



Minutes of the 2020-2021 Board of Directors Teleconference

October 28, 2020

The 2020-2021 Toastmasters International Board of Directors met on October 28, 2020, with International President Richard E. Peck, DTM, presiding. The other officers and directors present were: Margaret Page, DTM; Matt Kinsey, DTM; Morag Mathieson, DTM; Deepak Menon, DTM; Sal Asad, DTM; Sudha Balajee, DTM; Dorothy Isa Du, DTM; Roy Ganga, DTM; Karen Lucas, DTM; Melissa McGavick, DTM; Stefano McGhee, DTM; Elizabeth Nostedt, DTM; TK O'Geary, DTM; Harold Osmundson, DTM; Mohamad A. Qayoom, DTM; Aletta Rochat, DTM; Lesley Storkey, DTM; Naomi Takeuchi, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Information and Digital Officer Sam Farajian, Legal Director and Corporate Counsel Aaron Charrouf, Partnerships and Development Director Angela Cunningham, District Growth and Support Director Jonathan Lam, Marketing Communications Director John Lurquin, Club Quality and Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Fundraising and Compliance Specialist Keith Shaller, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kate Wingrove were also present.

1. The Board reviewed and accepted the agenda as presented.
2. The Board received the report (attached) of the September 23, 2020 Executive Committee teleconference as presented by International President-Elect Page. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 4, 5, 7, 8, and 10. Item #6 was discussed and adopted during the October 7, 2020 Board of Directors teleconference. The remaining item was considered subsequently and separately by the Board.

The Board adopted item #9.

3. The Board received the report (attached) of the October 14, 2020 Executive Committee teleconference as presented by International President-Elect Page. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 4, 6, 8, and 9. The remaining items were considered subsequently and separately by the Board.

The Board adopted item #5.

The Board adopted item #7.

The Board adopted item #10.

4. The Board received an update on the organization's performance.
5. The Board received an update on the financial position of the organization.
6. The Board reviewed and adopted the minutes from the electronic vote of the Audit Committee on September 28, 2020 (attached).
7. The Board reviewed and approved an incentive for new clubs, effective November 1, 2020, in which the charter fee (\$125 USD) and the new member fees (\$20 USD per member) are waived for any new club that completes the charter process and pays the \$45 USD membership dues for charter members and the prorated amount of the next renewal cycle (April 2021) by January 31, 2021. Clubs that charter in this time frame will pay the prorated amounts (at the time of charter) for the April 2021 renewal as follows:

Month	Prorated Amount
November	\$37.50 USD
December	\$30 USD
January	\$22.50

This incentive is intended to provide support to District leaders in the club-building efforts of the District in the current environment.

8. The Board received an update from the Chairs of the following: District Leadership Roles, Responsibilities, and Evaluation Committee; Policy Review Committee; Region Advisor Selection Committee; and International Disciplinary Committee.

Pursuant to Protocol 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."



Kate Wingrove
Secretary

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



Minutes of the 2020-2021 Executive Committee Teleconference

September 23, 2020

The 2020-2021 Toastmasters International Executive Committee met on September 23, 2020, with International President Richard E. Peck, DTM, presiding. The other officers present were: International President-Elect Margaret Page, DTM; First Vice President Matt Kinsey, DTM; Second Vice President Morag Mathieson, DTM; Immediate Past International President Deepak Menon, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Legal Director and Corporate Counsel Aaron Charrouf, District Growth and Support Director Jonathan Lam, Marketing Communications Director John Lurquin, Club Quality and Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Fundraising and Compliance Specialist Keith Shaller, and Secretary Kate Wingrove were also present. No Committee 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; Policy Review Committee; and Region Advisor Selection Committee.
5. **HIGHLY CONFIDENTIAL**
6. The Committee recommended that the Board approve the following clarification to speech contests, effective immediately: For the 2020-2021 Toastmasters program year, all Districts must conduct online Area-, Division-, and District-level speech contests, with each contestant participating from physically-distant locations, using equipment that each contestant obtains themselves.
7. In August 2020, the Board adopted proposed modifications to the District Administrative Bylaws, Article VII: Officers and Protocol 9.0: District Campaigns and Elections to strengthen the candidate nomination and election processes. The modifications to the District Administrative Bylaws, Article VII: Officers (attached) are effective upon distribution of the minutes. Changes to Protocol 9.0: District Campaigns and Elections (attached, in blue), were adopted by the joint authority of the International President and the Chief Executive Officer with the concurrence of the International President-Elect. The Board requested that World Headquarters consider further modifications to Protocol 9.0: District Campaigns

and Elections to provide clearer direction and expectations for the District Leadership Committee’s process and work.

During this meeting, the Executive Committee reviewed the additional modifications proposed by World Headquarters, per the Board’s directive. Amendments to Protocol 9.0: District Campaigns and Elections (attached, in red) were adopted by the joint authority of the International President and the Chief Executive Officer with the concurrence of the International President-Elect.

- The Committee reviewed and approved the signers on District accounts as submitted by each District on the District Signature Form for Withdrawal of District Funds, retroactive to July 1, 2020. The signers are authorized to spend District funds through June 30, 2021 for the following Districts:

F	25	50	73	98
1	26	51	76	99
3	28	52	78	102
4	29	53	79	103
5	30	54	80	104
7	31	56	82	105
8	32	57	83	111
10	33	60	85	112
11	35	61	87	114
13	37	62	88	115
14	38	64	89	116
17	40	66	90	117
18	42	67	92	120
19	44	68	93	121
22	45	69	95	
23	47	70	96	
24	49	71	97	

Signature forms are pending from the following Districts:

16	43	75	94	119
20	48	81	100	
21	58	86	101	
41	74	91	118	

The following Districts do not operate a local bank account and a signature form is not required:

2	27	55	84	110
6	34	59	106	113
9	36	63	107	122
12	39	65	108	
15	46	77	109	

District 72 submitted a signature form and the Committee requested additional information.

- 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 recommended that the Board approve the proposed modifications to Policy 8.5: Ralph C.

Smedley Memorial Fund® (attached).

The Committee also reviewed and discussed several Smedley Fund subsidy applications requesting disbursements from the Smedley Fund. A short description of the requests and the decisions of the Committee are listed below:

- The first request relates to the loss of educational materials in a February 2020 fire at the club's meeting place and place of business. The Committee recommended that the Board approve the request.
- The second request relates to the loss of materials and meeting space as a result of damage done by Hurricane Dorian in late 2019. The Committee recommended that the Board approve the request.
- The final requests relate to the financial ramifications suffered as a result of the warehouse explosions that claimed much of the port in Beirut in August 2020. The Committee expressed their deepest concerns and sympathy for the affected clubs and directed World Headquarters to request additional clarifying information from the clubs regarding the requests.

10. The Executive Committee approved by unanimous consent the appointment of Past International Director Regie Ford in the vacant International Disciplinary Committee (IDC) position, through 2022.

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

Pursuant to Protocol 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" or "highly confidential."



Kate Wingrove
Secretary

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

District Administrative Bylaws

Article VII: Officers

(a) District Officers

The officers of this District shall be a District Director, a Program Quality Director, a Club Growth Director, a District Public Relations Manager, a District Administration Manager, a District Finance Manager, Area Directors, and Division Directors. In addition to these officers, the District may have such other officers as the District Council may provide, but Toastmasters International credit toward any educational award is limited to service as a District officer named in the preceding sentence.

(b) Elective Officers

The elective officers of this District shall be the District Director, the Program Quality Director, the Club Growth Director, and Division Directors. None of the foregoing District officers may be re-elected to the same office for succeeding terms in which a full year has been served, except that the Division Directors may be re-elected to succeed themselves for one (1) term. The election of officers shall take place at the annual meeting of the District Council. The report of the District Leadership Committee shall be submitted in writing to all members of the District Council at least four (4) weeks prior to the election meeting. Nominations may also be made from the floor by any member of the District Council or their proxyholder only if the floor candidate meets the requirements set forth in Article VII (e) of these administrative bylaws and has been evaluated by the District Leadership Committee for that specific role in that election cycle. All elections shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote. A majority of the votes cast is necessary for an election.

(c) Other Officers

The other officers of this District shall be the District Public Relations Manager, the District Administration Manager, the District Finance Manager, and the Area Director for each Area. These officers may be elected or appointed. The decision to elect or appoint is made by the District Council and the decision remains in effect until changed by the council. Any changes to the decision must be made prior to November 1 of the District program year in which the elections or appointments will occur.

Officers appointed by the District Director are subject to the approval of the District Executive Committee and the District Council by September 30.

The District Public Relations Manager, the District Administration Manager and the District Finance Manager shall be eligible for re-election or re-appointment for one (1) succeeding term only. The offices of District Administration Manager and District Finance Manager may be combined.

Area Directors are elected by the Area Councils or appointed by the District Director taking into account the recommendation of the Area Councils. Area Directors shall be eligible for re-election or re-appointment for one (1) succeeding term only.

(d) Qualifications

At the time of taking office, the District Director shall have served at least six (6) consecutive months as a Club President and at least 12 consecutive months as a Program Quality Director, Club Growth Director or Division Director or a combination thereof. The Program Quality Director and Club Growth Director shall have served at least six (6) consecutive months as Club President and at least 12 consecutive months as a Program Quality Director, a Club Growth Director, a Division Director or an Area Director or a combination thereof. The Division Directors shall have served at least six (6) consecutive months as members of a District Council. Insofar as practicable, the Area Directors shall have served as members of a District Council. All District officers must be active individual members of Member Clubs and must be in good standing with Toastmasters International under Article III, Section 8 of the Bylaws of Toastmasters International.

(e) Nominations from the Floor

Nominations made by the District Leadership Committee shall be effective when officially announced by the District Leadership Committee Chair or District Director. Additional nominations of qualified **and eligible** candidates may also be made from the floor at the annual District Council meeting with the consent of the person(s) nominated. Prior to running from the floor, a candidate for District Director, Program Quality Director, Club Growth Director, or Division Director must have completed the District Leadership Committee's evaluation process in the same election cycle in which the candidate stands for election at the annual District Council meeting for that specific role **to be considered eligible. All eligible floor candidates must declare their intent to run to the District Director at least seven (7) days prior to the elections.**

Floor candidates who have not gone through the District Leadership Committee's evaluation process may only be nominated during the annual District Council meeting if the District Leadership Committee's work is invalid.

Floor nominations for roles other than the District Director, Program Quality Director Club Growth Director, or Division Director may occur even when that individual has not been evaluated by the District Leadership Committee as long as the individual meets all other eligibility requirements.

In the event that there is no candidate(s) elected for District Director, Program Quality Director, Club Growth Director, or Division Director, the position(s) will be considered vacant and will be filled according to Article VII (g) of these administrative bylaws.

(f) Term of Office

The terms of all District officers shall commence at midnight on July 1 and end on the following June 30, at 11:59 p.m.

(g) Vacancies

A vacancy in any elective office shall be filled by the District Executive Committee based upon the recommendation of the District Director, or upon recommendation of the highest elected District officer if the vacancy is in the office of District Director. Individual members who fill vacant roles shall meet all qualifications for the role as defined in Article VII, Section (d) of these administrative bylaws. Such appointment shall become effective

immediately and will run until the next succeeding District Council meeting at which time such appointment shall be confirmed or another individual member elected to the office. If the office of Immediate Past District Director is vacated for any reason, it shall stay vacant for the remainder of the term.

(h) Resignation or Removal

Any officer may resign at any time, provided that any resignation must be in writing, and will be effective on delivery to the District Administration Manager or the District Director, unless the resignation provides for a later effective date. Any member of the District Executive Committee may be removed from office by a two-thirds vote of the District Executive Committee. Any appointed officer may be removed from office by the District Director. Such removal of an appointed officer shall become effective immediately; the replacement officer shall also be appointed. The members of the District Executive Committee are responsible to the Toastmasters International Board of Directors, and may be removed at any time by that Board if it finds it to be in the best interests of Toastmasters International, its Member Clubs and their individual members.

(i) Compensation

No District, Division, or Area officer shall receive a salary or other compensation except a return for expenses incurred for the benefit of the organization and only to the extent provided for in the adopted District budget.

District Campaigns and Elections

1. Schedule

Date	Action
No later than November 1	District Director appoints District Leadership Committee (DLC) Chair.
No later than December 1	DLC members are recommended by the DLC Chair and approved by the District Director.
No Later than January 15	Call for candidate declarations.
Determined by the DLC Chair and announced to the members of the clubs in the District	Deadline for candidates to declare intent to run.
March 15 – June 1	District Council annual meetings occur (actual dates set by each District).
Six (6) weeks prior to the election date	DLC notifies District Director of nominated candidates.
Four (4) weeks prior to the election date	DLC report and biographical forms are emailed to all members of the District Council and posted on the District website. Eligible floor candidates shall declare their intent to run in writing to the DLC Chair after the DLC report has been published and at least one (1) week prior to the annual District Council meeting.
July 15	Deadline to submit Officer Agreement and Release Statements and District Leader rosters to World Headquarters.

2. District Leadership Committee

A. The District Leadership Committee (DLC) is defined and governed by Article XI, Section (b) of the District Administrative Bylaws.

B. Members of the DLC acknowledge and agree to the following guidelines:

- I. Abide by the timeline provided in Article XI of the District Administrative Bylaws.
- II. Identify and seek qualified candidates for each position.
- III. Commit to meet on a regular basis to conduct candidate assessments and to complete the selection process.

DLC meetings and deliberations are confidential and may not be attended by or shared with those who are not DLC members. A DLC candidate interview is attended only by the DLC members and the candidate.

- IV. Confirm that each candidate meets the candidate qualifications defined in Article VII, Section (d) of the District Administrative Bylaws.

- V. Ensure that there is a minimum of one (1) candidate each for the offices of District Director and Program Quality Director; two (2) or more candidates for the office of Club Growth Director; and a minimum of one (1) candidate for all other elective District offices.
- C. DLC composition:
- I. The District Director appoints a chair, who is a past District leader, preferably a Past District Director. The DLC Chair shall not hold any other District role (with the exception of the Immediate Past District Director) during the program year in which the report is presented.
 - II. Committee members are appointed by DLC Chair, subject to the approval of the District Director.
 - III. Each committee member and the DLC Chair must be an active and paid member.
 - IV. Each Division in the District must be equally represented on the committee.
 - V. A member ~~of a club~~ from a different District in the same region may be appointed to the DLC **by the District Director, in order as a voting member or non-voting member, to provide outside perspective and to enhance the DLC process** during deliberations. This member will not represent a Division.
 - VI. The District Director, Program Quality Director, and Club Growth Director shall not serve as members of the DLC.
 - VII. International Officer and Director candidates, Board Members and Region Advisors may not serve on the DLC.
 - VIII. All committee members must complete a Committee Member Agreement and submit it to the DLC Chair before the committee begins its work.
- D. DLC members serve one (1) year on the DLC and may be reappointed after a one-year absence from the committee.
- E. Communication may be by conference call, email, or other means when geographic distance and other factors impede in-person participation.
- F. DLC members shall not participate in any campaign or endorse any candidate for District office.
- G. No DLC member may be nominated or run from the floor for any District office for the program year following the election at which the committee's report is presented.
- H. DLC members with a conflict of interest, such as a business or personal relationship with a candidate, must declare it at the Committee's first meeting or

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as soon as the conflict is identified. They must also abstain from the interviews, discussion, and voting regarding that candidate in the context of the Committee.

3. Candidate Assessment and Selection

- A. Before candidate assessment begins, the DLC verifies that each candidate meets the qualifications listed in Article VII of the District Administrative Bylaws.
- B. The DLC interviews and evaluates all known candidates for each elected position. The DLC reviews, in detail, the duties of the position as defined in Article VIII of the District Administrative Bylaws with each candidate. Candidates are evaluated using the Candidate Evaluation and District Officer Competencies documents. The chair provides these documents to the DLC members.
- C. All candidates are interviewed by at least two (2) committee members jointly or individually. Candidates for the same position are interviewed by the same interviewers **except for the Division Director position.**
 - I. **Candidates for the same Division Director position (i.e., Division A, Division B, etc.) are interviewed by the same interviewers.**
 - II. **Division Director candidates who have completed the DLC interview process for any Division(s) are eligible as a floor candidate and may run for any Division Director position.**
 - III. **If a DLC member resigns or is replaced after interviews have begun, candidates who have completed their interviews do not need to be interviewed again by the newly appointed DLC member in order to meet the requirement as defined under Section 3.C. of this protocol.**
- D. The DLC members, including the chair:
 - I. Have equal opportunity to express their perspectives during candidate-selection deliberations.
 - II. Exercise independent judgment during the selection process.
 - III. Consider the experience, abilities, and qualifications of each candidate.
 - IV. Keep in mind the best interests of Toastmasters International, its Member Clubs, individual members and the District.
 - V. Discuss each candidate for each elective District office.
- E. The DLC Chair is a non-voting member of the committee and does not attempt to influence the other members of the committee.
- F. Committee members cast their votes in written form, and the committee nominates a minimum of one (1) candidates each for the offices of District

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Director and Program Quality Director; two (2) or more candidates for the office of Club Growth Director; and a minimum of one (1) candidate for all other elective District offices.

- G. Votes are tallied by the DLC Chair and at least two (2) other committee members. The Chair announces the results to the committee.
- H. To be nominated, a candidate must receive a majority vote of the DLC.
- I. DLC deliberations and votes are confidential and may be shared only with the District Director, World Headquarters, and the Toastmasters International Board of Directors.

4. Nomination Results

- A. The reporting of committee results is governed by Article XI, Section (b) of the District Administrative Bylaws.
- B. The DLC Chair or the District Director notifies nominated candidates and reconfirms their willingness to be nominated and their commitment to fulfill the duties of office.
- C. The District Director distributes the committee report and the Candidate Biographical Form for each candidate to the District Council.
- D. The DLC Chair or District Director notifies candidates who were not nominated and advises them of their eligibility to seek office as floor candidates.
- E. The DLC report is incomplete if the DLC is unable to nominate the required number of candidates for any individual office(s). The nomination report is invalid if any other DLC requirement, process, or deadline is not complied with.
- F. If the DLC report is incomplete, qualified candidates may run from the floor for any position for which the DLC did not nominate the required number of candidates. Qualified candidates must notify the District Director seven (7) days prior of their intent to run from the floor. Any nominations made by the DLC are valid.
- G. If the DLC report is invalid, qualified candidates may run from the floor for all positions. Any nominations made by the DLC are invalid. The report may be presented to District Council members as an advisory report at the discretion of the District Executive Committee.
- H. Any protest related to the DLC report must be submitted to the District Director two (2) weeks prior to the elections.
- I. It is recommended that the DLC Chair or designated committee member provide feedback to all candidates for leadership development.

5. Announcement of Candidacy

- A. Members, including current members of the District Executive Committee, may self-nominate for District office, be sought out by the DLC, or be nominated by an individual member.
- B. Floor candidates have the same opportunities and responsibilities as nominated candidates unless otherwise noted.
- C. To be nominated, elected or appointed, or run from the floor for any District officer position, candidates must:
 - I. Sign the Toastmasters International Officer Agreement and Release Statement.
 - II. Submit a completed Candidate Biography Form and photograph.
- D. All signed forms from elected or appointed leaders must be submitted to World Headquarters as soon as practicable after the elections but no later than July 15.

6. Campaign Communications

- A. A campaign communication is any message, in any form (such as phone calls, postal mail, email, social media, and facsimile) unsolicited by the recipient that promotes or publicizes a candidate.
- B. Photographs, audio, video, and electronic representations in all campaign materials and displays, and on the candidate's website and social media profiles, related to this campaign may be of the candidate only; no other persons are permitted. All candidates are responsible for obtaining written permission for any quotes and testimonials used in candidate campaign materials and displays, on websites, and on social media profiles. Proof of written permission may be requested for review by the District Director.
- C. Unsolicited subscriptions to information by or about a candidate, such as a newsletter or blog, are not permitted.
- D. Communications by the District in connection with a candidate's presentation at a District conference, and internal communication among campaign team members, are not considered campaign communications.
- E. The District Director provides contact information to **declared nominated** candidates ~~and floor candidates~~ only after receiving their Officer Agreement and Release Statement.
 - I. Only District Council members' contact information is provided.
 - II. The contact information may only be used for campaign purposes.
- F. District candidates **mayshall** only send two (2) campaign communications. These communications may only be sent to members of the District Council:

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- I. The first communication may be sent **between January 1 and two (2) weeks prior to the District Council's annual meeting.**
 - II. The second communication may be sent **betweentwo (2) weeks prior to and no later than the date ofthe announcement of the DLC results** ~~and~~ the District Council's annual meeting.
- G. Candidates may have a website and use social media to promote their candidacy. No District or club social media sites or websites may be used to promote any individual candidate. District and club websites may list the nominated candidates.
- H. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites, including social media sites, for campaign purposes.
- I. District candidates may use the Toastmasters trademarks, including the logo and the names "Toastmasters" and "Toastmasters International," on printed and electronic campaign materials, websites and social media sites. Use of the trademarks on any other items requires the written permission of the Chief Executive Officer.
- J. Candidates may not produce or distribute any wearable campaign items (such as buttons, pins, hats, sashes, apparel, etc.).
- K. At District conferences and District non-election meetings (such as Area and Division speech contests), nominated candidates and floor candidates may only distribute and display campaign materials in the Candidate Corner (if there is a Candidate Corner). Candidates or their representatives are responsible for the delivery, set-up, and removal of materials.
- L. At District non-election meetings (such as Area and Division speech contests), candidates may be introduced as long as all candidates present are introduced.
- M. Candidates may not host hospitality suites at any District event or contribute to a District hospitality suite. A hospitality suite is defined as a room where refreshments are provided and attendance is open to any member.
- N. Candidates may speak and give educational presentations at District conferences, at a time other than during the District Council's annual meeting, at the discretion of the District Director.
- I. All candidates must receive equal opportunity.
 - II. The time, place, and length of presentation are identified by the District Director.
- III. Candidates shall not serve as speech contest officials.**
- O. Candidates may not present campaign speeches at any District non-election meeting, or campaign at any club meetings.

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Red – September 2020 proposed modifications

- P. Advertisements in District publications, such as in newsletters, in conference programs, or on websites, by or on behalf of candidates for District office are not permitted.
- Q. The names of floor candidates are not published with the DLC report or in any other District publication.

7. Candidate Endorsements

- A. District Executive Committee members shall not take any action to endorse or officially support any candidate; however, District Executive Committee members who are running for District office may campaign on their own behalf.
- B. International Officer and Director candidates, members of the Toastmasters International Board of Directors and Region Advisors may not take any action to endorse or support any candidate for District office.
- C. All candidates must obtain written permission for any endorsements (i.e. quotes and testimonials) used in candidate campaign materials and displays, and on websites. Proof of written permission may be requested for review by the District Director.

8. Campaign Violations

- A. All actions by individual members must comply with Policy 3.0: Ethics and Conduct and Protocol 3.0: Ethics and Conduct.
- B. Candidates are responsible for ensuring campaign supporters are familiar with campaign Policies. Candidates acknowledge that violation of Policies and Protocols may result in consequences.
 - I. A level-one violation is a minor infraction that is usually correctable (for example: posting a photo of someone other than the candidate on the candidate's website).
 - a. The violation is reported to the District Director, who investigates the matter. If the District Director cannot resolve the matter, it is turned over to the District Executive Committee.
 - b. The candidate is educated and informed about the violation. When the matter is resolved, there are no further ramifications.
 - II. A level-two violation is one involving the election process or a continuing violation (for example: candidate makes a promise of future District Executive Committee action in exchange for votes, **or in violation of Policy 3.0, Section 6.D.**).
 - a. The violation is reported to the District Director **no later than 72 hours before the election.** **The District Director** ~~who~~ investigates the matter or assigns the investigation to the District Executive Committee.

- b. **The District Director may, at their discretion, investigate violations that occur later than 72 hours prior to the election.**

- ~~c~~ b. The District Executive Committee may enact these penalties:

1. An announcement of the violation is made prior to the election. This announcement occurs at an appropriate time and place or on the District's website as determined by the District Executive Committee.
2. A letter of censure may be issued to the candidate by the District Executive Committee.

- III. A level-three violation is one of campaign ethics (for example: candidate actively engaging in or promoting the violation of Toastmasters Bylaws, Policy or Protocol).

- a. ~~The~~**A violation is reported to the District Director no later than 72 hours before the election.** ~~The District Director~~ ~~who~~ investigates the matter or assigns the investigation to the District Executive Committee.

- b. **The District Director may, at their discretion, investigate violations that occur later than 72 hours prior to the election.**

- ~~c~~ b. The District Executive Committee may enact these penalties:

1. Any or all penalties for level-two violations.
2. Request that a candidate withdraw from candidacy.
3. Engage in further discipline following the processes outlined in Protocol 3.0.

- C. Discipline, related to campaign violations, that is administered by the District Executive Committee may be appealed to the District Council. The District Council's decision is final. Such decisions may not be appealed to the Toastmasters International Board of Directors or World Headquarters. However, the Board of Directors may, on its own initiative, review the District's decision and reach a different conclusion in the best interests of Toastmasters International, its Member Clubs or individual members.

- D. After the nominations are published, any proven candidate Policy violations must be shared with the District Leadership Committee Chair. Such violations may be disclosed at the District Council's annual meeting by the DLC chair or District Director. If any violations are disclosed at the meeting, all violations of equal level must be disclosed at the meeting.

9. Candidate Showcase

- A. At the District conference, it is recommended that a Candidate Showcase occur before the District Council's annual meeting.
- B. Prior to the District conference, the District Director appoints members to serve as chair and co-chair of the Candidate Showcase. Other members are assigned as needed.
- C. Each candidate is given equal time to be interviewed by the chair based on questions related to the achievement of the District mission.
- D. The presentation schedule, with the names of all nominated candidates and known floor candidates for District office, is prepared by the District Administration Manager. **The showcase begins with all candidates for the office of District Director, in alphabetical order by surname, and then proceeds to subsequent offices in order.**
- E. There is no census or poll taken of the delegates at a Candidate Showcase.

10. Proxies and Credentials

- A. District proxies and voting are governed by the District Administrative Bylaws, Article X, Sections (d) and (e).
- B. The District Director sends a credential or proxy form to each Club President and Vice President Education 30 days before a District Council annual meeting in the District newsletter or in a separate mailing.
- C. Prior to the District Council annual meeting, the District Director appoints a Credentials Chair to supervise the credentials, voting, and ballot counting processes. The Credentials Chair may select members to form a Credentials Committee.
- D. The Credentials Chair is, when practicable, a Past District Director.
- E. The Credentials Chair obtains a list of paid clubs and a list of current District Council members (Club Presidents, Vice Presidents Education, and District officers eligible to vote). The Credentials Chair ensures that ballots are only issued to current District Council members or their authorized proxyholders and are signed for upon distribution.
- F. Ballots indicate the office being contested or are sequentially numbered. The names of nominated candidates may be printed on the ballots. The names of floor candidates may not be printed on the ballots. Ballot templates are available on the Toastmasters International website.
- G. The Credentials Committee ensures that no campaign materials are in the credentials area.

11. Elections

- A. The District Director or a person designated by the District Director explains

the election rules and procedures to the delegates.

- B. The DLC Chair shall present the committee's report. In the chair's absence, the District Director designates another member of the DLC, when practicable, to present the report. The chair or designee announces the names of the committee members and reads the name of each nominated candidate, in alphabetical order, for each of the offices of District Director, Program Quality Director, Club Growth Director and Division Directors. The Area Directors, District Public Relations Manager, District Administration Manager, and District Finance Manager are also announced if elected.
- C. If any proven level-two or -three Policy violation(s) by a candidate have occurred, according to Section 8 of this Protocol, the District Executive Committee may disclose that violation and its consequences prior to the election.
- D. For each office, the District Director inquires whether there are additional nominations from the floor.
 - I. Floor candidates for District Director, Program Quality Director, Club Growth Director, and Division Director who have completed the evaluation process conducted by the DLC are eligible to run from the floor at the annual District Council meeting, according to Article VII, Section (e) of the District Administrative Bylaws. **All eligible floor candidates must declare their intent to run to the District Director at least seven (7) days prior to the elections.**
 - II. If the DLC report is invalid, candidates for District Director, Program Quality Director, Club Growth Director, and Division Director may be nominated as floor candidates without going through the DLC evaluation process.
 - III. Floor candidates must be nominated by a member of the District Council or their proxyholder. Floor candidates may self-nominate when they are a member of the District Council or a proxyholder.
 - IV. Floor candidates or, in their absence, their representatives state their eligibility qualifications.
 - V. Floor candidates for District Director, Program Quality Director, Club Growth Director, and Division Director must **declare their intent to run to the District Director and** sign the Officer Agreement and Release Statement **at least seven (7) days** prior to the elections. Only the Officer Agreement and Release Statements of those elected are sent to World Headquarters.
 - VI. The District Director may declare any proven level-two or -three Policy violations by floor candidates to the District Council.
 - VII. When nominations are complete, the District Director declares the nominations for that office closed.

- E. After nominations are closed, candidate speeches are given. Candidates speak on their own behalves. If a candidate is not present, an authorized representative may speak for the candidate. **Candidate speeches shall not contain negative information about other candidates.** If there is only one (1) candidate nominated, no speech is given.
- F. A candidate's representative may not be a member of the District Executive Committee, a member of the DLC, the Credentials Chair, or any other meeting official.
- G. The balloting for each office takes place immediately following candidate speeches. The number of votes that a member may cast is governed by Article X, Section (e) of the District Administrative Bylaws.
- H. After nominations for an office are closed, if there is only one (1) candidate for the office, the District Director may entertain a motion to dispense with the secret ballot for the uncontested office **and** ~~or~~ instruct the District Administration Manager to cast a single ballot for the candidate.
- I. Candidates are responsible for appointing one (1) observer to monitor the integrity of the voting and ballot counting process.
- J. Each election is completed and the winner announced before moving to the subsequent election.
- K. Candidates nominated for one (1) office and not elected to the office may be nominated from the floor for subsequent offices **as follows:-**
 - I. Candidates must have completed the DLC interview process for each office.**
 - II. Candidates must have declared their intent to run at least seven (7) days prior to the elections, for each office.**
 - III. Upon approval of a new Division or new Divisions, candidates who have gone through the DLC interview process, for any Division, are eligible to run from the floor for the new Division or Divisions.**
- L. Any candidate who receives a majority of the votes cast is declared elected. In the event no candidate receives a majority of the votes cast for a contested office, voting continues with the use of special ballots. Prior to the second ballot, the nominee having the lowest vote on the first ballot and any nominee receiving less than 10% of the votes cast shall be dropped, and on such succeeding ballots the same procedure shall be followed until a nominee has received a majority of all votes cast. In case of a tie between two (2) remaining nominees, the election shall be decided by lot.
- M. Upon adjournment of the District Council's annual meeting, all election results are final. Results of the election must be displayed on the District website and

Blue – August 2020 approved modifications

Red – September 2020 proposed modifications

may also be announced in other public forums as soon as possible following adjournment of the meeting.

- N. All proxies and ballots are retained for 24 hours following the close of the meeting for review only by the District Director or District Credentials Chair, as necessary, and immediately thereafter destroyed by the District Director or District Credentials Chair.

Ralph C. Smedley Memorial Fund®

1. Toastmasters International is a 501(c)3 nonprofit organization, but it does not generally solicit or accept charitable contributions for the general, unrestricted support of the organization. The Ralph C. Smedley Memorial Fund® (“Smedley Fund”), which is a part of Toastmasters International, is the only permanently-established repository for charitable contributions to the organization, and has restricted purposes. Only the Board of Directors has the authority to approve the creation of additional funds for the receipt of charitable contributions for specific purposes.
2. Contributions to the Smedley Fund are restricted to certain educational purposes and may not be used for operating expenses of Toastmasters International or its capital expenditures, nor shall they ever be commingled with the general or other funds of the corporation. Disbursements from the Smedley Fund are made only as determined by a two-thirds vote of the Board of Directors.
3. Toastmasters clubs are permitted and encouraged to contribute to the Smedley Fund.
4. The Smedley Fund is restricted to the advancement of education through the research, development, and distribution of educational programs and materials relating to communication and leadership. These programs and materials are designed to meet the needs of the membership and community in a wide range of cultural, social, and economic situations, and support member clubs experiencing the after-effects of natural disasters, as well as those attempting to establish local youth programs and similar initiatives. ~~Smedley Fund support of such programs and materials may include the waiving or subsidizing of associated dues and fees, or the provision or replacement of educational materials, subject to Board approval.~~
 - A. The Smedley Fund may provide support in the form of waived or reduced dues and program-related fees; the provision or replacement of printed educational materials; or the provision or replacement of club-specific noneducational materials (e.g. club banners, lecterns, etc.).**
 - B. The Board of Directors establishes the approved categories of disbursement and the categories of needs to which Smedley Fund monies may be allocated.**
 - C. No subsidy application relating to a specific need will be considered more than once per three (3) program years.**
 - D. Subsidy applications for items on which the Board of Directors has already issued an organization-wide directive will not be considered.**
5. World Headquarters is responsible for recognizing contributors, communicating information about the Smedley Fund, soliciting contributions and providing information about potential tax deductions. Contributors are encouraged to check with their local tax advisor to determine if their contribution is deductible under the laws of the jurisdictions applicable to them.

6. Toastmasters International must ensure that all activities associated with the Toastmasters organization worldwide, including charitable fund raising, be limited to those authorized by the Board of Directors in order to protect the organization's compliance with charitable trust laws and other rules imposed by the State of California, the United States Internal Revenue Service (IRS), and other jurisdictions.



Minutes of the 2020-2021 Executive Committee Teleconference

October 14, 2020

The 2020-2021 Toastmasters International Executive Committee met on October 14, 2020, with International President Richard E. Peck, DTM, presiding. The other officers present were: International President-Elect Margaret Page, DTM; First Vice President Matt Kinsey, DTM; Second Vice President Morag Mathieson, DTM; Immediate Past International President Deepak Menon, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Legal Director and Corporate Counsel Aaron Charrouf, District Growth and Support Director Jonathan Lam, Marketing Communications Director John Lurquin, Board Support Director Mona Shah, Fundraising and Compliance Specialist Keith Shaller, Executive Assistant to the Chief Executive Officer Amber Villa, Training and Development Specialist Linda Williams, Accounting Supervisor – Districts Greg Wingrove, and Secretary Kate Wingrove were also present. No Committee 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. **RESTRICTED**
5. The Committee recommends that the Board grant exceptions to Protocol 8.4: District Fiscal Management to support Districts experiencing financial constraints due to the COVID-19 pandemic. The first exception will postpone the reallocation of excess funds in the District Reserve Account for the current program year. The reallocation would be reevaluated in November 2021. The second exception will allow Districts to budget for a loss for the 2020-2021 program year if the incremental expenses are limited to 10% of their approved budgeted expenses and are allocated to marketing to rebuild clubs and grow membership. The year-end district required retention amount must still be met. Both exceptions are designed to provide additional support to Districts experiencing financial challenges as a result of the global pandemic.
6. **HIGHLY CONFIDENTIAL**
7. The Committee reviewed and discussed several Smedley Fund subsidy applications requesting disbursements from the Smedley Fund to support clubs that suffered financial ramifications as a result of the warehouse explosions that claimed much of the port in Beirut in August 2020. The Committee

recommends that the Board approve the requests for one dues cycle, also allowing the clubs to request additional subsidies after January 2021.

8. The Committee reviewed the agenda for the upcoming 2020 Mid-year Training.
9. The Committee received an update from the Chairs of the following: District Leadership Roles, Responsibilities, and Evaluation Committee; Policy Review Committee; and Region Advisor Selection Committee.
10. **HIGHLY CONFIDENTIAL**

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

Pursuant to Protocol 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” or “highly confidential.”



Kate Wingrove
Secretary

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



Electronic Vote of the 2020-2021 Audit Committee

September 28, 2020

The 2020-2021 Audit Committee members, Chair Jack Gillespie, DTM, PIP and Co-Chair Gavin Blakey, DTM, PIP, ratified by electronic consent to select and engage the companies listed below to audit the organization's financial statements for 2020.

In accordance with the California Nonprofit Integrity Act (NIA) of 2004, each year, an independent auditing firm is selected to audit the organization's financial statements. As directed in Toastmasters International's Policy 11.4: Board of Directors Committees, Section 5, the Chief Executive Officer recommends one or more auditing firms to the Audit Committee by August 1 of each year and negotiates the audit firm's compensation on behalf of the Board. The Audit Committee is then responsible for recommending an auditing firm to the Board by September 30 of each year.

On July 29, 2020, the Chief Executive Officer recommended to the Audit Committee that Toastmasters International retain the following auditors and non-auditing service vendors, which were approved by the audit committee on September 28, 2020:

Legal Entity	Service	Service Company
Toastmasters International	Audit	Squar Milner
Toastmasters International	Tax Return Preparation and Other Necessary Regulatory Filings	Squar Milner
Toastmasters International Singapore Limited	Audit	Mazars LLP of Singapore
Toastmasters International Singapore Limited	Tax Return Preparation and Other Necessary Regulatory Filings	Mazars LLP of Singapore
Toastmasters International (Hong Kong) Limited	Audit	Shanghai Deloitte Tax Limited of Shanghai
Toastmasters International (Hong Kong) Limited	Tax Return Preparation and Other Necessary Regulatory Filings	Shanghai Deloitte Tax Limited of Shanghai
Shenzhen Toastmasters Culture Exchange Company Limited	Audit	Shanghai Deloitte Tax Limited of Shanghai

Legal Entity	Service	Service Company
Shenzhen Toastmasters Culture Exchange Company Limited	Tax Return Preparation and Other Necessary Regulatory Filings	Shanghai Deloitte Tax Limited of Shanghai

Pursuant to Protocol 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.”



Kate Wingrove
Secretary

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