



Minutes of the Toastmasters International Annual Business Meeting

August 19, 2022

The meeting was called to order by Acting International President Richard E. Peck, DTM at 2 p.m. Central Daylight Time on Friday, August 19, 2022.

Chair Peck announced the following appointments:

- Timers – District 56 Program Quality Director Sharla Ozen, DTM, Club 9951; and District 120 Club Growth Director Mohanakrishnan G, DTM, Club 4926628
- Credentials Committee Chair – Past International President Pat Johnson, DTM
- Credentials Committee Co-Chairs – Past International Director Jim Kohli, DTM; Past International President Deepak Menon, DTM; and Past International President Gary Schmidt, DTM
- Supervising Director – International Director Karen Lucas, DTM
- Parliamentarian – Jodie Sanders, DTM, Professional Registered Parliamentarian

Credentials Committee Chair Johnson reported as follows: A total of 19,880 ballots were accredited, representing 9,816 of the 14,912 eligible clubs, with two votes each, and 248 of the 328 eligible Delegates at Large, each with one vote. 10,051 votes needed to be registered at the beginning of the meeting for quorum to be present and 16,832 votes were registered. The Chair declared a quorum to be present.

Past International President, Lark Doley, DTM, Chair of the 2021-2022 International Leadership Committee, presented the Committee's report.

Professional Registered Parliamentarian Sanders explained the procedural rules prescribed by the Board of Directors for the election of three officers for the 2022-2023 term and seven directors for the 2022-2024 term. Sanders also provided direction for voting delegates on the casting of ballots.

International Officer and Director Elections

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

Candidate	Office	Ballot	Preferential Voting
Morag Mathieson, DTM	International President-Elect (uncontested)	1	
Radhi Spear, DTM	First Vice President (uncontested)	1	
Stefano McGhee, DTM	Second Vice President	5,271	
Aletta Rochat, DTM	Second Vice President	12,756	
Robert A. Cravalho, DTM, AS	International Director 2	7,799	
Jesse Oakley III, DTM	International Director 2	10,309	
Robert Hooey, DTM, AS	International Director 4	2,027	
Kimberly Lynn Myers, DTM	International Director 4	7,693	8,467
Mary E. Swanson, DTM	International Director 4	7,826	7,821
Dawn Frail, DTM	International Director 6	7,079	9,492
Jing Humphreys, DTM	International Director 6	5,277	
Jenilee Taylor, DTM	International Director 6	5,331	7,180
Anwasha Banerjee, DTM	International Director 8	9,177	
Brenda Maynard, DTM	International Director 8	8,816	
Florian Bay, DTM	International Director 10	6,004	6,620
Piotr Chimko, DTM	International Director 10	4,076	
Jean Gamester, DTM	International Director 10	7,681	10,000
Benjamin McCormick, DTM	International Director 12 (uncontested)	1	
Dora Guo, DTM	International Director 14	6,103	
Helen He, DTM	International Director 14	11,698	

Chair Peck announced that Mathieson, Spear, and Rochat were elected International President-Elect, First Vice President, and Second Vice President, respectively, for the term of 2022-2023.

Chair Peck also announced the following candidates elected as International Director for the term of 2022-2024: Oakley, Myers, Frail, Banerjee, Gamester, McCormick, and He.

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

Chair Peck invited Second Vice President Spear to present Proposal A which contained a series of amendments to the Bylaws of Toastmasters International and the Club Constitution that would provide consistency, clarity, and conformity to modern practices. The Board recommended that the membership adopt Proposal A, effective immediately. All governing documents would be amended, as needed, upon the adoption of the proposal. The voting results were: Yes, 17,554; No, 133. Chair Peck announced that the proposal was adopted.

Chair Peck invited First Vice President Mathieson to present Proposal B which contained a series of amendments to the Bylaws of Toastmasters International and the Club Constitution that would enhance the clarity and readability of the stated purposes of Toastmasters International and Member Clubs. The Board recommended that the membership adopt Proposal B, effective immediately. The voting results were: Yes, 17,452; No, 268. Chair Peck announced that the proposal was adopted.

Chair Peck invited International President-Elect Kinsey to present Proposal C which contained amendments to the Bylaws of Toastmasters International and the Club Constitution that would be more inclusive and align with legal regulations in the state of California, United States of America, where Toastmasters International is incorporated. The Board recommended that the membership adopt Proposal C, effective immediately. The voting results were: Yes, 14,919; No, 2,219. Chair Peck announced that the proposal was adopted.

Chair Peck invited International Director Ganga to present Proposal D which contained amendments to the Bylaws of Toastmasters International and the Club Constitution related to methods of communication that would safeguard the documents against extensive future changes and ensure they align with current technology use. The Board recommended that the membership adopt Proposal D, effective immediately. The voting results were: Yes, 17,312; No, 130. Chair Peck announced that the proposal was adopted.

Chair Peck invited Second Vice President Spear to present Proposal E which contained an amendment to the Bylaws of Toastmasters International that would provide clarity regarding voting rights for Member Clubs but would not change the voting rights of the Member Clubs. The Board recommended that the membership adopt Proposal E, effective immediately. The voting results were: Yes, 17,080; No, 149. Chair Peck announced that the proposal was adopted.

Chair Peck invited First Vice President Mathieson to present Proposal F which contained amendments to the Bylaws of Toastmasters International that would solidify the current practice of publishing changes in international dues and public notice of the International Leadership Committee's report in the *Toastmaster* magazine and on the Toastmasters International website. The Board recommended that the membership

adopt Proposal F, effective immediately. The voting results were: Yes, 17,119; No, 118. Chair Peck announced that the proposal was adopted.

Chair Peck invited International President-Elect Kinsey to present Proposal G which contained an amendment to the Bylaws of Toastmasters International that would clarify that the geographic regions referenced throughout the Bylaws are those defined by the Board of Directors and not any external entity. The Board recommended that the membership adopt Proposal G, effective immediately. The voting results were: Yes, 16,505; No, 999. Chair Peck announced that the proposal was adopted.

Chair Peck invited International Director Ganga to present Proposal H which contained amendments to the Bylaws of Toastmasters International that would allow flexibility in scheduling the Board of Directors meetings held before and after the Annual Business Meeting. The Board recommended that the membership adopt Proposal H, effective immediately. The voting results were: Yes, 16,527; No, 662. Chair Peck announced that the proposal was adopted.

Chair Peck invited First Vice President Mathieson to present Proposal I which contained amendments to the Bylaws of Toastmasters International that would provide flexibility in attendance and participation in the Annual Business Meeting by offering members the option to attend/participate onsite or online. The Board recommended that the membership adopt Proposal I, effective immediately. The voting results were: Yes, 17,587; No, 152. Chair Peck announced that the proposal was adopted.

Chair Peck invited Second Vice President Spear to present Proposal J which contained an amendment to the Club Constitution that would clarify that the Immediate Past Club President would not serve as the Club Leadership Committee Chair if that officer role is vacant. The Board recommended that the membership adopt Proposal J, effective immediately. The voting results were: Yes, 17,027; No, 218. Chair Peck announced that the proposal was adopted.

Chair Peck invited International Director Ganga to present Proposal K which contained amendments to the Club Constitution that would require each club to have a minimum of three officer positions filled (Club President, a Vice President, and Club Secretary or Club Secretary-Treasurer) and each of these offices to be held by a different person. The Board recommended that the membership adopt Proposal K, effective immediately. The voting results were: Yes, 16,283; No, 1,016. Chair Peck announced that the proposal was adopted.

Chair Peck invited International President-Elect Kinsey to present Proposal L which contained amendments to the Club Constitution that would provide more flexibility by allowing each club to determine if one of its two representatives at a District Council meeting will carry the club's two votes or if both representatives will carry one vote each. The Board recommended that the membership adopt Proposal L, effective immediately. All governing documents would be amended, as needed, upon the adoption of the proposal. The voting results were: Yes, 12,473; No, 5,246. Chair Peck announced that the proposal was adopted.

The Bylaws of Toastmasters International authorizes the submission of proposed Bylaws amendments by "at least one percent (1%) of all the votes held by the voting membership" (Article XIV, Section 1(b)(2)). Based on

the total number of clubs eligible to vote at the 2022 Annual Business Meeting (29,824 votes), the 1% minimum requirement for any such proposal to be submitted for consideration at the 2023 Annual Business Meeting is 298.24, representing 149.12 clubs or 298.24 Delegates at Large, or any combination of those two voting memberships.

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.”



Kate Wingrove
Secretary

Distribution: Board of Directors
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