



**Minutes of the 2014-2015 Board of Directors Meeting
Las Vegas, Nevada, United States
August 10-11, 2015**

The 2014-2015 Toastmasters International Board of Directors met on August 10-11, 2015, with International President Mohammed Murad DTM, presiding. The other officers and directors present were: Jim Kokocki, DTM; Mike Storkey, DTM; Balraj Arunasalam, DTM; George Yen, IPIP, DTM; Karen Blake, DTM; Ede Ferrari-D'Angelo, DTM; Sharon Anita Hill, DTM; Tom Jones, DTM; Ross Mackay, DTM; Khaled Matlagaitu, DTM; Deepak Menon, DTM; Patrick Oei, DTM; Richard Peck, DTM; Alan Shaner, DTM; Gloria Shishido, DTM; Charlie Starrett, DTM; Joan Watson, DTM; Dennis E. Wooldridge, DTM. Chief Executive Officer Daniel Rex, Chief Operations Officer Sally Newell Cohen and Secretary/Treasurer Jennifer Quinn were also present.

BOARD OF DIRECTORS

The meeting began with reports from International President Murad and Chief Executive Officer Rex on the status of the organization.

EXECUTIVE COMMITTEE

The report of the Executive Committee was presented by International President-Elect Jim Kokocki, DTM, and covered the following items considered at its August 8-9, 2015 meeting:

1. The Committee discussed the organization's performance for the 2014-2015 program year and recognizes the tremendous efforts of members, clubs and districts around the world.
2. The Committee received updates on strategic projects, including digital strategy, club quality, district financial systems and the progress of the region advisor program, all of which will enhance and support the member experience.
3. The Committee received an update on the revitalized education program and the efforts being made related to the processes, philosophies, logistics and financial decisions that are critical to the success of the program.
4. Toastmasters International incorporated Toastmasters International Singapore Ltd. in July 2015 to enable District 80 to properly establish bank accounts and conduct transactions while legally protecting the district leaders and the organization. The establishment of this entity is the first in a prioritized list of countries being analyzed as part of the legal, tax and regulatory project that is intended to foster compliance with the legal requirements of jurisdictions where Toastmasters clubs and districts exist.



5. The Committee reviewed the progress of newly established district reformation committees in Founder's District (Southern California), District 30 (Chicago, Illinois) and District 79 (Saudi Arabia). The Committee also reviewed the status of reformations that will take effect on July 1, 2016 in District 4 (Northern California), District 42 (Alberta and Saskatchewan, Canada), District 51 (Peninsular Malaysia) and District 85 (China).
6. The Committee recommends to the Board the following:
 - a. Approve a request from Districts 59 and 95 (Continental Europe) to establish a joint reformation committee.
 - b. Approve a request from Provisional District 94 (West Africa) to amend its boundaries to include the Republic of Gabon.
 - c. Inform District 86 (Ontario, Canada) that the Board will only entertain a reformation request on or after February 2017, through a formal request by the District 86 Executive Committee. The Committee reviewed multiple correspondence from District 86 leaders regarding a potential reformation committee and does not recommend approval of the establishment of such a committee at this time.
 - d. Direct District 20 (Bahrain, Jordan, Kuwait, Lebanon, Oman, Qatar and United Arab Emirates) to establish a reformation committee and provide potential reformation plans to the Board by February 2016. Protocol 7.0: District Structure, stipulates that the Board review the status of districts with more than 240 clubs every three years, or sooner if necessary, to determine if reformation is in the best interests of Toastmasters International and the clubs.

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

BOARD OF DIRECTORS

1. The Board of Directors discussed the role of the Advisory Committee of Past Presidents (ACPP) and reviewed the Operational Guidelines the ACPP developed in 2008. The Board expressed its appreciation for the Committee's ongoing support and commitment to the organization, and supports International President Murad's efforts to further strengthen the relationship between the Board and the ACPP.
2. The Board discussed the increase in breaches of ethics and conduct, and apparent disregard for Toastmasters International's core values by leaders at the club and district levels. The Board reaffirms its commitment to upholding the values of integrity, respect, service and excellence, and its intolerance for abuse by any member or leader. It will continue discussions during the program year and develop a stronger system of values and a system to address ethical breaches by members.



3. Immediate Past International President and Chair of the Strategic Planning Committee George Yen, DTM, led a discussion on the 2015 Strategic Plan that was finalized in July 2015. One of the primary areas of focus in the new plan is Club Excellence, whereby all clubs consistently deliver on the brand promise. The most immediate initiative in support of this goal was to define that promise through a clear description of the tangible benefit an individual can expect to receive through the club experience. The Strategic Planning Committee presented three statements for the Board to consider. After discussion and deliberation, the Board approved the statement, “empowering individuals through personal and professional development” to represent the organization’s brand promise.
4. The Board discussed the inconsistency in terms relating to the status of a member or club that have caused confusion at the club level when determining a member’s status, speech contest eligibility and quorum requirements. In addition, district officers often struggle to determine club eligibility to vote at district council meetings and individual eligibility for election or appointment. The Board reviewed and approved, by the required two-thirds vote, modifications to Policy 2.0: Club and Membership Eligibility to reduce the confusion and inconsistency (attached). These changes will take effect on July 1, 2016.
5. The Board reviewed recommendations submitted by the 2014-2015 International Leadership Committee (ILC) intended to strengthen the selection and election process for international officer and director candidates. The Board unanimously voted to approve modifications to Policy 9.1: International Campaigns and Elections (attached) to address the following:
 - Candidates must agree to maintain the confidentiality of their assessment results prior to receiving them. While the assessors are anonymous, comments provided for open-ended questions can inadvertently expose the assessor’s identity. A breach of confidentiality by the candidate would result in disciplinary action as a level-three campaign violation.
 - Create a system to track and store all candidate communications for the ILC so that the Committee has complete information on which to make an informed decision about nominations.
6. The Board received reports from two committees:
 - a. Policy and Protocol Committee
The committee was tasked with conducting a complete audit of Toastmasters’ Policy and Protocol as stipulated in Policy 1.0: Governing Documents. Each policy was reviewed to ensure: clarity, accuracy, that no conflict or contradiction exists across governing documents, and that policies reflect real-world practice.

The Board unanimously voted to approve modifications to several policies and protocols (attached). The Committee also presented a series of potential changes to be considered by future Board committees.



b. Member Engagement Committee

In some parts of the world there is high engagement and high expressed desire from members to serve as leaders. In other parts of the world engagement is low; as a result clubs often struggle to attract engaged, effective leaders. The Committee conducted research to understand why members choose to become club leaders, what prevents them from becoming leaders, the attributes of successful leaders and how to identify future leaders. As a result of the research, the Committee created strategies to increase the likelihood of engagement. Its recommendations focused on increasing communication and educating members on the benefits of serving their club by:

- Articulating the value of the club leadership experience and opportunities
- Creating new marketing materials to promote the Features-Benefits-Values of club leadership
- Sharing experiences and personal and professional development as a result of engaging in club leadership
- Incorporating all leader levels into the Toastmasters Leadership Roles document
- Reinforcing the importance of club officer training
- Highlighting club leadership opportunities at district conferences

The Board unanimously voted to accept the report as presented as work in progress.

7. The District Efficiencies Committee was tasked with identifying district activities that support the mission, determining the percentage of district resources focused on these activities and identifying what percentage of districts' efforts is spent on activities that do not directly support the mission. In February 2015 the Committee presented its recommendations to increase emphasis and resource allocation of mission-focused activities in the areas of training, finance, marketing and election and selection. The Board accepted the report and directed World Headquarters to conduct research, study the feasibility and present a prioritized list and timeline for each set of recommendations at the August 2015 Board meeting. The Board reviewed and approved the project plan and timeline developed by staff.
8. In recent years, the organization has received increasing requests for the accommodation of virtual or non-in-person clubs. In August 2014 the Board directed World Headquarters to research the topic and provide its recommendations for how to proceed. The Board reviewed a two-phased approach to integrating virtual clubs.
 - a. Phase 1: Allow individuals to attend virtually as long as the majority of club members meet in person. Virtual attendees must participate through the use of live audio and video conferencing tools. Clubs that choose to allow virtual participation must determine the type of technology platform and use it at the club's expense. Club must also update the Addendum of Standard Club Options to reflect the allowance.



- b. Phase 2: Clubs that are 100% virtual will be allowed to charter. These clubs will:
 - i. Meet solely online
 - ii. Be undistricted
 - iii. Allow members to participate in the Taped Speech Contest
 - iv. Be responsible for determining the technology platform and use it at the club's expense
 - v. Participate in online club officer training with the option to attend district-sponsored club officer training

The Board unanimously voted to approve modifications to Policy 2.0: Club and Membership Eligibility (attached) to allow for virtual participation in clubs effective immediately. Policy has not been modified to allow for virtual clubs (Phase 2) at this time, but is expected by mid-2016.

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

Jennifer Quinn
Secretary/Treasurer

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

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 Executive Director, 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.
- C. Members work toward communication 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. A paid member is one whose dues have been received by World Headquarters for the current dues period. An unpaid member is one whose dues have not been received by World Headquarters for the current dues period. Unpaid members are not considered to be in good standing by Toastmasters International.~~
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. A paid member is one whose dues have been received by World Headquarters for the current dues period. An unpaid member is one whose dues have not been received by World Headquarters for the current dues period. Unpaid members are not considered to be in good standing by Toastmasters International.
- C. ~~An individual 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.~~

~~C. E.~~ **A person must be an individual An individual must be a paid** 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 considered paid and** is in good standing when **its dues have been received by it has paid its dues to** World Headquarters **for the current dues period** for a minimum of eight members—at least three of whom were members of the club during the previous renewal period—~~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, **and 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.~~

~~D. E.~~ There shall be no transfer of an issued charter from an inactive club to any other group.

PLEASE NOTE: The above changes to Policy 2.0: Club and Membership Eligibility will not take effect until July 1, 2016.

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 governor.
- 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 and no more than three candidates for Second Vice President.
- M. The ILC nominates at least two and no more than three 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 **survey 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 Chair and to each candidate.
 - IV. The ILC Chair may discuss candidates and assessment results as appropriate with the Chair of the Region Advisor Selection Committee.
- 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), lieutenant governor education and training (LGET), lieutenant governor marketing (LGM), immediate past district governor (IPDG), district treasurer and division governors who served while the candidate was district governor (DG)
 - II. The region advisor (or the international director if there was no region advisor), district governor, LGM and IPDG who served while the candidate was LGET
 - III. The region advisor (or the international director if there was no region advisor), district governor, LGET, IPDG and public relations officer who served while the candidate was LGM
 - 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, ~~and~~ 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. Candidate assessment results are only provided to the ILC and each respective candidate. Candidates must agree to maintain the confidentiality of their results before receiving them. **Breaches of assessment confidentiality by anyone are subject to appropriate disciplinary action as a level-three campaign violation.**
- D. All other candidate interview information is confidential, and the entire deliberative process of the ILC is confidential. Breaches of ILC confidentiality by anyone are subject to appropriate disciplinary action.
- E. All documentation, files, and reports are kept by World Headquarters for five years.

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.

Date	Action
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 by submitting a Letter of Intent to World Headquarters.
- 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 governors and lieutenant governors.
 - 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 governors and lieutenant governors 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 governors or lieutenant governors 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 Executive Director.
- 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 governors, lieutenant governors, 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 governor. International director candidates may participate in other home district activities except the district 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 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.
 - a. The violation is investigated by the Executive Director. If the Executive Director 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.
 - a. The Executive Committee investigates a level-two violation or assigns the investigation to the Executive Director 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.
 - a. A level-three violation is investigated by the Executive Committee, which may delegate it to the Executive Director 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. Each candidate is limited to a two-minute presentation, and the chair interviews the candidate based on questions submitted by district leaders and members of the Board of Directors.
- 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.

Governing Documents

1. Documents Defined

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

2. Policy

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

- G. Policy changes are effective upon approval by the Board unless the Board sets a later effective date.
- H. Policy is maintained on the [Toastmasters International website](#). Policy revisions are updated on the website at the earliest practicable date.
- I. The Board conducts a policy audit at least once every three years.

3. Protocol

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

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 ~~Executive Director~~ **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.
- C. Members work toward communication 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.

Ethics and Conduct

1. Standards

- A. All programs, activities, communications, and conduct of Toastmasters clubs and members shall be represented in an ethical manner, consistent with Toastmasters International's governing documents, mission, and values. Each club is responsible for the actions of its members.
- B. **If the actions of any club are in conflict with the basic principles, ideals, or standards of Toastmasters International, or if aAny Toastmasters club, area, division, district or other official group ~~that~~ violates ethics and conduct standards, they may be subject to disciplinary action up to and including suspension, and/or other appropriate action.**
- C. **If the actions of any individual member are in conflict with the basic principles, ideals, or standards of Toastmasters International, or if aAny individual member, at any level ~~who~~-violates ethics and conduct standards, the individual member may be subject to disciplinary action up to and including removal from good standing with Toastmasters International and/or other appropriate action.**
- D. Members shall not conduct or condone programs, activities, or communications which are defamatory, malicious, offensive, derogatory, damaging, false, libelous, or otherwise detrimental to the best interests of Toastmasters International. Members shall not assist, support, aid, facilitate, invite, or condone anything that interferes with the programs, proceedings, or affairs of Toastmasters International or its clubs.
- E. Each club, not Toastmasters International, is legally and practically responsible for resolving personal conduct issues within the club. Clubs are not liable for claims against the international organization and the international organization is not liable for claims against the clubs.
- F. ~~If the actions of any individual member or club are in conflict with the basic principles, ideals, or standards of Toastmasters International, the club may be subject to suspension or expulsion by Toastmasters International and/or the individual member may be subject to suspension or removal from good standing, and/or other appropriate action.~~
- G. Members in leadership roles above the club level are subject to the ultimate authority of the Board of Directors. The Board may remove a member from good standing or expel a club, under [Article III, Sections 4, 8, and 13 of the Bylaws of Toastmasters International](#). Removal of district officers is governed by [Article VII, Section \(g\) of the District Administrative Bylaws](#) and discipline of Board members is governed by [Policy 11.12](#).
- H. Matters of personal conduct within districts above the club level are resolved by district officers when possible, with assistance from World Headquarters to the extent necessary and practically possible. The ~~Executive Director~~ **Chief Executive Officer** is notified of incidents occurring above the club level and may initiate independent action to assure that proper corrective steps are being taken.

2. Nondiscrimination, Background, and Character

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

3. Harassment and Bullying

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

- A. Creating an intimidating, offensive, or hostile environment, which includes conduct, comments, or conditions of an offensive, unwelcome, or sexual nature altering the conditions under which an individual experiences the Toastmasters program is prohibited. Specifically:
 - I. Persistent singling out of a person.
 - II. Shouting or raising one's voice at a person in public or private.
 - III. Not allowing a person to speak or express himself or herself.
 - IV. Personal insults and use of offensive nicknames.
 - V. Repeated criticism of personal matters.
 - VI. Ignoring or interrupting a person at meetings.
 - VII. Spreading rumors and gossip regarding a person.
- B. Unwelcome physical contact or physical abuse such as pushing, fighting, kicking, hitting, or shoving, and threats of physical abuse, are prohibited.
- C. Inappropriate touching, lewd jokes, displaying explicit or sexually suggestive material, and repeated unwelcome requests for a sexual or dating relationship are prohibited.
- D. Unwelcome advances, requests for sexual favors, and other unwelcome verbal, written, or physical conduct, including obscene gestures, are prohibited.

- E. Making the submission to or the rejection of such conduct the basis of participation or advancement decisions is prohibited.
- F. Retaliating or discriminating against any member for reporting harassment is prohibited.

4. Whistle-blower Protection

A whistle-blower is any ~~if 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 governor, etc.)
 - I. If the individual is not satisfied with the response he or she receives, or if the next-level volunteer leader to whom the issue would be reported is the subject of the individual's concern, or the individual is otherwise uncomfortable speaking with the next-level volunteer leader, the individual may then make the complaint in writing to the ~~Executive Director~~ **Chief Executive Officer**.
 - II. If the complaint is about the ~~Executive Director~~ **Chief Executive Officer**, the individual may submit his or her complaint to the International President.
- B. International officers and directors should submit their complaint in writing directly to the International President, and if the International President is the subject of the complaint, to the ~~Executive Director~~ **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 ~~Executive Director~~ **Chief Executive Officer** or International President. The ~~Executive Director~~ **Chief Executive Officer** or International President will determine if further investigation is warranted and may recommend corrective action.

A whistle-blower who ~~does not~~ **does** make 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.

5. Political Ethics

- A. No action shall be taken—written, verbal, or otherwise—which interferes with the right of every qualified member to seek and achieve election to office at any level.
- B. No action shall be taken that interferes with the right and duty of every delegate and of every proxy holder to vote according to his or her best judgment.
 - I. No individual member, club, district, or other group shall engage in any activity or campaign by use of threats, restrictions, intimidations, deals, candidate slates, pressures, or other unethical means which might prevent or dissuade any member from competing in an election process or from exercising his or her best judgment.
 - II. No person or entity shall publish or distribute any material which contains defamatory remarks, malicious or derogatory charges, or false or libelous statements.
 - III. Except for district conferences and the International Convention, all meetings of district officers and international directors shall be confined to such activities as assist the district officers in fulfilling their responsibilities and shall not be used for political purposes.
- C. All communications and activities endorsing a candidate, either by the candidate or by supporters of the candidate, shall focus on the candidate's Toastmasters accomplishments and personal qualifications for office. Endorsements shall not be used without the permission of the endorser.
- D. No negative information about candidates is allowed in distributed written communications or in communications at an official Toastmasters meeting.
- E. All activities, publications, letters, speeches, and conduct of campaign participants shall reflect Toastmasters International's values.
- F. No member, other than the proxy signer, shall instruct any proxy holder how to vote proxies at any election.

6. Disciplinary Standards

- A. For the protection of Toastmasters International, its districts, divisions, areas, and clubs (hereafter referred to as "affiliates") and individual club members, certain standards of conduct shall be observed. Violation of these standards may be addressed by appropriate corrective, preventive, and disciplinary action, which may include removal, suspension, or progressive disciplinary action relating to the good standing of an individual member, in the good faith discretion of the Board.

- B. In determining the appropriate corrective, preventative, or disciplinary action, the Board may consider all circumstances it deems relevant including, but not limited to, the following:
 - I. The intentional misrepresentation or distortion or misleading omission by the member in dealings with or under the auspices of Toastmasters International, or any of its affiliates.
 - II. The unauthorized use of Toastmasters International property, including copyrights, trademarks, and trade names.
 - III. Threats, intimidation, coercion, or other interference with the activities of other Toastmasters individual members.
 - IV. Conduct which is disorderly or endangers the well-being of others, willful damage to property, or the illegal or improper use of Toastmasters funds while participating in activities sponsored or sanctioned by Toastmasters International or any of its affiliates.
 - V. The violation of Toastmasters International's governing documents.
- C. Violation of this Ethics and Conduct policy subjects the offending club to suspension or expulsion under [Article III, Sections 4](#) and [13 of the Bylaws of Toastmasters International](#), which may be mitigated if the club expels an offending member and/or removes the person from any club office or ends the club's own violations.
- D. Violation of this Ethics and Conduct policy subjects the individual member to suspension or removal from good standing, or other appropriate action, under [Article III, Sections 8](#) and [13 of the Bylaws of Toastmasters International](#).

7. Disciplinary Actions by the Board of Directors

- A. The Board may take disciplinary actions relating to the good standing of individual members of clubs under [Article III, Section 8 of the Bylaws of Toastmasters International](#), of delegates at large under [Article III, Section 4\(b\) of the Bylaws](#), and of clubs under [Article III, Section 4\(a\) of the Bylaws](#).
- B. Only the Board is authorized to suspend or expel a member or club from Toastmasters International. Disciplinary proceedings are governed by [Article III, Section 13 of the Bylaws of Toastmasters International](#).
 - I. The Board has discretion to decide the amount of evidence warranting issuance of a resolution and the level of detail in the resolution.
 - II. The initial resolution adopted by the Board may be modified as the Board sees fit so long as the member is notified of material changes to the resolution not less than 20 days before the hearing date.

- III. The Board may accommodate reasonable changes to the hearing date if requested by the member.
- IV. If the member does not respond to the notice and does not appear at the hearing or provide a statement, the Board may take the proposed action as of the proposed effective date.
- V. Whether the member appears at the hearing or provides a statement, the member may present testimony of witnesses but is limited to presenting evidence or arguments against the proposed action.
- VI. The Board may choose to receive certain information from witnesses confidentially and not permit the member charged to know the identity of such witnesses or to cross-examine them.
- VII. The Board decides the scope of participation allowed to any attorney representing the member and the extent to which detailed information and documents pertaining to the charges and evidence are shared with the member prior to and during the hearing.
- VIII. Toastmasters International is responsible for its own hearing costs. Translation costs are the responsibility of the member, unless the Board decides otherwise.
- IX. Once the hearing ends, the member charged and any representative is excused from the room. The Board then deliberates and votes. Toastmasters International staff and legal counsel may be present if needed. The Board may decide to impose a different disciplinary action from that proposed.
- X. Disciplinary action is effective on the proposed effective date, and continues for the period specified by the Board or until the Board restores the status of the member.
- XI. The Board may, by a majority vote, reinstate a club that has been suspended or terminated for disciplinary reasons.
- XII. In the event of a disciplinary proceeding relating to the good standing of an individual member of a club (and/or the individual's status as a delegate at large), the member's club shall have the opportunity to participate as follows:
 - a. The member's club shall be entitled to the same written notice as the individual member, including any modified notice, and the same opportunity to request a reasonable change in the hearing date.

- b. The member's club may choose to appear at the hearing or make a statement to the Board at its own cost and may present testimony of witnesses within the limits stated above.
- XIII. The Board may waive or alter provisions of this policy relating to timing, by a three-fourths vote after determining that the waiver or alteration is necessary to prevent imminent harm to Toastmasters International or any of its affiliates.
- XIV. If the member charged is a voting member of Toastmasters International as a delegate at large, under [Article III, Section 4\(b\) of the Bylaws](#) the Board may, by following the above procedure, terminate, suspend, or otherwise affect the individual's voting membership.

Protocol 3.0
Ethics and Conduct

1. Violation Reporting

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

2. Club Procedure to Discipline a Member

- A. Disciplinary actions conducted by a club relating to an individual member are addressed in [Article II, Section 7 of the Club Constitution](#). Each club is responsible for handling its own disciplinary matters following Toastmasters policy and protocol.
- B. One of the following processes applies if a club considers disciplining an individual member. This includes, but is not limited to, situations in which the International President requests that the club initiate proceedings against a particular member, and situations in which a club considers not renewing, suspending, or taking other disciplinary action regarding an individual's membership. The club executive committee determines, by a majority vote, at which level the disciplinary procedure takes place: at the club executive committee level or at the club membership level.

- C. The club president serves as chair for the disciplinary procedure. If the club president is the member charged, the next highest-level club officer serves as chair.
- D. The following describes the disciplinary procedure at the club executive committee level.
- I. The club executive committee recommends, by majority vote, membership termination or other disciplinary action.
 - II. The club executive committee then provides written notice of the proposed action and reason to the charged member.
 - III. After receiving notice, the member has 15 days to respond to the charges, either orally or in writing.
 - IV. If the member requests, the club executive committee gives the member an opportunity to appear before the committee to discuss the issue. The committee notifies the member of the date, time, and location of the meeting.
 - V. The club executive committee distributes copies of the charges and any response from the charged member to all members of the club executive committee.
 - VI. After the 15-day response time, the club executive committee votes on the proposed termination or other disciplinary action.
 - a. The club executive committee provides reasonable notice of the agenda item to the club executive committee.
 - b. The club executive committee must have a quorum present (majority).
 - c. In order to terminate membership, two-thirds of the club executive committee present and voting must vote in favor of termination.
 - VII. The charged member and club members are notified of the action taken.
 - VIII. The charged member may appeal the club executive committee's decision to the club within 15 days of the date of notice. If this occurs, the process for disciplinary action at the club membership level applies.
- E. The following describes the disciplinary procedure at the club membership level.
- I. The club executive committee recommends, by majority vote, membership termination or other disciplinary action to club members.
 - II. The club executive committee provides written notice of the proposed action and reason to the charged member and to club members.
 - III. After receiving notice, the member has 15 days to respond to the charges, either orally or in writing. If the member requests, the club gives the member an opportunity to appear before the club to discuss the issue. The club notifies the member of the date, time, and location of the meeting.

- IV. The club distributes copies of the charges and any response from the charged member to all club members.
- V. After the 15-day response time, the club votes on the proposed termination or other disciplinary action.
 - a. The club must provide reasonable notice of the agenda item to the club members.
 - b. The club must have a quorum present (majority of active members).
 - c. In order to terminate membership, two-thirds of those present and voting must vote in favor of termination.
- VI. The charged member and club members are notified of the action taken as soon as is reasonable.
- VII. There is no appeal of the club decision.

3. District Procedure to Discipline a Member

- A. Resignation or removal of a district officer is addressed in Article VII, Section(g) of the District Administrative Bylaws, which requires no advance notice, hearing, or cause for removal. The district executive committee may choose to remove a district officer summarily or follow the disciplinary process set forth here.
- B. An individual member who wishes to express concern about any ethics and conduct or other violation involving a member of the district executive committee, other appointed district official, or an individual Toastmasters member participating in district activities, may submit a written complaint containing reasonably credible information to the district governor. If the district governor is the member charged, the next highest-level district officer replaces the district governor throughout the remainder of the proceedings.
- C. If the district governor believes the member complaint to be reasonably credible, a confidential investigation must be completed within a reasonable time. The district governor discusses the findings from the investigation with the complaining member and the charged member (separately or together) in an effort to reach a mutually agreeable resolution. If a resolution is reached, the matter is closed.
- D. If a resolution is not reached, the district governor refers the matter to the district executive committee and informs World Headquarters. The district executive committee determines, by a majority vote, whether:
 - I. A disciplinary hearing takes place.
 - II. The disciplinary hearing is conducted by the district executive committee or the district council.

- E. The district governor serves as chair for the disciplinary hearing.
- F. This disciplinary procedure is followed for all district-level disciplinary hearings.
 - I. A hearing is conducted during a regular or special meeting, in person or by teleconference. All discussion and materials are subject to confidentiality restrictions determined by the committee/council.
 - II. The complaining member, the charged member, and the committee/council members are notified of the date, time, location, and format of the hearing a minimum of ~~45~~ 20 days before the hearing. The written notice shall include the proposed disciplinary action and the reason(s).
 - III. The complaining member and the charged member have the opportunity to participate in the hearing. The committee/council determines the time limit for discussions, as well as the amount of and the manner in which evidence is received, whether in person or in writing.
 - IV. The committee/council receives copies of the original complaint, the charged member's response and the results of the district governor's confidential investigation in advance of the hearing.
 - V. The charged member provides any written, physical, or other evidence (other than his or her oral testimony) to the district governor no later than 48 hours prior to the hearing.
 - VI. At the hearing, the district governor:
 - a. Confirms that a quorum is present.
 - b. Indicates the hearing is not a court of law, and that the disciplinary process is being followed as outlined in Toastmasters' governing documents.
 - c. Advises that recording of the hearing is prohibited.
 - d. States that all discussion is limited to the charges and evidence presented.
 - e. Presents findings from the confidential investigation. The findings may contain sensitive information received from the complaining member and from other witnesses confidentially, and the council/committee may choose not to permit the charged member to know their identity or to cross-examine them.
 - f. Provides the charged member with a predetermined amount of time to speak and respond to the charges.
 - g. Provides any witnesses speaking a predetermined amount of time to speak.
 - h. Excuses all parties present except the district executive committee or district council to discuss appropriate disciplinary action. The charged member shall be ~~is~~ excused, even if a member of the committee or

council. Any member of the committee or council having a family, business, or personal relationship to the charged member, if the relationship may cast doubt on the member's ability to render an impartial judgment, shall also be excused.

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

4. Recognition Program Violations

- A. The ~~Executive Director~~ **Chief Executive Officer** is authorized to delay, deny, or withdraw the granting of any recognition award, or the acceptance at World Headquarters of any documentation in support of any such award, if it appears that there were misrepresentations by or on behalf of the individual, club, area, division, or district seeking the award.
 - I. The final decision to deny or withdraw an award is the responsibility of and must be confirmed by the International President.
 - II. There is no right of appeal beyond the International President.

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

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, provisional districts, or territorial councils exist, for exclusive use by or under the authority of Toastmasters International. Trademark registration prior to territorial council or provisional district status is pursued if deemed appropriate by the ~~Executive Director~~ **Chief Executive Officer**.
- C. The ~~Executive Director~~ **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 ~~Executive Director~~ **Chief Executive Officer** determines whether trademark or other protective measures are taken with regard to such images.
 - III. Changes to any such alternate graphic image must be approved by the Executive Committee.

2. Use of Toastmasters Material

- A. Toastmasters International is promoted through the Success Communication Series, the Success Leadership Series, The Better Speaker Series, The Leadership Excellence Series, and The Successful Club Series and Youth Leadership programs, which non-members may attend.
- B. Toastmasters International's tax-exempt and nonprofit statuses are jeopardized when the organization or clubs are perceived to be in the seminar business and in competition with for-profit enterprises.
- C. In the countries where Toastmasters clubs are covered by liability insurance, the insurance is not valid for activities outside of normal Toastmasters meetings.
- D. Only the abovementioned programs are conducted outside of the club by members. For non-members, these programs are conducted only as a means to promote the club and increase membership.
- E. All programs are presented by club members acting as representatives of their clubs, thereby preserving the identity of the programs, clubs, and organization.
- F. Individuals, educational institutions, and other organizations are prohibited from deriving financial gain, directly or indirectly, from these programs, as described in [Article II of the Articles of Incorporation of Toastmasters International](#).
- G. Districts are responsible for training club leaders and for providing other training that helps clubs function more effectively and achieve their mission.
- H. While clubs occasionally conduct the abovementioned programs for other clubs, 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.

3. Membership Contact Information

- A. Members' contact information is only provided to appropriate members and officers as needed.
- B. Members' contact information is only used for official Toastmasters business.
- C. Access to members' contact information is governed by and limited to the provisions of the California Nonprofit Public Benefit Corporation Law.

4. Surveys

- A. The only entity authorized to conduct surveys of members and former members and release the results of those surveys is World Headquarters with the following exceptions:

- I. The ~~Executive Director~~ **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 ~~Executive Director~~ **Chief Executive Officer**.

Intellectual Property

1. Trademarks

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

User	Authorized	Not Authorized	Responsible
Clubs, areas, divisions, and districts	Stationery, business cards, bulletins, newsletters, electronic media, Web pages, program covers, agendas, and similar items only if directly related to and focused on the mission	Articles such as trophies, ribbons, banners, certificates, clothing or other items, except by specific, prior written authorization from the Executive-Director Chief Executive Officer	Club president, district governor
Officer candidates at all levels	Stationery, business cards, mailings, electronic media, Web pages, campaign literature, and similar items	Same as above	Candidate
Individual members and officers at all levels	Stationery, business cards, electronic media, and Web pages, solely to indicate the person’s affiliation with a club	Any personal newsletter, electronic media, bulletin, or similar item; articles such as trophies, ribbons, banners, certificates, clothing, or other items except by specific, prior written authorization from the Executive-Director Chief Executive Officer	Individual

2. Websites

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

- B. Each club website should contain the club name, meeting time and location, a contact telephone number or e-mail address, the club mission, and a link to the district website.
 - I. Club websites may not contain material irrelevant to achieving the mission of the club.
 - II. The club president is the publisher of the club website and ultimately responsible for its content.
- C. Each area and division website may also contain listings of clubs within the area or division, membership-building tips for clubs, the club and district missions, and a link to the district website.
 - I. The district governor is ultimately responsible for the content of area and division websites within the district.
 - II. Area and division websites must either be part of the district website or published on a free or donated Web hosting site and linked to and from the district website.
 - III. Websites must be transferred to the incoming district governor by July 1. If a website cannot be transferred or the incoming district governor does not want to continue its use, the page must be removed.
- D. Each district website should also contain information such as how to organize new Toastmasters clubs; membership-building tips for clubs; a calendar with information about events such as training, district conferences, and the International Convention; the club and district missions; and links to area and division websites within the district.
 - I. District websites may not contain material that is irrelevant to achieving the mission of the district.
 - II. The district governor is the publisher of the district website and ultimately responsible for its content.
- E. Region websites may also contain information such as articles and ideas to motivate the districts' achievement of goals, links to district performance information on the [Toastmasters International website](#), promotion of Toastmasters programs, the mission and vision of Toastmasters International, district and club missions, recognition for achievements or progress toward achievements of district goals, schedules and information about district visits, links to websites of districts within the region, and district conference dates and locations.

- I. Region websites may contain a list of past international presidents and past international directors showing only their home districts and years of service.
 - II. The region advisor is the publisher of the region website and is ultimately responsible for its content.
- F. Officers at all levels shall not create office-related websites separate from those of their clubs, areas, divisions, districts, or regions.
 - G. Officers may reference their Toastmasters membership and position on a personal website.
 - H. All club, area, division, district, and region websites shall include a Toastmasters International trademark acknowledgement statement as published by Toastmasters International. As the trademark owner, Toastmasters International reserves the right to determine how trademarks are used on websites.
 - I. Toastmasters websites may not include copyrighted information from Toastmasters International or any other source without the express written permission of the copyright owner.
 - J. Clubs, areas, divisions, districts, and regions may publish websites in donated space and acknowledge the donation on the website.
 - K. Clubs and districts may sell advertising space to offset costs and increase income.
 - L. Regions may sell advertising space to offset costs.
 - M. Advertising revenues may be subject to tax on unrelated business income. Clubs are responsible for any such tax implications resulting from club websites. District and regional advertising revenues may result in unrelated business income tax for Toastmasters International, and so must be reported in financial records submitted to World Headquarters, with provision made to cover any such tax from the revenues thereby generated.
 - N. Individual members may not receive any compensation to create, maintain, or host Toastmasters websites; however, normal and reasonable costs to maintain the site may be reimbursed by the club or district.
 - O. A disclaimer must be included on all Toastmasters websites as follows: “The information on this website is for the sole use of Toastmasters’ members, for Toastmasters business only. It is not to be used for solicitation and distribution of non-Toastmasters material or information.”

3. Language and Translations

- A. English is the official language of Toastmasters International.
- B. Permission to translate Toastmasters materials shall be obtained in advance from the ~~Executive Director~~ **Chief Executive Officer**.
- C. Permission is granted on a case-by-case basis and based on the following factors:
 - I. When at least 10 chartered clubs in good standing currently conduct their meetings primarily in the language being considered for translation and there is the potential to build more clubs whose meetings would be conducted primarily in that language, World Headquarters may grant permission to translate promotional brochures, the *Competent Communication* manual, the *Competent Leadership* manual, and at least two *Advanced Communication* manuals.
 - II. When at least 35 chartered clubs in good standing currently conduct their meetings primarily in that language and there is the potential to build more clubs whose meetings would be conducted primarily in that language, World Headquarters may give permission to translate the remaining materials in the New Member Kit, at least two additional *Advanced Communication* manuals and the ~~*When You are the Club President*~~ manual **Club Leadership Handbook**.
 - III. When 60 or more clubs in good standing currently conduct their meetings primarily in that language, World Headquarters may give permission to translate the remaining *Advanced Communication* ~~and club leader~~ manuals, the *High Performance Leadership* program, and other materials.
 - IV. World Headquarters determines which materials have priority for translation.
- D. Once advance written permission for translation from World Headquarters is given, the requirements for translating materials are the following:
 - I. Materials are translated, edited, and proofed by the end user or by an individual or service designated by World Headquarters.
 - II. A release form is signed by the translator to protect the organization's copyrights.
 - III. World Headquarters reserves all rights to create and distribute all translated materials.

Corporate and Community Activities

1. In addition to Toastmasters clubs and gavel clubs, the following entities are authorized to conduct the following programs:

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

2. Unauthorized activities include, but are not limited to, fundraising in cooperation with other organizations; establishing or promoting scholarships and foundations; sponsoring or endorsing a non-Toastmasters speaking contest without permission from the ~~Executive Director~~ **Chief Executive Officer**; and adapting, reprinting, or paraphrasing Toastmasters International's copyrighted materials.
3. All contact with other organizations is made by the International President, the ~~Executive Director~~ **Chief Executive Officer**, or individuals to whom authorization is delegated.

Policy 5.1
Gavel Clubs

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

functioning or continuity of a Youth Leadership program. In case of conflict between the creation of a youth gavel club and a Youth Leadership program, a Certificate of Affiliation shall not be granted.

District Structure

1. District Officers

- A. District officers and their duties are described in [Article XII, Section 3, of the Bylaws of Toastmasters International](#) and in [Articles VII and VIII of the District Administrative Bylaws](#). Districts shall not change, modify, or add to the district officer position titles nor change the function of these positions.
- B. The title “lieutenant governor” is used only for the lieutenant governor education and training and for the lieutenant governor marketing.

2. District Formation

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

District Structure

1. Club Assignments

- A. When a new club is organized, it is assigned to the district within which boundaries it meets. Exceptions are only considered with the concurrence of the district councils involved and with the approval of the Board of Directors. The assignment of a new club to an area is made by the district governor, subject to approval by the district executive committee.
- B. The transfer of the club meeting location into the geographic boundaries of another district does not change its district affiliation without the approval of the ~~Executive Director~~ **Chief Executive Officer**.
- C. Area and division organization is defined and described in [Article XII, Sections 1, 3\(b\), and 3\(e\) of the Bylaws of Toastmasters International](#) and in [Article VI of the District Administrative Bylaws](#).
- D. The best interests of the clubs and district are taken into consideration when assigning clubs to areas within districts.
 - I. Consideration is given to size and types of clubs.
 - II. Areas must consist of four to six clubs, except in special circumstances.
 - III. A district may have an area with three clubs if efforts are made to charter fourth club in the area.
- E. Districts are encouraged to assign clubs to areas based upon geographic proximity to other clubs in that area. Advanced clubs are not segregated into separate areas.
- F. The best interests of the clubs and district are taken into consideration when assigning clubs and areas to divisions. A division must have a minimum of three areas.

2. Territorial Councils

- A. The Board may create non-district administrative units called territorial councils in any undistricted territories for the purpose of forming new districts.
- B. The criteria for the creation of a territorial council is the evidence of potential growth of clubs and members in a specific geographical area within five years and the evidence of potential of at least 20 existing clubs therein for eventual district status.
- C. The clubs within a territorial council may organize an informal operating structure, electing such officers as needed to coordinate and guide a club growth program for district status. The clubs may plan and participate in training sessions, educational programs, speech contests, and other growth- oriented activities.
- D. Finances involved in the council's operation are sustained by the clubs therein.

- E. Territorial council officers are encouraged to attend district leader trainings at mid-year and in August, although Toastmasters International does not provide reimbursement for travel or expenses.

3. Provisional Districts

- A. A territorial council may apply to the ~~Executive Director~~ **Chief Executive Officer** for provisional district status when the following requirements are met:
 - I. The council has 45 or more clubs in good standing for two consecutive semiannual reporting periods.
 - II. Clubs which are council members acknowledge by written resolution an annual dues increase from the undistricted to the districted amount.
- B. Once granted provisional district status by the Board, a provisional district is entitled to administrative support from World Headquarters; official participation in the Distinguished District Program; a district reserve account; applicable membership dues income; participation in the International Speech Contest; assignment to a region; visits from international officers, directors, and/or region advisors; and travel reimbursement to official district leader training and to the International Convention.
- C. A past provisional district governor is eligible to be nominated for election to the Board.
- D. Within three years after granting provisional district status, the Board reviews the progress of the provisional district. Performance in the Distinguished District Program is considered in the decision to grant full district status.
- E. After reviewing district progress, the Board either allows the provisional district to continue to function as a district or takes such action as it considers in the best interest of Toastmasters International.
- F. When a provisional district reaches 60 or more clubs in good standing, it may apply to the Board for district status.
- G. Before becoming eligible for full district status, each newly created provisional district is required to be in operation for a minimum of nine months ending on June 30, during which time it must adopt the [District Administrative Bylaws](#); elect officers, establish an organizational structure, and subdivide itself into areas; and operate district programs in alignment with Toastmasters International's governing documents.
- H. Any authorization to operate as a provisional district continues until full district status is granted or until it is otherwise terminated by the Board.

4. Reformed or Consolidated Districts

- A. The Board reviews the status of districts with more than 240 clubs every three years, or sooner if necessary, to determine if reformation is in the best interests of Toastmasters International and the clubs.
- B. The Board may also consider consolidating a district with another district or districts if it has fewer than 60 clubs or fewer than 900 members.
- C. Any district with 200 or more clubs that wants to be considered for reformation may submit a letter of inquiry to the ~~Executive Director~~ **Chief**

Executive Officer for review with the Executive Committee. The Executive Committee provides its recommendation to the Board.

- D. If the Board approves the request or directs a reformation, the district governor appoints a reformation committee to conduct a detailed needs analysis that includes the following:
- I. Map of proposed boundaries demonstrating that the reformed districts will have no fewer than 100 clubs each
 - II. Number of clubs, club strength, growth trends, growth potential, population, education, languages spoken, and geographic influences for both districts
 - III. Reasons why the reformation is in the best interests of the members, the clubs, the districts, and Toastmasters International
 - IV. Implementation strategy
 - V. Marketing plan projecting growth and identifying key market opportunities for both districts
 - VI. Succession plan identifying qualified future leaders in both districts
 - VII. Financial projections demonstrating the anticipated income and expense for both districts
 - VIII. The needs analysis is submitted to the ~~Executive Director~~ **Chief Executive Officer** for review with the Executive Committee. The Executive Committee provides its recommendation to the Board.
- F. The year prior to reformation, the district elects a district governor, two lieutenant governors education and training, and two lieutenant governors marketing. Each reforming district will have one lieutenant governor education and training and one lieutenant governor marketing.
- G. The district with the oldest surviving club within its boundaries will retain the original district number.
- H. District records through the reformation are retained by the original district. Copies of records essential to their proper administration are furnished to the newly formed district. Separate records are kept after the reformation.
- I. Once the reformation takes place, World Headquarters distributes ~~any~~ funds in the original reserve account to the reserve accounts of the reformed districts, according to the ratio of the number of membership payments made by clubs in each reformed district in the program year immediately preceding the reformation.
- J. Funds in local district bank accounts must be divided according to the ratio of the number of membership payments made by clubs in each reformed district in the program year immediately preceding the reformation. World Headquarters shall oversee the allocation of funds at the time the bank accounts are established for the new district.
- K. At any stage of the reformation process, districts may be asked to submit a progress report to the ~~Executive Director~~ **Chief Executive Officer**.

- L. Additional reformation requirements may be determined necessary by the Board due to special circumstances.

5. District Consolidation

- A. The consolidation of a district occurs on the initiative of the Board.
- B. The Board reviews the status of districts with fewer than 60 clubs every three years, or sooner if necessary, to decide if consolidation is in the best interest of the organization.
- C. When determining whether consolidation is appropriate, factors such as the number of clubs in the district, market potential within the district, past performance, leadership, and geography are considered.
- D. If it is determined that consolidation is in the best interests of Toastmasters International and the clubs, the district is advised that it is being considered for consolidation.
- E. If the district wishes to remain a district and not be consolidated, it is given the opportunity to develop and present a growth plan to the Board. The growth plan identifies potential markets within the district and provides a specific strategy and reasonable timeline for building 60 clubs and more.
- F. If a growth plan is accepted, the Board reviews the progress of the district each year and takes what action is in the best interests of Toastmasters International and the clubs.
- G. If a district is to be consolidated, the clubs in that district are notified of the date of consolidation. The Board takes whatever action necessary to ensure that the clubs involved have the opportunity to participate in elections or speech contests conducted by the district absorbing the clubs

Protocol 7.1
District Events

1. Training

- A. All district-sponsored officer training incorporates the core content of the training programs for district and club leaders provided by Toastmasters International.
- B. Training events are included as part of the district calendar and published in district communications, including district newsletters and websites.

2. Area and Division Governor Training

- A. It is recommended that initial area and division governor training be held before the program year begins. If this is not possible, training occurs no later than September 30.
- B. Initial area and division governor training is a minimum of four hours.
- C. Area and division governors should be trained together in a central location; however, geographically large districts may train area governors by division or by divisions grouped together.
- D. Ongoing training of division and area governors is conducted at district meetings, such as district executive committee meetings.

3. Club Leader Training

- A. Districts train club leaders twice yearly: in June, July, or August and in December, January, or February.
- B. The Toastmasters Leadership Institute is the recommended method of club officer training. If the district chooses this format, it must conform to the guidelines published by Toastmasters International. The terms “university” and “college” shall not be used.
- C. All district events are training opportunities. As part of district and club leader training, districts may include educational sessions on communication and leadership for all members. District funds shall not be used to subsidize separate sessions for non-officers.
- D. Districts do not create any educational awards, including degrees, diplomas, or certifications.
- E. Districts only conduct training sessions focused on the training of club or district leaders and the achievement of the club or district mission.
- F. Districts do not compete with for-profit enterprises that deliver training programs. District-sponsored training is available only to members and their guests. These events are not open to the general public nor used as fundraising events.

4. District Executive Committee Meetings

- A. The district executive committee ensures that district leaders work to achieve the district mission.
- B. The composition and duties of the district executive committee are defined and described in [Article XI, Section \(a\) of the District Administrative Bylaws](#).
- C. The district executive committee reviews and approves the District Success Plan; approves the budget and oversees the financial operation of the district; recommends the assignment of clubs to areas and divisions; reviews recommendations and reports of district committees, including those of the audit committee; and performs any duties assigned by the district council.
- D. The district executive committee meets at least four times each year. A minimum of two meetings shall be conducted in-person or virtually. Virtual meetings occur as recommended by the district governor and agreed upon by a majority of the committee.
- E. District executive committee meeting information is included in the district calendar and in other district communications.
- F. Only those who have business before the district executive committee and have been invited by the district governor attend district executive committee meetings.
- G. Any training at district executive committee meetings focuses on achieving the district mission.
- H. At district executive committee meetings, unless noted, the following business is conducted:
 - I. The district mission is reviewed.
 - II. Roll call is taken, and a quorum is certified.
 - III. The district budget is prepared prior to the budget submittal deadline; copies of the budget are provided at or before the meeting.
 - IV. The audit committee's report is presented prior to each district council meeting; copies of the audit are provided at or before the meeting. The audit committee is governed by [Article XI, Section \(c\) of the District Administrative Bylaws](#).
 - V. Profit and Loss Statement is presented; copies of the report are provided at or before the meeting.
 - VI. Prior to the district council's annual meeting, the alignment of clubs into areas and divisions is recommended.
 - VII. The district governor's recommendations to fill any vacancies in office are approved.

- VIII. The district governor, lieutenant governors, division governors, and area governors report on the District Success Plan and Distinguished program progress.

5. District Council Meetings

- A. The district council is defined and described in [Article XII, Section 3\(c\) of the Bylaws of Toastmasters International](#) and in [Article IX of the District Administrative Bylaws](#).
- B. District council meetings are governed by [Article X of the District Administrative Bylaws](#) and by [Article XII, Section 3\(c\) of the Bylaws of Toastmasters International](#).
- C. District committee chairs and others whose participation the council requires may attend. Members attending the district conference who are not voting members of the council or their proxies may attend but do not participate in council deliberations.
- D. At district council meetings, unless noted, the following business is conducted:
 - I. The district mission is reviewed.
 - II. The credentials committee report is presented.
 - III. The audit committee report is presented.
 - IV. The district budget is adopted at the first district council meeting.
 - V. The Profit and Loss Statement is presented.
 - VI. Appointed officers are confirmed at the first district council meeting.
 - VII. The district executive committee's action to fill any vacancies in district office is confirmed.
 - VIII. The assignment of clubs to areas and divisions for the following year is adopted at the district council annual meeting.
 - IX. The nominating committee report is presented at the district council annual meeting.
 - X. Nominations from the floor are taken, and election of district officers is conducted at the district council annual meeting.
 - XI. The district governor, lieutenant governors, immediate past district governor, and public relations officer report on progress toward district goals.

6. Division Council Meetings

- A. The division council manages division activities; facilitates the achievement of club, area, division, and district goals; and helps with administrative activities, such as division contests, meetings, and training.
- B. The division council meets at least twice each year. Meetings are conducted in-person when practicable. The division governor notifies attendees at least four weeks before each meeting.
- C. Council members are the division governor, assistant division governor education and training, assistant division governor marketing, and area governors within the division.
- D. Unless noted, the following business is conducted at division council meetings:
 - I. Area plans, goals, and progress in the Distinguished Area Program are presented.
 - II. Club plans, goals, and progress in the Distinguished Club Program are presented.
 - III. The club leader training attendance report is presented.
 - IV. Plans for division events, such as training and speech contests, are made.

7. Area Council Meetings

- A. The area council manages area activities and supports each club in the area in fulfilling the club mission.
- B. The area council meets at least twice each year. Meetings are conducted in-person when practicable. The area governor notifies attendees at least four weeks before each meeting.
- C. Council members include the area governor, assistant area governor education and training, assistant area governor marketing, area secretary, club presidents within the area, club vice presidents education within the area, and club vice presidents membership within the area.
- D. Unless noted, the following business is conducted at area council meetings:
 - I. Club plans, goals, and progress in the Distinguished Club Program are presented.
 - II. Club leader training attendance reports are presented.
 - III. Plans for area events, such as training and speech contests, are made.

8. District Conferences

- A. The purpose of a district conference is to provide communication and leadership training opportunities toward achieving the district mission and to hold district council meetings.
- B. Districts may have only two district conferences each year in conjunction with the required district council meetings. The annual conference is defined in [Article XII, Section 4 of the Bylaws of Toastmasters International](#).
- C. District conference information is included in the district calendar and in other district communications.
- D. Unless noted, the following events occur at the district conference:
 - I. The district council meeting is held.
 - II. The International Speech Contest takes place at the conference in conjunction with the district council annual meeting.
 - III. Educational sessions, which focus on achieving the club and district missions, are held.

9. District Leader Training

- A. District governors and lieutenant governors have training opportunities from World Headquarters: ongoing e-learning sessions, August District Leader Training at the International Convention, and Mid-year District Leader Training.
- B. The ~~Executive Director~~ **Chief Executive Officer** establishes the training schedules, determines and coordinates training sites, assigns districts, and develops and implements training programs.
- C. Region advisors attend the in-person trainings and may participate as trainers. International Directors may also attend and participate as trainers, as needed.

District Management

1. District Records

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

2. District Conflict of Interest

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

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

3. Past Leaders

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

4. District Receivership

- A. Receivership is governed by [Article III, Section \(c\) of the District Administrative Bylaws](#).
- B. In the case of a solely financial problem, receivership may be partial and may involve placing the conduct of financial affairs directly under the control of the ~~Executive Director~~ **Chief Executive Officer** until the problem is solved.
- C. In the case of a problem regarding the officers within the district that is beyond the capability of the district council or district executive committee to resolve, a

partial or full receivership may be necessary in addition to action by the Board of Directors (or by the Executive Committee under urgent circumstances).

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

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 districted clubs is \$72, payable as \$36 semiannually.
3. The annual dues amount for members of undistricted clubs is \$54, payable as \$27 semiannually.
4. The names of the members for whom dues are paid are submitted with the dues payments.
5. A member who joins a club at a time other than in April and October pays prorated dues equal to \$6.00 per month in districted clubs, or \$4.50 per month in undistricted clubs for the period beginning with the month of the member's admission and ending with the last month of the current dues renewal period.
6. The new member fee for each new member, including charter members of new clubs, is \$20.
7. The charter application fee for a new club is \$125. New clubs pay dues six months in advance. This may result in the need to submit prorated membership dues for the subsequent dues renewal period.
8. The certification fee for a gavel club is \$50. The annual renewal fee for a gavel club is \$48, payable each November and prorated for groups requesting certification after November.
9. Club charter fees and membership dues and fees are paid by that club or an appropriate sponsoring agency, company, or group and not from district funds, or a district leader's personal funds, except when that district leader is also a president, vice-president, or treasurer of that club. Club charter fees may be paid by another club, however membership dues and fees may not.
10. The Board of Directors reviews the dues, fees, and submission processes at least every three years beginning in 2009.
11. In the event of a natural disaster or other extenuating circumstance affecting one or more clubs' ability to pay membership dues, the ~~Executive Director~~ **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.

Protocol 8.2
Fundraising

1. Guidelines

Clubs, areas, divisions, and districts may conduct fundraising activities to offset the costs of educational sessions and to further the purpose of Toastmasters International, provided certain guidelines are met, including the following:

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

2. Fundraising Activities

- A. Clubs may conduct Speechcraft, the Success Communication Series, the Success Leadership Series, The Better Speaker Series, The Successful Club Series, and the Leadership Excellence Series, and charge participants a fee that is reasonable and used to buy program materials. Areas, divisions and districts may not conduct these programs.
- B. Raffles, auctions, or sales of donated goods may be held at a club, area, division, or district event.
- C. It is acceptable to pursue advertisements or sponsorship for club and district newsletters, websites, conference programs, and events, the revenue from which is used to offset production costs.
- D. Entertainment books or diner's books may be sold.
- E. The Toastmasters name may not be used in connection with non-educational events.

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

3. Tax and Other Legal Requirements

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

District Fiscal Management

1. District 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.
 - A. These funds include the amounts available in the respective district reserve accounts.
 - B. They include \$18.00 annually computed and available at the rate of \$9.00 semiannually for each member for whom membership dues are received within the district.
 - C. They include \$1.50 per month for each member from whom prorated membership dues are received within the district, but no more than \$9.00 every six months.
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. The district governor, at least one lieutenant governor, and treasurer may jointly establish district bank accounts and shall have signatory authority on all 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.
4. Funds in district bank accounts must be available on demand. They may not be placed in any type of investment account (i.e. where the funds are at risk or the account has a maturity date).
5. 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 governor 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 governor and lieutenant governors 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.
6. The ~~Executive Director~~ **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 Funds

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

2. District Financial Records

- A. All district funds, bank statements, canceled checks, and other financial records are the property of the district and of Toastmasters International.
- B. Such funds and records are delivered to the new district treasurer or new district governor no later than July 1 of the new district program year under [Article XII, Section \(b\) of the District Administrative Bylaws](#).
- C. The outgoing district treasurer and the outgoing district governor retain copies of any records necessary to complete the district year-end audit. Any funds, statements, or other financial documents received after July 1 are given immediately to the new district treasurer or new district governor.

3. District Reserve Account

- A. During the final months of the program year, the district reserve account balance shall remain equal to or greater than 25% of that district's membership-dues income for the prior year.
 - B. District reserve accounts are only available for funds requisitions or supply orders when the following requirements have been fulfilled:
 - I. A list of all elected and appointed district leaders, the district signature form for withdrawal of district funds, a bank-provided list of authorized signers for all district accounts, a calendar of district events for the year, and changes in club assignments to areas and divisions are received at World Headquarters by July 15.
 - II. The year-end audit for the preceding district year and financial records for January 1 through June 30 are received at World Headquarters by August 31.
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- III. The district budget is received at World Headquarters by September 30.
- IV. The Profit and Loss Statement for the period of July 1 through September 30 is received at World Headquarters by October 31.
- V. The mid-year audit and financial records for the period of July 1 through December 31 are received at World Headquarters by February 15.
- VI. The Profit and Loss Statement for the period of July 1 through March 31 is received at World Headquarters by April 30.
- VII. A list of assets must be signed by the immediate past and current district governors and submitted to World Headquarters by August 31 of each year.
- VIII. Account reconciliations must be completed in the online district accounting system within 30 days of each month end.

4. Financial Controls

- A. The estimated district budget must be signed by the district governor, lieutenant governors and treasurer.
 - B. District checks must be signed by the district governor and treasurer. Checks made payable to the district governor or treasurer must be signed or approved in advance in writing by a lieutenant governor. Alternate signers are permissible only if approved by the Toastmaster International Executive Committee.
 - C. If district account signers are cohabitants, spouses, children, grandchildren, brothers, sisters, and spouses of their children, grandchildren, brothers, and sisters, their signatures or approvals must always be countersigned or approved by another approved signer who is not one of the above.
 - D. The District Profit and Loss Statement must be provided at each district executive committee and district council meeting.
 - E. The District Profit and Loss Statement must be submitted monthly to the district governor and lieutenant governors and quarterly to World Headquarters within 30 days after the end of the month.
 - F. All district expenses must be supported by receipts or documentation and be allocated to a budget line item at the time the expense is incurred.
 - G. All expense reimbursement claims must be approved by the district governor. The district governor's reimbursement claims must be approved by a lieutenant governor.
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- H. A single expenditure in excess of \$500 must be authorized in advance in writing by the district governor and at least one lieutenant governor, in consultation with the district treasurer.
- I. Itemized point-of-sale receipts are required for all reimbursements. Credit card statements and bank statements are not receipts. When no receipt is available, a detailed explanation of the expenditure is required to be considered for reimbursement. Mileage reimbursements require documentation consisting of the travel date, distance, and travel purpose.
- J. Reimbursement by a district must be made within 60 days after receipt of an authorized reimbursement request. Reimbursement requests must be made within 60 days of incurring the expense and by July 31 for expenses incurred in June.
- K. Comingling of district funds with funds in personal accounts, club accounts, or any other accounts is prohibited.
- L. District audits account for all district income and expenses. All district bank accounts and funds are included in the district budget and audits, including any accounts held at the division, area, and conference level. All outstanding liabilities and obligations are recorded as part of the mid-year and year-end audits.
- M. The financial duties of district officers and other financial controls are also set forth in [Articles III, VIII, IX, XI, and XII of the District Administrative Bylaws](#).

5. District Budget

- A. The district governor, lieutenant governors, and treasurer prepare the district budget between June 1 and August 31.
 - B. Under [Article XI, Section \(a\) of the District Administrative Bylaws](#), the district executive committee gives preliminary approval to the district budget and the district governor submits the budget to World Headquarters between September 1 and September 30.
 - C. The district executive committee presents the district budget for approval between August 1 and December 1 at the district council meeting.
 - D. The district executive committee provides copies of the budget prior to or at the district council meeting.
 - E. If the district council makes any amendments to the budget after it is submitted to World Headquarters, the amended budget is submitted to World Headquarters within 30 days.
 - F. A district's budget must match the District Success Plan.
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G. District budget expenses shall be limited as follows:

Category	Limit
Marketing	no budget limit
Communication and public relations	maximum 25 percent of total budget
Education & training	maximum 30 percent of total budget
Speech contest	maximum 10 percent of total budget
Administration	maximum 20 percent of total budget
Travel	maximum 30 percent of total budget
Other	maximum 10 percent of total budget
Conference	no budget limit*
District Store	no budget limit*
Fundraising	no budget limit**

*This category should break even

**Fundraising revenue should exceed expenses

Districts may request a one-year increase in the maximum limit for travel. The **Executive Director Chief Executive Officer** will only approve the request if it is determined that the increase is the best solution to support the district mission.

6. District Audit

- A. Between July 1 and November 1, the district governor appoints a district audit committee for the mid-year audit.
 - B. Between January 1 and February 15, the treasurer provides the mid-year Profit and Loss Statement for the period of July 1 through December 31 to the district audit committee, which presents the report to the district executive committee for approval. Once approved, the audit committee or treasurer submits the mid-year audit report and financial records to World Headquarters by February 15.
 - C. Between March 1 and June 1, at the district council meeting, the district executive committee presents the mid-year audit.
 - D. Between July 1 and August 31, the treasurer provides the year-end Profit and Loss Statement for the period of July 1 to June 30 to the district audit committee, which presents the report to the district executive committee for approval. Once approved, the audit committee or treasurer submits the year-end audit report and financial records to World Headquarters by August 31.
 - E. Between August 1 and December 1, at the district council meeting, the district executive committee presents the district audit for the prior twelve months ending June 30.
 - F. Financial records include, but are not limited to, canceled checks, bank statements, paid invoices, and cash receipts and disbursement journals.
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- G. The district executive committee provides copies of the audit prior to or at the district council meeting.
- H. The audit committee's composition, functions, and deadlines are further described in [Article XI, Section \(c\) of the District Administrative Bylaws](#).

7. Electronic Payments, Cash Advances, and Debit Cards

- A. Checks are the preferred method of payment for district obligations.
- B. Debit cards may be used as a method of payment for district obligations. Only the district governor or treasurer may use such cards. Payments made by the district governor must be authorized in advance in writing by the treasurer and at least one of the lieutenant governors. Payments made by the treasurer must be authorized in advance in writing by the district governor and at least one of the lieutenant governors.
- C. Where payment by check or debit card is not possible, electronic funds transfer or other similar forms of payments may be used. These types of transactions may only be conducted when approved in advance by the ~~Executive Director~~ **Chief Executive Officer**.
- D. Cash advances for budgeted district expenses (limit \$100) may be extended so that members need not spend personal funds on behalf of the district.

All advances must have prior written approval from the district governor and treasurer, or a lieutenant governor and treasurer if the advance is for the district governor. Receipts must be submitted to the treasurer and the advance reconciled within five business days.

8. Other District Expenses

Toastmasters International's nonprofit, tax-exempt status depends upon devoting the organization's resources to its educational and charitable mission. Districts periodically incur non-routine expenses that must be appropriately managed to preserve this status.

Expenses that are essentially personal gifts must provide no more than "incidental private benefit" and must have a reasonable relationship to activities that directly support the mission. Examples are tokens of appreciation, expressions of sympathy and modest incentives. These items are appropriate if they promote goodwill and a positive atmosphere for the delivery of the Toastmasters program, but must never be lavish or excessive.

Policies and Protocol
Protocol 8.4: District Fiscal Management

The following examples are representative of non-routine expenses, but are not all-inclusive.

Category	Examples
Tokens of Appreciation	<ul style="list-style-type: none">• Thank You cards• Flowers up to \$25• Toastmasters gift certificates• Toastmasters products• Gifts up to \$25
Expressions of Sympathy	<ul style="list-style-type: none">• Sympathy cards• Flowers up to \$25
Incentives	<ul style="list-style-type: none">• Toastmasters products• Toastmasters gift certificates• Registration (i.e., Conference, TLI)

1. Objectives

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

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

2. Asset Allocation

- A. Asset allocations are established to provide the highest probability of meeting or exceeding return objectives at the lowest possible risk.
- B. The portion of the total portfolio's market value for equities ranges from 30 percent to 65 percent; the portion for fixed income securities ranges from 20 percent to 60 percent; and the portion for cash and equivalents ranges from zero percent to 20 percent with a normal allocation of five percent.
- C. The investment returns, over a three-year moving time period, are measured against a target portfolio consisting of 50 percent equities, 40 percent fixed income securities, and 10 percent cash equivalents.
- D. The comparative returns are calculated by multiplying the percentages of the target portfolios allocated to each market by the corresponding market performance index: for equity, the S&P 500 Index or MSCI World Index as appropriate; for fixed income, Barclay's Capital Aggregate Bond Index; and for cash equivalents, three-month U.S. treasury bills.

3. Equities

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

4. Fixed Income Securities

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

5. Cash and Equivalents

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

6. Other Assets

- A. Direct investments in contracts of financial futures, commodities, and currency exchange are prohibited.
- B. Pooled equity real estate investments, Guaranteed Investment Contracts (GICs), hedge funds, market participation notes, and other structured products are purchased with the advance approval of the ~~Executive Director~~ **Chief Executive Officer** but may not exceed a combined total of 20 percent of the portfolio's market value.
- C. All such alternative investments are expected to contribute to a positive rate of return while helping to limit risk.
- D. Investments not specifically addressed by this statement are forbidden without the approval of the Executive Committee.

7. Investment Managers

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

investment policy are advisable, it is their responsibility to make recommendations on a timely basis.

8. Authority

- A. The Board of Directors, the Executive Committee, the ~~Executive Director~~ **Chief Executive Officer**, and their agents, act according to applicable laws and regulations and determine such broad principles as asset mix, acceptable levels of risk, time horizon, and anticipated rate of return.
- B. There shall be no liquidation, withdrawals, additions to, or other changes in the Toastmasters International Investments without the approval of a two-thirds vote of the Board, except as follows:
 - I. Upon the advice of the firm of investment counselors retained by the Board, the investments portfolio may be changed by the ~~Executive Director~~ **Chief Executive Officer** through the purchase or sale of securities authorized by law for the investment of charitable trust funds under the laws of the State of California.
 - II. The Executive Committee may add to the portfolio from operating funds or other available funds as circumstances dictate.
 - III. ~~If budgeted expenditures are required, the Executive Director Chief Executive Officer, with the approval of the Executive Committee, may withdraw from the investment portfolio as much as, but no more than, \$25,000.~~
- C. The ~~Executive Director~~ **Chief Executive Officer** is authorized to invest operating cash in investments that are considered by ~~invest~~ **investment** managers to be low risk or risk-free.
- D. The ~~Executive Director~~ **Chief Executive Officer** is authorized to transfer from the Ralph C. Smedley Memorial Fund to investments those funds which the investment managers consider to have a higher rate of return and to be low-risk or risk-free.
- E. Such investments are limited to money market accounts; certificates of deposit; United States Treasury bills, bonds, or notes; money market mutual funds that do not invest in speculative derivatives; and any other investment instrument recommended by investment counselors that is low-risk and is considered an appropriate investment for a not-for-profit organization.

District Campaigns and Elections

1. District Nominating Committee

- A. The district nominating committee and its timetable are governed by [Article XI, Section \(b\) of the District Administrative Bylaws](#).
- B. The district governor is not a member of the district nominating committee.
- C. One committee member, preferably a past district governor, is appointed as chair by the district governor.
- D. No committee member may be nominated or run from the floor for a district office at the election at which the committee's report is presented.
- E. Each committee member must be a member in good standing.
- F. Each division within the district is represented on the committee.
- G. Committee members participate by conference call, email, or other means of communication when distance impedes participation.
- H. No member served on the district nominating committee the previous year.
- I. International officer and director candidates, members of the Board of Directors, and region advisors do not serve on the district nominating committee.
- J. Committee members with a personal relationship with a candidate abstain from discussion and voting regarding that candidate.
- K. Committee members shall not participate in any campaign or endorse any candidate for district office.
- L. The district nominating committee interviews all known candidates for each elected position.
- M. All candidates are interviewed by at least two committee members jointly or individually.
- N. Candidates are evaluated using standard criteria the chair provides to the district nominating committee members.
- O. District executive committee members shall not take any action to endorse or officially support any district officer candidate.

2. Candidate Qualifications

- A. Candidate qualifications are defined in [Article VII, Section \(d\) of the District Administrative Bylaws](#).
- B. The district nominating committee ensures that each candidate meets the candidate qualifications, understands the duties and responsibilities of the office and is committed to fulfilling them, has the skills and abilities to perform successfully as an officer, and would accept the nomination.
- C. To be nominated or elected, all candidates for district governor, lieutenant governor education and training, lieutenant governor marketing, and division governor must sign the Toastmasters International Officer Agreement and Release Statement and provide a copy to the district nominating committee.
 - I. The district makes all reasonable effort to have all other district officers sign the statement.
 - II. All signed forms are sent to and kept at World Headquarters.

3. Selection and Voting

- A. The district nominating committee members have equal opportunity to express their perspectives during candidate selection; exercise independent judgment during the selection process, considering the experience, abilities, and qualifications of each candidate as well as the best interests of the district and Toastmasters International; and consider all candidates for each district office.
- B. The district nominating committee chair casts his or her vote along with the other members of the committee for each nomination, but does not attempt to influence the other members of the committee.
- C. Committee members cast their votes in written form, and the committee nominates one or two candidates each for the offices of district governor and lieutenant governor education and training and one or more candidates for the office of lieutenant governor marketing and all other elective district offices.
- D. To be nominated, a candidate must receive a majority vote of the district nominating committee.
- E. Nominating committee deliberations and votes are confidential and may be shared only with the district governor, World Headquarters, and the Board.

4. Committee Results

- A. Committee results are governed by [Article XI, Section \(b\) of the District Administrative Bylaws](#).

- B. The committee report, distributed to the district council, at the discretion of the district governor, includes a statement from each nominee outlining the nominee's qualifications and abilities to perform the duties of the office.
- C. The names of floor candidates are not published with the district nominating committee report or in any other district publication.
- D. The committee chair or the district governor notifies nominated candidates and reconfirms their willingness to be nominated and their commitment to fulfill the duties of office.
- E. The committee chair or district governor notifies candidates who were not nominated and advises them of their eligibility to seek office as floor candidates.
- F. Additional qualified candidates may be nominated from the floor at the district's annual meeting.

5. District Campaign Communications

- A. A campaign mailing is any message, unsolicited by the recipient, which promotes or publicizes a candidate.
- B. Communications by the district in connection with a candidate's presentation at a district conference and internal communication among campaign team members are not considered campaign mailings. Unsolicited subscriptions to information by or about a candidate are not permitted.
- C. District candidates shall only send two mailings, which are only sent to club presidents, club vice presidents of education, and members of the district executive committee:
 - I. The first mailing is sent between January 1 and March 31.
 - II. The second mailing is sent between the announcement of the district nominating committee results and the district's annual meeting.
- D. A candidate may have a website to promote his or her candidacy.
 - I. Candidates' websites may be linked or referenced only on the candidate's home club site and in campaign mailings.
 - II. A blog may be included on a candidate's website. Automatic notices are allowed.
- E. A district candidate may create campaign profiles on social media for the purpose of promoting his or her campaign.

- I. Campaign profiles are separate from any existing social media profiles the candidate has.
 - II. Candidates may link from existing social media profiles to their campaign profiles and campaign site.
- F. District candidate websites and social networking campaign profiles of both successful and unsuccessful candidates are closed down within 10 days following the election.
- G. District candidates may use the Toastmasters trademarks, including the logo and the names “Toastmasters” and “Toastmasters International,” on campaign materials and websites.

6. District Meetings

- A. District officer candidates, including floor candidates, may speak and give educational presentations at district conferences at a time other than during the district’s annual meeting. The timing of the election of district officers is set by [Article XII, Section 3\(c\) of the Bylaws of Toastmasters International](#).
- I. All candidates receive equal opportunity.
 - II. The time, place, and length of presentation are identified by the district governor.
- B. Candidates may distribute campaign materials at the district conference and display campaign materials only in the Candidates’ Corner at the district conference.
- C. Candidates may not host a hospitality suite at any district event or contribute to a district hospitality suite.
- D. At district non-election meetings, such as area and division speech contests, candidates may distribute campaign materials, display campaign materials in a Candidates’ Corner where each candidate has equal access, and be introduced as long as all candidates present are introduced.
- E. Candidates may not present at any district non-election meeting.
- F. Advertisements in district publications, such as in newsletters, at conference programs, or on websites, by or on behalf of candidates for district office are not permitted.
- G. District executive committee members shall not take any action to endorse or officially support any district officer candidate.

7. District Proxies

- A. District proxies and voting are governed by the [District Administrative Bylaws, Article X, Sections \(d\) and \(e\)](#).
- B. The district sends a credential or proxy form to each club president and vice president education 30 days before a district council meeting in the district newsletter or in the mailing announcing the meeting.
- C. The credential or proxy form must contain the district number; a description of the event; the date and location of the meeting; space for the club name and number; space for the name of the club president, vice president education, or proxyholder who attends; space for the signature of the president or vice president education authorizing the credential or proxy; and the date the credential or proxy is signed.
- D. Proxies are valid only for in-person meetings.

8. District Credentials

- A. The credentials chair is, when practicable, a past district governor.
- B. The credentials chair obtains a list of eligible clubs in good standing; a list of current district council members (club presidents, vice presidents education, and district officers eligible to vote); and ballots indicating the office being contested or sequentially numbered for each contest election.
- C. The names of nominated candidates are printed on district ballots; the names of floor candidates are not.
- D. The credentials chair ensures that no campaign materials are in the credentials area and that ballots are numbered sequentially, only issued to current district council members **or their valid proxyholders** and only for clubs in good standing, and are signed for upon receipt.

9. District Elections

- A. The district governor or a person designated by the district governor explains the election rules and procedures to the delegates.
- B. A candidate speaks on his or her own behalf. If a candidate is not present, an authorized representative may speak for the candidate.
- C. A representative speaker may not be a member of the district executive committee, a member of the nominating committee, the credentials chair, or any other meeting official, unless he or she resigns before the district's annual meeting begins.
- D. The district nominating committee chair shall present its report. In the chair's absence, the district governor designates a person to present the report. The

chair or designee announces the names of the committee members and reads the name and club number of each nominated candidate, in alphabetical order, for each of the offices of district governor; lieutenant governor education and training; lieutenant governor marketing; public relations officer, secretary, and treasurer if elected; and division governors.

- E. For each office, the district governor inquires whether there are additional nominations from the floor.
 - I. Floor candidates or, in their absence, their designees state their eligibility qualifications.
 - II. Floor candidates must be nominated by a member of the district council or their proxyholder.
 - III. Floor candidates for district governor, lieutenant governor education and training, lieutenant governor marketing, and division governor signs the Officer Agreement and Release Statement, which is sent to World Headquarters.
 - IV. When nominations are complete, the district governor declares the nominations for that office closed.
- F. The balloting for each office takes place immediately following the close of nominations for the office. The number of votes that a member may cast is governed by [Article X, Section \(e\) of the District Administrative Bylaws](#).
- G. After nominations for an office are closed, if there is only one candidate for the office, the district governor may entertain a motion to dispense with the secret ballot for the uncontested office or instruct the secretary to cast a single ballot for the candidate.
- H. The district governor informs candidates that they are expected to assign one member to assist or observe the counting of the ballots.
- I. Each election is completed and the winner announced before moving to the subsequent office.
- J. Candidates nominated for one office and not elected to the office may be nominated from the floor for subsequent offices.
- K. Any candidate who receives a majority of the votes cast is declared elected. In the event no candidate receives a majority of the votes cast for a contested office, voting continues with the use of special ballots and without the name of the candidate receiving the fewest votes. Such procedure continues until one of the candidates receives a majority of the votes.

- L. Upon adjournment of the district's annual meeting, all election results are final. Results of the election are displayed in the registration area as soon as possible following adjournment of the meeting.
- M. All proxies and ballots are retained for 24 hours following the close of the meeting for review only by the district governor or district credentials chair, as necessary, and immediately thereafter destroyed by the district governor or the district governor's designee.

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 governor.
- 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 and no more than three candidates for Second Vice President.
- M. The ILC nominates at least two and no more than three 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 survey results, conduct candidate interviews, 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 ~~Chair and to each candidate and each respective candidate.~~ **Candidates must, before receiving the assessment results, agree in writing to keep them completely confidential.**
 - 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), lieutenant governor education and training (LGET), lieutenant governor marketing (LGM), immediate past district governor (IPDG), district treasurer and division governors who served while the candidate was district governor (DG)
 - II. The region advisor (or the international director if there was no region advisor), district governor, LGM and IPDG who served while the candidate was LGET

- III. The region advisor (or the international director if there was no region advisor), district governor, LGET, IPDG and public relations officer who served while the candidate was LGM
- 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, and candidate materials during their selection process.
- 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. ~~Candidate assessment results are only provided to the ILC and each respective candidate. Candidates must agree to maintain the confidentiality of their results before receiving them.~~
- DC.** 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.
- ED.** All documentation, files, and reports are kept by World Headquarters for five years.

5. Schedule

Date	Action
September 1	Call for candidate declarations.

Date	Action
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 **by submitting a Letter of Intent to World Headquarters**.
- 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 governors and lieutenant governors.
 - 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 governors and lieutenant governors 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 governors or lieutenant governors 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 ~~Executive Director~~ **Chief Executive Officer**.

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 governors, lieutenant governors, 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 governor. International director candidates may participate in other home district activities except the district 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 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 ~~Executive Director~~ **Chief Executive Officer**. If the ~~Executive Director~~ **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 the ~~Executive Director~~ **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 ~~Executive Director~~ **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. ~~Each candidate is limited to a two-minute presentation, and the chair interviews the candidate based on questions submitted by district leaders and members of the Board of Directors.~~ **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.

International Elections

1. Annual Business Meeting

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

- L. Any candidate nominated by the ILC may withdraw from such nomination at any time after the committee's report is read and before the nominations are closed for the office to which the candidate has been nominated, and may be nominated from the floor for any other office for which nominations are still open.
- M. The International President asks if there are any additional nominations from the floor for any of the officer positions, as permitted by [Article VIII, Section 3 of the Bylaws of Toastmasters International](#). When all such nominations are completed, the International President declares the nominations for the officer positions closed.
- N. After all officer nominations are closed, if there is only one candidate for any office, the International President entertains a motion under [Article X, Section 6 of the Bylaws of Toastmasters International](#) to dispense with the secret ballot for such uncontested office and to instruct the secretary to cast a single vote for the candidate for each such office.
- O. Each opposed officer candidate is entitled to a two-minute speech.
 - I. The speeches are delivered in alphabetical order by office, commencing with the highest contested office.
 - II. Each speech is delivered from the platform by the candidate, except when a candidate is not in attendance, in which case the speech is given by the candidate's representative.
- P. Balloting in elections is governed by [Article IX, Section 3 of the Bylaws of Toastmasters International](#).
- Q. Nominations for directors commences after the voting for officers is complete and the results have been announced.
- R. The International President or the person designated by the International President reads the names, cities, and districts of the director candidates.
 - I. The announcement order is the lowest numbered region to the highest-numbered region.
 - II. The International President asks if there are additional nominations from the floor, as permitted by [Article VIII, Section 3 of the Bylaws of Toastmasters International](#), and reminds the delegates that no candidate may be nominated unless such candidate consents to such nomination and meets all other requirements.
 - III. After all nominations are presented, The International President declares the nominations for director candidates closed. followed by two-minute speeches by each opposed candidate (or a candidate's representative, if a candidate is not in attendance).

- IV. If any candidate is unopposed, the International President entertains a motion under [Article X, Section 6 of the Bylaws of Toastmasters International](#) to dispense with the secret ballot for any uncontested office and to cast a single vote for any unopposed candidate.
- S. The International President is advised before the election of the names of the candidates. This rule does not preclude nominations from the floor without advance notice to the International President.
- T. When the names of the candidates are announced, they are displayed to the delegates.
- U. Before votes for directors are cast, the International President announces that the election is by majority vote for each contested directorship.
- V. Votes are cast and counted. In the event no candidate receives a majority of the votes cast for any one or more of the contested directorships, voting continues as prescribed in [Article IX, Section 3 of the Bylaws of Toastmasters International](#).
- W. After each count is calculated, the supervising director verifies the count and provides the results to the International President or Parliamentarian.
- X. The official final report, containing all election results, is completed, using a form provided by World Headquarters, by the supervising director and delivered to the International President or Parliamentarian.
- Y. Final results are posted publicly at the meeting site and broadcast electronically to the membership following adjournment of the meeting.

2. Special Membership Meeting

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

3. Voting by Mail

- A. The circumstances for holding an election by mail vote are stated in [Article IX, Section 4 of the Bylaws of Toastmasters International](#). As permitted by the California Nonprofit Public Benefit Corporation Law, mail votes may be conducted by electronic transmission in compliance with [Article XIII, Section 9](#) of the Bylaws of Toastmasters International.
- B. The Board decides—by majority vote at a Board meeting or by unanimous written consent—that circumstances warrant election of officers and directors

by mail vote of the membership.

- C. In the case of any election by mail vote of the membership, the Board sets the record date for purposes of determining which members are entitled to cast votes. The record date is not more than 60 days before the day on which the first written ballot is mailed or solicited. The members otherwise entitled to vote as of the close of business on such record date are entitled to vote in the election.
- D. The Board determines the means by which and the date on which ballots are distributed to those members entitled to vote in the election.
- E. The Board sets a reasonable date by which ballots must be received at World Headquarters to be counted in the election.
- F. The Board sets a reasonable date for completion of the nomination procedures described in [Article VIII, Sections 1, 2, and 3 of the Bylaws of Toastmasters International](#) allowing adequate time for the preparation of ballots and the solicitation and inclusion of candidate statements, as well as the reasonable equivalent of floor nominations.
- G. The Board appoints an election committee consisting of the corporate secretary-treasurer and two other persons to be responsible for the conduct of the election.
 - I. The committee has the powers given to inspectors of elections in the California Nonprofit Public Benefit Corporation Law and is otherwise governed by that law.
 - II. The Board and World Headquarters provide all reasonable assistance to the committee.
- H. The election committee determines the minimum number of votes to be received (quorum) by the date set by the Board for a valid election to take place. Quorums are defined in [Article XI, Section 1 of the Bylaws of Toastmasters International](#).
- I. The Board reviews and approves a form of written ballot and the accompanying solicitation letter to members from the Board.
 - I. The ballot states that it concerns the annual election of officers and directors in lieu of elections normally held at the Annual Business Meeting.
 - II. The ballot specifies, for each contested position, the names of each candidate validly nominated for that position and provides space for the member to vote for, vote against, or abstain from voting with respect to each candidate. No space for write-in candidates shall be provided.
 - III. The ballot explicitly states that if a member specifies a choice, the member's vote is cast accordingly.

Policies and Protocol
Protocol 9.1: International Elections

- IV. In addition to any instructions or recommendations from the Board relating to the written ballot, the solicitation letter accompanying written ballots to be sent to members states the date by which written ballots must be received by World Headquarters in order to be counted and the minimum number of responses to be received to meet the requirement for a valid vote.

- J. If, after the close of nominations, only one person is nominated for a position, the election committee declares the person nominated and qualified to have been elected without further action.

- K. The election committee notifies each validly nominated candidate in a contested election of the opportunity to submit a written statement, of no more than 500 words, to communicate to members the nominee's qualifications and reasons for seeking office and to solicit the vote of the members.
 - I. The notice specifies a reasonable deadline for the candidate's submission of this statement to the committee.

 - II. Any candidate's statement not received by the committee, at the address stated in the notice, by the deadline, is not distributed to members with the written ballot.

 - III. World Headquarters responds to all communications requests from nominees in accordance with the California Nonprofit Public Benefit Corporation Law.

- L. On the date specified by the Board, the election committee causes written ballots and any accompanying materials—including the text of all valid candidate statements received, presented with equal prominence—to be distributed in the manner specified by the Board to every member entitled to vote in the election.

- M. Promptly after the due date, the election committee determines whether enough votes have been received to constitute a valid election.
 - I. If so, the election committee counts the votes, and the candidate receiving the number of votes required by [Article IX, Section 3 of the Bylaws of Toastmasters International](#) shall be declared elected.

 - II. If three or more candidates are nominated for an office, the ballot may be constructed so as to provide further choices for members to make in the event that one candidate does not receive a majority of the votes cast, in order to achieve a reasonable equivalent to the balloting process set forth in [Article IX, Section 3 of the Bylaws of Toastmasters International](#).

- N. In the case of a tie, the winner is selected by lots.

- O. In counting votes, any ballots marked "withhold," "abstain," or otherwise indicating that the vote is withheld, is not cast for or against any candidate in that contest.

- P. The committee certifies in writing, under penalty of perjury, the results of the election to the Board and the members.
- Q. Those elected take office immediately upon the certification of their election.
- R. Ballots, once delivered to World Headquarters, may not be revoked.

Policy 10.0
Region Advisors

1. Region Advisor (RA) Selection Committee

A. The RA Selection Committee is composed of:

- I. One international officer, who serves as chair, appointed by the International President.
- II. Two international directors appointed by the International President. Each member will serve a two-year term. For each year, one member will be a first-year international director and one will be a second-year international director.
- III. Six past RAs appointed by the International President-Elect with the approval of the Executive Committee. Potential committee members may either self-identify or be identified by the International President-Elect.

~~IV. a. Applicant selection will be informed by the results of district leader evaluations of each person's service as RA. District leader evaluations of each RAs service are used when selecting past RAs to serve on the committee.~~

~~V. The RA Selection Committee Chair may discuss candidates and assessment results as appropriate with the International Leadership Committee Chair.~~

~~VI b.~~ Past RAs serving on the RA Selection Committee are required to follow the confidentiality standards of the Board of Directors.

2. Selection

A. Each year, one RA per region will be appointed by the Board of Directors, after considering applicants recommended by the RA Selection Committee.

B. Applicant Assessment

- I. Each RA applicant'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. The results will be provided to the RA Selection Committee and to each **respective** applicant. ~~An assessment will be administered each time an applicant is considered~~ **Applicants must, before receiving the assessment results, agree in writing to keep them completely confidential.**
- II. ~~The RA Selection Committee Chair may discuss candidates and assessment results as appropriate with the International Leadership Committee Chair~~ **and Chief Executive Officer.**

~~III.~~ The assessment tool is sent to:

- a. The international director, region advisor (if there was a region advisor), lieutenant governor education and training (LGET), lieutenant governor marketing (LGM), immediate past district governor (IPDG), district treasurer and division governors who served while the applicant was district governor (DG)
- b. The international director, region advisor (if there was a region advisor), district governor, LGM and IPDG who served while the applicant was LGET
- c. The international director, region advisor (if there was a region advisor), district governor, LGET, IPDG and public relations officer who served while the applicant was LGM
- d. The applicant

3. Position

- A. RAs support district leaders in their efforts to fulfill the district mission. Specifically, the RA:
 - I. Provides marketing support and expertise that expands the districts' capacity to grow clubs and grow membership.
 - II. Leverages their experience and success as a Toastmasters leader to help the district governor and lt. governors develop as leaders, identify future leaders and create a succession plan.
 - III. Coaches the district leaders to achievement by assessing each District Success Plan and mentoring to optimize individual performance.
 - IV. Establishes a trusting relationship through frequent and consistent communication.
- B. RAs are members in good standing who have served 12 consecutive months as a district governor-
- C. RAs report to the International President through World Headquarters.
- D. RA vacancies are filled by the International President, with ratification by the Executive Committee, to complete the remainder of the term. The International President may grant a temporary leave of absence in appropriate circumstances.

4. Term of Service

- A. The RA term lasts for 15 months: April 1 through June 30 of the following year. RAs must apply for each term and may serve no more than two consecutive terms. There is no limit on nonconsecutive terms.
 - B. An RA may not campaign for, be elected to, or be appointed to any district office or role while serving as an RA.
-

- C. An RA may not be, or campaign on behalf of, an international officer or director candidate while serving as an RA. An RA may not stand for election at the Annual Business Meeting in the same year in which their RA term ends.
 - D. An RA may resign in writing to the ~~Executive Director~~ **Chief Executive Officer** or the International President.
 - E. An RA may be removed from service at any time, with or without cause, by the Executive Committee.
-

Region Advisors

1. Region Advisor Expenses

- A. RAs may facilitate sessions at the August and the Mid-year District Leader Training and receive reimbursement from World Headquarters:
 - I. World Headquarters reimburses the RA for round-trip public transportation costs at the lowest rate between the passenger terminal and the training site. Transportation between the RA's origination point and the passenger terminal is not reimbursed.
 - II. World Headquarters reimburses the RA for motor vehicle transportation by the most direct route to the training site; reimbursement may not exceed the lowest airfare rate. Mileage is reimbursed at the current business standard mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service
 - III. World Headquarters provides hotel accommodations, including applicable taxes, for the number of nights required for attendance at training events. Incidental expenses and all additional nights' lodging are the responsibility of the RA.
 - IV. Each RA receives a per diem of \$30 for each day that event attendance is required.
- B. RAs may conduct district visits, participate in corporate visits, and attend other district events, with approval by the International President, and may receive reimbursement from World Headquarters:
 - I. World Headquarters reimburses the RA for round-trip public transportation costs at the lowest rate between the passenger terminal and the event site. Transportation between the RA's origination point and the passenger terminal is not reimbursed.
 - II. World Headquarters reimburses the RA for motor vehicle transportation by the most direct route to the event site; reimbursement may not exceed the lowest airfare rate. Mileage is reimbursed at the current business standard mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service

- III. World Headquarters reimburses hotel accommodations, including applicable taxes, for the number of nights required for attendance at events. Incidental expenses and all additional nights' lodging are the responsibility of the RA.
 - IV. Each RA receives a per diem of \$30 for each day that event attendance is required and is reimbursed for registration.
- C. To request reimbursement, RAs submit an itemized list of expenses, accompanied by receipts, within 30 days. Expenses are subject to the approval of the ~~Executive Director~~ **Chief Executive Officer**.

Board of Directors

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

Board of Directors Meetings

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

- I. The International President may prepare Board and committee topics in consultation with the Executive Committee. The International President informs all Board members of Board and committee assignments at the time topics are assigned.
- J. During discussions, Board members may ask questions of the committee members.
4. The ~~Executive Director~~ **Chief Executive Officer** provides Board meeting minutes to the Board within 60 days after each Board meeting. Prior to distribution, the International President, International President-Elect, and legal counsel, if necessary, review the meeting minutes.
5. The ~~Executive Director~~ **Chief Executive Officer** provides Executive Committee meeting minutes to the Board within 30 days after each Executive Committee meeting. Prior to distribution, the International President, International President-Elect, and legal counsel, if necessary, review the meeting minutes.
6. The Board may receive suggestions for Board agendas from the International President, the ~~Executive Director~~ **Chief Executive Officer**, Board committees or any Toastmasters member.
7. The final meeting agenda and information is developed by the ~~Executive Director~~ **Chief Executive Officer**, subject to the approval of the International President, and includes background information on each agenda item for the Board's study or review.
8. In Board deliberations, each Board member has the opportunity to present his or her opinion.

Board of Directors Expenses

1. The Board may receive reasonable reimbursement for communications, postage, and stationery expenses incurred in ~~connection with~~ the conduct of their duties.
2. To request reimbursement, Board members must submit an itemized list of expenses, accompanied by receipts, within 30 days. Mileage reimbursements require documentation that includes the travel date, distance traveled and travel purpose. Expenses are subject to the approval of the ~~Executive Director~~ **Chief Executive Officer** or the International President.
3. World Headquarters reimburses the travel expenses of the Board for the mid-year ~~and August~~ district leader training sessions, Board meetings and Executive Committee meetings, district visits, and International Convention as follows:
 - A. Round-trip airfare and up to \$50/per segment to secure a seat. International Officers may receive business class airfare when traveling more than three time zones or more than 8 hours total flight time.
 - B. Other public transportation (coach or discount) or mileage. Mileage is reimbursed at the current business standard mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service by the most direct route.
 - C. Public transportation, shuttle, ~~or taxi~~ **or mileage (which must be accompanied by authentication documentation)** to and from the Board member's home and to and from the passenger terminal to the event up to \$50 each segment.
 - D. Hotel accommodations, including applicable taxes, and internet usage fees up to \$15 per day, for the number of nights in attendance at the event plus any additional days requested and agreed to in advance by World Headquarters and the district, and the officer or director for marketing visits. Additional room nights are at the Board member's expense.
 - E. A per-diem allowance of \$30 for the days when event attendance is required plus two travel days. Additional per diem allowance for any additional days spent conducting marketing visits agreed to in advance by World Headquarters and the district, and the officer or director. Incidental expenses such as, but not limited to, magazines, food (including room service), entertainment, and fuel are not reimbursable.
 - F. District conference registration when not provided by the district.
4. In addition to the expenses listed above, the following reimbursements apply for the International Convention:
 - A. Continuing and departing international officers and directors receive one complimentary convention registration and one complimentary ticket to each of the official meal functions and speech contests, if ticketed separately.

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

1. Each document provided to directors in connection with Board business (“item”) shall be appropriately classified Highly Confidential, Restricted, or Unrestricted:
 - A. Items classified as Highly Confidential may not be copied, shown to, or discussed with anyone except members of the Board and those employees, agents or members of the corporation authorized by the ~~Executive Director~~ **Chief Executive Officer** to receive the information.
 - B. Examples of Highly Confidential items include materials containing attorney-client communications, personnel and disciplinary matters, background documents, draft agendas, draft policies, and other reports, budgets and information prepared for the Board.
 - C. Items classified as Restricted may not be copied, shown to or discussed with anyone except members of the Board, those employees, agents or members of the corporation authorized by the ~~Executive Director~~ **Chief Executive Officer** to receive the information, and those past members of the Board who have agreed to receive such information in confidence.
 - D. Examples of Restricted items include final committee and Board agendas, Executive Committee minutes, portions of Board minutes, and matters submitted to the Advisory Committee of Past Presidents.
 - E. Items classified as Unrestricted have no limitation on distribution or discussion. Directors, officers, employees, and agents of the organization are to use good judgment and discretion when handling such information.
 - F. Examples of Unrestricted items include Board-approved policies (though they may have been classified Highly Confidential or Restricted at an earlier stage), minutes of the Annual Business Meeting, and most items in Board meeting minutes. Some matters contained in Board meeting minutes may remain Highly Confidential or Restricted.
 - G. Board materials may be deemed Unrestricted, except for those items classified as Highly Confidential or Restricted.
2. Each item the ~~Executive Director~~ **Chief Executive Officer** prepares is tentatively classified. In some instances, a page or attachment may be classified differently from the rest of the item. After consultation with the ~~Executive Director~~ **Chief Executive Officer**, the International President may change the tentative classification of an item.
3. An item may be classified Highly Confidential or Restricted until a specific time, after which the item becomes Unrestricted. All those receiving such an item in confidence are to observe the restriction until the agreed time.

4. If someone receiving Highly Confidential or Restricted information believes it would serve the best interests of the organization to disclose the matter to, or discuss it with someone outside of the restricted group, that person may request, **in writing**, approval from the ~~Executive Director~~ **Chief Executive Officer** to do so. **Said approval shall be given in writing.**
5. The Executive Committee may change a classification made by the ~~Executive Director~~ **Chief Executive Officer** or by the International President.
6. The Board may change a classification made by the ~~Executive Director~~ **Chief Executive Officer**, the International President, or the Executive Committee.
7. In all cases, the Board has the ultimate responsibility for establishing the level of confidentiality to be maintained, observing the requirements of applicable law.
8. Once a year, the ~~Executive Director~~ **Chief Executive Officer** sends a notice to all former Board members currently receiving Board materials giving them the option to continue receiving Board materials, including Restricted items which they must agree to keep confidential. Only those past Board members responding in writing that they wish to receive such materials subject to the confidentiality restriction, by signing the Confidentiality Statement, are sent such materials, until the following annual notice is sent to them.
9. If a document distributed to past international presidents, past international directors, or district governors contains Highly Confidential material, such items are redacted or deleted in order to preserve confidentiality.
10. At Board briefings, which are open to members of the organization, the Board briefs the audience on such items as the Board selects, and any mention of Highly Confidential or Restricted items is made in a manner which does not compromise the confidentiality of those items.
11. In addition to a Highly Confidential or Restricted classification, an item or a portion of an item may be marked “confidential attorney-client privilege” when the material contains or reflects a matter communicated between the organization and legal counsel in confidence. Disclosing such matters to others may result in a waiver of privilege, causing the organization to lose the protection of the privilege in the event of litigation.
12. Specifics of Board deliberations, including how individual directors voted, are Highly Confidential. If a member of the board votes on an Unrestricted item and wishes that vote be disclosed, that vote may be made Unrestricted.
13. **Board members may discuss what committees the Board is working on but may not share which committee he/she is participating in unless it involves asking questions as a committee assignment.**
- 13.14. A breach of confidentiality must be immediately reported to the ~~Executive Director~~ **Chief Executive Officer** who reports it to the International President.

- 14.15. The Board minutes and other corporate records of Toastmasters International open to inspection by voting members of Toastmasters International (delegates at large and authorized representatives of member clubs), under [California Corporations Code Section 6333](#), are limited to Unrestricted materials and only those Highly Confidential and Restricted materials that the ~~Executive Director Chief~~ **Executive Officer** determines may be inspected for a purpose reasonably related to such person's interests as a member.

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\(a\), 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 ~~Executive Director~~ **Chief Executive Officer** and supervises the performance and position of the ~~Executive Director~~ **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 ~~essentially~~ **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 ~~Executive Director~~ **Chief Executive Officer** Performance Appraisal annually **every August**, reviews district formation and re-formation 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 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.
- 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.
- 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.
- E. The ~~Executive Director~~ **Chief Executive Officer** is the liaison to the Advisory Committee of Past International Presidents.

- 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 ~~Executive Director's~~ **Chief Executive Officer's** Report.
- 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.

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 ~~Executive Director~~ **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.

Board of Directors Visits

1. The purposes of international officer and director visits are to meet with Toastmasters members and leaders and with business and community leaders, represent the organization at district events, and publicize Toastmasters International through media.
2. International directors may visit each district within their region during their term.
3. ~~International officers may visit districts as specified in the chart below.~~ **International officer visits to districts are scheduled every six years or more frequently if deemed necessary by the International President.**
4. International directors, **in collaboration with district leaders and World Headquarters**, prepare a proposed district visit schedule, and ~~send~~ **submit** it to the **Chief Executive Officer and** International President for approval. **International directors should not commit to a visit until approval has been received.**
5. ~~International directors prepare a proposed district visit schedule, and send it to the International President for approval.~~ Districts must accept visits by either an international officer or director. **Districts will be notified of scheduled visits by email and a subsequent conference call with the district leaders, international officers or international directors and World Headquarters to discuss expectations.**
6. When determining what visits to make and if they require approval ~~from the International President~~, ~~please~~ refer to the chart below.

Home Club visits/meetings within the officer/director's region	A visit may can be made to any club at any time as a member.
Clubs visits /meetings or groups of clubs outside the officer/directors' region	A visit may can be made with the International President's approval; must specify if participating as an International Director/Officer or member. The officer/director must notify the International President as to the nature of the visit.
Area and Division events within the officer/director's region	A visit may can be made at any time as a member. with the International President's approval; must specify if participating as an International Director/Officer or member.
Area and Division events outside the officer/director's region	A visit may can be made with the International President's approval; must specify if participating as an International Director/Officer or member. The officer/director must notify the International President as to the nature of the visit.

<p>Home district visits (including conferences, club or district officer training, District Executive Committee meetings or other events)</p>	<p>A visit may can be made with the International President's approval at any time as a member.; must specify if participating as an International Director/Officer or member. The officer/director must notify the International President as to the nature of the visit.</p>
<p>District visits outside the officer/director's region</p>	<p>A visit may can be made with the International President's approval; must specify if participating as an International Director/Officer or member. The officer/director must notify the International President as to the nature of the visit.</p>

International President

1. The role of the International President is defined in [Article VI, Section 4 of the Bylaws of Toastmasters International](#).
2. The International President is the chief elected officer of the corporation.
The International President is elected only in cases described in Bylaws of Toastmasters International, Article III, Section 11(a).
3. The International President is accountable to the Board for the proper performance of duties.
4. The International President is authorized to direct and coordinate the activities of the Board committee chairs except as limited by the [Bylaws](#) or orders of the Board.
5. The International President is authorized to lead the Executive Committee and the ~~Executive Director~~ **Chief Executive Officer** in the performance of their duties and allocate such duties as needed.
6. The International President is authorized to work closely with the ~~Executive Director~~ **Chief Executive Officer** in the accomplishment of strategic objectives.
7. The International President is authorized to represent Toastmasters International and the Board as official spokesperson in corporate and community relations.
8. The International President is authorized to make expenditures to further public relations without further approval by the Board, within the limits of amounts budgeted for that purpose. **The International President shall present a report to the Board of these expenditures at its following meeting.**
- ~~9. The International President is authorized to appoint special officers and committees for the conduct of the Annual Business Meeting and prior to it.~~
- ~~10.9.~~ In the occurrence of any circumstance or event, other than resignation or death, which limits full service or affect expense allowance entitlements of any member of the Board, the International President may, after investigation, recommend to the Executive Committee any advisable action.
- ~~11.10.~~ The International President may only sign contracts, agreements, or other documents on behalf of the corporation, at the request of the ~~Executive Director~~ **Chief Executive Officer** or as authorized by the Board.

International President-Elect

1. The role of the International President-Elect is defined in [Article VI, Section 5\(a\) of the Bylaws of Toastmasters International](#).
2. The International President-Elect is the financial review officer of the Board of Directors.
3. The International President-Elect is responsible for reviewing World Headquarters operations and reporting the findings to the Executive Committee. These operations include the ~~Executive Director's~~ **Chief Executive Officer's** expenses, propriety of expenditures, and adherence to governing documents.
4. The International President-Elect is responsible for performing additional duties as allocated by the International President.

~~Executive Director~~ **Chief Executive Officer**

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

~~Executive Director~~ **Chief Executive Officer**

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

10. The ~~Executive Director~~ **Chief Executive Officer** supervises all aspects of the Toastmasters International Convention and district leader training.
11. The ~~Executive Director~~ **Chief Executive Officer** selects the site for the International Convention, held annually in August, in consultation with the Executive Committee.
12. The ~~Executive Director~~ **Chief Executive Officer** selects the annual recipient of the Golden Gavel Award. The purpose of the Golden Gavel Award is to recognize an individual who has demonstrated outstanding ability exemplifying communication and leadership.

Secretary-Treasurer

1. The secretary-treasurer role is defined in [Article VI, Section 7 of the Bylaws of Toastmasters International](#).
2. As secretary, the staff member supervises keeping a complete record and minutes of the proceedings of the Board of Directors and its committees; supervises giving notices as are proper or necessary; and issues the minutes of the Board meetings and the Executive Committee meetings prepared under the supervision of the ~~Executive Director~~ **Chief Executive Officer** and subject to review by the International President-Elect **and the Board of Directors prior to circulation**.
3. As treasurer, the staff member supervises the charge and custody of all funds of the corporation, deposits funds in the manner prescribed by the Board, and maintains adequate and correct accounts of the corporation's properties and business transactions and renders reports and accountings as required.
4. As treasurer, the staff member may delegate, at the direction of the ~~Executive Director~~ **Chief Executive Officer**, some or all of the powers and duties, including the functions of a chief financial officer, to an assistant treasurer whose job description, as a member of World Headquarters staff, includes such powers and duties.

Legal Counsel

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

Board of Directors Conflict of Interest

1. Purpose

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

2. Definitions

- A. "Insider" refers to a person with substantial influence over Toastmasters International.
 - I. Each member of the Board or other governing body is an insider.
 - II. The President, Chief Executive Officer, Chief Operating Officer, Treasurer and Chief Financial Officer, ~~Executive Director~~, or any person with the responsibilities of any of these positions (whether or not the person is an officer of Toastmasters International under the [Bylaws](#) and the [California Corporations Code](#)) are insiders.
 - III. Any other person whom the Board, based on the facts and circumstances, determines to have substantial influence over Toastmasters International is an insider. Such persons include the founder, a substantial contributor, a person with managerial authority, or a person with control over a significant portion of Toastmasters International's budget (such as a key employee).
 - IV. Any person who met any of the above definitions at any time during the five years before the proposed transaction is an insider.
- B. "Interested person" refers to insiders and the following:
 - I. Spouses (**including their brothers and sisters**), ancestors, children, grandchildren, great-grandchildren, brothers, sisters, and the spouses of their children, grandchildren, great-grandchildren, brothers, and sisters of any insider.

- II. Any entity in which any combination of insiders owns more than 35 percent of the combined voting power, if the entity is a corporation; profits interest, if a partnership; or beneficial interest, if a trust or estate.
- C. “Interest” refers only to those financial commitments, investments, obligations, economic benefits, or other relationships between an interested person and Toastmasters International that are subject to [Internal Revenue Code Section 4958](#), [California Corporations Code Sections 5233 through 5236](#), or any other applicable federal, state, or local law or regulation governing conflicts of interest or fiduciary duties that require any action by Toastmasters International.
- D. “Person” refers to any individual or entity, including a trust, estate, partnership, association, company, or corporation.
- E. “Transaction” refers to any transaction, agreement, or arrangement between an interested person and Toastmasters International, or between Toastmasters International and any third party where an interested person has an interest in the transaction or any party to it.

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

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

3. Process

- A. Each interested person discloses to the Board or Executive Committee or other Board committee empowered to approve a specific transaction or type of transaction, in either case, (“Committee”), all material facts regarding his, her, or its interest (including relevant affiliations) in the transaction.
 - I. The interested person makes that disclosure promptly upon learning of the proposed transaction.
 - II. Insiders make disclosures on behalf of interested persons related to them unless the related interested person does so.
 - III. Committee powers and procedures depend on state corporate law and the authority properly delegated to the Committee by the Board.
- B. With regard to an interested person, the Board or Committee determines if a conflict of interest exists. The insider and any other interested person involved with the transaction is not present during the Board or Committee’s discussion or determination of whether a conflict of interest exists, except as provided below.

- C. The Board or Committee follows the process below to decide what measures are needed to protect Toastmasters International's interests in light of the nature and seriousness of the conflict, to decide whether to enter the transaction and, if so, to ensure that the terms of the transaction are appropriate.
- D. An insider who is a voting member of the Board does not vote on any transaction in which that insider has an interest, and the remaining Board or Committee members decide the matter.
- E. The Board or Committee asks questions of and receives presentations from the insiders and any other interested person but deliberates and votes on the transaction in their absence.
- F. The Board or Committee ascertains that all material facts regarding the transaction and the interested person's conflict of interest have been disclosed to the Board or Committee and compiles appropriate data to ascertain whether the proposed transaction is fair and reasonable to Toastmasters International.
- G. After exercising due diligence, which may include investigating alternatives that present no conflict, the Board or Committee determines whether the transaction is in Toastmasters International's best interest, for its own benefit, and whether it is fair and reasonable; a majority of disinterested members of the Board or Committee may approve the transaction.
- H. Decisions regarding a voting member of the Board with a material financial interest in a transaction may be made initially by a Committee ~~in which case it is in a case where it is~~ not reasonably practicable to obtain advance Board approval, but must be ratified by the Board at the following meeting.
- I. If the transaction does not involve a voting member with a material financial interest, the transaction may be approved by the Board or Committee by majority vote of those present at a meeting for which quorum requirements have been met.
- J. The minutes of any meeting of the Board and any Committee contain the name of each interested person who disclosed or was otherwise determined to have an interest in a transaction; the nature of the interest and whether it was determined to constitute a conflict of interest; any alternative transactions considered; the members of the Board or Committee who were present during the debate on the transaction, those who voted on it, and to what extent interested persons were excluded from the deliberations; any comparability data or other information obtained and relied upon by the Board or Committee and how the information was obtained; and the result of the vote, including, if applicable, the terms of the transaction that were approved and the date they were approved.

- K. Each director, corporate officer, top management official, top financial official, and key employee and others that Toastmasters International identifies annually signs a statement that affirms that the person has received, read, understands, and agrees to comply with this conflict of interest policy and that discloses the person's financial interests and family relationships that could give rise to a conflict of interest.
- L. All such statements by directors and officers are filed with the minutes of the meetings of the Board or Committee; statements by others are retained in their personnel files.
- M. If the Board has reasonable cause to believe that an insider has failed to disclose actual or possible conflicts of interest, including those arising from a transaction with a related interested person, it shall inform such insider of the basis for this belief and afford the insider an opportunity to explain the alleged failure to disclose. If, after hearing the insider's response and making further investigation as warranted by the circumstances, the Board or Committee determines that the insider has failed to disclose an actual or possible conflict of interest, the Board or Committee takes appropriate disciplinary and corrective action.
- N. In situations in which a transaction involving a conflict of interest is discovered after it has already occurred or begun, the Board or Committee conducts a review as described above and determines whether disciplinary or corrective action is possible or warranted. In appropriate cases, the Board or Committee may determine that ratification of the transaction is in Toastmasters International's best interest, for its own benefit, and is fair and reasonable.

Board of Directors Conduct

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

- VI. The Board member may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the disciplinary communication.
- B. A level-two violation is a medium violation **(for example: an inadvertent breach of confidentiality; violates, promotes or ignores the violation of Toastmasters bylaws, policy or protocol)**
- I. The ~~Executive Director~~ **Chief Executive Officer** investigates a level-two violation and consults with the International President.
 - II. The ~~Executive Director~~ **Chief Executive Officer** and International President consult with the Executive Committee.
 - III. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures; the Executive Committee reports that matter to the Board.
 - IV. The International President engages in a disciplinary communication (oral and written) to the Board member.
 - V. The Board member commits to non-recurrence.
 - VI. The Board member may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the written disciplinary communication.
- C. A level-three violation is a severe violation **(for example: excessive inappropriate or disrespectful behavior at a meeting, or relating to the World Headquarters staff; consistently missing or being unprepared for board meetings; promoting the violation of Toastmasters bylaws, policy or protocol; deliberately violating the board's duties of care, obedience and fiduciary responsibility)**
- I. The ~~Executive Director~~ **Chief Executive Officer** investigates a level-three violation and consults with the International President.
 - II. The ~~Executive Director~~ **Chief Executive Officer** and International President consult with the Executive Committee.
 - III. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures, up to and including a hearing to consider removal of the Board member's good standing.

- IV. The International President presents the situation and the Executive Committee's recommendations to the Board.
- V. If the Board decides to proceed with a hearing to consider removal of the Board member's good standing, appropriate procedures are followed.
- VI. If the Board decides not to proceed with a hearing to consider removal of the Board member's good standing, the International President engages in disciplinary communication (oral and written) to the Board member, including appropriate disciplinary measures, as decided by the Board.

V. There is no appeal against the Board's decision.

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

Club and Membership Eligibility

1. Club 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 Executive Director, 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. **Clubs may decide to allow members to attend virtually, as long as the majority of attendees meet in-person.**
- C. Members work toward communication 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.