



**TOASTMASTERS INTERNATIONAL**  
**District 76**

**Online First District Council Meeting (DCM#1)**  
**Procedural Manual**

**Version 1 - April, 2018**



## TABLE OF CONTENTS

	Page
Table of Contents	1
Preface	2
Special Thanks	2
Copyright	2
Note	2
1. Executive Summary	3
2. Background Information on Online DCM#1	4
3. Online DCM#1 Rules	4
4. Agenda and Timing	4
4.1 Agenda	4
4.2 Timing	5
4.3 Recommendation	5
5. Quorum	6
5.1 In the event a quorum is not present	6
Recommendation	7
5.2 Participants and voting	7
6. Observers (non-voting)	7
7. Proxies	7
8. Previous DCM Minutes	8
9. Systems for Online DCM#1	8
9.1 Online meeting	8
9.2 Online voting	8
10. How to Conduct Online DCM#1 – technical support	8
10.1 Technical Assistants	9
10.2 Recommendations	9
10.3 Technical preparation for online DCM and the procedures on the day of the meeting	9
11. References	10

## **Preface:**

According to the August 15-16, 2016 Board Meeting Minutes of Toastmasters International (hereafter TI), it was decided that the October/November district conference (what we call the Fall Conference) is to be discontinued beginning in 2018. TI guidelines stipulate that other than the in-person annual meeting (“Spring Conference” required to be held between March 15 and June 1), any other District Council Meetings are to be conducted virtually. This means the DCM#1, which had been held in-person in conjunction with Fall Conferences, must now be conducted virtually. Therefore, District 76 decided to form a committee to consider how to best conduct virtual meetings. Accordingly, the members of the District Executive Committee (DEC) agreed unanimously to form the “District Council Meeting #1 Consideration Committee”.

The District Director appointed the committee chair and subsequently all committee members (23) were appointed as follows (their organizational titles and education titles within TI are omitted):

Chair: Kazuko Kawauchi

Group 1 – 3 members: Parliamentarian – Daniel Ross; IT Professionals – Mike Mukaida and Hiroyasu Tanabe

Group 2 – 11 members: Past District Governors/District Directors after 2014 – Ludlow Gibbons, Keiko Omachi, Shoko Takimoto, Takashi Suzuki, Minoru Tamura, Seiko Matsumoto, Bunzo Suzuki, Kiichiro Ohmi, Hisashi Watanabe, Kiminari Azuma and Sumiko Futana.

Group 3 – 3 members: District Trio (2017-2018) - Kyoko Kitamura, Katashi Ishihara and Eri Teshima

Group 4 – 3 members: District Officers (2017-2018) - Hiroki Ohara, Kyoko Minamoto and Atsuhiko Nakayasu

Group 5 – 3 members: Past District Secretaries - Toshio Yada, Toshiko Shibata and Tatsuya Kaji

**Special thanks** to subcommittee members (TMs Daniel Ross, Mike Mukaida and Hiroyasu Tanabe) for their help in studying Toastmasters Governing Documents, selecting the most appropriate meeting method and its relevant system and creating the initial draft of this procedural manual.

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**Note:** The District Administrative Bylaws use the word “Virtual,” but in this Procedural Manual “Online” is used as it has the same meaning of the word “Virtual” and “Online” seems easier for most people to quickly understand without ambiguity or questions. Permission to interchange these words was granted by Toastmasters International World Headquarters (TI-WHQ).

## **1. Executive Summary**

In accordance with the decision of TI Board, the first District Council Meeting is to be held online in 2018 and onward. Therefore, this procedural manual describes in depth how to conduct the District Council meeting in District 76 complying with TI's District Administrative Bylaws effective as of July 1, 2018 and the committee's recommendations. The following is a summary of significant points.

### **When to conduct and what to do:**

It is recommended that the online meeting be held as early as possible in September to approve and confirm the following by online voting during the meeting and submit them to TI by September 30:

1. Approval of annual budget
2. Confirmation of all appointed District Officers

### **How to conduct online voting:**

At the first District Council meetings conducted in person in the past, approval of the annual budget and confirmation of the appointed District Officers were approved by voice vote by District Council Members. However, it is not practical to take a voice vote of over 100 members at online District Council Meetings. Therefore, an online voting system is needed.

Online voting to approve the annual budget and confirm the appointed district officers is highly recommended to be conducted as part of an online meeting. Online voting during a live online meeting complies with the principle of Parliamentary Procedure of a District Council Meeting being a deliberative assembly. By definition, a deliberative assembly is one in which all participants are able to simultaneously hear each other and are able to: 1) debate, 2) ask questions, and 3) receive answers, all three of which are heard by all other participants prior to voting.

### **In the event a quorum is not present:**

If a quorum (1/3 of all Club Presidents and VPEs) is not present at the online meeting, ratification is needed. It is recommended that the online DCM#1 be held as early as possible in September in case a follow-up ratification online vote is needed.

### **What kind of systems to use for online meeting and online voting:**

Online meeting: GoToWebinar

Online voting: Election Runner (Benefits of Election Runner system: Anonymous voting; and District Executive Committee members can cast 2 votes on a single ballot [one vote for themselves as an executive committee member and one additional vote for their club if they are also a club President or VPE].)

## **2. Background Information on Online DCM#1:**

Toastmasters International World Headquarters (TI-WHQ) reasons for discontinuing Fall Conference and when and how the district should conduct the online DCM#1.

### ***TI Board Minutes: August 15-16, 2016***

11. In 2015, the District Efficiencies Committee developed recommendations resulting in increased emphasis and resource allocation on mission-focused activities, along with recommendations that resulted in less emphasis on and fewer resources dedicated to non-mission-focused activities. The committee requested an analysis of the October/November district conferences, including a financial and resource analysis. The Board reviewed the analysis and believes that district leaders' energy could be better spent on building relationships and promoting club growth, not on preparing for conferences. Therefore, the Board voted to discontinue October/November district conferences beginning in 2018 and asks districts to refocus their efforts on leadership and education through TLIs or other learning opportunities.

*(Source: TI Board Minutes: August 15-16, 2016)*

Therefore, District Administrative Bylaws effective on July 1, 2018 were revised as follows (under 3. Online DCM#1 Rules):

## **3. Online DCM#1 Rules**

DCM#1 should be conducted virtually. See the reference below.

### **Article X: Council Meetings, Quorum, Proxies, and Voting**

#### **(a) Regular Meetings**

The district council shall hold at least two regular meetings during each year, with the exact number and schedule of meetings to be fixed by the district council from time to time. One meeting shall be called the "annual meeting," and shall be held in person between March 15 and June 1. Additional meetings are conducted virtually. Notice of any meeting shall be sent in writing to all district council members at least four weeks prior to the date of such meeting.

*(Source: District Administration Bylaws effective on July 1, 2018 - attached to Board Minutes of August 20-22, 2017)*

## **4. Agenda and Timing:**

### **4.1 Agenda:**

Agenda items for DCM#1:

*(Reference: District 76 – District Procedure 2017-2018)*

1. Confirmation of the appointed officers
2. Approval of district budget
3. Approval of audit report 2016-2017
4. Approval of alignment committee chair and leadership committee chair

#### **4.2 Timing:**

The approvals and confirmations from DCM#1 must be reported to TI-WHQ by September 30 each year. Therefore, holding the DCM#1 meeting in early September is strongly recommended (in case there is a need to ratify any decisions, later, due to an inoperative online meeting).

### **Article VII: Officers**

#### **(c) Other Officers**

The other officers of this district shall be the public relations manager, the district administration manager, the district finance manager, and the area director for each area. These officers may be elected or may be appointed by and serve at the will of the district director, subject to the approval of the district executive committee and confirmation by the district council. **Confirmation by the district council must occur by September 30.**

*(Source: District Administrative Bylaws effective on July 1, 2018 - attached to TI Board Minutes August 20-22, 2017)*

### **Article XI Committees**

#### **(a) District Executive Committee**

The district executive committee shall prepare a budget in the form prescribed by Toastmasters International, covering estimated receipts and expenditures for the ensuing year, and **shall submit it to the district council for approval in order to submit the approved budget to World Headquarters by September 30.**

*(Source: District Administrative Bylaws effective on July 1, 2018 - attached to TI Board Minutes August 20-22, 2017)*

#### **4.3 Recommendation:**

It is recommended that DCM#1 is held as early as possible in September in case a follow-up ratification online vote is needed (ratification is needed if a quorum is not present at the online meeting).

Any agenda item that requires the district council to vote must adhere to the following process:

### **District Events**

#### **5. District Council Meetings**

**D.** Virtual meetings occur as recommended by the district director and agreed upon by a majority of the district executive committee. Any agenda item that requires the district

council to vote must adhere to the following process:

- I. Notice of the online meeting must be posted on the district website at least four weeks in advance of the meeting.
- II. District posts the proposed agenda item at least 14 days in advance of the vote.
- III. District posts the proposed budget at least 14 days in advance of the vote.
- IV. District posts information about proposed appointees at least 14 days in advance of the vote.

*(Source: District Administrative Bylaws effective on July 1, 2018 - attached to TI Board Minutes August 20-22. 2017)*

**Recommendation:**

Due to the need for prior notice and informational postings mentioned above, and due to the desire to approve the budget and confirm appointees at a live online meeting as early as possible in September (in case there is a need for later ratification if a quorum is not present at the online meeting), it is recommended to send notice of the online meeting at the end of July or in early August. This is because the summer holiday for schools is in August, as well as O-bon and many summer festivals around Japan. Many families are travelling during August and email may not be read as regularly as at other times. Therefore, early notice is recommended to ensure that the online meeting gets written onto work calendars before the holidays begin.

**5. Quorum:**

**Article X: Council Meetings, Quorum, Proxies, and Voting**

**(c) Quorum**

One-third of the club presidents and vice presidents education from member clubs in the district, (or proxies, which are only allowed during in-person meetings \*) shall constitute a quorum for all district council meetings.

**\*Note:** Proxies are NOT allowed for online meetings.

**5.1 In the event a quorum is not present:**

**Article X: Council Meetings, Quorum, Proxies, and Voting**

**(c) Quorum**

In the event that any business is transacted at any district council meeting at which a quorum is not present, the action shall be deemed as valid as if a quorum were present if it thereafter is expressly approved in writing, personally, by mail, fax, email, electronic transmission or other reasonable means, by the affirmative vote of a majority of the member clubs in the district on the basis of two (2) votes per club.

*(Source: District Administrative Bylaws effective on July 1, 2018 - attached to TI Board Minutes August 20-22. 2017)*

**Recommendation:** In the event that a quorum (1/3 of all Presidents and VPEs of D76 member clubs) is not present during the online DCM#1, it is recommended that voting via an online voting system be used to ratify any decisions of an inquorate DCM#1.

Procedures of the after DCM#1 online voting are:

As the notice of the items to be voted on will be done at least 14 days in advance of the online meeting, if a quorum is not present the Election Runner system can immediately be announced, at that point, immediately after the meeting. The notice (14 days in advance; regarding the items to be voted on) has already been given in the call to the original meeting. This is why we at Subcommittee recommend that the online DCM#1 be held in early September in order for the district to have enough time to submit the approved and confirmed items to TI by September 30 just in case quorum is not present during the meeting.

As it is much harder for the district to get the numbers needed to ratify, it is much easier to strongly encourage members to attend the meeting in order to establish quorum. We recommend that this point should be emphasized to all DCM members.

## **5.2 Participants and voting :**

### **Article X: Council Meetings, Quorum, Proxies, and Voting**

#### **(e) Voting**

In the event that the voting process is conducted virtually, no proxies will be permitted. Each district council member must cast their own vote. District executive committee members are entitled to one vote and may cast up to one additional vote as a club president or vice president of education of their club.

*(Source: District Administrative Bylaws effective on July 1, 2018 - attached to TI Board Minutes August 20-22. 2017)*

## **6. Observers (non-voting) :**

DCM meetings are open to all Toastmasters to observe. However, only those members who have voting rights are allowed to speak and vote. Other observers of DCM meetings will only have listening rights, unless expressly given permission to speak by the DCM members.

## **7. Proxies:**

Proxies are NOT allowed for online meetings. For in-person meetings, ONLY, the following is applicable:

## Article X: Council Meetings, Quorum, Proxies, and Voting

### (d) Proxies

Either the club president or vice president education of any member club may designate, in writing, any active individual member of the club to act as a proxy for him or her at any district council meeting **that is held in-person.**

*(Source: District Administrative Bylaws effective on July 1, 2018 - attached to TI Board Minutes August 20-22. 2017)*

## 8. Previous DCM minutes:

Minutes of each DCM should be approved by a committee assigned at each DCM (because each DCM will be more than a quarterly time period apart.)

## 9. Systems for Online DCM#1:

**9.1 Online meeting:** "GoToWebinar" (gotowebinar.com)

**9.2 Online voting:** "Election Runner" (electionrunner.com)

**Note:** Reason for selecting Election Runner in addition to GoToWebinar:

In order to differentiate those who have voting rights and those who do not (any member can be an observer), a voting system (separate from the online meeting) is needed. A weighted system (enabling plural votes to be cast on a single ballot) is also needed (district officers who are also President or VPE of their club can cast up to 2 votes).

Please see below as reference.

## Article X: Council Meetings, Quorum, Proxies, and Voting

### (e) Voting

In the event that the voting process is conducted virtually, no proxies will be permitted. Each district council member must cast their own vote. District executive committee members are entitled to one vote and may cast up to one additional vote as a club president or vice president of education of their club.

*(Source: District Administrative Bylaws effective on July 1, 2018 - attached to TI Board Minutes August 20-22. 2017)*

## 10. How to conduct online DCM#1 – technical support:

District Council Meeting #1 Consideration Committee's recommendations on how to conduct online meetings are:

### **10.1 Technical Assistants:**

- Parliamentarian (to assist with, or alert about any meeting procedural issues or situations which may arise)
- General meeting assistants [2 recommended] (to watch the chat box and alert the chair of submitted comments and motions, and to watch for any electronic hand raising)
- Technical Assistants [2 recommended, as a minimum] to assist the presiding officer with the software system(s) (main online operational staff and his/her back-up)

### **10.2 Recommendations:**

Location of Presiding Officer, Administration Manager, and technical assistants:

- If possible, in the same room or the same location where there is a strong internet connection.

### **10.3 Technical preparation for online DCM and the procedures on the day of the meeting:**

#### **Meeting Procedure**

##### Online meeting by GoToWebinar

- 1) X days prior to the online DCM#1
  - 1.1 Schedule the DCM#1 as a GoToWebinar meeting  
gotomeeting.com > Sign In > Schedule a webinar
  - 1.2 Send registration guidance e-mails to club Presidents, VPEs, District Officers and observers
  - 1.3 Create a list of participants
  - 1.4 Create online ballots beforehand
- 2) The day before the DCM#1
  - 2.1 Send reminder e-mails to participants
- 3) Thirty minutes prior to the DCM#1
  - 3.1 Startup GoToWebinar and Election Runner
  - 3.2 Connect support staff and District officers
  - 3.3 Move support staff from participant to staff
  - 3.4 Wait for the start of the DCM#1
- 4) Start time of the DCM#1
  - 4.1 Connect participants
    - 4.1.1 Confirm that participants are connected to GoToWebinar
    - 4.1.2 Check and confirm participants' names
    - 4.1.3 Count number of credentialed participants who are online
    - 4.1.4 Practice voting with credentialed participants, only
  - 4.2 During District officers' presentation

- 4.2.1 Switch presenters, Screen share by each presenter
- 4.3 At the time of voting
  - 4.3.1 Send the URL of pre-defined online ballots to the GoToWebinar chat box
  - 4.3.2 Voting by credentialed participants
  - 4.3.3 Count and record the number of votes cast; create a teller's report
- 4.4 When participants wish to speak (indicated by electronically raising their hand):
  - 4.4.1 Unmute the speaker, Mute the speaker when finished
- 5) At the time of adjournment
  - 5.1 Close down the system

## **11. References:**

1. *District Administrative Bylaws effective on July 1, 2018 - attached to TI Board Minutes August 20-22. 2017*
2. *District 76 Procedure, 2017-2018*
3. *Flow operation: Election Runner*