



**Minutes of the 2019-2020 Board of Directors Teleconference  
October 30, 2019**

The 2019-2020 Toastmasters International Board of Directors convened from October 30, 2019, with International President Deepak Menon, DTM, presiding. The officers and directors present were: Richard E. Peck, DTM; Margaret Page, DTM; Matt Kinsey, DTM; Lark Doley, DTM; Sudha Balajee, DTM; John Lesko, DTM; Joan T. Lewis, DTM; Larry Marik, DTM; Stefano S. McGhee, DTM; TK O'Geary, DTM; Carol Prahinski, DTM; Mohamad A. Qayoom, DTM; Aletta Rochat, DTM; Naomi Takeuchi, DTM; David Templeman, DTM; Tuire Vuolasvirta, DTM; Susan Zhou, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Digital and Information Officer Sam Farajian, Marketing and Communications Director John Lurquin, Club Quality and Member Support Director Danielle Mitchell, District Growth and Support Director Jonathan Lam, Training Director Kate Rynerson-Wingrove, Secretary Angela Mennenga, and Executive Services Manager Mona Shah were also present. Anthony J. Longley, DTM was absent.

1. The Board reviewed and accepted the agenda as presented.
2. The Board received the report (attached) of the October 16, 2019 Executive Committee meeting as presented by International President-Elect Peck. The Board discussed and adopted the Committee's recommendation as presented in item #4. The other items were considered subsequently and separately by the Board.
3. The Board received an update on the organization's performance.
4. The Board received an update from the following Board Committees: Club Leadership Roles and Responsibilities Committee, District Excellence Committee, Region Advisor Selection Committee, and the Disciplinary Committee.

**HIGHLY CONFIDENTIAL**

5. The Board reviewed and accepted the Audit Committee's recommendations as presented in the Audit Committee's September 20, 2019 minutes (attached).



As there was no other business on the agenda, the meeting was adjourned.

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” or “highly confidential.”

A handwritten signature in black ink, reading 'Angela Mennenga', is written in a cursive style.

Angela Mennenga  
Secretary

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



## Minutes of the 2019-2020 Executive Committee Teleconference October 16, 2019

The 2019-2020 Executive Committee convened on October 16, 2019, with International President Deepak Menon, DTM, presiding. The other officers present were: International President-Elect Richard E. Peck, DTM; First Vice President Margaret Page, DTM; Second Vice President Matt Kinsey, DTM; and Immediate Past International President Lark Doley, DTM. Secretary Angela Mennenga and Executive Services Manager Mona Shah were also present. Chief Executive Officer Daniel Rex was absent.

1. The Committee received an update on the organization's performance.
2. The Committee received an update from the following Board Committees: Club Leadership Roles and Responsibilities Committee, District Excellence Committee, Region Advisor Selection Committee, and the Disciplinary Committee.

### HIGHLY CONFIDENTIAL

3. The Committee ratified International President Menon's proposed appointment of members to the 2020 International Disciplinary Committee by unanimous consent.

Pursuant to Policy 11.4: Board of Directors Committees, Past International President Jana Barnhill, DTM, serves as Chair and Past International President Jon Greiner, DTM, serves as Co-chair. The 2020 International Disciplinary Committee members are:

Chair	Jana Barnhill, DTM, PIP	Through Dec. 2020
Co-Chair	Jon Greiner, DTM, PIP	Through Dec. 2020
Member	Steve Chen, DTM, PID	Through Dec. 2021
Member	Pamela Christopher, DTM, PID	Through Dec. 2020
Member	Kevin Doyle, DTM, PID	Through Dec. 2020
Member	Bruce Frandsen, DTM, PID	Through Dec. 2021
Member	Wendy Harding, DTM, PID	Through Dec. 2020
Member	Pamela McCown, DTM, PID	Through Dec. 2021
Member	Mary Russell, DTM, PID	Through Dec. 2021
Member	Alan Shaner, DTM, PID	Through Dec. 2020

4. The Committee reviewed and discussed the proposed amendments to Policy 9.1: International Campaigns and Elections relating to identifying conflicts of interest for the members of the International Leadership Committee. The Committee recommends that the Board adopt the amendments to Policy 9.1: International Campaigns and Elections (attached), effective immediately.



5. The Committee reviewed the signers on district accounts as submitted by each district on the District Signature Form for Withdrawal of District Funds. The following signature forms from the respective districts were approved:

Districts F – 1	Districts 3 – 5
Districts 7 – 8	Districts 10 – 19
Districts 21 – 26	Districts 28 – 33
District 35	Districts 37 – 38
Districts 40 – 42	Districts 44 – 48
Districts 50 – 52	Districts 54 – 58
Districts 60 – 62	District 64
Districts 66 – 76	District 78
Districts 81 – 83	District 86
District 88	District 90
Districts 92 – 93	Districts 96 – 103
Districts 114 – 115	

6. The Committee reviewed and discussed potential modifications to the Accredited Speaker Program. The Committee requested World Headquarters conduct further research and provide information at the November Executive Committee Meeting.

As there was no other business on the agenda, the meeting was adjourned.

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.”

Angela Mennenga  
Secretary

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

## International Campaigns and Elections

### 1. Schedule

Date	Action
September 1	Call for candidate declarations.
October 1	Deadline for International Officer and Director candidates to declare intent.
October 15	Officer and Director Candidate Assessment conducted for declared candidates. Subsequent assessments shall be conducted for candidates sought by the ILC.
April 15	ILC announces International Officer and Director candidates by this date, when practicable. Floor candidates, who have completed the ILC evaluation process, for Officer or 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 <i>Toastmaster</i> magazine and on the Toastmasters International website.

### 2. 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 a term of service beginning in August of the same year. International Officers and Directors may recommend appointees.
- D. Three (3) members of the ILC are Past International Presidents:
  - I. The Past International President whose term as International President was completed two (2) terms prior to the February appointment serves as chair for one (1) year.
  - II. The Past International President whose term as International President was completed the term prior to the February appointment serves as co-chair for one (1) year and chair the following year.
  - III. One (1) additional Past International President is appointed by the International President-Elect to serve as a committee member for one (1) 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 (1) member from each region serves a two-year term on the ILC. The committee member shall represent the geographic region for which they were appointed and

shall be considered unchanged notwithstanding any change of residence or boundary revision made during the two-year term. 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 Director from that region may serve.

- 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 Director), 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 (1) year after leaving the ILC nor serve two (2) 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 (1) year or less may be filled by a committee member whose full term expired within the prior two (2) years.
- K. The ILC nominates at least one (1) and no more than two (2) 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 (2) candidates for Second Vice President.
- M. The ILC nominates at least two (2) candidates for the open International Director positions with the exception that one (1) 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. ILC members are fair and open-minded.
  - I. **Committee members with a conflict of interest, such as a business or personal relationship with a candidate that creates a reasonable doubt as to the ability of the committee member to be impartial, must declare to the chair or co-chair as soon as the conflict is identified. They must also abstain from discussion and voting regarding that candidate in context of the Committee. In the event that the chair or co-chair has a conflict of interest, as specified above, the chair or co-chair must submit their resignation to the International President-Elect as soon as the conflict is identified.**
  - † II. Their responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study candidate materials, review assessment results, conduct candidate interviews, review Policy violations by candidates, 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.
  - ‡ III. 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.

### 3. Candidate Assessment

- A. Each year the ILC Chair solicits feedback about International Officer and Director candidates from ILC members and Board Members.
- B. Each International Officer and Director candidate's competencies will be assessed by leaders whose dues are paid and who served with them in previous Toastmasters roles. The assessment will be administered each November by a professional assessment firm.
  - I. All candidates must complete a self-assessment on or before a date determined by the ILC Chair. Candidates who do not comply with this requirement will not be evaluated by the ILC.
  - II. An assessment will be administered each time a candidate is considered for any role.
  - III. The results will be provided to the ILC and each respective candidate. Candidates must, before receiving the assessment results, sign a confidentiality form, agreeing in writing to keep them completely confidential.

Candidates may designate up to three individuals to also receive their assessment results. Candidates may not share their results with these individuals directly. World Headquarters will provide any individual designated by a candidate with a confidentiality form. Once World Headquarters has received a

signed form from the individual, the results will be provided to that individual directly.

- IV. Breaches of assessment confidentiality by anyone are subject to appropriate disciplinary action as a level-three campaign violation.
  - V. The ILC Chair may discuss candidates and assessment results as appropriate with the chair of the Region Advisor Selection Committee and Chief Executive Officer.
- C. For Second Vice President candidates, the assessment tool is sent to:
- I. International Officers who served while the candidate was International Director
  - II. International Directors who served while the candidate was an International Director
  - III. The Region Advisor(s) from the same region who served while the candidate was an International Director
  - IV. The candidate
- D. 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(s) from the same region who served while the candidate was an International Director.
  - IV. The candidate.
- E. For International Director candidates, the assessment tool is sent to:
- I. The Region Advisor, International Director, Program Quality Director (PQD), Club Growth Director (CGD), Immediate Past District Director (IPDD), District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was District Director (DD).
  - II. The Region Advisor, the International Director, DD, CGD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was PQD.
  - III. The Region Advisor, the International Director, DD, PQD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was CGD.

- IV. The District Directors, Program Quality Directors, and Club Growth Directors who served in the region while the candidate was a Region Advisor.
- V. The current District Director, Program Quality Director, and Club Growth Director of the candidate's home district.
- VI. The candidate.

#### **4. 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. Candidates must maintain confidentiality of all ILC interview questions and discussions until the release of the International Officer and Director ILC nominations on the Toastmasters International website.
- C. Committee members take into account assessment results, interviews, input from current and past leaders and other Toastmasters members, candidate materials during their selection process, and Policy violations by candidates.
- D. Each ILC member votes to nominate one (1) candidate for International President-Elect, First Vice President, and International President (if necessary) and two (2) different candidates for Second Vice President.
- E. 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.
- F. Committee member votes are confirmed in writing.
- G. To be nominated, a candidate must receive votes from at least a majority of the committee members.
- H. The chair participates in discussions about candidates and votes for each nomination.

#### **5. Nomination Results**

- A. Once the candidates have been selected for nomination, the chair or a co-chair notifies nominated candidates and confirms their acceptance of the nomination. Candidates must verify their acceptance in writing to the chair.
- B. Candidates may not run for, be elected to, or appointed to any District-level (including Area and Division) role or apply for, or be selected as, a Region Advisor after being nominated by the ILC.
- C. The chair or a co-chair notifies candidates who are not nominated and provides specific feedback related to the competencies required to be a nominated International Officer or Director. The chair or a co-chair may provide feedback to nominated candidates upon request.

- 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 (5) years.

## **6. Announcement of Candidacy and Distribution of Campaign Materials**

- A. International Officer and Director qualifications are defined in the Bylaws of Toastmasters International, Article IX, Section 2.
- B. Candidates may submit a Letter of Intent to World Headquarters confirming their intention to run for office, on or after September 1 of that election cycle. World Headquarters provides all Letters of Intent to the ILC Chair and Co-Chairs.
  - I. The ILC Chair and Co-Chairs review each Letter of Intent to evaluate potential conflicts of interest. The ILC, by a two-thirds vote of the Chair and Co-Chairs, may reject a Letter of Intent due to disclosed conflicts of interest. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any potential International Officer or Director.
  - II. A Letter of Intent must be accepted by the ILC before a candidate may engage in public campaign activities.
  - III. By signing the Letter of Intent, the candidate acknowledges having read and understood the campaign policies and takes responsibility for the conduct of supporters. Furthermore, the candidate acknowledges that all actual, apparent, or potential conflicts of interest have been disclosed.
  - IV. A Letter of Intent, biographical information, and a photograph must be received at World Headquarters no later than October 1 for International Officer and Director candidates.
  - V. Once the ILC accepts a candidate's Letter of Intent, the candidate may not run for, apply to, be elected to, or appointed to any District-level (including Area and Division) role. Candidates serving in an elected or appointed District-level (including Area and Division) role must resign immediately. If candidates remove themselves from the ILC evaluation process, or are not nominated by the ILC and choose not to continue as a candidate, they are eligible to serve in a District-level (including Area and Division) role.
  - VI. After the ILC accepts a candidate's Letter of Intent, the candidate will be provided contact information of the Board, current and past Region Advisors, Past International Presidents, Past International Directors, Immediate Past District Directors, District Directors, Program Quality Directors, and Club Growth Directors. The contact information shall only be used for campaign purposes.
  - VII. Candidates must provide World Headquarters with a copy of or link to all distributed or published campaign materials upon or before delivery.

- C. Eligible candidates who have not been nominated by the ILC may run from the floor at the Annual Business Meeting as defined in the Bylaws of Toastmasters International, Article VIII, Section 3.
  - 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 Candidate Campaigning**

- 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, post, and make available for download educational and/or informational print, 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. Candidates may not produce or distribute any campaign items (such as, but not limited to, buttons, pins, USB drives, apparel, and gifts).
- C. 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 Chief Executive Officer.
- D. Unsolicited subscriptions to information by or about a candidate are not permitted.
- E. 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.
- F. Candidates shall only send campaign messaging that articulates the candidate's qualifications, vision for the organization, and strategies to accomplish that vision. This messaging may be sent in writing or delivered verbally.
  - I. Campaign Messaging Recipients are current Board members, current and past Region Advisors, Past International Presidents, Past International Directors, Immediate Past District Directors, District Directors, Program Quality Directors, and Club Growth Directors. Candidates may not send campaign messaging to club officers and District leaders other than those specified here.
- G. Candidates shall only use the following types of campaign communications:
  - I. Physical Mailing: any tangible item that is sent by the candidate or on the candidate's behalf to a Campaign Messaging Recipient.
    - a. International Officer and Director candidates, for whom World Headquarters has a Letter of Intent on file, may send one (1) Physical Mailing after the ILC's nomination results have been posted on the Toastmasters International website.

- II. Electronic Mailing: any type of electronic message that is sent by the candidate or on the candidate's behalf to a Campaign Messaging Recipient.
  - a. International Officer and Director candidates, for whom World Headquarters has a Letter of Intent on file, may send one (1) Electronic Mailing after the ILC's nomination results have been posted on the Toastmasters International website.
  
- III. Voice/Video Conversation: any type of live communication that includes voice and/or video between a candidate or a candidate's representative and a Campaign Messaging Recipient. This shall occur only after the ILC's nomination results have been posted on the Toastmasters International website.
  - a. International Officer and Director candidates may conduct one (1) Voice/Video Conversation with each Campaign Messaging Recipient.
  - b. Candidates or their representatives may communicate with Campaign Messaging Recipients no more than two (2) times to set an appointment for a Voice/Video Conversation.
  - c. No candidate for Second Vice President or International Director (nor their representatives) may initiate unsolicited communications to District Directors, Program Quality Directors, or Club Growth Directors outside the candidate's District during the month of June. Communications among campaign team members are permitted.
  
- IV. Presentation: any message delivered in person and/or by video by the candidate and/or a candidate's representative to a Campaign Messaging Recipient. A Presentation includes but is not limited to an educational session, keynote speech, or campaign speech.
  - a. International Officer candidates, or their representatives, shall not deliver a campaign speech at District events. Unopposed International Officer candidates may present an educational session and deliver a keynote speech. International Officer candidates may participate in other home District activities but may not serve in any District-level (including Area and Division) role.
  - b. International Director candidates, or their representatives, may deliver a presentation at District events (including Area and Division events) only within their region. Candidates shall receive equal opportunity, with allotted time defined by the District (Area and Division) Director. International Director candidates may participate in other home District activities but may not serve in any District-level (including Area and Division) role.
  - c. 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 communications.

- V. Electronic Campaign Places: any online location where a candidate creates a page or profile to self-promote for an International Officer or Director candidacy.
- a. A Candidate 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. Candidate information will be placed on the Toastmasters International website Candidate Corner by November 1.
    - i. Information about International Officer and Director candidates who are sought by the ILC is placed on the website as soon as practicable after receipt of the information.
    - ii. Only nominated candidates as determined by the ILC remain on the Candidate Corner after the committee's report has been published on the Toastmasters International website.
    - iii. Floor candidates are not included in the Candidate Corner after the Committee's report has been published on the Toastmasters International website. Floor candidates have the same opportunities as nominated candidates with the exception of inclusion in the *Toastmaster* magazine, the Candidate Corner on the Toastmasters International website and in the Candidate Brochure.
  - b. A candidate's campaign website:
    - i. Must stand alone and have a unique URL each election cycle.
    - ii. A candidate may link or reference their website only on the website of the declared home club as stated on their Letter of Intent, the Candidate Corner on the Toastmasters International website, the candidate's campaign social media profiles, and in campaign communications made by the candidate.
    - iii. May include a blog with automatic notices and must have an opt-in/out option.
  - c. A candidate's campaign social media profiles:
    - i. Are the only social media profiles the candidate may use to campaign.
    - ii. Must be separate from existing social media profiles that the candidate has.
    - iii. May contain reciprocal links to the candidate's other social media profiles and campaign website.
  - d. Online and social media participation

- i. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites including social media sites using any profile.
    - ii. Candidates are prohibited from commenting on discussions or posts or from liking discussions or posts using their candidate campaign profiles.
  - e. Candidates' campaign websites and campaign social media profiles must be removed within 10 days after:
    - i. The announcement by the ILC of nominated candidates if the candidate has not been nominated and has not informed Toastmasters International of an intent to run from the floor, or
    - ii. The Annual Business Meeting.
- VI. Physical Campaign Places: any authorized location where a candidate's materials are displayed. Campaign materials may not be distributed at any other location. Candidates or their representatives are responsible for the delivery, set-up, and removal of materials.
  - a. A Physical Campaign Place is provided to International Officer and Director candidates or their representatives at the Candidate Corner at the International Convention.
  - b. Districts may provide a Physical Campaign Place to International Officer and Director candidates or their representatives at the Candidate Corner at District conferences and other District (including Area and Division) events.
  - c. All International Officer and Director candidates or their representatives should be provided the same opportunity to participate in any Candidate Corner.
  - d. No candidate or their representative may host a hospitality suite. A hospitality suite is defined as a location where refreshments are provided and attendance is open to any individual member.
    - i. A candidate may have a room for storing material and meeting with campaign team members, but the room may not be used for solicitation of votes.
    - ii. If at any event, there is a hospitality suite, no candidate or their representative, may give contributions or engage in political activities in the suite.

## **8. Campaign Team Members**

- A. Candidates must provide a list of all campaign team members and those who provide services related to the candidate's campaign (paid or unpaid). Services include but are not limited to creating a website, verbal or written campaign coaching, and digital

marketing. Individuals or companies that are providing services and wish to use the Toastmasters trademarks, must obtain prior written authorization from the Chief Executive Officer.

- B. Candidates are responsible for the acts and omissions of their campaign team members and those who provide services related to the candidate's campaign (paid or unpaid).
- C. Campaign team members and individuals who provide services to the candidate must follow the same rules as the candidate as defined in this policy, other governing documents, and the International Officer and Director Candidate Handbook (such as, but not limited to, not using personal social media profiles for campaigning, sending campaign communications at other times than permitted).
- D. Campaign team members and individuals who provide services to the candidate must sign and submit to World Headquarters an Acknowledgement of Campaign Responsibilities form prior to active service on the campaign team. Candidates must notify World Headquarters of any changes to their campaign team within 24 hours.

## **9. 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 media profiles 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 Directors, Program Quality Directors, Club Growth Directors, 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 complete the candidate assessment and respond to questions from the ILC.
- C. The spouse, partner, or any family member of any International Officer or Director may not take any action to endorse or to officially support other candidates, including with photographs or quotes, or by placing a candidate's name in nomination.

## **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 (for example: posting a photo of someone other than the candidate on the candidate's website)
    - a. The violation is investigated by the Chief Executive Officer. If the Chief Executive Officer 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 (for example: candidate makes a promise of future board action in exchange for votes)
  - a. The Executive Committee investigates a level-two violation or assigns the investigation to Chief Executive Officer.
  - 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 (for example: candidate actively promoting the violation of Toastmasters Bylaws, Policy or Protocol)
  - a. A level-three violation is investigated by the Executive Committee, which may delegate it to the Chief Executive Officer.
  - 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 Candidate Showcase**

- A. At the International Convention, a Candidate 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 International Directors to serve as chair and co-chair of the Candidate Showcase. Other International Directors are assigned as needed.
- C. Opposed International Officer and all International Director candidates are limited to a six-minute interview. Unopposed International Officer candidates are limited to a three-minute interview. District leaders and the Board of Directors submit questions to be asked.
- 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 Candidate Showcase.

## **12. 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 Member 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 Member Club to indicate how it wishes its votes to be cast.
- D. A Credentials Chair and two (2) Co-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.

### **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.



## **Minutes of the 2019–2020 Audit Committee September 20, 2019**

The 2019-2020 Audit Committee members, Chair Jana Barnhill, DTM, PIP, AS; Co-chair Jack Gillespie, DTM, PIP; and Treasurer and Chief Financial Officer John Bond.

In accordance with the California Nonprofit Integrity Act (NIA) of 2004, each year, an independent auditing firm is selected to audit the organization's financial statements. As directed in Toastmasters International's Policy 11.4: Board of Directors Committees, Section 5, the Chief Executive Officer recommends one or more auditing firms to the Audit Committee by August 1 of each year and negotiates the audit firm's compensation on behalf of the Board. The Audit Committee is then responsible for recommending an auditing firm to the Board by September 30 of each year.

On July 25, 2019, the Chief Executive Officer recommended to the Audit Committee, that Toastmasters International retain the public accounting and auditing firm, Squar Milner, as the auditor of the organization's financial statements for 2019.

In addition to the Toastmasters International audit, the Chief Executive Officer recommended that Mazars of Singapore, Singapore, conduct the Toastmasters International Singapore Limited 2019 Audit; and Shanghai Deloitte Tax Limited of Shanghai, China, conduct the audit of Toastmasters International (Hong Kong) Limited and Shenzhen Toastmasters Culture Exchange Company Limited (Toastmasters China).

Due to logistical issues, the Audit Committee was not able to convene either by an in-person meeting or teleconference. In lieu of this meeting, the Audit Committee concurred with the Chief Executive Officer's recommendations and makes this recommendation to the Board of Directors.

Chair Barnhill approved via email on July 31, 2019; and Co-chair Gillespie approved via telephone on September 20, 2019.

In addition, certain non-auditing services will be performed by Squar Milner, including the preparation of the 2019 tax returns. The firm and its individual auditors shall adhere to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards, issued by the Comptroller General of the United States (the Yellow Book).

Angela Mennenga  
Secretary

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