



Minutes of the 2015-2016 Board of Directors Meeting February 19-21, 2016

The 2015-2016 Toastmasters International Board of Directors convened on February 19-21, 2016, with International President Jim Kokocki DTM, presiding. The other officers and directors present were: Balraj Arunasalam, DTM; Crystal Allbritton, DTM; Steven Chen, DTM; Lark Doley, DTM; Russell L. Drake, DTM; Teresa S. Dukes, DTM; Ede Ferrari-D'Angelo, DTM; Magnus Jansson, DTM; Ross Mackay, DTM; Mohammed Murad, IPIP, DTM; Patrick Oei, DTM; Margaret Page, DTM; Nagaraja Rao, DTM; Gloria Shishido, DTM; Charlie Starrett, DTM; Mike Storkey, DTM; Joan Watson, DTM; Dennis E. Wooldridge, DTM. Chief Executive Officer Daniel Rex, Chief Operations Officer Sally Newell Cohen and Secretary/Treasurer Jennifer Quinn also were present.

BOARD OF DIRECTORS

The meeting began with a report from Immediate Past International President and Chair of the Strategic Planning Committee Mohammed Murad, DTM.

STRATEGIC PLANNING COMMITTEE

The 2015-2016 Strategic Planning Committee convened in Irvine, California, on February 16, 2016, with Immediate Past International President, Mohammed Murad, DTM presiding. The other officers present were: International President Jim Kokocki, DTM; International President-Elect Mike Storkey, DTM; First Vice President Balraj Arunasalam, DTM; Second Vice President Lark Doley, DTM. Chief Executive Officer Daniel Rex, Chief Operations Officer Sally Newell Cohen and Secretary/Treasurer Jennifer Quinn were also present. No Committee members were absent.

1. The Bylaws of Toastmasters International, Article V, state that the total number of member clubs in each geographic region not be more than fifteen percent (15%) of the total number of member clubs in good standing. The Committee discussed region composition as it relates to the size, growth and increasing number of districts and recommends no change at this time. However, the committee acknowledges the uneven growth patterns across regions. The Committee believes that adjustments will be needed in due time and that the changes could result in a reduction in the number of regions.
2. The Committee discussed Board effectiveness, identified strengths and weaknesses and recommends periodic assessments to improve performance.

The Board voted to accept and approve the recommendations and actions in the report.

BOARD OF DIRECTORS

1. The Strategic Planning Committee and Board of Directors discussed a potential methodology to further define, plan, budget and measure initiatives that support the 2015 Strategic Plan. It determined that further discussion related to phases and timing of the methodology will take place at a future Board meeting.



2. The Board discussed improvements to its internal processes and information flows as described in Protocol 11.1: Board of Directors Meetings and Policy 11.4: Board of Directors Committees. The Board agreed on changes to Protocol 11.1 and anticipates finalizing changes to Policy 11.4 at a future Board meeting.

3. The Board received reports from three committees:

a. Region Advisor Selection Committee

The Committee was tasked with selecting the best-qualified individuals for the role of Region Advisor for each region. It also reviewed the existing selection process and provided recommendations to improve the process in the future.

The Board voted to accept the appointment of the recommended 2016-2017 region advisors. The Committee requested and was given additional time to create an action plan for its recommendations, which it will present at a future Board meeting.

b. Developing Markets Committee

The Committee was tasked with evaluating the current developing markets program being conducted to support growth in Brazil, determining if modifications or improvements to the program should be implemented and identifying the next developing market the organization should focus on.

The Board voted to accept the report as presented by the Developing Markets Committee and directed World Headquarters to prepare a feasibility study, draft potential policy changes and research the economic impact for presentation to the Board in August 2016.

c. Leader Development and Training Committee

The Committee was tasked with conducting an audit of Toastmasters' training delivered by districts. It evaluated the quality and consistency of club leader training and district leader training, identified the support and training needs of club leaders in geographically dispersed locations and considered how distance learning could be implemented in order to ensure that all club leaders receive proper and consistent training.

The Board voted to accept the report as presented by the Leader Development and Training Committee and directed World Headquarters to prepare a feasibility study and potential policy change analysis for presentation to the Board in August 2016.



EXECUTIVE COMMITTEE

The report of the Executive Committee was presented by International President-Elect Mike Storkey, DTM.

The 2015-2016 Executive Committee convened in Irvine, California, on February 17-18, 2016, with International President, Jim Kokocki, DTM presiding. The other officers present were: International President-Elect Mike Storkey, DTM; First Vice President Balraj Arunasalam, DTM; Second Vice President Lark Doley, DTM; Immediate Past International President Mohammed Murad, DTM. Chief Executive Officer Daniel Rex, Chief Operations Officer Sally Newell Cohen and Secretary/Treasurer Jennifer Quinn were also present. No Executive Committee members were absent.

1. The Committee reviewed the organization's performance for the 2015–2016 program year. Club and membership growth continues but at a slower pace than in the two previous years. The Committee will monitor performance over the coming months, but is optimistic that year-end results will be positive.
2. The Committee discussed the Region Advisor Program and concluded that further clarity of the role is necessary to aid the districts in achieving the district mission and to help the Region Advisors be more successful. The Committee directed World Headquarters to interview current and recent Region Advisors to gain insight into current district needs and best practices.
3. The Committee received an update on the revitalized education program, which included a history of the project evolution and the recommended path to Distinguished Toastmaster (DTM).
4. The Committee reviewed the progress of newly established reformations, reformations in progress and reformation-related requests:
 - a. The Committee approved a request from District 72 (New Zealand) to establish a reformation committee.
 - b. The Committee approved a request from Founder's District (Southern California) to begin the reformation process, which will conclude on July 1, 2017.
 - c. The Committee approved a request from District 20 (Bahrain, Jordan, Kuwait, Lebanon, Oman, Qatar and United Arab Emirates) to begin the reformation process, which will conclude on July 1, 2017.
 - d. The Committee approved a request from District 30 (Chicago, Illinois) to begin the reformation process, which will conclude on July 1, 2017.
 - e. The Committee approved a request from Districts 59 and 95 (Continental Europe) to:
 - i. Add Greece to District 59, effective July 1, 2016.
 - ii. Add Moldova and Bulgaria to District 95, effective July 1, 2016.
 - f. The Committee approved a request from District 79 (Saudi Arabia) to begin the reformation process, which will conclude on July 1, 2017.



- g. The Committee directs D34 (Mexico) to establish a reformation committee and provide potential reformation plans to the Board.
5. The Committee reviewed and discussed changes to the Speech Contest Rulebook, which is protocol. The Committee also recommends changes to Policy 6.0: Speech Contests (attached). These rulebook and policy changes take effect with the speech contest cycle that begins July 1, 2016.
6. The Committee discussed the need to address the growing number of districts participating in the semifinals held at the International Convention, which results in additional contests being conducted. The Committee reviewed potential options and recommends that World Headquarters continue to explore options and bring forward a recommendation in August 2016.
7. Toastmasters International is continuing its efforts to ensure that the organization is in compliance with applicable laws, regulations and business rules in the countries where it has a significant presence. The Committee directed World Headquarters to research and provide proposals for establishing legal entities in Mexico and Canada.
8. In accordance with the California Nonprofit Integrity Act of 2004, the Committee reviewed a compensation analysis for Toastmasters International's Chief Financial Officer. After review, the Committee determined that the Chief Financial Officer's salary is just and reasonable.
9. The Committee received a presentation from MorganStanley regarding the organization's investment portfolio.
10. The Committee discussed the purpose of international officer and director district visits and the benefits to the district. The Committee requested that World Headquarters prepare the district visit schedule for the International Officers and Directors and Region Advisors in advance each year. The purpose is to provide the district leaders ample time to prepare for the visit.
11. The Committee discussed components of the Board orientation and recommended an additional day of training be incorporated in August 2016 to onboard the newly elected members more effectively.
12. The Committee discussed the Advisory Committee of Past Presidents (ACPP), its advisory role to the Board of Directors and the progress of the ACPP Task Force, which was established to further define the activities of the ACPP, its relationship to the Board of Directors and communication between the two. The Committee also reviewed the *Operational Guidelines: Advisory Committee of Past Presidents*. The Committee recommends modifications to Policy 11.4: Board of Directors Committees (attached) to further define the process by which the Board provides information to the ACPP and the ACPP provides advice to the Board.



Conceptual elements from the *Operational Guidelines: Advisory Committee of Past Presidents* are included in the policy change recommendations. The Committee anticipates that the Board will receive recommendations from the Task Force for consideration.

13. The Committee conducted a review of the Chief Executive Officer's performance and commended Chief Executive Officer Rex for his efforts and exceptional contributions.

The Board voted to accept and approve the recommendations and actions 1-4, 6-11 and 13. Separately, the Board voted by the required two-thirds majority to approve items 5 and 12.

BOARD OF DIRECTORS

1. The Board reviewed a proposal to allow online-only clubs to charter; this represents the second phase of the organization's online strategy. In Phase 1, established in August 2015, members were allowed online participation in clubs as long as the majority of members met in person. Phase 2 allows for online clubs where the majority of members are not in a single physical location. These clubs:
 - a. Are all undistricted.
 - b. Attend district-sponsored club officer training when available.
 - c. Are potentially mentored by members of beta online clubs.
 - d. Are not eligible to participate in any Speech Contests outside of their club other than the Taped Speech Contest.
 - e. Determine the online platform to be used.
 - f. Must begin existence as newly chartered clubs. Existing clubs may not become online clubs.

Protocol 2.0: Club and Membership Eligibility was updated and the Board unanimously voted to approve modifications to Policy 2.0: Club and Membership Eligibility (attached).

2. In August 2014, the Leader Selection and Election Committee presented recommendations to the Board that would enhance district-level election processes, practices and policies, as well as better leverage individual competencies to select the best leaders. The Board directed World Headquarters to draft the necessary policy and protocol changes and present the revisions at its February meeting. The Board unanimously voted to approve modifications to Policy 9.1: International Campaigns and Elections (attached) and the District Administrative Bylaws (attached) replacing the name of the District Nominating Committee to District Leadership Committee. Changes to Protocol 9.0: District Campaigns have been drafted to closely match the International Leadership Committee's nomination and selection process for international officer and director candidates. Changes to Protocol 9.0 will be presented at a future board meeting.



Pursuant to Policy 11.3, items contained in the minutes of this meeting were classified as "unrestricted" upon distribution of the minutes by World Headquarters, not to include any matters marked "restricted".

International President Kokocki adjourned the meeting at 1:30 p.m. on February 21, 2016.

Jennifer Quinn
Secretary/Treasurer

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

Speech Contests

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

Board of Directors Committees

1. Executive Committee

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

- E. Minutes of all Executive Committee meetings are provided to all Board members within 30 days after each meeting.
- F. The Executive Committee reviews the proposed budget for the ensuing fiscal year every November, conducts the Chief Executive Officer Performance Appraisal annually every August, reviews district formation and reformation every three years, reviews member dues at least every three years, and reviews the Toastmasters International Reserves policy annually.
- G. All signatories on Toastmasters International's corporate bank accounts, including district bank accounts, must be approved by the Executive Committee, or by unanimous written consent.
 - I. At an Executive Committee meeting, or by unanimous written consent, the committee reviews and approves a list showing, for each account, the district involved, the name and location of the financial institution, and the names of the persons to be added or removed as signatories since the prior committee meeting.
 - II. If necessary, the International President approves the addition or removal of bank signatories between Executive Committee meetings, subject to ratification by the committee at its subsequent meeting.
 - III. Replacement of a previously approved signatory is not effective until the replacement is approved by the International President, whose approval is subject to ratification by the Executive Committee.
- H. The Chief Executive Officer, Chief Operations Officer and Controller, collectively, have authority to establish and maintain Toastmasters International district bank accounts as necessary to enable districts to conduct Toastmasters business. All Board members must be notified within 30 days of the establishment of these accounts.

2. Strategic Planning Committee

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

- D. The Committee meets at such times as considered in the best interest of the organization, as determined by the International President.
- E. Strategic plans for Toastmasters International and any recommendations for action on programs proposed by the Strategic Planning Committee are reviewed annually by the Board.

3. Board Committees

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

4. Advisory Committee of Past International Presidents

- A. **The Advisory Committee of Past International Presidents is established in the Bylaws of Toastmasters International, Article VII, Section 4.** The purpose of the Advisory Committee of Past International Presidents is to submit comments and recommendations for consideration of the Board.
- B. ~~The Immediate Past International President is the chair of this committee.~~ All Past International Presidents who maintain membership in good standing are ex-officio officers of Toastmasters International and remain members of the Committee until their resignation, death, or removal from the Committee.
- C. ~~The Advisory Committee of Past International Presidents holds meetings annually during the International Convention. Special meetings are called with the written approval of the International President. The Immediate Past International President is the chair of this committee.~~ **Each year, the Committee chair briefs the International President on the duties of the**

chair and the role and processes of the Committee.

- D. ~~All Past International Presidents who maintain membership in good standing are ex-officio officers of Toastmasters International and remain members of the Committee until their resignation, death, or removal from the Committee. The Chief Executive Officer is the liaison to the **Advisory Committee of Past International Presidents Committee.**~~
- E. ~~The Chief Executive Officer is the liaison to the Advisory Committee of Past International Presidents.~~ **From time to time, the International President may seek feedback from the Committee or assign a topic to the Committee or selected Committee members for consideration and feedback to the Board.**
- F. ~~Upon request, as surveyed each year, each Committee member receives Board meeting and Executive Committee meeting minutes; copies of final agendas for the Board committees, so long as the Committee member has signed the Confidentiality Statement; links to significant updates on the Toastmasters International website including, but not limited to, newsletters and other publications; and the Chief Executive Officer's Report. The **Advisory Committee of Past International Presidents holds** meetings annually during the International Convention. Special meetings are called with the written approval of the International President.~~
- G. ~~The committee chair presents a report each February—and, at the International President's discretion, provides a report in August—for consideration by the Board.~~ **At the August meeting, the International President and Chief Executive Officer present a briefing on strategic and significant issues.**
- H. The committee chair presents a report **of the August meeting** each February—and, at the International President's discretion, provides a report in August—for consideration by the Board. **Feedback on topics being addressed by the Board may be submitted periodically.**
- I. Upon request, as surveyed each year, **Committee members for whom World Headquarters has a current Confidentiality Statement on file receive:**
 - I. Board meeting and Executive Committee meeting minutes after the minutes have been finalized by the Secretary/Treasurer and the Board and before being made public on the Toastmasters website.
 - II. A briefing document consisting of agenda items to be considered by the Board, Executive Committee and Strategic Planning Committee at its meetings. This briefing does not include personnel issues, highly confidential topics and other highly sensitive items that are excluded at the discretion of the International President.**
 - a. The briefing document is distributed prior to each meeting.**
 - b. Members of the committee provide individual feedback to the committee chair.**

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

5. Audit Committee

- A. The Toastmasters International Audit Committee acts in accordance with the California Nonprofit Integrity Act of 2004(NIA) and any subsequent or superseding statutes.
- B. The two-person Audit Committee is responsible for engaging an auditing firm according to the requirements of the NIA and upon recommendation of the Chief Executive Officer.
- C. In order to be appointed to the Audit Committee, one must be qualified to serve on the Committee based on the requirements of the NIA.
- D. When selecting Committee members, first preference is given to past international presidents.
- E. Appointments to the Committee are made between January and August of each year by the International President and are subject to the approval of the Executive Committee.
- F. Committee members are appointed to two-year terms.

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

6. International Disciplinary Committee

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

Policy 2.0

Club and Membership Eligibility

1. Club Eligibility

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

2. Club Minimum Requirements

- A. Meetings are held at least 12 times per year.
- B. Regular meetings are conducted in-person, **except when a club decides to allow a minority of its members to attend online, or when a club has chartered as an online club in which all members may attend online.** ~~Clubs may decide to allow members to attend virtually, as long as the majority of attendees meet in person.~~
- C. Members work toward communication **and leadership** awards.
- D. Members give oral manual speeches and evaluations.
- E. Members have the opportunity to develop and practice leadership skills and earn leadership awards.

3. Good Standing of Individual Members

- A. The admission of individual members to clubs is governed by Article III, Section 2 of the Bylaws of Toastmasters International. Good standing is defined in Article III, Section 8 of the Bylaws.
- B. An individual member in good standing is one whose dues have been paid by the club and received at World Headquarters by May 31 for the period of April through September and by November 30 for the period of October through March.

- C. An individual member whose dues have not been paid and received at World Headquarters is considered delinquent after the due date and remains so until

dues have been paid and received by World Headquarters, at which time the individual member is reactivated.

- D. An individual new member is in good standing as soon as the new member application and appropriate fees and dues are received at World Headquarters.
- E. A person must be an individual member in good standing to be nominated for or to serve in any office or leadership role in Toastmasters International.

4. Good Standing of Clubs

- A. Membership dues, including payment dates, amounts, and transfers, are governed by Article IV, Section 2 of the Bylaws of Toastmasters International.
- B. Admission, continuation, termination, and suspension of clubs is defined in Article III, Sections 3 and 4 of the Bylaws of Toastmasters International.
- C. A club is in good standing when it has paid its dues to World Headquarters for a minimum of eight members—at least three of whom were members of the club during the previous renewal period—by May 31 for the period of April through September and by November 30 for the period of October through March.
- D. A club whose dues have not been paid and received at World Headquarters is considered delinquent after the due date and remains so until dues have been paid.
 - I. If dues are not paid prior to the following renewal period, the club is suspended from active status, which means that all services and membership status for the club and its members are discontinued.
 - II. If dues are paid prior to the following renewal period, the club returns to good standing.
- E. There shall be no transfer of an issued charter from an inactive club to any other group.

International Campaigns and Elections

1. International Leadership Committee

- A. The International Leadership Committee (ILC) is defined and described in Article VII, Section 3, nominations are governed by Article VIII, and elections are governed by Article IX, of the Bylaws of Toastmasters International.
- B. The ILC evaluates the organization's internal leadership development program and provides recommendations for improvement to the Executive Committee.
- C. ILC members are appointed by the International President-Elect in February for term of service beginning September 1 of the same year. International officers and directors may recommend appointees.
- D. Three members of the ILC are past international presidents:
 - I. The past international president whose term as international president was completed 18 months prior to the February appointment serves as chair for one year.
 - II. The past international president whose term as international president was completed six months prior to the February appointment serves as vice-chair for one year and chair the following year.
 - III. One additional past international president is appointed by the International President-Elect to serve as a committee member for one year.
- E. Vacancies in offices held by past international presidents may be filled by any past international president, except by the Immediate Past International President.
- F. One member from each region serves a two-year term on the ILC. The member is a past international director or, if a past international director who is willing and able to serve cannot reasonably be found, a past district director.
- G. Subject to Executive Committee approval, the International President-Elect may remove a committee member (the Executive Committee may also remove a committee member), grant a committee member a leave of absence, and fill a vacancy.
- H. Region advisors, district leaders (including the immediate past district governor), and campaign managers or other lead members of an international officer or director candidate campaign team do not serve on the committee.
- I. A committee member may not be a candidate for international office for one year after leaving the ILC nor serve two consecutive terms.
- J. Committee members may be reappointed only after a two-year absence from the committee, with the exception that a vacancy of one year or less may be filled by a committee member whose full term expired within the prior two years.

- K. The ILC nominates at least one and no more than two candidates for International President-Elect, First Vice President, and International President if there is no one to succeed to that position.
- L. The ILC nominates at least two candidates for Second Vice President.
- M. The ILC nominates at least two candidates for the open international director positions with the exception that one candidate may be nominated if another willing and able candidate cannot reasonably be found.
- N. The chair of the ILC has the following duties and responsibilities:
 - I. The chair schedules committee meetings, orients new committee members, develops and communicates meeting agendas and the meeting calendar, sets expectations for communication among committee members, and ensures that committee activities are carried out in a timely and appropriate way.
 - II. The chair organizes communication with candidates, ensures candidates are given full and fair consideration, and develops the timetable and expectations for candidate interviews.
 - III. The ILC chair upholds leadership attributes and provides feedback to the Executive Committee, through the International President, regarding the ILC process and leadership development.
- O. International Leadership Committee members are fair and open-minded.
 - I. Their responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study candidate materials, review assessment results, conduct candidate interviews, review policy violations by candidates, listen to reports from other committee members, make informed decisions, suggest or recruit qualified candidates until nominations are announced, and seek ways to improve leadership development.
 - II. ILC members request reimbursement for telephone calls or other reasonable expenses within 30 days after the end of their term.
- P. International officer and director candidates may be self-declared candidates. The committee may receive names of qualified candidates or seek them out.
- Q. If a nominated candidate withdraws, the committee may nominate a replacement.

2. Candidate Assessment

- A. Each officer and director candidate's competencies will be assessed by leaders who served with them in previous Toastmasters roles. The assessment will be administered each November by a professional assessment firm.
 - I. All candidates being considered by the ILC must complete a self-assessment.

- II. An assessment will be administered each time a candidate is considered for any role.
 - III. The results will be provided to the ILC and each respective candidate. Candidates must, before receiving the assessment results, agree in writing to keep them completely confidential. Breaches of assessment confidentiality by anyone are subject to appropriate disciplinary action as a level-three campaign violation.
 - IV. The ILC Chair may discuss candidates and assessment results as appropriate with the Chair of the Region Advisor Selection Committee and Chief Executive Officer.
- B. For second vice president candidates, the assessment tool is sent to:
- I. International officers who served while the candidate was an international director
 - II. International directors who served while the candidate was an international director
 - III. The region advisor from the same region who served while the candidate was an international director
 - IV. The candidate
- C. For first vice president and international president-elect candidates, the assessment tool is sent to:
- I. International officers who served while the candidate was an international officer and international director.
 - II. International directors who served while the candidate was an international officer and international director.
 - III. The region advisor from the same region who served while the candidate was an international director.
 - IV. The candidate.
- D. For international director candidates, the assessment tool is sent to:
- I. The region advisor (or the international director if there was no region advisor), program quality director (PQD), club growth director (CGD), immediate past district governor (IPDG), district finance manager and division directors who served while the candidate was district director (DD).
 - II. The region advisor (or the international director if there was no region advisor), DD, CGD and IPDG who served while the candidate was PQD.

- III. The region advisor (or the international director if there was no region advisor), DD, PQD, IPDG and public relations manager who served while the candidate was CGD.
- IV. The candidate.

3. Nominee Selection

- A. Candidate interviews follow the timing, quantity, and schedule determined by the chair. Interviews are based on consistent interview questions developed by the committee.
- B. Committee members take into account assessment results, interviews, input from current and past leaders and other Toastmasters members, candidate materials during their selection process, and policy violations by candidates.
- C. Each ILC member votes to nominate one candidate for International President-Elect, First Vice President, and International President if necessary and two different candidates for Second Vice President.
- D. If at least one-third of the committee members requests that a second or third candidate be nominated, each committee member may vote for as many candidates as are nominated.
- E. Committee member votes are confirmed in writing.
- F. To be nominated, a candidate must receive votes from at least a majority of the committee members.
- G. The chair participates in discussions about candidates and votes for each nomination.

4. Nomination Results

- A. Once the candidates have been selected for nomination, the chair notifies nominated candidates and confirms their acceptance of the nomination. Candidates must verify their acceptance in writing to the chair.
- B. The chair notifies unsuccessful candidates.
- C. 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.
- D. All documentation, files, and reports are kept by World Headquarters for five years.

5. Schedule

Date	Action
September 1	Call for candidate declarations.
October 1	Deadline for officer and director candidates to declare intent.
October 15	Officer and Director Candidate Assessment conducted for declared candidates. Subsequent assessments shall be conducted for candidates sought by the ILC.
February 15	ILC announces officer candidates by this date, when practicable. Floor candidates for officer positions may declare intent after ILC results have been announced.
April 15	ILC announces director candidates by this date, when practicable. Floor candidates for director positions may declare intent after ILC results have been announced.
At least 60 days prior to Annual Business Meeting	ILC nominations are published in the <i>Toastmaster</i> magazine and on the Toastmasters International website.

6. Announcement of Candidacy and Distribution of Campaign Materials

- A. Candidates may submit a Letter of Intent to World Headquarters confirming their intention to run for office after the close of the Annual Business Meeting.
- I. A Letter of Intent must be on file with World Headquarters before a candidate may engage in public campaign activities. Campaign materials may not be distributed until after the close of the convention.
 - II. By signing the Letter of Intent, the candidate acknowledges having read and understood the campaign policies and takes responsibility for the conduct of supporters.
 - III. A Letter of Intent, biographical information, and a photograph must be received at World Headquarters no later than October 1 for international officer and director candidates.
- B. Eligible candidates who have not been nominated by the ILC may run from the floor at the Annual Business Meeting under Article VIII, Section 3, of the Bylaws of Toastmasters International.
- I. A Letter of Intent for the candidate must be on file with World Headquarters.
 - II. If a Letter of Intent for a floor candidate is on file, a competing nominated candidate shall be considered opposed.

7. International Campaign Communications

- A. Candidates for second vice president and international director may only visit clubs, districts, and district leaders within their declared home region.

- B. Candidates may produce, distribute and post audio, video, and electronic materials, but may not play them at district conferences or at the International Convention. Only the candidate and the candidate's representatives may distribute such materials.
- C. A campaign mailing is any message, unsolicited by the recipient, which promotes or publicizes a candidate. Candidates shall only send two mailings:
 - I. International officer candidates send the first mailing between October 1 and November 1; international director candidates send the first mailing between October 1 and December 1.
 - II. Both international officer candidates and international director candidates send the second mailing between July 1 and the election at the Annual Business Meeting.
- D. Unsolicited subscriptions to information by or about a candidate are not permitted.
- E. Communications by the district in connection with a candidate's presentation at a district conference and internal communications among campaign team members are not considered campaign mailings.
- F. World Headquarters provides contact information to a candidate only after having received the candidate's Letter of Intent.
 - I. The contact information is of the Board, region advisors, past international presidents, past international directors, immediate past district governors, district directors, program quality directors, and club growth directors.
 - II. The contact information may only be used for campaign purposes.
- G. Second vice president and international director candidates or their representatives may contact district directors, program quality directors, and club growth directors by email, no more than two times, to schedule a phone call. This email is not considered a campaign mailing and shall not contain any campaign material. However, no candidate for second vice president or international director nor their representatives may place unsolicited calls to district directors, program quality directors or club growth directors outside the candidate's district during the month of June. Calls among campaign team members are permitted.
- H. A Candidates' Corner shall be included on the Toastmasters International website. Candidate information may include a photograph, profile, website address, email address, and telephone number for contact purposes.
 - I. Information about officer and director candidates who have submitted their Letters of Intent and biographical information by October 1 are placed on the Toastmasters International website Candidates' Corner by November 1.
 - II. Information about officer and director candidates who are sought by the ILC is placed on the website as soon as practicable after receipt of the information.

- III. Only nominated candidates as determined by the ILC remain on the Candidates' Corner after the committee's report has been announced.
- IV. Floor candidates are not included in the Candidates' Corner after the Committee's report has been announced.
- I. Only nominated candidates, as outlined above, appear in the Toastmasters International Candidates' Brochure. Floor candidates do not appear in the brochure.
- J. Floor candidates have the same opportunities as nominated candidates with the exception of inclusion in the *Toastmaster* magazine, Candidates' Corner on the Toastmasters International website and in the Candidates' Brochure.
- K. A candidate may have a website to promote his or her candidacy.
 - I. It must stand alone and have its own URL.
 - II. A candidate's website may be linked or referenced only on the candidate's home club website, the Candidates' Corner on the Toastmasters International website, and in campaign mailings made by the candidate.
 - III. A blog may be included on a candidate's website. Automatic notices are allowed.
- L. A candidate may create campaign profiles on social media for the purpose of promoting his or her campaign.
 - I. Campaign profiles must be separate from existing social media profiles that the candidate has.
 - II. Candidates may link from existing social media profiles to their campaign profiles and campaign website. Candidates may link from their campaign social media profiles to their campaign website.
 - III. Candidates may not use their non-campaign profiles for campaigning. Only the campaign profile may be used.
- M. Candidate websites and social networking campaign profiles of both successful and unsuccessful candidates are removed within 10 days following the election.
- N. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites including social networking sites.
- O. A candidate may use Toastmasters trademarks on campaign materials and websites, only after the candidate's Letter of Intent and biographical information has been received by World Headquarters. Use of the trademarks on any other items requires the written permission of the Chief Executive Officer.
- P. Candidates must provide World Headquarters with a copy of or link to all distributed or published campaign materials upon or before delivery.

8. International Candidate Endorsements

- A. Photographs, audio, video, and electronic representations in all campaign material and displays, the candidate's website, and the candidate's campaign social networking profiles may be of the candidate only; no other persons are permitted. All quotes and testimonials in candidate campaign materials, displays, and on websites must have the written permission of those being quoted.
- B. District directors, program quality directors, club growth directors, region advisors, and international officers and directors must not take any action to endorse or to officially support any international officer or director candidate, including with photographs or quotes, or by placing a candidate's name in nomination. They are permitted to respond to the assessment tool and to questions from the ILC.
- C. Campaign materials for international officer and director candidates may be displayed in a Candidates' Corner at district conferences and the International Convention. Candidates or their representatives are responsible for the delivery, set-up, and removal of materials. Campaign materials may not be distributed at any other location.
- D. No candidate or candidate's representative may host a hospitality suite. A hospitality suite is defined as a room where refreshments are provided and attendance is open to any member.
- E. If a district or region hosts a hospitality suite, no candidate or candidate's representative, may give contributions or engage in political activities in the suite.
- F. A candidate may have a room for storing material and meeting with campaign workers, but the room may not be used for solicitation of votes.

9. International Campaigns in Districts

- A. International director candidates, or their representatives, may present at district events only within their region. Candidates receive equal opportunity, with allotted time defined by the district director. International director candidates may participate in other home district activities except the district **leadership nominating** committee.
- B. International officer candidates, or their representatives, do not deliver a campaign speech at district events. Unopposed international officer candidates may give an educational presentation. International officer candidates may participate in other home district activities except the district **leadership nominating** committee.
- C. District publications and websites that include information written by or about candidates must not be distributed beyond their regular distribution list. District publications and websites may not contain advertisements about candidates and may not contain articles or notices about candidates from outside the district.

10. International Campaign Violations

- A. Candidates are responsible for ensuring campaign supporters are familiar with campaign policies and understand that violation of policy subjects candidates to ramifications:
 - I. A level-one violation is a correctable, minor infraction (for example: posting a photo of someone other than the candidate on the candidate's website)
 - a. The violation is investigated by the Chief Executive Officer. If the Chief Executive Officer cannot resolve the matter, it is turned over to the Executive Committee.
 - b. The candidate is educated and informed. When the matter is resolved, there are no further ramifications.
 - II. A level-two violation is one involving the election process or a continuing violation (for example: candidate makes a promise of future board action in exchange for votes)
 - a. The Executive Committee investigates a level-two violation or assigns the investigation to Chief Executive Officer staff.
 - b. An announcement of the violation is made prior to the election. This announcement occurs at an appropriate time and place as determined by the Executive Committee or on the Toastmasters International website. A letter of censure may be issued to the candidate by the Executive Committee.
 - III. A level-three violation is one of campaign ethics (for example: candidate actively promoting the violation of Toastmasters bylaws, policy or protocol)
 - a. A level-three violation is investigated by the Executive Committee, which may delegate it to the Chief Executive Officer staff.
 - b. Ramifications may include any or all penalties for level-two violations, a request for the candidate to withdraw from the race, and, in the most severe cases, removal from good standing or other disciplinary action which may disqualify the candidate.
- B. The Executive Committee's decisions are final. A candidate may not request that the Board modify or overturn the Executive Committee's decision, nor may the candidate contact Board members for the purpose of appealing that decision.

11. International Proxies and Credentials

- A. Proxies are defined in Article X, Section 2 of the Bylaws of Toastmasters International.
- B. Annual Business Meeting proxies are available to clubs no later than July 10.

- C. When amendments to the Bylaws are to be voted on, there is a method in the proxy process for a club to indicate how it wishes its votes to be cast.
- D. A credentials chair and two vice-chairs are appointed by the International President:
 - I. The appointees are current or past Board members.
 - II. A person may be reappointed as chair after a three-year interval.
 - III. Appointees are responsible for the operation of the credentials process preceding the Annual Business Meeting.

12. International Candidates' Showcases

- A. At the International Convention, a Candidates' Showcase occurs before the Annual Business Meeting for presentations by all international officer and director candidates.
- B. Prior to the International Convention, the International President appoints directors to serve as chair and co-chair of the Candidates' Showcase. Other directors are assigned as needed.
- C. Opposed officer and all director candidates are limited to a six-minute interview. Unopposed officer candidates are limited to a three-minute interview. District leaders and Board of Directors submit questions to be asked.
- D. The presentation schedule, with the names of all nominated and known floor candidates for international office, is prepared by World Headquarters.
- E. There is no census or poll taken of the delegates at a Candidates' Showcase.

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.

District Administrative Bylaws

Article I: Authority and Title

(a) Authority

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

(b) District Title

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

Article II: Purposes

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.

Providing effective training and leadership-development opportunities for club and district officers.

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 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 mission set forth in Article II 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 District 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, to an international vice president, to an acting district director, to the Executive Director, or to 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 shall have the authority to change such boundaries, subject to the approval of the Board of Directors of Toastmasters International.

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 may further organize areas together into divisions under the supervision of division directors. Any such division of the district into 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 public relations manager, a district administration manager, a district finance manager, area directors, and may include division directors at the discretion of the district council. In addition to these officers, the district may have such other officers as the district council may provide, but Toastmasters International credit toward any educational award is limited to service as a district officer named in the preceding sentence.

(b) Elective Officers

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

(c) Other Officers

The other officers of this district shall be the public relations manager, the district-administration manager, the district finance manager, and the area director for each area. These officers may be elected or may be appointed by and serve at the will of the district director, subject to the approval of the district executive committee and confirmation by the district council. The public relations manager, the district administration manager and the district finance manager shall be eligible for re-election or re-appointment for one succeeding term only. The offices of district administration manager and district finance manager may be combined. Area directors may be elected by the area councils. Area directors shall be eligible for re-election or re-appointment for one succeeding term only.

(d) Qualifications

At the time of taking office, the district director shall have served at least six consecutive months as a club president and at least 12 consecutive months as a program quality director and club growth director or division director or a combination thereof. The program quality director and club growth director shall have served at least six consecutive months as club president and at least 12 consecutive months as a program quality director, a club growth director, a division director or an area director or a combination thereof. The

division directors shall have served at least six consecutive months as members of a district council. Insofar as practicable, the area directors shall have served as members of a district council. All district officers must be active individual members of member clubs and must be in good standing with Toastmasters International under Article III, Section 8 of the Bylaws of Toastmasters International.

(e) Term of Office

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

(f) Vacancies

A vacancy in any elective office shall be filled by the district executive committee based upon the recommendation of the district director, or upon recommendation of the highest elected district officer if the vacancy is in the office of district director. 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 governor is vacated for any reason, it shall stay vacant for the remainder of the term.

(g) Resignation or Removal

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

(h) Compensation

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

Article 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 from time to time by the Board of Directors or in the Articles of Incorporation or Bylaws of Toastmasters International, in these administrative bylaws, or in standing rules or policies adopted by the district council of this district. The authority delegated by the Board of Directors of Toastmasters International 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, but the district director shall be ultimately responsible to the Board of Directors in the exercise of his or her powers and duties. 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 presides at 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 from time to time may require. The district director shall furnish World Headquarters with such information as the Board of Directors from time to time 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 presides over 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: 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 presides over 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 members 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) Public Relations Manager

The 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 a supervisory head for 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, if applicable, the division director to the clubs in their areas. As presiding officer 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 charge 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 personal 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 from each member club in the district. These shall be the only voting members of the district council, and references made in these administrative bylaws to "members of the district council" shall mean only voting members.

(b) Authority

The district council shall serve as the administrative governing body of the district, operating with powers delegated to the district council by the Board of Directors of Toastmasters International and subject at all times to the ultimate direction of the Board of Directors and the Articles of Incorporation, Bylaws, Policies, and decisions of Toastmasters International, and these administrative bylaws. The district council shall conduct all business of the district, shall assume responsibility for the payment, with district funds, of all debts incurred in the presentation of district council meetings and other district

functions, and shall not assess or impose any financial obligation on any member club or any individual member of a club.

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

(a) Regular Meetings

The district council shall hold at least two regular meetings during each year, with the exact number and schedule of meetings to be fixed by the district council from time to time. One of the required meetings shall be called the “annual meeting,” and shall be held between March 15 and June 1. The other required meeting shall be held as soon as practical after the Annual Business Meeting of Toastmasters International, but in no event later than December 1. Notice of any regular meeting shall be sent in writing to all district council members at least four weeks prior to the date of such meeting. Both meetings shall include in their schedule educational programs or sessions for all district council members attending.

(b) Special Meetings

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

(c) Quorum

One-third of the club presidents and vice presidents education from member clubs in the district, or proxies as authorized by subparagraph (d) hereof, shall constitute a quorum for all district council meetings. In the event that any business is transacted at any district council meeting at which a quorum is not present, the action shall be deemed as valid as if a quorum were present if it thereafter is expressly approved in writing, personally, by mail, fax, e-mail, electronic transmission or other reasonable means, by the affirmative vote of a majority of the member clubs in the district on the basis of two (2) votes per club.

(d) Proxies

Either the club president or vice president education of any member club may designate, in writing, any active individual member of the club to act as a proxy for him or her at any district council meeting. In the event one of those officers is not in attendance at the meeting and has not designated, in writing, an active individual member of the club to act as his or her proxy at such meeting, the officer or proxyholder in attendance shall be deemed to hold the proxy of the other and may therefore cast two votes at such meeting. The intent of this provision is to assure that every club will be represented by two votes. No other proxies shall be valid at a district council meeting. A written proxy, to be valid at a district council meeting, must contain all the elements set forth in Toastmasters International policy and must be delivered personally, by mail, by fax, by e-mail, by electronic transmission, or by other reasonable means to the club member who will hold the proxy. The proxy holder must present the proxy in paper form (i.e., print out an e-mail) 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 proxy holder cannot transfer or assign a proxy to someone else. A valid proxy delivered to the proxy holder is revoked only if the club officer who gave the proxy takes one of the following subsequent actions: he or she destroys the proxy, cancels the proxy in writing, issues another proxy authorized at a later date, or actually attends the district council meeting.

(e) **Voting**

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

Article XI: Committees

(a) **District Executive Committee**

The district director, the program quality director, the club growth director, the public relations manager, the district administration manager, the district finance manager, the area directors, and any division directors, together with the immediate past district governor, shall be the district executive committee, which shall have all functions and powers of the district council except such powers as may be reserved by the district council to itself; subject at all times to the general direction and approval of the district council. A majority of the district executive committee shall constitute a quorum. This committee shall recommend the division of the district into areas and divisions (optional) for approval at the annual meeting. The district executive committee shall prepare a budget in the form prescribed by Toastmasters International, covering estimated receipts and expenditures for the ensuing year, and shall submit it to 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 Nominating Committee**

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

(c) **Audit Committee**

Each year the district director shall appoint an audit committee consisting of at least three individual members who are not members of the district executive committee. The reports

of this committee shall contain information in the format required by Toastmasters International. The committee shall submit an interim mid-year audit report no later than February 15. The committee shall then complete a year-end audit report for the fiscal year ending June 30. The outgoing and incoming district directors are jointly responsible for submitting this report to the member clubs and to World Headquarters by August 31.

(d) Other Committees

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

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 from time to time. 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 (July1).

Article XIII: Rules of Order

Robert's Rules of Order Newly Revised shall be the final authority on parliamentary procedure insofar as Robert's Rules do not conflict with any provision of these administrative bylaws, the Articles of Incorporation or Bylaws of Toastmasters International, policies set by the Board of Directors of Toastmasters International from time to time, 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 Executive Director 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 Board of Directors of Toastmasters International. 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 districts of Toastmasters International. The Executive Director 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 governor, the 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 Board of Directors or Executive Committee of Toastmasters International, 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 Board of Directors or Executive Committee of Toastmasters International, whichever is the next to meet after submission of a proposed amendment, shall consider the proposal at its next meeting. No proposed amendment shall become effective without the approval of the Board of Directors or Executive Committee.
- (c) Policies and standing rules applicable only to this district may be adopted by the Board of Directors of Toastmasters International, 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 or 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.