



Board of Directors HANDBOOK



**WHERE LEADERS
ARE MADE**



Board of Directors HANDBOOK

TOASTMASTERS INTERNATIONAL

9127 South Jamaica Street, Suite 400

Englewood, CO 80112 • USA

Phone: +1 720-439-5050 • Fax: +1 303-799-7753

www.toastmasters.org

© 2018 Toastmasters International. All rights reserved.
Toastmasters International, the Toastmasters International logo, and all other Toastmasters International trademarks and copyrights are the sole property of Toastmasters International and may be used only with permission.

Item 107A Rev. 08/2020



**WHERE LEADERS
ARE MADE**

Toastmasters International Mission

We empower individuals to become more effective communicators and leaders.

District Mission

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

Club Mission

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

Toastmasters International Core Values

- ▶ Integrity
- ▶ Respect
- ▶ Service
- ▶ Excellence

Toastmasters International Envisioned Future

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

Toastmasters International Brand Promise

Empowering individuals through personal and professional development.

This is the promise Toastmasters International makes to club members. Once we have reached this goal consistently, through all clubs across the globe, we will have achieved club excellence.

A Toastmaster's Promise

As a member of Toastmasters International and my club, I promise

- ▶ To attend club meetings regularly
 - ▶ To prepare all of my projects to the best of my ability, basing them on the Toastmasters education program
 - ▶ To prepare for and fulfill meeting assignments
 - ▶ To provide fellow members with helpful, constructive evaluations
 - ▶ To help the club maintain the positive, friendly environment necessary for all members to learn and grow
 - ▶ To serve my club as an officer when called upon to do so
 - ▶ To treat my fellow club members and our guests with respect and courtesy
 - ▶ To bring guests to club meetings so they can see the benefits Toastmasters membership offers
 - ▶ To adhere to the guidelines and rules for all Toastmasters education and recognition programs
 - ▶ To act within Toastmasters' core values of integrity, respect, service and excellence during the conduct of all Toastmasters activities
-

TABLE OF CONTENTS

TOASTMASTERS INTERNATIONAL BOARD OF DIRECTORS	4
The Role of the Board	4
Mentoring	5
Board Meetings and Committees	9
Executive Committee	9
Strategic Planning Committee	9
Board Committees	10
Agenda-Building Process	10
Board Behavior and Protocol	11
Teleconferences	12
In-Person Meetings	12
Expectations of Board Members	13
Support of Board Decisions	13
Confidentiality	13
District Visits	14
Scheduling Visits	14
Pre-planning Conference Call	15
Be an Ambassador	16
New Club and Other Visits	16
Toastmasters Related Expenses	17
Board of Directors Timeline	18
World Headquarters Role	23
REFERENCES	24
Social Media Participation Chart	24
Supporting and Safeguarding the Tax-exempt Status of Toastmasters International	26
Guidelines for the Board of Directors	26
Legal and Tax Compliance Responsibilities of World Headquarters	27

TOASTMASTERS INTERNATIONAL BOARD OF DIRECTORS

ROLE OF THE BOARD OF DIRECTORS:

A member of the Board of Directors is part of the leadership team guiding the organization. The position requires a commitment of time and service. Board members are working ambassadors for the organization and represent it in a variety of capacities:

- ▶ Be familiar with Toastmasters International's governing documents and uphold them at all times, speak up when necessary to make sure members are following the governing documents.
- ▶ Be familiar with the Board of Directors Social Media Participation Chart.(See page 24)
- ▶ Safeguard Toastmasters' tax exempt status. (See page 26.)
- ▶ Support the execution of the Strategic Plan.
- ▶ Support the operations of the organization.
- ▶ Plan for and determine priorities; ensure that changing global conditions are reflected appropriately in the work of the organization.
- ▶ Approve and monitor the annual budget and financial matters of the organization.
- ▶ Review the Strategic Initiatives Roadmap as it corresponds to the annual budget and objectives in the Strategic Plan.
- ▶ Review and recommend administrative and education plans and programs for the organization.
- ▶ Participate in Toastmasters events, such as Executive Committee meetings, Board meetings, Committee meetings, International Convention, Mid-year Training, and District visits and conferences. (See Board of Directors Timeline on page 18.)
- ▶ Support Board decisions.
- ▶ Rely on advice and information given by International Officers, key employees, legal counsel, Board committees and others who are acting within their appropriate level of competence. If you perform your duties in accordance with organizational policies, you are protected by law and have no liability based on any failure or alleged failure to discharge your obligations as a Board member.
- ▶ Modify and support policies as needed.
- ▶ Select, retain and evaluate a Chief Executive Officer on an annual basis.
- ▶ Handle significant member disciplinary matters as necessary.

For more information, see Policy 11.0: Board of Directors.

BOARD MEMBERS' LEGAL DUTIES

The Board of Directors is a governing body of the association, responsible for the ultimate direction of the management of the affairs of the organization. The Board can act legally only by consensus and only at a duly constituted and conducted meeting, or by unanimous written consent. Some rights and obligations are determined by law; others are determined by the Articles of Incorporation and Bylaws of Toastmasters International; District Administrative Bylaws; Club Constitution for Clubs of Toastmasters International; and Policy and Protocol.

BOARD MEMBERS' FIDUCIARY DUTIES

The Board of Directors has a fiduciary responsibility to Toastmasters, including duties of care, loyalty and obedience. An explanation of these duties is provided below:

DUTY OF CARE

- Exercise ordinary and reasonable care in the performance of your duties, exhibiting honesty and good faith.
- Act in a manner which you believe to be in the best interests of the organization.

DUTY OF LOYALTY

- Give undivided allegiance to the organization when making decisions affecting the organization.
- Do not put personal interests above the interests of the organization.
- Disclose potential conflicts of interest.

DUTY OF OBEDIENCE

- Act in accordance with the Toastmasters International governing documents, applicable laws and regulations including employment-related laws.

MENTORING

The following is a checklist designed to provide each mentor and protégé an idea of their responsibilities in their respective roles within their partnership. While this is not an all-inclusive list, it acts as a guideline as the partnership between the mentor and protégé develops.

MENTOR

The second-year International Director is the newly elected International Director's go-to person for fielding questions or providing history on Board agenda items, minutes or questions that new Board Members may not be comfortable asking in front of the whole group.

- ▶ Discuss the best way to communicate (email, phone, Microsoft Teams, etc.)
- ▶ Share personal/professional background and hobbies
- ▶ Discuss your expectations/needs of the relationship
- ▶ Establish a mutually agreeable plan and write down goals that can be measured and celebrated
- ▶ Plan a schedule on when and how to meet regularly
- ▶ Recognize the needs of your protégé and have the ability to fill in the gaps of knowledge – a protégé often doesn't know what they don't know
- ▶ Put your protégé first – ensure you are working to give your protégé the tools to carry on the mission of the Board and become a mentor next year
- ▶ Share experiences related to what you believed when elected to the Board; versus what you actually do
- ▶ Ask your protégé how they would like to grow in their first year as an International Director
- ▶ Explain unwritten Board traditions
- ▶ Be patient, empathetic and encouraging
- ▶ Talk about the value of reviewing minutes and familiarizing yourself with the decisions of previous boards

Preparation for Board Business

- ▶ Review Board meeting agendas and material prior to each call
- ▶ Follow up between Board meetings
- ▶ Review the details of Board meetings should the protégé miss a meeting
- ▶ Talk about the value of reviewing minutes and familiarizing yourself with the decisions of previous Boards
- ▶ Explain the strategic role of the Board
- ▶ Explain the operational role of World Headquarters
- ▶ Ask the protégé if he/she has any questions related to the budget or fiduciary responsibilities

- ▶ Review strategies for preparation and participation in conference calls/in-person meetings
 - Ask questions to gain an understanding of the discussion
 - Once a vote is taken; the board speaks as a collective voice
 - Discuss time commitments
- ▶ Discuss best practices regarding committee work

Region Advisors

- ▶ Explain the role of the Region Advisors and the Board Member's interaction with them
- ▶ Discuss the responsibility to participate on Region Advisor calls
 - Explain that this develops a relationship with the Districts
 - Support the Region Advisor in encouraging the Districts to achieve District mission
 - Provide Region Advisor with Board updates when published in meeting minutes

District Visits/Travel/Training

- ▶ Discuss how to prepare for District visits
- ▶ Share best practices regarding District performance
- ▶ Share best practices and experience related to Mid-year Training

PROTÉGÉ

In order to get the most from a mentoring relationship a protégé must come prepared. A protégé who is serious about learning is open to new ideas and ready to take on responsibility for their own development as a Board Member.

General

- ▶ Discuss the best way to communicate (email, phone, teams, etc.)
- ▶ Share personal/professional background and hobbies
- ▶ Discuss your expectations/needs of the relationship
- ▶ Establish a mutually agreeable plan/goals with your mentor that can be measured and celebrated
- ▶ Plan a schedule on when/how to meet regularly
- ▶ Share topics and issues that are important to you
- ▶ Feel comfortable sharing with your mentor; they are there to help you grow
- ▶ Be prepared

Preparation for Board Business

- ▶ Review agenda for Board meetings and arrange time with mentor to discuss any background information prior to the calls
- ▶ Check in with your mentor should you need to miss a meeting
- ▶ Read past minutes and past Board decisions, bring any questions to your mentor
- ▶ Discuss how to prepare for Board Committee work with your mentor
- ▶ Review strategies for preparation and participation in Board teleconferences/in-person meetings
 - Ask questions to gain an understanding of the discussion
 - Once a vote is taken; the Board speaks as a collective voice
 - Discuss time commitments

Region Advisors

- ▶ Share what you have learned regarding your Region Advisor calls

District Visits/Travel/Training

- ▶ Discuss how to prepare for Mid-year Training
- ▶ Discuss how to prepare for District visits
- ▶ Share what you have learned regarding your District's performances

Additional Thoughts

- ▶ This is a form of peer mentoring. The goal is to facilitate more trusting and meaningful Board Member partnerships, build cohesion, and contribute to a shared understanding that will promote more informed decision making.
- ▶ While the mentor is the go-to person for any questions that the protégé may have, it is important to remember that if the pair needs further clarification, they can turn to the Executive Committee member that has been appointed to mentor the pair.
- ▶ The mentor/protégé relationship works best when there is a good rapport between the mentor and protégé. Don't be afraid to share something about yourself and get to know your counterpart.
- ▶ Be flexible.
- ▶ Talk about the effectiveness of the mentoring process, adjust as needed.

BOARD MEETINGS AND COMMITTEES

Now that you have been elected by the membership to serve on the Board of Directors, you will participate in meetings, teleconferences and committee work. Meetings provide you the opportunity to participate in discussions and make decisions that relate to the goals of the organization in alignment with the strategic plan. The Board meets in person twice a year, and throughout the year via teleconference and online.

EXECUTIVE COMMITTEE

International Officers (International President, International President-Elect, First Vice President, Second Vice President, Immediate Past International President, and Chief Executive Officer) are members of the Executive Committee. The International President serves as chair, and the Chief Executive Officer is an ex officio member. The Executive Committee answers to the Board of Directors and is subject to its general direction. The Committee has additional powers as the Board may delegate to it from time to time. The Executive Committee meets in person before each in-person Board meeting and in November. In addition, the Executive Committee meets throughout the year via teleconference and online.

Executive Committee Purpose

- Provide financial oversight (including the preparation and submission of a recommended budget and review of monthly financial reports and auditors' reports).
- Oversee organizational policy and operations to be executed by the Chief Executive Officer.
- Exercise such controls over the performance and position of the Chief Executive Officer as stipulated by Policy 11.4: Board of Directors Committees, in accordance with the Bylaws of Toastmasters International.
- Conduct urgent or emergency business requiring immediate action between meetings.
- Report activities to the Board of Directors for discussion and adaptation.

STRATEGIC PLANNING COMMITTEE

Executive Committee members also serve as the Strategic Planning Committee. The Immediate Past International President serves as chair, and the Chief Executive Officer is an ex officio member. Updates to the Toastmasters International Strategic Plan and any recommendations for action on programs proposed by the Strategic Planning Committee are reviewed and discussed with the Board of Directors.

Strategic Planning Committee Purpose

- Review the purpose, mission, core values and envisioned future of the organization.
- Develop strategic goals for growth in line with the mission of Toastmasters International.
- Update and produce—as part of the strategic planning process—a strategic plan for use by the organization.
- Identify broad approaches for achieving strategic goals, recommending operational objectives to the Board of Directors, including, but not limited to, the adoption of appropriate organizational programs.

BOARD COMMITTEES

The International President, in conjunction with the Executive Committee, establishes committees and assigns Board Members to participate in committee work. The members and chair of each committee are determined by the International President in accordance with Policy 11.4: Board of Directors Committees, Section 3.C. Serving on a Board committee enables you to share your experiences and skills toward the committee's goals to determine the best possible decision on every issue.

The chair of a Board Committee works with World Headquarters in developing agendas and delegating assignments for the committee. A committee report is prepared by the committee members and is presented in the Board meetings.

For more information, see Policy 11.4: Board of Directors Committees.

BOARD IN-PERSON AND TELECONFERENCE AGENDA-BUILDING PROCESS

Step 1: The Chief Executive Officer provides a list of outstanding and routine agenda items to the International President in advance of each teleconference and in-person meeting.

The outstanding and routine agenda items are derived from:

- Strategic Plan
- Strategic Planning Committee
- Executive Committee
- Board of Directors
- World Headquarters Leadership
- Meeting Minutes
- Board Committees
- Toastmasters club officers, district leaders and Toastmasters members
- Toastmasters Governing Documents

Step 2: The International President and Chief Executive Officer review the list of outstanding and routine agenda items and finalize the agenda.

Step 3: World Headquarters prepares background information on each agenda item. This information is posted to an online forum in advance of the teleconference and in-person meeting as stipulated in policy.

Have a potential agenda item in mind?

Board Members may propose agenda items for upcoming teleconference and in-person meetings. Submit your agenda item request no later than 75 days prior to the start of the meeting. Keep in mind that with your request, World Headquarters may need to perform research and this may take time. Last-minute requests are also accepted. Not all requests will end up on the agenda; however, all requests will be presented to the International President and Chief Executive Officer for review. All submissions should be clear in what the discussion is and what the assignment is.

Before you submit an agenda item for the next Board of Directors meeting, ask yourself these questions:

- ▶ Is it consistent with our mission, envisioned future and values?
- ▶ Does it support our current strategic priorities?
- ▶ Has it recently been discussed by the Board?
- ▶ Would it contribute to the overall success of members, clubs or Districts?
- ▶ Is it a scheduled item (Policy and Protocol, Speech Contest Rules, etc.)?

Then complete the **Agenda Item Submission Request Form**.

For more information, see Protocol 11.1: Board of Directors Meetings.

BOARD BEHAVIOR AND PROTOCOL

The Board of Directors has a responsibility to the entire organization; this includes other Board Members. To hold productive and efficient meetings, follow the Toastmasters International core values, and follow these principles when participating on a Board teleconference or in-person meeting. This includes committee discussions.

TELECONFERENCES

- ▶ Dial-in to the call 5 minutes prior so the teleconference can begin promptly at the scheduled time
- ▶ Announce your name
- ▶ Mute your phone to avoid outside distractions
- ▶ Wait for the International President to open the topic up for discussion or questions
- ▶ State your name
- ▶ Wait for your name to be called
- ▶ Bring forward questions or comments relative only to the topic at hand
- ▶ Allow each Board Member an opportunity to speak on the subject before requesting to speak again on the same topic
- ▶ Listen to what each Board Member has to say and respect his or her viewpoint
- ▶ Use appropriate titles or names during discussion

IN-PERSON MEETINGS

- ▶ Be ready to begin promptly at the scheduled meeting time
- ▶ Listen to the topic—refrain from having side conversations
- ▶ Wait for the International President to open up the topic for discussion or questions
- ▶ Bring forward questions or comments relative only to the topic at hand
- ▶ Hold up your name plate
- ▶ Wait for your name to be called
- ▶ Allow each Board Member an opportunity to speak on the subject before requesting to speak again on the same topic
- ▶ Listen to what each Board Member has to say and respect his or her viewpoint
- ▶ Use appropriate titles or names during discussion

Expectations of Board Members

- Prepare for meetings by reading all the material made available to you.
- Participate in discussions on teleconferences, online, and in person.
- Take part in discussions on issues that come before the Board for action.
- Focus on the Strategic Plan and the mission and goals of the organization.
- Set aside the needs of special interest groups and your personal agenda.
- Work towards consensus on issues.
- If you are unable to participate in a Board teleconference, notify the International President and Secretary.

SUPPORT OF BOARD DECISIONS

You work for the benefit of all clubs and members in the organization. You form opinions on issues that are placed before you; these opinions are reflected as you discuss and vote on the issues. Once the final vote is taken, your function as an ambassador of Toastmasters International is to support the actions and decisions of the Board. Think independently and act collectively—whether or not you agree with the outcome. No Board Member has the right or authority to act on his or her own in the name of the organization unless delegated specific authority by the Board of Directors.

CONFIDENTIALITY

All Board and committee meetings and teleconference agendas, background materials and deliberations are confidential. This includes discussions online. Once the minutes have been distributed to the membership, you are free to discuss an issue that has been unrestricted.

Under no circumstances may you discuss the Board's internal deliberations, such as who supported or did not support an issue, or share the background materials. These always remain confidential, unless specifically unrestricted.

Participating in discussions and making decisions as a Board Member?

Ask yourself the following questions when making decisions on the Board:

- Is it in the members' best interest?
- How many people will benefit?
- Do the benefits outweigh the costs?
- If a new or modified program, can World Headquarters monitor and carry it out?

Past International Presidents and Past International Directors, after signing the Confidentiality Statement, receive **RESTRICTED topics in the Board minutes.

For more information, see Policy and Protocol 11.3: Board of Directors Confidentiality.

DISTRICT VISITS

As a Board Member, you participate in District visits. These visits provide a great opportunity for you to make positive contributions to the success of the District and Toastmasters International. Board Members must always represent Toastmasters in a professional manner. The schedule is reviewed and approved by the incoming International President. The officer visit schedule for each upcoming year is typically reviewed and finalized by May each year. The International President may also choose to provide suggested visits for International Directors. You are always free to visit your home District as a member.

SCHEDULING VISITS

International Officers

- ▶ The schedule is drafted by World Headquarters based on a six-year rotation schedule. Newly reformed, split, Provisional Districts and Territorial Councils are included in the rotation 2-3 years after inception or as directed by International President.
- ▶ The International President and Chief Executive Officer may also recommend visits.
- ▶ Once the schedule is complete, World Headquarters contacts the District officers providing information and assistance in preparing for the officer's visit.

International Directors

- ▶ A suggested schedule of District visits by International Directors is prepared by World Headquarters. International Directors submit proposed dates and schedule to World Headquarters for consideration by the International President.
- ▶ The International President and Chief Executive Officer may also recommend visits.
- ▶ Once the schedule is complete, World Headquarters will contact the District officers and International Directors, providing them information and assistance in preparing for the director's visit.

For more information, see Protocol 11.5: Board of Directors Visits.

PRE-PLANNING CONFERENCE CALL

World Headquarters will contact the District officers and International Officers and Directors, providing them with information and assistance in preparing for the visit. World Headquarters will schedule a conference call including the District leaders and the visiting officers, and try to meet with them at the International Convention. International Directors typically schedule their own calls with District leaders, but may choose to ask World Headquarters to schedule and conduct these calls. During the discussions the District leaders will have the opportunity to discuss their needs and challenges. This call is a very important component of your District visit. You are encouraged to be very engaged, ask questions and provide your opinions and feedback. In the call you will review the following:

- ▶ Focuses and challenges that the District is experiencing.
- ▶ New club-building opportunities; the District will be asked to provide their leads, now is the time to provide any assistance or insight you may have on scheduling these visits.
- ▶ District conference: Themes, keynote and education sessions—you will have the opportunity to speak with the District leaders regarding your keynote speech and education sessions and the subjects you offer that would be most beneficial to the District and its members.
- ▶ Public relations and media opportunities.
- ▶ Logistical information including travel dates, airport information and accommodations.

CONNECTING WITH MEMBERS

During District visits, meet and greet members.

- How has their Toastmasters experience been?
- What brought them to Toastmasters?
- How long have they been members?
- Reiterate and share the mission, core values and purpose of the organization, club and District.

Before you visit a District

World Headquarters will provide the following information for your review before the visit:

- **District performance data:** Reports are shared via email approximately two weeks before traveling.
- **District Directors:** The District Director, Program Quality Director and Club Growth Director's names and emails are provided. If photos can be obtained and other District leader information is available, it is provided via email approximately two weeks before traveling.
- **Corporate Recognition:** Company profile

If you participate in a new club visit at a corporation, focus on the benefits and values that Toastmasters brings to the corporation/organization.

- Table Topics builds impromptu speaking skills and gives employees the confidence and expertise needed to communicate effectively.
- Structured communication and leadership development creates opportunities for employees to cultivate skills that help the company grow and succeed.
- Evaluations help employees give and receive feedback while improving their listening and presentation abilities.
- Every employee has the opportunity to practice leading meetings and motivating teams by participating in various meeting roles.

BE AN AMBASSADOR

Prepare a keynote speech and an education session based on the subjects the District leaders mentioned on the conference call or at the meeting during the International Convention (i.e. team building, member retention, leadership succession, Toastmasters relevance in professional environments, etc.). The District may ask you for suggestions based on your previous experiences.

On occasion, districts may ask you to present topics not related to the mission of Toastmasters. Politely decline these subjects and suggest another mission-driven purpose.

NEW CLUB VISITS

During District visits, you will participate in club-building opportunities. Districts will be asked to provide a list of their club leads. The District will set up visits for some of these leads while you are in the District. It is important to remember that sometimes it is not always possible for the Districts to schedule these appointments prior to the visit; flexibility is key. You may also need to help the District or Club Growth Director participate in cold calls.

CORPORATE RECOGNITION VISIT

What better way to thank a corporation than by presenting them with a unique award? Districts provide company background to help you become familiar with the corporation prior to the presentation. Districts also plan visits to include the club and the media. We encourage Districts to arrange for the award to be presented to a chief officer or director of the organization.

DISTRICT PERFORMANCE AND SUCCESS

During District Visits, meet with the District Director, Program Quality Director and Club Growth Director:

- ▶ Reinforce & review the brand standards as outlined in Policy 4.0: Intellectual Property, Section 2.
- ▶ Review the Toastmasters International Strategic Plan and what it means for the District.

- ▶ Identify and encourage future leaders—explain the role of the International Director.

OTHER VISITS

Districts may also plan other events or visits such as an open house, meet and greet, participation in a panel discussion, a corporate summit, meeting with past District leaders and visits to struggling clubs. Each event provides the opportunity for you to be an ambassador for Toastmasters International.

Just returned from a District Visit?

Within 30 days after a District visit, submit the following to World Headquarters:

- **District Visit Report:** Using this report during subsequent visits helps identify what has changed since the previous visit. This report is shared with the Region Advisor from the corresponding region and other dignitaries who visit in the future.
- **Community Visit:** Using this report during subsequent visits provides an opportunity to keep track of a club's charter process. This report is shared with the Region Advisor from the corresponding region and other dignitaries who visit in the future.
- **Follow-up on Corporate/**

Remember to send a thank-you note within two to three days of the visit.

TOASTMASTERS RELATED EXPENSES

Reimbursable items are defined in Protocol 11.2: Board of Directors Expenses; all reimbursements including credit card purchases and payments to Toastmasters International require receipts submitted through the online expense reporting system (Concur). Some reimbursable expenses while participating in Toastmasters business are:

- ▶ Mileage
- ▶ Taxi, shuttle or public transportation
- ▶ Internet fees up to \$15 per day
- ▶ District conference registration

For more information, see Protocol 11.2: Board of Directors Expenses.

BOARD OF DIRECTORS TIMELINE

This timeline represents routine activities you will participate in as a Board member.

AUGUST	SEPTEMBER	OCTOBER
--------	-----------	---------

INTERNATIONAL DIRECTOR

- | | | |
|---|--------------------------------|--------------------------------|
| • Board Orientation | • Conference call ² | • Conference call ² |
| • Board of Directors meeting (4 days ¹) | • Committee work ³ | • Committee work ³ |
| • Convention (4 days ¹) | | |

INTERNATIONAL PRESIDENT

- | | | |
|--|---|---|
| • Board Orientation (2 days) | • Conference call ² | • Conference call ² |
| • Executive Committee and Board of Directors meetings (8 days ¹) | • Prepare Viewpoint for <i>Toastmaster</i> magazine | • Prepare Viewpoint for <i>Toastmaster</i> magazine |
| • Convention (4 days ¹) | • Committee work ³ | • Committee work ³ |
| • Prepare Viewpoint for <i>Toastmaster</i> magazine | | |
| • Committee work ³ | | |

INTERNATIONAL PRESIDENT-ELECT

- | | | |
|--|--------------------------------|--------------------------------|
| • Board Orientation (2 days) | • Conference call ² | • Conference call ² |
| • Executive Committee and Board of Directors meetings (8 days ¹) | • Committee work ³ | • Committee work ³ |
| • Convention (4 days ¹) | | |

FIRST VICE PRESIDENT

- | | | |
|--|--------------------------------|--------------------------------|
| • Board Orientation (2 days) | • Conference call ² | • Conference call ² |
| • Executive Committee and Board of Directors meetings (8 days ¹) | • Committee work ³ | • Committee work ³ |
| • Convention (4 days ¹) | | |

SECOND VICE PRESIDENT

- | | | |
|--|--------------------------------|--------------------------------|
| • Board Orientation (2 days) | • Conference call ² | • Conference call ² |
| • Executive Committee and Board of Directors meetings (8 days ¹) | • Committee work ³ | • Committee work ³ |
| • Convention (4 days ¹) | | |

IMMEDIATE PAST INTERNATIONAL PRESIDENT

- | | | |
|--|--------------------------------|--------------------------------|
| • Board Orientation (2 days) | • Conference call ² | • Conference call ² |
| • Executive Committee and Board of Directors meetings (8 days ¹) | • Committee work ³ | • Committee work ³ |
| • Convention (4 days ¹) | | |

¹ Additional preparation time may be needed for events.

² Scheduling of conference calls is subject to change.

³ Committee work may include conference calls and other assignments.

NOVEMBER	DECEMBER	JANUARY
----------	----------	---------

INTERNATIONAL DIRECTOR

- | | | |
|---|---|---|
| <ul style="list-style-type: none"> • Conference call² • Committee work³ | <ul style="list-style-type: none"> • Conference call² • Committee work³ | <ul style="list-style-type: none"> • Conference call² • Committee work³ |
|---|---|---|

INTERNATIONAL PRESIDENT

- | | | |
|--|--|--|
| <ul style="list-style-type: none"> • Executive Committee meeting (4 days¹) • Conference call² • Prepare Viewpoint for <i>Toastmaster</i> magazine • Committee work³ | <ul style="list-style-type: none"> • Conference call² • Prepare Viewpoint for <i>Toastmaster</i> magazine • Committee work³ | <ul style="list-style-type: none"> • Conference call² • Prepare Viewpoint for <i>Toastmaster</i> magazine • Committee work³ |
|--|--|--|

INTERNATIONAL PRESIDENT-ELECT

- | | | |
|--|---|---|
| <ul style="list-style-type: none"> • Executive Committee meetings (4 days¹) • Conference call² • Committee work³ | <ul style="list-style-type: none"> • Conference call² • Committee work³ | <ul style="list-style-type: none"> • Conference call² • Committee work³ |
|--|---|---|

FIRST VICE PRESIDENT

- | | | |
|---|---|---|
| <ul style="list-style-type: none"> • Executive Committee meeting (4 days¹) • Conference call² • Committee work³ | <ul style="list-style-type: none"> • Conference call² • Committee work³ | <ul style="list-style-type: none"> • Conference call² • Committee work³ |
|---|---|---|

SECOND VICE PRESIDENT

- | | | |
|---|---|---|
| <ul style="list-style-type: none"> • Executive Committee meeting (4 days¹) • Conference call² • Committee work³ | <ul style="list-style-type: none"> • Conference call² • Committee work³ | <ul style="list-style-type: none"> • Conference call² • Committee work³ |
|---|---|---|

IMMEDIATE PAST INTERNATIONAL PRESIDENT

- | | | |
|---|---|---|
| <ul style="list-style-type: none"> • Executive Committee meeting (4 days¹) • Conference call² • Committee work³ | <ul style="list-style-type: none"> • Conference call² • Committee work³ | <ul style="list-style-type: none"> • Conference call² • Committee work³ |
|---|---|---|

FEBRUARY**MARCH****APRIL****INTERNATIONAL DIRECTOR**

- | | | |
|---|---|---|
| <ul style="list-style-type: none"> • Conference call² | <ul style="list-style-type: none"> • Board of Directors meeting (4 days¹) • Visit World Headquarters • Committee work³ | <ul style="list-style-type: none"> • Conference call² • Committee work³ • District visits (5 days¹) |
|---|---|---|

INTERNATIONAL PRESIDENT

- | | | |
|---|---|--|
| <ul style="list-style-type: none"> • Prepare Viewpoint for <i>Toastmaster</i> magazine • Select Audit Committee co-chair • Conference call² • Committee work³ | <ul style="list-style-type: none"> • Prepare Viewpoint for <i>Toastmaster</i> magazine • Executive Committee and Board of Directors meetings (8 days¹) • Visit World Headquarters • Committee work³ | <ul style="list-style-type: none"> • Conference call² • District visits (10–14 days¹) • Prepare Viewpoint for <i>Toastmaster</i> magazine • Committee work³ |
|---|---|--|

INTERNATIONAL PRESIDENT-ELECT

- | | | |
|--|--|---|
| <ul style="list-style-type: none"> • Select International Leadership Committee members • Conference call² • American Society of Association Executives Symposium | <ul style="list-style-type: none"> • Committee work³ • Executive Committee and Board of Directors meetings (8 days¹) • Visit to World Headquarters • Review and approve BOD District visit schedule • Presidential photo • Finalize EC/BOD teleconference and in person schedule | <ul style="list-style-type: none"> • Conference call² • Committee work³ • District visits (10–14 days¹) • Approve club anniversary and District conference letters |
|--|--|---|

FEBRUARY**MARCH****APRIL****FIRST VICE PRESIDENT**

- | | | |
|---|---|---|
| <ul style="list-style-type: none"> • American Society of Association Executives Symposium • Conference call² | <ul style="list-style-type: none"> • Committee work³ • Executive Committee and Board of Directors meetings (8 days¹) • Visit to World Headquarters | <ul style="list-style-type: none"> • Conference call² • Committee work³ • District visits (10–14 days¹) |
|---|---|---|

SECOND VICE PRESIDENT

- | | | |
|---|--|---|
| <ul style="list-style-type: none"> • American Society of Association Executives Symposium • Conference call² | <ul style="list-style-type: none"> • Committee work³ • Executive Committee and Board of Directors meetings (8 days¹) | <ul style="list-style-type: none"> • Conference call² • Committee work³ • District visits (10–14 days¹) |
|---|--|---|

IMMEDIATE PAST INTERNATIONAL PRESIDENT

- | | | |
|---|--|---|
| <ul style="list-style-type: none"> • Conference call² | <ul style="list-style-type: none"> • Committee work³ • Executive Committee and Board of Directors meetings (8 days¹) | <ul style="list-style-type: none"> • Conference call² • Committee work³ • District visits (5–8 days¹) |
|---|--|---|

MAY**JUNE****JULY****INTERNATIONAL DIRECTOR**

- | | | |
|--|--------------------------------|--------------------------------|
| • Conference call ² | • Conference call ² | • Conference call ² |
| • Committee work ³ | • Committee work | • Committee work ³ |
| • District visits (5 days ¹) | | |

INTERNATIONAL PRESIDENT

- | | | |
|---|---|---|
| • Conference call ² | • Conference call ² | • Conference call ² |
| • District visits (10–14 days ¹) | • Prepare Viewpoint for <i>Toastmaster</i> magazine | • Prepare Viewpoint for <i>Toastmaster</i> magazine |
| • Prepare Viewpoint for <i>Toastmaster</i> magazine | • Committee work ³ | • Committee work ³ |
| • Select Presidential Citation recipients | | |
| • Committee work ³ | | |

INTERNATIONAL PRESIDENT-ELECT

- | | | |
|--|--------------------------------|--------------------------------|
| • Conference call ² | • Conference call ² | • Conference call ² |
| • Committee work ³ | • Committee work ³ | • Committee work ³ |
| • District visits (10–14 days ¹) | | |

FIRST VICE PRESIDENT

- | | | |
|--|--------------------------------|--------------------------------|
| • Conference call ² | • Conference call ² | • Conference call ² |
| • Committee work ³ | • Committee work ³ | • Committee work ³ |
| • District visits (10–14 days ¹) | | |

SECOND VICE PRESIDENT

- | | | |
|--|--------------------------------|--------------------------------|
| • Conference call ² | • Conference call ² | • Conference call ² |
| • Committee work ³ | • Committee work ³ | • Committee work ³ |
| • District visits (10–14 days ¹) | | |

IMMEDIATE PAST INTERNATIONAL PRESIDENT

- | | | |
|--|--------------------------------|--------------------------------|
| • Conference call ² | • Conference call ² | • Conference call ² |
| • Committee work ³ | • Committee work ³ | • Committee work ³ |
| • District visits (5–8 days ¹) | | |

¹ Additional preparation time may be needed for events.² Scheduling of conference calls is subject to change.³ Committee work may include conference calls and other assignments.

WORLD HEADQUARTERS ROLE

World Headquarters oversees the operations of Toastmasters International as described in the policies created by the Board of Directors. There is constant communication between the World Headquarters leadership team and district directors regarding education, membership growth and long-range plans. World Headquarters employees provide the assistance needed to accomplish those plans. The following table illustrates the differing roles of the Board and the Chief Executive Officer:

Board of Directors	Chief Executive Officer
Set policy for the organization	Manage how policy is implemented
Request to have staff conduct research and recommend alternatives	Conduct research and surveys in order to recommend alternatives
Set financial policies and monitor financial outcomes	Carry out the day-to-day activities of the organization within the set financial policy
Approve the budget	Make staffing and spending decisions based on the budget

If you have any questions about your role on the Board of Directors, contact boardcontact@toastmasters.org, or call the Executive and Board Relations Director at World Headquarters at +1 720-439-5050.

REFERENCES

SOCIAL MEDIA PARTICIPATION CHART

		From the Board Member's Social Media Profiles		
		Home club, District, Region, or International-level event-related content	Board discussion or decision related content	Other Toastmasters-related content
Posting Location	Another Toastmasters leaders' personal social media profiles	Yes	No, unless authorized by the International President	No, unless authorized by the International President
	Other Toastmasters members' pages	Yes	No, unless authorized by the International President	No, unless authorized by the International President
	Non-Toastmasters individual pages	Yes	No, unless authorized by the International President	No, unless authorized by the International President
	Board Member's personal pages	Yes	No, unless authorized by the International President	No, unless authorized by the International President
	Board Member's Board pages	Yes	No, unless authorized by the International President	No, unless authorized by the International President
	Home club pages	Yes	No, unless authorized by the International President	No, unless authorized by the International President

		From the Board Member's Social Media Profiles		
		Home club, District, Region, or International-level event-related content	Board discussion or decision related content	Other Toastmasters-related content
Posting Location	Home district pages	Yes	No, unless authorized by the International President	No, unless authorized by the International President
	TI official pages	Yes	No, unless authorized by the International President	No, unless authorized by the International President
	TI unofficial pages	Yes	No, unless authorized by the International President	No, unless authorized by the International President
	Non-Toastmasters groups/pages	Yes	No, unless authorized by the International President	No, unless authorized by the International President
	District U or Online clubs	Yes	No, unless authorized by the International President ¹	No, unless authorized by the International President

Board Members are expected to meet and exceed all Toastmasters International Policies and Protocols that relate to ethics and conduct. Only the International President is authorized to speak on behalf of the Board unless they have specifically delegated such communication to Board Members or others.

SUPPORTING AND SAFEGUARDING THE TAX-EXEMPT STATUS OF TOASTMASTERS INTERNATIONAL

The Articles of Incorporation of Toastmasters International qualify it as a California nonprofit public benefit corporation meeting the requirements for United States tax-exemption under Internal Revenue Code section 501(c)(3). Toastmasters International's governing documents (articles, bylaws, constitution, policies and protocols) set forth the guidelines to support the educational mission of Toastmasters and preserve the organization's tax-exempt status.

GUIDELINES FOR THE BOARD OF DIRECTORS

Each Board Member has a responsibility to support and safeguard Toastmasters' tax-exempt status. They must remain vigilant and avoid restricted activities that jeopardize this status. Examples are as follows:

1. Engaging in substantial lobbying or any political candidate campaign activity
2. Using net income, assets or property of Toastmasters International that inures to the benefit of any director, officer, member or private person
3. Improperly serving the private interests of any individual or organization
4. Business activity unrelated to Toastmasters' exempt purposes, such as the commercial seminar business, that may compete with for-profit enterprises (unless income tax is paid)
5. Fundraising in violation of Protocol 8.2: Fundraising
6. Using Toastmasters' resources in a way that conflicts with its educational mission
7. Allowing Toastmasters' purposes and activities to be illegal or to violate fundamental public policy

Board Members who detect questionable conduct must contact the Executive and Board Relations Director and/or the Secretary to discuss. World Headquarters will then evaluate the situation and determine the next steps.

LEGAL AND TAX COMPLIANCE RESPONSIBILITIES OF WORLD HEADQUARTERS

To maintain Toastmasters' tax-exempt status, World Headquarters fulfills these important requirements:

1. Fiscal management and filing, such as bookkeeping, accounting, complying with the reporting and filing requirements of the California Secretary of State and the Registry of Charitable Trusts through the Office of the Attorney General, filing an annual return with the United States Internal Revenue Service, and complying with federal and state tax guidelines and government agencies
2. Recordkeeping, such as maintaining books of accounting and corporate secretary records

For all Board related policies visit www.Toastmasters.org/govdocs. Specifically:

- ▶ **Policy 11.0: Board of Directors**
- ▶ **Protocol 11.1: Board of Directors Meetings**
- ▶ **Protocol 11.2: Board of Directors Expenses**
- ▶ **Policy 11.3: Board of Directors Confidentiality**
- ▶ **Protocol 11.3: Board of Directors Confidentiality**
- ▶ **Policy 11.4: Board of Directors Committees**
- ▶ **Protocol 11.5: Board of Directors Visits**
- ▶ **Policy 11.6: International President**
- ▶ **Policy 11.7: International President-Elect**
- ▶ **Policy 11.11: Board of Directors Conflict of Interest**
- ▶ **Policy 11.12: Board of Directors Conduct**



NOTES

NOTES



NOTES



www.toastmasters.org