



**Minutes of the 2016-2017 Board of Directors Meeting  
Anaheim, California, United States  
March 5-7, 2017**

The 2016-2017 Toastmasters International Board of Directors met on March 5-7, 2017, with International President Mike Storkey, DTM, presiding. The other Board members present were: Balraj Arunasalam, DTM; Lark Doley, DTM; Deepak Menon, DTM; Jim Kokocki, DTM; Steven Chen, DTM; Russell L. Drake, DTM; Teresa S. Dukes, DTM; David Fisher, DTM; Magnus Jansson, DTM; Vera Johnson, DTM; Matt Kinsey, DTM; Jim Kohli, DTM; Monique Levesque-Pharoah, DTM; David McCallister, DTM; Michael Osur, DTM; Margaret Page, DTM; Nagaraja Rao, DTM; Chief Executive Officer Daniel Rex and Elisa Tay, DTM. Chief Operations Officer Sally Newell Cohen and Secretary/Treasurer Jennifer Quinn were also present. No Board members were absent.

**BOARD OF DIRECTORS**

1. The Board reviewed and unanimously voted to accept the meeting agenda.
2. The Board participated in a parliamentary procedure workshop to refresh its understanding of and comfort with the proper process for conducting Board business. The workshop was facilitated by Patti Titus, DTM, Registered Parliamentarian.
3. The report of the Executive Committee was presented by International President-Elect Balraj Arunasalam, DTM, and covered the following items considered at its March 3-4, 2017 meeting:

**EXECUTIVE COMMITTEE**

The 2016-2017 Executive Committee convened in Anaheim, California, on March 3-4, 2017, with International President, Mike Storkey, DTM presiding. The other officers present were: International President-Elect Balraj Arunasalam, DTM; First Vice President Lark Doley, DTM; Second Vice President Deepak Menon, DTM; Immediate Past International President Jim Kokocki, DTM and Chief Executive Officer Daniel Rex. Chief Operations Officer Sally Newell Cohen and Secretary/Treasurer Jennifer Quinn were also present. No Executive Committee members were absent.

1. The Committee reviewed the organization's performance for the 2016-2017 program year. Club and membership growth continue to trend at a slower pace than in the two previous years. The Committee will monitor performance over the coming months, but is optimistic that year-end results will be positive.
2. The Committee reviewed the status of reformation in progress, territorial council requests, boundary adjustment requests and reformation-related requests and recommends the following:
  - a. Grant Brazil territorial council status effective July 1, 2017, contingent upon having 20 paid clubs by June 30, 2017.



- b. Grant East Africa (Ethiopia, Kenya, Rwanda, Tanzania United Republic, Uganda), territorial council status on July 1, 2017, contingent upon having 20 paid clubs by June 30, 2017.
- c. Approve a request from District 41 (India) to include Bangladesh, Bhutan and Nepal in the district boundaries, effective July 1, 2017, contingent upon the approval of the clubs in these countries.
- d. Approve a request from Districts 43 (Arkansas, Western Tennessee, Western Kentucky, Central and Northern Mississippi) and 77 (Alabama, Mississippi, Florida) to make a boundary adjustment, effectively moving Lauderdale County and Meridian, Mississippi from District 43 to District 77.
- e. Direct Districts 60 and 86 (Ontario, Canada) to establish a joint reformation committee.
- f. Approve a request to reform by District 33 (Southern Nevada and Central California). In addition, approve an exception to elect two club growth directors in 2017-2018, and two club growth directors and two program quality directors in 2018-2019 to best manage the complexity of its reformation. The Committee sees this as an opportunity to assess the functionality of this request as a potential option for other reforming districts in the future.
- g. Approve a request from District 34 (Mexico) to reform into two districts. This process will conclude on June 30, 2018. The new district number assigned will be 113.
- h. Approve a request from District 72 (New Zealand) to reform into two districts. This process will conclude on June 30, 2018. The new district number assigned will be 112.
- i. Approve a request from District 82 (India and Sri Lanka) to establish a reformation committee. The Committee directs the district to submit a more concise, detailed reformation proposal no sooner than December 31, 2017.

The Committee also reviewed districts with fewer than 60 clubs and the status of provisional districts, 93P (South Korea), 94P (West Africa) and 97P (Southeast Asia). The Committee discussed the additional resources and support being provided to the provisional districts throughout the year.

3. In a continuing effort to support and protect the members and clubs in China, Toastmasters International recently established a company in Hong Kong and is beginning the process of establishing an entity in Mainland China. World Headquarters will continue to consult with legal counsel and take appropriate action.
4. Policy 8.4: District Fiscal Management stipulates that all district funds, regardless of source, are Toastmasters International funds and are to be used to carry out the Toastmasters International and District missions. To ensure continued appropriate use of all organizational funds, the Committee reviewed current and historical district account balances and annual income and expenses, including all conference and



nonconference revenue and expenses. The Committee directed World Headquarters to continue to monitor the district account balances and present recommendations for any modifications to the current use of funds, including more consistent reimbursement policies.

5. Representatives from MorganStanley provided the Committee with an update on the organization's investment portfolio. The Committee also discussed potential modifications to Policy 8.6: Use of Reserve Funds (attached) and Policy 8.7: Investments (attached) to accurately reflect the organization's assets. The Committee recommends that the Board approve these policy modifications.
6. **RESTRICTED**
7. The International President, in consultation with the Executive Committee, assigns Board members to participate in committee work between March and June. The Committee recommends that three committees convene: Region Composition Committee (Phase 2), Leadership Roles Committee and Disciplinary Committee. The membership and presiding officer of each committee was determined by the International President in accordance with Policy 11.4, Section 3.C.
8. The Committee received an update on translation requests and unauthorized local efforts to translate Toastmasters International copyrighted materials. The Committee discussed and approved modifications to Protocol 4.0: Intellectual Property to clarify, strengthen and reinforce copyright and trademark protections related to translations. The Committee also recommends that the organization add Tamil as a supported language. It directed World Headquarters to begin the process of building a translation review team, and anticipates translating material no earlier than 2018.
9. The Committee discussed providing discounted membership dues for individuals who belong to more than one club. The Committee recommends no changes to the dues structure at this time.
10. In accordance with the California Nonprofit Integrity Act of 2004, the Committee reviewed a compensation analysis for Toastmasters International's Chief Financial Officer. After review, the Committee determined that the Chief Financial Officer's salary is just and reasonable.
11. The Committee conducted a review of the Chief Executive Officer's performance and commended Chief Executive Officer Rex for his efforts and exceptional contribution.



The Board discussed and adopted the report. The following items were discussed and adopted individually:

- Item 2 – District Reformatations
- Item 5 – Policy 8.6: Use of Reserve Funds and Policy 8.7: Investments
- Item 7 – March – June 2017 Board Committees
- Item 8 – Translations

### **BOARD OF DIRECTORS**

4. The Board discussed and adopted the minutes of the Executive Committee teleconference held on December 19, 2016 (attached).
5. The Board received reports from International President Storkey and Chief Executive Officer Rex on the status of the organization.
6. The chief officers of finance, information technology, member engagement and support, and operations presented an in-depth update on the strategic initiatives in progress at World Headquarters.
7. The Board received a report from Strategic Planning Committee Chair and Immediate Past International President Jim Kokocki, DTM. Chair Kokocki briefly explained the purpose and structure of the Strategic Planning Committee. The Board also participated in a Strengths, Weaknesses, Opportunities and Threats (SWOT) analysis, the results of which will be prioritized for a future Board discussion.

### **STRATEGIC PLANNING COMMITTEE**

The 2016-2017 Strategic Planning Committee convened in Anaheim, California, on March 2, 2017, with Immediate Past International President Jim Kokocki, DTM presiding. The other officers present were: International President Mike Storkey, DTM; International President-Elect Balraj Arunasalam, DTM; First Vice President Lark Doley, DTM; Second Vice President Deepak Menon, DTM and Chief Executive Officer Daniel Rex. Chief Operations Officer Sally Newell Cohen and Secretary/Treasurer Jennifer Quinn were also present. No Committee members were absent.

1. The committee reviewed the region advisor program and discussed its effectiveness. The committee clarified that the desired outcome of the region advisor program is to support district leaders in achieving the district mission. This is measured by district achievement in the distinguished district program.

In addition, the committee clarified that region advisors must first assess district leader skills and attributes, and team cohesion. Then, the region advisors design and implement plans to help each leader and the district achieve success. The Committee directed that World Headquarters develop an enhanced system of assessment and planning that will lead to improved region advisor and district leader cooperation and district success.



In addition, the Committee identified a series of advanced competencies that qualify an individual to be an effective, successful region advisor. The Committee acknowledges the ongoing challenges of finding, in every region, an individual who possesses most or all of the necessary region advisor competencies. The Committee envisions a future where an individual's competencies and strengths can be applied to districts without consideration of region boundaries.

## 2. **RESTRICTED**

3. The Committee conducted an environmental scan exercise to evaluate the internal and external social, political, economic and technological factors that affect the future of the organization. The Committee also conducted a Strengths, Weaknesses, Opportunities and Threats (SWOT) analysis. The Committee acknowledges the strengths of the organization, including the efforts of members and leaders at all levels, and recognizes many opportunities that are keys to achieving our envisioned future. Results of the analysis will be prioritized for a future Committee discussion.
4. The Committee discussed the process through which area director roles are filled. Some districts elect area directors, while others appoint. The Committee discussed the potential of requiring the area council to nominate and recommend two individuals to serve as area director. Presently, the area council and division directors are not always part of the appointment process. The Committee directed that World Headquarters research policy modifications and propose formal processes that would provide valuable input to the area director appointment process.

The Board voted to accept and adopt the actions in the report of the Strategic Planning Committee.

## **BOARD OF DIRECTORS**

8. Through the development of the 2015 Strategic Plan, the Board identified the need to simplify the dues payment process by expanding and improving the use of technology and evaluating the timing of dues payments and its impact on club success. The Board reviewed proposed amendments to the Bylaws of Toastmasters International (attached), Club Constitution for Clubs of Toastmasters International (attached) and Policy 2.0 (attached) and Protocol 2.0: Club and Membership Eligibility to improve the user experience and accuracy of member data submitted, reduce credit card data security risks and curtail manipulation of payments and join dates. The Board voted to approve, by the required two-thirds vote, the amendments to the Bylaws of Toastmasters International and Club Constitution for Clubs of Toastmasters International. These amendments will be presented, as directed under Article XIV, Section 1 in the Bylaws and Article XII, Section 2 in the Club Constitution, to the voting membership for approval at the August 2017 Annual Business Meeting. If the amendments are adopted at the



August 2017 Annual Business Meeting, changes to Policy and Protocol 2.0: Club and Membership Eligibility will take immediate effect.

9. The Board reviewed recommendations submitted by the 2015-2016 International Leadership Committee (ILC) and International Directors Kinsey and McCallister to strengthen the selection and election process for international officer and director candidates by specifically:
  - a. Allowing ILC members to begin their service in August instead of September in order to participate in an orientation during the August International Convention
  - b. Requiring that all candidates (including floor candidates) be evaluated by the ILC
  - c. Requiring immediate past district directors to complete their terms of service before being elected as an international director
  - d. Setting a minimum vote percentage as a condition for a candidate to proceed to the next ballot of voting at Annual Business Meeting

The Board voted to approve, by the required two-thirds vote, the amendments to the Bylaws of Toastmasters International (attached). These amendments will be presented, as directed under Article XIV, Section 1, to the voting membership for approval at the August 2017 Annual Business Meeting. If the amendments are adopted at the August 2017 Annual Business Meeting, changes to Policy 9.1: International Campaigns and Elections (attached) will take immediate effect.

In addition, the Board reviewed and voted to adopt the following proposed modifications to Policy 9.1: International Campaigns and Elections and Policy 10.0: Region Advisors (attached):

- a. Candidate assessments will be sent only to paid members
- b. Once a candidate has submitted a Letter of Intent, they may not run for, be elected to or appointed to, or serve in any elected or appointed district-level role
- c. Definition of what constitutes a campaign communication

The modified policy will take effect at the beginning of the 2017-2018 election cycle and will be updated on the Toastmasters International website in September 2017.

The Board directed World Headquarters to evaluate alternatives to clarify what constitutes verbal versus non-verbal campaign communications, and present its findings and recommendations at a future Board meeting.

10. Individual membership in a club is classified as active, inactive or honorary in the Club Constitution for Clubs of Toastmasters International. Historically, honorary club membership was intended to recognize a figurehead in the community by paying their club membership. Over time this intent has been misinterpreted and expanded; today, some clubs use this classification to inflate membership counts and in some cases, honorary membership is given without informing the individual, potentially creating an unethical situation. World Headquarters has no record of how many members are classified as honorary because their dues are processed in the same manner as any other individual members' dues payment. The



Board voted to approve, by the required two-thirds vote, the amendments to the Club Constitution for Clubs of Toastmasters International (attached) to more clearly define an honorary member. These amendments will be presented as directed under Article XII, Section 2, to the voting membership for approval at the August 2017 Annual Business Meeting.

11. The Board discussed the organization's ability to protect individual members and clubs from individuals who demonstrate consistent disregard for Toastmasters International's core values and governing documents. Bylaws and policy provisions enable clubs, districts and the Board to discipline paid members. However, these provisions do not address former members or prospective members. The Board reviewed and voted to accept modifications to Policy 2.0: Club and Membership Eligibility (attached) that establish a process for determining the good standing of former or prospective members.
12. The Board discussed the current process to fill vacancies in elected district officer positions and clarified the District Administrative Bylaws (attached) to ensure that the process overtly requires that the role qualifications be met by any individual being considered for the office. The Board voted to adopt recommended changes to Article VII, Section (f) of the District Administrative Bylaws that clarify the process and requirements.
13. In August 2016 the Board voted to introduce region-level quarterfinal contests beginning with the 2018-2019 contest cycle and directed World Headquarters to outline the process, develop the requirements for the quarterfinals and present its recommendations to the Board at a future meeting. The Board reviewed the process and implementation plan, provided feedback on potential recording standards and directed World Headquarters to complete development of the process, draft guidance to district leaders, finalize the minimum recording standards and present the completed plan to the Board prior to implementation.
14. Currently, Toastmasters International provides face-to-face training for district directors, program quality directors and club growth directors in August, prior to Convention, and at mid-year. The 2014-2015 District Efficiencies Committee recommended that an additional training be held in June to better prepare new district leaders prior to taking office. By conducting training in June, incoming district leaders will gain the essentials to get started. The Board then directed World Headquarters to conduct a feasibility study and present its finding in 2017. Included in the findings were options for face-to-face and virtual training as well as proposed curriculum. The Board reviewed and discussed the potential options and directed World Headquarters to develop a virtual district leader training program, which teaches the basics of their roles and complements August and Mid-year district leader training, no sooner than 2018.
15. The Board received an update on the progress of the Pathways learning experience pilot program, which is now available in District 57. It also received a presentation from the Pathways team at World Headquarters, related to the continuing rollout strategy, ongoing measurement and support model.



16. The Board discussed implementing a process to regularly review historical Restricted and Highly Confidential minutes to determine if the classification should remain or be modified. Modifications to Policy 11.9: Secretary-Treasurer (attached) and Protocol 11.3: Board of Directors Confidentiality were proposed to more clearly define the future management of Restricted and Highly Confidential minutes and to clarify the proper classification of certain documents. The Board approved modifications to Policy 11.9.

17. **RESTRICTED**

18. The Board reviewed a request from members of the Great White North Online Toastmasters Club to modify Protocol 2.0: Club and Membership Eligibility to allow existing in-person clubs to convert to online clubs while remaining in the district in which they were chartered. The Board voted not to change the Protocol at this time; however, it will continue to monitor the situation to determine if any change is required in the future.

19. The Board received reports from three committees:

a. **RESTRICTED**

b. Region Advisor Selection Committee

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

The Board voted to accept the appointment of the recommended 2017-2018 region advisors as follows:

Region 1 – Natalie Palmer, DTM

Region 2 – Charley Patton, DTM

Region 3 – Robert Christeson, DTM

Region 4 – Pat Hannan, DTM, PID

Region 5 – Michelle Kabele, DTM (supporting Districts 8, 30, 35, 54, 103) and  
Parren Shannon, DTM (supporting Districts 11, 40, 43, 63)

Region 6 – Heather Lane, DTM

Region 7 – Melissa McGavick, DTM

Region 8 – Essie Gardner, DTM (supporting Districts 47, 48, 81, 84) and  
Roy Ganga, DTM (supporting Districts 14, 44, 58, 68, 77)

Region 9 – Raisa Serebrenik, DTM

Region 10 – Rosalyn Carter, DTM

Region 11 – Aletta Roachat, DTM (supporting Districts 59, 71, 74, 91, 95) and  
Beth Thomas, DTM, PID (supporting Districts 20, 79, 94, 104, 105)

Region 12 – Robert Cockburn, DTM, PID

Region 13 – Ligo Wang, DTM (supporting Districts 67, 85, 88, 89, 93) and  
Kumaran Pathi, DTM (supporting Districts 41, 76, 82, 92, 98)





Region 14 – Sue Chan, DTM

- c. Board Committee Recommendations Alignment and Prioritization Committee  
The Committee was tasked with presenting a list of synthesized, resolved and prioritized recommendations that will allow current and future Boards to enhance or create programs that will support the achievement of the 2015 Strategic Plan and the organization's missions.

The Board voted to accept the Committee's recommended prioritized list, rescission of previous Board recommendations and working protocol for future Board committees. In addition, the Board voted to accept the Committee's recommendation that the Executive Committee review items that have been on the priority list for more than three years without action to determine if they are still relevant to the organization's current strategic plans. Any non-relevant items would be presented for rescission to the Board of Directors.

International President Storkey adjourned the meeting at 4:35 p.m.

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

## Use of Reserve Funds

1. Toastmasters International's financial reserves are, ~~through this policy, designated into four categories~~ intended to protect the organization's fixed assets and ~~plan be~~ **available** for anticipated and unexpected needs.
2. The financial reserve balance **and investment allocation strategy** is reviewed every year by the Executive Committee. ~~The committee may recommend to the Board of Directors that adjustments be made to the allocations.~~
3. The **financial reserves** ~~designated categories~~ are **intended to be used for**:
  - A. Disaster Recovery: ~~\$0 million~~ to enable the organization to reestablish operations following a disaster.
  - B. Sustaining: ~~\$10 million~~ to enable Toastmasters International to withstand the impact of economic downturns.
  - C. Operating Reserve: ~~\$2 million~~ for operations if needed.
  - D. Infrastructure: ~~\$5 million~~ for major technology and facility needs.
4. The World Headquarters building and contents shall be appraised at least every 10 years to ensure that the facility is adequately insured and sufficient funds are designated appropriately.

Policy 8.7  
**Investments**

**1. Objectives**

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

greater than 10 percent loss in any one 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 **320** percent to 65 percent; the portion for fixed income securities ranges from 20 percent to **680** percent; and the portion for cash and equivalents ranges from zero percent to 20 percent with a normal allocation of five percent **within the portfolio**.
- 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 **within the portfolio**:
  - 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 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 in assets under management); the depth of their management experience (principals have a minimum of 10 years experience), and the organizational stability reflected by the firm's track record, industry reputation, longevity, and references of other clients.
- C. Selection of the investment managers is made by the Executive Committee at the recommendation of the Chief Executive Officer.
- D. Managers provide semi-annual account reviews detailing investment performance, strategy, and portfolio market value.
- E. Managers provide information about changes in the managers' investment philosophy, management, ownership, and key personnel in a timely manner.
- F. Managers meet with the Executive Committee annually to discuss investment performance and risk levels; managers' perspective regarding important developments in the economy and the securities markets and the potential effects of these developments on investment strategy, asset allocation, and performance; and changes within the managers' organization affecting investment philosophy, strategy, and performance.
- G. Additional meetings are scheduled if significant concerns arise about performance, strategy, and/or organizational structure.
- H. Managers provide a written statement agreeing to the Toastmasters International Investment Policy. Should managers believe that changes to the investment policy are advisable, it is their responsibility to make recommendations on a timely basis.

## **8. Authority**

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

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



**Record of Electronic Vote of the 2016-2017 Executive Committee  
December 19, 2016**

The 2016-2017 Executive Committee members International President Mike Storkey, DTM; International President-Elect Balraj Arunasalam, DTM; First Vice President Lark Doley, DTM; Second Vice President Deepak Menon, DTM; and Immediate Past International President Jim Kokocki, DTM, accepted Alex Cheng's resignation as Region Advisor for Region 13. The Committee ratified by unanimous electronic consent, culminating on December 19, 2016, the appointment of Kenneth Wang as the Region Advisor for the remainder of the term, concluding on June 30, 2017.

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".

A handwritten signature in black ink, appearing to read "Jennifer Quinn", is located to the right of the text. The signature is fluid and cursive, with a large initial 'J' and a long, sweeping underline.

Jennifer Quinn  
Secretary/Treasurer

Distribution: Board of Directors  
Nonprofit General Counsel  
Chief Executive Officer



# Proposed modifications to Bylaws of Toastmasters International related to Dues Payments and Timing

## Article III: Membership

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

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

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

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

### Section 12: Dues and Assessments

Each member club must pay to this corporation, within the time and on the terms set by the Board of Directors, membership dues and such other fees and charges as the Board may establish from time to time, as a condition of voting membership. For delegates at large, payment of **their individual** membership dues to Toastmasters International **made or verified** ~~on their behalf~~ by their respective clubs shall be sufficient to maintain their voting membership in this corporation. Voting memberships in this corporation shall

not be subject to mandatory assessments by this corporation or any part of this corporation.

## Article IV: Revenue

### Section 2: Membership Dues Payment

- (a) ~~Each member club shall pay membership dues in advance, due April 1 and October 1 of each year, based on the total individual membership of the club as of those dues renewal report dates.~~
- (ba) At the time that a new individual member is admitted into a club, the club **or the individual member when verified by a club officer**, shall remit to Toastmasters International a new individual member fee and prorated membership dues for the period commencing with the month of the person's admission and ending on the next dues renewal report date.
- (eb) The amount of **all such** dues and fees **and the schedule for payment** shall be determined by the Board of Directors from time to time by a two-thirds vote of the entire Board. The Board shall establish and may modify from time to time policies for the collection of dues payments, including proration of new clubs' payments, postponement or reduction of membership dues in the event of a natural disaster or other extenuating circumstances affecting a member club's ability to pay, or other appropriate measures.
- (dc) The secretary of a member club shall, on request of an individual member in good standing, furnish such person with a letter or card showing the date to which the individual member's membership dues is made, which will entitle the person, when transferring to another club, to do so without paying **his or her Toastmasters International** ~~to the other club~~ membership dues payment for that **semiannual** period.

# Proposed modifications to Toastmasters Club Constitution for Clubs of Toastmasters International related to Dues Payments

## Article II: Membership

### Admission to Membership

#### Section 2

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

## Club and Membership Eligibility

### 1. Club Eligibility

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

### 2. Club Minimum Requirements

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

### 3. Good Standing of Individual Members

- A. The admission of individual members to clubs is governed by [Article III, Section 2 of the Bylaws of Toastmasters International](#). Good standing is defined in [Article III, Section 8 of the Bylaws](#).
- B. 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. Each member shall pay membership dues in advance, due April 1 and October 1 of each year.**

- Ⓓ. An individual must be a paid member 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 World Headquarters for the current dues period for a minimum of eight members—at least three of whom were members of the club during the previous renewal period.
  - I. If dues are not paid prior to the following renewal period, the club is suspended from active status, and all services and membership status for the club and its members are discontinued.
- D. Each member club shall ensure membership dues are paid in advance, due April 1 and October 1 of each year, based on the total individual membership of the club as of those dues renewal report dates.**
- ⒹE. There shall be no transfer of an issued charter from an inactive club to any other group.

# Proposed modifications to Bylaws of Toastmasters International related to International-level Elections

## Article VII: Committees

### Section 3: International Leadership Committee

The International Leadership Committee shall be composed of three (3) past international presidents, one of whom shall be appointed presiding officer; and one (1) individual member of a club from each geographic region who is a past international director or a past district director; none of whom shall be a member of the Board of Directors nor shall have served on the International Leadership Committee during the preceding two (2) years. No member of this committee shall be eligible for nomination as an international officer or director at any election for which the committee is nominating candidates or at any international election held within one (1) year after the end of the committee member's term. Members of this committee shall be appointed by the International President-Elect subject to ratification by the Executive Committee, members may be removed, and vacancies shall be filled, under policies set by the Board of Directors. It shall be the duty of this committee to review, evaluate and identify leadership development potential and opportunities throughout the organization and to nominate international officer and director candidates in the manner and at the times provided in Article VIII of these Bylaws. The members of the International Leadership Committee shall be appointed no later than, and shall commence their service ~~in~~, **September 4 August** each year. Members of this committee shall be divided into groups corresponding to the two groups of regions, and shall serve staggered terms of two (2) years, except for the past international presidents, who shall serve terms prescribed under policies set by the Board of Directors.

## Article VIII: Nominations

### Section 3: Nominations from the Floor

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

## Article IX: Elections

### Section 2: Qualifications

- (a) All persons elected under Article IX, Section 1, above, must be in good standing with Toastmasters International under Article III, Section 8 of these Bylaws and must be active individual members in a member club at the time of their election and throughout their terms of office.
- (b) No person shall be elected International President-Elect or International President unless at the time of election that person shall have served at least one complete term as a vice president. No person shall be elected a vice president unless at the time of election that person shall have served a two-year term on the Board of Directors. Any qualified person may stand for election to one, and only one, of said offices at any Annual Business Meeting. No person shall be elected to any of the other international director positions unless at the time of election that person either
- (1) shall have served an entire term as a district director **and as an immediate past district director** or
  - (2) shall have served as the chairman or chief officer of a non-district administrative unit during the entire administrative year immediately before the unit became a district or provisional district or shall have served as such officer and as district director during the entire administrative year in which the unit became a district or provisional district, **and in both such cases, such service shall have been completed at least two years before the time of the election.**
- (c) There shall be one (1) international director from each of the geographic regions. An international director candidate must have been an active member of a Toastmasters club in good standing in the region from which the candidate is nominated during the entire 12-month period immediately preceding such candidate's nomination by the International Leadership Committee or at the Annual Business Meeting. For the purpose of determining the qualifications of international directors, the club and geographic region of each director at the time of election shall be considered unchanged during the entire term of office, notwithstanding any change of residence a director may make during such term or boundary revision.
- (d) The International President, International President-Elect and vice presidents shall not be elected to succeed themselves in the same office. Any of the other international directors may be elected International President, International President-Elect or a vice president after serving a two-year term on the Board, but may not otherwise be re-elected to the Board of Directors.

### Section 3: Balloting

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

Cumulative voting is not permitted.



## International Campaigns and Elections

### 1. Schedule

Date	Action
September 1	Call for candidate declarations.
October 1	Deadline for officer and director candidates to declare intent.
October 15	Officer and Director Candidate Assessment conducted for declared candidates. Subsequent assessments shall be conducted for candidates sought by the ILC.
February 15	ILC announces officer candidates by this date, when practicable. Floor candidates, <b>who have completed the ILC evaluation process</b> , 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, <b>who have completed the ILC evaluation process</b> , 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.

### 2. International Leadership Committee

- A. The International Leadership Committee (ILC) is defined and described in Article VII, Section 3, nominations are governed by Article VIII, and elections are governed by Article IX, of the Bylaws of Toastmasters International.
- B. The ILC evaluates the organization's internal leadership development program and provides recommendations for improvement to the Executive Committee.
- C. ILC members are appointed by the International President-Elect in February for term of service beginning ~~September 1~~ **in August** of the same year. International officers and directors may recommend appointees.
- D. Three members of the ILC are past international presidents:
  - I. The past international president whose term as international president was completed 18 months prior to the February appointment serves as chair for one year.
  - II. The past international president whose term as international president was completed six months prior to the February appointment serves as vice-chair for one year and chair the following year.
  - III. One additional past international president is appointed by the International President-Elect to serve as a committee member for one year.

- E. Vacancies in offices held by past international presidents may be filled by any past international president, except by the Immediate Past International President.
- F. One member from each region serves a two-year term on the ILC. The member is a past international director or, if a past international director who is willing and able to serve cannot reasonably be found, a past district director.
- G. Subject to Executive Committee approval, the International President-Elect may remove a committee member (the Executive Committee may also remove a committee member), grant a committee member a leave of absence, and fill a vacancy.
- H. Region advisors, district leaders (including the immediate past district governor), and campaign managers or other lead members of an international officer or director candidate campaign team do not serve on the committee.
- I. A committee member may not be a candidate for international office for one year after leaving the ILC nor serve two consecutive terms.
- J. Committee members may be reappointed only after a two-year absence from the committee, with the exception that a vacancy of one year or less may be filled by a committee member whose full term expired within the prior two years.
- K. The ILC nominates at least one and no more than two candidates for International President-Elect, First Vice President, and International President if there is no one to succeed to that position.
- L. The ILC nominates at least two candidates for Second Vice President.
- M. The ILC nominates at least two candidates for the open international director positions with the exception that one candidate may be nominated if another willing and able candidate cannot reasonably be found.
- N. The chair of the ILC has the following duties and responsibilities:
  - I. The chair schedules committee meetings, orients new committee members, develops and communicates meeting agendas and the meeting calendar, sets expectations for communication among committee members, and ensures that committee activities are carried out in a timely and appropriate way.
  - II. The chair organizes communication with candidates, ensures candidates are given full and fair consideration, and develops the timetable and expectations for candidate interviews.
  - III. The ILC chair upholds leadership attributes and provides feedback to the Executive Committee, through the International President, regarding the ILC process and leadership development.
- O. International Leadership Committee members are fair and open-minded.

- I. Their responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study candidate materials, review assessment results, conduct candidate interviews, review policy violations by candidates, listen to reports from other committee members, make informed decisions, suggest or recruit qualified candidates until nominations are announced, and seek ways to improve leadership development.
  - II. ILC members request reimbursement for telephone calls or other reasonable expenses within 30 days after the end of their term.
- P. International officer and director candidates may be self-declared candidates. The committee may receive names of qualified candidates or seek them out.
- Q. If a nominated candidate withdraws, the committee may nominate a replacement.

### **2.3. Candidate Assessment**

- A. Each officer and director candidate's competencies will be assessed by leaders **whose dues are paid and** who served with them in previous Toastmasters roles. The assessment will be administered each November by a professional assessment firm.
- I. All candidates being considered by the ILC must complete a self-assessment.
  - II. An assessment will be administered each time a candidate is considered for any role.
  - III. The results will be provided to the ILC and each respective candidate. Candidates must, before receiving the assessment results, agree in writing to keep them completely confidential. Breaches of assessment confidentiality by anyone are subject to appropriate disciplinary action as a level-three campaign violation.
  - IV. The ILC Chair may discuss candidates and assessment results as appropriate with the Chair of the Region Advisor Selection Committee and Chief Executive Officer.
- B. For second vice president candidates, the assessment tool is sent to:
- I. International officers who served while the candidate was an international director
  - II. International directors who served while the candidate was an international director
  - III. The region advisor from the same region who served while the candidate was an international director
  - IV. The candidate
- C. For first vice president and international president-elect candidates, the assessment tool is sent to:

- I. International officers who served while the candidate was an international officer and international director.
  - II. International directors who served while the candidate was an international officer and international director.
  - III. The region advisor from the same region who served while the candidate was an international director.
  - IV. The candidate.
- D. For international director candidates, the assessment tool is sent to:
- I. The region advisor (or the international director if there was no region advisor), program quality director (PQD), club growth director (CGD), immediate past district governor (IPDG), district finance manager and division directors who served while the candidate was district director (DD).
  - II. The region advisor (or the international director if there was no region advisor), DD, CGD and IPDG who served while the candidate was PQD.
  - III. The region advisor (or the international director if there was no region advisor), DD, PQD, IPDG and public relations manager who served while the candidate was CGD.
  - IV. The candidate.

#### **3.4. Nominee Selection**

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

#### 4.5. 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. Candidates may not run for, be elected to or appointed to any district-level (including area and division) role after being nominated by the ILC.**
- ~~B.C.~~ The chair notifies unsuccessful candidates.
- ~~C.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.
- ~~D.E.~~ All documentation, files, and reports are kept by World Headquarters for five years.

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

- A. International officer and director qualifications are defined in the Bylaws of Toastmasters International, Article IX, Section 2.**
- ~~A.B.~~ Candidates may submit a Letter of Intent to World Headquarters confirming their intention to run for office after the close of the Annual Business Meeting.
  - I. A Letter of Intent must be on file with World Headquarters before a candidate may engage in public campaign activities. Campaign materials may not be distributed until after the close of the convention.
  - II. By signing the Letter of Intent, the candidate acknowledges having read and understood the campaign policies and takes responsibility for the conduct of supporters.
  - III. A Letter of Intent, biographical information, and a photograph must be received at World Headquarters no later than October 1 for international officer and director candidates.
- IV. Once World Headquarters acknowledges receipt of a candidate's Letter of Intent, the candidate may not run for, apply to or be elected to or appointed to any district-level (including area and division) role. Candidates serving in an elected or appointed district-level (including area and division) role must resign immediately. If a candidate removes him or herself from the ILC evaluation process or is not nominated by the ILC and does not choose to continue as a candidate, they are eligible to serve in a district-level (including area and division) role.**
- ~~B.C.~~ 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.

### **7.7. 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 communication** is any message, unsolicited by the recipient, which promotes or publicizes a candidate. Candidates shall only send two **mailings communications**:
  - I. International officer candidates send the first **mailing communication** between October 1 and November 1; international director candidates send the first **mailing communication** between October 1 and December 1.
  - II. Both international officer candidates and international director candidates send the second **mailing communication** 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 communications**.
- 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, **current and past** region advisors, past international presidents, past international directors, immediate past district directors, district directors, program quality directors, and club growth directors.
  - II. The contact information may only be used for campaign purposes.
- G. Second vice president and international director candidates or their representatives may ~~contact~~ **communicate with** district directors, program quality directors, and club growth directors ~~by email~~, no more than two times, to schedule a phone call. **Such communication This email** is not considered a campaign **mailing communication** and shall not contain any campaign material. **This communication may only occur between World Headquarter's receipt of the candidate's Letter of Intent and the Annual Business Meeting at which the individual intends to stand for election.** However, no candidate for second vice president or international director nor their representatives may **initiate** ~~place~~ **unsolicited communications calls** to district directors, program quality directors or club growth directors outside the candidate's district during the month of June. **Communications 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 communications** made by the candidate.
  - III. A blog may be included on a candidate's website. Automatic notices are allowed.
- L. A candidate may create campaign profiles on social media for the purpose of promoting his or her campaign.
  - I. Campaign profiles must be separate from existing social media profiles that the candidate has.
  - II. Candidates may link from existing social media profiles to their campaign profiles and campaign website. Candidates may link from their campaign social media profiles to their campaign website.
  - III. Candidates may not use their non-campaign profiles for campaigning. Only the campaign profile may be used.
- M. Candidate websites and social networking campaign profiles of both successful and unsuccessful candidates are removed within 10 days following the election.

- N. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites including social networking sites.
- O. A candidate may use Toastmasters trademarks on campaign materials and websites, only after the candidate's Letter of Intent and biographical information has been received by World Headquarters. Use of the trademarks on any other items requires the written permission of the Chief Executive Officer.
- P. Candidates must provide World Headquarters with a copy of or link to all distributed or published campaign materials upon or before delivery.

## 8. International Candidate Endorsements

- A. Photographs, audio, video, and electronic representations in all campaign material and displays, the candidate's website, and the candidate's campaign social networking profiles may be of the candidate only; no other persons are permitted. All quotes and testimonials in candidate campaign materials, displays, and on websites must have the written permission of those being quoted.
- B. District directors, program quality directors, club growth directors, region advisors, and international officers and directors must not take any action to endorse or to officially support any international officer or director candidate, including with photographs or quotes, or by placing a candidate's name in nomination. They are permitted to complete ~~respond to the~~ **candidate** assessment ~~tool~~ and **respond** to questions from the ILC.
- C. The spouse or partner of any international officer or director may not take any action to endorse or to officially support any candidate, including with photographs or quotes, or by placing a candidate's name in nomination.**
- ~~C.D.~~ 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.E.~~ 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.F.~~ 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.G.~~ 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 Campaignings in Districts

- A. International director candidates, or their representatives, may present at district events (**including area and division events**) only within their region. Candidates receive equal opportunity, with allotted time defined by the district (**area and division**) director. International director candidates may participate in other home



district activities **but may not serve in any elected or appointed district-level (including area and division) role.** ~~except the district leadership 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 presentations **and keynote speeches**. International officer candidates may participate in other home district activities **but may not serve in any district-level (including area and division) role.** ~~except the district leadership committee.~~
- C. District publications and websites that include information written by or about candidates must not be distributed beyond their regular distribution list. District publications and websites may not contain advertisements about candidates and may not contain articles or notices about candidates from outside the district.

## 10. International Campaign Violations

- A. Candidates are responsible for ensuring campaign supporters are familiar with campaign policies and understand that violation of policy subjects candidates to ramifications:
  - I. A level-one violation is a correctable, minor infraction (for example: posting a photo of someone other than the candidate on the candidate's website)
    - a. The violation is investigated by the Chief Executive Officer. If the Chief Executive Officer cannot resolve the matter, it is turned over to the Executive Committee.
    - b. The candidate is educated and informed. When the matter is resolved, there are no further ramifications.
  - II. A level-two violation is one involving the election process or a continuing violation (for example: candidate makes a promise of future board action in exchange for votes)
    - a. The Executive Committee investigates a level-two violation or assigns the investigation to Chief Executive Officer staff.
    - b. An announcement of the violation is made prior to the election. This announcement occurs at an appropriate time and place as determined by the Executive Committee or on the Toastmasters International website. A letter of censure may be issued to the candidate by the Executive Committee.
  - III. A level-three violation is one of campaign ethics (for example: candidate actively promoting the violation of Toastmasters bylaws, policy or protocol)
    - a. A level-three violation is investigated by the Executive Committee, which may delegate it to the Chief Executive Officer staff.
    - b. Ramifications may include any or all penalties for level-two violations, a request for the candidate to withdraw from the race, and, in the most

severe cases, removal from good standing or other disciplinary action which may disqualify the candidate.

- B. The Executive Committee's decisions are final. A candidate may not request that the Board modify or overturn the Executive Committee's decision, nor may the candidate contact Board members for the purpose of appealing that decision.

## 11. International Candidates' Showcases

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

## 12. International Proxies and Credentials

- A. Proxies are defined in Article X, Section 2 of the Bylaws of Toastmasters International.
- B. Annual Business Meeting proxies are available to clubs no later than July 10.
- C. When amendments to the Bylaws are to be voted on, there is a method in the proxy process for a club to indicate how it wishes its votes to be cast.
- D. A credentials chair and two vice-chairs are appointed by the International President:
  - I. The appointees are current or past Board members.
  - II. A person may be reappointed as chair after a three-year interval.
  - III. Appointees are responsible for the operation of the credentials process preceding the Annual Business Meeting.

## 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.

Policy 10.0  
**Region Advisors**

**1. Region Advisor (RA) Selection Committee**

- A. The RA Selection Committee is composed of:
- I. One international officer, who serves as chair, appointed by the International President.
  - II. At least two international directors appointed by the International President. Each member will serve a two-year term when practicable. For each year, one member will be a first-year international director and one will be a second-year international director.
  - III. No more than six past RAs or Past International Directors appointed by the International President-Elect with the approval of the Executive Committee. Potential committee members may either self-identify or be identified by the International President-Elect.
    - a. District leader evaluations of each RAs service are used when selecting past RAs to serve on the committee.
    - b. Past RAs serving on the RA Selection Committee are required to follow the confidentiality standards of the Board of Directors.

**2. Selection**

- A. Each year, the Board of Directors appoints RAs after considering applicants recommended by the RA Selection Committee.
- a. The Committee recommends one RA for regions with eight or fewer districts.
  - b. The Committee recommends two RAs for regions with nine or more districts. The Committee recommends district assignments to RAs based on geography.
- B. Individuals who apply for or who are selected to be Region Advisors are paid members who have served 12 months as Immediate Past District Director (IPDD) and who have served 12 months in two of the following three roles: District Director (DD), Program Quality Director (PQD) or Club Growth Director (CGD).
- C. Applicant Assessment
- I. Each RA applicant's competencies will be assessed by leaders **whose dues are paid and who** served with them in previous Toastmasters roles. The assessment will be administered each November by a professional assessment firm. The results will be provided to the RA Selection Committee and to each respective applicant. Applicants must, before receiving the assessment results, agree in writing to keep them completely confidential.

- II. The RA Selection Committee Chair may discuss applicants and assessment results as appropriate with the 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), PQD, CGD, IPDD, district finance manager and division directors who served while the applicant was DD.
  - b. The international director, region advisor (if there was a region advisor), DD, CGD and IPDD who served while the applicant was PQD.
  - c. The international director, region advisor (if there was a region advisor), DD, PQD, IPDD and public relations manager who served while the applicant was CGD.
  - 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 directors, program quality directors, and club growth directors develop as leaders, identify future leaders and create a succession plan.
  - III. Coaches the district leaders to achievement by assessing each District Success Plan and mentoring to optimize individual performance.
  - IV. Establishes a trusting relationship through frequent and consistent communication.
- B. RAs report to the International President through World Headquarters.
- C. RA vacancies are filled by the International President, with ratification by the Executive Committee, to complete the remainder of the term. The International President may grant a temporary leave of absence in appropriate circumstances.

### **4. Term of Service**

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

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

# Proposed modifications to Toastmasters Club Constitution for Clubs of Toastmasters International related to Honorary Membership

## Article II: Membership

### Inactive and Honorary Membership

#### Section 4

Inactive individual membership is provided for as follows:

- (a) Inactive individual membership in this club may be conferred by the executive committee of this club on any individual member requesting an extended absence from club meetings, or who wishes to maintain individual membership without regular attendance at club meetings. An individual member may also be classified as inactive for continued absence without notice. An inactive individual member may be restored to active individual membership by the club executive committee upon request, provided there is a vacancy on the active roster of this club.
- (b) Inactive individual members shall have no voting privileges, shall not hold office, shall not be counted toward a quorum of the club membership, and shall not participate in International Speech Contests.

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

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

#### Section 5

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

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

**No dues or fees for honorary individual members are collected nor are any dues paid to Toastmasters International. The term of honorary membership is specified by the club in the Addendum.** ~~Honorary individual members shall be exempt from all club fees and dues, and their membership payments to Toastmasters International shall be paid by this club. Except as provided herein, the rights, obligations, and conditions of honorary membership shall be as stated in the Addendum.~~

### **Section 6**

~~Inactive and honorary individual members are not eligible to serve in any club office. They are not entitled to places on the regular speakers' program but may serve as substitutes when requested by the club president or the Toastmaster of the meeting. They may also participate in club discussions and serve as evaluators.~~

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

### **Section 76**

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

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

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

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

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

## Club and Membership Eligibility

### 1. Club Eligibility

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

### 2. Club Minimum Requirements

- A. Meetings are held at least 12 times per year.
- B. Regular meetings are conducted in-person. 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~~ **educational achievements**.
- D. Members give oral manual speeches and evaluations.
- E. Members have the opportunity to develop and practice leadership skills and earn leadership awards.

### 3.4. Individual Member Eligibility

- A. The admission of individual members to clubs is governed by [Article III, Section 2 of the Bylaws of Toastmasters International](#).
- B. **If World Headquarters has credible information about misconduct as described in Policy 3.0: Ethics and Conduct, by a person who is not a paid member of a Toastmasters club, who may be a former member of a Toastmasters club, or may have never been a member of a Toastmasters club, the following action may be taken:**
  - I. **The Chief Executive Officer may present the matter to the Board of Directors, which may, at its discretion (without violating Article III, Section 2 of the Bylaws of Toastmasters International) and in the**



**best interests of the organization, determine that the person is not in good standing with Toastmasters International.**

**If the matter is urgent and requires immediate action, the Executive Committee, under Article V, Section 6(b) of the Bylaws, may determine the person is not in good standing with Toastmasters International.**

- C. The Board or Executive Committee may delegate all or any portion of the determination process to any officer of the Board or Board committee, or to the Chief Executive Officer, subject to the approval of the Board.**
- D. A determination of the good standing of a person who is not a paid member of a Toastmasters club does not require any notice, hearing, or other process as stipulated in Article III, Section 13 of the Bylaws or in Protocol 3.0.**
- E. If it is determined that a person is not in good standing with Toastmasters International, all clubs are prohibited from admitting the person to individual membership. World Headquarters may inform any club or all clubs that such person is prohibited from joining. If the person is nevertheless admitted by a club, World Headquarters may choose not to accept the dues and fees and shall instruct the club to withdraw the individual from membership.**

**If a person is not admitted to individual membership by a club, because of a determination denying a person good standing with Toastmasters International, there is no appeal and no recourse.**

#### **4.3. 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 World Headquarters for the current dues period for a minimum of eight members—at least three of whom were members of the club during the previous renewal period.
  - I. If dues are not paid prior to the following renewal period, the club is suspended from active status, and all services and membership status for the club and its members are discontinued.
- D. There shall be no transfer of an issued charter from an inactive club to any other group.

### **5.3. 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 of Toastmasters International](#).
- B. A paid member is one whose dues have been received by World Headquarters for the current dues period. An unpaid member is one whose dues have not been received by World Headquarters for the current dues period. Unpaid members are not considered to be in good standing by Toastmasters International.
- C. An individual must be a paid member to be nominated for or to serve in any office or leadership role in Toastmasters International.

# District Administrative Bylaws

## Article I: Authority and Title

### (a) Authority

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

### (b) District Title

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

## Article II: Purpose

The purpose of this district is to enhance the quality and performance and extend the network of the member clubs of Toastmasters International within the boundaries of this district, thereby offering greater numbers of people the opportunity to benefit from the Toastmasters educational program by:

Focusing on the critical success factors as specified by the district educational and membership goals.

Ensuring that each club effectively fulfills its responsibilities to its individual members.

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

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

1. Assist each member club to fulfill effectively its responsibility to its individual members;
2. Encourage and assist in the training of member club officers;
3. Develop a close relationship between member clubs and Toastmasters International;
4. Promote interest in, and extend the benefits of, individual membership in Toastmasters clubs;
5. Help in the organization of new Toastmasters clubs; and
6. Encourage member clubs to undertake programs and projects that will cause greater community awareness of the Toastmasters programs and meet the needs of individual members.

## Article III: Affiliation and Liability

### (a) With Toastmasters Clubs

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

### (b) With Toastmasters International

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

### (c) Receivership

In situations where the ability of a district to accomplish the mission set forth in Article II is in serious jeopardy, the Board of Directors of Toastmasters International may declare the district to be in full or partial receivership. Where the situation is urgent and immediate action is required, the Executive Committee of the Board of Directors may act under Article V, Section 6, of the Bylaws of Toastmasters International to declare a district to be in full or partial receivership. Under a declaration of receivership, all or part of the provisions of these District Administrative Bylaws may be suspended, modified, or augmented, which may include, as appropriate, provisions regarding the conduct of financial affairs, the filling of vacancies in district officer positions, and the operation of the district council, the district executive committee, and other district committees. The declaration shall delegate authority over the district in receivership to the International President, to an international vice president, to an acting district director, to the Executive Director, or to a combination of the foregoing, for the period of time specified on the declaration.

## Article IV: Policy

This district shall not adopt any policy in conflict with any policy of Toastmasters International, and its actions shall be consistent with the purposes and ideals of Toastmasters International. These administrative bylaws shall be deemed automatically modified and amended so that they shall at no time be in conflict or inconsistent with the Articles of Incorporation, Bylaws or Policies established by the Board of Directors of Toastmasters International, as they now exist or hereafter may be changed or amended.

## Article V: Boundaries

The geographic boundaries of this district shall be as follows: \_\_\_\_\_.

The district council of this district shall have the authority to change such boundaries, subject to the approval of the Board of Directors of Toastmasters International.

## **Article VI: Area and Division Organization**

The member clubs of this district shall be organized into areas, the number and composition of which shall be determined by the district council at its annual meeting, to become effective the following July 1. Each area shall be under the direction of an area director acting under the district director and district council. This district may further organize areas together into divisions under the supervision of division directors. Any such division of the district into divisions shall be accomplished at the annual meeting to become effective the following July 1.

## **Article VII: Officers**

### **(a) District Officers**

The officers of this district shall be a district director, a program quality director, a club growth director, a public relations manager, a district administration manager, a district finance manager, area directors, and may include division directors at the discretion of the district council. In addition to these officers, the district may have such other officers as the district council may provide, but Toastmasters International credit toward any educational award is limited to service as a district officer named in the preceding sentence.

### **(b) Elective Officers**

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

### **(c) Other Officers**

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

### **(d) Qualifications**

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

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

**(e) Term of Office**

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

**(f) Vacancies**

A vacancy in any elective office shall be filled by the district executive committee based upon the recommendation of the district director, or upon recommendation of the highest elected district officer if the vacancy is in the office of district director. **Individual members who fill vacant roles shall meet all qualifications for the role as defined in Article VII, Section (d) of the District Administrative Bylaws.** Such appointment shall become effective immediately and will run until the next succeeding district council meeting at which time such appointment shall be confirmed or another individual member elected to the office. If the office of immediate past district director is vacated for any reason, it shall stay vacant for the remainder of the term.

**(g) Resignation or Removal**

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

**(h) Compensation**

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

## **Article VIII: Duties of Officers**

**(a) In General**

The district officers shall have such obligations, responsibilities, and duties as may be set forth in policies prescribed from time to time by the Board of Directors or in the Articles of Incorporation or Bylaws of Toastmasters International, in these administrative bylaws, or in standing rules or policies adopted by the district council of this district. The authority delegated by the Board of Directors of Toastmasters International to district officers to act

as stewards of Toastmasters International's resources in the district is subject at all times to the ultimate direction of the Board.

**(b) District Director**

The district director shall report to and take direction from the district council in matters pertaining to district organization, programs, and procedures, but the district director shall be ultimately responsible to the Board of Directors in the exercise of his or her powers and duties. The district director shall uphold and promote the purposes of Toastmasters International in the district. As the representative of Toastmasters International, the district director, personally and through the program quality director and club growth director, shall carry out the programs approved by the Board of Directors and the district council. The district director presides at all meetings of the district council and the district executive committee; fills such appointive offices as are provided for in these administrative bylaws, subject to the approval of the district executive committee and confirmation by the district council; authorizes withdrawals of district funds, in the manner and to the extent provided in Article XII of these administrative bylaws; and must approve all withdrawals chargeable to the district on the books of Toastmasters International. By the published deadlines, the district director shall submit to the Board of Directors any reports that may be required by the Board of Directors. The district director shall provide to each member club in this district and to World Headquarters, copies of the adopted budget, the report of the audit committee, and such other reports as the Board of Directors from time to time may require. The district director shall furnish World Headquarters with such information as the Board of Directors from time to time may require before the district shall be eligible to withdraw funds of Toastmasters International authorized by the Board of Directors for district activities and operations.

**(c) Program Quality Director**

The program quality director is the second-ranking member of the district executive committee, and presides over that body and the district council in the absence of the district director. The program quality director assists the education committees of the member clubs and areas and divisions of the district in utilizing the educational programs and materials of Toastmasters International and has the responsibility for: promoting and supporting club quality and member retention; the training of all division, area and club officers; the preparing and conducting of educational programs for district conferences; the supervising and coordinating of district-wide speech contests; and the formulating of specific educational recognition programs. The program quality director shall attend district council meetings.

**(d) Club Growth Director**

The club growth director is the third-ranking member of the district executive committee and presides over that body and the district council in the absence of the district director and program quality director. The club growth director is responsible for the development, direction, and coordination of an overall marketing plan necessary for building new member clubs; the increase in individual membership and retaining clubs in the district; the recruitment and training of district marketing teams; and the formulation of specific membership building recognition programs. The club growth director shall attend district council meetings.

**(e) Public Relations Manager**

The public relations manager serves under the direction of the district director and is responsible for the development and administration of a public relations program that will provide improved understanding by individual members of clubs and the public of the opportunities available for personal development in the Toastmasters International Communication and Leadership Programs.

**(f) Division Directors**

The division directors shall coordinate the activities of area directors within the division and provide area officers with a supervisory head for counsel, information, and service.

**(g) Area Directors**

The area directors shall be responsible for the member clubs within their areas and shall represent the district director and, if applicable, the division director to the clubs in their areas. As presiding officer of the area council, the area director shall hold regular area council meetings, and shall appoint (or provide for the election by clubs in the area of) an area staff for the conduct of area activities between area council meetings. The area director shall perform such other duties as the district director and district council may prescribe.

**(h) District Administration Manager**

The district administration manager shall have custody of this district's administrative bylaws and all other records and documents of this district; shall keep the minutes of the meetings of the district council and district executive committee; and shall transmit the same to the successor. The district administration manager shall have charge of all district correspondence, and shall perform such other duties as may be prescribed by the district director or district council.

**(i) District Finance Manager**

The district finance manager shall have charge of all funds and other personal property of the district and shall transmit the accounts and all undistributed funds to the successor. The district finance manager shall disburse all funds upon order of the district director, as provided herein, and shall perform such other duties as may be prescribed by the district director or district council.

## **Article IX: District Council**

**(a) Composition**

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

**(b) Authority**

The district council shall serve as the administrative governing body of the district, operating with powers delegated to the district council by the Board of Directors of



Toastmasters International and subject at all times to the ultimate direction of the Board of Directors and the Articles of Incorporation, Bylaws, Policies, and decisions of Toastmasters International, and these administrative bylaws. The district council shall conduct all business of the district, shall assume responsibility for the payment, with district funds, of all debts incurred in the presentation of district council meetings and other district functions, and shall not assess or impose any financial obligation on any member club or any individual member of a club.

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

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

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

### **(b) Special Meetings**

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

### **(c) Quorum**

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

### **(d) Proxies**

Either the club president or vice president education of any member club may designate, in writing, any active individual member of the club to act as a proxy for him or her at any district council meeting. In the event one of those officers is not in attendance at the meeting and has not designated, in writing, an active individual member of the club to act as his or her proxy at such meeting, the officer or proxyholder in attendance shall be deemed to hold the proxy of the other and may therefore cast two votes at such meeting. The intent of this provision is to assure that every club will be represented by two votes. No other proxies shall be valid at a district council meeting. A written proxy, to be valid at a district council meeting, must contain all the elements set forth in Toastmasters

International policy and must be delivered personally, by mail, by fax, by email, by electronic transmission, or by other reasonable means to the club member who will hold the proxy. The proxyholder must present the proxy in paper form (i.e., print out an email) to the credentials desk. If the proxy does not bear a handwritten signature, it must have the typed name of the club officer(s) giving the proxy or some other indication that the club officer(s) authorized the proxy to be given. A proxy that complies with these requirements shall be treated as valid so long as the credentials desk has no reason to believe that the proxy was not authorized. A proxyholder cannot transfer or assign a proxy to someone else. A valid proxy delivered to the proxyholder is revoked only if the club officer who gave the proxy takes one of the following subsequent actions: he or she destroys the proxy, cancels the proxy in writing, issues another proxy authorized at a later date, or actually attends the district council meeting.

**(e) Voting**

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

## **Article XI: Committees**

**(a) District Executive Committee**

The district director, the program quality director, the club growth director, the public relations manager, the district administration manager, the district finance manager, the area directors, and any division directors, together with the immediate past district director, shall be the district executive committee, which shall have all functions and powers of the district council except such powers as may be reserved by the district council to itself; subject at all times to the general direction and approval of the district council. A majority of the district executive committee shall constitute a quorum. This committee shall recommend the division of the district into areas and divisions (optional) for approval at the annual meeting. The district executive committee shall prepare a budget in the form prescribed by Toastmasters International, covering estimated receipts and expenditures for the ensuing year, and shall submit it to World Headquarters by September 30. This proposed budget shall be acted upon by the district council at its first meeting. The district executive committee shall have such other duties as are delegated to it by the district council.

**(b) District Leadership Committee**

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

**(c) Audit Committee**

Each year the district director shall appoint an audit committee consisting of at least three individual members who are not members of the district executive committee. The reports of this committee shall contain information in the format required by Toastmasters International. The committee shall submit an interim mid-year audit report no later than February 15. The committee shall then complete a year-end audit report for the fiscal year ending June 30. The outgoing and incoming district directors are jointly responsible for submitting this report to the member clubs and to World Headquarters by August 31.

**(d) Other Committees**

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

**Article XII: Finances and Records**

**(a) Finances**

The conduct of this district's financial affairs shall be subject to policies established by the Toastmasters International Board of Directors from time to time. Payments of district expenses shall be made only for expense items benefitting the district and consistent with the purposes and policies of Toastmasters International. Toastmasters International will transfer funds to the district upon presentation of a requisition which sets forth the purpose of the withdrawal and which is signed by the district director and either the district administration manager or district finance manager. All disbursements of district funds shall be subject to the approval of the district council and shall be in accordance with the district budget, unless otherwise approved by the Board of Directors.

**(b) Records**

The outgoing district officers shall transfer to the incoming officers, in good order, the complete records of their respective offices by the beginning of the administrative year (July1).

**Article XIII: Rules of Order**

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

**Article XIV: Political Activity**

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

## **Article XV: Legal Action**

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

## **Article XVI: Governing Law**

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

## **Article XVII: Amendments and Other Rules**

- (a) Amendments to these administrative bylaws shall be made only by the Board of Directors of Toastmasters International. The administrative bylaws for this district shall be identical, except for the description of boundaries in Article V above, to the administrative bylaws for all other districts of Toastmasters International. The Executive Director of Toastmasters International shall notify the following of any amendment adopted by the Board of Directors: all member clubs and the district director, the program quality director, the club growth director, the immediate past district director, the public relations manager, the district administration manager, the district finance manager, the division directors and area directors of each district.
- (b) The district council of this district may propose an amendment to these administrative bylaws to the Board of Directors or Executive Committee of Toastmasters International, provided that the district council shall have given written notice of such proposal at least 30 days in advance of the district council's action to all member clubs affiliated with this district, and shall thereafter give 45 days' written notice to the Board. The Board of Directors or Executive Committee of Toastmasters International, whichever is the next to meet after submission of a proposed amendment, shall consider the proposal at its next meeting. No proposed amendment shall become effective without the approval of the Board of Directors or Executive Committee.
- (c) Policies and standing rules applicable only to this district may be adopted by the Board of Directors of Toastmasters International, or by the district council of this district. Such policies and rules must be submitted promptly to World Headquarters to be kept on file, and must not be in conflict with any provision of these administrative bylaws, the Articles of Incorporation or Bylaws of Toastmasters International, policies adopted by the Board of Directors, or applicable law. The Board reserves the right to review, disapprove, or modify any such policy or standing rule. In addition, the Board may test the feasibility of potential amendments to these administrative bylaws by allowing alterations, at specific times and locations, that may conflict with existing provisions of these administrative bylaws.

## 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 Chief Executive Officer and subject to review by the International President-Elect and the Board of Directors prior to circulation.
3. **The secretary provides the Board, at the meeting before the International Convention, minutes and supporting background documents for items that have previously been classified Restricted or Highly Confidential for the Board to determine if the classification for each item should be modified.**
- 4.3. 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.
- 5.4. As treasurer, the staff member may delegate, at the direction of the Chief Executive Officer, some or all of the powers and duties, including the functions of a chief financial officer, to an assistant treasurer whose job description, as a member of World Headquarters staff, includes such powers and duties.