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**INTERNATIONAL CAKE EXPLORATION SOCIETE'
BOARD OF DIRECTORS
MINUTES RECAP
April 7, 2020**

Motion #1:

Moves to rescind motion # 82, 3-2016, The Representative Committee moves that board members contact by email, phone call or any means, one time a month, the S/A/P/C/C Representatives and Ambassadors they are to mentor with tips, tricks, encouragement, etc. to show their support.

Motion: Carried

Motion #2:

Moves to amend motion # 3, 3-2020, "The Chapter bank account shall be in the Chapter name with a minimum of the Representative and Treasurer listed on the account. Any expenditures over \$300.00 (USD) shall have a motion supporting the amount. The name on such bank account shall be (State / Area) as provided for in Article I of these Bylaws." to now read, "The Chapter bank account shall be in the Chapter name with a minimum of the Representative and Treasurer listed on the account. Any expenditures over \$300.00 (USD) shall have proper documentation (receipts, work order, etc.) supporting the expenditure and two officer's approval. The name on such bank account shall be (State / Area) as provided for in Article I of these Bylaws."

Motion: Carried

Motion #3:

Moves to amend Article IX, Section 4 of the Chapter Bylaws that reads: "Financial reporting will be required of the Chapter to the ICES Treasurer on a semiannual basis. Reports will be required whether or not there has been activity within the Chapter during that six (6) month reporting period. Any Chapter failing to meet required financial reporting during any fiscal year will be notified in writing October 1st that they have thirty (30) days to comply." To now read: "Financial reporting will be required of the S/A/P/C/C to the ICES Treasurer on a semiannual basis. Reports will be required whether or not there has been activity within the S/A/P/C/C during that six (6) month reporting period. Any S/A/P/C/C failing to meet the required financial reporting deadline during any reporting period will be notified via email within five (5) days after the filing deadline for that period and will have thirty (30) days to comply."

Motion: Carried

Motion #4:

Moves to amend Article VII, Section 5 of the Chapter Bylaws that reads: "There is no division within a Chapter and there is only one Representative for each Chapter for purposes of member assignments, S/A/P/C/C Annual Activity Allotment and Midyear travel reimbursement.

To now read: "There is no division within a S/A/P/C/C and there is only one Representative for each S/A/P/C/C for purposes of member assignments, S/A/P/C/C Annual Activity Allotment and Annual Representatives Meeting Attendance Reimbursement.

Motion: Carried

Motion #5:

Moves to amend Article VII, Section 1 of the Chapter Bylaws that reads: "It shall be the duty of the Representative to preside at meetings of the Chapter, appoint committees, as necessary, and perform the duties of Representative as outlined in the Representative's Responsibilities in Detail. The Representative shall maintain copies of all minutes, ICES Board of Directors correspondence and other correspondence deemed necessary by the Representative. Financial records shall be kept for a minimum of seven (7) years. Copies of all newsletters shall be sent to the ICES President, Representative Liaison, Newsletter Editor, and Board Liaison. All Chapter property is to be delivered to the incoming Representative. It shall be the responsibility of the Representative to file the semiannual reports in accordance with the deadline set by the ICES Board of Directors". To now read: "It shall be the duty of the Representative to preside at meetings of the S/A/P/C/C, appoint committees, as necessary, and perform the duties of Representative as outlined in the Representative's Handbook. The Representative shall maintain copies of all minutes, ICES Board of Director's correspondence and other correspondence deemed necessary by the Representative. Financial records shall be kept for a minimum of seven (7) years. Copies of all S/A/P/C/C newsletters shall be submitted online to the S/A/P/C/C Newsletter Upload Form via ICES website. All S/A/P/C/C property is to be delivered to the incoming Representative. It shall be the responsibility of the Representative to file the semiannual reports in accordance with the deadline set by the ICES Board of Directors."

Motion: Carried

Motion #6:

Moves to approve the S/A/P/C/C Newsletter Upload Form dated 4/2020.

Motion: Carried

Motion #7:

Moves to extend Early Bird Registration Pricing through May 15, 2020 for Cake Expo 2020 in Reno, NV.

Motion: Carried

Motion #8:

Moves to amend Article VI, Section 1. Number of Directors. This Soci t  shall have no fewer than twelve (12), nor more than fifteen (15), of its members serving as the Board of Directors, excluding the Chairman of the Board. The functions of Director shall be as defined by Michigan law and as otherwise set forth in these Bylaws. The precise number of Directors for any following year shall be fixed by the Board of Directors; and one-third (1/3) of the total number of Directors so fixed shall be elected by the general membership at the annual election for the ensuing term. To now read: Section 1. Number of Directors. This Soci t  shall have no fewer than nine (9), nor more than twelve (12), of its members serving as the Board of Directors, excluding the Chairman of the Board. The functions of Director shall be as defined by Michigan law and as otherwise set forth in these Bylaws. The precise number of Directors for any following year shall be fixed by the Board of Directors; and one-third (1/3) of the total number

of Directors so fixed shall be elected by the general membership at the annual election for the ensuing term.

Motion: Carried

Motion #9:

Withdrawn

Motion #10:

Moves to amend Article VII, Section 4 of the Chapter Bylaws that reads: "The Treasurer shall be the chief financial officer of this Chapter, keep the complete, permanent financial records (backup for these records, receipts, etc., must be kept for a minimum of seven (7) years), sign the checks, and perform other duties as required by government agencies and these Chapter Bylaws. The Treasurer shall provide a written report of receipts and disbursements at each meeting and maintain the necessary financial records. The Treasurer shall prepare the required Semiannual Financial Reporting Form for ICES S/A/P/C/C and send it to the Representative in a timely manner. The Treasurer shall deposit all funds of the Chapter in a financial institution to be named by the Chapter Representative/Alternates. This account to be set up within thirty (30) days of receiving Chapter status. The Treasurer is authorized to pay expenses incurred for Days of Sharing, newsletters, and other Chapter-approved projects. Upon retirement from office, the Treasurer shall turn over to the succeeding Treasurer or to the Representative, all funds, financial records, and any other Chapter property. Copies of all Treasurer reports must be made available to all Chapter members, upon request, at a reasonable cost." To now read: "The Treasurer shall be the chief financial officer of this S/A/P/C/C, keep the complete, permanent financial records (backup for these records, receipts, etc., must be kept for a minimum of seven (7) years), sign the checks, and perform other duties as required by government agencies and these Chapter Bylaws. The Treasurer shall provide a written report of receipts and disbursements at each meeting and maintain the necessary financial records. The Treasurer shall complete the required Semiannual Financial Reporting Form for ICES S/A/P/C/C and submit it online in a timely manner. The Treasurer shall deposit all funds of the S/A/P/C/C in a financial institution to be named by the S/A/P/C/C Representative/Alternates. This account to be set up within thirty (30) days of receiving Chapter status. The Treasurer is authorized to pay expenses incurred for Days of Sharing, newsletters, and other S/A/P/C/C approved projects. Upon retirement from office, the Treasurer shall turn over to the succeeding Treasurer or to the Representative, all funds, financial records, and any other S/A/P/C/C property. Copies of all Treasurer reports must be made available to all S/A/P/C/C members, upon request, at a reasonable cost."

Motion: Carried

Motion #11:

Moves to amend Motion #12, 4/12/2019, that reads: Move to increase the Regular/digital membership fees by \$10.00 per year, for the next two years upon renewal, to take effect July 1, 2019. to now read: Move to increase the Regular/digital membership fees by \$10.00 upon renewal, to take effect July 1, 2019.

Motion: Carried

Motion #12:

Moves to amend Article 6, Section 4 of the bylaws that reads: Removal of Directors. Any Director may be removed from office at any time, with cause, by an affirmative vote of the

majority of the members at a duly called meeting, with proper notice, or an affirmative vote of two-thirds (2/3) majority of the members, without notice, present or represented at a meeting, provided a quorum of the membership is present or represented. Grounds for cause shall be failure to fulfill the duties of the position or conduct unbecoming or prejudicial to the aims or reputation of the Société. To now read: Removal of Directors. Any Director may be removed from office at any time, with cause, by an affirmative vote of the majority of the members at a duly called meeting, with proper notice, or an affirmative vote of two-thirds (2/3) majority of the members, without notice, present or represented at a meeting, provided a quorum of the membership is present or represented, or by a majority vote of the Board of Directors Executive Committee members. Grounds for cause shall be failure to fulfill the duties of the position or conduct unbecoming or prejudicial to the aims or reputation of the Société.

Motion: Carried

Motion #13:

Call for the Question.

Motion: Carried

Motion #14:

Moves to extend the vendor early bird pricing through May 15, 2020 for the Cake Expo 2020 in Reno, NV.

Motion: Carried

Motion #15:

Moves to suspend all registration for Cake Expo 2020 pending the final decision of the Grand Sierra Resort on postponing or cancelling the Cake Expo 2020 in Reno, Nevada.

Motion: Carried

April 2020 Treasurers Report

From the month of March, 2020

Money Market Account

Beginning Balance: \$ 155,723.13

Ending Balance: \$ 19.34

Credit: \$ 2,763.34

Expense: \$ 158,467.13

Checking Account

Beginning Balance: \$ 33,030.84

Ending Balance: \$ 190,994.03

Income: \$ 157,987.17

Expenses: \$ 23.98

Bank of America

Checking Account

Beginning Balance: \$ 16,413.24

Ending Balance: \$ 9,814.15

Income: \$ 682.00

Expenses: \$ 7,281.09

Savings Account

Beginning Balance: \$ 100.00

Ending Balance: \$ 20,545.07

Income: \$ 21,077.57

Expenses: \$ 623.50

Ameritrade account 1: \$86,803.18 (2/20) loss of \$3,067.77

Ameritrade account 2: \$17,417.68 (2/20) profit of \$0.29