



**Minutes of the 2019-2020 Board of Directors Teleconference
June 24, 2020**

The 2019-2020 Toastmasters International Board of Directors convened June 24, 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. 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, Education Development Supervisor Jessie Lester, Legal Director and Corporate Counsel Aaron Charrouf, Secretary Angela Mennenga, and Executive Services Manager Mona Shah were also present.

1. The Board reviewed and adopted the agenda as presented.
2. The Board received the report (attached) of the June 10, 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, 5, 6, & 9. The other items were considered subsequently and separately by the Board.

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The Board adopted item #7.

The Board adopted item #8.

3. The Board received the report (attached) of the June 22, 2020 Executive Committee electronic vote as presented by International President-Elect Peck. The Board adopted the Committee's recommendations as presented.
4. The Board received an update on the organization's performance.
5. The Board received an update from the following committees: District Leadership Roles, Responsibilities, and Evaluation Committee; Prioritization Committee; Policy Review Committee; and International Disciplinary Committee.

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, appearing to read 'Angela Mennenga'. The signature is fluid and cursive.

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 June 10, 2020

The 2019-2020 Executive Committee convened on June 10, 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. Secretary Angela Mennenga, Legal Director and Corporate Counsel Aaron Charrouf, Education Development Supervisor Jessie Lester, 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; Policy Review Committee; and International Disciplinary Committee.
5. The Committee reviewed and discussed proposed modifications to Policy 8.5: Ralph C. Smedley Memorial Fund that would further clarify the criteria for the subsidy application program. The Committee directed World Headquarters to further develop and bring back at a future meeting.
6. **RESTRICTED**
7. The Committee reviewed proposed modifications to Policy 5.0: Toastmasters International and Other Organizations and Protocol 5.0: Corporate and Community Activities that would reflect the organization's stance on partnerships and alliances. The Committee recommends that the Board adopt the amendments to Policy 5.0: Toastmasters International and Other Organizations (attached). Amendments to Protocol 5.0: Corporate and Community Activities (attached) were adopted by the joint authority of the International President and the Chief Executive Officer with the concurrence of the International President-Elect.
8. The Committee reviewed proposed modifications to Article VIII: Duties of Officers, Section e, District Public Relations Manager of the District Administrative Bylaws that align with the Toastmasters education program. The Committee recommends that the Board adopt the amendments to Article VIII: Duties of Officer of the District Administrative Bylaws (attached).
9. The 2021 Toastmasters International Convention will be held in Paris, France August 4-7, 2021.

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



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A handwritten signature in black ink, reading "Angela Mennenga". The signature is fluid and cursive, with the first letter of each word being capitalized and prominent.

Angela Mennenga
Secretary

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

Toastmasters International and Other Organizations

1. The Toastmasters International Board of Directors may authorize the establishment of alliances between Toastmasters International and other organizations. Such alliances must further the mission and strategic goals of Toastmasters International and its clubs.
2. The Chief Executive Officer negotiates such alliances on behalf of Toastmasters International; all related agreements are subject to the approval of the Executive Committee and the Board of Directors.
3. Alliance agreements shall not include provisions that require Toastmasters clubs to participate in any activities or take any action.
4. **Clubs, Areas, Divisions, and Districts shall not create, promote, sponsor, or endorse causes, service activities, or projects of other organizations with which Toastmasters International has not formed an alliance.**
- ~~4.~~ ~~5.~~ ~~Toastmasters clubs, Districts, and other administrative units~~ **Clubs, Areas, Divisions, and Districts** shall not enter into an alliance with any organization.
- ~~5.~~ ~~6.~~ The educational programs of Toastmasters International may only be used to provide communication and leadership development activities which are consistent with and related to the Toastmasters International mission and which preserve its identity as a nonprofit educational organization.
- ~~6.~~ ~~7.~~ When Toastmasters International cooperates with other organizations, the separate identity of Toastmasters International must be maintained.

Corporate and Community Toastmasters International Activities with Other Organizations

1. In addition to Toastmasters Member Clubs and Gavel Clubs, the following entities are authorized to conduct the following programs:

Program	Clubs	Areas	Divisions	Districts
Speechcraft	X			
Youth Leadership	X			
<i>Success Leadership and Success Communication</i>	X			
Speakers Bureaus	X	X	X	X

2. Unauthorized activities include, but are not limited to, fundraising in cooperation with other organizations; establishing or promoting scholarships and foundations; sponsoring or endorsing a non-Toastmasters speaking contest without permission from the Chief Executive Officer; and adapting, reprinting, or paraphrasing Toastmasters International’s copyrighted materials.
3. Clubs and Districts (including Areas and Divisions) may contact organizations at the local level for the purpose of starting a new club or conducting one of the activities listed in the table above. All non-local contact with other organizations is made by the International President, the Chief Executive Officer, or individuals to whom authorization is delegated.

District Administrative Bylaws

Article VIII: Duties of Officers

(a) In General

The District officers shall have such obligations, responsibilities, and duties as may be set forth in Policies prescribed by the Board of Directors or in the Articles of Incorporation, Bylaws of Toastmasters International, in these administrative bylaws, or in standing rules or policies adopted by the District Council of this District. The authority delegated by the Toastmasters International Board of Directors to District officers to act as stewards of Toastmasters International's resources in the District is subject at all times to the ultimate direction of the Board.

(b) District Director

The District Director shall report to and take direction from the District Council in matters pertaining to District organization, programs, and procedures; however, the District Director shall be ultimately responsible to the Board of Directors in the exercise of the powers and duties of that office. The District Director shall uphold and promote the purposes of Toastmasters International in the District. As the representative of Toastmasters International, the District Director, personally and through the Program Quality Director and Club Growth Director, shall carry out the programs approved by the Board of Directors and the District Council. The District Director chairs all meetings of the District Council and the District Executive Committee; fills such appointive offices as are provided for in these administrative bylaws, subject to the approval of the District Executive Committee and confirmation by the District Council; authorizes withdrawals of District funds, in the manner and to the extent provided in Article XII of these administrative bylaws; and must approve all withdrawals chargeable to the District on the books of Toastmasters International. By the published deadlines, the District Director shall submit to the Board of Directors any reports that may be required by the Board of Directors. The District Director shall provide to each Member Club in this District and to World Headquarters, copies of the adopted budget, the report of the Audit Committee, and such other reports as the Board of Directors may require. The District Director shall furnish World Headquarters with such information as the Board of Directors may require before the District shall be eligible to withdraw funds of Toastmasters International authorized by the Board of Directors for District activities and operations.

(c) Program Quality Director

The Program Quality Director is the second-ranking member of the District Executive Committee, and chairs that body and the District Council in the absence of the District Director. The Program Quality Director assists the Education Committees of the Member Clubs and Areas and Divisions of the District in utilizing the educational programs and materials of Toastmasters International and has the responsibility for: promoting and supporting club quality and member retention; the training of all Division, Area and club officers; the preparing and conducting of educational programs for District conferences; the supervising and coordinating of District-wide speech contests; and the formulating of specific educational recognition programs. The Program Quality Director shall attend District Council meetings.

(d) Club Growth Director

The Club Growth Director is the third-ranking member of the District Executive Committee and chairs that body and the District Council in the absence of the District Director and Program Quality Director. The Club Growth Director is responsible for the development, direction, and coordination of an overall marketing plan necessary for building new Member Clubs; the increase in individual membership and retaining clubs in the District; the recruitment and training of District marketing teams; and the formulation of specific membership-building recognition programs. The Club Growth Director shall attend District Council meetings.

(e) District Public Relations Manager

The District Public Relations Manager serves under the direction of the District Director and is responsible for the development and administration of a public relations program that will provide improved understanding by individual members of clubs and the public of the opportunities available for personal development in the Toastmasters International **education program.** ~~Communication and Leadership Programs.~~

(f) Division Directors

The Division Directors shall coordinate the activities of Area Directors within the Division and provide Area officers with counsel, information, and service.

(g) Area Directors

The Area Directors shall be responsible for the Member Clubs within their Areas and shall represent the District Director and the Division Director to the clubs in their Areas. As chair of the Area Council, the Area Director shall hold regular Area Council meetings, and shall appoint (or provide for the election by clubs in the Area of) an Area staff for the conduct of Area activities between Area Council meetings. The Area Director shall perform such other duties as the District Director and District Council may prescribe.

(h) District Administration Manager

The District Administration Manager shall have custody of this District's administrative bylaws and all other records and documents of this District; shall keep the minutes of the meetings of the District Council and District Executive Committee; and shall transmit the same to the successor. The District Administration Manager shall have custody of all District correspondence, and shall perform such other duties as may be prescribed by the District Director or District Council.

(i) District Finance Manager

The District Finance Manager shall have charge of all funds and other property of the District and shall transmit the accounts and all undistributed funds to the successor. The District Finance Manager shall disburse all funds upon order of the District Director, as provided herein, and shall perform such other duties as may be prescribed by the District Director or District Council.



**Electronic Vote of the 2019-2020 Executive Committee
June 22, 2020**

The 2019-2020 Executive Committee members, International President Deepak Menon, DTM; 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, ratified by electronic consent to recommend that the Board approve extending the December 2018 modifications to the District Recognition Program through the 2020-2021 Toastmasters International program year and that this extension be reevaluated in May 2021.

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".

Angela Mennenga
Secretary

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