



Minutes of the 2022-2023 Board of Directors Videoconference

May 24, 2023

The 2022-2023 Toastmasters International Board of Directors met on May 24, 2023, with International President, Matt Kinsey, DTM presiding. The other officers and directors present were: Morag Mathieson, DTM; Radhi Spear, DTM; Aletta Rochat, DTM; Richard E. Peck, DTM; Anwasha Banerjee, DTM; Louisa Davis, DTM; Dawn Frail, DTM; Jean Gamester, DTM; Helen He, DTM; Elmer Hill, DTM; Michael J. Holian, DTM; Benjamin McCormick, DTM; Kimberly Myers, DTM; Jesse Oakley III, DTM; Monnica B. Rose, DTM; Gauri Seshadri, DTM; Ali Shahbaz Ali Shah, DTM; Jeff Sobel, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Information Officer Heidi Hollenbeck, District Growth and Support Director Jonathan Lam, Marketing and Communications Director John Lurquin, Club and Member Engagement Director Danielle Mitchell, Board Support Director Mona Shah, Education Programs and Training Director Kate Wingrove, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. No Board Members were absent.

1. The agenda was adopted as presented.
2. **HIGHLY CONFIDENTIAL**
3. The Board received the report (attached) of the May 8, 2023, Executive Committee meeting as presented by International President-Elect Mathieson. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 4, 5, 6, 7, 8, 9, and 10.
4. The Board received the report (attached) of the May 23, 2023, Executive Committee meeting as presented by International President-Elect Mathieson. The Board adopted the Committee's recommendations as presented in items #1 and 3. Item #2 was discussed separately and subsequently.
5. The Board reviewed a proposed plan to support District leaders, and the other members of the District working with them, in developing a greater understanding of the club-building process and the critical nature of building new clubs to our organization's success. The Board approved the plan as presented. Included in the plan is the addition of the following three qualifying requirements for the Distinguished District Program for the 2023-2024 program year: submission of the District Market Analysis Plan by September 30, submission of the District Communication Plan by September 30, and attendance at a minimum of two meetings with the Region Advisors by May 31.

6. The Board received an update on the organization's performance.
7. The Board received an update of the financial status of the organization. The Board is dedicated to maintaining and improving on the member experience. However, the Board acknowledges that, with the current financial conditions, some difficult decisions are necessary. The Board considered the recommended cost reductions to the 2023 Toastmasters International budget and approved the reductions as presented.

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."



Kristen Kyriazis
Secretary

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



Minutes of the 2022-2023 Executive Committee Videoconference

May 8, 2023

The 2022-2023 Toastmasters International Executive Committee met on May 8, 2023, with International President Matt Kinsey, DTM, presiding. The other officers present were: International President-Elect Morag Mathieson, DTM; First Vice President Radhi Spear, DTM; Second Vice President Aletta Rochat, DTM; Immediate Past International President Richard E. Peck, DTM; and Chief Executive Officer Daniel Rex. District Growth and Support Director Jonathan Lam, Board Support Director Mona Shah, Education Programs and Training Director Kate Wingrove, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. No Committee members were absent.

1. The Committee reviewed and adopted the agenda as presented.
2. The Committee received an update on the organization's performance.
3. The Committee reviewed and discussed proposed changes to the disciplinary process in Districts with the purpose of providing increased clarity. The Committee provided feedback on the proposed changes and requested that World Headquarters make further adjustments and bring this topic back at a future meeting.
4. The Committee received an update from the chairs of the following: District Reporting Committee, International Campaigns Committee, and Region Alignment Committee.
5. **RESTRICTED**
6. **HIGHLY CONFIDENTIAL**
7. **HIGHLY CONFIDENTIAL**
8. **HIGHLY CONFIDENTIAL**
9. During the March 18-19, 2023, meeting of the Board of Directors, the Policy Review Committee recommended amendments to Protocol 8.4: District Fiscal Management regarding the submission of the District Signature Forms. The amendments to Protocol 8.4 (attached) were adopted by the joint authority of the International President and Chief Executive Officer with the concurrence of the International President-Elect, effective July 1, 2024.
10. During the March 18-19, 2023, meeting of the Board of Directors, the Policy Review Committee recommended amendments to Protocol 3.0: Ethics and Conduct and Protocol 9.0: District Campaigns and Elections relating to the ordering of options. The amendments to Protocol 3.0 (attached) and

Protocol 9.0 (attached) were adopted by the joint authority of the International President and Chief Executive Officer with the concurrence of the International President-Elect, effective immediately.

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.”



Kristen Kyriazis
Secretary

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

District Fiscal Management

1. District Funds

- A. District funds are to be used to support the District mission. District officers are required to use funds effectively according to the District Success Plan, as well as Toastmasters Policy and Protocol. Expenses shall be incurred according to the following priorities:
- I. Education and Training
 - II. Marketing outside Toastmasters
 - III. Club growth and club retention
 - IV. Membership growth and membership retention
 - V. District communication and public relations

While the above five (5) categories are considered the highest priority, the following expense categories are also considered important to the District mission; however, the level of priority for the categories below is not strictly mandated and may be determined on an annual basis by the District:

- Recognition
- Travel and lodging
- Food and meals
- Speech contests conducted by the District
- Administration and District meetings

- B. District funds may be used for the International Convention and Mid-year Training, but must not be used for other events or meetings outside the District. District funds must not be used for membership payments, or club dues or fees. District funds must not be donated to any charitable fund, including the Ralph C. Smedley Memorial Fund®.
- C. Any noncompliance with regard to District fund usage may result in possible disciplinary actions and/or the withholding of District funds and reimbursements.

2. District Financial Records

- A. All District funds, bank statements, canceled checks, and other financial records are the property of the District and of Toastmasters International.
- B. Such funds and records are delivered to the new District Finance Manager or new District Director no later than July 1 of the new District program year under Article XII, Section (b), of the District Administrative Bylaws.
- C. The outgoing District Finance Manager and the outgoing District Director retain copies of any records necessary to complete the District year-end audit. Any funds, statements, or other financial documents received after July 1 are given immediately to the new District Finance Manager or new District Director.

3. District Reserve Account

- A. At the end of the program year, the District reserve account balance shall remain equal to or greater than 25% of that District's membership dues income

for the prior year. This amount shall be referred to as the Required Retention. If the Required Retention is not met in a particular year, the deficit shall be included in the subsequent year's budget, or otherwise agreed upon with the Chief Executive Officer, to allow the District to regain compliance.

- B. If the District reserve exceeds 1.25 times the Required Retention at the end of the program year, 50% of that amount shall be reduced from the District reserve and reallocated to Toastmasters International for purposes related to the organization's mission.
- C. District reserve accounts are only available for funds requisitions or supply orders when the following requirements have been fulfilled:
 - I. A list of all elected and appointed District leaders (along with their signed Officer Agreement and Release Statements), ~~the District signature form for withdrawal of District funds, a bank provided list of authorized signers for all District accounts,~~ a calendar of District events for the year, and the alignment of clubs into Areas and Divisions are received at World Headquarters by July 15.
 - II. The District signature form for withdrawal of District funds and a list of authorized signers for all District accounts, provided by the bank, are received at World Headquarters by August 15.**
 - ~~III.~~ The year-end audit for the preceding District year and financial records for January 1 through June 30 are received at World Headquarters by August 31.
 - ~~IV.~~ The District budget is received at World Headquarters by September 30.
 - ~~V.~~ The Profit and Loss Statement for the period of July 1 through September 30 is received at World Headquarters by October 31.
 - ~~VI.~~ The mid-year audit and financial records for the period of July 1 through December 31 are received at World Headquarters by February 15.
 - ~~VII.~~ The Profit and Loss Statement for the period of July 1 through March 31 is received at World Headquarters by April 30.
 - ~~VIII.~~ A list of assets signed by the Immediate Past District Director and current District Director is submitted to World Headquarters by August 31 of each year.
 - ~~IX.~~ Account reconciliations are completed in the online District accounting system within 30 days of each month end.

4. Financial Controls

- A. The financial duties of District officers and other financial controls are set forth in Articles III, VIII, IX, XI, and XII of the District Administrative Bylaws.
- B. The annual District Membership Dues Allocation shall be budgeted to equal the actual prior year's District Membership Dues Allocation, or an amount otherwise approved by the Chief Executive Officer.

- C. A budgeted loss, whereby budgeted expenses exceed budgeted revenues, is not permitted.
- D. District checks must be signed by the District Director and District Finance Manager. Checks made payable to the District Director or District Finance Manager must be signed or approved in advance in writing by the Program Quality Director or Club Growth Director. Alternate signers are permissible only if approved by the Toastmasters International Executive Committee.
- E. If District account signers are cohabitants, spouses, children, grandchildren, siblings, and/or spouses of their children, grandchildren, and siblings, their signatures or approvals must always be countersigned or approved by another approved signer who is not one (1) of the above.
- F. The District Profit and Loss Statement must be provided at each District Executive Committee and District Council meeting.
- G. Within 30 days of the relevant month end, the District Finance Manager must submit the District Profit and Loss Statement, with narrative explanations:
 - monthly, to the District Director, Program Quality Director, and Club Growth Director; and
 - quarterly, to World Headquarters.

On receipt of these documents, the aforementioned directors shall review them for accuracy and discuss any variance. Concerns or questions should be raised directly with the District Finance Manager within 30 days of receipt or as soon as the director becomes aware.

- H. All District expenses must be supported by receipts or documentation and be allocated to a budget line item at the time the expense is incurred.
- I. All expense reimbursement claims must be approved by the District Director, apart from those submitted by the District Director. The District Director's reimbursement claims must be approved by the Program Quality Director or Club Growth Director.
- J. A single expenditure in excess of \$500 USD must be authorized in advance in writing by both the District Director and the Program Quality Director or Club Growth Director.
- K. Itemized point-of-sale receipts are required for all reimbursements. Credit card statements and bank statements are not receipts. When no receipt is available, a detailed explanation of the expenditure is required to be considered for reimbursement. Mileage reimbursements require documentation consisting of the travel date, distance, and travel purpose.
- L. Reimbursement requests must be made within 60 days of incurring the expense and by July 31 for expenses incurred in June. Districts must reimburse requestors within 30 days after receipt of an authorized reimbursement request.
- M. Commingling of District funds with funds in personal accounts, club accounts, or any other accounts is prohibited.

- N. All District bank accounts and funds are included in the District budget, including any accounts held at the Division, Area, and conference level.

5. District Budget

- A. The District Director, Program Quality Director, Club Growth Director, and District Finance Manager prepare the District budget between June 1 and August 31.
- B. Before signing, the District Finance Manager will send the proposed budget to World Headquarters for initial review. The District Director, Program Quality Director, Club Growth Director, and District Finance Manager must sign the reviewed District budget by September 30, certifying that they have participated in the preparation of the budget.
- C. Under Article XI, Section (a), of the District Administrative Bylaws, the District Executive Committee gives preliminary approval to the District budget. The District Director submits the budget to World Headquarters between September 1 and September 30.
- D. The District Director must distribute copies of the budget prior to the District Council meeting.
- E. By September 30, at the District Council meeting, the District Finance Manager or another member of the District Executive Committee presents the District budget for approval.
- F. A District's budget must align with the District Success Plan.
- G. District budget expenses shall be limited as follows:

Category of Expenses	Nature of Expenses	Limit (% of District Membership Dues Allocation)
Education and Training	Training club officers Training District, Division, and Area Directors Training club sponsors, mentors, and coaches Educational workshops	max. 15%
Marketing outside Toastmasters	Marketing the Toastmasters program outside the organization	min. 5%, max. 10% (may be exceeded with prior approval from the Chief Executive Officer)
Club Growth	Building new clubs Rebuilding clubs Membership growth Membership retention Club coaching	max. 15%

Public Relations	Internal and external communications Public relations within the District	max. 10%
Recognition	Acknowledge and honor District, Division, Area, club, and member achievement	max. 20%
Travel	Reimbursement of travel-related expenses incurred by members of the District Executive Committee, keynote speakers, and members in the course of their District-approved duties	max. 25% (may be exceeded with prior approval from the Chief Executive Officer)
Lodging	Reimbursement of lodging-related expenses incurred by members of the District Executive Committee, keynote speakers, and members in the course of their District-approved duties	max. 15%
Food and Meals	Any food items purchased, as approved by the District	max. 15%
Speech Contests	Expenses incurred in support of District-, Division-, and Area-level speech contests	max. 5%
Administration	Items related to the general upkeep of the District and facilitation of District officers' duties	max. 10%

The following items must necessarily break even or turn a profit (revenue earned must be equal to or greater than expenses incurred):

- Annual Conference
- District Store
- Fundraising

Any shortfall or deficit in these three (3) items will be made up by the deduction of the loss from the following year's District Membership Dues Allocation, unless otherwise exempted by the Chief Executive Officer.

Districts may request a one-year increase in the maximum limit for the categories of travel and marketing outside Toastmasters. The Chief Executive Officer will only approve the request if it is determined that the increase is the best solution to support the District mission.

6. District Audit

- A. The Audit Committee's composition, functions, and deadlines are described in Article XI, Section (c), of the District Administrative Bylaws.
- B. Between July 1 and November 1, the District Director appoints a District Audit Committee prior to the mid-year audit.

- C. The mid-year audit accounts for all District financial transactions between July 1 and December 31. Between January 1 and January 31, the District Finance Manager provides documents and financial records for the mid-year audit period to the District Audit Committee.
- D. The year-end audit accounts for all District financial transactions between July 1 and June 30. Between July 1 and August 15 of the new program year, the District Finance Manager provides documents and financial records for the year-end audit period to the District Audit Committee.
- E. The above-noted audit documents and financial records include:
 - I. The District Profit and Loss Statement, including all District income and expenses
 - II. All District bank statements and District reserve statements, including those held at the Division, Area, and conference levels
 - III. Statements of outstanding liabilities and obligations, accruals, and fixed assets
 - IV. Financial records and supporting documentation associated with District finances, including but not limited to cancelled checks, paid invoices, cash receipts, and disbursement journals.
- F. The District Audit Committee presents the mid-year audit report to the District Executive Committee by February 15. Once presented to the District Executive Committee, the mid-year audit report and financial records will be submitted by the District Audit Committee or District Finance Manager to World Headquarters by February 15. The District Audit Committee or the District Executive Committee then present the mid-year audit report at the District Council meeting, distributed four (4) weeks prior to the meeting.
- G. The District Audit Committee presents the year-end audit report to the District Executive Committee by August 31. Once presented to the District Executive Committee, the year-end audit report and financial records will be submitted by the District Audit Committee or District Finance Manager to World Headquarters by August 31. By September 30, the District Audit Committee or District Executive Committee present the year-end audit report at the District Council meeting, distributed prior to the meeting.

7. Electronic Payments, Cash Advances, and Debit Cards

- A. Checks, debit cards, electronic funds transfers or similar forms of payment are used for District obligations.
- B. Debit cards may be used as a method of payment for District obligations. Only the District Director or District Finance Manager may use such cards. Payments made by the District Director must be authorized in advance in writing by the District Finance Manager and Program Quality Director or Club Growth Director. Payments made by the District Finance Manager must be authorized in advance in writing by the District Director and Program Quality Director or Club Growth Director.

- C. Where payment by check or debit card is not possible, electronic funds transfer or other similar forms of payments may be used. These types of transactions may only be conducted when approved in advance by the Chief Executive Officer.
- D. Cash advances for budgeted District expenses (limit \$100 USD) may be extended so that members need not spend personal funds on behalf of the District.

All advances must have prior written approval from the District Director and District Finance Manager, or Program Quality Director or Club Growth Director and District Finance Manager if the advance is for the District Director. Receipts must be submitted to the District Finance Manager and the advance reconciled within five (5) business days.

8. Other District Expenses

Toastmasters International’s nonprofit, tax-exempt status depends upon devoting the organization’s resources to its educational and charitable mission. Districts periodically incur non-routine expenses that must be appropriately managed to preserve this status.

Expenses that are essentially personal gifts must provide no more than “incidental private benefit” and must have a reasonable relationship to activities that directly support the mission. Examples are tokens of appreciation, expressions of sympathy and modest incentives. These items are appropriate if they promote goodwill and a positive atmosphere for the delivery of the Toastmasters program, but must never be lavish or excessive. Cash and cash equivalents, including but not limited to non-Toastmasters gift certificates, gift cards, or any other stored-value products, are not permitted.

The following examples are representative of non-routine expenses, but are not all-inclusive.

Category	Examples
Tokens of Appreciation	<ul style="list-style-type: none"> • Thank You cards • Flowers up to \$25 USD • Toastmasters gift certificates • Toastmasters products • Gifts up to \$25 USD
Expressions of Sympathy	<ul style="list-style-type: none"> • Sympathy cards • Flowers up to \$25 USD
Incentives	<ul style="list-style-type: none"> • Toastmasters products • Toastmasters gift certificates • Registration (i.e., Conference, TLI)

Ethics and Conduct

1. Violation Reporting

- A. If an ethics or conduct violation arises, it is to be handled initially at the closest practical level to the incident.
- B. If the resolution of a violation is not satisfactory, the matter may be safely reported to the next level. Club-level matters not resolved at the club level are reported to World Headquarters.
- C. If the matter is not reported, the next level is not to be held responsible for the situation.
- D. The person receiving the report shall conduct a confidential investigation and shall initiate appropriate action to resolve the matter.
- E. Regardless of the level at which an incident occurs, if any person involved in the matter believes it was not resolved in accordance with the governing documents of Toastmasters International, or if the process is not feasible, such person may promptly report the situation to the Chief Executive Officer or to the International President if the Chief Executive Officer is charged with a violation.
- F. Any claim, threat of lawsuit, or lawsuit involving an ethics violation occurring outside the club level must be reported promptly to the Chief Executive Officer.
- G. In jurisdictions where laws are stricter than the Toastmasters International governing documents, members and clubs are required to observe the stricter standards.
- H. Suspected violations of criminal law, such as embezzlement, theft, assault, or trespass should be reported to the appropriate law enforcement authorities in the jurisdiction. Any such violation occurring outside the club level must be reported to World Headquarters.
- I. The *Policy Violations Quick Reference Guide* applies to all violations at the club, District, and international level. Modifications to the guide shall only be made through the administrative protocol review process. Exceptions are not permitted.

2. Club Procedure to Discipline a Member

- A. Disciplinary actions conducted by a club relating to an individual member are addressed in Article II, Section 6, of the Club Constitution. Each club is responsible for handling its own disciplinary matters following Toastmasters Policy and Protocol. District leaders have no club-level authority and shall not be involved in club-level disciplinary matters. World Headquarters, at the request of club officers, provides counsel and direction in matters of process.
- B. The process set forth below in C through J applies if a club considers disciplining an individual member. This includes, but is not limited to, situations in which the International President requests that the club initiate proceedings against a particular member.

- C. An individual member who wishes to express concern about any ethics and conduct or other violations involving a member of the club or the Club Executive Committee may submit a complaint containing reasonably credible information to the Club President, who becomes the investigative officer. If the Club President is the charged member, has a conflict of interest, or is exhibiting undue bias, the next highest-ranking club officer replaces the Club President throughout the remainder of the proceedings. A conflict of interest occurs when the Club President has a business or personal relationship with the charged member. In such cases, the Club President must not participate in the investigation.
- D. If the investigative officer believes the member complaint to be reasonably credible, a confidential investigation must be completed within a reasonable time (within 21 days). The investigative officer discusses the findings from the investigation with the complaining member and the charged member (separately or together) in an effort to reach a mutually agreeable resolution. If a resolution is reached, the matter is closed.
- E. If a resolution is not reached, the investigative officer refers the matter to the Club Executive Committee. The Club Executive Committee determines, by a majority vote, whether:
 - I. Sufficient evidence of alleged violations exists
 - II. A disciplinary hearing takes place.
 - III. The disciplinary hearing is conducted by the Club Executive Committee or the club members.
- F. The following disciplinary actions are available to the club:
 - I. Request a public apology
 - II. Letter of censure
 - III. Suspension of up to 90 days
 - IV. Decline to renew membership
 - V. Terminate membership in the club
 - VI. Refer the matter to World Headquarters for further investigation
- G. A Notice of Hearing is required to conduct a disciplinary hearing. The Notice of Hearing shall include the following:
 - I. Location, date and time of the hearing
 - II. A list of the charges
 - III. The specific Policy or Protocol referring to the charges
 - IV. The potential disciplinary actions available to the club, as listed above
- H. This is the disciplinary hearing procedure when conducted by the Club Executive Committee.
 - I. The Club Executive Committee creates the Notice of Hearing and provides the Notice of Hearing in writing to the charged member.
 - II. After receiving the Notice of Hearing, the charged member has 15 days to respond to the charges, either orally or in writing.

- III. The Club Executive Committee distributes copies of the Notice of Hearing and any response from the charged member to all members of the Club Executive Committee no fewer than seven (7) days prior to the disciplinary hearing.
- IV. After the 15-day response time, the Club Executive Committee holds the disciplinary hearing.
 - a. The chair of the disciplinary hearing shall be the Immediate Past Club President unless unable to do so, in which case the highest-ranking club officer who is present will serve as chair. The investigative officer may not chair the hearing.
 - b. The Club Executive Committee must have a quorum present (majority).
 - c. At the disciplinary hearing, the investigative officer will present the list of charges to the Club Executive Committee.
 - d. If the charged member requests, the charged member is given an opportunity to appear before the committee to address the charges for a period of time as determined by the committee, provided that such time is equal to or greater than the amount of time taken to present the charges.
 - e. Club Executive Committee members may ask clarifying questions of the investigative officer and charged member.
 - f. The charged member is excused for discussion and voting.
 - g. The Club Executive Committee, by majority vote, determines if the charges are substantiated.
 - h. If the charges are substantiated, the Club Executive Committee, by majority vote, determines the appropriate disciplinary action(s) to be taken.
 - i. In order to terminate membership, two-thirds of the Club Executive Committee who are present and voting must vote in favor of termination.
- V. The charged member and club members are notified in writing of the action taken within one (1) week of the Disciplinary Hearing.
- VI. The charged member may appeal the Club Executive Committee's decision to the club in writing and within 15 days of the date of notice. Below is the procedure to hold an appeal hearing:
 - a. The Club Executive Committee sends notice of a special business meeting to all club members to conduct the appeal hearing, along with a copy of the original Notice of Hearing, no fewer than seven (7) days prior to the appeal hearing.

- b. The chair of the appeal hearing shall be the Immediate Past President unless unable to do so, in which case the highest-ranking club officer who is present will serve as chair. The investigative officer may not chair the hearing.
 - c. The club must have a quorum present (majority).
 - d. At the appeal hearing, the investigative officer will present the list of charges to the club members.
 - e. If the charged member requests, the charged member will be given the opportunity to appear before the club members to address the charges for a period of time as determined by the committee, provided that such time is equal to or greater than the amount of time taken to present the charges.
 - f. Members of the club may ask clarifying questions of the investigative officer and the charged member.
 - g. The charged member is excused for discussion and voting.
 - h. A majority of members present and voting is required to overturn the Club Executive Committee's decision.
 - i. If a member's appeal of a terminated club membership is successful, the Club President must notify World Headquarters in writing within seven (7) days.
- I. Below is the disciplinary hearing procedure when conducted by the club members.
- I. The Club Executive Committee creates the Notice of Hearing and provides the Notice of Hearing in writing to the charged member.
 - II. After receiving the Notice of Hearing, the charged member has 15 days to respond to the charges, either orally or in writing.
 - III. The Club Executive Committee distributes copies of the Notice of Hearing, and any response from the charged member, to all members of the club no fewer than seven (7) days prior to the disciplinary hearing.
 - IV. After the 15-day response time, the club members hold a disciplinary hearing.
 - a. The chair of the disciplinary hearing shall be the Immediate Past Club President unless unable to do so, in which case the highest-ranking club officer who is present will serve as chair. The investigative officer may not chair the hearing.
 - b. The club must have a quorum present (majority).
 - c. At the disciplinary hearing, the investigative officer will present the list of charges to the club members.

- d. If the charged member requests, the charged member is given an opportunity to appear before the club to address the charges for a period of time as determined by the Club Executive Committee, provided that such time is equal to or greater than the amount of time taken to present the charges.
 - e. Members of the club may ask clarifying questions of the investigative officer and the charged member.
 - f. The charged member is excused for discussion and voting.
 - g. The club members, by majority vote, determine if the charges are substantiated.
 - h. If the charges are substantiated, the club members, by majority vote, determine the appropriate disciplinary action(s) to be taken.
 - i. In order to terminate membership in the club, two-thirds of the club members who are present and voting must vote in favor of termination.
- V. The charged member and club members are notified of the action taken.
 - VI. There is no appeal of a decision made by the club members.
- J. When an individual is removed from membership in a club, the Club President must notify World Headquarters in writing within seven (7) days. If the Club President is the member removed, the next highest-ranking officer is responsible for notifying World Headquarters.

3. District Procedure to Discipline a Member

- A. Resignation or removal of a District officer is addressed in Article VII, Section (h), of the District Administrative Bylaws.
- B. An individual member who wishes to express concern about any ethics and conduct or other violation involving a member of the District Executive Committee, other appointed District leader, or an individual Toastmasters member participating in District activities, may submit a complaint, in writing, to the investigating officer, who is typically the District Director, and World Headquarters. The written complaint includes the following:
 - I. All parties involved
 - II. Description of what occurred
 - III. A list of the violation(s) and the specific Policy or Protocol referring to the violation(s)
 - IV. Documentation supporting the violation(s)
 - V. The desired resolution(s)

If the District Director is the charged member, has a conflict of interest, or is exhibiting undue bias, the next highest-ranking District officer replaces the District Director throughout the remainder of the proceedings.

In these circumstances and in consultation with World Headquarters, the next highest ranking District leader may appoint any Past District Director, including

any Past Region Advisor or Past member of the Board of Directors who is a member of a club within the region, to act as the investigating officer.

If no one is selected from within the Region, in consultation with World Headquarters, any Past Region Advisor or past member of the Board of Directors may be assigned to act as the investigating officer.

- C. The investigating officer completes a confidential investigation within seven (7) days. The investigating officer discusses the findings from the investigation with the complaining member (complainant) and the charged member (separately or together) in an effort to reach a mutually agreeable resolution. If a resolution is reached, the matter is closed.
- D. If a resolution is not reached, the investigating officer appoints a District Disciplinary Committee and informs World Headquarters. World Headquarters provides counsel and direction in matters of process.
- E. The District Disciplinary Committee has five (5) members: the Immediate Past District Director (chair), a Past District Director (co-chair), and three (3) DEC members, selected for their impartiality. If the Immediate Past District Director (IPDD) is involved in the complaint, a Past District Director chairs the committee and the IPDD is excused. Where there is no IPDD or insufficient PDDs, the investigating officer may appoint any Past District Director, including any Past Region Advisor or Past member of the Board of Directors who is a member of a club within the region, to act as the chair and/ or co-chair.

If no one is selected from within the Region, in consultation with World Headquarters, any Past Region Advisor or past member of the Board of Directors may be assigned to act as the chair and/ or co-chair.

- F. The District Disciplinary Committee receives copies of the original complaint, the charged member's response and the results of the investigating officer's confidential investigation and carries out further investigations at its discretion.
- G. If the District Disciplinary Committee determines that sufficient evidence of alleged violations exists, charges are developed, and the member is notified that a hearing will take place. The hearing may be **onsite, online, or in a hybrid format**~~in person or by teleconference~~. All discussion and materials are subject to confidentiality.
- H. A Notice of Hearing is required to conduct a disciplinary hearing. The Notice of Hearing is sent by the District Disciplinary Committee Chair and shall include the following:
 - I. Date, time, and location, including ~~in-person onsite~~ address **and/or teleconference-online** information
 - II. A list of the charges with supporting documentation
 - III. The specific Policy or Protocol referring to the charges
- I. After receiving the Notice of Hearing, the charged member has 15 days to respond to the charges, in writing to the District Disciplinary Committee Chair.

- J. After the 15-day response time, the District Disciplinary Committee holds the disciplinary hearing.
- K. The complainant and the charged member have the opportunity to participate in the hearing. The District Disciplinary Committee determines the time limit for discussions, as well as the amount of and the manner in which evidence is received, whether in person or in writing.
- L. The complainant and the charged member provide any written, physical, or other evidence (other than oral testimony); and a list of witnesses to the District Disciplinary Committee no later than 96 hours prior to the hearing.
- M. The hearing is a closed hearing. The only people permitted in attendance are the District Disciplinary Committee members, the complainant, the charged member, and witnesses. Witnesses may be suggested by the complainant, the charged member and the committee. If witnesses are in attendance, they speak only to the charges and evidence presented.
- N. At the hearing, the co-chairs:
 - I. Confirm that a quorum is present.
 - II. Indicate the hearing is not a court of law, and that the disciplinary process is being followed as outlined in Toastmasters' governing documents.
 - III. Advise participants that recording of the hearing is prohibited.
 - IV. State that all discussion is limited to the charges and evidence presented.
 - V. Present findings from the investigation. The findings may contain sensitive and confidential information. The committee may keep the source of information confidential.
 - VI. Provide the charged member with response time equal to the presentation of the charges. The chair may extend the time in the interest of fairness. The charged member speaks to all charges and is then excused.
 - VII. Provide any witnesses who are speaking a predetermined amount of time to speak. The chair may extend the time in the interest of fairness. Witnesses may speak to all charges during one session and then be excused from the hearing.
 - VIII. Excuse all parties present except the District Disciplinary Committee to discuss the charges, evidence and response of the charged member.
 - a. The District Disciplinary Committee discusses, and determines, by majority vote, whether the charges were substantiated.
 - b. If the charges are substantiated, the District Disciplinary Committee discusses potential disciplinary action(s) and determines, by majority vote, the recommended disciplinary action.

IX. Disciplinary actions may include one (1) or more of the following:

- a. Private written censure of the member by the District Executive Committee
- b. Suspension from participation in District activities – not to exceed 18 months
- c. Suspension or removal from District office
- d. Suspension from eligibility to be elected or appointed to District office – not to exceed 18 months
- e. Request that the Board of Directors conduct a disciplinary hearing to consider removing the individual from good standing with Toastmasters International.

X. The District Disciplinary Committee makes a motion setting out the proposed disciplinary action to the District Executive Committee. The District Executive Committee may ask clarifying questions, and proceed to vote on the proposed disciplinary action. Voting ~~may take~~ place ~~in-person or in an online meeting,~~ following the voting procedures outlined in Protocol 7.1: District Events.

XI. Removal from office requires a two-thirds vote of the entire District Executive Committee. Other disciplinary action must be approved by a majority vote of those present and voting.

O. The charged member and World Headquarters are notified in writing within 24 hours of the conclusion of the District Executive Committee meeting of any disciplinary action.

P. The disciplinary process and the outcome are confidential, unless the circumstances of the case indicate that disclosure may be required, such as:

- I. Potential of harm to members or guests
- II. When the best interest of Toastmasters International may require discreet communications to others

Prior to any disclosure, the District Director (or next highest-ranking District officer) must consult with World Headquarters to determine if further disclosure is necessary. World Headquarters will provide direction as to the audience and scope of the disclosure.

Q. If the District Executive Committee approves disciplinary action, the investigating officer provides the appeal criteria to the charged member, who then has 15 days to appeal to the Board of Directors.

R. The Board of Directors may, on its own initiative, review the District Executive Committee's decision and reach a different conclusion in the best interests of Toastmasters International, its Member Clubs and individual members.

4. Procedure to Discipline Accredited Speakers and World Champions of Public Speaking

A. An individual member who wishes to express concern about any ethics and conduct or other violation involving an Accredited Speaker or World Champion

of Public Speaking, may submit a complaint, in writing and containing reasonably credible information to World Headquarters. If the complaint is deemed to be reasonably credible, a disciplinary review following the steps in this Protocol may be conducted.

- B. Violations include, but are not limited to: harassment; discrimination; intimidation or the creation of a hostile environment; illegal, dishonest, or unethical behavior described in the Policy 3.0: Ethics and Conduct; and failure to uphold Toastmasters International's Bylaws, Policies, or Protocols.
- C. Disciplinary actions may include, but are not limited to:
 - A warning or reprimand
 - A requirement to acknowledge the infraction or violation
 - A requirement to correct the infraction
 - A commitment to non-recurrence
 - An apology to affected parties
 - Provision of financial restitution to persons affected or to the organization for costs of the disciplinary process
 - Suspension of title for a specific time or permanently
 - Removal from good standing with Toastmasters International for a specific time or permanently
- D. Disciplinary review and action are based on the severity of the potential violation:
 - I. A level-one violation is a minor infraction (for example: inappropriate or disrespectful behavior with individual Toastmasters members or staff. Inappropriate or disrespectful behavior at Toastmasters events.)
 - a. The International President reviews the information, conducts an investigation and consults with the Executive Committee and others as needed, and engages in disciplinary communication (orally and/or in writing) to the Accredited Speaker or World Champion of Public Speaking.
 - b. If correctable, the individual acknowledges the infraction and corrects it.
 - c. If not correctable, the individual acknowledges the infraction and commits in writing to non-recurrence.
 - d. The International President informs the Board of Directors.
 - II. A level-two violation is a severe violation (for example: excessive, inappropriate, or disrespectful behavior at a Toastmasters event, or relating to World Headquarters; consistently missing or being unprepared for Toastmasters-related speaking engagements; promoting the violation of Toastmasters Bylaws, Policies, or Protocol; deliberately misusing the Accredited Speaker or World Champion of Public Speaking title, embarrassing the organization, tarnishing the reputation of the program).
 - a. The International President reviews the information, conducts an investigation and consults with the Board of Directors and others as needed.

- b. The Board of Directors determines the appropriate disciplinary measure, up to and including a hearing to consider revocation of the Accredited Speaker or World Champion of Public Speaking.
- c. The Board may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
- d. If the Board decides to proceed with the Disciplinary Committee's recommendation, appropriate procedures are followed.
- e. There is no appeal of the Board's decision.

5. Procedure to Discipline Region Advisors

- A. All Region Advisors' actions and communications are to be ethical and consistent with Toastmasters International's Bylaws, Policies, Protocols, mission, vision, and core values.
- B. Region Advisors do not knowingly support, aid, facilitate, invite, or condone anyone or anything that interferes with or is detrimental to the programs, proceedings, or affairs of Toastmasters International.
- C. Violations include, but are not limited to, a breach of confidentiality; harassment; discrimination; illegal, dishonest, or unethical behavior; failure to uphold Toastmasters International's Bylaws, Policies, or Protocols; and undermining a decision of the Board.
- D. Disciplinary measures include, but are not limited to, a warning; a reprimand; correction of the infraction; commitment to non-recurrence; acknowledgement of the infraction or violation; apology to affected parties; private or public censure from the International President; removal from the role of Region Advisor; and removal from good standing.
- E. Disciplinary action for a violation is based on the severity of the offense:
 - I. A level-one violation is a minor infraction (for example: inappropriate or disrespectful behavior at a meeting, or relating to the World Headquarters staff; consistently missing or being unprepared)
 - a. The International President investigates a level-one violation and consults with the Chief Executive Officer.
 - b. The International President engages in disciplinary communication (oral and/or written) to the Region Advisor.
 - c. If correctable, the Region Advisor acknowledges the infraction and corrects it.
 - d. If not correctable, the Region Advisor acknowledges the infraction and commits to non-recurrence.
 - e. The International President advises the Executive Committee of the situation.

- f. The Region Advisor may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the disciplinary communication.
- II. A level-two violation is a medium violation (for example: an inadvertent breach of confidentiality; commits, promotes, or ignores a violation of Toastmasters Bylaws, Policy, or Protocol)
 - a. The International President investigates a level-two violation and consults with the Chief Executive Officer.
 - b. The International President and Chief Executive Officer consult with the Executive Committee.
 - c. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures; the Executive Committee reports that matter to the Board.
 - d. The Executive Committee may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
 - e. The International President engages in a disciplinary communication (oral and written) to the Region Advisor.
 - f. The Region Advisor commits to non-recurrence.
 - g. The Region Advisor may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the written disciplinary communication.
- III. A level-three violation is a severe violation (for example: excessive inappropriate or disrespectful behavior at a meeting, or relating to the World Headquarters staff; promoting the violation of Toastmasters Bylaws, Policy, or Protocol)
 - a. The International President investigates a level-three violation and consults with the Chief Executive Officer.
 - b. The International President and Chief Executive Officer consult with the Executive Committee.
 - c. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures, up to and including a hearing to consider removal of the Region Advisor's good standing with Toastmasters International.
 - d. The Executive Committee may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
 - e. If the Executive Committee recommends a hearing to consider removal of the Region Advisor's good standing, the International

President presents the situation and the Executive Committee's recommendation to the Board.

- f. If the Board decides to proceed with a hearing to consider removal of the Region Advisor's good standing, appropriate procedures are followed.
- g. If the Board decides not to proceed with a hearing to consider removal of the Region Advisor's good standing, the International President engages in disciplinary communication (oral and written) to the Region Advisor, including appropriate disciplinary measures, as decided by the Board.
- h. There is no appeal against the Board's decision.

6. Recognition Program Violations

- A. The Chief Executive Officer is authorized to delay, deny, or withdraw the granting of any recognition award, or the acceptance at World Headquarters of any documentation in support of any such award, if it appears that there were misrepresentations by or on behalf of the individual, club, Area, Division, or District seeking the award.
 - I. The final decision to deny or withdraw an award is the responsibility of and must be confirmed by the International President.
 - II. There is no right of appeal beyond the International President.
- B. If there are misrepresentations in the submission of a club's renewals, charter fees, or membership applications, that club shall be suspended from all performance results for the remainder of the program year.
 - I. The District Director, Program Quality Director, and Club Growth Director shall be immediately notified of the action and provided the reasons for suspension.
 - II. If all three (3) officers, or a majority of the officers and the Immediate Past District Director, or a majority of the District Executive Committee, certify in writing that, in their judgment, there was no misrepresentation, then the club can be reinstated to the performance results.
 - III. Clubs suspended from a District's year-end performance results must be reinstated before July 15 in order to receive credit for recognition as a Distinguished Club, Distinguished Area, Distinguished Division, and Distinguished District.
- C. Districts may create, administer, and promote District-specific recognition programs if and only if they act to supplement, and do not compete with or replace, official Toastmasters International recognition programs.

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	Annual Meeting of the District Council occurs (actual date 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 District Director after the DLC report has been published and at least seven (7) days prior to the Annual Meeting of the District Council.
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 must 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 from a different District in the same region may be appointed to the DLC by the District Director, 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 shall 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 onsite 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 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. Online participation options for interviews must be made available if needed.
- E. 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.
- F. The DLC Chair is a non-voting member of the committee and does not attempt to influence the other members of the committee.
- G. Committee members cast their votes in written form, and the committee nominates 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.
- H. Votes are tallied by the DLC Chair and at least two (2) other committee members. The Chair announces the results to the committee.

- I. To be nominated, a candidate must receive a majority vote of the DLC.
- J. 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 no later than 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, and social media, 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.
- C. 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.
- D. Unsolicited subscriptions to information by or about a candidate, such as a newsletter, blog, or social media page, are not permitted.
- E. 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.
- F. The District Director provides contact information to declared candidates only after receiving their Officer Agreement and Release Statement.
 - I. Only District Council members' contact information is provided. The contact information must include all available names, mailing addresses, email addresses, and phone numbers of the District Council members.
 - II. The contact information may only be used for campaign purposes.
- G. District candidates may only send two (2) campaign communications. These communications may only be sent to members of the District Council:
 - I. The first communication may be sent between January 1 and two (2) weeks prior to the Annual Meeting of the District Council.
 - II. The second communication may be sent two (2) weeks prior to and no later than the date of the Annual Meeting of the District Council.
- H. 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.

- I. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites, including social media sites, for campaign purposes.
- J. 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.
- K. Candidates shall not produce or distribute any wearable campaign items (such as buttons, pins, hats, sashes, apparel, etc.).
- L. 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.
- M. In the event of an **online or** hybrid ~~or-online~~ election, a District may host an online Candidate Corner event at the District conference. The online Candidate Corner provides a breakout room for each candidate to allow members to visit the room to ask questions.
- N. At District non-election meetings (such as Area and Division speech contests), candidates may be introduced as long as all candidates present are introduced.
- O. Candidates shall 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.
- P. Candidates may speak and give educational presentations at District conferences, at a time other than during the Annual Meeting of the District Council, 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 or test speakers above the club level.
- Q. Candidates shall not present campaign speeches at any District non-election meeting, or campaign at any club meetings.
- R. 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.
- S. The names of floor candidates are not published with the DLC report or in any other District publication.
- T. Candidates or their representative(s) shall not send campaign communications once the Annual Meeting of the District Council begins.

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 shall 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 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. 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 violation is reported to the District Director no later than 72 hours before the election. The District Director 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. 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 shall 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 Annual Meeting of the District Council 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 Annual Meeting of the District Council.
- 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. When held, a Candidate Showcase must be exclusively onsite or exclusively online to give each candidate an equal platform. An online Candidate Showcase may be prerecorded and posted no sooner than one (1) week before the Annual Meeting of the District Council.

- E. 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.
- F. There is no census or poll taken of the delegates at a Candidate Showcase.

10. Credentials

- A. District voting is governed by the District Administrative Bylaws, Article X, Section (d).
- B. The District Director sends a credential form to each Club President and Vice President Education 30 days before the Annual Meeting of the District Council- in the District newsletter or in a separate mailing.
- C. Prior to the Annual Meeting of the District Council, 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.
- 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 shall 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 Meeting of the District Council, 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. Floor candidates may self-nominate when they are a member of the District Council.
 - 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. A candidate nominated by the District Leadership Committee who is not elected to the nominated office may be nominated from the floor for a maximum of one (1) additional office at the Annual Meeting of the District Council. A candidate who is not nominated by the District Leadership Committee may stand as a floor candidate for a maximum of two (2) District officer roles at the Annual Meeting of the District Council.
 - 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, at the Annual Meeting of the District Council, 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. In this circumstance the requirement to

declare intent prior to the Annual Meeting of the District Council is waived.

- F. At the discretion of the District Director, candidate speeches should all be delivered onsite or should all be delivered online to give each candidate an equal platform.
- G. After nominations are closed, candidate speeches are given. Each candidate speaks on their own behalf. 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.
- H. A candidate's representative shall not be a member of the District Executive Committee, a member of the DLC, the Credentials Chair, or any other meeting official.
- I. 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.
- J. 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 instruct the District Administration Manager to cast a single ballot for the candidate.
- K. Candidates are responsible for appointing one (1) observer to monitor the integrity of the voting and ballot counting process.
- L. Each election is completed and the winner announced before moving to the subsequent election.
- M. 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.
- N. Upon adjournment of the Annual Meeting of the District Council, all election results are final. Results of the election must be displayed on the District website and may also be announced in other public forums as soon as possible following adjournment of the meeting.
- O. All 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.



Minutes of the 2022-2023 Executive Committee Videoconference

May 23, 2023

The 2022-2023 Toastmasters International Executive Committee met on May 23, 2023, with International President Matt Kinsey, DTM, presiding. The other officers present were: International President-Elect Morag Mathieson, DTM; First Vice President Radhi Spear, DTM; Second Vice President Aletta Rochat, DTM; Immediate Past International President Richard E. Peck, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Board Support Director Mona Shah, Education Programs and Training Director Kate Wingrove, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. No Committee members were absent.

1. The Committee reviewed and adopted the agenda.
2. The Committee received an update on the financial status of the organization. For the 2023 fiscal year, the Committee recognizes that while the number of new members and new clubs is increasing, signifying some post-pandemic recovery, the overall impact of this recovery is less than anticipated. The Committee discussed suggested cost reductions to the 2023 Toastmasters International budget. The Committee unanimously recommends that the Board approve the reductions.
3. Pursuant to Policy 11.7: International President-Elect, International President-Elect Mathieson, with First Vice President Spear, reviewed the expenses of the Chief Executive Officer and reported that all expenses were found to be reasonable and within policy.

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.”

A handwritten signature in black ink that reads "Kristen Kyriazis".

Kristen Kyriazis
Secretary

Distribution: Board of Directors
Nonprofit General Counsel
Chief Executive Officer

Past International Presidents
Past International Directors