



**Minutes of the 2019-2020 Board of Directors Teleconference  
July 22, 2020**

The 2019-2020 Toastmasters International Board of Directors convened July 22, 2020, with International President Deepak Menon, DTM, presiding. The officers and directors present were: Richard E. Peck, DTM; Margaret Page, DTM; Matt Kinsey, DTM; Lark Doley, DTM; Sal Asad, DTM; Sudha Balajee, DTM; Joan T. Lewis, DTM; Anthony J. Longley, DTM; Larry Marik, DTM; Stefano S. McGhee, DTM; TK O'Geary, DTM; Carol Prahinski, DTM; Mohamad A. Qayoom, DTM; Aletta Rochat, DTM; Naomi Takeuchi, DTM; David Templeman, DTM; Tuire Vuolasvirta, DTM; Susan Zhou, DTM; and Chief Executive Officer Daniel Rex. International Disciplinary Committee Chair, Past International President Jana Barnhill and co-chair, Past International President Jon Greiner were present. Chief Information and Digital Officer Sam Farajian, Chief Financial Officer John Bond, Club Quality and Member Support Director Danielle Mitchell, District Growth and Support Director Jonathan Lam, Training & Development Director Kate Rynerson-Wingrove, Marketing Communications Director John Lurquin, Product Development Director Angela Cunningham, Translations Manager Anette Dunning, Secretary Angela Mennenga, and Executive Services Manager Mona Shah were also present.

1. The Board reviewed and adopted the agenda as presented.
2. **HIGHLY CONFIDENTIAL**
3. The Board received the report (attached) of the July 8, 2020 Executive Committee teleconference as presented by International President-Elect Peck. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 4, 7, and 8. Items 5 and 6 were discussed separately and required no Board vote.
4. The Board received an update on the organization's performance.
5. The Board received an update on the financial status of the organization.
6. The Board received an update from the following committees: District Leadership Roles, Responsibilities, and Evaluation Committee; Prioritization Committee; and Policy Review Committee.
7. **HIGHLY CONFIDENTIAL**
8. The Board received an update on the strategic alliance between Toastmasters International and Rotary International.



As there was no other business on the agenda, the meeting was adjourned.

Pursuant to Policy 11.3, 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” or “highly confidential.”

A handwritten signature in black ink, which appears to read "Angela Mennenga". The signature is fluid and cursive, written in a professional style.

Angela Mennenga  
Secretary

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



## Minutes of the 2019-2020 Executive Committee July 8, 2020

The 2019-2020 Executive Committee convened on July 8, 2020, with International President Deepak Menon, DTM, presiding. The other officers present were: International President-Elect Richard E. Peck, DTM; First Vice President Margaret Page, DTM; Second Vice President Matt Kinsey, DTM; and Immediate Past International President Lark Doley, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Marketing and Communications Director John Lurquin, Product Development Director Angela Cunningham, District Growth and Support Director Jonathan Lam, Translations Manager Anette Dunning, Secretary Angela Mennenga, and Executive Services Manager Mona Shah were also present. No members were absent.

1. The agenda was adopted as presented.
2. The Committee received an update on the organization's performance.
3. The Committee received an update on the financial position of the organization.
4. The Committee received an update from the Chairs of the following: District Leadership Roles, Responsibilities and Evaluation Committee; Prioritization Committee; and Policy Review Committee.
5. The Committee reviewed and discussed a recommended process for granting Districts, Provisional Districts, Territorial Councils, or groups of clubs, permission to translate Toastmasters Materials into new languages, while Toastmasters World Headquarters maintains centralized control of processes and Toastmasters International maintains ownership of intellectual property.

The Committee also reviewed and discussed proposed modifications to Protocol 4.0: Intellectual Property, Sections 3E and 3F (attached) that would remove reference to the traditional education program, incorporate Pathways, and enable the new translation processes. The modifications were adopted by the joint authority of the International President, Chief Executive Officer with the concurrence of the International President-Elect.

6. The Committee reviewed proposed modifications to Protocol 7.0: District Structure, Section 2 (attached) that would provide better clarity about certain processes for Territorial Councils. The modifications were adopted by the joint authority of the International President, Chief Executive Officer with the concurrence of the International President-Elect.
7. **HIGHLY CONFIDENTIAL**
8. **HIGHLY CONFIDENTIAL**

As there was no other business on the agenda, the meeting was adjourned.



Pursuant to Policy 11.3, 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” or “highly confidential.”

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Angela Mennenga  
Secretary

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

## Intellectual Property

### 1. Trademarks

- A. Toastmasters International's trademarks are used to support and further its mission and support its programs.
- B. The following table itemizes who may use Toastmasters International's trademarks, the type of uses authorized and unauthorized, and the parties responsible for their use:

User	Authorized	Not Authorized	Responsible
Clubs, Areas, Divisions, and Districts	Stationery, business cards, bulletins, newsletters, electronic media, websites, program covers, agendas, and similar items only if directly related to and focused on the mission	Articles such as trophies, ribbons, banners, certificates, clothing or other items, except by specific, prior written authorization from the Chief Executive Officer	Club President, District Director
Officer candidates at all levels	Stationery, business cards, mailings, electronic media, websites, campaign literature, and similar items	Same as above	Candidate
Individual members and officers at all levels	Stationery, business cards, electronic media, and websites, solely to indicate the person's affiliation with a Member Club	Any personal newsletter, electronic media, bulletin, or similar item; articles such as trophies, ribbons, banners, certificates, clothing, or other items except by specific, prior written authorization from the Chief Executive Officer	Individual

### 2. Websites

- A. Club, Area, Division, District, and region websites should contain information useful to current and prospective members and officers including, but not limited to, event calendars, membership benefits, performance-motivating articles, newsletters, distinguished program goals and progress, dates of latest updates, a link to the Toastmasters International website (which is the primary source for

club meeting times and locations).

- B. Each club website should contain the club name, meeting time and location, a contact telephone number or email address, the club mission, and a link to the District website.
  - I. Club websites may not contain material irrelevant to achieving the mission of the club.
  - II. The Club President is the publisher of the club website and ultimately responsible for its content.
- C. Each Area and Division website may also contain listings of clubs within the Area or Division, membership-building tips for clubs, the club and District missions, and a link to the District website.
  - I. The District Director is ultimately responsible for the content of Area and Division websites within the District.
  - II. Area and Division websites must either be part of the District website or published on a free or donated Web hosting site and linked to and from the District website.
  - III. Websites must be transferred to the incoming District Director by July 1. If a website cannot be transferred or the incoming District Director does not want to continue its use, the page must be removed.
- D. Each District website should also contain information such as how to organize new Toastmasters clubs; membership-building tips for clubs; a calendar with information about events such as training, District conferences, and the International Convention; the club and District missions; and links to Area and Division websites within the District.
  - I. District websites may not contain material that is irrelevant to achieving the mission of the District.
  - II. The District Director is the publisher of the District website and ultimately responsible for its content.
- E. Region websites may also contain information such as articles and ideas to motivate the Districts' achievement of goals, links to District performance information on the Toastmasters International website, promotion of Toastmasters programs, the mission and vision of Toastmasters International, District and club missions, recognition for achievements or progress toward achievements of District goals, schedules and information about District visits, links to websites of Districts within the region, and District conference dates and locations.
  - I. Region websites may contain a list of Past International Presidents and Past International Directors showing only their home Districts and years of service.
  - II. The Region Advisor is the publisher of the region website and is ultimately

responsible for its content.

- F. Officers at all levels shall not create office-related websites separate from those of their clubs, Areas, Divisions, Districts, or regions.
- G. Officers may reference their Toastmasters membership and position on a personal website.
- H. All club, Area, Division, District, and region websites shall include a Toastmasters International trademark acknowledgement statement as published by Toastmasters International. As the trademark owner, Toastmasters International reserves the right to determine how trademarks are used on websites.
- I. Toastmasters websites may not include copyrighted information from Toastmasters International or any other source without the express written permission of the copyright owner.
- J. Clubs, Areas, Divisions, Districts, and regions may publish websites in donated space and acknowledge the donation on the website.
- K. Clubs and Districts may sell advertising space to offset costs and increase income.
- L. Regions may sell advertising space to offset costs.
- M. Advertising revenues may be subject to tax on unrelated business income. Clubs are responsible for any such tax implications resulting from club websites. District and regional advertising revenues may result in unrelated business income tax for Toastmasters International, and so must be reported in financial records submitted to World Headquarters, with provision made to cover any such tax from the revenues thereby generated.
- N. Individual members may not receive any compensation to create, maintain, or host Toastmasters websites; however, normal and reasonable costs to maintain the site may be reimbursed by the club or District.
- O. A disclaimer must be included on all Toastmasters websites as follows: "The information on this website is for the sole use of Toastmasters' members, for Toastmasters business only. It is not to be used for solicitation and distribution of non-Toastmasters material or information."

### **3. Language and Translations**

- A. English is the official business language of Toastmasters International. All club officers and District leaders must be proficient in English.
- B. Toastmasters supports additional languages by translating educational and marketing materials, as dictated by protocol, in the following languages:
  - I. Arabic
  - II. French

- III. German
- IV. Japanese
- V. Korean
- VI. Portuguese
- VII. Simplified Chinese
- VIII. Spanish
- IX. Tamil
- X. Traditional Chinese

- C. Translation and distribution of any Toastmasters International material bearing Toastmasters trademarks or copyrights must be **conducted and** managed by World Headquarters.
- D. ~~Permission to translate any additional Toastmasters materials shall be obtained in advance from the Chief Executive Officer.~~
- E. ~~Permission to~~ **Upon request Toastmasters International may** translate into a new language ~~is granted on a case by case basis and~~ based on the following factors:
  - I. When at least 20 chartered Member Clubs in good standing **currently** conduct their meetings primarily in the language being considered for translation and there is the potential to build more clubs whose meetings would be conducted primarily in that language, World Headquarters may ~~grant permission to~~ **translate promotional and select marketing materials, two (2) Pathways paths, the DTM project, the Mentor Path, electives, and other related materials.** ~~brochures, the Competent Communication manual, the Competent Leadership manual, at least two (2) Advanced Communication manuals and the Club Leadership Handbook.~~
  - II. When at least **3545** chartered Member Clubs in good standing **currently** conduct their meetings primarily in that language and there is the potential to build more clubs whose meetings would be conducted primarily in that language, World Headquarters may ~~give permission to~~ **translate additional promotional and select marketing materials, five (5) additional Pathways paths, electives and other related material.** ~~at least two (2) additional Advanced Communication manuals and select marketing material.~~
  - III. When 60 or more **chartered** Member Clubs in good standing **currently** conduct their meetings primarily in that language, World Headquarters may ~~give permission to~~ **translate the remaining Pathways paths, electives, educational materials** ~~Advanced Communication manuals, the High Performance Leadership program,~~ and other **related** materials.
  - IV. **When requesting permission, data and sources for translation into a new language, a detailed needs analysis is submitted to the Chief Executive Officer that includes the following by country must be provided:**



Modifications in **blue** were approved in August 2018 to be effective July 1, 2019  
Proposed modifications in **red** are contingent upon the adoption

- a. **Gross domestic product (GDP) growth over the three (3) previous years.**
- b. **Language ranking by the number of native speakers.**
- ~~c. **Average internet speed and availability.**~~
- d. **Urban population.**
- e. **Rural population.**
- f. **Average income.**
- g. **Percentage of English speakers out of total population.**
- h. **Analysis of market opportunity and projections of growth among in-country, proposed language speakers.**
- i. **Potential local sources of funding to cover translation costs.**

~~IV~~ V. World Headquarters determines which materials have priority for translation.

- F. **A District, Provisional District, Territorial Council, or group of clubs that conduct their meetings in a common language** may request permission to translate **select** existing Toastmasters ~~non-public facing, club-related~~ **documentation, educational, marketing, and club officer and district officer training** materials **approved by the Chief Executive Officer** ~~into a supported language~~. Permission may be granted ~~on a case-by-case basis~~ under the following conditions:
- I. Materials are translated, edited, and proofed by a **Translations and Review Team overseen by the District, Provisional District, Territorial Council, group of clubs, the member** or by an individual or service designated by World Headquarters.
  - II. World Headquarters reviews **and approves** all **translated** ~~content to ensure accuracy and quality~~ **materials** prior to distribution.
  - III. An Assignment Agreement must be completed to assign copyright of the translated materials to Toastmasters International.
  - IV. World Headquarters reserves all rights to create and distribute all translated materials.

## District Structure

### 1. Club Assignments

- A. Area and Division organization is defined and described in Article XII, Sections 1, 3(b), and 3(e) of the Bylaws of Toastmasters International and in Article VI of the District Administrative Bylaws.
- B. When a new Member Club is organized, it is assigned to the District within which boundaries it meets. Exceptions are only considered with the concurrence of the District Councils involved and with the approval of the Board of Directors.
  - I. The assignment of a new club to an Area is made by the District Director, subject to approval by the District Executive Committee.
  - II. Changes to the alignment of a new club must be reported to World Headquarters by the District Director within 30 days of the club's charter date. Any changes received after 30 days will not be reflected until the following July 1.
- C. When a club moves its meeting location into the geographic boundaries of another District, its District affiliation does not change until the next July 1. This change must be reported to World Headquarters and both District Directors within 30 days of that date.
- D. The best interests of the clubs and District are taken into consideration when assigning clubs to Areas.
  - I. Areas consist of four (4) to six (6) clubs; however, an Area may consist of three (3) clubs on July 1 only when an effort to charter a fourth club is in process.
  - II. Under no circumstances may an Area have more than six (6) clubs on July 1.
  - III. Advanced clubs may not be segregated into Areas.
  - IV. Areas may be segregated by language, subject to the approval of the District Council.
  - V. Districts assign clubs to Areas based upon:
    - a. Geographic proximity to other clubs
    - b. The ability of an Area Director to effectively provide service
    - c. Club size and strength (e.g., paid, active, disbanding)
    - d. Prospective clubs and expected growth
    - e. The likelihood of eligibility for Distinguished programs (e.g., club base of the Area or Division)

E. A Division must have a minimum of three (3) Areas.

## 2. Territorial Councils

- A. The Board may create non-district administrative units called Territorial Councils in any undistricted territories for the purpose of forming new Districts.
- B. The criteria for the creation of a Territorial Council is the evidence of potential growth of clubs and members in a specific geographical area within five (5) years and the evidence of potential of at least 20 clubs therein for eventual District status.
- ~~C. The clubs within a Territorial Council may organize an informal operating structure, electing such officers as needed to coordinate and guide a club growth program for District status. The clubs may plan and participate in training sessions, educational programs, speech contests, and other growth-oriented activities.~~
- CD.** Once granted Territorial Council status by the Board, a Territorial Council is entitled to:
- I. **Aa** administrative support from World Headquarters;
  - II. **Aa** District number, which is the next sequential District number available; **and assignment to a region**;
  - III. ~~official-Pp~~ **participation** in the Distinguished District Program;
  - IV. **Aa** District reserve account; **and** applicable membership dues income; ~~assignment to a region~~;
  - V. ~~and-T~~ **travel reimbursement to official District leader training. provided by World Headquarters**
- DC.** **As stated in Article I: Authority and Title, of the District Administrative Bylaws, all polices and protocols governing Districts shall apply to Territorial Councils, unless otherwise directed by the Board in the best interests of the council. The clubs within a Territorial Council may organize an informal operating structure, electing such officers, similar to Districts, to coordinate and guide a club growth and support programs for District status. Elected officers of the council may be re-elected to succeed themselves for one (1) term.**
- E.** ~~The clubs~~ **Territorial Council** may plan and ~~participate~~ **conduct** in training sessions, educational programs, speech contests, and other growth-oriented activities.
- FE.** Individual members of clubs in a Territorial Council may participate in the Video Speech Contest.
- GF.** If a Territorial Council meets the minimum requirements for District status before becoming a Provisional District, it may skip that step and apply to the Board for District status.
- HG.** Those performing leadership roles in a Territorial Council have the same responsibilities as the equivalent leadership roles in a fully-qualified District, subject to such limitations as Policy, Protocol, or Board action may provide.

- III. Each year, the Board reviews the progress of Territorial Councils. If, after three (3) years, the Territorial Council has not made significant progress toward becoming a Provisional District or District, the Board may remove Territorial Council status and all related privileges. The clubs would revert to being undistricted.

### 3. Provisional Districts

- A. A Territorial Council may apply to the Chief Executive Officer for Provisional District status when the following requirements are met:
  - I. The council has 45 or more clubs in good standing for two (2) consecutive semiannual reporting periods.
- B. Once granted Provisional District status by the Board, a Provisional District is entitled to administrative support from World Headquarters; a District number, which is the next sequential District number available; official participation in the Distinguished District Program; a District reserve account; applicable membership dues income; assignment to a region; visits from International Officers, Directors, and/or Region Advisors; and travel reimbursement to official District leader training and to the International Convention.
- C. Individual members of clubs in provisional districts may participate in the Video Speech Contest.
- D. A Past Provisional District Director is eligible to be nominated for election to the Board.
- E. Within three (3) years after granting Provisional District status, the Board reviews the progress of the Provisional District. Performance in the Distinguished District Program is considered in the decision to grant full District status.
- F. After reviewing District progress, the Board either allows the Provisional District to continue to function as a District or takes such action as it considers in the best interest of Toastmasters International.
- G. When a Provisional District reaches 60 or more clubs in good standing, it may apply to the Board for District status.
- H. Before becoming eligible for full District status, each newly created Provisional District is required to be in operation for a minimum of nine (9) months ending on June 30, during which time it must adopt the District Administrative Bylaws; elect officers, establish an organizational structure, and subdivide itself into Areas; and operate District programs in alignment with Toastmasters International's governing documents.
- I. Any authorization to operate as a Provisional District continues until full District status is granted or until it is otherwise terminated by the Board.

### 4. Reformed or Consolidated Districts

- A. The Board reviews the status of Districts with more than 240 clubs every three (3) years, or sooner if necessary, to determine if reformation is in the best interests of Toastmasters International and the clubs.
- B. The Board may also consider consolidating a District with another District or Districts if

it has fewer than 60 clubs.

- C. Any District with 200 or more clubs that wants to be considered for reformation may, after approval by a majority of the District Executive Committee, submit a letter of inquiry to the Chief Executive Officer for review with the Executive Committee. The Executive Committee provides its recommendation to the Board.
- D. If the Board approves the request or directs a reformation, the District Director appoints a Reformation Committee to conduct a detailed needs analysis that includes the following:
  - I. Map of proposed boundaries demonstrating that the reformed Districts will have no fewer than 100 clubs each
  - II. Number of clubs; club strength; growth trends; growth potential; population; education; languages spoken; and geographic influences, such as rivers, mountains, proximity of clubs to one another, and international borders, for both Districts
  - III. Reasons why the reformation is in the best interests of the members, the clubs, the Districts, and Toastmasters International
  - IV. Implementation strategy
  - V. Marketing plan projecting growth and identifying key market opportunities for both Districts
  - VI. Succession plan identifying qualified future leaders in both Districts
  - VII. Financial projections demonstrating the anticipated income and expense for both Districts
  - VIII. The needs analysis is submitted to the Chief Executive Officer for review with the Executive Committee. The Executive Committee provides its recommendation to the Board.
- E. Two (2) years prior to reformation, the District elects two (2) Club Growth Directors, one (1) Program Quality Director and a District Director. One (1) year prior to reformation, the District elects two (2) Club Growth Directors, two (2) Program Quality Directors and one (1) District Director. In cases when two (2) or more Districts jointly reform or when one (1) District reforms into more than two (2) Districts, the Board will provide additional direction as needed.
- F. The District with the oldest surviving club within its boundaries will retain the original District number. The other District will receive the next sequential number available. The number will be communicated to the District leaders no later than July 1 of the year prior to reformation.
- G. District records through the reformation are retained by the original District. Copies of records essential to their proper administration are furnished to the newly formed District. Separate records are kept after the reformation.
- H. Once the reformation takes place, World Headquarters distributes funds in the original reserve account to the reserve accounts of the reformed Districts, according to the ratio of the number of membership payments made by clubs in each reformed

District in the program year immediately preceding the reformation.

- I. Funds in local District bank accounts must be divided according to the ratio of the number of membership payments made by clubs in each reformed District in the program year immediately preceding the reformation. World Headquarters shall oversee the allocation of funds at the time the bank accounts are established for the new District.
- J. At any stage of the reformation process, Districts may be asked to submit a progress report to the Chief Executive Officer.
- K. Additional reformation requirements may be determined necessary by the Board due to special circumstances.

## **5. District Consolidation**

- A. The consolidation of a District occurs on the initiative of the Board.
- B. The Board reviews the status of Districts with fewer than 60 clubs every three (3) years, or sooner if necessary, to decide if consolidation is in the best interest of the organization.
- C. When determining whether consolidation is appropriate, factors such as the number of clubs in the District, market potential within the District, past performance, leadership, and geography are considered.
- D. If it is determined that consolidation is in the best interests of Toastmasters International and the clubs, the District is advised that it is being considered for consolidation.
- E. If the District wishes to remain a District and not be consolidated, it is given the opportunity to develop and present a growth plan to the Board. The growth plan identifies potential markets within the District and provides a specific strategy and reasonable timeline for building 60 clubs and more.
- F. If a growth plan is accepted, the Board reviews the progress of the District each year and takes what action is in the best interests of Toastmasters International and the clubs.
- G. If a District is to be consolidated, the clubs in that District are notified of the date of consolidation. The Board takes whatever action necessary to ensure that the clubs involved have the opportunity to participate in elections or speech contests conducted by the District absorbing the clubs.