



**Minutes of the 2016-2017 Board of Directors Meeting  
Vancouver, British Columbia, Canada  
August 20-22, 2017**

The 2016-2017 Toastmasters International Board of Directors convened on August 20, 2017, with International President Mike Storkey, DTM, presiding. The other Board members present were: Balraj Arunasalam, DTM; Lark Doley, DTM; Deepak Menon, DTM; Jim Kokocki, DTM; Daniel Rex, Chief Executive Officer; Steven Chen, DTM; Russell L. Drake, DTM; Teresa Dukes, DTM; David Fisher, DTM; Magnus Jansson, DTM; Vera Johnson, DTM; Matt Kinsey, DTM; Jim Kohli, DTM; Monique Levesque-Pharoah, DTM; David McCallister, DTM; Michael Osur, DTM; Margaret Page, DTM; Nagaraja Rao, DTM; and Elisa Tay, DTM. Chief Operations Officer Sally Newell Cohen and Secretary/Treasurer Jennifer Quinn were also present. No Board members were absent.

**BOARD OF DIRECTORS**

1. The Board reviewed and unanimously voted to accept modifications to the agenda as discussed.
2. The report of the Executive Committee was presented by International President-Elect Balraj Arunasalam, DTM, and covered the following items considered at its August 18-19, 2017 meeting.

**EXECUTIVE COMMITTEE**

The 2016-2017 Executive Committee convened on August 18-19, 2017, with International President Mike Storkey, DTM presiding. The other officers present were: International President-Elect Balraj Arunasalam, DTM; First Vice President Lark Doley, DTM; Second Vice President Deepak Menon, DTM; Immediate Past International President Jim Kokocki, DTM; and Chief Executive Officer Daniel Rex.

1. The Committee reviewed the organization's performance for the 2016-2017 program year. Club and membership growth continue to trend at a slower pace than in the two previous years, and the Committee recommends a study of the factors that impact the ability of clubs to grow membership and districts to build new clubs.
2. The Committee discussed the Board's recent decision to discontinue October/November District conferences and potential solutions to focus on opportunities that better support club leaders through consistent, high-quality training. As part of this discussion, the Committee reviewed proposed modifications to the District Administrative Bylaws, Protocol 7.1: District Events and Protocol 8.4: District Fiscal Management and further drafted potential modifications to the District Administrative Bylaws, Protocol 7.1: District Events to help guide Board discussion. Policy 6.0: Speech Contests was also reviewed to clarify when speech contests could be conducted.



3. The Committee reviewed the progress of newly reformed districts: Founder's District (Southern Orange County, California) and District 100 (Northern Orange County and Southeastern Los Angeles, California); District 20 (Bahrain, Kuwait and Qatar) and District 105 (Jordan, Lebanon, Oman and United Arab Emirates); District 30 (DuPage, Lake, McHenry and North Cook County, Illinois) and District 103 (South Cook County, Illinois); and District 79 (Eastern Saudi Arabia) and District 104 (Western Saudi Arabia).

The Committee also reviewed the status of reformations that will take effect on July 1, 2018: District 6 (Southern Minnesota) and District 106 (Northern Minnesota and Southern Ontario, Canada); District 34 (Southern Mexico, including Cancun, Colima, Guadalajara, Mexico City, Morelia, Puebla, Queretaro, Toluca and Xalapa) and District 113 (Northern Mexico, including Aguascalientes, Baja California, Chihuahua, Culiacan, Durango, Guanajuato, Matamoros, Mazatlán, Monterrey, Saltillo, San Luis Potosi and Tlaxcala); District 72 (South of Manawatu-Wanganui region, South New Zealand) and District 112 (North of Wellington region, North New Zealand); District 59 (Belgium, France, Luxembourg, Monaco and Netherlands); District 95 (Denmark, Germany, Norway and Sweden); District 107 (Andorra, Portugal and Spain); District 108 (Estonia, Finland, Latvia, Lithuania and Poland); District 109 (Austria, Bulgaria, Cyprus, Greece, Italy, Lichtenstein, Republic of Macedonia, San Marino, Switzerland and Vatican City) and District 110 (Croatia, Czech Republic, Hungary, Republic of Moldova, Romania, Slovakia and Ukraine).

The Committee recommends to the Board the following:

- Approve the members of Districts 60 and 86 (Ontario, Canada) joint reformation committee as submitted by the respective district directors.
- Approve a request from District 89 (Southern China) to establish a reformation committee.
- Grant Brazil Territorial Council status effective July 1, 2017.
- Grant East Africa (Ethiopia, Kenya, Rwanda, Tanzania and Uganda) Territorial Council status effective July 1, 2017.
- Grant Provisional Districts 93 and 94 full district status effective July 1, 2017.

The Committee evaluated Provisional District 97's progress, reconfirms its commitment to the district's leadership team and will provide ongoing support.

4. The Committee received a progress update on the process to establish a legal entity in China. The Committee also reviewed proposed modifications to Policy 11.4: Board of Directors Committees (attached) that memorialize a decision made by the Board of Directors in August 2011 to delegate the authority to the Executive Committee to establish legal entities outside of the United States. The Committee recommends that the Board adopt the proposed policy modifications.



5. The Committee discussed a recent communication related to online club awareness creation and a potential promotion by an unauthorized collective at the upcoming International Convention. The Committee concluded that the distribution of any unapproved material at the convention would be a violation of the governing documents.
6. The Committee conducted a review of the Chief Executive Officer's performance and commended Chief Executive Officer Rex for his efforts and exceptional contribution. The Committee recommends a compensation package for the Chief Executive Officer for the 2017-2018 year, relying upon written submissions, including comparative salary data, as well as the Committee members' own observations and experiences. While the Chief Executive Officer was excused from the room, the Committee reviewed confidential advice regarding compliance with Section 4958 of the United States Internal Revenue Code, made factual findings and adopted extended resolutions as appropriate. Also, in accordance with the California Nonprofit Integrity Act (NIA) of 2004, the Committee determined that the compensation of the Chief Executive Officer is just and reasonable compared to similar organizations.

The Board discussed and adopted all items, with the exception of item 4. Item 4 and the policy modifications to Policy 11.4 were discussed and voted on separately. The Board voted to adopt the modifications; International Director Russell Drake abstained from the vote.

#### **BOARD OF DIRECTORS**

3. The Board received reports from International President Storkey and Chief Executive Officer Rex on the status of the organization.
4. The Board received an update on strategic initiatives in process at World Headquarters presented by the chief officers of finance, information technology, member engagement and support, and operations.
5. The Board discussed and reviewed recommended recording standards for region-level quarterfinal speech contests, beginning with the 2018-2019 contest cycle. These requirements will enable districts to successfully capture contestants' speeches while providing flexibility in fulfilling the recording requirements. Beginning in January 2018, district leaders will receive information on the standards and how it will impact the International Speech Contest.
6. The Board received an update on the Smedley Fund reinvigoration efforts and the effectiveness of campaigns conducted in 2016 and 2017. The Board also received an update on the next phase of the plan in a continued effort to increase awareness of the fund.
7. In 2015, the District Efficiencies Committee identified marketing, public relations and advertising as an area where districts have invested significant resources, yet the results weren't commensurate with the effort because of a lack of understanding of how to develop or execute an effective marketing and media campaign. It directed World Headquarters to develop several short- and long-term recommendations, including the use of advertising on an international scale. A consultant was retained to analyze Toastmasters' digital content



strategy and partner with staff on several short-term initiatives to increase awareness. World Headquarters also partnered with Saatchi & Saatchi Canada to develop a longer-term advertising campaign. The Board reviewed the proposed campaign and approved the recommended budget of \$126,000 to test market this plan in California and Florida. It is anticipated that the test will begin in the mid-2018.

8. The Board reviewed and discussed direct and indirect expenses related to district activities. In recent years, expenses have grown significantly as the organization has taken on greater responsibilities for supporting district operations; however, some districts have a surplus in their reserve accounts. The Board instructed World Headquarters to continue developing potential ways for the surplus to help the district achieve its mission and discuss at a future Board meeting.
8. The Board reviewed and discussed the Developing Markets Committee's recommendations and related feasibility study that aim to support and enhance the developing markets initiative. These recommendations included modifications to the District Administrative Bylaws (attached), Protocol 7.0: District Structure (attached), Policy 8.0: Dues and Fees (attached) and Policy 8.4: District Fiscal Management (attached). The Board voted to adopt the modifications; however, Immediate Past International President Jim Kokocki voted against the modifications.
9. The Board received reports from three committees:
  - a. Region Composition Phase 2 Committee  
The Bylaws of Toastmasters International, Article V: Board of Directors, Section 4: Duties, gives the Board responsibility to assign clubs to regions and periodically balance the number of clubs in regions, ensuring that no region exceeds 15% of the total number of clubs. In February 2016, a Region Composition Committee (Phase 1) was formed to: analyze the current assignment to balance distribution and anticipate growth.

This Committee was tasked with reviewing and analyzing the report of the Region Composition Committee and continuing the work by:

- i. Validating the assumptions and recommendations in the report against the original assignment.
- ii. Considering any aspects of the assignment not covered by the original report.
- iii. Developing a series of specific and actionable recommendations that support the assignment of districts to regions, including draft modifications to governing documents.
- iv. Conducting preliminary feasibility for cost and timeline.
- v. Developing a final recommendation.

The Board voted to adopt the Committee's recommendation to reduce the number of regions in the Americas from 10 to nine and add a fifth region outside of the Americas, effective July 1, 2018. The result is a more equitable balance of the organization's clubs across regions. It will also provide an anticipated five years before realignment is needed.



b. Disciplinary Committee

The Committee was tasked with reviewing materials related to potential disciplinary actions and conducting disciplinary hearings as necessary.

The Committee recommends that individuals be removed from good standing with Toastmasters International due to their individual violations of Policy 3.0: Ethics and Conduct, Policy 4.0: Intellectual Property or the Bylaws of Toastmasters International, Article XII: Districts.

The Board adopted these recommendations through deliberations conducted in May and June 2017. The Committee also recommended changes to Policy 2.0: Club and Membership Eligibility (attached) and Policy 3.0: Ethics and Conduct (attached) to more clearly define the process for addressing individuals who are not paid members of a Toastmasters club.

c. Leadership Roles Committee

The Committee was tasked with considering the activities and tasks necessary to achieve club excellence, individual member achievement and awareness, engagement and participation at the club through district levels and developing a series of specific and actionable recommendations.

The Board voted to accept the Committee's recommendation as a work in progress. A future committee will focus on vertical alignment of club and district leadership and recognition programs and developing leadership assessments.

10. The Board continued its discussion on the role of the Immediate Past District Director and directed World Headquarters to present potential policy modifications related to the role for discussion during the March 2018 Board meeting.
11. The Board received an update on the progress of the Pathways learning experience pilot program.
12. The Board discussed the 2016 Board of Directors' decision to discontinue October/November district conferences beginning in October 2018. It directed districts to focus their efforts on strengthening existing clubs and building new clubs by supporting club leaders through properly developed training that empowers them to deliver an exceptional club experience, developing and nurturing club leads and fully developing the District Success Plan early in the year. These solutions included modifications to the District Administrative Bylaws (attached) and Policy 6.0: Speech Contests (attached). Protocol 7.1: District Events (attached) and Protocol 8.4: District Fiscal Management (attached) were adopted by the joint authority of the Chief Executive Officer and the International President with concurrence of the International President-Elect. The Board voted to adopt the modifications; International Director David Fisher voted against the modifications in Policy 6.0.
13. The Board discussed prohibiting an individual from running for international director or applying to region advisor concurrently. The intention is to reduce the time and costs related





to completing candidate and applicant assessments and last-minute withdrawal of candidates or applicants for one of the positions, requiring additional efforts to recruit other individuals. The Board voted to adopt modifications to Policy 9.1: International Campaigns and Elections (attached) and Policy 10.0: Region Advisors (attached).

14. The Board reviewed and discussed the International Leadership Committee (ILC) report, specifically related to expanding the candidate assessment to other district leaders for both international director candidates and region advisor applicants, specifically the administration manager and public relations manager and district directors, program quality directors and club growth directors who served in the region while the international director candidate was a region advisor. In addition, the Board discussed memorializing the requirement of the ILC to provide feedback to candidates. The Board voted to adopt modifications to Policy 9.1: International Campaigns and Elections (attached) and Policy 10.0: Region Advisors (attached).
15. The Board reviewed and accepted the Audit Committee's recommendation as presented in the August 4, 2017, minutes to retain Squar Milner as the organization's 2017 auditor.
16. The Board received a report from Strategic Planning Committee Chair and Immediate Past International President Jim Kokocki, DTM. Chair Kokocki briefly explained the purpose and structure of the Strategic Planning Committee.

#### **STRATEGIC PLANNING COMMITTEE**

The 2016-2017 Strategic Planning Committee convened on August 17, 2017, with Immediate Past International President Jim Kokocki, DTM presiding. The other officers present were: International President Mike Storkey, DTM; International President-Elect Balraj Arunasalam, DTM; First Vice President Lark Doley, DTM; Second Vice President Deepak Menon, DTM and Chief Executive Officer Daniel Rex. Chief Operations Officer Sally Newell Cohen and Secretary/Treasurer Jennifer Quinn were also present. No Committee members were absent.

1. The Committee expressed concern that club officers are not consistently receiving training that enables clubs to achieve excellence. To foster club excellence, leaders at all levels must focus on delivering consistent club quality, emphasize accountability and develop a clear understanding of how to deliver club excellence.
2. The Committee reviewed and discussed the results of the July 2017 Board Assessment and reviewed the prioritized factors identified through the Environmental Scan and SWOT analysis conducted in March. It will continue these discussions with the Board of Directors.
3. The Committee continued its evaluation of the region advisor program. To help region advisors be more effective, the Committee sees a need to develop specific success metrics, processes and a monthly reporting system through which region advisors will evaluate district leadership teams and create an action plan from this assessment. The information will be provided directly to the International President on a monthly basis. The Committee recommends modifications to Policy 10.0: Region Advisors (attached).



4. The Committee continued its discussion on Board structure and accountability and reviewed Policy 11.0: Board of Directors and Article V of the Bylaws of Toastmasters International, which define the duties and responsibilities of the Board of Directors.

As no other business was discussed, the International President adjourned the meeting.

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".

A handwritten signature in black ink, appearing to be "Jennifer Quinn", is located to the right of the distribution list.

Jennifer Quinn  
Secretary/Treasurer

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

## Board of Directors Committees

### 1. Executive Committee

- A. The Executive Committee is comprised and its powers and duties are stated in Article V, Section 6, of the Bylaws of Toastmasters International.
- B. The Executive Committee answers to the Board, is subject to its general direction, and has additional powers as the Board delegates.
  - I. The Executive Committee reviews the proposed annual budget and submits a final budget document to the Board and reviews financial reports and recommendations concerning major expenditures and presidential travel.
  - II. The Executive Committee reviews operations and policies that are to be carried out by the Chief Executive Officer and supervises the performance and position of the Chief Executive Officer.
  - III. The Executive Committee serves as the Strategic Planning Committee.
- C. The Board reserves unto itself, from the Executive Committee, all powers and authority except the following:
  - I. The Executive Committee has authority essential to the performance of duties imposed upon it by the Bylaws or assigned to it by the Board.
  - II. The Executive Committee has authority over those processes expressly delegated to it by the Board. Where authority to act on a matter is expressly delegated to the Executive Committee in policy adopted under Article V, Section 4(f) of the Bylaws of Toastmasters International, the phrase “subject to the approval of the Board” in Article V, Section 6(c) of the Bylaws shall mean that the Executive Committee has full corporate authority to act on the matter in a timely manner and need not seek Board approval prior to taking such action. However, the Board may, upon learning of the Executive Committee’s action at the Board’s next meeting or otherwise, decide to modify, overrule, or reverse the Executive Committee’s action to the extent the Board can do so without harm to the best interests of Toastmasters International.
  - III. The Executive Committee has such authority as is necessary in the conduct of the ordinary business operations of the corporation while the Board is not in session.
- D. Meetings may be called by the International President or any other voting member of the Committee by giving reasonable notice of the date, time, and place of the meeting to all members of the Committee.



- E. Minutes of all Executive Committee meetings are provided to all Board members within 30 days after each meeting.
- F. The Executive Committee reviews the proposed budget for the ensuing fiscal year every November, conducts the Chief Executive Officer Performance Appraisal annually every August, reviews district formation and reformation every three years, reviews member dues at least every three years, and reviews the Toastmasters International Reserves policy annually.
- G. The Executive Committee is authorized by the Board to act with the power of the Board to establish legal entities outside of the United States as may be necessary or appropriate to further the purposes of Toastmasters International, in the judgment of the Committee, relying upon information and advice from the Chief Executive Officer and legal counsel.**
  - I. All actions of the Committee within this delegation of authority shall be fully effective when taken. Such actions will be reported to the directors at, or prior to, the next meeting of the Board following the action but will not require ratification by the Board to be effective. However, the Board reserves the right to review and modify any action taken by the Committee if necessary to protect the best interests of Toastmasters International.**
  - II. Executive Committee members shall often be expected and are authorized to serve as officers or directors of the legal entities established outside the United States. The Chief Executive Officer, Chief Operations Officer and Chief Financial Officer may serve as officers or directors of the legal entities established outside the United States upon assignment by the Executive Committee.**
- G.H.** All signatories on Toastmasters International's corporate bank accounts, including district bank accounts, must be approved by the Executive Committee, or by unanimous written consent.
  - I. At an Executive Committee meeting, or by unanimous written consent, the committee reviews and approves a list showing, for each account, the district involved, the name and location of the financial institution, and the names of the persons to be added or removed as signatories since the prior committee meeting.
  - II. If necessary, the International President approves the addition or removal of bank signatories between Executive Committee meetings, subject to ratification by the committee at its subsequent meeting.
  - III. Replacement of a previously approved signatory is not effective until the replacement is approved by the International President, whose approval is subject to ratification by the Executive Committee.

- H.I. The Chief Executive Officer, Chief Operations Officer and Controller, collectively, have authority to establish and maintain Toastmasters International district bank accounts as necessary to enable districts to conduct Toastmasters business. All Board members must be notified within 30 days of the establishment of these accounts.

## **2. Strategic Planning Committee**

- A. The members of the Executive Committee comprise the Strategic Planning Committee.
- B. The Strategic Planning Committee strategically analyzes Toastmasters International's place in the future, including opportunities and threats that might affect the organization; determines goals and strategies for achieving those goals; reviews the purpose, core values, and mission of the organization; develops strategic goals for growth in line with Toastmasters International's mission; updates and produces a Strategic Plan for use by the organization; and identifies broad approaches for achieving strategic goals; and recommends operational objectives to the Board, including, but not limited to, the adoption of appropriate organizational policies and programs.
- C. The Committee gives an official report at the Board meeting concerning all functions referred to above.
- D. The Committee meets at such times as considered in the best interest of the organization, as determined by the International President.
- E. Strategic plans for Toastmasters International and any recommendations for action on programs proposed by the Strategic Planning Committee are reviewed annually by the Board.

## **3. Board Committees**

- A. Committees are established by the Board as needed under the Bylaws of Toastmasters International, Article VII, Section 2.
- B. The Board establishes committees as needed, which are subject to the general direction of the International President and the Board and are accountable to the Board through the committee chair.
- C. The name, strategic purpose, composition, presiding officer and duration of each committee shall be determined by the International President, subject to the approval of the Executive Committee and Board, unless otherwise stated in the Bylaws of Toastmasters International or in the policies of Toastmasters International.
- D. These committees may be assigned special projects outside the scope of responsibility of a standing committee and continue to act until their stated functions are completed or until they are discharged from their responsibilities by the Board.
- E. All committees are subject to the general direction of the International President and the Board.
- F. Committees are accountable only to the Board and report through the

committee chair.

- G. Board committees may appoint sub-committees as needed.

#### **4. Advisory Committee of Past International Presidents**

- A. The Advisory Committee of Past International Presidents (ACPP) is established in the Bylaws of Toastmasters International, Article VII, Section 4. The purpose of the Advisory Committee of Past International Presidents is to submit comments and recommendations for consideration of the Board.
- B. All Past International Presidents who maintain membership in good standing are ex-officio officers of Toastmasters International and remain members of the Committee until their resignation, death, or removal from the Committee.
- C. The Immediate Past International President is the chair of this committee. Each year, the Committee chair briefs the International President on the duties of the chair and the role and processes of the Committee.
- D. The Chief Executive Officer is the liaison to the Committee.
- E. From time to time, the International President may seek feedback from the Committee or assign a topic to the Committee or selected Committee members for consideration and feedback to the Board.
- F. The Committee meets annually during the International Convention. Special meetings are called with the written approval of the International President.
- G. At the August ACPP meeting, the International President and Chief Executive Officer present a briefing on strategic and significant issues.
- H. The committee chair presents a report of the August meeting each February—and, at the International President's discretion, provides a report in August—for consideration by the Board.
- I. Upon request, as surveyed each year, Committee members for whom World Headquarters has a current Confidentiality Statement on file receive:
  - I. Board meeting and Executive Committee meeting minutes after the minutes have been finalized by the Secretary/Treasurer and the Board and before being made public on the Toastmasters website.
  - II. A briefing document consisting of agenda items to be considered by the Board, Executive Committee and Strategic Planning Committee at its meetings. This briefing does not include personnel issues, highly confidential topics and other highly sensitive items that are excluded at the discretion of the International President.
    - a. The briefing document is distributed prior to each meeting.
    - b. Members of the committee provide individual feedback to the committee chair.

- c. Individual members of the Committee shall not speak on behalf of the ACPP when communicating with members of the Board individually or collectively.
  - d. The chair, with the written approval of the International President, may call a meeting of the Committee to discuss the feedback.
  - e. The chair presents a summary of the feedback to the International President before each meeting and to the Board at each meeting.
  - f. Feedback on topics being addressed by the Board may be submitted from the Committee to the Board periodically.
- J. All Committee members receive:
- I. Links to significant updates on the Toastmasters International website including, but not limited to, newsletters and other new or updated publications.
  - II. Selected new printed materials that may be distributed to the Committee members at the August meeting.
  - III. The Chief Executive Officer's Report after it has been distributed to the Board and before it has been made public on the Toastmasters website.
  - IV. A document containing selected talking points used by the Board of Directors during district conference visits.
- K. The role and processes of the Advisory Committee of Past International Presidents are addressed annually at Board member orientation by the Immediate Past International President.

## **5. Audit Committee**

- A. The Toastmasters International Audit Committee acts in accordance with the California Nonprofit Integrity Act of 2004 (NIA) and any subsequent or superseding statutes.
- B. The Chief Executive Officer recommends one or more auditing firms to the Audit Committee by August 1 each year and negotiates the audit firm's compensation on behalf of the Board. The two-person Audit Committee is responsible for recommending an auditing firm to the Board by September 30 each year. The Board then selects an auditing firm by November 30 each year.
- C. In order to be appointed to the Audit Committee, one must be qualified to serve on the Committee based on the requirements of the NIA.
- D. When selecting Committee members, first preference is given to past international presidents.
- E. Appointments to the Committee are made between January and August of each year by the International President and are subject to the approval of the Executive Committee.

- F. Committee members are appointed to two-year terms.
- G. The first-year Committee member serves as co-chair; the second-year Committee member serves as chair.
- H. Any vacancy is filled by the International President in office when the vacancy occurs, subject to the approval of the Executive Committee.

## **6. International Disciplinary Committee**

- A. A Toastmasters International Disciplinary Committee may be appointed by the Board of Directors in accordance with Article III, Section 13(h) of the Bylaws of Toastmasters International, if the disciplinary matter is complex or difficult.
- B. The Committee follows Article III, Section 13(h) of the Bylaws of Toastmasters International and Policy 3.0: Ethics and Conduct while conducting some or all of the aspects of the disciplinary process with authority delegated to it by the Board of Directors.
- C. The Committee reports the results of its work and any interim steps taken to the Board of Directors promptly in writing.
- D. The Board of Directors reviews the Committee's work product and determines any appropriate action after receipt of the Committee's report(s) as soon as is reasonably feasible under the circumstances. A final decision to take disciplinary action must be made or confirmed by a three-fourths majority vote of the Board.
- E. Appointments to the Committee are made by the International President and are subject to the approval of the Board of Directors.

# District Administrative Bylaws

## Article I: Authority and Title

### (a) Authority

These District Administrative Bylaws are promulgated under the authority of [Article XII of the Bylaws of Toastmasters International](#), by its Board of Directors, relating to district administration.

### (b) Applicability

**These administrative bylaws shall also apply to provisional districts and territorial councils to the extent provided in Policies adopted and modified from time to time by the Board of Directors of Toastmasters International, and all references to district officers or to district leadership bodies in such Policies and implementing Protocols shall apply to their equivalents in provisional and territorial councils, unless otherwise specifically stated.**

### (c) District Title

This district shall be designated as set forth in the title of these administrative bylaws.



## District Structure

### 1. Club Assignments

- A. Area and division organization is defined and described in [Article XII, Sections 1, 3\(b\), and 3\(e\) of the Bylaws of Toastmasters International](#) and in [Article VI of the District Administrative Bylaws](#).
- B. When a new club is organized, it is assigned to the district within which boundaries it meets. Exceptions are only considered with the concurrence of the district councils involved and with the approval of the Board of Directors.
  - I. The assignment of a new club to an area is made by the district director, subject to approval by the district executive committee.
  - II. Changes to the alignment of a new club must be reported to World Headquarters by the district director within 30 days of the club's charter date. Any changes received after 30 days will not be reflected until the following July 1.
- C. When a club moves its meeting location into the geographic boundaries of another district, its district affiliation does not change until the next July 1. This change must be reported to World Headquarters and both district directors within 30 days of that date.
- D. The best interests of the clubs and district are taken into consideration when assigning clubs to areas.
  - I. Areas consist of four to six clubs; however, an area may consist of three clubs on July 1 only when an efforts to charter a fourth club is in process.
  - II. Under no circumstances may an area have more than six clubs on July 1.
  - III. Advanced clubs may not be segregated into areas nor may areas be segregated by language.
  - IV. Districts assign clubs to areas based upon:
    - a. Geographic proximity to other clubs
    - b. The ability of an area director to effectively provide service
    - c. Club size and strength (e.g., paid, active, disbanding)
    - d. Prospective clubs and expected growth
    - e. The likelihood of eligibility for Distinguished programs (e.g., club base of the area or division)
- E. A division must have a minimum of three areas.

## 2. Territorial Councils

- A. The Board may create non-district administrative units called territorial councils in any undistricted territories for the purpose of forming new districts.
- B. The criteria for the creation of a territorial council is the evidence of potential growth of clubs and members in a specific geographical area within five years and the evidence of potential of at least 20 existing clubs therein for eventual district status.
- C. The clubs within a territorial council may organize an informal operating structure, electing such officers as needed to coordinate and guide a club growth program for district status. The clubs may plan and participate in training sessions, educational programs, speech contests, and other growth-oriented activities.
- ~~D. Finances involved in the council's operation are sustained by the clubs therein.~~
- D. Once granted territorial council status by the Board, a territorial council is entitled to administrative support from World Headquarters; a district number, which is the next sequential district number available; official participation in the Distinguished District Program; a district reserve account; applicable membership dues income; assignment to a region; travel reimbursement to official district leader training.**
- E. If a territorial council meets the minimum requirements for district status before becoming a provisional district, it may skip that step and apply to the Board for district status.**
- F. Those performing leadership roles in a territorial council have the same responsibilities as the equivalent leadership roles in a fully-qualified district, subject to such limitations as Policy, Protocol, or Board action may provide.**
- G. Each year, the Board reviews the progress of territorial councils. If, after three years, the territorial council has not made significant progress toward becoming a provisional district or district, the Board may remove territorial council status and all related privileges. The clubs would revert to being undistricted.**

## 3. Provisional Districts

- A. A territorial council may apply to the Chief Executive Officer for provisional district status when the following requirements are met:
  - I. The council has 45 or more clubs in good standing for two consecutive semiannual reporting periods.
  - ~~II. Clubs which are council members acknowledge by written resolution an annual dues increase from the undistricted to the districted amount.~~
- B. Once granted provisional district status by the Board, a provisional district is entitled to administrative support from World Headquarters; a district number, which is the next sequential district number available; official participation in the Distinguished District Program; a district reserve account; applicable membership dues income; participation in the International Speech Contest; assignment to a region; visits from international officers,

directors, and/or region advisors; and travel reimbursement to official district leader training and to the International Convention.

- C. A past provisional district director is eligible to be nominated for election to the Board.
- D. Within three years after granting provisional district status, the Board reviews the progress of the provisional district. Performance in the Distinguished District Program is considered in the decision to grant full district status.
- E. After reviewing district progress, the Board either allows the provisional district to continue to function as a district or takes such action as it considers in the best interest of Toastmasters International.
- F. When a provisional district reaches 60 or more clubs in good standing, it may apply to the Board for district status.
- G. Before becoming eligible for full district status, each newly created provisional district is required to be in operation for a minimum of nine months ending on June 30, during which time it must adopt the [District Administrative Bylaws](#); elect officers, establish an organizational structure, and subdivide itself into areas; and operate district programs in alignment with Toastmasters International's governing documents.
- H. Any authorization to operate as a provisional district continues until full district status is granted or until it is otherwise terminated by the Board.

#### **4. Reformed or Consolidated Districts**

- A. The Board reviews the status of districts with more than 240 clubs every three years, or sooner if necessary, to determine if reformation is in the best interests of Toastmasters International and the clubs.
- B. The Board may also consider consolidating a district with another district or districts if it has fewer than 60 clubs or fewer than 900 members.
- C. Any district with 200 or more clubs that wants to be considered for reformation may, after approval by a majority of the District Executive Committee, submit a letter of inquiry to the Chief Executive Officer for review with the Executive Committee. The Executive Committee provides its recommendation to the Board.
- D. If the Board approves the request or directs a reformation, the district director appoints a reformation committee to conduct a detailed needs analysis that includes the following:
  - I. Map of proposed boundaries demonstrating that the reformed districts will have no fewer than 100 clubs each
  - II. Number of clubs, club strength, growth trends, growth potential, population, education, languages spoken, and geographic influences for both districts
  - III. Reasons why the reformation is in the best interests of the members, the clubs, the districts, and Toastmasters International

- IV. Implementation strategy
- V. Marketing plan projecting growth and identifying key market opportunities for both districts
- VI. Succession plan identifying qualified future leaders in both districts
- VII. Financial projections demonstrating the anticipated income and expense for both districts
- VIII. The needs analysis is submitted to the Chief Executive Officer for review with the Executive Committee. The Executive Committee provides its recommendation to the Board.
- E. The year prior to reformation, the district elects a district director, two program quality directors, and two club growth directors. Each reforming district will have one program quality director and one club growth director.
- F. The district with the oldest surviving club within its boundaries will retain the original district number. The other district will receive the next sequential number available. The number will be communicated to the district leaders no later than July 1 of the year prior to reformation.
- G. District records through the reformation are retained by the original district. Copies of records essential to their proper administration are furnished to the newly formed district. Separate records are kept after the reformation.
- H. Once the reformation takes place, World Headquarters distributes funds in the original reserve account to the reserve accounts of the reformed districts, according to the ratio of the number of membership payments made by clubs in each reformed district in the program year immediately preceding the reformation.
- I. Funds in local district bank accounts must be divided according to the ratio of the number of membership payments made by clubs in each reformed district in the program year immediately preceding the reformation. World Headquarters shall oversee the allocation of funds at the time the bank accounts are established for the new district.
- J. At any stage of the reformation process, districts may be asked to submit a progress report to the Chief Executive Officer.
- K. Additional reformation requirements may be determined necessary by the Board due to special circumstances.

## **5. District Consolidation**

- A. The consolidation of a district occurs on the initiative of the Board.
- B. The Board reviews the status of districts with fewer than 60 clubs every three years, or sooner if necessary, to decide if consolidation is in the best interest of the organization.

- C. When determining whether consolidation is appropriate, factors such as the number of clubs in the district, market potential within the district, past performance, leadership, and geography are considered.
- D. If it is determined that consolidation is in the best interests of Toastmasters International and the clubs, the district is advised that it is being considered for consolidation.
- E. If the district wishes to remain a district and not be consolidated, it is given the opportunity to develop and present a growth plan to the Board. The growth plan identifies potential markets within the district and provides a specific strategy and reasonable timeline for building 60 clubs and more.
- F. If a growth plan is accepted, the Board reviews the progress of the district each year and takes what action is in the best interests of Toastmasters International and the clubs.
- G. If a district is to be consolidated, the clubs in that district are notified of the date of consolidation. The Board takes whatever action necessary to ensure that the clubs involved have the opportunity to participate in elections or speech contests conducted by the district absorbing the clubs

Policy 8.0  
**Dues and Fees**

1. Membership dues payments are governed by Article IV, Section 2 of the Bylaws of Toastmasters International.
2. The annual dues amount for members of **districted all** clubs is \$90, payable as \$45 semiannually in April and October.
- ~~3. The annual dues amount for members of undistricted clubs is \$67.50, payable as \$33.75 semiannually in April and October.~~
- 43.** A member who joins a club at a time other than in April and October pays prorated dues according to the following table:

Join Month	Districted Clubs	<del>Undistricted Clubs</del>
May or November	\$37.50	<del>\$28.13</del>
June or December	\$30.00	<del>\$22.50</del>
July or January	\$22.50	<del>\$16.88</del>
August or February	\$15.00	<del>\$11.25</del>
September or March	\$7.50	<del>\$5.63</del>

- 54.** The names of the members for whom dues are paid are submitted with the dues payments.
- 65.** The new member fee for each new member, including charter members of new clubs, is \$20.
- 76.** The charter application fee for a new club is \$125. New clubs pay dues six months in advance. This may result in the need to submit prorated membership dues for the subsequent dues renewal period.
- 87.** The certification fee for a gavel club is \$50. The annual renewal fee for a gavel club is \$48, payable each November and prorated for groups requesting certification after November.
- 98.** Club charter fees and membership dues and fees are paid by that club or an appropriate sponsoring agency, company, or group and not from district funds, or a district leader's personal funds, except when that district leader is also a president, vice-president, or treasurer of that club. Club charter fees may be paid by another club, however membership dues and fees may not.
- 409.** The Board of Directors reviews the dues, fees, and submission processes at least every three years beginning in 2009.
- 4410.** In the event of a natural disaster or other extenuating circumstance affecting one or more clubs' ability to pay membership dues, the Chief Executive Officer, after consultation with the International President, may postpone or reduce the membership



dues for the affected clubs or take other appropriate measures. It is the responsibility of the affected clubs to contact World Headquarters for consideration.

## District Fiscal Management

1. District financial management is governed by Article XII, Section 2 of the Bylaws of Toastmasters International and by Article XII, Section (a) of the District Administrative Bylaws, which includes requirements for transfers of funds from Toastmasters International to the district. From the membership dues collected by World Headquarters, the Board of Directors makes funds available for district activities. **Funds are also collected from undistricted clubs and placed in a separate reserve account for future territorial councils.**
  - A. These funds include the amounts available in the **appropriate respective district or territorial council** reserve accounts.
    - I. For each member for whom membership dues are received ~~within the district~~, \$22.50 is deposited in the **district appropriate** reserve account in semiannual payments of \$11.25.
    - II. For each member from whom prorated membership dues are received ~~within the district~~, funds are deposited in the **district appropriate** reserve account according to the following table:

Join Month	Amount
May or November	\$9.38
June or December	\$7.50
July or January	\$5.62
August or February	\$3.75
September or March	\$1.88

- B. When a territorial council is established, it receives funds equal to 25 percent of the council's estimated dues income for the next year.**
2. All district funds, regardless of source, are Toastmasters International funds and are to be used to carry out the Toastmasters International and district missions.
3. The district director, either the program quality director or club growth director, and finance manager may jointly establish district bank accounts and shall have signatory authority on all accounts established by the district and those established on behalf of the district by Toastmasters International, including any division, area, and conference accounts. Alternate signers are permissible only if approved by the Toastmasters International Executive Committee.
4. Funds in district bank accounts must be available on demand. They may not be placed in any type of investment account (i.e. where the funds are at risk or the account has a maturity date).

5. If authorized by the district and included as part of the district budget, a division, area, or conference is allocated funds and has its own budget.
  - A. Division, area, and conference financial activity is subject to the supervision of the district director and must be included in the quarterly Profit and Loss Statement, mid-year audit, and year-end audit.
  - B. Monthly division, area, and conference financial activity reports, showing variances with explanations, must be provided to the district director, program quality director, and club growth director within 30 days of the end of the month.
  - C. Funds in division, area, and conference bank accounts are owned by the district and by Toastmasters International. The administration of division, area and conference funds shall follow the same rules as district funds.
6. The Chief Executive Officer withholds district funds as needed and, with the approval of the Executive Committee, assumes financial control of a district.

## Club and Membership Eligibility

### 1. Club Eligibility

- A. Club admission is defined and described in [Article III, Section 3 of the Bylaws of Toastmasters International](#).
- B. The Board of Directors has ultimate authority over club admission.
- C. The Board or the Chief Executive Officer, as the Board's authorized representative, may delay or decline the chartering of a club, with or without stated reason.
- D. All Toastmasters clubs are required to comply with Toastmasters International's governing documents.
- E. All Toastmasters clubs must abide by the charity and tax laws of the United States and the other countries in which they may be located so that Toastmasters clubs are organized and operated for the charitable purpose of educating individuals in communication, leadership and related skills, and not for the gain or profit of any business or other private interest.

### 2. Club Minimum Requirements

- A. Meetings are held at least 12 times per year.
- B. Regular meetings are conducted in-person. Clubs may decide to allow members to attend virtually, as long as the majority of attendees meet in-person.
- C. Members work toward educational achievements.
- D. Members give oral manual speeches and evaluations.
- E. Members have the opportunity to develop and practice leadership skills and earn leadership awards.

### 3. Individual Member Eligibility

- A. The admission of individual members to clubs is governed by [Article III, Section 2 of the Bylaws of Toastmasters International](#).
- B. If World Headquarters has credible information about misconduct as described in Policy 3.0: Ethics and Conduct, by a person who is not a paid member of a Toastmasters club, who may be a former member of a Toastmasters club, or may have never been a member of a Toastmasters club, the following action may be taken:
  - I. The Chief Executive Officer may present the matter to the Board of Directors, which may, at its discretion (without violating Article III, Section 2 of the Bylaws of Toastmasters International) and in the best interests of

the organization, determine that the person is not in good standing with Toastmasters International.

If the matter is urgent and requires immediate action, the Executive Committee, under Article V, Section 6(b) of the Bylaws, may determine the person is not in good standing with Toastmasters International.

- C. The Board or Executive Committee may delegate all or any portion of the determination process to any officer of the Board or Board committee, or to the Chief Executive Officer, subject to the approval of the Board.
- D. A determination of the good standing of a person who is not a paid member of a Toastmasters club does not require any notice, hearing, or other process as stipulated in Article III, Section 13 of the Bylaws or in Protocol 3.0. **The Board, or its delegate, may offer the person an opportunity for discussion. At the time of notification, should the person become a paid member, the Board, or its delegate, is not required to follow the process as stipulated in Article III, Section 13 of the Bylaws or Protocol 3.0.****
- E. If it is determined that a person is not in good standing with Toastmasters International, all clubs are prohibited from admitting the person to individual membership. World Headquarters may inform any club or all clubs that such person is prohibited from joining. If the person is nevertheless admitted by a club, World Headquarters may choose not to accept the dues and fees and shall instruct the club to withdraw the individual from membership.

If a person is not admitted to individual membership by a club, because of a determination denying a person good standing with Toastmasters International, there is no appeal and no recourse.

#### **4. Good Standing of Clubs**

- A. Membership dues, including payment dates, amounts, and transfers, are governed by [Article IV, Section 2 of the Bylaws of Toastmasters International](#).
- B. Admission, continuation, termination, and suspension of clubs is defined in [Article III, Sections 3 and 4 of the Bylaws of Toastmasters International](#).
- C. A club is considered paid and is in good standing when its dues have been received by World Headquarters for the current dues period for a minimum of eight members—at least three of whom were members of the club during the previous renewal period.
  - I. If dues are not paid prior to the following renewal period, the club is suspended from active status, and all services and membership status for the club and its members are discontinued.
- D. There shall be no transfer of an issued charter from an inactive club to any other group.

## 5. **Good Standing of Individual Members**

- A. Good standing is defined in [Article III, Section 8 of the Bylaws of Toastmasters International](#).
- B. A paid member is one whose dues have been received by World Headquarters for the current dues period. An unpaid member is one whose dues have not been received by World Headquarters for the current dues period. Unpaid members are not considered to be in good standing by Toastmasters International.
- C. An individual must be a paid member to be nominated for or to serve in any office or leadership role in Toastmasters International.



## Ethics and Conduct

### 1. Standards

- A. All programs, activities, communications, and conduct of Toastmasters clubs and members shall be represented in an ethical manner, consistent with Toastmasters International's governing documents, mission, and values. Each club is responsible for the actions of its members.
- B. If the actions of any club are in conflict with the basic principles, ideals, or standards of Toastmasters International, or if any Toastmasters club, area, division, district or other official group violates ethics and conduct standards, they may be subject to disciplinary action up to and including suspension, and/or other appropriate action.
- C. If the actions of any individual member are in conflict with the basic principles, ideals, or standards of Toastmasters International, or if any individual member, at any level violates ethics and conduct standards, the individual member may be subject to disciplinary action up to and including removal from good standing with Toastmasters International and/or other appropriate action.
- D. Members shall not conduct or condone programs, activities, or communications which are defamatory, malicious, offensive, derogatory, damaging, false, libelous, or otherwise detrimental to the best interests of Toastmasters International. Members shall not assist, support, aid, facilitate, invite, or condone anything that interferes with the programs, proceedings, or affairs of Toastmasters International or its clubs.
- E. Each club, not Toastmasters International, is legally and practically responsible for resolving personal conduct issues within the club. Clubs are not liable for claims against the international organization and the international organization is not liable for claims against the clubs.
- F. Members in leadership roles above the club level are subject to the ultimate authority of the Board of Directors. The Board may remove a member from good standing or expel a club, under Article III, Sections 4, 8, and 13 of the Bylaws of Toastmasters International. Removal of district officers is governed by Article VII, Section (g) of the District Administrative Bylaws and discipline of Board members is governed by Policy 11.12.
- G. Matters of personal conduct within districts above the club level are resolved by district officers when possible, with assistance from World Headquarters to the extent necessary and practically possible. The Chief Executive Officer is notified of incidents occurring above the club level and may initiate independent action to assure that proper corrective steps are being taken.

### 2. Nondiscrimination, Background, and Character

- A. Nondiscrimination is defined in Article III, Section 7 of the Bylaws of Toastmasters International.

- B. When voting on the admission of a member or the election of an officer, members are entitled to consider any information about the person's background or character of which they are aware, but the prospective member is not required to make any affirmative disclosures about such matters.
- C. Toastmasters International, clubs, districts, or any officer is not responsible for the background or character of any person admitted to club membership or elected or appointed to a leadership role.

### **3. Harassment and Bullying**

Toastmasters International prohibits all types of harassment and bullying. This includes, but is not limited to, sexual, verbal, physical, and visual harassment and bullying (including electronically).

- A. Creating an intimidating, offensive, or hostile environment, which includes conduct, comments, or conditions of an offensive, unwelcome, or sexual nature altering the conditions under which an individual experiences the Toastmasters program is prohibited. Specifically:
  - I. Persistent singling out of a person.
  - II. Shouting or raising one's voice at a person in public or private.
  - III. Not allowing a person to speak or express himself or herself.
  - IV. Personal insults and use of offensive nicknames.
  - V. Repeated criticism of personal matters.
  - VI. Ignoring or interrupting a person at meetings.
  - VII. Spreading rumors and gossip regarding a person.
- B. Unwelcome physical contact or physical abuse such as pushing, fighting, kicking, hitting, or shoving, and threats of physical abuse, are prohibited.
- C. Inappropriate touching, lewd jokes, displaying explicit or sexually suggestive material, and repeated unwelcome requests for a sexual or dating relationship are prohibited.
- D. Unwelcome advances, requests for sexual favors, and other unwelcome verbal, written, or physical conduct, including obscene gestures, are prohibited.
- E. Making the submission to or the rejection of such conduct the basis of participation or advancement decisions is prohibited.
- F. Retaliating or discriminating against any member for reporting harassment is prohibited.

## 4. Code of Conduct

Toastmasters International's core values are integrity, respect, service and excellence. These are values worthy of a great organization, and we believe we should incorporate them as anchor points in every decision we make. Our core values provide us with a means of not only guiding but also evaluating our operations, our planning, and our vision for the future.

The following are Rules of Conduct that apply to any form of communication, including within the Toastmasters online platform and community, as well as any and all club, area, division and district online platforms and communities.

### A. Maintain Professional Decorum & Integrity

- I. The Toastmasters International Code of Ethics and Conduct applies to social media participation, including standards for communications.
- II. As a Toastmaster, it is important that all members conduct themselves in a professional manner at all times in accordance with the core values. This includes the use of social media. Accordingly, it is important that Toastmasters members, Toastmasters leaders and World Headquarters staff, and site visitors be treated with respect at all times. Never engage in personal attacks – threatening, insulting, or intimidating other users, as well as “flaming” (berating another user), “trolling” (posting derogatory, inflammatory or provocative content attempting to bait others into responding). This includes any attacks against moderators or fellow Toastmasters.
- III. Disagreements can and will occur. The proper focus of any conflict should be on the issue at hand and not on the individual. Please remember to be courteous when disagreeing with others. Debate and differing opinions may be appropriate. Personal attacks against others, however, are not allowed.
- IV. Never act dishonestly or unprofessionally by engaging in behavior that is detrimental to the best interests of Toastmasters International by posting inappropriate, inaccurate, objectionable or misleading content.
- V. Do not, under any circumstance, harass, threaten, abuse, bully or harm another person, including sending unwelcome communications to others.
- VI. Never upload, post, email, transmit or otherwise make available or initiate any content, photos and video that:
  - a. Is unlawful, racist, sexist, homophobic, hateful, damaging, false, libelous, defamatory, malicious, vulgar, obscene or discriminatory, contains religious or ethnic bias, or is otherwise objectionable.
  - b. Includes information that invades another's privacy or that you do not have the right to disclose or make available under any law or under contractual or fiduciary relationships.
  - c. Infringes upon patents, trademarks, trade secrets, copyrights or other

proprietary rights.

- d. Includes any unsolicited or unauthorized advertising, promotional materials, "junk mail," "spam," "chain letters," "pyramid schemes," surveys or any other form of solicitation. This includes any content soliciting customers, clients, donors or others on behalf of your business, profession or any organization or cause other than Toastmasters International.
  - e. Includes any private communication between members, moderators or volunteer leaders of Toastmasters International on these pages or anywhere else without express written permission from the individual you are quoting.
  - f. Impersonates any person or entity, or falsely represents your affiliation with any person or entity, or misrepresents the opinions held by your group.
  - g. Supports or opposes any political party, candidate for public office, ballot measure to be voted upon by the public or legislative proposal.
  - h. Harvests, collects, or discloses information about another user without his or her express written consent.
  - i. Transmits any harmful, invasive, or disruptive code or other materials (such as viruses, worms, or web bugs).
- VII. Social media and various official Toastmasters forums tend to involve many participants. They are generally not the best place for members to express frustrations with Toastmasters in leadership above, below or at their level. Communications that contain criticism, complaints, accusations, allegations, etc., **shall not be permitted and may be subject to disciplinary action. They should be** ~~are~~ more properly directed through personal conversations, phone calls, or emails through official channels established to address such problems, rather than broadcast via social media and forums. This is the better way to resolve differences while minimizing damage to the goodwill and social fabric of Toastmasters International.
- VIII. You are solely responsible for your content. You may not indicate that your content is anything other than your own observations or opinions. You may not represent that your statements are made on behalf of or are endorsed by Toastmasters International unless you are specifically authorized to do so in writing.
- IX. ANY behavior that is patently offensive is forbidden, whether specifically identified on this list or not.
- X. Social media enables opportunities for immediate and easy transmission of information. Users shall always obtain prior written permission before posting the comments, photos, video or work of another. Posting information about other individuals requires prior written consent; examples include but are not limited to: re-posting letters, re-using recommendations solicited using another social medium, videos and photographs.

- B. Comply with all applicable local, state, national, and international laws, including, without limitation, privacy laws, intellectual property laws, export control laws, tax laws, and regulatory requirements.
- C. Comply with all Toastmasters International governing documents (Bylaws of Toastmasters International, District Administrative Bylaws, Club Constitution for Toastmasters Clubs and Policy and Protocol)

Toastmasters International (inclusive of clubs, areas, divisions and districts) has the right, but not the obligation, to modify or remove any content that appears on any official Toastmasters forum, and to restrict, suspend or terminate the access of any user, that violates this User Agreement, and to take appropriate disciplinary action under the Bylaws, and Policy and Protocol of Toastmasters International.

## **5. Whistle-blower Protection**

A whistle-blower is any individual member of Toastmasters International who reasonably believes that Toastmasters' policies have been violated, or that any Toastmasters activities, policies or practices are illegal (i.e., in violation of any applicable law, regulation or rule), that person is encouraged to follow the procedure below. An individual member may only make a report in good faith that is objectively reasonable, and not for the purpose of harassing, disrupting or interfering with the affairs of the organization or the participation of other members. An individual member who wishes to express concern about any Toastmasters policy violation, activity, policy or practice may:

- A. Submit a written complaint containing reasonably credible information to the responsible volunteer leader at the next level. (For example, a club member would complain to the club president, a club president to an area director, etc.)
  - I. If the individual is not satisfied with the response he or she receives, or if the next-level volunteer leader to whom the issue would be reported is the subject of the individual's concern, or the individual is otherwise uncomfortable speaking with the next-level volunteer leader, the individual may then make the complaint in writing to the Chief Executive Officer.
  - II. If the complaint is about the Chief Executive Officer, the individual may submit his or her complaint to the International President.
- B. International officers and directors should submit their complaint in writing directly to the International President, and if the International President is the subject of the complaint, to the Chief Executive Officer.

No individual who has submitted a complaint in good faith shall be subject to retaliation. Moreover, an individual who retaliates against someone who has submitted a complaint is subject to discipline up to and including removal from good standing with Toastmasters International.

Reports of complaints and related investigations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. Criminal matters should be reported to law enforcement.

Complaints not resolved to the satisfaction of the individual may be reported promptly to the Chief Executive Officer or International President. The Chief Executive Officer or

International President will determine if further investigation is warranted and may recommend corrective action.

A whistle-blower who makes a report that is not in good faith may be subject to discipline, up to and including removal from good standing with Toastmasters International, or other appropriate action less than removal, to protect the best interests of Toastmasters International and its members.

## **6. Political Ethics**

- A. No action shall be taken—written, verbal, or otherwise—which interferes with the right of every qualified member to seek and achieve election to office at any level.
- B. No action shall be taken that interferes with the right and duty of every delegate and of every proxy holder to vote according to his or her best judgment.
  - I. No individual member, club, district, or other group shall engage in any activity or campaign by use of threats, restrictions, intimidations, deals, candidate slates, pressures, or other unethical means which might prevent or dissuade any member from competing in an election process or from exercising his or her best judgment.
  - II. No person or entity shall publish or distribute any material which contains defamatory remarks, malicious or derogatory charges, or false or libelous statements.
  - III. Except for district conferences and the International Convention, all meetings of district officers and international directors shall be confined to such activities as assist the district officers in fulfilling their responsibilities and shall not be used for political purposes.
- C. All communications and activities endorsing a candidate, either by the candidate or by supporters of the candidate, shall focus on the candidate's Toastmasters accomplishments and personal qualifications for office. Endorsements shall not be used without the permission of the endorser.
- D. No negative information about candidates is allowed in distributed written communications or in communications at an official Toastmasters meeting.
- E. All activities, publications, letters, speeches, and conduct of campaign participants shall reflect Toastmasters International's values.
- F. No member, other than the proxy signer, shall instruct any proxy holder how to vote proxies at any election.



## **7. Disciplinary Standards**

- A. For the protection of Toastmasters International, its districts, divisions, areas, and clubs (hereafter referred to as “affiliates”) and individual club members, certain standards of conduct shall be observed. Violation of these standards may be addressed by appropriate corrective, preventive, and disciplinary action, which may include removal, suspension, or progressive disciplinary action relating to the good standing of an individual member, in the good faith discretion of the Board.
- B. In determining the appropriate corrective, preventative, or disciplinary action, the Board may consider all circumstances it deems relevant including, but not limited to, the following:
  - I. The intentional misrepresentation or distortion or misleading omission by the member in dealings with or under the auspices of Toastmasters International, or any of its affiliates.
  - II. The unauthorized use of Toastmasters International property, including copyrights, trademarks, and trade names.
  - III. Threats, intimidation, coercion, or other interference with the activities of other Toastmasters individual members.
  - IV. Conduct which is disorderly or endangers the well-being of others, willful damage to property, or the illegal or improper use of Toastmasters funds while participating in activities sponsored or sanctioned by Toastmasters International or any of its affiliates.
  - V. The violation of Toastmasters International’s governing documents.
- C. Violation of this Ethics and Conduct policy subjects the offending club to suspension or expulsion under Article III, Sections 4 and 13 of the Bylaws of Toastmasters International, which may be mitigated if the club expels an offending member and/or removes the person from any club office or ends the club’s own violations.
- D. Violation of this Ethics and Conduct policy subjects the individual member to suspension or removal from good standing, or other appropriate action, under Article III, Sections 8 and 13 of the Bylaws of Toastmasters International.

## **8. Disciplinary Actions by the Board of Directors**

- A. The Board may take disciplinary actions relating to the good standing of individual members of clubs under Article III, Section 8 of the Bylaws of Toastmasters International, of delegates at large under Article III, Section 4(b) of the Bylaws, and of clubs under Article III, Section 4(a) of the Bylaws.
- B. Only the Board is authorized to suspend or expel a member or club from Toastmasters International. Disciplinary proceedings are governed by Article III, Section 13 of the Bylaws of Toastmasters International.
  - I. The Board has discretion to decide the amount of evidence warranting issuance of a resolution and the level of detail in the resolution.

- II. The initial resolution adopted by the Board may be modified as the Board sees fit so long as the member is notified of material changes to the resolution not less than 20 days before the hearing date.
- III. The Board may accommodate reasonable changes to the hearing date if requested by the member.
- IV. If the member does not respond to the notice and does not appear at the hearing or provide a statement, the Board may take the proposed action as of the proposed effective date.
- V. Whether the member appears at the hearing or provides a statement, the member may present testimony of witnesses but is limited to presenting evidence or arguments against the proposed action.
- VI. The Board may choose to receive certain information from witnesses confidentially and not permit the member charged to know the identity of such witnesses or to cross-examine them.
- VII. The Board decides the scope of participation allowed to any attorney representing the member and the extent to which detailed information and documents pertaining to the charges and evidence are shared with the member prior to and during the hearing.
- VIII. Toastmasters International is responsible for its own hearing costs. Translation costs are the responsibility of the member, unless the Board decides otherwise.
- IX. Once the hearing ends, the member charged and any representative is excused from the room. The Board then deliberates and votes. Toastmasters International staff and legal counsel may be present if needed. The Board may decide to impose a different disciplinary action from that proposed.
- X. Disciplinary action is effective on the proposed effective date, and continues for the period specified by the Board or until the Board restores the status of the member.
- XI. The Board may, by a majority vote, reinstate a club that has been suspended or terminated for disciplinary reasons.
- XII. In the event of a disciplinary proceeding relating to the good standing of an individual member of a club (and/or the individual's status as a delegate at large), the member's club shall have the opportunity to participate as follows:
  - a. The member's club shall be entitled to the same written notice as the individual member, including any modified notice, and the same opportunity to request a reasonable change in the hearing date.
  - b. The member's club may choose to appear at the hearing or make a statement to the Board at its own cost and may present testimony of witnesses within the limits stated above.

- XIII. The Board may waive or alter provisions of this policy relating to timing, by a three-fourths vote after determining that the waiver or alteration is necessary to prevent imminent harm to Toastmasters International or any of its affiliates.
  
- XIV. If the member charged is a voting member of Toastmasters International as a delegate at large, under Article III, Section 4(b) of the Bylaws the Board may, by following the above procedure, terminate, suspend, or otherwise affect the individual's voting membership.

# District Administrative Bylaws(Excerpt)

## Article VII: Officers

### (a) District Officers

The officers of this district shall be a district director, a program quality director, a club growth director, a public relations manager, a district administration manager, a district finance manager, area directors, and may include division directors at the discretion of the district council. In addition to these officers, the district may have such other officers as the district council may provide, but Toastmasters International credit toward any educational award is limited to service as a district officer named in the preceding sentence.

### (b) Elective Officers

The elective officers of this district shall be the district director, the program quality director, the club growth director, and any division directors. No district officer may be re-elected to the same office for succeeding terms in which a full year has been served, except that the division directors may be re-elected to succeed themselves for one term. The election of officers shall take place at the annual meeting of the district council. The report of the district leadership committee shall be submitted in writing to all members of the district council at least four weeks prior to the election meeting. Nominations may also be made from the floor by any member of the district council. All elections shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote. A majority of the votes cast is necessary for an election.

### (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.** The public relations manager, the district administration manager and the district finance manager shall be eligible for re-election or re-appointment for one succeeding term only. The offices of district administration manager and district finance manager may be combined. Area directors may be elected by the area councils. Area directors shall be eligible for re-election or re-appointment for one succeeding term only.

### (d) Qualifications

At the time of taking office, the district director shall have served at least six consecutive months as a club president and at least 12 consecutive months as a program quality director, club growth director or division director or a combination thereof. The program quality director and club growth director shall have served at least six consecutive months as club president and at least 12 consecutive months as a program quality director, a club growth director, a division director or an area director or a combination thereof. The division directors shall have served at least six consecutive months as members of a district council. Insofar as practicable, the area directors shall have served as members of a district council. All district officers must be active individual members of member clubs

and must be in good standing with Toastmasters International under Article III, Section 8 of the Bylaws of Toastmasters International.

**(e) Term of Office**

The terms of all district officers shall commence at 12:01 a.m. on July 1 and end on the following June 30, at midnight.

**(f) Vacancies**

A vacancy in any elective office shall be filled by the district executive committee based upon the recommendation of the district director, or upon recommendation of the highest elected district officer if the vacancy is in the office of district director. Individual members who fill vacant roles shall meet all qualifications for the role as defined in Article VII, Section (d) of the District Administrative Bylaws. Such appointment shall become effective immediately and will run until the next succeeding district council meeting at which time such appointment shall be confirmed or another individual member elected to the office. If the office of immediate past district director is vacated for any reason, it shall stay vacant for the remainder of the term.

**(g) Resignation or Removal**

Any officer may resign at any time, provided that any resignation must be in writing, and will be effective on delivery to the district administration manager or the district director, unless the resignation provides for a later effective date. Any member of the district executive committee may be removed from office by a two-thirds vote of the district executive committee. Any appointed officer may be removed from office at the district director's discretion by the district director. Such removal of an appointed officer shall become effective immediately; appointment of a replacement shall be made by the same procedure as the original appointment. The members of the district executive committee are responsible to the Board of Directors of Toastmasters International, and may be removed at any time by that board if it finds it to be in the best interests of Toastmasters International, its member clubs and their individual members, to do so.

**(h) Compensation**

No district, division, or area officer shall receive a salary or other compensation except a return for expenses incurred for the benefit of the organization and only to the extent provided for in the adopted district budget.

## **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 ~~of the required~~ meetings shall be called the "annual meeting," and shall be held **in person** between March 15 and June 1. **Additional meetings are conducted virtually.** ~~The other required meeting shall be held as soon as practical after the Annual Business Meeting of Toastmasters International, but in no event later than December 1.~~ Notice of ~~any regular~~ **any** meeting shall be sent in writing to all district council members at least four weeks prior to the date of such meeting. ~~Both~~ **The annual** meetings shall include in ~~their~~ **its** schedule educational programs or sessions for all district council members attending.

(b) **Special Meetings**

Special meetings of the district council may be called by the International President, the district director, a majority of the district executive committee, or not less than one-fourth of the members of the district council. Notice thereof shall be sent in writing to all district council members at least two weeks prior to the date of such meeting, and shall set forth the purpose for which such meeting is called, but any business otherwise valid may be transacted at the meeting.

(c) **Quorum**

One-third of the club presidents and vice presidents education from member clubs in the district, or proxies as authorized by subparagraph (d) hereof, shall constitute a quorum for all district council meetings. 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.

(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**. In the event one of those officers is not in attendance at the meeting and has not designated, in writing, an active individual member of the club to act as his or her proxy at such meeting, the officer or proxyholder in attendance shall be deemed to hold the proxy of the other and may therefore cast two votes at such meeting. The intent of this provision is to assure that every club will be represented by two votes. No other proxies shall be valid at a district council meeting. A written proxy, to be valid at a district council meeting, must contain all the elements set forth in Toastmasters International policy and must be delivered personally, by mail, by fax, by email, by electronic transmission, or by other reasonable means to the club member who will hold the proxy. The proxyholder must present the proxy in paper form (i.e., print out an email) to the credentials desk. If the proxy does not bear a handwritten signature, it must have the typed name of the club officer(s) giving the proxy or some other indication that the club officer(s) authorized the proxy to be given. A proxy that complies with these requirements shall be treated as valid so long as the credentials desk has no reason to believe that the proxy was not authorized. A proxyholder cannot transfer or assign a proxy to someone else. A valid proxy delivered to the proxyholder is revoked only if the club officer who gave the proxy takes one of the following subsequent actions: he or she destroys the proxy, cancels the proxy in writing, issues another proxy authorized at a later date, or actually attends the district council meeting.

(e) **Voting**

Each member of the district council in attendance at a council meeting, or his or her proxy as authorized by subparagraph (d) hereof, is entitled to one vote. Any active individual member who carries the proxies of both the club president and vice president education from a member club is entitled to two votes; and any such individual member who is also entitled to a vote as a member of the district executive committee is entitled to three votes. All other members of the district council shall be limited to a maximum of two votes. **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.**

## **Article XI: Committees**

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

The district director, the program quality director, the club growth director, the public relations manager, the district administration manager, the district finance manager, the area directors, and any division directors, together with the immediate past district director, shall be the district executive committee, which shall have all functions and powers of the district council except such powers as may be reserved by the district council to itself; subject at all times to the general direction and approval of the district council. A majority of the district executive committee shall constitute a quorum. This committee shall recommend the division of the district into areas and divisions (optional) for approval at the annual meeting. 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. This proposed budget shall be acted upon by the district council at its first meeting. The district executive committee shall have such other duties as are delegated to it by the district council.

### **(b) District Leadership Committee**

The district director shall appoint the district leadership committee chair no later than October 1. The remaining committee members shall be appointed no later than November 1 and shall consist of no fewer than five members. The committee shall operate under the procedural rules adopted by the Toastmasters International Board of Directors for the selection of candidates for the elective district offices. The committee's results shall be reported in writing to the district director no fewer than six weeks before the district council's annual meeting. The district director shall submit the district leadership committee report to the members of the district council at least four weeks prior to the annual meeting.

### **(c) Audit Committee**

Each year the district director shall appoint an audit committee consisting of at least three individual members who are not members of the district executive committee. The reports of this committee shall contain information in the format required by Toastmasters International. The committee shall submit an interim mid-year audit report no later than February 15. The committee shall then complete a year-end audit report for the fiscal year ending June 30. The outgoing and incoming district directors are jointly responsible for submitting this report to the member clubs and to World Headquarters by August 31.

### **(d) Other Committees**

Other committees may be appointed from time to time as may be deemed advisable by the district director or the district council. Such committees may include, among others, the following special committees: district program quality, district club growth, district public relations, Youth Leadership program, Speechcraft, administrative policies, awards, speakers bureau, district newsletter, and past district directors committee.



## Speech Contests

1. Toastmasters International recognizes and supports the following official speech contests: International, Evaluation, Humorous, Table Topics, Tall Tales, and Video (only for members of undistricted clubs). No other contest types, showcases, etc., shall be conducted by districts.
  - A. Districts must conduct the International Speech Contest. The International Speech Contest shall only be conducted in English.
  - B. Districts may conduct up to three additional English speech contests each year.
  - C. Districts may also conduct up to four non-English speech contests each year.
    - I. Each of these contests is conducted in a language selected by the district director and approved by the district executive committee.
    - II. A non-English contest may be conducted using the rules of the International Speech Contest. Such a contest shall be titled using the name of the language. For example: Chinese Speech Contest.
    - III. Non-English contests shall not continue beyond the district level.
  - D. All district-level speech contests are conducted only at the annual district conference.**
2. Contests must originate at the club level and proceed through the area, division, and district levels respectively; only contests following this progression are permitted at each level. All clubs are eligible to advance contestants to the area level in all contests regardless of the contest language or the primary language of the club.
3. Toastmasters International pays the travel expenses of each contestant who participates in the International Speech Contest at the semifinal level at the International Convention. The travel allowance is computed in the same manner and subject to the same restrictions as that of district leaders.
4. The *Speech Contest Rulebook* is protocol and applies to all Toastmasters speech contests. Modifications to rules shall only be made through the administrative protocol review process. Exceptions are not permitted.
5. Individual admission fees to a contest may be charged to audience attendees and contest officials; however, contestants may never be charged a fee to compete in a contest, and clubs may never be charged a fee to send a contestant to a contest.



## District Events

### 1. Training

- A. All district-sponsored officer training incorporates the core content of the training programs for district and club leaders provided by Toastmasters International.
- B. Training events are included as part of the district calendar and published in district communications, including district newsletters and websites.

### 2. Area and Division Director Training

- A. It is recommended that initial area and division director training be held before the program year begins. If this is not possible, training must occur no later than September 30.
- B. The mandatory minimum duration of initial area and division director training is four hours.
- C. Area and division directors should be trained together in a central location; however, geographically large districts may train area directors by division or by divisions grouped together. Further, at the discretion of the district director, training may be conducted online through use of live audio and video conferencing tools utilizing an online platform if:
  - I. The cost of travel to attend training is higher than half the cost of semi-annual dues.
  - II. The distance for two or more area or division directors to meet in a central location is greater than 60 miles/100 kilometers.
  - III. Travel time to a central location is greater than two hours round trip.
  - IV. Travel conditions place the safety of the area and division directors at risk.
- D. **Additional training for division and area directors shall be conducted throughout the year. Such training must focus on topics that support the achievement of the district and club mission:**
  - I. **Supporting all clubs in achieving excellence**
  - II. **Effective club visits**
  - III. **Techniques for creating new club opportunities and building new clubs**
  - IV. **Success plan status review**

- V. **Individual leadership development topics such as time management, conflict resolution, delegation and leadership opportunities**
- VI. **Conducting effective Area and Division Council meetings to reinforce club support**
- VII. **Succession planning**
- E. **Such additional ~~Ongoing~~ training of division and area directors may include other elected and appointed district leaders and** is conducted at **division or district meetings, ~~such as district executive committee meetings.~~**

### 3. Club Leader Training

- A. Districts train club leaders twice yearly: in June, July, or August and in December, January, or February.
- B. The Toastmasters Leadership Institute is the recommended method of club officer training. If the district chooses this format, it must conform to the guidelines published by Toastmasters International. The terms “university” and “college” shall not be used.
- C. All district events are training opportunities. As part of district and club leader training, districts may include educational sessions on communication and leadership for all members. District funds shall not be used to subsidize separate sessions for non-officers.
- D. Districts do not create any educational awards, including degrees, diplomas, or certifications.
- E. Districts only conduct training sessions focused on the training of club or district leaders and the achievement of the club or district mission.
- F. Districts do not compete with for-profit enterprises that deliver training programs. District-sponsored training is available only to members and their guests. These events are not open to the general public nor used as fundraising events.

### 4. District Executive Committee Meetings

- A. The district executive committee ensures that district leaders work to achieve the district mission.
- B. The composition and duties of the district executive committee are defined and described in Article XI, Section (a) of the District Administrative Bylaws.
- C. The district executive committee reviews and approves the District Success Plan; approves the budget and oversees the financial operation of the district; recommends the assignment of clubs to areas and divisions; reviews recommendations and reports of district committees, including those of the audit committee; and performs any duties assigned by the district council.

- D. The district executive committee meets at least four times each year. ~~A minimum of two~~ **One** meetings shall be conducted in-person. Additional meetings ~~may be~~ **are** conducted in-person or virtually. ~~Virtual meetings occur as recommended by the district director and agreed upon by a majority of the committee.~~
- E. Virtual meetings occur as recommended by the district director and agreed upon by a majority of the committee. Any agenda item that requires the district executive committee to vote must adhere to the following process:**
- I. Notice of the electronic vote posted to the district website four weeks in advance of the vote opening.**
  - II. District posts the proposed agenda item at least 14 days in advance of the vote.**
- E. District executive committee meeting information is included in the district calendar and in other district communications.
- F. Only those who have business before the district executive committee and have been invited by the district director attend district executive committee meetings.
- G. Any training at district executive committee meetings focuses on achieving the district mission.
- H. At district executive committee meetings, unless noted, the following business is conducted:
- I. The district mission is reviewed.
  - II. Roll call is taken, and a quorum is certified.
  - III. The district budget is prepared prior to the budget submittal deadline; copies of the budget are provided at or before the meeting.
  - IV. The audit committee's report is presented prior to each district council meeting; copies of the audit are provided at or before the meeting. The audit committee is governed by Article XI, Section (c) of the District Administrative Bylaws.
  - V. Profit and Loss Statement is presented; copies of the report are provided at or before the meeting.
  - VI. Prior to the district council's annual meeting, the alignment of clubs into areas and divisions is recommended.
  - VII. The district director's recommendations to fill any vacancies in office are approved.

VIII. The district director, program quality director, club growth director, division directors, and area directors report on the District Success Plan and Distinguished program progress.

## 5. District Council Meetings

- A. The district council is defined and described in Article XII, Section 3(c) of the Bylaws of Toastmasters International and in Article IX of the District Administrative Bylaws.
- B. District council meetings are governed by Article X of the District Administrative Bylaws and by Article XII, Section 3(c) of the Bylaws of Toastmasters International.
- C. The district council's annual meeting in which the elections take place is conducted in person. Other meetings of the district council, including special meetings, ~~may be~~ **are** conducted ~~in person or~~ **virtually online**. ~~Online meetings occur as recommended by the district director and agreed upon by a majority of the district executive committee.~~
- 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 electronic vote posted to the district website four weeks in advance of the vote opening.**
  - 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.**
- D. District committee chairs and others whose participation the council requires may attend. Members attending the district conference who are not voting members of the council or their proxies may attend but do not participate in council deliberations.
- E. At district council meetings, unless noted, the following business is conducted:
  - I. The district mission is reviewed.
  - II. The credentials committee report is presented.
  - III. The audit committee report is presented.
  - IV. The district budget is adopted at the first district council meeting.

- V. The Profit and Loss Statement is presented.
- VI. Appointed officers are confirmed at the first district council meeting.
- VII. The district executive committee's action to fill any vacancies in district office is confirmed.
- VIII. The assignment of clubs to areas and divisions for the following year is adopted at the district council annual meeting.
- IX. The district leadership committee report is presented at the district council annual meeting.
- X. Nominations from the floor are taken, and election of district officers is conducted at the district council annual meeting.
- XI. The district director, program quality director, club growth director, immediate past district director, and public relations manager report on progress toward district goals.

## **6. Division Council Meetings**

- A. The division council manages division activities; facilitates the achievement of club, area, division, and district goals; and helps with administrative activities, such as division contests, meetings, and training.
- B. The division council meets at least twice each year. Meetings are conducted in-person when practicable. The division director notifies attendees at least four weeks before each meeting.
- C. Council members are the division director, assistant division director education and training, assistant division director marketing, and area directors within the division.
- D. Unless noted, the following business is conducted at division council meetings:
  - I. Area plans, goals, and progress in the Distinguished Area Program are presented.
  - II. Club plans, goals, and progress in the Distinguished Club Program are presented.
  - III. The club leader training attendance report is presented.
  - IV. Plans for division events, such as training and speech contests, are made.

## **7. Area Council Meetings**

- A. The area council manages area activities and supports each club in the area in fulfilling the club mission.

- B. The area council meets at least twice each year. Meetings are conducted in-person when practicable. The area director notifies attendees at least four weeks before each meeting.
- C. Council members include the area director, assistant area director education and training, assistant area director marketing, area secretary, club presidents within the area, club vice presidents education within the area, and club vice presidents membership within the area.
- D. Unless noted, the following business is conducted at area council meetings:
  - I. Club plans, goals, and progress in the Distinguished Club Program are presented.
  - II. Club leader training attendance reports are presented.
  - III. Plans for area events, such as training and speech contests, are made.

## 8. Annual District Conferences

- A. The purpose of ~~a~~ **the annual d**istrict conference is to provide communication and leadership training opportunities toward achieving the **club and** district missions and to hold **the in-person** district council meetings. The annual conference is ~~defined-established~~ in Article XII, Section 4 of the Bylaws of Toastmasters International **and further defined in Article X, Section (a) of the District Administrative Bylaws.**
- ~~B. Districts may have only two district conferences each year in conjunction with the required district council meetings. The annual conference is defined in Article XII, Section 4 of the Bylaws of Toastmasters International.~~
- ~~C.~~ B. District conference information is included in the district calendar and in other district communications.
- ~~D.~~ C. ~~Unless noted, T~~he following events occur at the **annual** district conference:
  - I. The **in-person** district council meeting ~~is held.~~
  - II. The International Speech Contest **and any other district-level speech contests. These district-level contests may only take place at this event** ~~takes place at the conference in conjunction with the district council annual meeting.~~
  - III. Educational sessions **that, which** focus on achieving the club and district missions, ~~are held.~~

## 9. District Leader Training

- A. District directors, program quality directors, and club growth directors have training opportunities from World Headquarters: ongoing e-learning sessions, August District Leader Training at the International Convention, and Mid-year District Leader Training.

- B. The Chief Executive Officer establishes the training schedules, determines and coordinates training sites, assigns districts, and develops and implements training programs.
- C. Region advisors attend the in-person trainings and may participate as trainers. International Directors may also attend and participate as trainers, as needed.

## District Fiscal Management

### 1. District Funds

- A. In order of priority, district funds are used for district and club leader training, club growth and retention, supporting clubs in their membership growth efforts, the promotion of Toastmasters International educational programs within clubs, district communications, administrative materials, awards and recognition items, district leader travel, district meetings, and speech contests conducted by the district.
- B. District funds shall not be used for other meetings outside the district nor for membership and club dues or fees. In addition, district funds may not be donated to any charitable fund, including the Ralph C. Smedley Memorial Fund.

### 2. District Financial Records

- A. All district funds, bank statements, canceled checks, and other financial records are the property of the district and of Toastmasters International.
- B. Such funds and records are delivered to the new district finance manager or new district director no later than July 1 of the new district program year under Article XII, Section (b) of the District Administrative Bylaws.
- C. The outgoing district finance manager and the outgoing district director retain copies of any records necessary to complete the district year-end audit. Any funds, statements, or other financial documents received after July 1 are given immediately to the new district finance manager or new district director.

### 3. District Reserve Account

- A. During the final months of the program year, the district reserve account balance shall remain equal to or greater than 25% of that district's membership-dues income for the prior year.
- B. District reserve accounts are only available for funds requisitions or supply orders when the following requirements have been fulfilled:
  - I. A list of all elected and appointed district leaders (along with their signed Officer Agreement and Release Statements), the district signature form for withdrawal of district funds, a bank-provided list of authorized signers for all district accounts, a calendar of district events for the year, and changes in club assignments to areas and divisions are received at World Headquarters by July 15.
  - II. The year-end audit for the preceding district year and financial records for January 1 through June 30 are received at World Headquarters by August 31.
  - III. The district budget is received at World Headquarters by September 30.
  - IV. The Profit and Loss Statement for the period of July 1 through September 30 is received at World Headquarters by October 31.



- V. The mid-year audit and financial records for the period of July 1 through December 31 are received at World Headquarters by February 15.
- VI. The Profit and Loss Statement for the period of July 1 through March 31 is received at World Headquarters by April 30.
- VII. A list of assets must be signed by the immediate past district director and current district directors and submitted to World Headquarters by August 31 of each year.
- VIII. Account reconciliations must be completed in the online district accounting system within 30 days of each month end.

#### **4. Financial Controls**

- A. The estimated district budget must be signed by the district director, program quality director, club growth director, and finance manager.
- B. District checks must be signed by the district director and finance manager. Checks made payable to the district director or finance manager must be signed or approved in advance in writing by a program quality director or club growth director. Alternate signers are permissible only if approved by the Toastmasters International Executive Committee.
- C. If district account signers are cohabitants, spouses, children, grandchildren, brothers, sisters, and spouses of their children, grandchildren, brothers, and sisters, their signatures or approvals must always be countersigned or approved by another approved signer who is not one of the above.
- D. The District Profit and Loss Statement must be provided at each district executive committee and district council meeting.
- E. The District Profit and Loss Statement must be submitted monthly to the district director, program quality director or club growth director and quarterly to World Headquarters within 30 days after the end of the month.
- F. All district expenses must be supported by receipts or documentation and be allocated to a budget line item at the time the expense is incurred.
- G. All expense reimbursement claims must be approved by the district director. The district director's reimbursement claims must be approved by a program quality director or club growth director.
- H. A single expenditure in excess of \$500 must be authorized in advance in writing by the district director, program quality director or club growth director, in consultation with the district finance manager.
- I. Itemized point-of-sale receipts are required for all reimbursements. Credit card statements and bank statements are not receipts. When no receipt is available, a detailed explanation of the expenditure is required to be considered for reimbursement. Mileage reimbursements require documentation consisting of the travel date, distance, and travel purpose.

- J. Reimbursement by a district must be made within 60 days after receipt of an authorized reimbursement request. Reimbursement requests must be made within 60 days of incurring the expense and by July 31 for expenses incurred in June.
- K. Comingling of district funds with funds in personal accounts, club accounts, or any other accounts is prohibited.
- L. District audits account for all district income and expenses. All district bank accounts and funds are included in the district budget and audits, including any accounts held at the division, area, and conference level. All outstanding liabilities and obligations are recorded as part of the mid-year and year-end audits.
- M. The financial duties of district officers and other financial controls are also set forth in Articles III, VIII, IX, XI, and XII of the District Administrative Bylaws.

## 5. District Budget

- A. The district director, program quality director, club growth director, and finance manager prepare the district budget between June 1 and August 31.
- B. Under Article XI, Section (a) of the District Administrative Bylaws, the district executive committee gives preliminary approval to the district budget and the district director submits the budget to World Headquarters between September 1 and September 30.
- C. The district executive committee presents the district budget **to the district council for approval by September 30.** ~~between August 1 and December 1 at the district council meeting.~~
- D. The district executive committee provides copies of the budget prior to or at the district council meeting.
- ~~E. If the district council makes any amendments to the budget after it is submitted to World Headquarters, the amended budget is submitted to World Headquarters within 30 days.~~
- ~~F. E.~~ A district's budget must match the District Success Plan.

~~G. F.~~ District budget expenses shall be limited as follows:

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

\*This category should break even

\*\*Fundraising revenue should exceed expenses

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

## **6. District Audit**

- A. Between July 1 and November 1, the district director appoints a district audit committee for the mid-year audit.
- B. Between January 1 and February 15, the finance manager provides the mid-year Profit and Loss Statement for the period of July 1 through December 31 to the district audit committee, which presents the report to the district executive committee for approval. Once approved, the audit committee or finance manager submits the mid-year audit report and financial records to World Headquarters by February 15.
- C. Between March 1 and June 1, at the district council meeting, the district executive committee presents the mid-year audit.
- D. Between July 1 and August 31, the finance manager provides the year-end Profit and Loss Statement for the period of July 1 to June 30 to the district audit committee, which presents the report to the district executive committee for approval. Once approved, the audit committee or finance manager submits the year- end audit report and financial records to World Headquarters by August 31.
- E. Between August 1 and December 1, at the district council meeting, the district executive committee presents the district audit for the prior twelve months ending June 30.
- F. Financial records include, but are not limited to, canceled checks, bank statements, paid invoices, and cash receipts and disbursement journals.
- G. The district executive committee provides copies of the audit prior to or at the district council meeting.
- H. The audit committee's composition, functions, and deadlines are further described in Article XI, Section (c) of the District Administrative Bylaws.

## **7. Electronic Payments, Cash Advances, and Debit Cards**

- A. Checks are the preferred method of payment for district obligations.
- B. Debit cards may be used as a method of payment for district obligations. Only the district director or finance manager may use such cards. Payments made by the district director must be authorized in advance in writing by the finance manager and program quality director or club growth director. Payments made by the finance manager must be authorized in advance in writing by the district director and program quality director or club growth director.
- C. Where payment by check or debit card is not possible, electronic funds transfer or other similar forms of payments may be used. These types of transactions may only be conducted when approved in advance by the Chief Executive Officer.

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

All advances must have prior written approval from the district director and finance manager, or program quality director or club growth director and finance manager if the advance is for the district director. Receipts must be submitted to the finance manager and the advance reconciled within five business days.

## 8. Other District Expenses

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

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

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

Category	Examples
Tokens of Appreciation	<ul style="list-style-type: none"><li>• Thank You cards</li><li>• Flowers up to \$25</li><li>• Toastmasters gift certificates</li><li>• Toastmasters products</li><li>• Gifts up to \$25</li></ul>
Expressions of Sympathy	<ul style="list-style-type: none"><li>• Sympathy cards</li><li>• Flowers up to \$25</li></ul>
Incentives	<ul style="list-style-type: none"><li>• Toastmasters products</li><li>• Toastmasters gift certificates</li><li>• Registration (i.e., Conference, TLI)</li></ul>

## International Campaigns and Elections

### 1. Schedule

Date	Action
September 1	Call for candidate declarations.
October 1	Deadline for 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.
February 15	ILC announces officer candidates by this date, when practicable. Floor candidates, who have completed the ILC's evaluation process, for officer positions may declare intent after ILC results have been announced.
April 15	ILC announces director candidates by this date, when practicable. Floor candidates, who have completed the ILC's evaluation process, for director positions may declare intent after ILC results have been announced.
At least 60 days prior to Annual Business Meeting	ILC nominations are published in the <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 term of service beginning in August of the same year. International officers and directors may recommend appointees.
- D. Three members of the ILC are past international presidents:
  - I. The past international president whose term as international president was completed 18 months prior to the February appointment serves as chair for one year.
  - II. The past international president whose term as international president was completed six months prior to the February appointment serves as vice-chair for one year and chair the following year.
  - III. One additional past international president is appointed by the International President-Elect to serve as a committee member for one year.

- E. Vacancies in offices held by past international presidents may be filled by any past international president, except by the Immediate Past International President.
- F. One member from each region serves a two-year term on the ILC. The member is a past international director or, if a past international director who is willing and able to serve cannot reasonably be found, a past district director.
- G. Subject to Executive Committee approval, the International President-Elect may remove a committee member (the Executive Committee may also remove a committee member), grant a committee member a leave of absence, and fill a vacancy.
- H. Region advisors, district leaders (including the immediate past district governor), and campaign managers or other lead members of an international officer or director candidate campaign team do not serve on the committee.
- I. A committee member may not be a candidate for international office for one year after leaving the ILC nor serve two consecutive terms.
- J. Committee members may be reappointed only after a two-year absence from the committee, with the exception that a vacancy of one year or less may be filled by a committee member whose full term expired within the prior two years.
- K. The ILC nominates at least one and no more than two candidates for International President-Elect, First Vice President, and International President if there is no one to succeed to that position.
- L. The ILC nominates at least two candidates for Second Vice President.
- M. The ILC nominates at least two candidates for the open international director positions with the exception that one candidate may be nominated if another willing and able candidate cannot reasonably be found.
- N. The chair of the ILC has the following duties and responsibilities:
  - I. The chair schedules committee meetings, orients new committee members, develops and communicates meeting agendas and the meeting calendar, sets expectations for communication among committee members, and ensures that committee activities are carried out in a timely and appropriate way.
  - II. The chair organizes communication with candidates, ensures candidates are given full and fair consideration, and develops the timetable and expectations for candidate interviews.
  - III. The ILC chair upholds leadership attributes and provides feedback to the Executive Committee, through the International President, regarding the ILC process and leadership development.
- O. International Leadership Committee members are fair and open-minded.

- I. Their responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study candidate materials, review 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.
- II. ILC members request reimbursement for telephone calls or other reasonable expenses within 30 days after the end of their term.
- P. International officer and director candidates may be self-declared candidates. The committee may receive names of qualified candidates or seek them out.
- Q. If a nominated candidate withdraws, the committee may nominate a replacement.

### **3. Candidate Assessment**

- A. Each 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 being considered by the ILC must complete a self-assessment.
  - II. An assessment will be administered each time a candidate is considered for any role.
  - III. The results will be provided to the ILC and each respective candidate. Candidates must, before receiving the assessment results, agree in writing to keep them completely confidential. Breaches of assessment confidentiality by anyone are subject to appropriate disciplinary action as a level-three campaign violation.
  - IV. The ILC Chair may discuss candidates and assessment results as appropriate with the Chair of the Region Advisor Selection Committee and Chief Executive Officer.
- B. For second vice president candidates, the assessment tool is sent to:
  - I. International officers who served while the candidate was an international director
  - II. International directors who served while the candidate was an international director
  - III. The region advisor from the same region who served while the candidate was an international director
  - IV. The candidate
- C. For first vice president and international president-elect candidates, the assessment tool is sent to:

- I. International officers who served while the candidate was an international officer and international director.
  - II. International directors who served while the candidate was an international officer and international director.
  - III. The region advisor from the same region who served while the candidate was an international director.
  - IV. The candidate.
- D. For international director candidates, the assessment tool is sent to:
- I. The region advisor (or the international director if there was no region advisor), program quality director (PQD), club growth director (CGD), immediate past district director (IPDD), district finance manager and division directors who served while the candidate was district director (DD).
  - II. The region advisor (or the international director if there was no region advisor), DD, CGD and IPDD who served while the candidate was PQD.
  - III. The region advisor (or the international director if there was no region advisor), DD, PQD, IPDD and public relations manager who served while the candidate was CGD.
  - IV. 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. 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.
- C. Each ILC member votes to nominate one candidate for International President-Elect, First Vice President, and International President if necessary and two different candidates for Second Vice President.
- D. If at least one-third of the committee members requests that a second or third candidate be nominated, each committee member may vote for as many candidates as are nominated.
- E. Committee member votes are confirmed in writing.
- F. To be nominated, a candidate must receive votes from at least a majority of the committee members.
- G. The chair participates in discussions about candidates and votes for each nomination.



## 5. Nomination Results

- A. Once the candidates have been selected for nomination, the chair notifies nominated candidates and confirms their acceptance of the nomination. Candidates must verify their acceptance in writing to the chair.
- B. 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 notifies unsuccessful candidates.
- D. All other candidate interview information is confidential, and the entire deliberative process of the ILC is confidential. Breaches of ILC confidentiality by anyone are subject to appropriate disciplinary action.
- E. All documentation, files, and reports are kept by World Headquarters for five years.

## 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 after the close of the Annual Business Meeting.
  - I. A Letter of Intent must be on file with World Headquarters before a candidate may engage in public campaign activities. Campaign materials may not be distributed until after the close of the convention.
  - II. By signing the Letter of Intent, the candidate acknowledges having read and understood the campaign policies and takes responsibility for the conduct of supporters.
  - III. A Letter of Intent, biographical information, and a photograph must be received at World Headquarters no later than October 1 for international officer and director candidates.
  - V. Once World Headquarters acknowledges receipt of a candidate's Letter of Intent, the candidate:
    - a. may not run for, apply to or be elected to or appointed to any district-level (including area and division) role.
    - b. May not apply to serve as a region advisor.
    - c. Who is serving in an elected or appointed district-level (including area and division) role must resign immediately.
    - d. who removes him or herself from the ILC evaluation process or is not nominated by the ILC and does not choose to continue as a candidate is eligible to serve in a district-level (including area and division) role and may apply for or serve as a region advisor.

- C. Eligible candidates who have not been nominated by the ILC may run from the floor at the Annual Business Meeting under Article VIII, Section 3, of the Bylaws of Toastmasters International.
  - I. A Letter of Intent for the candidate must be on file with World Headquarters.
  - II. If a Letter of Intent for a floor candidate is on file, a competing nominated candidate shall be considered opposed.

## **7. International Campaign Communications**

- A. Candidates for second vice president and international director may only visit clubs, districts, and district leaders within their declared home region.
- B. Candidates may produce, distribute and post audio, video, and electronic materials, but may not play them at district conferences or at the International Convention. Only the candidate and the candidate's representatives may distribute such materials.
- C. A campaign communication is any message, unsolicited by the recipient, which promotes or publicizes a candidate. Candidates shall only send two communications:
  - I. International officer candidates send the first communication between October 1 and November 1; international director candidates send the first communication between October 1 and December 1.
  - II. Both international officer candidates and international director candidates send the second communication between July 1 and the election at the Annual Business Meeting.
- D. Unsolicited subscriptions to information by or about a candidate are not permitted.
- E. Communications by the district in connection with a candidate's presentation at a district conference and internal communications among campaign team members are not considered campaign communications.
- F. World Headquarters provides contact information to a candidate only after having received the candidate's Letter of Intent.
  - I. The contact information is of the Board, current and past region advisors, past international presidents, past international directors, immediate past district directors, district directors, program quality directors, and club growth directors.
  - II. The contact information may only be used for campaign purposes.
- G. Second vice president and international director candidates or their representatives may communicate with district directors, program quality directors, and club growth directors no more than two times, to schedule a phone call. Such communication is not considered a campaign communication and shall not contain any campaign material. This communication may only occur between World Headquarters receipt of the candidate's Letter of Intent and the Annual Business Meeting at which the individual intends to stand for election. However, 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.

- H. 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.
  - I. Information about officer and director candidates who have submitted their Letters of Intent and biographical information by October 1 are placed on the Toastmasters International website Candidate Corner by November 1.
  - II. Information about officer and director candidates who are sought by the ILC is placed on the website as soon as practicable after receipt of the information.
  - III. Only nominated candidates as determined by the ILC remain on the Candidate Corner after the committee's report has been announced.
  - IV. Floor candidates are not included in the Candidate Corner after the Committee's report has been announced.
- I. Only nominated candidates, as outlined above, appear in the Toastmasters International Candidate Brochure. Floor candidates do not appear in the brochure.
- J. Floor candidates have the same opportunities as nominated candidates with the exception of inclusion in the *Toastmaster* magazine, Candidate Corner on the Toastmasters International website and in the Candidate Brochure.
- K. A candidate may have a website to promote his or her candidacy.
  - I. It must stand alone and have its own URL.
  - II. A candidate's website may be linked or referenced only on the candidate's home club website, the Candidate Corner on the Toastmasters International website, and in campaign communications made by the candidate.
  - III. A blog may be included on a candidate's website. Automatic notices are allowed.
- L. A candidate may create campaign profiles on social media for the purpose of promoting his or her campaign.
  - I. Campaign profiles must be separate from existing social media profiles that the candidate has.
  - II. Candidates may link from existing social media profiles to their campaign profiles and campaign website. Candidates may link from their campaign social media profiles to their campaign website.
  - III. Candidates may not use their non-campaign profiles for campaigning. Only the campaign profile may be used.

- M. Candidate websites and social networking campaign profiles of both successful and unsuccessful candidates are removed within 10 days following the election.
- N. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites including social networking sites.
- O. A candidate may use Toastmasters trademarks on campaign materials and websites, only after the candidate's Letter of Intent and biographical information has been received by World Headquarters. Use of the trademarks on any other items requires the written permission of the Chief Executive Officer.
- P. Candidates must provide World Headquarters with a copy of or link to all distributed or published campaign materials upon or before delivery.

## **8. International Candidate Endorsements**

- A. Photographs, audio, video, and electronic representations in all campaign material and displays, the candidate's website, and the candidate's campaign social networking profiles 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 or partner of any international officer or director may not take any action to endorse or to officially support any candidate, including with photographs or quotes, or by placing a candidate's name in nomination.
- D. Campaign materials for international officer and director candidates may be displayed in a Candidate Corner at district conferences and the International Convention. Candidates or their representatives are responsible for the delivery, set-up, and removal of materials. Campaign materials may not be distributed at any other location.
- E. No candidate or candidate's representative may host a hospitality suite. A hospitality suite is defined as a room where refreshments are provided and attendance is open to any member.
- F. If a district or region hosts a hospitality suite, no candidate or candidate's representative, may give contributions or engage in political activities in the suite.
- G. A candidate may have a room for storing material and meeting with campaign workers, but the room may not be used for solicitation of votes.

## **9. International Campaigning in Districts**

- A. International director candidates, or their representatives, may present at district events (including area and division events) only within their region. Candidates

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.

- B. International officer candidates, or their representatives, do not deliver a campaign speech at district events. Unopposed international officer candidates may give educational presentations and keynote speeches. International officer candidates may participate in other home district activities but may not serve in any district-level (including area and division) role.
- C. District publications and websites that include information written by or about candidates must not be distributed beyond their regular distribution list. District publications and websites may not contain advertisements about candidates and may not contain articles or notices about candidates from outside the district.

## 10. International Campaign Violations

- A. Candidates are responsible for ensuring campaign supporters are familiar with campaign policies and understand that violation of policy subjects candidates to ramifications:
  - I. A level-one violation is a correctable, minor infraction (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 staff.
    - b. An announcement of the violation is made prior to the election. This announcement occurs at an appropriate time and place as determined by the Executive Committee or on the Toastmasters International website. A letter of censure may be issued to the candidate by the Executive Committee.
  - III. A level-three violation is one of campaign ethics (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 staff.
    - b. Ramifications may include any or all penalties for level-two violations, a request for the candidate to withdraw from the race, and, in the most

severe cases, removal from good standing or other disciplinary action which may disqualify the candidate.

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

## **11. International Candidate Showcases**

- 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 directors to serve as chair and co-chair of the Candidate Showcase. Other directors are assigned as needed.
- C. Opposed officer and all director candidates are limited to a six-minute interview. Unopposed officer candidates are limited to a three-minute interview. District leaders and 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 clubs no later than July 10.
- C. When amendments to the Bylaws are to be voted on, there is a method in the proxy process for a club to indicate how it wishes its votes to be cast.
- D. A credentials chair and two vice-chairs are appointed by the International President:
  - I. The appointees are current or past Board members.
  - II. A person may be reappointed as chair after a three-year interval.
  - III. Appointees are responsible for the operation of the credentials process preceding the Annual Business Meeting.

## **13. Voting by Mail**

- A. The circumstances for holding an election by mail vote are stated in Article IX, Section 4 of the Bylaws of Toastmasters International.
- B. The tentative process for conducting an election by mail vote is described in protocol, and such protocol shall be modified as needed and adopted as policy by the Board of Directors at such time as a mail vote is held.

Policy 10.0  
**Region Advisors**

**1. Region Advisor (RA) Selection Committee**

- A. The RA Selection Committee is composed of:
- I. One international officer, who serves as chair, appointed by the International President.
  - II. At least two international directors appointed by the International President. Each member will serve a two-year term when practicable. For each year, one member will be a first-year international director and one will be a second-year international director.
  - III. No more than six past RAs or Past International Directors appointed by the International President-Elect with the approval of the Executive Committee. Potential committee members may either self-identify or be identified by the International President-Elect.
    - a. District leader evaluations of each RAs service are used when selecting past RAs to serve on the committee.
    - b. Past RAs serving on the RA Selection Committee are required to follow the confidentiality standards of the Board of Directors.

**2. Selection**

- A. Each year, the Board of Directors appoints RAs after considering applicants recommended by the RA Selection Committee.
- a. The Committee recommends one RA for regions with eight or fewer districts.
  - b. The Committee recommends two RAs for regions with nine or more districts. The Committee recommends district assignments to RAs based on geography.
- B. Individuals who apply for or who are selected to be Region Advisors are paid members who have served 12 months as Immediate Past District Director (IPDD) and who have served 12 months in two of the following three roles: District Director (DD), Program Quality Director (PQD) or Club Growth Director (CGD).
- C. Individuals for whom an international officer or director Letter of Intent is on file at World Headquarters may not apply for or be selected as a region advisor.**
- ~~C.D.~~ Applicant Assessment
- I. Each RA applicant'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. The results will be provided to the RA Selection Committee and to each respective applicant. Applicants must, before receiving the assessment results, agree in writing to keep them completely confidential.

- II. The RA Selection Committee Chair may discuss applicants and assessment results as appropriate with the International Leadership Committee Chair and Chief Executive Officer.
- III. The assessment tool is sent to:
  - a. The international director, region advisor (if there was a region advisor), PQD, CGD, IPDD, district finance manager and division directors who served while the applicant was DD.
  - b. The international director, region advisor (if there was a region advisor), DD, CGD and IPDD who served while the applicant was PQD.
  - c. The international director, region advisor (if there was a region advisor), DD, PQD, IPDD and public relations manager who served while the applicant was CGD.
  - d. The applicant.

### **3. Position**

- A. RAs support district leaders in their efforts to fulfill the district mission. Specifically, the RA:
  - I. Provides marketing support and expertise that expands the districts' capacity to grow clubs and grow membership.
  - II. Leverages their experience and success as a Toastmasters leader to help the district directors, program quality directors, and club growth directors develop as leaders, identify future leaders and create a succession plan.
  - III. Coaches the district leaders to achievement by assessing each District Success Plan and mentoring to optimize individual performance.
  - IV. Establishes a trusting relationship through frequent and consistent communication.
- B. RAs report to the International President through World Headquarters.
- C. RA vacancies are filled by the International President, with ratification by the Executive Committee, to complete the remainder of the term. The International President may grant a temporary leave of absence in appropriate circumstances.



**4. Term of Service**

- A. The RA term lasts for 15 months: April 1 through June 30 of the following year. RAs must apply for each term and may serve no more than two consecutive terms. There is no limit on nonconsecutive terms.
- B. An RA may not campaign for, be elected to, or be appointed to any district office or role while serving as an RA.
- C. An RA may not be, or campaign on behalf of, an international officer or director candidate while serving as an RA. An RA may not stand for election at the Annual Business Meeting in the same year in which their RA term ends.
- D. An RA may resign in writing to the Chief Executive Officer or the International President.
- E. An RA may be removed from service at any time, with or without cause, by the Executive Committee.

## International Campaigns and Elections

### 1. Schedule

Date	Action
September 1	Call for candidate declarations.
October 1	Deadline for 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.
February 15	ILC announces officer candidates by this date, when practicable. Floor candidates, who have completed the ILC's evaluation process, for officer positions may declare intent after ILC results have been announced.
April 15	ILC announces director candidates by this date, when practicable. Floor candidates, who have completed the ILC's evaluation process, for director positions may declare intent after ILC results have been announced.
At least 60 days prior to Annual Business Meeting	ILC nominations are published in the <i>Toastmaster</i> magazine and on the Toastmasters International website.

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- C. ILC members are appointed by the International President-Elect in February for term of service beginning in August of the same year. International officers and directors may recommend appointees.
- D. Three members of the ILC are past international presidents:
  - I. The past international president whose term as international president was completed 18 months prior to the February appointment serves as chair for one year.
  - II. The past international president whose term as international president was completed six months prior to the February appointment serves as vice-chair for one year and chair the following year.
  - III. One additional past international president is appointed by the International President-Elect to serve as a committee member for one year.

- E. Vacancies in offices held by past international presidents may be filled by any past international president, except by the Immediate Past International President.
- F. One member from each region serves a two-year term on the ILC. The member is a past international director or, if a past international director who is willing and able to serve cannot reasonably be found, a past district director.
- G. Subject to Executive Committee approval, the International President-Elect may remove a committee member (the Executive Committee may also remove a committee member), grant a committee member a leave of absence, and fill a vacancy.
- H. Region advisors, district leaders (including the immediate past district governor), and campaign managers or other lead members of an international officer or director candidate campaign team do not serve on the committee.
- I. A committee member may not be a candidate for international office for one year after leaving the ILC nor serve two consecutive terms.
- J. Committee members may be reappointed only after a two-year absence from the committee, with the exception that a vacancy of one year or less may be filled by a committee member whose full term expired within the prior two years.
- K. The ILC nominates at least one and no more than two candidates for International President-Elect, First Vice President, and International President if there is no one to succeed to that position.
- L. The ILC nominates at least two candidates for Second Vice President.
- M. The ILC nominates at least two candidates for the open international director positions with the exception that one candidate may be nominated if another willing and able candidate cannot reasonably be found.
- N. The chair of the ILC has the following duties and responsibilities:
  - I. The chair schedules committee meetings, orients new committee members, develops and communicates meeting agendas and the meeting calendar, sets expectations for communication among committee members, and ensures that committee activities are carried out in a timely and appropriate way.
  - II. The chair organizes communication with candidates, ensures candidates are given full and fair consideration, and develops the timetable and expectations for candidate interviews.
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- O. International Leadership Committee members are fair and open-minded.

- I. Their responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study candidate materials, review 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.
- II. ILC members request reimbursement for telephone calls or other reasonable expenses within 30 days after the end of their term.
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- Q. If a nominated candidate withdraws, the committee may nominate a replacement.

### **3. Candidate Assessment**

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  - I. All candidates being considered by the ILC must complete a self-assessment.
  - II. An assessment will be administered each time a candidate is considered for any role.
  - III. The results will be provided to the ILC and each respective candidate. Candidates must, before receiving the assessment results, agree in writing to keep them completely confidential. Breaches of assessment confidentiality by anyone are subject to appropriate disciplinary action as a level-three campaign violation.
  - IV. The ILC Chair may discuss candidates and assessment results as appropriate with the Chair of the Region Advisor Selection Committee and Chief Executive Officer.
- B. For second vice president candidates, the assessment tool is sent to:
  - I. International officers who served while the candidate was an international director
  - II. International directors who served while the candidate was an international director
  - III. The region advisor from the same region who served while the candidate was an international director
  - IV. The candidate
- C. For first vice president and international president-elect candidates, the assessment tool is sent to:

- I. International officers who served while the candidate was an international officer and international director.
  - II. International directors who served while the candidate was an international officer and international director.
  - III. The region advisor from the same region who served while the candidate was an international director.
  - IV. The candidate.
- D. For international director candidates, the assessment tool is sent to:
- I. The region advisor, ~~(or the international director if there was no region advisor)~~, program quality director (PQD), club growth director (CGD), immediate past district director (IPDD), district finance manager, **administration manager, and public relations manager**, and division directors who served while the candidate was district director (DD).
  - II. The region advisor, ~~(or the international director if there was no region advisor)~~, DD, CGD, ~~and IPDD~~, **district finance manager, administration manager, public relations manager, and division directors** who served while the candidate was PQD.
  - III. The region advisor, ~~(or the international director if there was no region advisor)~~, DD, PQD, IPDD, **district finance manager, administration manager, and 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 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. 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.
- C. Each ILC member votes to nominate one candidate for International President-Elect, First Vice President, and International President if necessary and two different candidates for Second Vice President.
- D. If at least one-third of the committee members requests that a second or third candidate be nominated, each committee member may vote for as many candidates as are nominated.

- E. Committee member votes are confirmed in writing.
- F. To be nominated, a candidate must receive votes from at least a majority of the committee members.
- G. The chair participates in discussions about candidates and votes for each nomination.

## 5. Nomination Results

- A. Once the candidates have been selected for nomination, the chair notifies nominated candidates and confirms their acceptance of the nomination. Candidates must verify their acceptance in writing to the chair.
- B. Candidates may not run for, be elected to or appointed to any district-level (including area and division) role after being nominated by the ILC.
- C. The chair **or a co-chair** notifies ~~unsuccessful~~ 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 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 after the close of the Annual Business Meeting.
  - I. A Letter of Intent must be on file with World Headquarters before a candidate may engage in public campaign activities. Campaign materials may not be distributed until after the close of the convention.
  - II. By signing the Letter of Intent, the candidate acknowledges having read and understood the campaign policies and takes responsibility for the conduct of supporters.
  - III. A Letter of Intent, biographical information, and a photograph must be received at World Headquarters no later than October 1 for international officer and director candidates.
  - IV. Once World Headquarters acknowledges receipt of a candidate's Letter of Intent, the candidate may not run for, apply to or 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 a candidate removes him or herself from the ILC evaluation process or is not nominated by the ILC and does not choose to continue as a

candidate, they are eligible to serve in a district-level (including area and division) role.

- C. Eligible candidates who have not been nominated by the ILC may run from the floor at the Annual Business Meeting under Article VIII, Section 3, of the Bylaws of Toastmasters International.
  - I. A Letter of Intent for the candidate must be on file with World Headquarters.
  - II. If a Letter of Intent for a floor candidate is on file, a competing nominated candidate shall be considered opposed.

## **7. International Campaign Communications**

- A. Candidates for second vice president and international director may only visit clubs, districts, and district leaders within their declared home region.
- B. Candidates may produce, distribute and post audio, video, and electronic materials, but may not play them at district conferences or at the International Convention. Only the candidate and the candidate's representatives may distribute such materials.
- C. A campaign communication is any message, unsolicited by the recipient, which promotes or publicizes a candidate. Candidates shall only send two communications:
  - I. International officer candidates send the first communication between October 1 and November 1; international director candidates send the first communication between October 1 and December 1.
  - II. Both international officer candidates and international director candidates send the second communication between July 1 and the election at the Annual Business Meeting.
- D. Unsolicited subscriptions to information by or about a candidate are not permitted.
- E. Communications by the district in connection with a candidate's presentation at a district conference and internal communications among campaign team members are not considered campaign communications.
- F. World Headquarters provides contact information to a candidate only after having received the candidate's Letter of Intent.
  - I. The contact information is of the Board, current and past region advisors, past international presidents, past international directors, immediate past district directors, district directors, program quality directors, and club growth directors.
  - II. The contact information may only be used for campaign purposes.
- G. Second vice president and international director candidates or their representatives may communicate with district directors, program quality directors, and club growth directors no more than two times, to schedule a phone call. Such communication is not considered a campaign communication and shall not contain any campaign material. This communication may only occur between World Headquarters receipt of

the candidate's Letter of Intent and the Annual Business Meeting at which the individual intends to stand for election. However, 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.

- H. 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.
  - I. Information about officer and director candidates who have submitted their Letters of Intent and biographical information by October 1 are placed on the Toastmasters International website Candidate Corner by November 1.
  - II. Information about officer and director candidates who are sought by the ILC is placed on the website as soon as practicable after receipt of the information.
  - III. Only nominated candidates as determined by the ILC remain on the Candidate Corner after the committee's report has been announced.
  - IV. Floor candidates are not included in the Candidate Corner after the Committee's report has been announced.
- I. Only nominated candidates, as outlined above, appear in the Toastmasters International Candidate Brochure. Floor candidates do not appear in the brochure.
- J. Floor candidates have the same opportunities as nominated candidates with the exception of inclusion in the *Toastmaster* magazine, Candidate Corner on the Toastmasters International website and in the Candidate Brochure.
- K. A candidate may have a website to promote his or her candidacy.
  - I. It must stand alone and have its own URL.
  - II. A candidate's website may be linked or referenced only on the candidate's home club website, the Candidate Corner on the Toastmasters International website, and in campaign communications made by the candidate.
  - III. A blog may be included on a candidate's website. Automatic notices are allowed.
- L. A candidate may create campaign profiles on social media for the purpose of promoting his or her campaign.
  - I. Campaign profiles must be separate from existing social media profiles that the candidate has.
  - II. Candidates may link from existing social media profiles to their campaign profiles and campaign website. Candidates may link from their campaign social media profiles to their campaign website.



- III. Candidates may not use their non-campaign profiles for campaigning. Only the campaign profile may be used.
- M. Candidate websites and social networking campaign profiles of both successful and unsuccessful candidates are removed within 10 days following the election.
- N. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites including social networking sites.
- O. A candidate may use Toastmasters trademarks on campaign materials and websites, only after the candidate's Letter of Intent and biographical information has been received by World Headquarters. Use of the trademarks on any other items requires the written permission of the Chief Executive Officer.
- P. Candidates must provide World Headquarters with a copy of or link to all distributed or published campaign materials upon or before delivery.

## **8. International Candidate Endorsements**

- A. Photographs, audio, video, and electronic representations in all campaign material and displays, the candidate's website, and the candidate's campaign social networking profiles 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 or partner of any international officer or director may not take any action to endorse or to officially support any candidate, including with photographs or quotes, or by placing a candidate's name in nomination.
- D. Campaign materials for international officer and director candidates may be displayed in a Candidate Corner at district conferences and the International Convention. Candidates or their representatives are responsible for the delivery, set-up, and removal of materials. Campaign materials may not be distributed at any other location.
- E. No candidate or candidate's representative may host a hospitality suite. A hospitality suite is defined as a room where refreshments are provided and attendance is open to any member.
- F. If a district or region hosts a hospitality suite, no candidate or candidate's representative, may give contributions or engage in political activities in the suite.
- G. A candidate may have a room for storing material and meeting with campaign workers, but the room may not be used for solicitation of votes.

## 9. International Campaigning in Districts

- A. International director candidates, or their representatives, may present at district events (including area and division events) only within their region. Candidates 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.
- B. International officer candidates, or their representatives, do not deliver a campaign speech at district events. Unopposed international officer candidates may give educational presentations and keynote speeches. International officer candidates may participate in other home district activities but may not serve in any district-level (including area and division) role.
- C. District publications and websites that include information written by or about candidates must not be distributed beyond their regular distribution list. District publications and websites may not contain advertisements about candidates and may not contain articles or notices about candidates from outside the district.

## 10. International Campaign Violations

- A. Candidates are responsible for ensuring campaign supporters are familiar with campaign policies and understand that violation of policy subjects candidates to ramifications:
  - I. A level-one violation is a correctable, minor infraction (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 staff.
    - b. An announcement of the violation is made prior to the election. This announcement occurs at an appropriate time and place as determined by the Executive Committee or on the Toastmasters International website. A letter of censure may be issued to the candidate by the Executive Committee.
  - III. A level-three violation is one of campaign ethics (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 staff.

- b. Ramifications may include any or all penalties for level-two violations, a request for the candidate to withdraw from the race, and, in the most severe cases, removal from good standing or other disciplinary action which may disqualify the candidate.
- B. The Executive Committee's decisions are final. A candidate may not request that the Board modify or overturn the Executive Committee's decision, nor may the candidate contact Board members for the purpose of appealing that decision.

## **11. International Candidate Showcases**

- 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 directors to serve as chair and co-chair of the Candidate Showcase. Other directors are assigned as needed.
- C. Opposed officer and all director candidates are limited to a six-minute interview. Unopposed officer candidates are limited to a three-minute interview. District leaders and 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 clubs no later than July 10.
- C. When amendments to the Bylaws are to be voted on, there is a method in the proxy process for a club to indicate how it wishes its votes to be cast.
- D. A credentials chair and two vice-chairs are appointed by the International President:
  - I. The appointees are current or past Board members.
  - II. A person may be reappointed as chair after a three-year interval.
  - III. Appointees are responsible for the operation of the credentials process preceding the Annual Business Meeting.

## **13. Voting by Mail**

- A. The circumstances for holding an election by mail vote are stated in Article IX, Section 4 of the Bylaws of Toastmasters International.
- B. The tentative process for conducting an election by mail vote is described in protocol, and such protocol shall be modified as needed and adopted as policy by the Board of Directors at such time as a mail vote is held.

Policy 10.0  
**Region Advisors**

**1. Region Advisor (RA) Selection Committee**

- A. The RA Selection Committee is composed of:
- I. One international officer, who serves as chair, appointed by the International President.
  - II. At least two international directors appointed by the International President. Each member will serve a two-year term when practicable. For each year, one member will be a first-year international director and one will be a second-year international director.
  - III. No more than six past RAs or Past International Directors appointed by the International President-Elect with the approval of the Executive Committee. Potential committee members may either self-identify or be identified by the International President-Elect.
    - a. District leader evaluations of each RAs service are used when selecting past RAs to serve on the committee.
    - b. Past RAs serving on the RA Selection Committee are required to follow the confidentiality standards of the Board of Directors.

**2. Selection**

- A. Each year, the Board of Directors appoints RAs after considering applicants recommended by the RA Selection Committee.
- a. The Committee recommends one RA for regions with eight or fewer districts.
  - b. The Committee recommends two RAs for regions with nine or more districts. The Committee recommends district assignments to RAs based on geography.
- B. Individuals who apply for or who are selected to be Region Advisors are paid members who have served 12 months as Immediate Past District Director (IPDD) and who have served 12 months in two of the following three roles: District Director (DD), Program Quality Director (PQD) or Club Growth Director (CGD).
- C. Applicant Assessment
- I. Each RA applicant'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. The results will be provided to the RA Selection Committee and to each respective applicant. Applicants must, before receiving the assessment results, agree in writing to keep them completely confidential.

- II. The RA Selection Committee Chair may discuss applicants and assessment results as appropriate with the International Leadership Committee Chair and Chief Executive Officer.
- III. The assessment tool is sent to:
  - a. The international director, region advisor ~~(if there was a region advisor)~~, PQD, CGD, IPDD, district finance manager, **administration manager, and public relations manager**, division directors, **and area directors** who served while the applicant was DD.
  - b. The international director, region advisor ~~(if there was a region advisor)~~, DD, CGD, ~~and~~ IPDD, **district finance manager, administration manager, public relations manager, division directors, and area directors** who served while the applicant was PQD.
  - c. The international director, region advisor ~~(if there was a region advisor)~~, DD, PQD, IPDD, **district finance manager, administration manager, and** public relations manager, **division directors, and area directors** who served while the applicant was CGD.
  - d. The applicant.

### 3. Position

- A. RAs support district leaders in their efforts to fulfill the district mission. Specifically, the RA:
  - I. Provides marketing support and expertise that expands the districts' capacity to grow clubs and grow membership.
  - II. Leverages their experience and success as a Toastmasters leader to help the district directors, program quality directors, and club growth directors develop as leaders, identify future leaders and create a succession plan.
  - III. Coaches the district leaders to achievement by assessing each District Success Plan and mentoring to optimize individual performance.
  - IV. Establishes a trusting relationship through frequent and consistent communication.
- B. RAs report to the International President through World Headquarters.
- C. RA vacancies are filled by the International President, with ratification by the Executive Committee, to complete the remainder of the term. The International President may grant a temporary leave of absence in appropriate circumstances.

**4. Term of Service**

- A. The RA term lasts for 15 months: April 1 through June 30 of the following year. RAs must apply for each term and may serve no more than two consecutive terms. There is no limit on nonconsecutive terms.
- B. An RA may not campaign for, be elected to, or be appointed to any district office or role while serving as an RA.
- C. An RA may not be, or campaign on behalf of, an international officer or director candidate while serving as an RA. An RA may not stand for election at the Annual Business Meeting in the same year in which their RA term ends.
- D. An RA may resign in writing to the Chief Executive Officer or the International President.
- E. An RA may be removed from service at any time, with or without cause, by the Executive Committee.

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  - III. No more than six past RAs or Past International Directors appointed by the International President-Elect with the approval of the Executive Committee. Potential committee members may either self-identify or be identified by the International President-Elect.
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  - a. The international director, region advisor (if there was a region advisor), PQD, CGD, IPDD, district finance manager and division directors who served while the applicant was DD.
  - b. The international director, region advisor (if there was a region advisor), DD, CGD and IPDD who served while the applicant was PQD.
  - c. The international director, region advisor (if there was a region advisor), DD, PQD, IPDD and public relations manager who served while the applicant was CGD.
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  - III. Coaches the district leaders to achievement by assessing each District Success Plan and mentoring to optimize individual performance.
  - IV. Establishes a trusting relationship through frequent and consistent communication.
- B. RAs report to the International President through World Headquarters. **RAs provide monthly reporting to the International President using a format provided by World Headquarters.**
- C. RA vacancies are filled by the International President, with ratification by the Executive Committee, to complete the remainder of the term. The International President may grant a temporary leave of absence in appropriate circumstances.

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- C. An RA may not be, or campaign on behalf of, an international officer or director candidate while serving as an RA. An RA may not stand for election at the Annual Business Meeting in the same year in which their RA term ends.
- D. An RA may resign in writing to the Chief Executive Officer or the International President.
- E. An RA may be removed from service at any time, with or without cause, by the Executive Committee.