforts, the ICC Annual Conference, and other Membership Department support programs. We continue to invest in technology to foster greater access and participation in the code development process. We also are changing our publications business to adapt to the market trends as we continue to move into digital publishing.

In 2012, ICC consolidated revenues were \$50.8 million, a decrease of \$9 million compared to 2011. The 2012 expenses were \$57 million, a decrease of \$1.9 million compared to 2011. In the second half of 2013, the three-year code adoption cycle begins to improve substantially from its low point in 2012. We expect revenue from the sale of goods and services to reach our 2013 budget target and anticipate that we will meet or exceed our operating profit target for 2013.

In 2013, we sold an investment property that was underperforming which resulted in a \$2.1 million gain on the sale. The improved operating profit and the sale of property will allow us to replenish some of the cash reserves used in the 2012 downturn.

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October 1, 2013

Atlantic City Convention Center, Atlantic City, NJ

We continue to manage working capital, accounts receivable and inventory to help maintain our cash reserves. Our year-end accounts receivable balance due from customers decreased by \$2.2 million in 2012 compared to 2011. Inventory, net of reserves, has decreased \$0.8 million from 2011. Working capital management is of critical importance in maintaining our cash flow. As a percentage, inventory and accounts receivable are less than 8 percent of total revenue in 2012 and below 18 percent of revenue for the eighth consecutive year.

Each year our financial statements are audited by an independent accounting firm. Our current firm is BDO USA, LLP. I am pleased to announce the ICC received an unqualified opinion for 2012. ICC's consolidated audited financial statements are included as part of our 2013 annual report.

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

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

CEO, Subsidiary and President's Reports

President Piester called on CEO Dominic Sims to provide the CEO's Report. CEO Sims addressed the membership.

President Piester informed the membership that the reports for the ICC Evaluation Service and International Accreditation Service were posted online as part of the Annual Report.

President Piester provided the President's Report.

Resolutions

President Piester called on Past President Anne von Weller to read a Special Resolution in memory of Lee Ellen Witt, spouse of former ICC CEO James Lee Witt. A motion was made and seconded to approve the resolution. The motion passed.

President Piester called on Director Robert Boyer, Chair of the Resolutions Committee, to provide a report on the Committee. Director Boyer thanked the members of the Resolutions Committee for their work.

Director Boyer read Resolution 2013-1 concerning the Conference Site	A motion was made and seconded to approve the resolution. The motion passed.
Director Boyer read Resolution 2013-2 concerning Deceased Members	A motion was made and seconded to approve the resolution. The motion passed.
Director Boyer read Resolution 2013-3 concerning the Standing and Annual Conference Committees	A motion was made and seconded to approve the resolution. The motion passed.
Director Boyer read Resolution 2013-4 concerning the Immediate Past President	A motion was made and seconded to approve the resolution. The motion passed.
Director Boyer read Resolution 2013-5 concerning Retired Members	A motion was made and seconded to approve the resolution. The motion passed.
Director Boyer read Resolution 2013-6 concerning the ICC Three-Year Code Revision Cycle	A motion was made and seconded to disapprove the resolution. The motion to disapprove the resolution passed.

The Honorary Membership

President Piester called on Director Greg Wheeler, Chair of the 2013 Honorary Members Committee, to deliver the report of the committee. The Committee recommended the following individuals:

1. Gregori Anderson
2. James L. Brothers
3. Sam Francis
4. Jack Leyden

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

Guest Speaker

President Piester introduced special guest, New Jersey State Senate President, Stephen M. Sweeney. Senator Sweeney addressed the membership.

■ Minutes of the 2013 Annual Business Meeting of the ICC

Election of Officers and Directors

President Piester called on Immediate Past President William Dupler to read the report of the Nominating Committee. Immediate Past President Dupler thanked the members of the Nominating Committee for its work and read the Committee's recommendations.

President Piester, in accordance with Council Policy 19 - Governing the Conduct of Elections, appointed Past Presiding Board Officers in attendance to serve as Tally Judges.

First Election

President Piester announced the nomination of Stephen D. Jones 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

President Piester announced the nomination of Guy Tomberlin 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

President Piester announced the nomination of Alex "Cash" Olszowy as Secretary/Treasurer 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.

Fourth Election

President Piester announced the nomination of Gilbert Gonzales for a three-year sectional director term for Section C. 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.

Fifth Election

President Piester announced the nomination of Dwayne Garriss for a three-year sectional director term for Section F. 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

President Piester announced the nomination of Lynn Underwood for a three-year director-at-large 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.

Seventh Election

President Piester announced the nomination of Robert Drexler for a three-year director-at-large 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.

Eighth Election

President Piester announced the nomination of Jim Brown for a three-year director-at-large 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.

The meeting was adjourned.