



# Minutes of the 2022-2023 Board of Directors Hybrid Meeting

March 18-19, 2023

The 2022-2023 Toastmasters International Board of Directors met on March 18-19, 2023, with International President, Matt Kinsey, DTM presiding. The other officers and directors present were: Morag Mathieson, DTM; Radhi Spear, DTM; Aletta Rochat, DTM; Richard E. Peck, DTM; Anwasha Banerjee, DTM; Louisa Davis, DTM; Dawn Frail, DTM; Jean Gamester, DTM; Helen He, DTM; Elmer Hill, DTM; Michael J. Holian, DTM; Benjamin McCormick, DTM; Kimberly Myers, DTM; Jesse Oakley III, DTM; Monnica B. Rose, DTM; Gauri Seshadri, DTM; Ali Shahbaz Ali Shah, DTM; Jeff Sobel, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Information Officer Heidi Hollenbeck, District Growth and Support Director Jonathan Lam, Marketing and Communications Director John Lurquin, Club and Member Engagement Director Danielle Mitchell, Board Support Director Mona Shah, Education Programs and Training Director Kate Wingrove, Education Development Manager Jessie Lester, Executive Assistant to the Chief Executive Officer Amber Villa, Candidate and Board Support Coordinator Casey Welsh, Region Advisor Program Coordinator Katie Welsh, and Secretary Kristen Kyriazis were also present. No Board Members were absent.

1. The Board reviewed and adopted the agenda as presented.
2. International President Kinsey presented a report in which he commented on the positive progress being made at all levels of the organization and noted the steps that are still needed to move Toastmasters International forward.
3. The Board reviewed the new mentor pairings for Board Members for March-August 2023.
4. The Board received the report (attached) of the March 15, 2023, Strategic Planning Committee meeting as presented by Immediate Past International President Peck. The Board accepted the report as presented in items #1, 2, and 3.
5. The Board Members participated in an exercise to review four categories of ideas with the intent of considering the importance and impact of each. The four categories were: barriers to entry; membership dues and payment options; products and services; and membership alternatives. The Strategic Planning Committee will discuss the next steps for those ideas which were identified by the Board as having value for the future of the organization.
6. The Board discussed the District Membership Dues Allocation and excess District reserve funds. The Board considered the varied needs of Districts, based on a number of factors, and the best way to

support the Districts in achieving the District mission. The discussion resulted in a number of questions and ideas; the Board made no decisions on these topics at this time.

7. The Board received the report of the Region Advisor Selection Committee. The committee was tasked with reviewing the Region Advisor selection process and providing recommendations to improve the process in the future. The committee offered several recommendations for future Region Advisor Selection Committees to consider. The committee also suggested several items for future consideration by the Board.
8. The Board participated in breakouts for the Board of Directors committees that will be in effect for March-August 2023: District Reporting Committee, International Campaigns Committee, and Region Alignment Committee.
9. **HIGHLY CONFIDENTIAL**
10. The Board received an update from Chief Executive Officer Rex on the status of the organization. Rex noted that there are indicators that the organization is beginning to recover from the Covid-19 pandemic induced decline.
11. The Board received the report of the Diversity, Equity, Inclusion, Belonging, and Accessibility (DEIBA) Committee. The committee was tasked with examining DEIBA through personal, organizational, and global perspectives and providing recommendations for integrating DEIBA at the club, District, and international levels. The committee outlined the process followed and shared some of their personal journeys throughout the course of the committee's work. The Board accepted the committee's recommendations on some of the next steps the organization can take to further its DEIBA efforts.

The Board asked World Headquarters to further review the definitions of the core values in consultation with legal counsel and bring any feedback to the Board at a future meeting. Amendments to Policy 1.1, adding the definitions of the core values (attached), will be effective contingent on the review by legal counsel and as a part of the overall DEIBA communication plan.

### **HIGHLY CONFIDENTIAL**

12. **HIGHLY CONFIDENTIAL**
13. The Board received the report (attached) of the March 15-16, 2023, Executive Committee meeting as presented by First Vice President Spear. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 4, 5, 7, 9, 10, 11, 12, 13, 16, 17, 19, and 20. The remaining items were considered separately by the Board.

The Board adopted item #6.

The Board adopted item # 8.

The Board adopted item #14.

The Board did not adopt the Committee's recommendation in item #15.

The Board adopted item #18.

14. The Board received the report of the Policy Review Committee. The committee was tasked with reviewing the governing documents relating to District Signature Forms, club officer roles, conflict of interest, ordering of options, members' contact information and Toastmasters events and meetings to determine if amendments were needed. The following is an outline of the Board's decisions regarding the recommendations of the committee:

- Amendments to Protocol 8.4: District Fiscal Management regarding the District Signature Forms process were deferred until a future meeting of the International President, Chief Executive Officer, and International President-Elect.
- Amendments to Policy 8.4: District Fiscal Management (attached), relating to the District Signature Forms process were adopted by the Board, effective July 1, 2024.
- **HIGHLY CONFIDENTIAL**
- The Board discussed additional amendments to the proposed definitions for "conflict of interest," "financial conflict of interest," "non-financial conflict of interest," and "family and relative" and instructed World Headquarters to consult with legal counsel on the updated proposed definitions.
- Amendments to Policy 8.4: District Fiscal Management (attached), relating to conflicts of interest and District funds, were adopted by the Board, effective immediately.
- Amendments to the District Administrative Bylaws, Articles VIII and X (attached), relating to the ordering of options, were adopted by the Board effective immediately.
- Amendments to Protocol 3.0: Ethics and Conduct and Protocol 9.0: District Campaigns and Elections, relating to ordering of options, were deferred until a future meeting of the International President, Chief Executive Officer, and International President-Elect.
- Amendments to Policy 4.0: Intellectual Property (attached), relating to members' contact information, were adopted by the Board, effective immediately.
- Amendments to Policy 3.0: Ethics and Conduct (attached), relating to conducting Toastmasters events, were adopted by the Board, effective immediately.
- Amendments to Policy 4.0: Intellectual Property, relating to conducting Toastmasters events, were referred back to the committee for additional work, to be brought back to the Board at a future meeting.

Additional recommendations from the committee regarding Toastmasters events and meetings were deferred until a future meeting of the Board of Directors.

15. **HIGHLY CONFIDENTIAL**

16. **HIGHLY CONFIDENTIAL**

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

Pursuant to Protocol 11.3: Board of Directors Confidentiality, 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.”



Kristen Kyriazis  
Secretary

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



# Minutes of the 2022-2023 Strategic Planning Committee Hybrid Meeting

March 15, 2023

The 2022-2023 Strategic Planning Committee met on March 15, 2023, with Immediate Past International President Richard E. Peck, DTM, presiding. The other officers present were: International President Matt Kinsey, DTM; International President-Elect Morag Mathieson, DTM; First Vice President Radhi Spear, DTM; Second Vice President Aletta Rochat, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Information Officer Heidi Hollenbeck, District Growth and Support Director Jonathan Lam, Marketing Communications Director John Lurquin, Club Quality and Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Education Programs and Training Director Kate Wingrove, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. No Committee members were absent.

1. The Committee reviewed the categories and goals for the organization established in March 2022. The Committee considered which categories are relevant to measuring the success of the organization as a whole and agreed to keep the same categories. Reviewing the data for the current program year and the organizational goals for 2022-2023, they recognized that the overall organizational growth has not been as strong as anticipated. The Committee established new goals, as shown in the table below, for each category for the 2023-2024 program year.

Category	2023-2024 Goal
Distinguished Clubs	3% Increase
Membership Payments	3% Increase
Renewal Rate	1% Increase
Member Satisfaction	5.8 rating
Club Growth	3% Increase
Pathways Level Completions	3% Increase

2. The Committee conducted a debrief on the global pandemic. Taking a retrospective view, they discussed the decisions made and actions taken and reviewed what was done well and what could have been done better. They considered what permanent impacts the pandemic has had on the organization. The Committee examined how to capitalize on the positive impacts and overcome the negative impacts.
3. The Committee participated in an exercise to evaluate the impact on the organizational goal categories of four groups of ideas. The four groups of ideas discussed were: barriers to entry; membership dues and payment options; products and services; and membership alternatives.

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

Pursuant to Protocol 11.3: Board of Directors Confidentiality, 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.”



Kristen Kyriazis  
Secretary

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

## Mission Statements, Core Values, and Envisioned Future

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

### A. Toastmasters International Mission

We empower individuals to become more effective communicators and leaders.

### B. District Mission

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

### C. Club Mission

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

### D. Toastmasters International Core Values

- Integrity - **We match our actions with our words, demonstrate honesty and trustworthiness, communicate with sincerity and thoughtfulness, have the courage to acknowledge our mistakes, and always strive to do the right thing.**
- Respect - **We treat all with dignity, welcome diverse perspectives, acknowledge all contributions, believe that all have positive intent, practice mutual accountability, and critique but never demean.**
- Service - **We strive to provide high-value, exceptional support by being responsive, attentive, and passionate in fulfilling our duties as individuals and as an organization to all.**
- Excellence - **We consistently strive to meet or exceed expectations by upholding the Toastmasters Promise, nurturing a collaborative environment, innovating to deliver creative solutions, and optimizing quality to produce superior service.**

### E. Toastmasters International Envisioned Future

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



# Minutes of the 2022-2023 Executive Committee Hybrid Meeting

March 15-16, 2023

The 2022-2023 Toastmasters International Executive Committee met on March 15-16, 2023, with International President Matt Kinsey, DTM, presiding. The other officers present were: International President-Elect Morag Mathieson, DTM; First Vice President Radhi Spear, DTM; Second Vice President Aletta Rochat, DTM; Immediate Past International President Richard E. Peck, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Information Officer Heidi Hollenbeck, District Growth and Support Director Jonathan Lam, Marketing Communications Director John Lurquin, Club Quality and Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Education Programs and Training Director Kate Wingrove, Education Development Manager Jessie Lester, Executive Assistant to the Chief Executive Officer Amber Villa, Region Advisor Program Coordinator Katie Welsh, and Secretary Kristen Kyriazis were also present. No Committee Members were absent.

1. The agenda was adopted as presented.
2. Each International Officer presented a report of their experiences and observations. The reports included reflecting on what they have learned in their role, brainstorming potential areas for crowdsourcing ideas for the organization, and contemplating the best ways to support each other for the continuation of their leadership journey.
3. The International President presented a report of his experiences and observations. He shared how he is encouraged by the progress of the organization and the work being done by the Board. He is heartened by the efforts of the organization to rebuild the trust of its members.
4. The Committee received an update on the financial performance of the organization.
5. Chief Executive Officer (CEO) Daniel Rex provided an update on the status of the organization. The CEO commented on the future of the organization and its place in the global environment.
6. The Committee discussed the upcoming dues increase, effective October 1, 2023. As membership payments for the October 2023-March 2024 renewal cycle are paid over the months leading up to October 1, a date on which the new dues rate will take effect is needed. The Committee recommends that the Board approve August 1, 2023, as the start date for charging members the new dues amount of \$60 USD. Further, the Committee recommends that the Board approve the amendments to Policy 8.0: Dues and Fees (attached) as presented.

7. In March 2022, the Board approved the use of a digital charter kit and optional supplemental kits for purchase by new clubs. The Committee discussed the implementation date for this new process and recommends that the Board approve the replacement of physical charter kits with a digital kit starting with the 2023-2024 program year.
8. The Committee discussed the certification and renewal fees for Gavel Clubs, as well as a potential shift to a digital Gavel Club kit and supplemental kit (sent annually at the time of renewal). The Committee recommends that the Board approve increasing the certification and renewal fees for Gavel Clubs to \$125 USD and the accompanying amendments to Policy 8.0: Dues and Fees (attached), as well as implementing the digital Gavel Club kits, starting with the 2023-2024 program year.
9. The Committee reviewed the cost of District operations and considered the District Membership Dues Allocation percentage in relation to those costs. Further, the Committee reviewed the costs incurred by Toastmasters International on behalf of the Districts and the five percent (5%) contribution from Districts in support of organization-funded District activities that support the District mission.
10. The Committee received an update on the progress on the short-term and long-term priorities for the future of content for the Pathways learning experience.
11. The Committee reviewed and discussed the potential committees for the March through August 2023 period. The Committee recommends that the Board approve the following committees: District Reporting Committee, International Campaigns Committee, and Region Alignment Committee.
12. The Committee continued its November 2022 discussion of the Region Advisor term. They reviewed the results of surveys conducted by World Headquarters relating to Region Advisors who served two consecutive terms in the position. The Committee asked World Headquarters to conduct additional research regarding Region Advisors who chose not to apply for a second consecutive term and provide the results to the Committee at a future meeting.
13. The Committee reviewed an updated Region Advisor Development Program outline based on the recommendations from the Past Region Advisor Council and instructed World Headquarters to implement it as presented.
14. The Committee reviewed a Smedley Fund subsidy application requesting dues support for the Member Clubs in Turkey in the wake of the earthquake in February 2023. The Committee recommends that the Board approve a disbursement from the Smedley Fund for dues assistance for unpaid individual members who are resident in Turkey for the April to September 2023 renewal period.
15. The Committee discussed the ability of past District leaders to serve multiple times in elected District leadership roles and finding a balance between the benefits and challenges of individuals holding the same positions more than once. The Committee recommends that the Board adopt the amendments to the District Administrative Bylaws, Article VII, to limit the number of times an individual can serve as District Director, Program Quality Director, or Club Growth Director, effective immediately.

16. The Committee received an update on the proxy and voting processes for the 2023 Annual Business Meeting.
17. The Committee continued their discussion on the level of member engagement in Pathways content translated into languages other than English. The Committee recommends that the Board approve that content in the following languages will be updated and available at launch in the revised Learning Management System (LMS): Arabic, English, French, German, Simplified Chinese, and Spanish. Content in other currently available languages will continue to be supported and updates can be made as part of the District translations program.
18. **HIGHLY CONFIDENTIAL**
19. The Committee reviewed the agenda for the March 2023 Board of Directors hybrid meeting.
20. The Committee reviewed the participation by and support of clubs organized for incarcerated members. The Committee deferred their discussion until a future meeting.

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

Pursuant to Protocol 11.3: Board of Directors Confidentiality, 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.”



Kristen Kyriazis  
Secretary

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

Amendments in blue are approved, effective October 1, 2023.

## Policy 8.0

### Dues and Fees

1. Membership dues payments are governed by Article IV, Section 2 of the Bylaws of Toastmasters International.
2. The annual dues amount for members of all clubs is \$~~120.99~~ USD, payable as \$~~60.45~~ 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	\$ <del>50.00</del> - <del>37.50</del>
June or December	\$ <del>40.00</del> - <del>30.00</del>
July or January	\$ <del>30.00</del> - <del>22.50</del>
August or February	\$ <del>20.00</del> - <del>15.00</del>
September or March	\$ <del>10.00</del> - <del>7.50</del>

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 or more in advance to align with the April or October dues cycle. This may result in the need to submit prorated membership dues for the subsequent dues renewal period.
8. The certification fee for a Gavel Club is \$50 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 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 annually. **In the event a dues increase is implemented, the Board of Directors will determine both the effective date for which renewal period the increase will take effect and when the change goes into effect.**
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.

Amendments in **blue** are approved, effective October 1, 2023.

## Policy 8.0

### Dues and Fees

1. Membership dues payments are governed by Article IV, Section 2 of the Bylaws of Toastmasters International.
2. The annual dues amount for members of all clubs is \$~~120-90~~ USD, payable as \$~~60-45~~ 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	\$ <del>50.00-37.50</del>
June or December	\$ <del>40.00-30.00</del>
July or January	\$ <del>30.00-22.50</del>
August or February	\$ <del>20.00-15.00</del>
September or March	\$ <del>10.00-7.50</del>

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 or more in advance to align with the April or October dues cycle. This may result in the need to submit prorated membership dues for the subsequent dues renewal period.
8. The certification fee for a Gavel Club is \$~~125-50~~ USD. The annual renewal fee for a Gavel Club is \$~~125-48~~ 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 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 annually.
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 Fiscal Management

1. District financial management is governed by Article XII, Section 2, of the Bylaws of Toastmasters International and by Article XII, Section (a), of the District Administrative Bylaws, which includes requirements for transfers of funds from Toastmasters International to the District. From the membership dues collected by World Headquarters, the Board of Directors makes funds available for District activities. Funds are also collected from undistricted clubs and placed in a separate reserve account for future formation of Provisional Districts.
  - A. These funds include the amounts available in the appropriate District or Provisional District reserve account. For each member for whom membership dues are received, 25% is deposited in the appropriate reserve account. This amount shall be referred to as the District Membership Dues Allocation.
  - B. When a Provisional District is established, it receives funds equal to 25% of the Provisional District's estimated dues income for the next year.
2. All District funds, regardless of source, are Toastmasters International funds and are to be used to carry out the Toastmasters International and District missions.
3. Each District shall adopt all accounting, payment, or similar systems put in place, when instructed, by Toastmasters International.
4. Toastmasters International also funds District activities that support the District mission. These include, but are not limited to, training events for District leaders, software systems to support financial management and club building, district support functions, and marketing programs.

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

5. The District Director, either the Program Quality Director or Club Growth Director, and District Finance Manager may jointly establish **a single** District ~~b~~Bank ~~a~~Accounts and shall have signatory authority on ~~all the~~ accounts established by the District and those established on behalf of the District by Toastmasters International, including any Division, Area, and conference accounts. Alternate signers are permissible only if approved by the Toastmasters International Executive Committee. When District accounts are established by Toastmasters International, Districts will be required to discontinue the use of all other accounts, when instructed by Toastmasters International.
  - A. Where a District requires a stand-alone account for the Annual District Conference, it may establish a single account as outlined above. This account is to be used only for financial matters relating to the Annual District Conference.**
  - B. Where a District operates in two (2) or more currency zones, the District may hold one (1) additional District Bank Account in the second and subsequent currency zones in which it operates.**

6. Funds in District bank accounts must be available on demand. They must not be placed in any type of investment account (i.e., where the funds are at risk or the account has a maturity date).
7. If authorized by the District and included as part of the District budget, a Division, Area, or conference is allocated funds and has its own budget.
  - A. Division, Area, and conference financial activity is subject to the supervision of the District Director and must be included in the quarterly Profit and Loss Statement, mid-year audit, and year-end audit.
  - B. Monthly Division, Area, and conference financial activity reports, showing variances with explanations, must be provided to the District Director, Program Quality Director, and Club Growth Director within 30 days of the end of the month.
  - C. Funds in Division, Area, and conference bank accounts are owned by the District and by Toastmasters International. The administration of Division, Area and conference funds shall follow the same rules as District funds.
8. The Chief Executive Officer withholds District funds as needed and, with the approval of the Executive Committee, assumes financial control of a District.

## District Fiscal Management

1. District financial management is governed by Article XII, Section 2, of the Bylaws of Toastmasters International and by Article XII, Section (a), of the District Administrative Bylaws, which includes requirements for transfers of funds from Toastmasters International to the District. From the membership dues collected by World Headquarters, the Board of Directors makes funds available for District activities. Funds are also collected from undistricted clubs and placed in a separate reserve account for future formation of Provisional Districts.
  - A. These funds include the amounts available in the appropriate District or Provisional District reserve account. For each member for whom membership dues are received, 25% is deposited in the appropriate reserve account. This amount shall be referred to as the District Membership Dues Allocation.
  - B. When a Provisional District is established, it receives funds equal to 25% of the Provisional District's estimated dues income for the next year.
2. All District funds, regardless of source, are Toastmasters International funds and are to be used to carry out the Toastmasters International and District missions.
3. Each District shall adopt all accounting, payment, or similar systems put in place, when instructed, by Toastmasters International.
4. Toastmasters International also funds District activities that support the District mission. These include, but are not limited to, training events for District leaders, software systems to support financial management and club building, district support functions, and marketing programs.

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

5. The District Director, either the Program Quality Director or Club Growth Director, and District Finance Manager may jointly establish **a single** District ~~b~~**Bank** ~~a~~**Accounts** and shall have signatory authority on **all**~~the~~ accounts established by the District and those established on behalf of the District by Toastmasters International, including any Division, Area, and conference accounts. Alternate signers are permissible only if approved by the Toastmasters International Executive Committee. When District accounts are established by Toastmasters International, Districts will be required to discontinue the use of all other accounts, when instructed by Toastmasters International.
  - A. Where a District requires a stand-alone account for the Annual District Conference, it may establish a single account as outlined above. This account is to be used only for financial matters relating to the Annual District Conference.**
  - B. Where a District operates in two (2) or more currency zones, the District may hold one (1) additional District Bank Account in the second and subsequent currency zones in which it operates.**

- C. Where a District Director and/or the District Finance Manager has a conflict of interest, as commonly defined in the jurisdiction in which the District operates, then the person with the conflict may not authorize the use of District Funds. Further, the District Director and/or Finance Manager must:**
    - I. Inform Toastmasters International of the conflict.**
    - II. Submit an additional signatory's name and other relevant information, as determined by Toastmasters International, to the relevant department of Toastmasters International.**
  - D. Further, where a District Director and/or the District Finance Manager has a conflict of interest that arises during their term, as commonly defined in the jurisdiction in which the District operates, then the District Director is to follow the process outlined in Sections C.I and II, above, to replace the signatory with the conflict.**
- 6. Funds in District bank accounts must be available on demand. They must not be placed in any type of investment account (i.e., where the funds are at risk or the account has a maturity date).
  - 7. If authorized by the District and included as part of the District budget, a Division, Area, or conference is allocated funds and has its own budget.
    - A. Division, Area, and conference financial activity is subject to the supervision of the District Director and must be included in the quarterly Profit and Loss Statement, mid-year audit, and year-end audit.
    - B. Monthly Division, Area, and conference financial activity reports, showing variances with explanations, must be provided to the District Director, Program Quality Director, and Club Growth Director within 30 days of the end of the month.
    - C. Funds in Division, Area, and conference bank accounts are owned by the District and by Toastmasters International. The administration of Division, Area and conference funds shall follow the same rules as District funds.
  - 8. The Chief Executive Officer withholds District funds as needed and, with the approval of the Executive Committee, assumes financial control of a District.

# District Administrative Bylaws

## Article VIII: Duties of Officers

### (a) In General

1. The District officers shall have such **duties**, obligations, **and** 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 procedures adopted by the District Council of the District.
2. 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 always subject to the ultimate direction of the Board.
3. The District officers shall coordinate their efforts in carrying out the District mission.
4. All District officers shall uphold and promote the purposes of Toastmasters International in the District and shall abide by the Toastmasters International governing documents.

### (b) District Director

1. The District Director shall be responsible to the Board of Directors in the exercise of the powers and duties of the office of District Director. The District Director shall report to and take direction from the District Council in matters pertaining to District organization, programs, and procedures.
2. 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.
3. The District Director's responsibilities include, but are not limited to:
  - a. Administering and overseeing the day-to-day operations of the District.
  - b. Chairing all meetings of the District Executive Committee and the District Council.
  - c. Filling 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.
  - d. Authorizing withdrawals of District funds, in the manner and to the extent provided in Article XII of these administrative bylaws and approving all withdrawals chargeable to the District on the books of Toastmasters International.
  - e. Providing each Member Club in the District and World Headquarters, copies of the adopted budget, the report of the Audit Committee, and such other reports as the Board of Directors may require.

- f. Furnishing World Headquarters with such information as the Board of Directors may require for the District to be eligible to withdraw funds of Toastmasters International for District activities and operations.
- g. Submitting to the Board of Directors, by the published deadlines, any reports that may be required by the Board of Directors.

**(c) Program Quality Director**

1. 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.
2. The Program Quality Director is responsible for all aspects of education and training within the District. These responsibilities include, but are not limited to:
  - a. Assisting the Member Clubs, Areas, and Divisions of the District in using the educational programs and materials of Toastmasters International.
  - b. Promoting and supporting club quality and member retention.
  - c. Supporting all members in achieving education awards and recognizing those achievements.
  - d. Ensuring club and District officers are properly trained to fulfill their roles and responsibilities.
  - e. Planning, organizing, and directing all aspects of the District conference.
  - f. Supervising and coordinating District-wide speech contests.
3. The Program Quality Director shall perform such other duties as may be prescribed by the District Director or District Council.
4. The Program Quality Director shall attend District Executive Committee and District Council meetings.

**(d) Club Growth Director**

1. 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.
2. The Club Growth Director's responsibilities include, but are not limited to:
  - a. Developing, directing, and coordinating an overall marketing plan for building new Member Clubs.
  - b. Overseeing District-wide efforts that result in an increase in membership.
  - c. Overseeing efforts that result in club retention in the District.
  - d. Recruiting and training District marketing teams.
  - e. Developing, directing, and coordinating recognition programs for membership-building.

3. The Club Growth Director shall perform such other duties as may be prescribed by the District Director or District Council.
4. The Club Growth Director shall attend District Executive Committee and District Council meetings.

**(e) District Public Relations Manager**

1. The District Public Relations Manager serves under the direction of the District Director.
2. The District Public Relations Manager's responsibilities include, but are not limited to:
  - a. Creating and executing a public relations plan to increase public awareness of the opportunities available for personal development in the Toastmasters International education program.
  - b. Developing and administering a communication plan to keep members aware of Toastmasters activities throughout the District.
  - c. Promoting and ensuring proper use of the Toastmasters brand throughout the District in compliance with the brand standards.
3. The District Public Relations Manager shall perform such other duties as may be prescribed by the District Director or District Council.
4. The District Public Relations Manager shall attend District Executive Committee and District Council meetings.

**(f) District Administration Manager**

1. The District Administration Manager serves under the direction of the District Director.
2. The District Administration Manager's responsibilities include, but are not limited to:
  - a. Having custody of all records and documents of the District.
  - b. Keeping and distributing the minutes of the meetings of the District Council and District Executive Committee.
  - c. Maintaining custody of all District correspondence.
  - d. Transmitting all minutes and records to their successor.
3. The District Administration Manager shall perform such other duties as may be prescribed by the District Director or District Council.
4. The District Administration Manager shall attend District Executive Committee and District Council meetings.

**(g) District Finance Manager**

1. The District Finance Manager serves under the direction of the District Director.

2. The District Finance Manager's responsibilities include, but are not limited to:
  - a. Helping District leaders in developing a budget to carry out the District mission.
  - b. Having charge of all funds and other property of the District and transmitting the accounts and all undistributed funds to their successor.
  - c. Disbursing all funds upon order of the District Director, in compliance with the Toastmasters International governing documents.
  - d. Ensuring District financial information is recorded and submitted by the published deadlines.
3. The District Finance Manager shall perform such other duties as may be prescribed by the District Director or District Council.
4. The District Finance Manager shall attend District Executive Committee and District Council meetings.

**(h) Division Directors**

1. The Division Directors shall represent the District Director within their Divisions.
2. The Division Director's responsibilities include, but are not limited to:
  - a. Providing counsel, information, and service to the Area Directors within the Division.
  - b. Coordinating the Division's activities and events.
  - c. Chairing the Division Council and holding regular Division Council meetings.
3. The Division Director shall perform such other duties as may be prescribed by the District Director and District Council.
4. The Division Director shall attend District Executive Committee and District Council meetings.

**(i) Area Directors**

1. The Area Directors shall represent the District Director and the Division Director to all the clubs in their Areas and are responsible for ensuring that each club achieves its mission and fulfills its responsibilities to its members.
2. The Area Director's responsibilities include, but are not limited to:
  - a. Coordinating and promoting District events with the Member Clubs within the Area.
  - b. Encouraging club quality through club visits.
  - c. Chairing the Area Council and holding regular Area Council meetings.

3. The Area Director shall perform such other duties as may be prescribed by the District Director and District Council.
4. The Area Director shall attend District Executive Committee and District Council meetings.

## **Article IX: District Council**

### **(a) Composition**

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

### **(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 Meeting of the District Council.

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

### **(a) Regular Meetings**

The District Council shall hold at least two (2) meetings during each program year, with the exact number and schedule of meetings to be fixed by the District Council. The first meeting must take place no later than September 30 to approve the District budget and confirm the appointment of District leaders. One meeting shall be the Annual Meeting, and shall be held between March 15 and June 1. 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.

Each program year the District Executive Committee determines whether the Annual Meeting of the District Council, in which the elections take place, is conducted online or hybrid. All other meetings of the District Council are conducted online.

### **(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. The notice shall include the reason the meeting is being called. Any other valid business may be transacted at the meeting.

**(c) Quorum**

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

In the event that any business is transacted at any District Council meeting at which a quorum is not present, the action shall be deemed as valid as if a quorum were present if it thereafter is expressly approved ~~in writing, personally, by mail, fax, email,~~ **by** electronic transmission or other reasonable means, by the affirmative vote of a majority of the Member Clubs in the District on the basis of two (2) votes per club.

**(d) Voting**

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

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

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

## Intellectual Property

### 1. Trademarks and Copyrights

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

### 2. Brand Standards

- A. The Toastmasters brand is made up of several elements integral to ensuring a consistent identity for Toastmasters clubs, Districts, and Toastmasters International. Its correct and consistent application accelerates engagement, raises the organization's credibility and improves brand recall. Brand elements include:
  - I. Logo
  - II. Wordmark
  - III. Color Palette

- IV. Typography
- V. Tagline

B. Toastmasters International publishes a Brand Manual on the Toastmasters International website. It includes all brand standards that shall be followed. The primary brand standards are:

- I. The Toastmasters logo and wordmark, as currently published by Toastmasters International, are the graphic images that represent Toastmasters clubs, Districts, and Toastmasters International.
  - a. The logo and wordmark may not be modified in any way.
  - b. Individual members, clubs, and Districts may not create or use their own logos to replace or supplement the Toastmasters logo and wordmark.
  - c. Previous versions of the emblem or logo and non-compliant brand images may not be used on any club- or District-related material except when the material is part of an historical display.
  - d. A previous version of a Toastmasters banner may be displayed at a Toastmasters event as long as the most currently branded version of the banner is more prominently displayed.
  - e. When photos are posted on social media of any Toastmasters event where banners are displayed, a previous version of a Toastmasters banner shall only be shown if the most currently branded version of the banner is more prominently shown.
- II. There are six (6) colors that make up Toastmasters' brand color palette. No other colors may be used in the development of marketing materials, meeting agendas and related items, electronic media, or any other material that represents Toastmasters in any way.
- III. The Toastmasters brand is represented by four fonts. No other fonts may be used.
- IV. Toastmasters' official tagline is "Where Leaders Are Made." While usage is not mandatory, no other tagline or theme may be used except in the promotion of special events such as District conferences and club officer and District leader training events.

C. Misuse of brand elements is prohibited and may result in removal from good standing of an individual member, revocation of a club charter, removal of an officer at any level, or other disciplinary or legal action.

### **3. Use of Toastmasters Material**

A. Toastmasters International is promoted through the Success Communication Series, the Success Leadership Series, The Better Speaker Series, The Leadership Excellence Series, and The Successful Club Series and Youth Leadership programs, which non-members may attend.

- B. Toastmasters International's tax-exempt and nonprofit statuses are jeopardized when the organization or clubs are perceived to be in the seminar business and in competition with for-profit enterprises.
- C. In the countries where Toastmasters clubs are covered by liability insurance, the insurance is not valid for activities outside of normal Toastmasters meetings.
- D. All programs are presented by individual members acting as representatives of their clubs, thereby preserving the identity of the programs, clubs, and organization.
- E. Non-Toastmasters may request permission from Toastmasters International to use Toastmasters' programs and materials. Individuals, educational institutions, and other organizations may only use Toastmasters' programs and materials in a manner which provides no pecuniary gain or profit, directly or indirectly, as described in Article II of the Articles of Incorporation of Toastmasters International.
- F. Districts are responsible for training club officers and for providing other training that helps clubs function more effectively, achieve excellence, and deliver on their mission.
- G. Individual members and clubs may only conduct training programs, seminars, and other events for other clubs and members with the permission of the District. Subject matter and content of any such training program, seminar, or event shall be in keeping with the club and District missions.

#### 4. **Membership Contact Information**

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

#### 5. **Surveys**

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

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

## Ethics and Conduct

### 1. Standards

- A. All programs, activities, communications, and conduct of Toastmasters clubs and members shall be represented in an ethical manner, consistent with Toastmasters International's governing documents, mission, and values.
- B. If the actions of any Toastmasters Area, Division, District, or other official group are in conflict with the basic principles, ideals, or standards of Toastmasters, or violate ethics and conduct standards, they may be subject to disciplinary action up to and including suspension, and/or other appropriate action as determined by the Board of Directors.
- C. If the actions of any club are in conflict with the basic principles, ideals, or standards of Toastmasters International, or if any Toastmasters club violates ethics and conduct standards, it may be subject to disciplinary action up to and including suspension, and/or other appropriate action as determined by the Board of Directors.
- D. Each club is responsible for the actions of its members.
- E. If the actions of any individual member are in conflict with the basic principles, ideals, or standards of Toastmasters International, or if any individual member, at any level violates ethics and conduct standards, the individual member may be subject to disciplinary action up to and including removal from good standing with Toastmasters International and/or other appropriate action as determined by the Board of Directors.
- F. Toastmasters events must only be conducted by clubs, Areas, Divisions, Districts, or Toastmasters International. Events must support the club, District, or Toastmasters International mission.**
- ~~FG.~~ Members shall not conduct or condone programs, activities, or communications which are defamatory, malicious, offensive, derogatory, damaging, false, libelous, or otherwise detrimental to the best interests of Toastmasters International. Members shall not assist, support, aid, facilitate, invite, or condone anyone or anything that interferes with or is detrimental to the programs, proceedings, or affairs of Toastmasters International or its clubs.
- ~~GH.~~ Each club, not Toastmasters International, is legally and practically responsible for resolving personal conduct issues within the club. Clubs are not liable for claims against Toastmasters International and Toastmasters International is not liable for claims against the clubs.
- ~~HI.~~ Members in leadership roles above the club level are subject to the ultimate authority of the Board of Directors. The Board may remove a member from good standing, under Article III, Sections 4, 8, and 13, of the Bylaws of Toastmasters International. Removal of District officers is governed by Article VII, Section (h), of the District Administrative Bylaws, and discipline of Board Members is governed by Policy 11.12.

- J.** The Board may expel a club under Article III, Sections 4, 8, and 13, of the Bylaws of Toastmasters International.
- JK.** Matters of personal conduct within Districts outside the club level are resolved by District officers when possible, with assistance from World Headquarters to the extent necessary and practically possible. The Chief Executive Officer is notified of incidents occurring outside the club level and may initiate independent action to assure that proper corrective steps are being taken.
- KL.** When contacting World Headquarters for advice, or when submitting an allegation of a violation of Toastmasters Bylaws, Policy, or Protocol, members shall not knowingly provide misleading or inaccurate information, nor shall they knowingly withhold information relevant to the discussion.
- LM.** World Champions of Public Speaking and Accredited Speakers
  - I. World Champions of Public Speaking and Accredited Speakers are expected to act in accordance with Toastmasters International's core values and exhibit conduct that meets or exceeds Toastmasters Policy.
  - II. Each individual is expected to act in a manner that enhances the reputation of the program they participated in and title that they received.
  - III. World Champions of Public Speaking and Accredited Speakers may not sell or promote products, merchandise, or services from the platform at Toastmasters events, whether onsite, online, or hybrid, at any level: club, Area, Division, or District. Products, merchandise, or services may be sold prior to or subsequent to a presentation. The availability or sale of such items may be announced by the emcee or Toastmaster of the event. The speaker and the leader responsible for the event will work together to determine a mutually acceptable sales process and range of products.
  - IV. World Champions of Public Speaking and Accredited Speakers do not request or accept engagement fees for speaking at Toastmasters events, whether onsite, online, or hybrid. Reasonable travel, meals, lodging, and event registration expenses may be requested and received. The speaker and the leader responsible for the event will work together to determine reasonability.
  - V. World Champions of Public Speaking and Accredited Speakers may collect contact information from members and leaders to use for future communications. World Champions of Public Speaking and Accredited Speakers must not contact Toastmasters members or leaders with unsolicited communication offering any type of service or product.
- MN.** Region Advisors
  - I. Region Advisors are expected to act in accordance with Toastmasters International's core values and exhibit conduct that meets or exceeds Toastmasters Policy.

- II. Each individual is expected to act in a manner that enhances the reputation of the program they have participated in and title that they have received.
- III. When presenting at Toastmasters events, whether onsite, online, or hybrid, Region Advisors must not engage in activities from which they may derive personal or financial gain. These activities include, but are not limited to, sale of any products, merchandise, or services, promotion of non-Toastmasters programs, requesting or receiving fees or donations for speaking at Toastmasters events at any level: club, Area, Division, or District.
- IV. Region Advisors may not collect contact information from members and leaders to use for non-Toastmasters communications. Region advisors must not contact Toastmasters members or leaders with unsolicited communication offering any type of service or product.

**NO.** Past Board Members and Past Region Advisors

- I. Past Board Members and Past Region Advisors are role models and ambassadors. Therefore, all past Board Members and Past Region Advisors are expected to:
  - a. Support and promote the best interests of Toastmasters International at all times.
  - b. Uphold the core values of Toastmasters International.
  - c. Be well informed and support current Toastmasters Policies, Protocols, and governing documents.
  - d. Respect confidentiality of assignments when serving on Board Committees or Working Groups.
  - e. Share their opinions and communicate any disagreements in a respectful manner using the appropriate channels as set out in Policy.
  - f. Maintain professional decorum.
- II. Past Board Members and Past Region Advisors should respect and support current leaders at each level of the organization. Past Board Members and Past Region Advisors must not act in a manner that undermines the efforts of current leaders.
- III. Past Board Members and Past Region Advisors are encouraged to serve in mentor roles for leaders at all levels of the organization, when asked.
- IV. If past Board Members and Past Region Advisors are voting delegates, they hold the same rights and responsibilities as any other voting delegate.
- V. When presenting, onsite or online, at Toastmasters events, past Board Members and Past Region Advisors:

- a. May not sell or promote products, merchandise, or services from the platform. Products, merchandise, or services may be sold prior to or subsequent to a presentation. The availability or sale of such items may be announced by the emcee or Toastmaster of the event. The speaker and the leader responsible for the event will work together to determine a mutually acceptable sales process and range of products.
  - b. Do not request or accept engagement fees for speaking. Reasonable travel meals, lodging, and event registration expenses may be requested and received. The speaker and the leader responsible for the event will work together to determine reasonability.
  - c. Maintain an awareness of current organizational Policies, Protocols, and methods.
  - d. Uphold and promote the decisions of the current Board of Directors.
- VI. Past Board Members and Past Region Advisors must not collect contact information from members to use for non-Toastmasters communications.
- VII. Past Board Members and Past Region Advisors must not contact Toastmasters members, including the current Board of Directors, with unsolicited communication offering any type of service or product.

## **2. Nondiscrimination, Background, and Character**

- A. Nondiscrimination is defined in Article III, Section 7, of the Bylaws of Toastmasters International.
- B. When voting on the admission of a member or the election of an officer, members are entitled to consider any information about the person's background or character of which they are aware, but the prospective member is not required to make any affirmative disclosures about such matters.
- C. Toastmasters International, clubs, Districts, or any officer is not responsible for the background or character of any person admitted to club membership or elected or appointed to a leadership role.

## **3. Harassment and Bullying**

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

- A. Creating an intimidating, offensive, or hostile environment, which includes conduct, comments, or conditions of an offensive, unwelcome, or sexual nature altering the conditions under which an individual experiences the Toastmasters program is prohibited. Specifically:
  - I. Persistent singling out of individuals.
  - II. Shouting or raising one's voice at individuals in public or private.
  - III. Not allowing individuals to speak or express themselves.

- IV. Personal insults and use of offensive nicknames.
  - V. Repeated criticism of personal matters.
  - VI. Ignoring or interrupting individuals at meetings.
  - VII. Spreading rumors and gossip regarding individuals.
- B. Unwelcome physical contact or physical abuse such as pushing, fighting, kicking, hitting, or shoving, and threats of physical abuse, are prohibited.
  - C. Inappropriate touching, lewd jokes, displaying or writing explicit or sexually suggestive material, and repeated unwelcome requests for a sexual or dating relationship are prohibited.
  - D. Unwelcome advances, requests for sexual favors, and other unwelcome verbal, written, or physical conduct, including obscene gestures, are prohibited.
  - E. Making the submission to or the rejection of such conduct the basis of participation or advancement decisions is prohibited.
  - F. Retaliating or discriminating against any member for reporting harassment is prohibited.

#### **4. Code of Conduct**

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

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

- A. Maintain Professional Decorum and Integrity
  - I. The Toastmasters International Code of Ethics and Conduct applies to social media participation, including standards for communications.
  - II. As a Toastmaster, it is important that all members conduct themselves in a professional manner at all times in accordance with the core values. This includes the use of social media. Accordingly, it is important that Toastmasters members, Toastmasters leaders, World Headquarters staff, and site visitors be treated with respect at all times. Never engage in personal attacks – threatening, insulting, or intimidating other users; “flaming” (berating another user); or “trolling” (posting derogatory, inflammatory, or provocative content attempting to bait others into responding). This includes any attacks against moderators or fellow Toastmasters.
  - III. Disagreements can and will occur. The proper focus of any conflict should be on the issue at hand and not on the individual. Please

remember to be courteous when disagreeing with others. Debate and differing opinions may be appropriate. Personal attacks against others, however, are not allowed.

- IV. Never act dishonestly or unprofessionally by engaging in behavior that is detrimental to the best interests of Toastmasters International by posting inappropriate, inaccurate, objectionable or misleading content.
- V. Do not, under any circumstance, harass, threaten, abuse, bully or harm another person, including sending unwelcome communications to others.
- VI. Never upload, post, email, transmit or otherwise make available or initiate any content, photos and video that:
  - a. Is unlawful, racist, sexist, homophobic, hateful, damaging, false, libelous, defamatory, malicious, vulgar, obscene or discriminatory, contains religious or ethnic bias, or is otherwise objectionable.
  - b. Includes information that invades another's privacy or that you do not have the right to disclose or make available under any law or under contractual or fiduciary relationships.
  - c. Infringes upon patents, trademarks, trade secrets, copyrights or other proprietary rights.
  - d. Includes any unsolicited or unauthorized advertising, promotional materials, "junk mail," "spam," "chain letters," "pyramid schemes," surveys or any other form of solicitation. This includes any content soliciting customers, clients, donors or others on behalf of your business, profession or any organization or cause other than Toastmasters International.
  - e. Includes any private communication between members, moderators or volunteer leaders of Toastmasters International on these pages or anywhere else without express written permission from the individual you are quoting.
  - f. Impersonates any person or entity, or falsely represents your affiliation with any person or entity, or misrepresents the opinions held by your group.
  - g. Supports or opposes any political party, candidate for public office, ballot measure to be voted upon by the public or legislative proposal.
  - h. Harvests, collects, or discloses information about another user without express written consent.
  - i. Transmits any harmful, invasive, or disruptive code or other materials (such as viruses, worms, or web bugs).
- VII. Social media and official Toastmasters online platforms involve many participants and are not the best place for members to express frustrations with fellow Toastmasters in leadership. Communications that

contain criticism, complaints, accusations, allegations, etc., are not permitted and may be subject to disciplinary action. Rather than broadcast via social media and online platforms, differences are more properly directed through official channels established to address such problems, including personal conversations, phone calls, and emails. The goodwill and social fabric of Toastmasters International must be maintained in all communications.

- VIII. You are solely responsible for your content. You may not indicate that your content is anything other than your own observations or opinions. You may not represent that your statements are made on behalf of or are endorsed by Toastmasters International unless you are specifically authorized to do so in writing.
  - IX. Any behavior that is patently offensive is forbidden, whether specifically identified on this list or not.
  - X. Social media enables opportunities for immediate and easy transmission of information. Users shall always obtain prior written permission before posting the comments, photos, video or work of another. Posting information about other individuals requires prior written consent; examples include but are not limited to: re-posting letters, re-using recommendations solicited using another social medium, videos and photographs.
- B. Comply with all applicable local, state, national, and international laws, including, without limitation, privacy laws, intellectual property laws, export control laws, tax laws, and regulatory requirements.
  - C. Comply with all Toastmasters International governing documents (Bylaws of Toastmasters International, District Administrative Bylaws, Club Constitution for Clubs of Toastmasters International and Policy and Protocol)

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

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

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

- A. Submit a written complaint containing reasonably credible information to the responsible volunteer leader at the next level. (For example, a club member would complain to the Club President, a Club President to an Area Director, etc.)

- I. If the individual is not satisfied with the response received, or if the next-level volunteer leader to whom the issue would be reported is the subject of the individual's concern, or the individual is otherwise uncomfortable speaking with the next-level volunteer leader, the individual may then make the complaint in writing to the Chief Executive Officer.
  - II. If the complaint is about the Chief Executive Officer, the individual may submit the complaint to the International President.
- B. Board Members should submit their complaint in writing directly to the International President, and if the International President is the subject of the complaint, to the Chief Executive Officer.

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

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

Complaints not resolved to the satisfaction of the individual may be reported promptly to the Chief Executive Officer or International President. The Chief Executive Officer or International President will determine if further investigation is warranted and may recommend corrective action.

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

## **6. Political Ethics**

- A. No action shall be taken—written, verbal, or otherwise—which interferes with the right of every qualified member to seek and achieve election to office at any level.
- B. No action shall be taken that interferes with the right and duty of every delegate and of every proxy holder to vote according to their best judgment.
  - I. No individual member, club, District, or other group shall engage in any activity or campaign by use of threats, restrictions, intimidations, deals, candidate slates, pressures, or other unethical means which might prevent or dissuade any member from competing in an election process or from exercising their best judgment.
  - II. No person or entity shall publish or distribute any material which contains defamatory remarks, malicious or derogatory charges, or false or libelous statements.
  - III. Except for District conferences and the International Convention, all meetings of District officers and Board Members shall be confined to

such activities as assist the District officers in fulfilling their responsibilities and shall not be used for political purposes.

- C. All communications and activities endorsing a candidate, either by the candidate or by supporters of the candidate, shall focus on the candidate's Toastmasters accomplishments and personal qualifications for office. Endorsements shall not be used without the permission of the endorser.
- D. No negative information about candidates is allowed in distributed written communications or in communications at an official Toastmasters meeting.
- E. All activities, publications, letters, speeches, and conduct of campaign participants shall reflect Toastmasters International's core values.
- F. Only the club officer who assigns the proxy may instruct the proxyholder how the club wishes to vote at any election. Credentials team members may only provide information on the logistics of voting and may not direct the votes of any delegate or proxyholder.

## **7. Disciplinary Standards**

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

- D. Violation of this Ethics and Conduct Policy subjects the individual member to suspension or removal from good standing, or other appropriate action, under Article III, Sections 8 and 13, of the Bylaws of Toastmasters International.

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

- A. The Board may take disciplinary actions relating to the good standing of individual members of clubs under Article III, Section 8, of the Bylaws of Toastmasters International, of Delegates at Large under Article III, Section 4(b), of the Bylaws, and of clubs under Article III, Section 4(a), of the Bylaws.
- B. Only the Board is authorized to suspend or expel a member or club from Toastmasters International. Disciplinary proceedings are governed by Article III, Section 13, of the Bylaws of Toastmasters International.
  - I. The Board has discretion to decide the amount of evidence warranting issuance of a resolution and the level of detail in the resolution.
  - II. The initial resolution adopted by the Board may be modified as the Board sees fit so long as the charged member is notified of material changes to the resolution not less than 20 days before the hearing date.
  - III. The Board may accommodate reasonable changes to the hearing date if requested by the charged member.
  - IV. If the charged member does not respond to the notice and does not appear at the hearing or provide a statement, the Board may take the proposed action as of the proposed effective date.
  - V. Whether the charged member appears at the hearing or provides a statement, the charged member may present written statement(s) from witnesses regarding the charge(s) only. These statements are to be considered testimony, which is a form of evidence that is obtained from a witness who makes a solemn statement or declaration of fact.
  - VI. The Board may choose to receive certain information from witnesses confidentially and not permit the charged member to know the identity of such witnesses or to cross-examine them.
  - VII. The Board decides the scope of participation allowed to any attorney representing the charged member and the extent to which detailed information and documents pertaining to the charges and evidence are shared with the charged member prior to and during the hearing.
  - VIII. Toastmasters International is responsible for its own hearing costs. Translation costs are the responsibility of the charged member, unless the Board decides otherwise.
  - IX. Once the hearing ends, the charged member and any representative(s) are excused from the meeting. The Board then deliberates and votes. Toastmasters International staff and legal counsel may be present if needed. The Board may decide to impose a different disciplinary action from that proposed.

- X. Disciplinary action is effective on the proposed effective date, and continues for the period specified by the Board or until the Board restores the status of the charged member.
- XI. The Board may, by a majority vote, reinstate a club that has been suspended or terminated for disciplinary reasons.
- XII. In the event of a disciplinary proceeding relating to the good standing of an individual member of a club (and/or the individual's status as a Delegate at Large), the charged member's club shall have the opportunity to participate as follows:
  - a. The charged member's club shall be entitled to the same written notice as the charged member, including any modified notice.
  - b. The charged member's club may choose to appear at the hearing or make a statement to the Board at its own cost and may present testimony of witnesses within the limits stated above.
- XIII. The Board may waive or alter provisions of this Policy relating to timing, by a three-fourths vote after determining that the waiver or alteration is necessary to prevent imminent harm to Toastmasters International or any of its affiliates.
- XIV. If the charged member is a voting member of Toastmasters International as a Delegate at Large, under Article III, Section 4(b), of the Bylaws the Board may, by following the above procedure, terminate, suspend, or otherwise affect the individual's voting membership.