



Minutes of the 2023-2024 Board of Directors Meeting

August 10-12, 2024

The 2023-2024 Toastmasters International Board of Directors met on August 10-12, 2024, with International President, Morag Mathieson, DTM presiding. The other officers and directors present were: Radhi Spear, DTM; Aletta Rochat, DTM; Stefano McGhee, DTM; Matt Kinsey, DTM; Anwasha Banerjee, DTM; Pawas Chandra, DTM; Farzana Chohan, 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; Elisa Tay, DTM; Frank Turo, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Operations and Information Officer Heidi Hollenbeck, Chief Marketing and Development Officer John Lurquin, District Growth and Support Director Jonathan Lam, Club and Member Engagement Director Danielle Mitchell, Board Support Director Mona Shah, District Growth and Support Project Coordinator Lauren Esler, Research Analyst Andrea Palmer, District Growth and Support Specialist Jesse Portone, 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. The International President presented a report in which she marveled at how the vision from someone a long time ago is persevering today and all the goodness and kindness in the members of the organization. She invited the Board Members to continue to support each other and their fellow Toastmasters as the organization moves in the right direction, out of the pandemic-mindset, and into the future.
3. The Board participated in a scenario planning exercise in which three hypothetical circumstances related to organizational growth, Board effectiveness, and club quality were discussed, identifying steps that could be taken should these situations arise.
4. The Board received the report of the District Leader Qualifications Committee. The committee was tasked with reviewing the challenges and opportunities inherent in remote District leadership and considering if there are benefits to updating qualifications for District leadership. The following is an outline of the Board's decisions regarding the recommendations from the committee:
 - An updated definition of remote District leader for the glossary (attached), differentiating between partial and fully remote District leaders, was approved, effective no later than July 1, 2025.

- Amendments to District Administrative Bylaws, Article VII (attached), relating to the election and/or appointment of District leaders and qualifications for serving in District officer positions, were adopted, effective July 1, 2025.
 - Amendments to Policy 8.3: District Leader Expenses (attached), relating to expenses for remote District leaders, were adopted, effective July 1, 2025.
5. The Board received the report of the District Alignment Committee. The committee was tasked with reviewing the process for when a District falls below the minimum number of clubs and how to ensure the best interests of the Member Clubs are being met. The following is an outline of the Board's decisions regarding the recommendations from the committee:
- Amendments to Policy 7.0: District Structure (attached) were adopted, effective immediately.
 - Amendments to Protocol 7.0: District Structure (attached), to align with the amendments to Policy 7.0 and to provide additional clarity around the growth plan, 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 immediately.
 - Amendments to Protocol 7.0: District Structure, Section 4 (attached), relating to the District growth plan, 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.
 - A District Realignment Program for Regions 1 to 7 was approved, effective immediately. There will be two parts to the program – a pilot involving two groups of Districts followed by another stage made up of 11 groups of Districts. Districts 34, 49, 60, 86, and 123 will not be part of the program.
6. The Board received an update from the Chief Executive Officer on the status of the organization.
7. The Board received the report (attached) of the August 7-8, 2024, Executive Committee meeting as presented by International President-Elect Spear. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, and 13.
8. The Board conducted its annual review of minutes classified as Restricted and Highly Confidential, in accordance with Policy 11.9: Secretary and Treasurer.

HIGHLY CONFIDENTIAL

9. The International Directors presented on the status of their regions. They shared a summary of the performance of the Districts in the region for the 2023-2024 program year, the status of leadership in the region, and the opportunities for the region in the 2024-2025 program year.
10. The Board received the report of the Club Quality Committee. The committee was tasked with reviewing the organization's approach to club quality. The following is an outline of the Board's decisions regarding the recommendations from the committee:

- World Headquarters will revise the webpage on club quality, consolidating the existing resources to this page and making it easier to find.
- The Board renamed the existing optional District position of Club Quality Chair to New Club Mentor Chair. The Board created a new suggested role, on the Program Quality Director's team, called the Club Excellence Chair which will be a resource for Area Directors and club officers as they guide clubs on ensuring club quality.

11. The Board received the report of the Alternative Revenue Working Group as presented by the chair, Past International President Terry Daily, DTM. The working group was tasked with reviewing the organization's reliance on dues revenue and the potential development of new revenue streams. The Board thanked the working group for their efforts; the report will be filed for reference in future considerations.

12. HIGHLY CONFIDENTIAL

13. The Board received the report (attached) of the August 8, 2024, Strategic Planning Committee meeting as presented by Immediate Past International President Kinsey. The Board accepted the report as presented in items #1, 2, 3, and 4.

14. The Board separated into two groups for a brainstorming exercise. The first-year International Directors discussed what they wish they knew when joining the Board, to help in the development of future orientation agendas and mentoring conversations. The second-year International Directors discussed succession planning and how to best support the incoming Board Members as they start their term of service.

15. HIGHLY CONFIDENTIAL

16. The Board reviewed the results of the Board Self-Assessment and reflected on their year serving on the Board.

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

Glossary of Governing Documents (Excerpt)

The following glossary collects definitions found throughout the governing documents for reference. However, this glossary does not contain every term used in the governing documents, nor are these summary definitions intended to substitute for the full definitions given in the governing documents themselves. If any question should arise concerning the definition of any term in this glossary, the reader is advised to consult the governing documents. Nothing in this glossary shall be considered in legally or judicially construing the meaning of any term in the governing documents.

Regions

Geographic area representing the territory of groups of Member Clubs, the boundaries of which may be modified by a two-thirds vote of the entire Board of Directors. Each region should have as nearly as possible an equal number of clubs, and no region should have more than 15% of the total number of Member Clubs in good standing at the end of the fiscal year immediately preceding any modification.

See the Bylaws of Toastmasters International, Article V, Section 4(h) and 4(i).

Remote District Leader(s)

~~Any District Executive Committee member having a registered domicile outside the boundaries of the District in which they are serving.~~

Applies to both Fully Remote District Leader(s) and Partially Remote District Leader(s)

- (1) Fully Remote District Leader: Any District Executive Committee member having a registered domicile outside the boundaries of the District in which they are serving and who will not attend onsite events as required by the District.**
- (2) Partially Remote District Leader: Any District Executive Committee member having a registered domicile outside the boundaries of the District in which they are serving but who will attend onsite events as required by the District.**

Secretary

The Board of Directors, at its meeting immediately following the Annual Business Meeting, shall appoint an employee of World Headquarters to perform, for one-year terms, the duties usually performed by the secretary of a nonprofit corporation. Such duties include supervising maintenance of the minute books of Toastmasters International. The Secretary does not receive additional compensation for serving in that office.

See the Bylaws of Toastmasters International, Article VI, Section 7.

Speakathon

A form of special club meeting dedicated solely to project speeches and evaluations. Such meetings have also historically been known as “Speech Marathons” or “Speakouts.”

District Administrative Bylaws

Article VII: Officers

(a) District Officers

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

(b) Elective Officers

1. The elective officers of this District shall be the District Director, the Program Quality Director, the Club Growth Director, and Division Directors.
 - a. Except for Division Directors, none of the previously stated District officers may be re-elected to the same office, in any District, for succeeding terms in which a full year has been served.
 - b. Division Directors may be re-elected to succeed themselves for one (1) term.
2. The election of officers shall take place at the Annual Meeting of the District Council.
 - a. The report of the District Leadership Committee shall be submitted in writing to all members of the District Council at least four (4) weeks prior to the Annual Meeting of the District Council.
 - b. Nominations may also be made from the floor by any member of the District Council only if the floor candidate meets the requirements set forth in Article VII (e) of these administrative bylaws and has been evaluated by the District Leadership Committee for that specific role in that election cycle.
 - c. All elections shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote. A majority of the votes cast is necessary for an election.
 - d. **The decision to enable the election or appointment of fully or partially remote District leaders by role is made by the District Council and remains in effect until changed by the council.**
 - i. **Changes to the decision to allow fully or partially remote leaders must be made prior to November 1 of the program year in which the elections or appointments will occur.**

(c) Other Officers

1. The other officers of this District shall be the District Public Relations Manager, the District Administration Manager, the District Finance Manager, and the Area Director for each Area.

- a. These officers may be elected or appointed.
 - b. The decision to elect or appoint is made by the District Council and remains in effect until changed by the council.
 - c. The decision to elect or appoint fully or partially remote District leaders by role is made by the District Council and remains in effect until changed by the council.**
 - ~~e-d.~~ Any changes to these decisions must be made prior to November 1 of the District program year in which the elections or appointments will occur.
2. Officers appointed by the District Director are subject to the approval of the District Executive Committee and the District Council by September 30.
 3. The District Public Relations Manager, the District Administration Manager, and the District Finance Manager shall be eligible for re-election or re-appointment for one (1) succeeding term, regardless of District.
 4. Area Directors are elected by the Area Councils or appointed by the District Director considering the recommendation of the Area Councils.
 5. Area Directors shall be eligible for re-election or re-appointment for one (1) succeeding term, regardless of District.

(d) Qualifications

1. At the time of taking office:
 - a. An elective officer must have been an active member of a Toastmasters club in good standing ~~for the entire preceding 12 months, or has been a member~~ for 12 consecutive months within that past three (3) years, in the District in which the officer shall serve.
 - i. If the candidate's club is newly assigned to a District the individual's membership eligibility to serve as a District officer is valid in the new District.**
 - b. The District Director shall have served
 - i. at least six (6) consecutive months as a Club President and
 - ii. at least 12 consecutive months as a Program Quality Director, Club Growth Director, Division Director, or a combination of the preceding **in the District in which they shall serve.**
 - c. The Program Quality Director and Club Growth Director shall have served
 - i. at least six (6) consecutive months as Club President and

- ii. at least 12 consecutive months as a Program Quality Director, a Club Growth Director, a Division Director, an Area Director, or a combination of the preceding **in the District in which they shall serve.**
 - d. The Division Directors shall have served at least six (6) consecutive months as members of a District Council. **To the degree practicable, they will have served as a member of the District Council in the District in which they shall serve.**
 - e. To the degree practicable, the Area Directors shall have served as members of a District Council **in the District in which they shall serve.**
 - f. All District officers must be active individual members of Member Clubs in good standing within the District where they are elected or appointed to serve and must be in good standing with Toastmasters International under Article III, Section 8, of the Bylaws of Toastmasters International.
- 2. A member may only be a candidate for elective office in one (1) District at any given time.
 - 3. A member may only serve in one (1) position within any District Executive Committee, as specified in Article XI (a), at any given time.
 - 4. A member may not be a candidate for District positions elected by the District Council while actively competing in a current Toastmasters speech contest cycle.

(e) Nominations from the Floor

- 1. Nominations made by the District Leadership Committee shall be effective when officially announced by the District Leadership Committee Chair or District Director.
- 2. Additional nominations of qualified and eligible candidates may also be made from the floor at the Annual Meeting of the District Council with the consent of the person(s) nominated.
 - a. To be eligible as a floor candidate, a candidate for District Director, Program Quality Director, Club Growth Director, or Division Director must have completed the District Leadership Committee's evaluation process in the same election cycle in which the candidate stands for election at the Annual Meeting of the District Council for that specific role.
 - b. All eligible floor candidates must declare their intent to run to the District Director at least seven (7) days prior to the elections.
 - c. Floor candidates who have not completed the District Leadership Committee's evaluation process may only be nominated during the Annual Meeting of the District Council if the District Leadership Committee report is invalid or for any position that is incomplete. The individual must meet all other qualifications.
 - d. Floor nominations for roles other than the District Director, Program Quality Director, Club Growth Director, or Division Director may occur even when that

individual has not completed the District Leadership Committee's evaluation process, provided the individual meets all other qualifications.

3. 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.

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

(f) Term of Office

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

(g) Vacancies

1. A vacancy in any elective office shall be filled by the District Executive Committee based upon the recommendation of the District Director, or upon recommendation of the highest elected District officer if the vacancy is in the office of District Director.
 - a. Individual members who fill vacant roles shall meet all qualifications for the role as defined in Article VII, Section (d), of these administrative bylaws.
 - b. Such appointment shall become effective immediately and will run until the next succeeding District Council meeting. At that District Council meeting, the appointment shall be confirmed or another individual member elected to the office.
2. If the office of Immediate Past District Director is vacated for any reason, it shall stay vacant for the remainder of the term.

(h) Resignation or Removal

1. Any officer may resign at any time.
 - a. The resignation must be in writing.
 - b. The resignation will be effective on delivery to the District Administration Manager or the District Director, unless the resignation provides for a later effective date.
2. Any member of the District Executive Committee may be removed from office by a two-thirds vote of the District Executive Committee. The member being considered for removal, the member requesting the removal, and any members of the committee who have been recused due to a conflict of interest, as determined by a majority vote of the District Executive Committee, are not counted towards determining the outcome of the vote.

The member must be given the opportunity to make a statement of up to 10 minutes to the District Executive Committee prior to the vote. The District Director may extend the time as needed.

3. Any officer may be removed from office by the District Director unless the officer was elected by the District Council. Removal of the officer shall become effective immediately.
4. The members of the District Executive Committee are responsible to the Toastmasters International Board of Directors. They may be removed at any time by that Board if it finds it to be in the best interests of Toastmasters International, its Member Clubs, and their individual members.
5. Replacement officers shall be appointed by the District Director. The appointment of replacement officers is subject to the ratification by the District Executive Committee.

(i) Compensation

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

District Leader Expenses

1. District Leader Expenses Paid by World Headquarters

- A. District expenses are governed by Article XII, Section 2, of the Bylaws of Toastmasters International.
- B. World Headquarters reimburses the travel expenses of the District Director, Program Quality Director, and Club Growth Director (including for Provisional District leaders) for the mid-year and August trainings as follows:
 - I. World Headquarters fully reimburses round-trip public transportation costs at the lowest rate between the passenger terminal nearest the training site and the home of the officer, **when the officer resides within the District they serve.**
 - II. **Remote District leaders, whether partially or fully remote, must not be reimbursed more than a District leader who resides in the same District. The remote District leader is responsible for funding any cost remaining between the covered and actual expense themselves.**
 - III. **For remote District leaders, World Headquarters may reimburse a reasonable contribution towards the round-trip cost between the passenger terminal nearest the training site and the home of the officer, provided prior approval is received from World Headquarters. The remote District leader is responsible for covering any cost remaining between the covered and actual expense themselves.**
 - ~~IV.~~ World Headquarters reimburses motor vehicle transportation at the current charitable mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service (IRS) by the most direct route for the following individuals:
 - United States citizens residing in the United States; or
 - United States citizens residing outside of the United States who file a United States tax return; or
 - Non-United States citizens residing in the United States.

For non-United States citizens residing outside of the United States, reimbursement is governed by local regulations and/or District policy, not to exceed the current IRS standard business rate.

Mileage reimbursement shall not exceed the lowest airfare rate. A person accompanying another person receiving reimbursement is not entitled to reimbursement.
 - ~~V.~~ World Headquarters reimburses actual costs incurred for any other mode of transportation not exceeding the lowest airfare rate.

- C. District Directors attending the International Convention onsite each receive a meal reimbursement or up to \$50 USD (per day, with receipts, not exceeding \$200 USD) when the District Director interviews candidates (onsite or online) and attends the Board Briefing, Candidate Showcase, and the Annual Business Meeting; and one (1) discounted convention registration.

2. District Leader Expenses Paid by Districts

- A. District expenses paid by Districts are governed by Article XII, Section (a), of the District Administrative Bylaws. Expense reimbursements to District leaders must be included in the District budget.
- B. For Mid-Year District Leader Training, Districts may reimburse the District Director, Program Quality Director, and Club Growth Director for lodging ~~and transportation~~ expenses not paid by World Headquarters. Meals may be reimbursed up to \$50 USD per day (with receipts) when Toastmasters International does not provide three (3) meals.
- C. For August District Leader Training, Districts may reimburse the District Director, Program Quality Director, and Club Growth Director, and other leaders for whom training is provided and authorized by Toastmasters International, for lodging ~~and transportation~~ expenses not paid by World Headquarters. Meals may be reimbursed up to \$50 USD per day (with receipts) when Toastmasters International does not provide three (3) meals.
- D. For International Convention, Districts may reimburse the District Director, Program Quality Director, and Club Growth Director for registration, ~~and lodging, and transportation~~ expenses not paid by World Headquarters. Meals may be reimbursed up to \$50 USD per day (with receipts) when Toastmasters International does not provide three (3) meals.
- E. For International Convention, Districts may reimburse the Immediate Past District Director for registration, lodging, and transportation expenses not paid by World Headquarters.
- F. Districts do not reimburse any other individuals unless approved by the Chief Executive Officer.
- G. Registration includes conference or convention registration and ticketed events and meals that are part of the conference or convention.
- H. Lodging includes hotel accommodations, including applicable taxes; it excludes personal telephone expenses and other incidental expenses.
- I. All expenses listed in this section must be substantiated by receipts.
- J. **Districts may reimburse the District Director, Program Quality Director, and Club Growth Director for reasonable travel expenses listed below that are not paid by World Headquarters for International Convention, August and Mid-year District Leader Training. Districts must not use District funds to reimburse remote District leaders for any costs remaining between the covered and actual expense in World Headquarters approved travel. Examples of reasonable expenses include:**
 - **Transportation from the Convention/training site(s) passenger**

terminal to accommodation at or near the Convention and/or training site(s); and

- **Mileage from the domicile of the District officer to the passenger terminal of departure and return.**

3. General District Leader Expense Provisions

- A. Reimbursement of travel expenses is based on full participation and attendance.
- B. Allowable travel expenses may include up to round-trip airfare or other public transportation (coach) or mileage up to the current charitable standard mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service (IRS) by the most direct route for the following individuals:
- United States citizens residing in the United States; or
 - United States citizens residing outside of the United States who file a United States tax return; or
 - Non-United States citizens residing in the United States.

For non-United States citizens residing outside of the United States, reimbursement is governed by local regulations and/or District policy, not to exceed the current IRS standard business rate.

- C. Travel expenses exclude motor vehicle rentals, gasoline, and incidental expenses.
- D. If a District leader's registered domicile is outside the geographic boundaries of the District in which they are serving, reimbursement is based either on the residence at the time of the election or on the farthest geographic boundary of the District, whichever is less.
- E. If a District leader moves out of the geographic boundaries of the District from which that District leader was elected, reimbursement is based either on the residence at the time of election or on the current residence, whichever is less.
- F. Districts do not provide any expense payments to speech contestants attending the International Convention.

District Structure

1. District Officers

- A. District officers and their duties are described in Article XII, Section 3, of the Bylaws of Toastmasters International and in Articles VII and VIII of the District Administrative Bylaws. Districts shall not change, modify, or add to the District officer position titles nor change the function of these positions.

2. District Formation

- A. New Districts are created, and existing Districts **are realigned**~~consolidated~~ or reformed, under the authority of Article XII, Section 1, of the Bylaws of Toastmasters International only after the Board of Directors has determined the following:
 - I. Enough Member Clubs exist in the territory to be included within the proposed new or **realigned**~~consolidated~~ Districts.
 - II. These clubs are of sufficient membership strength to assure efficient and financially sound administration of such proposed Districts.
- B. District formations may be approved by the Board based on the following:
 - I. The Board, on its own initiative, may grant authority for Provisional Districts and Districts.
 - II. **One hundred**~~Sixty~~ clubs in good standing is the basis for development of a sound District administration.
 - III. All clubs within the boundaries of a Provisional, **realigned**~~consolidated~~, or reformed District become a part of such District. No club within that territory thereafter has the right to maintain an independent operation, except under unusual circumstances or conditions determined by the Board.
 - IV. The Board may form, **realign**~~consolidate~~, or reform Districts on its own initiative for the best interests of Toastmasters International and the clubs.
 - V. Applications for a District are submitted to the Chief Executive Officer. The Board may approve the formation upon recommendation from the Chief Executive Officer.

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.
 - 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) Areas.
- I. District 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 ~~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.

3. Reformed or Realigned 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 **realigning 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. With approval by a majority of the District Executive Committee, a letter of inquiry can be submitted to the Chief Executive Officer for review by 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 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 Realignment Consolidation**

- A. The **realignment 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 **a realignment consolidation** is in the best interest of the organization.
- C. When determining whether **a realignment 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 **realignment 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 **realigned 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 **realigned consolidated**, the clubs in that District are notified of the date of **the realignment 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.

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.
 - 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) Areas.
- I. District 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 **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.

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. With approval by a majority of the District Executive Committee, a letter of inquiry can be submitted to the Chief Executive Officer for review by 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 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 ~~100-60~~ 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 **of up to three (3) years** for building to ~~100-60~~ clubs and more. **The growth plan is used as a baseline and is updated throughout the three (3) year period to determine if the District is on track to reach 100 clubs or more.**
- F. If a growth plan is accepted, the Board reviews the progress of the District each year **against the baseline and updated plans** 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.



Minutes of the 2023-2024 Executive Committee Hybrid Meeting

August 7-8, 2024

The 2023-2024 Toastmasters International Executive Committee met on August 7-8, 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. Chief Financial Officer John Bond, Chief Operations and Information Officer Heidi Hollenbeck, Chief Marketing and Development Officer John Lurquin, District Growth and Support Director Jonathan Lam, Member Support Director Danielle Mitchell, Marketing and Communications Director Diana Passow, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. No Committee members were absent.

1. The agenda was adopted.
2. **HIGHLY CONFIDENTIAL**
3. The Committee reviewed the status of the reformations that took place on July 1, 2024:
 - District 74 (Botswana, Lesotho, Namibia, and South African provinces [Eastern Cape, Free State, KwaZulu Natal, North West, Northern Cape, Western Cape, and southwest portion of Gauteng]) and District 129 (Angola, eSwatini, Madagascar, Malawi, Mauritius, Mozambique, South African provinces [northeast portion of Gauteng, Limpopo, and Mpumalanga], Zambia, and Zimbabwe)
 - District 94 (Côte d'Ivoire, Gambia, Ghana, Guinea, Liberia, Mali, Senegal, and Togo) and District 130 (Benin, Burkina Faso, Cameroon, Chad, Congo, Gabon, Niger, and Nigeria)

RESTRICTED

The Committee reviewed the status of Provisional Districts 111 and 122. **HIGHLY CONFIDENTIAL**

4. The Committee reviewed a proposal for a collaboration with the Institute of Chartered Accountants of India to conduct Speechcraft sessions for the members of their organization. The Committee recommends that the Board support the collaboration as presented.
5. The Committee reviewed and discussed the potential 2024-2025 Committees for the September through March period. The Committee recommends that the Board approve the following committees:

District Realignment Committee; Governing Documents Review Committee; and Region Advisor Selection Committee. A Diversity, Equity, and Inclusion Advisory Group will also be established.

6. The Committee participated in an exercise to reflect on the joys and challenges of the Board year for themselves, the Board, and the organization as a whole.
7. The International President presented a report of her experiences and observations in a year of growth and celebration. She expressed her admiration for the significance and depth of the work done by the Board this year towards the future stability and longevity of the organization.
8. The Chief Executive Officer (CEO) provided an update on the status of the organization. The CEO reported on several continuing initiatives and highlighted some areas of focus for moving the organization forward.
9. The Committee discussed the challenges faced by Toastmasters clubs that have self-identified as a club in a correctional facility. The Committee agreed that a significant amount of effort is being put into creating exceptions for this small number of clubs. Exceptions for these clubs will no longer be granted. The Gavel Club program is designed for individuals who are unable to take full advantage of the Toastmasters program.
10. The Committee reviewed the results of the Board Self-Assessment. This will be discussed by the entire Board.
11. The Committee received the report of the Social Media Moderation Committee, as presented by the chair, Past International Director Kevin Doyle. The Committee appreciates the continued positive effect this work has had on the organization's official social media discussion groups. The recommendations from the committee were referred to World Headquarters for further development.
12. With the realignment of the regions which took effect on July 1, 2024, several of the International Directors neither reside, nor are members of a club, within the physical boundaries of the region from which they were elected. Per the Bylaws, Article IX, Section 2.c, the club and geographic region of each International Director at the time of election shall be considered unchanged during the entire term of office, notwithstanding any boundary revision. For the 2024-2025 Board term, the home region of the International Directors will be based on the region from which they were elected.
13. The Committee reviewed the agenda for the August 2024 Board of Directors meeting.

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



Minutes of the 2023-2024 Strategic Planning Committee Hybrid Meeting

August 8, 2024

The 2023-2024 Strategic Planning Committee met on August 8, 2024, with Immediate Past International President Matt Kinsey, DTM, presiding. The other officers present were: International President Morag Mathieson, DTM; International President-Elect Radhi Spear, DTM; First Vice President Aletta Rochat, DTM; Second Vice President Stefano McGhee, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Operations and Information Officer Heidi Hollenbeck, Chief Marketing and Development Officer John Lurquin, 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. No Committee members were absent.

1. In considering club quality and the individual member experience, the Committee recognizes that the minimum number of members is an indicator of club quality. The Committee reviewed the minimum membership requirement for a club to remain in good standing and recommends no change at this time. This will be reviewed again in August 2025.
2. The Committee reviewed the process through which a club is reinstated to good standing. With the aim of simplifying the process, amendments to Protocol 2.0: Club and Membership Eligibility (attached) were adopted by the joint written authority of the International President and the Chief Executive Officer, with concurrence of the International President-Elect, effective upon publication of these minutes.
3. The Committee discussed the organization's current financial position and capacity for future initiatives and offered guidance on prioritization. This provides focus to the development process for the 2025 Toastmasters International budget.
4. The process of scenario planning can be used to build a repository of courses of action for potential future occurrences. The Committee engaged in a scenario planning exercise in which two hypothetical circumstances related to organizational growth and District effectiveness were discussed. This process identifies steps that could be taken should these situations arise.

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

Club and Membership Eligibility

1. Club Reinstatement

- A. Clubs inactive for one (1) **to four (4)** full dues renewal periods may be reinstated ~~within the following dues renewal period~~. To do so, the club, ~~or its individual members when verified by a club officer,~~ **must submit signed membership applications for all individual members to World Headquarters and** pay all of the following in full:
- I. Current renewal dues for a minimum of ~~eight (8)~~ **12** individual members, at least three (3) of whom were individual members of the club immediately prior to its inactive status **and**;
 - II. **Future dues for the next renewal period for the same 12 individual members. Any overdue account balance;**
 - III. ~~And one of the following fees or dues:~~
 - a. ~~a reinstatement fee equal to the current individual semiannual dues amount multiplied by eight (8) to cover the missed period. By this method, membership of individual members begins the date of club reinstatement; continuous membership is lost.~~
 - b. ~~dues for all individual members in the club during the previous reporting period. Membership of individual members continues from the dates they originally joined the club.~~
- B. In addition to the payment requirements, each reinstating club is also eligible to have up to two (2) club mentors appointed at the time of reinstatement.**
- ~~B-C.~~ Clubs inactive for ~~two-five (2-5)~~ or more full dues renewal periods are required to be chartered as new clubs, meeting all chartering requirements.

2. Members with Disabilities

- A. Various external laws apply to facilities and organizations regarding their responsibilities, if any, to provide accommodation to support the participation of persons with disabilities. If no public accommodation is involved, the laws may not apply.
- B. Toastmasters International and each of its subordinate units, including regions, Districts, Divisions, and Areas, shall comply with applicable laws regarding accommodations for persons with disabilities in the jurisdictions in which meetings or other functions are held.
- C. Since Toastmasters Member Clubs are separate legal entities, their legal obligations with respect to persons with disabilities may differ from the obligations of Toastmasters International, depending on national, state, or local regulations and the availability of facilities for meetings in their communities. It may not be reasonable, feasible, or possible to provide accommodation in every instance.

- D. Where disability laws apply, it is the responsibility of the highest-ranking officer at the level for which an event is planned (e.g., the District Director for a District, the Club President for a club) to determine what laws and regulations may apply regarding accommodations for persons with disabilities at the event facility.
- E. If the responsible person determines that an event facility must meet a certain standard of disability accommodation, a written guarantee shall be obtained from the facility owner or operator that the facility complies with that standard and holds Toastmasters International or the club harmless if the facility should violate that standard. If a claim or suit is subsequently brought against Toastmasters International or the club regarding disability accommodation at such event, defense of the claim or suit shall be tendered immediately to the facility owner or operator.
- F. In the case of practical limitations or unforeseen circumstances that could result in some obstacle, hindrance, or other difficulty for a person with a disability at an event, Toastmasters International cannot and does not promise full participation in its programs to persons who are not able to participate through their own efforts.

3. Designating How Club Meetings Are Conducted

- A. At the time of charter, a club must designate whether it will conduct meetings onsite, online, or in a hybrid format.
 - I. An onsite meeting is defined as a meeting where all attendees participate in one (1) physical location.
 - II. An online meeting is defined as a meeting where attendees participate via an electronic conferencing platform.
 - III. A hybrid meeting is defined as a meeting where provision is made for attendees to participate concurrently onsite and online.
- B. Modifications to the designation require a majority vote of the active individual membership, and must be specified in the Addendum of Standard Club Options.

4. Online Clubs Meetings

- A. At online club meetings, members participate through the use of live audio and video-conferencing platforms.
 - I. Each club determines the type of online platform(s) to be used and must acquire it at the club's expense if there is a fee for use.
 - II. Each member participating in an online club meeting must provide their own technology at their own expense if there is a fee for use.
 - III. Voice-only teleconferencing, recorded video, or recorded audio are not acceptable forms of attendance.

5. Online Attendance at Club Meetings

- A. Online attendance is defined as including any member participating and interacting in a club meeting through the use of live audio and video-conferencing platforms.
 - I. Participants are not typically in the same physical location as the rest of the club members attending the meeting onsite.
 - II. Participants must be able to communicate concurrently with all other members in attendance at the meeting.
 - III. Online participants in club meetings must provide their own technology at their own expense if there is a fee for use.
 - IV. Voice-only teleconferencing, recorded video, or recorded audio are not acceptable forms of attendance.

6. Guest Participation at Club Meetings

- A. Participation in any meeting role at a club meeting is limited to individuals who are 18 years of age or older.
- B. By attending, guests agree to conduct themselves in an appropriate manner as described in Policy 3.0: Ethics and Conduct.
- C. Clubs may create club-level rules relating to guest attendance and participation. Such rules shall not contradict the governing documents of Toastmasters International. Examples include but are not limited to:
 - I. Clubs may determine a limited number of meetings a guest may attend before being required to apply for membership.
 - II. Clubs may choose to restrict the attendance of guests who detract from the positive meeting environment.
 - III. Clubs may choose to restrict the attendance of guests who are under 18 years of age.