



**Minutes of the 2018-2019 Board of Directors Meeting  
Denver, Colorado  
March 14-17, 2019**

The 2018-2019 Toastmasters International Board of Directors convened from March 14-17, 2019, with International President Lark Doley, DTM, presiding. The officers and directors present were: Deepak Menon, DTM; Richard E. Peck, DTM; Margaret Page, DTM; Balraj Arunasalam, DTM; Don Bittick, DTM; Reginald Darnell Ford, DTM; Joan Lewis, DTM; Anthony J. Longley, DTM; Larry Marik, DTM; Morag Mathieson, DTM; Mary Morrison, DTM; Carol Prahinski, DTM; Radhi Spear, DTM; David Templeman, DTM; Tracy Thomason, DTM; Tuire Vuolasvirta, DTM; Derek Wong, DTM; Susan Zhou, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Information Officer Sam Farajian, Chief Member Engagement and Support Officer Darci Maenpa, acting Secretary-Treasurer Angela Mennenga and Executive Services Manager Mona Shah were also present. Due to extreme weather, three directors were absent on March 14, 2019: Don Bittick, DTM; Joan Lewis, DTM; and Susan Zhou, DTM.

**BOARD OF DIRECTORS**

1. The Board reviewed and unanimously voted to accept the agenda as presented.
2. The Board received reports from International President Lark Doley and Chief Executive Officer Daniel Rex on the status of the organization.
3. The Board reviewed the 2015 Strategic Plan and participated in exercises to identify how clubs can achieve these three areas: club excellence, member achievement, and awareness, engagement and participation.
4. The Board participated in a strategic planning exercise that focused on the organization's core ideology. This exercise was facilitated by President and Co-CEO of Tecker International LLC Paul Meyer. The Board will continue discussions at a future meeting.
5. The Board discussed a series of future Toastmasters programs, other than the Toastmasters club program and other existing sub-programs, that could potentially fill known and anticipated market opportunities. The Board has requested World Headquarters to continue developing these future programs, which will be discussed at a future meeting.
6. The Board participated in a parliamentary procedure workshop to refresh its understanding of and comfort with the proper processes for conducting Board business. The workshop was facilitated by Dan Jackson, DTM, Professional Registered Parliamentarian.
7. The report of the Executive Committee was presented by International President-Elect Deepak Menon, DTM. The report consisted of the following items considered at its March 10-14, 2019 meeting:

**EXECUTIVE COMMITTEE**

The 2018-2019 Executive Committee met March 10-14, 2019, with International President Lark Doley, DTM, chairing. The other officers present were: International President-Elect Deepak Menon, DTM; First Vice



President Richard E. Peck, DTM; Second Vice President Margaret Page, DTM; Immediate Past International President Balraj Arunasalam, DTM and Chief Executive Officer Daniel Rex. Acting Secretary-Treasurer Angela Mennenga and Executive Services Manager Mona Shah also were present. No Committee members were absent.

1. The Committee acknowledged the resignation of Jennifer Barr as Secretary-Treasurer upon the conclusion of her employment at World Headquarters. The Committee recommends that the Board appoint Angela Mennenga as Secretary-Treasurer until the first board meeting immediately after the 2019 Annual Business Meeting.

The Committee reviewed the Bylaws of Toastmasters International, Article VI: Officers, Section 7. Secretary-Treasurer, Policy 11.9: Secretary-Treasurer and Protocol 9.1: International Elections relating to the position of Secretary-Treasurer. The Committee recommends that amendments to the Bylaws of Toastmasters International, Article VI: Officers, Section 7. Secretary-Treasurer (attached) be presented for a vote of the membership at the 2019 Annual Business Meeting. The Committee further recommends that Policy 11.9: Secretary-Treasurer be amended (attached) subject to the adoption of the amendments to Article VI: Officers, Section 7. Secretary-Treasurer at the 2019 Annual Business Meeting. Amendments to Protocol 9.1: International Elections (attached) were adopted by the joint authority of the International President and the Chief Executive Officer with the concurrence of the International President-Elect, subject to the Board's adoption of the amendments to the Bylaws of Toastmasters International, Article VI: Officers, Section 7. Secretary-Treasurer, Policy 11.9: Secretary-Treasurer.

2. The Committee reviewed the organization's performance for the 2018–2019 program year. Membership growth was flat compared to the same period last year. The United States comprises 48.8% of membership, which is a milestone that represents positive diversification. Total paid clubs increased 1.3%. The Committee will continue to monitor performance during the coming months.
3. A representative from Morgan Stanley provided the Committee with an update on the organization's investment portfolio. The Committee is pleased with the performance of the portfolio given market conditions in 2018. The Committee voted to authorize the Chief Executive Officer to obtain a \$2,000,000 line of credit, using the investment portfolio as security, to cover potential cashflow shortfalls during the 2019 fiscal year.
4. The Committee reviewed the 2019 Mid-year Training Survey results from district officers, International Officers, International Directors, Region Advisors and staff. Based upon the feedback that was received, three areas were identified as future additions to district officer training: change management, succession planning, and interventions for struggling districts.
5. The Committee reviewed and discussed past, current and potential future strategic initiatives that support the achievement of Toastmasters' goals and objectives. The committee



prioritized each initiative using a method developed by the Board in 2017. Using this method, the Board will prioritize all new initiatives.

6. The Committee reviewed a proposed amendment to the Accredited Speaker Program rules to incorporate the Toastmasters Pathways learning experience. The Committee recommends that the Board adopt the amendment to the Accredited Speaker Program Rules (attached). World Headquarters will review and develop additional structure and guidance relating to the Accredited Speaker program and present it to the Board of Directors at a future meeting.
7. In August 2018, the Committee recognized the need for additional guidance related to the Board of Directors' Mentor/Protégé partnership program, and tasked World Headquarters with further development of the program.

At this meeting, the Committee agreed that Mentor/Protégé relationships are valuable in strengthening and unifying the Board of Directors. The Committee reviewed a checklist and timeline (attached) for the Mentor/Protégé partnerships and agreed that it will be included in the Board of Directors handbook. The Committee recommends that the Board adopt the proposed amendments to the Board of Directors Acknowledgement of Responsibilities form and Policy 11.0: Board of Directors (attached).

8. In August 2018, the Committee requested that World Headquarters draft a code of conduct for World Champions of Public Speaking. The Committee reviewed draft amendments to Policy 3.0: Ethics and Conduct and Protocol 3.0: Ethics and Conduct, relating to World Champions of Public Speaking and Accredited Speakers. The Committee recommends that the Board adopt the amendments to Policy 3.0: Ethics and Conduct (attached). Amendments to Protocol 3.0: Ethics and Conduct (attached) were adopted by the joint authority of the International President and the Chief Executive Officer with the concurrence of the International President-Elect, subject to the Board's adoption of the amendments to Policy 3.0: Ethics and Conduct.
9. The Committee reviewed a study of events conducted by Districts in October and November 2018 subsequent to the discontinuation of the October/November conferences. The Committee determined that some districts conducted conference-like events while others increased their focus on the District Mission. The Committee directed World Headquarters to draft a program, for use by Districts, consisting of a specific method for analyzing the strength of the clubs in the District and designing strategies and tactics to support them in achieving excellence. World Headquarters will present the proposed program to the Board of Directors as early as August 2019.
10. The Committee discussed the concurrent scheduling, by some Districts, of educational or other sessions with the Annual District Council Meeting. Such sessions potentially draw council members or their proxies away from the council meeting, making it difficult to effectively conduct District business. The Committee reviewed draft amendments to the District Administrative Bylaws, Article IX: District Council (b) and Protocol 7.1: District Events and recommends that the Board adopt amendments to the District Administrative Bylaws,



Article IX: District Council (b) (attached). Amendments to Protocol 7.1: District Events (attached) were adopted by the joint authority of the International President and the Chief Executive Officer with the concurrence of the International President-Elect, subject to the Board's adoption of the amendments to the District Administrative Bylaws, Article IX: District Council (b).

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

The Committee also reviewed the status of the reformatations that will take effect on July 1, 2020: District 37 (Western North Carolina) and District 117 (Eastern North Carolina); District 46 (Bronx, Manhattan [North of 34<sup>th</sup> Street], and Westchester County) and District 119 (Brooklyn, Manhattan [South of 34<sup>th</sup> Street], Nassau, Queens, and Suffolk County).

The Committee recommends that the Board approve these requests:

- District 82's request to reform, effective July 1, 2020, into two Districts: District 82 (Sri Lanka) and District 120 (Tamil Nadu, India)
- District 92's request to reform, effective July 1, 2020, into two Districts: District 92 (Karnataka [Government districts: Bagalkot, Ballari, Bangalore (Rural), portions of Bangalore (Urban), Belagavi, Bidar, Chikkaballapura, Chitradurga, Davanagere, Dharwad, Gadag, Haveri, Kalaburgi, Kolar, Koppal, Raichur, Tumukuru, Vijayapur, Yadagiri] and Kerala) and District 121 (Karnataka [Government districts: portions of Bangalore (Urban), Chamarajnar, Chikkamagaluru, Dakshina Kannada, Hassan, Kodagu, Mandya, Mysuru, Ramanagara, Shivamogga, Udupi, Uttara Kannada])

The Committee reviewed District 108's request to add to the District's boundaries the following areas in Russia: Moscow Oblast, Leningrad Oblast, Novgorod Oblast, Pskov Oblast, Tver Oblast, Federal City of Moscow, and Federal City of St. Petersburg. The Committee recommends that World Headquarters seek additional information relating to economic feasibility and growth prospects within the proposed boundaries.

The Committee reviewed the progress of the District 41 reformation committee (North and East India, Nepal and Bangladesh). The Committee acknowledges the challenges of reforming this vast geography. The Committee recommends that District 41 and District 98 (Central-east India) form a joint reformation committee in order to accomplish a balanced reformation of North, East and Central India and Nepal and Bangladesh.

#### **HIGHLY CONFIDENTIAL**

12. The Committee received an update on the progress of the Wholly Foreign-Owned Enterprise (WFOE) in Shenzhen, China. This Toastmasters International subsidiary is now legally



recognized in China effective January 22, 2019. World Headquarters is working with outside counsel to register all relevant trademarks in China.

## **RESTRICTED**

13. The Committee reviewed the processes for nominating and electing District officers and the potential amendments to these processes as they relate to District officer floor candidates. The Committee requests that World Headquarters develop a proposal to further strengthen District Leadership Committees and processes related to floor candidates at the annual District Council meeting.
14. The Committee reviewed the current distribution model of the *Toastmaster* magazine and evaluated the cost of reducing and/or eliminating the print version thereby making the digital version the primary or only option. The Committee has requested World Headquarters to develop an opt-in plan where members can receive either print and/or digital versions. The plan will be evaluated at a future Board meeting.
15. The International President, in consultation with the Executive Committee, assigns Board members to participate in committee work between March and July. Three new committees will convene: District Fiscal Effectiveness, Club Leadership Roles and Responsibilities, and District Leader Success Plans. The membership and presiding officer of each committee was determined by the International President in accordance with Policy 11.4, Section 3.C.
16. The Committee considered competencies for International Officers, International Directors and Region Advisors. The Committee decided to assemble a task force consisting of members from the ACPP, chaired by Past International President, Jim Kokocki, DTM to research and provide input as to desirable competencies for the International Officers and Directors of the future.

The Board discussed and accepted the Committee's recommendations as presented in items #1, 6, 7, 8, 10, and 11.

## **BOARD OF DIRECTORS**

8. The Board received reports from the following three committees:
  - a. Region Advisor Selection Committee  
The Committee was tasked with selecting the best-qualified individuals for the role of Region Advisor for each region. It also reviewed the existing selection process and provided recommendations to improve the process in the future.

In February 2019, the Board accepted the appointment of the recommended 2019-2020 Region Advisors.



The Committee recommended changes to Policy 10.0: Region Advisors (attached). The Board accepted the committee's recommendations, effective immediately.

b. Corporate Relationships Committee

The Committee was tasked with taking an in-depth view of corporate clubs throughout the organization from initial contact with Toastmasters International, through the charter process, and ongoing support and sustainability. The Committee used the information gathered during this process to conduct a gap analysis in the current corporate relationships' development and maintenance processes. The Committee members were also asked to reflect on their experiences, both positive and otherwise, with corporate clubs and refer to those experiences throughout the Committee's work.

The Committee proposed the introduction of four new support roles, one at each level: Club, District, World Headquarters, and at the corporation. The Committee believes that these roles will allow for greater support across all levels of the relationship building process.

The Committee also investigated ways to increase the commitment of corporations to clubs and members and presented several suggestions.

The Committee envisions a streamlined club chartering process, improved dashboard report capabilities that could be used to provide customizable levels of details available to districts and corporations, and increased World Headquarters support.

The Committee recommended changes to Policy 7.2: District Management (attached). The Board voted to accept the Committee's recommendations.

The Committee recommended changes to Policy 8.0: Dues and Fees (attached). The Board voted to accept the Committee's recommendations, effective October 1, 2020.

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

c. Governing Documents Review Committee

The Committee was tasked with conducting an audit of Toastmasters International's governing documents to ensure clarity and accuracy, and with updating the language to reflect any necessary changes to the governing documents. Further, the Committee was to ensure that all policies were updated to reflect real-world practice, and to eliminate confusion, redundancy, or irrelevance that can occur over time.

The Committee recommended changes to the District Administrative Bylaws and the following policies (attached), effective July 1, 2019: Policy 1.0: Governing Documents; Policy 1.1: Mission Statements, Values and Envisioned Future; Policy 2.0: Club and Membership Eligibility; Policy 3.0: Ethics and Conduct; Policy 4.0: Intellectual Property; Policy 5.0: Corporate and Community Activities; Policy 5.1: Gavel Clubs; Policy 6.0: Speech Contests; Policy 7.0: District Structure; Policy 7.2: District Management; Policy 8.0: Dues and Fees; Policy 8.3: District Leader Expenses; Policy 8.4:



District Fiscal Management; Policy 8.5: Ralph C. Smedley Memorial Fund®; Policy 8.6: Use of Reserve Funds; Policy 8.7: Investments; Policy 8.8: Audit; Policy 9.1: International Campaigns and Elections; Policy 10.0: Region Advisors; Policy 11.0: Board of Directors; Policy 11.3: Board of Directors Confidentiality; Policy 11.4: Board of Directors Committees; Policy 11.6: International President; Policy 11.8: Chief Executive Officer; Policy 11.9: Secretary-Treasurer; Policy 11.10: Legal Counsel; Policy 11.11: Board of Directors Conflict of Interest; Policy 11.12: Board of Directors Conduct.

The Committee's recommended amendments to all Protocols (attached) were adopted by the joint authority of the International President and the Chief Executive Officer with concurrence of the International President-Elect.

Following the comprehensive audit of the governing documents, the Board of Directors voted to present amendments to the Bylaws of Toastmasters International and the Club Constitution for Clubs of Toastmasters International (attached) to the voting membership for approval in August at the 2019 Annual Business Meeting.

All amendments to the District Administrative Bylaws and Policy and Protocol that are contingent upon the adoption of the Bylaws and Club Constitution amendments in August 2019 at the Annual Business Meeting, will be automatically amended and in effect should the proposals pass.

The Board discussed the Committee's recommendations regarding topics for further consideration and voted to adopt four of the recommendations, one to be presented at the 2019 Annual Business Meeting, one to be referred to World Headquarters, and two for discussion at an appropriate time in the future.

9. The Board reviewed and discussed formalizing a method by which Member Clubs and Toastmasters leaders may request Smedley Fund disbursements for disaster relief or local initiatives to bring the Toastmasters International program into new communities (e.g., the Youth Leadership program) to be considered by the Board of Directors. The Board voted to adopt the proposed amendments to Policy 8.5: Ralph C. Smedley Memorial Fund®(attached), effective May 1, 2019.
10. The Board reviewed and discussed international-level candidates and potential conflicts of interest they may have. It was decided that a conflict-of-interest disclosure section be added to both International Officer/Director Letter of Intent (attached) and International Officer/Director Candidate Assessment (attached). The Board voted to adopt proposed amendments, relating to potential conflicts of interest, to Policy 9.1: International Campaigns and Elections (attached), effective 2019-2020 election cycle.
11. The Board reviewed and discussed the process for international-level candidate campaigning and identified the following areas that needed clarification: social media, campaign teams, campaign paraphernalia, and candidate confidentiality.

The Board voted to accept two (2) charts (attached) developed by World Headquarters that clarify social media standards. Candidates and campaign teams can refer to these charts for guidance.



The Board voted to adopt proposed amendments to Policy 9.1: International Campaigns and Elections (attached) that further clarify the campaign process for candidates, effective the 2019-2020 election cycle.

12. The Board received an update from the Disciplinary Committee. The Committee is tasked with reviewing materials related to potential disciplinary actions, conducting disciplinary hearings as needed on behalf of the Board and presenting recommendations to the Board regarding each circumstance.

### **RESTRICTED**

### **RESTRICTED**

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

13. The Board received an update from Immediate Past International President and Chair of the Advisory Committee of Past Presidents (ACPP), Balraj Arunasalam, DTM.
14. The Board received a report from Strategic Planning Committee Chair and Immediate Past International President Balraj Arunasalam, DTM.

### **STRATEGIC PLANNING COMMITTEE**

The 2018-2019 Strategic Planning Committee convened on March 10, 2019, with Immediate Past International President Balraj Arunasalam, DTM, chairing. The other officers present were: International President Lark Doley, DTM; International President-Elect Deepak Menon, DTM; First Vice President Richard E. Peck, DTM; Second Vice President Margaret Page, DTM and Chief Executive Officer Daniel Rex. Acting Secretary-Treasurer Angela Mennenga and Executive Services Manager Mona Shah also were present. No Committee members were absent.

1. The Committee discussed the importance of consistently delivering a quality Toastmasters program through clubs by creating a list of foundational concepts, tools and enablers to measure member satisfaction, identify emerging leaders and strengthen the program. The committee will continue this discussion in a future meeting.
2. In November 2018, the Committee discussed alternative methods for nominating members of the Board of Directors. The 2018 discussion was the result of reports from the International Leadership Committee (ILC), stating that the ILC periodically has struggled to find two (2) "willing and able" candidates to nominate from each region. At this meeting, the Committee reviewed several potential options that would enable the ILC to select candidates from a larger geographic area. This would potentially enable the ILC to consistently nominate two (2) or more "willing and able" candidates from each region. The Committee sees this as an opportunity to further strengthen the Board of Directors. The Committee will continue its analysis in August 2019.
3. The Committee discussed a potential pilot program of an alternative District officer team structure. This structure would include a District Director, and an elected District Director-Elect





with appointed Program Quality and Club Growth Directors. The committee requests that World Headquarters develop a complete plan to test the effectiveness of this structure with several Districts.

4. The Committee reflected on desired organizational goals for the 2019-2020 program year and beyond. The Committee believes the organization should set specific, measurable organization-level goals for each program year and for the 2020 Strategic Plan. After the discussion, the Committee drafted the following goals for the Board's consideration:

Description	2019-2020	5-7 years
Distinguished Clubs	3% increase	75% distinguished clubs
Membership payments	3% increase	1 million payments or 500 thousand members
Retention Rate	3% increase	70% retention rate
Member Satisfaction	5.8 rating	6.0 or higher rating
Club growth	3% increase	20,000 paid clubs

5. The Committee conducted a blue-sky discussion during which several innovative items were considered for future evaluation.

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

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" or "highly confidential."

#### **BOARD OF DIRECTORS**

15. The Board participated in exercises to:
  - a. Further define the roles of the mentor and protégé among Board members and strengthen the partnership
  - b. Identify the strengths as well as the areas of improvement for Mid-year Training

As there was no other business on the agenda, the meeting was adjourned at 5 p.m. Mountain 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" or "highly confidential."

Angela Mennenga  
Acting Secretary-Treasurer



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

# Bylaws of Toastmasters International

## Article VI: Officers

### Section 1: Officers

The officers of Toastmasters International shall be the International President, the International President-Elect, the First and Second Vice Presidents, the Immediate Past International President, the international directors, the Secretary, ~~the~~ Treasurer, the Executive Director, and the district director for each district of Toastmasters International. All of the officers are subordinate and responsible to the Board of Directors.

### Section 7: Secretary ~~Treasurer~~

The Board of Directors, at its meeting immediately following the Annual Business Meeting, shall appoint an employee of World Headquarters to serve as Secretary ~~Treasurer~~ of Toastmasters International who shall perform the duties usually performed by the Secretary ~~Treasurer~~ of a nonprofit corporation without additional compensation for serving in that office.

### Section 8: Treasurer

**The Board of Directors, at its meeting immediately following the Annual Business Meeting, shall appoint an employee of World Headquarters to serve as Treasurer of Toastmasters International who shall perform the duties usually performed by the Treasurer of a nonprofit corporation without additional compensation for serving in that office.**

### Section 8 9: Compensation

No officers, except the Executive Director, ~~and~~ the Secretary, ~~and the~~ Treasurer, shall receive any compensation from this corporation.

### Section 9 10: Tenure of International Officers and Directors

- (a) The terms of office of all members of the Board of Directors elected at any Annual Business Meeting or other voting membership meeting shall commence at the adjournment of such meeting and shall expire at the adjournment of the subsequent Annual Business Meeting at which their successors take office. The International President-Elect shall continue in that office for one (1) year; upon the adjournment of the next Annual Business Meeting he or she shall assume the office of International President and continue in that office for one (1) year; and upon the adjournment of the next following Annual Business Meeting he or she shall assume the office of Immediate Past International President and continue in that office for one (1) year. Each of the two (2) vice presidents shall continue in his or her office for one (1) year. Each of the international directors shall continue in office for two (2) years. All members of the Board of Directors shall serve until their successors are elected or appointed or otherwise take office, or until the international director's resignation, death, or removal.
- (b) Resignations by international directors or other officers shall be effective upon receipt in writing by the Secretary ~~Treasurer~~ of this corporation, unless a later effective date is specified in the resignation. If an international director or other officer is incapacitated but he or she executed an appropriate power of attorney document prior to becoming

incapacitated, the person holding the power of attorney may submit the resignation on behalf of the incapacitated director or other officer.

- (c) The voting membership of Toastmasters International (as defined by Article III, Section 1, above) may remove any person from his or her position as an international director at any time, with or without cause, by majority vote. The Board of Directors by a three-fourths vote of the entire Board may remove any person from his or her position as an officer listed in Section 1 of this article (other than the Executive Director), with or without cause at any time. The Board may, by a three-fourths vote of the entire Board, remove a person from his or her position as an international director elected by the voting membership only
  - (1) as provided in Section 5221 of the California Corporations Code; or
  - (2) if the director is not in good standing with Toastmasters International as defined in Article III, Section 8, above; or
  - (3) if the director is no longer an active individual member of a member club.
- (d) A vacancy shall be deemed to exist on the Board of Directors in the event that the actual number of international directors is less than the authorized number for any reason.

## Secretary-and Treasurer

1. The secretary- **and** treasurer roles ~~is~~ **are** defined in Article VI, Section 7 **and** 8 of the Bylaws of Toastmasters International.
2. **Secretary**
  - A.** ~~As The~~ secretary, ~~the staff member~~ supervises keeping a complete record and minutes of the proceedings of the Board of Directors and its committees; supervises giving notices as are proper or necessary; and issues the minutes of the Board meetings and the Executive Committee meetings prepared under the supervision of the Chief Executive Officer, and subject to review by the International President-Elect and the Board of Directors prior to circulation.
  - ~~3-B.~~ The secretary provides the Board, at the meeting before the International Convention, minutes and supporting background documents for items that have previously been classified Restricted or Highly Confidential for the Board to determine if the classification for each item should be modified.
- 4-3. **Treasurer**
  - A.** ~~As The~~ treasurer, ~~the staff member~~ supervises the charge and custody of all funds of the corporation, deposits funds in the manner prescribed by the Board, and maintains adequate and correct accounts of the corporation's properties and business transactions and renders reports and accountings as required.

## International Elections

### 3. 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. As permitted by the California Nonprofit Public Benefit Corporation Law, mail votes may be conducted by electronic transmission in compliance with Article XIII, Section 9 of the Bylaws of Toastmasters International.
- B. The Board decides—by majority vote at a Board meeting or by unanimous written consent—that circumstances warrant election of officers and directors by mail vote of the membership.
- C. In the case of any election by mail vote of the membership, the Board sets the record date for purposes of determining which members are entitled to cast votes. The record date is not more than 60 days before the day on which the first written ballot is mailed or solicited. The members otherwise entitled to vote as of the close of business on such record date are entitled to vote in the election.
- D. The Board determines the means by which and the date on which ballots are distributed to those members entitled to vote in the election.
- E. The Board sets a reasonable date by which ballots must be received at World Headquarters to be counted in the election.
- F. The Board sets a reasonable date for completion of the nomination procedures described in Article VIII, Sections 1, 2, and 3 of the Bylaws of Toastmasters International allowing adequate time for the preparation of ballots and the solicitation and inclusion of candidate statements, as well as the reasonable equivalent of floor nominations.
- G. The Board appoints an election committee consisting of the corporate secretary-~~treasurer~~ and two other persons to be responsible for the conduct of the election.
  - I. The committee has the powers given to inspectors of elections in the California Nonprofit Public Benefit Corporation Law and is otherwise governed by that law.
  - II. The Board and World Headquarters provide all reasonable assistance to the committee.
- H. The election committee determines the minimum number of votes to be received (quorum) by the date set by the Board for a valid election to take place. Quorums are defined in Article XI, Section 1 of the Bylaws of Toastmasters International.
- I. The Board reviews and approves a form of written ballot and the accompanying solicitation letter to members from the Board.

- I. The ballot states that it concerns the annual election of officers and directors in lieu of elections normally held at the Annual Business Meeting.
  - II. The ballot specifies, for each contested position, the names of each candidate validly nominated for that position and provides space for the member to vote for, vote against, or abstain from voting with respect to each candidate. No space for write-in candidates shall be provided.
  - III. The ballot explicitly states that if a member specifies a choice, the member's vote is cast accordingly.
  - IV. In addition to any instructions or recommendations from the Board relating to the written ballot, the solicitation letter accompanying written ballots to be sent to members states the date by which written ballots must be received by World Headquarters in order to be counted and the minimum number of responses to be received to meet the requirement for a valid vote.
- J. If, after the close of nominations, only one person is nominated for a position, the election committee declares the person nominated and qualified to have been elected without further action.
- K. The election committee notifies each validly nominated candidate in a contested election of the opportunity to submit a written statement, of no more than 500 words, to communicate to members the nominee's qualifications and reasons for seeking office and to solicit the vote of the members.
- I. The notice specifies a reasonable deadline for the candidate's submission of this statement to the committee.
  - II. Any candidate's statement not received by the committee, at the address stated in the notice, by the deadline, is not distributed to members with the written ballot.
  - III. World Headquarters responds to all communications requests from nominees in accordance with the California Nonprofit Public Benefit Corporation Law.
- L. On the date specified by the Board, the election committee causes written ballots and any accompanying materials—including the text of all valid candidate statements received, presented with equal prominence—to be distributed in the manner specified by the Board to every member entitled to vote in the election.
- M. Promptly after the due date, the election committee determines whether enough votes have been received to constitute a valid election.
- I. If so, the election committee counts the votes, and the candidate receiving the number of votes required by Article IX, Section 3 of the Bylaws of Toastmasters International shall be declared elected.

- II. If three or more candidates are nominated for an office, the ballot may be constructed so as to provide further choices for members to make in the event that one candidate does not receive a majority of the votes cast, in order to achieve a reasonable equivalent to the balloting process set forth in Article IX, Section 3 of the Bylaws of Toastmasters International.
- N. In the case of a tie, the winner is selected by lots.
- O. In counting votes, any ballots marked "withhold," "abstain," or otherwise indicating that the vote is withheld, is not cast for or against any candidate in that contest.
- P. The committee certifies in writing, under penalty of perjury, the results of the election to the Board and the members.
- Q. Those elected take office immediately upon the certification of their election.
- R. Ballots, once delivered to World Headquarters, may not be revoked.





## PROGRAM RULES

The Accredited Speaker Program recognizes those Toastmasters members who have achieved a level of proficiency that enables them to be paid, professional speakers. Being an Accredited Speaker gives you a competitive edge and sets you apart from other professional speakers. That's because your talent and ability have been recognized by Toastmasters International, a world leader in communication and leadership development.

Unlike other professional certifications, you can't simply complete a list of tasks to become a Toastmasters Accredited Speaker; instead, you must demonstrate your speaking abilities before a live audience. Program candidates progress through two levels of evaluation and are judged by a panel of professional speakers. It is a rigorous, yet worthwhile process. Since the program's inception in 1981, less than 20 percent of all applicants have become members of this exclusive group.

### WHO IS ELIGIBLE

A potential applicant must meet the following requirements before applying:

- Be a current Toastmasters member in good standing
- Have earned one of the following education awards, or higher:
  - Able Toastmaster, Advanced Toastmaster Bronze, Advanced Communicator Bronze **or completion of all levels in a single path in the Toastmasters Pathways learning experience**
- Have given a minimum of 25 speaking engagements to non-Toastmasters audiences within the past three years

Please note that international officers or directors, candidates for international officer or director, region advisors and applicants for region advisor are not eligible to participate in the Accredited Speaker Program.

### HOW THE PROGRAM WORKS

If you meet the above requirements, submit your application, fees and supplemental materials (described in the HOW TO APPLY section) between January 1 and February 1 each year. The initial application must also include a link to a video of one of your presentations, filmed before a live audience.

#### Level 1

Applications are reviewed for completeness, and video submissions from accepted applicants are reviewed by a panel of judges. An applicant who a majority of judges agree demonstrates high-caliber presentation skills is advanced to the next level.

#### Level 2

Applicants who pass Level 1 are invited to present before a live audience, including a panel of judges, at the International Convention held in August each year. Applicants whose live presentations meet the required level of professionalism (as agreed upon by a majority of judges) are awarded the prestigious Accredited Speaker designation.

## RECOGNITION

Applicants who earn the Accredited Speaker designation will be acknowledged and awarded in the following manner:

- Ceremonial presentation of an official Accredited Speaker badge and a plaque at the International Convention
- Letter of commendation from the Executive Director of Toastmasters International
- News release sent to selected publications
- Hall of Fame acknowledgement in the *Toastmaster* magazine

## HOW TO APPLY

Applications must be received at Toastmasters World Headquarters by February 1. To be accepted, applications must include the following:

1. A list of 25 speaking engagements to non-Toastmasters audiences within the past three years (from date of application).
  - Presentations must be a minimum of 20 minutes in length
  - 15 of the 25 must be paid speaking engagements
  - A minimum of 20 people must be in attendance at each speaking engagement
2. A link to a video presentation. The presentation must be 20- to 45-minutes in length, spoken in English and recorded before a live, non-Toastmasters audience.
3. Five recommendations from five different clients for paid engagements. The official Accredited Speaker Program Recommendation Form must be used.
4. A non-refundable Level 1 application fee of \$100
  - If an applicant is advanced to Level 2, there is an additional, non-refundable \$150 fee.
  - Applicants who fail to pass Level 2 may reapply and present again at the International Convention. Repeat Level 2 applicants need not submit another recorded presentation but must submit an additional \$150 non-refundable fee for each attempt. The number of times a candidate may try to pass Level 2 is limited to three, after which the applicant must re-apply at Level 1.



## Mentor/Protégé Checklist

---

The following is a checklist designed to provide each mentor and protégé an idea of their responsibilities in their respective roles within their partnership. While this is not an all-inclusive list, it acts as a guideline as the partnership between the mentor and protégé develops.

### Mentor

The second-year international director is the newly elected international director's go-to person for fielding questions or providing history on Board agenda items, minutes or questions that new Board members may not be comfortable asking in front of the whole group.

- ✓ General
  - Discuss the best way to communicate (email, phone, Microsoft Teams, etc.)
  - Share personal/professional background and hobbies
  - Discuss your expectations/needs of the relationship
  - Establish a mutually agreeable plan and write down goals that can be measured and celebrated
  - Plan a schedule on when and how to meet regularly
  - Recognize the needs of your protégé and have the ability to fill in the gaps of knowledge – a protégé often doesn't know what they don't know
  - Put your protégé first – ensure you are working to give your protégé the tools to carry on the mission of the Board and become a mentor next year
  - Share experiences related to what you believed when elected to the Board; versus what you actually do
  - Ask your protégé how they would like to grow in their first year as an International Director
  - Explain unwritten Board traditions
  - Be patient, empathetic and encouraging
- ✓ Preparation for Board Business
  - Review Board meeting agendas and material prior to each call
  - Follow up between Board meetings
  - Review the details of Board meetings should the protégé miss a meeting
  - Talk about the value of reviewing minutes and familiarizing yourself with the decisions of previous Boards
  - Explain the strategic role of the Board
  - Explain the operational role of World Headquarters
  - Ask the protégé if he/she has any questions related to the budget or fiduciary responsibilities Review strategies for preparation and participation in conference calls/in person meetings
    - Ask questions to gain an understanding of the discussion
    - Once a vote is taken; the Board speaks as a collective voice
  - Discuss time commitments Discuss best practices regarding committee work

- ✓ Region Advisors
  - Explain the role of the Region Advisors and the Board member's interaction with them
  - Discuss the responsibility to participate on Region Advisor calls
    - Explain that this develops a relationship with the districts
    - Support the Region Advisor in encouraging the districts to achieve district mission
    - Provide Region Advisor with Board updates when published in meeting minutes
- ✓ District Visits/Travel/Training
  - Discuss how to prepare for district visits
  - Share best practices regarding district performance
  - Share best practices and experience related to Mid-year Training

### **Protégé**

In order to get the most from a mentoring relationship a protégé must come prepared. A protégé who is serious about learning is open to new ideas and ready to take on responsibility for their own development as a Board member.

- ✓ General
  - Discuss the best way to communicate (email, phone, teams, etc.)
  - Share personal/professional background and hobbies
  - Discuss your expectations/needs of the relationship
  - Establish a mutually agreeable plan/goals with your mentor that can be measured and celebrated
  - Plan a schedule on when/how to meet regularly
  - Share topics and issues that are important to you
  - Feel comfortable sharing with your mentor; they are there to help you grow
  - Be prepared
- ✓ Preparation for Board Business
  - Review agenda for Board meetings and arrange time with mentor to discuss any background information prior to the calls
  - Check in with your mentor should you need to miss a meeting
  - Read past minutes and past Board decisions, bring any questions to your mentor
  - Discuss how to prepare for Board Committee work with your mentor Review strategies for preparation and participation in Board teleconferences/in-person meetings
    - Ask questions to gain an understanding of the discussion
    - Once a vote is taken; the Board speaks as a collective voice
    - Discuss time commitments
- ✓ Region Advisors
  - Share what you have learned regarding your Region Advisor calls
- ✓ District Visits/Travel/Training
  - Discuss how to prepare for Mid-year Training
  - Discuss how to prepare for District Visits

- Share what you have learned regarding your district's performances

**Additional Thoughts**

- ✓ This is a form of peer mentoring, the goal is to facilitate more trusting and meaningful Board member partnerships, build cohesion and contribute to a shared understanding that will promote more informed decision making.
- ✓ While the mentor is the go-to person for any questions that the protégé may have, it is important to remember that if the pair needs further clarification, they can turn to the Executive Committee member that has been appointed to mentor the pair.
- ✓ The mentor/protégé relationship works best when there is a good rapport between the mentor and protégé. Don't be afraid to share something about yourself and get to know your counterpart.
- ✓ Be flexible.
- ✓ Talk about the effectiveness of the mentoring process, adjust as needed.



## **Board Mentor/Protégé Timeline**

---

The following is a suggested timeline with topics for the mentor/protégé partnerships to discuss each month. While this is not a comprehensive list, it can act as a guide while the partnership between the mentor and protégé develops.

### **August**

- Mentor/protégé partnerships are assigned

### **September**

- Establish a schedule for mentoring sessions – be sure the first mentor/protégé meeting is conducted prior to the September Board conference call
- Discuss goals of the mentor/protégé partnership
- Review the Acknowledgement of Responsibilities form and Conflict of Interest Policy: Acknowledgement and Financial Interest Disclosure statements
- Review the agenda for next teleconference
- Discuss committee work and answer/ask any questions/concerns
- Discuss interaction with Region Advisor(s)

### **October**

- Read through and discuss the Chronological Report of Decisions and previous meeting minutes
- Review the agenda for next teleconference
- Participate in assigned committee work

### **November**

- Review the EC meeting agenda and answer/ask any questions/concerns
- Review the agenda for next teleconference
- Discuss district visits and process for completing the district visit request spreadsheet
  - Which districts should be visited and why
  - What are the determining factors for a visit
  - What are the expected results from a district visit
- Participate in assigned committee work

### **December**

- Discuss Mid-year Training responsibilities and expectations
- Review the agenda for next teleconference
- Participate in assigned committee work

### **January**

- Review the agenda for next teleconference



## **Board Mentor/Protégé Timeline**

---

- Participate in assigned committee work
- Discuss thoughts on Mid-year Training; what went well, what didn't; ideas for changes/suggestions

### **February**

- Review the March Board of Directors meeting agenda
- Discuss district visits and best practices and expectations

### **March**

- Discuss outcomes from the March BOD meeting
- Review the agenda for next teleconference
- Participate in assigned committee work

### **April**

- Review the agenda for next teleconference
- Participate in assigned committee work
- Discuss district visits and best practices and expectations

### **May**

- Participate in assigned committee work
- Review the agenda for next teleconference
- Share results of district visits; what worked well, what didn't, share comments/suggestions

### **June**

- Review the agenda for next teleconference
- Participate in assigned committee work

### **July**

- Review the August Board of Directors meeting agenda
- Discuss the expectations and participation during Convention
  - What to expect when meeting members
  - Review all events such as Board Briefing, Opening Ceremonies, rehearsals, ABM, etc.
  - Review peripheral responsibilities, such as the Leadership Roles Booth and the Smedley Booth

## Board of Directors

1. The Board as a whole, not as individuals, has the authority to direct and control Toastmasters International, following the provisions of Article V of the Bylaws of Toastmasters International.
2. Each Board member upholds and follows the Toastmasters International mission in decisions and actions.
3. The Board is accountable to the voting membership.
4. No Board members have any right or authority to act on their own behalf in the name of the organization unless granted specific authority by the Board.
5. The Board of Directors makes decisions reserved exclusively to it and assumes the legal responsibility for its actions.
6. The Board is responsible for upholding the mission of Toastmasters International, developing organizational strategy, creating organizational policies, appoint the Chief Executive Officer, approving and overseeing budget and financial matters, serving as ambassador of Toastmasters International, incorporating member needs into organizational decisions, recommending improvements in programs and activities, ensuring the implementation of organizational policy, and handling significant member disciplinary matters.
7. Once the Board makes a decision, each Board member, regardless of personal point of view, is obligated to support the decision in all contacts outside the Board.
8. The Board typically meets in-person twice a year, and convenes throughout the year as necessary.
9. **Each Board member accepts and upholds their duties as stated in in the Board of Directors Acknowledgement of Responsibilities document.**



## 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. Each club is responsible for the actions of its members.**
- ~~C~~ 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.
- ~~D~~ 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.
- ~~E~~ 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 **anyone or** anything that interferes **with or is detrimental to with** the programs, proceedings, or affairs of Toastmasters International or its clubs.
- ~~F~~ 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.
- ~~G~~ 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.
- ~~H~~ 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.

## **I. World Champions of Public Speaking and Accredited Speakers**

- I. World Champions of Public Speaking and Accredited Speakers are expected to act in accordance with Toastmasters International's core values and exhibit conduct that meets or exceeds Toastmasters policy.**
- II. Each individual is expected to act in a manner that enhances the reputation of the program they have participated in and title that they have received.**
- III. When presenting, in-person or remotely, World Champions of Public Speaking and Accredited Speakers may not sell or promote products, merchandise, or services from the platform at Toastmasters events. Products, merchandise, or services may be sold prior to or subsequent to a presentation. The availability or sale of such items may be announced by the emcee or Toastmaster of the event. The speaker and the leader responsible for the event will work together to determine a mutually acceptable sales process and range of products.**
- IV. World Champions of Public Speaking and Accredited Speakers do not request or accept engagement fees for speaking at Toastmasters events, whether in-person or remotely. Reasonable travel, meals, lodging, and event registration expenses may be requested and received. The speaker and the leader responsible for the event will work together to determine reasonability.**
- V. World Champions of Public Speaking and Accredited Speakers may collect contact information from members and leaders to use for future communications. World Champions of Public Speaking and Accredited Speakers must not contact Toastmasters members or leaders with unsolicited communication offering any type of service or product.**

## **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 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.

Protocol 3.0  
**Ethics and Conduct**

**1. Violation Reporting**

- A. If an ethics or conduct violation arises, it is to be handled initially at the lowest or closest practical level to the incident.
- B. If the resolution of a violation is not satisfactory, the matter may be safely reported to a higher level. Club-level matters not resolved at the club level are reported to World Headquarters.
- C. If the matter is not reported, the higher level is not to be held responsible for the situation.
- D. The person receiving the report shall conduct a confidential investigation and shall initiate appropriate action to resolve the matter.
- E. Regardless of the level at which an incident occurs, if any person involved in the matter believes it was not resolved in accordance with the governing documents of Toastmasters International, or if the process is not feasible, such person may promptly report the situation to the Chief Executive Officer or to the International President if the Chief Executive Officer is charged with a violation.
- F. Any claim, threat of lawsuit, or lawsuit involving an ethics violation occurring above the club level must be reported promptly to the Chief Executive Officer.
- G. In jurisdictions where laws are stricter than the Toastmasters International governing documents, members and clubs are required to observe the stricter standards. Suspected violations of criminal law, such as embezzlement, theft, assault, or trespass should be reported to the appropriate law enforcement authorities in the jurisdiction.

**2. Club Procedure to Discipline a Member**

- A. Disciplinary actions conducted by a club relating to an individual member are addressed in Article II, Section 6 of the Club Constitution. Each club is responsible for handling its own disciplinary matters following Toastmasters policy and protocol. District officers have no club-level authority and shall not be involved in club-level disciplinary matters. World Headquarters, at the request of club officers, provides counsel and direction in matters of process.
- B. The following process applies if a club considers disciplining an individual member. This includes, but is not limited to, situations in which the International President requests that the club initiate proceedings against a particular member.
- C. An individual member who wishes to express concern about any ethics and conduct or other violations involving a member of the club executive committee or club may submit a written complaint containing reasonably credible information to the club president. If the club president is the member charged, the next highest-level club officer replaces the club president throughout the remainder of the proceedings.

- D. If the club president believes the member complaint to be reasonably credible, a confidential investigation must be completed within a reasonable time. The club president discusses the findings from the investigation with the complaining member and the charged members (separately or together) in an effort to reach a mutually agreeable resolution. If a resolution is reached, the matter is closed.
- E. If a resolution is not reached, the club president refers the matter to the club executive committee. The club executive committee determines, by a majority vote, whether:
  - I. A disciplinary hearing takes place.
  - II. The disciplinary hearing is conducted by the club executive committee or the club members.
- F. This is the disciplinary hearing procedure, whether conducted by the club executive committee or the club members.
  - I. The club executive committee/club members recommends, by majority vote, membership termination or other disciplinary action.
  - II. The club executive committee/club members then provides written notice of the proposed disciplinary action and list the ethics and conduct or other violations that are the cause of the disciplinary hearing to the charged member.
  - III. After receiving notice, the member has 15 days to respond to the charges, either orally or in writing.
  - IV. If the member requests, the club executive committee/club members gives the member an opportunity to appear before the committee to discuss the issue. The committee notifies the member of the date, time, and location of the meeting.
  - V. The club executive committee/club members distributes copies of the charges and any response from the charged member to all members of the club executive committee/club members.
  - VI. After the 15-day response time, the club executive committee/club members votes on the proposed termination or other disciplinary action.
    - a. The club executive committee/club members provides reasonable notice of the agenda item to the club executive committee.
    - b. The club executive committee/club members must have a quorum present (majority).
    - c. In order to terminate membership, two-thirds of the club executive committee/club members present and voting must vote in favor of termination.
  - VII. The charged member and club members are notified of the action taken.

- VIII. The charged member may appeal the club executive committee's decision to the club within 15 days of the date of notice. There is no appeal of a decision made by the club members.
- IX. When an individual is removed from membership in a club, the club president must notify World Headquarters within seven days.

### **3. District Procedure to Discipline a Member**

- A. Resignation or removal of a district officer is addressed in Article VII, Section(g) of the District Administrative Bylaws, which requires no advance notice, hearing, or cause for removal. The district executive committee may choose to remove a district officer summarily or follow the disciplinary process set forth here.
- B. An individual member who wishes to express concern about any ethics and conduct or other violation involving a member of the district executive committee, other appointed district official, or an individual Toastmasters member participating in district activities, may submit a written complaint containing reasonably credible information to the district director. If the district director is the member charged, the next highest-level district officer replaces the district director throughout the remainder of the proceedings.
- C. If the district director believes the member complaint to be reasonably credible, a confidential investigation must be completed within a reasonable time. The district director discusses the findings from the investigation with the complaining member and the charged member (separately or together) in an effort to reach a mutually agreeable resolution. If a resolution is reached, the matter is closed.
- D. If a resolution is not reached, the district director refers the matter to the district executive committee and informs World Headquarters. World Headquarters provides counsel and direction in matters of process. The district executive committee determines, by a majority vote, whether:
  - I. A disciplinary hearing takes place.
  - II. The disciplinary hearing is conducted by the district executive committee or the district council.
- E. The district director serves as chair for the disciplinary hearing.
- F. This disciplinary procedure, whether conducted at the district executive committee or district council level, must be followed for all district-level disciplinary hearings.
  - I. A hearing is conducted during a regular or special meeting, in person or by teleconference. All discussion and materials are subject to confidentiality restrictions determined by the committee/council.
  - II. The complaining member, the charged member, and the committee/council members are notified of the date, time, location, and format of the hearing a minimum of 15 days before the hearing. The written notice shall include the proposed disciplinary action and list the ethics and conduct or other violations that are the cause of the disciplinary hearing.

- III. The complaining member and the charged member have the opportunity to participate in the hearing. The committee/council determines the time limit for discussions, as well as the amount of and the manner in which evidence is received, whether in person or in writing.
  - IV. The committee/council receives copies of the original complaint, the charged member's response and the results of the district director's confidential investigation in advance of the hearing.
  - V. The charged member provides any written, physical, or other evidence (other than his or her oral testimony) to the district director no later than 48 hours prior to the hearing.
  - VI. At the hearing, the district director:
    - a. Confirms that a quorum is present.
    - b. Indicates the hearing is not a court of law, and that the disciplinary process is being followed as outlined in Toastmasters' governing documents.
    - c. Advises that recording of the hearing is prohibited.
    - d. States that all discussion is limited to the charges and evidence presented.
    - e. Presents findings from the confidential investigation. The findings may contain sensitive information received from the complaining member and from other witnesses confidentially, and the council/committee may choose not to permit the charged member to know their identity or to cross-examine them.
    - f. Provides the charged member with a predetermined amount of time to speak and respond to the charges.
    - g. Provides any witnesses speaking a predetermined amount of time to speak.
    - h. Excuses all parties present except the district executive committee or district council to discuss appropriate disciplinary action. The charged member shall be excused, even if a member of the committee or council. Any member of the committee or council having a family, business, or personal relationship to the charged member, if the relationship may cast doubt on the member's ability to render an impartial judgment, shall also be excused.
1. Disciplinary actions may include one or more of the following:
    - a. Private written censure of the member by the committee/council
    - b. Public written censure of the member by the committee/council
    - c. Suspension from participation in district events – not to exceed 18 months

- d. Suspension or removal from district office
  - e. Suspension from eligibility to be elected or appointed to district office – not to exceed 18 months
  - f. Request that the Board of Directors conduct a disciplinary hearing to consider removing the individual from good standing with Toastmasters International.
2. Removal from office requires a two-thirds vote of the entire District Executive Committee. Other disciplinary action must be approved by two-thirds of those present and voting.
- VII. The charged member and World Headquarters are notified in writing within 24 hours of any disciplinary action. Depending on the circumstances, the disciplinary process and the result may be kept completely confidential or partially confidential at the discretion of the committee/council. If the charged member or the complaining member has made the matter public, if certain club or district officers should be notified in order to minimize potential harm to other members, or in other appropriate situations, the best interests of Toastmasters International may require discreet communications to others.
- VIII. The district executive committee's decision may be appealed to the district council. There is no appeal of the district council's decision. However, the Board of Directors may, on its own initiative, review the district's decision and reach a different conclusion in the best interests of Toastmasters International, its member clubs and individual members.

#### **4. Procedure to Discipline Accredited Speakers and World Champions of Public Speaking**

- A. An individual member who wishes to express concern about any ethics and conduct or other violation involving an Accredited Speaker or World Champion of Public Speaking, may submit a written complaint containing reasonably credible information to World Headquarters. If the complaint is deemed to be reasonably credible, a disciplinary review following the steps in this protocol may be conducted.**
- B. Violations include, but are not limited to, harassment; discrimination; illegal, dishonest, or unethical behavior described in the Policy 3.0: Ethics and Conduct; failure to uphold Toastmasters International's Bylaws, Policies or Protocols.**
- C. Disciplinary actions may include, but are not limited to:**
  - A warning or reprimand**
  - A requirement to acknowledge the infraction or violation**
  - A requirement to correct the infraction**
  - A commitment to non-recurrence**
  - An apology to affected parties**
  - Provision of financial restitution to persons affected or to the organization for costs of the disciplinary process**
  - Suspension of title for a specific time or permanently**
  - Removal from good standing with Toastmasters International for a specific time or permanently**

**D. Disciplinary review and action are based on the severity of the potential violation:**

- I. A level-one violation is a minor infraction (for example: inappropriate or disrespectful behavior with individual Toastmasters members or staff. Inappropriate or disrespectful behavior at Toastmasters events.)**
  - a. The International President reviews the information, conducts an investigation and consults with the Executive Committee and others as needed, and engages in disciplinary communication (orally and/or in writing) to the Accredited Speaker or World Champion of Public Speaking.**
  - b. If correctable, the individual acknowledges the infraction and corrects it.**
  - c. If not correctable, the individual acknowledges the infraction and commits in writing to non-recurrence.**
  - d. The International President informs the Board of Directors.**
- II. A level-two violation is a severe violation (for example: excessive, inappropriate, or disrespectful behavior at a Toastmasters event, or relating to World Headquarters; consistently missing or being unprepared for Toastmasters-related speaking engagements; promoting the violation of Toastmasters Bylaws, Policies or Protocol; deliberately misusing the Accredited Speaker or World Champion of Public Speaking title, embarrassing the organization, tarnishing the reputation of the program).**
  - a. The International President reviews the information, conducts an investigation and consults with the Board of Directors and others as needed.**
  - b. The Board of Directors determines the appropriate disciplinary measure, up to and including a hearing to consider revocation of the Accredited Speaker or World Champion of Public Speaking.**
  - c. The Board may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.**
  - d. If the Board decides to proceed with the Disciplinary Committee's recommendation, appropriate procedures are followed.**
  - e. There is no appeal of the Board's decision.**

**5-4. Recognition Program Violations**

- A. The Chief Executive Officer is authorized to delay, deny, or withdraw the granting of any recognition award, or the acceptance at World Headquarters of any documentation in support of any such award, if it appears that there were**

misrepresentations by or on behalf of the individual, club, area, division, or district seeking the award.

- I. The final decision to deny or withdraw an award is the responsibility of and must be confirmed by the International President.
  - II. There is no right of appeal beyond the International President.
- B. If there are misrepresentations in the submission of a club's renewals, charter fees, or membership applications, that club shall be suspended from all performance results for the remainder of the program year.
- I. The district director, program quality director, and club growth director shall be immediately notified of the action and provided the reasons for suspension.
  - II. If all three officers, or a majority of the officers and the immediate past district director, or a majority of the district executive committee, certify in writing that, in their judgment, there was no misrepresentation, then the club can be reinstated to the performance results.
  - III. Clubs suspended from a district's year-end performance results must be reinstated before July 15 in order to receive credit for recognition as a Distinguished Club, Distinguished Area, Distinguished Division, and Distinguished District.
- C. Districts shall not create, administer, or promote any other recognition programs which compete with official Toastmasters International recognition programs.



# District Administrative Bylaws

## Article IX: District Council

### (a) Composition

The district council shall consist of the district executive committee, as defined in [Article XI\(a\)](#) hereof, and the club president and vice president education from each member club in the district. These shall be the only voting members of the district council, and references made in these administrative bylaws to “members of the district council” shall mean only voting members.

### (b) Authority

The district council shall serve as the administrative governing body of the district, operating with powers delegated to the district council by the Board of Directors of Toastmasters International and subject at all times to the ultimate direction of the Board of Directors and the Articles of Incorporation, Bylaws, Policies, and decisions of Toastmasters International, and these administrative bylaws. The district council shall conduct all business of the district, shall assume responsibility for the payment, with district funds, of all debts incurred in the presentation of district council meetings and other district functions, and shall not assess or impose any financial obligation on any member club or any individual member of a club. **Members of the District council in attendance at the annual district conference are required to attend the annual district council meeting.**

## District Events

### 1. District Events

- A. All district events, including but not limited to district conferences, club officer training, district leader training and district council meetings, must not be held jointly with any other district.

### 2. 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.

### 3. 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 training of division and area directors may include other elected and appointed district leaders and is conducted at division or district meetings.

#### **4. 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.

#### **5. 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. One meeting shall be conducted in-person. Additional meetings are conducted in-person or virtually.
- 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.
- F. District executive committee meeting information is included in the district calendar and in other district communications.
- G. Only those who have business before the district executive committee and have been invited by the district director attend district executive committee meetings.
- H. Any training at district executive committee meetings focuses on achieving the district mission.
- I. 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.

## 6. 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, are conducted virtually.
- 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.
- E. 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.
- F. 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.

## **7. 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.

## **8. 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.
  - IV. In accordance with the district council's decision to elect or appoint area directors as specified in the District Administrative Bylaws, Article VII, Section C, evaluate and assess area director candidates in order to either:
    - a. Provide one or more appointment recommendations to the district director no later than a date recommended by the district director and approved by the district executive committee. That date will be announced in the district's annual call for nominations. The recommendations are subject to alignment changes by the district council, or
    - b. Elect the following year's area director and provide the results of the election to the district director no later than a date recommended by the district director and approved by the district executive committee. That date will be announced in the district's annual call for nominations. The elections are subject to alignment changes by the district council.

## 9. Annual District Conferences

- A. The purpose of the annual district conference is to provide communication and leadership training opportunities toward achieving the club and district missions and to hold the in-person district council meeting. The annual conference is 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. District conference information is included in the district calendar and in other district communications.
- C. The following events occur at the annual district conference:
  - I. The in-person district council meeting. **Voting members or their proxyholders are required to attend the annual district council meeting.**
  - II. The International Speech Contest and any other district-level speech contests. These district level contests may only take place at this event.

- III. Educational sessions that focus on achieving the club and district missions.

#### **10. 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.



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 eight members representing a combination of 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.
- I. The Committee recommends one RA for regions with eight or fewer districts.
  - II. The Committee recommends two RAs for regions with nine or more districts. The Committee recommends district assignments to RAs.
  - III. The Committee may recommend the appointment of an additional RA for any region in order to meet region-specific needs and further the interests of Toastmasters International.
- 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.
- 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 by a professional assessment firm after the application process has closed. 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 Board of Directors, International Leadership Committee Chair and Chief Executive Officer.

III. The assessment tool is sent to:

a. The international director, region advisor, PQD, CGD, IPDD, district finance manager, administration manager, public relations manager, division directors, and area directors who served while the applicant was DD.

b. The international director, region advisor, DD, CGD, 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, DD, PQD, IPDD, district finance manager, administration manager, public relations manager, division directors, and area directors who served while the applicant was CGD.

**d. The DD, PQD, CGD and public relations managers of districts the applicant served as an RA.**

**e. The international officers and directors who served while the applicant was international officer and/or director.**

**f. The current DD, PQD, and CGD of the applicant's home district.**

g. 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. 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.

#### **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.

## District Management

### 1. District Records

- A. The legal status of districts, divisions, and areas is stated in Article XII, Section 3(e) of the Bylaws of Toastmasters International. District records are governed by Article XII, Section (a) of the District Administrative Bylaws. District, division, and area records are the property of Toastmasters International and not of any individual, district, division, or area.
- B. The district council is responsible for the storage and preservation of such records, which are made reasonably available to members for review.
- C. The Chief Executive Officer maintains district records received from the districts.
- D. Communications received by a district are district records and are Toastmasters International property. The district director determines whether the content of these communications is shared with other district leaders.

### 2. District Conflict of Interest

- A. The purpose of this policy is to protect the district's and Toastmasters International's interests when a district contemplates entering a transaction that might benefit the private interest of a district officer.
- B. District officers are defined and described in Article XII, Section 3(a) of the Bylaws of Toastmasters International and in Article VII, Section (a) of the District Administrative Bylaws.
- C. A potential conflict of interest occurs if a district contemplates a material financial transaction between the district and a district officer, or between the district and a person or company with which a district officer is affiliated.
  - I. A material financial transaction is defined as a total of more than \$100, or equivalent, within the district's annual budget year.
  - II. A person is considered affiliated if the district officer is related to the person by blood, adoption, or marriage.
  - III. A company is considered affiliated if the district officer (or a relative of the district officer) is a director, officer, employee, or agent of the company or owns one percent or more of the value of the company.
- D. A district officer involved in such a transaction must abstain from voting or participating in any district decision regarding that transaction. Such district officer may only present the proposed transaction to the district and respond to questions.
- E. The district may engage in such a transaction if each district officer involved discloses to the district executive committee, prior to the transaction, all relevant

facts concerning the transaction including the district officer's affiliation with the parties involved in the transaction.

- F. The district executive committee reviews the relevant facts.
- G. The transaction is approved only if a majority of the district executive committee concludes that the proposed transaction is fair and reasonable; for the purpose and benefit of the district; not for the excess benefit of the district officer involved nor for the benefit of the person or company affiliated with the district officer; and the most beneficial arrangement that the district could obtain under the circumstances with reasonable effort.
- H. The district council may approve the transaction instead of the district executive committee, following the same procedure.
- I. The minutes of a meeting at which such a transaction is considered records the matters discussed and the voting results.
- J. Certain transactions shall not be approved, including the lending of the district's money, the guarantee or extension of the district's credit, and funds for the personal use or benefit of the recipient.

### **3. Past Leaders**

- A. Past leaders provide district support while working under the direction of the district director by promoting focus on the district mission, acting as an advisor or mentor, encouraging district leaders, helping during district meetings, encouraging leadership participation, and chairing district committees.
- B. Past leaders may not interfere in district affairs, disrupt district meetings, nor actively support traditions that do not achieve the district mission.
- C. A past district directors committee, if present, supports the district and its leaders, may not engage in district political activity, and works under the direction and on tasks assigned by the district director.

### **4. District Receivership**

- A. Receivership is governed by Article III, Section (c) of the District Administrative Bylaws.
- B. In the case of a solely financial problem, receivership may be partial and may involve placing the conduct of financial affairs directly under the control of the Chief Executive Officer until the problem is solved.
- C. In the case of a problem regarding the officers within the district that is beyond the capability of the district council or district executive committee to resolve, a partial or full receivership may be necessary in addition to action by the Board of Directors (or by the Executive Committee under urgent circumstances).
- D. Resignation or removal of one or more district officers is governed by Article VII, Section (g) of the District Administrative Bylaws.

- E. If it appears that a district's ability to accomplish its mission is in jeopardy, the Chief Executive Officer brings the matter to the attention of the Executive Committee.
  - I. The Executive Committee decides unanimously whether receivership, other action, or no action is appropriate.
  - II. If action is necessary, the Executive Committee decides whether the action to be taken is urgent or may be considered by the Board.
  - III. The appropriate international director is consulted before any decision of the Executive Committee or the Board is made.
- F. A declaration of receivership affirms the potential removal of a district leader; the provisions of the District Administrative Bylaws to be suspended, modified, or augmented; a list of the leaders who are delegated the authority to fill vacancies, convene meetings, approve expenditures, and make decisions regarding the affairs of the district; and the period of time during which receivership applies.

**5. District Corporate Relations**

**To maintain long-term corporate relationships with the sponsoring corporations, the district officers may conduct activities similar to the following for corporate clubs:**

- A. Provide events relevant to the corporate clubs**
- B. Host networking and marketing events for corporate clubs' executives, human resource managers, and other professionals**
- C. Create an expectation of excellence**

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 all clubs is \$90, payable as \$45 semiannually in April and October.
3. 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
May or November	\$37.50
June or December	\$30.00
July or January	\$22.50
August or February	\$15.00
September or March	\$7.50

4. The names of the members for whom dues are paid are submitted with the dues payments.
5. The new member fee for each new member, including charter members of new clubs, is \$20.
6. Past international presidents receive lifetime membership in all clubs to which they belong. All Toastmasters International dues are waived.
7. The charter application fee for a new club is \$125. New clubs pay dues six months **or more** in advance **to align with the April or October dues cycle**. This may result in the need to submit prorated membership dues for the subsequent dues renewal period.
8. 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.
9. 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.
10. The Board of Directors reviews the dues, fees, and submission processes at least every three years beginning in 2009.
11. 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 Administrative Bylaws

## Article I: Authority and Title

### (a) Authority

These District Administrative Bylaws (“**administrative bylaws**”) are promulgated under the authority of Article XII of the Bylaws of Toastmasters International, by its Board of Directors, relating to **d**District administration.

### (b) Applicability

These administrative bylaws shall also apply to **p**Provisional **e**Districts and **t**Territorial **e**Councils to the extent provided in Policies and adopted and modified ~~from time to time~~ by the Board of Directors of Toastmasters International, and all references to **e**District officers or to **e**District leadership bodies in such Policies and implementing Protocols shall apply to their equivalents in **p**Provisional **D**istricts and **t**Territorial **e**Councils, unless otherwise specifically stated.

### (c) District Title

This **e**District shall be designated as set forth in the title of these administrative bylaws.

## Article II: Purpose

The purpose of this **e**District is to enhance the quality and performance and extend the network of the **m**Member **e**Clubs of Toastmasters International within the boundaries of this **e**District, thereby offering greater numbers of people the opportunity to benefit from the Toastmasters educational program by:

Focusing on the critical success factors as specified by the **e**District educational and membership goals;~~-~~

Ensuring that each club effectively fulfills its responsibilities to its individual members; ~~and-~~

Providing effective training and leadership-development opportunities for club **officers** and **e**District ~~officers~~ **leaders**.

In order to carry out the purpose, the officers of this **e**District are empowered to manage Toastmasters International programs and activities within this **e**District, and to act as stewards of Toastmasters International’s assets for this **e**District. Using such powers and assets, this **e**District shall:

1. Assist each **m**Member **e**Club to fulfill effectively its responsibility to its individual members;
2. Encourage and assist in the training of **m**Member **e**Club officers;
3. Develop a close relationship between **m**Member **e**Clubs and Toastmasters International;

4. Promote interest in, and extend the benefits of, individual membership in Toastmasters clubs;
5. Help in the organization of new Toastmasters clubs; and
6. Encourage ~~m~~Member ~~e~~Clubs to undertake programs and projects that will cause greater community awareness of the Toastmasters programs and meet the needs of individual members.

## Article III: Affiliation and Liability

### (a) With Toastmasters Member Clubs

All ~~m~~Member ~~e~~Clubs in Toastmasters International in good standing within the boundaries of this ~~d~~District, and all such clubs organized hereafter, shall be affiliated with this ~~d~~District. However, this ~~d~~District shall have no liability to any third party for any debt or obligation of any club, nor shall any club have any liability to any third party for any debt or obligation of this ~~d~~District or any other component part of Toastmasters International.

### (b) With Toastmasters International

This ~~d~~District is an integral part of Toastmasters International, a California nonprofit public benefit corporation, and, as an administrative unit of that corporation, its activities and affairs shall be managed, and its powers exercised, under the ultimate direction of the Board of Directors of Toastmasters International. This ~~d~~District is not an independent or autonomous legal entity. Because Toastmasters International is the exclusive owner of all the trade names, trademarks, service marks, emblems, insignia, and copyrights associated with the Toastmasters collective membership mark, no ~~d~~District has the authority to create a separate legal entity.

### (c) Receivership

In situations where the ability of a ~~d~~District to accomplish the ~~District~~ mission ~~set forth in Article II~~ is in serious jeopardy, the Board of Directors of Toastmasters International may declare the ~~d~~District to be in full or partial receivership. Where the situation is urgent and immediate action is required, the Executive Committee of the Board of Directors may act under Article V, Section 6, of the Bylaws of Toastmasters International to declare a ~~d~~District to be in full or partial receivership. Under a declaration of receivership, all or part of the provisions of these ~~District A~~administrative ~~B~~bylaws may be suspended, modified, or augmented, which may include, as appropriate, provisions regarding the conduct of financial affairs, the filling of vacancies in ~~d~~District officer positions, and the operation of the ~~d~~District ~~e~~Council, the ~~d~~District ~~e~~Executive ~~e~~Committee, and other ~~d~~District committees. The declaration shall delegate authority over the ~~d~~District in receivership to the International President, ~~International President-Elect, to an international First or Second~~ ~~v~~Vice ~~p~~President, ~~to an acting dDistrict dDirector, to the Chief Executive Officer Executive-Director~~, or ~~to~~ a combination of the foregoing, for the period of time specified on the declaration.

## Article IV: Policy

This ~~d~~District shall not adopt any policy in conflict with any ~~p~~Policy of Toastmasters International, and its actions shall be consistent with the purposes and ideals of Toastmasters

International. These administrative bylaws shall be deemed automatically modified and amended so that they shall at no time be in conflict or inconsistent with the Articles of Incorporation, Bylaws or Policies established by the Board of Directors of Toastmasters International, as they now exist or hereafter may be changed or amended.

## Article V: Boundaries

The geographic boundaries of this ~~d~~District shall be as follows: \_\_\_\_\_.

The ~~d~~District ~~e~~Council of this ~~d~~District ~~may recommend shall have the authority to~~ changes to such boundaries, ~~subject to the approval of~~ to the **Toastmasters International** Board of Directors ~~of Toastmasters International~~ **for approval**.

## Article VI: Area and Division Organization

The ~~m~~Member ~~e~~Clubs of this ~~d~~District shall be organized into ~~a~~Areas, the number and composition of which shall be determined by the ~~d~~District ~~e~~Council at its annual meeting, to become effective the following July 1. Each ~~a~~Area shall be under the direction of an ~~a~~Area ~~d~~Director acting under the ~~d~~District ~~d~~Director and ~~d~~District ~~e~~Council. This ~~d~~District ~~may shall~~ further organize ~~a~~Areas together into ~~d~~Divisions under the supervision of ~~d~~Division ~~d~~Directors. ~~Any such division of the district into divisions~~ **The number and composition of Divisions** shall be accomplished at the annual meeting to become effective the following July 1.

## Article VII: Officers

### (a) District Officers

The officers of this ~~d~~District shall be a ~~d~~District ~~d~~Director, a ~~p~~Program ~~q~~Quality ~~d~~Director, a ~~e~~Club ~~g~~Growth ~~d~~Director, a **District ~~p~~Public ~~r~~Relations ~~m~~Manager**, a ~~d~~District ~~a~~Administration ~~m~~Manager, a ~~d~~District ~~f~~Finance ~~m~~Manager, ~~a~~Area ~~d~~Directors, and ~~may include~~ ~~d~~Division ~~d~~Directors ~~at the discretion of the district council~~. In addition to these officers, the ~~d~~District may have such other officers as the ~~d~~District ~~e~~Council may provide, but Toastmasters International credit toward any educational award is limited to service as a ~~d~~District officer named in the preceding sentence.

### (b) Elective Officers

The elective officers of this ~~d~~District shall be the ~~d~~District ~~d~~Director, the ~~p~~Program ~~q~~Quality ~~d~~Director, the ~~e~~Club ~~g~~Growth ~~d~~Director, and ~~any~~ ~~d~~Division ~~d~~Directors. **None of the foregoing** ~~d~~District officers may be re-elected to the same office for succeeding terms in which a full year has been served, except that the ~~d~~Division ~~d~~Directors may be re-elected to succeed themselves for one **(1)** term. The election of officers shall take place at the annual meeting of the ~~d~~District ~~e~~Council. The report of the ~~d~~District ~~l~~Leadership ~~e~~Committee shall be submitted in writing to all members of the ~~d~~District ~~e~~Council at least four **(4)** weeks prior to the election meeting. Nominations may also be made from the floor by any member of the ~~d~~District ~~e~~Council **or their proxyholder**. 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 ~~d~~District shall be the **District ~~p~~Public ~~r~~Relations ~~m~~Manager**, the ~~d~~District ~~a~~Administration ~~m~~Manager, the ~~d~~District ~~f~~Finance ~~m~~Manager, and the ~~a~~Area

dDirector for each aArea. These officers may be elected or appointed. The decision to elect or appoint is made by the dDistrict eCouncil and the decision remains in effect until changed by the council. Any changes to the decision must be made prior to November 1 of the dDistrict program year in which the elections or appointments will occur.

Officers appointed by the dDistrict dDirector are subject to the approval of the dDistrict eExecutive eCommittee and the dDistrict eCouncil by September 30.

The District pPublic rRelations mManager, the dDistrict aAdministration mManager and the dDistrict fFinance mManager shall be eligible for re-election or re-appointment for one (1) succeeding term only. The offices of dDistrict aAdministration mManager and dDistrict fFinance mManager may be combined.

Area dDirectors are elected by the aArea eCouncils or appointed by the dDistrict dDirector taking into account the recommendation of the aArea eCouncils. Area dDirectors shall be eligible for re-election or re-appointment for one (1) succeeding term only.

#### (d) Qualifications

At the time of taking office, the dDistrict dDirector shall have served at least six (6) consecutive months as a eClub pPresident and at least 12 consecutive months as a pProgram eQuality dDirector, eClub gGrowth dDirector or dDivision dDirector or a combination thereof. The pProgram eQuality dDirector and eClub gGrowth dDirector shall have served at least six (6) consecutive months as eClub pPresident and at least 12 consecutive months as a pProgram eQuality dDirector, a eClub gGrowth dDirector, a dDivision dDirector or an aArea dDirector or a combination thereof. The dDivision dDirectors shall have served at least six (6) consecutive months as members of a dDistrict eCouncil. Insofar as practicable, the aArea dDirectors shall have served as members of a dDistrict eCouncil. All dDistrict officers must be active individual members of mMember eClubs 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 dDistrict officers shall commence at ~~midnight 12:01 a.m.~~ on July 1 and end on the following June 30, at ~~11:59 p.m. midnight.~~

#### (f) Vacancies

A vacancy in any elective office shall be filled by the dDistrict eExecutive eCommittee based upon the recommendation of the dDistrict dDirector, or upon recommendation of the highest elected dDistrict officer if the vacancy is in the office of dDistrict dDirector. Individual members who fill vacant roles shall meet all qualifications for the role as defined in Article VII, Section (d) of these ~~se District A~~Administrative ~~B~~bylaws. Such appointment shall become effective immediately and will run until the next succeeding dDistrict eCouncil meeting at which time such appointment shall be confirmed or another individual member elected to the office. If the office of ~~h~~Immediate ~~p~~Past dDistrict dDirector 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 dDistrict aAdministration mManager or the dDistrict

dDirector, unless the resignation provides for a later effective date. Any member of the dDistrict eExecutive eCommittee may be removed from office by a two-thirds vote of the dDistrict eExecutive eCommittee. Any appointed officer may be removed from office ~~at the district director's discretion~~ by the dDistrict dDirector. Such removal of an appointed officer shall become effective immediately; **the replacement officer shall also be appointed** ~~appointment of a replacement shall be made by the same procedure as the original appointment~~. The members of the dDistrict eExecutive eCommittee are responsible to the **Toastmasters International** Board of Directors ~~of Toastmasters International~~, and may be removed at any time by that ~~b~~B Board if it finds it to be in the best interests of Toastmasters International, its ~~m~~M Member eClubs and their individual members, ~~to do so~~.

#### (h) Compensation

No dDistrict, dDivision, or aArea 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 dDistrict budget.

### Article VIII: Duties of Officers

#### (a) In General

The dDistrict officers shall have such obligations, responsibilities, and duties as may be set forth in pPolicies prescribed ~~from time to time~~ by the Board of Directors or in the Articles of Incorporation, ~~or~~ Bylaws of Toastmasters International, in these administrative bylaws, or in standing rules or policies adopted by the dDistrict eCouncil of this dDistrict. The authority delegated by the **Toastmasters International** Board of Directors ~~of Toastmasters International~~ to dDistrict officers to act as stewards of Toastmasters International's resources in the dDistrict is subject at all times to the ultimate direction of the Board.

#### (b) District Director

The dDistrict dDirector shall report to and take direction from the dDistrict eCouncil in matters pertaining to dDistrict organization, programs, and procedures; **however, but** the dDistrict dDirector shall be ultimately responsible to the Board of Directors in the exercise of ~~the his or her~~ powers and duties **of that office**. The dDistrict dDirector shall uphold and promote the purposes of Toastmasters International in the dDistrict. As the representative of Toastmasters International, the dDistrict dDirector, personally and through the pProgram eQuality dDirector and eClub eGrowth dDirector, shall carry out the programs approved by the Board of Directors and the dDistrict eCouncil. The dDistrict dDirector ~~presides at chairs~~ all meetings of the dDistrict eCouncil and the dDistrict eExecutive eCommittee; fills such appointive offices as are provided for in these administrative bylaws, subject to the approval of the dDistrict eExecutive eCommittee and confirmation by the dDistrict eCouncil; authorizes withdrawals of dDistrict funds, in the manner and to the extent provided in Article XII of these administrative bylaws; and must approve all withdrawals chargeable to the dDistrict on the books of Toastmasters International. By the published deadlines, the dDistrict dDirector shall submit to the Board of Directors any reports that may be required by the Board of Directors. The dDistrict dDirector shall provide to each ~~m~~M Member eClub in this dDistrict and to World Headquarters, copies of the adopted budget, the report of the aAudit eCommittee, and such other reports as the Board of Directors ~~from time to time~~ may require. The dDistrict dDirector shall furnish World Headquarters with such information as the Board of Directors ~~from time to time~~ may require before the dDistrict

shall be eligible to withdraw funds of Toastmasters International authorized by the Board of Directors for **d**District activities and operations.

**(c) Program Quality Director**

The **p**Program **q**Quality **d**Director is the second-ranking member of the **d**District **e**Executive **e**Committee, and ~~presides over chairs~~ that body and the **d**District **e**Council in the absence of the **d**District **d**Director. The **p**Program **q**Quality **d**Director assists the **e**Education **e**Committees of the **m**Member **e**Clubs and **a**Areas and **d**Divisions of the **d**District in utilizing the educational programs and materials of Toastmasters International and has the responsibility for: promoting and supporting club quality and member retention; the training of all **d**Division, **a**Area and club officers; the preparing and conducting of educational programs for **d**District conferences; the supervising and coordinating of **d**District-wide speech contests; and the formulating of specific educational recognition programs. The **p**Program **q**Quality **d**Director shall attend **d**District **e**Council meetings.

**(d) Club Growth Director**

The **e**Club **g**Growth **d**Director is the third-ranking member of the **d**District **e**Executive **e**Committee and ~~presides over chairs~~ that body and the **d**District **e**Council in the absence of the **d**District **d**Director and **p**Program **q**Quality **d**Director. The **e**Club **g**Growth **d**Director is responsible for the development, direction, and coordination of an overall marketing plan necessary for building new **m**Member **e**Clubs; the increase in individual membership and retaining clubs in the **d**District; the recruitment and training of **d**District marketing teams; and the formulation of specific membership-building recognition programs. The **e**Club **g**Growth **d**Director shall attend **d**District **e**Council meetings.

**(e) District Public Relations Manager**

The **District** **p**Public **r**Relations **m**Manager serves under the direction of the **d**District **d**Director and is responsible for the development and administration of a public relations program that will provide improved understanding by individual members of clubs and the public of the opportunities available for personal development in the Toastmasters International Communication and Leadership Programs.

**(f) Division Directors**

The **d**Division **d**Directors shall coordinate the activities of **a**Area **d**Directors within the **d**Division and provide **a**Area officers with ~~a supervisory head for~~ counsel, information, and service.

**(g) Area Directors**

The **a**Area **d**Directors shall be responsible for the **m**Member **e**Clubs within their **a**Areas and shall represent the **d**District **d**Director and, ~~if applicable,~~ the **d**Division **d**Director to the clubs in their **a**Areas. As ~~chair presiding officer~~ of the **a**Area **e**Council, the **a**Area **d**Director shall hold regular **a**Area **e**Council meetings, and shall appoint (or provide for the election by clubs in the **a**Area of) an **a**Area staff for the conduct of **a**Area activities between **a**Area **e**Council meetings. The **a**Area **d**Director shall perform such other duties as the **d**District **d**Director and **d**District **e**Council may prescribe.

**(h) District Administration Manager**

The ~~d~~District ~~a~~Administration ~~m~~Manager shall have custody of this ~~d~~District’s administrative bylaws and all other records and documents of this ~~d~~District; shall keep the minutes of the meetings of the ~~d~~District ~~e~~Council and ~~d~~District ~~e~~Executive ~~e~~Committee; and shall transmit the same to the successor. The ~~d~~District ~~a~~Administration ~~m~~Manager shall have **custody charge** of all ~~d~~District correspondence, and shall perform such other duties as may be prescribed by the ~~d~~District ~~d~~Director or ~~d~~District ~~e~~Council.

**(i) District Finance Manager**

The ~~d~~District ~~f~~Finance ~~m~~Manager shall have charge of all funds and other **personal** property of the ~~d~~District and shall transmit the accounts and all undistributed funds to the successor. The ~~d~~District ~~f~~Finance ~~m~~Manager shall disburse all funds upon order of the ~~d~~District ~~d~~Director, as provided herein, and shall perform such other duties as may be prescribed by the ~~d~~District ~~d~~Director or ~~d~~District ~~e~~Council.

**Article IX: District Council**

**(a) Composition**

The ~~d~~District ~~e~~Council shall consist of the ~~d~~District ~~e~~Executive ~~e~~Committee, as defined in Article XI(a) hereof, and the ~~e~~Club ~~p~~President and ~~v~~Vice ~~p~~President ~~e~~Education from each ~~m~~Member ~~e~~Club in the ~~d~~District. These shall be the only voting members of the ~~d~~District ~~e~~Council, and references made in these administrative bylaws to “members of the ~~d~~District ~~e~~Council” shall mean only voting members.

**(b) Authority**

The ~~d~~District ~~e~~Council shall serve as the administrative governing body of the ~~d~~District, operating with powers delegated to the ~~d~~District ~~e~~Council by the **Toastmasters International** Board of Directors ~~of Toastmasters International~~ and subject at all times to the ultimate direction of the Board of Directors and the Articles of Incorporation, Bylaws, Policies, and decisions of Toastmasters International, and these administrative bylaws. The ~~d~~District ~~e~~Council shall conduct all business of the ~~d~~District, shall assume responsibility for the payment, with ~~d~~District funds, of all debts incurred in the **conduct of authorized District activities** ~~presentation of district council meetings and other district functions~~, and shall not assess or impose any financial obligation on any ~~m~~Member ~~e~~Club or any individual member of a club.

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

**(a) Regular Meetings**

The ~~d~~District ~~e~~Council shall hold at least two **(2)** meetings during each year, with the exact number and schedule of meetings to be fixed by the ~~d~~District ~~e~~Council ~~from time to time~~. One meeting shall be called the “annual meeting,” and shall be held in person between March 15 and June 1. Additional meetings are conducted virtually. Notice of any meeting shall be sent in writing to all ~~d~~District ~~e~~Council members at least four **(4)** weeks prior to the date of such meeting. ~~The annual meeting shall include in its schedule educational programs or sessions for all district council members attending.~~

### (b) Special Meetings

Special meetings of the **dDistrict eCouncil** may be called by the International President, the **dDistrict eDirector**, a majority of the **dDistrict eExecutive eCommittee**, or not less than one-fourth of the members of the **dDistrict eCouncil**. Notice thereof shall be sent in writing to all **dDistrict eCouncil** members at least two **(2)** 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 **eClub pPresidents** and **vVice pPresidents eEducation** from **mMember eClubs** in the **dDistrict**, or proxies as authorized by subparagraph (d) hereof, shall constitute a quorum for all **dDistrict eCouncil** meetings. In the event that any business is transacted at any **dDistrict eCouncil** 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 **mMember eClubs** in the **dDistrict** on the basis of two **(2)** votes per club.

### (d) Proxies

Either the **eClub pPresident** or **vVice pPresident eEducation** of any **mMember eClub** may designate, in writing, any active individual member of the club to act as a proxyholder for **them him or her** at any **dDistrict eCouncil** 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 **their his or her** proxyholder at such meeting, the officer or proxyholder in attendance shall be deemed to hold the proxy of the other and may therefore cast two **(2)** votes at such meeting. The intent of this provision is to assure that every club will be represented by two **(2)** votes. No other proxies shall be valid at a **dDistrict eCouncil** meeting. A written proxy, to be valid at a **dDistrict eCouncil** meeting, must contain all the elements set forth in Toastmasters International **pPolicy** 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 **dDistrict eCouncil** meeting.

### (e) Voting

When the voting process is conducted in person, each member of the **dDistrict eCouncil** attending the council meeting, or **that member's his or her** proxyholder as authorized by subparagraph (d) hereof, is entitled to one **(1)** vote. Any active individual member who carries the proxies of both the **eClub pPresident** and **vVice pPresident eEducation** from a **mMember eClub** is entitled to two **(2)** votes; and any such individual member who is also



entitled to a vote as a member of the **dDistrict eExecutive eCommittee** is entitled to three **(3)** votes.

When the voting process is conducted virtually, no proxies will be permitted. Each **dDistrict eCouncil** member must cast their own vote. District **eExecutive eCommittee** members are entitled to one **(1)** vote and may cast up to two **(2)** additional votes as a **eClub pPresident** or **vVice pPresident eEducation**. All other members of the **dDistrict eCouncil** shall be limited to a maximum of two **(2)** votes.

## Article XI: Committees

### (a) District Executive Committee

The **dDistrict dDirector**, the **pProgram qQuality dDirector**, the **eClub gGrowth dDirector**, the **District pPublic rRelations mManager**, the **dDistrict aAdministration mManager**, the **dDistrict fFinance mManager**, the **aArea dDirectors**, and ~~any dDivision dDirectors~~, together with the **iImmediate pPast dDistrict dDirector**, shall be the **dDistrict eExecutive eCommittee**, which shall have all functions and powers of the **dDistrict eCouncil** except such powers as may be reserved by the **dDistrict eCouncil** to itself; subject at all times to the general direction and approval of the **dDistrict eCouncil**. A majority of the **dDistrict eExecutive eCommittee** shall constitute a quorum. This committee shall recommend the division of the **dDistrict** into **aAreas** and **dDivisions (optional)** for approval at the annual meeting. The **dDistrict eExecutive eCommittee** 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 **dDistrict eCouncil** for approval in order to submit the approved budget to World Headquarters by September 30. This proposed budget shall be acted upon by the **dDistrict eCouncil** at its first meeting. The **dDistrict eExecutive eCommittee** shall have such other duties as are delegated to it by the **dDistrict eCouncil**.

### (b) District Leadership Committee

The **dDistrict dDirector** shall appoint the **dDistrict lLeadership eCommittee eChair** 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 **(5)** 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 **dDistrict** offices. The committee's results shall be reported in writing to the **dDistrict dDirector** no fewer than six **(6)** weeks before the **dDistrict eCouncil's** annual meeting. The **dDistrict dDirector** shall submit the **dDistrict lLeadership eCommittee** report to the members of the **dDistrict eCouncil** at least four **(4)** weeks prior to the annual meeting.

### (c) Audit Committee

Each year the **dDistrict dDirector** shall appoint an **aAudit eCommittee** consisting of at least three **(3)** individual members who are not members of the **dDistrict eExecutive eCommittee**. 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 **dDistrict dDirectors** are jointly responsible for submitting this report to the **mMember eClubs** 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 ~~d~~District ~~d~~Director or the ~~d~~District ~~e~~Council. Such committees may include, among others, the following special committees: ~~d~~District ~~p~~Program ~~q~~Quality, ~~d~~District ~~e~~Club ~~g~~Growth, ~~d~~District ~~p~~Public ~~r~~Relations, Youth Leadership ~~p~~Program, Speechcraft, ~~a~~Administrative ~~p~~Policies, ~~a~~Awards, ~~s~~Speakers ~~b~~Bureau, ~~d~~District ~~n~~Newsletter, and ~~p~~Past ~~d~~District ~~e~~Directors ~~e~~Committee.

### Article XII: Finances and Records

#### (a) Finances

The conduct of this ~~d~~District's financial affairs shall be subject to ~~p~~Policies established by the Toastmasters International Board of Directors ~~from time to time~~. Payments of ~~d~~District expenses shall be made only for expense items benefitting the ~~d~~District and consistent with the purposes and ~~p~~Policies of Toastmasters International. Toastmasters International will transfer funds to the ~~d~~District upon presentation of a requisition which sets forth the purpose of the withdrawal and which is signed by the ~~d~~District ~~d~~Director and either the ~~d~~District ~~a~~Administration ~~m~~Manager or ~~d~~District ~~f~~Finance ~~m~~Manager. All disbursements of ~~d~~District funds shall be subject to the approval of the ~~d~~District ~~e~~Council and shall be in accordance with the ~~d~~District budget, unless otherwise approved by the Board of Directors.

#### (b) Records

The outgoing ~~d~~District officers shall transfer to the incoming officers, in good order, the complete records of their respective offices by the beginning of the administrative year (July 1).

### Article XIII: Rules of Order

*Robert's Rules of Order Newly Revised* shall be the final authority on parliamentary procedure insofar as Robert's Rules do not conflict with any provision of these administrative bylaws, the Articles of Incorporation, ~~or~~ Bylaws of Toastmasters International, ~~p~~Policies set by the **Toastmasters International** Board of Directors ~~of Toastmasters International from time to time~~, or applicable law, provided that if the ~~d~~District is located in a jurisdiction where Robert's Rules are not a recognized authority on parliamentary procedure, this ~~d~~District may use the recognized authority in the jurisdiction where this ~~d~~District is located in place of Robert's Rules.

### Article XIV: Political Activity

This ~~d~~District shall not take any official position on any issue of local, state, or national public policy, or otherwise engage in any legislative lobbying. This ~~d~~District shall not participate or intervene in any way in any campaign of any person for any public office.

### Article XV: Legal Action

This ~~d~~District shall not file any lawsuit as a party plaintiff, hire legal counsel, file any response to any lawsuit, respond to any subpoena, or take any other legal action without the prior written approval of the **Chief Executive Officer** ~~Executive Director~~ of Toastmasters International. In the event this ~~d~~District is served with any summons, complaint, subpoena, injunction, or other form of legal process, the ~~d~~District officer receiving the legal process shall so notify World Headquarters within 24 hours of such service.

## Article XVI: Governing Law

This ~~d~~District shall be governed by, and these administrative bylaws shall be construed in accordance with, the laws of the State of California, where Toastmasters International is incorporated, regardless of where this ~~d~~District is located.

## Article XVII: Amendments and Other Rules

- (a) Amendments to these administrative bylaws shall be made only by the **Toastmasters International** Board of Directors ~~of Toastmasters International~~. The administrative bylaws for this ~~d~~District shall be identical, except for the description of boundaries in Article V above, to the administrative bylaws for all other ~~d~~District of Toastmasters International. The **Chief Executive Officer** ~~Executive Director~~ of Toastmasters International shall notify the following of any amendment adopted by the Board of Directors: all ~~m~~Member ~~e~~Clubs and the ~~d~~District ~~d~~Director, the ~~p~~Program ~~e~~Quality ~~d~~Director, the ~~e~~Club ~~e~~Growth ~~d~~Director, the ~~i~~Immediate ~~p~~Past ~~d~~District ~~d~~Director, the **District** ~~p~~Public ~~r~~Relations ~~m~~Manager, the ~~d~~District ~~a~~Administration ~~m~~Manager, the ~~d~~District ~~f~~Finance ~~m~~Manager, the ~~d~~Division ~~d~~Directors and ~~a~~Area ~~d~~Directors of each ~~d~~District.
- (b) The ~~d~~District ~~e~~Council of this ~~d~~District may propose an amendment to these administrative bylaws to the **Toastmasters International** Board of Directors or Executive Committee ~~of Toastmasters International~~, provided that the ~~d~~District ~~e~~Council shall have given written notice of such proposal at least 30 days in advance of the ~~d~~District ~~e~~Council's action to all ~~m~~Member ~~e~~Clubs affiliated with this ~~d~~District, and shall thereafter give 45 days' written notice to the Board. The **Toastmasters International** Board of Directors or Executive Committee ~~of Toastmasters International~~, whichever is the next to meet after submission of a proposed amendment, shall consider the proposal at its next meeting. No proposed amendment shall become effective without the approval of the Board of Directors or Executive Committee.
- (c) Policies and standing rules applicable only to this ~~d~~District may be adopted by the **Toastmasters International** Board of Directors ~~of Toastmasters International~~, or by the ~~d~~District ~~e~~Council of this ~~d~~District. Such policies and rules must be submitted promptly to World Headquarters to be kept on file, and must not be in conflict with any provision of these administrative bylaws, the Articles of Incorporation, ~~or~~ Bylaws of Toastmasters International, ~~p~~Policies adopted by the Board of Directors, or applicable law. The Board reserves the right to review, disapprove, or modify any such policy or standing rule. In addition, the Board may test the feasibility of potential amendments to these administrative bylaws by allowing alterations, at specific times and locations, that may conflict with existing provisions of these administrative bylaws.

## Governing Documents

### 1. Documents Defined

- A. The Articles of Incorporation is a governing document of Toastmasters International and shall only be modified by the voting membership.
- B. The Bylaws of Toastmasters International is a governing document and shall only be modified by the voting membership.
- C. Policy is secondary to **the** Articles of Incorporation and Bylaws of Toastmasters International and is adopted and revised by the Board of Directors under the authority to adopt ~~“a manual of policies and procedures~~ **protocols** containing the Board’s major administrative decisions” set forth in Article V, Section 4(f) of the Bylaws of Toastmasters International.
- D. Administrative **pP**rotocol (“**pP**rotocol”) is equal in authority to **pP**olicy, unless it contradicts **pP**olicy, at which time **pP**olicy prevails. Protocol interprets and gives guidance to implement **the** Bylaws and **pP**olicy. Protocol is adopted and revised by the joint authority of the **International President and the** Chief Executive Officer ~~and the International President~~, with the concurrence of the International President-Elect.

### 2. Policy

- A. Policy is expressed in continuing general principles regarding important, high-level, and strategic subjects, adopted and revised by the Board.
- B. The Chief Executive Officer supervises the drafting of **pP**olicy. To ensure accordance with applicable laws, **and the** Bylaws and **pP**olicy of Toastmasters International, legal counsel reviews proposed **pP**olicy when necessary or appropriate.
- C. The content of **pP**olicy is a statement with which decisions and conduct of the corporate officers (including **pP**rotocol) must be consistent and which must be applied in the performance of the corporate officers’ prescribed and authorized duties.
- D. Policy drafts are subject to consultation in the form of deliberations within the Executive Committee or other duly-authorized committee, followed by the committee’s recommendation for adoption by the Board.
- E. Two-thirds of all members of the entire Board must vote in favor of proposed **pP**olicy at a meeting for the **pP**olicy to be adopted. In the absence of a meeting, proposed **pP**olicy must receive the unanimous written consent of the Board.
- F. Board **pP**olicy decisions are final, unless overruled by the voting members at the Annual Business Meeting.
- G. Policy changes are effective upon approval by the Board unless the Board sets a later effective date.
- H. Policy is maintained on the Toastmasters International website. Policy revisions are updated on the website at the earliest practicable date.

- I. The Board conducts a **pPolicy** audit at least once every three years.

### 3. Protocol

- A. Protocol is authoritative rulemaking that provides detail to interpret and implement Bylaws and **pPolicy**.
- B. The Chief Executive Officer supervises the drafting of **pProtocol**.
- C. The content of the **pProtocol** varies depending on its intended use and must be consistent with Bylaws and **pPolicy**. Protocol may be a guidebook, manual or other description of program rules or information.
- D. Protocol is subject to consultation at the discretion of the Chief Executive Officer depending on the situation.
- E. Protocol is adopted by the joint, written authorization of the **International President and the** Chief Executive Officer ~~and the International President~~, with the concurrence of the International President-Elect.
- F. Protocol decisions are final, unless overruled by the Board's adoption of **pPolicy** that contradicts the **pProtocol**, thereby requiring a change to **pProtocol** in order to be consistent with **pPolicy**.
- G. Protocol decisions are communicated in due course: first to the Executive Committee, then to the Board, then updated on the Toastmasters International website.

## Mission Statements, Core Values, and Envisioned Future

1. Toastmasters International's purpose is defined in ~~Article II: Purpose of the Articles of Incorporation of Toastmasters International, Article II~~. The purpose is further defined in ~~Article I: Purpose of the Bylaws of Toastmasters International, Article I~~. The purpose of the ~~eD~~District is defined in ~~Article II: Purpose of the District Administrative Bylaws, Article II~~. The purpose of the club is defined in ~~Article I: Purpose of the Club Constitution, Article I~~.
2. The mission statements, ~~the core values statement~~, and envisioned future in this ~~pP~~Policy succinctly express the function of each organizational unit. The statements are used in marketing and public relations, in leader manuals and training, and at meetings and events.

### A. Toastmasters International Mission

We empower individuals to become more effective communicators and leaders.

### B. District Mission

We build new clubs and support all clubs in achieving excellence.

### C. Club Mission

We provide a supportive and positive learning experience in which members are empowered to develop communication and leadership skills, resulting in greater self-confidence and personal growth.

### D. Toastmasters International Core Values

- Integrity
- Respect
- Service
- Excellence

### E. Toastmasters International Envisioned Future

To be the first-choice provider of dynamic, high-value, experiential communication and leadership skills development.

## 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 **Member eClubs** are required to comply with Toastmasters International's governing documents.
- E. All Toastmasters **Member eClubs** 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. A minimum number of 20 individual members is required to charter a new Toastmasters **Member eClub**. Seventeen of these may not, at the time of charter, be paid members of another Toastmasters club.

~~When a new advanced club is chartered and dual membership in another Toastmasters club is required, the number of transfer members is limited to three of the first 20 individual members.~~

**I. A minimum of 20 individual members is required to charter an advanced Toastmasters club. Advanced Toastmasters clubs are clubs with a requirement that its members have already achieved an advanced Toastmasters education award, have progressed to a certain level within the Toastmasters program, or have held a certain level of leadership role. Advanced clubs follow the same charter process as other clubs. Some advanced clubs may require that members belong to another club. If dual membership in another club is required, the number of transfer members is limited to three of the first 20 individual members.**

- B. Meetings are held at least 12 times per year.
  - C. Regular meetings are conducted in-person, except when a club decides to allow a minority of its **individual** members to attend online, or when a club has chartered as an online club in which all members may attend online.
  - D. Members work toward educational achievements.
-

- E. Members give oral **project manual** speeches and evaluations.
- F. 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~~ **Member** 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 **Member eClub** 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 **individual** 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, ~~a~~Area, ~~d~~Division, ~~d~~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 ~~Toastmasters International the international organization~~ and ~~Toastmasters International the international organization~~ is not liable for claims against the clubs.
- F. Members in leadership roles ~~outside 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 ~~d~~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 ~~d~~Districts ~~outside above~~ the club level are resolved by ~~d~~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 ~~outside above~~ the club level and may initiate independent action to assure that proper corrective steps are being taken.
- H. When contacting World Headquarters for advice, members shall not intentionally provide misleading or inaccurate information, nor shall they intentionally withhold information relevant to the discussion.**

### 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, ~~e~~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~~ **individuals**.
  - II. Shouting or raising one's voice at ~~a person~~ **individuals** in public or private.
  - III. Not allowing ~~a person~~ **individuals** to speak or express ~~himself or herself~~ **themselves**.
  - IV. Personal insults and use of offensive nicknames.
  - V. Repeated criticism of personal matters.
  - VI. Ignoring or interrupting ~~a person~~ **individuals** at meetings.
  - VII. Spreading rumors and gossip regarding ~~a person~~ **individuals**.
- 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 **or writing** 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 ~~will 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, ~~a~~Area, ~~d~~Division and ~~d~~District online platforms and communities.

### A. Maintain Professional Decorum **and &** 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);; ~~or~~ “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 **online platforms forums** ~~tend to~~ involve many participants. ~~They and~~ are **generally** not the best place for members to express frustrations with **fellow** Toastmasters in leadership ~~above, below or at their level~~. Communications that contain criticism, complaints, accusations, allegations, etc., ~~shall are~~ not ~~be~~ permitted and may be subject to disciplinary action. ~~They should be~~ **Rather than broadcast via social media and online platforms, differences are** more properly directed through **official channels established to address such problems, including** personal conversations, phone calls, ~~or and~~ 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 **must be maintained in all communications**.
- 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 **Clubs of Toastmasters International** ~~Toastmasters Clubs~~ and Policy and Protocol)

Toastmasters International (inclusive of clubs, **a**Areas, **d**Divisions and **d**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' **p**Policies have been violated, or that any Toastmasters' activities, **p**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 **p**Policy violation, activity, **p**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 **e**Club **p**President, a **e**Club **p**President to an **a**Area **d**Director, etc.)
  - I. If the individual is not satisfied with the response ~~he or she~~ receiveds, 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~~ **the** complaint to the International President.
- B. ~~International officers and directors~~ **Board Members** 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 proxyholder to vote according to ~~his or her~~ **their** best judgment.
  - I. No individual member, club, ~~e~~**D**istrict, 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~~ **their** 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 ~~e~~**D**istrict conferences and the International Convention, all meetings of ~~e~~**D**istrict officers and ~~international directors~~ **Board Members** shall be confined to such activities as assist the ~~e~~**D**istrict 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 **core** values.
- F. ~~No member, other than proxy signer, shall~~ **Only the club officer who assigns the proxy may** instruct ~~any the~~ proxyholder how ~~the club wishes~~ to vote ~~proxies~~ at any election. **Credentials team members may only provide information on the logistics of voting and may not direct the votes of any delegate or proxyholder.**

## 7. Disciplinary Standards

- A. For the protection of Toastmasters International, its ~~d~~Districts, ~~d~~Divisions, ~~a~~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 ~~p~~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 ~~p~~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 ~~d~~Delegates at ~~h~~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 **charged** 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 **charged** member.
- IV. If the **charged** 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 **charged** member appears at the hearing or provides a statement, the **charged** member may present **written statement(s) from witnesses regarding the charge(s) only testimony of witnesses but is limited to presenting evidence or arguments against the proposed action. These statements are to be considered testimony, which is a form of evidence that is obtained from a witness who makes a solemn statement or declaration of fact.**
- VI. The Board may choose to receive certain information from witnesses confidentially and not permit the **charged** 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 **charged** member and the extent to which detailed information and documents pertaining to the charges and evidence are shared with the **charged** member prior to and during the hearing.
- VIII. Toastmasters International is responsible for its own hearing costs. Translation costs are the responsibility of the **charged** member, unless the Board decides otherwise.
- IX. Once the hearing ends, the **charged** member ~~charged~~ and any representative(s) ~~are~~ 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 **charged** 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 ~~d~~Delegate at ~~L~~arge), the **charged** member's club shall have the opportunity to participate as follows:
  - a. The **charged** member's club shall be entitled to the same written notice as the **individual charged** member, including any modified notice, ~~and the same opportunity to request a reasonable change in the hearing date.~~

- b. The **charged** 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 ~~p~~**P**olicy 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 **charged** member ~~charged~~ is a voting member of Toastmasters International as a ~~d~~**D**elegate at ~~L~~**L**arge, 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.

## Intellectual Property

### 1. Trademarks and Copyrights

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

### 2. Use of Toastmasters Material

- A. Toastmasters International is promoted through the Success Communication Series, the Success Leadership Series, The Better Speaker Series, The Leadership Excellence Series, and The Successful Club Series and Youth Leadership programs, which non-members may attend.
- B. Toastmasters International's tax-exempt and nonprofit statuses are jeopardized when the organization or clubs are perceived to be in the seminar business and in competition with for-profit enterprises.

- C. In the countries where Toastmasters clubs are covered by liability insurance, the insurance is not valid for activities outside of normal Toastmasters meetings.
- ~~D. Only the abovementioned programs are conducted outside of the club by members. For non-members, these programs are conducted only as a means to promote the club and increase membership.~~
- ~~D E.~~ All programs are presented by **club individual** members acting as representatives of their clubs, thereby preserving the identity of the programs, clubs, and organization.
- ~~E F.~~ **Non-Toastmasters may request permission from Toastmasters International to use Toastmasters' programs and materials.** Individuals, educational institutions, and other organizations **may only use Toastmasters' programs and materials in a manner which provides no pecuniary are prohibited from deriving financial gain or profit**, directly or indirectly, ~~from these programs~~, as described in Article II of the Articles of Incorporation of Toastmasters International.
- ~~F G.~~ Districts are responsible for training club **officers leaders** and for providing other training that helps clubs function more effectively, **achieve excellence**, and **achieve deliver on** their mission.
- ~~G H.~~ ~~While clubs occasionally conduct the abovementioned programs for other clubs, i~~ Individual members and clubs may only conduct training programs, seminars, and other events for other clubs and members with the permission of the ~~e~~**D**istrict. Subject matter and content of any such training program, seminar, or event shall be in keeping with the club and ~~e~~**D**istrict missions.

### 3. Membership Contact Information

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

### 4. Surveys

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

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

## Corporate and Community Activities

1. Toastmasters International does not create, promote, sponsor, or endorse causes or service activities or projects of other organizations.
2. The educational programs of Toastmasters International may only be used to provide communication and leadership development activities which are consistent with and related to the Toastmasters International mission and which preserve its identity as a **nonprofit** educational organization.
3. Toastmasters International cooperates with other organizations to the extent that the identity of Toastmasters International is maintained and with the understanding that such contact or cooperation does not constitute or imply formal endorsement.

Policy 5.1  
**Gavel Clubs**

1. Gavel eClubs, which operate as special groups affiliated with Toastmasters International, are formed as a result of individuals' inability to comply with eligibility requirements. Gavel eClubs are referenced in Article I, Section 2(f), and Article III, Section 1 of the Bylaws of Toastmasters International **and in the Club Constitution and the Standard Bylaws for Gavel Clubs**.
2. Toastmasters International provides its materials, methods, and services to gGavel eClubs to the extent to which it is practicable to do so.
3. The functioning of a gGavel eClub must not be in conflict with the operation or basic instruments, purposes, and pPolicies governing Member eClubs and eDistricts.
4. The gGavel eClub program is administered by World Headquarters.
5. Gavel eClubs are not affiliated with any Toastmasters Member eClub or eDistrict. Individual Mmembers, Member eClubs, and eDistricts may have a working relationship or lend support to gGavel eClubs.
6. A group that is ineligible for chartering a Toastmasters Member eClub may apply for a gGavel eClub Certificate of Affiliation upon accepting and complying with the following:
  - A. gGavel eClubs operations are consistent with the requirements of the sponsoring organization of which the gGavel eClub members are a part and with the principles of Toastmasters International.
  - B. A Certificate of Affiliation, issued by the Chief Executive Officer, constitutes a grant to the gGavel eClub of authority to use the name issued it; to proclaim its affiliation with Toastmasters International; and to possess, display, and use gGavel eClub emblems and insignia owned by Toastmasters International.
  - C. The group uses such educational materials, methods and services of Toastmasters International as are made available to them subject to terms and conditions agreed upon between authorized representatives of the proposed gGavel eClub and the Chief Executive Officer.
  - D. If the policies or operation of the sponsoring organization or the gGavel eClub are in conflict with the principles of Toastmasters International, or with the functioning of a club or other unit, **or if the gGavel eClub is suspended or rendered inactive by authority of the sponsoring organization, or if the gGavel eClub or its sponsoring organization ceases to cooperate with Toastmasters International**, the Certificate of Affiliation may be revoked.
  - E. ~~If the gavel club is suspended or rendered inactive by authority of the sponsoring organization, or if the gavel club or its sponsoring organization ceases to cooperate with Toastmasters International, the Certificate of Affiliation may be revoked.~~

7. A **gGavel eClub** functioning as a youth speech club may be established on the initiative of Toastmasters members provided its operation does not encroach upon the functioning or continuity of a Youth Leadership **pP**rogram. In case of conflict between the creation of a youth **gGavel eClub** and a Youth Leadership **pP**rogram, a Certificate of Affiliation shall not be granted.



## 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 **eD**istricts.
  - 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 **(3)** additional English speech contests each year. The **eD**istrict **eD**irector recommends which contests are to be conducted, subject to the approval of the **eD**istrict **eE**xecutive **eC**ommittee, at its first meeting of the program year.
  - C. Districts may also conduct up to four **(4)** non-English speech contests each year. The **eD**istrict **eD**irector recommends which contests are to be conducted, subject to the approval of the **eD**istrict **eE**xecutive **eC**ommittee, at its first meeting of the program year.
    - I. Each of these contests is conducted in a language selected by the **eD**istrict **eD**irector and approved by the **eD**istrict **eE**xecutive **eC**ommittee.
    - 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 **eD**istrict level.
  - D. All **eD**istrict-level speech contests are conducted only at the annual **eD**istrict conference.
2. Contests must originate at the club level and proceed through the **aA**rea, **eD**ivision, and **eD**istrict levels respectively; only contests following this progression are permitted at each level. All clubs are eligible to advance contestants to the **aA**rea 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 **eD**istrict leaders.
4. The *Speech Contest Rulebook* is **pP**rotocol and applies to all Toastmasters speech contests. Modifications to rules shall only be made through the **administrative pP**rotocol 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 Structure

### 1. District Officers

- A. District officers and their duties are described in Article XII, Section 3, of the Bylaws of Toastmasters International and in Articles VII and VIII of the District Administrative Bylaws. Districts shall not change, modify, or add to the ~~e~~District officer position titles nor change the function of these positions.

### 2. District Formation

- A. New ~~e~~Districts are created, and existing ~~e~~Districts consolidated or reformed, under the authority of Article XII, Section 1, of the Bylaws of Toastmasters International only after the Board of Directors has determined the following:
  - I. Enough **Member c**Clubs exist in the territory to be included within the proposed new or consolidated ~~e~~Districts.
  - II. These clubs are of sufficient membership strength to assure efficient and financially sound administration of such proposed ~~e~~Districts.
- B. District formations may be approved by the Board based on the following:
  - I. The Board, on its own initiative, may grant authority for ~~t~~Territorial ~~e~~Councils, ~~p~~Provisional ~~e~~Districts, and ~~e~~Districts.
  - II. Sixty clubs in good standing ~~and an average of 20 members per club~~ is the basis for development of a sound ~~e~~District administration.
  - III. All clubs within the boundaries of a ~~t~~Territorial ~~e~~Council, or of a ~~p~~Provisional, consolidated, or reformed ~~e~~District become a part of such ~~e~~District, and no club within that territory thereafter has the right to maintain an independent operation, except under unusual circumstances or conditions determined by the Board.
  - IV. The Board may form, consolidate, or reform ~~e~~Districts on its own initiative for the best interests of Toastmasters International and the clubs.
  - V. Applications for a ~~t~~Territorial ~~e~~Council, ~~p~~Provisional ~~e~~District, or ~~e~~District are submitted to the Chief Executive Officer. The Board may approve the formation upon recommendation from the Chief Executive Officer.

## District Management

### 1. District Records

- A. The legal status of **d**Districts, **d**Divisions, and **a**Areas is stated in Article XII, Section 3(e) of the Bylaws of Toastmasters International. District records are governed by Article XII, Section (a) of the District Administrative Bylaws. District, **d**Division, and **a**Area records are the property of Toastmasters International and not of any individual, **d**District, **d**Division, or **a**Area.
- B. The **d**District **e**Council is responsible for the storage and preservation of such records, which are made reasonably available to members for review.
- C. The Chief Executive Officer maintains **d**District records received from the **d**Districts.
- D. Communications received by a **d**District are **d**District records and are Toastmasters International property. The **d**District **d**Director determines whether the content of these communications is shared with other **d**District leaders.

### 2. District Conflict of Interest

- A. The purpose of this **p**Policy is to protect the **d**District's and Toastmasters International's interests when a **d**District contemplates entering a transaction that might benefit the private interest of a **d**District officer.
- B. District officers are defined and described in Article XII, Section 3(a) of the Bylaws of Toastmasters International and in Article VII, Section (a) of the District Administrative Bylaws.
- C. A potential conflict of interest occurs if a **d**District contemplates a material financial transaction between the **d**District and a **d**District officer, or between the **d**District and a person or company with which a **d**District officer is affiliated.
  - I. A material financial transaction is defined as a total of more than \$100 **USD**, or equivalent, within the **d**District's annual budget year.
  - II. A person is considered affiliated if the **d**District officer is related to the person by blood, adoption, or marriage.
  - III. A company is considered affiliated if the **d**District officer (or a relative of the **d**District officer) is a director, officer, employee, or agent of the company or owns one **(1)** percent or more of the value of the company.
- D. A **d**District officer involved in such a transaction must abstain from voting or participating in any **d**District decision regarding that transaction. Such **d**District officer may only present the proposed transaction to the **d**District and respond to questions.

- E. The **d**District may engage in such a transaction if each **d**District officer involved discloses to the **d**District **e**Executive **e**Committee, prior to the transaction, all relevant facts concerning the transaction including the **d**District officer's affiliation with the parties involved in the transaction.
- F. The **d**District **e**Executive **e**Committee reviews the relevant facts.
- G. The transaction is approved only if a majority of the **d**District **e**Executive **e**Committee concludes that the proposed transaction is fair and reasonable; for the purpose and benefit of the **d**District; not for the excess benefit of the **d**District officer involved nor for the benefit of the person or company affiliated with the **d**District officer; and the most beneficial arrangement that the **d**District could obtain under the circumstances with reasonable effort.
- H. **The District Executive Committee may refer the transaction to the District Council for approval** ~~The district council may approve the transaction instead of the district executive committee~~, following the same procedure, **if deemed appropriate**.
- I. The minutes of a meeting at which such a transaction is considered records the matters discussed and the voting results.
- J. Certain transactions shall not be approved, including **without limitation** the lending of the **d**District's money, the guarantee or extension of the **d**District's credit, and funds for the personal use or benefit of the recipient **(in addition to other transactions which may violate the California Nonprofit Public Benefit Corporations Code)**.

### 3. Past Leaders

- A. Past leaders provide **d**District support while working under the direction of the **d**District **d**Director by promoting focus on the **d**District mission, acting as an advisor or mentor, encouraging **d**District leaders, helping during **d**District meetings, encouraging leadership participation, and chairing **d**District committees.
- B. Past leaders may not interfere in **d**District affairs, disrupt **d**District meetings, nor actively support traditions that do not achieve the **d**District mission.
- C. A **p**Past **d**District **d**Directors **e**Committee, if present, supports the **d**District and its leaders, may not engage in **d**District political activity, and works under the direction and on tasks assigned by the **d**District **d**Director.

### 4. District Receivership

- A. Receivership is governed by Article III, Section (c) of the District Administrative Bylaws.
- B. In the case of a solely financial problem, receivership may be partial and may involve placing the conduct of financial affairs directly under the control of the Chief Executive Officer until the problem is solved.
- C. In the case of a problem regarding the officers within the **d**District that is beyond the capability of the **d**District **e**Council or **d**District **e**Executive **e**Committee to resolve, a partial or full receivership may be necessary in addition to action by the Board of Directors (or by the Executive Committee under urgent circumstances).
- D. Resignation or removal of one or more **d**District officers is governed by Article VII, Section (g) of the District Administrative Bylaws.

- E. If it appears that a eDistrict's ability to accomplish its mission is in jeopardy, the Chief Executive Officer brings the matter to the attention of the Executive Committee.
  - I. The Executive Committee decides unanimously whether receivership, other action, or no action is appropriate.
  - II. If action is necessary, the Executive Committee decides whether the action to be taken is urgent or may be considered by the Board.
  - III. The appropriate international eDirector is consulted before any decision of the Executive Committee or the Board is made.
- F. A declaration of receivership affirms the potential removal of a eDistrict leader; the provisions of the District Administrative Bylaws to be suspended, modified, or augmented; a list of the leaders who are delegated the authority to fill vacancies, convene meetings, approve expenditures, and make decisions regarding the affairs of the eDistrict; and the period of time during which receivership applies.

**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 all clubs is \$90 **USD**, payable as \$45 **USD** semiannually in April and October.
3. A member who joins a club at a time other than in April and October pays prorated dues according to the following table, **payable in USD**:

Join Month	Districted Clubs
May or November	\$37.50
June or December	\$30.00
July or January	\$22.50
August or February	\$15.00
September or March	\$7.50

4. The names of the members for whom dues are paid are submitted with the dues payments **to Toastmasters International**.
5. The new member fee for each new member, including charter members of new clubs, is \$20 **USD**.
6. Past ~~i~~International ~~p~~Presidents receive lifetime membership in all clubs to which they belong. All Toastmasters International dues are waived.
7. The charter application fee for a new club is \$125 **USD**. New clubs pay dues six **(6)** months in advance. This may result in the need to submit prorated membership dues for the subsequent dues renewal period.
8. The certification fee for a ~~g~~Gavel ~~e~~Club is \$50 **USD**. The annual renewal fee for a ~~g~~Gavel ~~e~~Club is \$48 **USD**, payable each November and prorated for groups requesting certification after November.
9. Club charter fees and membership dues and fees are paid by that club or an appropriate sponsoring agency, company, or group and not from ~~d~~District funds, or a ~~d~~District leader's personal funds, except when that ~~d~~District leader is also a ~~p~~President, ~~v~~Vice ~~p~~President, or ~~t~~Treasurer of that club. Club charter fees may be paid by another club, however membership dues and fees may not.
10. The Board of Directors reviews the dues, fees, and submission processes at least every three **(3)** years beginning in 2009.
11. In the event of a natural disaster or other extenuating circumstance affecting one **(1)** 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 Leader Expenses

### 1. District Leader Expenses Paid by World Headquarters

- A. District expenses are governed by Article XII, Section 2, of the Bylaws of Toastmasters International.
- B. World Headquarters reimburses the travel expenses of the **d**District **d**Director, **p**Program **q**Quality **d**Director, and **e**Club **g**Growth **d**Director (including for **p**Provisional **d**District leaders and equivalent leadership roles for **t**Territorial **e**Councils) for the mid-year and August trainings as follows:
  - I. World Headquarters fully reimburses round-trip public transportation costs at the lowest rate between the passenger terminal nearest the training site and the home of the officer.
  - II. World Headquarters reimburses motor vehicle transportation at the current business standard mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service by the most direct route. Mileage reimbursement shall not exceed the lowest airfare rate. A person accompanying another person receiving reimbursement is not entitled to reimbursement.
  - III. World Headquarters reimburses actual costs incurred for any other mode of transportation not exceeding the lowest airfare rate.
- C. District **d**Directors attending the International Convention each receive a \$30 **USD** per diem (not exceeding \$120 **USD**) when the **d**District **d**Director attends the Candidates' Corner, Candidates' Showcase, and the Annual Business Meeting; one **(1)** complimentary basic convention registration; and one **(1)** complimentary President's Dinner Dance ticket, **if ticketed separately**.
- D. World Headquarters does not provide reimbursement for travel or expenses for **t**Territorial **e**Council leaders except as specified above.

### 2. District Leader Expenses Paid by Districts

- A. District expenses paid by **d**Districts are governed by Article XII, Section (a) of the District Administrative Bylaws. Expense reimbursements to **d**District leaders must be included in the **d**District budget.
- B. For Mid-Year District Leader Training, **d**Districts may reimburse the **d**District **d**Director, **p**Program **q**Quality **d**Director, and **e**Club **g**Growth **d**Director for lodging and transportation expenses not paid by World Headquarters. Meals may be reimbursed up to \$30 **USD** per day.
- C. For August District Leader Training, **d**Districts may reimburse the **d**District **d**Director, **p**Program **q**Quality **d**Director, and **e**Club **g**Growth **d**Director, and other leaders for whom training is provided and authorized by Toastmasters International, for lodging and transportation expenses not paid by World Headquarters. Meals may be reimbursed up to \$30 **USD** per day.

- D. For International Convention, eDistricts may reimburse the eDistrict eDirector, pProgram eQuality eDirector, and eClub gGrowth eDirector for registration, lodging, and transportation expenses not paid by World Headquarters. Meals may be reimbursed up to \$30 USD per day.
- E. For International Convention, eDistricts may reimburse the iImmediate pPast eDistrict eDirector for registration, lodging, and transportation expenses not paid by World Headquarters.
- F. Districts do not reimburse any other individuals for travel outside the eDistrict or for items related to travel outside the eDistrict.
- G. Registration includes conference or convention registration and ticketed events and meals that are part of the conference or convention.
- H. Lodging includes hotel accommodations, including applicable taxes; it excludes personal telephone expenses and other incidental expenses.
- I. **All expenses listed in this section must be substantiated by receipts.**

### 3. General District Leader Expense Provisions

- A. Reimbursement of travel expenses is based on full participation and attendance.
- B. Allowable travel expenses may include up to round-trip airfare or other public transportation (coach) or mileage up to the current business standard mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service, and parking.
- C. Travel expenses exclude motor vehicle rentals, gasoline, and incidental expenses.
- D. If a eDistrict leader moves out of the geographic boundaries of the eDistrict from which that eDistrict leader was elected, reimbursement is based either on the residence at the time of election or on the current residence, whichever is less.
- E. Districts do not provide any expense payments to speech contestants attending the International Convention.



## 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 **eDistrict**. From the membership dues collected by World Headquarters, the Board of Directors makes funds available for **eDistrict** activities. Funds are also collected from undistricted clubs and placed in a separate reserve account for future **tTerritorial eCouncils**.
  - A. These funds include the amounts available in the appropriate **eDistrict** or **tTerritorial eCouncil** reserve account.
    - I. For each member for whom membership dues are received, \$22.50 **USD** is deposited in the appropriate reserve account in semiannual payments of \$11.25 **USD**.
    - II. For each member from whom prorated membership dues are received, funds are deposited in the appropriate reserve account according to the following table, **payable in USD**:

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 **tTerritorial eCouncil** is established, it receives funds equal to 25% **percent** of the council's estimated dues income for the next year.
2. All **eDistrict** funds, regardless of source, are Toastmasters International funds and are to be used to carry out the Toastmasters International and **eDistrict** missions.
3. Each **eDistrict** shall adopt all accounting, payment, or similar systems put in place, when instructed, by Toastmasters International.
4. Toastmasters International also funds **eDistrict** activities that support the **eDistrict** mission. These include, but are not limited to, training events for **eDistrict officers leaders**, software systems to support financial management and club building, district support functions, and marketing programs.

To support these activities, each **eDistrict** will contribute five (**5**) percent of its previous year's membership income annually. The amount will be collected from each **eDistrict**'s reserve account evenly throughout the year on a monthly basis.

5. The **eDistrict eDirector**, either the **pProgram eQuality eDirector** or **eClub gGrowth eDirector**, and **District fFinance mManager** may jointly establish **eDistrict** bank accounts and shall have signatory authority on all accounts established by the **eDistrict** and those established on behalf of the **eDistrict** by Toastmasters International, including any **eDivision, aArea**, and conference accounts. Alternate

signers are permissible only if approved by the Toastmasters International Executive Committee. When **dDistrict** accounts are established by Toastmasters International, **dDistricts** will be required to discontinue the use of all other accounts, when instructed by Toastmasters International.

6. Funds in **dDistrict** 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).
7. If authorized by the **dDistrict** and included as part of the **dDistrict** budget, a **dDivision**, **aArea**, or conference is allocated funds and has its own budget.
  - A. Division, **aArea**, and conference financial activity is subject to the supervision of the **dDistrict dDirector** and must be included in the quarterly Profit and Loss Statement, mid-year audit, and year-end audit.
  - B. Monthly **dDivision**, **aArea**, and conference financial activity reports, showing variances with explanations, must be provided to the **dDistrict dDirector**, **pProgram qQuality dDirector**, and **eClub gGrowth dDirector** within 30 days of the end of the month.
  - C. Funds in **dDivision**, **aArea**, and conference bank accounts are owned by the **dDistrict** and by Toastmasters International. The administration of **dDivision**, **aArea** and conference funds shall follow the same rules as **dDistrict** funds.
8. The Chief Executive Officer withholds **dDistrict** funds as needed and, with the approval of the Executive Committee, assumes financial control of a **dDistrict**.

## Ralph C. Smedley Memorial Fund®

1. Toastmasters International is a 501(c)3 nonprofit organization, but it does not generally solicit or accept charitable contributions for the general, unrestricted support of the organization. The Ralph C. Smedley Memorial Fund® (“Smedley Fund”), which is a part of Toastmasters International, is the only permanently-established repository for charitable contributions to the organization, and ~~it has~~ restricted purposes. Only the Board of Directors has the authority to approve the creation of additional funds, ~~from time to time~~, for the receipt of charitable contributions for specific purposes.
2. Contributions to the Smedley Fund are restricted to certain educational purposes and may not be used for operating expenses of Toastmasters International or its capital expenditures, nor shall they ever be comingled with the general or other funds of the corporation. Disbursements from the Smedley Fund are made only as determined by a two-thirds vote of the Board of Directors.
3. Toastmasters clubs are permitted and encouraged to contribute to the Smedley Fund.
4. The Smedley Fund is restricted to the advancement of education through the research, development, and distribution of educational programs and materials relating to communication and leadership. These programs and materials are designed to meet the needs of the membership and community in a wide range of cultural, social, and economic situations. ~~This restricted purpose replaces the previously-stated purpose of the Smedley Fund as of the date of the Board's adoption of this policy change, and governs the charitable use of funds received thereafter.~~
5. World Headquarters is responsible for recognizing contributors, communicating information about the Smedley Fund, soliciting contributions, and providing information about potential tax deductions. Contributors are encouraged to check with their local tax advisor to determine if their contribution is deductible under the laws of the jurisdictions applicable to them.
6. Toastmasters International must ensure that all activities associated with the Toastmasters organization worldwide, including charitable fundraising, be limited to those authorized by the Board of Directors in order to protect the organization's compliance with charitable trust laws and other rules imposed by the State of California, the United States Internal Revenue Service (IRS), and other jurisdictions.

## Use of Reserve Funds

1. Toastmasters International's financial reserves are intended to protect the organization's fixed assets and be available for anticipated and unexpected needs.
2. The financial reserve balance and investment allocation strategy is reviewed every year by the Executive Committee.
3. The financial reserves are intended to be used for:
  - A. Disaster Recovery: to enable the organization to reestablish operations following a disaster.
  - B. Sustaining: to enable Toastmasters International to withstand the impact of economic downturns.
  - C. Operating Reserve: for operations if needed.
  - D. Infrastructure: for major technology and facility needs.
4. The World Headquarters building and contents shall be appraised at least every 10 years to ensure that the facility is adequately insured and sufficient funds are ~~designated appropriately~~ **allocated for this purpose**.

Policy 8.7  
**Investments**

**1. Objectives**

- A. The investment objective of Toastmasters International is to address the permanent disposition of the organization's funds, considering the probable income as well as the probable safety of the organization's capital, exercising the authority of the Board of Directors to control the organization's property under Article V, Section 2, of the Bylaws of Toastmasters International, following the standards set forth in Section 5240 of the California Corporations Code.
- B. Toastmasters International's funds, including legally restricted funds, are held by the corporation as a fiduciary as a matter of law, moral obligation, and for the purpose of carrying out its mission.
- C. Investments are made to assure resources are compatible with future growth and development of the organization. Accordingly, the investment manager's primary objective is to provide growth of principal and income on assets. This objective is pursued as a long-term goal designed to maximize total investment return without exposure to undue risk. As fluctuating rates of return are characteristic of the securities markets, the manager's greatest concerns are long-term appreciation of assets and consistency of total portfolio returns. Assets must be invested with the care, skill, and diligence that a prudent person acting in this capacity would undertake.
  - I. The primary long-term financial objective is to preserve the real (inflation adjusted) purchasing power of the investments net of annual distributions and expenses. This objective is expected to be achieved over a rolling three- to five-year period on a total return basis.
  - II. Investments are expected to produce a total return exceeding the median of a universe of managers with similar objectives.
  - III. The total return on equity investments is expected to exceed the composite performance of the securities markets by at least 100 basis points, net of investment management fees, over a rolling three- to five-year period. Return on investment in equity portfolios is expected to rank in the top half of peer portfolios. These returns are weighted according to the allocation of assets to each market. Total return is defined as the change in portfolio value for the period, net of fees, adjusted for additions and withdrawals.
  - IV. The following short-term objective is based on the understanding that long-term positive correlation exists between risk and expected returns in the securities markets: Portfolio risk levels are established to minimize the likelihood of sharp declines in principal asset value (defined as

greater than 10% ~~percent~~ loss in any one (1) year) due to declining securities markets.

## 2. Asset Allocation

- A. Asset allocations are established to provide the highest probability of meeting or exceeding return objectives at the lowest possible risk.
- B. The portion of the total portfolio's market value for equities ranges from 20% ~~percent~~ to 65% ~~percent~~; the portion for fixed income securities ranges from 20% ~~percent~~ to 80% ~~percent~~; and the portion for cash and equivalents ranges from zero percent to 20% ~~percent~~.
- C. The investment returns, over a three-year moving time period, are measured against a target portfolio consisting of 50% ~~percent~~ equities, 40% ~~percent~~ fixed income securities, and 10% ~~percent~~ cash equivalents.
- D. The comparative returns are calculated by multiplying the percentages of the target portfolios allocated to each market by the corresponding market performance index: for equity, the S&P 500 Index or MSCI World Index as appropriate; for fixed income, ~~Barclay's Capital~~ **Bloomberg Barclays US** Aggregate Bond Index; and for cash equivalents, three-month U.S. treasury bills.

## 3. Equities

- A. All equity investments are of investment-grade quality and marketability.
- B. Investment managers maintain the equity portfolio at a risk level equivalent to the equity market as a whole, with the objective of exceeding its results by at least 100 basis points annually over a rolling three- to five-year period.
- C. Equity holdings are selected from the New York, American, and regional stock exchanges; the NASDAQ markets; and major foreign exchanges. These holdings must represent companies meeting a minimum capitalization requirement of \$100 million **USD**, with high market liquidity.
- D. The managers are prohibited from investing in private placements, letter stock, and uncovered options, and from engaging in margin transactions and other specialized investment activities.
- E. The managers may write covered options against common stocks held by Toastmasters International.
- F. No assets are invested in securities with speculative characteristics.
- G. No more than five (5) percent of the portfolio market value may be in any individual security and no more than 20% ~~percent~~ in a particular industry.

## 4. Fixed Income Securities

- A. Investments in fixed income securities are managed actively to pursue opportunities presented by change in interest rates, credit ratings, and maturity premiums.

- B. Managers select from appropriately liquid preferred stocks, corporate debt securities, obligations of the U.S. Government and its fully-guaranteed agencies, and issues convertible to equities. These investments are subject to the following limitations:
  - I. No issues with more than 30 years to maturity may be purchased.
  - II. Investments in securities of a single issuer (with the exception of the U.S. Government and its fully guaranteed agencies) must not exceed five (5) percent of the funds allocated to a particular manager.
  - III. Only corporate debt issues that meet or exceed a credit rating of BAA from Standard and Poor's and/or a BBB rating from Moody's may be purchased.
  - IV. Preferred stocks must be rated A or better by Moody's and/or Standard and Poor's at the time of purchase.
  - V. Managers are prohibited from investing in private placements, from speculating in fixed income or interest rate futures, and from arbitrage or any other specialized investments.

## 5. Cash and Equivalents

- A. Managers may invest in commercial paper, repurchase agreements, treasury bills, certificates of deposit, and money market funds.
- B. Within the limitations mentioned below, managers have complete discretion to allocate and select short-term cash and equivalent securities within the portfolio:
  - I. All such assets must represent maturities of one (1) year or less at the time of purchase.
  - II. Commercial paper assets must be rated A-1 by Standard and Poor's or P-1 by Moody's.
  - III. Managers may not purchase short-term financial instruments considered to contain speculative characteristics.
  - IV. Managers may not invest more than five (5) percent of the portfolio's market value in the obligations of a single agency.

## 6. Other Assets

- A. Direct investments in contracts of financial futures, commodities, and currency exchange are prohibited.
- B. Pooled equity real estate investments, Guaranteed Investment Contracts (GICs), hedge funds, market participation notes, and other structured products are purchased with the advance approval of the Chief Executive Officer but may not exceed a combined total of 20% percent of the portfolio's market value.

- C. All such alternative investments are expected to contribute to a positive rate of return while helping to limit risk.
- D. Investments not specifically addressed by this statement are forbidden without the approval of the Executive Committee.

## 7. Investment Managers

- A. One **(1)** or more investment professionals may be selected to manage the organization's assets.
- B. Selection of investment managers is based on the consistency and effectiveness of their investment philosophy and strategy evidenced by past performance; the size of assets managed (a minimum of \$100 million **USD is n** assets under management); the depth of their management experience (principals have a minimum of 10 years experience); and the organizational stability reflected by the firm's track record, industry reputation, longevity, and references of other clients.
- C. Selection of the investment managers is made by the Executive Committee at the recommendation of the Chief Executive Officer.
- D. Managers provide semi-annual account reviews detailing investment performance, strategy, and portfolio market value.
- E. Managers provide information about changes in the managers' investment philosophy, management, ownership, and key personnel in a timely manner.
- F. Managers meet with the Executive Committee annually to discuss investment performance and risk levels; managers' perspective regarding important developments in the economy and the securities markets and the potential effects of these developments on investment strategy, asset allocation, and performance; and changes within the managers' organization affecting investment philosophy, strategy, and performance.
- G. Additional meetings are scheduled if significant concerns arise about performance, strategy, and/or organizational structure.
- H. Managers provide a written statement agreeing to the Toastmasters International Investment Policy. Should managers believe that changes to the investment policy are advisable, it is their responsibility to make recommendations on a timely basis.

## 8. Authority

- A. The Board of Directors, the Executive Committee, the Chief Executive Officer, and their agents, act according to applicable laws and regulations and determine such broad principles as asset mix, acceptable levels of risk, time horizon, and anticipated rate of return.



- B. There shall be no liquidation, withdrawals, additions to, or other changes in the Toastmasters International Investments without the approval of a two-thirds vote of the Board, except as follows:
  - I. Upon the advice of the firm of investment counselors retained by the Board, the investments portfolio may be changed by the Chief Executive Officer through the purchase or sale of securities authorized by law for the investment of charitable trust funds under the laws of the State of California.
  - II. The Executive Committee may add to the portfolio from operating funds or other available funds as circumstances dictate.
- C. The Chief Executive Officer is authorized to invest operating cash in investments that are considered by investment managers to be low risk or risk-free.
- D. The Chief Executive Officer is authorized to transfer from the Ralph C. Smedley Memorial Fund® to investments those funds which the investment managers consider to have a higher rate of return and to be low-risk or risk-free.
- E. Such investments are limited to money market accounts; certificates of deposit; United States Treasury bills, bonds, or notes; money market mutual funds that do not invest in speculative derivatives; and any other investment instrument recommended by investment counselors that is low-risk and is considered an appropriate investment for a **nonprofit** ~~not-for-profit~~ organization.

## Policy 8.8

### Audit

1. The annual audit is defined in Article V, Section 4(d) of the Bylaws of Toastmasters International and is further subject to the requirements of the California Nonprofit Integrity Act **of 2004**, which requires appointment of and functions to be fulfilled by an Audit Committee, **described in Article VII, Section 5 of the Bylaws of Toastmasters International**.
2. The auditing firm's report is presented to the Board of Directors before it is made public.
3. A condensed form of the auditors' report is published on the Toastmasters International website annually.
4. The auditing firm acts as consultants to the Executive Committee upon request.

## International Campaigns and Elections

### 1. Schedule

Date	Action
September 1	Call for candidate declarations.
October 1	Deadline for <b>International e</b> Officer and <b>e</b> 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.
April 15	ILC announces <b>International e</b> Officer and <b>e</b> Director candidates by this date, when practicable. Floor candidates, who have completed the ILC evaluation process, for <b>e</b> Officer or <b>e</b> 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 a term of service beginning in August of the same year. International **e**Officers and **e**Directors may recommend appointees.
- D. Three **(3)** members of the ILC are **p**Past **i**International **p**Presidents:
  - I. The **p**Past **i**International **p**President whose term as **i**International **p**President was completed ~~18 months~~ **two (2) terms** prior to the February appointment serves as chair for one **(1)** year.
  - II. The **p**Past **i**International **p**President whose term as **i**International **p**President was completed ~~six months~~ **the term** prior to the February appointment serves as ~~vice-chair~~ **co-chair** for one **(1)** year and chair the following year.
  - III. One **(1)** additional **p**Past **i**International **p**President is appointed by the International President-Elect to serve as a committee member for one **(1)** year.
- E. Vacancies in offices held by **p**Past **i**International **p**Presidents may be filled by any **p**Past **i**International **p**President, except by the Immediate Past International President.
- F. One **(1)** member from each region serves a two-year term on the ILC. The member is a **p**Past **i**International **e**Director or, if a **p**Past **i**International **e**Director who is willing

and able to serve cannot reasonably be found, a ~~p~~Past ~~d~~District ~~d~~Director from that region may serve.

- 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 ~~a~~Advisors, ~~d~~District leaders (including the ~~i~~Immediate ~~p~~Past ~~d~~District ~~d~~Director), and campaign managers or other lead members of an ~~i~~International ~~e~~Officer or ~~d~~Director candidate campaign team do not serve on the committee.
- I. A committee member may not be a candidate for international office for one (1) year after leaving the ILC nor serve two (2) 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 (1) year or less may be filled by a committee member whose full term expired within the prior two (2) years.
- K. The ILC nominates at least one (1) and no more than two (2) 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 (2) candidates for Second Vice President.
- M. The ILC nominates at least two (2) candidates for the open ~~i~~International ~~d~~Director positions with the exception that one (1) 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 ~~e~~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 ILC~~ 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 ~~p~~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 ~~e~~OOfficer and ~~d~~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 **International ~~e~~OOfficer** and **~~d~~Director** candidates from ILC members and ~~members of the Board~~ **Board Members**.
- B. Each **International ~~e~~OOfficer** ~~and or~~ **~~d~~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 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 ~~E~~cchair of the Region Advisor Selection Committee and Chief Executive Officer.
- C. For ~~s~~**S**Second ~~v~~**V**ice ~~p~~**P**resident candidates, the assessment tool is sent to:
  - I. International ~~e~~OOfficers who served while the candidate was an ~~i~~**I**nternational ~~d~~**D**irector
  - II. International ~~d~~Directors who served while the candidate was an ~~i~~**I**nternational ~~d~~**D**irector
  - III. The ~~r~~**R**egion ~~a~~**A**dvisor from the same region who served while the candidate was an ~~i~~**I**nternational ~~d~~**D**irector
  - IV. The candidate
- D. For ~~f~~**F**irst ~~v~~**V**ice ~~p~~**P**resident and ~~i~~**I**nternational ~~p~~**P**resident-~~e~~**E**lect candidates, the assessment tool is sent to:

- I. International **e**Officers who served while the candidate was an **i**International **e**Officer and **i**International **d**Director.
  - II. International **d**Directors who served while the candidate was an **i**International **e**Officer and **i**International **d**Director.
  - III. The **r**Region **a**Advisor from the same region who served while the candidate was an **i**International **d**Director.
  - IV. The candidate.
- E. For **i**International **d**Director candidates, the assessment tool is sent to:
- I. The **r**Region **a**Advisor, **i**International **d**Director, **p**Program **q**Quality **d**Director (PQD), **e**Club **g**Growth **d**Director (CGD), **i**Immediate **p**Past **d**District **d**Director (IPDD), **d**District **f**Finance **m**Manager, **District a**Administration **m**Manager, **District p**Public **r**Relations **m**Manager, and **d**Division **d**Directors who served while the candidate was **d**District **d**Director (DD).
  - II. The **r**Region **a**Advisor, the **i**International **d**Director, DD, CGD, IPDD, **d**District **f**Finance **m**Manager, **District a**Administration **m**Manager, **District p**Public **r**Relations **m**Manager, and **d**Division **d**Directors who served while the candidate was PQD.
  - III. The **r**Region **a**Advisor, the **i**International **d**Director, DD, PQD, IPDD, **d**District **f**Finance **m**Manager, **District a**Administration **m**Manager, **District p**Public **r**Relations **m**Manager, and **d**Division **d**Directors who served while the candidate was CGD.
  - IV. The **d**District **d**Directors, **p**Program **q**Quality **d**Directors, and **e**Club **g**Growth **d**Directors who served in the region while the candidate was a **r**Region **a**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 **p**Policy violations by candidates.
- C. Each ILC member votes to nominate one **(1)** candidate for International President-Elect, First Vice President, and International President **(if necessary)** and two **(2)** 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 **eDistrict-level** (including **aArea** and **eDivision**) role or apply for, or be selected as, a **rRegion aAdvisor** 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 **iInternational eOfficer** or **eDirector**. 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 **(5)** years.

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

- A. International **eOfficer** and **eDirector** 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 **iInternational eOfficer** and **eDirector** 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 **eDistrict-level** (including **aArea** and **eDivision**) role. Candidates serving in an elected or appointed **eDistrict-level** (including **aArea** and **eDivision**) role must resign immediately. If **a** candidates ~~removes him or herself~~ **themselves** from the

ILC evaluation process, or ~~is are~~ not nominated by the ILC and ~~does not~~ choose ~~not~~ to continue as a candidate, they are eligible to serve in a ~~d~~District-level (including ~~a~~Area and ~~d~~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 ~~r~~Region ~~a~~Advisors, ~~p~~Past ~~i~~International ~~p~~Presidents, ~~p~~Past ~~i~~International ~~d~~Directors, ~~i~~Immediate ~~p~~Past ~~d~~District ~~d~~Directors, ~~d~~District ~~d~~Directors, ~~p~~Program ~~q~~Quality ~~d~~Directors, and ~~e~~Club ~~g~~Growth ~~d~~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 ~~s~~Second ~~v~~Vice ~~p~~President and ~~i~~International ~~d~~Director may only visit clubs, ~~d~~Districts, and ~~d~~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 ~~d~~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 ~~d~~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 Board members~~, current and past ~~r~~Region ~~a~~Advisors, ~~p~~Past ~~i~~International ~~p~~Presidents, ~~p~~Past ~~i~~International ~~d~~Directors, ~~i~~Immediate ~~p~~Past ~~d~~District ~~d~~Directors, ~~d~~District ~~d~~Directors, ~~p~~Program ~~q~~Quality ~~d~~Directors, and ~~e~~Club



**gGrowth eD**irectors. Candidates may not send campaign messaging to club officers and **eD**istrict 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 **eO**fficer and **eD**irector candidates, for whom World Headquarters has a Letter of Intent on file, may send one **(1)** 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 **eO**fficer and **eD**irector candidates, for whom World Headquarters has a Letter of Intent on file, may send one **(1)** 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 **eO**fficer and **eD**irector candidates may conduct one **(1)** Voice/Video Conversation with each Campaign Messaging Recipient.
  - b. Candidates or their representatives may communicate with Campaign Messaging Recipients no more than two **(2)** times to set an appointment for a Voice/Video Conversation.
  - c. No candidate for **sS**econd **vV**ice **pP**resident or **iI**nternational **eD**irector (nor their representatives) may initiate unsolicited communications to **eD**istrict **eD**irectors, **pP**rogram **qQ**uality **eD**irectors, or **eC**lub **gG**rowth **eD**irectors outside the candidate's **eD**istrict 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 **eO**fficer candidates, or their representatives, shall not deliver a campaign speech at **eD**istrict events. Unopposed **iI**nternational **eO**fficer candidates may present an educational session and deliver a keynote speech. International **eO**fficer candidates may participate in other home **eD**istrict activities but may not serve in any **eD**istrict-level (including **aA**rea and **eD**ivision) role.

- b. International **eDirector** candidates, or their representatives, may deliver a presentation at **eDistrict** events (including **aArea** and **eDivision** events) only within their region. Candidates shall receive equal opportunity, with allotted time defined by the **eDistrict** (**aArea** and **eDivision**) **eDirector**. International **eDirector** candidates may participate in other home **eDistrict** activities but may not serve in any **eDistrict**-level (including **aArea** and **eDivision**) role.
    - c. Communications by the **eDistrict** in connection with a candidate's presentation at a **eDistrict** 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 **self-promote his-or-her for an International Officer or Director** 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 **International eOfficer** and **eDirector** 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 **media 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 an** 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 **i**International **e**Officer and **d**Director candidates or their representatives at the Candidate Corner at the International Convention.
- b. Districts may provide a Physical Campaign Place to **i**International **e**Officer and **d**Director candidates or their representatives at the Candidate Corner at **d**District conferences and other **d**District (including **a**Area and **d**Division) events.
- c. All **i**International **e**Officer and **d**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 **individual** 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 **media 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 **d**irectors, **p**rogram **q**uality **d**irectors, **e**club **g**rowth **d**irectors, **r**egion **a**dvisors, and **i**nternational **e**xecutives and **d**irectors must not take any action to endorse or to officially support any **i**nternational **e**xecutive or **d**irector 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, partner, or any family member of any **i**nternational **e**xecutive or **d**irector may not take any action to endorse or to officially support 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 **p**olicies and understand that violation of **p**olicy 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 ~~b~~Bylaws, ~~p~~Policy or ~~p~~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 ~~m~~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 ~~i~~International ~~e~~Officer and ~~d~~Director candidates.
- B. Prior to the International Convention, the International President appoints **International** ~~d~~Directors to serve as chair and co-chair of the Candidate Showcase. Other **International** ~~d~~Directors are assigned as needed.
- C. Opposed **International** ~~e~~Officer and all **International** ~~d~~Director candidates are limited to a six-minute interview. Unopposed **International** ~~e~~Officer candidates are limited to a three-minute interview. District leaders and **the** 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 **Member** ~~e~~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 **Member** ~~e~~Club to indicate how it wishes its votes to be cast.

- D. A ~~e~~Credentials ~~e~~Chair and two ~~(2) vice-chairs~~ **Co-Chairs** are appointed by the International President:
  - I. The appointees are current or past Board ~~m~~**M**embers.
  - II. A person may be reappointed as chair after a three-year interval.
  - III. Appointees are responsible for the operation of the ~~e~~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 ~~p~~**P**rotocol, and such ~~p~~**P**rotocol shall be modified as needed and adopted as ~~p~~**P**olicy 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 **(1)** ~~i~~International ~~e~~Officer, who serves as chair, appointed by the International President.
- II. At least two **(2)** ~~i~~International ~~e~~Directors appointed by the International President. Each member will serve a two-year term when practicable. For each year, one **(1)** member will be a first-year ~~i~~International ~~e~~Director and one **(1)** will be a second-year ~~i~~International ~~e~~Director.
- III. No more than eight **(8)** members representing a combination of 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.

- I. The Committee recommends one **(1)** RA for regions with eight **(8)** or fewer ~~e~~Districts.
- II. The Committee recommends two **(2)** RAs for regions with nine **(9)** or more ~~e~~Districts. The Committee recommends ~~e~~District assignments to RAs.

B. Individuals who apply for or who are selected to be **RAs Region Advisors** are paid members who have served 12 months as Immediate Past District Director (IPDD), **12 months as District Director (DD)** and who have served 12 months in **one (1) two** of the following **two (2) three** roles: ~~District Director (DD)~~, Program Quality Director (PQD) or Club Growth Director (CGD).

C. Individuals for whom an ~~i~~International ~~e~~Officer or ~~e~~Director Letter of Intent is on file at World Headquarters may not apply for or be selected as an **RA region advisor**.

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 by a professional assessment firm after the application process has closed. 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 Board of Directors, International Leadership Committee Chair and Chief Executive Officer.

III. The assessment tool is sent to:

- a. The ~~i~~International ~~e~~Director, ~~RA region-advisor~~, PQD, CGD, IPDD, ~~e~~District ~~f~~Finance ~~m~~Manager, ~~District a~~Administration ~~m~~Manager, ~~District p~~Public ~~r~~Relations ~~m~~Manager, ~~e~~Division ~~e~~Directors, and ~~a~~Area ~~e~~Directors who served while the applicant was DD.
- b. The ~~i~~International ~~e~~Director, ~~RA region-advisor~~, DD, CGD, IPDD, ~~e~~District ~~f~~Finance ~~m~~Manager, ~~District a~~Administration ~~m~~Manager, ~~District p~~Public ~~r~~Relations ~~m~~Manager, ~~e~~Division ~~e~~Directors, and ~~a~~Area ~~e~~Directors who served while the applicant was PQD.
- c. The ~~i~~International ~~e~~Director, ~~RA region-advisor~~, DD, PQD, IPDD, ~~e~~District ~~f~~Finance ~~m~~Manager, ~~District a~~Administration ~~m~~Manager, ~~District p~~Public ~~r~~Relations ~~m~~Manager, ~~e~~Division ~~e~~Directors, and ~~a~~Area ~~e~~Directors who served while the applicant was CGD.
- d. The applicant.

### 3. Position

- A. RAs support ~~e~~District leaders in their efforts to fulfill the ~~e~~District mission. Specifically, the RA:
  - I. Provides marketing support and expertise that expands the ~~e~~Districts' capacity to grow clubs and grow membership.
  - II. Leverages their experience and success as a Toastmasters leader to help the ~~e~~District ~~e~~Directors, ~~p~~Program ~~e~~Quality ~~e~~Directors, and ~~e~~Club ~~g~~Growth ~~e~~Directors develop as leaders, identify future leaders and create a succession plan.
  - III. Coaches the ~~e~~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.

#### 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 (2) consecutive terms. There is no limit on nonconsecutive terms.
- B. An RA may not campaign for, be elected to, or be appointed to any eDistrict office or role while serving as an RA.
- C. An RA may not be, or campaign on behalf of, an iInternational eOfficer or eDirector 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.

## Board of Directors

1. The Board as a whole, not as individuals, has the authority to direct and control Toastmasters International, following the provisions of Article V of the Bylaws of Toastmasters International.
2. Each Board ~~m~~Member upholds and follows the Toastmasters International mission in decisions and actions.
3. The Board is accountable to the voting membership.
4. ~~No~~ Board ~~m~~Members have ~~any~~ **no** right or authority to act on their own behalf in the name of the organization unless granted specific authority by the Board.
5. The Board of Directors makes decisions reserved exclusively to it and assumes the legal responsibility for its actions.
6. The Board is responsible for upholding the mission of Toastmasters International;; developing organizational strategy;; creating organizational ~~p~~**P**olicies;; appointing the Chief Executive Officer;; approving and overseeing budget and financial matters;; serving as ambassadors of Toastmasters International;; incorporating member needs into organizational decisions;; recommending improvements in programs and activities;; ensuring the implementation of organizational ~~p~~**P**olicy;; and handling significant member disciplinary matters.
7. Once the Board makes a decision, each Board ~~m~~Member, regardless of personal point of view, is obligated to support the decision in all contacts outside the Board.
8. The Board typically meets in-person ~~twice~~ **three (3) times** a year, and convenes throughout the year as necessary.

## Board of Directors Confidentiality

1. The Board assigns varying degrees of confidentiality to information based on whether it is confidential attorney-client communications; personnel and disciplinary matters; protection of the organization's proprietary trade secrets, business opportunities, and negotiations; and internal Board deliberations.
2. The following legal principles guide Toastmasters International's approach to confidentiality:
  - A. ~~Directors~~ **Board Members**, officers, employees, and other agents (including consultants) of the organization have fiduciary duties of care and loyalty to protect the best interests of the organization. These duties take effect when they enter a fiduciary relationship with the organization and may even continue after the relationship has ended.
  - B. Part of the fiduciary duty of care is the duty to protect the confidences of the organization. After a person ceases to be a ~~director~~ **Board Member**, officer, or other agent of the organization, that person may possess information received while in the capacity of a fiduciary. If the person uses or reveals such information in a manner damaging to the organization, the organization may take legal action.
  - C. The decision to disclose confidential information received in a fiduciary relationship with an organization belongs exclusively to the organization. Only those ~~officers~~ **individuals** authorized by the organization to disclose confidential information may do so.
  - D. The law does not require that Board meetings of a nonprofit public benefit corporation be open to the public or even to voting members of the corporation. Board materials properly classified as confidential may be withheld from the public and from members.
3. A confidentiality violation by a ~~director~~ **Board Member**, officer, employee, agent, or member subjects the violator to removal, termination, expulsion, suspension, or other disciplinary action as may be appropriate under the Toastmasters International governing documents, the ~~eClub~~ **eC**onstitution of the club to which the violator belongs, the personnel policies of World Headquarters, or the terms of any contract with the violator.

## Board of Directors Committees

### 1. Executive Committee

- A. The Executive Committee is comprised and its powers and duties are **as** 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 **pP**olicies 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 **pP**olicy 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 ~~m~~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 (3) years, reviews member dues at least every three (3) years, and reviews the Toastmasters International Reserves ~~p~~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~~ Board Members 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.
- H. All signatories on Toastmasters International's corporate bank accounts, including ~~d~~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 ~~e~~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 ~~e~~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 ~~e~~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.

- I. The Chief Executive Officer, Chief Operations Officer and Controller, collectively, have authority to establish and maintain Toastmasters International ~~e~~District bank accounts as necessary to enable ~~e~~Districts to conduct Toastmasters business. All Board ~~m~~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 ~~p~~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 chair~~, 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 ~~p~~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 subcommittees 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~~ **ACPP** is to submit comments and recommendations for consideration of the Board.
- B. When a quorum is not present at an ACPP meeting, any action taken must thereafter be approved by a majority vote of all ACPP members for it to take effect. Approval shall occur by mail, email or other electronic means, or by voice vote at the next ACPP meeting at which a quorum is present.
- 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~~ **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, t~~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 ~~e~~**C**hair 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 **eC**ommittee provide individual feedback to the Committee **eC**hair.
  - c. Individual members of the Committee shall not speak on behalf of the ACPP when communicating with ~~members of the~~ Board **Members** 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 **eD**istrict conference visits.
- K. The role and processes of the ~~Advisory Committee of Past International Presidents~~ **ACPP** 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 **(1)** 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 ~~p~~Past ~~I~~International ~~p~~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.

## Policy 11.6

### International President

1. The role of the International President is defined in Article VI, Section 4 of the Bylaws of Toastmasters International.
2. The International President is the chief elected officer of the corporation. The International President is elected only in cases described in Bylaws of Toastmasters International, Article III, Section 11(a).
3. The International President is accountable to the Board for the proper performance of duties.
4. The International President is authorized to direct and coordinate the activities of the Board committee chairs except as limited by the Bylaws or orders of the Board.
5. The International President is authorized to lead the Executive Committee and the Chief Executive Officer in the performance of their duties and allocate such duties as needed.
6. The International President is authorized to work closely with the Chief Executive Officer in the accomplishment of strategic objectives.
7. The International President is authorized to represent Toastmasters International and the Board as official spokesperson in corporate and community relations.
8. The International President is authorized to make expenditures to **further enhance** public relations without further approval by the Board, within the limits of amounts budgeted for that purpose. The International President shall present a report to the Board of these expenditures at its following meeting.
9. In the occurrence of any circumstance or event, other than resignation or death, which limits full service or affects expense allowance entitlements of any member of the Board, the International President may, after investigation, recommend to the Executive Committee any advisable action.
10. The International President may only sign contracts, agreements, or other documents on behalf of the corporation, at the request of the Chief Executive Officer ~~or~~ **and** as authorized by the Board.

## Chief Executive Officer

1. The role of the Chief Executive Officer is defined in Article VI, Section 6 of the Bylaws of Toastmasters International.
2. The Chief Executive Officer is liaison to the Strategic Planning Committee and the Advisory Committee of Past Presidents.
3. The Board or Executive Committee, **within the limits of their authority**, may delegate additional authority or responsibilities to the Chief Executive Officer.
4. The Chief Executive Officer is responsible for directing the execution of mandates established by the voting membership at the Annual Business Meeting and of **pP**olicies and decisions approved by the Board.
5. The Chief Executive Officer supports the International President, Executive Committee, and Board in strategic planning and implementation; in budget preparation and financial management; with minutes, reports, and proposals; and through assessments and recommendations for improvements.
6. The Chief Executive Officer oversees all aspects of Toastmasters International's administration and operation including, but not limited to, communications and service to all members; education and training program research, development, and implementation; public relations, branding, and marketing; resource creation, production, and delivery; World Headquarters operations; the International Convention; leader training; and the approval of contracts, checks, and other documents.

## Secretary-Treasurer

1. The ~~s~~**S**ecretary-~~t~~**T**reasurer role is defined in Article VI, Section 7 of the Bylaws of Toastmasters International.
2. As ~~s~~**S**ecretary, the staff member ~~supervises keeping~~ **supervises the maintenance of** a complete record and minutes of the proceedings of the Board of Directors and its committees; supervises giving notices as are proper or necessary; and issues the minutes of the Board meetings and the Executive Committee meetings prepared under the supervision of the Chief Executive Officer, and subject to review by the International President-Elect and the Board of Directors prior to circulation.
3. The ~~s~~**S**ecretary provides the Board, at the meeting before the International Convention, minutes and supporting background documents for items that have previously been classified Restricted or Highly Confidential for the Board to determine if the classification for each item should be modified.
4. As ~~t~~**T**reasurer, the staff member supervises the charge and custody of all funds of the corporation; deposits funds in the manner prescribed by the Board; and maintains adequate and correct accounts of the corporation's properties and business transactions, and renders reports and accountings as required.
5. As ~~t~~**T**reasurer, the staff member may delegate, at the direction of the Chief Executive Officer, some or all of the powers and duties, including the functions of a chief financial officer, to an assistant treasurer whose job description, as a member of World Headquarters staff, includes such powers and duties.

## Policy 11.10

### **Legal Counsel**

1. The corporation retains legal counsel to represent Toastmasters International as needed, including an attorney or law firm to serve as general counsel in one **(1)** or more fields of practice.
2. The Executive Committee selects general counsel on the recommendation of the Chief Executive Officer.
3. Only the International President and Chief Executive Officer refer matters to legal counsel.
4. Other legal counsel, in areas such as patent, trademark, litigation, and employment, may be engaged on behalf of the corporation by the Chief Executive Officer.
5. Legal counsel is engaged on financial terms determined by agreement between the Chief Executive Officer and, if the matter involves the Chief Executive Officer, the International President.

## Board of Directors Conflict of Interest

### 1. Purpose

- A. The purpose of this ~~p~~Policy is to protect Toastmasters International's interests when it is contemplating entering a transaction that might benefit the private interests of a ~~director~~ **Board Member**, a corporate officer, the ~~top~~ **senior** management or ~~top~~ **senior** financial official, a key employee (defined in the Acknowledgment and Financial Interest Disclosure Statement), a person with substantial influence over Toastmasters International, or another interested person.
- B. The Board oversees an annual review of the administration of this conflict of interest policy.
  - I. The review may be written or verbal.
  - II. The reviewers consider the level of compliance with the ~~p~~Policy, the continuing suitability, and whether the ~~p~~Policy should be modified, improved and updated.

### 2. Definitions

- A. "Insider" refers to a person with substantial influence over Toastmasters International.
  - I. Each member of the Board or other governing body is an insider.
  - II. The President, Chief Executive Officer, Chief Operating Officer, Treasurer and Chief Financial Officer, or any person with the responsibilities of any of these positions (whether or not the person is an officer of Toastmasters International under the Bylaws and the California Corporations Code) are insiders.
  - III. Any other person whom the Board, based on the facts and circumstances, determines to have substantial influence over Toastmasters International is an insider. Such persons include the founder, a substantial contributor, a person with managerial authority, or a person with control over a significant portion of Toastmasters International's budget (such as a key employee).
  - IV. Any person who met any of the above definitions at any time during the five **(5)** years before the proposed transaction is an insider.
- B. "Interested person" refers to insiders and the following:
  - I. Spouses (including their ~~brothers and sisters~~ **siblings**), ancestors, children, grandchildren, great-grandchildren, ~~brothers, sisters~~ **siblings**, and the spouses of their children, grandchildren, great-grandchildren, ~~brothers, and sisters~~ **and siblings** of any insider.
  - II. Any entity in which any combination of insiders owns more than 35% ~~percent~~ of the combined voting power, if the entity is a corporation; profits interest, if a partnership **or limited liability company of any type**; or beneficial interest, if a trust or estate.

- C. “Interest” refers only to those financial commitments, investments, obligations, economic benefits, or other relationships between an interested person and Toastmasters International that are subject to Internal Revenue Code Section 4958, California Corporations Code Sections 5233 through 5236, or any other applicable federal, state, or local law or regulation governing conflicts of interest or fiduciary duties that require any action by Toastmasters International.
- D. “Person” refers to any individual or entity, including a trust, estate, partnership, **limited liability company of any type**, association, company, or corporation.
- E. “Transaction” refers to any transaction, agreement, or arrangement between an interested person and Toastmasters International, or between Toastmasters International and any third party where an interested person has an interest in the transaction or any party to it.

Transactions specifically identified as presenting no conflict of interest by applicable law, or by a Toastmasters International **pPolicy** or **pProtocol**, to govern certain similar transactions and impartially administered, are excluded from the term transaction for purposes of this **pPolicy**.

Toastmasters International does not engage in any transaction prohibited by law.

### 3. Process

- A. Each interested person discloses to the Board or Executive Committee or other Board committee empowered to approve a specific transaction or type of transaction, in either case, (“Committee”), all material facts regarding **such person’s his, her, or its** interest (including relevant affiliations) in the transaction.
  - I. The interested person makes that disclosure promptly upon learning of the proposed transaction.
  - II. Insiders make disclosures on behalf of interested persons related to them unless the related interested person does so.
  - III. Committee powers and procedures depend on state corporate law and the authority properly delegated to the Committee by the Board.
- B. With regard to an interested person, the Board or Committee determines if a conflict of interest exists. The insider and any other interested person involved with the transaction is not present during the Board or Committee’s discussion or determination of whether a conflict of interest exists, except as provided below.
- C. The Board or Committee follows the process below to decide what measures are needed to protect Toastmasters International’s interests in light of the nature and seriousness of the conflict; to decide whether to enter the transaction; and, if so, to ensure that the terms of the transaction are appropriate.
- D. An insider who is a voting member of the Board does not vote on any transaction in which that insider has an interest, and the remaining Board or Committee members decide the matter.
- E. The Board or Committee asks questions of and receives presentations from the insiders and any other interested person, but deliberates and votes on the transaction in their absence.

- F. The Board or Committee ascertains that all material facts regarding the transaction and the interested person's conflict of interest have been disclosed to the Board or Committee and compiles appropriate data to ascertain whether the proposed transaction is fair and reasonable to Toastmasters International.
- G. After exercising due diligence, which may include investigating alternatives that present no conflict, the Board or Committee determines whether the transaction is in Toastmasters International's best interest, for its own benefit, and whether it is fair and reasonable; a majority of disinterested ~~members of the~~ Board **Members** or Committee may approve the transaction.
- H. Decisions regarding a voting member of the Board with a material financial interest in a transaction may be made initially by a Committee in a case where it is not reasonably practicable to obtain advance Board approval, but must be ratified by the Board at the following meeting.
- I. If the transaction does not involve a voting member with a material financial interest, the transaction may be approved by the Board or Committee by majority vote of those present at a meeting for which quorum requirements have been met.
- J. The minutes of any meeting of the Board and any Committee contain the name of each interested person who disclosed or was otherwise determined to have an interest in a transaction; the nature of the interest and whether it was determined to constitute a conflict of interest; any alternative transactions considered; the ~~members of the~~ Board **Members** or Committee who were present during the debate on the transaction, those who voted on it, and to what extent interested persons were excluded from the deliberations; any comparability data or other information obtained and relied upon by the Board or Committee and how the information was obtained; and the result of the vote, including, if applicable, the terms of the transaction that were approved and the date they were approved.
- K. Each ~~director~~ **Board Member**, corporate officer, ~~top senior~~ management official, ~~top senior~~ financial official, and key employee and others that Toastmasters International identifies annually signs a statement that affirms that the person has received, read, understands, and agrees to comply with this conflict of interest policy and that discloses the person's financial interests and family relationships that could give rise to a conflict of interest.
- L. All such statements by ~~directors and officers~~ **Board Members** are filed with the minutes of the meetings of the Board or Committee; statements by others are retained in their personnel files.
- M. If the Board has reasonable cause to believe that an insider has failed to disclose actual or possible conflicts of interest, including those arising from a transaction with a related interested person, it shall inform such insider of the basis for this belief and afford the insider an opportunity to explain the alleged failure to disclose. If, after hearing the insider's response and making further investigation as warranted by the circumstances, the Board or Committee determines that the insider has failed to disclose an actual or possible conflict of interest, the Board or Committee takes appropriate disciplinary and corrective action.



- N. In situations in which a transaction involving a conflict of interest is discovered after it has already occurred or begun, the Board or Committee conducts a review as described above and determines whether disciplinary or corrective action is possible or warranted. In appropriate cases, the Board or Committee may determine that ratification of the transaction is in Toastmasters International's best interest, for its own benefit, and is fair and reasonable.

## Board of Directors Conduct

1. All Board **mMembers**' actions and communications are to be ethical and consistent with Toastmasters International's Bylaws, **pPolicies**, **pP**rotocols, mission, vision, and **core** values.
2. Board **mMembers** do not support, aid, facilitate, invite, or condone anyone or anything that interferes with or is detrimental to the programs, proceedings, or affairs of Toastmasters International.
3. Violations include, but are not limited to, a breach of Board confidentiality; harassment; discrimination; illegal, dishonest, or unethical behavior; failure to uphold Toastmasters International's Bylaws, **pPolicies** or **pP**rotocols; and undermining a decision of the Board.
4. Disciplinary measures include, but are not limited to, a warning; a reprimand; correction of the infraction; commitment to non-recurrence; acknowledgement of the infraction or violation; apology to affected parties; private or public censure from the Board; suspension of ~~Board Forum~~ access **to Toastmasters online communications**; curtailment of specific nonessential Board activities; non-reimbursement of expenses; removal of **eD**istrict visit privileges; financial restitution to persons affected or to the organization for costs of the disciplinary process; suspension of Board privileges for a specific time, retaining only voting and corporate rights; and removal from good standing, thereby ending the person's membership and disqualifying the person from continuing to serve on the Board.
5. Disciplinary action for a violation is based on the severity of the offense:
  - A. A level-one violation is a minor infraction (for example: inappropriate or disrespectful behavior at a meeting, or relating to the World Headquarters staff; consistently missing or being unprepared for board meetings)
    - I. The Chief Executive Officer investigates a level-one violation and consults with the International President.
    - II. The ~~Chief Executive Officer and/or~~ International President engages **s** in disciplinary communication (oral and/or written) to the Board **mMember**.
    - III. If correctable, the Board **mMember** acknowledges the infraction and corrects it.
    - IV. If not correctable, the Board **mMember** acknowledges the infraction and commits to non-recurrence.
    - V. The ~~Chief Executive Officer and/or~~ International President advises **s** the Executive Committee of the situation; the Executive Committee reports the matter to the Board.
    - VI. The Board **mMember** may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the disciplinary communication.

- B. A level-two violation is a medium violation (for example: an inadvertent breach of confidentiality; **violates commits**, promotes, or ignores **the a** violation of Toastmasters **b**Bylaws, **p**Policy or **p**Protocol)
- I. The Chief Executive Officer investigates a level-two violation and consults with the International President.
  - II. The Chief Executive Officer and International President consult with the Executive Committee.
  - III. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures; the Executive Committee reports that matter to the Board.
  - IV. The International President engages in a disciplinary communication (oral and written) to the Board **m**Member.
  - V. The Board **m**Member commits to non-recurrence.
  - VI. The Board **m**Member may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the written disciplinary communication.
- C. A level-three violation is a severe violation (for example: excessive inappropriate or disrespectful behavior at a meeting, or relating to the World Headquarters staff; consistently missing or being unprepared for board meetings; promoting the violation of Toastmasters **b**Bylaws, **p**Policy or **p**Protocol; deliberately violating the **b**Board's duties of care, obedience, and fiduciary responsibility)
- I. The Chief Executive Officer investigates a level-three violation and consults with the International President.
  - II. The Chief Executive Officer and International President consult with the Executive Committee.
  - III. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures, up to and including a hearing to consider removal of the Board **m**Member's good standing.
  - IV. The International President presents the situation and the Executive Committee's recommendations to the Board.
  - V. If the Board decides to proceed with a hearing to consider removal of the Board **m**Member's good standing, appropriate procedures are followed.
  - VI. If the Board decides not to proceed with a hearing to consider removal of the Board **m**Member's good standing, the International President engages in disciplinary communication (oral and written) to the Board **m**Member, including appropriate disciplinary measures, as decided by the Board.
  - V. There is no appeal against the Board's decision.
6. If a Board **m**Member repeats an infraction or violation of the same level, the disciplinary process may move to the subsequent level at each occurrence.

7. If the International President is believed to have committed an infraction or violation, the International President-Elect performs the functions of the International President described above.
8. When a member of the Executive Committee or Board is believed to have committed an infraction or violation, the member may attend and speak during the body's discussion of the matter but may not vote on the matter and is excused from the meeting during the final deliberations and vote.

## Club and Membership Eligibility

### 1. Club Reinstatement

- A. Clubs inactive for one **(1)** full dues renewal period may be reinstated within the following dues renewal period. ~~by one of two methods:~~ **To do so, the club, or its individual members when verified by a club officer, pay all of the following in full:**
- I. Current renewal dues for a minimum of eight (8) individual members, at least three (3) of whom were individual members of the club immediately prior to its inactive status;**
  - II. Any ~~past due overdue~~ account balance;**
  - III. And one of the following fees or dues:**
    - a. a reinstatement fee equal to the current individual semiannual dues amount multiplied by eight (8) to cover the missed period. By this method, membership of individual members begins the date of club reinstatement; continuous membership is lost.**
    - b. dues for all individual members in the club during the previous reporting period. Membership of individual members continues from the dates they originally joined the club.**
- ~~I. The club, or its individual members when verified by a club officer, pay all of the following in full: current renewal dues for a minimum of eight individual members, at least three of whom were individual members of the club immediately prior to its inactive status; any past due account balance; and a reinstatement fee equal to the current individual semiannual dues amount multiplied by eight to cover the missed period. By this method, membership of individual members begins the date of club reinstatement; continuous membership is lost.~~
- ~~II. The club, or its individual members when verified by a club officer, pay all of the following in full: current renewal dues for a minimum of eight individual members, at least three of whom were individual members of the club immediately prior to its becoming inactive, any past due account balance, and dues for all individual members in the club during the previous report period. Membership of individual members continues from the dates they originally joined the club.~~
- B. Clubs inactive for two **(2)** or more full dues renewal periods are required to be chartered as new clubs, meeting all chartering requirements.

### 2. Members with Disabilities

- A. Various external laws apply to facilities and organizations regarding their responsibilities, if any, to provide accommodation to support the participation of persons with disabilities. If no public accommodation is involved, the laws may not apply.

- B. Toastmasters International and each of its subordinate units, including regions, **e**Districts, **e**Divisions, and **a**Areas, shall comply with applicable laws regarding accommodations for persons with disabilities in the jurisdictions in which meetings or other functions are held.
- C. Since Toastmasters **Member e**Clubs are separate legal entities, their legal obligations with respect to persons with disabilities may differ from the obligations of Toastmasters International, depending on national, state, or local regulations and the availability of facilities for meetings in their communities. It may not be reasonable, feasible, or possible to provide accommodation in every instance.
- D. Where disability laws apply, it is the responsibility of the highest-ranking officer at the level for which an event is planned (e.g., the **e**District **e**Director for a **e**District, the **e**Club **p**President for a club) to determine what laws and regulations may apply regarding accommodations for persons with disabilities at the event facility.
- E. If the responsible person determines that an event facility must meet a certain standard of disability accommodation, a written guarantee shall be obtained from the facility owner or operator that the facility complies with that standard and holds Toastmasters International or the club harmless if the facility should violate that standard. If a claim or suit is subsequently brought against Toastmasters International or the club regarding disability accommodation at such event, defense of the claim or suit shall be tendered immediately to the facility owner or operator.
- F. In the case of practical limitations or unforeseen circumstances that could result in some obstacle, hindrance, or other difficulty for a person with a disability at an event, Toastmasters International cannot and does not promise full participation in its programs to persons who are not able to participate through their own efforts.

### **3. Online Attendance at Club Meetings**

- A. Online attendance is defined as any member participating and interacting in a club meeting through the use of live audio and video conferencing tools utilizing an online platform.
  - I. Participants are not in the same physical location as the rest of the club members attending the in-person meeting.
  - II. Participants must be able to communicate with all other members in attendance at the in-person meeting.
  - III. Online participation in a club meeting does not include voice-only teleconferencing, recorded video, or recorded audio.
- B. Clubs that opt to allow online attendance at the regular in-person meeting must specify this in the Addendum of Standard Club Options.
- C. Each club determines the type of online platform(s) to be used and must acquire it at the club's expense if there is a fee for use.
- D. Each member participating in online club meetings will provide their own technology at their own expense if there is a fee for use.

#### **4. Online Clubs**

- A. Online clubs are defined as having a majority of members attending meetings through the use of live, online video-conferencing tools.
  - I. Each online club determines the type of online platform(s) to be used and must acquire it at the club's expense if there is a fee for use.
  - II. Each member participating in an online club will provide their own technology at their own expense if there is a fee for use.
  - III. Voice-only teleconferencing, recorded video, or recorded audio are not acceptable forms of attendance.
- B. Online clubs must begin existence as newly chartered clubs. Existing clubs may not become online clubs, nor may online clubs change their status and become in-person clubs.
- C. Online clubs are undistricted.
- D. Online clubs must self-identify as such in the Addendum of Standard Club Options.

## Club Constitution: Modifications to Comply with Local law

### 1. Authority

The ~~Toastmasters International~~ Club Constitution **for Clubs of Toastmasters International**, Article XI, Section 3, governs local jurisdictional law matters related to clubs.

### 2. Jurisdictional Modifications

Following are jurisdictions in which certain modifications to the Club Constitution are justified in order for clubs located within such jurisdictions to function legally. By virtue of this Protocol, the portions of the Club Constitution applicable to such clubs are hereby modified as stated below. No action by the clubs affected is necessary; the modification applies automatically and universally to all those clubs within the listed jurisdiction.

- A. Australia: Article XI, Section 2 is modified to read: “In the event of dissolution of this club, distribution of any funds, after payment of any indebtedness, shall be made by contribution to another Toastmasters club located in and subject to the laws of Australia.”
- B. Malaysia: Article XI, Section 3, insert a new paragraph that reads: “All Toastmasters clubs in Malaysia must register as a society with the Registry of Societies.”
- C. Singapore: Article XI, Section 3, insert a new paragraph that reads: “All Toastmasters clubs in Singapore, which are not operating under the umbrella of an existing society or corporation, must register with the Registrar of Societies.”
- D. United States: Article XI, Section 3, insert a new paragraph that reads: “All Toastmasters clubs in the United States must register with the Internal Revenue Service under Toastmasters International’s nonprofit group exemption.”
  - a. California: Article XI, Section 3, insert a new paragraph that reads: “All Toastmasters clubs in California must register with the Secretary of State.”



Protocol 3.0  
**Ethics and Conduct**

**1. Violation Reporting**

- A. If an ethics or conduct violation arises, it is to be handled initially at the ~~lowest or~~ closest practical level to the incident.
- B. If the resolution of a violation is not satisfactory, the matter may be safely reported to ~~the next a higher~~ level. Club-level matters not resolved at the club level are reported to World Headquarters.
- C. If the matter is not reported, the ~~next higher~~ level is not to be held responsible for the situation.
- D. The person receiving the report shall conduct a confidential investigation and shall initiate appropriate action to resolve the matter.
- E. Regardless of the level at which an incident occurs, if any person involved in the matter believes it was not resolved in accordance with the governing documents of Toastmasters International, or if the process is not feasible, such person may promptly report the situation to the Chief Executive Officer or to the International President if the Chief Executive Officer is charged with a violation.
- F. Any claim, threat of lawsuit, or lawsuit involving an ethics violation occurring ~~outside above~~ the club level must be reported promptly to the Chief Executive Officer.
- G. In jurisdictions where laws are stricter than the Toastmasters International governing documents, members and clubs are required to observe the stricter standards.
- H. Suspected violations of criminal law, such as embezzlement, theft, assault, or trespass should be reported to the appropriate law enforcement authorities in the jurisdiction. Any such violation occurring outside the club level must be reported to World Headquarters.**

**2. Club Procedure to Discipline a Member**

- A. Disciplinary actions conducted by a club relating to an individual member are addressed in Article II, Section 6 of the Club Constitution. Each club is responsible for handling its own disciplinary matters following Toastmasters ~~p~~Policy and ~~p~~Protocol. District ~~leaders officers~~ have no club-level authority and shall not be involved in club-level disciplinary matters. World Headquarters, at the request of club officers, provides counsel and direction in matters of process.
- B. The ~~following~~ process **set forth below in C through K** applies if a club considers disciplining an individual member. This includes, but is not limited to, situations in which the International President requests that the club initiate proceedings against a particular member.
- C. An individual member who wishes to express concern about any ethics and conduct or other violations involving a member of the ~~e~~Club ~~e~~Executive

~~e~~Committee or club may submit a ~~written~~ complaint containing reasonably credible information to the ~~e~~Club ~~p~~President, **who becomes the investigative officer**. If the ~~e~~Club ~~p~~President is the **charged member** ~~charged, has a conflict of interest, or is exhibiting undue bias~~, the next highest-~~ranking level~~ club officer replaces the ~~e~~Club ~~p~~President throughout the remainder of the proceedings. **A conflict of interest occurs when the Club President has a business or personal relationship with the charged member. In such cases, the Club President must not participate in the investigation.**

D. If the ~~club-president~~ **investigative officer** believes the member complaint to be reasonably credible, a confidential investigation must be completed within a reasonable time. The ~~club-president~~ **investigative officer** discusses the findings from the investigation with the complaining member and the charged members (separately or together) in an effort to reach a mutually agreeable resolution. If a resolution is reached, the matter is closed.

E. If a resolution is not reached, the ~~club-president~~ **investigative officer** refers the matter to the ~~e~~Club ~~e~~Executive ~~e~~Committee. The ~~e~~Club ~~e~~Executive ~~e~~Committee determines, by a majority vote, whether:

**I. Sufficient evidence of alleged violations exists**

**II. A disciplinary hearing takes place.**

**III. The disciplinary hearing is conducted by the ~~e~~Club ~~e~~Executive ~~e~~Committee or the club members.**

**F. The following disciplinary actions are available to the club:**

**I. Request a public apology**

**II. Letter of censure**

**III. Suspension of up to 90 days**

**IV. Decline to renew membership**

**V. Terminate membership in the club**

**VI. Refer the matter to World Headquarters for further investigation**

**G. A Notice of Hearing is required to conduct a disciplinary hearing. The Notice of Hearing shall include the following:**

**I. Location, date and time of the hearing**

**II. A list of the charges**

**III. The specific Policy or Protocol referring to the charges**

**IV. The potential disciplinary actions available to the club, as listed above**

**H F.** This is the disciplinary hearing procedure, ~~whether~~ **when** conducted by the ~~e~~Club ~~e~~Executive ~~e~~Committee ~~or the club members~~.

- ~~I. The club executive committee/club members recommends, by majority vote, membership termination or other disciplinary action.~~
- ~~I II. The eClub eExecutive eCommittee /club members then creates the Notice of Hearing and provides it written notice of the proposed disciplinary action and list the ethics and conduct or other violations that are the cause of the disciplinary hearing to the charged member.~~
- ~~II III. After receiving notice the Notice of Hearing, the charged member has 15 days to respond to the charges, either orally or in writing.~~
- ~~IV. If the member requests, the club executive committee/club members gives the member an opportunity to appear before the committee to discuss the issue. The committee notifies the member of the date, time, and location of the meeting.~~
- ~~III V. The eClub eExecutive eCommittee /club members distributes copies of the charges Notice of Hearing and any response from the charged member to all members of the eClub eExecutive eCommittee /club members no fewer than seven (7) days prior to the disciplinary hearing.~~
- ~~IV VI. After the 15-day response time, the eClub eExecutive eCommittee /club members votes on the proposed termination or other disciplinary action holds the disciplinary hearing.~~
  - ~~a. The club executive committee/club members provides reasonable notice of the agenda item to the club executive committee. The chair of the disciplinary hearing shall be the Immediate Past Club President unless unable to do so, in which case the highest-ranking club officer who is present will serve as chair. The investigative officer may not chair the hearing.~~
  - ~~b. The eClub eExecutive eCommittee /club members must have a quorum present (majority).~~
  - ~~c. At the disciplinary hearing, the investigative officer will present the list of charges to the Club Executive Committee.~~
  - ~~d. If the charged member requests, the charged member is given an opportunity to appear before the committee to address the charges.~~
  - ~~e. Club Executive Committee members may ask clarifying questions of the investigative officer and charged member.~~
  - ~~f. The charged member is excused for discussion and voting.~~
  - ~~g. The Club Executive Committee, by majority vote, determines if the charges are substantiated.~~
  - ~~h. If the charges are substantiated, the Club Executive Committee, by majority vote, determines the appropriate disciplinary action(s) to be taken.~~

- i. ~~€~~. In order to terminate membership, two-thirds of the ~~€Club €Executive €Committee~~ ~~/club members~~ present and voting must vote in favor of termination.

~~V~~ ~~VI~~. The charged member and club members are notified of the action taken.

~~VI~~ ~~VIII~~. The charged member may appeal the ~~€Club €Executive €Committee's~~ decision to the club within 15 days of the date of notice. ~~There is no appeal of a decision made by the club members.~~ **Below is the procedure to hold an appeal hearing:**

- a. **The Club Executive Committee sends notice of a special business meeting to all club members to conduct the appeal hearing, along with a copy of the original Notice of Hearing, no fewer than seven (7) days prior to the appeal hearing.**
- b. **The chair of the appeal hearing shall be the Immediate Past President unless unable to do so, in which case the highest-ranking club officer who is present will serve as chair. The investigative officer may not chair the hearing.**
- c. **The club must have a quorum present (majority).**
- d. **At the appeal hearing, the investigative officer will present the list of charges to the club members.**
- e. **If the charged member requests, the charged member will be given the opportunity to address the charges.**
- f. **Members of the club may ask clarifying questions of the investigative officer and the charged member.**
- g. **The charged member is excused for discussion and voting.**
- h. **A majority of members present and voting is required to overturn the Club Executive Committee's decision.**

~~IX.~~ ~~When an individual is removed from membership in a club, the club president must notify World Headquarters within seven days.~~

**I. Below is the disciplinary hearing procedure when conducted by the club members.**

- I. The Club Executive Committee creates the Notice of Hearing and provides it to the charged member.**
- II. After receiving the Notice of Hearing, the charged member has 15 days to respond to the charges, either orally or in writing.**
- III. The Club Executive Committee distributes copies of the Notice of Hearing, and any response from the charged member, to all members of the club no fewer than seven (7) days prior to the disciplinary hearing.**

- IV. After the 15-day response time, the club members hold a disciplinary hearing.
  - a. The chair of the disciplinary hearing shall be the Immediate Past President unless unable to do so, in which case the highest-ranking club officer who is present will serve as chair. The investigative officer may not chair the hearing.
  - b. The club must have a quorum present (majority).
  - c. At the disciplinary hearing, the investigative officer will present the list of charges to the club members.
  - d. If the charged member requests, the charged member is given an opportunity to appear before the club to address the charges.
  - e. Members of the club may ask clarifying questions of the investigative officer and the charged member.
  - f. The charged member is excused for discussion and voting.
  - g. The club members, by majority vote, determine if the charges are substantiated.
  - h. If the charges are substantiated, the club members, by majority vote, determine the appropriate disciplinary action(s) to be taken.
  - i. In order to terminate membership in the club, two-thirds of the club members present and voting must vote in favor of termination.
- V. The charged member and club members are notified of the action taken.
- VI. There is no appeal of a decision made by the club members.
- J. When an individual is removed from membership in a club, the Club President must notify World Headquarters within seven (7) days. If the Club President is the member removed, the next highest-ranking officer is responsible for notifying World Headquarters.
- K. If a member's appeal of a terminated club membership is successful, the Club President must notify World Headquarters within seven (7) days.

### 3. District Procedure to Discipline a Member

- A. Resignation or removal of a ~~d~~District officer is addressed in Article VII, Section(g) of the District Administrative Bylaws, ~~which requires no advance notice, hearing, or cause for removal. The district executive committee may choose to remove a district officer summarily or follow the disciplinary process set forth here.~~
- B. An individual member who wishes to express concern about any ethics and conduct or other violation involving a member of the ~~d~~District ~~e~~Executive ~~e~~Committee, other appointed ~~d~~District **leader official**, or an individual Toastmasters member participating in ~~d~~District activities, may submit a **written**

complaint ~~containing reasonably credible information~~ to the ~~d~~District ~~d~~Director. If the ~~d~~District ~~d~~Director is the **charged** member ~~charged~~, the next highest-**ranking level** ~~d~~District officer replaces the ~~d~~District ~~d~~Director throughout the remainder of the proceedings.

- C. ~~If t~~The ~~d~~District ~~d~~Director ~~believes the member complaint to be reasonably credible, a confidential investigation must be completed within a reasonable time~~ **a confidential investigation within seven (7) days**. The ~~d~~District ~~d~~Director discusses the findings from the investigation with the complaining member (complainant) and the charged member (separately or together) in an effort to reach a mutually agreeable resolution. If a resolution is reached, the matter is closed.
- D. If a resolution is not reached, the ~~d~~District ~~d~~Director **or the next highest-ranking District officer replacing the District Director** ~~refers the matter to the district executive committee~~ **appoints a District Disciplinary Committee** and informs World Headquarters. World Headquarters provides counsel and direction in matters of process. ~~The district executive committee determines, by a majority vote, whether:~~
  - ~~I. A disciplinary hearing takes place.~~
  - ~~II. The disciplinary hearing is conducted by the district executive committee or the district council.~~
- ~~E. The district director serves as chair for the disciplinary hearing.~~
- ~~F. This disciplinary procedure, whether conducted at the district executive committee or district council level, must be followed for all district-level disciplinary hearings.~~
  - ~~I. A hearing is conducted during a regular or special meeting, in person or by teleconference. All discussion and materials are subject to confidentiality restrictions determined by the committee/council.~~
  - ~~II. The complaining member, the charged member, and the committee/council members are notified of the date, time, location, and format of the hearing a minimum of 15 days before the hearing. The written notice shall include the proposed disciplinary action and list the ethics and conduct or other violations that are the cause of the disciplinary hearing.~~
- E. The District Disciplinary Committee has five (5) members: the Immediate Past District Director (chair), a Past District Director (co-chair), and three (3) DEC members, selected for their impartiality. If the Immediate Past District Director (IPDD) is involved in the complaint, a Past District Director chairs the committee and the IPDD is excused. Where there is no IPDD or insufficient PDDs, the District Director may invite other past District leaders to serve on the committee.**
- F. The committee receives copies of the original complaint, the charged member's response and the results of the District Director's confidential investigation and carries out further investigations at its discretion.**

- G. If the committee determines that sufficient evidence of alleged violations exists, charges are developed, and the member is notified that a hearing will take place. The hearing may be in person or by teleconference. All discussion and materials are subject to confidentiality.
- H. A Notice of Hearing is required to conduct a disciplinary hearing. The Notice of Hearing shall include the following:
  - I. Date, time and location, including in-person address or teleconference information
  - II. A list of the charges
  - III. The specific Policy or Protocol referring to the charges
- I. The charged member's club shall have the opportunity to participate as follows:
  - I. The charged member's club shall be entitled to the same written notice as the charged member, including any modified notice.
  - II. The charged member's club may choose to appear at the hearing or make a statement as a witness to the committee at its own cost only to present testimony within the limits stated below.
- J. After receiving the Notice of Hearing, the charged member has 15 days to respond to the charges, either orally or in writing.
- K. After the 15-day response time, the committee holds the disciplinary hearing.
- L. ~~III.~~ The ~~complaining member~~ **complainant** and the charged member have the opportunity to participate in the hearing. The committee/~~council~~ determines the time limit for discussions, as well as the amount of and the manner in which evidence is received, whether in person or in writing.
  - ~~IV. The committee/council receives copies of the original complaint, the charged member's response and the results of the district director's confidential investigation in advance of the hearing.~~
- M. ~~V.~~ The charged member provides any written, physical, or other evidence (other than ~~his or her~~ oral testimony) to the ~~district director~~ **committee** no later than 48 hours prior to the hearing.
- N. The hearing is a closed hearing. The only people permitted in attendance are the District Disciplinary Committee members, the complainant, the charged member, and witnesses. Witnesses may be suggested by the complainant, the charged member and the committee. If witnesses are in attendance, they speak only to the charges and evidence presented.
- O. ~~VI.~~ At the hearing, the ~~district director~~ **co-chairs**:
  - I a. Confirms that a quorum is present.

- II b.** Indicates the hearing is not a court of law, and that the disciplinary process is being followed as outlined in Toastmasters' governing documents.
- III e.** Advises **participants** that recording of the hearing is prohibited.
- IV d.** States that all discussion is limited to the charges and evidence presented.
- V e.** Presents findings from the ~~confidential~~ investigation. The findings may contain sensitive **and confidential** information. ~~received from the complaining member and from other witnesses confidentially, and the council/~~ **The committee may keep the source of information confidential choose not to permit the charged member to know their identity or to cross-examine them.**
- VI f.** Provides the charged member with a predetermined amount of time to speak and respond to the charges.
- VII g.** Provides any witnesses **who are** speaking a predetermined amount of time to speak.
- VIII h.** Excuses all parties present except the ~~district executive committee or district council~~ to **discuss the charges, evidence and response of the charged member** appropriate disciplinary action. ~~The charged member shall be excused, even if a member of the committee or council. Any member of the committee or council having a family, business, or personal relationship to the charged member, if the relationship may cast doubt on the member's ability to render an impartial judgment, shall also be excused.~~
- a. The committee discusses, and determines, by majority vote, whether the charges were substantiated.**
  - b. If the charges are substantiated, the committee discusses disciplinary action and determines, by majority vote, the proposed disciplinary action.**
- IX 4.** Disciplinary actions may include one **(1)** or more of the following:
- a. Private written censure of the member by the **District Executive Committee** ~~committee/council~~
  - b. Public written censure of the member by the **District Executive Committee** ~~committee/council~~
  - c. Suspension from participation in ~~d~~District **activities events** – not to exceed 18 months
  - d. Suspension or removal from ~~d~~District office
  - e. Suspension from eligibility to be elected or appointed to ~~d~~District office – not to exceed 18 months
  - f. Request that the Board of Directors conduct a disciplinary hearing to consider removing the individual from good standing with Toastmasters International.



**X. The committee makes a motion setting out the proposed disciplinary action to the District Executive Committee. The District Executive Committee may ask clarifying questions, and proceed to vote on the proposed disciplinary action. Voting may take place in person or in a virtual meeting, following the voting procedures outlined in Protocol 7.1: District Events.**

**XI 2.** Removal from office requires a two-thirds vote of the entire District Executive Committee. Other disciplinary action must be approved by ~~two-thirds~~ **a majority vote** of those present and voting.

~~P VII.~~ The charged member and World Headquarters are notified in writing within 24 hours of any disciplinary action. ~~Depending on the circumstances, the disciplinary process and the result may be kept completely confidential or partially confidential at the discretion of the committee/council. If the charged member or the complaining member has made the matter public, if certain club or district officers should be notified in order to minimize potential harm to other members, or in other appropriate situations, the best interests of Toastmasters International may require discreet communications to others.~~

~~VIII.~~ ~~The district executive committee's decision may be appealed to the district council. There is no appeal of the district council's decision. However, the Board of Directors may, on its own initiative, review the district's decision and reach a different conclusion in the best interests of Toastmasters International, its member clubs and individual members.~~

**Q. The disciplinary process and the outcome must be kept confidential, except in the following circumstances. The District Director or next highest-ranking District officer replacing the District Director communicates the information, after consultation with World Headquarters.**

**I. If the charged member or the complainant has made the matter public**

**II. If club officers or District leaders should be notified in order to minimize potential harm to other members**

**III. In other appropriate situations, when the best interest of Toastmasters International may require discreet communications to others**

**R. If the District Executive Committee approves disciplinary action, the charged member may appeal to the Board of Directors within 15 days.**

**S. The Board of Directors may, on its own initiative, review the District Executive Committee's decision and reach a different conclusion in the best interests of Toastmasters International, its Member Clubs and individual members.**

#### **4. Recognition Program Violations**

**A. The Chief Executive Officer is authorized to delay, deny, or withdraw the granting of any recognition award, or the acceptance at World Headquarters of any documentation in support of any such award, if it appears that there were**

misrepresentations by or on behalf of the individual, club, ~~a~~Area, ~~d~~Division, or ~~e~~District seeking the award.

- I. The final decision to deny or withdraw an award is the responsibility of and must be confirmed by the International President.
  - II. There is no right of appeal beyond the International President.
- B. If there are misrepresentations in the submission of a club's renewals, charter fees, or membership applications, that club shall be suspended from all performance results for the remainder of the program year.
- I. The ~~d~~District ~~d~~Director, ~~p~~PProgram ~~q~~Quality ~~d~~Director, and ~~e~~Club ~~g~~Growth ~~d~~Director shall be immediately notified of the action and provided the reasons for suspension.
  - II. If all three (3) officers, or a majority of the officers and the ~~i~~Immediate ~~p~~Past ~~d~~District ~~d~~Director, or a majority of the ~~d~~District ~~e~~Executive ~~e~~Committee, certify in writing that, in their judgment, there was no misrepresentation, then the club can be reinstated to the performance results.
  - III. Clubs suspended from a ~~d~~District's year-end performance results must be reinstated before July 15 in order to receive credit for recognition as a Distinguished Club, Distinguished Area, Distinguished Division, and Distinguished District.
- C. Districts shall not create, administer, or promote any ~~other~~ recognition programs which compete with official Toastmasters International recognition programs.

## Intellectual Property

### 1. Trademarks

- A. Toastmasters International’s trademarks are used to support and further its mission and support its programs.
- B. The following table itemizes who may use Toastmasters International’s trademarks, the type of uses authorized and unauthorized, and the parties responsible for their use:

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

### 2. Websites

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

- B. Each club website should contain the club name, meeting time and location, a contact telephone number or email address, the club mission, and a link to the eDistrict website.
  - I. Club websites may not contain material irrelevant to achieving the mission of the club.
  - II. The eClub pPresident is the publisher of the club website and ultimately responsible for its content.
- C. Each aArea and eDivision website may also contain listings of clubs within the aArea or eDivision, membership-building tips for clubs, the club and eDistrict missions, and a link to the eDistrict website.
  - I. The eDistrict eDirector is ultimately responsible for the content of aArea and eDivision websites within the eDistrict.
  - II. Area and eDivision websites must either be part of the eDistrict website or published on a free or donated Web hosting site and linked to and from the eDistrict website.
  - III. Websites must be transferred to the incoming eDistrict eDirector by July 1. If a website cannot be transferred or the incoming eDistrict eDirector does not want to continue its use, the page must be removed.
- D. Each eDistrict website should also contain information such as how to organize new Toastmasters clubs; membership-building tips for clubs; a calendar with information about events such as training, eDistrict conferences, and the International Convention; the club and eDistrict missions; and links to area and division websites within the district.
  - I. eDistrict websites may not contain material that is irrelevant to achieving the mission of the eDistrict.
  - II. The eDistrict eDirector is the publisher of the eDistrict website and ultimately responsible for its content.
- E. Region websites may also contain information such as articles and ideas to motivate the districts' achievement of goals, links to eDistrict performance information on the Toastmasters International website, promotion of Toastmasters programs, the mission and vision of Toastmasters International, eDistrict and club missions, recognition for achievements or progress toward achievements of eDistrict goals, schedules and information about eDistrict visits, links to websites of eDistricts within the region, and eDistrict conference dates and locations.
  - I. Region websites may contain a list of pPast iInternational pPresidents and pPast iInternational eDirectors showing only their home districts and years of service.
  - II. The region advisor is the publisher of the region website and is ultimately responsible for its content.
- F. Officers at all levels shall not create office-related websites separate from those of their clubs, aAreas, eDivisions, eDistricts, or regions.
- G. Officers may reference their Toastmasters membership and position on a personal website.

- H. All club, **aArea**, **dDivision**, **dDistrict**, and region websites shall include a Toastmasters International trademark acknowledgement statement as published by Toastmasters International. As the trademark owner, Toastmasters International reserves the right to determine how trademarks are used on websites.
- I. Toastmasters websites may not include copyrighted information from Toastmasters International or any other source without the express written permission of the copyright owner.
- J. Clubs, **aAreas**, **dDivisions**, **dDistricts**, and regions may publish websites in donated space and acknowledge the donation on the website.
- K. Clubs and **dDistricts** may sell advertising space to offset costs and increase income.
- L. Regions may sell advertising space to offset costs.
- M. Advertising revenues may be subject to tax on unrelated business income. Clubs are responsible for any such tax implications resulting from club websites. District and regional advertising revenues may result in unrelated business income tax for Toastmasters International, and so must be reported in financial records submitted to World Headquarters, with provision made to cover any such tax from the revenues thereby generated.
- N. Individual members may not receive any compensation to create, maintain, or host Toastmasters websites; however, normal and reasonable costs to maintain the site may be reimbursed by the club or **dDistrict**.
- O. A disclaimer must be included on all Toastmasters websites as follows: "The information on this website is for the sole use of Toastmasters' members, for Toastmasters business only. It is not to be used for solicitation and distribution of non-Toastmasters material or information."

### 3. Language and Translations

- A. English is the official business language of Toastmasters International. All club **officers** and **dDistrict** leaders must be proficient in English.
- B. Toastmasters supports additional languages by translating educational and marketing materials, as dictated by protocol, in the following languages:
  - I. Arabic
  - II. French
  - III. German
  - IV. Japanese
  - V. Korean
  - VI. Portuguese
  - VII. Simplified Chinese
  - VIII. Spanish
  - IX. Traditional Chinese
- C. Translation and distribution of any Toastmasters International material bearing Toastmasters trademarks or copyrights must be conducted and managed by World Headquarters.
- D. Permission to translate any additional Toastmasters materials shall be

obtained in advance from the Chief Executive Officer.

- E. Permission to translate into a new language is granted on a case-by-case basis and based on the following factors:
- I. When at least 20 chartered **Member eClubs** in good standing currently conduct their meetings primarily in the language being considered for translation and there is the potential to build more clubs whose meetings would be conducted primarily in that language, World Headquarters may grant permission to translate promotional brochures, the *Competent Communication* manual, the *Competent Leadership* manual, at least two **(2)** *Advanced Communication* manuals and the Club Leadership Handbook.
  - II. When at least 35 chartered **Member eClubs** in good standing currently conduct their meetings primarily in that language and there is the potential to build more clubs whose meetings would be conducted primarily in that language, World Headquarters may give permission to translate at least two **(2)** additional *Advanced Communication* manuals and select marketing material.
  - III. When 60 or more **Member eClubs** in good standing currently conduct their meetings primarily in that language, World Headquarters may give permission to translate the remaining educational materials *Advanced Communication* manuals, the *High Performance Leadership* program, and other materials.
  - IV. World Headquarters determines which materials have priority for translation.
- F. Members may request permission to translate existing Toastmasters materials into a supported language. Permission may be granted on a case-by-case basis under the following conditions:
- I. Materials are translated, edited, and proofed by the member or by an individual or service designated by World Headquarters.
  - II. World Headquarters reviews all content to ensure accuracy and quality prior to distribution.
  - III. An Assignment Agreement must be completed to assign copyright of the translated material to Toastmasters International.
  - IV. World Headquarters reserves all rights to create and distribute all translated materials.

## Corporate and Community Activities

1. In addition to Toastmasters **Member eClubs** and **gGavel eClubs**, the following entities are authorized to conduct the following programs:

Program	Clubs	Areas	Divisions	Districts
Speechcraft	X			
Youth Leadership	X			
<i>Success Leadership and Success Communication</i>	X			
Speakers Bureaus	X	X	X	X

2. Unauthorized activities include, but are not limited to, fundraising in cooperation with other organizations; establishing or promoting scholarships and foundations; sponsoring or endorsing a non-Toastmasters speaking contest without permission from the Chief Executive Officer; and adapting, reprinting, or paraphrasing Toastmasters International's copyrighted materials.
3. **Clubs and Districts (including Areas and Divisions) may contact organizations at the local level for the purpose of starting a new club or conducting one of the activities listed in the table above.** All **non-local** contact with other organizations is made by the International President, the Chief Executive Officer, or individuals to whom authorization is delegated.

## District Structure

### 1. Club Assignments

- A. Area and **d**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 **Member e**Club is organized, it is assigned to the **d**District within which boundaries it meets. Exceptions are only considered with the concurrence of the **d**District **e**Councils involved and with the approval of the Board of Directors.
  - I. The assignment of a new club to an **a**Area is made by the **d**District **d**Director, subject to approval by the **d**District **e**Executive **e**Committee.
  - II. Changes to the alignment of a new club must be reported to World Headquarters by the **d**District **d**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 **d**District, its **d**District affiliation does not change until the next July 1. This change must be reported to World Headquarters and both **d**District **d**Directors within 30 days of that date.
- D. The best interests of the clubs and **d**District are taken into consideration when assigning clubs to **a**Areas.
  - I. Areas consist of four **(4)** to six **(6)** clubs; however, an **a**Area may consist of three **(3)** clubs on July 1 only when an effort to charter a fourth club is in process.
  - II. Under no circumstances may an **a**Area have more than six **(6)** clubs on July 1.
  - III. Advanced clubs may not be segregated into **a**Areas ~~nor may areas be segregated by language.~~
  - IV. Areas may be segregated by language, subject to the approval of the District Council.**
- V IV.** Districts assign clubs to **a**Areas based upon:
  - a. Geographic proximity to other clubs
  - b. The ability of an **a**Area **d**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 **aArea** or **dDivision**)
- E. A **dDivision** must have a minimum of three **(3) aAreas**.

## 2. Territorial Councils

- A. The Board may create non-district administrative units called **tTerritorial eCouncils** in any undistricted territories for the purpose of forming new **dDistricts**.
- B. The criteria for the creation of a **tTerritorial eCouncil** is the evidence of potential growth of clubs and members in a specific geographical area within five **(5)** years and the evidence of potential of at least 20 **existing** clubs therein for eventual **dDistrict** status.
- C. The clubs within a **tTerritorial eCouncil** may organize an informal operating structure, electing such officers as needed to coordinate and guide a club growth program for **dDistrict** status. The clubs may plan and participate in training sessions, educational programs, speech contests, and other growth-oriented activities.
- D. Once granted **tTerritorial eCouncil** status by the Board, a **tTerritorial eCouncil** is entitled to administrative support from World Headquarters; a **dDistrict** number, which is the next sequential **dDistrict** number available; official participation in the Distinguished District Program; a **dDistrict** reserve account; applicable membership dues income; assignment to a region; **and** travel reimbursement to official **dDistrict** leader training.
- E. If a **tTerritorial eCouncil** meets the minimum requirements for **dDistrict** status before becoming a **pProvisional dDistrict**, it may skip that step and apply to the Board for **dDistrict** status.
- F. Those performing leadership roles in a **tTerritorial eCouncil** have the same responsibilities as the equivalent leadership roles in a fully-qualified **dDistrict**, subject to such limitations as Policy, Protocol, or Board action may provide.
- G. Each year, the Board reviews the progress of **tTerritorial eCouncils**. If, after three **(3)** years, the **tTerritorial eCouncil** has not made significant progress toward becoming a **pProvisional dDistrict** or **dDistrict**, the Board may remove **tTerritorial eCouncil** status and all related privileges. The clubs would revert to being undistricted.

## 3. Provisional Districts

- A. A **tTerritorial eCouncil** may apply to the Chief Executive Officer for **pProvisional dDistrict** status when the following requirements are met:
  - I. The council has 45 or more clubs in good standing for two **(2)** consecutive semiannual reporting periods.
- B. Once granted **pProvisional dDistrict** status by the Board, a **pProvisional dDistrict** is entitled to administrative support from World Headquarters; a **dDistrict** number, which is the next sequential **dDistrict** number available; official participation in the Distinguished District Program; a **dDistrict** reserve account; applicable membership dues income; participation in the International Speech Contest; assignment to a region; visits from **iInternational eOfficers**, **dDirectors**, and/or **rRegion aAdvisors**; and travel reimbursement to official **dDistrict** leader training and to the International

Convention.

- C. A **pP**ast **pP**rovisional **dD**istrict **dD**irector is eligible to be nominated for election to the Board.
- D. Within three **(3)** years after granting **pP**rovisional **dD**istrict status, the Board reviews the progress of the **pP**rovisional **dD**istrict. Performance in the Distinguished District Program is considered in the decision to grant full **dD**istrict status.
- E. After reviewing **dD**istrict progress, the Board either allows the **pP**rovisional **dD**istrict to continue to function as a **dD**istrict or takes such action as it considers in the best interest of Toastmasters International.
- F. When a **pP**rovisional **dD**istrict reaches 60 or more clubs in good standing, it may apply to the Board for **dD**istrict status.
- G. Before becoming eligible for full **dD**istrict status, each newly created **pP**rovisional **dD**istrict is required to be in operation for a minimum of nine **(9)** 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 **aA**reas; and operate **dD**istrict programs in alignment with Toastmasters International's governing documents.
- H. Any authorization to operate as a **pP**rovisional **dD**istrict continues until full **dD**istrict status is granted or until it is otherwise terminated by the Board.

#### 4. Reformed or Consolidated Districts

- A. The Board reviews the status of **dD**istricts with more than 240 clubs every three **(3)** 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 **dD**istrict with another **dD**istrict or **dD**istricts if it has fewer than 60 clubs ~~or fewer than 900 members~~.
- C. Any **dD**istrict 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 **dD**istrict **dD**irector appoints a **rR**eformation **eC**ommittee to conduct a detailed needs analysis that includes the following:
  - I. Map of proposed boundaries demonstrating that the reformed **dD**istricts 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, **such as rivers, mountains, proximity of clubs to one another, and international borders**, for both **dD**istricts
  - III. Reasons why the reformation is in the best interests of the members, the clubs, the **dD**istricts, and Toastmasters International

- IV. Implementation strategy
  - V. Marketing plan projecting growth and identifying key market opportunities for both eDistricts
  - VI. Succession plan identifying qualified future leaders in both eDistricts
  - VII. Financial projections demonstrating the anticipated income and expense for both eDistricts
  - 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 (2) years prior to reformation, the eDistrict elects two (2) eClub gGrowth eDirectors, one (1) pProgram qQuality eDirector and a eDistrict eDirector. One (1) year prior to reformation, the eDistrict elects two (2) eClub gGrowth eDirectors, two (2) pProgram qQuality eDirectors and one (1) eDistrict eDirector. In cases when two (2) or more eDistricts jointly reform or when one (1) eDistrict reforms into more than two (2) eDistricts, the Board will provide additional direction as needed.
  - F. The eDistrict with the oldest surviving club within its boundaries will retain the original eDistrict number. The other eDistrict will receive the next sequential number available. The number will be communicated to the eDistrict leaders no later than July 1 of the year prior to reformation.
  - G. District records through the reformation are retained by the original eDistrict. Copies of records essential to their proper administration are furnished to the newly formed eDistrict. 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 eDistricts, according to the ratio of the number of membership payments made by clubs in each reformed eDistrict in the program year immediately preceding the reformation.
  - I. Funds in local eDistrict bank accounts must be divided according to the ratio of the number of membership payments made by clubs in each reformed eDistrict 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 eDistrict.
  - J. At any stage of the reformation process, eDistricts 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 eDistrict occurs on the initiative of the Board.
- B. The Board reviews the status of eDistricts with fewer than 60 clubs every three (3) 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 eDistrict, market potential within the eDistrict, 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 eDistrict is advised that it is being considered for consolidation.
- E. If the eDistrict wishes to remain a eDistrict 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 eDistrict 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 eDistrict each year and takes what action is in the best interests of Toastmasters International and the clubs.
- G. If a eDistrict is to be consolidated, the clubs in that eDistrict 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 eDistrict absorbing the clubs.

## District Events

### 1. District Events

- A. All eDistrict events, including but not limited to eDistrict conferences, club officer training, eDistrict leader training and eDistrict eCouncil meetings, must not be held jointly with any other eDistrict.

### 2. Training

- A. All eDistrict-sponsored officer training incorporates the core content of the training programs for eDistrict **leaders** and club **leaders officers** provided by Toastmasters International.
- B. Training events are included as part of the eDistrict calendar and published in eDistrict communications, including eDistrict newsletters and websites.
- C. If unable to attend training in their home District, a club officer may get credit for training in another District. An attending club officer is responsible for notifying both Districts.**

### 3. Area and Division Director Training

- A. It is recommended that initial aArea and eDivision eDirector 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 aArea and eDivision eDirector training is four **(4)** hours.
- C. Area and eDivision eDirectors should be trained together in a central location; however, geographically large eDistricts may train aArea eDirectors by eDivision or by eDivisions grouped together. Further, at the discretion of the eDistrict eDirector, 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 **(2)** or more aArea or eDivision eDirectors to meet in a central location is greater than 60 miles/100 kilometers.
  - III. Travel time to a central location is greater than two **(2)** hours round trip.
  - IV. Travel conditions place the safety of the aArea and eDivision eDirectors at risk.
- D. Additional training for eDivision and aArea eDirectors shall be conducted throughout the year. Such training must focus on topics that support the achievement of the eDistrict 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 training of **dDivision** and **aArea dDirectors** may include other elected and appointed **dDistrict** leaders and is conducted at **dDivision** or **dDistrict** meetings.

#### 4. Club Leader Officer Training

- A. Districts train club **leaders officers** twice yearly: in June, July, or August and in December, January, or February.
- B. The Toastmasters Leadership Institute (**TLI**) is the recommended method of club officer training. If the **dDistrict** chooses this format, it must conform to the guidelines published by Toastmasters International. The terms “university” and “college” shall not be used.
- C. All **dDistrict** events are training opportunities. As part of **dDistrict leader** and club **leader officer** training, **dDistricts** 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 **officers** or **dDistrict** leaders and the achievement of the club or **dDistrict** 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.

#### 5. District Executive Committee Meetings

- A. The **dDistrict eExecutive eCommittee** ensures that **dDistrict** leaders work to achieve the **dDistrict** mission.
- B. The composition and duties of the **dDistrict eExecutive eCommittee** are defined and described in Article XI, Section (a) of the District Administrative Bylaws.

- C. The **d**District **e**Executive **e**Committee reviews and approves the District Success Plan; approves the budget and oversees the financial operation of the **d**District; recommends the assignment of clubs to **a**Areas and **d**Divisions; reviews recommendations and reports of **d**District committees, including those of the **a**Audit **e**Committee; and performs any duties assigned by the **d**District **e**Council.
- D. The **d**District **e**Executive **e**Committee meets at least four **(4)** times each year. One **(1)** meeting shall be conducted in-person. Additional meetings are conducted in-person or virtually.
- E. Virtual meetings occur as recommended by the **d**District **d**Director and agreed upon by a majority of the committee. Any agenda item that requires the **d**District **e**Executive **e**Committee to vote must adhere to the following process:
  - I. Notice of the electronic vote **is** posted to the **d**District website four **(4)** weeks in advance of the vote opening.
  - II. **The** District posts the proposed agenda item at least 14 days in advance of the vote.
- F. District **e**Executive **e**Committee meeting information is included in the **d**District calendar and in other **d**District communications.
- G. Only those who have business before the **d**District **e**Executive **e**Committee and have been invited by the **d**District **d**Director attend **d**District **e**Executive **e**Committee meetings.
- H. Any training at **d**District **e**Executive **e**Committee meetings focuses on achieving the **d**District mission.
- I. At **d**District **e**Executive **e**Committee meetings, unless noted, the following business is conducted:
  - I. The **d**District mission is reviewed.
  - II. Roll call is taken, and a quorum is certified.
  - III. The **d**District budget is prepared prior to the budget submittal deadline; copies of the budget are provided at or before the meeting.
  - IV. The **a**Audit **e**Committee's report is presented **to the District Executive Committee** prior to each **d**District **e**Council meeting; copies of the audit are provided at or before the meeting. The **a**Audit **e**Committee is governed by Article XI, Section (c) of the District Administrative Bylaws.
  - V. **The** Profit and Loss Statement is presented; copies of the report are provided at or before the meeting.
  - VI. **At the meeting P**prior to the **d**District **e**Council's annual meeting, the alignment of clubs into **a**Areas and **d**Divisions is recommended.

- VII. The ~~e~~District ~~e~~Director's recommendations to fill any vacancies in office are approved.
- VIII. The ~~e~~District ~~e~~Director, ~~p~~Program ~~e~~Quality ~~e~~Director, ~~e~~Club ~~e~~Growth ~~e~~Director, ~~e~~Division ~~e~~Directors, and ~~a~~Area ~~e~~Directors report on the District Success Plan and Distinguished program progress.

## 6. District Council Meetings

- A. The ~~e~~District ~~e~~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 ~~e~~Council meetings are governed by **Article XII, Section 3(c) of the Bylaws of Toastmasters International and by Article X of the District Administrative Bylaws** and ~~by Article XII, Section 3(c) of the Bylaws of Toastmasters International.~~
- C. The ~~e~~District ~~e~~Council's annual meeting in which the elections take place is conducted in person. Other meetings of the ~~e~~District ~~e~~Council, including special meetings, are conducted virtually.
- D. Virtual meetings occur as recommended by the ~~e~~District ~~e~~Director and agreed upon by a majority of the ~~e~~District ~~e~~Executive ~~e~~Committee. Any agenda item that requires the ~~e~~District ~~e~~Council to vote must adhere to the following process:
  - I. Notice of the electronic vote **is** posted to the ~~e~~District website four **(4)** weeks in advance of the vote opening.
  - II. **The** District posts the proposed agenda item at least 14 days in advance of the vote.
  - III. **The** District posts the proposed budget at least 14 days in advance of the vote.
  - IV. **The** District posts information about proposed appointees at least 14 days in advance of the vote.
- E. 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 ~~proxyholders proxies~~, may attend **the meeting** but do not participate in council deliberations.
- F. At ~~e~~District ~~e~~Council meetings, unless noted, the following business is conducted:
  - I. The ~~e~~District mission is reviewed.
  - II. The ~~e~~Credentials ~~e~~Committee report is presented.
  - III. The ~~a~~Audit ~~e~~Committee report is presented.



- IV. The **d**District budget is adopted at the first **d**District **e**Council meeting.
- V. The Profit and Loss Statement is presented.
- VI. Appointed officers are confirmed at the first **d**District **e**Council meeting.
- VII. The **d**District **e**Executive **e**Committee's action to fill any vacancies in **d**District office is confirmed.
- VIII. The assignment of clubs to **a**Areas and **d**Divisions for the following year is adopted at the **d**District **e**Council annual meeting.
- IX. The **d**District **l**Leadership **e**Committee report is presented at the **d**District council annual meeting.
- X. Nominations from the floor are taken, and election of **d**District officers is conducted at the **d**District **e**Council annual meeting.
- XI. The **d**District **d**Director, **p**Program **q**Quality **d**Director, **e**Club **g**Growth **d**Director, **i**Immediate **p**Past **d**District **d**Director, and **D**istrict **p**Public **r**Relations **m**Manager report on progress toward **d**District goals.

## 7. Division Council Meetings

- A. The **d**Division **e**Council manages **d**Division activities; facilitates the achievement of club, **a**Area, **d**Division, and **d**District goals; and helps with administrative activities, such as **d**Division contests, meetings, and training.
- B. The **d**Division **e**Council meets at least twice each year. Meetings are conducted in-person when practicable. The **d**Division **d**Director notifies attendees at least four **(4)** weeks before each meeting.
- C. Council members are the **d**Division **d**Director, **a**Assistant **d**Division **d**Director **p**Program **q**Quality, **a**Assistant **d**Division **d**Director **e**Club **g**Growth, and **a**Area **d**Directors within the **d**Division.
- D. Unless noted, the following business is conducted at **d**Division **e**Council meetings:
  - I. Area **Success pPlans, goals,** and progress in the Distinguished Area Program are presented.
  - II. Club **Success pPlans, goals,** and progress in the Distinguished Club Program are presented.
  - III. The club ~~leader~~ **officer** training attendance report is presented.
  - IV. Plans for **d**Division events, such as training and speech contests, are made.

## 8. Area Council Meetings

- A. The **aArea eCouncil** manages **aArea** activities and supports each club in the **aArea** in fulfilling the club mission.
- B. The **aArea eCouncil** meets at least twice each year. Meetings are conducted in-person when practicable. The **aArea eDirector** notifies attendees at least four **(4)** weeks before each meeting.
- C. Council members include the **aArea eDirector**, **aAssistant aArea eDirector** **pProgram eQuality**, **aAssistant aArea eDirector eClub eGrowth**, **aArea eSecretary**, **eClub pPresidents** within the **aArea**, **eClub vVice pPresidents eEducation** within the **aArea**, and **eClub vVice pPresidents mMembership** within the **aArea**.
- D. Unless noted, the following business is conducted at **aArea eCouncil** meetings:
  - I. Club **Success pPlans, goals**, and progress in the Distinguished Club Program are presented.
  - II. Club **leader officer** training attendance reports are presented.
  - III. Plans for **aArea** events, such as training and speech contests, are made.
  - IV. In accordance with the **eDistrict eCouncil's** decision to elect or appoint **aArea eDirectors** as specified in the District Administrative Bylaws, Article VII, Section C, evaluate and assess **aArea eDirector** candidates in order to either:
    - a. Provide one **(1)** or more appointment recommendations to the **eDistrict eDirector** no later than a date recommended by the **eDistrict eDirector** and approved by the **eDistrict eExecutive eCommittee**. That date will be announced in the **eDistrict's** annual call for nominations. The recommendations are subject to alignment changes by the **eDistrict eCouncil**, or
    - b. Elect the following year's **aArea eDirector** and provide the results of the election to the **eDistrict eDirector** no later than a date recommended by the **eDistrict eDirector** and approved by the **eDistrict eExecutive eCommittee**. That date will be announced in the **eDistrict's** annual call for nominations. The elections are subject to alignment changes by the **eDistrict eCouncil**.

## 9. Annual District Conferences

- A. The purpose of the annual **eDistrict** conference is to provide communication and leadership training opportunities toward achieving the club and **eDistrict** missions and to hold the in-person **eDistrict eCouncil** meeting. The annual conference is 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. District conference information is included in the eDistrict calendar and in other eDistrict communications.
- C. The following events occur at the annual eDistrict conference:
  - I. The in-person eDistrict eCouncil meeting.
  - II. The International Speech Contest and any other eDistrict-level speech contests. These eDistrict-level contests may only take place at this event.
  - III. Educational sessions that focus on achieving the club and eDistrict missions.

## 10. District Leader Training

- A. District eDirectors, pProgram eQuality eDirectors, and eClub gGrowth eDirectors 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 eDistricts, and develops and implements training programs.
- C. Region aAdvisors attend the in-person trainings and may participate as trainers. International Directors may also attend and participate as trainers, as needed.

## Club and District Assets

1. Clubs and ~~d~~Districts may only own assets necessary to facilitate the Toastmasters program. Clubs and ~~d~~Districts are administered by volunteers who primarily use their own personal equipment. District assets are the property of Toastmasters International as described in Article III, Section (b) of the District Administrative Bylaws.
2. ~~Acceptable~~ **Authorized** assets include, but are not limited to, bank accounts; electronic equipment; and incidental items used to conduct meetings, ~~of~~ club or ~~d~~District business, such as office supplies, lecterns, banners, timing lights, audiovisual equipment, and educational materials. Districts may rent or lease storage space to store ~~d~~District assets only.
3. Assets not ~~acceptable~~ **authorized** for clubs and ~~d~~Districts—whether rented, leased, purchased, or donated—include, but are not limited to, motor vehicles, office space, real property, furniture, and phones.
4. Each ~~d~~District and club must maintain a written list of its assets and a written procedure to account for and smoothly transfer the assets to the following administration. A copy of each ~~d~~District's list must be signed by the ~~i~~Immediate ~~p~~Past and current ~~d~~District ~~d~~Directors and submitted to World Headquarters by August 31 of each year.

## Protocol 8.2 Fundraising

### 1. Guidelines

Clubs, **a**Areas, **d**Divisions, and **d**Districts may conduct fundraising activities to offset the costs of educational sessions and to further the purpose of Toastmasters International, provided certain guidelines are met, including the following:

- A. The product or service rendered is donated or voluntary.
- B. No individual member profits financially from the activity.
- C. The profits are used to further Toastmasters International's tax-exempt purpose.
- D. At least one-third of the club's total support is from member dues.
- E. Fundraising is conducted on an infrequent and irregular basis.
- F. The fundraising activity is legal in the club's or **d**District's city, state, province, **and/or** country.
- G. All revenue and residual funds raised in connection with a **d**District event or activity (such as a contest, conference or training) sponsored by a club, **a**Area or **d**Division, belong to the **d**District. If the event or activity results in a loss, it is assumed by the **d**District.

### 2. Fundraising Activities

- A. Clubs may conduct Speechcraft, the Success Communication Series, the Success Leadership Series, The Better Speaker Series, The Successful Club Series, and the Leadership Excellence Series, and charge participants a fee that is reasonable and used to buy program materials. Areas, **d**Divisions and **d**Districts may not conduct these programs.
- B. Raffles, auctions, or sales of donated goods may be held at a club, **a**Area, **d**Division, or **d**District event.
- C. It is acceptable to pursue advertisements or sponsorship for club and **d**District newsletters, websites, conference programs, and events, the revenue from which is used to offset production costs.
- D. Entertainment books or diner's books may be sold. **No other items may be bought and resold.**
- E. The Toastmasters name may not be used in connection with non-educational events.
- ~~F. Other than entertainment or diner's books, items may not be bought and resold.~~

- G. Funds may not be raised for social events, for other charitable causes; for setting up a fund, such as a scholarship or educational fund; nor to support a campaign for a candidate at any level inside or outside the organization.
- H. Competitive **and recreational fundraising** events not directly related to the Toastmasters purpose, such as golf tournaments or walkathons, may not be organized or participated in.
- I. Any event that has a high degree of risk, including risk of injury or death, is prohibited.

### **3. Tax and Other Legal Requirements**

- A. It is the responsibility of the individual clubs to determine the tax filing or other legal requirements in their city, state, province, and/or country, and to file proper forms as appropriate.
- B. Failure to comply with tax or other legal requirements may result in the revocation of a club's charter.

## District Fiscal Management

### 1. District Funds

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

### 2. District Financial Records

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

### 3. District Reserve Account

- A. During the final months of the program year, the ~~e~~District reserve account balance shall remain equal to or greater than 25% of that ~~e~~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 ~~e~~District leaders (along with their signed Officer Agreement and Release Statements), the ~~e~~District signature form for withdrawal of ~~e~~District funds, a bank-provided list of authorized signers for all ~~e~~District accounts, a calendar of ~~e~~District events for the year, and **changes in the alignment of clubs assignments into a**Areas and ~~e~~Divisions are received at World Headquarters by July 15.
  - II. The year-end audit for the preceding ~~e~~District year and financial records for January 1 through June 30 are received at World Headquarters by August 31.
  - III. The ~~e~~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 ~~i~~Immediate ~~p~~Past ~~d~~District ~~d~~Director and current ~~d~~District ~~d~~Directors and submitted to World Headquarters by August 31 of each year.
- VIII. Account reconciliations must be completed in the online ~~d~~District accounting system within 30 days of each month end.

#### 4. Financial Controls

- A. The financial duties of ~~d~~District officers and other financial controls are ~~also~~ set forth in Articles III, VIII, IX, XI, and XII of the District Administrative Bylaws.
- ~~A~~ B. The estimated ~~d~~District budget must be signed by the ~~d~~District ~~d~~Director, ~~p~~PProgram ~~q~~Quality ~~d~~Director, ~~e~~Club ~~g~~Growth ~~d~~Director, and ~~District~~ ~~f~~Finance ~~m~~Manager.
- ~~B~~ C. District checks must be signed by the ~~d~~District ~~d~~Director and ~~District~~ ~~f~~Finance ~~m~~Manager. Checks made payable to the ~~d~~District ~~d~~Director or ~~District~~ ~~f~~Finance ~~m~~Manager must be signed or approved in writing by ~~the a~~ ~~p~~PProgram ~~q~~Quality ~~d~~Director or ~~e~~Club ~~g~~Growth ~~d~~Director. Alternate signers are permissible only if approved by the Toastmasters International Executive Committee.
- ~~C~~ D. If ~~d~~District account signers are cohabitants, spouses, children, grandchildren, ~~brothers, sisters~~ ~~siblings~~, and/or spouses of their children, grandchildren, ~~brothers,~~ and ~~siblings~~ ~~sisters~~, their signatures or approvals must always be countersigned or approved by another approved signer who is not one (1) of the above.
- ~~D~~ E. The District Profit and Loss Statement must be provided at each ~~d~~District ~~e~~Executive ~~e~~Committee and ~~d~~District ~~e~~Council meeting.
- ~~E~~ F. The District Profit and Loss Statement must be submitted monthly to the ~~d~~District ~~d~~Director, ~~p~~PProgram ~~q~~Quality ~~d~~Director or ~~e~~Club ~~g~~Growth ~~d~~Director and quarterly to World Headquarters within 30 days ~~after the end of the of each~~ month ~~end~~.
- ~~F~~ G. All ~~d~~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~~ H. All expense reimbursement claims must be approved by the ~~d~~District ~~d~~Director. The ~~d~~District ~~d~~Director's reimbursement claims must be approved by ~~the a~~ ~~p~~PProgram ~~q~~Quality ~~d~~Director or ~~e~~Club ~~g~~Growth ~~d~~Director.
- ~~H~~ I. A single expenditure in excess of \$500 ~~USD~~ must be authorized in advance in writing by the ~~d~~District ~~d~~Director, ~~p~~PProgram ~~q~~Quality ~~d~~Director or ~~e~~Club



~~g~~Growth ~~d~~Director, in consultation with the ~~d~~District ~~f~~Finance ~~m~~Manager.

- ~~†~~ **J.** 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.
- ~~†~~ **K.** Reimbursement by a ~~d~~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.
- ~~†~~ **L.** Comingling of ~~d~~District funds with funds in personal accounts, club accounts, or any other accounts is prohibited.
- ~~†~~ **M.** District audits account for all ~~d~~District income and expenses. All ~~d~~District bank accounts and funds are included in the ~~d~~District budget and audits, including any accounts held at the ~~d~~Division, ~~a~~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 ~~d~~District ~~d~~Director, ~~p~~Program ~~q~~Quality ~~d~~Director, ~~e~~Club ~~g~~Growth ~~d~~Director, and **District fFinance mManager** prepare the ~~d~~District budget between June 1 and August 31.
- B. Under Article XI, Section (a) of the District Administrative Bylaws, the ~~d~~District ~~e~~Executive ~~e~~Committee gives preliminary approval to the ~~d~~District budget and the ~~d~~District ~~d~~Director submits the budget to World Headquarters between September 1 and September 30.
- C. The ~~d~~District ~~e~~Executive ~~e~~Committee provides copies of the budget prior to or at the ~~d~~District ~~e~~Council meeting.**
- ~~D~~ ~~C.~~ The ~~d~~District ~~e~~Executive ~~e~~Committee presents the ~~d~~District budget to the ~~d~~District ~~e~~Council for approval by September 30.
- ~~D.~~ The district executive committee provides copies of the budget prior to or at the district council meeting.
- E. A ~~d~~District's budget must match the District Success Plan.
- F. District budget expenses shall be limited as follows:

Category	Limit
Marketing	no budget limit
Communication and public relations	maximum 25% <del>percent</del> of total budget
Education & <del>and</del> training	maximum 30% <del>percent</del> of total budget
Speech contest	maximum 10% <del>percent</del> of total budget
Administration	maximum 20% <del>percent</del> of total budget
Travel	maximum 30% <del>percent</del> of total budget

Other	maximum 10% <del>percent</del> 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 ~~e~~District mission.

## 6. District Audit

~~A.~~ ~~The a~~Audit ~~e~~Committee's composition, functions, and deadlines are ~~further~~ described in Article XI, Section (c) of the District Administrative Bylaws.

~~A B.~~ Between July 1 and November 1, the ~~e~~District ~~e~~Director appoints a ~~e~~District ~~a~~Audit ~~e~~Committee for the mid-year audit.

~~B C.~~ Between January 1 and February 15, the ~~District f~~Finance ~~m~~Manager provides the mid-year Profit and Loss Statement for the period of July 1 through December 31 to the ~~e~~District ~~a~~Audit ~~e~~Committee, which presents the report to the ~~e~~District ~~e~~Executive ~~e~~Committee for approval. Once approved, the ~~a~~Audit ~~e~~Committee or ~~District f~~Finance ~~m~~Manager submits the mid-year audit report and financial records to World Headquarters by February 15.

~~C D.~~ Between March 1 and June 1, at the ~~e~~District ~~e~~Council meeting, the ~~e~~District ~~e~~Executive ~~e~~Committee presents the mid-year audit.

~~D E.~~ Between July 1 and August 31, the ~~District f~~Finance ~~m~~Manager provides the year-end Profit and Loss Statement for the period of July 1 to June 30 to the ~~e~~District ~~a~~Audit ~~e~~Committee, which presents the report to the ~~e~~District ~~e~~Executive ~~e~~Committee for approval. Once approved, the ~~a~~Audit ~~e~~Committee or ~~District f~~Finance ~~m~~Manager submits the year-end audit report and financial records to World Headquarters by August 31.

~~E F.~~ Between August 1 and December 1, at the ~~e~~District ~~e~~Council meeting, the ~~e~~District ~~e~~Executive ~~e~~Committee presents the ~~e~~District audit for the prior ~~twelve~~ **12** months ending June 30.

~~F G.~~ Financial records include, but are not limited to, canceled checks, bank statements, paid invoices, and cash receipts and disbursement journals.

~~G H.~~ The ~~e~~District ~~e~~Executive ~~e~~Committee provides copies of the audit prior to or at the ~~e~~District ~~e~~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, **debit cards, electronic funds transfers or similar forms are the preferred method** of payment **are used** for ~~e~~District obligations.

- B. Debit cards may be used as a method of payment for District obligations. Only the District Director or District Finance Manager may use such cards. Payments made by the District Director must be authorized in advance in writing by the District Finance Manager and Program Quality Director or Club Growth Director. Payments made by the District 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 USD) 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 District Finance Manager, or Program Quality Director or Club Growth Director and District Finance Manager if the advance is for the District Director. Receipts must be submitted to the District Finance Manager and the advance reconciled within five (5) 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 USD</li> <li>• Toastmasters gift certificates</li> <li>• Toastmasters products</li> <li>• Gifts up to \$25 USD</li> </ul>
Expressions of Sympathy	<ul style="list-style-type: none"> <li>• Sympathy cards</li> <li>• Flowers up to \$25 USD</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>

## District Campaigns and Elections

### 1. Schedule

Date	Action
October 1	District Director appoints District Leadership Committee (DLC) Chair.
November 1	DLC members are recommended by the DLC eChair and approved by the District Director.  <b>Call for candidate declarations.</b>
<del>No later than November 30</del>	<del>Call for candidate declarations.</del>
December 15	Deadline for candidates to declare intent to run.
March 15 – June 1	District eCouncil annual meetings occur (actual dates set by each eDistrict).
Six (6) weeks prior to the election date	DLC notifies District Director of nominated candidates.
Four (4) weeks prior to the election date	DLC publishes nominations on District website.  Floor candidates may declare their intent to run after the DLC results have been announced.
July 15	Deadline to submit Officer Agreement and Release Statements and District Leader rosters to World Headquarters.

### 2. District Leadership Committee

- A. The eDistrict lLeadership eCommittee (DLC) is defined and governed by Article XI, Section (b) of the District Administrative Bylaws.
- B. The DLC ensures that each candidate meets the candidate qualifications defined in Article VII, Section (d) of the District Administrative Bylaws.
- C. The DLC is comprised of:
  - I. One (1) committee member, preferably a pPast eDistrict eDirector, who is appointed as chair by the eDistrict eDirector.
  - II. Other committee members are appointed by the eDistrict lLeadership eCommittee eChair, subject to the approval of the eDistrict eDirector.
  - III. Each committee member must be a paid member.
  - IV. Each eDivision, **if they exist**, in the eDistrict must be represented on the committee.

- V. A member of a club from a different **eDistrict** in the same region may be appointed to the DLC in order to provide outside perspective during deliberations.
- VI. The **eDistrict eDirector** is not a member of the DLC.
- ~~VII.~~ International **eOfficer** and **eDirector** candidates, ~~members of the Board Members of Directors~~ and **rRegion aAdvisors** may not serve on the DLC.
- D. Members serve one **(1)** year on the DLC and may be reappointed after a one-year absence from the committee.
- E. Committee members may participate by conference call, email, or other means of communication when geographic distance and **other factors** impedes **in-person** participation.
- F. Committee members shall not participate in any campaign or endorse any candidate for **eDistrict** office.
- G. No committee member may be nominated or run from the floor for a **eDistrict** office in the election at which the committee's report is presented.
- H. Committee members with a conflict of interest, such as a business or personal relationship with a candidate, must declare it at the Committee's first meeting. They must also abstain from discussion and voting regarding that candidate in the context of the Committee.

### 3. Candidate Assessment and Selection

- A. The DLC interviews and evaluates all known candidates for each elected position. Candidates are evaluated using the Candidate Evaluation and District Officer Competencies documents. The chair provides these documents to the DLC members.
- B. All candidates are interviewed by at least two **(2)** committee members jointly or individually.
- C. The DLC members, including the chair:
  - I. Have equal opportunity to express their perspectives during candidate-selection deliberations.
  - II. Exercise independent judgment during the selection process.
  - III. Consider the experience, abilities, and qualifications of each candidate.
  - IV. Keep in mind the best interests of Toastmasters International, its **mMember eClubs**, individual members and the **eDistrict**.
  - V. Take into consideration all candidates for each district office.

- D. The DLC eChair casts ~~his or her~~ a vote along with the other members of the committee for each nomination, **unless precluded from doing so by Section 2 H above**, but does not attempt to influence the other members of the committee.
- E. Committee members cast their votes in written form, and the committee nominates one (1) or two (2) candidates each for the offices of eDistrict eDirector and pProgram eQuality eDirector, and one (1) or more candidates for the office of eClub gGrowth eDirector and all other elective eDistrict offices.
- F. To be nominated, a candidate must receive a majority vote of the DLC.
- G. DLC deliberations and votes are confidential and may be shared only with the eDistrict eDirector, World Headquarters, and the Toastmasters International Board of Directors.

#### 4. Nomination Results

- A. The reporting of committee results is governed by Article XI, Section (b) of the District Administrative Bylaws.
- B. The committee chair or the eDistrict eDirector notifies nominated candidates and reconfirms their willingness to be nominated and their commitment to fulfill the duties of office.**
- ~~C B.~~ The committee report, distributed to the eDistrict eCouncil, includes the Candidate Biography Form for each candidate.
- ~~C.~~ ~~The committee chair or the district director notifies nominated candidates and reconfirms their willingness to be nominated and their commitment to fulfill the duties of office.~~
- D. The committee chair or eDistrict eDirector notifies candidates who were not nominated and advises them of their eligibility to seek office as floor candidates.

#### 5. Announcement of Candidacy

- A. Members, including current members of the eDistrict eExecutive eCommittee, may self-nominate for eDistrict office, be sought out by the DLC, or be nominated by an individual paid member.
- B. Floor candidates have the same opportunities and responsibilities as nominated candidates unless otherwise noted.
- C. To be nominated, elected or appointed, or run from the floor for any eDistrict officer position, candidates must:
  - I. Sign the Toastmasters International Officer Agreement and Release Statement.
  - II. Submit a completed Candidate Biography Form and photograph.

- D. All signed forms from elected or appointed leaders must be submitted to World Headquarters as soon as practicable after the elections but no later than July 15.

## 6. Campaign Communications

- A. A campaign communication is any message, in any form (such as phone calls, postal mail, email, **social media**, and facsimile) unsolicited by the recipient that promotes or publicizes a candidate.
- B. Photographs, audio, video, and electronic representations in all campaign materials and displays, and on the candidate's website and social **media networking** profiles, related to this campaign may be of the candidate only; no other persons are permitted. All candidates are responsible for obtaining written permission for any quotes and testimonials used in candidate campaign materials and displays, on websites, and **on social media networking** profiles. Proof of written permission may be requested for review by the **eDistrict eDirector**.
- C. Unsolicited subscriptions to information by or about a candidate, **such as a newsletter or blog**, are not permitted.
- D. Communications by the **eDistrict** in connection with a candidate's presentation at a **eDistrict** conference, and internal communication among campaign team members, are not considered campaign communications.
- E. The **eDistrict eDirector** provides contact information to nominated candidates and floor candidates only after receiving their Officer Agreement and Release Statement.
  - I. Only **eDistrict eCouncil** members' contact information is provided.
  - II. The contact information may only be used for campaign purposes.
- F. District candidates shall only send two **(2)** campaign communications. These communications may only be sent to members of the **eDistrict eCouncil**:
  - I. The first communication may be sent between January 1 and March **15 31**.
  - II. The second communication may be sent between the announcement of the DLC results and the **eDistrict eCouncil's** annual meeting.
- G. Candidates may have a website and use social media to promote their candidacy. No **eDistrict** or club social media sites or websites may be used to promote any individual candidate. District and club websites may list the nominated candidates.
- H. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites, including social **media networking** sites, for campaign purposes.

- I. District candidates may use the Toastmasters trademarks, including the logo and the names “Toastmasters” and “Toastmasters International,” on printed and electronic campaign materials, websites and social media sites. Use of the trademarks on any other items requires the written permission of the Chief Executive Officer.
- J. Candidates may not produce or distribute any wearable campaign items (such as buttons, pins, hats, sashes, apparel, etc.).
- K. At ~~d~~District conferences and ~~d~~District non-election meetings (such as ~~a~~Area and ~~d~~Division speech contests), nominated candidates and floor candidates may only distribute and display campaign materials in the Candidates’ Corner (if there is a Candidates’ Corner). Candidates or their representatives are responsible for the delivery, set-up, and removal of materials.
- L. At ~~d~~District non-election meetings (such as ~~a~~Area and ~~d~~Division speech contests), candidates may be introduced as long as all candidates present are introduced.
- M. Candidates may not host hospitality suites at any ~~d~~District event or contribute to a ~~d~~District hospitality suite. A hospitality suite is defined as a room where refreshments are provided and attendance is open to any member.
- N. ~~District officer~~ ~~e~~Candidates may speak and give educational presentations at ~~d~~District conferences, at a time other than during the ~~d~~District ~~e~~Council’s annual meeting, at the discretion of the ~~d~~District ~~d~~Director.
  - I. All candidates must receive equal opportunity.
  - II. The time, place, and length of presentation are identified by the ~~d~~District ~~d~~Director.
- O. Candidates may not present campaign speeches at any ~~d~~District non-election meeting, or campaign at any club meetings.
- P. Advertisements in ~~d~~District publications, such as in newsletters, in conference programs, or on websites, by or on behalf of candidates for ~~d~~District office are not permitted.
- Q. The names of floor candidates are not published with the DLC report or in any other ~~d~~District publication.

## 7. Candidate Endorsements

- A. District ~~e~~Executive ~~e~~Committee members shall not take any action to endorse or officially support any ~~district officer~~ candidate; however, ~~d~~District ~~e~~Executive ~~e~~Committee members who are running for ~~d~~District office may campaign on their own behalf.
- B. International ~~e~~Officer and ~~d~~Director candidates, members of the Toastmasters International Board of Directors and ~~r~~Region ~~a~~Advisors may not take any



action to endorse or support any candidate for eDistrict office.

- C. All candidates must obtain written permission for any endorsements (i.e. quotes and testimonials) used in candidate campaign materials and displays, and on websites. Proof of written permission may be requested for review by the eDistrict eDirector.

## 8. Campaign Violations

- A. Candidates are responsible for ensuring campaign supporters are familiar with campaign pPolicies. Candidates acknowledge that violation of pPolicies and pProtocols may result in consequences.
  - I. A level-one violation is a minor infraction that is usually correctable (for example: posting a photo of someone other than the candidate on the candidate's website).
    - a. The violation is reported to the eDistrict eDirector, who investigates the matter. If the eDistrict eDirector cannot resolve the matter, it is turned over to the eDistrict eExecutive eCommittee.
    - b. The candidate is educated and informed about the violation. 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 eDistrict eExecutive eCommittee action in exchange for votes).
    - a. The violation is reported to the eDistrict eDirector, who investigates the matter or assigns the investigation to the eDistrict eExecutive eCommittee.
    - b. The eDistrict eExecutive eCommittee may enact these penalties:
      - 1. An announcement of the violation is made prior to the election. This announcement occurs at an appropriate time and place or on the eDistrict's website as determined by the eDistrict eExecutive eCommittee.
      - 2. A letter of censure may be issued to the candidate by the eDistrict eExecutive eCommittee.
  - III. A level-three violation is one of campaign ethics (for example: candidate actively engaging in or promoting the violation of Toastmasters bBylaws, pPolicy or pProtocol).
    - a. A violation is reported to the eDistrict eDirector, who investigates the matter or assigns the investigation to the eDistrict eExecutive eCommittee.
    - b. The eDistrict eExecutive eCommittee may enact these penalties:

1. Any or all penalties for level-two violations.
  2. Request that a candidate withdraw from candidacy.
  3. Engage in further discipline following the processes outlined in Protocol 3.0: ~~District Procedure to Discipline a Member~~.
- B. Discipline, related to campaign violations, that is administered by the ~~d~~District ~~e~~Executive ~~e~~Committee may be appealed to the ~~d~~District ~~e~~Council. The ~~d~~District ~~e~~Council's decision is final. Such decisions may not be appealed to the Toastmasters International Board of Directors or World Headquarters. However, the Board of Directors may, on its own initiative, review the ~~d~~District's decision and reach a different conclusion in the best interests of Toastmasters International, its ~~m~~Member ~~e~~Clubs or individual members.
- C. After the nominations are published, any proven candidate ~~p~~Policy violations must be shared with the ~~d~~District ~~l~~Leadership ~~e~~Committee ~~e~~Chair. Such violations may be disclosed at the ~~d~~District ~~e~~Council's annual meeting by the DLC chair or ~~d~~District ~~d~~Director. If any violations are disclosed at the meeting, all violations of equal level must be disclosed at the meeting.

## 9. Candidates' Showcase

- A. At the ~~d~~District conference, it is recommended that a Candidates' Showcase occur before the ~~d~~District ~~e~~Council's annual meeting.
- B. Prior to the ~~d~~District conference, the ~~d~~District ~~d~~Director appoints members to serve as chair and co-chair of the Candidates' Showcase. Other members are assigned as needed.
- C. Each candidate is given equal time to be interviewed by the chair based on questions related to the achievement of the ~~d~~District mission.
- D. The presentation schedule, with the names of all nominated candidates and known floor candidates for ~~d~~District office, is prepared by the ~~d~~District's ~~a~~Administration ~~m~~Manager.
- E. There is no census or poll taken of the delegates at a Candidates' Showcase.

## 10. Proxies and Credentials

- A. District proxies and voting are governed by the District Administrative Bylaws, Article X, Sections (d) and (e).
- B. The ~~d~~District ~~d~~Director sends a credential or proxy form to each ~~e~~Club ~~p~~President and ~~v~~Vice ~~p~~President ~~e~~Education 30 days before a ~~d~~District ~~e~~Council annual meeting in the ~~d~~District newsletter or in a separate mailing.

~~C. Proxies are valid only for in-person meetings.~~

- ~~C~~ D. Prior to the ~~d~~District ~~e~~Council annual meeting, the ~~d~~District ~~d~~Director appoints a

€Credentials €Chair to supervise the credentials, voting, and ballot counting processes. The €Credentials €Chair may select members to form a €Credentials €Committee.

- D E. The €Credentials €Chair is, when practicable, a pPast dDistrict dDirector.
- E F. The €Credentials €Chair obtains a list of paid clubs and a list of current dDistrict €Council members (€Club pPresidents, vVice pPresidents eEducation, and dDistrict officers eligible to vote). The €Credentials €Chair ensures that ballots are only issued to current dDistrict €Council members or their authorized proxyholders and are signed for upon distribution.
- F G. Ballots indicate the office being contested or are sequentially numbered. The names of nominated candidates may be printed on the ballots. The names of floor candidates may not be printed on the ballots. Ballot templates are available on the Toastmasters International website.
- G H. The €Credentials €Committee ensures that no campaign materials are in the credentials area.

## 11. Elections

- A. The dDistrict dDirector or a person designated by the dDistrict dDirector explains the election rules and procedures to the delegates.
- B. The DLC €Chair shall present the committee's report. In the chair's absence, the dDistrict dDirector designates another member of the DLC, when practicable, to present the report. The chair or designee announces the names of the committee members and reads the name of each nominated candidate, in alphabetical order, for each of the offices of dDistrict dDirector, pProgram eQuality dDirector, €Club gGrowth dDirector and dDivision dDirectors. The aArea dDirectors, District pPublic rRelations mManager, District aAdministration mManager, and District fFinance mManager are also announced if elected.
- C. If any **level-two or -three pPolicy** violations by a candidate have occurred, the **District Executive Committee DLC chair** may disclose that violation and may announce whether the violation could have affected the candidate's nomination.
- D. For each office, the dDistrict dDirector inquires whether there are additional nominations from the floor.
  - I. Floor candidates must be nominated by a member of the dDistrict €Council or their proxyholder. Floor candidates may self-nominate when they are a member of the dDistrict €Council or a proxyholder.
  - II. Floor candidates or, in their absence, their representatives state their eligibility qualifications.
  - III. Floor candidates for dDistrict dDirector, pProgram eQuality dDirector, €Club gGrowth dDirector, and dDivision dDirector must sign the Officer

Agreement and Release Statement prior to the election. Only the Officer Agreement and Release Statements of those elected are sent to World Headquarters.

- IV. The ~~d~~District ~~d~~Director may declare any proven **level-two or -three floor candidate p**Policy violations **by floor candidates** to the ~~d~~District ~~e~~Council.
- V. When nominations are complete, the ~~d~~District ~~d~~Director declares the nominations for that office closed.
- E. After nominations are closed, candidate speeches are given. ~~A~~~~e~~Candidates speaks on ~~his or her~~ **their** own behalf**ves**f. If a candidate is not present, an authorized representative may speak for the candidate. If there is only one **(1)** candidate nominated, no speech is given.
- F. A candidate's representative may not be a member of the ~~d~~District ~~e~~Executive ~~e~~Council, a member of the DLC, the ~~e~~Credentials ~~e~~Chair, or any other meeting official, ~~unless he or she resigns before the district council's annual meeting begins~~.
- G. The balloting for each office takes place immediately following candidate speeches. The number of votes that a member may cast is governed by Article X, Section (e) of the District Administrative Bylaws.
- H. After nominations for an office are closed, if there is only one **(1)** candidate for the office, the ~~d~~District ~~d~~Director may entertain a motion to dispense with the secret ballot for the uncontested office or instruct the **District a**Administration ~~m~~Manager to cast a single ballot for the candidate.
- I. ~~District officer~~ ~~e~~Candidates are responsible for appointing one **(1)** observer to monitor the integrity of the voting and ballot counting process.
- J. Each election is completed and the winner announced before moving to the subsequent election.
- K. Candidates nominated for one **(1)** office and not elected to the office may be nominated from the floor for subsequent offices.
- L. Any candidate who receives a majority of the votes cast is declared elected. In the event no candidate receives a majority of the votes cast for a contested office, voting continues with the use of special ballots and without the name of the candidate receiving the fewest votes. Such a procedure continues until one **(1)** of the candidates receives a majority of the votes cast.
- M. Upon adjournment of the ~~d~~District ~~e~~Council's annual meeting, all election results are final. Results of the election are displayed on the ~~d~~District website as soon as possible following adjournment of the meeting.
- N. All proxies and ballots are retained for 24 hours following the close of the meeting for review only by the ~~d~~District ~~d~~Director or ~~d~~District ~~e~~Credentials

eChair, as necessary, and immediately thereafter destroyed by the eDistrict eDirector or eDistrict eCredentials eChair.

## International Elections

### 1. Annual Business Meeting

- A. Elections and the Annual Business Meeting are governed by Articles IX and X of the Bylaws of Toastmasters International.
- B. Prior to the Annual Business Meeting the International President appoints a ~~member of the Board of Directors~~ **Board Member** as **sSupervising dDirector** to oversee the voting process.
- C. The **sSupervising dDirector**, in partnership with the Chief Executive Officer, has the following tasks related to the Annual Business Meeting:
  - I. Observes the instructions provided by the **pParliamentarian** and monitors the voting process.
  - II. Appoints a team of 20 members to support delegates during the voting process. Coordinates with candidate-appointed observers (one **[1]** per candidate) to ensure the integrity of the voting process.
  - III. Verifies the results of each vote and provides the results to the International President.
- D. The International President is the chair of the Annual Business Meeting.
- E. The **sSupervising dDirector**'s name is announced.
- F. The **eCredentials eCommittee eChair** presents the committee report.
- G. The order of business is **iInternational eOfficer** elections, followed by **iInternational dDirector** elections, and **Club** Constitution and Bylaws amendment proposals.
- H. The International President informs candidates that each of them may stand for only one **(1)** office and that they may withdraw their names from nomination in order to be placed in nomination for another office at any time before the nominations for that office have closed.
- I. The International President or a person designated by the International President explains the election and voting rules and process to the delegates.
- J. The International Leadership Committee (ILC) **eChair** presents the committee's report. If the ILC **eChair** is absent, the International President designates an alternate presenter.
- K. The ILC report consists of the names, cities, regions, and countries of the ILC members and the name and city of each candidate in descending alphabetical order by name.

- L. If any **p**Policy violations by a nominated candidate occur, the ILC chair may disclose that violation and may announce whether the violation could have affected the candidate's nomination.
- M. Any candidate nominated by the ILC may withdraw from such nomination at any time after the committee's report is read and before the nominations are closed for the office to which the candidate has been nominated, and may be nominated from the floor for any other office for which nominations are still open.
- N. The International President asks if there are any additional nominations from the floor for any of the **International e**Officer positions, as permitted by Article VIII, Section 3 of the Bylaws of Toastmasters International. When all such nominations are completed, the International President declares the nominations for the **International e**Officer positions closed.
- O. After all **International e**Officer nominations are closed, if there is only one **(1)** candidate for any office, the International President entertains a motion under Article X, Section 6 of the Bylaws of Toastmasters International to dispense with the secret ballot for such uncontested office and to instruct the **s**Secretary to cast a single vote for the candidate for each such office.
- P. If any **p**Policy violations by an **International e**Officer candidate have occurred, the International President may disclose such violations.
- Q. Each opposed **International e**Officer candidate is entitled to a two-minute speech.
  - I. The speeches are delivered in alphabetical order by office, commencing with the highest contested office.
  - II. Each speech is delivered from the platform by the candidate, except when a candidate is not in attendance, in which case the speech is given by the candidate's representative.
- R. Balloting in elections is governed by Article IX, Section 3 of the Bylaws of Toastmasters International.
- S. Nominations for **International e**Directors commences after the voting for **International e**Officers is complete and the results have been announced.
- T. The International President or the person designated by the International President reads the names, cities, and **e**Districts of the **International e**Director candidates.
  - I. The announcement order is the lowest numbered region to the highest-numbered region.
  - II. The International President asks if there are additional nominations from the floor, as permitted by Article VIII, Section 3 of the Bylaws of Toastmasters International, and reminds the delegates that no candidate may be nominated unless such candidate consents to such nomination and meets all other requirements.

- III. After all nominations are presented, the International President declares the nominations for **International eDirector** candidates closed, followed by two-minute speeches by each opposed candidate (or a candidate's representative, if a candidate is not in attendance).
- IV. If any **pPolicy** violations by an **International eDirector** candidate have occurred, the International President may disclose such violations.
- V. If any candidate is unopposed, the International President entertains a motion under Article X, Section 6 of the Bylaws of Toastmasters International to dispense with the secret ballot for any uncontested office and to cast a single vote for any unopposed candidate.
- U. The International President is advised before the election of the names of the candidates. This rule does not preclude nominations from the floor without advance notice to the International President.
- V. When the names of the candidates are announced, they are displayed to the delegates.
- W. Before votes for **International eDirectors** are cast, the International President announces that the election is by majority vote for each contested directorship.
- X. Votes are cast and counted. In the event no candidate receives a majority of the votes cast for any one **(1)** or more of the contested directorships, voting continues as prescribed in Article IX, Section 3 of the Bylaws of Toastmasters International.
- Y. After each count is calculated, the **sSupervising eDirector** verifies the count and provides the results to the International President or Parliamentarian.
- Z. The official final report, containing all election results, is completed, using a form provided by World Headquarters, by the **sSupervising eDirector** and delivered to the International President or Parliamentarian.
- AA. Final results are posted publicly at the meeting site and broadcast electronically to the membership following adjournment of the meeting.

## 2. Special Membership Meeting

- A. Special membership meetings are described in Article IX, Section 4 of the Bylaws of Toastmasters International. Whenever possible, actions to be voted on by the members are presented at the Annual Business Meeting.
- B. Special membership meetings may be called by majority vote of the Board of Directors at any Board meeting or by unanimous written consent.
- C. Special membership meetings must follow all rules that apply to the Annual Business Meeting and meet applicable requirements of California Nonprofit Public Benefit Corporation Law.



### 3. 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. As permitted by the California Nonprofit Public Benefit Corporation Law, mail votes may be conducted by electronic transmission in compliance with Article XIII, Section 9 of the Bylaws of Toastmasters International.
- B. The Board decides—by majority vote at a Board meeting or by unanimous written consent—that circumstances warrant election of **International eOfficers** and **eDirectors** by mail vote of the **voting** membership.
- C. In the case of any election by mail vote of the **voting** membership, the Board sets the record date for purposes of determining which **voting** members are entitled to cast votes. The record date is not more than 60 days before the day on which the first written ballot is mailed or solicited. The **voting** members otherwise entitled to vote as of the close of business on such record date are entitled to vote in the election.
- D. The Board determines the means by which and the date on which ballots are distributed to those **voting** members entitled to vote in the election.
- E. The Board sets a reasonable date by which ballots must be received at World Headquarters to be counted in the election.
- F. The Board sets a reasonable date for completion of the nomination procedures described in Article VIII, Sections 1, 2, and 3 of the Bylaws of Toastmasters International allowing adequate time for the preparation of ballots and the solicitation and inclusion of candidate statements, as well as the reasonable equivalent of floor nominations.
- G. The Board appoints an **eElection eCommittee** consisting of the corporate **sSecretary-tTreasurer** and two **(2)** other persons to be responsible for the conduct of the election.
  - I. The committee has the powers given to inspectors of elections in the California Nonprofit Public Benefit Corporation Law and is otherwise governed by that law.
  - II. The Board and World Headquarters provide all reasonable assistance to the committee.
- H. The **eElection eCommittee** determines the minimum number of votes to be received (quorum) by the date set by the Board for a valid election to take place. Quorums are defined in Article XI, Section 1 of the Bylaws of Toastmasters International.
- I. The Board reviews and approves a form of written ballot and the accompanying solicitation letter to **voting** members from the Board.
  - I. The ballot states that it concerns the annual election of **International eOfficers** and **eDirectors** in lieu of elections normally held at the Annual Business Meeting.

- II. The ballot specifies, for each contested position, the names of each candidate validly nominated for that position and provides space for the member to vote for, vote against, or abstain from voting with respect to each candidate. No space for write-in candidates shall be provided.
  - III. The ballot explicitly states that if a **voting** member specifies a choice, the member's vote is cast accordingly.
  - IV. In addition to any instructions or recommendations from the Board relating to the written ballot, the solicitation letter accompanying written ballots to be sent to **voting** members states the date by which written ballots must be received by World Headquarters in order to be counted and the minimum number of responses to be received to meet the requirement for a valid vote.
- J. If, after the close of nominations, only one **(1)** person is nominated for a position, the **eElection eC**ommittee declares the person nominated and qualified to have been elected without further action.
- K. The **eElection eC**ommittee notifies each validly nominated candidate in a contested election of the opportunity to submit a written statement, of no more than 500 words, to communicate to members the nominee's qualifications and reasons for seeking office and to solicit the vote of the members.
- I. The notice specifies a reasonable deadline for the candidate's submission of this statement to the committee.
  - II. Any candidate's statement not received by the committee, at the address stated in the notice, by the deadline, is not distributed to members with the written ballot.
  - III. World Headquarters responds to all communications requests from nominees in accordance with the California Nonprofit Public Benefit Corporation Law.
- L. On the date specified by the Board, the **eElection eC**ommittee causes written ballots and any accompanying materials—including the text of all valid candidate statements received, presented with equal prominence—to be distributed in the manner specified by the Board to every **voting** member entitled to vote in the election.
- M. Promptly after the due date, the **eElection eC**ommittee determines whether enough votes have been received to constitute a valid election.
- I. If so, the **eElection eC**ommittee counts the votes, and the candidate receiving the number of votes required by Article IX, Section 3 of the Bylaws of Toastmasters International shall be declared elected.
  - II. If three **(3)** or more candidates are nominated for an office, the ballot may be constructed so as to provide further choices for members to make in the event that one **(1)** candidate does not receive a majority of the votes cast, in order to achieve a reasonable equivalent to the balloting process set forth in Article IX, Section 3 of the Bylaws of Toastmasters International.

- N. In the case of a tie, the winner is selected by lots.
- O. In counting votes, any ballots marked “withhold,” “abstain,” or otherwise indicating that the vote is withheld, is not cast for or against any candidate in that contest.
- P. The committee certifies in writing, under penalty of perjury, the results of the election to the Board and the members.
- Q. Those elected take office immediately upon the certification of their election.
- R. Ballots, once delivered to World Headquarters, may not be revoked.

## Presidential Citation

Each year the International President selects individuals to receive a **Presidential Citation** award. This is a significant honor, and to ensure the most qualified and deserving recipients are chosen to receive the award, this nomination and selection process has been established.

### 1. Criteria

The following criteria will be used to determine if an **individual** member is a qualified Presidential Citation recipient.

#### A. Organizational growth

- I. Has the member participated in the chartering of 15 or more clubs within the last 10 years?
- II. Was the member instrumental in the forming of a new **District**?

#### B. Organizational excellence

- I. What type of significant, long-term contributions has the individual made at the **District** or international levels?
- II. How has the person notably and publicly exemplified Toastmasters International's core values?

#### C. Brand equity

- I. What type of significant, public contributions has the member made outside of Toastmasters in ~~his or her~~ **their** profession or community?
- II. How have these contributions created large-scale recognition or awareness of Toastmasters?

### 2. Nominee Selection

- A. There ~~are no~~ **shall be no** more than two **(2)** recipients selected per region **per year**.
- B. The International President refers to the criteria during the selection process.
- C. A maximum of 20 citations will be awarded each year.
- D. Past International Presidents are not eligible to receive a Presidential Citation.
- E. ~~No individual is eligible to receive a Presidential Citation more than once.~~ **An individual is eligible to receive a Presidential Citation only once in a lifetime.**

### 3. Nomination Results

- A. If a member has been selected, World Headquarters notifies the member and **each the** individual(s) who nominated the recipient, **as well as the International Director and Region Advisor for the recipient's region.**

- B. If the nominated member is not selected, World Headquarters notifies the individual(s) who nominated the member.
- C. Recipients are recognized at **the** International Convention.

## Region Advisor Expenses

1. Region Advisors (RA) may be reimbursed by World Headquarters for travel expenses for ~~the~~ ~~m~~Mid-year **Training**, ~~d~~District leader training sessions, ~~d~~District visits, and International Convention as follows:
  - A. Lowest rate round-trip airfare and up to \$50 **USD** per segment to secure a seat.
  - B. Public transportation (coach or discount) or mileage at the current business standard mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service, by the most direct route. Mileage reimbursements require documentation that includes the travel date, distance traveled, and travel purpose.
  - C. Other public transportation, shuttle, taxi, or mileage **driven** to and from the RA's home, and to and from the passenger terminal to the event, up to \$50 **USD** ~~each~~ **per** segment.
  - D. Hotel accommodations, including applicable taxes, for the number of nights required for attendance at training events. Incidental expenses and all additional nights' lodging are the responsibility of the RA.
  - E. A per diem of \$30 **USD** for each day that event attendance is required.
2. RAs submit an expense report through the electronic expense reporting system, accompanied by receipts, within 30 days. Expenses are subject to the approval of the Chief Executive Officer.

## Region Advisor Visits

1. The purpose of a ~~r~~Region ~~a~~Advisor (**RA**) visit is to provide support, leadership development, skill building, mentoring, and coaching to expand ~~d~~District leaders' capacity to achieve the ~~d~~District mission.
2. Visits should occur primarily between July and October, during Toastmasters Leadership Institutes, ~~d~~District trainings or ~~d~~District ~~e~~Executive ~~e~~Committee meetings when not held during a ~~d~~District conference.
3. **RAs** ~~Region-advisors shall are-expected-to~~ visit ~~d~~Districts as approved by the International President.
4. **RAs** ~~Region-advisors~~ request ~~d~~District visits by submitting a proposed visit schedule to World Headquarters for consideration by the International President or International President-Elect (depending on who will be International President at the time the visits will occur). World Headquarters confirms each visit, in writing, to the **RA** ~~region-advisor~~ and the appropriate ~~d~~District leaders.
5. Districts must accept visits by an **RA** ~~region-advisor~~.
6. Visits to Toastmasters events may require prior approval of the International President or International President-Elect (depending on who will be International President at the time the visits will occur). The approval process is managed through World Headquarters. All requests must include details about the reasons for the proposed visit.
  - A. Visits to club meetings within the **RA's** ~~region-advisor's home~~ region may be made at any time. Visits to club meetings outside of the **RA's** ~~region-advisor's home~~ region require prior approval. Reimbursement is not provided.
  - B. Visits to ~~a~~Area and ~~d~~Division events within the **RA's** ~~region-advisor's~~ home ~~d~~District **or home region** may be made at any time as an attendee. Visits to such events for purposes of training and support require prior approval. Reimbursement is not provided.

~~Visits to area and division events within the region-advisor's region may be made at any time as an attendee. Visits to such events for the purposes of training and support require prior approval. Reimbursement is not provided.~~

Visits to ~~a~~Area and ~~d~~Division events outside the **RA's** ~~region-advisor's~~ **home** region require prior approval. Reimbursement is not provided.
  - C. Visits to ~~d~~District events within the **RA's** ~~region-advisor's~~ home ~~d~~District may be made at any time as an attendee. Visits to such events for the purposes of training and support require prior approval. Reimbursement may be provided with prior approval.

Visits to ~~d~~District events within the **RA's region-advisor's assigned** region that are not a part of the approved schedule require prior approval. Reimbursement may be provided with prior approval.

- D. District visits outside the **RA's region-advisor's assigned** region require prior approval. Reimbursement is not provided.



## Board of Directors Meetings

1. The Board meets in-person, via teleconference, or via videoconference. Board meetings are conducted in accordance with the following procedures. Any situation not covered by **the** Bylaws, **pP**olicy, or **pP**rotocol follows the latest edition of *Robert's Rules of Order Newly Revised*.
2. The Chief Executive Officer prepares and distributes agenda information, subject to the approval of the International President, to Board **mM**embers in advance of each meeting.
3. Board meetings typically consist of the approval of minutes, reports, resolutions, unfinished business, new business, and announcements.
  - A. The International President or **alternate next highest-ranking officer** presides as the Board **chair Chair** and maintains order. The chair decides all questions of order, subject to Board appeal. The chair announces the business that is in order, and no business is considered until ~~the class to~~ **which** it **belongs** is declared in order. The chair may call a recess for the purpose of committee meetings.
  - B. A committee considers topics assigned by the International President or the Board and originates new topics within the scope of its stated functions. Each committee reports its findings and recommendations to the Board.
  - C. **Directors Board Members** address the chair and proceed only when recognized. No **Board mMember** is entitled to speak more than once on any issue until each member has the opportunity to speak.
  - D. Votes are taken by voice except if the chair is in doubt or a division is requested, in which case the vote is counted by hands or roll call. A roll call vote is taken upon the request of any two **(2) Board mMembers**.
  - E. Any **Board mMember**, upon request, may have a dissenting vote recorded in the minutes. Every Board **mMember**, including the chair, is entitled to vote or abstain on every issue on which a vote is taken; abstention is required if the member has a conflict of interest.
  - F. Committee reports are written and called for action during the proper order of business.
  - G. If a topic is exclusively assigned to a committee, that committee is given the opportunity to make a recommendation to the Board before the Board acts on the matter.
  - H. Committee and minority reports are addressed to the Board and include the topic, purpose, **pP**olicy references, proposal, and supporting information.
  - I. The International President may prepare Board and committee topics in consultation with the Executive Committee. The International President informs all Board **mMembers** of Board and committee assignments at the time topics are assigned.
  - J. During discussions, Board **mMembers** may ask questions of the committee members.

4. The Chief Executive Officer provides Board meeting minutes to the Board within 45 days after each Board meeting. The minutes will contain a record of business conducted by the Board, including discussion and decisions. Minutes are subject to **p**Policy and **p**Protocol that govern Board confidentiality. Prior to distribution, the International President, International President-Elect, and legal counsel, if necessary, review the meeting minutes.
5. The Chief Executive Officer provides Executive Committee meeting minutes to the Board within 30 days after each Executive Committee meeting. The minutes will contain a record of business conducted by the committee, including discussion and decisions. Minutes are subject to **p**Policy and **p**Protocol that govern Board confidentiality. Prior to distribution, the International President, International President-Elect, and legal counsel, if necessary, review the meeting minutes.
6. The Board may receive suggestions for Board agenda items from **b**Board **m**Members, the International President, the Chief Executive Officer, Board committees or any Toastmasters member. Board **m**Members are encouraged to submit potential agenda items using the Board Item Submission Request form.
7. A suggested list of agenda items consisting of ongoing business and potential new business is developed by the Chief Executive Officer and is submitted to the International President. The International President determines the final list of agenda items. However, the Board may vote to direct the International President to include an item on the agenda.
8. The Chief Executive Officer develops background information on each agenda item for the Board's study or review. This information is provided a minimum **of** 14 days in advance of scheduled in-person Board meetings, and 72 hours in advance of Board teleconferences. The proposed annual budget is provided a minimum of 10 days in advance of the scheduled discussion.
9. Agendas and background information for Executive Committee meetings are provided to the Board at the same time as the Executive Committee, with the exception of the proposed annual budget.
10. In Board deliberations, each Board **m**Member has the opportunity to present ~~his-~~  
~~or-her~~ **an** opinion.

## Board of Directors Expenses

1. Board ~~m~~**M**embers are issued a credit card to be used only for Toastmasters business expenses specified in this ~~p~~**P**rotocol. Expenses are subject to the approval of the Chief Executive Officer or the International President.
2. Board ~~m~~**M**embers may charge or be reimbursed by World Headquarters for travel expenses for ~~the m~~**Mid-year Training**, ~~d~~**D**istrict leader training sessions, Board meetings and Executive Committee meetings, ~~d~~**D**istrict visits, and International Convention as follows:
  - A. Round-trip airfare and up to \$50 **USD** per segment to secure a seat. International Officers may receive business class airfare when traveling more than three **(3)** time zones or more than **eight (8)** hours total flight time.
  - B. Public transportation (coach or discount) or mileage at the current business standard mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service, by the most direct route. Mileage reimbursements require documentation that includes the travel date, distance traveled, and travel purpose.
  - C. Other public transportation, shuttle, taxi, or mileage (which must be accompanied by authentication documentation) to and from the Board ~~m~~**M**ember's home, and to and from the passenger terminal to the event, up to \$50 **USD** each segment.
  - D. Hotel accommodations, including applicable taxes, and internet usage fees up to \$15 **USD** per day, for the number of nights in attendance at the event plus any additional days requested and agreed to in advance by World Headquarters, ~~and~~ the ~~d~~**D**istrict, and the ~~officer or director~~ **Board Member**, for marketing visits. Additional room nights are at the Board ~~m~~**M**ember's expense.
  - E. A per diem allowance of \$30 **USD** for the days when event attendance is required plus two **(2)** travel days. Additional per diem allowance for any additional days spent conducting marketing visits agreed to in advance by World Headquarters, ~~and~~ the ~~d~~**D**istrict, and the ~~officer or director~~ **Board Member**.
  - F. Phone charges, postage, and stationery expenses incurred in the conduct of their duties.
  - G. District conference registration when not provided by the ~~d~~**D**istrict.
  - H. The International President may charge or be reimbursed for additional expenses:
    - a. Dinner with the District Executive Committee.
    - b. Airfare for the International President's spouse when traveling with the International President on official business.
3. Incidental expenses such as, but not limited to, magazines, food (including room service), entertainment, and fuel are not reimbursable.
4. Board ~~m~~**M**embers must submit an expense report through the electronic expense reporting system, accompanied by receipts, within 30 days.

5. In addition to the expenses listed above, the following reimbursements apply for the International Convention:
  - A. Continuing and departing ~~international officers and directors~~ **Board Members** receive one **(1)** complimentary convention registration and one **(1)** complimentary ticket to each of the official meal functions and speech contests, if ticketed separately.
  - B. The outgoing International President receives one **(1)** complimentary hotel suite (of one **(1)** to two **(2)** bedrooms) including entertainment costs, two **(2)** complimentary convention registrations, **and** two **(2)** complimentary tickets to each of the official meal functions and speech contests, if ticketed separately.
  - C. The incoming International President receives one **(1)** complimentary hotel suite (of one **(1)** to two **(2)** bedrooms), two **(2)** complimentary convention registrations, and two **(2)** complimentary tickets to each of the official meal functions and speech contests, if ticketed separately.
  - D. The Immediate Past International President receives two **(2)** complimentary convention registrations and two **(2)** complimentary President's Dinner Dance tickets, if ticketed separately.
  - E. Past ~~i~~International ~~p~~Presidents receive one **(1)** complimentary convention registration and one **(1)** complimentary President's Dinner Dance ticket, if ticketed separately.
6. The following reimbursements apply specifically for newly-elected **International** ~~e~~**D**irectors and the newly-elected Second Vice President for the International Convention:
  - A. Incoming ~~i~~International ~~e~~**D**irectors receive the return portion of round-trip airfare or other public transportation (coach or discount) or mileage. Mileage is reimbursed at the current business standard mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service by the most direct route. Hotel accommodations, including applicable taxes, for any day between their installation and the Board meeting; a \$30 **USD** per diem allowance for any day they attend the Board meeting following the Convention; one **(1)** travel day; and one **(1)** complimentary President's Dinner Dance ticket, if ticketed separately, will also be reimbursed. Incidental expenses such as, but not limited to, magazines, food (including room service), entertainment, and fuel are not reimbursable.
7. If an ~~i~~International ~~e~~**D**irector moves out of the region from which elected, reimbursement is based either on the residence at the time of election or on the current residence, whichever is less.

## Board of Directors Confidentiality

### 1. Board Business

- A. Each document provided to ~~directors~~ **Board Members** in connection with Board business (“item”) shall be appropriately classified Highly Confidential, Restricted, or Unrestricted:
- I. Items classified as Highly Confidential may not be copied, shown to, or discussed with anyone except ~~members of the Board~~ **Board Members** and those employees, agents, or members of the corporation authorized by the Chief Executive Officer to receive the information.

Examples of Highly Confidential items include personnel and disciplinary matters; background documents; draft agendas; draft ~~p~~**P**olicies; draft minutes; some minutes or matters contained within minutes; committee reports; and other reports, budgets and information prepared for the Board.

- II. Items classified as Restricted may not be copied, shown to, or discussed with anyone except ~~members of the Board~~ **Board Members**, those employees, agents, or members of the corporation authorized by the Chief Executive Officer to receive the information, and those past ~~members of the~~ **Board Members** who have agreed to receive such information in confidence.

Examples of Restricted items include final committee and Board agendas; some minutes or matters contained within minutes; and matters submitted to the Advisory Committee of Past Presidents.

- III. Items classified as Unrestricted have no limitation on distribution or discussion. ~~Directors~~ **Board Members**, officers, employees, and agents of the organization are to use good judgment and discretion when handling such information.

Examples of Unrestricted items include Board-approved ~~p~~**P**olicies (though they may have been classified Highly Confidential or Restricted at an earlier stage), ~~and~~ minutes of the Annual Business Meeting, and most items in Board meeting minutes. Some matters contained in Board meeting minutes may remain Highly Confidential or Restricted.

- B. In addition to a Highly Confidential or Restricted classification, an item or a portion of an item may be marked “confidential attorney-client privilege” when the material contains or reflects a matter communicated between the organization and legal counsel in confidence. Disclosing such matters to others may result in a waiver of privilege, causing the organization to lose the protection of the privilege in the event of litigation.
- C. An item may be classified Highly Confidential or Restricted until a specific time, after which the item becomes Unrestricted. All those receiving such an item in confidence are to observe the restriction until the agreed time.
- D. Board materials may be deemed Unrestricted, except for those items classified as Highly Confidential or Restricted.

- E. Board ~~m~~Members may discuss what committees the Board is working on but may not ~~share which committee he/she is participating in~~ **reveal the details of Board Member committee participation** unless it involves asking questions as a committee assignment.
- F. Each item the Chief Executive Officer prepares is tentatively classified. In some instances, a page or attachment may be classified differently from the rest of the item. After consultation with the Chief Executive Officer, the International President may change the tentative classification of an item.
- G. The Executive Committee may change a classification made by the Chief Executive Officer or by the International President.
- H. The Board may change a classification made by the Chief Executive Officer, the International President, or the Executive Committee.
- I. In all cases, the Board has the ultimate responsibility for establishing the level of confidentiality to be maintained, observing the requirements of applicable law.
- J. Annually the Board reviews all Restricted and Highly Confidential minutes to determine if the classifications should be modified.
- K. Specifics of Board deliberations, including how individual ~~directors~~ **Board Members** voted, are Highly Confidential. If a ~~member of the Board~~ **Board Member** votes on an Unrestricted item and wishes that vote to be disclosed, that vote may be made Unrestricted.

## 2. **Distribution of Board Business Items and Meeting Minutes**

- A. At Board briefings, which are open to members of the organization, the Board briefs the audience on such items as the Board selects, and any mention of Highly Confidential or Restricted items is made in a manner which does not compromise the confidentiality of those items.
- B. The Board minutes and other corporate records of Toastmasters International are open to inspection by voting members of Toastmasters International (~~d~~Delegates at ~~I~~Large and authorized representatives of ~~m~~Member ~~e~~Clubs), under California Corporations Code Section 6333, are limited to Unrestricted materials and only those Highly Confidential and Restricted materials that the Chief Executive Officer determines may be inspected for a purpose reasonably related to such person's interests as a **voting** member.
- C. Once a year, the Chief Executive Officer sends a notice to all former Board ~~m~~Members, whose dues payments are current, giving them the option to continue receiving Board materials, including Restricted items which they must agree to keep confidential. Only those past Board ~~m~~Members responding in writing that they wish to receive such materials subject to the confidentiality restriction, by signing the Confidentiality Statement, are sent such materials, until the following annual notice is sent to them.
- D. If a document distributed to ~~p~~Past ~~i~~International ~~p~~Presidents, ~~p~~Past ~~i~~International ~~d~~Directors, or ~~d~~District ~~d~~Directors contains Highly Confidential material, such items are redacted or deleted in order to preserve confidentiality.

- E. If someone receiving Highly Confidential or Restricted information believes it would serve the best interests of the organization to disclose the matter to, or discuss it with, someone outside of the restricted group, that person may request, in writing, approval from the Chief Executive Officer to do so. Said approval shall be given in writing.
- F. A breach of confidentiality must be immediately reported to the Chief Executive Officer who reports it to the International President.

## Board of Directors Visits

1. The purposes of ~~international officer and director~~ **Board Members' District** visits are: to evaluate and increase the effectiveness of the ~~d~~**D**istrict in achieving the ~~d~~**D**istrict mission;; **to** meet with Toastmasters members and leaders and with business and community leaders;; **to** represent the organization at ~~d~~**D**istrict events;; **to** share the organization's message as directed by the International President;; **to** participate in club-building and strengthening opportunities;; and **to** publicize Toastmasters International and its brand through media.
2. International ~~d~~**D**irectors are expected to visit ~~d~~**D**istricts as approved by the International President.
3. International ~~e~~**O**fficer visits to ~~d~~**D**istricts are scheduled every seven **(7)** years, or ~~more frequently, if as~~ deemed necessary by the International President.
4. International ~~d~~**D**irectors request ~~d~~**D**istrict visits by submitting a proposed visit schedule to World Headquarters for consideration by the International President or International President-Elect (depending on who will be International President at the time the visits will occur). World Headquarters confirms each visit, in writing, to the ~~i~~**I**nternational ~~d~~**D**irector and the appropriate ~~d~~**D**istrict leaders.
5. Districts must accept visits by ~~either an international officer or director~~ **Board Members**.
6. Visits to Toastmasters events may require prior approval of the International President or International President-Elect (depending on who will be International President at the time the visits will occur). The approval process is managed through World Headquarters. All requests must include details about the reasons for the proposed visit.
  - A. Visits to club meetings within the ~~officer's/director's~~ **Board Member's** region may be made at any time. Visits to club meetings outside of the ~~officer's/director's~~ **Board Member's** region require prior approval. Reimbursement is not provided.
  - B. Visits to ~~a~~**A**rea and ~~d~~**D**ivision events within the ~~officer's/director's~~ **Board Member's** home ~~d~~**D**istrict **or region** may be made at any time as an attendee. Visits to such events as a presenter or an ambassador for the organization require prior approval. Reimbursement is not provided.

~~Visits to area and division events within the officer's/director's region may be made at any time as an attendee. Visits to such events as a presenter or an ambassador for the organization require prior approval. Reimbursement is not provided.~~

Visits to ~~a~~**A**rea and ~~d~~**D**ivision events outside the ~~officer's/director's~~ **Board Member's** region require prior approval. Reimbursement is not provided.
  - C. Visits to ~~d~~**D**istrict events within the ~~officer's/director's~~ **Board Member's** home ~~d~~**D**istricts may be made at any time as an attendee. Visits to such events as a presenter or an ambassador for the organization require prior approval. Reimbursement may be provided with the International President's prior approval.



Visits to **e**District events within the **officer's/director's Board Member's** region that are not part of the approved schedule require prior approval. Reimbursement may be provided with prior approval.

- D. District visits outside the **officer's/director's Board Member's** region require prior approval. Reimbursement is not provided.

Protocol 11.8  
**Chief Executive Officer**

1. The Chief Executive Officer develops strategic planning proposals and revisions to current plans and submits them to the Strategic Planning Committee.
2. The Chief Executive Officer keeps the International President, Executive Committee, and Board abreast of operations and performance factors.
3. The Chief Executive Officer develops the annual operating budget and presents it to the Executive Committee; manages all aspects of income and expenses, including operating within the approved budget; submits financial reports to the Board of Directors at least quarterly; ensures all funds are appropriately safeguarded and administered; supports the Board in its fiduciary duty regarding investments and financial oversight; and executes the Bylaws provisions regarding the official annual audit.
4. The Chief Executive Officer arranges for the formulation of plans and programs for approval by the Board; researches and develops education and training programs that advance the communication and leadership skills of the membership; **and** evaluates administrative operations; **and** recommends and implements system improvements.
5. The Chief Executive Officer assesses and recommends improvements to Board organization; recommends an organizational structure that satisfies the needs and interests of the worldwide membership; **and** provides for efficient distribution of educational services and resources to members.
6. The Chief Executive Officer establishes and maintains communications systems with all levels of the membership and maintains organizational and corporate relations as appropriate; oversees global public relations and branding initiatives; **and** directs the planning, organization, and implementation of growth and retention programs.
7. The Chief Executive Officer securely maintains membership information, files, and legal and historical documents; safeguards physical assets and intellectual property; **and** develops and maintains corporate minutes.
8. The Chief Executive Officer is responsible for all aspects of the World Headquarters staff and human resources decisions; consults with the International President and a majority of the Executive Committee before employing and terminating director-level staff members; **and** provides effective training and development programs, clear expectations, duties, and responsibilities to all employees; **and** annually reviews each employee's performance, based on a written job description.
9. The Chief Executive Officer presents resolutions received from **individual** members, **Member eClubs**, and **eDistricts** to the International President.
10. The Chief Executive Officer supervises all aspects of the Toastmasters International Convention and **eDistrict** leader training.
11. The Chief Executive Officer selects the site for the International Convention, held annually in August, in consultation with the Executive Committee.

12. The Chief Executive Officer selects the annual recipient of the Golden Gavel Award—~~The purpose of the Golden Gavel Award is to recognize, which recognizes~~ an individual who has demonstrated outstanding ability exemplifying communication and leadership.

# Bylaws of Toastmasters International

## Article I: Purpose

### Section 1

Toastmasters International is the leading movement devoted to making effective oral communication a worldwide reality.

Through its ~~m~~Member ~~e~~Clubs, Toastmasters International helps ~~men and women~~ **individuals** learn the arts of speaking, listening and thinking—vital skills that promote self-actualization, enhance leadership potential, foster human understanding, and contribute to the betterment of mankind.

It is basic to this ~~mission~~ **purpose** that Toastmasters International continually expand its worldwide network of ~~m~~Member ~~e~~Clubs, thereby offering ever-greater numbers of people the opportunity to benefit from its program.

### Section 2

In order to carry out this ~~mission~~ **purpose**, Toastmasters International shall:

- (a) Organize, recognize, direct, and guide ~~m~~Member ~~e~~Clubs as private associations of individuals seeking to improve their speaking, listening, thinking, and leadership skills.
- (b) Utilize its ~~m~~Member ~~e~~Clubs to provide private educational programs, instructional materials, and practice opportunities for those individuals invited to join its clubs, and to afford evaluation and incentive to personal development through appropriate awards and recognition.
- (c) Engage in research in speech education, leadership training, communications and related fields; cooperate with accredited educational institutions and other organizations in the furtherance of its objectives; and publish and disseminate educational materials ~~in, and~~ related to, oral communications.
- (d) Provide communication and leadership programs, Speechcraft ~~courses~~ **programs**, leadership training, and instruction in parliamentary procedure, conduct of meetings, group discussion, evaluation methods, and other techniques of communication; and award certificates indicating satisfactory completion of such educational projects as ~~are~~ authorized, ~~supervised, approved,~~ and modified ~~from time to time~~ by its Board of Directors.
- (e) Provide private training at all levels of its organization to improve ~~people's~~ **the individual's** ability to listen, think, speak, and lead. ~~For this purpose,~~ Toastmasters International shall establish, encourage, and supervise meetings, conventions, seminars, speech contests and such appropriate activities in the furtherance of its educational objectives, ~~as will with~~ **the aim of** stimulating interest, participation, and personal improvement of all individual members of its clubs.
- (f) Organize, recognize, aid, and provide instruction for special groups who cannot afford or who are otherwise ineligible for a Toastmasters club charter, whose participants desire training in ~~speech~~ **communication and leadership**, such as youth groups, groups within

correctional and rehabilitational institutions, and hospitals, and groups which foster improvements in ~~speech training in communication and leadership within~~ recognized educational institutions at all academic levels. The extent of the activities authorized by this paragraph shall be determined ~~from time to time~~ by the Board of Directors of Toastmasters International.

## Article II: Office

### Section 1: Legal Domicile

Toastmasters International shall be a nonprofit public benefit corporation under the laws of the State of California, United States of America.

### Section 2: Locations

The Board of Directors shall have power and authority to set and to change the location of the principal place of business of the corporation ("World Headquarters") ~~from time to time~~ and to establish or discontinue branch offices ~~from time to time~~ at any ~~place or~~ places it may designate.

## Article III: Membership

### Section 1: How Constituted

The voting members of Toastmasters International shall consist of the following two (2) classes of members, as the term "member" is defined in Section 5056 of the California Corporations Code:

- (a) Member ~~e~~Clubs, defined as Toastmasters clubs which, having subscribed to the purposes and ideals of Toastmasters International and having been granted a charter, continue to function in compliance with the conditions set forth in the Articles of Incorporation, these Bylaws, the Club Constitution, the ~~p~~Policies established by the Board of Directors, and the decisions of the Board and its authorized agents and representatives. Each ~~m~~Member ~~e~~Club shall be entitled to two (2) votes in all matters presented to the voting membership for a decision.
- (b) Delegates at ~~i~~Large, who shall consist of the Toastmasters International President, International President-Elect, the ~~F~~irst and ~~S~~econd ~~v~~Vice ~~p~~Presidents, the ~~i~~nternational ~~d~~irectors, ~~p~~ast ~~i~~nternational ~~p~~residents, ~~p~~ast ~~i~~nternational ~~d~~irectors, and ~~d~~istrict ~~d~~irectors, subject to the conditions of membership stated in Article III, Section 4, below. Each ~~d~~elegate at ~~i~~Large shall be entitled to one (1) vote in all matters presented to the voting membership for a decision.

Other persons and entities that are affiliated with Toastmasters International, but are not voting members of the corporation Toastmasters International under Section 5056 of the California Corporations Code, are the following:

Individual members of clubs, who vote only in their respective clubs; and

Gavel clubs, and other entities and programs that Toastmasters International may establish pursuant to Article I, Section 2, Paragraph (f) above.

## Section 2: Composition of Member Clubs

~~m~~Member ~~e~~Clubs are private associations composed of persons seeking to improve their ability to communicate and/or lead. Individual membership in any **Member eClub** is by club invitation, and is open only to individuals who remain in good standing with Toastmasters International under Article III, Section 8, below. No persons shall be excluded from membership in a **Member eClub** because of age (except those persons under 18 years of age), race, color, creed, gender, national or ethnic origin, sexual orientation, or physical or mental disability, so long as the individuals, through ~~his or her~~ **their** own effort, ~~are is~~ able to participate in ~~the program~~ **Member Club activities**. However, **Member eClubs** may restrict their membership in other ways, e.g., to the employees of a particular company or agency, residents of a specific community, or people sharing a special interest.

## Section 3: Admission and Continuation of Member Clubs

Any group desiring admission as a ~~m~~Member ~~e~~Club of Toastmasters International shall make **a** written application on forms provided by World Headquarters. Upon adoption by the group and filing with World Headquarters of a properly certified constitution for ~~m~~Member ~~e~~Clubs and upon fulfillment of all requirements established by the Board of Directors, a charter shall be signed by the International President and the ~~Executive Director~~ **Chief Executive Officer**. Membership shall commence upon issuance of a charter. No charter shall be issued until the membership dues and new individual member fees stipulated in Article IV have been paid, together with a charter fee. The amount of the new individual member fee and the charter fee, and all other ~~p~~Policies for admission and continuation of ~~m~~Member ~~e~~Clubs may be established and modified ~~from time to time~~ by the Board of Directors.

## Section 4: Termination and Suspension

The provisions of this section shall govern termination and suspension of voting members of this corporation. The Board of Directors shall prescribe, and may modify ~~from time to time~~, ~~p~~Policies for termination, suspension, and restoration of voting membership status, consistent with these Bylaws. Neither termination nor suspension shall relieve the voting member of any accrued but unpaid obligations of such voting member to this corporation. Voting memberships in this corporation, or any right arising therefrom, may not be transferred or assigned under any circumstances. Any such attempted transfer shall be void. For instance, there shall be no transfer of an issued charter from an inactive ~~m~~Member ~~e~~Club to another group whose members are interested in organizing a new club.

### (a) ~~m~~Member ~~e~~Clubs

Voting membership in this corporation shall terminate upon the occurrence of any of the following events or conditions:

- (1) nonpayment of amounts owed to this corporation or failure to meet other minimum requirements for ~~m~~Member ~~e~~Clubs set by the Board of Directors ~~from time to time~~ and administered by World Headquarters;
- (2) voluntary withdrawal, expressed in writing and delivered to World Headquarters; or
- (3) expulsion for cause, after a proper hearing, by a three-fourths majority vote of the Board of Directors, under the procedure set forth in Article III, Section 13 below.

A terminated **Member eClub** is not in good standing and is required to return its charter to World Headquarters. Voting membership in this corporation may be suspended upon the

occurrence of events or conditions set forth in ~~p~~Policies adopted and modified by the Board ~~from time to time~~. During the period of suspension, a ~~m~~Member ~~e~~Club shall not have any of the rights of a voting member of this corporation, and shall not be considered in good standing.

(b) Delegates at ~~I~~Large

Voting membership in this corporation shall terminate upon the occurrence of any of the following events or conditions:

- (1) termination of the person's service as an officer of this corporation for any reason, except for ~~p~~Past ~~i~~International ~~p~~Presidents and ~~p~~Past ~~i~~International ~~d~~Directors;
- (2) death;
- (3) voluntary resignation, expressed in writing and delivered to World Headquarters; or
- (4) failure to maintain good standing with Toastmasters International under Article III, Section 8, below.

Voting membership in this corporation may be suspended upon the occurrence of events or conditions set forth in ~~p~~Policies adopted and modified by the Board ~~from time to time~~. During the period of suspension, a ~~d~~Delegate at ~~I~~Large shall not have any of the rights of a voting member of this corporation, and shall not be considered in good standing.

## Section 5: Liability

No ~~m~~Member ~~e~~Club, ~~d~~Delegate at ~~I~~Large, nor any individual member of any club, shall be personally liable to any creditor, or for any indebtedness or liability, of Toastmasters International, and any and all of the creditors of the corporation shall look only to the assets of the corporation for payment. Furthermore, this corporation is not legally responsible for any liability or debt incurred by any ~~m~~Member ~~e~~Club, ~~d~~Delegate at ~~I~~Large, or any individual member of any club. ~~This corporation Toastmasters International~~ may provide certain benefits to ~~m~~Member ~~e~~Clubs, such as group tax exemption rulings and insurance coverage, and may establish ~~p~~Policies for ~~m~~Member ~~e~~Clubs, but these actions shall not cause this corporation to be liable for the acts or omissions of any ~~m~~Member ~~e~~Club.

## Section 6: Use of Collective Membership Marks

Toastmasters International is the owner of a number of collective membership marks, including the following: "TOASTMASTER", "TOASTMASTERS", "TOASTMASTERS INTERNATIONAL", and the "official emblem". ~~m~~Member ~~e~~Clubs have the right to use these collective membership marks pursuant to restrictions and requirements set by the Board of Directors ~~from time to time~~. These marks can only be used by the ~~m~~Member ~~e~~Clubs to indicate membership in the clubs. Member ~~e~~Clubs shall not permit any individual member of a club or any other person or entity to use the collective membership marks without prior written approval from the ~~Executive Director~~ ~~Chief Executive Officer~~ of Toastmasters International. The ~~Member~~ ~~e~~Clubs recognize that all use of the collective membership marks by the ~~member~~ clubs inures to the benefit of this corporation. ~~m~~Member ~~e~~Clubs shall take no action which jeopardizes or imperils the validity of the collective membership marks or impairs the value of such marks. ~~m~~Member ~~e~~Clubs shall use the collective membership marks only in the form and manner as prescribed by this corporation, and shall not use any other trademark or service mark in connection with the collective membership marks without prior written approval of the ~~Executive Director~~ ~~Chief~~

**Executive Officer.** A ~~an~~Member ~~e~~Club shall promptly notify World Headquarters of any unauthorized use of any of the corporation's collective membership marks, trade names, trademarks, service marks, and/or copyrights which come to the club's attention. The corporation shall have the sole right and discretion to bring infringement or unfair competition proceedings involving its collective membership marks, trademarks, service marks, trade names, and copyrights. Use of any of said marks, names, or copyrights by a ~~an~~Member ~~e~~Club or by an individual member of a club in a manner which does not comply with the ~~p~~Policies established by the Board of Directors is prohibited.

### Section 7: Nondiscrimination

This corporation shall not discriminate, in the conduct of its programs and activities, against any persons on the basis of age (except those persons under 18 years of age), race, color, creed, gender, national or ethnic origin, sexual orientation, or physical or mental disability, so long as the individuals, through ~~his or her~~ **their** own effort, ~~is are~~ able to participate in the program or activity.

### Section 8: Good Standing of Individual Members of Clubs

Upon an individual's initial admission to membership in any ~~an~~Member ~~e~~Club, that individual shall be presumed to be in good standing with Toastmasters International. An individual member shall continue in good standing with Toastmasters International so long as ~~he or she~~ **the individual** is a member of a club and:

- (a) the club of such member is not suspended or terminated;
- (b) the club, or member when verified by a club officer, pays when due the new individual member fees and membership dues payments for such member to Toastmasters International;
- (c) the club continues to recognize the individual as a member in good standing of the club; and
- (d) the individual member has not been suspended or removed from good standing with Toastmasters International by action of the Board of Directors as set forth below.

The Board of Directors of Toastmasters International may suspend or remove from good standing any individual member of any club, or take any other appropriate reasonable action with respect to the good standing of any individual member of a club, by a three-fourths majority vote of the Board, under the procedure set forth in Article III, Section 13 below. Any suspension or removal of an individual member from good standing with Toastmasters International shall operate as a suspension or expulsion from each and every club with which that individual member is affiliated, and that individual shall not be eligible for membership in any club unless and until ~~his or her~~ **the individual's** good standing with Toastmasters International has been restored by a three-fourths majority vote of the Board of Directors.

### Section 9: Designated Representatives of Member Clubs

~~an~~Member ~~e~~Clubs shall exercise all the rights and obligations of membership, including the right to vote, through a designated representative **or proxyholder**. The designated representative of a ~~an~~Member ~~e~~Club, unless otherwise provided in these Bylaws, shall be the president of the ~~an~~Member ~~e~~Club.



## Section 10: Membership Roster

This corporation shall keep a membership roster containing the name of each voting member (**Member Club or Delegate at Large**) and the last address provided to this corporation by the voting member for purposes of notice. The roster shall indicate whether a voting member is in good standing **with Toastmasters International from time to time**.

## Section 11: Voting Members' Rights

Subject to these Bylaws and this corporation's other ~~p~~**P**olicies, voting members of this corporation shall have the right to vote, as set forth in these Bylaws, on:

- (a) the election of the International President-Elect, the International President when there is no International President-Elect to succeed to that office, the **First and Second** ~~v~~**V**ice ~~p~~**P**residents, and the ~~other i~~**International e****D**irectors of this corporation;
- (b) the removal of ~~i~~**International e****D**irectors pursuant to Section 5222 of the California Corporations Code;
- (c) any amendment to these Bylaws and any amendment to the Articles of Incorporation of this corporation;
- (d) the disposition of all or substantially all of the assets of this corporation;
- (e) any merger of this corporation;
- (f) any dissolution of this corporation; and
- (g) any other matters that may properly be presented to **voting** members ~~for a vote~~, pursuant to this corporation's Articles, Bylaws, ~~member-Club Constitution~~ **for Clubs of Toastmasters International**, or action of the Board of Directors, or by operation of law.

## Section 12: Dues and ~~Assessments~~**Financial Levies**

Each ~~m~~**M**ember ~~e~~**C**lub must pay to this corporation, within the time and on the terms set by the Board of Directors, membership dues and such other fees and charges as the Board may establish ~~from time to time~~, as a condition of voting membership. For ~~d~~**D**elegates at ~~i~~**L**arge, payment of their individual membership dues to Toastmasters International made or verified by their respective clubs shall be sufficient to maintain their voting membership in this corporation. Voting memberships in this corporation shall not be subject to mandatory ~~assessments~~ **financial levies** by this corporation or any part of this corporation.

## Section 13: Disciplinary Proceedings

The following procedure for termination or suspension of a ~~m~~**M**ember ~~e~~**C**lub or a ~~d~~**D**elegate at ~~i~~**L**arge by the Board of Directors under Article III, Section 4, is designed to qualify as fair and reasonable under Section 5341(c) of the California Corporations Code. The procedure also applies to the suspension, removal, or other action by the Board with respect to the good standing of an individual member of a club. The term "**charged** member" in this section shall refer to the ~~m~~**M**ember ~~e~~**C**lub, the ~~d~~**D**elegate at ~~i~~**L**arge, or the individual member of a club, as the case may be.

- (a) The Board of Directors shall pass a resolution stating

- (1) the proposed disciplinary action;
  - (2) the reasons therefore;
  - (3) the proposed date for the disciplinary action to take effect; and
  - (4) the date, time, and place for a hearing before the Board ~~by~~ **for** the **charged** member. The date for the hearing shall be not less than five (5) days before the proposed effective date.
- (b) The ~~Executive Director~~ **Chief Executive Officer** shall send written notice of the hearing to the **charged** member by first class mail to the last address of the member shown on this corporation's records or by any other means reasonably calculated to provide actual notice, ~~containing~~ **of** the matters stated in the Board resolution. Such notice shall be sent not less than 20 days before the hearing date.
  - (c) The Board may take interim disciplinary actions pending the hearing, if necessary to protect the vital interests of Toastmasters International or to prevent any imminent harm to Toastmasters International or any of its affiliates.
  - (d) The **charged** member may choose to appear at the hearing (in person, by telephone conference call, and/or through a representative), or make a written, videotaped, or audio taped statement to the Board, at the **charged** member's own cost. The Board may place reasonable restrictions on the length of the **charged** member's presentation. Any statement in writing or other physical form must be received by the ~~Executive Director~~ **Chief Executive Officer** not less than 48 hours before the hearing date.
  - (e) After the hearing is ended and the **charged** member has been excused, the Board shall discuss and vote on the proposed disciplinary action. The deliberations shall be limited to considering only the evidence presented during the hearing and the charges stated in the Board resolution. To take disciplinary action, a three-fourths majority of the Board must be persuaded that, more probably than not, one or more of the allegations charged in the resolution are true. The decision of the Board of Directors shall be final.
  - (f) The disciplinary procedures set forth in *Robert's Rules of Order Newly Revised* shall not apply to disciplinary matters considered by the Board of Directors. The reference to Robert's Rules in Article XIII, Section 5(a), below, applies only to parliamentary procedure for the conduct of business meetings.
  - (g) The Board has complete and sole discretion to decide questions that may arise regarding this disciplinary procedure in order to ensure that it is conducted in good faith and in a fair and reasonable manner, considering the best interests of the organization and the individual and clubs affected. The Board is authorized to adopt and modify ~~from time to time~~ specific ~~p~~**P**olicies for disciplinary proceedings, and the rights of the **charged** member ~~charged~~ are limited to those stated in such ~~p~~**P**olicies and in this section, and no other rights should be presumed or inferred. The **charged** member ~~charged~~ does not have any absolute right to legal counsel, to identify or confront witnesses against the member, or to more information about the charges or the evidence beyond that provided in the notice of hearing. All types of evidence, including statements from persons who are not present at the hearing, may be considered. All proceedings shall be conducted and materials shall be presented to the Board in English. A decision by the Board to permit or not permit certain

forms of participation in one disciplinary situation shall not bind the Board to the same approach in another situation.

- (h) If the disciplinary matter is complex or difficult, due to the number of persons charged, the extent of the evidence, the need for pre-hearing negotiations, the nature of the charges or the defense, or other circumstances, the Board may delegate authority to the Executive Committee, or to a disciplinary committee appointed under Article VII below, to conduct some or all of the aspects of the disciplinary process set forth above, substituting such committee for the Board in each instance. However, a final decision to take disciplinary action must be made or confirmed by a three-fourths majority vote of the Board. If the hearing described in Paragraph (d) above has taken place before such committee, a subsequent hearing need not be held before the Board unless the Board increases the severity of the action taken.

## Article IV: Revenue

### Section 1: Source

The operations of Toastmasters International shall be financed by membership dues; new individual member fees; charter fees; sales of literature, **products** and supplies; interest; and any other sources of revenue. The corporation's fiscal year shall begin January 1.

### Section 2: Membership Dues Payment

- (a) At the time that a new individual member is admitted into a club, the club or the individual member when verified by a club officer, shall remit to Toastmasters International a new individual member fee and prorated membership dues for the period commencing with the **first day of the** month of the person's admission and ending on the next dues renewal report date.
- (b) The amount of all dues and fees and the schedule for payment shall be determined **by the Board of Directors from time to time** by a two-thirds vote of the entire Board **of Directors**. The Board shall establish and may modify **from time to time p**Policies for the collection of dues payments, including proration of new clubs' payments, postponement or reduction of membership dues in the event of a natural disaster or other extenuating circumstances affecting a **m**Member **e**Club's ability to pay, or other appropriate measures.
- (c) **A club officer** ~~The secretary~~ of a **m**Member **e**Club shall, on request of an individual member in good standing, furnish such person with **a letter or card documentation** showing the date to which the individual member's membership dues is made, which will entitle the person, when transferring to another club, to do so without paying **his or her** Toastmasters International membership dues **payment** for that period.

### Section 3: Official Publication

The *Toastmaster* magazine shall be the official publication of Toastmasters International. No change in the **m**Member **e**Clubs' financial obligations to this corporation shall be effective **unless and until that change is made public until the earlier of the date of publication** in the *Toastmaster* **magazine** or **the date of posting** on the Toastmasters International website.

## Article V: Board of Directors

### Section 1: How Constituted

**A voting member of the Board of Directors may be referred to as a “Board Member” and collectively they may be referred to as “Board Members” in these Bylaws.** The authorized number of ~~international-directors~~ **Board Members** of this corporation shall be not less than 17 and not more than 25, the exact number to be set by the Board of Directors. The Board of Directors shall consist of the International President, the International President-Elect, the First and Second Vice Presidents, the Immediate Past International President, and one (1) ~~International~~ **Director** from each geographic region. Except for the Immediate Past International President and the International President, all ~~of the international-directors~~ **Board Members** shall be elected by the voting membership of Toastmasters International. ~~A voting member of the Board of Directors may be referred to as an “international-director” and collectively they may be referred to as “international-directors” in these Bylaws.~~ The ~~Executive Director~~ **Chief Executive Officer** of Toastmasters International ~~shall not be an international director but~~ shall be an ex officio member of the Board without voting privileges.

### Section 2: Powers

Except as otherwise provided in these Bylaws, the powers of Toastmasters International shall be exercised, its property controlled, and its affairs conducted by or under the direction of the Board of Directors.

**Whenever in these Bylaws the Board of Directors is empowered to take any action, it shall be deemed, unless otherwise specified, that the Board Members may take such action from time to time.**

### Section 3: Meetings

- (a) Regular meetings of the Board of Directors shall be held immediately preceding and immediately following each Annual Business Meeting of Toastmasters International at the place where such Annual Business Meeting shall be held.
- (b) Other meetings of the Board shall be held at such times and places as ~~from time to time may be~~ determined by resolution of the Board, or upon call of the Executive Committee, or upon the request of eight (8) or more ~~International~~ **Directors**. Upon receipt of such call or written request, the ~~Executive Director~~ **Chief Executive Officer** shall give to each ~~international-director~~ **Board Member**, by first-class mail, telephone (including a voice messaging system), facsimile transmission or other electronic transmission such as e-mail (in compliance with Article XIII, Section 9, below), or personal delivery, at least 10 days' notice of the date, time, and place of the meeting. The notice shall include a statement of the purposes of the meeting, but the business transacted at such meeting shall not be limited by such statement.
- (c) The act of a majority of the ~~international-directors~~ **Board Members** present at a meeting at which a quorum, as defined in Article XI, Section 2, is present shall be the act of the Board of Directors, except as otherwise provided in these Bylaws or in the California Nonprofit Public Benefit Corporation Law. Where the vote of a majority or a greater number “of the Board” is required for a particular action, the vote shall be calculated using the number of ~~international-directors~~ **Board Members** present at a duly-noticed meeting at which a quorum is present. Where the vote of a majority or a greater number “of the entire Board” is required for a particular action, the vote shall be calculated using the total number of

~~international-directors~~ **Board Members** then in office. The chair of the meeting may vote at any time.

- (d) The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the ~~international-directors~~ **Board Members** not present provides a written waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing, which may include electronic mail or facsimile transmitted by a ~~director~~ **Board Member** in compliance with Article XIII, Section 9, below. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any ~~international-director~~ **Board Member** who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.
- (e) A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of ~~international-directors~~ **Board Members**, if any action taken is approved by at least a majority of the required quorum for such meeting.
- (f) Any action required or permitted to be taken by the Board may be taken without a meeting if all ~~members-of-the~~ Board **Members** shall individually or collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such ~~international-directors~~ **Board Members**. Written consent shall include electronic mail or facsimile transmitted by ~~an-international-director~~ **a Board Member** in compliance with Article XIII, Section 9, below.
- (g) ~~International-directors~~ **Board Members** may participate in a meeting through use of conference telephone or electronic video screen communication so long as all ~~directors~~ **Board Members** participating in such meeting can hear one another. ~~International-directors~~ **Board Members** may also participate in a meeting through use of electronic transmission from and to the corporation in compliance with Article XIII, Section 9, ~~below~~ so long as
  - (1) each ~~director~~ **Board Member** participating in the meeting can communicate with all ~~of the-other-directors~~ **other members** concurrently; and
  - (2) each ~~director~~ **Board Member** is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

#### Section 4: Duties

The Board of Directors shall:

- (a) Devise strategic measures for the growth and development of the organization;
- (b) Direct the conduct of the activities and affairs of the corporation and the exercise of all its corporate powers;

- (c) Appoint an ~~Executive Director~~ **Chief Executive Officer** and fix compensation for ~~his or her service that individual's service~~;
- (d) Obtain the services of a certified public accounting firm to audit the records of the corporation at the close of each fiscal year, and to certify to the Board and to the ~~mMember~~ **eClubs** a report of the corporation's financial status;
- (e) Appoint standing committees and all other committees not otherwise provided for;
- (f) Adopt by a two-thirds vote of the entire Board, and ~~from time to time~~ revise by a like vote, ~~p~~**P**olicies containing the Board's major administrative decisions governing the affairs of the corporation; any Board action on governing documents such as these Bylaws, the Articles of Incorporation, ~~and the member~~ **Club Constitution for Clubs of Toastmasters International, and the District Administrative Bylaws** shall also require a two-thirds vote of the entire Board;
- (g) Fill any vacancies on the Board of Directors for the unexpired portion of the term vacated (or decide not to do so), except that
  - (1) a vacancy in the Immediate Past International President's office or the International President-Elect's office shall not be filled,
  - (2) in the event of a vacancy in the International President's office, the Board may choose to leave the position vacant and assign the Immediate Past International President or the International President-Elect, while retaining ~~his or her that~~ office, to serve also as Acting International President or the Board may appoint the International President-Elect to immediately succeed to the position of International President, thereby vacating the office of International President-Elect, and provided that any vacancy shall be filled by a person who has met the qualifications for that position stated in Article IX, Section 2, for the preceding 12 months, and further provided that if the number of ~~international directors~~ **Board Members** in office is less than a quorum for any reason, vacancies on the Board may be filled in a manner complying with Section 5224 of the California Corporations Code;
- (h) Divide that territory in which ~~mMember~~ **eClubs** are located into geographic regions, as nearly as possible equal in number of clubs after giving proper consideration to potential growth of the organization and further, to accomplish the staggered terms of ~~i~~**I**nternational ~~d~~**D**irectors, divide the regions into two (2) groups and assign each group to even or odd successive election years in a manner that is reasonably fair and balanced;
- (i) Review the regional boundaries and the regional assignment of undistricted ~~mMember~~ **eClubs** ~~in 2010, and not more than every three (3) years thereafter not less than once every three (3) years~~, and, by a two-thirds vote of the entire Board, make such revision of regional boundaries and such reassignment of undistricted clubs to regions as may be necessary to provide, insofar as possible without abolishing the contiguousness of the several ~~d~~**D**istricts within the respective regions, that the total number of ~~mMember~~ **eClubs** in each geographic region shall be not more than ~~fifteen percent (15%)~~ of the total number of ~~mMember~~ **eClubs** in good standing at the end of the fiscal year immediately preceding any such Board action; and

- (j) Conduct the programs, activities, and affairs of the corporation so as to further the charitable and educational purposes of Toastmasters International, to abide by the requirements of law applicable to nonprofit corporations, and to ensure that any management powers delegated to others shall be exercised under the ultimate direction of the Board.

### Section 5: Board Actions on Shorter Notice

If time does not permit 10 days' notice, the International President may call a meeting of the Board on 72 hours' notice given personally, by telephone (including a voice messaging system), by facsimile transmission, or by other electronic transmission such as e-mail in compliance with Article XIII, Section 9, below. The notice shall state the matter or matters to be considered, but the business transacted at the meeting shall not be limited by such statement.

### Section 6: Executive Committee

- (a) There shall be an Executive Committee of the Board of Directors, composed of the International President, the International President-Elect, the ~~two (2)~~ **First and Second Vice Presidents**, the Immediate Past International President, and the ~~Executive Director~~ **Chief Executive Officer**, who shall be an ex officio member without voting rights. In the event of a vacancy in the office of any voting member of the Executive Committee which is not filled by appointment or election of a new officer to fill that vacancy, the Board of Directors shall, by majority vote of the entire Board, select one (1) of the ~~International~~ **Directors** who has served a year on the Board to serve on the Executive Committee until the term of the vacated office expires.
- (b) The Executive Committee shall prepare and submit to the Board of Directors a recommended budget showing the amount of anticipated receipts and expenditures for the ensuing fiscal year. The budget, ~~in the form submitted, or as revised by the Board, when~~ **once** adopted by the Board, shall become the financial policy of this corporation for the ensuing fiscal year. This committee shall have such additional powers as the Board ~~from time to time~~ may delegate to it, and between Board meetings shall have the power of the Board to transact business of an urgent nature requiring immediate action, subject to the limitations on powers of committees of the Board stated in Section 5212 of the California Corporations Code.
- (c) All actions of the Executive Committee shall require four (4) affirmative votes, which may include the vote of the chair of the meeting. Meetings and actions of the Executive Committee shall be governed by and held and taken in accordance with the provisions of this Article V concerning meetings and actions of the Board of Directors, with such changes in the content of those bylaws as are necessary to substitute the Executive Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of the Executive Committee and shall be filed with the corporate records. All transactions of the Executive Committee shall be reported in full at the next meeting of the Board of Directors and shall be subject to the approval of the Board.

### Section 7: Standards of Conduct

- (a) **General**  
~~An international director~~ **A Board Member** shall perform the duties of a ~~director member of the Board~~, including duties as a member of any Board committee on which the ~~director~~ **Board Member** may serve, in good faith, in a manner such ~~director~~ **Board Member** believes to be in the best interest of this corporation and with such care, including

reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of ~~an international director~~ **a member of the Board**, a ~~director~~ **Board Member** shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by

- (1) one or more officers or employees of this corporation whom the ~~director~~ **Board Member** believes to be reliable and competent as to the matters presented;
- (2) counsel, independent accountants, or other persons as to matters which the ~~director~~ **Board Member** believes to be within such person's professional or expert competence; or
- (3) a Board committee upon which the ~~director~~ **Board Member** does not serve, as to matters within its designated authority, provided that the ~~director~~ **Board Member** believes such committee merits confidence; so long as in any such case, the ~~director~~ **Board Member** acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of ~~an international director~~ **a member of the Board** in accordance with this section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a ~~director~~ **Board Member**, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which this corporation, or assets held by it, are dedicated.

(b) **Investments**

Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. No investment violates this paragraph where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

(c) **Loans**

Without the approval of the Attorney General of California, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any ~~international director~~ **Board Member** or officer **of the corporation**, unless permitted by Section 5236 of the California Corporations Code; provided, however, that this corporation may advance money to a ~~director~~ **Board Member** or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such ~~director~~ **Board Member** or officer **of the corporation** so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

(d) **Self-dealing Transactions**

The Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its ~~international directors~~ **Board Members** has a material financial interest, unless the transaction comes within Section 5233(b) of the California Corporations Code.



## Article VI: Officers

### Section 1: Officers

The officers of Toastmasters International shall be the International President, the International President-Elect, the First and Second Vice Presidents, the Immediate Past International President, the ~~i~~International ~~d~~Directors, the Secretary, ~~- the~~ Treasurer, the ~~Executive Director~~ **Chief Executive Officer**, and the ~~d~~District ~~d~~Director for each ~~d~~District of Toastmasters International. All of the officers are subordinate and responsible to the Board of Directors.

### Section 2: Ex Officio Officers

Each ~~p~~Past ~~i~~International ~~p~~President of Toastmasters International shall be an ex officio officer, so long as ~~he or she~~ **the individual** qualifies as a ~~d~~Delegate at ~~L~~Large under Article III, Section 4(b) above.

### Section 3: Subordinate Officers

The Board of Directors may ~~from time to time~~ appoint and fix the tenure of such subordinate officers, agents, or representatives as the business of the corporation may require. Except for the officers who are also ~~international directors~~ **Board Members**, the Board of Directors may alter and re-establish ~~from time to time~~ the titles of any officers of this corporation by ~~p~~Policy, notwithstanding the titles that may be ascribed to such officers in Article XII, pertaining to ~~d~~Districts, or elsewhere in the Bylaws. If such titles are altered, by amendment to these Bylaws or by ~~p~~Policy, those who occupied an office under a previous title may be referred to either by the altered title or by a previous title, as necessary or appropriate under the circumstances.

### Section 4: International President

The International President shall serve as the ~~presiding officer~~ **chair** of the Board of Directors and of the Executive Committee, and an ex officio member of all other committees except the International Leadership Committee and the Advisory Committee of Past Presidents. The International President presides at the Annual Business Meeting of Toastmasters International and prior to the opening of that meeting shall appoint such officers and committees as may be required to transact the business of the meeting. The International President shall also have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

### Section 5: International President-Elect, Vice Presidents

#### (a) International President-Elect

The International President-Elect shall perform such duties as usually pertain to this office or as may be assigned by the International President or the Board of Directors, by resolution or through Board-established ~~p~~Policies. The International President-Elect shall assume the duties of the International President to chair the Board of Directors and the Executive Committee if the International President is temporarily absent or unable to act.

#### (b) First Vice President

The First Vice President shall perform such duties as usually pertain to this office or as may be assigned by the International President or the Board of Directors, by resolution or through Board-established ~~p~~Policies.

#### (c) Second Vice President

The Second Vice President shall perform such duties as usually pertain to this office or as

may be assigned by the International President or the Board of Directors, by resolution or through Board-established ~~p~~Policies.

- (d) If the position of the International President, the International President-Elect, or ~~any of the First or Second~~ ~~Vice~~ ~~p~~Presidents is vacated for any reason, or if that officer is absent or unable to act, and prior to the filling of any vacancy in such officer position, the duties of such officer (other than the International President's duties as chair, provided for in (a) above) shall be reassigned to other ~~international directors~~ **Board Members** by the Board of Directors or by the Executive Committee.

### **Section 6: ~~Executive Director~~ Chief Executive Officer**

The ~~Executive Director~~ **Chief Executive Officer** shall be ~~the chief executive officer of this corporation~~ under the supervision of the Executive Committee and the control of the Board; shall be appointed by a two-thirds vote of the entire Board, and may be terminated with or without cause by a majority vote of the entire Board upon reasonable written notice, subject to any rights the ~~Executive Director~~ **Chief Executive Officer** may have under a written contract of employment, if any. The ~~Executive Director~~ **Chief Executive Officer** shall perform the duties usually performed by the business manager of a nonprofit corporation; shall give bond for the faithful performance of such duties in such sum and with such sureties as the Board may determine; and shall present such reports to the Board, officers and ~~m~~Member ~~e~~Clubs as the business of the organization may require. The Board shall prescribe, ~~from time to time~~, the authority and duties of the ~~Executive Director~~ **Chief Executive Officer**.

### **Section 7: Secretary-Treasurer**

The Board of Directors, at its meeting immediately following the Annual Business Meeting, shall appoint an employee of World Headquarters to serve as Secretary-Treasurer of Toastmasters International who shall perform the duties usually performed by the Secretary-Treasurer of a nonprofit corporation without additional compensation for serving in that office.

### **Section 8: Compensation**

No officers, except the ~~Executive Director~~ **Chief Executive Officer** and the Secretary-Treasurer, shall receive any compensation from this corporation.

### **Section 9: Tenure of ~~International Officers and Directors~~ Board Members**

- (a) The terms of office of all members of the Board of Directors elected at any Annual Business Meeting or other voting membership meeting shall commence at the adjournment of such meeting and shall expire at the adjournment of the subsequent Annual Business Meeting at which their successors take office. The International President-Elect shall continue in that office for one (1) year; upon the adjournment of the next Annual Business Meeting ~~he or she~~ **the individual** shall assume the office of International President and continue in that office for one (1) year; and upon the adjournment of the next following Annual Business Meeting ~~he or she~~ **the individual** shall assume the office of Immediate Past International President and continue in that office for one (1) year. ~~Each of the two (2) vice presidents~~ **Both the First and Second Vice Presidents** shall continue in ~~his or her~~ office for one (1) year. Each of the ~~i~~International ~~d~~irectors shall continue in office for two (2) years. All members of the Board of Directors shall serve until their successors are elected or appointed or otherwise take office, or until the ~~international director~~ **Board Member's** resignation, death, or removal.

- (b) Resignations by ~~international directors or other officers~~ **Board Members** shall be effective upon receipt in writing by the Secretary-Treasurer of this corporation, unless a later effective date is specified in the resignation. If ~~an international director or other officer~~ **a Board Member** is incapacitated but ~~he or she has~~ executed an appropriate power of attorney document prior to becoming incapacitated, the person holding the power of attorney may submit the resignation on behalf of the incapacitated ~~director or other officer~~ **Board Member**.
- (c) The voting membership of Toastmasters International (as defined by Article III, Section 1, above) may remove any person from ~~his or her~~ **a** position as an ~~International~~ **Director** at any time, with or without cause, by majority vote. The Board of Directors by a three-fourths vote of the entire Board may remove any person from ~~his or her~~ **a** position as an officer listed in Section 1 of this article (other than the ~~Executive Director~~ **Chief Executive Officer**), with or without cause at any time. The Board may, by a three-fourths vote of the entire Board, remove **a any** person from ~~his or her~~ **a** position as ~~an international director~~ **a Board Member** elected by the voting membership only
  - (1) as provided in Section 5221 of the California Corporations Code; or
  - (2) if the ~~director~~ **Board Member** is not in good standing with Toastmasters International as defined in Article III, Section 8, above; or
  - (3) if the ~~director~~ **Board Member** is no longer an active individual member of a ~~m~~**Member** ~~e~~**Club**.
- (d) A vacancy shall be deemed to exist on the Board of Directors in the event that the actual number of ~~international directors~~ **Board Members** is less than the authorized number for any reason.

## Article VII: Committees

### Section 1: Function and Composition of Committees

The function of each committee of the Board of Toastmasters International (other than the Executive Committee and the International Leadership Committee) shall be to assist the Board of Directors by studying and reviewing matters within its jurisdiction or specifically assigned to it by the Board, and making recommendations thereon to the Board. The Board of Directors may provide for such committees as it deems necessary or convenient for the proper governance and operation of Toastmasters International. Except as otherwise expressly provided in these Bylaws, the Board of Directors shall determine, for each committee, through ~~p~~**P**olicies:

- (a) how the committee shall be designated or named;
- (b) any restrictions or conditions on who shall ~~preside over~~ **chair** the committee, including whether such an individual shall be a member of the Board of Directors;
- (c) the composition of the committee, including whether a majority of its members shall be members of the Board of Directors;
- (d) the term in office and process for selecting the ~~presiding officer~~ **chair** and the members of the committee and their successors, if any; and

- (e) the duration of existence of any committee, whether fixed or indefinite. Any committee member may be removed at any time by the Board. Except for committees described in these Bylaws, the Board shall have the power to discontinue any committee. All files and records of all committees shall be the property of Toastmasters International.

## Section 2: Standing Committees

The standing committees of the Board shall be the Executive Committee, the International Leadership Committee, the Advisory Committee of Past Presidents, the Audit Committee, and such other committees as the Board ~~from time to time~~ may establish. Only the Executive Committee may act with the authority of the Board, as limited by Article V, Section 6, Paragraph (b) above. The Board may prescribe ~~p~~Policies for the governance and operation of committees.

## Section 3: International Leadership Committee

The International Leadership Committee shall be composed of three (3) ~~p~~Past ~~i~~International ~~p~~Presidents, one of whom shall be appointed ~~presiding officer~~ **chair**; and one (1) individual member of a club from each geographic region who is a ~~p~~Past ~~i~~International ~~d~~Director or a ~~p~~Past ~~d~~District ~~d~~Director; none of whom shall be a member of the Board of Directors nor shall have served on the International Leadership Committee during the preceding two (2) years. No member of this committee shall be eligible for nomination as ~~an international officer or director~~ a **Board Member** at any election for which the committee is nominating candidates or at any international election held within one (1) year after the end of the committee member's term. Members of this committee shall be appointed by the International President-Elect subject to ratification by the Executive Committee, members may be removed, and vacancies shall be filled, under ~~p~~Policies set by the Board of Directors. It shall be the duty of this committee to review, evaluate and identify leadership development potential and opportunities throughout the organization and to nominate ~~i~~International ~~e~~Officer and ~~d~~Director candidates in the manner and at the times provided in Article VIII of these Bylaws. The members of the International Leadership Committee shall be appointed no later than, and shall commence their service in, August each year. Members of this committee shall be divided into groups corresponding to the two groups of regions, and shall serve staggered terms of two (2) years, except for the ~~p~~Past ~~i~~International ~~p~~Presidents, who shall serve terms prescribed under ~~p~~Policies set by the Board of Directors.

## Section 4: Advisory Committee of Past Presidents

The Advisory Committee of Past Presidents shall be composed of all ~~p~~Past ~~i~~International ~~p~~Presidents of Toastmasters International, **who are active members**, with the Immediate Past International President serving as ~~presiding officer~~ **chair**. This committee may submit comments and recommendations for the consideration of the Board to the committee representative, the Immediate Past International President.

## Section 5: Audit Committee

The Audit Committee shall be comprised and function in accordance with the California Nonprofit Integrity Act of 2004 and any subsequent or superseding statutes. The Board of

Directors shall remain responsible for oversight and supervision of the Audit Committee as an advisory committee to the Board.

## Article VIII: Nominations

### Section 1: International President and Vice Presidents

The International Leadership Committee shall nominate each year, under ~~p~~Policies set by the Board of Directors, at least one (1) candidate and not more than two (2) candidates for each of the offices of International President-Elect, First Vice President, and International President if there is no International President-Elect to succeed to that office. A second nominee for the office of First Vice President must be named, if so desired, by one-third of the members of the Committee. At least two (2) candidates shall be nominated for the office of Second Vice President. The report of the Committee shall be published in the *Toastmaster* magazine **or on the Toastmasters International website** at least 60 days prior to the Annual Business Meeting, and shall also be presented to the meeting in written form prior to the election of officers.

### Section 2: International Directors

The International Leadership Committee shall nominate, for each geographical region that has an ~~i~~International ~~e~~Director's term expiring in that year, under ~~p~~Policies set by the Board of Directors, at least two (2) candidates for election to the Board of Directors, but may nominate one (1) candidate only if no other willing and able candidate can reasonably be found.

### Section 3: Nominations from the Floor

Nominations made by the International Leadership Committee shall be effective when officially announced by the International Leadership Committee. Additional nominations of qualified ~~i~~International ~~e~~Officer and ~~e~~Director candidates may also be made from the floor at the Annual Business Meeting, with the consent of the persons so nominated. Prior to running from the floor a candidate must have completed the International Leadership Committee's evaluation process in the same election cycle in which the candidate stands for election at the Annual Business Meeting.

## Article IX: Elections

### Section 1: Time

The International President-Elect, the ~~two (2) First and Second~~ ~~v~~Vice ~~p~~Presidents, the ~~i~~International ~~e~~Directors from one (1) of the two (2) groups of the regions, and the International President if there is no International President-Elect to succeed to that office, shall be elected at each Annual Business Meeting.

### Section 2: Qualifications

- (a) All persons elected under Article IX, Section 1, above, must be in good standing with Toastmasters International under Article III, Section 8 of these Bylaws and must be active individual members in a ~~m~~Member ~~e~~Club at the time of their election and throughout their terms of office.
- (b) ~~No person shall To~~ be elected International President-Elect or International President, ~~unless~~ at the time of election, ~~that a~~ person shall have served at least one (1) complete term as a ~~v~~Vice ~~p~~President. ~~No person shall To~~ be elected a ~~v~~Vice ~~p~~President, ~~unless~~ at

the time of election, ~~that a~~ person shall have served a two-year term **as an International Director on the Board of Directors**. Any qualified person may **only** stand for election to one, and only one, of ~~the~~ said offices at any Annual Business Meeting.

No person shall be elected to any ~~of the other~~ ~~International~~ ~~Director~~ positions unless at the time of election that person either

- (1) shall have served an entire term as a ~~District~~ ~~Director~~ and as an ~~Immediate~~ ~~Past~~ ~~District~~ ~~Director~~ or
  - (2) shall have served as the chair~~man~~ or chief officer of a non-district administrative unit during the entire administrative year immediately before the unit became a ~~District~~ or ~~Provisional~~ ~~District~~ or shall have served as such officer and as ~~District~~ ~~Director~~ during the entire administrative year in which the unit became a ~~District~~ or ~~Provisional~~ ~~District~~, and in both such cases, such service shall have been completed at least two (2) years before the time of the election.
- (c) There shall be one (1) ~~International~~ ~~Director~~ from each of the geographic regions. An ~~International~~ ~~Director~~ candidate must have been an active member of a Toastmasters club in good standing in the region from which the candidate is nominated during the entire 12-month period immediately preceding such candidate's nomination by the International Leadership Committee or at the Annual Business Meeting. For the purpose of determining the qualifications of ~~International~~ ~~Directors~~, the club and geographic region of each director at the time of election shall be considered unchanged during the entire term of office, notwithstanding any change of residence a director may make during such term or boundary revision.
- (d) ~~The International President, International President-Elect and vice presidents shall not be elected to succeed themselves in the same office. Any of the other international directors may be elected International President, International President-Elect, or a vice president after serving a two-year term on the Board, but may not otherwise be re-elected to the Board of Directors. The International Officers and Directors shall not be elected to serve consecutive terms in the same office. The International Officers and Directors are not eligible to be elected to an office they have previously served in.~~

### Section 3: Balloting

The ballots used at the Annual Business Meeting shall contain the names of the candidates, listed in alphabetical order by offices and by geographic regions, with an equal number of blank spaces for use in the event of nominations from the floor. The voting members of Toastmasters International shall vote, and the election shall be conducted, in the manner provided in Article X, under ~~Policies~~ set by the Board of Directors. A majority of all votes cast shall be required for the election of the International President-Elect, ~~each of the two (2) First and Second~~ ~~Vice~~ ~~Presidents~~, the International President if applicable, and each of the ~~International~~ ~~Directors~~. In the event any ballot cast does not show a majority for any nominee for any of those offices, there shall be further balloting for that office. Prior to the second ballot, the nominee having the lowest vote on the first ballot and any nominee receiving less than 10% ~~percent~~ of the votes cast shall be dropped, and on each succeeding ballot the same procedure shall be followed until a nominee shall have received a majority of all votes cast. In case of a tie between two (2) remaining nominees, the election shall be decided by lot.

Cumulative voting is not permitted.

## Section 4: Manner of Holding Elections

The date, time, and place of the Annual Business Meeting of the voting membership of this corporation shall be set by the Board of Directors. The Board may also call a special meeting of the voting membership if the Board decides that such a meeting is in the best interests of the corporation, under ~~p~~Policies set by the Board. In the event that an Annual Business Meeting cannot be held during any year because of a national emergency, international crisis, or other reason, or in the event that a quorum is not present at any Annual Business Meeting, that year's election of ~~I~~International ~~e~~Officers and ~~e~~Directors shall be conducted by mail vote under ~~p~~Policies set by the Board. Any ~~p~~Policies adopted by the Board under this section shall comply with the California Nonprofit Public Benefit Corporation Law.

## Article X: Annual Business Meeting

### Section 1: Voting by Member Clubs

Each ~~m~~Member ~~e~~Club in good standing with Toastmasters International on the record date established by Article X, Section 8, shall be entitled to two (2) votes at the Annual Business Meeting, which shall be cast by the club's duly authorized delegate ~~or alternate~~ if the club wishes to be considered present and voting at the meeting. Delegates ~~and alternates~~ must be in good standing with Toastmasters International under Article III, Section 8 of these Bylaws. Any other individual member of any club may attend the Annual Business Meeting as a nonvoting observer.

### Section 2: Proxies

Any ~~m~~Member ~~e~~Club, if unrepresented at the Annual Business Meeting by a delegate or ~~alternate proxyholder~~ from among its own active individual members, may designate ~~as its proxyholder,~~ in writing, any active individual member of any other ~~m~~Member ~~e~~Club ~~as its proxyholder~~. Upon presentation of proper credentials, such proxyholder shall have the right to vote for the club represented in addition to any other right to vote which such proxyholder may have. All forms of proxy designation must conform to ~~p~~Policies set by the Board of Directors in compliance with the California Nonprofit Public Benefit Corporation Law. All proxyholders must be in good standing with Toastmasters International under Article III, Section 8 of these Bylaws.

### Section 3: Credentials

The authority of each delegate ~~and alternate~~ shall be evidenced by a certificate signed by the president or secretary of the ~~m~~Member ~~e~~Club. The authority of a proxyholder shall be evidenced by a certificate signed by the president or secretary of the club represented by proxy. All certificates must be presented to the ~~e~~Credentials ~~e~~Committee at the Annual Business Meeting to entitle delegates, ~~alternates,~~ and proxyholders to participate in and vote at the meeting. All certificates shall be on forms furnished by the ~~Executive Director~~ ~~Chief Executive Officer~~, under the authority and supervision of the Board of Directors.

Should the ~~e~~Credentials ~~e~~Committee report adversely on any certificate, the person named therein shall have the right to appeal to the Annual Business Meeting. The majority decision of the votes cast on the appeal to the Annual Business Meeting shall be final, with those votes in question not being exercised.

### Section 4: Voting by Delegates at Large

Each ~~d~~Delegate at ~~I~~Large, as defined in Article III, Section 1, Paragraph (b), in good standing with Toastmasters International on the record date established by Article X, Section 8, shall be

entitled to one (1) vote at any Annual Business Meeting at which ~~he or she~~ **that individual** is present. Delegates at ~~I~~**Large** may not vote by proxy.

The authority of each ~~d~~**Delegate** at ~~I~~**Large** shall be evidenced by a credential certificate on a form furnished by the ~~Executive Director~~ **Chief Executive Officer**, under the authority and supervision of the Board of Directors.

## Section 5: Resolutions

- (a) For proposed amendments to the Articles of Incorporation, these Bylaws, or the ~~member~~ Club Constitution **for Clubs of Toastmasters International**, a proposed resolution embodying the same must be presented in writing to and received by the Board of Directors no later than December 31 before the Annual Business Meeting, except for matters submitted by the Board of Directors, reports of other officers, and courtesy resolutions of thanks and appreciation, or unless otherwise ordered by the Board or by unanimous consent of the Annual Business Meeting. Resolutions shall be in substantially the following form: "The Annual Business Meeting of Toastmasters International hereby RESOLVES that...". Bylaw amendment resolutions are subject to additional requirements set forth in Article XIV of these Bylaws. No proposed amendment to the Articles of Incorporation shall be submitted to the voting members without first receiving approval by the Board of Directors.
- (b) No other matter shall be acted upon by the Annual Business Meeting unless a proposed resolution embodying the same shall have been presented in writing to the Board of Directors by December 31 before the Annual Business Meeting. Resolutions shall be in substantially the following form: "RESOLVED that the Annual Business Meeting of Toastmasters International recommends to the Board of Directors that..."
- (c) The Board shall make its recommendations on those resolutions that proceed to the Annual Business Meeting for such action as the voting membership of this corporation may determine. Any resolution not presented in writing to the Board in full compliance with this section will not be eligible for submission and shall not be submitted to the Annual Business Meeting unless the Board, in its sole discretion, decides to handle the resolution otherwise.
- (d) Any motion or resolution to suspend the rules at the Annual Business Meeting shall require a two-thirds vote of the votes cast in person (or, in the case of ~~m~~**Member** ~~e~~**Clubs**, by proxy), and shall not operate to suspend or set aside any provision of these Bylaws except by unanimous consent.

## Section 6: Voting

Voting at the Annual Business Meeting shall be limited to accredited delegates **or proxyholders** representing ~~m~~**Member** ~~e~~**Clubs** ~~or their alternates, proxyholders for clubs,~~ and ~~d~~**Delegates** at ~~I~~**Large**. Voting may be by ballot or voice vote, as called for by the ~~chair presiding officer,~~ except that elections of ~~international officers and directors~~ **Board Members** shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote of the voting membership. If the secret ballot is dispensed with in the case of an unopposed candidate, the ~~s~~**Secretary** of the meeting may be instructed to vote a single ballot for that candidate. Every decision or act made or done by a majority of the votes cast in person (or, in the case of ~~m~~**Member** ~~e~~**Clubs**, by proxy) at an Annual Business Meeting or other duly held meeting of the voting membership at which the required quorum is present, is the act of the members, unless



the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

### Section 7: Notice

The ~~Executive Director~~ **Chief Executive Officer** shall give or cause to give notice of each meeting of the voting membership, including the Annual Business Meeting, to each voting member who, as of the record date for notice of the meeting (see Article X, Section 8), would be entitled to vote at such meeting. The notice shall be given, addressed to the last address provided by the voting member to this corporation for purposes of notice, either personally or by telegram, telephone, facsimile transmission, or mail not less than 20 nor more than 90 days before the date of such meeting.

The notice shall state the place, date, and time of the meeting and

- (a) in the case of special meetings, the general nature of the business to be transacted, and no other business may be transacted; or
- (b) in the case of the Annual Business Meeting, the names of all those who are nominees for ~~international officer and director~~ **Board Member** positions as of the date of the notice, and those matters which the Board, as of the date of the notice, intends to present for action by the voting members, but any proper matter may be presented at the Annual Business Meeting for such action.

Unless the vote of the voting membership is unanimous, any of the following votes shall be valid only if the general nature of the action approved was stated in the notice of the meeting at which the vote occurred:

- (a) to remove ~~an international director~~ **a Board Member** without cause;
- (b) to fill a vacancy on the Board of Directors;
- (c) to amend this corporation's Bylaws;
- (d) to amend this corporation's Articles of Incorporation; or
- (e) to voluntarily dissolve this corporation.

### Section 8: Record Dates

A voting member holding a membership as of the close of business on the record date shall be deemed a voting member of record. The record date for the purpose of determining which voting members are entitled to notice of the Annual Business Meeting or any other voting members' meeting shall be the ninetieth day before the date of the meeting. The record date for the purpose of determining which voting members are entitled to vote at the Annual Business Meeting or any other voting members' meeting shall be the seventh day before the date of the meeting. Record dates for any other purpose shall be set by the Board of Directors in accordance with the California Nonprofit Public Benefit Corporation Law.

## Article XI: Quorum

### Section 1: Annual Business Meeting, Special Meetings, Mail Votes

- (a) Both one-third of all the votes held by voting members of Toastmasters International, and one-third of the ~~mMember eClubs~~, represented either in person or by delegates, ~~alternates~~, or (in the case of ~~mMember eClubs~~) proxyholders, shall be required to constitute a quorum for the transaction of business at the Annual Business Meeting, at special meetings of the voting membership, and for mail votes of the voting membership.
- (b) A meeting at which the required quorum is initially present may continue to transact business notwithstanding the withdrawal of enough voting members or ~~mMember eClubs~~ to leave less than the required quorum, so long as any action taken thereafter is approved by at least a majority of both required quorum numbers of votes held by voting members ~~and member clubs~~.

### Section 2: Board of Directors

A majority of the authorized number of ~~international directors~~ **Board Members**, which must include the International President, the International President-Elect, or a ~~vVice pPresident~~, shall constitute a quorum at any meeting of the Board of Directors.

### Section 3: Committees

A majority of the members of any standing or other Board committee shall constitute a quorum, except that a quorum for the Executive Committee shall be four (4) of the five (5) members who have voting rights.

The Board of Directors may, by ~~pPolicy~~, provide an alternative process for the Advisory Committee of Past Presidents to achieve a quorum or conduct business when a quorum is not present.

## Article XII: Districts

### Section 1: How Established

For the purpose of efficient administration, the Board of Directors of Toastmasters International is authorized to divide the territory covered by ~~mMember eClubs~~ into ~~dDistricts~~, or form new ~~dDistricts~~ and establish the boundaries thereof. Each ~~dDistrict~~ shall be designated by a number. Each ~~dDistrict~~ shall be divided into ~~aAreas~~, each under the direction of an ~~aArea dDirector~~. The ~~dDistrict may shall~~ organize ~~aAreas~~ together into ~~dDivisions~~, each under the direction of a ~~dDivision dDirector~~. Each ~~dDistrict~~ shall abide by the District Administrative Bylaws issued, and modified ~~from time to time~~, by the Board of Directors.

### Section 2: How Financed

District expenses shall be paid, subject to the approval of the Board of Directors, out of Toastmasters International funds authorized by the Board for ~~dDistrict~~ activities and operations in accordance with ~~dDistrict~~ expense policies adopted by the Board. No ~~dDistrict~~, ~~aArea~~, or ~~dDivision~~ officer shall receive a salary or other compensation, but may receive reimbursement for travel and other expenses incurred on behalf of Toastmasters International, as set forth in the ~~dDistrict~~ expense policies.

### Section 3: How Administered

(a) **District Officers**

The elective officers of each ~~d~~District shall be a ~~d~~District ~~d~~Director, a ~~p~~Program ~~q~~Quality ~~d~~Director, a ~~e~~Club ~~g~~Growth ~~d~~Director and such other elective or appointive officers as the District Administrative Bylaws may provide. Appointive officers shall be appointed by and shall serve at the will of the ~~d~~District ~~d~~Director, subject to the approval of the ~~d~~District ~~e~~Council. Division and ~~a~~Area ~~d~~Directors, elected or appointed, are also ~~d~~District officers. The terms of all ~~d~~District officers shall commence **at midnight** on July 1 ~~at 12:01 a.m.~~ and ~~terminate on June 30 at midnight~~ **end on the following June 30 at 11:59 p.m.** All ~~d~~District officers must be active individual members of ~~m~~Member ~~e~~Clubs and must be in good standing with Toastmasters International under Article III, ~~Section-~~ 8 above.

(b) **Division and Area Officers**

Each ~~d~~Division of a ~~d~~District shall be presided over by a ~~d~~Division ~~d~~Director. Each ~~d~~Division ~~d~~Director may appoint individual members of clubs within the ~~d~~Division to serve as ~~d~~Division assistants. Each ~~a~~Area of a ~~d~~District shall be presided over by an ~~a~~Area ~~d~~Director. Each ~~a~~Area ~~d~~Director may appoint individual members of clubs within the ~~a~~Area to serve as ~~a~~Area assistants.

(c) **District Council**

The ~~d~~District ~~e~~Council shall consist of the ~~d~~District officers, ~~i~~Immediate ~~p~~Past ~~d~~District ~~d~~Director and two (2) representatives from each ~~m~~Member ~~e~~Club in the ~~d~~District. The ~~d~~District ~~e~~Council shall hold at least two (2) meetings a year, one (1) of which shall be the Annual Meeting held before June 1 for the election of ~~d~~District officers.

(d) **Duties of Officers**

Although the ~~d~~District ~~d~~Director shall report to and take direction from the ~~d~~District ~~e~~Council in matters pertaining to ~~d~~District organization, programs, and procedures, the ~~d~~District ~~d~~Director, as an officer of this corporation, is ultimately responsible to the Board of Directors of Toastmasters International for the exercise of ~~his or her~~ **the** powers and duties **of that office**. A ~~p~~Program ~~q~~Quality ~~d~~Director or ~~e~~Club ~~g~~Growth ~~d~~Director shall perform the duties of the ~~d~~District ~~d~~Director in the event of ~~his or her~~ **that Director's** absence, and such other duties as the ~~d~~District ~~d~~Director shall designate. The ~~d~~Division ~~d~~Director shall be responsible to the ~~d~~District ~~d~~Director or ~~his or her~~ **the District Director's** designee, shall represent the ~~d~~District ~~d~~Director within the ~~d~~Division, and shall uphold and promote the purposes of Toastmasters International in the ~~d~~Division. The ~~a~~Area ~~d~~Director shall be responsible to the ~~d~~District ~~d~~Director or ~~his or her~~ **the District Director's** designee, shall represent the ~~d~~District ~~d~~Director within the ~~a~~Area, and shall uphold and promote the purposes of Toastmasters International in the ~~a~~Area.

(e) **Legal Status of Districts, Divisions, and Areas**

Districts, ~~d~~Divisions, and ~~a~~Areas are integral parts of Toastmasters International, a California nonprofit public benefit corporation, and, as administrative units of that corporation, their activities and affairs shall be managed, and their powers exercised, under the ultimate direction of the Board of Directors of Toastmasters International. The powers and duties delegated by the Board to ~~d~~District ~~e~~Councils and to ~~d~~District, ~~d~~Division, and ~~a~~Area officers, and their terms of service, are subject at all times to the ultimate authority of the Board. Districts are not independent or autonomous legal entities, and ~~d~~District ~~d~~Directors are officers of this corporation. Toastmasters International is the exclusive owner of all the trade names, trademarks, service marks, emblems, insignia, and copyrights associated with the Toastmasters collective membership mark. The Board has

sole authority to approve uses of all such intellectual properties; therefore, no **eDistrict** has the authority to create a separate legal entity.

#### Section 4: Meetings

An annual conference shall be held by the **eDistrict** for the purpose of promoting the interests of Toastmasters International and improving the efficiency of the local **mMember eClubs**, provided that such conference shall be held at such time as will not conflict with the dates of the Annual Business Meeting and Convention of Toastmasters International.

### Article XIII: Miscellaneous

#### Section 1: Emblem

The emblem of Toastmasters International shall be circular in design bearing the words "Toastmasters International" around its border, and in the center the replica of the hemisphere of the earth, and superimposed thereon the letter "T."

#### Section 2: Seal

The seal of the corporation shall bear the inscription: "Toastmasters International Incorporated California 1932."

#### Section 3: Emblems, Marks and Copyrights

Ownership of the emblem, the insignia, and all other trademarks, service marks, trade names, and copyrights created or obtained by Toastmasters International shall be vested irrevocably in Toastmasters International, its successors or assigns.

#### Section 4: Insignia

The insignia of Toastmasters International may be worn by any individual member of a **mMember eClub**, so long as the person is in good standing with this corporation under Article III, Section 8, above. No one shall have the right to produce, or have produced for distribution to others, articles bearing the name, emblem, insignia, or other mark of Toastmasters International or any colorable imitation thereof, except by official designation from the Board of Directors of Toastmasters International.

#### Section 5: Rules of Order

- (a) *Robert's Rules of Order Newly Revised* shall be the final authority as to parliamentary procedure, insofar as they do not conflict with any provisions of the Articles of Incorporation, these Bylaws, **pPolicies** adopted by the Board of Directors or the voting membership, or laws applicable to nonprofit corporations.
- (b) A parliamentarian may be appointed by the International President at each meeting of the Board or of the voting membership.

#### Section 6: Indemnification and Insurance

##### (a) Right of Indemnity

To the fullest extent allowed by Section 5238 of the California Corporations Code, this corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this article, "agent" shall have the same meaning as in Section 5238(a), including this corporation's directors, officers, employees, other agents, and persons formerly occupying such positions;

“proceeding” shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and “expenses” shall have the same meaning as in Section 5238(a), including reasonable attorneys’ fees.

(b) **Approval of Indemnity**

On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of ~~international directors~~ **Board Members** who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification. If the Board cannot do so because there is no quorum of ~~international directors~~ **Board Members** who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the voting members. At that meeting, the voting members shall determine whether, in the specific case, the applicable standard of conduct stated in such section has been met, and, if so, the voting members shall authorize indemnification.

(c) **Advancing Expenses**

To the fullest extent allowed by Section 5238 of the California Corporations Code, and except as otherwise determined by the Board of Directors in specific instances, the Board shall authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

- (1) the requested advances are reasonable in amount under the circumstances; and
- (2) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this section. Unless the Board finds compelling reasons to do otherwise, the undertaking shall be unsecured, and no interest shall be charged on the obligation created thereby.

(d) **Insurance**

The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, and such insurance may provide for coverage against liabilities beyond this corporation’s power to indemnify the agent under law.

## **Section 7: Contracts, Notes, and Checks**

All contracts entered into on behalf of this corporation, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation, including its ~~e~~Districts, shall be signed only by that person or those persons on whom such power has been conferred by the Board of Directors.

## **Section 8: Annual Reports to Board Members and Voting Membership**

Within 120 days after the end of this corporation’s fiscal year, the Board shall furnish a written report to all of the ~~international directors~~ **Board Members** and to the voting members containing the following information:

- (a) the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and
- (e) any information required by Section 6322 of the California Corporations Code. The foregoing report shall be accompanied by any report thereon of independent accountants.

### Section 9: Electronic Transmissions

Unless otherwise provided in these Bylaws, and subject to **pP**olicies approved by the Board ~~from time to time~~, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or e-mail, provided

- (a) for electronic transmissions from the corporation, the corporation has obtained an unrevoked consent from the recipient to the use of such means of communication;
- (b) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and
- (c) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

## Article XIV: Amendments

### Section 1: With Notice

These bylaws may be amended at any Annual Business Meeting or special meeting **of the voting membership** of Toastmasters International by a two-thirds vote of the votes cast in person or (in the case of **mM**ember **eC**lubs) by proxy. Proposed amendments may be placed before the voting membership as follows:

- (a) Proposed amendments may be submitted by the Board of Directors to the voting membership of Toastmasters International at any time up to 60 days before the Annual Business Meeting or special meeting at which they will be considered.
- (b) Proposed amendments may also be submitted by voting members to the Annual Business Meeting of Toastmasters International in the following manner: Proposed amendments must be presented in writing to and received by the Board of Directors no later than December 31 before the Annual Business Meeting at which they are to be submitted, in compliance with Article X, Section 5, above. If the amendment is proposed by one or more **mM**ember **eC**lubs, each club shall have approved the proposed amendment by the vote of at least two-thirds of the active individual members of the club present and voting at a club business meeting at which a quorum is present; such approval shall be evidenced by a

certificate containing the proposed amendment signed by all the active individual club members who voted to approve the proposed amendment. If the amendment is proposed by a ~~e~~D~~e~~legate at ~~l~~L~~a~~rge, such proposal shall be evidenced by a certificate containing the amendment and bearing the signature of the ~~e~~D~~e~~legate at ~~l~~L~~a~~rge. Each proponent shall submit such a certificate to the Board of Directors no later than the December 31 deadline. The proposed amendment shall be placed before the voting members of Toastmasters International only if the proposed amendment and certificate(s) are presented to and received by the Board no later than December 31 and one (1) of the following conditions is met:

- (1) The Board of Directors votes to place the proposed amendment before the voting membership; or
- (2) The amendment is proposed by at least one (1) percent of all the votes held by the voting membership of Toastmasters International; or
- (3)
  - (i) the proponent(s) of the amendment agree to bear the full reasonable administrative cost to Toastmasters International of submitting the proposed amendment to the voting membership for a vote; and
  - (ii) no other Bylaw amendment proposed by any proponent of the amendment shall be placed before the voting membership at the same meeting; and
  - (iii) if an amendment on substantially the same subject has been voted on by the voting membership within five (5) calendar years before the meeting at which the amendment will be submitted, such prior proposed amendment shall have received no less than ~~thirty percent (30%)~~ of the votes cast;

provided that no proposed amendment shall be placed before the voting members if it has been rendered moot; substantially duplicates or is encompassed by another proposed amendment at the same meeting; is illegal; is designed to further a personal claim, grievance, or interest; is beyond the power of this corporation to effectuate; or is not a proper subject for bylaws under California law.

- (c) Notice of any proposed amendments to be submitted to the voting membership of Toastmasters International for a vote shall be mailed by the ~~Executive Director~~ **Chief Executive Officer** to each voting member at least 60 days before the meeting, together with any recommendation of the Board of Directors thereon. Any such recommendation shall also be presented to the voting members at the meeting before the vote is taken on the proposed amendments. No amendments to the proposed amendment may be made during the meeting, nor at any time after 60 days prior to the meeting.
- (d) Any amendment to these Bylaws which would materially and adversely affect the rights of either the ~~m~~M~~e~~mber ~~e~~C~~l~~ubs as a class, or the ~~e~~D~~e~~legates at ~~l~~L~~a~~rge as a class, as to voting or transfer of membership rights, in a manner different than such amendment affects the other class, shall require the approval of a two-thirds vote of the class affected, based on the number of votes from that class cast in person or (in the case of ~~m~~M~~e~~mber ~~e~~C~~l~~ubs) by proxy.

- (e) In the event of two (2) or more Bylaw amendment proposals presented to the same meeting of members, which the Board determines to be in conflict with each other, only the proposal receiving the highest majority of votes cast shall be adopted.

**Section 2: Without Notice**

These bylaws may be amended at any voting membership meeting by a unanimous vote of the voting membership without previous notice.



# Toastmasters Club Constitution for Clubs of Toastmasters International

## Article I: Purpose

The purpose of a Toastmasters **Member eClub** is to provide a mutually supportive and positive learning environment in which every individual member has the opportunity to develop oral communication and leadership skills, which in turn foster self-confidence and personal growth.

In order to carry out this purpose, this club shall:

- Help its individual members improve their abilities to communicate effectively
- Provide for its individual members' instructions, educational materials and opportunities which will give them skill and experience in the preparation and delivery of speeches
- Encourage its individual members to read and to listen analytically
- Provide for its individual members' fair and constructive evaluation of their efforts toward self-improvement
- Increase its individual members' knowledge of the rules of parliamentary procedure and their skills in conducting meetings and participating in group discussions
- Afford leadership training for its individual members
- Provide opportunities and encouragement for its individual members to appear before audiences and to express their thoughts creditably

## Article II: Membership

### Composition

#### Section 1

All individual members of this club shall be at least 18 years of age. No persons **s** shall be excluded from individual membership in, or from any program or activity of, this club because of age (except those persons under 18 years of age), race, color, creed, gender, national or ethnic origin, sexual orientation, or physical or mental disability, so long as the individuals **s**, through ~~his or her~~ **their** own effort, **is are** able to participate in the program. However, the **aAddendum** of **eStandard eClub eOptions** (~~hereafter referred to as the~~ "Aaddendum") under the constitution may provide for other restrictions on the composition of the individual membership, e.g., to the employees of a particular company or agency, residents of a specific community, or people sharing a special interest.

## Admission to Membership

### Section 2

This club is a private association, and membership herein shall be by invitation only. Any individual member may sponsor an eligible prospective individual member, and invite ~~him or her~~ **that individual** to join this club, so long as the person is not currently suspended or removed from good standing with Toastmasters International under Article III, Section 8, of the Bylaws of Toastmasters International. Application for individual membership shall be made on the form provided by Toastmasters International. Such application shall be returned to ~~the~~ **a club secretary officer** who shall read it to this club. The applicant shall be declared elected to individual membership upon the favorable vote of at least a majority of the active individual members of this club present and voting at a business meeting of the club membership. The new member fee and membership dues shall be remitted to Toastmasters International by the club or by the individual member when verified by a club officer. The individual membership of this club may be divided into three **(3)** classifications: active, inactive, and honorary.

## Active Membership/Member Responsibilities

### Section 3

**Active individual membership is conferred upon a paid member in good standing with Toastmasters International. Active individual members attend club meetings, have voting privileges, may be elected as an officer of the club, shall be counted towards a quorum of the club membership, may participate in speech contests if they fulfill the other eligibility criteria, and may have a place on the regular speaker's program.**

All active individual members shall be entitled to all rights and privileges of this club, and all individual members shall share in its responsibilities. These responsibilities shall include support of its purposes and constructive contribution to its program and activities.

## Inactive Membership

### Section 4

Inactive individual membership is provided for as follows:

- (a) Inactive individual membership in this club may be conferred by the executive committee of this club on any individual member requesting an extended absence from club meetings, or who wishes to maintain individual membership without regular attendance at club meetings. An individual member may also be classified as inactive for continued absence without notice. An inactive individual member may be restored to active individual membership by the ~~e~~**C**lub ~~e~~**E**xecutive ~~e~~**C**ommittee upon request, provided there is a vacancy on the active roster of this club.
- (b) Inactive individual members shall have no voting privileges, shall not hold office, shall not be counted toward a quorum of the club membership, and shall not participate in ~~I~~**n**ternational ~~S~~**s**peech ~~C~~**C**ontests.

They are not entitled to places on the regular speakers' program but may serve as substitutes when requested by the eClub pPresident or the Toastmaster of the meeting. They may also participate in club discussions and serve as evaluators.

However, this club may count any inactive individual members toward qualification for minimum Toastmasters International standards for mMember eClubs. Inactive individual members shall pay at least such portion of their club dues as this club pays to Toastmasters International as the membership payment for such inactive individual member, and shall pay any additional amount specified in the Aaddendum.

## Honorary Membership

### Section 5

Honorary individual membership may be conferred upon any qualified person by the favorable vote of at least two-thirds of the active individual members of this club at a club business meeting. Such membership shall be restricted to persons whose activities and public statements are consistent with the purposes of Toastmasters International.

Honorary individual members have no voting privileges, shall not hold office, shall not be counted toward a quorum of the club membership, and shall not participate in speech contests. They are not entitled to places on the regular speakers' program and cannot participate in club discussions or serve as evaluators, but may serve as substitutes when requested by the eClub pPresident or the Toastmaster of the meeting.

No dues or fees for honorary individual members are collected nor are any dues paid to Toastmasters International. The term of honorary membership is specified by the club in the Aaddendum.

## Discipline/Expel/Suspend/Decline to Renew Membership

### Section 6

This club may establish, ~~from time to time~~, routine procedures for dropping individual members who fail to pay club dues, who miss a certain number of meetings, or who fall below other minimum standards as determined by the club or Toastmasters International.

This club may discipline, expel, suspend, or decline to renew club membership of any individual member:

- Who does not support this club's purpose
- Who does not constructively contribute to this club's program and activities
- Who acts in a manner inconsistent with standards of conduct set by this club or by Toastmasters International

- For other just cause

Such standards include ethical, political, and other standards of conduct that may be established or modified by the Toastmasters International Board of Directors ~~from time to time~~. This club shall follow such ~~p~~Policy and ~~p~~Protocol as may be adopted by Toastmasters International, containing standards and procedures for the continuation of individual members.

If this club does not expel an individual member for violations of Toastmasters International standards of conduct, after written request to do so is made by the International President, this club may be expelled from Toastmasters International unless its failure to act can be justified to the satisfaction of the Board of Directors.

### **Article III: Club Dues and New Member Fees ~~and Dues~~**

**Toastmasters International dues and fees are defined and described in the Bylaws of Toastmasters International, Article III, Section 12 and in Policy 8.0: Dues and Fees. This section refers to optional club dues and new member fees.**

#### **Club Dues**

##### **Section 41**

The dues of this club for active and inactive individual members shall be as stated in the ~~A~~addendum. Such dues shall be payable in advance at such time as this club shall designate. Dues shall be paid by all individual members and by the dates specified to maintain individual membership in this club.

#### **Club New Member Fee**

##### **Section 42**

The **club** new member fee for individual membership ~~in this club~~ shall be as stated in the ~~A~~addendum. Such fee shall be payable when an individual membership application is filed with ~~the a~~ club **officer secretary**. The fee shall be returned if the application is not accepted. Immediately upon acceptance of a new individual member, ~~the a~~ club **officer secretary** shall notify World Headquarters ~~of Toastmasters International~~, and each new individual member, on payment of this fee and **the** applicable dues, **shall be and being** received into this club, ~~shall be presented with a new member kit as may be provided for new individual members by Toastmasters International~~.

#### **Reinstatement Fee**

##### **Section 23**

Any **club** fee for reinstatement of a former individual member shall be stated in the ~~A~~addendum.

## Transfer to ~~Ano~~Other Club

### Section ~~34~~

Any individual member in good standing desiring to transfer to another Toastmasters club may request ~~the a~~ club ~~officer secretary~~ to furnish ~~a letter or card~~ **documentation** showing the date to which the individual's membership payment to Toastmasters International is paid. When an applicant for individual membership in this club transfers from another Toastmasters club and presents ~~a letter or card~~ **documentation** from said club showing individual membership in good standing and that their membership payment to Toastmasters International is paid for the current period, the applicant may be elected to individual membership without payment of the new member fee **to Toastmasters International**, and upon payment of any transfer fee stated in the **A**addendum.

## Club Dues

### Section ~~4~~

~~The dues of this club for active and inactive individual members shall be as stated in the Addendum. Such dues shall be payable in advance at such time as this club shall designate. Dues shall be paid by all individual members and by the dates specified to maintain individual membership in this club.~~

## Article IV: Meetings and Notice

### Regular Meetings

#### Section 1

Regular meetings of this club, which shall include any business meeting of active individual members, shall be held as provided in the **A**addendum.

### Special Meetings

#### Section 2

Special business meetings of this club may be called by a majority vote of the active individual members present and voting at any regular meeting at which a quorum is present, or by the ~~e~~Club ~~e~~Executive ~~e~~Committee or ~~e~~Club ~~p~~President.

### Club Executive Committee Meetings

#### Section 3

Meetings of the ~~e~~Club ~~e~~Executive ~~e~~Committee shall be held as provided in the **A**addendum.

### Notice

#### Section 4

No notice shall be required for regular business meetings held as provided in the **A**addendum. Notice of any change in the date, time or place of any regular meeting, and notice of all special meetings, shall be given by first-class mail, telephone, (including voice messaging system)

facsimile transmission or other electronic transmission such as email, personal delivery or other reasonable means at least four (4) days in advance of such meeting to all individual members of this club. Notice of special meetings shall include a statement of the general purposes of the meeting, but any membership business otherwise valid may be transacted at the meeting.

## Section 5

If this club shall permanently change the time or place of regular meetings as provided in the Addendum, the club secretary shall immediately provide notice of such change to World Headquarters.

## Article V: Quorum and Voting

### Quorum

#### Section 1

A majority of the active individual membership shall constitute a quorum for the transaction of all business of this club. A majority of the Club Executive Committee shall constitute a quorum for the transaction of the committee's business.

### Voting

#### Section 2

Each active individual member shall be entitled to one (1) vote on any matter presented to the club membership for a vote.

#### Section 3

No voting by proxy or absentee ballot shall be permitted on any matter presented to the club membership for a vote.

#### Section 4

Unless a greater vote is required by this constitution in a particular matter, the affirmative vote of at least a majority of those active individual members who are present and voting at a duly held business meeting at which a quorum is present shall be the act of this club.

## Article VI: Officers

### Officers

#### Section 1

The officers of this club shall be a Club President, a Vice President Education, a Vice President Membership, a Vice President Public Relations, a Club Secretary, a Club Treasurer (or a Club Secretary-Treasurer), a Sergeant at Arms, and the Immediate Past Club President.

### Education Credit

## Section 2

In addition to the officers provided in this constitution, this club may have such other officers as may be provided in the **A**ddendum, but Toastmasters International credit toward any education award is limited to service as a club officer named in this constitution.

## Term of Office

### Section 3

Officers shall serve for terms of one (1) year, provided that if, and only if, this club meets weekly throughout the year, this club may provide in the **A**ddendum that officers shall serve for half-year terms. The terms of officers serving an annual term shall commence at **midnight 12:01 a.m.** on July 1 and end on June 30 at **11:59 p.m. midnight**. The terms of officers serving a half-year term shall either commence at **midnight 12:01 a.m.** on July 1 and end on December 31 at **11:59 p.m. midnight**, or commence at **midnight 12:01 a.m.** on January 1 and end on June 30 at **11:59 p.m. midnight**.

## Immediate Past **Club** President

### Section 4

Except for the ~~Immediate pPast eClub pP~~President, the officers of this club shall be elected by the active individual members of this club. If the office of ~~Immediate pPast eClub pP~~President is vacated for any reason, it shall stay vacant for the remainder of the term.

## Nominations

### Section 5

Nominations for club officers shall be made by a ~~eClub Leadership nominating eC~~Committee appointed by the ~~eClub pP~~President at least two (2) weeks prior to the election. This committee shall consist of three (3) active individual members, when practicable. This committee shall present its report at the regular business meeting immediately preceding the business meeting at which the election is to take place, and shall present only the names of active individual members who have consented to serve if elected. Further nominations may be made from the floor at the time of the election by any active individual member. All elections shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote, with a majority vote of all active individual members present and voting necessary to elect each officer. The chair of the ~~eClub Leadership nominating eC~~Committee shall be the ~~iImmediate pPast eClub pP~~President, unless the best interests of the club require otherwise.

## ~~Term of Office Elections~~

### Section 6

For officers who serve terms of one (1) year, elections shall be held at the first **club** meeting in May in each year, when practicable, to take office the following July. For officers who serve terms of a half-year, elections shall be held at the first **club** meetings in May and November in

each year, when practicable, to take office the following July or January, respectively.

## Resignation or Removal

### Section 7

Any officer of this club may resign, provided that any such resignation must be made in writing and delivered to the eClub pPresident or eClub sSecretary. Unless any such resignation is, by its terms, effective on a later date, it shall be effective on delivery to such club officer, and no acceptance by this club shall be required to make it effective. Any officer of this club may be removed from office at any time, with or without cause, by majority vote of all active individual members present and voting at a business meeting **at which a quorum is present of this club.**

## Vacancy in Office

### Section 8

Any vacancy in an office, except for the iImmediate pPast eClub pPresident, shall be filled by a special election held at the next business meeting following the announcement of the vacancy.

## Re-election

### Section 9

eClub pPresidents elected for a term of one (1) year may not be re-elected for a successive term. eClub pPresidents elected for a term of a half-year may be re-elected for one (1) successive term of a half-year.

## Article VII: Duties of Officers

### Club President

#### Section 1

The eClub pPresident is the chief executive officer of this club and is responsible for fulfilling the mission of this club. The president **presides-at-chairs** meetings of this club and the eClub eExecutive eCommittee, appoints all committees, and has general supervision of the operation of this club. The president shall be an ex officio member of all committees of this club except the eClub **Leadership nominating eCommittee** and shall serve as one of this club's representatives on the aArea and dDistrict eCouncils. The president shall transmit to this club for its approval or disapproval all ideas and plans proposed by the aArea and dDistrict eCouncils which may affect this club or its individual members; and shall take no action binding upon this club without either specific prior authorization or subsequent ratification by this club.

### Vice President Education

#### Section 2

The vVice pPresident eEducation is the second-ranking club officer and is responsible for planning, organizing, and directing a club program which meets the educational needs of the individual members. The vVice pPresident eEducation chairs the **Club eEducation eCommittee.**



The **vVice pPresident eEducation** also serves as one of this club's representatives on the **aArea** and **dDistrict eCouncils** and shall take no action binding upon this club without either specific prior authorization or subsequent ratification by this club.

## Vice President Membership

### Section 3

The **vVice pPresident mMembership** is the third-ranking club officer and is responsible for planning, organizing, and directing a program that ensures individual member retention and growth in club individual membership. The **vVice pPresident mMembership** chairs the **Club mMembership eCommittee**. The **vVice pPresident mMembership** serves as one of this club's representatives on the **aArea eCouncil** and shall take no action binding upon this club without either specific prior authorization or subsequent ratification by this club.

## Vice President Public Relations

### Section 4

The **vVice pPresident pPublic rRelations** is the fourth-ranking club officer and is responsible for developing and directing a publicity program that informs individual members and the general public about Toastmasters International. The **vVice pPresident pPublic rRelations** chairs the **Club pPublic rRelations eCommittee**.

## Club Secretary

### Section 5

The **eClub sSecretary** is responsible for club records and correspondence. The **eClub sSecretary** has custody of the club's charter, constitution, and addendum and all other records and documents of this club; keeps an accurate record of the meetings and activities of this club and of the **eClub eExecutive eCommittee**; maintains an accurate and complete roster of individual members of this club, including the address and status of each individual member and transmits the same to the successor in office. The **eClub sSecretary** provides notices of meetings as required by this constitution and immediately notifies World Headquarters of **Toastmasters International** of any change in the roster of individual members.

## Club Treasurer

### Section 6

The **eClub tTreasurer** is responsible for club financial policies, procedures, and controls. The **eClub tTreasurer** receives and disburses, with the approval of this club, all club funds; pays to Toastmasters International all financial obligations of this club as they come due; and keeps an accurate account of all transactions. The **eClub tTreasurer** shall make financial reports to this club and to the **eClub eExecutive eCommittee** quarterly and upon request, and shall transmit the accounts and all undistributed funds to the successor in office at the end of the **eClub tTreasurer's** term.

## Sergeant at Arms

### Section 7

The ~~club~~ ~~s~~Sergeant at ~~a~~Arms is responsible for club property management, meeting room preparation, and hospitality. The ~~s~~Sergeant at ~~a~~Arms chairs the ~~Club~~ ~~s~~Social and ~~r~~Reception ~~e~~Committee.

## Immediate Past Club President

### Section 8

The ~~i~~Immediate ~~p~~Past ~~e~~Club ~~p~~President provides advice and counsel as requested by the ~~e~~Club ~~p~~President.

## Representation on the District Council Representatives

### Section 9

In the event the ~~e~~Club ~~p~~President and/or ~~v~~Vice ~~p~~President ~~e~~Education shall be unable to attend a meeting of the ~~d~~District ~~e~~Council, they shall certify the ~~proxy~~ credentials of the official ~~representative or representatives~~ ~~proxyholder or proxyholders~~ of this club attending said ~~d~~District ~~e~~Council meeting. Such ~~representative~~ ~~proxyholder~~(s) shall be active individual members of this club.

## Additional Duties

### Section 10

In addition to the duties stated in this constitution, each of the officers of this club shall have such duties and responsibilities as may be provided in the Articles of Incorporation, ~~and~~ Bylaws of Toastmasters International, District Administrative Bylaws, Policy and Protocol, manuals, or other directives of Toastmasters International, or as may be set forth in ~~the A~~addendum or as assigned by this club.

## Article VIII: Committees

## Standing

### Section 1

The standing committees of this club shall be the ~~e~~Executive, ~~e~~Education, ~~m~~Membership, ~~p~~Public ~~r~~Relations, and ~~s~~Social and ~~r~~Reception ~~e~~Committees.

## Club Executive

### Section 2

The ~~e~~Club ~~e~~Executive ~~e~~Committee shall consist of the officers of this club named in this constitution, with the ~~e~~Club ~~p~~President serving as the chair. This committee shall have charge of all business and administrative affairs of this club and shall consider all matters concerning the welfare of this club. All actions of the ~~Club~~ ~~e~~Executive ~~e~~Committee shall be submitted to this club at the next business meeting for ratification. Any decision of the ~~Club~~ ~~e~~Executive

eCommittee which this club fails to ratify shall be null and void.

## Education

### Section 3

The **Club eEducation eCommittee** shall have charge of the general educational program of this club. It shall prepare, or cause to be prepared, all program schedules of this club and shall publish the assignments at least three (3) weeks in advance, when practicable. This committee shall assist in the utilization and interpretation of program and educational materials available from Toastmasters International. It shall arrange for the exchange of speakers and educational programs with other clubs and encourage speaking engagements of individual members before non-Toastmasters groups.

## Membership

### Section 4

The **Club mMembership eCommittee** shall consider all applications for individual membership and report thereon to this club, and shall arrange for proper induction of all new individual members. This committee shall be responsible for maintaining club individual membership and attendance. It shall be the goal of this committee to ensure that the individual membership of this club is at all times at charter strength or better.

## Public Relations

### Section 5

The **Club pPublic rRelations eCommittee** shall arrange the preparation and dissemination of news releases regarding this club's activities and educational programs and shall also promote opportunities for community participation in Toastmasters International's learning programs. It shall also be responsible for all internal publications of this club, including the club website, social media, and newsletter.

## Social and Reception

### Section 6

The **Club sSocial and rReception eCommittee** shall be responsible for all social functions of this club and such other duties as may be assigned to it. It shall act as a reception committee at all meetings.

## Additional Duties

### Section 7

In addition to the duties stated in this constitution, each of the committees of this club shall have such duties and responsibilities as may be provided in the Articles of Incorporation, ~~and~~ Bylaws of Toastmasters International, District Administrative Bylaws, Policy and Protocol, manuals or other directives of Toastmasters International, or as may be set forth in this club's **addendum bylaws** or as assigned by this club.

## Article IX: Rules of Order

### Parliamentary Authority

#### Section 1

Insofar as they do not conflict with the Articles of Incorporation, ~~or~~ Bylaws of Toastmasters International, Policy and Protocol adopted by Toastmasters International, ~~the~~ ~~is~~ ~~Club~~ ~~Constitution~~, ~~and~~ ~~the~~ ~~club's~~ ~~A~~addendum, or laws applicable to nonprofit corporations, *Robert's Rules of Order Newly Revised* shall be the final authority as to parliamentary procedure. ~~However, provided that~~ if this club is located in a jurisdiction where Robert's Rules are not a recognized authority on parliamentary procedure, the ~~A~~addendum shall specify ~~in~~ ~~place of Robert's Rules~~ the name of the recognized authority in ~~this club's~~ jurisdiction ~~where this club is located~~.

### Parliamentarian

#### Section 2

A parliamentarian may be appointed at each meeting by the ~~e~~Club ~~p~~President.

## Article X: Affiliation

### International Affiliation

#### Section 1

Upon receiving a charter from Toastmasters International, and so long as this club remains in good standing with Toastmasters International, this club shall be a member of Toastmasters International, entitled to all the rights and powers, and subject to all the duties and requirements, of ~~m~~Member ~~e~~Clubs as may be stated ~~from time to time~~ in the Articles of Incorporation, ~~and~~ Bylaws of Toastmasters International, ~~in the~~ District Administrative Bylaws, ~~in~~ ~~the~~ ~~is~~ ~~Club~~ ~~e~~Constitution, and ~~in~~ Policy and Protocol issued by Toastmasters International.

### District Affiliation

#### Section 2

This club shall also be affiliated with such ~~e~~District of Toastmasters International as the Board of Directors may designate, and shall be represented on that ~~e~~District ~~e~~Council as provided in the District Administrative Bylaws.

### Financial Obligations

#### Section 3

This club shall make membership payments and other payments ~~on~~ ~~for~~ all individual members as required by Toastmasters International. **The amount of the international dues is set by the Board of Directors and shall remain in place until such time as the Board changes that amount and notifies the membership.** ~~No change in the member club's financial obligations to Toastmasters International shall be effective until the earlier of~~

~~the date of publication in the *Toastmaster* magazine or the date of posting on the Toastmasters' website.~~

## Separate Legal Entity

### Section 4

This club is an independent legal entity, separate from Toastmasters International and every other ~~m~~Member ~~e~~Club of Toastmasters International, subject only to the express terms and conditions of affiliation stated in this constitution and in the Toastmasters International documents identified in Section 1 of this article. As such, this club is fully responsible for its own debts, liabilities, and other obligations, and any creditor of this club shall look only to the assets of this club for payment, and not to Toastmasters International, nor to any other ~~m~~Member ~~e~~Club of Toastmasters International, nor to any individual member of this club.

## Representation at Annual Business Meeting and Other Meetings

### Section 5

This club is entitled to representation at ~~a~~l the Toastmasters International Annual Business Meetings ~~s~~ as provided in the Bylaws of Toastmasters International, and at ~~d~~District and ~~a~~Area ~~e~~Council meetings. This club shall select its ~~representatives~~ proxyholders in sufficient time for the ~~e~~Club ~~p~~President or ~~e~~Club ~~s~~Secretary to validate the proper credentials for them. In the event this club is not represented at the Annual Business Meeting by personal ~~representatives~~ proxyholders selected from this club, the executive committee of this club shall appoint and authorize a proxyholder with authority to act under Article X, Section 2 of the Bylaws of Toastmasters International. Such selection shall be submitted to this club at the next business meeting for ratification. Proxyholderies for ~~d~~District ~~e~~Council meetings shall be selected as set forth in Article VII, Section 9, above. Such ~~representative or~~ proxyholder must be in good standing with Toastmasters International under Article III, Section 8, of the Bylaws of Toastmasters International.

## Relationship with Other Governing Documents

### Section 6

The Articles of Incorporation and Bylaws of Toastmasters International, as they may be amended by their terms ~~from time to time~~, and the ~~e~~is Club ~~e~~Constitution, as it may be amended ~~from time to time~~ as provided in Article XII below, shall govern this club and all other Toastmasters ~~Member~~ ~~e~~Clubs affiliated with Toastmasters International. This club shall adopt no policy and shall take no action in conflict with the Articles of Incorporation, ~~and~~ Bylaws of Toastmasters International, ~~with the~~ ~~e~~is Club ~~e~~Constitution, or ~~with~~ any Policy and Protocol of Toastmasters International as they may be amended ~~from time to time~~.

## Addendum of Standard Club Options

### Section 7

This club shall, upon adoption of the ~~e~~is Club ~~e~~Constitution and from time to time thereafter as

appropriate, complete the Addendum of Standard Club Options attached to this constitution in order to specify the detailed choices it has made to govern the operations of the club. The ~~A~~addendum shall be adopted and modified 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.

## Article XI: Legal Status and Dissolution

### Affiliation with Others and Use of Funds

#### Section 1

This club is an unincorporated association formed solely for the purpose of privately educating its individual members. This club is not legally affiliated with any company, agency, or special interest group from which this club may draw its individual members. The use of the funds of this club shall be limited to educational purposes. They may not be used for social or political purposes, or for the benefit of any individual.

### Dissolution

#### Section 2

In the event of dissolution of this club, distribution of any funds, after payment of any indebtedness, shall be made either by contribution to ~~any educational research or the Ralph C. Smedley Memorial Fund~~ or any other fund maintained by Toastmasters International, or by contribution to another Toastmasters ~~Member Club~~ or to a Toastmasters  ~~District~~.

### Compliance with California Law and Local Jurisdictional Law

#### Section 3

The ~~Club Constitution of this club~~ and the ~~club's~~ ~~A~~addendum shall be governed by and interpreted in accordance with the laws of the State of California, where Toastmasters International is incorporated, regardless of the location of this club. However, in jurisdictions where some modification of this constitution is necessary in order for this club to function legally within that jurisdiction, and Toastmasters International has issued a Policy or Protocol authorizing such modification specifically for that jurisdiction, this constitution shall be deemed modified accordingly.

## Article XII: Amendments to Club Constitution

### How Amended

#### Section 1

This constitution may be amended only by a majority of the votes cast at an Annual Business Meeting or a special meeting of the voting membership of Toastmasters International.

## Proposals from International Board

### Section 2

Proposed amendments may be submitted by the Board of Directors to the voting membership of Toastmasters International at any time up to ~~sixty (60)~~ days before the membership meeting at which they will be considered.

## Proposals from Clubs

### Section 3

Proposed amendments may also be submitted by Toastmasters ~~Member e~~Clubs to the Annual Business Meeting of Toastmasters International as follows: Proposed amendments must be presented in writing to and received by the Board of Directors no later than December 31 before the Annual Business Meeting at which they are to be submitted. The proposing club, or each proposing club if there is more than one ~~(1)~~, shall have approved the proposed amendment by the vote of at least two-thirds of the active individual members of the club present and voting at a club business meeting at which a quorum is present; such approval shall be evidenced by a certificate stating the proposed amendment signed by all the active individual club members who voted to approve the proposed amendment. Each proposing club shall submit such a certificate to the Board of Directors no later than the December 31 deadline. The proposed amendment shall be placed before the voting members of Toastmasters International only if the proposed amendment and certificate(s) are presented to and received by the Board no later than December 31 and one (1) of the following conditions is met:

- (a) the Board of Directors votes to place the proposed amendment before the voting membership or
- (b) the amendment is proposed by at least one (1) percent of all the votes held by the voting membership of Toastmasters International, including ~~Member e~~Clubs and ~~d~~Delegates at ~~L~~Large or
- (c) (1) the proponent(s) of the amendment agree to bear the full reasonable administrative cost to Toastmasters International of submitting the proposed amendment to the voting membership for a vote and  
  
(2) no other ~~e~~Club ~~e~~Constitution amendment proposed by any proponent of the amendment shall be placed before the voting membership at the same meeting and  
  
(3) if an amendment on substantially the same subject has been voted on by the voting membership within five (5) calendar years before the meeting at which the amendment will be submitted, such prior proposed amendment shall have received no less than ~~thirty percent (30%)~~ of the votes cast.

Provided that no proposed amendment shall be placed before the voting members if it has been rendered moot; substantially duplicates or is encompassed by another proposed

amendment at the same meeting; is illegal; is designed to further a personal claim, grievance, or interest; is beyond the power of Toastmasters International to effectuate; or is not a proper subject for this constitution under California law.

## Notice

### Section 4

Notice of any proposed amendments to be submitted to the voting membership of Toastmasters International for a vote shall be mailed by the **Chief Executive Officer Executive Director** to each voting member at least ~~sixty (60)~~ days before the meeting, together with any recommendation of the Board of Directors thereon. Any such recommendation shall also be presented to the voting members at the meeting before the vote is taken on the proposed amendments. No amendments to the proposed amendment may be made during the meeting, nor at any time after ~~sixty (60)~~ days prior to the meeting.

## Conflicting Proposals

### Section 5

In the event of two **(2)** or more ~~e~~Club ~~e~~Constitution amendment proposals presented to the same meeting of **the voting membership**, which the Board determines to be in conflict with each other, only the proposal receiving the highest majority of votes cast shall be adopted.



## Ralph C. Smedley Memorial Fund®

1. Toastmasters International is a 501(c)3 nonprofit organization, but it does not generally solicit or accept charitable contributions for the general, unrestricted support of the organization. The Ralph C. Smedley Memorial Fund® (“Smedley Fund”), which is a part of Toastmasters International, is the only permanently-established repository for charitable contributions to the organization, and it has restricted purposes. Only the Board of Directors has the authority to approve the creation of additional funds, from time to time, for the receipt of charitable contributions for specific purposes.
2. Contributions to the Smedley Fund are restricted to certain educational purposes and may not be used for operating expenses of Toastmasters International or its capital expenditures, nor shall they ever be commingled with the general or other funds of the corporation. Disbursements from the Smedley Fund are made only as determined by a two-thirds vote of the Board of Directors.
3. Toastmasters clubs are permitted and encouraged to contribute to the Smedley Fund.
4. The Smedley Fund is restricted to the advancement of education through the research, development, and distribution of educational programs and materials relating to communication and leadership. These programs and materials are designed to meet the needs of the membership and community in a wide range of cultural, social and economic situations, **and support member clubs experiencing the after-effects of natural disasters, as well as those attempting to establish local youth programs and similar initiatives. Smedley Fund support of such programs and materials may include the waiving or subsidizing of associated dues and fees, or the provision or replacement of educational materials, subject to Board approval.**

This restricted purpose replaces the previously-stated purpose of the Smedley Fund as of the date of the Board’s adoption of this policy change, and governs the charitable use of funds received thereafter.

5. World Headquarters is responsible for recognizing contributors, communicating information about the Smedley Fund, soliciting contributions and providing information about potential tax deductions. Contributors are encouraged to check with their local tax advisor to determine if their contribution is deductible under the laws of the jurisdictions applicable to them.
6. Toastmasters International must ensure that all activities associated with the Toastmasters organization worldwide, including charitable fund raising, be limited to those authorized by the Board of Directors in order to protect the organization’s compliance with charitable trust laws and other rules imposed by the State of California, the United States Internal Revenue Service (IRS), and other jurisdictions.

# INTERNATIONAL OFFICER/DIRECTOR CANDIDATE LETTER OF INTENT



Candidate's Name:

Candidate's Office:  Region Number:

The confidential information (Letter of Intent page) will be provided only to World Headquarters and the International Leadership Committee (ILC).

The Biographical Information (pages 1–2) will be used verbatim on the Toastmasters International Web site and in public communications.

I declare my candidacy for the position of  on the Toastmasters International Board of Directors. With this letter, I formally request consideration for nomination.

Candidate's member number:

Candidate's name as it will appear on the Toastmasters International Web site and all public communications:

Address:  City:

State/Province:  Country:  Postal code:

Mobile phone:  Home phone:  Business phone:

Email address:

Website:  Region:  District:

All clubs (name and number) of which you are a member:

Campaign manager:

Key campaign team members:

As a candidate for a position on the Toastmasters International Board of Directors, I understand that, in such a position, I will have a fiduciary duty of care and loyalty to the organization. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of an International Officer or Director.

Any actual, apparent or potential conflicts of interests need to be disclosed to the ILC. I hereby confirm that:

- There are no relationships, interests, or situations of which I am aware that create an actual, apparent or potential conflict of interest.
- The following are relationships, interests, or situations which might result in an actual, apparent or potential conflict of interest:

Corporate (either nonprofit or for-profit) directorships, positions, and employment:

Memberships in the following organizations (including any speaking groups):

Contracts, business activities, and investments with or in the following organizations:

Other relationships and activities:

I agree to adhere to the principles relating to Processing of Personal Data set out in the General Data Protection Regulation and act in accordance with Toastmasters International Privacy Policy.

By signing this Letter of Intent, I certify that I have read, understand and agree to abide by the Toastmasters International campaign policies. I certify that the information I have provided is accurate and has been completed to the best of my knowledge. Typing my name in the box below constitutes my electronic signature.

Signature:

# TOASTMASTERS INTERNATIONAL

## INTERNATIONAL OFFICER CANDIDATE ASSESSMENT (IOCA)

### I. ETHICS

1. Consistently upheld Toastmasters core values by acting with integrity.
2. Consistently upheld Toastmasters core values by demonstrating respect for all individuals.
3. Consistently upheld Toastmasters core values by focusing on providing service to the member.
4. Consistently upheld Toastmasters core values by displaying dedication to excellence in all situations.
5. Appropriately managed confidential and sensitive information.
6. Maintained ethical standards in the face of adversity.
7. Demonstrated consistency of word and action.
- 8. Maintains relationships, interests, or situations which might result in an actual, apparent, or potential conflict of interest.**
- 9. Supports, aids or condones anyone or anything that interferes with or is detrimental to Toastmasters International.**

### II. CRITICAL THINKING

8. Consistently distinguished relevant from irrelevant information, resulting in sound, well-informed and logical decisions.
9. Effectively analyzed situations for risk potential and acted appropriately.
10. Demonstrated the ability to make breakthrough decisions based upon a mixture of analysis, wisdom, experience and judgment.
11. Appropriately sought input from individuals who added significant value to the decision-making process.
12. Organized resources to accomplish tasks with maximum efficiency.

### III. LEADERSHIP

13. Displayed emotional intelligence — demonstrated the capability to understand the strengths, weaknesses and motivations of one's self and others, and used that understanding to positively influence outcomes and develop relationships.
14. Effectively represented the organization through behavior and communication that inspired others.
15. Appropriately identified and encouraged potential leaders.
16. Cultivated a safe environment resulting in a rich exchange of views and opinions.
17. Demonstrated the ability to lead individuals and teams to successfully achieve goals.
18. Demonstrated superior communication and presentation skills.
19. Mentored and coached others to be the best they can be.
20. Maintained focus on organizational priorities.
21. Demonstrated the ability to successfully lead diverse teams.
22. Applied the appropriate interpersonal style to foster team members' goal accomplishment.
23. Effectively delegated decision-making and other assignments and responsibilities to the appropriate individuals.

## IV. VISION

24. Demonstrated an understanding of the bigger picture — the forces, events and people that affect a situation.
25. Saw beyond the present; considered the future in decision-making, planning and actions.
26. Recognized and demonstrated respect for geographical and cultural differences and their impact on individuals and the organization.

## V. STRATEGIC PLANNING

27. Formulated and executed effective strategies to support organizational goals and objectives.
28. Understood that strategic planning is an ongoing process with a long-term perspective.
29. Anticipated the potential threats and opportunities of a changing environment.

## VI. FINANCE

30. Understood key financial performance indicators and their relationship to organizational objectives.
31. Understood and monitored the organization's budget.
32. Assessed risks and benefits when setting priorities.

# TOASTMASTERS INTERNATIONAL

## INTERNATIONAL DIRECTOR CANDIDATE ASSESSMENT (IDCA)

### I. ETHICS

1. Consistently upheld Toastmasters core values by acting with integrity.
2. Consistently upheld Toastmasters core values by demonstrating respect for all individuals.
3. Consistently upheld Toastmasters core values by focusing on providing service to the member.
4. Consistently upheld Toastmasters core values by displaying dedication to excellence in all situations.
5. Appropriately managed confidential and sensitive information.
6. Maintained ethical standards in the face of adversity.
7. Demonstrated consistency of word and action.
- 8. Maintains relationships, interests, or situations which might result in an actual, apparent, or potential conflict of interest.**
- 9. Supports, aids or condones anyone or anything that interferes with or is detrimental to Toastmasters International.**

### II. CRITICAL THINKING

8. Consistently distinguished relevant from irrelevant information, resulting in sound, well-informed and logical decisions.
9. Effectively analyzed situations for risk potential and acted appropriately.
10. Demonstrated the ability to make breakthrough decisions based upon a mixture of analysis, wisdom, experience and judgment.
11. Appropriately sought input from individuals who added significant value to the decision-making process.
12. Organized resources to accomplish tasks with maximum efficiency.

### III. LEADERSHIP

13. Displayed emotional intelligence — demonstrated the capability to understand the strengths, weaknesses and motivations of one's self and others, and used that understanding to positively influence outcomes and develop relationships.
14. Effectively represented the organization through behavior and communication that inspired others.
15. Appropriately identified and encouraged potential leaders.
16. Cultivated a safe environment resulting in a rich exchange of views and opinions.
17. Demonstrated the ability to lead individuals and teams to successfully achieve goals.
18. Demonstrated superior communication and presentation skills.
19. Mentored and coached others to be the best they can be.
20. Maintained focus on organizational priorities.
21. Demonstrated the ability to successfully lead diverse teams.
22. Applied the appropriate interpersonal style to foster team members' goal accomplishment.
23. Effectively delegated decision-making and other assignments and responsibilities to the appropriate individuals.

## IV. VISION

24. Demonstrated an understanding of the bigger picture — the forces, events and people that affect a situation.
25. Saw beyond the present; considered the future in decision-making, planning and actions.
26. Recognized and demonstrated respect for geographical and cultural differences and their impact on individuals and the organization.

## V. STRATEGIC PLANNING

27. Formulated and executed effective strategies to support organizational goals and objectives.
28. Understood that strategic planning is an ongoing process with a long-term perspective.
29. Anticipated the potential threats and opportunities of a changing environment.

## VI. FINANCE

30. Understood key financial performance indicators and their relationship to organizational objectives.
31. Understood and monitored the organization's budget.
32. Assessed risks and benefits when setting priorities.

## 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.
April 15	ILC announces officer and director candidates by this date, when practicable. Floor candidates, who have completed the ILC evaluation process, for officer or 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 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.
- B. 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 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.
- C. 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
- D. 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.
- E. 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. **World Headquarters provides all Letters of Intent to the ILC Chair and Co-Chairs.**
  - I. **The ILC Chair and Co-Chairs review each Letter of Intent to evaluate potential conflicts of interest. The ILC, by a two-thirds vote of the Chair and Co-Chairs, may reject a Letter of Intent due to disclosed conflicts of interest. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any potential International Officer or Director.**
  - † II. A Letter of Intent must be ~~on file with World Headquarters~~ **accepted by the ILC** before a candidate may engage in public campaign activities.
  - ‡ III. By signing the Letter of Intent, the candidate acknowledges having read and understood the campaign policies and takes responsibility for the conduct of supporters. **Furthermore, the candidate acknowledges that all actual, apparent or potential conflicts of interest have been disclosed.**
  - ‡‡ IV. 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 the ILC accepts~~ 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.

~~¶~~ **VI.** After ~~World Headquarters acknowledges receipt of the ILC accepts~~ 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.

~~¶~~ **VII.** 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, partner or any family member of any international officer or director may not take any action to endorse or to officially support 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.

		<b>From the Candidate's Campaign Social Media Profiles</b>		
		Home club or district related	Non-campaign related content	Campaign related content
<b>Posting Location</b>	Campaign Messaging Recipient's personal social media profiles	No	No	No
	Other Toastmasters members' pages	No	No	No
	Non-Toastmasters individual pages	No	No	No
	Candidate's personal pages	No	No	Can link to candidate's website and campaign profiles only
	Candidate's campaign pages	No	Yes	Yes
	Home club pages	No	No	No
	Home district pages	No	No	No
	TI official pages	No	No	No
	TI unofficial pages	No	No	No
	Non-Toastmasters groups/pages	No	No	No
	District U or Online clubs	No	No	No

		<b>From the Candidate's Personal Social Media Profiles</b>		
		Home club or district related	Non-campaign related content	Campaign related content
<b>Posting Location</b>	Campaign Messaging Recipient's personal social media profiles	Yes	Yes	No
	Other Toastmasters members' pages	Yes	Yes	No
	Non-Toastmasters individual pages	Yes	Yes	No
	Candidate's personal pages	Yes	Yes	Can link to candidate's website and campaign profiles only
	Candidate's campaign pages	No	No	No
	Home club pages	Yes	No	No
	Home district pages	Yes	No	No
	TI official pages	Yes	No	No
	TI unofficial pages	Yes	No	No
	Non-Toastmasters groups/pages	Yes	Yes	No
	District U or Online clubs	Yes	No	No

## 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.
April 15	ILC announces officer and director candidates by this date, when practicable. Floor candidates, who have completed the ILC evaluation process, for officer or 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 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.
- B. 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 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.
- C. 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
- D. 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.
- E. 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. Candidates must maintain confidentiality of all ILC interview questions and discussions until the release of the international officer and director ILC nominations on the Toastmasters International website.**
- B.C.** 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.D.** 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.E.** 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.F.** Committee member votes are confirmed in writing.

~~F.G.~~ To be nominated, a candidate must receive votes from at least a majority of the committee members.

~~G.H.~~ 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, post, and **make available for download, educational and/or informational print**, 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. **Candidates may not produce or distribute any campaign items (such as, but not limited to, buttons, pins, USB drives, apparel, and gifts).**
- 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. Campaign Team Members**

- A. Candidates must provide a list of all campaign team members and those who provide services related to the candidate's campaign (paid or unpaid). Services include but are not limited to creating a website, verbal or written campaign coaching, and digital marketing. Individuals or companies that are providing services and wish to use the Toastmasters trademarks, must obtain prior written authorization from the Chief Executive Officer.**
- B. Candidates are responsible for the acts and omissions of their campaign team members and those who provide services related to the candidate's campaign (paid or unpaid).**
- C. Campaign team members and individuals who provide services to the candidate must follow the same rules as the candidate as defined in this policy, other governing documents, and the International Officer and Director Candidate Handbook (such as, but not limited to, not using personal social media profiles for campaigning, sending campaign communications at other times than permitted).**
- D. Campaign team members and individuals who provide services to the candidate must sign and submit to World Headquarters an Acknowledgement of Campaign Responsibilities form prior to active service on the campaign team. Candidates must notify World Headquarters of any changes to their campaign team within 24 hours.**

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

## **9-10. 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.

## **10-11. 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.

#### **11-12. 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.

#### **12-13. 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.