



**Minutes of the 2019-2020 Board of Directors Teleconference
March 14-16, 2020
Denver, Colorado, United States**

The 2019-2020 Toastmasters International Board of Directors convened March 14-16, 2020, with International President Deepak Menon, DTM, presiding. The officers and directors present were: Richard E. Peck, DTM; Margaret Page, DTM; Matt Kinsey, DTM; Lark Doley, DTM; Sal Asad, DTM; Sudha Balajee, DTM; Joan T. Lewis, DTM; Anthony J. Longley, DTM; Larry Marik, DTM; Stefano S. McGhee, DTM; TK O'Geary, DTM; Carol Prahinski, DTM; Mohamad A. Qayoom, DTM; Aletta Rochat, DTM; Naomi Takeuchi, DTM; David Templeman, DTM; Tuire Vuolasvirta, DTM; Susan Zhou, DTM; and Chief Executive Officer Daniel Rex. Chief Digital and Information Officer Sam Farajian, Chief Financial Officer John Bond, Marketing Communications Director John Lurquin, Club Quality and Member Support Director Danielle Mitchell, District Growth and Support Director Jonathan Lam, Training Director Kate Rynerson-Wingrove, Secretary Angela Mennenga, and Executive Services Manager Mona Shah were also present.

1. The Board reviewed and accepted the agenda as presented.
2. The Board received reports from International President Menon and Chief Executive Officer Rex on the status of the organization.
3. The Board received an update on the status of Toastmasters International's strategic initiatives that are in process or ready to begin. Previous Board decisions and Board Committee reports are the source of the majority of the initiatives.
4. The Board participated in an exercise with the Strategic Planning Committee. The exercise focused on goals and strategic initiatives that would directly impact the achievement of the Toastmasters International, District and Club missions. The goals and initiatives will form the foundation of the 2020 Strategic Plan. This exercise was facilitated by the chair of the Strategic Planning Committee, Immediate Past International President Doley.
5. The Board received the report (attached) of the March 9-13, 2020 Executive Committee meeting as presented by International President-Elect Peck. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 4, 8, 12, 13, 14, and 21. The other items were considered subsequently and separately by the Board.

The Board adopted item #5.

The Board adopted item #6.

The Board adopted item #7.

HIGHLY CONFIDENTIAL

The Board adopted item #9.



The Board discussed item #10. **RESTRICTED**

HIGHLY CONFIDENTIAL

The Board adopted item #11.

The Board discussed the Executive Committee's recommendation regarding item #15. After much discussion, and in light of the current difficulties resulting from COVID-19, the Board voted to extend the ability to submit a traditional Advanced Leader Silver (ALS) or traditional Distinguished Toastmaster (DTM) in the traditional program and officially ending on June 30, 2021.

The Board adopted item #16.

The Board adopted item #17.

The Board adopted item #18.

HIGHLY CONFIDENTIAL

The Board adopted item #19.

The Board adopted item #20.

6. The Board received a report from the Club Leadership Roles and Responsibilities Committee. The Board recognized the struggles many clubs have getting members to step up into club leadership roles; the inequity in the division of work across the club officer roles; and that leaders do not necessarily know what skills they need to improve upon because there is no formal evaluation or feedback process. The Club Leadership Roles and Responsibilities Committee was tasked to:
 - conduct a gap analysis of the current club officer roles,
 - modify the roles as necessary to help clubs fulfill the mission and be successful, and
 - develop criteria for evaluating and assessing each officer role.

The Committee also considered what impact these changes would have on our members, our clubs, and our organization.

The Committee was composed of Board Members from around the globe. Committee members belonged to large and small clubs, corporate and community clubs, and clubs with long-time members along with newer members. This diversity, allowed for a well-rounded in-depth discussion regarding the struggles of club officer role clarity, workload, and opportunity for leadership feedback.

The Committee considered the various types of clubs that exist within Toastmasters throughout its discussions and decision-making process and realized that more flexibility is needed in the club leadership model. The Committee presented an enhanced future club officer model to the Board of



Directors, which was approved. This future club officer model combines a set of required club officer roles with a defined set of elective elected club officer roles, enabling the club officer to define selective elective roles, if any, to meet the specific needs of the club. The Committee wants the members to be well informed of these changes and to understand the benefits of these changes. More information will be shared over the coming months.

In addition to the proposed changes in the club leadership model, the Committee also developed a set of evaluations and assessments designed for the current leadership structure as well as future leadership structures. These evaluations and assessments should help leaders – and those around them – identify areas of strength and improvement thereby allowing them, if they choose, to act on this feedback and grow as leaders, similar to our members receiving feedback and growing as communicators. The Committee believes that use of these evaluations and assessments will help strengthen the leadership skills of our members, allow greater opportunity for success, and provide real-world transferable skills in both giving and receiving feedback. As speakers and communicators, we improve through the feedback we receive from others, as leaders we need to receive feedback to improve...this evaluation model is meant to do that.

A 30-day New Member Survey was also developed and should provide club leaders with insight into the new member's experience within the club during this period. Information gathered from these surveys should allow club leaders to identify and address opportunities to improve club quality.

Initial implementation of these forms is anticipated to be a downloadable form that you can print, fill out, and store locally for your use. In the future, the committee envisions a fully, automated online version of these forms that can be completed and stored online within the member profile. The committee also sees benefit in the use of these evaluations and assessments as members look to move beyond club leadership and into District leadership roles.

The Board voted to accept the Committee's recommendations as presented in the report, including changes to Policy and Protocol (attached).

7. The Board received a report about the results from the 2020 Mid-year Training survey that was completed by the District leaders who participated in training. The feedback that was received was favorable. Based upon the feedback, three areas were identified to focus on in future August District Leader Trainings: conflict resolution, lead follow-up and chartering new clubs, and marketing Pathways to corporations.

The Board also reviewed the proposed training content and schedule for August 2020 District Leader Training. The Board directed World Headquarters to conduct a cost analysis to determine the financial implication of separating August District Leader Training from the International Convention.

8. The Board received an update from Immediate Past International President and Chair of the Advisory Committee of Past Presidents (ACPP) Lark Doley.



9. The Board received a report from the International Disciplinary Committee that contained a proposed amendment to the Bylaws, Article III, Section 13.d, that would change the deadline for a charged member to submit materials for a disciplinary hearing from 48 hours before the hearing to 96 hours before the hearing. The Board voted unanimously to recommend that the proposed Bylaws modification be presented to the membership for a vote at the 2020 Annual Business Meeting.

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."

A handwritten signature in black ink, reading "Angela Mennenga".

Angela Mennenga
Secretary

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



**Minutes of the 2019-2020 Executive Committee Meeting
Denver, Colorado, United States
March 9-13, 2020**

The 2019-2020 Executive Committee convened on March 9-13, 2020, with International President Deepak Menon, DTM, presiding. The other officers present were: International President-Elect Richard E. Peck, DTM; First Vice President Margaret Page, DTM; Second Vice President Matt Kinsey, DTM; and Immediate Past International President Lark Doley, DTM; and Chief Executive Officer Daniel Rex. Chief Digital and Information Officer Sam Farajian, Chief Financial Officer John Bond, Marketing Communications Director John Lurquin, Club Quality and Member Support Director Danielle Mitchell, District Growth and Support Director Jonathan Lam, Training Director Kate Rynerson-Wingrove, Education Program Supervisor Jessie Lester, Legal Director and Corporate Counsel Aaron Charrouf, Secretary Angela Mennenga and Executive Services Manager Mona Shah were also present. No members were absent.

1. The Chief Executive Officer provided his report that included an update on the organization's performance.
2. The Committee received an update from the Chairs of the following: Club Leadership Roles and Responsibilities Committee; Advisory Committee of Past Presidents; International Disciplinary Committee; Region Advisor Selection Committee; Policy Review Committee; District Leadership Roles, Responsibilities and Evaluation Committee; Prioritization Committee; and Accredited Speakers Council.
3. The Committee received an update on the following working groups: Translations Working Group, District Conflict Resolution Working Group, and Change Management Working Group.
4. The Committee reviewed and discussed fundraising specifically as it relates to maximizing the return-on-investment for organizational effort and maintaining legal compliance with U.S. and International fundraising legislation. The Committee directed World Headquarters to conduct further research for discussion at a future meeting.
5. The Committee reviewed and discussed the proposal to update the Youth Leadership Program and Interpersonal Communication Program by combining them into one new program that would more closely align with the Pathways learning experience. The next phase of this program would be a pilot conducted in specific geographic areas worldwide. The Committee recommends that the Board adopt this proposal.
6. The Committee reviewed a proposal to work with colleges and universities to research and validate the effectiveness of a modified Toastmasters club model. This model may include a special college club status with an alternate calendar and a 10-week, coordinator-led Toastmasters certification program. The Committee adopted the proposal and directed World Headquarters to conduct focus group interviews with colleges and universities in multiple regions.



7. The Committee reviewed a proposed tiered credit structure to allow Speechcraft participants who join Toastmasters a smooth transition to the Pathways learning experience and proposed modifications, relating to Speechcraft, to Protocol 8.2: Fundraising. The modifications to Protocol 8.2: Fundraising (attached) were adopted by the joint authority of the International President and the Chief Executive Officer with the concurrence of the International President-Elect.
8. The Committee reviewed the processes, documentation, and wording through which clubs may assign Annual Business Meeting proxies. The Committee directed World Headquarters to modify select processes and wording and present to the Committee at a future meeting.
9. The Committee reviewed and discussed proposed modifications to Policy 9.1: International Campaigns and Elections, that would provide additional guidance, to the International Leadership Committee (ILC), relating to a candidate's attributes and competencies. In addition, the proposed modifications address ambiguities relating to filling ILC vacancies. The Committee recommends that the Board adopt the proposed amendments to Policy 9.1: International Campaigns and Elections (attached), effective for the 2020-2021 election cycle.

10. RESTRICTED

11. The Committee reviewed the status of 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 34th Street], and Westchester County) and District 119 (Brooklyn, Manhattan [South of 34th Street], Nassau, Queens, and Suffolk County); District 82 (Sri Lanka) and District 120 (Tamil Nadu, India); and District 92 (Karnataka, (Bangalore [Urban], Bangalore [Rural], Bagalkot, Belagavi, Ballari, Bidar, Vijayapur, Chikkaballapura, Chitradurga, Davanagere, Dharwad, Gadag, Kalaburgi, Haveri, Kolar, Koppal, Raichur, Tamukuru, Yadagiri) and District 121 (Kerala and Karnataka (Bangalore [Urban], Chamarajnagar, Chikkamagaluru, Dakshina Kannada, Hassan, Kodagu, Mandya, Mysuru, Ramanagara, Shivamogga, Udupi, Uttara Kannada).

The Committee reviewed the status of Districts 60, 86 and 123 whose reformation will take effect on July 1, 2021.

The Committee recommends that the Board approve these requests:

- District 86's request that the entire city of Mississauga to be included in its newly reformed boundaries
- For Districts 98 and 41 to begin a two-year transition process based upon the joint reformation committee's recommendation, with reformation taking place on July 1, 2022.

12. The Committee reviewed and discussed Toastmasters clubs that meet online and clubs that support a portion of their members joining the meeting online. The Committee directed World Headquarters to conduct research with the members of online clubs to further assess their support needs and wants. World Headquarters will provide this report to the Committee no later than March 2021.

13. RESTRICTED



14. The Committee received a status update on the progress of Corporate Relationship development efforts, noted the completion of milestones, and authorized continuing research and development for this important program.
15. In January 2018, after the roll-out of Pathways, it was formally announced that the traditional education program would end June 30, 2020. This ensured that members of all regions, would have at least two (2) years to prepare for the end of the traditional education program. In January 2019, an allowance for District leader credit was provided to assist members working toward a traditional Distinguished Toastmaster (DTM) achievement. The Committee reviewed and discussed the implications of extending the deadline to submit applications for the traditional Distinguished Toastmaster Award and recommends that the Board not extend the deadline.
16. The Committee discussed extending the Club Coach program for Club Coach District Leader credit. The Committee recommends that the Board approve extending the Club Coach program for Club Coach District Leader credit through the 2020-2021 program year.
17. **RESTRICTED**
18. The Committee reviewed and considered proposed modifications to the composition of the Board of Directors in order to expand international leadership opportunities for members on an annual basis.

The Committee reviewed proposed Bylaws and policy changes relating to regions and recommends to the Board that the Bylaws changes be presented to the membership at the 2020 Annual Business Meeting, and that corresponding policy changes take effect contingent upon the adoption of the Bylaws changes:

- Modify Bylaws, Article V: Board of Directors, Section 1: How Constituted (attached), to include two (2) International Directors from each Region serving staggered two-year terms.
- Modify Bylaws, Article V: Board of Directors, Section 4: Duties (attached), to increase the maximum percentage of clubs per region to 20%.
- Modify Bylaws, Article VII: Committees, Section 3: International Leadership Committee (attached), to include two (2) International Leadership Committee (ILC) members representing each region who would serve staggered two-year terms. The number of ILC members will remain the same.
- Modify Bylaws, Article VIII: Nominations, Section 2: International Directors (attached), to enable the ILC to nominate candidates for International Director from all regions.
- Modify Bylaws, Article IX: Elections, Section 1: Time, and Section 2: Qualifications (attached). At the Annual Business Meeting, delegates will vote for International Directors from all seven (7) regions. If approved, the continuing International Directors on the Board will be assigned to one (1) of the seven (7) regions by the International President.
- Modify Policy 9.1: International Campaigns and Elections (attached), to align with the amendments to the Bylaws.



- Modify Policy 10.0: Region Advisors (attached) to align with the amendments to the Bylaws.
- Consolidate the present 14 regions into seven (7) regions, effective July 1, 2021

The Committee directs World Headquarters to develop suggested modifications to the Speech Contest Rulebook, with respect to the Region Quarterfinals and Semifinals of the International Speech Contest.

19. The Committee is aware of the significant impact the coronavirus disease (COVID-19) has had on individuals and communities around the world. The Committee extends its sympathy and compassion to those who are and may be affected. Because of this, the Committee recommends that the Board:

- Extend on-time renewal credit, for the April-September 2020 semi-annual period to April 30, 2020, effective immediately.
- Extend paid membership benefits for all currently paid clubs and members to April 30, 2020, effective immediately.
- Authorize World Headquarters to provide free FastTrack access, for a time period to be determined, to members in any location, as needed, effective immediately.
- Direct World Headquarters to organize a series of webinars for members in any location, as needed, effective immediately.
- Direct each District to conduct its Annual District Council Meeting online, rather than in-person, on or prior to June 1, 2020, effective immediately.
- Instruct that no Area, Division, and District in-person events, including District Conferences, be held on or prior to June 1, 2020, effective immediately.
- Authorize each District Executive Committee to determine whether they will continue to conduct or cancel Speech Contests for the 2019-2020 contest cycle, and request that each District notify World Headquarters of their decision.

20. The Committee received information on Toastmasters International's current and future cybersecurity status. The Committee recognizes the ongoing nature of cybersecurity risks and the necessity of maintaining proper protections and protocols.

21. **HIGHLY CONFIDENTIAL**

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."



Angela Mennenga

Angela Mennenga
Secretary

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

Fundraising

1. Guidelines

Clubs, Areas, Divisions, and 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 District's city, state, province, and/or country.
- G. All revenue and residual funds raised in connection with a District event or activity (such as a contest, conference or training) sponsored by a club, Area or Division, belong to the District. If the event or activity results in a loss, it is assumed by the 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 **as fundraising activities**. ~~and charge participants a fee that is reasonable and used to buy program materials~~
Areas, Divisions and Districts may not conduct these programs.
 - I. Clubs may charge participants a program materials fee.**
 - a. The fee charged participants must not exceed the cost of 12 months Toastmasters International membership dues.**
 - b. Special permission may be granted for higher fees in extenuating circumstances. Before promoting a workshop or program with fees exceeding the cost of 12 months Toastmasters International membership dues, clubs must:**
 - i. Submit a request to World Headquarters including the desired fee, explanation of extenuating circumstances, and planned date of workshop.**
 - ii. Receive specific written permission from World Headquarters prior to scheduling or promoting the planned workshop.**
 - II. No individual, organization, or other group can profit from the delivery of a Speechcraft, Success Communication Series, Success Leadership**

Series, or Better Speaker Series workshop under any circumstances.

III. Any violation of this Fundraising Protocol is subject to disciplinary action.

- B. Raffles, auctions, or sales of donated goods may be held at a club, Area, Division, or District event.
- C. It is acceptable to pursue advertisements or sponsorship for club and 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. 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.
- G. 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.
- H. 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.

International Campaigns and Elections

1. Schedule

Date	Action
September 1	Call for candidate declarations.
October 1	Deadline for International 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 International 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 a term of service beginning in August of the same year. International Officers and Directors may recommend appointees.
- D. Three (3) members of the ILC are Past International Presidents:
 - I. The Past International President whose term as International President was completed two (2) terms prior to the February appointment serves as chair for one (1) year.
 - II. The Past International President whose term as International President was completed the term prior to the February appointment serves as co-chair for one (1) year and chair the following year.
 - III. One (1) additional Past International President is appointed by the International President-Elect to serve as a committee member for one (1) 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 (1) member from each region serves a two-year term on the ILC. The committee member shall represent the geographic region for which they were appointed and

shall be considered unchanged notwithstanding any change of residence or boundary revision made during the two-year term. 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 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. **Aa vacancy of one (1) year or less may be filled by a committee member whose full term expired within the prior two (2) years, a committee member who served a full term more than two (2) years ago, or by an individual who has never served on the committee.**

If the individual filling the one (1) year or less vacancy has not served on the committee previously, that individual is eligible to serve a full two-year term immediately following the one year or less time of service.

- ~~H.I.~~ 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.
- ~~H.J.~~ 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.
- ~~H.K.~~ 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.~~
- ~~H.L.~~ The ILC nominates at least one (1) 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 **one International President-Elect** to succeed to that ~~position~~ **office**.
- ~~H.M.~~ The ILC nominates at least two (2) candidates for **the office of** Second Vice President.
- ~~H.N.~~ The ILC nominates at least two (2) candidates for the open International Director positions with the exception that one (1) candidate may be nominated if **no a** other willing and able candidate can ~~not~~ reasonably be found.
- I. **An individual is considered willing and able if they are prepared to serve and possess the attributes and competencies to perform successfully on the Board of Directors. The attributes and competencies are published on the Toastmasters International website.**
- ~~H.O.~~ 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.

~~Q-P~~. ILC members are fair and open-minded.

- I. Committee members with a conflict of interest, such as a business or personal relationship with a candidate that creates a reasonable doubt as to the ability of the committee member to be impartial, must declare to the chair or co-chair as soon as the conflict is identified. They must also abstain from discussion and voting regarding that candidate in context of the Committee. In the event that the chair or co-chair has a conflict of interest, as specified above, the chair or co-chair must submit their resignation to the International President-Elect as soon as the conflict is identified.
- II. 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.
- III. ILC members request reimbursement for telephone calls or other reasonable expenses within 30 days after the end of their term.

~~P-Q~~. International Officer and Director candidates may be self-declared candidates. The committee may receive names of qualified candidates or seek them out.

~~Q-R~~. If a nominated candidate withdraws, the committee may nominate a replacement.

3. Candidate Assessment

- A. Each year the ILC Chair solicits feedback about International Officer and Director candidates from ILC members and Board Members.
- B. Each International Officer 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, sign a confidentiality form, agreeing in writing to keep them completely confidential.

Candidates may designate up to three (3) individuals to also receive their assessment results. Candidates may not share their results with these individuals directly. World Headquarters will provide any individual designated by a candidate with a confidentiality form. Once World Headquarters has received a signed form from the individual, the results will be provided to that individual directly.

- IV. Breaches of assessment confidentiality by anyone are subject to appropriate disciplinary action as a level-three campaign violation.
 - V. 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(s) 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(s) 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, District Administration Manager, District 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, District Administration Manager, District 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, District Administration Manager, District 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 current District Director, Program Quality Director, and Club Growth Director of the candidate's home district.
- VI. 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.
- C. Committee members, **when evaluating a candidate's attributes and competencies relating to service on the Board of Directors and determining which candidates to nominate**, 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.
- D. 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.
- 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.
- F. Committee member votes are confirmed in writing.
- G. To be nominated, a candidate must receive votes from at least a majority of the committee members.
- 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 (5) 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 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 the ILC accepts a candidate's Letter of Intent, the candidate may not run for, apply to, 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 candidates remove

themselves from the ILC evaluation process, or are not nominated by the ILC and choose not to continue as a candidate, they are eligible to serve in a District-level (including Area and Division) role.

- VI. After 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, 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 current Board members, 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 (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 Officer and Director 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 Officer and Director 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 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 self-promote 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 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 media 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 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 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 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. 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.

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 media 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.

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

11. International Candidate Showcase

- 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 International Directors to serve as chair and co-chair of the Candidate Showcase. Other International Directors are assigned as needed.

- C. Opposed International Officer and all International Director candidates are limited to a six-minute interview. Unopposed International 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.

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 Member 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 Club to indicate how it wishes its votes to be cast.
- D. A Credentials Chair and two (2) Co-Chairs are appointed by the International President:
 - I. The appointees are current or past Board Members.
 - II. A person may be reappointed as chair after a three-year interval.
 - III. Appointees are responsible for the operation of the Credentials process preceding the Annual Business Meeting.

13. Voting by Mail

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

Bylaws of Toastmasters International

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 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 **two (2) ~~one (1)~~** International Directors from each geographic region. Except for the Immediate Past International President and the International President, all Board Members shall be elected by the voting membership of Toastmasters International. The Chief Executive Officer of Toastmasters International 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 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 Chief Executive Officer shall give to each 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 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 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 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 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 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 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 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 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 Board Members. Written consent shall include electronic mail or facsimile transmitted by a Board Member in compliance with Article XIII, Section 9, below.
- (g) Board Members may participate in a meeting through use of conference telephone or electronic video screen communication so long as all Board Members participating in such meeting can hear one another. 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, so long as
 - (1) each Board Member participating in the meeting can communicate with all other members concurrently; and
 - (2) each 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 a Chief Executive Officer and fix compensation for 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 Member Clubs 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 revise by a like vote, Policies 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, the 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 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 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 Member Clubs 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 International Directors, 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 Member Clubs 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 Districts within the respective regions, that the total number of Member Clubs in each geographic region shall be not more than ~~20%~~ **15%** of the total number of Member Clubs 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 First and Second Vice Presidents, the Immediate Past International President, and the 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 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 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

A Board Member shall perform the duties of a member of the Board, including duties as a member of any Board committee on which the Board Member may serve, in good faith, in a manner such 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 a member of the Board, a 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 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 Board Member believes to be within such person's professional or expert competence; or
- (3) a Board committee upon which the Board Member does not serve, as to matters within its designated authority, provided that the Board Member believes such committee merits confidence; so long as in any such case, the 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 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 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 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 Board Member or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such 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 Board Members has a material financial interest, unless the transaction comes within Section 5233(b) of the California Corporations Code.

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 Policies:

- (a) how the committee shall be designated or named;
- (b) any restrictions or conditions on who shall 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 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 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 Policies for the governance and operation of committees.

Section 3: International Leadership Committee

The International Leadership Committee shall be composed of three (3) Past International Presidents, one of whom shall be appointed chair; and **two (2) one (1)** individual members of a club from each geographic region who is a Past International Director or a Past District 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 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 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 International Officer and 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 **with one (1) member from each geographic region appointed each year**, except for the Past International Presidents, who shall serve terms prescribed under 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 Past International Presidents of Toastmasters International, who are active members, with the Immediate Past

International President serving as 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 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 International Director's term expiring in that year~~, under 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 International Officer and 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 First and Second Vice Presidents, the International 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 Member Club at the time of their election and throughout their terms of office.

- (b) To be elected International President-Elect or International President, at the time of election, a person shall have served at least one (1) complete term as a Vice President. To be elected a Vice President, at the time of election, a person shall have served a two-year term as an International Director. A 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 International Director position 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 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 **two (2)** ~~one (1)~~ International Directors 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 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, the 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% 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 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 International Officers and Directors shall be conducted by mail vote under Policies set by the Board. Any Policies adopted by the Board under this section shall comply with the California Nonprofit Public Benefit Corporation Law.

International Campaigns and Elections

1. Schedule

Date	Action
September 1	Call for candidate declarations.
October 1	Deadline for International 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 International 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 a term of service beginning in August of the same year. International Officers and Directors may recommend appointees.
- D. Three (3) members of the ILC are Past International Presidents:
 - I. The Past International President whose term as International President was completed two (2) terms prior to the February appointment serves as chair for one (1) year.
 - II. The Past International President whose term as International President was completed the term prior to the February appointment serves as co-chair for one (1) year and chair the following year.
 - III. One (1) additional Past International President is appointed by the International President-Elect to serve as a committee member for one (1) 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. **Two (2) One (1) members** from each region, **servinges a staggered** two-year terms 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 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 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 (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 International 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 Chair upholds leadership attributes and provides feedback to the Executive Committee, through the International President, regarding the ILC process and leadership development.
- O. 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 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 International Officer and Director candidates from ILC members and Board Members.
- B. Each International Officer 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, District Administration Manager, District 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, District Administration Manager, District 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, District Administration Manager, District 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.
- 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.
- D. 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.

- 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.
- F. Committee member votes are confirmed in writing.
- G. To be nominated, a candidate must receive votes from at least a majority of the committee members.
- 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 (5) 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 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 the ILC accepts a candidate's Letter of Intent, the candidate may not run for, apply to, 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 candidates remove themselves from the ILC evaluation process, or are not nominated by the ILC and choose not to continue as a candidate, they are eligible to serve in a District-level (including Area and Division) role.
 - VI. After 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, 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 current Board members, 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 (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 Officer and Director 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 Officer and Director 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 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 self-promote 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 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 media 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 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 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 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. 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.

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 media 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.

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

11. International Candidate Showcases

- A. At the International Convention, a Candidate Showcase occurs before the Annual Business Meeting for presentations by all International Officer and Director candidates.
- B. Prior to the International Convention, the International President appoints International Directors to serve as chair and co-chair of the Candidate Showcase. Other International Directors are assigned as needed.
- C. Opposed International Officer and all International Director candidates are limited to a six-minute interview. Unopposed International 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.

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 Member 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 Club to indicate how it wishes its votes to be cast.
- D. A Credentials Chair and two (2) Co-Chairs are appointed by the International President:
 - I. The appointees are current or past Board Members.
 - II. A person may be reappointed as chair after a three-year interval.
 - III. Appointees are responsible for the operation of the Credentials process preceding the Annual Business Meeting.

13. Voting by Mail

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

Region Advisors

1. Region Advisor (RA) Selection Committee

- A. The RA Selection Committee is composed of:
- I. One (1) International Officer, who serves as chair, appointed by the International President.
 - II. At least two (2) International 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 International Director and one (1) will be a second-year International Director.
 - III. No fewer than 13 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 **at least** one (1) RA for ~~regions with eight (8) or fewer every nine (9) Districts in a region.~~
 - ~~II. The Committee recommends two (2) RAs for regions with nine (9) 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 RAs 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) of the following two (2) roles: 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 an RA.
- 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, RA, PQD, CGD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, Division Directors, and Area Directors who served while the applicant was DD.
- b. The International Director, RA, DD, CGD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, Division Directors, and Area Directors who served while the applicant was PQD.
- c. The International Director, RA, DD, PQD, IPDD, District Finance Manager, District Administration Manager, District 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 (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 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 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 leaders and club officers 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.
- 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 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 (4) 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 (2) 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 (2) 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 Officer Training

- A. Districts train club officers a minimum of twice yearly: between June 1 and August 31 and between November 1 and February 28 (or February 29 in leap years).
- B. The Toastmasters Leadership Institute (TLI) 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 leader and club officer 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 officers 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 (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 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 is posted to the 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 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 to the District Executive Committee 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. The Profit and Loss Statement is presented; copies of the report are provided at or before the meeting.
 - VI. At the meeting 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 XII, Section 3(c) of the Bylaws of Toastmasters International and by Article X of the District Administrative Bylaws.
- 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 is posted to the 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, who are not voting members of the council or their proxyholders, may attend the meeting 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 District 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 (4) weeks before each meeting.
- C. Council members are the Division Director, Assistant Division Director Program Quality, Assistant Division Director Club Growth, and Area Directors within the Division.
- D. Unless noted, the following business is conducted at Division Council meetings:
 - I. Area Success Plan and progress in the Distinguished Area Program are presented.
 - II. Club Success Plan and progress in the Distinguished Club Program are presented.
 - III. The club officer 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 (4) weeks before each meeting.
- C. Council members include the Area Director, Assistant Area Director Program Quality, Assistant Area Director Club Growth, Area Secretary, Club Presidents ~~within the Area~~, Club ~~Vice Presidents Education~~ **Member Experience Managers** ~~within the Area~~, and Club ~~Vice Presidents Membership~~ **Quality Program Managers** within the Area.
- D. Unless noted, the following business is conducted at Area Council meetings:
 - I. Club Success Plan and progress in the Distinguished Club Program are presented.
 - II. Club officer 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 (1) 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.

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 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 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 Gavel Club is \$50 USD. The annual renewal fee for a Gavel 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 District funds, or a District leader's personal funds, except when that District leader is also a **President, Vice President, or Treasurer-club officer** 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 Campaigns and Elections

1. Schedule

Date	Action
No later than November 1	District Director appoints District Leadership Committee (DLC) Chair.
No later than December 1	DLC members are recommended by the DLC Chair and approved by the District Director.
No Later than January 15	Call for candidate declarations.
Determined by the DLC Chair and announced to the members of the clubs in the District	Deadline for candidates to declare intent to run.
March 15 – June 1	District Council annual meetings occur (actual dates set by each District).
Six (6) weeks prior to the election date	DLC notifies District Director of nominated candidates.
Four (4) weeks prior to the election date	DLC report and biographical forms are emailed to all members of the District Council and posted on the District website. Eligible floor candidates shall declare their intent to run in writing to the DLC Chair after the DLC report has been published and at least one (1) week prior to the annual District Council meeting.
July 15	Deadline to submit Officer Agreement and Release Statements and District Leader rosters to World Headquarters.

2. District Leadership Committee

- A. The District Leadership Committee (DLC) is defined and governed by Article XI, Section (b) of the District Administrative Bylaws.
- B. Members of the DLC acknowledge and agree to the following guidelines:
 - I. Abide by the timeline provided in Article XI of the District Administrative Bylaws.
 - II. Identify and seek qualified candidates for each position.
 - III. Commit to meet on a regular basis to conduct candidate assessments and to complete the selection process.

DLC meetings and deliberations are confidential and may not be attended by or shared with those who are not DLC members. A DLC candidate

interview is attended only by the DLC members and the candidate.

- IV. Confirm that each candidate meets the candidate qualifications defined in Article VII, Section (d) of the District Administrative Bylaws.
 - V. Ensure that there is a minimum of one (1) candidate each for the offices of District Director and Program Quality Director; two (2) or more candidates for the office of Club Growth Director; and a minimum of one (1) candidate for all other elective District offices.
- C. DLC composition:
- I. The District Director appoints a chair, who is a past District leader, preferably a Past District Director. The DLC Chair shall not hold any other District role (with the exception of the Immediate Past District Director) during the program year in which the report is presented.
 - II. Committee members are appointed by DLC Chair, subject to the approval of the District Director.
 - III. Each committee member and the DLC Chair must be an active and paid member.
 - IV. Each Division in the District must be equally represented on the committee.
 - V. A member of a club from a different District in the same region may be appointed to the DLC in order to provide outside perspective during deliberations. This member will not represent a Division.
 - VI. The District Director, Program Quality Director, and Club Growth Director shall not serve as members of the DLC.
 - VII. International Officer and Director candidates, Board Members and Region Advisors may not serve on the DLC.
 - VIII. All committee members must complete a Committee Member Agreement and submit it to the DLC Chair before the committee begins its work.
- D. DLC members serve one (1) year on the DLC and may be reappointed after a one-year absence from the committee.
- E. Communication may be by conference call, email, or other means when geographic distance and other factors impede in-person participation.
- F. DLC members shall not participate in any campaign or endorse any candidate for District office.
- G. No DLC member may be nominated or run from the floor for any District office for the program year following the election at which the committee's report is presented.

- H. DLC 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 or as soon as the conflict is identified. They must also abstain from the interviews, discussion, and voting regarding that candidate in the context of the Committee.

3. Candidate Assessment and Selection

- A. Before candidate assessment begins, the DLC verifies that each candidate meets the qualifications listed in Article VII of the District Administrative Bylaws.
- B. The DLC interviews and evaluates all known candidates for each elected position. The DLC reviews, in detail, the duties of the position as defined in Article VIII of the District Administrative Bylaws with each candidate. Candidates are evaluated using the Candidate Evaluation and District Officer Competencies documents. The chair provides these documents to the DLC members.
- C. All candidates are interviewed by at least two (2) committee members jointly or individually. Candidates for the same position are interviewed by the same interviewers.
- D. 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 Member Clubs, individual members and the District.
 - V. Discuss each candidate for each elective District office.
- E. The DLC Chair is a non-voting member of the committee and does not attempt to influence the other members of the committee.
- F. Committee members cast their votes in written form, and the committee nominates a minimum of one (1) candidates each for the offices of District Director and Program Quality Director; two (2) or more candidates for the office of Club Growth Director; and a minimum of one (1) candidate for all other elective District offices.
- G. Votes are tallied by the DLC Chair and at least two (2) other committee members. The Chair announces the results to the committee.
- H. To be nominated, a candidate must receive a majority vote of the DLC.
- I. DLC deliberations and votes are confidential and may be shared only with the

District Director, 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 DLC Chair or the District Director notifies nominated candidates and reconfirms their willingness to be nominated and their commitment to fulfill the duties of office.
- C. The District Director distributes the committee report and the Candidate Biographical Form for each candidate to the District Council.
- D. The DLC Chair or District Director notifies candidates who were not nominated and advises them of their eligibility to seek office as floor candidates.
- E. Any nomination reported by the DLC is invalid if any DLC requirement, process, or deadline is not complied with.
- F. It is recommended that the DLC Chair or designated committee member provide feedback to all candidates for leadership development.

5. Announcement of Candidacy

- A. Members, including current members of the District Executive Committee, may self-nominate for District office, be sought out by the DLC, or be nominated by an individual 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 District 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

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 profiles. Proof of written permission may be requested for review by the District Director.

- C. Unsolicited subscriptions to information by or about a candidate, such as a newsletter or blog, are not permitted.
- D. Communications by the District in connection with a candidate's presentation at a District conference, and internal communication among campaign team members, are not considered campaign communications.
- E. The District Director provides contact information to nominated candidates and floor candidates only after receiving their Officer Agreement and Release Statement.
 - I. Only District Council 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 District Council:
 - I. The first communication may be sent between January 1 and March 15.
 - II. The second communication may be sent between the announcement of the DLC results and the District Council's annual meeting.
- G. Candidates may have a website and use social media to promote their candidacy. No District 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 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 District conferences and District non-election meetings (such as Area and Division speech contests), nominated candidates and floor candidates may only distribute and display campaign materials in the Candidate Corner (if there

is a Candidate Corner). Candidates or their representatives are responsible for the delivery, set-up, and removal of materials.

- L. At District non-election meetings (such as Area and Division speech contests), candidates may be introduced as long as all candidates present are introduced.
- M. Candidates may not host hospitality suites at any District event or contribute to a District hospitality suite. A hospitality suite is defined as a room where refreshments are provided and attendance is open to any member.
- N. Candidates may speak and give educational presentations at District conferences, at a time other than during the District Council's annual meeting, at the discretion of the District Director.
 - I. All candidates must receive equal opportunity.
 - II. The time, place, and length of presentation are identified by the District Director.
- O. Candidates may not present campaign speeches at any District non-election meeting, or campaign at any club meetings.
- P. Advertisements in District publications, such as in newsletters, in conference programs, or on websites, by or on behalf of candidates for District office are not permitted.
- Q. The names of floor candidates are not published with the DLC report or in any other District publication.

7. Candidate Endorsements

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

8. Campaign Violations

- A. All actions by individual members must comply with Policy 3.0: Ethics and Conduct and Protocol 3.0: Ethics and Conduct.
- B. Candidates are responsible for ensuring campaign supporters are familiar with campaign Policies. Candidates acknowledge that violation of Policies and Protocols 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 District Director, who investigates the matter. If the District Director cannot resolve the matter, it is turned over to the District Executive Committee.
 - 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 District Executive Committee action in exchange for votes).
 - a. The violation is reported to the District Director, who investigates the matter or assigns the investigation to the District Executive Committee.
 - b. The District Executive Committee 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 District's website as determined by the District Executive Committee.
 - 2. A letter of censure may be issued to the candidate by the District Executive Committee.
 - III. A level-three violation is one of campaign ethics (for example: candidate actively engaging in or promoting the violation of Toastmasters Bylaws, Policy or Protocol).
 - a. A violation is reported to the District Director, who investigates the matter or assigns the investigation to the District Executive Committee.
 - b. The District Executive Committee 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.
- C. Discipline, related to campaign violations, that is administered by the District Executive Committee may be appealed to the District Council. The District 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 District's decision and reach a different conclusion in the best interests of Toastmasters International, its Member Clubs or individual members.

- D. After the nominations are published, any proven candidate Policy violations must be shared with the District Leadership Committee Chair. Such violations may be disclosed at the District Council's annual meeting by the DLC chair or District Director. If any violations are disclosed at the meeting, all violations of equal level must be disclosed at the meeting.

9. Candidate Showcase

- A. At the District conference, it is recommended that a Candidate Showcase occur before the District Council's annual meeting.
- B. Prior to the District conference, the District Director appoints members to serve as chair and co-chair of the Candidate 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 District mission.
- D. The presentation schedule, with the names of all nominated candidates and known floor candidates for District office, is prepared by the District Administration Manager.
- E. There is no census or poll taken of the delegates at a Candidate 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 District Director sends a credential or proxy form to each Club President and ~~Vice President Education~~ **Club Member Experience Manager** 30 days before a District Council annual meeting in the District newsletter or in a separate mailing.
- C. Prior to the District Council annual meeting, the District 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. The Credentials Chair is, when practicable, a Past District Director.
- E. The Credentials Chair obtains a list of paid clubs and a list of current District Council members (Club Presidents, ~~Vice Presidents Education~~ **Club Member Experience Managers**, and District officers eligible to vote). The Credentials Chair ensures that ballots are only issued to current District Council members or their authorized proxyholders and are signed for upon distribution.
- F. 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. The Credentials Committee ensures that no campaign materials are in the credentials area.

11. Elections

- A. The District Director or a person designated by the District Director 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 District Director 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 District Director, Program Quality Director, Club Growth Director and Division Directors. The Area Directors, District Public Relations Manager, District Administration Manager, and District Finance Manager are also announced if elected.
- C. If any proven level-two or -three Policy violation(s) by a candidate have occurred, according to Section 8 of this Protocol, the District Executive Committee may disclose that violation and its consequences prior to the election.
- D. For each office, the District Director inquires whether there are additional nominations from the floor.
 - I. Floor candidates for District Director, Program Quality Director, Club Growth Director, and Division Director who have completed the evaluation process conducted by the DLC are eligible to run from the floor at the annual District Council meeting, according to Article VII, Section (e) of the District Administrative Bylaws.
 - II. If the DLC report is invalid, candidates for District Director, Program Quality Director, Club Growth Director, and Division Director may be nominated as floor candidates without going through the DLC evaluation process.
 - III. Floor candidates must be nominated by a member of the District Council or their proxyholder. Floor candidates may self-nominate when they are a member of the District Council or a proxyholder.
 - IV. Floor candidates or, in their absence, their representatives state their eligibility qualifications.
 - V. Floor candidates for District Director, Program Quality Director, Club Growth Director, and Division Director 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.

- VI. The District Director may declare any proven level-two or -three Policy violations by floor candidates to the District Council.
- VII. When nominations are complete, the District Director declares the nominations for that office closed.
- E. After nominations are closed, candidate speeches are given. Candidates speak on their own behalves. 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 District Executive Committee, a member of the DLC, the Credentials Chair, or any other meeting official.
- 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 District Director may entertain a motion to dispense with the secret ballot for the uncontested office or instruct the District Administration Manager to cast a single ballot for the candidate.
- I. 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. Prior to the second ballot, the nominee having the lowest vote on the first ballot and any nominee receiving less than 10% of the votes cast shall be dropped, and on such succeeding ballots the same procedure shall be followed until a nominee has received a majority of all votes cast. In case of a tie between two (2) remaining nominees, the election shall be decided by lot.
- M. Upon adjournment of the District Council's annual meeting, all election results are final. Results of the election must be displayed on the District website and may also be announced in other public forums 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 District Director or District Credentials Chair, as necessary, and immediately thereafter destroyed by the District Director or

District Credentials Chair.

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 District administration.

(b) Applicability

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

(c) District Title

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

Article II: Purpose

The purpose of this District is to enhance the quality and performance and extend the network of the Member Clubs of Toastmasters International within the boundaries of this 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 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 District leaders.

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

1. Assist each Member Club to fulfill effectively its responsibility to its individual members;
2. Encourage and assist in the training of Member Club officers;
3. Develop a close relationship between Member 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 Member 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 Member Clubs in Toastmasters International in good standing within the boundaries of this District, and all such clubs organized hereafter, shall be affiliated with this District. However, this 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 District or any other component part of Toastmasters International.

(b) With Toastmasters International

This 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 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 District has the authority to create a separate legal entity.

(c) Receivership

In situations where the ability of a District to accomplish the District mission is in serious jeopardy, the Board of Directors of Toastmasters International may declare the 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 District to be in full or partial receivership. Under a declaration of receivership, all or part of the provisions of these administrative bylaws may be suspended, modified, or augmented, which may include, as appropriate, provisions regarding the conduct of financial affairs, the filling of vacancies in District officer positions, and the operation of the District Council, the District Executive Committee, and other District committees. The declaration shall delegate authority over the District in receivership to the International President, International President-Elect, First or Second Vice President, an acting District Director, the Chief Executive Officer, or a combination of the foregoing, for the period of time specified on the declaration.

Article IV: Policy

This District shall not adopt any policy in conflict with any 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 District shall be as follows: _____.

The District Council of this District may recommend changes to such boundaries to the Toastmasters International Board of Directors for approval.

Article VI: Area and Division Organization

The Member Clubs of this District shall be organized into Areas, the number and composition of which shall be determined by the District Council at its annual meeting, to become effective the following July 1. Each Area shall be under the direction of an Area Director acting under the District Director and District Council. This District shall further organize Areas together into Divisions under the supervision of Division Directors. 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 District shall be a District Director, a Program Quality Director, a Club Growth Director, a District Public Relations Manager, a District Administration Manager, a District Finance Manager, Area Directors, and Division Directors. In addition to these officers, the District may have such other officers as the District Council may provide, but Toastmasters International credit toward any educational award is limited to service as a District officer named in the preceding sentence.

(b) Elective Officers

The elective officers of this District shall be the District Director, the Program Quality Director, the Club Growth Director, and Division Directors. None of the foregoing District officers may be re-elected to the same office for succeeding terms in which a full year has been served, except that the Division Directors may be re-elected to succeed themselves for one (1) term. The election of officers shall take place at the annual meeting of the District Council. The report of the District Leadership Committee shall be submitted in writing to all members of the District Council at least four (4) weeks prior to the election meeting. Nominations may also be made from the floor by any member of the District Council or their proxyholder only if the floor candidate meets the requirements set forth in Article VII (e) of these administrative bylaws and has been evaluated by the District Leadership Committee for the specific role in that election cycle. All elections shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote. A majority of the votes cast is necessary for an election.

(c) Other Officers

The other officers of this District shall be the District Public Relations Manager, the District Administration Manager, the District Finance Manager, and the Area Director for each Area. These officers may be elected or appointed. The decision to elect or appoint is made by the District Council 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 District program year in which the elections or appointments will occur.

Officers appointed by the District Director are subject to the approval of the District Executive Committee and the District Council by September 30.

The District Public Relations Manager, the District Administration Manager and the District Finance Manager shall be eligible for re-election or re-appointment for one (1) succeeding term only. The offices of District Administration Manager and District Finance Manager may be combined.

Area Directors are elected by the Area Councils or appointed by the District Director taking into account the recommendation of the Area Councils. Area Directors shall be eligible for re-election or re-appointment for one (1) succeeding term only.

(d) Qualifications

At the time of taking office, the District Director shall have served at least six (6) consecutive months as a Club President and at least 12 consecutive months as a Program Quality Director, Club Growth Director or Division Director or a combination thereof. The Program Quality Director and Club Growth Director shall have served at least six (6) consecutive months as Club President and at least 12 consecutive months as a Program Quality Director, a Club Growth Director, a Division Director or an Area Director or a combination thereof. The Division Directors shall have served at least six (6) consecutive months as members of a District Council. Insofar as practicable, the Area Directors shall have served as members of a District Council. All District officers must be active individual members of Member Clubs and must be in good standing with Toastmasters International under Article III, Section 8 of the Bylaws of Toastmasters International.

(e) Nominations from the Floor

Nominations made by the District Leadership Committee shall be effective when officially announced by the District Leadership Committee Chair or District Director. Additional nominations of qualified candidates may also be made from the floor at the annual District Council meeting with the consent of the person(s) nominated. Prior to running from the floor, a candidate for District Director, Program Quality Director, Club Growth Director, or Division Director must have completed the District Leadership Committee's evaluation process in the same election cycle in which the candidate stands for election at the annual District Council meeting for that specific role.

Floor candidates who have not gone through the District Leadership Committee's evaluation process may only be nominated during the annual District Council meeting if the District Leadership Committee's work is invalid.

Floor nominations for roles other than the District Director, Program Quality Director Club Growth Director, or Division Director may occur even when that individual has not been evaluated by the District Leadership Committee as long as the individual meets all other eligibility requirements.

In the event that there is no candidate(s) elected for District Director, Program Quality Director, Club Growth Director, or Division Director, the position(s) will be considered vacant and will be filled according to Article VII (g) of these administrative bylaws.

(f) Term of Office

The terms of all District officers shall commence at midnight on July 1 and end on the following June 30, at 11:59 p.m.

(g) Vacancies

A vacancy in any elective office shall be filled by the District Executive Committee based upon the recommendation of the District Director, or upon recommendation of the highest elected District officer if the vacancy is in the office of District Director. Individual members who fill vacant roles shall meet all qualifications for the role as defined in Article VII, Section (d) of these administrative bylaws. Such appointment shall become effective immediately and will run until the next succeeding District Council meeting at which time such appointment shall be confirmed or another individual member elected to the office. If the office of Immediate Past District Director is vacated for any reason, it shall stay vacant for the remainder of the term.

(h) Resignation or Removal

Any officer may resign at any time, provided that any resignation must be in writing, and will be effective on delivery to the District Administration Manager or the District Director, unless the resignation provides for a later effective date. Any member of the District Executive Committee may be removed from office by a two-thirds vote of the District Executive Committee. Any appointed officer may be removed from office by the District Director. Such removal of an appointed officer shall become effective immediately; the replacement officer shall also be appointed. The members of the District Executive Committee are responsible to the Toastmasters International Board of Directors, and may be removed at any time by that Board if it finds it to be in the best interests of Toastmasters International, its Member Clubs and their individual members.

(i) Compensation

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

Article VIII: Duties of Officers

(a) In General

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

(b) District Director

The District Director shall report to and take direction from the District Council in matters pertaining to District organization, programs, and procedures; however, the District Director shall be ultimately responsible to the Board of Directors in the exercise of the powers and duties of that office. The District Director shall uphold and promote the purposes of

Toastmasters International in the District. As the representative of Toastmasters International, the District Director, personally and through the Program Quality Director and Club Growth Director, shall carry out the programs approved by the Board of Directors and the District Council. The District Director chairs all meetings of the District Council and the District Executive Committee; fills such appointive offices as are provided for in these administrative bylaws, subject to the approval of the District Executive Committee and confirmation by the District Council; authorizes withdrawals of District funds, in the manner and to the extent provided in Article XII of these administrative bylaws; and must approve all withdrawals chargeable to the District on the books of Toastmasters International. By the published deadlines, the District Director shall submit to the Board of Directors any reports that may be required by the Board of Directors. The District Director shall provide to each Member Club in this District and to World Headquarters, copies of the adopted budget, the report of the Audit Committee, and such other reports as the Board of Directors may require. The District Director shall furnish World Headquarters with such information as the Board of Directors may require before the District shall be eligible to withdraw funds of Toastmasters International authorized by the Board of Directors for District activities and operations.

(c) Program Quality Director

The Program Quality Director is the second-ranking member of the District Executive Committee, and chairs that body and the District Council in the absence of the District Director. The Program Quality Director assists the Education Committees of the Member Clubs and Areas and Divisions of the 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 Division, Area and club officers; the preparing and conducting of educational programs for District conferences; the supervising and coordinating of District-wide speech contests; and the formulating of specific educational recognition programs. The Program Quality Director shall attend District Council meetings.

(d) Club Growth Director

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

(e) District Public Relations Manager

The District Public Relations Manager serves under the direction of the District 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 Division Directors shall coordinate the activities of Area Directors within the Division and provide Area officers with counsel, information, and service.

(g) Area Directors

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

(h) District Administration Manager

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

(i) District Finance Manager

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

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 Club Member~~ **Experience Manager** 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 Toastmasters International Board of Directors 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 conduct of authorized District activities, 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.

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

(a) Regular Meetings

The District Council shall hold at least two (2) meetings during each year, with the exact number and schedule of meetings to be fixed by the District Council . One meeting shall be called the “annual meeting,” and shall be held in person between March 15 and June 1. Additional meetings are conducted virtually. Notice of any meeting shall be sent in writing to all District Council members at least four (4) weeks prior to the date of such meeting.

(b) Special Meetings

Special meetings of the District Council may be called by the International President, the District Director, a majority of the District Executive Committee, or not less than one-fourth of the members of the District Council. Notice thereof shall be sent in writing to all District Council members at least two (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 Club Presidents and ~~Vice Presidents~~ **Education Club Member Experience Managers** from Member Clubs in the District, or proxies as authorized by subparagraph (d) hereof, shall constitute a quorum for all District Council meetings. In the event that any business is transacted at any District Council meeting at which a quorum is not present, the action shall be deemed as valid as if a quorum were present if it thereafter is expressly approved in writing, personally, by mail, fax, email, electronic transmission or other reasonable means, by the affirmative vote of a majority of the Member Clubs in the District on the basis of two (2) votes per club.

(d) Proxies

Either the Club President or ~~Vice President~~ **Education Club Member Experience Manager** of any Member Club may designate, in writing, any active individual member of the club to act as a proxyholder for them at any District Council meeting that is held in-person. In the event one of those officers is not in attendance at the meeting and has not designated, in writing, an active individual member of the club to act as their 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 District Council meeting. A written proxy, to be valid at a District Council meeting, must contain all the elements set forth in Toastmasters International Policy and must be delivered personally, by mail, by fax, by email, by electronic transmission, or by other reasonable means to the club member who will hold the proxy. The proxyholder must present the proxy in paper form (i.e., print out an email) to the credentials desk. If the proxy does not bear a handwritten signature, it must have the typed name of the club officer(s) giving the proxy or some other indication that the club officer(s) authorized the proxy to be given. A proxy that complies with these requirements shall be treated as valid so long as the credentials desk has no reason to believe that the proxy was not authorized. A proxyholder cannot transfer or assign a proxy to someone else. A valid proxy delivered to the proxyholder is revoked only if the club officer who gave the proxy takes one of the

following subsequent actions: destroys the proxy, cancels the proxy in writing, issues another proxy authorized at a later date, or actually attends the District Council meeting.

(e) Voting

When the voting process is conducted in person, each member of the District Council attending the council meeting, or that member's proxyholder as authorized by subparagraph (d) hereof, is entitled to one (1) vote. Any active individual member who carries the proxies of both the Club President and ~~Vice-President Education-Club Member Experience Manager~~ from a Member Club is entitled to two (2) votes; and any such individual member who is also entitled to a vote as a member of the District Executive Committee is entitled to three (3) votes.

When the voting process is conducted virtually, no proxies will be permitted. Each District Council member must cast their own vote. District Executive Committee members are entitled to one (1) vote and may cast up to two (2) additional votes as a Club President or ~~Vice-President Education-Club Member Experience Manager~~. All other members of the District Council shall be limited to a maximum of two (2) votes.

Article XI: Committees

(a) District Executive Committee

The District Director, the Program Quality Director, the Club Growth Director, the District Public Relations Manager, the District Administration Manager, the District Finance Manager, the Area Directors, and Division Directors, together with the Immediate Past District Director, shall be the District Executive Committee, which shall have all functions and powers of the District Council except such powers as may be reserved by the District Council to itself; subject at all times to the general direction and approval of the District Council. A majority of the District Executive Committee shall constitute a quorum. This committee shall recommend the division of the District into Areas and Divisions for approval at the annual meeting. The District Executive Committee shall prepare a budget in the form prescribed by Toastmasters International, covering estimated receipts and expenditures for the ensuing year, and shall submit it to the District Council for approval in order to submit the approved budget to World Headquarters by September 30. This proposed budget shall be acted upon by the District Council at its first meeting. The District Executive Committee shall have such other duties as are delegated to it by the District Council.

(b) District Leadership Committee

The District Director shall appoint the District Leadership Committee Chair no later than November 1. The remaining committee members shall be appointed no later than December 1 and shall consist of no fewer than five (5) members with equal representation of all Divisions in the District. No committee member may represent more than one (1) Division. The committee shall operate under the procedural rules adopted by the Toastmasters International Board of Directors for the selection of candidates for the elective District offices. The committee's results shall be reported in writing to the District Director no fewer than six (6) weeks before the District Council's annual meeting. The District Director shall submit the District Leadership Committee report to the members of the District Council at least four (4) weeks prior to the annual meeting.

(c) Audit Committee

Each year the District Director shall appoint an Audit Committee consisting of at least three (3) individual members who are not members of the District Executive Committee. The reports of this committee shall contain information in the format required by Toastmasters International. The committee shall submit an interim mid-year audit report no later than February 15. The committee shall then complete a year-end audit report for the fiscal year ending June 30. The outgoing and incoming District Directors are jointly responsible for submitting this report to the Member Clubs and to World Headquarters by August 31.

(d) Other Committees

Other committees may be appointed as may be deemed advisable by the District Director or the District Council. Such committees may include, among others, the following special committees: District Program Quality, District Club Growth, District Public Relations, Youth Leadership Program, Speechcraft, Administrative Policies, Awards, Speakers Bureau, District Newsletter, and Past District Directors Committee.

Article XII: Finances and Records

(a) Finances

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

(b) Records

The outgoing 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, Bylaws of Toastmasters International, Policies set by the Toastmasters International Board of Directors, or applicable law, provided that if the District is located in a jurisdiction where Robert's Rules are not a recognized authority on parliamentary procedure, this District may use the recognized authority in the jurisdiction where this District is located in place of Robert's Rules.

Article XIV: Political Activity

This 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 District shall not participate or intervene in any way in any campaign of any person for any public office.

Article XV: Legal Action

This 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 of Toastmasters International. In the event this District is served with any summons, complaint, subpoena, injunction, or other form of legal process, the District officer receiving the legal process shall so notify World Headquarters within 24 hours of such service.

Article XVI: Governing Law

This 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 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 . The administrative bylaws for this District shall be identical, except for the description of boundaries in Article V above, to the administrative bylaws for all other District of Toastmasters International. The Chief Executive Officer of Toastmasters International shall notify the following of any amendment adopted by the Board of Directors: all Member Clubs and the District Director, the Program Quality Director, the Club Growth Director, the Immediate Past District Director, the District Public Relations Manager, the District Administration Manager, the District Finance Manager, the Division Directors and Area Directors of each District.
- (b) The District Council of this District may propose an amendment to these administrative bylaws to the Toastmasters International Board of Directors or Executive Committee , provided that the District Council shall have given written notice of such proposal at least 30 days in advance of the District Council's action to all Member Clubs affiliated with this District, and shall thereafter give 45 days' written notice to the Board. The Toastmasters International Board of Directors or Executive Committee , 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 District may be adopted by the Toastmasters International Board of Directors , or by the District Council of this 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, Bylaws of Toastmasters International, 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.

ADDENDUM OF STANDARD CLUB OPTIONS

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

Last modified by required vote of club on the _ day of _____ 20_____.

1. Name

The name of this club is _____.

2. Membership Composition

Subject to the nondiscrimination requirements set forth in the Club Constitution for Clubs of Toastmasters International, Article II, Section 1, individual membership in this club:

Shall have no restrictions.

Shall be restricted to _____.

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

3. Membership Dues and Fees

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

_____.

Check those that apply:

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

Club dues for active individual members are _____ per person per _____.
Such dues shall be payable on or before _____.

This amount includes payment for Toastmasters International membership dues.

Club dues for inactive individual members are _ per person per _____.

Such dues shall be payable on or before _____.

This amount includes payment for Toastmasters International membership dues.

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

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

The reinstatement fee is _____ per person for reinstatement to individual membership of a former individual member.

The transfer fee is _____ per person for transfer of individual membership from another Toastmasters International club into this club.

4. Regular Meetings

Regular meetings of this club, which shall include any business meeting of active individual members, shall be held every _____, at _____ a.m./p.m.

In person at the location of _____.

Online attendance of a minority of individual members is accepted.

Online only using platforms and services as this club from time to time shall designate.

5. Executive Committee Meetings

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

6. Elective Club Officers

The elective club officers of this club are:

Club Marketing Manager

Club Liaison Manager

Club Finance Manager

Club Logistics Manager

67. Additional Officers

The officers and standing committees of this club shall be as provided in the Club Constitution for Clubs of Toastmasters International, Articles VI, VII and VIII, with selection, duties, and terms as provided therein. Separate from the officer roles named in the Club Constitution, this club shall have:

No additional officer roles

Additional officer roles, with duties as determined by the executive committee of this club, named as follows: _____.

78. Terms of Office

This club elects officers for the following terms of office:

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

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

89. Rules of Order

In accordance with the Club Constitution for Clubs of Toastmasters International, Article IX, this club shall recognize its final authority on parliamentary procedure as:

Robert's Rules of Order Newly Revised.

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

Bylaws of Toastmasters International

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 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 Policies established by the Board of Directors, and the decisions of the Board and its authorized agents and representatives. Each Member Club shall be entitled to two (2) votes in all matters presented to the voting membership for a decision.
- (b) Delegates at Large, who shall consist of the Toastmasters International President, International President-Elect, the First and Second Vice Presidents, the International Directors, Past International Presidents, Past International Directors, and District Directors, subject to the conditions of membership stated in Article III, Section 4, below. Each Delegate at 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

Member Clubs are private associations composed of persons seeking to improve their ability to communicate and/or lead. Individual membership in any Member Club 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 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, through their own effort, are able to participate in Member Club activities. However, Member Clubs 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 Member 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 Member Clubs and upon

fulfillment of all requirements established by the Board of Directors, a charter shall be signed by the International President and the 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 Policies for admission and continuation of Member Clubs may be established and modified 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 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 Member Club to another group whose members are interested in organizing a new club.

(a) **Member 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 Member Clubs set by the Board of Directors 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 Club 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 Policies adopted and modified by the Board. During the period of suspension, a Member 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 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 Past International Presidents and Past International 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 Policies adopted and modified by the Board. During the period of suspension, a Delegate at 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 Member Club, Delegate at 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 Member Club, Delegate at Large, or any individual member of any club. Toastmasters International may provide certain benefits to Member Clubs, such as group tax exemption rulings and insurance coverage, and may establish Policies for Member Clubs, but these actions shall not cause this corporation to be liable for the acts or omissions of any Member 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". Member Clubs have the right to use these collective membership marks pursuant to restrictions and requirements set by the Board of Directors. These marks can only be used by the Member Clubs to indicate membership in the clubs. Member 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 Chief Executive Officer of Toastmasters International. The Member Clubs recognize that all use of the collective membership marks by the clubs inures to the benefit of this corporation. Member Clubs shall take no action which jeopardizes or imperils the validity of the collective membership marks or impairs the value of such marks. Member 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 Chief Executive Officer. A Member 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 Member Club or by an individual member of a club in a manner which does not comply with the 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 their own effort, 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 Member 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 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 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

Member 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 Member Club, unless otherwise provided in these Bylaws, shall be the president of the Member 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.

Section 11: Voting Members' Rights

Subject to these Bylaws and this corporation's other Policies, 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 Vice Presidents, and the International Directors of this corporation;
- (b) the removal of International Directors 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, pursuant to this corporation's Articles, Bylaws, Club Constitution for Clubs of Toastmasters International, or action of the Board of Directors, or by operation of law.

Section 12: Dues and Financial Levies

Each Member Club 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, as a condition of voting membership. For Delegates at Large, 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 financial levies by this corporation or any part of this corporation.

Section 13: Disciplinary Proceedings

The following procedure for termination or suspension of a Member Club or a Delegate at Large 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 Member Club, the Delegate at Large, 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 for the charged member. The date for the hearing shall be not less than five (5) days before the proposed effective date.
- (b) The 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 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 Chief Executive Officer not less than ~~96~~ 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 specific Policies for disciplinary proceedings, and the rights of the charged member are limited to those stated in such Policies and in this section, and no other rights should be presumed or inferred. The charged member 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.