

PROPOSED AMENDMENT TO THE ICC BYLAWS AND
CERTIFICATE OF INCORPORATION

AMENDMENT 2024-1

ICC BYLAW AND CERTIFICATE OF INCORPORATION AMENDMENT 2024-1: In accordance with Article XVIII, ss. 18.1

AMENDMENT 2024-1 (continued)

REASON: These proposed amendments to the ICC Bylaws and Certificate of Incorporation grant the ICC Board of Directors the authority to remove a director for cause upon a five-sixths majority vote and provide that a director who has been declared to be of unsound mind by a court will automatically be removed from their position on the Board. The amendment allowing for removal of a director for cause is being proposed to authorize the Board of Directors to take swift action in limited circumstances where there is widespread agreement among the Board of Directors that a director's conduct has harmed or has the potential to harm the corporation or its reputation. Under Delaware law, the authority to remove directors for cause may only be granted within an organization's Certificate of Incorporation. The amendment making a person who has been declared of unsound mind ineligible for Board service is being proposed in the case of an accident or illness that makes it impossible for a director to fulfill the duties of a director.

The Board of Directors hereby submits these amendments to the ICC Bylaws and Certificate of Incorporation for the Voting Members' consideration and unanimously recommends approval thereof.