



ANNUAL  
BUSINESS  
MEETING

# NOTICE OF ANNUAL BUSINESS MEETING

The 2015 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 Monday, September 28, 2015 at the Long Beach Convention Center, 300 East Ocean Boulevard, Long Beach, California, in conjunction with the 2015 ICC Annual Conference. The Annual Business Meeting shall commence 15 minutes after the completion of the Opening Session/Members Forum, which begins at 8:00 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 2015 ABM Notice shall be printed in the 2015 ICC Annual Report. The ICC 2015 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 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
  - 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

In accordance with the Bylaws, the ICC Board President may ask Members to reorder 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 2015 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 2015 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.



GUY TOMBERLIN, CBO  
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 2014 ANNUAL BUSINESS MEETING

## **Minutes of the 2014 Annual Business Meeting of the International Code Council September 29, 2014 Greater Fort Lauderdale Broward County Convention Center, Fort Lauderdale, FL**

### **ANNUAL BUSINESS MEETING**

President Stephen D. Jones called the Annual Meeting of the Members of the International Code Council to order at 10:15 a.m., September 29, 2014, in conjunction with ICC's Annual Conference at the Greater Fort Lauderdale Broward County Convention Center in Fort Lauderdale, Florida.

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

Having found that a quorum exists, President Jones called for a motion to authorize the start of the meeting. Motion seconded. No discussed ensued. Motion passed unanimously.

President Jones appointed Denny Boss, Building Official for the City of Oakridge, Tennessee, as Sergeant at Arms, and acknowledged former ICC Board Member Tim Ryan, Code Administrator for the City of Overland Park, Kansas, as Parliamentarian.

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

President Jones referred to the registration packets containing a copy of the business agenda for the 12th Annual Business Meeting of the Members of the International Code Council. Included in the packet was the ICC 2014 Annual Business Meeting Report, which includes the Notice of the 2014 Annual Business Meeting, the official minutes for the 2013 Annual Business Meeting, and procedures governing the conduct of elections and resolutions. Since the report included the Meeting Notice, President Jones waived reading the notice.

The minutes of the 2013 Annual Business Meeting were reviewed. A motion was made and seconded to approve the minutes, as presented. Motion passed unanimously.

### **2014 TREASURER'S REPORT**

President Jones called on Secretary/Treasurer Alex "Cash" Olszowy to provide the Treasurer's Report. Secretary/Treasurer Olszowy provided the financial status of the ICC as reported in the annual report.

Secretary/Treasurer Olszowy stated that as Secretary/Treasurer of the International Code Council Board of Directors, it is his privilege to report to the Membership on the financial condition of the organization.

He stated that the ICC Board is focused on maximizing Membership's resources to provide the highest quality codes, standards, products, and services for all concerned with the safety and performance of the built environment.

He further stated that we have begun to see signs of a sustained recovery in the housing and commercial real estate market, and we remain optimistic that the U.S. economy will continue to improve. He noted that we are confident that in working together, we will continue to meet the challenges and succeed in our mission.

In 2013, ICC's consolidated revenues were \$57.7 million dollars, an increase of \$6.9 million compared to 2012. 2013 expenses were \$53.2 million dollars, a decrease of \$3.8 million compared to the previous year. Overall net margin for 2013 was increased by \$12.5 million.

The three-year code adoption cycle improved substantially during 2013 from its low point in 2012. The cyclical improvement has continued into 2014. With the launch of the 2015 I-Codes and multiple state adoptions, ICC Evaluation Service and International Accreditation Service revenues are also ahead from the prior year. He stated that we expect revenue from the sale of goods and services to exceed our 2014 budget target, and anticipate we will exceed our operating net margin for 2014. He noted that our recent financial performance has allowed us to replenish the ICC's cash reserves that were drawn down during the economic downturn and slow recovery. Improved finances allow the ICC to maintain a robust package of Member benefits, including a full-day chapter education benefit, free code opinions, special pricing on ICC products, code of honor scholarships, chapter outreach efforts, and the ICC Annual Conference and other membership department support programs.

# MINUTES OF THE 2014 ANNUAL BUSINESS MEETING

Secretary/Treasurer Olszowy stated that we are also investing in technology, which is key to the ICC's future. In 2013-2014, he stated that we successfully launched the cdpACCESS system that provides greater access to and participation in the code development process. He noted the move to a new office in Brea, California, which improved collaborative spaces and capabilities. Since the publishing industry continues to evolve toward digital publications, the ICC has invested in this technology to provide enhanced publication options for our members. More members and other customers are choosing to transact online with the ICC as well, so we have begun a redesign of the website to be launched in 2015. The new website design will make it easier for members and all customers to do business with the ICC.

Secretary/Treasurer Olszowy noted other important areas of investment for the ICC's future include new strategies for training and education and increased compensation for our dedicated and loyal staff. To help maintain cash reserves, he stated that we continue to manage working capital, accounts receivables, and inventory. Accounts receivables increased in 2013 due to the increase in sales for the year. We continue to reduce inventory while maintaining the ability to service our orders, and that has made it possible for us to reduce the square footage in our warehouse by 70 percent. Working capital management is of critical importance to maintaining cash flow.

Secretary/Treasurer Olszowy stated that each year our financial statements are audited by an independent accounting firm. Our current firm is BDO USA, LLP. He noted that he is pleased to announce that the International Code Council and subsidiaries received an unqualified opinion for 2013. He thanked the audience for allowing him to serve as Secretary/Treasurer and he stated that he looks 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 unanimously.

## CHIEF EXECUTIVE OFFICER, SUBSIDIARY AND PRESIDENT'S REPORTS

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

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

President Jones provided the President's Report.

## RESOLUTIONS

President Jones called on Director Jay Elbettar, Chair of the Resolutions Committee, to provide a brief synopsis of the Resolutions. Director Elbettar acknowledged and thanked the members of the Resolutions Committee for their work.

- Director Elbettar read Resolution 2014-1 concerning the Conference Site. A motion was made and seconded to approve the resolution. The motion passed.
- Director Elbettar read Resolution 2014-2 concerning Deceased Members. A motion was made and seconded to approve the resolution. The motion passed.
- Director Elbettar read Resolution 2014-3 concerning the Standing and Annual Conference Committees. A motion was made and seconded to approve the resolution. The motion passed.
- Director Elbettar read Resolution 2014-4 concerning the Immediate Past President. A motion was made and seconded to approve the resolution. The motion passed.
- Director Elbettar read Resolution 2014-5 concerning Retired Members. A motion was made and seconded to approve the resolution. The motion passed.

## THE HONORARY MEMBERSHIP

President Jones called on Director Dwayne Garriss, Chair of the 2014 Honorary Members Committee, to deliver the report of the Committee. The Committee recommended the following individuals:

- |                    |                           |                 |
|--------------------|---------------------------|-----------------|
| 1. Sal DeSimone    | 3. George Martin          | 5. Jeff Whitney |
| 2. Robert Konyndyk | 4. Jerome "Jerry" Sanzone |                 |

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

# MINUTES OF THE 2014 ANNUAL BUSINESS MEETING

## **SPECIAL ANNOUNCEMENT**

President Jones addressed the Membership concerning ICC's merger with the Solar Rating & Certification Corporation (SRCC). He then introduced Dominic Sims, SRCC President Ole Pilgaard, and SRCC Executive Director Eileen Prado, and together the four of them signed a letter of intent regarding International Code Council's merger with the Solar Rating and Certification Corporation. Ole Pilgaard then addressed the membership.

## **ELECTION OF OFFICERS AND DIRECTORS**

President Jones called on Immediate Past President Ronald Piester to read the report of the Nominating Committee. Immediate Past President Piester thanked the Members of the Nominating Committee for its work and read the Committee's recommendations.

President Jones, 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 Jones announced the nomination of Guy Tomberlin 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 Jones announced the nomination of Alex "Cash" Olszowy 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 Jones announced the nomination of Dwayne Garriss 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 Jones 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.

### **Fifth Election**

President Jones 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**

President Jones announced the nomination of William J. Bechtold 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 Jones announced the nomination of Shirley Ellis for a three-year director-at-large term. He then made a request for nominations from the floor. An additional nomination was made and seconded for James E. Morganson. All candidates and their supporters were invited to address the membership for a limited amount of time. After electronic voting closed, President Jones announced the election of James Morganson.

### **Eighth Election**

President Jones announced the nomination of M. Donny Phipps 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.

### **Ninth Election**

President Jones announced the nomination of Alan Boswell for a two-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.

**The meeting was adjourned.**