

Summary of Key Proposed Bylaw Changes

The proposed Bylaws include updates intended to strengthen ICF's governance, continuity, accountability, and long-term organizational stability. Below is a summary of the key proposed changes. This summary is provided for convenience. Members are encouraged to review the full proposed Bylaws before voting.

- Staggering Board elections so approximately half of the Directors are elected each year
- Establishing an Alternate Director and a clear process for filling Board vacancies
- Establishing eligibility requirements for Board candidates
- Allowing secure digital voting in Board elections
- Eliminating Board proxy voting and modernizing electronic Board actions
- Simplifying Board quorum requirements and establishing a tie-breaking procedure
- Establishing attendance and remote-participation requirements for Directors
- Establishing a clear Board process for removal of Directors
- Requiring monthly Board meetings
- Requiring the newly elected Board to select ICF officers after the annual election
- Requiring one year of Board service before serving as an officer or committee chair
- Clarifying officer term limits
- Establishing a review-and-response process before an Inspector calls a special membership meeting
- Updating procedures for member approval of future bylaw amendments
- Protecting ICF contacts, title, and intellectual property from personal or financial use
- Adding safeguards for charitable activities and international assistance
- Adding governance requirements for real property, gifts, investments, and whistleblower protection