



**BYLAWS OF THE
INTERNATIONAL CODE COUNCIL FOUNDATION, INC.
A DELAWARE NONPROFIT PUBLIC BENEFIT CORPORATION
AMENDED AND RESTATED BYLAWS OCTOBER 2004**

ARTICLE I - OFFICES

1.1 Principal and Other Offices. The principal office of the International Code Council Foundation, Inc. ("The Foundation") shall be located in Falls Church, Virginia. The Foundation may maintain additional offices at such other places as the Board of Governors may designate. The Foundation shall maintain a registered office within the State of Delaware at such place as the Board of Governors may designate.

ARTICLE II - MEMBERS

2.1 Membership. The Foundation shall have a single member, the International Code Council, Inc. (the "Council"). The rights and duties of the Council as the sole member shall be exercised either by the Board of Directors of the Council, or by an officer or officers of the Council to whom the Council's Board of Directors has delegated such rights and duties, or by the Council CEO as provided in these bylaws. The Council may delegate additional rights and duties to the Council CEO or to other officers of the Council.

2.2 Annual and Special Business of the Membership. The Council shall prior to the Foundation's annual meeting receive from the Foundation a list of the persons who have agreed to serve on the Board of Governors of the Foundation and a recommendation from the Foundation as to who on the list shall serve on the Board. Such persons appointed by the Council shall commence their duties at the annual meeting of the Foundation.

ARTICLE III - BOARD OF GOVERNORS

3.1 Powers. The Board of Governors of the Foundation ("the Board") shall control the affairs and policies of the Corporation.

3.2 Number, Tenure and Qualifications. The number of Governors constituting the Board shall be not less than nine (9) voting members. At least one Council Board Member shall serve as a Governor. The initial Board shall be composed of those Governors named in the Certificate of Incorporation. Thereafter, the Council shall appoint the Foundation's Governors in accordance with 2.2. Except for the initial Board, each Governor shall hold office for a term of two (2) years, without limitation as to successive terms, and until his or her successor has been duly appointed or until his or her earlier death, resignation or removal. Four (4) of the members of the initial Board (determined by lot) shall have a term of one (1) year and their successors at the end of the terms shall have a term of two (2) years.

3.3 Resignation. A Governor may resign at any time by giving written notice of his or her resignation to the Chair or to the President of the Foundation, or by presenting his or her written resignation in person at a meeting of the Board.

3.4 Removal. A Governor may be removed, with or without cause, by the affirmative action of the Council.

3.5 Vacancies. All vacancies on the Board resulting from the death, resignation or removal of a Governor shall be filled by the Council for a term beginning with the effective date of such appointment and lasting for the remaining term of the Governor such person is replacing.

3.6 Compensation. Voting members of the Board of Governors shall not receive salaries for their services as Governors, but by resolution of the Board, the Foundation may authorize reimbursement of

expenses incurred by Governors in the performance of their duties.

ARTICLE IV – OFFICERS

4.1 Officers. The officers of the Foundation shall be a President and Treasurer and such other officers as are appointed by the Council CEO from time to time. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority to perform the duties prescribed, from time to time, by the Council CEO. Performance evaluations of all officers shall be conducted annually by the Council CEO.

4.2 President. The President shall be responsible for the supervision of all staff members. The President shall also have the responsibility for development and execution of all Foundation publicity programs, shall be an ex officio non-voting member of the Board of Governors and all committees of the Foundation (except an audit committee if one is established), shall help prepare an annual budgetary proposal for presentation to the Board of Governors, and shall prepare such periodic revisions thereof and supplements thereto as the President shall deem necessary for presentation to the Board, and shall undertake such other duties as set forth in these Bylaws and as the Board may from time to time direct.

4.3 Treasurer. The Treasurer shall perform such financially related duties as are assigned to the Treasurer from time to time by the Council CEO.

4.4 Compensation. The officers of the Foundation shall receive such reasonable compensation for their services as may, from time to time, be fixed by the Council CEO.

4.5 Removal. Any officer appointed by the Council CEO may be removed by the Council CEO whenever in the Council CEO's judgment the best interests of the Foundation would be served thereby. Removal of any officer shall be without prejudice to the contract rights, if any, of the person so removed.

4.6 Vacancies. A vacancy in any office shall be filled by the Council CEO without undue delay. In the event of the absence or disability of any officer of the Foundation, the Council CEO may delegate the powers and duties of such officer to any other officer or officers.

ARTICLE V- MEETINGS OF THE BOARD OF GOVERNORS

5.1 Annual Meeting. The Board shall meet at least annually for the transaction of such business as may be properly brought before the Board.

5.2 Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or at the request of a majority of the Board.

5.3 Place of Meetings. The location of an annual or any special meeting of the Board shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by all the Governors.

5.4 Notice of Meetings. The President shall give notice of each annual meeting of the Board by written notice to each Governor at least ten (10) days before the meeting. The Chair or other persons calling a special meeting of the Board shall give notice thereof (or cause the President to give notice) by written notice to each Governor at least five (5) days before the meeting. Unless otherwise indicated in the notice, any and all business may be transacted at a meeting of the Board. Attendance by a Governor at a meeting shall constitute a waiver of notice of such meeting, except where a Governor attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

5.5 Quorum. A majority of the Governors in office shall constitute a quorum for transaction of any business at any meeting of the Board.

5.6 Manner of Acting. Except as otherwise provided by law or in these Bylaws, the act of the majority of the Governors present at a meeting at which a quorum is present shall be the act of the Board.

5.7 Conduct of Meetings. The Chair shall preside over meetings of the Board. The President or another officer of the Foundation shall act as secretary of the meeting.

5.8 Action by Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting and without prior notice or vote if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the members of the Board. Such consents shall be filed with the minutes of the proceedings of the Board.

5.9 Telephonic Meetings. A Governor may participate in a meeting of the Board by means of conference telephone, video conference or similar communications equipment by means of which all persons participating in the meeting can hear or otherwise communicate with each other. Participation in a meeting pursuant to this 5.9 shall constitute presence in person at the meeting.

5.10 Proxy Voting. A vote by proxy shall not be permitted.

5.11 Contract and Agreements. The Board may authorize any officer or officers to enter into any contract or execute or deliver any instrument in the name of the Foundation. Such authority shall be in writing and may be general or confined to specific instances. When the execution of any contract or instrument has been authorized without specifying the particular officers authorized to execute such contract or instrument, it may be executed on behalf of the Corporation by the President.

5.12 Duties of the Chair. The Chair of the Board shall preside at all meetings of the Board; shall observe and report to the Board upon the execution of the orders and resolutions of the Board; shall coordinate (under the supervision of the Board or the Executive Committee), the activities of the Executive Committee and such other committees as the Board shall from time to time create; shall be an ex officio member of all committees; and shall perform such other duties as are delegated to the Chair by the Board.

4.13 Duties of the 1st and 2nd Vice Chairs. The 1st Vice Chair shall exercise the duties of the Chair of the Board in the case of temporary absence or disability of the Chair and shall serve on the Executive Committee. Each Vice Chair shall serve as a member of the Executive Committee. Each Vice Chair shall also perform such other duties as are delegated to them by the Board. All individuals serving as Chair or Vice Chair must simultaneously be members of the Board of Governors.

ARTICLE VI - COMMITTEES

6.1 Executive Committee. By resolution duly adopted by a majority of the entire Board, the Board may designate four (4) or more Governors to constitute an Executive Committee. The Chair and each Vice Chair of the Board shall be members of the Executive Committee. A Governor who is also a Council Board member shall be a member of the Executive Committee. The Chair of the Board shall be designated as Chair of the Executive Committee. The President shall be an ex-officio nonvoting member of the Executive Committee. Each member of the Executive Committee shall continue as a member thereof until the expiration of his or her term as a Governor, or until his or her earlier resignation from the Executive Committee, in either case unless sooner removed as a member of the Executive Committee or as a Governor by any means authorized by these Bylaws.

(a) The Executive Committee shall exercise such powers as have been delegated to it by the Board, provided that in no event shall the Executive Committee have the authority to amend or repeal these Bylaws or adopt new Bylaws.

(b) The Executive Committee shall fix its own rules of procedure and shall meet at such time and at such place or places as may be provided by its rules. The Chair of the Executive Committee, or, in the absence of the Chair a member of the Executive Committee chosen by a

majority of the members of the Committee present, shall preside at meetings of the Executive Committee, and the President of the Foundation shall act as secretary.

6.2 Committee Rules. The Board, by resolution duly adopted by a majority of Governors at a meeting at which a quorum is present, may form and appoint such other committee or committees as may be necessary, or convenient, for the proper conduct of the affairs of the Foundation. Each member of such committees shall be a Governor except in special circumstances, persons designated by the members of a committee and approved by the Chair of the Board may serve as a member of a committee.

6.3 Other Provisions Regarding Committees

(a) The Board shall have the power at any time to fill vacancies in, change the membership of, or dissolve any committee other than the Executive Committee.

(b) The provisions of 5.8 (“Action by Unanimous Written Consent”), 5.9 (“Telephonic Meetings”), and 5.10 (“Proxy Voting”) of these Bylaws shall apply to all committees from time to time created by the Board.

(c) Action of any committee of the Board within its defined scope shall be final, subject to modification or contrary action by the Board.

(d) A majority of the members of a committee shall constitute a quorum, and the affirmative vote of a majority of the members present shall be required for any action of any committee.

(e) Vacancies in the membership of a committee shall be filled by the appointment made in the same manner as provided in the case of the original appointment.

(f) Each committee shall keep minutes of its meetings and promptly deliver such minutes to the Board.

ARTICLE VII – CONFLICT OF INTEREST

7.1 Interests and Concerns. A conflict of interest may exist when the interests or concerns of any Governor or officer or said person’s immediate family, or any party, group or organization to which said person has allegiance, may be seen as competing with the interests or concerns of the Foundation. Any possible conflict of interest shall be disclosed to the Board of Governors or its appropriate committee by the person concerned and to the extent necessary for appropriate Board consideration of the matter. When any such conflict of interest is relevant to a matter requiring action by the Board, the interested Governor may retire from the room in which the Board or its committee is meeting, shall not participate in the final deliberation of the matter, and shall not vote on the matter. The minutes of the Board or committee meeting shall reflect the conflict disclosure and that the interested Governor was not present during the final deliberation and vote and did not vote on the matter. When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board or its committee, excluding the potentially interested Governor. If appropriate, the Board shall seek the advice of the Foundation’s legal counsel on whether a conflict exists, and on the nature or the potential effect of any such conflicts. The Board shall cause the Foundation to adopt similar rules applicable to key employees of the Foundation. A conflict of interest disclosure statement shall be furnished annually to each Governor and officer and to each new Governor and officer upon undertaking the duties of such office.

ARTICLE VIII - INDEMNIFICATION AND INSURANCE

8.1 Indemnification. The Foundation shall, except as provided in or limited by s 8.3 and 8.4 herein, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Governor, officer, committee member, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a Governor, director, trustee,

officer, employee or agent of another Foundation, corporation, partnership, joint venture, trust or other enterprise, and shall advance expenses to such person reasonably incurred in connection therewith, to the fullest extent permitted by the relevant provisions of the Delaware General Corporation Law, as such law presently exists or may hereafter be amended. The Foundation shall be required to indemnify a person in connection with a proceeding initiated by such person only if the proceeding was authorized by the Board.

8.2 Insurance. The Foundation may purchase and maintain insurance on behalf of any person who is or was a Governor, officer, director, employee or agent of the Foundation, or who is or was serving at the request of the Foundation as a Governor, director, trustee, officer, employee or agent of another Foundation, corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify him or her against such liability under the provisions of this Article VIII.

8.3 Certain Limitations on Indemnification. In no case shall the Foundation indemnify or reimburse any person for any taxes on such individual under Chapter 42 of the Internal Revenue Code of 1986 as it presently exists or may hereafter be amended (the "Code"), or under the comparable or corresponding provisions of any future United States internal revenue laws. Further, at any time the Foundation is deemed to be a private foundation within the meaning of 509 of the Code, then, during such time, no payment shall be made under this Article VIII if such payment would constitute an act of self-dealing or a taxable expenditure as defined in s 4941(d) or 4945(d), respectively, of the Code or any successor provision.

8.4 Indemnification from Other Sources. The Foundation's obligation, if any, to indemnify any person who was or is serving at its request as a Governor, officer, director, employee or agent of another Foundation, corporation, partnership, joint venture, trust or other enterprise shall be reduced by any amount such person may collect as indemnification from such other Foundation, corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX - OPERATIONS

9.1 Books and Records. The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board.

9.2 Fiscal Year. The fiscal year of the Foundation shall end on December 31.

9.3 Seal. The corporate seal shall have inscribed thereon the name of the Foundation, the year of its incorporation and the words "Corporate Seal, State of Delaware."

9.4 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Delaware General Corporation Law, the Foundation's Certificate of Incorporation or these Bylaws, a written waiver of notice, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of any Governor at a meeting shall constitute a waiver of notice of such meeting, except when such Governor attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE X - AMENDMENTS

10.1 Bylaw Modifications. These Bylaws may be amended, altered or repealed and new Bylaws may be adopted at any meeting of the Board by an affirmative vote of a majority of the Governors then in office; however, any change in the Bylaws shall require the prior written consent of the Council. Action to amend these Bylaws may be taken at an annual or special meeting of the Board for which written notice

of the purpose shall be given or shall be waived as provided in these Bylaws.

[History: The original ICCF Bylaws were approved by the ICC BOD. Amendments were approved and ratified by ICC BOD on September 5, 2003 and September 30, 2004.]