



Minutes of the 2025-2026 Board of Directors Videoconference

May 21, 2026

The 2025-2026 Toastmasters International Board of Directors met on May 21, 2026, with International President-Elect McGhee, DTM, presiding. The other officers and directors present were, Distinguished Toastmasters all: Rochat, Seshadri, Gamester, Spear, Baylor, Bown, Fedele, Horberry, Lee, Oluyide, Periasamy, Raneri, Saineni, Sukumaran, Tonna, and Zaini. The following World Headquarters team members were also present: Hollenbeck, Lam, Lurquin, Hayden, Shah, Barr, Villa, and Kyriazis. Chief Executive Officer Rex and International Directors Lucas and Taylor were absent.

1. The agenda was adopted as presented.
2. The Board received the report (attached) of the April 7, 2026, Executive Committee meeting as presented by First Vice President Seshadri. The Board accepted the Committee's report as presented in items #1, 4, and 5. The Board discussed items # 2, 3, and 6 subsequently.

The Board adopted item #2.

The Board adopted item #3.

The Board adopted item #6.

3. The Board received an update on the organization's performance through the end of April 2026, as presented by the Chief Marketing and Development Officer and the Chief Financial Officer.

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

Pursuant to Protocol 11.3: Board of Directors Confidentiality, items contained in the minutes of this meeting were classified as "unrestricted" upon distribution of the minutes by World Headquarters, not to include any matters marked "restricted" or "highly confidential."

A handwritten signature in black ink that reads "Kristen Kyriazis".

Kristen Kyriazis
Secretary

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



Minutes of the 2025-2026 Executive Committee Meeting

May 7, 2026

The 2025-2026 Toastmasters International Executive Committee met on May 7, 2026, with International President Rochat, DTM, presiding. The other officers present were, Distinguished Toastmasters all: McGhee, Gamester, and Spear. The following World Headquarters team members were also present: Shah, Barr, Villa, and Kyriazis. First Vice President Seshadri and Chief Executive Officer Rex were absent.

1. The agenda was adopted.
2. The Committee reviewed the authorized uses of the Smedley Fund as outlined in Policy 8.5: Ralph C. Smedley Memorial Fund®. Input from legal counsel identified sections of the policy where greater clarity could be provided. The Committee recommends that the Board adopt the amendments to Policy 8.5 (attached), subject to a final review by legal counsel.
3. The Committee considered proposed amendments to Policy and Protocol 4.0: Intellectual Property relating to the brand standards of the organization. There is currently overlap in the information provided in the Brand Manual and the governing documents. To allow the Brand Manual to be a dynamic resource and limit confusion in the instance that there is misaligned information, the Committee recommends that the Board adopt the amendments to Policy 4.0 (attached), as presented, effective immediately.

As Chief Executive Officer Rex was not present, the amendments to Protocol 4.0 (attached) were adopted in writing, on May 11, 2026, by the International President and the Chief Executive Officer, with the concurrence of the International President-Elect, effective immediately.

4. The Committee discussed proposed amendments to Policy 4.0: Intellectual Property in relation to privacy and data protection for members and nonmembers. They provided feedback on the practical application of the policy throughout the organization. World Headquarters will incorporate this feedback and bring updated proposed amendments to a future meeting.
5. The Committee assessed the current process for the handling of potential Board Member disciplinary matters. They agreed the process should be handled primarily by Board Members and amendments to Policy 11.12: Board of Directors Conduct would be needed. The Committee wants to discuss any changes in the role of the Chief Executive Officer with the Chief Executive Officer before finalizing the proposed amendments. As the Chief Executive Officer was absent from the meeting, this item will be discussed at a future meeting.
6. **HIGHLY CONFIDENTIAL**

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

Pursuant to Protocol 11.3: Board of Directors Confidentiality, items contained in the minutes of this meeting were classified as “unrestricted” upon distribution of the minutes by World Headquarters, not to include any matters marked “restricted” or “highly confidential.”



Kristen Kyriazis
Secretary

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

Ralph C. Smedley Memorial Fund®

1. Toastmasters International is a 501(c)(3) nonprofit organization, but it does not generally solicit or accept charitable contributions for the general, unrestricted support of the organization. The Ralph C. Smedley Memorial Fund® (“Smedley Fund”), which is a part of Toastmasters International, is the only permanently established repository for charitable contributions to the organization, and has - +creation of additional funds for the receipt of charitable contributions for specific purposes.
2. Contributions to the Smedley Fund are restricted to certain educational purposes. **Such contributions may be used and may not be used** for operating expenses **and capital expenditures** of Toastmasters International **only to the extent those expenses support the Fund’s educational purposes.** ~~or it’s capital expenditures, nor shall they ever be commingled with the general or other funds of the corporation. Disbursements from the Smedley Fund are made only as determined by a two-thirds vote of the Board of Directors.~~
3. Toastmasters clubs are permitted and encouraged to contribute to the Smedley Fund.
4. The Smedley Fund is restricted to the advancement of education through the research, development, and distribution of educational programs and materials relating to communication and leadership. These programs and materials are designed to meet the needs of the membership and community in a wide range of cultural, social, and economic situations, and support member clubs experiencing the after-effects of natural disasters, as well as those attempting to establish local youth programs and similar initiatives.
 - A. The Smedley Fund may provide support in the form of waived or reduced dues and program-related fees; the provision or replacement of printed educational materials; or the provision or replacement of club-specific non-educational materials (e.g., club banners, lecterns, etc.).
 - ~~B. The Board of Directors establishes the approved categories of disbursement and the categories of needs to which Smedley Fund monies may be allocated.~~
 - ~~BC.~~ No subsidy application relating to a specific need will be considered more than once per three (3) program years.
 - ~~CD.~~ Subsidy applications for items on which the Board of Directors has already issued an organization-wide directive will not be considered.
5. **Disbursements from the Smedley Fund are made only as determined by a two-thirds vote of the Board of Directors.**
- ~~6-5.~~ World Headquarters is responsible for recognizing contributors, communicating information about the Smedley Fund, soliciting contributions and providing information about potential tax deductions. Contributors are encouraged to check with their local tax advisor to determine if their contribution is deductible or taxable under the laws of the jurisdictions applicable to them.
- ~~7-6.~~ Toastmasters International must ensure that all activities associated with the

Toastmasters organization worldwide, including charitable fundraising, be limited to those authorized by the Board of Directors ~~in order~~ to protect the organization's compliance with charitable trust laws and other rules imposed by the State of California, the United States Internal Revenue Service (IRS), and other jurisdictions.

Intellectual Property

1. Trademarks and Copyrights

- A. The use of Toastmasters International's trademarks is defined in Article III, Section 6, and Article XIII, Sections 1 through 4, of the Bylaws of Toastmasters International.
- B. The membership marks "Toastmasters International," "Toastmaster," and "Toastmasters," and the emblem are registered for trademark protection in all countries where Districts or Provisional Districts exist, for exclusive use by or under the authority of Toastmasters International. Trademark registration prior to Provisional District status is pursued if deemed appropriate by the Chief Executive Officer.
- C. The Chief Executive Officer is authorized and directed to take appropriate steps as needed to protect the copyrights and marks of Toastmasters International and to prohibit their unauthorized use or misappropriation by any unauthorized person or group in any geographical area.
- D. Individual members are provided Toastmasters International's proprietary material for educational purposes only in connection with Toastmasters activities. Any unauthorized derivative works which are created using Toastmasters International's proprietary material are the property of Toastmasters International.
- E. Unauthorized use of the marks or copyrighted materials is prohibited and may result in removal from good standing of an individual member, revocation of a club charter, removal of an officer at any level, or other disciplinary or legal action.
- F. Toastmasters International may create and use an alternate graphic image rather than the official emblem.
 - I. When used, all rights and prohibitions that apply to the emblem shall apply to such image.
 - II. The Chief Executive Officer determines whether trademark or other protective measures are taken with regard to such images.
 - III. Changes to any such alternate graphic image must be approved by the Executive Committee.

2. Brand Standards

- A. The Toastmasters brand is made up of several elements integral to ensuring a consistent identity for Toastmasters clubs, Districts, and Toastmasters International. Its correct and consistent application accelerates engagement, raises the organization's credibility and improves brand recall. Brand elements include:
 - I. Logo
 - II. Wordmark
 - III. Color Palette

- IV. Typography
- V. Tagline

B. Toastmasters International publishes a Brand Manual on the Toastmasters International website. It includes all brand standards that **must shall** be followed. ~~The primary brand standards are:~~

- ~~I. The Toastmasters logo and wordmark, as currently published by Toastmasters International, are the graphic images that represent Toastmasters clubs, Districts, and Toastmasters International.~~
 - ~~a. The logo and wordmark may not be modified in any way.~~
 - ~~b. Individual members, clubs, and Districts may not create or use their own logos to replace or supplement the Toastmasters logo and wordmark.~~
 - ~~c. Previous versions of the emblem or logo and non-compliant brand images may not be used on any club or District related material except when the material is part of an historical display.~~
 - ~~d. A previous version of a Toastmasters banner may be displayed at a Toastmasters event as long as the most currently branded version of the banner is more prominently displayed.~~
 - ~~e. When photos are posted on social media of any Toastmasters event where banners are displayed, a previous version of a Toastmasters banner shall only be shown if the most currently branded version of the banner is more prominently shown.~~
- ~~II. There are six (6) colors that make up Toastmasters' brand color palette. No other colors may be used in the development of marketing materials, meeting agendas and related items, electronic media, or any other material that represents Toastmasters in any way.~~
- ~~III. The Toastmasters brand is represented by four fonts. No other fonts may be used.~~

~~IV-C.~~ Toastmasters' official tagline is "Where Leaders Are Made." While usage is not mandatory, no other tagline or theme may be used except in the promotion of events such as District conferences and club officer and District leader training events.

~~G-D.~~ Misuse of brand elements is prohibited and may result in removal from good standing of an individual member, revocation of a club charter, removal of an officer at any level, or other disciplinary or legal action.

3. Use of Toastmasters Material

A. Toastmasters International is promoted through the Success Communication Series, the Success Leadership Series, The Better Speaker Series, The Leadership Excellence Series, and The Successful Club Series and Youth Leadership programs, which non-members may attend.

- B. Toastmasters International's tax-exempt and nonprofit statuses are jeopardized when the organization or clubs are perceived to be in the seminar business and in competition with for-profit enterprises.
- C. In the countries where Toastmasters clubs are covered by liability insurance, the insurance is not valid for activities outside of normal Toastmasters meetings.
- D. All programs are presented by individual members acting as representatives of their clubs, thereby preserving the identity of the programs, clubs, and organization.
- E. Non-Toastmasters may request permission from Toastmasters International to use Toastmasters' programs and materials. Individuals, educational institutions, and other organizations may only use Toastmasters' programs and materials in a manner which provides no pecuniary gain or profit, directly or indirectly, as described in Article II of the Articles of Incorporation of Toastmasters International.
- F. Districts are responsible for training club officers and for providing other training that helps clubs function more effectively, achieve excellence, **create consistency by following the brand standards**, and deliver on their mission.
- G. Individual members and clubs may only conduct training programs, seminars, and other events for other clubs and members with the permission of the District. Subject matter and content of any such training program, seminar, or event shall be in keeping with the club and District missions.

4. Membership Contact Information

- A. Members' contact information is only provided to appropriate members and officers as needed.
- B. Members' contact information is only used for official Toastmasters business. Misuse of members' contact information is considered an ethics violation.
- C. Access to members' contact information is governed by and limited to the provisions of the California Nonprofit Public Benefit Corporation Law, including any local data privacy laws in effect in each jurisdiction.

5. Surveys

- A. The only entity authorized to conduct surveys of members and former members and release the results of those surveys is World Headquarters with the following exceptions:
 - I. The Chief Executive Officer may grant written permission to conduct surveys of members and former members and release the results of those surveys.
 - II. Clubs may survey their own members.
 - III. Districts may seek information on educational or related programs from members within the District for their own use.

- B. The conduct of any surveys by outside entities, such as academic sources, and the release and use of survey results, is at the discretion of the Chief Executive Officer.

Intellectual Property

1. Trademarks

A.— Toastmasters International’s trademarks are used to support and further its mission and support its programs. **All materials created must follow standards as outlined in the Brand Manual.**

B.— ~~The following table itemizes who may use Toastmasters International’s trademarks, the type of uses authorized and unauthorized, and the parties responsible for their use:~~

User	Authorized	Not Authorized	Responsible
Clubs, Areas, Divisions, and Districts	Stationery, business cards, bulletins, newsletters, electronic media, websites, social media, program covers, agendas, and similar items only if directly related to and focused on the mission	Articles such as trophies, ribbons, banners, certificates, clothing or other items, except by specific, prior written authorization from the Chief Executive Officer	Club President, District Director
Officer candidates at all levels	Stationery, business cards, mailings, electronic media, websites, social media, campaign literature, and similar items	Same as above	Candidate
Individual members and officers at all levels	Stationery, business cards, electronic media, websites, and social media, solely to indicate the person’s affiliation with a Member Club	Any personal newsletter, electronic media, bulletin, or similar item; articles such as trophies, ribbons, banners, certificates, clothing, or other items except by specific, prior written authorization from the Chief Executive Officer	Individual

2. Websites and Social Media

A. Club, Area, Division, District, and region websites and social media should contain information useful to current and prospective members and officers including, but not limited to, event calendars, membership benefits, performance-motivating articles, newsletters, distinguished program goals and progress, dates of latest updates, a link to the Toastmasters International website (which is the primary source for club meeting times and locations). Social media profiles should link to the official Toastmasters International profile on the same platform.

B. Each club website and social media profile should contain the club name, meeting time and location, a contact telephone number or email address, the club mission, and a link to the District website. Club social media profiles should link to the District profile on the same platform.

- I. Club websites and social media may not contain material irrelevant to achieving the mission of the club.
 - II. The Club President is the publisher of the club website and owner of all club-related social media. The Club President is ultimately responsible for all content that appears on these platforms.
- C. Each Area and Division website and social media profile may also contain listings of clubs within the Area or Division, membership-building tips for clubs, the club and District missions, and a link to the District website. Area and Division social media profiles should link to the District profile on the same platform.
- I. The District Director is ultimately responsible for the content of Area and Division websites and social media within the District.
 - II. Area and Division websites must either be part of the District website or published on a free or donated Web hosting site and linked to and from the District website.
 - III. Websites and social media must be transferred to the incoming District Director by July 1. If a website or social media profile cannot be transferred or the incoming District Director does not want to continue its use, the page must be removed.
- D. Each District website should also contain information such as how to organize new Toastmasters clubs; membership-building tips for clubs; a calendar with information about events such as training, District conferences, and the International Convention; the club and District missions; and links to area and division websites within the District. District social media profiles may also contain this information.
- I. District websites and social media may not contain material that is irrelevant to achieving the mission of the District.
 - II. The District Director is the publisher of the District website and owner of all District-, Area-, and Division-related social media. The District Director is ultimately responsible for all content that appears on these platforms.
- E. Region websites and social media profiles may also contain information such as articles and ideas to motivate the Districts' achievement of goals, links to District performance information on the Toastmasters International website, promotion of Toastmasters programs, the mission and vision of Toastmasters International, District and club missions, recognition for achievements or progress toward achievements of District goals, schedules and information about District visits, links to websites of Districts within the region, and District conference dates and locations.
- I. Region websites and social media may contain a list of Past International Presidents and Past International Directors showing only their home districts and years of service.

- II. The Region Advisor is the publisher of the region website and owner of all region-related social media profiles. The Region Advisor is ultimately responsible for all content that appears on these platforms.
- III. Region Advisors may appoint members from the region they serve to act as administrators of social media profiles. However, current District officers, current Board Members, and International Officer and Director candidates (including their campaign teams) may not act as administrators on any region websites or region-related social media profiles.
- F. Officers at all levels shall not create office-related websites or social media profiles separate from those of their clubs, Areas, Divisions, Districts, or regions.
- G. Officers may reference their Toastmasters membership and position on a personal website or social media profile.
- H. All club, Area, Division, District, and region websites and social media profiles shall include a Toastmasters International ~~trademark acknowledgement~~ statement – ***“Toastmasters International® owns all Toastmasters trademarks and copyrights, including “Toastmaster,” “Toastmasters,” “Toastmasters International,” and the “official emblem”. All club, Area, Division, District, and region websites and social media channels are authorized to use these marks in the form and manner prescribed by the Toastmasters International Board of Directors. Information, photos, and all other materials posted are for the sole use of Toastmasters’ members, for Toastmasters business only. It is not to be used for solicitation or distribution of non-Toastmasters material or information.”*** ~~as published by Toastmasters International.~~

As the trademark owner, Toastmasters International reserves the right to determine how trademarks are used on websites and social media.

- I. Toastmasters websites and social media may not include copyrighted information from Toastmasters International or any other source without the express written permission of the copyright owner.
- J. Clubs, Areas, Divisions, Districts, and regions may publish websites in donated spaces and acknowledge the donation on the website.
- K. Individual members may not receive any compensation to create, maintain, or host Toastmasters websites; however, normal and reasonable costs to maintain the site may be reimbursed by the club or District.

~~L. The following disclaimer must be included on all Toastmasters websites and social media pages: “Information, photos, and all other materials posted are for the sole use of Toastmasters’ members, for Toastmasters business only. It is not to be used for solicitation or distribution of non-Toastmasters material or information.”~~

3. Websites and Social Media Advertising

- A. Advertising

To advertise on a club, District (including Area and Division), or region website or social media profile, a payment or in-kind gift is received to place a graphic, logo, text, link, or other type of media with promotional messaging.

- I. A person (member or non-member) or organization providing sponsorship, support, or promotion to a club, District (including Area and Division), or region is not considered advertising. The person's or organization's name may be listed on a club, District (including Area and Division), or region website or social media profile for the duration of the person's or organization's support. Examples of sponsorship, support, or promotion include, but are not limited to:
 - a. Financial or in-kind contribution related to an event or activity, such as a District conference;
 - b. Providing meeting space; paying for member dues or new member fees; or hosting, creating, or maintaining a club, District (including Area and Division), or region website or social media profile;
 - c. Video or text encouraging support of, or attendance at, an event or activity.
- II. All advertising must comply with the guidelines below.
- B. Clubs and Districts may sell advertising space on any website they operate to offset costs and increase income.
- C. Regions may sell advertising space on any website they operate to offset costs.
- D. Advertisements on websites and social media profiles for clubs, Districts (including Areas and Divisions), and regions must meet the following requirements:
 - I. Advertisements must be consistent with the Toastmasters brand and core values.
 - II. Advertisements must not be prominent or distract from the Toastmasters brand. Advertisements must not distract from the purpose of the website or social media profile.
 - III. Advertisements must not be for causes, service activities, or projects of organizations with which Toastmasters International has not formed an alliance.
 - IV. Advertisements must not be from competing organizations offering communication or leadership skills development.
 - V. Advertisements should remain current and timely. Advertisements related to an event must be removed after the event concludes, or at a pre-determined time for the advertisement.
 - VI. To protect the nonprofit status of Toastmasters International, advertisements must not be from a member or an organization owned by a member.

- VII. Advertisers are to create their own advertisement, following their own brand guidelines.
 - VIII. The responsible person, as described in Section 2 above, has ultimate responsibility for, and final approval of, all advertisements.
 - IX. The Chief Executive Officer may determine that an advertisement is inappropriate and require it to be removed from a club, District (including Area and Division), or region website or social media profile.
- E. To facilitate clarity and a positive working relationship, an agreement documenting the payment or in-kind gift, the location, and the duration of the advertisement should be created and signed by both parties.
 - F. Advertising revenues may be subject to tax on unrelated business income. Clubs are responsible for any such tax implications resulting from club websites. District and regional advertising revenues may result in unrelated business income tax for Toastmasters International, and so must be reported in financial records submitted to World Headquarters, with provision made to cover any such tax from the revenues thereby generated.

4. Language and Translations

- A. English is the official business language of Toastmasters International. All club officers and District leaders must be proficient in English.
- B. Toastmasters supports additional languages by translating educational and marketing materials, as dictated by protocol, in the following languages:
 - I. Arabic
 - II. French
 - III. German
 - IV. Japanese
 - V. Korean
 - VI. Portuguese
 - VII. Simplified Chinese
 - VIII. Spanish
 - IX. Tamil
 - X. Traditional Chinese
- C. Translation and distribution of any Toastmasters International material bearing Toastmasters trademarks or copyrights must be managed by World Headquarters.
- D. Upon request Toastmasters International may translate into a new language based on the following factors:
 - I. When at least 20 chartered Member Clubs in good standing conduct their meetings primarily in the language being considered for translation and there is the potential to build more clubs whose meetings would be conducted primarily in that language, World Headquarters may translate promotional and select marketing materials, two (2) Pathways paths, the DTM project, the Mentor Path, electives, and other related materials.

- II. When at least 45 chartered Member Clubs in good standing conduct their meetings primarily in that language and there is the potential to build more clubs whose meetings would be conducted primarily in that language, World Headquarters may translate additional promotional and select marketing materials, five (5) additional Pathways paths, electives, and other related material.
 - III. When 60 or more chartered Member Clubs in good standing conduct their meetings primarily in that language, World Headquarters may translate the remaining Pathways paths, electives, and other related materials.
 - IV. When requesting translation into a new language, a detailed needs analysis is submitted to the Chief Executive Officer that includes the following:
 - a. Gross domestic product (GDP) growth over the three (3) previous years.
 - b. Language ranking by the number of native speakers.
 - c. Urban population.
 - d. Rural population.
 - e. Average income.
 - f. Percentage of English speakers out of total population.
 - g. Analysis of market opportunity and projections of growth among in-country, proposed language speakers.
 - h. Potential local sources of funding to cover translation costs.
 - V. World Headquarters determines which materials have priority for translation.
- E. A District, Provisional District, or group of clubs that conduct their meetings in a common language may request permission to translate select existing Toastmasters club-related documentation, educational, marketing, and training materials approved by the Chief Executive Officer. Permission may be granted under the following conditions:
- I. Materials are translated, edited, and proofed by a Translations and Review Team overseen by the District, Provisional District, group of clubs, or by an individual or service designated by World Headquarters.
 - II. World Headquarters reviews and approves all translated materials prior to distribution.
 - III. An **Assignment Agreement** must be completed to assign copyright of the translated materials to Toastmasters International.
 - IV. World Headquarters reserves all rights to create and distribute all translated materials.