



**Minutes of the Toastmasters International Annual Business Meeting  
Denver, Colorado, United States  
August 23, 2019**

The meeting was called to order by International President Lark Doley, DTM, at 4:30 p.m. on Friday, August 23, 2019.

Chair Doley announced the following appointments:

- Timers – Past International Director Steve Chen, DTM, Club 4539; and Diana Hutchinson, DTM, Club 619
- Credentials Committee Chair – Past International President Jana Barnhill, DTM
- Credentials Committee Vice Chairs – Past International President Gary Schmidt, DTM and Past International Director Alan Shaner, DTM
- Supervising Director – International Director Radhi Spear, DTM
- Parliamentarian – Dan Jackson, DTM, Registered Parliamentarian

Credentials Committee Chair Barnhill reported as follows: A total of 25,034 ballots were accredited, representing 12,423 of the 17,063 eligible clubs, with two votes each, and 188 of the 336 eligible delegates at large, each with one vote. The Chair declared a quorum to be present.

Registered Parliamentarian Jackson explained the procedural rules prescribed by the Board of Directors for the election of three officers for the 2019–2020 term and seven directors for the 2019–2021 term. Jackson also provided directions for delegates on the casting of ballots.

Past International President, Jim Kokocki, DTM, Chair of the 2018–2019 International Leadership Committee, presented the Committee's report.

The following are the results of the officer and director elections:



<b>Candidate</b>	<b>Office</b>	<b>Ballot 1</b>
Richard E. Peck, DTM	International President-Elect (uncontested)	1
Margaret Page, DTM	First Vice President (uncontested)	1
Russell L. Drake, DTM	Second Vice President	7,432
Magnus Jansson, DTM	Second Vice President (withdrew prior to meeting)	
Matt Kinsey, DTM	Second Vice President	17,254
Karen Knight, DTM	International Director Region 1	9,506
Naomi Laura Takeuchi, DTM	International Director Region 1	15,279
Enid Moore-Cranshaw, DTM	International Director Region 3	5,591
TK O'Geary, DTM	International Director Region 3	18,859
Mohamad A. Qayoom, DTM	International Director Region 5	13,081
Monnica B. Rose, DTM	International Director Region 5	11,681
John Lesko, DTM	International Director Region 7	18,179
Subbi Mathur, DTM	International Director Region 7	5,679
Thomas G. Goodwin, DTM	International Director Region 9	5,312
Stefano S. McGhee, DTM	International Director Region 9	19,494
Aletta Rochat, DTM	International Director Region 11	21,368
Soloman Almadi, DTM	International Director Region 11	3,464
Sudha Balajee, DTM	International Director Region 13	12,638
Pawas Chandra, DTM	International Director Region 13	11,962



The two uncontested officer positions received a single ballot cast by the Secretary-Treasurer.

Chair Doley announced that Peck, Page, and Kinsey were elected International President-Elect, First Vice President, and Second Vice President, respectively, for the term of 2019–2020.

Chair Doley referred to the letter to all club presidents notifying them of Proposals A through L: Amendments to the Bylaws of Toastmasters International and Club Constitution for Clubs of Toastmasters International. Notice of the proposed amendments was properly mailed to the voting membership at least 60 days prior to the meeting, with the Board of Directors' recommendation that they be adopted.

Chair Doley invited International President-Elect Menon to present Proposal A which contained a series of amendments to the Bylaws of Toastmasters International and the Club Constitution that would provide consistency, clarity, and conformity to current, real-world practices. The Board recommended that the membership adopt Proposal A, effective immediately. All governing documents would be amended, as needed, upon the adoption of the proposal. The voting results were: Yes, 22,679; No, 758. Chair Doley announced that the proposal was adopted.

Chair Doley invited First Vice President Peck to present Proposal B which would amend the Bylaws of Toastmasters International and the Club Constitution to affirm the Board's right to perform its authorized duties at any time of its choosing, except where otherwise noted. The Board recommended that the membership adopt Proposal B, effective immediately. All governing documents would be amended, as needed, upon the adoption of the proposal. The voting results were: Yes, 24,289; No, 477. Chair Doley announced that the proposal was adopted.

Chair Doley invited Second Vice President Page to present Proposal C which would amend Article XII, Section 3a of the Bylaws of Toastmasters International and Article VI, Section 3 of the Club Constitution that would modify the start and end time on the respective dates for the terms of office for district and club officers. The Board recommended that the membership adopt Proposal C, effective immediately. The District Administrative Bylaws would be amended to align with these new times, upon the adoption of the proposal. The voting results were: Yes, 23,011; No, 954. Chair Doley announced that the proposal was adopted.

Chair Doley invited Immediate Past International President Arunasalam to present Proposal D which would amend Article IV, Section 3 of the Bylaws of Toastmasters International and Article X, Section 3 of the Club Constitution to emphasize with greater clarity that changes in membership dues must be announced in either the *Toastmaster* magazine or on the Toastmasters International website before their effective date. The Board recommended that the membership adopt Proposal D, effective immediately. The voting results were: Yes, 21,619; No, 2,526. Chair Doley announced that the proposal was adopted.

Chair Doley invited International President-Elect Menon to present Proposal E which would amend the Bylaws of Toastmasters International to enable the use of the umbrella term 'Board Members' to enhance clarity when referring to International Officers and Directors collectively. The Board recommended that the membership adopt Proposal E, effective immediately. All governing



documents would be amended, as needed, upon the adoption of the proposal. The voting results were: Yes, 23,895; No, 555. Chair Doley announced that the proposal was adopted.

Chair Doley invited First Vice President Peck to present Proposal F which would amend Article III of the Bylaws of Toastmasters International by introducing the term “charged member” to describe a member being accused of violating a provision of the Toastmasters International governing documents. The Board recommended that the membership adopt Proposal F, effective immediately. Policy and Protocol 3.0: Ethics and Conduct would be amended upon the adoption of the proposal. The voting results were: Yes, 22,875; No, 1198. Chair Doley announced that the proposal was adopted.

Chair Doley invited Second Vice President Page to present Proposal G which would amend Article II, Section 3 of the Club Constitution to include a definition of “active membership”. The Board recommended that the membership adopt Proposal G, effective immediately. The voting results were: Yes, 23,113; No, 610. Chair Doley announced that the proposal was adopted.

Chair Doley invited Immediate Past International President Arunasalam to present Proposal H which would amend Article III of the Club Constitution to provide greater clarity and differentiation to the terms “Toastmasters dues,” “club dues,” and “club new member fees.” The Board recommended that the membership adopt Proposal H, effective immediately. The voting results were: Yes, 22,978; No, 450. Chair Doley announced that the proposal was adopted.

Chair Doley invited International President-Elect Menon to present Proposal I which would amend Article III, Section 1; Article VI, Section 5; and Article VII, Section 1 of the Club Constitution that reference outdated programs, materials, and committees that no longer align with the current practices of Toastmasters International. The Board recommended that the membership adopt Proposal I, effective immediately. The voting results were: Yes, 22,859; No, 340. Chair Doley announced that the proposal was adopted.

Chair Doley invited First Vice President Peck to present Proposal J which would amend the Bylaws of Toastmasters International and the Club Constitution to allow a membership application to be filed with and by any club officer. The Board recommended that the membership adopt Proposal J, effective immediately. The voting results were: Yes, 23,797; No, 388. Chair Doley announced that the proposal was adopted.

Chair Doley invited Second Vice President Page to present Proposal K which would amend Article II, Section 4b of the Club Constitution to disallow the participation of inactive members in all speech contests rather than only in the International Speech Contest. The Board recommended that the membership adopt Proposal K, effective immediately. The voting results were: Yes, 23,131; No, 1,417. Chair Doley announced that the proposal was adopted.

Chair Doley invited International President-Elect Menon to present Proposal L which contained a series of amendments to the Bylaws of Toastmasters International that address structural concerns regarding the officer positions at the corporate, international and district levels. The Board recommended that the membership adopt Proposal L, effective immediately. All governing documents would be amended, as needed, upon the adoption of this proposal. The voting results were: Yes, 23,136; No, 471. Chair Doley announced that the proposal was adopted.



The Bylaws of Toastmasters International authorizes the submission of proposed Bylaws amendments by "at least one percent (1%) of all the votes held by the voting membership" (Article XIV, Section 1.(b).(2)). Based on the total number of clubs eligible to vote at the 2019 Annual Business Meeting (34,126 votes), the 1% minimum requirement for any such proposal to be submitted for consideration at the 2020 Annual Business Meeting is 341.26, representing 170.63 clubs or 341.26 delegates at large, or any combination of those two voting memberships.

Chair Doley announced the following candidates elected as International Director for the term of 2019–2021: Takeuchi, O'Geary, Qayoom, Lesko, McGhee, Rochat, and Balajee.

As there was no further business, the 88th Annual Business Meeting was adjourned.

Pursuant to Policy 11.3: Board of Directors Confidentiality, items contained in the minutes of this meeting were classified as "unrestricted" upon distribution of the minutes by World Headquarters, not to include any matters marked "restricted".

A handwritten signature in black ink, reading "Angela Mennenga". The signature is written in a cursive style with a large initial "A".

Angela Mennenga  
Secretary-Treasurer

Distribution: Board of Directors  
Nonprofit General Counsel  
Chief Executive Officer  
Past International Presidents  
Past International Directors