



**Minutes of the 2019-2020 Board of Directors Virtual Teleconference
August 14-17, 2020**

The 2019-2020 Toastmasters International Board of Directors convened August 14-17, 2020, with International President Deepak Menon, DTM, presiding. The officers and directors present were: Richard E. Peck, DTM; Margaret Page, DTM; Matt Kinsey, DTM; Lark Doley, DTM; Sal Asad, DTM; Sudha Balajee, DTM; Joan T. Lewis, DTM; Anthony J. Longley, DTM; Larry Marik, DTM; Stefano S. McGhee, DTM; TK O'Geary, DTM; Carol Prahinski, DTM; Mohamad A. Qayoom, DTM; Aletta Rochat, DTM; Naomi Takeuchi, DTM; David Templeman, DTM; Tuire Vuolasvirta, DTM; Susan Zhou, DTM; and Chief Executive Officer Daniel Rex. Chief Information Officer Sam Farajian, Chief Financial Officer John Bond, Club Quality and Member Support Director Danielle Mitchell, District Growth and Support Director Jonathan Lam, Training Director Kate Wingrove, Marketing Communications Director John Lurquin, Product Development Director Angela Cunningham, Legal Director and Corporate Counsel Aaron Charrouf, Research and Analysis Manager Holly Keily, Corporate Relations Specialist Amy Bodfield, Copywriter Andy Tonge, Records Management Administrator Kristen Kyriazis, Executive Services Coordinator Keith Shaller, Secretary Angela Mennenga, and Executive Services Manager Mona Shah were also present.

1. The Board reviewed and adopted the agenda as presented.
2. The Board received the report (attached) of the August 7-10, 2020 Executive Committee meeting as presented by International President-Elect Richard E. Peck. The Board discussed and adopted the Committee's recommendations as presented in items #1, 2, 3, 4, 5, 6, 7, 8, 10, 12, 15, and 16. The other items were considered subsequently and separately by the Board.

The Board adopted item #9 relating to International Campaigns and Elections.

The Board adopted item #11 relating to District reformatations.

The Board adopted item #13 relating to the financial effects of the COVID-19 pandemic.

The Board reviewed item #14 relating to District business. The Board voted to allow District business to be conducted online. The Board also decided that all Area, Division, and District speech contests must be conducted online and that participation options for all District events must be provided. This exception is effective through June 30, 2021. The Board will review these exceptions no later than April 2021.

3. Between the months of March through June 2020, the Board had been involved in a robust planning process of developing the 2020 Strategic Plan. As part of this thorough planning process, the Board confirmed that the three strategic pillars of the 2015 Strategic Plan – Club Excellence, Member Achievement, and Awareness, Engagement and Participation – should continue in the 2020 Strategic Plan with the addition of a fourth pillar, Operational



Effectiveness. In July 2020, the Board determined due to the continued pandemic and the significant future unknowns, a long-term strategic plan for the organization could not be completed. Therefore in August 2020, Strategic Planning Committee Chair Doley led the Board in a series of strategic planning exercises that identified the top priorities to stabilize and strengthen the organization. This interim plan will be released in August 2020 and will be updated as the global environment changes.

4. The Board received reports from International President Menon and Chief Executive Officer on the status of the organization.

5. **RESTRICTED**

6. The Board received reports from the following committees:
 - a. District Leadership Roles, Responsibilities, and Evaluations Committee
The Committee was tasked with three (3) areas: to identify core and supporting processes to support delivery of the District mission; to modify District roles as necessary to better enable Districts to fulfil the mission; and consider how Districts would integrate an evaluation process into their culture.

The Board voted to further develop a recommended Future District Leadership Structure, role definitions, elected versus appointed positions, mandatory versus optional positions, District leader credit towards the Distinguished Toastmaster designation, District leader competencies, and District leader transferable skills.

The Board voted to approve a recommended Future District Leadership Evaluation process, self-evaluations, and 360-evaluations, to be implemented with the Future District Leadership Structure.

The Board voted to approve the recommended current District Leadership Evaluation process, Self-Evaluations, and 360-degree Evaluations, as presented.

The Board voted to accept the report of the District Leadership Roles, Responsibilities, and Evaluations Committee.

- b. Policy Review Committee
The Policy Review Committee was tasked to discuss District Leader Qualifications and Online Clubs. Due to the complexity and importance of these issues, International President Menon approved a supplemental report to be presented during the August 2020 Board meetings.

The committee assigned the work to a District Leader Qualifications and Online Clubs Subcommittee and combined the two (2) items into a single effort.



The first purpose of this subcommittee was to review the qualifications and restrictions on District Leaders who live outside of the geographical boundaries of their district. A second purpose was to review the club structure (in-person, hybrid, online), and propose governing document modifications, if appropriate, to best prepare for their fit, or not, within the organization structure of the future.

The Board adopted an online motions procedure to help streamline the decision-making process, effective September 1, 2020.

The Board approved to maintain all current policy exceptions related to club online meetings and business through June 30, 2021; and that the Board review these exceptions no later than April 2021.

The Board adopted proposed modifications to Policy 2.0: Club and Membership Eligibility (attached), effective September 1, 2020.

The Board adopted proposed modifications to District Administrative Bylaws, Article VII (attached), effective September 1, 2020.

The Board voted to allow Districts to charter online clubs, effective from the 2020-2021 program year.

The Board adopted proposed modifications to District Administrative Bylaws, Article V (attached), effective July 1, 2020.

The committee recommended proposed modifications to Protocol 2.0: Club and Membership Eligibility (attached). The modifications were accepted by International President Menon, Chief Executive Officer Rex, with the concurrence of International President-Elect Peck.

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The Board accepted the supplemental report of the Policy Review Committee.

7. The Board reviewed a comprehensive draft proposal of a new District Recognition Program. The Board deferred this decision pending the completion of the District Leadership Roles, Responsibilities, and Evaluation Committee.
8. In April 2020, the Board voted to make certain allowances regarding special meetings devoted solely for prepared speeches, also known as Speakathons, to increase speaking opportunities for many members. The Board approved extending this exception through June 30, 2021, effective immediately.



9. The Board conducted its annual review of Restricted and Highly Confidential minutes in accordance with Policy 11.9: Secretary-Treasurer. The Board determined that the classifications were in order and no modifications were necessary.
10. The Board reviewed the schedule for Toastmasters International's first-ever Virtual Convention.

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

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" or "highly confidential."

Angela Mennenga
Secretary

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



Minutes of the 2019-2020 Executive Committee Virtual Teleconference August 7-10, 2020

The 2019-2020 Executive Committee convened on August 7-10, 2020, with International President Deepak Menon, DTM, presiding. The other officers present were: International President-Elect Richard E. Peck, DTM; First Vice President Margaret Page, DTM; Second Vice President Matt Kinsey, DTM; and Immediate Past International President Lark Doley, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Information Officer Sam Farajian, Marketing and Communications Director John Lurquin, Product Development Director Angela Cunningham, District Growth and Support Director Jonathan Lam, Club Quality and Member Support Director Danielle Mitchell, Training Director Kate Wingrove, Research and Analysis Manager Holly Keily, Legal Director and Corporate Counsel Aaron Charrouf, Meeting Planning Manager Wendy Roberts, Secretary Angela Mennenga, and Executive Services Manager Mona Shah were also present. No members were absent.

1. The agenda was adopted as presented.
2. The Committee received a report from the Chief Executive Officer.
3. The Committee received an update from each Chair of the following Board Committees: District Leadership Roles, Responsibilities and Evaluation Committee; and Policy Review Committee.
4. The Committee received an update from CEO Rex on the following working groups: Prison Clubs; Speech Contests; Change Management; and Translations.
5. The Committee received the report of the International Disciplinary Committee as presented by co-chair Past International President Jon Greiner, DTM. This committee is tasked with reviewing materials related to potential disciplinary actions and conducting disciplinary hearings, when necessary, on behalf of the Board, and present recommendations to the Board based on the results of the hearings. The International Disciplinary Committee report contained a review of the work that has been done during the 2019-2020 year. The Committee applauds the members of the International Disciplinary Committee for their commitment to the organization and commends them for their time and service. The Committee requested that Chair Jana Barnhill, DTM, AS present the report at the Board Briefing.
6. The Committee received the report of the District Conflict Resolution Working Group as presented by Chair, Past International President Chris Ford, DTM. The Committee requested that Chair Ford present the report at the Board Briefing.
7. The Committee received a report from the Advisory Committee of Past Presidents Chair, Immediate Past International President Doley. The Committee recognized the dedication and service of the Past Presidents during the 2019-2020 program year and appreciate their service.
8. The Committee received an update on the financial position of the organization and reviewed the forecast for 2021. The Committee will revisit this information on an ongoing basis. The performance of



the organization in the 2019-2020 program year was reviewed and the Committee will closely monitor the financial position for the 2020-2021 program year.

9. The Committee reviewed and discussed the report of the 2019-2020 International Leadership Committee (ILC) which included recommended improvements to international campaigning and election processes. The Committee reviewed proposed modifications to Policy 9.1: International Campaigns and Elections (attached) and recommends that the Board adopt the proposed amendments.
10. The Committee discussed best practices in managing Board Committees to yield maximum results to move the organization forward.
11. The Committee reviewed the District Reformatations that will take place on July 1, 2021: District 60 [the city of Toronto, Ontario, Canada (south of Dixon Road)], District 86 (southern and western counties of Ontario, Canada), and District 123 [northern and eastern counties of Ontario, Canada, and the city of Toronto (north of Dixon Road)].

The Committee reviewed the District Reformatations that are scheduled to take place on July 1, 2022: District 41, and District 98.

The Committee recommends that the Board approve Provisional District 114 progress to full District status retroactively, effective July 1, 2020

The Committee reviewed District boundary adjustment requests from Districts 81 and 109. The Committee is heartened to see the enthusiasm and dedication of the leaders and members from the clubs in both Districts. The Committee will continue to monitor both Districts and will review again at its March 2021 meeting.

12. The Committee reviewed and considered proposed modifications to Protocol 4.0: Intellectual Property (attached) that would unify messaging and enforcement of web-related procedures and regulations in order to protect Toastmasters International, its intellectual property and brand image, and our members from abuse. The proposed amendments to Protocol 4.0: Intellectual Property were adopted by the International President and Chief Executive Officer, with concurrence of the International President-Elect.
13. The financial effects of COVID-19 are unknown for the program year of July 2020 through June 2021. As such, the Chief Executive Officer will exercise an exception allowed within Protocol 8.4: District Fiscal Management, Section 4.B., in which the District membership dues allocation would be based on an amount less than the previous program year's numbers. The Committee discussed and recommends that the Board approve reducing the 2020-2021 five (5) percent District expense allocation charged to Districts, as outlined in policy 8.4: District Fiscal Management, Section 4.



14. The Committee recommends that the Board approve that Districts be allowed the option to conduct District Annual Conference and council meetings online and provide online participation options for all District events through June 30, 2021. The Committee also recommends that the Board review these exceptions no later than April 2021.
15. To ensure the continued safety to our members and best interests of the organization due to the COVID-19 pandemic, the Committee supports the Chief Executive Officer in modifying, as necessary, the locations of the 2021 and 2022 Toastmasters International Conventions.
16. The Committee conducted a review of the Chief Executive Officer's performance for the 2019-2020 year and commended Chief Executive Officer Rex for his efforts and contributions. The Committee recommends to the Board a compensation package for the Chief Executive Officer for the 2019-2020 year. The compensation recommendation and performance appraisal is developed each year based on comparative compensation information obtained from a human resource consulting firm, the Committee members' own observations and experiences, and performance expectations developed each year. While the Chief Executive Officer was excused from the room, the Committee reviewed confidential advice regarding compliance with Section 4958 of the United States Internal Revenue Code, made factual findings and adopted extended resolutions as appropriate. Also, in accordance with the California Nonprofit Integrity Act (NIA) of 2004, the Committee determined that the compensation of the Chief Executive Officer is just and reasonable compared to similar organizations.

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

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" or "highly confidential."

Angela Mennenga
Secretary

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

International Campaigns and Elections

1. Schedule

| Date | Action |
|---|---|
| September 1 | Call for candidate declarations. |
| October 1 | Deadline for International 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. |
| April 15 | ILC announces International Officer and Director candidates by this date, when practicable. Floor candidates, who have completed the ILC evaluation process, for Officer or 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 a term of service beginning in August of the same year. International Officers and Directors may recommend appointees.
- D. Three (3) members of the ILC are Past International Presidents:
 - I. The Past International President whose term as International President was completed two (2) terms prior to the February appointment serves as chair for one (1) year.
 - II. The Past International President whose term as International President was completed the term prior to the February appointment serves as co-chair for one (1) year and chair the following year.
 - III. One (1) additional Past International President is appointed by the International President-Elect to serve as a committee member for one (1) 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 (1) member from each region serves a two-year term on the ILC. The committee member shall represent the geographic region for which they were appointed and

shall be considered unchanged notwithstanding any change of residence or boundary revision made during the two-year term. 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 from that region may serve.

- 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. A vacancy of one (1) year or less may be filled by a committee member whose full term expired within the prior two (2) years, a committee member who served a full term more than two (2) years ago, or by an individual who has never served on the committee.

If the individual filling the one (1) year or less vacancy has not served on the committee previously, that individual is eligible to serve a full two-year term immediately following the one year or less time of service.

- I. 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.
- J. A committee member may not be a candidate for international office for one (1) year after leaving the ILC nor serve two (2) consecutive terms.
- K. Committee members may be reappointed only after a two-year absence from the committee.
- L. The ILC nominates at least one (1) and not more than two (2) candidates for each of the offices of International President-Elect, First Vice President, and International President if there is no International President-Elect to succeed to that office.
- M. The ILC nominates at least two (2) candidates for the office of Second Vice President.
- N. The ILC nominates at least two (2) candidates for the open International Director positions with the exception that one (1) candidate may be nominated if no other willing and able candidate can reasonably be found.

- I. An individual is considered willing and able if they are prepared to serve and possess the attributes and competencies to perform successfully on the Board of Directors. The attributes and competencies are published on the Toastmasters International website.

- O. 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.
- P. ILC members are fair and open-minded.
- I. Committee members with a conflict of interest, such as a business or personal relationship with a candidate that creates a reasonable doubt as to the ability of the committee member to be impartial, must declare to the chair or co-chair as soon as the conflict is identified. They must also abstain from discussion and voting regarding that candidate in context of the Committee. In the event that the chair or co-chair has a conflict of interest, as specified above, the chair or co-chair must submit their resignation to the International President-Elect as soon as the conflict is identified.
 - II. 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.
 - III. ILC members request reimbursement for telephone calls or other reasonable expenses within 30 days after the end of their term.
- Q. International Officer and Director candidates may be self-declared candidates. The committee may receive names of qualified candidates or seek them out.
- R. If a nominated candidate withdraws, the committee may nominate a replacement.

3. Candidate Assessment

- A. Each year the ILC Chair solicits feedback about International Officer and Director candidates from ILC members and Board Members.
- B. Each International Officer 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 must complete a self-assessment on or before a date determined by the ILC Chair. Candidates who do not comply with this requirement will not be evaluated by the ILC.
 - 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, sign a confidentiality form, agreeing in writing to keep them completely confidential.

Candidates may designate up to three (3) individuals to also receive their assessment results. Candidates may not share their results with these individuals directly. World Headquarters will provide any individual designated by a candidate with a confidentiality form. Once World Headquarters has received a signed form from the individual, the results will be provided to that individual directly.

- IV. Breaches of assessment confidentiality by anyone are subject to appropriate disciplinary action as a level-three campaign violation.
 - V. The ILC Chair may discuss candidates and assessment results as appropriate with the chair of the Region Advisor Selection Committee and Chief Executive Officer.
- C. 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(s) from the same region who served while the candidate was an International Director
 - IV. The candidate
- D. 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(s) from the same region who served while the candidate was an International Director.
 - IV. The candidate.
- E. 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, District Administration Manager, District 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, District Administration Manager, District 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, District Administration Manager, District 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 current District Director, Program Quality Director, and Club Growth Director of the candidate's home district.
- VI. 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. Candidate interviews will be conducted using video conferencing. A candidate must have the capability to participate fully (audio and video) in the interview to be evaluated by the ILC. Interviews will be recorded for ILC internal use. Recordings will be deleted upon the release of the International Officer and Director ILC nominations on the Toastmasters International Website.**
- B C.** Candidates must maintain confidentiality of all ILC interview questions and discussions until the release of the International Officer and Director ILC nominations on the Toastmasters International website.
- C D.** Committee members, when evaluating a candidate's attributes and competencies relating to service on the Board of Directors and determining which candidates to nominate, 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.
- D E.** Each ILC member votes to nominate one (1) candidate for International President-Elect, First Vice President, and International President (if necessary) and two (2) different candidates for Second Vice President.
- E F.** 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.
- F G.** Committee member votes are confirmed in writing.
- G H.** To be nominated, a candidate must receive votes from at least a majority of the committee members.
- H I.** 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 or a co-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 (5) 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. World Headquarters provides all Letters of Intent to the ILC Chair and Co-Chairs.
 - I. The ILC Chair and Co-Chairs review each Letter of Intent to evaluate potential conflicts of interest. The ILC, by a two-thirds vote of the Chair and Co-Chairs, may reject a Letter of Intent due to disclosed conflicts of interest. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any potential International Officer or Director.
 - II. A Letter of Intent must be accepted by the ILC before a candidate may engage in public campaign activities.
 - III. By signing the Letter of Intent, the candidate acknowledges having read and understood the campaign policies and takes responsibility for the conduct of supporters. Furthermore, the candidate acknowledges that all actual, apparent, or potential conflicts of interest have been disclosed.
 - IV. 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.
 - V. Once the ILC accepts a candidate's Letter of Intent, the candidate may not run for, apply to, 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 candidates remove

themselves from the ILC evaluation process, or are not nominated by the ILC and choose not to continue as a candidate, they are eligible to serve in a District-level (including Area and Division) role.

- VI. After the ILC accepts a candidate's Letter of Intent, the candidate will be provided contact information 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 only be used for campaign purposes.
- VII. 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, Article VIII, Section 3.
 - 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

- A. Candidates for Second Vice President and International Director may only visit clubs, Districts, and District leaders within their declared home region. **In addition, Candidates may continue to attend any meetings of clubs in which they are a paid member as of September 1 of the election cycle.**
- B. Candidates may produce, distribute, post, and make available for download educational and/or informational print, 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. Candidates may not produce or distribute any campaign items (such as, but not limited to, buttons, pins, USB drives, apparel, and gifts).
- C. 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 current Board members, 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 (1) 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 (1) 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 (1) Voice/Video Conversation with each Campaign Messaging Recipient.
 - b. Candidates or their representatives may communicate with Campaign Messaging Recipients no more than two (2) times to set an appointment for a Voice/Video Conversation.
 - c. 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.
 - i. **Communication initiated by a Campaign Messaging Recipient is considered a solicited communication. Candidates may respond to a solicited communication at any time in the election cycle.**
 - d. 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, shall not deliver a campaign speech at District events. Unopposed International Officer candidates may present an educational session and 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 self-promote for an International Officer or Director 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. Candidate information will be placed on the Toastmasters International website Candidate Corner by November 1.
 - i. Information about International 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 published on the Toastmasters International website.
 - iii. Floor candidates are not included in the Candidate Corner after the Committee's report has been 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 URL each election cycle.

- ii. A candidate may link or reference their website only on the 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. May include a blog with automatic notices and must have an opt-in/out option.
 - c. A candidate's campaign social media profiles:
 - i. Are the only social media profiles the candidate may use to campaign.
 - ii. 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 media 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 media profiles must be removed within 10 days after:
 - i. The announcement by the ILC of nominated candidates if the candidate has not been nominated and has not informed Toastmasters International of an 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 individual 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 at any event, there is a hospitality suite, no candidate or their representative, may give contributions or engage in political activities in the suite.

8. Campaign Team Members

- A. Candidates must provide a list of all campaign team members and those who provide services related to the candidate's campaign (paid or unpaid). Services include but are not limited to creating a website, verbal or written campaign coaching, and digital marketing. Individuals or companies that are providing services and wish to use the Toastmasters trademarks, must obtain prior written authorization from the Chief Executive Officer.
- B. Candidates are responsible for the acts and omissions of their campaign team members and those who provide services related to the candidate's campaign (paid or unpaid).
- C. Campaign team members and individuals who provide services to the candidate must follow the same rules as the candidate as defined in this policy, other governing documents, and the International Officer and Director Candidate Handbook (such as, but not limited to, not using personal social media profiles for campaigning, sending campaign communications at other times than permitted).
- D. Campaign team members and individuals who provide services to the candidate must sign and submit to World Headquarters an Acknowledgement of Campaign Responsibilities form prior to active service on the campaign team. Candidates must notify World Headquarters of any changes to their campaign team within 24 hours.

9. 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 media 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, partner, or any family member of any International Officer or Director may not take any action to endorse or to officially support other candidates, including with photographs or quotes, or by placing a candidate's name in nomination.

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.
 - 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.
 - b. Ramifications may include any or all penalties for level-two violations, a request for the candidate to withdraw from the race, and, in the most severe cases, removal from good standing or other disciplinary action which may disqualify the candidate.
- B. The Executive Committee's decisions are final. A candidate may not request that the Board modify or overturn the Executive Committee's decision, nor may the candidate contact Board Members for the purpose of appealing that decision.

11. International Candidate Showcase

- 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 International Directors to serve as chair and co-chair of the Candidate Showcase. Other International Directors are assigned as needed.
- C. Opposed International Officer and all International Director candidates are limited to a six-minute interview. Unopposed International Officer candidates are limited to a three-minute interview. District leaders and the 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.

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 Member 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 Member Club to indicate how it wishes its votes to be cast.
- D. A Credentials Chair and two (2) Co-Chairs are appointed by the International President:
 - I. The appointees are current or past Board Members.
 - II. A person may be reappointed as chair after a three-year interval.
 - III. Appointees are responsible for the operation of the Credentials process preceding the Annual Business Meeting.

13. Voting by Mail

- A. The circumstances for holding an election by mail vote are stated in Article IX, Section 4 of the Bylaws of Toastmasters International.
- B. The tentative process for conducting an election by mail vote is described in Protocol, and such Protocol shall be modified as needed and adopted as Policy by the Board of Directors at such time as a mail vote is held.

Intellectual Property

1. Trademarks

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

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

2. Websites and Social Media

- A. Club, Area, Division, District, and region websites **and social media** should contain information useful to current and prospective members and officers including, but not limited to, event calendars, membership benefits, performance-motivating articles, newsletters, distinguished program goals and progress, dates of latest updates, a link to the Toastmasters International website (which is the primary source for club meeting times and locations). **Social media profiles should link to the official Toastmasters International profile on the same platform.**
- B. Each club website **and social media profile** should contain the club name, meeting time and location, a contact telephone number or email address, the club mission, and a link to the District website. **Club social media profiles should link to the District profile on the same platform.**

- I. Club websites **and social media** may not contain material irrelevant to achieving the mission of the club.
 - II. The Club President is the publisher of the club website **and owner of all club-related social media. The Club President is and** ultimately responsible for ~~its~~ **all content that appears on these platforms.**
- C. Each Area and Division website **and social media profile** may also contain listings of clubs within the Area or Division, membership-building tips for clubs, the club and District missions, and a link to the District website. **Area and Division social media profiles should link to the District profile on the same platform.**
- I. The District Director is ultimately responsible for the content of Area and Division websites **and social media** within the District.
 - II. Area and Division websites must either be part of the District website or published on a free or donated Web hosting site and linked to and from the District website.
 - III. Websites **and social media** must be transferred to the incoming District Director by July 1. If a website **or social media profile** cannot be transferred or the incoming District Director does not want to continue its use, the page must be removed.
- D. Each District website should also contain information such as how to organize new Toastmasters clubs; membership-building tips for clubs; a calendar with information about events such as training, District conferences, and the International Convention; the club and District missions; and links to Area and Division websites within the District. **District social media profiles may also contain this information.**
- I. District websites **and social media** may not contain material that is irrelevant to achieving the mission of the District.
 - II. The District Director is the publisher of the District website **and owner of all District-, Area-, and Division-related social media. The District Director is and** ultimately responsible for ~~its~~ **all content that appears on these platforms.**
- E. Region websites **and social media profiles** may also contain information such as articles and ideas to motivate the Districts' achievement of goals, links to District performance information on the Toastmasters International website, promotion of Toastmasters programs, the mission and vision of Toastmasters International, District and club missions, recognition for achievements or progress toward achievements of District goals, schedules and information about District visits, links to websites of Districts within the region, and District conference dates and locations.
- I. Region websites **and social media** may contain a list of Past International Presidents and Past International Directors showing only their home Districts and years of service.
 - II. The Region Advisor is the publisher of the region website **and owner of all region-related social media profiles. The Region Advisor is and** ultimately responsible for ~~its~~ **all content that appears on these platforms.**

- F. Officers at all levels shall not create office-related websites **or social media profiles** separate from those of their clubs, Areas, Divisions, Districts, or regions.
- G. Officers may reference their Toastmasters membership and position on a personal website **or social media profile**.
- H. All club, Area, Division, District, and region websites **and social media profiles** shall include a Toastmasters International trademark acknowledgement statement as published by Toastmasters International. As the trademark owner, Toastmasters International reserves the right to determine how trademarks are used on websites **and social media**.
- I. Toastmasters websites **and social media** may not include copyrighted information from Toastmasters International or any other source without the express written permission of the copyright owner.
- J. Clubs, Areas, Divisions, Districts, and regions may publish websites in donated space and acknowledge the donation on the website.
- K. Clubs and Districts may sell advertising space **on any website they operate** to offset costs and increase income.
- L. Regions may sell advertising space **on any website they operate** to offset costs.
- M. Advertising revenues may be subject to tax on unrelated business income. Clubs are responsible for any such tax implications resulting from club websites. District and regional advertising revenues may result in unrelated business income tax for Toastmasters International, and so must be reported in financial records submitted to World Headquarters, with provision made to cover any such tax from the revenues thereby generated.
- N. Individual members may not receive any compensation to create, maintain, or host Toastmasters websites; however, normal and reasonable costs to maintain the site may be reimbursed by the club or District.
- ~~O. **A The following** disclaimer must be included on all Toastmasters websites **as follows**: “The information on this website is for the sole use of Toastmasters’ members, for Toastmasters business only. It is not to be used for solicitation and distribution of non-Toastmasters material or information.”~~
- O. The following disclaimer must be included on all Toastmasters-related websites and social media pages: “Information, photos, and all other materials posted to this social media profile are for the sole use of Toastmasters’ members, for Toastmasters business only. It is not to be used for solicitation or distribution of non-Toastmasters material or information.”**

3. Language and Translations

- A. English is the official business language of Toastmasters International. All club officers and District leaders must be proficient in English.
- B. Toastmasters supports additional languages by translating educational and marketing materials, as dictated by protocol, in the following languages:
 - I. Arabic
 - II. French
 - III. German

- IV. Japanese
- V. Korean
- VI. Portuguese
- VII. Simplified Chinese
- VIII. Spanish
- IX. Tamil
- X. Traditional Chinese

- C. Translation and distribution of any Toastmasters International material bearing Toastmasters trademarks or copyrights must be conducted and managed by World Headquarters.
- D. Permission to translate any additional Toastmasters materials shall be obtained in advance from the Chief Executive Officer.
- E. Permission to translate into a new language is granted on a case-by-case basis and based on the following factors:
 - I. When at least 20 chartered Member Clubs in good standing currently conduct their meetings primarily in the language being considered for translation and there is the potential to build more clubs whose meetings would be conducted primarily in that language, World Headquarters may grant permission to translate promotional brochures, the *Competent Communication* manual, the *Competent Leadership* manual, at least two (2) *Advanced Communication* manuals and the Club Leadership Handbook.
 - II. When at least 35 chartered Member Clubs in good standing currently conduct their meetings primarily in that language and there is the potential to build more clubs whose meetings would be conducted primarily in that language, World Headquarters may give permission to translate at least two (2) additional *Advanced Communication* manuals and select marketing material.
 - III. When 60 or more Member Clubs in good standing currently conduct their meetings primarily in that language, World Headquarters may give permission to translate the remaining *Advanced Communication* manuals, the *High Performance Leadership* program, and other materials.
 - IV. World Headquarters determines which materials have priority for translation.
- F. Members may request permission to translate existing Toastmasters materials into a supported language. Permission may be granted on a case-by-case basis under the following conditions:
 - I. Materials are translated, edited, and proofed by the member or by an individual or service designated by World Headquarters.
 - II. World Headquarters reviews all content to ensure accuracy and quality prior to distribution.
 - III. An Assignment Agreement must be completed to assign copyright of the translated material to Toastmasters International.
 - IV. World Headquarters reserves all rights to create and distribute all translated materials.

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 Member Clubs are required to comply with Toastmasters International's governing documents.
- E. All Toastmasters Member 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 is required to charter a new Toastmasters Member Club. Seventeen of these may not, at the time of charter, be paid members of another Toastmasters club.
 - I. A minimum of 20 individual members is required to charter an advanced Toastmasters club. Advanced Toastmasters clubs are clubs with a requirement that its members have already achieved an advanced Toastmasters education award, have progressed to a certain level within the Toastmasters program, or have held a certain level of leadership role. Advanced clubs follow the same charter process as other clubs. Some advanced clubs may require that members belong to another club. If dual membership in another club is required, the number of transfer members is limited to three (3) of the first 20 individual members.
 - B. Meetings are held at least 12 times per year.
 - C. Regular meetings are conducted
 - I. ~~in -person, except when a club decides to allow a minority of its individual members to attend online, or when a club has chartered as an online club in which all members may attend online.~~
 - II. **online,**
 - III. **in a hybrid environment, which is a combination of the two (2).**
-

- D. Members work toward educational achievements.
- E. Members give oral project speeches and evaluations.
- F. 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 Board Member 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 Member Club is considered paid and 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 individual 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.
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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

~~At the time of taking office, the District Director shall have served at least six (6) 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 (6) 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 (6) 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.~~

- 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**
 - i. served 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. 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.**
- 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 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.

District Administrative Bylaws

Article V: Boundaries

The geographic boundaries of this District shall be as follows: _____. **This District may also contain clubs that have no physical meeting location, subject to rules established by the Board of Directors.**

The District Council of this District may recommend changes to such boundaries to the Toastmasters International Board of Directors for approval.

Club and Membership Eligibility

1. Club Reinstatement

- A. Clubs inactive for one (1) full dues renewal period may be reinstated within the following dues renewal period. To do so, the club, or its individual members when verified by a club officer, pay all of the following in full:
 - I. Current renewal dues for a minimum of eight (8) individual members, at least three (3) of whom were individual members of the club immediately prior to its inactive status;
 - II. Any overdue account balance;
 - III. And one of the following fees or dues:
 - a. a reinstatement fee equal to the current individual semiannual dues amount multiplied by eight (8) to cover the missed period. By this method, membership of individual members begins the date of club reinstatement; continuous membership is lost.
 - b. dues for all individual members in the club during the previous reporting period. Membership of individual members continues from the dates they originally joined the club.
- B. Clubs inactive for two (2) or more full dues renewal periods are required to be chartered as new clubs, meeting all chartering requirements.

2. Members with Disabilities

- A. Various external laws apply to facilities and organizations regarding their responsibilities, if any, to provide accommodation to support the participation of persons with disabilities. If no public accommodation is involved, the laws may not apply.
- B. Toastmasters International and each of its subordinate units, including regions, Districts, Divisions, and Areas, shall comply with applicable laws regarding accommodations for persons with disabilities in the jurisdictions in which meetings or other functions are held.
- C. Since Toastmasters Member Clubs are separate legal entities, their legal obligations with respect to persons with disabilities may differ from the obligations of Toastmasters International, depending on national, state, or local regulations and the availability of facilities for meetings in their communities. It may not be reasonable, feasible, or possible to provide accommodation in every instance.
- D. Where disability laws apply, it is the responsibility of the highest-ranking officer at the level for which an event is planned (e.g., the District Director for a District, the Club President for a club) to determine what laws and regulations may apply regarding accommodations for persons with disabilities at the event facility.

- E. If the responsible person determines that an event facility must meet a certain standard of disability accommodation, a written guarantee shall be obtained from the facility owner or operator that the facility complies with that standard and holds Toastmasters International or the club harmless if the facility should violate that standard. If a claim or suit is subsequently brought against Toastmasters International or the club regarding disability accommodation at such event, defense of the claim or suit shall be tendered immediately to the facility owner or operator.
- F. In the case of practical limitations or unforeseen circumstances that could result in some obstacle, hindrance, or other difficulty for a person with a disability at an event, Toastmasters International cannot and does not promise full participation in its programs to persons who are not able to participate through their own efforts.

3. Online Attendance at Club Meetings

- A. Online attendance is defined as any member participating and interacting in a club meeting through the use of live audio and video conferencing tools utilizing an online platform.
 - I. Participants are not in the same physical location as the rest of the club members attending the in-person meeting.
 - II. Participants must be able to communicate with all other members in attendance at the in-person meeting.
 - III. Online participation in a club meeting does not include voice-only teleconferencing, recorded video, or recorded audio.
- B. Clubs that opt to allow online attendance at the regular in-person meeting must specify this in the Addendum of Standard Club Options.
- C. Each club determines the type of online platform(s) to be used and must acquire it at the club's expense if there is a fee for use.
- D. Each member participating in online club meetings will provide their own technology at their own expense if there is a fee for use.

4. Online Clubs

- A. Online clubs are defined as having **a majority of** members attending meetings through the use of live, online video-conferencing tools.
 - I. Each online club determines the type of online platform(s) to be used and must acquire it at the club's expense if there is a fee for use.
 - II. Each member participating in an online club will provide their own technology at their own expense if there is a fee for use.
 - III. Voice-only teleconferencing, recorded video, or recorded audio are not acceptable forms of attendance.

~~B.—Online clubs must begin existence as newly chartered clubs. Existing clubs may not become online clubs, nor may online clubs change their status and become in-person clubs~~

~~C.—Online clubs are undistricted.~~

~~D. Online clubs must self-identify as such in the Addendum of Standard Club Options.~~

5. Designating how Club Meetings are Conducted

A. At the time of charter, a club must designate whether it will conduct meetings in person, online, or hybrid. Modifications to the designation require a majority vote of the active individual membership.

6 5. Guest Participation at Club Meetings

- A. Participation in any meeting role at a club meeting is limited to individuals who are 18 years of age or older.
- B. By attending, guests agree to conduct themselves in an appropriate manner as described in Policy 3.0: Ethics and Conduct.
- C. Clubs may create club-level rules relating to guest attendance and participation. Such rules shall not contradict the governing documents of Toastmasters International. Examples include but are not limited to:
 - I. Clubs may determine a limited number of meetings a guest may attend before being required to apply for membership.
 - II. Clubs may choose to restrict the attendance of guests who detract from the positive meeting environment.
 - III. Clubs may choose to restrict the attendance of guests who are under 18 years of age.