



# Minutes of the 2023-2024 Board of Directors Videoconference

April 25, 2024

The 2023-2024 Toastmasters International Board of Directors met on April 25, 2024, with International President, Morag Mathieson, DTM presiding. The other officers and directors present were: Radhi Spear, DTM; Aletta Rochat, DTM; Stefano McGhee, DTM; Anwasha Banerjee, DTM; Pawas Chandra, DTM; Farzana Chohan, DTM; Kimberly Dueck, DTM; Dawn Frail, DTM; Jean Gamester, DTM; Helen He, DTM; Benjamin McCormick, DTM; Kimberly Myers, DTM; Sondra Nunez, DTM; Jesse Oakley III, DTM; Dana Richard, DTM; Violetta Rios, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Operations and Information Officer Heidi Hollenbeck, District Growth and Support Director Jonathan Lam, Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. Immediate Past International President Matt Kinsey and International Director Frank Tsuru were absent.

1. The agenda was adopted as presented.
2. The Board received the report (attached) of the April 8, 2024, Executive Committee videoconference as presented by International President-Elect Spear. The Board accepted the Committee's report as presented in items #1, 2, 3, 5, 6, and 7.

Item #4, regarding several Smedley Fund subsidy applications, was discussed as a separate agenda item.

3. The Board received an update on the organization's performance.
4. The Board reviewed the Smedley Fund subsidy applications reviewed by the Executive Committee on April 8, 2024. The Board adopted the Committee's recommendations, as presented, for the Member Club in Palestine and the Member Clubs in Haiti.

The Board reviewed and considered the two requests relating to Member Clubs in Nigeria, the one from an individual club and the other from the District 94 Division E Director. The Board voted to decline these two requests. The Board acknowledges that members in countries for which the currency is weak compared to the United States dollar can experience a difficult choice in their Toastmasters journey. This is unfortunately an ever-present circumstance of the global economy, and the purpose of the Smedley Fund is to provide relief in exceptional circumstances.

5. The Board received and adopted the minutes (attached) from the Audit Committee meeting of April 17, 2024.

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 2023-2024 Executive Committee Videoconference

April 8, 2024

The 2023-2024 Toastmasters International Executive Committee met on April 8, 2024, with International President Morag Mathieson, DTM, presiding. The other officers present were: International President-Elect Radhi Spear, DTM; First Vice President Aletta Rochat, DTM; Second Vice President Stefano McGhee, DTM; Immediate Past International President Matt Kinsey, DTM; and Chief Executive Officer Daniel Rex. District Growth and Support Director Jonathan Lam, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, Region Advisor Program Supervisor Katie Welsh, and Secretary Kristen Kyriazis were also present. No Committee Members were absent.

1. The agenda was adopted.
2. The Committee received a report from the Past Region Advisor Council as presented by the council chairs, Past Region Advisors Jaap Russchenberg and Cindy Laatsch. The council was tasked with creating a resource specifically designed for the Region Advisors as they support their Districts' efforts to build new clubs. The council was also tasked with developing additional training to help Region Advisors best serve their assigned District leaders. The Committee thanked the council for their hard work and requested that World Headquarters continue to develop these items and come back with a progress update at a later time.
3. The Committee received an update on the organization's performance.
4. The Committee reviewed and discussed several Smedley Fund subsidy applications requesting dues assistance. The Committee considered the negative circumstances affecting the clubs, which are outside of the club's control, and the impact of those circumstance have on the club's and individual members' ability to continue their Toastmasters journey. A short description of the requests and the Committee's recommendations are listed below:
  - The first request is from a Member Club in Nigeria asking for dues assistance considering the economic crisis in that country. This request will be considered by the Board at its next meeting.
  - The second request is from a third Member Club in Palestine asking for dues assistance considering the continuing economic challenges and political unrest. As all but one individual member of the club has paid for the current dues period, and the Board does not typically grant disbursements for paid members, the Committee recommends that the Board decline the

disbursement request and permit the club to submit another request, no sooner than August 2024, if needed, based on the environment at that time.

- The third request is from the District 81 Director on behalf of the Member Clubs in Haiti asking for dues assistance considering the current economic instability and political unrest. The Committee recommends that the Board approve a disbursement for dues assistance for the April to September 2024 renewal period for the unpaid individual members as requested.
5. The Committee reviewed the District Growth Plans submitted by the Districts who had under 60 clubs at the end of the 2022-2023 program year and received an update on the Districts' progress so far this program year.
  6. The Committee received an update from the chairs of the following: Club Quality Committee, District Alignment Committee, and District Leader Qualifications Committee.
  7. On March 25, 2024, the International President, Chief Executive Officer, and International President-Elect met to review the remaining amendments to Protocol 7.0: District Structure proposed by the District Structure Committee. Amendments to Protocol 7.0: District Structure, Section 1 (attached), were adopted by the joint written authority of the International President and the Chief Executive Officer, with the concurrence of the International President-Elect, effective July 1, 2024.

Amendments to Protocol 7.0: District Structure, Section 2 (attached), were adopted by the joint written authority of the International President and the Chief Executive Officer, with the concurrence of the International President-Elect, effective July 1, 2025.

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

- The amendments in **blue** are approved, effective July 1, 2024.
- The amendments in **green** are approved, effective July 1, 2025.

Protocol 7.0

## District Structure

### 1. Club Assignments

- A. Area and Division organization is defined and described in Article XII, Sections 1, 3(b), and 3(e), of the Bylaws of Toastmasters International, and in Article VI of the District Administrative Bylaws.
- B. When a new Member Club is organized, it is assigned to the District within which boundaries it meets. Exceptions are only considered with the concurrence of the District Councils involved and with the approval of the Board of Directors.
  - I. The assignment of a new club to an Area is made by the District Director, subject to approval by the District Executive Committee.
  - II. Changes to the alignment of a new club must be reported to World Headquarters by the District Director within 30 days of the club's charter date. Any changes received after 30 days will not be reflected until the following July 1.
- C. When a club moves its meeting location into the geographic boundaries of another District, its District affiliation does not change until the next July 1. This change must be reported to World Headquarters and both District Directors within 30 days of that date.
- D. The best interests of the clubs and District are taken into consideration when assigning clubs to Areas.
  - I. Areas consist of four (4) to six (6) clubs **as of July 1, of which a minimum of four (4) must be in good standing; however, an Area may consist of three (3) clubs on July 1 only when an effort to charter a fourth club is in process.**
    - a. **Areas within Provisional Districts consist of three (3) to six (6) clubs as of July 1, of which a minimum of three (3) must be in good standing.**
  - II. Under no circumstances may an Area have more than six (6) clubs on July 1.
  - III. Advanced clubs shall not be segregated into Areas.
  - IV. Areas may be segregated by language, subject to the approval of the District Council.
  - V. Districts assign clubs to Areas based upon:
    - a. Geographic proximity to other clubs
    - b. The ability of an Area Director to effectively provide service, without requiring the clubs to change how meetings are conducted to accommodate an Area Director visit

- c. Club size and strength (e.g., paid, active, disbanding)
  - d. Prospective clubs and expected growth
  - e. The likelihood of eligibility for Distinguished programs (e.g., club base of the Area or Division)
- E. A Division must have a minimum of **four (4)**~~three (3)~~ Areas.
- I. **Districts may have no more than nine (9) Divisions unless they are operating under a reformation plan that has been approved by the Board of Directors.**
  - II. **Provisional Districts must have a minimum of two (2) Divisions.**
  - III. **Divisions within Provisional Districts must have a minimum of three (3) Areas.**

## 2. Provisional Districts

- A. The Board may create Provisional Districts in any geographic area that is undistricted.
- B. The criteria for the creation of a Provisional District is 25 or more clubs in good standing.
- C. Applications for Provisional District status are submitted to the Chief Executive Officer.
- D. Once granted Provisional District status by the Board, a Provisional District is entitled to administrative support from World Headquarters; a District number, which is the next sequential District number available; official participation in the Distinguished District Program; a District reserve account; applicable membership dues income; assignment to a region; visits from International Officers, Directors, and/or Region Advisors; and travel reimbursement to official District leader training and to the International Convention.
- E. Individual members of clubs in Provisional Districts may participate in the Video Speech Contest.
- F. A Past Provisional District Director is eligible to be nominated for election to the Board.
- G. Within three (3) years after granting Provisional District status, the Board reviews the progress of the Provisional District. Performance in the Distinguished District Program is considered in the decision to grant full District status.
- H. After reviewing District progress, the Board either allows the Provisional District to continue to function as a District or takes such action as it considers in the best interest of Toastmasters International.
- I. When a Provisional District reaches 60 or more clubs in good standing, it may apply to the Board for full District status.

- J. Before becoming eligible for full District status, each newly created Provisional District is required to be in operation for a minimum of nine (9) months ending on June 30, during which time it must adopt the District Administrative Bylaws; elect officers, establish an organizational structure, and subdivide itself into Areas and Divisions; and operate District programs in alignment with Toastmasters International's governing documents.
- K. Any authorization to operate as a Provisional District continues until full District status is granted or until it is otherwise terminated by the Board.

### 3. Reformed or Consolidated Districts

- A. The Board reviews the status of Districts with more than 240 clubs every three (3) years, or sooner if necessary, to determine if reformation is in the best interests of Toastmasters International and the clubs.
- B. The Board may also consider consolidating a District with another District or Districts **if the District or Districts** ~~it~~ has fewer than **100-60** clubs.
- C. Any District with 200 or more clubs that wants to be considered for reformation **must have demonstrated a net club growth in the preceding two (2) program years.** ~~may, after~~ **With** approval by a majority of the District Executive Committee, ~~submit~~ a letter of inquiry **can be submitted** to the Chief Executive Officer for review ~~by~~ **with** the Executive Committee. The Executive Committee provides its recommendation to the Board.
- D. If the Board approves the request or directs a reformation, the District Director appoints a Reformation Committee to conduct a detailed needs analysis that includes the following:
  - I. Map of proposed boundaries demonstrating that the reformed Districts will **ideally** have no fewer than **120-100** clubs each
  - II. Number of clubs; club strength; growth trends; growth potential; population; education; languages spoken; and geographic influences, such as rivers, mountains, proximity of clubs to one another, and international borders, for both Districts
  - III. Reasons why the reformation is in the best interests of the members, the clubs, the Districts, and Toastmasters International
  - IV. Implementation strategy
  - V. Marketing plan projecting growth and identifying key market opportunities for both Districts
  - VI. Succession plan identifying qualified future leaders in both Districts
  - VII. Financial projections demonstrating the anticipated income and expense for both Districts
  - VIII. The needs analysis is submitted to the Chief Executive Officer for review with the Executive Committee. The Executive Committee provides its recommendation to the Board.

- E. Two (2) years prior to reformation, the District elects two (2) Club Growth Directors, one (1) Program Quality Director and a District Director. One (1) year prior to reformation, the District elects two (2) Club Growth Directors, two (2) Program Quality Directors and one (1) District Director. In cases when two (2) or more Districts jointly reform or when one (1) District reforms into more than two (2) Districts, the Board will provide additional direction as needed.
- F. The District with the oldest surviving club within its boundaries will retain the original District number. The other District will receive the next sequential number available. The number will be communicated to the District leaders no later than July 1 of the year prior to reformation.
- G. District records through the reformation are retained by the original District. Copies of records essential to their proper administration are furnished to the newly formed District. Separate records are kept after the reformation.
- H. Once the reformation takes place, World Headquarters distributes funds in the original reserve account to the reserve accounts of the reformed Districts, according to the ratio of the number of membership payments made by clubs in each reformed District in the program year immediately preceding the reformation.
- I. Funds in local District bank accounts must be divided according to the ratio of the number of membership payments made by clubs in each reformed District in the program year immediately preceding the reformation. World Headquarters shall oversee the allocation of funds at the time the bank accounts are established for the new District.
- J. At any stage of the reformation process, Districts may be asked to submit a progress report to the Chief Executive Officer.
- K. Additional reformation requirements may be determined necessary by the Board due to special circumstances.

#### **4. District Consolidation**

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



- F. If a growth plan is accepted, the Board reviews the progress of the District each year and takes what action is in the best interests of Toastmasters International and the clubs.
  
- G. If a District is to be consolidated, the clubs in that District are notified of the date of consolidation. The Board takes whatever action necessary to ensure that the clubs involved have the opportunity to participate in elections or speech contests conducted by the District absorbing the clubs.

- The amendments in **blue** are approved, effective July 1, 2024.
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    - d. Prospective clubs and expected growth

- e. The likelihood of eligibility for Distinguished programs (e.g., club base of the Area or Division)
- E. A Division must have a minimum of three (3) Areas.

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- E. Individual members of clubs in Provisional Districts may participate in the Video Speech Contest.
- F. A Past Provisional District Director is eligible to be nominated for election to the Board.
- G. Within three (3) years after granting Provisional District status, the Board reviews the progress of the Provisional District. Performance in the Distinguished District Program is considered in the decision to grant full District status.
- H. After reviewing District progress, the Board either allows the Provisional District to continue to function as a District or takes such action as it considers in the best interest of Toastmasters International.
- I. When a Provisional District reaches ~~75-60~~ or more clubs in good standing, it may apply to the Board for ~~full~~-District status. **For three (3) years after granting District status, the Board reviews the progress of the District annually. Performance in the Distinguished District Program is considered in the decision to maintain District status.**
- J. Before becoming eligible for full District status, each newly created Provisional District is required to be in operation for a minimum of nine (9) months ending on June 30, during which time it must adopt the District Administrative Bylaws; elect officers, establish an organizational structure, and subdivide itself into Areas and Divisions; and operate District programs in alignment with Toastmasters International's governing documents.
- K. Any authorization to operate as a Provisional District continues until full District status is granted or until it is otherwise terminated by the Board.

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  - VIII. The needs analysis is submitted to the Chief Executive Officer for review with the Executive Committee. The Executive Committee provides its recommendation to the Board.
- E. Two (2) years prior to reformation, the District elects two (2) Club Growth Directors, one (1) Program Quality Director and a District Director. One (1) year prior to reformation, the District elects two (2) Club Growth Directors, two (2) Program Quality Directors and one (1) District Director. In cases when two (2) or more Districts jointly reform or when one (1) District reforms into more than two (2) Districts, the Board will provide additional direction as needed.
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number available. The number will be communicated to the District leaders no later than July 1 of the year prior to reformation.

- G. District records through the reformation are retained by the original District. Copies of records essential to their proper administration are furnished to the newly formed District. Separate records are kept after the reformation.
- H. Once the reformation takes place, World Headquarters distributes funds in the original reserve account to the reserve accounts of the reformed Districts, according to the ratio of the number of membership payments made by clubs in each reformed District in the program year immediately preceding the reformation.
- I. Funds in local District bank accounts must be divided according to the ratio of the number of membership payments made by clubs in each reformed District in the program year immediately preceding the reformation. World Headquarters shall oversee the allocation of funds at the time the bank accounts are established for the new District.
- J. At any stage of the reformation process, Districts may be asked to submit a progress report to the Chief Executive Officer.
- K. Additional reformation requirements may be determined necessary by the Board due to special circumstances.

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



# 2023-2024 Audit Committee Teleconference

April 17, 2024

The 2023-2024 Audit Committee met on April 17, 2024, with Audit Committee Chair Michael Notaro, DTM, PIP, presiding. Also present were Co-Chair Balraj Arunasalam, DTM, PIP; Chief Financial Officer John Bond; Controller Margaret Yamamoto; Accounting Manager Wally Kaczor; Eide Bailly Audit Manager Mike Hart; and Eide Bailly Audit Partner Ksenia Popke.

Each year, an independent auditing firm selected by Toastmasters International audits the organization's financial statements. The Committee reviewed and discussed the draft 2023 audited financial statements, the Governance Letter (AU-C 260), and the Internal Control Letter (AU-C 265).

In accordance with the California Nonprofit Integrity Act (NIA) of 2004, the Committee conferred with independent auditor Eide Bailly, satisfied itself that the financial affairs of Toastmasters International were in order, and voted to accept the 2023 audited financial statements, the Governance Letter (AU-C 260), and the Internal Control Letter (AU-C 265) as presented by unanimous consent during the meeting on April 17, 2024.

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  
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