Minutes of the 2013-2014 Board of Directors Meeting
Kuala Lumpur, Malaysia
August 18-19, 2014

The 2013-2014 Toastmasters International Board of Directors met on August 18, 2014, at 10 a.m. local time, with International President George Yen DTM, presiding. The other officers and directors present were: Mohammed Murad, DTM; Jim Kokocki, DTM; Mike Storkey, DTM; John Lau, IPIP, DTM; Chief Executive Officer, Daniel Rex; Mike Barsul, DTM; Karen Blake, DTM; Joseph Gomez, DTM; Don Griffith, DTM; Patricia Hannan, DTM; Mike Helm, DTM; Sharon Anita Hill, DTM; Tom Jones, DTM; Kristina Kihlberg, DTM; Lori Lococo, DTM; Khaled Matlagaitu, DTM; Deepak Menon, DTM; Richard Peck, DTM; Alan Shaner, DTM. Secretary/Treasurer Sally Newell Cohen also was present.

BOARD OF DIRECTORS

The meeting began with reports from International President Yen and Chief Executive Officer Rex on the status of the organization.

EXECUTIVE COMMITTEE

The report of the Executive Committee was presented by International President-Elect Mohammed Murad, DTM, and covered the following items considered at its August 16-17, 2014 meeting:

> The 2013-2014 Executive Committee met on August 16-17, 2014, with International President George Yen, DTM, presiding. The other officers present were: International President-Elect Mohammed Murad, DTM; First Vice President Jim Kokocki, DTM; Second Vice President Mike Storkey, DTM; Immediate Past International President John Lau, DTM; and Chief Executive Officer Daniel Rex. Secretary/Treasurer Sally Newell Cohen was also present.
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> 1. The Committee reviewed the organization's performance for the 2013-2014 program year. It recognizes the tremendous efforts of the clubs and districts around the world to achieve record growth in membership and new clubs.
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> 2. The Committee received an update on the organization's strategic projects. It reviewed the proposed project paths that will be available upon the launch of the Revitalized Education Program in 2015, reviewed the competencies that will be learned through the program and discussed the progress of the project and communication plans.
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> 3. Toastmasters International is continuing its efforts to ensure that the organization is in compliance with applicable laws, regulations and business rules in the countries where it has a significant presence. This enables club and district leaders to conduct activities while complying with regulations and maintaining an appropriate legal structure. The Committee was briefed on work in progress in Australia, Canada, China, Ireland, Mexico, Singapore, Taiwan, Thailand and the United Kingdom.
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> 4. In 2013, the Developing Markets Board Committee determined the attributes that support the successful growth of Toastmasters in developing markets and recommended a series

of strategies and a process to support each market based on its unique characteristics. The Board directed staff to target Brazil as the first market to test the new process. The Executive Committee received an update on the project and is enthusiastic about the progress being made to create a local support team, analyze the market and develop a business plan to guide the efforts. When the model in Brazil is successful, the program will expand to include additional developing markets.

5. The Committee reviewed the progress of newly established district reformation committees, status of reformations in progress and reformation-related requests:
    - The Committee reviewed the status of reformation committees in Founder's District in Southern California and District 51 in Malaysia.
    - The Committee reviewed the status of reformations that will take effect on July 1, 2015.
        i. In District 41 in India, the Committee approved the assignment of number 98 to the southernmost portion of the reformed district and the northernmost portion will retain the number 41.
        ii. District 70 will reform and the new district been assigned the number 90.
    - The Committee approved requests to establish reformation committees in District 42, Alberta and Saskatchewan, Canada and District 4 in Northern California.
    - The Committee approved a proposal to dissolve the Yukon Alaska Territorial Council and attach the clubs in Alaska to District 32, Western Washington State and the clubs in the Yukon Territory to District 96, Northern British Columbia. The dissolution will take effect on July 1, 2015.

6. The Committee discussed a pilot program being conducted with districts 6, 56, 60, 77 and 78 in cooperation with World Headquarters. The program, when fully developed, has the potential to reduce districts' administrative burden and streamline financial flows and recordkeeping. The Committee expressed support for the pilot program and the potential development of an efficient district financial system that could be used by all districts in the future.

7. Led by Strategic Planning Committee Chair John Lau, DTM, IPIP, the Strategic Planning Committee continued its discussion from February regarding the structure of the Board. It reviewed input from a SWOT analysis conducted by the Board and discussed the most recent reports of the International Leadership Committee. The Committee recognizes the need to continue to discuss board structure. The Committee acknowledges the request from the International Leadership Committee (ILC) to consider modifying the international director nomination and election process to allow consideration of candidates without regard to region.

Pursuant to Policy 11.3, 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".

International President Yen adjourned the meeting at 3:30 p.m. on August 17, 2014.

The Board voted to accept and approve the recommendations and actions in the report.

STRATEGIC PLANNING COMMITTEE

Led by Strategic Planning Committee Chair John Lau, IPIP, DTM, the Strategic Planning Committee and Board of Directors participated in an environmental scan and conducted a SWOT analysis to set the foundation for the development of the 2015 Strategic Plan. High-level goals and supporting strategies were identified, which will form the basis of the plan components.

BOARD OF DIRECTORS

1. The Board reviewed recommendations submitted by the 2013-2014 International Leadership Committee (ILC) intended to strengthen the selection and election process for international officer and director candidates. The Board approved, by the required two-thirds vote, modifications to Policy 9.1: International Campaigns and Elections (attached) to address the following recommendations:
    - To be considered by the ILC, all candidates must conduct a self-assessment.
    - Assessments are also conducted by individuals who have worked with a candidate in previous roles. To increase assessment response rates, the assessment administrator is directed to follow up periodically. Further, when the ILC reviews assessment responses to open-ended questions, it is often unable to determine if overly positive or negative comments come from one individual or the collective. For clarification, assessment results will be modified to numerically identify responders while still providing anonymity.
    - In an election cycle, an individual may be considered for both the international director and region advisor roles. Because the context and questions are different, it is necessary for individuals to conduct a unique assessment specific to the role to be considered.
    - In previous years, through the assessment process, the ILC has recognized international director candidates that are better suited for the region advisor role, and vice versa. To ensure that the most qualified individuals are selected, policy now encourages collaboration between the ILC Chair and the Region Advisor Selection Committee Chair.
    - The deadline for officer and director candidates to declare intent was changed from October 15 to October 1.
    - Additional modifications were made to increase clarity.

2. The Board reviewed and approved, by the required two-thirds vote, several actions related to Policy 8.4: District Fiscal Management (attached):
    - In April 2014, the Board authorized the Chief Executive Officer, the Chief Operations Officer and Controller, collectively, to open and maintain bank accounts for districts. To clarify district use of these accounts, modification to policy was required.
    - In addition to its primary bank account, districts may open and maintain accounts for divisions, areas and conferences. Toastmasters International may be unaware of those accounts for several months, which can lead to inaccuracies in annual financial statements and reporting to the U. S. Internal Revenue Service. Policy now requires districts to report the new accounts within 30 days of being opened.
    - Modifications to Protocol 8.4: District Fiscal Management (attached) were approved that:
        - Require all districts to complete monthly account reconciliations.
        - Eliminate the practice of submitting accounts statements in lieu of point of sale receipts for reimbursements.
3. The Board concluded a year-long study into the effectiveness of the Region Advisor program. During this time, it conducted interviews with past region advisors, reviewed survey responses from the district leaders over the past three terms, considered recommendations from the Region Advisor Selection Committee and evaluated performance criteria. Policy 10.0: Region Advisor (attached) was modified, with Board approval by the required two-thirds vote, to reflect the following:
    - The Region Advisor Selection Committee will be comprised of two international directors, each serving a two-year term, and six past region advisors.
    - All candidates will be apprised of the selection process timeline upon confirmation of their application.
    - The role has been clarified to focus on marketing, club-building support, district success plan coaching and mentoring.
    - Region Advisors will serve for 15 months, from April 1 to June 30, instead of March 1 to June 30.
    - A Past Region Advisors Advisory Council will be established to strengthen the program by leveraging the past region advisors' experience and best practices.
    - A Region Advisor handbook of best practices will be developed through collaboration between the Council and World Headquarters and distributed to the Region Advisors appointed for the 2015-2016 program year.
4. In recent years, the organization has received increasing requests for the accommodation of virtual, or non-in-person, clubs. The Board directed World Headquarters to research the subject and present a recommendation in February 2015.
5. The Board received reports from three committees:
    a. Defining Club Quality
    The effectiveness of the Toastmasters program and the resulting member experience is dependent upon club quality. However, quality is inconsistent and is interpreted differently across the world. The Committee was tasked with identifying current practices that foster club quality, validating and qualifying the organization's current influencers of club quality: the Distinguished Club Program and the Moments of Truth, and creating a definition of club quality that is measureable and observable.

Based on its evaluation and assessment, the committee recommended the following:

- Changes to the DCP:
  - Require clubs to conduct Moments of Truth twice a year as a prerequisite for DCP eligibility.
  - Require clubs to complete the Club Success Plan as a prerequisite for DCP eligibility.
  - Incorporate all changes to the DCP, including those requested by other Board Committees and necessitated by the Revitalized Education Program for the program year 2016-2017 at the earliest.
- More than 88 best practices were identified by the committee. These qualitative practices will be included in the Moments of Truth, Club Officer Training and other club-building materials to reinforce consistency.
- A clear definition of club quality: 'Clubs that encourage and celebrate member achievement, provide a supportive and fun environment and offer a professionally organized meeting with variety demonstrate high quality. In those clubs, officers are trained in all aspects of club quality to ensure that members have access to a formal mentoring program, are provided evaluations that help them grow and are motivated to achieve their goals. '
- Assign Area Governors with direct responsibility to assist and support all clubs in their efforts to attain club quality standards.
- Club meeting frequency has an impact on quality; however, there is little data on the subject. Research must be conducted to understand the impact.

The Board voted to accept the recommendations report presented by the Defining Club Quality Committee and directed World Headquarters to study club frequency and provide analysis in August 2015.

b. Retention

Membership retention has not been a programmatic priority for Toastmasters International for many years. Increasing member retention has the potential to boost club strength, increase overall membership size and create a larger pool of potential leaders. The Committee was tasked with discussing the member experience, the factors that influence member retention and how these factors could be used to promote retention, and the potential of including member retention as part of club-level recognition.

Based on its evaluation and assessment, the committee recommends:

- Add a Distinguished Club Program requirement recognizing member retention
- Formalize mentoring
  - Clubs should assign a mentor to each new member
  - All members should have a mentor

- Enhance recognition for members, clubs and districts
  - Continuous membership (for individuals)
  - Consecutive years of successful retention (for clubs)
  - Consecutive years of successful retention (for districts)

- Evaluate dues payments
  - Consider annual dues payments
  - Enable member self-service online
    Consider long-term modification to dues calendar

The Board voted to accept the recommendations and report presented by the Retention Committee. It directed World Headquarters to study the feasibility of recommendations impacting member, club and district recognition and dues payments.

c. Leader Selection and Election

Leader selection is critical to the success of the organization at all levels. Given the work done by the Club and District Leader Competencies Committee, the next phase is to review and understand current selection and election processes, practices and policies, and determine how they can be enhanced to properly leverage the competencies and select better leaders more consistently and efficiently. The committee was tasked with:

- Reviewing the district nomination process and determining how it can be improved and how the district leader competencies can be properly assimilated into the process.
- Reviewing the district officer election and selection processes and determining how both can be improved.
- Determining what changes must be made to Governing Documents.

Based on its evaluation and assessment, the committee recommended:

- Revisions to Policy and Protocol:
  - Incorporate the concepts from Policy 9.1 International Campaigns and Elections into Policy 9.0 District Campaigns and Elections.
  - Revise Protocol 9.0 to incorporate specific dates to guide the nominations and elections processes.
  - Add a guideline to Protocol 9.0, 6. District Meetings, clarifying that district leaders running for office may continue to fulfill their obligations.
  - Modify the definition of "campaign mailing" in Protocol 9.0, 5. District Campaign Communications, to include any form of communication
  - Review 9.0, 5. D., I and II regarding the timing of the mailings.
- Revisions to District Administrative Bylaws, Article XI that provide specific deadlines for the district governor to receive the Nominating Committee report and distribute it to the district council.

- Extend the option to allow a member from outside the district, within the same region, to serve on the Nominating Committee.
- Change the name of the Nominating Committee to the District Leadership Committee.
- Revise the general district election and nominating committee resources:
  - Create reference guides similar to the *Speech Contest Rulebook*.
  - Create a district election e-learning training module.

The Board voted to accept the report presented by the Leader Selection and Election Committee. It directed World Headquarters to draft the necessary policy and protocol changes, and provide them to the Board for review at the February 2015 meeting.

CONCLUSION

International President Yen adjourned the meeting at 4:10 p.m., August 19, 2014.

Pursuant to Policy 11.3, 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."

Sally Newell Cohen
Secretary/Treasurer

Distribution: Board of Directors
Nonprofit General Counsel
Chief Executive Officer

Policy 9.1

International Campaigns and Elections

1. International Leadership Committee

A. The International Leadership Committee (ILC) is defined and described in Article VII, Section 3, nominations are governed by Article VIII, and elections are governed by Article IX, of the Bylaws of Toastmasters International.

B. The ILC evaluates the organization's internal leadership development program and provides recommendations for improvement to the Executive Committee.

C. ILC members are appointed by the International President-Elect in February for term of service beginning September 1 of the same year. International officers and directors may recommend appointees.

D. Three members of the ILC are past international presidents:

I. The past international president whose term as international president was completed 18 months prior to the February appointment serves as chair for one year.

II. The past international president whose term as international president was completed six months prior to the February appointment serves as vice-chair for one year and chair the following year.

III. One additional past international president is appointed by the International President-Elect to serve as a committee member for one year.

E. Vacancies in offices held by past international presidents may be filled by any past international president, except by the Immediate Past International President.

F. One member from each region serves a two-year term on the ILC. The member is a past international director or, if a past international director who is willing and able to serve cannot reasonably be found, a past district governor.

G. Subject to Executive Committee approval, the International President-Elect may remove a committee member (the Executive Committee may also remove a committee member), grant a committee member a leave of absence, and fill a vacancy.

H. Region advisors, district leaders (including the immediate past district governor), and campaign managers or other lead members of an international officer or director candidate campaign team do not serve on the committee.

I. A committee member may not be a candidate for international office for one year after leaving the ILC nor serve two consecutive terms.

J. Committee members may be reappointed only after a two-year absence from the committee, with the exception that a vacancy of one year or less may be filled by a committee member whose full term expired within the prior two years.

K. The ILC nominates at least one and no more than two candidates for International President-Elect, First Vice President, and International President if there is no one to succeed to that position.

L. The ILC nominates at least two and no more than three candidates for Second Vice President.

M. The ILC nominates at least two and no more than three candidates for the open international director positions with the exception that one candidate may be nominated if another willing and able candidate cannot reasonably be found.

N. The chair of the ILC has the following duties and responsibilities:

I. The chair schedules committee meetings, orients new committee members, develops and communicates meeting agendas and the meeting calendar, sets expectations for communication among committee members, and ensures that committee activities are carried out in a timely and appropriate way.

II. The chair organizes communication with candidates, ensures candidates are given full and fair consideration, and develops the timetable and expectations for candidate interviews.

III. The ILC chair upholds leadership attributes and provides feedback to the Executive Committee, through the International President, regarding the ILC process and leadership development.

O. International Leadership Committee members are fair and open-minded.

I. Their responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study candidate materials, review survey results, conduct candidate interviews, listen to reports from other committee members, make informed decisions, suggest or recruit qualified candidates until nominations are announced, and seek ways to improve leadership development.

II. ILC members request reimbursement for telephone calls or other reasonable expenses within 30 days after the end of their term.

P. International officer and director candidates may be self-declared candidates. The committee may receive names of qualified candidates or seek them out.

Q. If a nominated candidate withdraws, the committee may nominate a replacement.

2. Candidate Assessment

A. Each officer and director candidate's competencies will be assessed by leaders who served with them in previous Toastmasters roles. The assessment will be administered each November by a professional assessment firm. ~~The results will be provided to the ILC Chair and to each candidate.~~

I. All candidates being considered by the ILC must complete a self-assessment.

II. An assessment will be administered each time a candidate is considered for any role.

III. The results will be provided to the ILC Chair and to each candidate**.**

IV. The ILC Chair may discuss candidates and assessment results as appropriate with the Chair of the Region Advisor Selection Committee.

B. For second vice president candidates, the assessment tool is sent to:

I. International officers who served while the candidate was an international director

II. International directors who served while the candidate was an international director

III. The region advisor from the same region who served while the candidate was an international director

IV. The candidate

C. For first vice president and international president-elect candidates, the assessment tool is sent to:

I. International officers who served while the candidate was an international officer and international director

II. International directors who served while the candidate was an international officer and international director

III. The region advisor from the same region who served while the candidate was an international director

IV. The candidate

D. For international director candidates, the assessment tool is sent to:

I. The region advisor (or the international director if there was no region advisor), lieutenant governor education and training (LGET), lieutenant governor marketing (LGM), immediate past district governor (IPDG), district treasurer and division governors who served while the candidate was district governor (DG)

II. The region advisor (or the international director if there was no region advisor), district governor, LGM and IPDG who served while the candidate was LGET

III. The region advisor (or the international director if there was no region advisor), district governor, LGET, IPDG and public relations officer who served while the candidate was LGM

IV. The candidate

3. Nominee Selection

A. Candidate interviews follow the timing, quantity, and schedule determined by the chair. Interviews are based on consistent interview questions developed by the committee.

B. Committee members take into account assessment results, interviews, input from current and past leaders and other Toastmasters members, and candidate materials during their selection process.

C. Each ILC member votes to nominate one candidate for International President-Elect, First Vice President, and International President if necessary and two different candidates for Second Vice President.

D. If at least one-third of the committee members requests that a second or third candidate be nominated, each committee member may vote for as many candidates as are nominated.

E. Committee member votes are confirmed in writing.

F. To be nominated, a candidate must receive votes from at least a majority of the committee members.

G. The chair participates in discussions about candidates and votes for each nomination.

4. Nomination Results

A. Once the candidates have been selected for nomination, the chair notifies nominated candidates and confirms their acceptance of the nomination. Candidates must verify their acceptance in writing to the chair.

B. The chair notifies unsuccessful candidates.

C. Candidate assessment results are only provided to the ILC and each respective candidate. Candidates must agree to maintain the confidentiality of their results before receiving them.

D. All other candidate interview information is confidential, and the entire deliberative process of the ILC is confidential. Breaches of ILC confidentiality by anyone are subject to appropriate disciplinary action.

E. All documentation, files, and reports are kept by World Headquarters for five years.

5. Schedule

Date	Action
September 1	Call for candidate declarations.
October 1~~5~~	Deadline for officer and director candidates to declare intent ~~to be included in the assessment process~~.
~~November 1~~**October 15**	Officer and Director Candidate Assessment conducted **for declared candidates**. **Subsequent assessments shall be conducted for candidates sought by the ILC.**

Date	Action
February 15	ILC announces officer candidates by this date, when practicable. Floor candidates for officer positions may declare intent after ILC results have been announced.
April 15	ILC announces director candidates by this date, when practicable. Floor candidates for director positions may declare intent after ILC results have been announced.
At least 60 days prior to Annual Business Meeting	ILC nominations are published in the *Toastmaster* magazine and on the Toastmasters International website.

6. Announcement of Candidacy and Distribution of Campaign Materials

A. Candidates may submit a Letter of Intent to World Headquarters confirming their intention to run for office after the close of the Annual Business Meeting by submitting a Letter of Intent to World Headquarters.

I. A Letter of Intent must be on file with World Headquarters before a candidate may engage in public campaign activities. Campaign materials may not be distributed until after the close of the convention.

II. By signing the Letter of Intent, the candidate acknowledges having read and understood the campaign policies and takes responsibility for the conduct of supporters.

III. A Letter of Intent, biographical information, and a photograph must be received at World Headquarters no later than October 1~~5~~ for international officer and director candidates ~~to be included in the assessment process~~.

B. Eligible candidates who have not been nominated by the ILC may run from the floor at the Annual Business Meeting under Article VIII, Section 3, of the Bylaws of Toastmasters International.

I. A Letter of Intent for the candidate must be on file with World Headquarters.

II. If a Letter of Intent for a floor candidate is on file, a competing nominated candidate shall be considered opposed.

7. International Campaign Communications

A. Candidates for second vice president and international director may only visit clubs, districts, and district leaders within their declared home region.

B. Candidates may produce**,** distribute and post audio, video, and electronic materials, but may not play them at district conferences or at the International Convention. Only the candidate and the candidate's representatives may distribute such materials.

C. A campaign mailing is any message, unsolicited by the recipient, which promotes or publicizes a candidate. Candidates shall only send two mailings:

I. International officer candidates send the first mailing between October 1 and November 1; international director candidates send the first mailing between October 1 and December 1.

II. Both international officer candidates and international director candidates send the second mailing between July 1 and the election at the Annual Business Meeting.

D. Unsolicited subscriptions to information by or about a candidate are not permitted.

E. Communications by the district in connection with a candidate's presentation at a district conference and internal communications among campaign team members are not considered campaign mailings.

F. World Headquarters provides contact information to a candidate only after having received the candidate's Letter of Intent.

I. The contact information is of the Board, region advisors**,** past international presidents, past international directors, immediate past district governors, district governors and lieutenant governors.

II. The contact information may only be used for campaign purposes.

G. Second vice president and international director candidates or their representatives may contact district governors and lieutenant governors by email, no more than two times, to schedule a phone call. This email is not considered a campaign mailing and shall not contain any campaign material. However, no candidate for second vice president or international director nor their representatives may place unsolicited calls to district governors or lieutenant governors outside the candidate's district during the month of June. Calls among campaign team members are permitted.

H. A Candidates' Corner shall be included on the Toastmasters International website. Candidate information may include a photograph, profile, website address, email address, and telephone number for contact purposes.

I. Information about officer and director candidates who have submitted their Letters of Intent and biographical information by October 1~~5~~ are placed on the Toastmasters International website Candidates' Corner by November 1.

II. ~~Candidates who submit their materials after October 15 are placed on the website as soon as practicable after receipt of the information.~~ **Information about officer and director candidates who are sought by the ILC is placed on the website as soon as practicable after receipt of the information.**

III. Only nominated candidates as determined by the ILC remain on the Candidates' Corner after the committee's report has been announced.

IV. Floor candidates are not included in the Candidates' Corner after the Committee's report has been announced.

I. Only nominated candidates, as outlined above, appear in the Toastmasters International Candidates' Brochure. Floor candidates do not appear in the brochure.

J. Floor candidates have the same opportunities as nominated candidates with the exception of inclusion in the *Toastmaster* magazine, Candidates' Corner on the Toastmasters International website and in the Candidates' Brochure.

K. A candidate may have a website to promote his or her candidacy.

   I. It must stand alone and have its own URL.

   II. A candidate's website may be linked or referenced only on the candidate's home club website, the Candidates' Corner on the Toastmasters International website, and in campaign mailings made by the candidate.

   III. A blog may be included on a candidate's website. Automatic notices are allowed.

L. A candidate may create campaign profiles on social media for the purpose of promoting his or her campaign.

   I. Campaign profiles must be separate from existing social media profiles that the candidate has.

   II. Candidates may link from existing social media profiles to their campaign profiles and campaign website. Candidates may link from their campaign social media profiles to their campaign website.

   III. Candidates may not use their non-campaign profiles for campaigning. Only the campaign profile may be used.

M. Candidate websites and social networking campaign profiles of both successful and unsuccessful candidates are removed within 10 days following the election.

N. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites including social networking sites.

O. A candidate may use Toastmasters trademarks on campaign materials and websites, only after the candidate's Letter of Intent and biographical information has been received by World Headquarters. Use of the trademarks on any other items requires the written permission of the Executive Director.

8. International Candidate Endorsements

A. Photographs, audio, video, and electronic representations in all campaign material and displays, the candidate's website, and the candidate's campaign social networking profiles ~~are limited only to the candidate~~ **may be of the candidate only; no other persons are permitted**. All quotes and testimonials in candidate campaign materials, displays, and on websites must have the written permission of those being quoted.

B. District governors, lieutenant governors, region advisors, and international officers and directors must not take any action to endorse or to officially support any international officer or director candidate, including with photographs or quotes, or by placing a candidate's name in nomination. They are permitted to respond to the assessment tool and to questions from the ILC.

C. Campaign materials for international officer and director candidates may be displayed in a Candidates' Corner at district conferences and the International Convention. Candidates or their representatives are responsible for the delivery, set-up, and removal of materials. Campaign materials may not be distributed at any other location.

D. No candidate or candidate's representative may host a hospitality suite. A hospitality suite is defined as a room where refreshments are provided and attendance is open to any member.

E. If a district or region hosts a hospitality suite, no candidate or candidate's representative, may give contributions or engage in political activities in the suite.

F. A candidate may have a room for storing material and meeting with campaign workers, but the room may not be used for solicitation of votes.

9. International Campaigns in Districts

A. International director candidates, or their representatives, may present at district events only within their region. Candidates receive equal opportunity, with allotted time defined by the district governor. International director candidates may participate in other home district activities except the district nominating committee.

B. International officer candidates, or their representatives, do not deliver a campaign speech at district events. Unopposed international officer candidates may give an educational presentation. International officer candidates may participate in other home district activities except the district nominating committee.

C. District publications and websites that include information written by or about candidates must not be distributed beyond their regular distribution list. District publications and websites may not contain advertisements about candidates and may not contain articles or notices about candidates from outside the district.

10. International Campaign Violations

A. Candidates are responsible for ensuring campaign supporters are familiar with campaign policies and understand that violation of policy subjects candidates to ramifications:

I. A level-one violation is a correctable, minor infraction.

a. The violation is investigated by the Executive Director. If the Executive Director cannot resolve the matter, it is turned over to the Executive Committee.

b. The candidate is educated and informed. When the matter is resolved, there are no further ramifications.

II. A level-two violation is one involving the election process or a continuing violation.

a. The Executive Committee investigates a level-two violation or assigns the investigation to the Executive Director staff.

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

III. A level-three violation is one of campaign ethics.

a. A level-three violation is investigated by the Executive Committee, which may delegate it to the Executive Director staff.

b. Ramifications may include any or all penalties for level-two violations, a request for the candidate to withdraw from the race, and, in the most severe cases, removal from good standing or other disciplinary action which may disqualify the candidate.

B. The Executive Committee's decisions are final. A candidate may not request that the Board modify or overturn the Executive Committee's decision, nor may the candidate contact Board members for the purpose of appealing that decision.

11. International Proxies and Credentials

A. Proxies are defined in Article X, Section 2 of the Bylaws of Toastmasters International.

B. Annual Business Meeting proxies are available to clubs no later than July 10.

C. When amendments to the Bylaws are to be voted on, there is a method in the proxy process for a club to indicate how it wishes its votes to be cast.

D. A credentials chair and two vice-chairs are appointed by the International President:

I. The appointees are current or past Board members.

II. A person may be reappointed as chair after a three-year interval.

III. Appointees are responsible for the operation of the credentials process preceding the Annual Business Meeting.

12. International Candidates' Showcases

A. At the International Convention, a Candidates' Showcase occurs before the Annual Business Meeting for presentations by all international officer and director candidates.

B. Prior to the International Convention, the International President appoints directors to serve as chair and co-chair of the Candidates' Showcase. Other directors are assigned as needed.

C. Each candidate is limited to a two-minute presentation, and the chair interviews the candidate based on questions submitted by district leaders and members of the Board of Directors.

D. The presentation schedule, with the names of all nominated and known floor candidates for international office, is prepared by World Headquarters.

E. There is no census or poll taken of the delegates at a Candidates' Showcase.

13. Voting by Mail

A. The circumstances for holding an election by mail vote are stated in Article IX, Section 4 of the Bylaws of Toastmasters International.

B. The tentative process for conducting an election by mail vote is described in protocol, and such protocol shall be modified as needed and adopted as policy by the Board of Directors at such time as a mail vote is held.

Policy 8.4

District Fiscal Management

1. District financial management is governed by Article XII, Section 2 of the Bylaws of Toastmasters International and by Article XII, Section (a) of the District Administrative Bylaws, which includes requirements for transfers of funds from Toastmasters International to the district. From the membership dues collected by World Headquarters, the Board of Directors makes funds available for district activities.

    A. These funds include the amounts available in the respective district reserve accounts.

    B. They include $18.00 annually computed and available at the rate of $9.00 semiannually for each member for whom membership dues are received within the district.

    C. They include $1.50 per month for each member from whom prorated membership dues are received within the district, but no more than $9.00 every six months.

2. All district funds, regardless of source, are Toastmasters International funds and are to be used to carry out the Toastmasters International and district missions.

3. The district governor, at least one lieutenant governor, and treasurer shall have signatory authority on all accounts established by the district **and those established on behalf of the district by Toastmasters International**, including any division**,** ~~and~~ area, **and conference** accounts. Alternate signers are permissible only if approved by the Toastmasters International Executive Committee.

4. If authorized by the district and included as part of the district budget, a division**,** ~~or~~ area, **or conference** is allocated funds and has its own budget.

    A. Division**,** ~~and~~ area, **and conference** financial activity is subject to the supervision of the district governor and must be included in the quarterly treasurer's reports, mid-year audit, and year-end audit.

    B. Monthly division**,** ~~and~~ area, **and conference** financial activity reports, showing variances with explanations, must be provided to the district governor and lieutenant governors within 30 days of the end of the month.

    C. Funds in division**,** ~~and~~ area, **and conference** bank accounts are owned by the district and by Toastmasters International. The administration of division**,** ~~and~~ area **and conference** funds shall follow the same rules as district funds.

5. The Executive Director withholds district funds as needed and, with the approval of the Executive Committee, assumes financial control of a district.

Protocol 8.4

District Fiscal Management

1. District Funds

A. In order of priority, district funds are used for district and club leader training, club growth and retention, supporting clubs in their membership growth efforts, the promotion of Toastmasters International educational programs within clubs, district communications, administrative materials, awards and recognition items, district leader travel, district meetings, and speech contests conducted by the district.

B. District funds shall not be used for other meetings outside the district nor for membership and club dues or fees. In addition, district funds may not be donated to any charitable fund, including the Ralph C. Smedley Memorial Fund.

2. District Financial Records

A. All district funds, bank statements, canceled checks, and other financial records are the property of the district and of Toastmasters International.

B. Such funds and records are delivered to the new district treasurer or new district governor no later than July 1 of the new district program year under Article XII, Section (b) of the District Administrative Bylaws.

C. The outgoing district treasurer and the outgoing district governor retain copies of any records necessary to complete the district year-end audit. Any funds, statements, or other financial documents received after July 1 are given immediately to the new district treasurer or new district governor.

3. District Reserve Account

A. During the final months of the program year, the district reserve account balance shall remain equal to or greater than 25% of that district's membership-dues income for the prior year.

B. District reserve accounts are only available for funds requisitions or supply orders when the following requirements have been fulfilled:

I. A list of all elected and appointed district leaders, the district signature form for withdrawal of district funds, a bank-provided list of authorized signers for all district accounts, a calendar of district events for the year, and changes in club assignments to areas and divisions are received at World Headquarters by July 15.

II. The year-end audit for the preceding district year and financial records for January 1 through June 30 are received at World Headquarters by August 31.

III. The district budget is received at World Headquarters by September 30.

IV. The Treasurer's Report for the period of July 1 through September 30 is received at World Headquarters by October 31.

V. The mid-year audit and financial records for the period of July 1 through December 31 are received at World Headquarters by February 15.

VI. The Treasurer's Report for the period of July 1 through March 31 is received at World Headquarters by April 30.

VII. A list of assets must be signed by the immediate past and current district governors and submitted to World Headquarters by August 31 of each year.

VIII. Account reconciliations must be completed in the online district accounting system within 30 days of each month end.

4. Financial Controls

A. The estimated district budget must be signed by the district governor, lieutenant governors and treasurer.

B. District checks must be signed by the district governor and treasurer. Checks made payable to the district governor or treasurer must be signed or approved in advance in writing by a lieutenant governor. **Alternate signers are permissible only if approved by the Toastmaster International Executive Committee.**

C. District treasurer's reports must be provided at each district executive committee and district council meeting.

D. District treasurer's reports must be submitted monthly to the district governor and lieutenant governors and quarterly to World Headquarters within 30 days after the end of the month.

E. All district expenses must be supported by receipts or documentation and be allocated to a budget line item at the time the expense is incurred.

F. All expense reimbursement claims must be approved by the district governor. The district governor's reimbursement claims must be approved by a lieutenant governor.

G. A single expenditure in excess of $500 must be authorized in advance in writing by the district governor and at least one lieutenant governor, in consultation with the district treasurer.

H. **Itemized point-of-sale** ~~R~~receipts are required for all reimbursements. **Credit card statements and bank statements are not receipts. When no receipt is available**~~If no receipt is included~~, a detailed explanation of the expenditure is required to be considered for reimbursement. Mileage reimbursements require documentation consisting of the travel date, distance, and travel purpose.

I. Reimbursement by a district must be made within 60 days after receipt of an authorized reimbursement request. Reimbursement requests must be made within 60 days of incurring the expense and by July 31 for expenses incurred in June.

J. Comingling of district funds with funds in personal accounts, club accounts, or any other accounts is prohibited.

K. District audits account for all district income and expenses. All district bank accounts and funds are included in the district budget and audits, including any accounts held at the division**,** ~~and~~ area, **and conference** level. All outstanding liabilities and obligations are recorded as part of the mid-year and year-end audits.

L. The financial duties of district officers and other financial controls are also set forth in Articles III, VIII, IX, XI, and XII of the District Administrative Bylaws.

5. District Budget

A. The district governor, lieutenant governors, and treasurer prepare the district budget between June 1 and August 31.

B. Under Article XI, Section (a) of the District Administrative Bylaws, the district executive committee gives preliminary approval to the district budget and the district governor submits the budget to World Headquarters between September 1 and September 30.

C. The district executive committee presents the district budget for approval between August 1 and December 1 at the district council meeting.

D. The district executive committee provides copies of the budget prior to or at the district council meeting.

E. If the district council makes any amendments to the budget after it is submitted to World Headquarters, the amended budget is submitted to World Headquarters within 30 days.

F. A district's budget must match the District Success Plan.

G. District budget expenses shall be limited as follows:

Category	Limit
~~Membership and club extension~~ **Marketing**	no budget limit
Communication and public relations	maximum 25 percent of total budget
~~Officer training~~ **Education & training**	maximum 30 percent of total budget
Speech contest~~s and awards~~	maximum 10 percent of total budget
Administration	maximum 20 percent of total budget
Travel	maximum 30 percent of total budget
Other	maximum 10 percent of total budget
Conference	**no budget limit***
District Store	**no budget limit***
Fundraising	**no budget limit****

***This category should break even**
****Fundraising revenue should exceed expenses**

Districts may request a one-year increase in the maximum limit for travel. The Executive Director will only approve the request if it is determined that the increase is the best solution to support the district mission.

6. District Audit

A. Between July 1 and November 1, the district governor appoints a district audit committee for the mid-year audit.

B. Between January 1 and February 15, the treasurer provides the mid-year Treasurer's Report for the period of July 1 through December 31 to the district audit committee, which presents the report to the district executive committee for approval. Once approved, the audit committee or treasurer submits the mid-year audit report and financial records to World Headquarters by February 15.

C. Between March 1 and June 1, at the district council meeting, the district executive committee presents the mid-year audit.

D. Between July 1 and August 31, the treasurer provides the year-end Treasurer's Report for the period of July 1 to June 30 to the district audit committee, which presents the report to the district executive committee for approval. Once approved, the audit committee or treasurer submits the year-end audit report and financial records to World Headquarters by August 31.

E. Between August 1 and December 1, at the district council meeting, the district executive committee presents the district audit for the prior twelve months ending June 30.

F. Financial records include, but are not limited to, canceled checks, bank statements, paid invoices, and cash receipts and disbursement journals.

G. The district executive committee provides copies of the audit prior to or at the

district council meeting.

H. The audit committee's composition, functions, and deadlines are further described in Article XI, Section (c) of the District Administrative Bylaws.

7. Electronic Payments, Cash Advances, and Debit Cards

A. Checks are the preferred method of payment for district obligations.

B. Debit cards may be used as a method of payment for district obligations. Only the district governor or treasurer may use such cards. Payments made by the district governor must be authorized in advance in writing by the treasurer and at least one of the lieutenant governors. Payments made by the treasurer must be authorized in advance in writing by the district governor and at least one of the lieutenant governors.

C. Where payment by check or debit card is not possible, electronic funds transfer or other similar forms of payments may be used. These types of transactions may only be conducted when approved in advance by the Executive Director.

D. Cash advances for budgeted district expenses (limit $100) may be extended so that members need not spend personal funds on behalf of the district.

All advances must have prior written approval from the district governor and treasurer, or a lieutenant governor and treasurer if the advance is for the district governor. Receipts must be submitted to the treasurer and the advance reconciled within five business days.

8. Other District Expenses

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

Expenses that are essentially personal gifts must provide no more than "incidental private benefit" and must have a reasonable relationship to activities that directly support the mission. Examples are tokens of appreciation, expressions of sympathy and modest incentives. These items are appropriate if they promote goodwill and a positive atmosphere for the delivery of the Toastmasters program, but must never be lavish or excessive.

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

Category	Examples
Tokens of Appreciation	• Thank You cards • Flowers up to $25 • Toastmasters gift certificates • Toastmasters products • Gifts up to $25
Expressions of Sympathy	• Sympathy cards • Flowers up to $25
Incentives	• Toastmasters products • Toastmasters gift certificates • Registration (i.e., Conference, TLI)

Region Advisors

1. Region Advisor (RA) Selection Committee

A. ~~Each year, one Region Advisor (RA) per region will be appointed by the Board of Directors, after considering nominees recommended by the RA Selection Committee.~~

A. ~~B.~~ The RA Selection Committee is composed of:

I. One international officer, who serves as chair, appointed by the International President.

II. ~~Four~~ **Two** international directors appointed by the International President. **Each member will serve a two-year term. For each year, one member will be a first-year international director and one will be a second-year international director.**

III. ~~Three~~ **Six** past **RAs** ~~region advisors~~ appointed by the International President-Elect with the approval of the Executive Committee. Potential committee members may either self-identify or be identified by the International President-Elect.

IV. **Applicant** ~~Nominee~~ selection will be informed by the results of district leader evaluations of each person's service as RA.

V. **The RA Selection Committee Chair may discuss candidates and assessment results as appropriate with the International Leadership Committee Chair.**

~~C.~~ **VI.** Past **RAs** ~~region advisors~~ serving on the RA Selection Committee are required to follow the confidentiality standards of the Board of Directors.

2. Selection

A. Each year, one RA per region will be appointed by the Board of Directors, after considering ~~nominees~~ **applicants** recommended by the RA Selection Committee.

B. Applicant Assessment

I. Each RA applicant's competencies will be assessed by leaders who served with them in previous Toastmasters roles. The assessment will be administered each November by a professional assessment firm. The results will be provided to the RA Selection Committee and to each applicant. An assessment will be administered each time an applicant is considered.

II. The assessment tool is sent to:

a. The international director, region advisor (if there was a region advisor), lieutenant governor education and training (LGET),

lieutenant governor marketing (LGM), immediate past district governor (IPDG), district treasurer and division governors who served while the applicant was district governor (DG)

b. The international director, region advisor (if there was a region advisor), district governor, LGM and IPDG who served while the applicant was LGET

c. The international director, region advisor (if there was a region advisor), district governor, LGET, IPDG and public relations officer who served while the applicant was LGM

d. The applicant

~~2.~~3. Position

A. RAs ~~consult with district leaders to help them achieve the district mission~~ **support district leaders in their efforts to fulfill the district mission. Specifically, the RA:**

I. Provides marketing support and expertise that expands the districts' capacity to grow clubs and grow membership

II. Leverages their experience and success as a Toastmasters leader to help the district governor and lt. governors develop as leaders, identify future leaders and create a succession plan

III. Coaches the district leaders to achievement by assessing each District Success Plan and mentoring to optimize individual performance

IV. Establishes a trusting relationship through frequent and consistent communication.

B. RAs are members in good standing who have served 12 consecutive months as a district governor~~, lieutenant governor, or a combination thereof or have demonstrated marketing expertise applicable to Toastmasters International.~~

C. RAs report to the International President through World Headquarters.

D. RA vacancies are filled by the International President, with ratification by the Executive Committee, to complete the remainder of the term. The International President may grant a temporary leave of absence in appropriate circumstances.

~~3.~~4. Term of Service

A. The RA term lasts for ~~16~~ **15** months: ~~March~~ **April** 1 through June 30 of the following year. RAs must apply for each term and may serve no more than two consecutive terms. There is no limit on nonconsecutive terms.

B. An RA may not campaign for, be elected to, or be appointed to any district office or role while serving as an RA.

C. An RA may not be, or campaign on behalf of, an international officer or director candidate while serving as an RA. An RA may not stand for election at the Annual Business Meeting in the same year in which their RA term ends.

D. An RA may resign in writing to the Executive Director or the International President.

E. An RA may be removed from service at any time, with or without cause, by the Executive Committee.

Minutes of the Toastmasters International Annual Business Meeting
Kuala Lumpur, Malaysia
August 23, 2014

The meeting was called to order by International President George Yen, DTM, at 12:30 p.m. on Saturday, August 23, 2014.

Chair Yen announced the following appointments:

- Timers – Shel Ling Chew, DTM, Clubs 5058 and 1204295 and Peng Yew Yoon, DTM, Clubs 7675 and 9699
- Credentials Committee Chair – Past International President Gary Schmidt, DTM
- Credentials Committee Vice Chairs – Past International President Gavin Blakey, DTM and Past International President Jana Barnhill, DTM
- Supervising Director – International Director Lori Lococo, DTM
- Parliamentarian – Past International Director Bill Woolfolk, DTM

Credentials Committee Chair Schmidt reported as follows: A total of 19,118 ballots were accredited, representing 9,484 of the 15,011 eligible clubs, with two votes each, and 150 of the 331 eligible delegates at large were present, each with one vote. The Chair declared a quorum to be present.

Parliamentarian Woolfolk explained the procedural rules prescribed by the Board of Directors for the election of three officers for the 2014–2015 term and of seven directors for the 2014–2016 term. Woolfolk also provided directions for delegates on the casting of ballots.

Past International President, Pat Johnson, DTM, Chair of the 2013–2014 International Leadership Committee, presented the Committee's report.

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

Candidate	Office	Ballot 1	Ballot 2
Jim Kokocki , DTM	International President-Elect (uncontested)	1	
Mike Storkey, DTM	First Vice President (uncontested)	1	
Balraj Arunasalam, DTM	Second Vice President	13,410	
George Thomas, DTM	Second Vice President	4,892	
Gloria Shishido, DTM	International Director Region 2 (uncontested)	1	
Mary Swanson, DTM	International Director Region 4	5,202	
George Volz, DTM	International Director Region 4	6,812	9,044

Joan Watson, DTM	International Director Region 4	6,136	9,222
Norma Domey, DTM	International Director Region 6	3,888	
Ross Mackay, DTM	International Director Region 6	14,517	
Richard Furbush, DTM	International Director Region 8 (nominated by the ILC; withdrew prior to election)	0	
Matt Kinsey, DTM	International Director Region 8	6,551	
Dennis E. Wooldridge, DTM	International Director Region 8	12,436	
Ede Ferrari-D'Angelo, DTM	International Director Region 10	12,536	
Charley Patton, DTM	International Director Region 10	5,892	
Kaylene Ledgar, DTM	International Director Region 12	6,116	7,619
Charlie Starrett, DTM	International Director Region 12	8,127	11,014
Ross Wilkinson, DTM	International Director Region 12	4,503	
Ritchie Chong, DTM	International Director Region 14	5,194	
Patrick Oei, DTM	International Director Region 14	13,580	

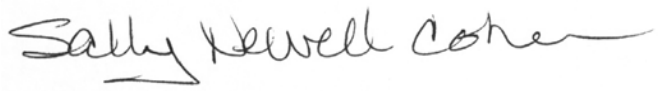
For the three uncontested offices it was moved and seconded that a secret ballot be dispensed with and a single ballot cast.

Chair Yen announced that Kokocki, Storkey and Arunasalam had been elected International President-Elect, First Vice President and Second Vice President respectively, for 2014–2015.

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 2014 Annual Business Meeting, (30022 votes), the 1% minimum requirement for any such proposal to be submitted for consideration at the 2015 Annual Business Meeting is 300, representing 150 clubs or 300 delegates at large, or any combination of those two voting memberships.

Chair Yen also announced the following candidates elected as international director for the term of 2014–2016: Shishido, Watson, Mackay, Wooldridge, Ferrari-D'Angelo, Starrett and Oei.

There being no further business to come before the 83rd Annual Business Meeting, it was adjourned at 3:15 p.m.



Sally Newell Cohen
Secretary/Treasurer

Distribution: Board of Directors
Nonprofit General Counsel
Executive Director