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BY ELECTRONIC TRANSMISSION

Submission No. 21-30
April 27, 2021

Mr. Christopher J. Kirkpatrick
Secretary of the Commission
Office of the Secretariat
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, NW
Washington, DC 20581

**Re: Amendments to Bylaw Section 4.1-Directors: Number; Election Qualifications -
Submission Pursuant to Section 5c(c)(1) of the Act and Regulation 40.6**

Dear Mr. Kirkpatrick:

Pursuant to Section 5c(c)(1) of the Commodity Exchange Act, as amended, and Commodity Futures Trading Commission (“Commission”) Regulation 40.6(a), ICE Futures U.S., Inc. (“IFUS” or “Exchange”) self certifies the amendments to Bylaw Section 4.1, reducing the size of the governing board (the “Board”) from nine to seven directors, as specified in Exhibit A.

The Bylaw currently provides for a Board of 9 nine directors comprised of 4 directors who are qualified as public directors under the CFTC’s acceptable practices regarding conflicts of interest in exchange decision-making, two directors who are executive officers of ICE, two directors who are appointed by the shareholder, and the president of the Exchange. The Board is empowered pursuant to that Bylaw to alter the number of directors constituting the Board, so long as there are no fewer than 3 directors and no incumbent director’s term is cut short by such alteration.

The Board has determined to reduce from 2 to 1 the number of directors appointed by the shareholder, and to reduce the number of public directors from 4 to 3. It should be noted that the ratio of public directors to total directors will remain approximately the same, that is, 42 % of the Board will be public directors under the amended Bylaw compared to 44% today.

The Board and executive management of the Exchange believe that the functioning of the Exchange would not be compromised in any way by reducing the size of the Board, given the strong and varied skillsets and expertise of each of the directors, individually, and the highly effective manner in which the Board functions as a group.

The Exchange is not aware of any opposing views and certifies that the amendments to the Bylaw comply with the requirements of the Act and the rules and regulations promulgated

thereunder, as described above. Specifically, the amendments comply with the acceptable practice under Appendix B to Part 38, which establishes a safe harbor for compliance with Core Principle 16 insofar as it relates to conflicts of interest in exchange decision-making. The Exchange further certifies that, concurrent with filing, a copy of this submission has been posted on the Exchange's website which may be accessed at (<https://www.theice.com/futures-us/regulation>).

If you have any questions or need further information, please contact me at audrey.hirschfeld@ice.com.

Sincerely,

A handwritten signature in blue ink that reads "Audrey R. Hirschfeld". The signature is fluid and cursive, with the first name "Audrey" being more prominent than the last name "Hirschfeld".

Audrey R. Hirschfeld
SVP and General Counsel

Enc.

EXHIBIT A

ARTICLE IV DIRECTORS

Section 4.1. Number; Election Qualifications

(a) The number of directors constituting the entire Board of Directors shall be [~~nine (9)~~] seven (7), consisting of two individuals who are executive officers or directors of Intercontinental Exchange, Inc. ("ICE") or any successor to, or successor owner of, ICE, the [~~Chief Executive Officer or the~~] President of the Corporation, [~~four (4)~~] three (3) representatives who are not [~~Trading~~] IFUS Members [~~of the Exchange~~] and qualify as Public Directors, and [~~two~~] one other individual[s] elected by the shareholders, and acting by a majority vote of the total number of directors. The number of directors may be such other number, not less than three (3), fixed from time to time by the Board of Directors, acting by a majority vote of the total number of directors which the Corporation would have, prior to any increase or decrease, determined as if there were no vacancies, provided, that no decrease shall shorten the term of any incumbent director.

(b) Each director shall be elected by the stockholders at their annual meeting. Each director shall hold office until the next election, and until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. Any director may resign at any time upon written notice or by electronic transmission given to the Board of Directors or to the Chief Executive Officer or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

(c) Directors need not be stockholders.

(d) In the event applicable CFTC rules or other requirements require that additional directors of the Corporation qualify as Public Directors, the Board of Directors, after consultation with the Public Directors, shall cause the Corporation to take all necessary actions to increase the size of the Board of Directors by such number of Public Directors as is necessary to satisfy then applicable laws or CFTC rules or requirements relating to the independence of directors.