

# Policy Review and Special Rules of Order Virtual District Council Meeting

## GOVERNING DOCUMENTS REVIEW REGARDING VIRTUAL DISTRICT COUNCIL MEETINGS

from: <<https://www.toastmasters.org/leadership-central/governing-documents> >

### **As per, the District Administrative Bylaws:**

#### Article IX: **District Council**

##### Subparagraph a. **Composition**

“The District Council shall consist of the District Executive Committee, as defined in Article XI(a) of these administrative bylaws, and the representatives from each Member Club in good standing in the District, who are the Club President and Vice President Education. Each Member Club is entitled to two (2) votes, and the club can determine whether the Club President or Vice President Education, holding two (2) votes, or both representatives, with one (1) vote each, will act as voting members of the District Council. These shall be the only voting members of the District Council. References made in these administrative bylaws to “members of the District Council” shall mean only voting members.”

#### Article XI: **Committees**

##### Subparagraph a.1 **District Executive Committee**

“The District Executive Committee consists of the District Director, Program Quality Director, Club Growth Director, District Public Relations Manager, District Administration Manager, District Finance Manager, Division Directors, Area Directors, and Immediate Past District Director.”

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

##### Subparagraph c. **Quorum**

Based on two (2) votes per club, one-third of the Member Clubs in good standing in the District shall constitute a quorum for all District Council meetings. The continued presence of a quorum is presumed unless the chair declares otherwise.

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 by 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.

##### Subparagraph e. **Voting**

When the voting process is conducted only the Club President and/or Vice President Education of any Member Club may vote on behalf of the club as its representative. Either club officer may carry the club's two (2) votes or each of these club officers may carry one (1) vote, as determined by the club membership. The representative from any Member Club in good standing is entitled to a maximum of two (2) votes.

District Executive Committee members are entitled to one (1) vote and may cast up to two (2) additional votes as a representative of a Member Club, for a maximum of three (3) votes.

District Council members must cast their own votes; no proxies are permitted.

#### Article XIII: **Rules of Order**

Robert’s Rules of Order Newly Revised shall be the final authority on parliamentary procedure insofar as Robert's Rules do not conflict with any provision of these administrative bylaws, the Articles of Incorporation or Bylaws of Toastmasters International, policies set by the Board of Directors of Toastmasters International from time to time, or applicable law...

### **As per Protocol 7.1 District Events**

#### Paragraph 6. **District Council Meetings**

Subparagraph F. District committee chairs and others whose participation the council requires may attend. At the discretion of the District Director, an option for online participation for non-voting individuals may be provided.

## Policy Review and Special Rules of Order Virtual District Council Meeting

Subparagraph G. Members who are not voting members of the council may attend the meeting but shall not participate in council deliberations.

### **Per Roberts Rules of Order, Newly Revised:**

#### **Unanimous Consent**

In cases where there seems to be no opposition in routine business...time can often be saved by the procedure of unanimous consent...

Action in this manner is in accord with the principle that rules are designed for the protection of the minority and generally need not be strictly enforced when there is no minority to protect.

...unanimous consent can be used either to adopt a motion without the steps of stating the question and putting the motion to a formal vote, or it can be used to take action without even the formality of a motion.

...the Chair states that "If there is no objection to ...?" [or, "Without objection..."] He [She] pauses, and if no member calls out, "I object," The Chair announces that, "Since there is no objection ...," the action is decided upon. If any member objects, the Chair must state the question on the motion, allow any desired debate...and put the question in the regular manner.

from RONR (12th. Ed.), para.4:58-4:59

### **SPECIAL RULES OF ORDER FOR VIRTUAL DISTRICT COUNCIL MEETINGS TOASTMASTERS DISTRICT 54**

**Note: The Special Rules of Order for District 54 Council Meetings, and any Amendments thereto, shall be adopted by a 2/3 majority vote of the District Council.**

#### 1. MEETING MANGEMENT ROLES AND RESPONSIBILITIES

**Meeting Chair** – Will be performed by the District Director or designee. The Meeting chair is responsible for conducting the meeting, recognizing members to speak, managing motions, moderating debate, and adjourning the meeting.

**Minutes Manager** – Will be performed by the Administration Manager or designee. The Minutes Manager will record the events of the meeting, produce the meeting minutes report, and conduct voting communications with the members, in the event quorum is not achieved.

**Chat and Raised Hand Monitor** – Will be performed by the Program Quality Director or designee. The teleconference program has the features of: Chat window and Raised Hand. The Chat Monitor will intently watch the chat window for text germane to the meeting agenda. For agenda items, scheduled longer than two minutes, the Chat Monitor will post (to "Everyone") the agenda item name (for example, "Division A Director Report"), in the chat window. When the chat item is germane to the meeting topic, The Chat Monitor will report to the Meeting Chair, the next member (in order they appear in the chat) that wishes to speak. The Raised Hand Monitor watches for any Raised Hand next to a member's icon, indicating the member wishes to speak. The Raised Hand Monitor will report to the Chair the member that wishes to speak, providing member is in order for the current agenda item. The content of the chat will be provided to the Administration Manager for the meeting minutes.

**Electronic Voting Manager** – Will be performed by the Parliamentarian or designee. The Electronic Voting Manager will prepare the voting questions, submit the voting list to the electronic voting program, open the vote, close the vote, and tabulate/report the results.

#### 2. CREDENTIALS COMMITTEE REPORT

The Credentials committee chair shall report, at the beginning of the Business Meeting, the total number of voting members registered. During the Credentials report, the Credentials committee chair will confirm whether the Business Meeting has a quorum, as defined in the Bylaws of Toastmasters International.

# Policy Review and Special Rules of Order Virtual District Council Meeting

## 3. PARTICIPATION AUTHORITY

All Attendees should mute their microphones when not speaking. Only voting members may make motions or participate in discussion on motions. The Chair should alternate between voting members in Chat, the Raised Hand and on the phone.

A teleconference voting member shall post their name and title in the chat window if they wish to speak on the agenda item. The Chair will recognize the first name appearing in the chat window. The voting member will unmute and state their name and office, including club name if a President or Vice President Education. The Chair will state, "The Chair recognizes [insert voting member's name]". The voting member may speak, subject to timing limitations. The participant will go on mute when they conclude their comments.

The Chair then offers the voting members with Raised Hand to participate, in the order they appear on screen. The voting member will unmute and state their name and office; include club name if a President or Vice President Education. The Chair will state, "The Chair recognizes [insert voting member's name]". The voting member may speak, subject to timing limitations. The participant will go on mute when they conclude their comments.

The Chair then offers the voting members on the phone, to participate; the voting member will unmute and state their name. The voting member will unmute and state their name and office; include club name if a President or Vice President Education. The Chair will state, "The Chair recognizes [insert voting member's name]". The voting member may speak, subject to timing limitations. The phone participant will mute their phone once they conclude their comments.

## 4. TIME LIMITATION FOR AGENDA ITEMS

Debate or discussion on any item on the agenda shall be limited to a maximum of six minutes. Debate may be extended, at the discretion of the Chair, to allow additional discussion if fairness so requires.

## 5. TIME LIMITATIONS FOR SPEAKERS

No voting member shall speak more than once on the same question and for no longer than one minute. Debate may be extended at the discretion of the District Director, if permission is granted by a 2/3 majority vote without debate by the District Council, to allow additional discussion. This limitation does not apply to point of order or appeal.

## 6. TIMER

The District Director will appoint a Timer. The Timer will conduct their duties as follows: The timer will post card colors (GREEN, YELLOW and RED) in the chat window or display colored (green, yellow, red) virtual backgrounds, as if they were using timing lights. Upon the "RED" post, the Chair or designee will wait until the speaker finishes their current sentence and mute the speaker's line. The Chair will say, "Thank you for your comments, the member's time has expired".

Speakers, calling by phone, can tell the timer to speak the green, yellow, and red signals, otherwise the timer will post as indicated above. The color posting schedule will be, as shown below:

<b>Scheduled</b>	<b>Green</b>	<b>Yellow</b>	<b>Red</b>
Under 3 min	-	-	At limit
3min	2min	2min, 30s	3min
4min	3min	3min, 30s	4min
5min	3min	4min	5min
7min	5min	6min	7min
10min	6min	8min	10min
11min	7min	9min	11min
15min	11min	13min	15min

# Policy Review and Special Rules of Order Virtual District Council Meeting

## 7. VOTING PROCEDURE

Voice Voting (ayes and nays), over a teleconference is difficult to determine a fair vote due to different volumes and complications with every line being unmuted at once. Other voting methods (unanimous consent, Roll Call, on-line voting tool) will be used.

**Unanimous Consent** - is the absence of objection to an action. The Chair states, "Without objection [state the action] [pause for objection]; hearing none, the action is taken". For example, "Without objection we should close discussion and vote on the question; hearing none, discussion is closed, and we can vote on the question". An alternate form is, "Is there any objection to closing discussion and voting on the question; hearing none, discussion is closed, and we can vote on the question". A voting member can object by stating, "I object"; debate and voting would then continue in the usual manner.

**Roll Call** - An alphabetical list of all the present members is used to record the vote. The member's name is called and the member votes: yes, no or abstain. The Administration Manager records the vote, tabulates the results, and provides the result to the Chair.

**Online Voting tool** – A Zoom poll will be used for when voting is required and for conducting election for any contested positions and for tabulating the votes. A virtual breakout room will be created for all non-voting audience members to be moved to the breakout room before polling is opened in the main Zoom room. Once the Chair has determined that all the members who wish to vote have voted, or the voting time limit has been exceeded, the Chair will close voting and the votes will be tabulated. Non-voting members will be returned to the main Zoom room.

## 8. DECORUM AND ORDER

All attendees shall maintain decorum and order within the Council. It is the duty of the District Director, as Chair, to enforce rules of order. Attendees who are disruptive shall be called to order; if the disruption continues, the District Director, as Chair, will direct the meeting manager to mute the line of the disruptive party.

## 9. MOTIONS

All decisions of the meeting are to be made by means of a motion made by a voting member, seconded by another voting member, stated by the Chair, offered for debate, and then put to a vote by the Chair. Motions shall be stated in the positive, not in the negative.

## 10. MINUTES

The Administration Manager shall maintain a draft set of minutes, which will be posted on the District website 14 days prior to the next District Council Meeting. The District Council shall approve these minutes. The minutes may be amended to make actual corrections concerning debates or votes, but the minutes cannot be changed to modify actions previously taken.

## References:

- <https://www.toastmasters.org/leadership-central/district-leader-tools/district-management/elections-toolkit>
- <https://www.toastmasters.org/leadership-central/district-leader-tools/district-management/virtual-meeting-and-vote>
- Roberts Rules of Order, Newly Revised (12th edition)