



**Minutes of the 2017-2018 Board of Directors Meeting  
Chicago, Illinois  
August 19-21, 2018**

The 2017-2018 Toastmasters International Board of Directors convened from August 19-21, 2018, with International President Balraj Arunasalam, DTM, presiding. The other officers and directors present were: Lark Doley, DTM; Deepak Menon, DTM; Richard Peck, DTM; Mike Storkey, DTM; Don Bittick, DTM; David Fisher, DTM; Reginald Darnell Ford, DTM; Vera Johnson, DTM; Matt Kinsey, DTM; Jim Kohli, DTM; Monique Levesque-Pharoah, DTM; Morag Mathieson, DTM; Mary Morrison, DTM; Michael Osur, DTM; Daniel Rex, Chief Executive Officer; Radhi Spear, DTM; Elisa Tay, DTM; Tracy Thomason, DTM; and Derek Wong, DTM. Chief Financial Officer John Bond, Chief Information Officer Sam Farajian, Chief Member Engagement and Support Officer Darci Maenpa, Chief Operations Officer Sally Newell Cohen and Secretary/Treasurer Jennifer Barr were also present. No Board members were absent.

**BOARD OF DIRECTORS**

1. The Board reviewed and unanimously voted to accept the agenda as presented.
2. The report of the Executive Committee was presented by International President-Elect Lark Doley, DTM, and covered the following items considered at its August 14-17, 2018 meeting:

**EXECUTIVE COMMITTEE**

The 2017-2018 Executive Committee met August 14-17, 2018, with International President Balraj Arunasalam, DTM, presiding. The other officers present were: International President-Elect Lark Doley, DTM; First Vice President Deepak Menon, DTM; Second Vice President Richard Peck, DTM; Chief Executive Officer Daniel Rex and Immediate Past International President Mike Storkey, DTM. Chief Operations Officer Sally Newell Cohen and Secretary/Treasurer Jennifer Barr also were present. No Committee members were absent.

1. The Committee began with an open discussion about the need to strengthen Toastmasters' relationships with corporations that sponsor clubs. Potential actions to better support leaders in these efforts include:
  - Develop a process describing how Toastmasters leaders should interact with corporate leaders.
  - Develop tools for quarterly reporting, meeting attendance tracking, formal recognition of achievements in Toastmasters' education program and more and provide training for use of these tools.
  - Provide marketing materials and a discussion guide to help leaders better communicate the benefits of having a Toastmasters club within the corporation, including an assessment of the corporation's needs and what it can expect from the partnership.

**2. RESTRICTED**

3. The Committee reviewed the organization's performance for the 2017-2018 program year. Although club growth has declined and membership growth was flat compared with previous year-end results, the Committee is optimistic. With Pathways now fully launched, all leaders can refocus their efforts on growth and support, which will result in increased club and membership growth.



4. **RESTRICTED**

5. **RESTRICTED**

6. The Committee reviewed data on clubs sponsored by corporations and other organizations. Such clubs represent nearly 50 percent of all clubs. It recognized the need to create a more structured and professional approach to the organization's relationships with the companies that sponsor clubs based on understanding the company's needs and articulating the value and benefits of the Toastmasters program. Such an approach will result in higher club and member retention, and greater satisfaction for the sponsoring organization. It agreed that a Board committee will be established to develop an approach for enhancing corporate relationships based on the potential structure presented by World Headquarters.

7. 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 2018-2019 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.

8. In March 2018, the Committee determined that the international officers would attend 2019 Mid-year Training, with a discussion of roles and responsibilities of those who will facilitate this training to be continued in August 2018. In this discussion, the responsibilities of the international officers and directors and region advisors were considered and re-evaluated. The committee directed World Headquarters to integrate these responsibilities into Mid-Year Training orientation sessions for region advisors, international directors and international officers.

9. **RESTRICTED**

10. The Committee received an update on the establishment of a Toastmasters International legal entity in China. Toastmasters remains committed to establishing this entity and has submitted the required documentation to local counsel for submission to the appropriate governmental agency. The Committee also discussed a request from Qatar to establish a legal entity. The Committee requires further research and review to enable an informed decision related to Qatar at a later date.

The Committee also discussed the possibility of creating a model for future legal entities as well as a documented process to manage set up and annual costs, and requested that World Headquarters research and provide an update in November 2018.



11. The Committee reviewed a series of proposed financial metrics to establish organizational baseline financial expectations in the areas of performance, liquidity and efficiency. The Committee agreed to the following categories of metrics:

- Break-even profit and loss performance for each profit center
- Break-even cash flow each fiscal year
- Current ratio of assets to liabilities
- Investment portfolio as a percentage of operational expenses
- Program expenses as a percentage of total expenses
- Ongoing capital commitments
- Monthly review

#### **RESTRICTED**

12. The Committee reviewed the status of reformatations that will take effect on July 1, 2019: District 33 (Central California) and District 115 (South Nevada); District 89 (Hong Kong, Macau, Hainan, Fujian and part of Guangdong province) and District 118 (the remainder of Guangdong, Guangxi, Guizhou, Yunnan, Sichuan, Chongqing and West China).

The Committee also reviewed the status of the reformation that will take effect on July 1, 2020: District 37 (Western North Carolina) and District 117 (Eastern North Carolina).

The Committee approved a proposed amendment to Protocol 7.0: District Structure (attached) to extend the transition period and elect additional district leaders to strengthen the leadership base and add greater stability in the year post-reformation for future reformatations. This change will be applicable to any district that requests to establish a reformation committee after September 1, 2018.

The Committee recommends to the Board the following:

- Approve a request from District 41 (India, Nepal, Bangladesh) to establish a reformation committee.
- Approve the request from District 46 (Southeastern New York) to reform, effective July 1, 2020.
- Decline to approve the recommendation of the Districts 60 (Ontario and Toronto, Canada) and 86 (Ontario, Canada) joint reformation committee. Direct District 86 to establish a reformation committee.
- Approve the proposed members of the Districts 82 (Southeast India and Sri Lanka) and 92 (Southwest India) joint reformation committee.

13. Member retention in clubs across districts varies from 34.1% to 70.1%. The Committee agreed that in order to strengthen retention, there must be collaboration and shared commitment of the Board of Directors, districts, clubs and World Headquarters. The Committee reviewed and approved such a plan.

#### **14. HIGHLY CONFIDENTIAL**

15. The Chief Executive Officer presented San Antonio, Texas, United States, as the location for the 2022 Toastmasters International Convention. The Committee concurred with the CEO's recommendation.



16. The Advisory Committee of Past Presidents (ACPP) recommended that the Board clearly define its philosophy of leadership and its approach to leadership development. The Committee thanks the ACPP for its recommendation and agrees that there is a need for such a statement. It has begun development of such a philosophy statement and will collaborate with the Board to create a statement that articulates Toastmasters' philosophy of leadership and communication.
17. The Committee continued its discussion of eligibility requirements for international, district and club-level officer roles that began at the March 2018 Board meeting. In reviewing these roles, the Committee believes the requirements must be strengthened and clarified; however, more data is needed to support potential modifications. World Headquarters will conduct a gap analysis and provide the results no later than November 2018.

The Board discussed and accepted the Committee's recommendations as presented in items #9, 12 and 14.

#### **BOARD OF DIRECTORS**

3. The Board received reports from International President Balraj Arunasalam 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 reviewed a report submitted by Past International President Jon Greiner regarding prison clubs and possible future recommendations to consider. Some of these recommendations are:
  - a. Establish an initiative to provide consistent prison club funding
  - b. Establish a single point of contact at World Headquarters to facilitate internal prison club related communications
  - c. Create an educational program that works well for prison clubs
  - d. Establish a marketing program to promote prison clubs

The Board requested that World Headquarters further review the report, and create and present a model at a future Board meeting.

6. The Board discussed proposed amendments to the Addendum of Standard Club Options to allow for all clubs that collect dues in non-U.S. currency the option to list either the full amount they collect from members, which would include Toastmasters International dues, or separate club dues from Toastmasters International dues. These amendments allow for clubs to report the way they collect dues, while providing World Headquarters with better, more accurate data. The Board voted to adopt the proposed amendments to the Addendum of Standard Club Options (attached), effective immediately.
7. The Board reviewed and discussed the International Leadership Committee (ILC) report, specifically related to:
  - a. Obtaining feedback from ILC members and the Board of Directors regarding international officer and director candidates
  - b. Requiring candidates to complete a self-assessment or they will not be considered by the ILC
  - c. Enabling a co-chair to notify an international officer and director candidate of their nomination by the ILC



- d. Modifying the nomination date for international officers to allow the ILC to conduct international director candidate interviews prior to the international officer candidate interviews and seek additional director candidates if necessary

The Board voted to adopt the proposed amendments to Policy 9.1: International Campaigns and Elections (attached), effective immediately.

8. The Board received reports from three committees:

a. Recognition Committee

The Committee was tasked with creating vertical consistency between the club, area, division, district and region levels through Toastmasters' system of recognition to align objectives, measurement and focus. The Committee was also to define the outcomes and processes most critical to member and organizational success.

The Committee recommends that levels of distinguished move from the three existing to the following four levels:

1. Distinguished
2. Select Distinguished
3. President's Distinguished
4. Smedley Distinguished

In addition, the Committee recommends that there be clearer goal categories for club and district recognition, specifically:

Club Level

- Leadership Development
- Education
- Membership Growth and Retention

District Level

- Net Club Growth
- Club Retention
- Membership Payments Growth
- Distinguished Clubs

The Board voted to adopt the Committee's recommendations effective July 1, 2020 and requested that World Headquarters research the feasibility and time required to meet this timeline. International Director Kinsey abstained from the vote.



b. District Marketing Effectiveness Committee

The Committee was tasked with developing a District Marketing and Communication Plan focused on creating new clubs and retaining clubs and members that can be linked or incorporated into the District Success Plan.

The Committees recommends the following:

1. The inclusion of the detailed plan developed by the committee in the training for district Public Relations Managers for the 2018-2019 program year.
2. That a pilot program be conducted by World Headquarters in cooperation with several district Club Growth Directors during the 2018-2019 program year to determine the effectiveness and further develop a district Marketing Plan. This plan is anticipated to be included in a future version of the District Success Plan.
3. A future committee:
  - Create detailed plans for the District Director and Program Quality Director for inclusion in the District Success Plan and detailed plans for the Division Director and Area Director roles to supplement the Division Director and Area Director Success Plans
  - Discuss whether detailed plans would benefit the roles of Administration Manager, Finance Manager and Logistics Manager and determine the accountability, goals and measurements for the roles

The Board voted to adopt the Committee's recommendations as presented in the report.

c. Disciplinary Committee

The Committee was tasked with reviewing materials related to potential disciplinary actions, conduct disciplinary hearings as needed and present recommendations to the Board of Directors.

The Committee recommends that World Headquarters review the proposed policy amendments and present at a future Board meeting. In addition, the Committee recommends that World Headquarters review and finalize a handbook or guideline to assist clubs and districts handle possible disciplinary matters appropriately.

The Board voted to adopt the Committee's recommendations as discussed.

9. The Board received a report from Strategic Planning Committee Chair and Immediate Past International President Mike Storkey, DTM.

### **STRATEGIC PLANNING COMMITTEE**

The 2017-2018 Strategic Planning Committee convened on August 15, 2018, with Immediate Past International President Mike Storkey, DTM, presiding. The other officers present were: International President Balraj Arunasalam, DTM; International President-Elect Lark Doley, DTM; First Vice President Deepak Menon, DTM; Second Vice President Richard Peck, DTM and Chief Executive Officer Daniel Rex. Chief Operations Officer Sally Newell Cohen and Secretary/Treasurer Jennifer Barr also were present. No Committee members were absent.



1. The Committee discussed the performance of clubs and districts, and the impact of training. The Committee recognizes that nearly half of all clubs are not delivering on the brand promise or fulfilling the club mission as measured by the Distinguished Club Program. At the same time, many districts are not achieving the district mission as measured by the Distinguished District Program. The Committee specifically considered the structure, quality and content of the training provided by districts to district and club leaders. The Committee directed World Headquarters to draft and present at a future Board meeting, proposed amendments to policy based on its discussions and to include training and curriculum recommendations from the Leader Development and Training Committee.

The Committee also directed World Headquarters to review the Division Director and Area Director roles, training materials and Division Council meeting requirements and prepare a draft of required competencies, training objectives and Division Council meeting topics for review at a future Board meeting.

2. Many World Champions of Public Speaking are invited to speak at Toastmasters events each year. The Committee appreciates and recognizes the service and goodwill extended by these individuals to support the organization and its members. At the same time, there have been recent reports of less-than-professional behavior displayed by some visiting champions. Because of the influence of these individuals and their impact on Toastmasters' reputation, the Committee agreed that a code of conduct be created specifically for World Champions. The Committee directed World Headquarters to draft guidelines to present at a future Board meeting. In addition to creating these guidelines it also requested that World Headquarters create a process for districts to provide feedback on a World Champion's conduct and performance while presenting at district events.
3. The Committee recognized continuing confusion about the roles of Toastmasters leaders as they relate to organizational strategy and operations, and recognized the need to further clarify the roles of international directors and region advisors. The Committee also considered how role confusion and a potential disconnect between roles and accountability have affected district performance. The Committee recommends that these roles be clarified as follows:
  - Region advisors continue to report to the International President and work cooperatively with the international directors in the same region to support the districts in successfully achieving the district mission.
  - Region advisors are responsible for the success of the districts in the region to which they are assigned.
  - International directors must have awareness of the activities, successes and weaknesses of the districts within their regions. This is achieved through cooperation with and support of the region advisors.
4. The Committee discussed the conduct expected of international directors when participating in Toastmasters events and acting as ambassadors for the organization. It directed World Headquarters to draft a set of guidelines to be presented at a future Board meeting.



## BOARD OF DIRECTORS

10. The Board participated in exercises to:
  - a. Further define the roles of the mentor and protégé among Board members and strengthen the partnership
  - b. Discuss Board and region advisor roles and ensuring accountability at these levels
  - c. Review the 2018 Board assessment report to determine areas of focus and improvement for future Boards
  
11. The Board received an update on the global advertising program. This update included an in-depth discussion of the campaign, including club, district and World Headquarters responsibilities and detailed timeline. World Headquarters will continue to update the Board on progress once the program is implemented.

As there was no other business on the agenda, the meeting was adjourned at 5 p.m. Central Time.

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.”

Jennifer Barr  
Secretary/Treasurer

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



## 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 effort 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.

## 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. **Two years prior to reformation, the district elects two club growth directors, one program quality director and a district director. One year prior to reformation, the district elects two club growth directors, two program quality directors and one district director. In cases when two or more districts jointly reform or when one district reforms into more than two districts, the Board will provide additional direction as needed. ~~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.

## ADDENDUM OF STANDARD CLUB OPTIONS

Club Name \_\_\_\_\_ Club Number \_\_\_\_\_  
Club Location \_\_\_\_\_ District Number \_\_\_\_\_

This club shall, upon adoption of this constitution and thereafter as needed, complete this Addendum of Standard Club Options to specify the detailed choices it has made to govern its operations. Any changes must be approved by a vote of at least a majority of the active individual members of the club present and voting at a duly called and noticed club business meeting at which a quorum was at all times present.

**Last modified by required vote of club on the [\_\_\_\_\_] day of [\_\_\_\_\_\_\_], 20[\_\_\_\_].**

### 1. Name

The name ~~and location~~ of this club ~~shall be as set forth above. Such name and location may be changed by a modification of this Addendum as provided in Article X, Section 7 of the club's constitution. is~~ [\_\_\_\_\_].

### 2. Membership Composition

Subject to the nondiscrimination requirements set forth in ~~Section 1 of Article II of the Club Constitution~~ **the Club Constitution for Clubs of Toastmasters International, Article II, Section 1**, individual membership in this club: shall be restricted to \_\_\_\_\_.  
(If no restrictions will be placed on membership in this club, write in "no restrictions" on line above.)

**Shall have no restrictions.**

**Shall be restricted to [\_\_\_\_\_].**

### ~~3. Membership Composition~~

Honorary individual memberships in this club shall be conferred for a term of \_\_\_\_\_ [\_\_\_\_\_] year(s) and otherwise as provided in the Club Constitution **for Clubs of Toastmasters International, Article II, Section 5**.

### 4. New Member Fee

The new member fee for individual membership in this club shall be \$\_\_\_\_\_, payable as provided in the Club Constitution.  
(The dues collected from a new individual member in addition to the new member fee shall include the membership payment to Toastmasters International, plus any club dues.)

### 5. Club Dues

The dues of this club for active individual members shall be \$\_\_\_\_\_ per person per \_\_\_\_\_. Such dues shall be payable in advance of or on \_\_\_\_\_.  
(Club dues shall include the amount of the Toastmasters International membership payment.)

**6. Reinstatement Fee**

Reinstatement to individual membership of a former individual member shall require a payment of a reinstatement fee of \$\_\_\_\_\_.

(The reinstatement fee is optional and, if collected, is retained by the club. If the club does not charge a reinstatement fee, place a "0" on the line above.)

**7. Transfer Fee**

The fee for an individual member of another Toastmasters International club who transfers into this club shall be \$\_\_\_\_\_. Other conditions of transfer into this club shall be as stated in the Club Constitution.

(The transfer fee is optional and, if collected, is retained by the club. If the club does not charge a transfer fee, place a "0" in the space above.)

**8. Inactive Member Dues**

The dues of this club for inactive individual members shall be \$\_\_\_\_\_ per person per \_\_\_\_\_. Such dues shall be payable in advance of or on \_\_\_\_\_.

(The club may set the dues for inactive individual members at any amount up to the amount of dues for active individual members, provided that inactive individual member dues must include the membership payment required of this club to Toastmasters International attributable to such inactive individual member, as provided in the Club Constitution.)

**3. Membership Dues and Fees**

Toastmasters International dues and fees are set forth in Policy 8.0: Dues and Fees and shall be submitted to World Headquarters in United States Dollars. This club may also collect from its individual members club dues and fees ① as defined below. Club dues and fees are collected in [\_\_\_\_\_].

Check those that apply:

No club dues are collected in addition to the Toastmasters International dues.

Club dues for active individual members are [\_\_\_\_\_] per person per [\_\_\_\_\_]. Such dues shall be payable on or before [\_\_\_\_\_].

This amount includes payment for Toastmasters International membership dues.

Club dues for inactive individual members are [\_\_\_\_\_] per person per [\_\_\_\_\_]. Such dues shall be payable on or before [\_\_\_\_\_].

This amount includes payment for Toastmasters International membership dues.

The new member fee is [\_\_\_\_\_] per person for individual membership in this club.

This amount includes payment for the Toastmasters International new member fee.

The reinstatement fee is [\_\_\_\_\_] per person for reinstatement to individual membership of a former individual member.

The transfer fee is [\_\_\_\_\_] per person for transfer of individual membership from another Toastmasters International club into this club.

**9. 4. Regular Meetings**

Regular meetings of this club, which shall include any business meeting of active individual members, shall be held every \_\_\_\_\_ [\_\_\_\_\_] , at \_\_\_\_\_ [\_\_\_\_\_] o'clock [\_\_\_\_\_] : at this location: \_\_\_\_\_ as this club from time to time shall designate.

In person at the location of [\_\_\_\_\_].

Online attendance of a minority of individual members is accepted.

Online only using platforms and services as this club from time to time shall designate. ①<sup>2</sup>

**10. 5. Executive Committee Meetings**

The executive committee of this club shall meet at least \_\_\_\_\_ [\_\_\_\_\_] , at such hours and places as it may determine.

**11. 6. Additional Officers**

The officers **and standing committees** of this club shall be as provided in the Club Constitution **for Clubs of Toastmasters International, Articles VI, VII and VIII**, with selection, duties, and terms as provided therein. ~~In~~ addition, this club shall have as officers \_\_\_\_\_, who shall have duties as follows: \_\_\_\_\_

(If this club does not wish to elect additional officers, write "none" in the spaces above.) **Separate from the officer roles named in the Club Constitution, this club shall have:**

No additional officer roles. ①<sup>3</sup>

Additional officer roles, with duties as determined by the executive committee of this club, named as follows: [\_\_\_\_\_].

**12: 7. Terms of Office**

This club elects officers for the following terms of office (~~check one~~):

~~\_\_\_\_\_ Half year terms, from July 1 to December 31 and from January 1 to June 30.~~

~~\_\_\_\_\_ Full year terms, from July 1 to June 30.~~

~~(Clubs meeting every week throughout the entire year may choose half-year terms; all other clubs must choose full year terms. The beginning and end of the terms are set forth in Article VI, Section 3, of the Club Constitution.)~~

**Full-year terms, from July 1 to June 30.**

**Half-year terms, from July 1 to December 31 and from January 1 to June 30. (Clubs must meet every week throughout the entire year to choose half-year terms.)**

**13: 8. Rules of Order**

Since Robert's Rules are not a recognized authority on parliamentary procedure in the jurisdiction where this club is located, \_\_\_\_\_ shall be deemed substituted for Robert's Rules in Article IX, Section 1, of the Club Constitution with respect to this club:

~~(Complete this article only if this club is located in a jurisdiction where Robert's Rules of Order, Newly Revised is not recognized parliamentary authority.)~~ **In accordance with the Club Constitution for Clubs of Toastmasters International, Article IX, this club shall recognize its final authority on parliamentary procedure as:**

**Robert's Rules of Order Newly Revised.**

[ \_\_\_\_\_ ], since *Robert's Rules of Order Newly Revised* is not a recognized authority on parliamentary procedure in the jurisdiction where this club is located.

Last modified by required vote of club on \_\_\_\_\_, 20\_\_\_\_\_

Signed: \_\_\_\_\_ Club Secretary



## 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.
<del>February 15</del> <b>April 15</b>	ILC announces officer <b>and director</b> candidates by this date, when practicable. Floor candidates, who have completed the ILC's evaluation process, for officer <b>or director</b> positions may declare intent after ILC results have been announced.
<del>April 15</del>	<del>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.</del>
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 director), and campaign managers or other lead members of an international officer or director candidate campaign team do not serve on the committee.
- I. A committee member may not be a candidate for international office for one 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 year the ILC Chair solicits feedback about officer and director candidates from ILC members and members of the Board.**
- AB.** 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 **on or before a date determined by the ILC Chair. Candidates who do not comply with this requirement will not be evaluated by the ILC.**
  - II. An assessment will be administered each time a candidate is considered for any role.
  - III. The results will be provided to the ILC and each respective candidate. Candidates must, before receiving the assessment results, 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.
- BC.** 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

- CD.** 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.
- DE.** For international director candidates, the assessment tool is sent to:
- I. The region advisor, international director, program quality director (PQD), club growth director (CGD), immediate past district director (IPDD), district finance manager, administration manager, public relations manager, and division directors who served while the candidate was district director (DD).
  - II. The region advisor, the international director, DD, CGD, IPDD, district finance manager, administration manager, public relations manager, and division directors who served while the candidate was PQD.
  - III. The region advisor, the international director, DD, PQD, IPDD, district finance manager, administration manager, 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 **or a co-chair** notifies nominated candidates and confirms their acceptance of the nomination. Candidates must verify their acceptance in writing to the chair.
- B. Candidates may not run for, be elected to or appointed to any district-level (including area and division) role or apply for or be selected as a region advisor after being nominated by the ILC.
- C. The chair or a co-chair notifies candidates who are not nominated and provides specific feedback related to the competencies required to be a nominated international officer or director. The chair or a co-chair may provide feedback to nominated candidates upon request.
- D. All other candidate interview information is confidential, and the entire deliberative process of the ILC is confidential. Breaches of ILC confidentiality by anyone are subject to appropriate disciplinary action.
- E. All documentation, files, and reports are kept by World Headquarters for five years.

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

- A. International officer and director qualifications are defined in the Bylaws of Toastmasters International, Article IX, Section 2.
- B. Candidates may submit a Letter of Intent to World Headquarters confirming their intention to run for office, on or after September 1 of that election cycle.
  - I. A Letter of Intent must be on file with World Headquarters before a candidate may engage in public campaign activities.
  - 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.

- V. After World Headquarters acknowledges receipt of a candidate's Letter of Intent, the candidate will be provided contact information of the Board, current and past region advisors, past international presidents, past international directors, immediate past district directors, district directors, program quality directors, and club growth directors. The contact information shall only be used for campaign purposes.
- VI. Candidates must provide World Headquarters with a copy of or link to all distributed or published campaign materials upon or before delivery.
- C. Eligible candidates who have not been nominated by the ILC may run from the floor at the Annual Business Meeting as defined in the Bylaws of Toastmasters International, Article VIII, Section 3.
  - I. A Letter of Intent for the candidate must be on file with World Headquarters.
  - II. If a Letter of Intent for a floor candidate is on file, a competing nominated candidate shall be considered opposed.

## **7. International Candidate Campaigning**

- A. Candidates for second vice president and international director may only visit clubs, districts, and district leaders within their declared home region.
- B. Candidates may produce, distribute 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 candidate may use Toastmasters trademarks on campaign materials and websites, only after the candidate's Letter of Intent and biographical information has been received by World Headquarters. Use of the trademarks on any other items requires the written permission of the Chief Executive Officer.
- D. Unsolicited subscriptions to information by or about a candidate are not permitted.
- E. District publications and websites that include information written by or about candidates must not be distributed beyond their regular distribution list. District publications and websites may not contain advertisements about candidates and may not contain articles or notices about candidates from outside the district.
- F. Candidates shall only send campaign messaging that articulates the candidate's qualifications, vision for the organization and strategies to accomplish that vision. This messaging may be sent in writing or delivered verbally.
  - I. Campaign Messaging Recipients are members of the Board of Directors, current and past region advisors, past international presidents, past international directors, immediate past district directors, district directors, program quality directors, and club growth directors. Candidates may not send campaign messaging to club officers and district leaders other than those specified here.

- G. Candidates shall only use the following types of campaign communications:
- I. Physical Mailing: any tangible item that is sent by the candidate or on the candidate's behalf to a Campaign Messaging Recipient.
    - a. International officer and director candidates, for whom World Headquarters has a Letter of Intent on file, may send one Physical Mailing after the ILC's nomination results have been posted on the Toastmasters International website.
  - II. Electronic Mailing: any type of electronic message that is sent by the candidate or on the candidate's behalf to a Campaign Messaging Recipient.
    - a. International officer and director candidates, for whom World Headquarters has a Letter of Intent on file, may send one Electronic Mailing after the ILC's nomination results have been posted on the Toastmasters International website.
  - III. Voice/Video Conversation: any type of live communication that includes voice and/or video between a candidate or a candidate's representative and a Campaign Messaging Recipient. This shall occur only after the ILC's nomination results have been posted on the Toastmasters International website.
    - a. International officer and director candidates may conduct one Voice/Video Conversation with each Campaign Messaging Recipient.
    - b. Candidates or their representatives may communicate with Campaign Messaging Recipients no more than two times to set an appointment for a Voice/Video Conversation.
    - c. No candidate for second vice president or international director nor their representatives may initiate unsolicited communications to district directors, program quality directors or club growth directors outside the candidate's district during the month of June. Communications among campaign team members are permitted.
  - IV. Presentation: any message delivered in person and/or by video by the candidate and/or a candidate's representative to a Campaign Messaging Recipient. A Presentation includes but is not limited to an educational session, keynote speech or campaign speech.
    - a. International officer candidates, or their representatives, shall not deliver a campaign speech at district events. Unopposed international officer candidates may present an educational session and deliver a keynote speech. International officer candidates may participate in other home district activities but may not serve in any district-level (including area and division) role.
    - b. International director candidates, or their representatives, may deliver a presentation at district events (including area and division events) only within their region. Candidates shall receive equal opportunity, with

allotted time defined by the district (area and division) director. International director candidates may participate in other home district activities but may not serve in any district-level (including area and division) role.

- c. Communications by the district in connection with a candidate's presentation at a district conference and internal communications among campaign team members are not considered campaign communications.
- V. Electronic Campaign Places: any online location where a candidate creates a page or profile to promote his or her candidacy.
- a. A Candidate Corner shall be included on the Toastmasters International website. Candidate information may include a photograph, profile, website address, email address, and telephone number for contact purposes. Candidate information will be placed on the Toastmasters International website Candidate Corner by November 1.
    - i. Information about officer and director candidates who are sought by the ILC is placed on the website as soon as practicable after receipt of the information.
    - ii. Only nominated candidates as determined by the ILC remain on the Candidate Corner after the committee's report has been published on the Toastmasters International website.
    - iii. Floor candidates are not included in the Candidate Corner after the Committee's report has been published on the Toastmasters International website. Floor candidates have the same opportunities as nominated candidates with the exception of inclusion in the *Toastmaster* magazine, the Candidate Corner on the Toastmasters International website and in the Candidate Brochure.
  - b. A candidate's campaign website:
    - i. Must stand alone and have a unique URL each election cycle.
    - ii. A candidate may link or reference their website only on the website of the declared home club as stated on their Letter of Intent, the Candidate Corner on the Toastmasters International website, the candidate's campaign social media profiles, and in campaign communications made by the candidate.
    - iii. May include a blog with automatic notices and must have an opt-in/out option.
  - c. A candidate's campaign social media profiles:
    - i. Are the only social media profiles the candidate may use to campaign.



- ii. Must be separate from existing social media profiles that the candidate has.
      - iii. May contain reciprocal links to the candidate's other social media profiles and campaign website.
    - d. Online and social media participation
      - i. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites including social networking sites using any profile.
      - ii. Candidates are prohibited from commenting on discussions or posts or from liking discussions or posts using their candidate campaign profiles.
    - e. Candidates' campaign websites and campaign social media profiles must be removed within 10 days after:
      - i. The announcement by the ILC of nominated candidates if the candidate has not been nominated and has not informed Toastmasters International of his/her intent to run from the floor, or
      - ii. The Annual Business Meeting.
- VI. Physical Campaign Places: any authorized location where a candidate's materials are displayed. Campaign materials may not be distributed at any other location. Candidates or their representatives are responsible for the delivery, set-up, and removal of materials.
  - a. A Physical Campaign Place is provided to international officer and director candidates or their representatives at the Candidate Corner at the International Convention.
  - b. Districts may provide a Physical Campaign Place to international officer and director candidates or their representatives at the Candidate Corner at district conferences and other district (including area and division) events.
  - c. All international officer and director candidates or their representatives should be provided the same opportunity to participate in any Candidate Corner.
  - d. No candidate or their representative may host a hospitality suite. A hospitality suite is defined as a location where refreshments are provided and attendance is open to any member.
    - i. A candidate may have a room for storing material and meeting with campaign team members, but the room may not be used for solicitation of votes.

- ii. If at any event, there is a hospitality suite, no candidate or their representative, may give contributions or engage in political activities in the suite.

## 8. 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 **or any family member** of any international officer or director may not take any action to endorse or to officially support **any other** candidates, including with photographs or quotes, or by placing a candidate's name in nomination.

## 9. 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.

## **10. 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.

## **11. 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.

## **12. 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.