

BYLAWS OF THE INTERNATIONAL CAKE EXPLORATION SOCIÉTÉ

(Last Amended July 22, 2021)

ARTICLE I NAME

This Corporation shall be known as the International Cake Exploration Soci  t   (hereinafter referred to as the Soci  t   and its abbreviated title, ICES). ICES was incorporated in the State of Michigan on November 22, 1976. The ICES collective membership mark is protected by a certificate of registration by the U.S. Patent and Trademark Office. The design of the collective membership mark and its use is governed by the ICES Board of Directors.

ARTICLE II PURPOSES

Section 1. Purpose. The Purposes of this Soci  t   are:

- A. To share, promote, perpetuate, encourage, publicize and enlarge the appreciation, love, practice and recognition of the art of cake decorating;
- B. To grant scholarships to members in good standing to learn said art and to educate others as to said art.
- C. To collect and disseminate information in regard to said art to its practitioners and the general public;
- D. To hold exhibitions, shows, and other gatherings for the purposes stated herein above;
- E. To engage in any lawful act or activity consistent with the Michigan Nonprofit Corporation Act (the "Act"), as may be amended.

Section 2. Prohibition of Activity. The Soci  t   shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Service Code of 1986 (the "Code"), as may be amended.

ARTICLE III OFFICES, REGISTERED AGENT

The Soci  t   shall maintain in the State of Michigan a registered office and a registered agent at such office and may have other offices within or without the State of Michigan as shall be determined by the Board of Directors.

ARTICLE IV MEMBERSHIP

Section 1. Categories of Membership. The Board of Directors shall determine the categories of membership. The categories of membership are:

- A. Charter Membership: Those members who joined ICES by September, 1977.
- B. Lifetime Membership: Those members awarded lifetime membership for extraordinary service to the organization.
- C. Regular Membership: Those members joining after September 1977.
- D. Gold Key Membership: Those members who are not Charter Members and are over the age of 60, who have been ICES Members for at least fifteen (15) continuous years.

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E. Student Membership: All full-time students. Proof of enrollment must be provided if the student is over the age of 18.

Section 2. Dues. Membership carries the responsibility to pay membership dues and obligations as established by the Board of Directors. The amount of dues may vary by class of membership. Membership is renewable upon timely payment of membership dues. Membership dues shall be paid by each Member directly to the Soci  t   in U.S. funds. A renewal notice shall be sent to each Member two (2) months prior to his/her membership expiration date. Dues and obligations are not refundable or transferable for any reason.

Section 3. Qualifications. Any individual who agrees with the purposes of the Soci  t   may apply for membership and become a member of the Soci  t   upon payment of the annual dues.

Section 4. Duration and Resignation of Membership. Membership in the Soci  t   shall be for one (1) or more years from the date admitted as a Member. The Board of Directors shall have the right to implement discount plans for members to pay for multiple years of membership in advance. Membership is perpetuated upon payment of dues and other obligations and following the rules of the Soci  t  . Any Member may resign from the Soci  t   at any time by filing a written resignation with the President, Secretary or other member of the Board of Directors, or with the Membership Coordinator. All rights, privileges and interest in the Soci  t   shall cease upon termination of membership; however, such termination shall not extinguish such Member's financial obligation, if any, to the Soci  t  , nor shall the Member be entitled to a refund of prepaid dues.

Section 5. Rights of Members. All Members shall have all those rights provided by the laws of the State of Michigan or the United States of America. In addition, the following rights are accorded to all members in good standing (dues paid at least thirty (30) days prior to any meeting):

- A. Each member shall have the right to one (1) vote on each matter submitted to a vote of the membership in person, by absentee ballot, ballot voting or by proxy, including the annual election of one-third (1/3) of the total number of the Board of Directors, the President, the Vice President, the Secretary and the Treasurer. No more than five (5) proxies may be voted by any one (1) member at any meeting.
- B. All categories of membership shall have the right to receive the ICES Newsletter.
- C. All members shall have the right to receive other ICES publications, if any, upon payment of any required fee.
- D. All members shall receive a copy of the current Bylaws and Code of Ethics of the International Cake Exploration Soci  t   upon admittance to the Soci  t  , subsequent copies shall be available on the ICES website at no cost, or by mail upon payment of a reasonable fee.
- E. All members shall pay the designated ICES member rate for any ICES sponsored event.
- F. All members shall pay the Convention rate for attendance at the annual ICES Convention and Show.

Section 6. Termination of Membership. Members of ICES may be removed from the Soci  t  .

- A. Automatically, for failure to renew their membership by paying dues prior to the expiration of their current membership term; or
- B. Automatically, for failure to renew their membership by paying dues prior to the expiration of any grace period granted; or
- C. For cause, upon two-thirds (2/3) vote of the Board of Directors, at a meeting with a quorum of Directors. Grounds constituting "cause" shall be conduct unbecoming or prejudicial to the aims or reputation of the Soci  t  . The member involved shall be given due notice and shall be entitled to a hearing with the entire Board of Directors. The meeting shall be held without undue delay.

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- D. In addition to termination listed in A, B and C above, membership shall be terminated upon death or resignation.
- E. Membership shall not be transferable or refundable.

Article V SCHOLARSHIPS

Section 1. Scholarship Awards. This Soci  t   shall be authorized to grant scholarships, subject to guidelines as established by the Board of Directors, consistent with the ends as stated in the purposes of this Soci  t  .

Section 2. Scholarship Amount. Scholarship amounts shall be determined by the Board of Directors, and the tuition may be paid directly to the school, teacher or recipient with proper invoices or receipts.

Section 3. Number of Scholarship Awards. The Board of Directors shall grant at least one (1) scholarship per year, or more at their discretion, and the successful applicant(s) shall be notified within thirty (30) days of the board's decision.

Section 4. Non-Discrimination. At no point in the scholarship procedure shall any applicant be discriminated against because of his/her race, sex, national origin, religion, sexual orientation or other illegal reason.

Section 5. ICES Approved Schools or Teachers. Scholarships shall be granted only for ICES approved schools or for classes from ICES approved teachers.

Section 6. List of ICES Approved Schools and Teachers. The Programs Committee shall keep a list of all qualified ICES approved schools, ICES approved teachers, and applicants, and they shall be considered fairly and without discrimination with a right of appeal to the Board of Directors as a whole.

Section 7. Payment of Scholarship Funds. No scholarship monies shall be paid until and unless the recipient shall agree in writing to the terms of the scholarship.

Article VI BOARD OF DIRECTORS

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.

Section 2. Quorum and Voting. A quorum of the Board of Directors at any meeting shall be a majority of the entire Board of Directors. If less than a quorum is present there shall be no meeting. General business issues shall be decided by a simple affirmative majority vote of the Directors provided a quorum is present. The Board of Directors may decide by the affirmative two-thirds (2/3) vote of the Directors present to submit amendments or revisions to the Articles of Incorporation or these Bylaws to the membership for approval, provided a quorum is present. Directors may not vote by proxy.

Section 3. 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 Soci  t   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

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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.

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, 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 Soci  t  .

Section 5. Resignation of Directors. Any Director may resign by providing written notice to the Board of Directors, President or Secretary. Such resignation shall take effect upon receipt by the Board of Directors, President or Secretary, or at a subsequent time as set forth in the notice of the resignation.

Section 6. Terms of Office for Members of the Board of Directors. Members of the Board of Directors shall serve a term of three (3) years or until their successors are elected and have qualified, beginning with the calling to order of the new Board at the annual meeting at which they are elected, and ending at the calling to order of the new Board at the annual meeting at which their replacement is elected, unless earlier removal or resignation has been accepted. One-third (1/3) of the Directors shall be elected each year at the Annual Meeting by the general membership, providing a quorum of the membership is present or represented. Such elections shall be by the affirmative plurality vote of the members voting in person, by proxy or by absentee ballot, provided a quorum of the membership is represented. No member may serve more than one term as a Director without an absence from the Board of Directors of at least two (2) years, except that an outgoing Board Member may be appointed by the Board of Directors to fill the remainder of a term that is caused by the death, resignation, refusal or inability to serve, or removal of another Board Member. Any Board Member so appointed will be required to wait two (2) years from the end of the appointed term to seek re-election to the Board of Directors. The initial year a member is elected by the Board of Directors to fill a vacancy will be considered as a full year served.

Section 7. Action of the Board of Directors. The Board of Directors shall have general supervision of the affairs of the Soci  t   between its business meetings and shall perform the duties as specified in these Bylaws. The Board of Directors shall exercise all powers necessary to achieve the purposes of the Soci  t   and uphold all actions approved by the membership. The Board of Directors shall be subject to the restrictions and obligations set forth by the Act, the Articles of Incorporation and these Bylaws, and shall not take any action that conflicts with or overrules actions approved by the membership, provided that actions approved by the membership are in accordance with current Articles of Incorporation, ICES Bylaws, federal and Michigan laws.

Section 8. Chairman of the Board. Upon completion of service as President, the outgoing President will become Chairman of the Board. If the outgoing President is unwilling or unable to serve, the Board of Directors will select a new Chairman in the manner it considers in the best interests of the Soci  t  . Primary consideration will be given to past presidents. Secondary consideration will be given to current third year Board of Directors members and/or former Board of Directors members who have completed at least two full years of Board service. The Chairman of the Board shall chair all Board of Directors' meetings.

Section 9. Creation of Additional Positions. The Board of Directors is hereby further authorized to create any position(s) it deems necessary to carry out the purposes of the Corporation within the parameters of these Bylaws.

ARTICLE VII OFFICERS

Section 1. Officers. The Officers of the Soci  t   shall be the President, Chairman of the Board, Vice President, Secretary, and Treasurer. Officers need not be residents of the State of Michigan.

Section 2. Qualifications. An officer must be a member in good standing, a current Board Member, and must have completed at least one (1) year on the Board prior to taking office. Members of the Business Committee are not barred from serving as officers. No member shall hold more than one office at a time. The President, Vice President, Secretary and Treasurer shall be nominated

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from the Board of Directors currently serving. The Chairman of the Board, if chosen from the current Board of Directors, shall have completed at least two (2) years on the Board, including any previous service.

Section 3. Terms of Office. Officers shall be elected by the general membership at the Annual Election for a term of one (1) year or until their successors are qualified and elected.

Section 4. Removal.

- A. An Officer elected by the Board of Directors (as provided by Article XIII, Section 2) may be removed, with cause, only by the majority affirmative vote of the Board of Directors present at a meeting.
- B. Officers elected by the membership may be removed, only with cause, and by an affirmative vote of the majority of the membership, with notice, or two-thirds (2/3) vote of the membership, without notice, represented and voting at a regular or special meeting, providing a quorum is represented.
- C. 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 Societé.

Section 5. Resignation. Any Officer may resign by providing written notice to the Board of Directors, President or Secretary. Such resignation shall take effect upon receipt by the Board of Directors, President or Secretary, or at a subsequent time as set forth in the notice of the resignation.

Section 6. Duties of Officers. Duties and powers of the Officers of the Societé shall be as follows:

- A. Chairman of the Board. The Chairman of the Board shall assist the President as directed by the President or the Board of Directors. The Chairman of the Board shall serve as an ex-officio, non-voting member of the Board of Directors and a voting member of the Executive Committee. The Chairman of the Board shall chair all meetings of the Board of Directors and the Executive Committee and shall perform all duties incident to that office and all other duties as are assigned by these Bylaws, the President or the Board of Directors. In the absence of the Chairman at any meeting of the Board of Directors, the Directors shall, by majority vote, elect from among their members a Chairman Pro Tempore to chair that meeting only.
- B. President. The President shall be the chief administrative officer of this Societé and shall perform all duties as may be assigned by these Bylaws or the Board of Directors. The President shall be chairman of all membership meetings; a voting member of the Executive Committee; serve on all other committees in a non-voting ex-officio status; and shall appoint all committee members, unless appointed by the membership. The President may sign any contracts, deeds, mortgages, or other instruments which the Board of Directors authorize, except where such action shall be assigned by the Board of Directors, these Bylaws or by law to some other Officer or agent of the Societé.
- C. Vice President. The Vice President shall perform all duties incident to that office and all other duties as may be assigned by these Bylaws, the President or the Board of Directors, and shall be the acting President in the absence of the President at any meeting.
- D. Secretary. The Secretary shall perform all duties incident to that office and all other duties as may be assigned by these Bylaws, the President or the Board of Directors. The duties of Secretary shall include, but are not limited to, recording minutes of meetings of the membership, the Board of Directors and the Executive Committee, and recording said minutes upon the book of record of the Societé. The Secretary shall be the custodian of the Societé Records, the Official Seal, the Articles of Incorporation, or an attested copy of the same, and of these Bylaws, each in their most current form, a complete copy of the Compact Minutes, and the equipment for recording meetings. In the absence of the Secretary at any meeting a Temporary Secretary shall be appointed by the President from the remaining Board Members. The Temporary Secretary shall record and transcribe the minutes of the meeting to which appointed and

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transmit the minutes to the Secretary in a timely manner. The Secretary shall prepare the *Official Call of the Annual Meeting* article for publication in the appropriate ICES Newsletter, including the date, time and place.

- E. Treasurer. The Treasurer shall be the chief financial officer of the Société and shall perform all duties incident to that office and all other duties as may be assigned by these Bylaws, the President or the Board of Directors. The Treasurer shall keep the Société financial records; shall manage the bid process, including recommendations to the Board of Directors for the selection of the Société's certified public accountant and the Société's bookkeeper, if any; shall have charge and custody of and be responsible for all monies of the Société; shall receive and give receipts from monies due the Société and deposit all such monies in the name of the Société pursuant to Article XVII, Section 7 of these Bylaws; and shall perform such other duties as specified in Article XVII of these Bylaws.

Section 7. Delegation of Duties. An Officer's duty or duties may be temporarily assigned by the Board of Directors to a different Officer, independent contractor or agent of the Société, provided that if such assignment is not to another Officer, then an Officer shall be appointed by the President to supervise the actions of the agent. Actions taken by Officers/agents shall be subject to Article XXI – Declaration of Policy of these Bylaws.

ARTICLE VIII LIMITATIONS OF LIABILITY AND INDEMNIFICATION

Section 1. Limitation of Liability. To the fullest extent permitted by the Act, the personal liability of the Directors, Officers, and volunteers acting on behalf of the Société is hereby eliminated.

Section 2. Indemnification. To the fullest extent permitted by the Act, the Société may indemnify and hold harmless each Director, Officer, committee member, agent and independent contractor of the Société against any and all liabilities, costs and expenses (including attorney's fees and expenses) reasonably incurred by him/her or on his/her behalf, in connection with any civil action or proceeding to which he/she may be a party by reason of his/her being or having been a Director, Officer, committee member, agent or independent contractor of the Société, or by reason of any action alleged to have been taken or omitted by him/her in such capacity, except where prohibited by law. Such indemnity shall be effective only in the event that the interested Director, Officer, committee member, agent or independent contractor provides the Board of Directors, within a reasonable time after the institution of such action or proceeding, the written notice thereof. Such indemnity shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the law, Bylaw, agreement or otherwise. Such indemnity shall inure to the benefit of the heirs, executors or administrators of each Director, Officer, committee member, agent or independent contractor. The Société may purchase liability insurance for the indemnity specified above as determined by the Board of Directors of the Société.

ARTICLE IX EXECUTIVE COMMITTEE

Section 1. Executive Committee Members. The Société shall have an Executive Committee of the Board of Directors. The Executive Committee shall consist of the President, the Chairman of the Board, the Vice President, the Secretary, and the Treasurer. The Executive Committee shall have the authority of the Board of Directors between meetings of the Board of Directors, except as limited by the Articles of Incorporation, these Bylaws or the Board of Directors, but cannot modify any action taken by the membership or the Board of Directors.

Section 2. Quorum and Voting. A quorum of the Executive Committee shall consist of a majority of the Executive Committee. It shall take the affirmative vote of a majority of the Executive Committee to carry on business.

Section 3. Meetings. Meetings of the Executive Committee may be called by the President or by the Chairman of the Board and shall be chaired by the Chairman of the Board. In the absence of the Chairman, at any meeting of the Executive Committee, the President shall serve as chairman. In the President's absence, the Vice President shall so act. The Members of the Executive Committee shall be entitled to one (1) vote on each matter submitted to the Executive Committee. The Executive Committee

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members may not vote by proxy or by absentee ballot. Meetings of the Executive Committee shall be open only to other Board Members, or others as designated by the Executive Committee. Any Director who attends an Executive Committee meeting, who is not a member of said committee, shall be allowed to speak to the issues but shall not have the right to vote.

Section 4. Notice. All members of the Board of Directors shall be notified at least seventy-two (72) hours in advance of meetings of the Executive Committee, except that less than seventy-two (72) hours' notice may be given during any meeting of the Board of Directors. Such notice shall include the time, date, place and purpose of such meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Rule of the Chair. Executive Committee meetings may be run informally by the Rule of the Chair, subject to these Bylaws, the Articles of Incorporation, the Act and any other applicable law.

Section 6. Action of the Executive Committee Outside Regular Board Meetings. The Executive Committee, after giving proper notice to all Directors, may hold meetings or may vote between regular meetings of the entire Board of Directors. Any action required or which may be taken at a meeting of the Executive Committee may be taken by any mode of communication by means of which all persons participating in the meeting can communicate with each other at the same time. With proper notice, any action required or which may be taken at a meeting of the Executive Committee may be taken without a meeting if each committee member consents in writing thereto.

Section 7. Executive Committee Minutes. At any time the Executive Committee has a meeting or takes action minutes shall be recorded by the Secretary. Within fourteen (14) days of an Executive Committee meeting or action the entire Board of Directors shall be notified by mail, overnight courier, facsimile, e-mail or other mode of written transmittal of such meeting or actions. A summary of the actions shall be included in the next scheduled ICES Newsletter, according to newsletter submission guidelines.

ARTICLE X COMMITTEES

Section 1. Standing Committees. This Société shall be required to maintain the following standing committees: Programs, Business, Convention, Ethics, Technology, Representation, Newsletter and Membership.

- A. All standing committees shall be chaired by a member of the Board of Directors. The President shall appoint all committees and shall be an ex-officio, non-voting member of all committees. These committees shall have such duties as assigned by the Articles of Incorporation, these Bylaws or the Board of Directors. The President may designate one (1) or more Director(s) as alternate members of a committee, who may replace an absent or disqualified member. Each standing committee, to the extent provided by the Board of Directors, shall have the authority of the Board of Directors, except as provided in Section 528 of the Act. Each standing committee shall have the authority to set up whatever subcommittees it deems necessary to accomplish its stated purpose.
- B. Committee appointments shall be for one (1) year or until their successors are appointed or until their specific purpose is completed as the Board of Directors shall designate. Committee appointments will be made at the annual meeting of the Board of Directors by the President.

Section 2. Special Committees. The Board of Directors or the membership may establish other committees, as they deem necessary to accomplish goals consistent with the purposes of this Société. Unless the Board of Directors provides otherwise, each committee member must be a member in good standing of the Société. One (1) member of each special committee (other than the Executive Committee) shall be appointed by the President. The chairman of any special committee need not be a Director.

Section 3. Quorum and Manner of Acting. Unless otherwise provided by the Board of Directors, a majority of the whole committee shall constitute a quorum and the act of the simple majority shall be the act of the committee. Any action required or which may be taken at a meeting of a committee may be taken without a meeting if each committee member consents in writing thereto. Each

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committee member shall be entitled to one (1) vote on each matter submitted to a vote of the committee. Committee members may not vote by proxy.

Section 4. Meetings. The committee chairman shall notify members of a meeting(s). The chairman shall designate a member of the committee to serve as secretary, and minutes of each meeting shall be retained by the chairman of the committee. To the extent permitted by the Act, any person participating in a meeting may participate by means of any mode of communication by which all persons can communicate with each other. Each committee may adopt meeting rules not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 5. Limitation of Delegated Authority. Actions taken by committees shall be subject to Article XXI – Declaration of Policy of these Bylaws.

Section 6. Removal or Resignation. Any member of a standing committee may be removed by the President when in the best interest of the Société or for cause. Any member of a special committee may be removed by the Board of Directors when in the best interest of the Société or for cause. Grounds constituting “cause” shall be failure to fulfill the duties of the assigned positions or conduct unbecoming or prejudicial to the aims or reputation of the Société. Any committee member may resign at any time by giving written notice to the President, the Secretary or the Board of Directors. Any resignation shall take effect at the time it is received by the President, the Secretary or the Board of Directors.

ARTICLE XI

APPOINTEES, CONTRACTORS AND OTHER POSITIONS

Section 1. Independent Contractors. This Société may contract independent contractors to accomplish the goals of the Société. Any independent contractors shall be selected through a bid process by the Board of Directors and shall perform such duties as outlined in a written contract. Any person holding a paid contract position with the Société may not serve on the Board of Directors during his/her contract period.

Section 2. Duration of Contract of Independent Contractor. One (1) or more independent contractors may be contracted on a full- or part-time basis, and on a temporary or at-will basis by the Board of Directors or an Officer as designated by the Board of Directors.

Section 3. Parliamentarian. The President shall engage a professional parliamentarian to advise at each Annual Membership Meetings and Special Membership Meetings as to rules of procedure using Robert’s Rules of Order *Newly Revised*, latest edition, so as to ensure orderly and productive meetings and equal access to the rules. The President may appoint a Parliamentarian to advise at Board of Directors’ meetings and Executive Committee meetings. Any voting rights of a Director who is appointed to advise on parliamentary procedure at meetings of the Board of Directors or the Executive Committee shall be retained.

Section 4. Representatives. Where practicable, there shall be one (1) Representative per state/area/province/country/chapter having five (5) or more members. The members of the state/area/province/country/chapter shall elect the Representative. Representatives shall have duties assigned to them by the Board of Directors and these Bylaws, promote ICES, and perform the duties of an advisor and work with members of their geographical area as needed.

ARTICLE XII

CHAPTERS

Section 1. Establishing Chapters. The Board of Directors may authorize the establishment of state/area/province/country Chapters in the furtherance of the purposes of the Société. The Board of Directors shall establish rules regarding the establishment and operation of Chapters. Any function sponsored by an ICES Chapter shall comply with the rules and regulations set forth by the Board of Directors.

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Section 2. Territorial Limits. The territorial limits of said Chapters shall be established by the ICES Board of Directors.

Section 3. Chapter Membership. Chapters shall be composed of active members of ICES in good standing.

Section 4. Financial Reporting. Chapters sponsoring shows, competitions or other events in the ICES name must report all financial activity to ICES.

Section 5. Control of Chapter Funds. Chapter funds of any nature are to be under the supervision and control of the Chapter Representative and Chapter Treasurer.

ARTICLE XIII VACANCIES IN POSITIONS

Section 1. Filling Vacancies of the Board of Directors. The Board of Directors shall have the power to fill vacancies which occur in its rank by death, resignation, removal, disqualification, or otherwise, but shall not be required to fill the vacancy if the majority of the remaining Board deems it unnecessary. The vacancy may be filled by a one-year appointment and shall be decided by no less than a majority affirmative vote of the Board of Directors at a meeting at which a quorum is present. It shall be allowable to take such vote by secret ballot. Appointments are for one (1) year only. The vacancy shall be filled by a former Board member, who may fill no more than three (3) consecutive one-year appointments.

Section 2. Filling Vacancies of Officers. Whenever a vacancy occurs in the office of President by death, resignation, removal, or disqualification, the Vice President shall become the President for the remainder of the term. A vacancy in any other office due to death, resignation, removal, or disqualification, shall be filled without undue delay for the remainder of the term vacated by the affirmative majority vote of the Board of Directors. It shall be allowable to vote by secret ballot. The vacancy shall be filled, if possible, from the remaining members of the Board. The Board of Directors has the right to go outside the Board to fill a vacancy in any office with a former Board member who has had at least two years of service, if it is deemed to be in the best interest of the Société.

Section 3. Filling Vacancies of Committee Chairmen. Committee chairmen vacancies shall be filled by Presidential appointment without undue delay.

Section 4. Filling Vacancies of Contract Positions. Vacancies in independent contract positions caused by death, resignation, removal, or otherwise, shall be filled without undue delay by the Executive Committee as a temporary position until a bid process can be completed. The Director responsible for the position vacated shall conduct the bid process and shall make a recommendation for replacement to the Board of Directors at the next regularly scheduled meeting. The Board of Directors shall then accept a bid for the independent contractor position.

Section 5. Filling Vacancies of Representatives. A vacancy in the position of Representative caused by death, resignation, removal, disqualification, or otherwise, shall be filled by the Representative Liaison who will work to hold an election or appoint a Representative for that state/area/province/country/chapter. Ballot voting may be used for these elections.

ARTICLE XIV MEETINGS

Section 1. Annual Membership Meeting. There shall be one (1) General Membership Meeting per year and one (1) Annual ICES Convention and Show that shall be held in conjunction therewith. The Board of Directors shall set the site, date, place and hour, either within or without the State of Michigan, for the General Membership Meeting. The said meeting shall be no earlier than the third week of July and no later than the third week of August. There shall not be less than twenty (20) days nor more than sixty (60) days written notice to the membership for said General Membership Meeting. The agenda and business of such Annual

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Membership Meeting shall be as allowed or required by law and consistent with the purposes of the Société as well as all other specific items mandated by other sections of these Bylaws.

Section 2. Reports. At said General Membership Meeting, the Secretary shall give a report that will include the minutes of the previous General Membership Meeting for approval by the membership and the Treasurer shall report the financial condition and the financial dealings of the Société since the last General Membership Meeting.

Section 3. Special Membership Meetings. Special meetings of the membership of the Société may be called in the following manner and under the following conditions:

- A. A special meeting may be called by one-third (1/3) of the Board of Directors or by no less than ten percent (10%) of the members requesting the same in writing, with a copy of the request to the President and the Chairman of the Board. Said request shall specify the purpose for said meeting. The Board of Directors may fix such time and place, either within or without the State of Michigan, for any special meeting of the members.
- B. There shall be a minimum of twenty (20) days, but not more than sixty (60) days written notice to the membership in regard to special meetings of the membership; and said written notice shall include the time, date, place and purpose of said meeting. No binding action may be taken at said special meeting of the membership on any issue not specifically mentioned in the notice.

Section 4. Quorum. Three percent (3%) of the membership or ten percent (10%) of the membership for a virtual meeting, represented in person, by proxy or absentee ballot, shall constitute a quorum at any meeting of the membership. A quorum shall be required to call a membership meeting to order. The members at such a meeting may continue to do business until adjournment, even if the withdrawal of members should leave less than a quorum.

Section 5. Record Date for Meeting Notice. The record date for determination of members entitled to notice of the annual meeting shall be April 1st.

Section 6. Record Date for Eligibility to Vote. The record date for determination of members eligible to vote is thirty (30) days prior to any election.

Section 7. Board of Directors' Meetings. Board of Directors' regular meetings will be held monthly. Meetings may be held electronically or in person at an annual meeting in conjunction with the Annual ICES meeting, either within or without the State of Michigan. Such meetings shall be closed to the general membership. Specific invitations or requests to attend may be allowed by the Board of Directors.

Section 8. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the President or any three (3) Directors in writing, with a copy of the request to both the President and the Chairman of the Board. Said request shall specify the purpose for said meeting. The President or Chairman shall fix the time, date and place, either within or without the State of Michigan, for any special meeting of the Board of Directors. The authority of the Board of Directors shall be limited to the specific agenda in the notice for said special meeting. All members of the Board of Directors shall receive at least seventy-two (72) hours written notice of the meeting.

Section 9. Manner of Acting.

- A. Membership Meetings. The act of the majority of the members present or represented at a meeting of the membership at which there is a quorum shall be the act of the membership, except that only a plurality vote of the membership is required for elections to the Board of Directors and of officers. At any meeting of the membership, members entitled to vote may vote by proxy executed in writing by the member or his/her duly authorized attorney-in-fact and delivered to the Secretary at least twenty-four (24) hours prior to the meeting. The proxy must be in a format approved by the Board of Directors. Any member entitled to vote may vote by absentee ballot in a format approved by the Board of Directors.

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- B. Board of Directors Meetings. The act of the majority of the Directors voting at a meeting of the Board of Directors at which there is a quorum shall be the act of the Board. A two-thirds (2/3) vote is required when voting to recommend to the membership Bylaw amendments or Bylaw(s) revisions.

Section 10. Action by Communication Equipment.

- A. Membership. Any action required or which may be taken at a meeting of the membership may be taken by any type of communication equipment by means of which all persons participating in the meeting can interact with each other.
- B. Board of Directors. Any action required or which may be taken at a meeting of the Board of Directors may be taken by any type of communication equipment by means of which all persons participating in the meeting can interact with each other.

Section 11. Action Without a Meeting.

- A. Membership. Any action required or which may be taken at a meeting of the membership may be taken without a meeting if each member consents in writing thereto.
- B. Board of Directors. Any action required or which may be taken at a meeting of the Board of Directors may be taken without a meeting if each Director consents in writing thereto.

ARTICLE XV NOTICE AND WAIVER OF NOTICE

All notices required to be given to members of the Société may be given via electronic means, including, without limitation, facsimile and e-mail; and by his/her membership, each member consents to such notice. Attendance of a member at a meeting of the membership, Director at a meeting of the Board of Directors, or Officer at a meeting of the Executive Committee shall constitute a waiver of notice of such meeting, except where a member, Director or Officer attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XVI REPORTING TO MEMBERSHIP

After every regular or special meeting of the membership, Board of Directors and Executive Committee, a brief summary of the actions taken shall be included in the next scheduled ICES Newsletter, according to Newsletter submission guidelines. This Article shall not apply to the formal or informal meetings of standing or special committees that may be established.

ARTICLE XVII FINANCES

Section 1. Accounting Procedures. Accounting procedures followed by the Société shall be any of those procedures normally accepted as general accounting principles in that profession or those that are now and hereafter required by law of a Société of this type. Accounting shall be done pursuant to requirements of Michigan and federal law and all master accounting work shall be done by a certified public accountant.

Section 2. Fiscal Year. The fiscal year of the Société shall begin September 1 of each calendar year or any other period established by the Board of Directors.

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Section 3. Operating Budget. A proposed annual operating budget shall be prepared by the Treasurer and approved by the Board of Directors each year prior to the beginning of the Societé's fiscal year.

Section 4. Contracts. The Board of Directors may authorize any two of the following Officers to enter into a contract in the name of and on behalf of the Societé: President, Vice President and/or Treasurer.

Section 5. Authority for Payment of Expenses. The proper Officers and bodies of the Societé are hereby authorized to pay whatever reasonable expenses are incurred in carrying out the requirements and intent of the Articles of Incorporation and the stated purposes of this Societé.

Section 6. Checks. The Treasurer, as Chief Financial Officer of the Societé, shall sign all checks. The Board shall designate two (2) additional elected officers who shall have authority to sign checks in the absence of the Treasurer.

Section 7. Deposits. All funds shall be deposited in the name of the Societé in asset protected accounts with any banks, trust companies or other depositories as the Board of Directors may select.

Section 8. Currency Standard. All financial transactions of the Societé shall be in U.S. funds.

Section 9. Determination of Dues. The Board of Directors shall fix the amount of the annual membership dues and/or assessments.

ARTICLE XVIII COMPENSATION

Directors and Officers shall not receive any salary for their services as Directors or Officers. The Board of Directors will establish guidelines for a reimbursement allotment to Directors and Officers to help offset expenses incurred in attending one or more regular or special meeting(s) of the Board of Directors.

ARTICLE XIX INUREMENT

The Societé is not organized for pecuniary profit. The Societé shall use its funds only to accomplish the purposes specified in these Bylaws. No part of the net earnings of the Societé shall inure to the benefit of or be distributed to its Directors, Officers, Members, contractors, or other private persons.

ARTICLE XX BOOKS AND RECORDS

The Societé shall keep correct and complete books and records of account, membership rolls, and minutes of the proceedings of its Members, the Board of Directors and the Executive Committee. Such books, records, and minutes may be kept outside the State of Michigan.

ARTICLE XXI DECLARATION OF POLICY

Responsibility and authority for any declaration of Societé policy is reserved to the judgment and discretion of the Board of Directors. Committees of the Societé are not authorized to commit the Societé in any way, financially or otherwise, without prior approval of the Board of Directors, except as specified in the approved budget or as directed by the Board of Directors.

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ARTICLE XXII GENERAL RULES OF PROCEDURE OF MEETING

All membership meetings and all Board of Directors' meetings, whether regular or special, shall use as their rules of procedure Robert's Rules of Order Newly Revised, latest edition, to ensure order and productive meetings and equal access to rules. This article shall not apply to Executive Committee meetings which may be informally run by the Rule of the Chair, subject to relevant Michigan and federal Laws and other sections of these Bylaws.

ARTICLE XXIII GOVERNING LAW

All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the State of Michigan.

ARTICLE XXIV HEADINGS

The headings of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify or place any construction upon any of the provisions of these Bylaws.

ARTICLE XXV CONTROL OVER BYLAWS

Amendments and/or revisions of these Bylaws shall be prepared by the ICES Board of Directors for submission to the general membership. These Bylaws may be adopted, amended or repealed by the general membership by an affirmative vote of at least two-thirds (2/3) of the members voting, in person, by absentee or by proxy, providing a quorum is represented. Notice of proposal to adopt, amend or repeal these Bylaws shall be included in the notice of the meeting given in writing to each member not less than twenty (20) days nor more than sixty (60) days prior to such proposed action. Upon acceptance by the membership, these Bylaws shall supersede all other Bylaws of the Societé.

ARTICLE XXVI SEVERABILITY CLAUSE

It is the stated intent of this Societé in adopting these Bylaws that they be severable and independent and that if at any time in the future any particular Bylaw shall be ruled in arbitration by a Court or an agency or competent jurisdiction to be in violation of either Michigan Corporate Law for nonprofit corporations or applicable Federal law or applicable regulation of the Internal Revenue Service for tax-exempt corporations, then such clause or part of such clause shall be automatically stricken without any effect upon the remainder of these Bylaws and shall be deemed to be automatically null and void without formal action on the part of the Board of Directors or the Membership. The remainder of the Bylaws shall remain in full effect.

XXVII DURATION AND DISSOLUTION

The duration of the Societé shall be perpetual, except that it may be dissolved in the manner provided by the Act. Upon dissolution of this Societé, the Board of Directors shall, after paying or making provisions to pay all liabilities of the Societé, distribute its assets to one (1) or more other nonprofit corporations the Board of Directors or membership directs as long as said corporation qualifies

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under Section 501(c)(6) or 503(c)(3) of the Internal Revenue Code as a tax-exempt organization in such manner as the Board of Directors shall determine.

Adopted August 10, 2000
Detroit, Michigan

Amendments:

8/18/01	Article X, Section 1 – at General Membership Meeting
7/26/02	Article X, Section 1 – at General Membership Meeting
8/1/03	Article IV, Section 5A; Article XI, Section 1 – at General Membership Meeting
8/6/04	Article VI, Section 6; Article X, Section 1 – at General Membership Meeting
7/29/05	Article XXV – at General Membership Meeting
7/18/08	Article XIV, Section 8 – at General Membership Meeting
8/4/11	Bylaws Revision – by General Membership at Special Bylaws Revision Meeting
8/3/12	Article IV, Section 1(E); Article VI, Section 1; Article XI, Section 3; Article XVII, Section 9 – at General Membership Meeting
8/9/13	Article XVII, Section 7 – at General Membership Meeting
7/31/15	Article X, Section 1, Article XIII, Section 1 – at General Membership Meeting
8/3/17	Article IV, Section 1, F & G – at General Membership Meeting
8/3/17	Article X, Section 1 – at General Membership Meeting
7/26/18	Article IV, Section 1, 4, 5; Article VI, Section 1,3,5; Article VII, Section 1,2,5,6; Article IX, Section 1,7; Article X, Section 6; Article XIV, Section 2,7,9 – at General Membership Meeting
7/18/2019	Article IV, Membership, Section C; Section F; Section G; Section 5 A; Article V, Scholarships, Section 2; Section 3; Section 6 Article X, Committees, Section 1 Article XIII, Vacancies in Positions, Section 5 Article IV, Membership, Section 1 D - - Deleted 7/18/2019 Article V, Scholarships, Section 6—List of ICES Approved Schools and Teachers Article VII Officers, Section 2 – Qualifications
7/30/2020	Article VI, Section 1 – at General Membership Meeting Article VI, Section 3 – at General Membership Meeting Article VI, Section 4 - at General Membership Meeting
7/22/2021	Article II, Section 1B – at General Membership Meeting Article XIV, Section 4 – at General Membership Meeting