



# Minutes of the 2020-2021 Board of Directors Teleconference

December 7, 2020

The 2020-2021 Toastmasters International Board of Directors met on December 7, 2020, with International President Richard E. Peck, DTM, presiding. The other officers and directors present were: Margaret Page, DTM; Matt Kinsey, DTM; Morag Mathieson, DTM; Deepak Menon, DTM; Sal Asad, DTM; Sudha Balajee, DTM; Dorothy Isa Du, DTM; Roy Ganga, DTM; Karen Lucas, DTM; Melissa McGavick, DTM; Mohamad A. Qayoom, DTM; Stefano McGhee, DTM; Elizabeth Nostedt, DTM; TK O'Geary, DTM; Harold Osmundson, DTM; Aletta Rochat, DTM; Lesley Storkey, DTM; Naomi Takeuchi, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Legal Director and Corporate Counsel Aaron Charrouf, District Growth and Support Director Jonathan Lam, Marketing Communications Director John Lurquin, Club Quality and Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, Records Management Administrator Kristen Kyriazis, Fundraising and Compliance Specialist Keith Shaller, and Secretary Kate Wingrove were also present.

1. The Board reviewed and accepted the agenda as presented.
2. The Board received the report of the Policy Review Committee, Remote District Leadership Subcommittee and approved amendments to the Glossary of Governing Documents and District Administrative Bylaws (attached), effective February 1, 2021. The Board also reviewed proposed amendments to Protocol 7.0, 7.1, and 9.0 (attached). Changes to Protocol 7.0, 7.1, and 9.0 were adopted by the joint authority of the International President and Chief Executive Officer with the concurrence of the International President-Elect. These amendments are intended to provide guidance to Districts on how to allow and support the election and/or appointment of remote District leaders.

As there was no other business on the agenda, the meeting was adjourned.

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

A handwritten signature in black ink that reads "Kate Wingrove".

Kate Wingrove  
Secretary

Distribution: Board of Directors

Nonprofit General Counsel  
Chief Executive Officer  
Past International Presidents  
Past International Directors

# Glossary of Governing Documents

The following glossary collects definitions found throughout the governing documents for reference. However, this glossary does not contain every term used in the governing documents, nor are these summary definitions intended to substitute for the full definitions given in the governing documents themselves. If any question should arise concerning the definition of any term in this glossary, the reader is advised to consult the governing documents. Nothing in this glossary shall be considered in legally or judicially construing the meaning of any term in the governing documents.

## **Active Member**

An individual who is a paid member in good standing with Toastmasters International. Active members attend club meetings regularly, have voting privileges, may be elected as an officer of the club, shall be counted towards a quorum of the club membership, may participate in speech contests if they fulfill the other eligibility criteria, and may have a place on the regular speaker's program.

## **Annual Business Meeting**

The regular yearly meeting of the voting members of Toastmasters International, held during the International Convention, for the election of Board Members and the conduct of other corporate business.

See the Bylaws of Toastmasters International, Articles IX and X.

## **Areas**

Administrative units within each District of Toastmasters International, each of which is under the direction of an Area Director. The District may organize Areas together into Divisions.

## **Articles of Incorporation**

The Amended and Restated Articles of Incorporation of Toastmasters International, as filed with the California Secretary of State.

## **Board or Board of Directors**

The Board of Directors of Toastmasters International, a California nonprofit public benefit corporation, consisting of not less than 17 and not more than 25 voting Board Members, with the exact number set - by the Board of Directors. The Bylaws specify that the Board Members are the International President, the International President-Elect, the First and Second Vice Presidents, the Immediate Past International President, and one (1) International Director from each geographic region. The Chief Executive Officer of Toastmasters International normally attends and participates in meetings of the Board of Directors but does not have voting privileges.

See the Bylaws of Toastmasters International, Article V, Section 1.

## **Board Member**

A voting member of the Board of Directors of Toastmasters International. The International President, the International President-Elect, the First and Second Vice Presidents, the Immediate Past International President, and the International Directors are all considered Board Members.

## **Bylaws**

Depending on the context, either

- (1) the Bylaws of Toastmasters International, a California nonprofit public benefit corporation;  
or
- (2) the District Administrative Bylaws defined below.

## **Charter**

A document issued by World Headquarters and signed by the International President and the Chief Executive Officer that commences membership in Toastmasters International of a Member Club.

## **Chief Executive Officer**

The Chief Executive Officer of Toastmasters International, under the supervision of the Executive Committee and the control of the Board of Directors and is appointed by the Board of Directors.

See the Bylaws of Toastmasters International, Article VI, Section 6.

## **Clubs or Member Clubs**

Groups which have subscribed to the mission and purpose of Toastmasters International and have been granted a charter and continue to function in compliance with the conditions set forth in the Articles of Incorporation, the Bylaws, the Club Constitution, the Policies established by the Board of Directors, and the decisions of the Board and its authorized agents and representatives. Clubs are private unincorporated associations, existing as legal entities separate from, but affiliated with, Toastmasters International.

See the Bylaws of Toastmasters International, Article III.

## **Constitution or Club Constitution**

Toastmasters Club Constitution for Clubs of Toastmasters International, which is standard for all clubs and must be adopted by a club in order to become a Member Club within Toastmasters International.

## **Corporation, This or The**

Toastmasters International, a California nonprofit public benefit corporation.

## **Delegates**

Specific individuals, from among a Member Club's active individual members, duly authorized by the club to cast the club's two (2) votes at the Annual Business Meeting. Delegates must be in good standing with Toastmasters International. Other individual members of a club who attend the Annual Business Meeting do so as nonvoting observers.

See the Bylaws of Toastmasters International, Article X, Section 1.

## **Delegates at Large**

The Toastmasters International President, the International President-Elect, the First and Second Vice Presidents, the International Directors, Past International Presidents, Past

International Directors, and District Directors, subject to the conditions of membership stated in the Bylaws, each entitled to cast a single vote if present at the Annual Business Meeting.

See Bylaws of Toastmasters International, Article III, Section 1(b), and Article X, Section 4.

### **Designated Representative**

The person (generally, the president of a Member Club) through whom a Member Club exercises its rights and obligations as a voting corporate member of Toastmasters International.

See the Bylaws of Toastmasters International, Article III, Section 9.

### **Disciplinary Proceedings**

Proceedings in which the Board of Directors may terminate or suspend a *Member Club* or a *Delegate at Large*, or may suspend, remove, or take other action with respect to the good standing of an individual member of a club.

See the Bylaws of Toastmasters International, Article III, Section 13.

### **District Administrative Bylaws**

The central document governing administration of the Districts of Toastmasters International, issued and modified by the Board of Directors.

### **Districts**

Administrative units of Toastmasters International, organized based on the territory covered by groups of ~~adjacent~~ Member Clubs, whose boundaries are established and modified subject to the approval of the Board of Directors. Each District is designated by a number. Each District is divided into Areas, and in some Districts, Areas are organized together into Divisions. Districts are governed by the District Administrative Bylaws and are not independent or autonomous legal entities.

See the Bylaws of Toastmasters International, Article XII.

### **Divisions**

Administrative units into which Districts of Toastmasters International are divided, each under the direction of a Division Director and consisting of a number of ~~adjacent~~ Areas.

### **Dues**

Depending on the context, either

- (1) the dues paid by individual members to the clubs to which they belong, or
- (2) the per capita dues paid by the Member Clubs twice yearly to Toastmasters International, which are set by a two-thirds vote of the entire Board of Directors.

See the Bylaws of Toastmasters International, Article III, Section 12, and Article IV, Section 2.

### **Executive Committee**

Depending on the context, any of the following:

- (1) The Executive Committee of the Board of Directors, which exercises the power of the Board in some circumstances, and consists of the International President, the International

President-Elect, the First and Second Vice Presidents, the Immediate Past International President, and the Chief Executive Officer (as an ex officio member without voting rights); or

- (2) the executive committee of a District of Toastmasters International, consisting of the District Director, the Program Quality Director, the Club Growth Director, the District Public Relations Manager, the District Administration Manager, the District Finance Manager, the Area Directors, and any Division Directors, together with the Immediate Past District Director; or
- (3) the executive committee of a Member Club, consisting of the officers of the club named in the club's constitution; e.g., a Club President, a Vice President Education, a Vice President Membership, a Vice President Public Relations, a Club Secretary, a Club Treasurer (or a Club Secretary/Treasurer), a Sergeant at Arms, and the Immediate Past Club President.

See the Bylaws of Toastmasters International, Article V, Section 6.

### **Ex Officio**

Used in the Bylaws to indicate that an individual participates on a board or committee by virtue of holding a position with Toastmasters International (e.g., the Chief Executive Officer), but is not a legal member of that board or committee and has no voting rights.

### **Good Standing of Individual Members of Clubs**

Membership status required in order for individual members of clubs to vote at the club level or otherwise participate in Toastmasters International activities open to individual members of clubs. Good standing is presumed on initial admission of an individual member into a club, and thereafter continues so long as the individual remains a member of the club; the club is not suspended or terminated; the club pays when due the fees and payments relating to such member; the club continues to recognize the individual as a member in good standing of the club; and the individual member has not been suspended or removed from good standing with Toastmasters International by action of at least a three-fourths majority of the Board of Directors.

See the Bylaws of Toastmasters International, Article III, Section 8.

### **Indemnification**

The general requirement for Toastmasters International to advance and to pay the expenses (for example, attorney's fees, fines, and settlements) of directors, officers, employees, and other agents that result from judicial or administrative proceedings relating to the person's role with Toastmasters International.

See the Bylaws of Toastmasters International Article XIII, Section 6.

### **Individual Members of Clubs**

Persons who are members of Member Clubs of Toastmasters International. The legal term "member" is a designation which is limited to the Member Clubs themselves and Delegates at Large.

See the Bylaws of Toastmasters International, Article III, Section 1.

## **International President**

The President of Toastmasters International, who is the presiding officer of the corporation and an ex officio member of most corporate committees and who chairs the Executive Committee, the Board of Directors, and the Annual Business Meeting. Upon the expiration of the one-year term, the International President automatically assumes the office of Immediate Past International President.

See the Bylaws of Toastmasters International, Article VI, Section 4 and Section 9.

## **International President-Elect**

The International President-Elect assumes the duties of the International President to chair the Board of Directors and the Executive Committee if the International President is temporarily absent or unable to act. Upon the expiration of the one-year term, the International President-Elect automatically assumes the office of International President. The International President-Elect is elected by the voting members.

See the Bylaws of Toastmasters International, Article VI, Section 5(a) and Section 9, and Article IX.

## **Member or Membership**

The voting members of the corporation Toastmasters International under Section 5056 of the California Corporations Code. Individuals who join Toastmasters clubs may be referred to informally as “members” in various documents, but the voting corporate members with full rights under California law and the governing documents of Toastmasters International are only the Member Clubs and Delegates at Large. Gavel clubs and other entities and programs that Toastmasters International may establish are not corporate members.

See the Bylaws of Toastmasters International, Article III, Section 1.

## **Nondiscrimination**

The policy of Toastmasters International not to discriminate, in the conduct of its programs and activities, against any persons on the basis of age (except those persons under 18 years of age), race, color, creed, gender, national or ethnic origin, sexual orientation, or physical or mental disability, so long as the individuals, through their own effort, are able to participate in the program or activity.

See the Bylaws of Toastmasters International, Article III, Section 7.

## **Officers**

Depending on the context, the officers of:

- (1) Toastmasters International, who are the International President, the International President-Elect, the First and Second Vice Presidents, the Immediate Past International President, the International Directors, the Secretary-Treasurer, the Chief Executive Officer, and the District Director for each District of Toastmasters International; or
- (2) a District of Toastmasters International, who are the District Director, the Program Quality Director, the Club Growth Director, the District Public Relations Manager, the District Administration Manager, the District Finance Manager, the Area Directors, and the Division Directors (each Past District Director shall be an ex officio officer of the District); or

- (3) a Member Club of Toastmasters International, who are a Club President, a Vice President Education, a Vice President Membership, a Vice President Public Relations, a Club Secretary, a Club Treasurer (or a Club Secretary/Treasurer), a Sergeant at Arms, and the Immediate Past Club President.

See the Bylaws of Toastmasters International, Article VI and Article XII, Section 3.

### **Policies**

The major administrative decisions governing the affairs of the organization, known as "Policies," are adopted and revised by a two-thirds vote of the entire Board of Directors of Toastmasters International.

See the Bylaws of Toastmasters International, Article V, Section 4(f).

### **Proxyholder**

An individual member designated by a Member Club to exercise that member's right to vote at a meeting pursuant to a proxy designation that conforms to Policies set by the Board of Directors. Any Member Club, if unrepresented at the Annual Business Meeting by a delegate from among its own active individual club members, may designate as its proxyholder, in writing, any active individual member in good standing of any other Member Club. Upon presentation of proper credentials, the proxyholder has the right to vote for the club represented in addition to any other right to vote which the proxyholder may have.

See the Bylaws of Toastmasters International, Article X, Section 2.

### **Quorum**

The minimum number of the members required to be present for a meeting to legally transact business. The Bylaws of Toastmasters International contain an article stating the quorum requirements for the Annual Business Meeting and other meetings of the voting members, for the Board of Directors, and for Board committees. The District Administrative Bylaws and Club Constitution also contain quorum requirements for meetings at the District and club levels.

See the Bylaws of Toastmasters International, Article XI.

### **Record Dates**

Different dates used for determining voting membership for certain purposes. Under the Bylaws of Toastmasters International, a voting member holding a membership as of the close of business on the record date is deemed a voting member of record. The record date to determine which voting members are entitled to notice of a voting members' meeting is the ninetieth day before the date of the meeting. The record date to determine which voting members are entitled to vote at a voting members' meeting is the seventh day before the date of the meeting.

See the Bylaws of Toastmasters International, Article X, Section 8.

### **Regions**

Geographic area representing the territory of groups of Member Clubs, the boundaries of which may be modified by a two-thirds vote of the entire Board of Directors. Each region should have as nearly as possible an equal number of clubs, and no region should have more than 15% of the total number of Member Clubs in good standing at the end of the fiscal year immediately preceding any modification.

See the Bylaws of Toastmasters International, Article V, Section 4(h) and 4(i).

### **Remote District Leader**

**Any District Executive Committee member having a registered domicile outside the boundaries of the District in which they are serving.**

### **Secretary**

The Board of Directors, at its meeting immediately following the Annual Business Meeting, shall appoint an employee of World Headquarters to perform, for one-year terms, the duties usually performed by the secretary of a nonprofit corporation. Such duties include supervising the maintenance of the minute books of Toastmasters International. The Secretary does not receive additional compensation for serving in that office.

See the Bylaws of Toastmasters International, Article VI, Section 7.

### **Standing Committees**

Depending on the context, any of the following:

- (1) the Executive Committee, the International Leadership Committee, the Advisory Committee of Past Presidents, the Audit Committee and such other committees as the Board of Directors may establish (except for the Executive Committee, these committees are advisory and do not exercise the power of the Board of Directors); or
- (2) the Executive Committee, Leadership Committee, and Audit Committee of a District of Toastmasters International, or such other committees the District may establish; or
- (3) the Executive, Education, Membership, Public Relations, and Social and Reception Committees of a Member Club of Toastmasters International.

See the Bylaws of Toastmasters International, Article VII.

### **Treasurer**

The Board of Directors, at its meeting immediately following the Annual Business Meeting, shall appoint an employee of World Headquarters to perform, for one-year terms, the duties usually performed by the treasurer of a nonprofit corporation. Such duties include supervising the charge and custody of all funds of the organization and the maintenance of correct accounts of the organization's properties and business transactions. The Treasurer does not receive additional compensation for serving in that office.

See the Bylaws of Toastmasters International, Article VI, Section 8.

### **Vice President**

Depending on context, any of the following:

- (1) the First Vice President or the Second Vice President of Toastmasters International; or
- (2) the Vice President Education, the Vice President Membership, or the Vice President Public Relations of a Member Club

See the Bylaws of Toastmasters International, Article VI, Section 5.

### **Vote...of the Board**

A vote in which the required majority or greater percentage necessary for action is calculated using the number of Board Members present at a duly noticed meeting, provided that there is a quorum of Board Members at the meeting.

See the Bylaws of Toastmasters International, Article V, Section 3(c).

### **Vote...of the Entire Board**

A vote in which the required majority or greater percentage necessary for action is calculated using the total number of Board Members then in office rather than merely the number of Board Members present at a meeting where there is a quorum.

See the Bylaws of Toastmasters International, Article V, Section 3(c).

### **World Headquarters**

The principal place of business of Toastmasters International, in Englewood, Colorado.

# 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 District Public Relations Manager, a District Administration Manager, a District Finance Manager, Area Directors, and Division Directors. 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 Division Directors. None of the foregoing District officers 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 (1) 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 (4) weeks prior to the election meeting. Nominations may also be made from the floor by any member of the District Council or their proxyholder only if the floor candidate meets the requirements set forth in Article VII (e) of these administrative bylaws and has been evaluated by the District Leadership Committee for that specific role in that election cycle. 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 District Public Relations Manager, the District Administration Manager, the District Finance Manager, and the Area Director for each Area. These officers may be elected or 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.

Officers appointed by the District Director are subject to the approval of the District Executive Committee and the District Council by September 30.

The District Public Relations Manager, the District Administration Manager and the District Finance Manager shall be eligible for re-election or re-appointment for one (1) succeeding term only. The offices of District Administration Manager and District Finance Manager may be combined.

Area Directors are elected by the Area Councils or appointed by the District Director taking into account the recommendation of the Area Councils. Area Directors shall be eligible for re-election or re-appointment for one (1) succeeding term only.

#### (d) Qualifications

1. At the time of taking office,
  - a. An elective officer must have been an active member of a Toastmasters club in good standing for the entire preceding 12 months, or has been a member for 12 consecutive months within that past three (3) years, in the District in which the officer shall serve.
  - b. The District Director shall have served
    - i. at least six (6) consecutive months as a Club President and
    - ii. at least 12 consecutive months as a Program Quality Director, Club Growth Director or Division Director or a combination thereof.
  - c. The Program Quality Director and Club Growth Director shall have served
    - i. at least six (6) consecutive months as Club President and
    - ii. 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.
  - d. The Division Directors shall have served at least six (6) consecutive months as members of a District Council.
  - e. Insofar as practicable, the Area Directors shall have served as members of a District Council.
  - f. All District officers must be active individual members of Member Clubs in good standing within the District where they are elected or appointed to serve and must be in good standing with Toastmasters International under Article III, Section 8 of the Bylaws of Toastmasters International.**
2. A member may only be a candidate for elective office in one (1) District at any given time.
3. A member may only serve in one (1) position within any District Executive Committee, as specified in Article XI (a), at any given time.

#### (e) Nominations from the Floor

Nominations made by the District Leadership Committee shall be effective when officially announced by the District Leadership Committee Chair or District Director. Additional nominations of qualified candidates may also be made from the floor at the annual District Council meeting with the consent of the person(s) nominated. Prior to running from the floor, a candidate for District Director, Program Quality Director, Club Growth Director, or Division Director must have completed the District Leadership Committee's evaluation process in the same election cycle in which the candidate stands for election at the annual District Council meeting for that specific role.

Floor candidates who have not gone through the District Leadership Committee's evaluation process may only be nominated during the annual District Council meeting if the District Leadership Committee's work is invalid.

Floor nominations for roles other than the District Director, Program Quality Director Club Growth Director, or Division Director may occur even when that individual has not been evaluated by the District Leadership Committee as long as the individual meets all other eligibility requirements.

In the event that there is no candidate(s) elected for District Director, Program Quality Director, Club Growth Director, or Division Director, the position(s) will be considered vacant and will be filled according to Article VII (g) of these administrative bylaws.

**(f) Term of Office**

The terms of all District officers shall commence at midnight on July 1 and end on the following June 30, at 11:59 p.m.

**(g) 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 these 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.

**(h) 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 by the District Director. Such removal of an appointed officer shall become effective immediately; the replacement officer shall also be appointed. The members of the District Executive Committee are responsible to the Toastmasters International Board of Directors, 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.

**(i) Compensation**

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

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

### (a) Regular Meetings

The District Council shall hold at least two (2) meetings during each year, with the exact number and schedule of meetings to be fixed by the District Council . One meeting shall be called the “annual meeting,” and shall be held in person **(unless otherwise instructed by the Board of Directors)** between March 15 and June 1. Additional meetings are conducted online. Notice of any meeting shall be sent in writing to all District Council members at least four (4) weeks prior to the date of such meeting.

### (b) Special Meetings

Special meetings of the District Council may be called by the International President, the District Director, a majority of the District Executive Committee, or not less than one-fourth of the members of the District Council. Notice thereof shall be sent in writing to all District Council members at least two (2) weeks prior to the date of such meeting, and shall set forth the purpose for which such meeting is called, but any business otherwise valid may be transacted at the meeting.

### (c) Quorum

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

### (d) Proxies

Either the Club President or Vice President Education of any Member Club may designate, in writing, any active individual member of the club to act as a proxyholder for them at any District Council meeting that is held in-person. In the event one of those officers is not in attendance at the meeting and has not designated, in writing, an active individual member of the club to act as their proxyholder at such meeting, the officer or proxyholder in attendance shall be deemed to hold the proxy of the other and may therefore cast two (2) votes at such meeting. The intent of this provision is to assure that every club will be represented by two (2) votes. No other proxies shall be valid at a District Council meeting. A written proxy, to be valid at a District Council meeting, must contain all the elements set forth in Toastmasters International Policy and must be delivered personally, by mail, by fax, by email, by electronic transmission, or by other reasonable means to the club member who will hold the proxy. The proxyholder must present the proxy in paper form (i.e., print out an email) to the credentials desk. If the proxy does not bear a handwritten signature, it must have the typed name of the club officer(s) giving the proxy or some other indication that the club officer(s) authorized the proxy to be given. A proxy that complies with these requirements shall be treated as valid so long as the credentials desk has no reason to believe that the proxy was not authorized. A proxyholder cannot transfer or assign a proxy to someone else. A valid proxy delivered to the proxyholder is revoked only if the club officer who gave the proxy takes one of the following subsequent actions:

destroys the proxy, cancels the proxy in writing, issues another proxy authorized at a later date, or actually attends the District Council meeting.

**(e) Voting**

When the voting process is conducted in person, each member of the District Council attending the council meeting, or that member's proxyholder as authorized by subparagraph (d) hereof, is entitled to one (1) vote. Any active individual member who carries the proxies of both the Club President and Vice President Education from a Member Club is entitled to two (2) votes; and any such individual member who is also entitled to a vote as a member of the District Executive Committee is entitled to three (3) votes.

When the voting process is conducted online, no proxies will be permitted. Each District Council member must cast their own vote. District Executive Committee members are entitled to one (1) vote and may cast up to two (2) additional votes as a Club President or Vice President Education. All other members of the District Council shall be limited to a maximum of two (2) votes.

## District Structure

### 1. Club Assignments

- A. Area and Division organization is defined and described in Article XII, Sections 1, 3(b), and 3(e) of the Bylaws of Toastmasters International and in Article VI of the District Administrative Bylaws.
- B. When a new Member Club is organized, it is assigned to the District within which boundaries it meets. Exceptions are only considered with the concurrence of the District Councils involved and with the approval of the Board of Directors.
  - I. The assignment of a new club to an Area is made by the District Director, subject to approval by the District Executive Committee.
  - II. Changes to the alignment of a new club must be reported to World Headquarters by the District Director within 30 days of the club's charter date. Any changes received after 30 days will not be reflected until the following July 1.
- C. When a club moves its meeting location into the geographic boundaries of another District, its District affiliation does not change until the next July 1. This change must be reported to World Headquarters and both District Directors within 30 days of that date.
- D. The best interests of the clubs and District are taken into consideration when assigning clubs to Areas.
  - I. Areas consist of four (4) to six (6) clubs; however, an Area may consist of three (3) clubs on July 1 only when an effort to charter a fourth club is in process.
  - II. Under no circumstances may an Area have more than six (6) clubs on July 1.
  - III. Advanced clubs may not be segregated into Areas.
  - IV. Areas may be segregated by language, subject to the approval of the District Council.
  - V. Districts assign clubs to Areas based upon:
    - a. Geographic proximity to other clubs
    - b. The ability of an Area Director to effectively provide service, **without requiring the clubs to change how meetings are conducted to accommodate an Area Director visit**
    - c. Club size and strength (e.g., paid, active, disbanding)

- d. Prospective clubs and expected growth
  - e. The likelihood of eligibility for Distinguished programs (e.g., club base of the Area or Division)
- E. A Division must have a minimum of three (3) Areas.

## **2. Territorial Councils**

- A. The Board may create non-district administrative units called Territorial Councils in any undistricted territories for the purpose of forming new Districts.
- B. The criteria for the creation of a Territorial Council is the evidence of potential growth of clubs and members in a specific geographical area within five (5) years and the evidence of potential of at least 20 clubs therein for eventual District status.
- C. Once granted Territorial Council status by the Board, a Territorial Council is entitled to:
  - I. Administrative support from World Headquarters
  - II. A District number, which is the next sequential District number available, and assignment to a region
  - III. Participate in the Distinguished District Program
  - IV. A District reserve account and applicable membership dues income
  - V. Travel reimbursement to official District leader training provided by World Headquarters
- D. As stated in Article I: Authority and Title, of the District Administrative Bylaws, all policies and protocols governing Districts shall apply to Territorial Councils, unless otherwise directed by the Board in the best interests of the council. The clubs within a Territorial Council organize an operating structure, electing such officers, similar to Districts, to coordinate and guide club growth and support programs. Elected officers of the council may be re-elected to succeed themselves for one (1) term.
- E. The Territorial Council may plan and conduct training sessions, educational programs, speech contests, and other growth-oriented activities.
- F. Individual members of clubs in a Territorial Council may participate in the Video Speech Contest.
- G. If a Territorial Council meets the minimum requirements for District status before becoming a Provisional District, it may skip that step and apply to the Board for District status.
- H. Those performing leadership roles in a Territorial Council have the same responsibilities as the equivalent leadership roles in a fully-qualified District, subject to such limitations as Policy, Protocol, or Board action may provide.

- I. Each year, the Board reviews the progress of Territorial Councils. If, after three (3) years, the Territorial Council has not made significant progress toward becoming a Provisional District or District, the Board may remove Territorial Council status and all related privileges. The clubs would revert to being undistricted.

### **3. Provisional Districts**

- A. A Territorial Council may apply to the Chief Executive Officer for Provisional District status when the following requirements are met:
  - I. The council has 45 or more clubs in good standing for two (2) consecutive semiannual reporting periods.
- B. Once granted Provisional District status by the Board, a Provisional District is entitled to administrative support from World Headquarters; a District number, which is the next sequential District number available; official participation in the Distinguished District Program; a District reserve account; applicable membership dues income; assignment to a region; visits from International Officers, Directors, and/or Region Advisors; and travel reimbursement to official District leader training and to the International Convention.
- C. Individual members of clubs in provisional districts may participate in the Video Speech Contest.
- D. A Past Provisional District Director is eligible to be nominated for election to the Board.
- E. Within three (3) years after granting Provisional District status, the Board reviews the progress of the Provisional District. Performance in the Distinguished District Program is considered in the decision to grant full District status.
- F. After reviewing District progress, the Board either allows the Provisional District to continue to function as a District or takes such action as it considers in the best interest of Toastmasters International.
- G. When a Provisional District reaches 60 or more clubs in good standing, it may apply to the Board for District status.
- H. Before becoming eligible for full District status, each newly created Provisional District is required to be in operation for a minimum of nine (9) months ending on June 30, during which time it must adopt the District Administrative Bylaws; elect officers, establish an organizational structure, and subdivide itself into Areas; and operate District programs in alignment with Toastmasters International's governing documents.
- I. Any authorization to operate as a Provisional District continues until full District status is granted or until it is otherwise terminated by the Board.

### **4. Reformed or Consolidated Districts**

- A. The Board reviews the status of Districts with more than 240 clubs every three (3) years, or sooner if necessary, to determine if reformation is in the best interests of Toastmasters International and the clubs.

- B. The Board may also consider consolidating a District with another District or Districts if it has fewer than 60 clubs.
- C. Any District with 200 or more clubs that wants to be considered for reformation may, after approval by a majority of the District Executive Committee, submit a letter of inquiry to the Chief Executive Officer for review with the Executive Committee. The Executive Committee provides its recommendation to the Board.
- D. If the Board approves the request or directs a reformation, the District Director appoints a Reformation Committee to conduct a detailed needs analysis that includes the following:
  - I. Map of proposed boundaries demonstrating that the reformed Districts will have no fewer than 100 clubs each
  - II. Number of clubs; club strength; growth trends; growth potential; population; education; languages spoken; and geographic influences, such as rivers, mountains, proximity of clubs to one another, and international borders, for both Districts
  - III. Reasons why the reformation is in the best interests of the members, the clubs, the Districts, and Toastmasters International
  - IV. Implementation strategy
  - V. Marketing plan projecting growth and identifying key market opportunities for both Districts
  - VI. Succession plan identifying qualified future leaders in both Districts
  - VII. Financial projections demonstrating the anticipated income and expense for both Districts
  - VIII. The needs analysis is submitted to the Chief Executive Officer for review with the Executive Committee. The Executive Committee provides its recommendation to the Board.
- E. Two (2) years prior to reformation, the District elects two (2) Club Growth Directors, one (1) Program Quality Director and a District Director. One (1) year prior to reformation, the District elects two (2) Club Growth Directors, two (2) Program Quality Directors and one (1) District Director. In cases when two (2) or more Districts jointly reform or when one (1) District reforms into more than two (2) Districts, the Board will provide additional direction as needed.
- F. The District with the oldest surviving club within its boundaries will retain the original District number. The other District will receive the next sequential number available. The number will be communicated to the District leaders no later than July 1 of the year prior to reformation.
- G. District records through the reformation are retained by the original District. Copies of records essential to their proper administration are furnished to the newly formed District. Separate records are kept after the reformation.
- H. Once the reformation takes place, World Headquarters distributes funds in the

original reserve account to the reserve accounts of the reformed Districts, according to the ratio of the number of membership payments made by clubs in each reformed District in the program year immediately preceding the reformation.

- I. Funds in local District bank accounts must be divided according to the ratio of the number of membership payments made by clubs in each reformed District in the program year immediately preceding the reformation. World Headquarters shall oversee the allocation of funds at the time the bank accounts are established for the new District.
- J. At any stage of the reformation process, Districts may be asked to submit a progress report to the Chief Executive Officer.
- K. Additional reformation requirements may be determined necessary by the Board due to special circumstances.

## **5. District Consolidation**

- A. The consolidation of a District occurs on the initiative of the Board.
- B. The Board reviews the status of Districts with fewer than 60 clubs every three (3) years, or sooner if necessary, to decide if consolidation is in the best interest of the organization.
- C. When determining whether consolidation is appropriate, factors such as the number of clubs in the District, market potential within the District, past performance, leadership, and geography are considered.
- D. If it is determined that consolidation is in the best interests of Toastmasters International and the clubs, the District is advised that it is being considered for consolidation.
- E. If the District wishes to remain a District and not be consolidated, it is given the opportunity to develop and present a growth plan to the Board. The growth plan identifies potential markets within the District and provides a specific strategy and reasonable timeline for building 60 clubs and more.
- F. If a growth plan is accepted, the Board reviews the progress of the District each year and takes what action is in the best interests of Toastmasters International and the clubs.
- G. If a District is to be consolidated, the clubs in that District are notified of the date of consolidation. The Board takes whatever action necessary to ensure that the clubs involved have the opportunity to participate in elections or speech contests conducted by the District absorbing the clubs.

## 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.

### 2. Training

- A. All District-sponsored officer training incorporates the core content of the training programs for District leaders and club officers 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.
- C. If unable to attend training in their home District, a club officer may get credit for training in another District. An attending club officer is responsible for notifying both Districts.

### 3. 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 (4) hours.
- C. Area and Division Directors should **participate in training provided by the District in which they are serving. ~~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 (2) 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 (2) hours round trip.
  - IV. Travel conditions place the safety of the Area and Division Directors at risk.
  - V. There are remote District leaders.**

- 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.

#### **4. Club Officer Training**

- A. Districts train club officers a minimum of twice yearly: between June 1 and August 31 and between November 1 and February 28 (or February 29 in leap years).
- B. The Toastmasters Leadership Institute (TLI) 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 leader and club officer 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 officers 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.

#### **5. 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 (4) times each year. One (1) meeting shall be conducted in-person. Additional meetings are conducted in-person or online. **Online participation options must be made available for remote District leaders, if needed.**
- E. Online 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 is posted to the District website four (4) weeks in advance of the vote opening.
  - II. The 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 to the District Executive Committee 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. The Profit and Loss Statement is presented; copies of the report are provided at or before the meeting.

- VI. At the meeting 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.

## 6. 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 XII, Section 3(c) of the Bylaws of Toastmasters International and by Article X of the District Administrative Bylaws.
- C. The District Council's annual meeting in which the elections take place is conducted in person, **unless otherwise directed by the Board of Directors**. Other meetings of the District Council, including special meetings, are conducted online.
- D. Online 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 is posted to the District website four (4) weeks in advance of the vote opening.
  - II. The District posts the proposed agenda item at least 14 days in advance of the vote.
  - III. The District posts the proposed budget at least 14 days in advance of the vote.
  - IV. The 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. **At the discretion of the District Director, an option for online participation for non-voting individuals may be provided.**
- ~~F~~ **G**. Members, who are not voting members of the council or their proxyholders, may attend the meeting but do not participate in council deliberations.
- ~~F~~ **G**. 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 District Public Relations Manager report on progress toward District goals.

## 7. 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 **or online** ~~when practicable~~. The Division Director notifies attendees at least four (4) weeks before each meeting.
- C. Council members are the Division Director, Assistant Division Director Program Quality, Assistant Division Director Club Growth, and Area Directors within the Division.
- D. Unless noted, the following business is conducted at Division Council meetings:
  - I. Area Success Plan and progress in the Distinguished Area Program are presented.
  - II. Club Success Plan and progress in the Distinguished Club Program are presented.
  - III. The club officer training attendance report is presented.

- IV. Plans for Division events, such as training and speech contests, are made.

## 8. 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 **or online when practicable**. The Area Director notifies attendees at least four (4) weeks before each meeting.
- C. Council members include the Area Director, Assistant Area Director Program Quality, Assistant Area Director Club Growth, 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 Success Plan and progress in the Distinguished Club Program are presented.
  - II. Club officer 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 (1) 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.

## 9. 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. Voting members or their proxyholders, **where appropriate (District Administrative Bylaws, Article X [d])**, are required to attend the annual 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.

## 10. 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 Campaigns and Elections

### 1. Schedule

Date	Action
No later than November 1	District Director appoints District Leadership Committee (DLC) Chair.
No later than December 1	DLC members are recommended by the DLC Chair and approved by the District Director.
No Later than January 15	Call for candidate declarations.
Determined by the DLC Chair and announced to the members of the clubs in the District	Deadline for candidates to declare intent to run.
March 15 – June 1	District Council annual meetings occur (actual dates set by each District).
Six (6) weeks prior to the election date	DLC notifies District Director of nominated candidates.
Four (4) weeks prior to the election date	DLC report and biographical forms are emailed to all members of the District Council and posted on the District website.  Eligible floor candidates shall declare their intent to run in writing to the DLC Chair after the DLC report has been published and at least one (1) week prior to the annual District Council meeting.
July 15	Deadline to submit Officer Agreement and Release Statements and District Leader rosters to World Headquarters.

### 2. District Leadership Committee

A. The District Leadership Committee (DLC) is defined and governed by Article XI, Section (b) of the District Administrative Bylaws.

B. Members of the DLC acknowledge and agree to the following guidelines:

- I. Abide by the timeline provided in Article XI of the District Administrative Bylaws.
- II. Identify and seek qualified candidates for each position.
- III. Commit to meet on a regular basis to conduct candidate assessments and to complete the selection process.

DLC meetings and deliberations are confidential and may not be attended by or shared with those who are not DLC members. A DLC candidate interview is attended only by the DLC members and the candidate.

- IV. Confirm that each candidate meets the candidate qualifications defined in Article VII, Section (d) of the District Administrative Bylaws.

- V. Ensure that there is a minimum of one (1) candidate each for the offices of District Director and Program Quality Director; two (2) or more candidates for the office of Club Growth Director; and a minimum of one (1) candidate for all other elective District offices.
- C. DLC composition:
- I. The District Director appoints a chair, who is a past District leader, preferably a Past District Director. The DLC Chair shall not hold any other District role (with the exception of the Immediate Past District Director) during the program year in which the report is presented.
  - II. Committee members are appointed by DLC Chair, subject to the approval of the District Director.
  - III. Each committee member and the DLC Chair must be an active and paid member.
  - IV. Each Division in the District must be equally represented on the committee.
  - V. A member of a club from a different District in the same region may be appointed to the DLC in order to provide outside perspective during deliberations. This member will not represent a Division.
  - VI. The District Director, Program Quality Director, and Club Growth Director shall not serve as members of the DLC.
  - VII. International Officer and Director candidates, Board Members and Region Advisors may not serve on the DLC.
  - VIII. All committee members must complete a Committee Member Agreement and submit it to the DLC Chair before the committee begins its work.
- D. DLC members serve one (1) year on the DLC and may be reappointed after a one-year absence from the committee.
- E. Communication may be by conference call, email, or other means when geographic distance and other factors impede in-person participation.
- F. DLC members shall not participate in any campaign or endorse any candidate for District office.
- G. No DLC member may be nominated or run from the floor for any District office for the program year following the election at which the committee's report is presented.
- H. DLC members with a conflict of interest, such as a business or personal relationship with a candidate, must declare it at the Committee's first meeting or as soon as the conflict is identified. They must also abstain from the interviews,

discussion, and voting regarding that candidate in the context of the Committee.

### 3. Candidate Assessment and Selection

- A. Before candidate assessment begins, the DLC verifies that each candidate meets the qualifications listed in Article VII of the District Administrative Bylaws.
- B. The DLC interviews and evaluates all known candidates for each elected position. The DLC reviews, in detail, the duties of the position as defined in Article VIII of the District Administrative Bylaws with each candidate. Candidates are evaluated using the Candidate Evaluation and District Officer Competencies documents. The chair provides these documents to the DLC members.
- C. All candidates are interviewed by at least two (2) committee members jointly or individually. Candidates for the same position are interviewed by the same interviewers.
- D. Online participation options for interviews must be made available if needed.**
- D E.** The DLC members, including the chair:
  - I. Have equal opportunity to express their perspectives during candidate-selection deliberations.
  - II. Exercise independent judgment during the selection process.
  - III. Consider the experience, abilities, and qualifications of each candidate.
  - IV. Keep in mind the best interests of Toastmasters International, its Member Clubs, individual members and the District.
  - V. Discuss each candidate for each elective District office.
- E F.** The DLC Chair is a non-voting member of the committee and does not attempt to influence the other members of the committee.
- F G.** Committee members cast their votes in written form, and the committee nominates a minimum of one (1) candidates each for the offices of District Director and Program Quality Director; two (2) or more candidates for the office of Club Growth Director; and a minimum of one (1) candidate for all other elective District offices.
- G H.** Votes are tallied by the DLC Chair and at least two (2) other committee members. The Chair announces the results to the committee.
- H I.** To be nominated, a candidate must receive a majority vote of the DLC.
- I J.** DLC deliberations and votes are confidential and may be shared only with the District Director, World Headquarters, and the Toastmasters International

Board of Directors.

#### **4. Nomination Results**

- A. The reporting of committee results is governed by Article XI, Section (b) of the District Administrative Bylaws.
- B. The DLC Chair or the District Director notifies nominated candidates and reconfirms their willingness to be nominated and their commitment to fulfill the duties of office.
- C. The District Director distributes the committee report and the Candidate Biographical Form for each candidate to the District Council.
- D. The DLC Chair or District Director notifies candidates who were not nominated and advises them of their eligibility to seek office as floor candidates.
- E. Any nomination reported by the DLC is invalid if any DLC requirement, process, or deadline is not complied with.
- F. It is recommended that the DLC Chair or designated committee member provide feedback to all candidates for leadership development.

#### **5. Announcement of Candidacy**

- A. Members, including current members of the District Executive Committee, may self-nominate for District office, be sought out by the DLC, or be nominated by an individual member.
- B. Floor candidates have the same opportunities and responsibilities as nominated candidates unless otherwise noted.
- C. To be nominated, elected or appointed, or run from the floor for any District officer position, candidates must:
  - I. Sign the Toastmasters International Officer Agreement and Release Statement.
  - II. Submit a completed Candidate Biography Form and photograph.
- D. All signed forms from elected or appointed leaders must be submitted to World Headquarters as soon as practicable after the elections but no later than July 15.

#### **6. Campaign Communications**

- A. A campaign communication is any message, in any form (such as phone calls, postal mail, email, social media, and facsimile) unsolicited by the recipient that promotes or publicizes a candidate.
- B. Photographs, audio, video, and electronic representations in all campaign materials and displays, and on the candidate's website and social media profiles, related to this campaign may be of the candidate only; no other

persons are permitted. All candidates are responsible for obtaining written permission for any quotes and testimonials used in candidate campaign materials and displays, on websites, and on social media profiles. Proof of written permission may be requested for review by the District Director.

- C. Unsolicited subscriptions to information by or about a candidate, such as a newsletter or blog, are not permitted.
- D. Communications by the District in connection with a candidate's presentation at a District conference, and internal communication among campaign team members, are not considered campaign communications.
- E. The District Director provides contact information to nominated candidates and floor candidates only after receiving their Officer Agreement and Release Statement.
  - I. Only District Council members' contact information is provided.
  - II. The contact information may only be used for campaign purposes.
- F. District candidates shall only send two (2) campaign communications. These communications may only be sent to members of the District Council:
  - I. The first communication may be sent between January 1 and March 15.
  - II. The second communication may be sent between the announcement of the DLC results and the District Council's annual meeting.
- G. Candidates may have a website and use social media to promote their candidacy. No District or club social media sites or websites may be used to promote any individual candidate. District and club websites may list the nominated candidates.
- H. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites, including social media sites, for campaign purposes.
- I. District candidates may use the Toastmasters trademarks, including the logo and the names "Toastmasters" and "Toastmasters International," on printed and electronic campaign materials, websites and social media sites. Use of the trademarks on any other items requires the written permission of the Chief Executive Officer.
- J. Candidates may not produce or distribute any wearable campaign items (such as buttons, pins, hats, sashes, apparel, etc.).
- K. At District conferences and District non-election meetings (such as Area and Division speech contests), nominated candidates and floor candidates may only distribute and display campaign materials in the Candidate Corner (if there is a Candidate Corner). Candidates or their representatives are responsible for

the delivery, set-up, and removal of materials.

- L. At District non-election meetings (such as Area and Division speech contests), candidates may be introduced as long as all candidates present are introduced.
- M. Candidates may not host hospitality suites at any District event or contribute to a District hospitality suite. A hospitality suite is defined as a room where refreshments are provided and attendance is open to any member.
- N. Candidates may speak and give educational presentations at District conferences, at a time other than during the District Council's annual meeting, at the discretion of the District Director.
  - I. All candidates must receive equal opportunity.
  - II. The time, place, and length of presentation are identified by the District Director.
- O. Candidates may not present campaign speeches at any District non-election meeting, or campaign at any club meetings.
- P. Advertisements in District publications, such as in newsletters, in conference programs, or on websites, by or on behalf of candidates for District office are not permitted.
- Q. The names of floor candidates are not published with the DLC report or in any other District publication.

## **7. Candidate Endorsements**

- A. District Executive Committee members shall not take any action to endorse or officially support any candidate; however, District Executive Committee members who are running for District office may campaign on their own behalf.
- B. International Officer and Director candidates, members of the Toastmasters International Board of Directors and Region Advisors may not take any action to endorse or support any candidate for District office.
- C. All candidates must obtain written permission for any endorsements (i.e. quotes and testimonials) used in candidate campaign materials and displays, and on websites. Proof of written permission may be requested for review by the District Director.

## **8. Campaign Violations**

- A. All actions by individual members must comply with Policy 3.0: Ethics and Conduct and Protocol 3.0: Ethics and Conduct.
- B. Candidates are responsible for ensuring campaign supporters are familiar with campaign Policies. Candidates acknowledge that violation of Policies and Protocols may result in consequences.

- I. A level-one violation is a minor infraction that is usually correctable (for example: posting a photo of someone other than the candidate on the candidate's website).
  - a. The violation is reported to the District Director, who investigates the matter. If the District Director cannot resolve the matter, it is turned over to the District Executive Committee.
  - b. The candidate is educated and informed about the violation. 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 District Executive Committee action in exchange for votes).
  - a. The violation is reported to the District Director, who investigates the matter or assigns the investigation to the District Executive Committee.
  - b. The District Executive Committee may enact these penalties:
    - 1. An announcement of the violation is made prior to the election. This announcement occurs at an appropriate time and place or on the District's website as determined by the District Executive Committee.
    - 2. A letter of censure may be issued to the candidate by the District Executive Committee.
- III. A level-three violation is one of campaign ethics (for example: candidate actively engaging in or promoting the violation of Toastmasters Bylaws, Policy or Protocol).
  - a. A violation is reported to the District Director, who investigates the matter or assigns the investigation to the District Executive Committee.
  - b. The District Executive Committee may enact these penalties:
    - 1. Any or all penalties for level-two violations.
    - 2. Request that a candidate withdraw from candidacy.
    - 3. Engage in further discipline following the processes outlined in Protocol 3.0.
- C. Discipline, related to campaign violations, that is administered by the District Executive Committee may be appealed to the District Council. The District Council's decision is final. Such decisions may not be appealed to the Toastmasters International Board of Directors or World Headquarters.

However, the Board of Directors may, on its own initiative, review the District's decision and reach a different conclusion in the best interests of Toastmasters International, its Member Clubs or individual members.

- D. After the nominations are published, any proven candidate Policy violations must be shared with the District Leadership Committee Chair. Such violations may be disclosed at the District Council's annual meeting by the DLC chair or District Director. If any violations are disclosed at the meeting, all violations of equal level must be disclosed at the meeting.

## 9. Candidate Showcase

- A. At the District conference, it is recommended that a Candidate Showcase occur before the District Council's annual meeting.
- B. Prior to the District conference, the District Director appoints members to serve as chair and co-chair of the Candidate Showcase. Other members are assigned as needed.
- C. Each candidate is given equal time to be interviewed by the chair based on questions related to the achievement of the District mission.
- D. When held, a Candidate Showcase must be fully in person or fully online to give each candidate an equal platform.**
- ~~D~~ E. The presentation schedule, with the names of all nominated candidates and known floor candidates for District office, is prepared by the District Administration Manager.
- ~~E~~ F. There is no census or poll taken of the delegates at a Candidate Showcase.

## 10. Proxies and Credentials

- A. District proxies and voting are governed by the District Administrative Bylaws, Article X, Sections (d) and (e).
- B. The District Director sends a credential or proxy form to each Club President and Vice President Education 30 days before a District Council annual meeting in the District newsletter or in a separate mailing.
- C. Prior to the District Council annual meeting, the District Director appoints a Credentials Chair to supervise the credentials, voting, and ballot counting processes. The Credentials Chair may select members to form a Credentials Committee.
- D. The Credentials Chair is, when practicable, a Past District Director.
- E. The Credentials Chair obtains a list of paid clubs and a list of current District Council members (Club Presidents, Vice Presidents Education, and District officers eligible to vote). The Credentials Chair ensures that ballots are only issued to current District Council members or their authorized proxyholders and are signed for upon distribution.

- F. Ballots indicate the office being contested or are sequentially numbered. The names of nominated candidates may be printed on the ballots. The names of floor candidates may not be printed on the ballots. Ballot templates are available on the Toastmasters International website.
- G. The Credentials Committee ensures that no campaign materials are in the credentials area.

## 11. Elections

- A. The District Director or a person designated by the District Director explains the election rules and procedures to the delegates.
- B. The DLC Chair shall present the committee's report. In the chair's absence, the District Director designates another member of the DLC, when practicable, to present the report. The chair or designee announces the names of the committee members and reads the name of each nominated candidate, in alphabetical order, for each of the offices of District Director, Program Quality Director, Club Growth Director and Division Directors. The Area Directors, District Public Relations Manager, District Administration Manager, and District Finance Manager are also announced if elected.
- C. If any proven level-two or -three Policy violation(s) by a candidate have occurred, according to Section 8 of this Protocol, the District Executive Committee may disclose that violation and its consequences prior to the election.
- D. For each office, the District Director inquires whether there are additional nominations from the floor.
  - I. Floor candidates for District Director, Program Quality Director, Club Growth Director, and Division Director who have completed the evaluation process conducted by the DLC are eligible to run from the floor at the annual District Council meeting, according to Article VII, Section (e) of the District Administrative Bylaws.
  - II. If the DLC report is invalid, candidates for District Director, Program Quality Director, Club Growth Director, and Division Director may be nominated as floor candidates without going through the DLC evaluation process.
  - III. Floor candidates must be nominated by a member of the District Council or their proxyholder. Floor candidates may self-nominate when they are a member of the District Council or a proxyholder.
  - IV. Floor candidates or, in their absence, their representatives state their eligibility qualifications.
  - V. Floor candidates for District Director, Program Quality Director, Club Growth Director, and Division Director must sign the Officer Agreement and Release Statement prior to the election. Only the Officer Agreement

and Release Statements of those elected are sent to World Headquarters.

- VI. The District Director may declare any proven level-two or -three Policy violations by floor candidates to the District Council.
- VII. When nominations are complete, the District Director declares the nominations for that office closed.

**E. At the discretion of the District Director, candidate speeches should all be delivered in person or should all be delivered online to give each candidate an equal platform.**

~~E~~ **F.** After nominations are closed, candidate speeches are given. Candidates speak on their own behalves. If a candidate is not present, an authorized representative may speak for the candidate. If there is only one (1) candidate nominated, no speech is given.

~~F~~ **G.** A candidate's representative may not be a member of the District Executive Committee, a member of the DLC, the Credentials Chair, or any other meeting official.

~~G~~ **H.** The balloting for each office takes place immediately following candidate speeches. The number of votes that a member may cast is governed by Article X, Section (e) of the District Administrative Bylaws.

~~H~~ **I.** After nominations for an office are closed, if there is only one (1) candidate for the office, the District Director may entertain a motion to dispense with the secret ballot for the uncontested office or instruct the District Administration Manager to cast a single ballot for the candidate.

~~I~~ **J.** Candidates are responsible for appointing one (1) observer to monitor the integrity of the voting and ballot counting process.

~~J~~ **K.** Each election is completed and the winner announced before moving to the subsequent election.

~~K~~ **L.** Candidates nominated for one (1) office and not elected to the office may be nominated from the floor for subsequent offices.

~~L~~ **M.** Any candidate who receives a majority of the votes cast is declared elected. In the event no candidate receives a majority of the votes cast for a contested office, voting continues with the use of special ballots. Prior to the second ballot, the nominee having the lowest vote on the first ballot and any nominee receiving less than 10% of the votes cast shall be dropped, and on such succeeding ballots the same procedure shall be followed until a nominee has received a majority of all votes cast. In case of a tie between two (2) remaining nominees, the election shall be decided by lot.

~~M~~ **N.** Upon adjournment of the District Council's annual meeting, all election results are final. Results of the election must be displayed on the District website and

may also be announced in other public forums as soon as possible following adjournment of the meeting.

- N-O.** All proxies and ballots are retained for 24 hours following the close of the meeting for review only by the District Director or District Credentials Chair, as necessary, and immediately thereafter destroyed by the District Director or District Credentials Chair.