



Tina Crews
1613 Coffee Springs Rd
Samson, AL 36477

**INTERNATIONAL CAKE EXPLORATION SOCIETE`
GENERAL MEMBERSHIP MINUTES RECAP
July 30, 2020**

Motion #1:

Moves to adopt the meeting rules as presented.

Motion: Carried

Motion #2:

Moves to approve the minutes of the 2019 ICES General Membership Meeting as presented.

Motion: Carried

Motion #3:

Moves to accept the 2020-2021 ICES annual budget as presented.

Motion: Carried

Motion #4:

Moves to amend Article VI, Section 1. Number of Directors, which currently reads “This Societé 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.”

The amended section would read: “This Societé 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 #5:

Moves to amend the ICES Bylaws, Article VI, Section 3, BOARD OF DIRECTORS, which currently reads: “Qualifications for Board of Directors. In order to serve on the Board of Directors, a member must have been a member in good standing of the Société for at least three (3) consecutive years immediately prior to nomination and have attended one (1) annual meeting and one (1) midyear or annual representatives’ meeting. The Board of Directors shall be elected from the general membership at the annual meeting of the membership. Directors need not be residents of the state of Michigan. Directors should have daily access to computer technology and e-mail. If a member of the Board of Directors allows his/her membership to lapse during his/her term on the Board, he or she forfeits the position of Director. A nominee for the Board of Directors may not be a current or upcoming ICES Convention & Show Director.”

The amended section would read: “Qualifications for Board of Directors. In order to serve on the Board of Directors, a member must have been a member in good standing of the Société for at least two (2) consecutive years immediately prior to nomination and have attended one (1) annual meeting and one (1) midyear or annual representatives’ meeting. The Board of Directors shall be elected from the general membership at the annual meeting of the membership. Directors need not be residents of the state of Michigan. Directors should have daily access to computer technology and e-mail. If a member of the Board of Directors allows his/her membership to lapse during his/her term on the Board, he or she forfeits the position of Director. A nominee for the Board of Directors may not be a current or upcoming ICES Expo Coordinator.”

Motion: Carried

Motion #6:

Moves to amend Article VI, Section 4. 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.”

The amended section would read: “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 #7:

Call for the question.

Motion: Carried

Motion #8:

Move to accept by acclamation the slate of candidates for the 2020-2023 Board of Directors.

Motion: Carried

Motion #9:

Moves to accept by acclamation the entire slate of candidates for the ICES Executive Board for the 2020-2021 term.

Motion #10:

Motion: Invalid Motion

Motion #11:

Motion: Failed

Motion #12:

Move to refer the increase for the quorum to the Business Committee.

Motion: Carried