



**Minutes of the 2017-2018 Board of Directors Meeting
Lone Tree, Colorado
March 19-22, 2018**

The 2017-2018 Toastmasters International Board of Directors convened from March 19-22, 2018, with International President Balraj Arunasalam, DTM, presiding. The other officers and directors present were: Lark Doley, DTM; Deepak Menon, DTM; Richard Peck, DTM; Mike Storkey, DTM; Don Bittick, DTM; David Fisher, DTM; Reginald Darnell Ford, DTM; Vera Johnson, DTM; Matt Kinsey, DTM; Jim Kohli, DTM; Monique Levesque-Pharoah, DTM; Morag Mathieson, DTM; Mary Morrison, DTM; Michael Osur, DTM; Daniel Rex, Chief Executive Officer; Radhi Spear, DTM; Elisa Tay, DTM; Tracy Thomason, DTM; and Derek Wong, DTM. Chief Financial Officer John Bond, Chief Operations Officer Sally Newell Cohen and Secretary/Treasurer Jennifer Barr were also present. No Board members were absent.

BOARD OF DIRECTORS

1. The Board reviewed and unanimously voted to accept the agenda as presented.
2. The Board participated in a brainstorm session in which the organization's current program offerings were analyzed and potential future offerings were considered. The Board will continue this discussion at future meetings.
3. The Board participated in a strategic planning exercise focused on the core values and organizational and individual accountability to them. The Board was asked to consider the organization's current and optimal states and how to progress toward the optimal state. World Headquarters will consolidate the results and outline a path forward based on the brainstorm. The Board will discuss at a future meeting.
4. The Board participated in a parliamentary procedure workshop to refresh its understanding of and comfort with the proper processes for conducting Board business. The workshop was facilitated by Patti Titus, DTM, Registered Parliamentarian.
5. The report of the Executive Committee was presented by International President-Elect Lark Doley, DTM, and covered the following items considered at its March 15-18, 2018 meeting:

EXECUTIVE COMMITTEE

The 2017-2018 Executive Committee met March 15-18, 2018, with International President Balraj Arunasalam, DTM, presiding. The other officers present were: International President-Elect Lark Doley, DTM; First Vice President Deepak Menon, DTM; Second Vice President Richard Peck, DTM; Chief Executive Officer Daniel Rex and Immediate Past International



President Mike Storkey, DTM. Chief Operations Officer Sally Newell Cohen and Secretary/Treasurer Jennifer Barr also were present. No Committee members were absent.

1. A representative from Morgan Stanley provided the Committee with an update on the organization's investment portfolio. The Committee is pleased with the performance of the portfolio, despite the recent volatility of the market. The Committee also discussed potential modifications to Policy 8.6: Use of Reserve Funds and Policy 8.7: Investments to accurately reflect the organization's assets. The Committee recommends that the Board approve the proposed modifications to Policy 8.7 (attached).
2. The Committee had an open discussion to allow each member to share thoughts and ideas about the future and any concerns not addressed through the meeting agenda. The following items were specifically identified:
 - a. Recognition of World Headquarters staff on an ongoing basis to orient members to the staff structure, identify points of contact and demonstrate organizational support.
 - b. Toastmasters leaders increasingly participate in related organizations and industries, such as TEDx, The John Maxwell Company and Dale Carnegie and Associates. The Committee explored the opportunities, mutual benefits and drawbacks to such relationships.
 - c. The importance of modifying governing documents to require international director candidates to declare potential conflicts of interest.
3. The Committee reviewed the status of reformatations that will take effect on July 1, 2018: District 6 (Southern Minnesota) and District 106 (Northern Minnesota and Southern Ontario, Canada); District 34 (Southern Mexico, including Cancun, Colima, Guadalajara, Mexico City, Morelia, Puebla, Queretaro, Toluca and Xalapa) and District 113 (Northern Mexico, including Aguascalientes, Baja California, Chihuahua, Culiacan, Durango, Guanajuato, Matamoros, Mazatlán, Monterrey, Saltillo, San Luis Potosi and Torreon); District 72 (South of Manawatu-Wanganui region, South New Zealand) and District 112 (North of Wellington region, North New Zealand); District 59 (Belgium, France, Luxembourg, Monaco and Netherlands); District 95 (Denmark, Germany, Norway and Sweden); District 107 (Andorra, Portugal and Spain); District 108 (Estonia, Finland, Latvia, Lithuania and Poland); District 109 (Austria, Bulgaria, Cyprus, Greece, Italy, Lichtenstein, Republic of Macedonia, San Marino, Switzerland and Vatican City) and District 110 (Croatia, Czech Republic, Hungary, Republic of Moldova, Romania, Slovakia and Ukraine).



The Committee also reviewed the status of the reformation that will take effect on July 1, 2019: District 33 (Central California) and District 115 (South Nevada).

The Committee recommends to the Board the following:

- Approve the request from Districts 82 (Southeast India) and 92 (Southwest India) to appoint joint reformation committee co-chairs as submitted.
 - Approve the request from District 37 (North Carolina) for a two-year transition period. This will allow additional time to create stronger leadership and better support the large geography of the district.
 - Refer the request from District 89 (South China) to the district's leadership for modification by the District Executive Committee.
 - Approve the request from Districts 6 (Minnesota and South Ontario, Canada) and 78 (Montana, North and South Dakota, Northwest Minnesota) to adjust the boundary, moving Douglas and Grant counties in Minnesota from District 78 to District 6, effective July 1, 2018.
 - Approve the request from Districts 21 (British Columbia, Canada) and 96 (North British Columbia and Yukon Territory, Canada) to adjust the boundary, moving Mission, B.C., Canada from District 96 to District 21, effective July 1, 2018.
 - The Committee recommends that Qatar be removed from District 20 and become Provisional District 116, effective July 1, 2018. The Committee recommends that the Board review Provisional District 116's status each year. The Committee reconfirms its commitment to the district's leadership team and providing ongoing support.
4. The Committee reviewed an analysis of club officer terms and the impact on club success. It determined that whether clubs elect its officers annually or semiannually there is no specific correlation to Distinguished Club Program achievement. However, the discussion evolved to consider other factors that may impact success, such as the tasks, motivation, skills and competencies necessary in each leadership role. It directed World Headquarters to conduct a review of each Toastmasters leader role, from club officer to International President, and provide an analysis to the Committee in August 2018.
 5. The Committee received an update on the process to establish a legal entity in China. Toastmasters International has received company name approval for Shenzhen Toastmasters Education Company Limited and will continue its efforts to complete the necessary incorporation documents.



6. The Committee reviewed the comments from International Directors regarding the success of Mid-year Training and suggestions for improvement. This valuable exercise will be continued each year after Mid-year Training.
7. The Committee discussed the volume of requests World Headquarters receives to add new languages to the eight already supported. These requests typically do not provide the level of detail required to properly evaluate the need or determine future return on investment. The Committee directed World Headquarters to develop detailed criteria for districts to use when submitting translation requests.
8. 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 the Recognition Committee and Disciplinary Committee continue their work. In addition, a new committee will convene: District Marketing Effectiveness Committee. The membership and presiding officer of each committee was determined by the International President in accordance with Policy 11.4, Section 3.C.
9. The Committee reviewed an update on the progress of a potential partnership with Rotary International.
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.

With respect to items 2b and 2c, the Committee requested that World Headquarters work with legal counsel.

The Board discussed and adopted the report. Item 1, amendments to Policy 8.7: Investments, was discussed and adopted separately.

STRATEGIC PLANNING COMMITTEE

The 2017-2018 Strategic Planning Committee convened on March 16, 2018, with Immediate Past International President Mike Storkey, DTM presiding. The other officers present were: International President Balraj Arunasalam, DTM; International President-Elect Lark Doley, DTM; First Vice President Deepak Menon, DTM; Second Vice President Richard Peck, DTM and Chief Executive Officer Daniel Rex. Chief Operations Officer Sally Newell Cohen and Secretary/Treasurer Jennifer Barr also were present. No Committee members were absent.



1. The Committee discussed the need for accountability among all levels of leadership and the negative impacts to the member. It agreed that discussions must continue, and strategies be developed to reinforce commitment to our missions, better assess the efforts of leaders at all levels and establish a culture of accountability.
2. Mid-year Training provides district leaders with an opportunity to reflect on their performance in the first half of the year and develop strategies to end the program year successfully. It also affords a learning opportunity that can impact and inform future decisions made by the Board of Directors. The Committee discussed the role of the Region Advisor and International Director at Mid-year Training. The Committee agreed that starting in 2019 each international officer will visit one Mid-year Training to:
 - a. Gain knowledge to inform future Board decisions; observe and learn from the district leaders.
 - b. Support the training program in whatever means is most appropriate as determined by the Chief Executive Officer.

The International President, with input from the Chief Executive Officer, will determine which international officer should participate in which Mid-year Training. The Committee will evaluate the effectiveness of International Officer attendance in March 2019 and determine if policy or protocol should be modified.

3. Today, when region advisors, international officers or directors conduct district visits, there is no assessment to measure return on investment. A visit should be defined by need and anticipated, specific results. To develop a process for measurement and assessment, input from district leaders, region advisors, Board members and World Headquarters staff will be considered. The Committee also agreed that it is necessary to strengthen the process through which international directors and region advisors request a district visit. This will be discussed in a future meeting.
4. The Committee reviewed the mentor/protégé pairings that were established in August and determined that it needed to spend more time discussing the Executive Committee's role. The Committee discussed incorporating more context to the Board of Directors Handbook and Region Advisor Handbook to properly articulate the purpose and process for a successful mentor/protégé relationship.
5. The Committee received an update on the development of online district leader training that will be available in June 2018, and modifications to the August District



Leader Training program. It requested that World Headquarters provide an outline of all content by the end of April 2018.

6. The Committee discussed the behavior expected of international officers and directors and region advisors when participating in district visits and when acting as an ambassador for the organization. It agreed that a formal set of standards should be developed by the Board at a future meeting and inserted into policy or handbooks.
7. The Committee discussed the opportunity to strengthen corporate relationships and requests that World Headquarters create a system to track corporations that support Toastmasters clubs and key individuals in those corporations. It is important to communicate the benefits of having a Toastmasters club to the corporations. The Committee also discussed effective marketing approaches, relationship maintenance and interacting with the appropriate level of decision maker.

BOARD OF DIRECTORS

6. The Board received reports from International President Arunasalam and Chief Executive Officer Rex on the status of the organization.
7. The Board received an update from Mike Storkey, Immediate Past International President and Chair of the Advisory Committee of Past Presidents (ACPP). The ACPP requests that the Board consider modifying the committee's quorum requirements. The Board discussed proposed amendments to the Bylaws of Toastmasters International, Article XI: Quorum (attached) and voted to present these amendments to the membership for vote at the 2018 Annual Business Meeting.

8. The Board reviewed and discussed several policy-related items:

A member submitted a request for the Board to consider lowering the minimum number of members required to charter a club. The Board determined that the minimum of 20 members, 17 of whom cannot belong to another Toastmaster club, should not be changed to ensure that all clubs start out with a strong member base. The Board recognized that this information is not recorded in policy and voted to adopt the proposed amendments to Policy 2.0: Club and Membership Eligibility (attached), effective immediately.

Policy 6.0: Speech Contests does not specify who has the authority to determine which speech contests a district will conduct in addition to the required International Speech Contest. The Board voted to adopt the proposed amendments to Policy 6.0 (attached),



effective immediately, clarifying that the district director, with approval of the district executive committee, has this authority.

The Board voted to adopt the proposed amendments to Protocol 7.1: District Events (attached), effective immediately, to clarify that districts may not conduct joint events with other districts.

As a token of appreciation for their years of dedication and service, Toastmasters International waives membership dues payments for Past International Presidents. To document this practice, the Board voted to adopt the proposed amendments to Policy 8.0: Dues and Fees (attached), effective immediately.

9. The Board continued its discussion of the area director selection process, specifically relating to the appointment or election of area directors and the qualifications necessary to perform the role effectively. The Board also discussed the role of the area council in area director selection. Area council members are likely to have a better understanding of local needs and are more familiar with potential area directors. The Board voted to adopt the proposed amendments to the District Administrative Bylaws (attached) and Protocol 7.1: District Events (attached), effective July 1, 2018. The Board requested that World Headquarters research area director qualifications and present enhancements at the August 2018 meeting.
10. The Board discussed the financial recording and control systems provided to districts by Toastmasters International, and clarified that all districts will be required to use Toastmasters International's provided systems to ensure consistent reporting and a secure, controlled environment. The Board voted to adopt the proposed amendments to Policy 8.4: District Fiscal Management (attached), effective immediately.
11. The Board received reports from three committees:
 - a. Disciplinary Committee
The Committee was tasked with reviewing materials related to potential disciplinary actions and conducting disciplinary hearings on behalf of the Board and present recommendations to the Board.

The Committee conducted a disciplinary hearing for a member in District 41 recommended to the Board removal from good standing with Toastmasters International due to individual violations of Policy 3.0: Ethics and Conduct.



The Committee conducted a disciplinary hearing for a member in District 59 and recommended to the Board removal from good standing with Toastmasters International due to individual violations of Policy 3.0: Ethics and Conduct.

The Committee also requested that a member in District 47 resign from office and if resignation was not received, the individual would be removed due to individual violations of the District Administrative Bylaws, Protocol 8.4: District Fiscal Management, Policy 3.0: Ethics and Conduct and respect for the individual.

The Board adopted these recommendations through deliberations conducted from December 2017 through February 2018.

The Board voted to accept the Committee's recommendations as a work in progress with final recommendations to be presented to the Board in August 2018.

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.

In February, the Board accepted the appointment of the recommended 2018-2019 region advisors. In March, the Committee clarified the assignment of districts to each region advisor and the Board accepted these assignments retroactive to February 21, 2018 (attached).

The Committee recommended changes to Policy 10.0: Region Advisors (attached). The Board accepted the committee's recommendations, effective immediately.

c. Recognition Committee

The Committee was tasked with creating vertical consistency between the club, area, division, district and region levels through Toastmasters' system of recognition to align objectives, measurement and focus. The Committee was also to define the outcomes and processes most critical to member and organizational success.

The Board voted to accept the Committee's interim report as a work in progress. The committee will present its recommendations to the Board in August 2018.

12. The Board received an update on the strategic initiatives in progress at World Headquarters from Chief Operations Officer Sally Newell Cohen, Chief Financial Officer John Bond, Chief



Information Officer Sam Farajian and Chief Member Engagement and Support Officer Darci Maenpa.

13. In August 2017, the Board participated in an exercise to evaluate campaign activities, determine what is acceptable and fair for all international-level candidates and reduce the campaigning burden for candidates and district officers. The Board voted to adopt the proposed amendments to Policy 9.1: International Campaigns and Elections (attached) to more clearly define campaign processes and communications. This policy will go in to effect immediately following the August 2018 Annual Business Meeting.
14. The Board received an update on brand usage, including club and district adoption rates, use of branded marketing materials, the resources needed by clubs, etc. The organization has a legal obligation to protect its brand, trademarks and copyrights. Additionally, it is imperative that Toastmasters present a globally consistent look and feel across clubs and districts. The Board voted to adopt the proposed amendments to Policy 4.0: Intellectual Property (attached), effective immediately, to formally require adherence to the brand standards and establish consequences. [The Board voted by electronic consent culminating on July 18, 2018 to modify the effective date to no sooner than October 1, 2018.]
15. Prison clubs, which represents 0.5 percent of all Toastmasters clubs, have a potentially limited ability to participate in the Pathways learning experience online. The Board discussed how today prison clubs can participate in Pathways either as a print-only club or by requiring the club liaison to act as the Base Camp manager and print out the materials for each club member. The Board discussed that there is still more research required to fully understand how these clubs function and directed World Headquarters to develop a plan and present in a future Board meeting. Until that time, the Board voted to allow new members of existing prison clubs to work in the traditional educational program until June 30, 2020.
16. The Board received an update on the Ralph C. Smedley Memorial Fund. In the last year, awareness has increased and donations to the Fund have more than doubled. The Board will continue its efforts to use the funds for disaster relief, youth outreach, geographic initiatives, etc. and create a plan for clubs and districts to request funds. The Board clarified that Toastmasters clubs may contribute to the Ralph C. Smedley Memorial Fund and are encouraged to do so. The Board voted to adopt the proposed amendments in Policy 8.5: Ralph C. Smedley Memorial Fund (attached), effective immediately.
17. The Board received an update on the records management initiative that began in January 2015. This initiative included satisfying legal requirements for the retention and maintenance of all records. World Headquarters has begun digitizing all club records and will continue its



efforts to digitize all corporate records and implement a retention policy at all levels of the organization.

18. The Board discussed and accepted the minutes of the Executive Committee from February 1 and February 13, 2018. The Board also accepted the minutes of the Board of Directors from February 21, 2018.

As there was no other business on the agenda, the meeting was adjourned at 3:45 p.m. Mountain Time.

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 Barr
Secretary/Treasurer

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

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 20 percent to 65 percent; the portion for fixed income securities ranges from 20 percent to 80 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.

Bylaws of Toastmasters International

Article XI: Quorum

Section 1: Annual Business Meeting, Special Meetings, Mail Votes

- a. Both one-third of all the votes held by voting members of Toastmasters International, and one-third of the member clubs, represented either in person or by delegates, alternates, or (in the case of member clubs) proxyholders, shall be required to constitute a quorum for the transaction of business at the Annual Business Meeting, at special meetings of the voting membership, and for mail votes of the voting membership.
- b. A meeting at which the required quorum is initially present may continue to transact business notwithstanding the withdrawal of enough voting members or member clubs to leave less than the required quorum, so long as any action taken thereafter is approved by at least a majority of both required quorum numbers of votes held by voting members and member clubs.

Section 2: Board of Directors

A majority of the authorized number of international directors, which must include the International President, the International President-Elect, or a vice president, shall constitute a quorum at any meeting of the Board of Directors.

Section 3: Committees

A majority of the members of any standing or other Board committee shall constitute a quorum, except that a quorum for the Executive Committee shall be four (4) of the five (5) members who have voting rights.

The Board of Directors may, by policy, provide an alternative process for the Advisory Committee of Past Presidents to achieve a quorum.

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. **A minimum number of 20 individual members are required to charter a new Toastmasters club. Seventeen of these may not, at the time of charter, be paid members of another Toastmasters club.**

When a new advanced club is chartered and dual membership in another Toastmasters clubs is required, the number of transfer members is limited to three of the first 20 individual members.

- AB.** Meetings are held at least 12 times per year.
- BC.** 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.
- CD.** Members work toward educational achievements.
- DE.** Members give oral manual speeches and evaluations.
- EF.** Members have the opportunity to develop and practice leadership skills and earn leadership awards.

3. 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. The Board, or its delegate, may offer the person an opportunity for discussion. At the time of notification, should the person become a paid member, the Board, or its delegate, is not required to follow the process as stipulated in Article III, Section 13 of the Bylaws or 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. 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. Good Standing of Individual Members

- A. 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.

Speech Contests

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

District Events

1. District Events

- A. **All district events, including but not limited to district conferences, club officer training, district leader training and district council meetings, must not be held jointly with any other district.**

42. Training

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

23. Area and Division Director Training

- A. It is recommended that initial area and division director training be held before the program year begins. If this is not possible, training must occur no later than September 30.
- B. The mandatory minimum duration of initial area and division director training is four hours.
- C. Area and division directors should be trained together in a central location; however, geographically large districts may train area directors by division or by divisions grouped together. Further, at the discretion of the district director, training may be conducted online through use of live audio and video conferencing tools utilizing an online platform if:
 - I. The cost of travel to attend training is higher than half the cost of semi-annual dues.
 - II. The distance for two or more area or division directors to meet in a central location is greater than 60 miles/100 kilometers.
 - III. Travel time to a central location is greater than two hours round trip.
 - IV. Travel conditions place the safety of the area and division directors at risk.
- D. Additional training for division and area directors shall be conducted throughout the year. Such training must focus on topics that support the achievement of the district and club mission:
 - I. Supporting all clubs in achieving excellence
 - II. Effective club visits

- III. Techniques for creating new club opportunities and building new clubs
 - IV. Success plan status review
 - V. Individual leadership development topics such as time management, conflict resolution, delegation and leadership opportunities
 - VI. Conducting effective Area and Division Council meetings to reinforce club support
 - VII. Succession planning
- E. Such additional training of division and area directors may include other elected and appointed district leaders and is conducted at division or district meetings.

34. Club Leader Training

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

45. District Executive Committee Meetings

- A. The district executive committee ensures that district leaders work to achieve the district mission.
- B. The composition and duties of the district executive committee are defined and described in Article XI, Section (a) of the District Administrative Bylaws.
- C. The district executive committee reviews and approves the District Success Plan; approves the budget and oversees the financial operation of the district; recommends the assignment of clubs to areas and divisions; reviews recommendations and reports of district committees, including those of the audit committee; and performs any duties assigned by the district council.

- D. The district executive committee meets at least four times each year. One meeting shall be conducted in-person. Additional meetings are conducted in-person or virtually.
- E. Virtual meetings occur as recommended by the district director and agreed upon by a majority of the committee. Any agenda item that requires the district executive committee to vote must adhere to the following process:
 - I. Notice of the electronic vote posted to the district website four weeks in advance of the vote opening.
 - II. District posts the proposed agenda item at least 14 days in advance of the vote.
- F. District executive committee meeting information is included in the district calendar and in other district communications.
- G. Only those who have business before the district executive committee and have been invited by the district director attend district executive committee meetings.
- H. Any training at district executive committee meetings focuses on achieving the district mission.
- I. At district executive committee meetings, unless noted, the following business is conducted:
 - I. The district mission is reviewed.
 - II. Roll call is taken, and a quorum is certified.
 - III. The district budget is prepared prior to the budget submittal deadline; copies of the budget are provided at or before the meeting.
 - IV. The audit committee's report is presented prior to each district council meeting; copies of the audit are provided at or before the meeting. The audit committee is governed by Article XI, Section (c) of the District Administrative Bylaws.
 - V. Profit and Loss Statement is presented; copies of the report are provided at or before the meeting.
 - VI. Prior to the district council's annual meeting, the alignment of clubs into areas and divisions is recommended.
 - VII. The district director's recommendations to fill any vacancies in office are approved.
 - VIII. The district director, program quality director, club growth director, division directors, and area directors report on the District Success Plan and Distinguished program progress.

56. District Council Meetings

- A. The district council is defined and described in Article XII, Section 3(c) of the Bylaws of Toastmasters International and in Article IX of the District Administrative Bylaws.
- B. District council meetings are governed by Article X of the District Administrative Bylaws and by Article XII, Section 3(c) of the Bylaws of Toastmasters International.
- C. The district council's annual meeting in which the elections take place is conducted in person. Other meetings of the district council, including special meetings, are conducted virtually.
- D. Virtual meetings occur as recommended by the district director and agreed upon by a majority of the district executive committee. Any agenda item that requires the district council to vote must adhere to the following process:
 - I. Notice of the electronic vote posted to the district website four weeks in advance of the vote opening.
 - II. District posts the proposed agenda item at least 14 days in advance of the vote.
 - III. District posts the proposed budget at least 14 days in advance of the vote.
 - IV. District posts information about proposed appointees at least 14 days in advance of the vote.
- E. District committee chairs and others whose participation the council requires may attend. Members attending the district conference who are not voting members of the council or their proxies may attend but do not participate in council deliberations.
- F. At district council meetings, unless noted, the following business is conducted:
 - I. The district mission is reviewed.
 - II. The credentials committee report is presented.
 - III. The audit committee report is presented.
 - IV. The district budget is adopted at the first district council meeting.
 - V. The Profit and Loss Statement is presented.
 - VI. Appointed officers are confirmed at the first district council meeting.
 - VII. The district executive committee's action to fill any vacancies in district office is confirmed.

- VIII. The assignment of clubs to areas and divisions for the following year is adopted at the district council annual meeting.
- IX. The district leadership committee report is presented at the district council annual meeting.
- X. Nominations from the floor are taken, and election of district officers is conducted at the district council annual meeting.
- XI. The district director, program quality director, club growth director, immediate past district director, and public relations manager report on progress toward district goals.

67. Division Council Meetings

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

78. Area Council Meetings

- A. The area council manages area activities and supports each club in the area in fulfilling the club mission.
- B. The area council meets at least twice each year. Meetings are conducted in-person when practicable. The area director notifies attendees at least four weeks before each meeting.
- C. Council members include the area director, assistant area director education and training, assistant area director marketing, area secretary, club presidents

within the area, club vice presidents education within the area, and club vice presidents membership within the area.

- D. Unless noted, the following business is conducted at area council meetings:
 - I. Club plans, goals, and progress in the Distinguished Club Program are presented.
 - II. Club leader training attendance reports are presented.
 - III. Plans for area events, such as training and speech contests, are made.

89. Annual District Conferences

- A. The purpose of the annual district conference is to provide communication and leadership training opportunities toward achieving the club and district missions and to hold the in-person district council meeting. The annual conference is established in Article XII, Section 4 of the Bylaws of Toastmasters International and further defined in Article X, Section (a) of the District Administrative Bylaws.
- B. District conference information is included in the district calendar and in other district communications.
- C. The following events occur at the annual district conference:
 - I. The in-person district council meeting.
 - II. The International Speech Contest and any other district-level speech contests. These district-level contests may only take place at this event.
 - III. Educational sessions that focus on achieving the club and district missions.

910. District Leader Training

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

Dues and Fees

1. Membership dues payments are governed by Article IV, Section 2 of the Bylaws of Toastmasters International.
2. The annual dues amount for members of all clubs is \$90, payable as \$45 semiannually in April and October.
3. A member who joins a club at a time other than in April and October pays prorated dues according to the following table:

Join Month	Districted Clubs
May or November	\$37.50
June or December	\$30.00
July or January	\$22.50
August or February	\$15.00
September or March	\$7.50

4. The names of the members for whom dues are paid are submitted with the dues payments.
5. The new member fee for each new member, including charter members of new clubs, is \$20.
6. **Past international presidents receive lifetime membership in all clubs to which they belong. All Toastmasters International dues are waived.**
- 67.** The charter application fee for a new club is \$125. New clubs pay dues six months in advance. This may result in the need to submit prorated membership dues for the subsequent dues renewal period.
- 78.** The certification fee for a gavel club is \$50. The annual renewal fee for a gavel club is \$48, payable each November and prorated for groups requesting certification after November.
- 89.** Club charter fees and membership dues and fees are paid by that club or an appropriate sponsoring agency, company, or group and not from district funds, or a district leader’s personal funds, except when that district leader is also a president, vice-president, or treasurer of that club. Club charter fees may be paid by another club, however membership dues and fees may not.
- 910.** The Board of Directors reviews the dues, fees, and submission processes at least every three years beginning in 2009.
- 4011.** In the event of a natural disaster or other extenuating circumstance affecting one or more clubs’ ability to pay membership dues, the Chief Executive Officer, after consultation with the International President, may postpone or reduce the membership dues for the affected clubs or take other appropriate measures. It is the responsibility of the affected clubs to contact World Headquarters for consideration.

District Administrative Bylaws

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. **The decision to elect or appoint is made by the district council and the decision remains in effect until changed by the council. Any changes to the decision must be made prior to November 1 of the district program year in which the elections or appointments will occur.** ~~by and serve at the will of the district director,~~

Officers appointed by the district director are subject to the approval of the district executive committee and ~~confirmation by~~ the district council. ~~Confirmation by the district council must occur~~ by September 30.

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~~ **are** elected by the area councils **or appointed by the district director taking into account the recommendation of the area council.** 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.

District Events

1. Training

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

2. Area and Division Director Training

- A. It is recommended that initial area and division director training be held before the program year begins. If this is not possible, training must occur no later than September 30.
- B. The mandatory minimum duration of initial area and division director training is four hours.
- C. Area and division directors should be trained together in a central location; however, geographically large districts may train area directors by division or by divisions grouped together. Further, at the discretion of the district director, training may be conducted online through use of live audio and video conferencing tools utilizing an online platform if:
 - I. The cost of travel to attend training is higher than half the cost of semi-annual dues.
 - II. The distance for two or more area or division directors to meet in a central location is greater than 60 miles/100 kilometers.
 - III. Travel time to a central location is greater than two hours round trip.
 - IV. Travel conditions place the safety of the area and division directors at risk.
- D. Additional training for division and area directors shall be conducted throughout the year. Such training must focus on topics that support the achievement of the district and club mission:
 - I. Supporting all clubs in achieving excellence
 - II. Effective club visits
 - III. Techniques for creating new club opportunities and building new clubs
 - IV. Success plan status review
 - V. Individual leadership development topics such as time management, conflict resolution, delegation and leadership opportunities

- VI. Conducting effective Area and Division Council meetings to reinforce club support
- VII. Succession planning
- E. Such additional training of division and area directors may include other elected and appointed district leaders and is conducted at division or district meetings.

3. Club Leader Training

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

4. District Executive Committee Meetings

- A. The district executive committee ensures that district leaders work to achieve the district mission.
- B. The composition and duties of the district executive committee are defined and described in Article XI, Section (a) of the District Administrative Bylaws.
- C. The district executive committee reviews and approves the District Success Plan; approves the budget and oversees the financial operation of the district; recommends the assignment of clubs to areas and divisions; reviews recommendations and reports of district committees, including those of the audit committee; and performs any duties assigned by the district council.
- D. The district executive committee meets at least four times each year. One meeting shall be conducted in-person. Additional meetings are conducted in-person or virtually.

- E. Virtual meetings occur as recommended by the district director and agreed upon by a majority of the committee. Any agenda item that requires the district executive committee to vote must adhere to the following process:
 - I. Notice of the electronic vote posted to the district website four weeks in advance of the vote opening.
 - II. District posts the proposed agenda item at least 14 days in advance of the vote.
- F. District executive committee meeting information is included in the district calendar and in other district communications.
- G. Only those who have business before the district executive committee and have been invited by the district director attend district executive committee meetings.
- H. Any training at district executive committee meetings focuses on achieving the district mission.
- I. At district executive committee meetings, unless noted, the following business is conducted:
 - I. The district mission is reviewed.
 - II. Roll call is taken, and a quorum is certified.
 - III. The district budget is prepared prior to the budget submittal deadline; copies of the budget are provided at or before the meeting.
 - IV. The audit committee's report is presented prior to each district council meeting; copies of the audit are provided at or before the meeting. The audit committee is governed by Article XI, Section (c) of the District Administrative Bylaws.
 - V. Profit and Loss Statement is presented; copies of the report are provided at or before the meeting.
 - VI. Prior to the district council's annual meeting, the alignment of clubs into areas and divisions is recommended.
 - VII. The district director's recommendations to fill any vacancies in office are approved.
 - VIII. The district director, program quality director, club growth director, division directors, and area directors report on the District Success Plan and Distinguished program progress.

5. District Council Meetings

- A. The district council is defined and described in Article XII, Section 3(c) of the Bylaws of Toastmasters International and in Article IX of the District Administrative Bylaws.
- B. District council meetings are governed by Article X of the District Administrative Bylaws and by Article XII, Section 3(c) of the Bylaws of Toastmasters International.
- C. The district council's annual meeting in which the elections take place is conducted in person. Other meetings of the district council, including special meetings, are conducted virtually.
- D. Virtual meetings occur as recommended by the district director and agreed upon by a majority of the district executive committee. Any agenda item that requires the district council to vote must adhere to the following process:
 - I. Notice of the electronic vote posted to the district website four weeks in advance of the vote opening.
 - II. District posts the proposed agenda item at least 14 days in advance of the vote.
 - III. District posts the proposed budget at least 14 days in advance of the vote.
 - IV. District posts information about proposed appointees at least 14 days in advance of the vote.
- E. District committee chairs and others whose participation the council requires may attend. Members attending the district conference who are not voting members of the council or their proxies may attend but do not participate in council deliberations.
- F. At district council meetings, unless noted, the following business is conducted:
 - I. The district mission is reviewed.
 - II. The credentials committee report is presented.
 - III. The audit committee report is presented.
 - IV. The district budget is adopted at the first district council meeting.
 - V. The Profit and Loss Statement is presented.
 - VI. Appointed officers are confirmed at the first district council meeting.
 - VII. The district executive committee's action to fill any vacancies in district office is confirmed.

- VIII. The assignment of clubs to areas and divisions for the following year is adopted at the district council annual meeting.
- IX. The district leadership committee report is presented at the district council annual meeting.
- X. Nominations from the floor are taken, and election of district officers is conducted at the district council annual meeting.
- XI. The district director, program quality director, club growth director, immediate past district director, and public relations manager report on progress toward district goals.

6. Division Council Meetings

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

7. Area Council Meetings

- A. The area council manages area activities and supports each club in the area in fulfilling the club mission.
- B. The area council meets at least twice each year. Meetings are conducted in-person when practicable. The area director notifies attendees at least four weeks before each meeting.
- C. Council members include the area director, assistant area director education and training, assistant area director marketing, area secretary, club presidents

within the area, club vice presidents education within the area, and club vice presidents membership within the area.

- D. Unless noted, the following business is conducted at area council meetings:
 - I. Club plans, goals, and progress in the Distinguished Club Program are presented.
 - II. Club leader training attendance reports are presented.
 - III. Plans for area events, such as training and speech contests, are made.
 - IV. In accordance with the district council's decision to elect or appoint area directors as specified in the District Administrative Bylaws, Article VII, Section C, evaluate and assess area director candidates in order to either:**
 - a. Provide one or more appointment recommendations to the district director no later than a date recommended by the district director and approved by the district executive committee. That date will be announced in the district's annual call for nominations. The recommendations are subject to alignment changes by the district council, or**
 - b. Elect the following year's area director and provide the results of the election to the district director no later than a date recommended by the district director and approved by the district executive committee. That date will be announced in the district's annual call for nominations. The elections are subject to alignment changes by the district council.**

8. Annual District Conferences

- A. The purpose of the annual district conference is to provide communication and leadership training opportunities toward achieving the club and district missions and to hold the in-person district council meeting. The annual conference is established in Article XII, Section 4 of the Bylaws of Toastmasters International and further defined in Article X, Section (a) of the District Administrative Bylaws.
- B. District conference information is included in the district calendar and in other district communications.
- C. The following events occur at the annual district conference:
 - I. The in-person district council meeting.
 - II. The International Speech Contest and any other district-level speech contests. These district-level contests may only take place at this event.
 - III. Educational sessions that focus on achieving the club and district missions.

9. District Leader Training

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

District Fiscal Management

1. District financial management is governed by Article XII, Section 2 of the Bylaws of Toastmasters International and by Article XII, Section (a) of the District Administrative Bylaws, which includes requirements for transfers of funds from Toastmasters International to the district. From the membership dues collected by World Headquarters, the Board of Directors makes funds available for district activities.
 - A. These funds include the amounts available in the respective district reserve accounts.
 1. For each member for whom membership dues are received within the district, \$22.50 is deposited in the district reserve account in semiannual payments of \$11.25.
 2. For each member from whom prorated membership dues are received within the district, funds are deposited in the district reserve account according to the following table:

Join Month	Amount
May or November	\$9.38
June or December	\$7.50
July or January	\$5.62
August or February	\$3.75
September or March	\$1.88

2. All district funds, regardless of source, are Toastmasters International funds and are to be used to carry out the Toastmasters International and district missions.
3. **Each district shall adopt all accounting, payment or similar systems put in place, when instructed, by Toastmasters International.**
34. The district director, either the program quality director or club growth director, and finance manager may jointly establish district bank accounts and shall have signatory authority on all accounts established by the district and those established on behalf of the district by Toastmasters International, including any division, area, and conference accounts. Alternate signers are permissible only if approved by the Toastmasters International Executive Committee. **When district accounts are established by Toastmasters International, districts will be required to discontinue the use of all other accounts, when instructed by Toastmasters International.**
45. Funds in district bank accounts must be available on demand. They may not be placed in any type of investment account (i.e. where the funds are at risk or the account has a maturity date).

56. If authorized by the district and included as part of the district budget, a division, area, or conference is allocated funds and has its own budget.
 - A. Division, area, and conference financial activity is subject to the supervision of the district director and must be included in the quarterly Profit and Loss Statement, mid-year audit, and year-end audit.
 - B. Monthly division, area, and conference financial activity reports, showing variances with explanations, must be provided to the district director, program quality director, and club growth director within 30 days of the end of the month.
 - C. Funds in division, area, and conference bank accounts are owned by the district and by Toastmasters International. The administration of division, area and conference funds shall follow the same rules as district funds.
67. The Chief Executive Officer withholds district funds as needed and, with the approval of the Executive Committee, assumes financial control of a district.

TOASTMASTERS INTERNATIONAL®

2018-2019 Region Advisors by Region and Districts

REGION	DISTRICT
1 (2 RAs)	7, 15, 39, 57 Tod Henry, DTM (D57) 2, 9, 21, 32, 96 Mary Swanson, DTM (D6)
2 (2 RAs)	4, 33, 52, 101 Dietmar Wagenknecht, DTM, PID (D33) F, 1, 12, 49, 100 Rosalyn Carter, DTM (D12)
3	3, 5, 16, 23, 25, 34, 55, 113 Atheria Scott, DTM (D55)
4 (2 RAs)	22, 42, 64, 78 Bob Hooey, DTM (D99) 6, 24, 26, 99, 106 Rob Christeson, DTM (D22)
5 (2 RAs)	19, 30, 35, 54, 103 Farzana Chohan, DTM (D8) 8, 43, 50, 56, 68 Heather Perkins, DTM (D45)
6 (2 RAs)	10, 11, 13, 40, 63 Melissa McGavick, DTM (D13) 28, 60, 62, 86 Jeff Sobel, DTM (D53)
7	18, 27, 29, 36, 37, 38, 58, 66 Al Tuten, DTM (D66)
8	14, 44, 47, 48, 77, 81, 84, BTC Roy Ganga, DTM (D44)
9	31, 45, 46, 53, 61, 65, 83 Elaine Rogers, DTM (D46)
10	59, 71, 91, 95, 107, 108, 109, 110 Elizabeth Nostedt, DTM (D95)
11	20, 74, 79, 94, 104, 105, EATC Dunstanette Macauley, DTM (D94)
12	17, 69, 70, 72, 73, 87, 90, 112 Coral McVean, DTM (D69)
13	41, 51, 80, 82, 92, 97, 98, 102 Gauri Seshadri, DTM (D92)
14	67, 75, 76, 85, 88, 89, 93 Kees Broos, DTM (D95)

Districts reforming July 1, 2018 are included in this list.

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~~ **eight members representing a combination of** 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. Individuals for whom an international officer or director Letter of Intent is on file at World Headquarters may not apply for or be selected as a region advisor.
- D. 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 **after the application process has closed**. 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 **Board of Directors**, International Leadership Committee Chair and Chief Executive Officer.

III. The assessment tool is sent to:

- a. The international director, region advisor, PQD, CGD, IPDD, district finance manager, administration manager, public relations manager, division directors, and area directors who served while the applicant was DD.
- b. The international director, region advisor, DD, CGD, IPDD, district finance manager, administration manager, public relations manager, division directors, and area directors who served while the applicant was PQD.
- c. The international director, region advisor, DD, PQD, IPDD, district finance manager, administration manager, public relations manager, division directors, and area directors 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. RAs provide monthly reporting to the International President using a format provided by 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.

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, who have completed the ILC's evaluation process, 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, who have completed the ILC's evaluation process, 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 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 director), 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.

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, international director, program quality director (PQD), club growth director (CGD), immediate past district director (IPDD), district finance manager, administration manager, public relations manager, and division directors who served while the candidate was district director (DD).
 - II. The region advisor, the international director, DD, CGD, IPDD, district finance manager, administration manager, public relations manager, and division directors who served while the candidate was PQD.
 - III. The region advisor, the international director, DD, PQD, IPDD, district finance manager, administration manager, public relations manager, and division directors who served while the candidate was CGD.
 - IV. The district directors, program quality directors and club growth directors who served in the region while the candidate was a region advisor.
 - V. The candidate.

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.

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 or apply for or be selected as a region advisor after being nominated by the ILC.
- C. The chair or a co-chair notifies candidates who are not nominated and provides specific feedback related to the competencies required to be a nominated international officer or director. The chair or a co-chair may provide feedback to nominated candidates upon request.
- D. All other candidate interview information is confidential, and the entire deliberative process of the ILC is confidential. Breaches of ILC confidentiality by anyone are subject to appropriate disciplinary action.
- E. All documentation, files, and reports are kept by World Headquarters for five years.

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.
- B. Candidates may submit a Letter of Intent to World Headquarters confirming their intention to run for office, **on or after September 1 of that election cycle. ~~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.

- V. **After** World Headquarters **acknowledges receipt of a** ~~provides contact information to a candidate only after having received the~~ candidate's Letter of Intent, the **candidate will be provided** 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. The contact information **shall may** only be used for campaign purposes.
 - VI. Candidates must provide World Headquarters with a copy of or link to all distributed or published campaign materials upon or before delivery.
- C. Eligible candidates who have not been nominated by the ILC may run from the floor at the Annual Business Meeting **as defined in** the Bylaws of Toastmasters International, ~~under~~ Article VIII, Section 3, ~~of the Bylaws of Toastmasters International~~.
- I. A Letter of Intent for the candidate must be on file with World Headquarters.
 - II. If a Letter of Intent for a floor candidate is on file, a competing nominated candidate shall be considered opposed.

7. **International Candidate Campaigning** ~~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.B.~~ 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.
- D. Unsolicited subscriptions to information by or about a candidate are not permitted.
- E. 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.
- F. **Candidates shall only send campaign messaging that articulates the candidate's qualifications, vision for the organization and strategies to accomplish that vision. This messaging may be sent in writing or delivered verbally.**
 - I. **Campaign Messaging Recipients are members of the Board of Directors, current and past region advisors, past international presidents, past international directors, immediate past district directors, district directors,**

program quality directors, and club growth directors. Candidates may not send campaign messaging to club officers and district leaders other than those specified here.

- G. Candidates shall only use the following types of campaign communications:**
- I. Physical Mailing: any tangible item that is sent by the candidate or on the candidate's behalf to a Campaign Messaging Recipient.**
 - a. International officer and director candidates, for whom World Headquarters has a Letter of Intent on file, may send one Physical Mailing after the ILC's nomination results have been posted on the Toastmasters International website.**
 - II. Electronic Mailing: any type of electronic message that is sent by the candidate or on the candidate's behalf to a Campaign Messaging Recipient.**
 - a. International officer and director candidates, for whom World Headquarters has a Letter of Intent on file, may send one Electronic Mailing after the ILC's nomination results have been posted on the Toastmasters International website.**
 - III. Voice/Video Conversation: any type of live communication that includes voice and/or video between a candidate or a candidate's representative and a Campaign Messaging Recipient. This shall occur only after the ILC's nomination results have been posted on the Toastmasters International website.**
 - a. International officer and director candidates may conduct one Voice/Video Conversation with each Campaign Messaging Recipient.**
 - b. Candidates or their representatives may communicate with Campaign Messaging Recipients no more than two times to set an appointment for a Voice/Video Conversation.**
 - c. ~~However, n~~No candidate for second vice president or international director nor their representatives may initiate unsolicited communications to district directors, program quality directors or club growth directors outside the candidate's district during the month of June. Communications among campaign team members are permitted.**
 - IV. Presentation: any message delivered in person and/or by video by the candidate and/or a candidate's representative to a Campaign Messaging Recipient. A Presentation includes but is not limited to an educational session, keynote speech or campaign speech.**
 - a. International officer candidates, or their representatives, ~~do~~ shall not deliver a campaign speech at district events. Unopposed international officer candidates may present an educational session and ~~give~~ deliver a keynote speech. International officer candidates may participate in other**

home district activities but may not serve in any district-level (including area and division) role.

- b. International director candidates, or their representatives, may **deliver a presentation** at district events (including area and division events) only within their region. Candidates **shall** 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 district-level (including area and division) role.
- c. 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 communications.

V. Electronic Campaign Places: any online location where a candidate creates a page or profile to promote his or her candidacy.

- a. A Candidate 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. ~~Information about officer and director who have submitted their Letters of Intent and biographical information by October 1 are~~ **Candidate information will be** placed on the Toastmasters International website Candidate Corner by November 1.
 - i. 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.
 - ii. Only nominated candidates as determined by the ILC remain on the Candidate Corner after the committee's report has been **announced published on the Toastmasters International website.**
 - iii. Floor candidates are not included in the Candidate Corner after the Committee's report has been **announced published on the Toastmasters International website.** Floor candidates have the same opportunities as nominated candidates with the exception of inclusion in the *Toastmaster* magazine, **the** Candidate Corner on the Toastmasters International website and in the Candidate Brochure.
- b. **A candidate's campaign website:**
 - i. Must stand alone and have **a unique ~~its own~~ URL each election cycle.**
 - ii. ~~A candidate's website may be linked or referenced~~ **their website** only on the ~~candidate's home club~~ **website of the declared home club as stated on their Letter of Intent**, the Candidate Corner on the Toastmasters International website, **the candidate's campaign**

social media profiles, and in campaign communications made by the candidate.

- iii. ~~A blog m~~May be included ~~on a candidate's website.~~ a blog with automatic notices **and must have an opt-in/out option. Automatic notices are allowed.**

c. A candidate's campaign social media profiles:

- i. ~~Are~~ the only social media profiles ~~s~~ the candidate may use to campaign.
- ii. ~~Campaign profiles m~~Must be separate from existing social media profiles that the candidate has.
- iii. **May contain reciprocal links to the candidate's other social media profiles and campaign website.**

d. Online and social media participation

- i. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites including social networking sites **using any profile.**
- ii. **Candidates are prohibited from commenting on discussions or posts or from liking discussions or posts using their candidate campaign profiles.**

- e. Candidates' **campaign** websites and **campaign** social ~~networking~~ **campaign media** profiles ~~of both successful and unsuccessful candidates~~ **are must be** removed within 10 days ~~following after:~~

- i. **The announcement by the ILC of nominated candidates if the candidate has not been nominated and has not informed Toastmasters International of his/her intent to run from the floor, or**
- ii. **The Annual Business Meeting.**

VI. Physical Campaign Places: any authorized location where a candidate's materials are displayed. Campaign materials may not be distributed at any other location. Candidates or their representatives are responsible for the delivery, set-up, and removal of materials.

- a. **A Physical Campaign Place is provided to** international officer and director candidates or their representatives at the Candidate Corner at the International Convention.
- b. **Districts may provide a Physical Campaign Place to** international officer and director candidates or their representatives at the Candidate

Corner at district conferences **and other district (including area and division) events.**

- c. All international officer and director candidates or their representatives should be provided the same opportunity to participate in any Candidate Corner.**
- d.** No candidate or their representative may host a hospitality suite. A hospitality suite is defined as a location where refreshments are provided and attendance is open to any member.
 - i.** A candidate may have a room for storing material and meeting with campaign team members, but the room may not be used for solicitation of votes.
 - ii.** If ~~a district or region hosts a hospitality suite~~, at any event, there is a hospitality suite, no candidate or their representative, may give contributions or engage in political activities in the suite.

~~G. A campaign communication is any message, unsolicited by the recipient, which promotes or publicizes a candidate. Candidates shall only send two communications:~~

- ~~I. International officer candidates send the first communication between October 1 and November 1; international director candidates send the first communication between October 1 and December 1.~~
- ~~II. Both international officer candidates and international director candidates send the second communication between July 1 and the election at the Annual Business Meeting.~~

~~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 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 communicate with district directors, program quality directors, and club growth directors no more than two times, to schedule a phone call. Such communication is not considered a campaign communication and shall not contain any campaign material. This communication may only occur between World Headquarters 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 unsolicited~~

~~communications to district directors, program quality directors or club growth directors outside the candidate's district during the month of June. Communications among campaign team members are permitted.~~

- ~~H.— A Candidate 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 Candidate 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 Candidate Corner after the committee's report has been announced.~~
 - ~~IV.— Floor candidates are not included in the Candidate Corner after the Committee's report has been announced.~~
- ~~I.— Only nominated candidates, as outlined above, appear in the Toastmasters International Candidate 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, Candidate Corner on the Toastmasters International website and in the Candidate 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 Candidate Corner on the Toastmasters International website, and in campaign 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 the candidate assessment 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.
- ~~D.—Campaign materials for international officer and director candidates may be displayed in a Candidate 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.~~
- ~~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.~~
- ~~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.~~
- ~~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 Campaigning 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 district-level (including area and division) role.~~

~~B. International officer candidates, or their representatives, not deliver a campaign speech at district events. Unopposed international officer candidates may 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.~~

~~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.~~

9.10. 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.

10.11. International Candidate Showcases

- A. At the International Convention, a Candidate 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 Candidate 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 Candidate Showcase.

11.12. 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.

12.13. 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.

Intellectual Property

1. Trademarks and Copyrights

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

2. Brand Standards

- A. The Toastmasters brand is made up of several elements integral to ensuring a consistent identity for Toastmasters clubs, districts and Toastmasters International. Its correct and consistent application accelerates engagement, raises the organization's credibility and improves brand recall. Brand elements include:**
- I. Logo**
 - II. Wordmark**
 - III. Color Palette**
 - IV. Typography**
 - V. Tagline**
- B. Toastmasters International publishes a Brand Manual on the Toastmasters International website that is updated from time to time. It includes all brand standards that shall be followed. The primary brand standards are:**
- I. The Toastmasters logo and wordmark, as currently published by Toastmasters International, are the graphic images that represent Toastmasters clubs, districts, and Toastmasters International.**
 - a. The logo and wordmark may not be modified in any way.**
 - b. Individual members, clubs and districts may not create or use their own logos to replace or supplement the Toastmasters logo and wordmark.**
 - c. Previous versions of the emblem or logo and non-compliant brand images may not be used on any club- or district-related material except when the material is part of an historical display.**
 - d. A previous version of a Toastmasters banner may be displayed at a Toastmasters event as long as the most currently branded version of the banner is more prominently displayed.**
 - e. When photos are posted on social media of any Toastmasters event where banners are displayed, a previous version of a Toastmasters banner shall only be shown if the most currently branded version of the banner is more prominently shown.**

- II. **There are seven colors that make up Toastmasters' brand color palette. No other colors may be used in the development of marketing materials, meeting agendas and related items, electronic media, or any other material that represents Toastmasters in any way.**
- III. **The Toastmasters brand is represented by four fonts. No other fonts may be used.**
- IV. **Toastmasters' official tagline is "Where Leaders Are Made." While usage is not mandatory, no other tagline or theme may be used except in the promotion of special events such as district conferences and club and district officer training events.**
- C. **Misuse of brand elements is prohibited and may result in removal from good standing of an individual member, revocation of a club charter, removal of an officer at any level, or other disciplinary or legal action.**

23. Use of Toastmasters Material

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

34. Membership Contact Information

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

45. Surveys

- A. The only entity authorized to conduct surveys of members and former members and release the results of those surveys is World Headquarters with the following exceptions:
 - I. The Chief Executive Officer may grant written permission to conduct surveys of members and former members and release the results of those surveys.
 - II. Clubs may survey their own members.
 - III. Districts may seek information on educational or related programs from members within the district for their own use.
- B. The conduct of any surveys by outside entities, such as academic sources, and the release and use of survey results, is at the discretion of the Chief Executive Officer.

Ralph C. Smedley Memorial Fund™

1. Toastmasters International is a 501(c)3 nonprofit organization, but it does not generally solicit or accept charitable contributions for the general, unrestricted support of the organization. The Ralph C. Smedley Memorial Fund™ (“Smedley Fund”), which is a part of Toastmasters International, is the only permanently-established repository for charitable contributions to the organization, and it has restricted purposes. Only the Board of Directors has the authority to approve the creation of additional funds, from time to time, for the receipt of charitable contributions for specific purposes.
2. Contributions to the Smedley Fund are restricted to certain educational purposes and may not be used for operating expenses of Toastmasters International or its capital expenditures, nor shall they ever be commingled with the general or other funds of the corporation. Disbursements from the Smedley Fund are made only as determined by a two-thirds vote of the Board of Directors.
3. **Toastmasters clubs are permitted and encouraged to contribute to the Smedley Fund.**
34. The Smedley Fund is restricted to the advancement of education through the research, development, and distribution of educational programs and materials relating to communication and leadership. These programs and materials are designed to meet the needs of the membership and community in a wide range of cultural, social and economic situations. This restricted purpose replaces the previously-stated purpose of the Smedley Fund as of the date of the Board’s adoption of this policy change, and governs the charitable use of funds received thereafter.
45. World Headquarters is responsible for recognizing contributors, communicating information about the Smedley Fund, soliciting contributions and providing information about potential tax deductions. Contributors are encouraged to check with their local tax advisor to determine if their contribution is deductible under the laws of the jurisdictions applicable to them.
56. Toastmasters International must ensure that all activities associated with the Toastmasters organization worldwide, including charitable fund raising, be limited to those authorized by the Board of Directors in order to protect the organization’s compliance with charitable trust laws and other rules imposed by the State of California, the United States Internal Revenue Service (IRS), and other jurisdictions.