



# Minutes of the 2020-2021 Board of Directors Meeting

August 14-15, 2021

The 2020-2021 Toastmasters International Board of Directors met in a hybrid meeting format on August 14-15, 2021, 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; Stefano McGhee, DTM; Elizabeth Nostedt, DTM; TK O'Geary, DTM; Harold Osmundson, DTM; Mohamad A. Qayoom, 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, Director of Partnerships and Development Angela Cunningham, District Growth and Support Director Jonathan Lam, Marketing and 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, Education Development Supervisor Jessie Lester, and Secretary Kate Wingrove were also present.

1. The Board reviewed and accepted the agenda as presented.
2. International President Peck presented a report of his experiences while serving as International President. He applauded the Board of Directors for setting a wonderful example to the leaders of the organization for how to connect during a challenging time when meeting in-person was not an option. He shared how inspiring it was to see the clubs of Toastmasters International experiment and try new things, helping the worldwide network of clubs become more accessible to individual members.
3. The Board received the report (attached) of the August 10-12, 2021 Strategic Planning Committee hybrid meeting as presented by Past International President Menon. Then the Board participated in two (2) strategic thinking exercises with the Committee. The exercises focused on elaborating on the core values of the organization and developing the foundation for the future evolution of Toastmasters International's tagline.
4. The Board received an update on the financial performance of the organization.
5. The Board received an update from Chief Executive Officer (CEO) Rex on the status of the organization overall and of World Headquarters operations.
6. The Board participated in a reflection activity.

7. The Board received the report (attached) of the August 10-12, 2021 Executive Committee meeting as presented by International President-Elect Page. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 4, 5, 7, 8, 9, 11, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, and 23.

The Board discussed item #6 subsequently.

The Board adopted item #10

The Board adopted item #12

8. The Board reviewed recommendations from the International Leadership Committee (ILC) intended to support future ILCs in fulfilling their duties. This is item #6 from the report of the August 10-12, 2021 Executive Committee meeting. The Board approved the following recommendations:
  - a. Update the ILC Acknowledgement of Responsibilities (attached) for clarity and conciseness
  - b. Separate the duty of seeking out candidates from the duty of interviewing candidates so that those ILC members who contact a potential candidate are not the same ILC members who interview that candidate
  - c. Amend Policy 9.1 (attached) to refer to the third Past International President serving on the ILC as the second co-chair, amend the list of individuals the ILC may discuss candidates with to include the International President and International President-Elect, and to ensure that candidates, both those nominated and those not nominated, receive feedback
9. The Board conducted its annual review (in accordance with Policy 11.9) of minutes previously classified as Restricted and Highly Confidential. The Board adopted a change of classification of item #2 in the February 8, 2021 Minutes of the 2020-2021 Board of Directors Teleconference from Restricted to Unrestricted, effective immediately, and authorized World Headquarters to begin communicating the changes to the Club Coach Program immediately. The Board directed World Headquarters to add the minutes of the August 17-20, 2019 Board of Directors Meeting to future reviews.
10. During the July 19, 2021, meeting of the Board of Directors the Leadership Credit Committee recommended to require the Club Officer Agreement and Release Statement to be signed and submitted to the Club Secretary and retained in order to receive credit for a club officer role, effective no later than July 1, 2022. The Board amended the previously adopted decision so that a signed Club Officer Agreement and Release Statement is not required in order to receive credit for a club officer role due to the impact of the requirement on member achievement of the Distinguished Toastmaster award.

11. The Board received and adopted the minutes (attached) of the Audit Committee of August 13, 2021, including engaging Eide Bailly and Mazars of Singapore as the 2021 auditors for Toastmasters International and Toastmasters International Singapore Limited, respectively.

International Director Qayoom recused himself from the vote.

12. The International President expressed his appreciation to the Board for their resilience and dedication to the organization during the past year.

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.”



Kate Wingrove  
Secretary

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



# Minutes of the 2020-2021 Strategic Planning Committee Hybrid Meeting

August 10-12, 2021

The 2020-2021 Strategic Planning Committee met August 10-12, 2021, with Immediate Past International President Deepak Menon, DTM, presiding. The other officers present were: International President Richard E. Peck, DTM; International President-Elect Margaret Page, DTM; First Vice President Matt Kinsey, DTM; Second Vice President Morag Mathieson, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Legal Director and Corporate Counsel Aaron Charrouf, Director of Partnerships and Development Angela Cunningham, Club Quality and Member Support Director Danielle Mitchell, District Growth and Support Director Jonathan Lam, Marketing Communications Director John Lurquin, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kate Wingrove were also present. No Committee members were absent.

1. The Committee participated in an exercise to begin setting the foundation for future evolution of Toastmasters International's tagline. The Committee will continue developing this topic at future meetings.
2. The Committee participated in a discussion to assess what accountability means in Toastmasters and how a culture of accountability can be enhanced within the organization. The Committee will continue discussing this topic at future meetings.
3. The Committee participated in a discussion to determine the purpose and value of prioritization within the organization, including how strategic projects within the organization are prioritized for the best possible outcome. The Committee will continue discussing this topic at future meetings.
4. The Committee participated in a brainstorming activity focusing on defining the core values in a way that members and leaders of the organization can clearly understand and implement the organization's intent. The Committee will continue discussing this topic at future meetings.
5. The Committee participated in a blue-sky discussion, focusing on concepts for reinvigorating growth in the most mature markets.

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” or “highly confidential.”

A handwritten signature in black ink that reads "Kate Wingrove". The script is cursive and fluid.

Kate Wingrove  
Secretary

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



# Minutes of the 2020-2021 Executive Committee Hybrid Meeting

August 10-12, 2021

The 2020-2021 Toastmasters International Executive Committee met August 10-12, 2021, with International President Richard E. Peck, DTM, presiding. The other officers present were: International President-Elect Margaret Page, DTM; First Vice President Matt Kinsey, DTM; Second Vice President Morag Mathieson, DTM; Immediate Past International President Deepak Menon, DTM; and Chief Executive Officer Daniel Rex. Past International President Chris Ford and Past District Governor Jean Gamester were also present. Chief Financial Officer John Bond, Interim Chief Information Officer Mick McGurk, Legal Director and Corporate Counsel Aaron Charrouf, Director of Partnerships and Development Angela Cunningham, 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, Education Development Supervisor Jessie Lester, and Secretary Kate Wingrove were also present. No Committee members were absent.

1. The agenda was adopted as presented.
2. The International President and each International Officer presented a report of their experiences and responsibilities since the March 2021 Executive Committee meeting.
3. The Committee received an update on the financial performance of the organization.
4. The Committee received an update from Chief Executive Officer (CEO) Rex on the status of the organization as well as the World Headquarters operations, including a review of the CEO Report found on the Toastmasters website.
5. The Committee discussed the importance of teamwork to their roles on the Executive Committee and the specific ways they know they are demonstrating teamwork. The Committee discussed their ability to engage in open communication, identify blind spots, hold each other accountable in a positive way, praise one another's successes, change and adapt their positions, and support each other in ensuring mutual achievement and understanding.
6. The Committee reviewed recommendations from the International Leadership Committee (ILC) to support future ILCs in fulfilling their duties. The Committee recommends that the Board approve the following recommendations:
  - a. Update the ILC Acknowledgement of Responsibilities (attached) for clarity and conciseness

- b. Separate the duty of seeking out candidates from the duty of interviewing candidates so that those ILC members who contact a potential candidate are not the same ILC members who interview that candidate
  - c. Amendments to Policy 9.1 (attached) to refer to the third Past International President serving on the ILC as the second co-chair, amend the list of individuals the ILC may discuss candidates with to include the International President and International President-Elect, and to ensure that candidates, both those nominated and those not nominated, receive feedback
7. The Committee received an update on the plan to align undistricted in-person clubs to a District and recommends that the Board approve these undistricted club alignments for current and future clubs, retroactive to July 1, 2021:
- a. Egypt and Iraq will be aligned to District 20
  - b. Maldives will be aligned to District 82
  - c. Palestine will be aligned to District 105
  - d. Kazakhstan will be aligned to District 108
  - e. Slovenia and Israel will be aligned to District 109
  - f. Bosnia and Herzegovina will be aligned to District 110

Clubs in Belarus, Mongolia, Kyrgyzstan, and Tajikistan will remain undistricted and be reviewed in the future as part of the District Reformatations discussions.

The Committee recommends that the Board instruct World Headquarters to provide updated recommendations for the geographical area of Central and South America, no later than the November 2021 Executive Committee meeting.

8. The Committee reviewed the status of reformatations that took effect on July 1, 2021: Districts 60 (The City of Toronto, Ontario, Canada [South of Dixon Road]), 86 (Southern and Western Counties of Ontario, Canada) and 123 (Northern and Eastern Counties of Ontario; and the City of Toronto [North of Dixon Road]).

The Committee reviewed the status of the reformation that will take effect on July 1, 2022, in Districts 41 (Jammu & Kashmir, Ladakh, Himachal Pradesh, Punjab, Chandigarh, Uttarakhand, Haryana, Delhi & Nepal), 98 (Mumbai & Suburban Mumbai, Palghar, Thane, Nashik Division except for Ahmednagar and Nashik, Gujarat, Madhya Pradesh, Rajasthan, Daman & Diu, Dadra & Nagar Haveli), 124 (Uttar Pradesh, Bihar, Jharkhand, West Bengal, Manipur, Assam, Arunachal Pradesh, Mizoram, Meghalaya, Nagaland, Tripura, Sikkim, Bhutan & Bangladesh), 125 (Pune Division, Konkan Division except for Thane & Palghar, Aurangabad Division, Nashik Division [Ahmednagar and Nashik], Amravati Division & Goa), and 126 (Telangana, Andhra Pradesh, Chhattisgarh, Odisha & Nagpur Division).

The Committee reviewed the status of the reformation that will take effect on July 1, 2023, in Districts 105 (Abu Dhabi, Jordan and Oman) and 127 (Dubai and northern parts of the United Arab Emirates [UAE] and Lebanon).

The Committee received updates from and recommends that the Board approve the reformation proposals for:

- Districts 74 and 129 (Southern Africa), as submitted, effective July 2024
- Districts 85 and 128 (Southeast China), as submitted, effective July 2024

The Committee reviewed and recommends that the Board approve the request from District 94 (West Africa: Benin, Burkina Faso, Cameroon, Côte d'Ivoire, Gabon, Gambia, Ghana, Guinea, Liberia, Mali, Niger, Nigeria, Republic of the Congo, Senegal, Togo) to form a reformation committee.

9. The Committee discussed 2022 Mid-year Training and the risks involved with an on-site program as compared to an online program. While the Committee expressed a desire to return to on-site training programs, they recognized that the safety of our members must come first and, as such, approved an online 2022 Mid-year Training program.
10. The Committee discussed and recommends that the Board approve an exception allowing all Districts the option to conduct the Annual District Conference online or in a hybrid format through the 2021-2022 program year. The Committee also discussed and recommends that the Board approve an exception requiring all Districts to conduct the Annual District Council Meeting online through the 2021-2022 program year.
11. The Committee reviewed proposed changes to Protocol 2.3. These changes to Protocol 2.3 (attached) were adopted by the joint authority of the International President and Chief Executive Officer with the concurrence of the International President-Elect.
12. **HIGHLY CONFIDENTIAL**
13. The Committee discussed the creation of a contingency plan to accommodate for circumstances in which the Secretary and Treasurer, as employees of the organization, are not available to perform their duties.
14. The Committee received an update on the global marketing and advertising campaign. The Committee considered next steps for scaling advertising to all Districts globally and recommends that the Board approve progressing to phase three of this program, in which World Headquarters continues to lead the global marketing and advertising campaign.
15. The Committee reviewed proposed new Pathways Level 1 content which was designed to address feedback received from members to better incorporate basic public speaking skills into Pathways. Many members join Toastmasters specifically to focus on public speaking and all members rely on these skills when speaking. The Committee recommends that the Board approve the updates to Pathways Level 1 content for implementation in the fourth quarter of 2021.



16. The Committee received an update from the chairs of the following working groups: the District Conflict Resolution Working Group and the Change Management Working Group.
17. The Committee reviewed and discussed recommendations received from two Speech Contest Working Groups that were tasked with reviewing the International Speech Contest in light of the current public speaking and communication climate. The Committee applauds the work of both working groups and requests that World Headquarters conduct more research and testing regarding the recommendations and to report back to the Executive Committee no later than November 2022.
18. The Committee received an update regarding the Pathways Digital Experience, which is the delivery method of the Pathways learning experience content. World Headquarters has received feedback, suggestions, and critiques from members about the system, many of which are limited by the functionality of the current Learning Management System (LMS).

### **HIGHLY CONFIDENTIAL**

19. During the August 2, 2021, meeting of the Board of Directors, the Policy Review Committee recommended amendments to Protocol 4.0 and Protocol 7.0 related to Territorial Councils. Territorial Councils existing prior to July 1, 2022 would not be affected. The changes to Protocol 4.0 (attached) and Protocol 7.0 (attached) were adopted by the joint authority of the International President and Chief Executive Officer with the concurrence of the International President-Elect, effective July 1, 2022.
20. During the August 9, 2021, meeting of the Board of Directors, the Policy Review Committee recommended amendments to Protocol 9.0 related to Hybrid Campaigning. The changes to Protocol 9.0 (attached) were adopted by the joint authority of the International President and Chief Executive Officer with the concurrence of the International President-Elect, effective no later than July 1, 2022.
21. The Committee discussed the trend of Districts conducting events that are similar to District conferences between October and November of 2021. While they understand the desire of the District leaders to meet in-person again, they remind District leaders that District conferences are not to be held during these months. Rather they invite District leaders and members to join the Toastmasters community in celebration on the Toastmasters Day of Celebration, October 22, 2021.
22. The Committee reviewed the agenda for the August 2021 Board of Directors hybrid meeting.
23. The Committee conducted a review of the Chief Executive Officer's performance for the 2020-2021 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 2020-2021 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 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” or “highly confidential.”



Kate Wingrove  
Secretary

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

# INTERNATIONAL LEADERSHIP COMMITTEE

## ACKNOWLEDGEMENT OF RESPONSIBILITIES

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As a member of the International Leadership Committee (ILC), I accept the following responsibilities:

- ▶ ~~To the best of my ability, a~~ Abide by all Toastmasters International bylaws and policies.
- ▶ Uphold Toastmasters International's mission, values, and purpose during deliberations and decision-making.
- ▶ **Agree to receive electronic communications specifically related to the ILC and all its discussions and materials.**
- ▶ **Respond promptly to all communications.**
- ▶ ~~Be thoughtful, objective, and respectful in all ILC discussions.~~
- ▶ ~~Prepare for and participate in ILC discussions whether in person, via teleconference, or online.~~
- ▶ Attend meetings at the prescribed dates and times or provide advance notice of an absence.
- ▶ Gain and share knowledge of recent leaders at all levels of the organization to assist **those conducting** ~~in~~ the recruiting process.
- ▶ Maintain confidentiality of all ILC materials; **and** ~~deliberations, and decisions.~~ **Consult with the chairs if contacted by a candidate.**
- ▶ **Prepare for and participate in ILC discussions** ~~whether in person, via teleconference, or online.~~
- ▶ Complete tasks and projects in a timely manner.
- ▶ ~~Understand that flexibility and response time are critical.~~
- ▶ **Be thoughtful, objective, and respectful in all ILC discussions.**
- ▶ ~~Commit to~~ **F**ully engage and participate in all deliberations and decisions.
- ▶ ~~Respond promptly to all communications.~~
- ▶ ~~Agree to receive electronic communications specifically related to the ILC and all its discussions and materials.~~

As a member of the ILC, I acknowledge that I will have access to information that is classified Highly Confidential and it is my responsibility to maintain the integrity of this information and to keep it private. I agree to strictly observe the terms of confidentiality and understand that disclosure of confidential information could result in disciplinary action.

I agree to adhere to the principles relating to Processing of Personal Data set out in the General Data Protection Regulation and act in accordance with Toastmasters International Privacy Policy.

By signing this Acknowledgement, I certify that I have read, understand and agree to carry out the ILC responsibilities. My electronic signature on this document is legally equivalent to my hand-written signature.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

## 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. <b>Written notification indicating intent to run from the floor must be submitted to the International President no later than July 1.</b>
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~~ **The third** Past International President is appointed **as a second co-chair** 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, **International President, International President-Elect**, 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.
- 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.
- 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.
- 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.
- 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.
- G. Committee member votes are confirmed in writing.



- H. To be nominated, a candidate must receive votes from at least a majority of the committee members.
- 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, **provides specific feedback related to the competencies required to effectively serve as an International Officer or Director**, 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 effectively serve as an~~ 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.
  - III. **Written notification indicating intent to run from the floor must be submitted to the International President no later than July 1.**

## **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, candidate 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 **and the candidates' representatives, at District conferences or at the International Convention**, may:
  - I. ~~p~~**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.~~
  - II. **Only distribute business cards (per the branded business cards description on the Brand Portal) as the sole print item.**
  - III. ~~Candidates may n~~**Not** produce or distribute any **other** 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, **social media**, and websites that include information written by or about candidates must not be distributed beyond their regular distribution list. District publications, **social media**, and websites may not contain advertisements about candidates and may not contain articles or notices about candidates from outside the District. **District publications, social media, and websites may link to the list of candidate biographies on the Toastmasters International website.**
- 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 may use a scheduling software provided by World Headquarters, or one of their own choosing.
  - I. Candidates choosing to make use of the software provided by World Headquarters will receive access information and instructions:
    - a. No later than April 22 for ILC nominated candidates, or
    - b. Within seven (7) days after notice to **the** Toastmasters International **President** of an intent to run from the floor by candidates who were not nominated by the ILC.
  - II. Candidates who are not using the software provided by World Headquarters must inform World Headquarters of the software they are using.
  - III. Floor candidates must be identified as such in any scheduling software the candidate chooses to use.
  - IV. Candidates are responsible for managing the operation of their calendars, including, but not limited to:
    - a. Setting up their schedule
    - b. Providing Campaign Messaging Recipients with the link to the candidate's calendar
    - c. Scheduling, cancelling, and/or rescheduling of appointments

- V. The following types of communications are not considered campaign communications. These communications may contain links to a candidate's website and/or campaign social media profiles, but must not contain campaign materials or messages.

- a. Confirmation or cancellation of an appointment
- b. Confirmation of appointment details
- c. A reminder of an appointment
- d. Rescheduling an appointment

- H. 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. **This mailing may not include any campaign items (such as, but not limited to, buttons, pins, USB drives, apparel, and gifts).**

- 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 panel discussion delivered onsite and/or online at a District (including Area and Division) event by the candidate and/or a candidate's representative,** ~~or campaign speech.~~
  - a. **International Officer and Director candidates are not permitted to deliver campaign speeches at any District (including Area and Division) event.**
  - b. **International Officer and Director candidates may participate in other home District activities without delivering presentations, but may not serve in any District-level (including Area and Division) role.**
  - ~~a-c.~~ ~~International Officer candidates, or their representatives, shall not deliver a campaign speech at District events. Unopposed International Officer candidates may~~ **deliver a presentation at District (including Area and Division) events** ~~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.~~
  - d. **International Officer candidates who are opposed may not deliver presentations at District (including Area and Division) events.**
  - ~~b-e.~~ International Director candidates, or their representatives, may deliver a presentation at District events (including Area and Division events) only within their **declared home** region **at the invitation of the District Director and only if all candidates running for the same office are given equal opportunity to do so.** ~~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.~~
  - ~~e-f.~~ Communications by the District in connection with a candidate's presentation at a District **(including Area and Division) event** ~~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 **about nominated candidates** may include a photograph, profile, website address, ~~email address,~~ and ~~telephone number~~ **social media profile(s)** 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 **a new account** separate from **candidate's** existing social media profiles **and be unique each election cycle** ~~that the candidate has.~~
  - iii. May contain reciprocal links to the candidate's other social media profiles and campaign website.
  - iv. Candidates and their campaign team members must not share or tag campaign posts. Campaign team members may not campaign on their personal social media profiles.**

v. Campaign content should only be posted on the candidates' campaign social media profile and campaign website.

d. A candidate's personal social media profiles may contain a single post per platform announcing their candidacy.

d-e. 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-f. 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 or their representative(s) are located materials are displayed. Physical Campaign materials, other than business cards (per the branded business cards description on the Brand Portal), 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 an equitable opportunity to participate in any Candidate Corner. Candidates or their representatives must provide their own technical hardware to participate.

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 **(paid or unpaid)** 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 **(paid or unpaid)** 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.

## Club Programs and Events

### 1. Club Coach Program

- A. The objective of this program is to coach struggling clubs back to a healthy membership, and to instruct club members in strategies to encourage continued member enthusiasm and interest in continuing with the Toastmasters Education Program.
  - I. Eligible clubs and prospective coaches may approach the District Director to request the appointment of a club coach to a given club. The District Director may also determine a club is eligible without external prompting.
  - II. Once it has been determined that a club requires coaching, the District Director arranges a meeting between the eligible club, a qualified club coach, and either the District Director, Program Quality Director, or Club Growth Director. The purpose of this meeting is to fill out and sign the Club Coach Agreement.
  - III. Once all parties have agreed to the specific terms of the Club Coach Agreement, the document is sent to World Headquarters for final approval and filing. Once this confirmation has been received, club coaching may begin.
- B. Clubs seeking a club coach must meet the following criteria in order to be considered eligible for the program:
  - I. Must have between three (3) and 12 active members in good standing.
  - II. Must not be currently suspended.
- C. Toastmasters members seeking to become club coaches must meet the following criteria prior to their appointment in order to be considered qualified:
  - I. Must be an active member in good standing with Toastmasters International, having maintained an active membership in any club other than the club to be coached for a minimum of one (1) **program** year.
    - a. Club coaches may not become members of, or hold any position in, any club they are appointed to coach for the duration of their appointment.
    - b. Club coaches may be former members of an eligible club, so long as they have not been a member of that club for a minimum of six (6) months prior to their appointment.
  - II. Must have completed Level Two (2) in any Pathways path, or achieved an Advanced Communicator Bronze (ACB) or Advanced Leadership Bronze (ALB) designation in the traditional education program.

- III. Must have served as a club officer for one (1) program year (or two [2] six [6]-month terms).
- IV. Must have completed Club Coach Training.
- V. Must not be coaching any other club.
- D. On completion of their assigned term of service,
  - I. A club coach will be considered eligible for Distinguished Toastmaster (DTM) credit if all of the following conditions have been met:
    - a. The club coach served for a minimum of six (6) months in their assigned role.
    - b. The club coach submitted reports on club status to World Headquarters, club officers, and relevant District personnel at the appropriate times. Initial reports are to be submitted within 30 days of a club coach's assignment; ongoing reports every 60 days thereafter; and final reports following the conclusion of the assigned term.
    - c. The Club President of the coached club and District Director have both confirmed in writing that the club coach has successfully discharged their duties. Club coach evaluations may be collected to aid in this determination.
    - d. The coached club has achieved Distinguished or higher recognition in the Distinguished Club Program by June 30 of the relevant program year.
  - II. The club coach, in addition to being eligible for Distinguished Toastmaster (DTM) credit, shall also be eligible for District leader credit towards the DTM award if they are able to bring the coached club up to full charter strength (20 members) within their assigned term.
- E. Eligible undistricted clubs may seek the assistance of World Headquarters for appointment of a qualified club coach or coaches. All other requirements as applicable to eligible clubs and club coaches shall apply to club coaches coaching undistricted clubs.
- F. Any club coach who is unsuccessful after two (2) program years with their assigned club may be reappointed at the request of the Club Growth Director or District Director to continue to coach their assigned club.**
  - I. Such requests for reappointment must be received by World Headquarters prior to September 30 after the club's second unsuccessful program year.**
  - II. Reappointment assignments are for up to an additional two (2) program years.**
  - III. A club coach may only be reappointed to the same club once per coaching appointment.**

## 2. **Speakathons**

- A. Speakathons are special meetings conducted by clubs seeking to provide their members with meetings dedicated to project speeches and evaluations in accordance with the Toastmasters Education Program.
  - I. One or more clubs may cooperate to conduct a Speakathon. These clubs may be from any District.
  - II. Speakathons may only be conducted at the club level, and may be conducted either online, in person, or combination thereof.
  - III. Speakathons cannot be organized by Areas, Divisions, and Districts.
  - IV. Area, Division, and District resources (including websites and social media) may be used to promote Speakathons.
- B. Members of clubs other than the host club or clubs (if jointly organized) may be invited to attend and participate in Speakathons. Attendance may also be made open to the general public, at the club's discretion.
  - I. Members of the host club or clubs may take on any meeting role, including presenting speeches and evaluations (both verbal and written).
  - II. Members from clubs other than the host club or clubs may not present speeches, but may take on other meeting roles.
  - III. Non-members are not recommended to take on any roles.
  - IV. International Director and Second Vice President candidates are not permitted to participate in Speakathons conducted jointly with clubs outside their declared home region.

## 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, 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 ultimately responsible for 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 ultimately responsible for 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 ultimately responsible for all content that appears on these platforms.
  - III. Region Advisors may appoint members from the region they serve to act as administrators of social media profiles. However, current District officers, current Board Members, and International Officer and Director candidates (including their campaign teams) may not act as administrators on any region websites or region-related social media profiles.
- 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. 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.
  - L. The following disclaimer must be included on all Toastmasters websites and social media pages: "Information, photos, and all other materials posted 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. Websites and Social Media Advertising**

- A. Advertising
  - To advertise on a club, District (including Area and Division), or region website or social media profile, a payment or in-kind gift is received to place a graphic, logo, text, link, or other type of media with promotional messaging.
  - I. A person (member or non-member) or organization providing sponsorship, support, or promotion to a club, District (including Area and Division), or region is not considered advertising. The person's or organization's name



may be listed on a club, District (including Area and Division), or region website or social media profile for the duration of the person's or organization's support. Examples of sponsorship, support, or promotion include, but are not limited to:

- a. Financial or in-kind contribution related to an event or activity, such as a District conference;
- b. Providing meeting space; paying for member dues or new member fees; or hosting, creating, or maintaining a club, District (including Area and Division), or region website or social media profile;
- c. Video or text encouraging support of, or attendance at, an event or activity.

II. All advertising must comply with the guidelines below.

- B. Clubs and Districts may sell advertising space on any website they operate to offset costs and increase income.
- C. Regions may sell advertising space on any website they operate to offset costs.
- D. Advertisements on websites and social media profiles for clubs, Districts (including Areas and Divisions), and regions must meet the following requirements:
  - I. Advertisements must be consistent with the Toastmasters brand and core values.
  - II. Advertisements must not be prominent or distract from the Toastmasters brand. Advertisements must not distract from the purpose of the website or social media profile.
  - III. Advertisements must not be for causes, service activities, or projects of organizations with which Toastmasters International has not formed an alliance.
  - IV. Advertisements must not be from competing organizations offering communication or leadership skills development.
  - V. Advertisements should remain current and timely. Advertisements related to an event must be removed after the event concludes, or at a pre-determined time for the advertisement.
  - VI. To protect the nonprofit status of Toastmasters International, advertisements must not be from a member or an organization owned by a member.
  - VII. Advertisers are to create their own advertisement, following their own brand guidelines.
  - VIII. The responsible person, as described in Section 2 above, has ultimate responsibility for, and final approval of, all advertisements.

- IX. The Chief Executive Officer may determine that an advertisement is inappropriate and require it to be removed from a club, District (including Area and Division), or region website or social media profile.
- E. To facilitate clarity and a positive working relationship, an agreement documenting the payment or in-kind gift, the location, and the duration of the advertisement should be created and signed by both parties.
- F. 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.

#### **4. 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 managed by World Headquarters.
- D. Upon request Toastmasters International may translate into a new language based on the following factors:
  - I. When at least 20 chartered Member Clubs in good standing 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 translate promotional and select marketing materials, two (2) Pathways paths, the DTM project, the Mentor Path, electives, and other related materials.
  - II. When at least 45 chartered Member Clubs in good standing 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 translate additional promotional and select marketing materials, five (5) additional Pathways paths, electives, and other related material.

- III. When 60 or more chartered Member Clubs in good standing conduct their meetings primarily in that language, World Headquarters may translate the remaining Pathways paths, electives, and other related materials.
  - IV. When requesting translation into a new language, a detailed needs analysis is submitted to the Chief Executive Officer that includes the following:
    - a. Gross domestic product (GDP) growth over the three (3) previous years.
    - b. Language ranking by the number of native speakers.
    - c. Urban population.
    - d. Rural population.
    - e. Average income.
    - f. Percentage of English speakers out of total population.
    - g. Analysis of market opportunity and projections of growth among in-country, proposed language speakers.
    - h. Potential local sources of funding to cover translation costs.
  - V. World Headquarters determines which materials have priority for translation.
- F. A District, Provisional District, ~~Territorial Council~~, or group of clubs that conduct their meetings in a common language may request permission to translate select existing Toastmasters club-related documentation, educational, marketing, and training materials approved by the Chief Executive Officer. Permission may be granted under the following conditions:
- I. Materials are translated, edited, and proofed by a Translations and Review Team overseen by the District, Provisional District, ~~Territorial Council~~, group of clubs, or by an individual or service designated by World Headquarters.
  - II. World Headquarters reviews and approves all translated materials prior to distribution.
  - III. An Assignment Agreement must be completed to assign copyright of the translated materials to Toastmasters International.
  - IV. World Headquarters reserves all rights to create and distribute all translated materials.

## 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.~~

## 2-3. Provisional Districts

- A. **The Board may create Provisional Districts in any geographic area that is undistricted.** ~~A Territorial Council may apply to the Chief Executive Officer for Provisional District status when the following requirements are met:~~
- B-I.** The **criteria for the creation of a Provisional District is council has 45 25** or more clubs in good standing ~~for two (2) consecutive semiannual reporting periods.~~ **Applications for Provisional District status are submitted to the Chief Executive Officer.**
- C-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.
- D-C.** Individual members of clubs in provisional districts may participate in the Video Speech Contest.
- E-D.** A Past Provisional District Director is eligible to be nominated for election to the Board.
- F-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.
- G-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.
- H-G.** When a Provisional District reaches 60 or more clubs in good standing, it may apply to the Board for District status.
- I-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.
- J-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.

## 3-4. 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.

#### **4-5. 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.



## Protocol 9.0

### 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 from a different District in the same region may be appointed to the DLC by the District Director, as a voting member or non-voting member, to provide outside perspective and to enhance the DLC process 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 except for the Division Director position.
  - I. Candidates for the same Division Director position (i.e., Division A, Division B, etc.) are interviewed by the same interviewers.
  - II. Division Director candidates who have completed the DLC interview process for any Division(s) are eligible as a floor candidate and may run for any Division Director position.
  - III. If a DLC member resigns or is replaced after interviews have begun, candidates who have completed their interviews do not need to be interviewed again by the newly appointed DLC member in order to meet the requirement as defined under Section 3.C. of this protocol.
- D. Online participation options for interviews must be made available if needed.
- 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.
- F. The DLC Chair is a non-voting member of the committee and does not attempt to influence the other members of the committee.

- G. Committee members cast their votes in written form, and the committee nominates 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.
- H. Votes are tallied by the DLC Chair and at least two (2) other committee members. The Chair announces the results to the committee.
- I. To be nominated, a candidate must receive a majority vote of the DLC.
- 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. The DLC report is incomplete if the DLC is unable to nominate the required number of candidates for any individual office(s). The nomination report is invalid if any other DLC requirement, process, or deadline is not complied with.
- F. If the DLC report is incomplete, qualified candidates may run from the floor for any position for which the DLC did not nominate the required number of candidates. Qualified candidates must notify the District Director seven (7) days prior of their intent to run from the floor. Any nominations made by the DLC are valid.
- G. If the DLC report is invalid, qualified candidates may run from the floor for all positions. Any nominations made by the DLC are invalid. The report may be presented to District Council members as an advisory report at the discretion of the District Executive Committee.
- H. Any protest related to the DLC report must be submitted to the District Director two (2) weeks prior to the elections.
- I. 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, **and** 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, **or social media page**, 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 declared candidates only after receiving their Officer Agreement and Release Statement.
  - I. Only District Council members' contact information is provided. **The contact information must include all available names, mailing addresses, email addresses, and phone numbers of the District Council.**
  - II. The contact information may only be used for campaign purposes.
- F. District candidates may 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 two (2) weeks prior to the District Council's annual meeting.
  - II. The second communication may be sent two (2) weeks prior to and no later than the date of 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.
  - III. Candidates shall not serve as speech contest officials.
- 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.
- R. Candidates or their representative(s) may not send campaign communications once the District Council annual meeting begins.**

## **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, or in violation of Policy 3.0, Section 6.D.).

- a. The violation is reported to the District Director no later than 72 hours before the election. The District Director investigates the matter or assigns the investigation to the District Executive Committee.
  - b. The District Director may, at their discretion, investigate violations that occur later than 72 hours prior to the election.
  - c. 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. The violation is reported to the District Director no later than 72 hours before the election. The District Director investigates the matter or assigns the investigation to the District Executive Committee.
  - b. The District Director may, at their discretion, investigate violations that occur later than 72 hours prior to the election.
  - c. 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. **An online Candidate Showcase may be prerecorded and posted no sooner than one (1) week before the District Council's annual meeting.**
- 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. The showcase begins with all candidates for the office of District Director, in alphabetical order by surname, and then proceeds to subsequent offices in order.
- 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. All eligible floor candidates must declare their intent to run to the District Director at least seven (7) days prior to the elections.
  - 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 declare their intent to run to the District Director and sign the Officer Agreement and Release Statement at least seven (7) days-prior to the elections. 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.
- 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. Candidate speeches shall not contain negative information about other candidates. If there is only one (1) candidate nominated, no speech is given.
- 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.
- 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.
- 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 and instruct the District Administration Manager to cast a single ballot for the candidate.
- J. Candidates are responsible for appointing one (1) observer to monitor the integrity of the voting and ballot counting process.
- K. Each election is completed and the winner announced before moving to the subsequent election.
- L. Candidates nominated for one (1) office and not elected to the office may be nominated from the floor for subsequent offices as follows:
  - I. Candidates must have completed the DLC interview process for each office.
  - II. Candidates must have declared their intent to run at least seven (7) days prior to the elections, for each office.
  - III. Upon approval of a new Division or new Divisions, candidates who have gone through the DLC interview process, for any Division, are eligible to run from the floor for the new Division or Divisions.
- 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.

- 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.
- 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.

# INTERNATIONAL LEADERSHIP COMMITTEE

## ACKNOWLEDGEMENT OF RESPONSIBILITIES

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As a member of the International Leadership Committee (ILC), I accept the following responsibilities:

- ▶ ~~To the best of my ability, a~~ Abide by all Toastmasters International bylaws and policies.
- ▶ Uphold Toastmasters International's mission, values, and purpose during deliberations and decision-making.
- ▶ **Agree to receive electronic communications specifically related to the ILC and all its discussions and materials.**
- ▶ **Respond promptly to all communications.**
- ▶ ~~Be thoughtful, objective, and respectful in all ILC discussions.~~
- ▶ ~~Prepare for and participate in ILC discussions whether in person, via teleconference, or online.~~
- ▶ Attend meetings at the prescribed dates and times or provide advance notice of an absence.
- ▶ Gain and share knowledge of recent leaders at all levels of the organization to assist **those conducting** ~~in~~ the recruiting process.
- ▶ Maintain confidentiality of all ILC materials; **and** ~~deliberations, and decisions.~~ **Consult with the chairs if contacted by a candidate.**
- ▶ **Prepare for and participate in ILC discussions** ~~whether in person, via teleconference, or online.~~
- ▶ Complete tasks and projects in a timely manner.
- ▶ ~~Understand that flexibility and response time are critical.~~
- ▶ **Be thoughtful, objective, and respectful in all ILC discussions.**
- ▶ ~~Commit to~~ **F**ully engage and participate in all deliberations and decisions.
- ▶ ~~Respond promptly to all communications.~~
- ▶ ~~Agree to receive electronic communications specifically related to the ILC and all its discussions and materials.~~

As a member of the ILC, I acknowledge that I will have access to information that is classified Highly Confidential and it is my responsibility to maintain the integrity of this information and to keep it private. I agree to strictly observe the terms of confidentiality and understand that disclosure of confidential information could result in disciplinary action.

I agree to adhere to the principles relating to Processing of Personal Data set out in the General Data Protection Regulation and act in accordance with Toastmasters International Privacy Policy.

By signing this Acknowledgement, I certify that I have read, understand and agree to carry out the ILC responsibilities. My electronic signature on this document is legally equivalent to my hand-written signature.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

## Policy 9.1

# 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. <b>Written notification indicating intent to run from the floor must be submitted to the International President no later than July 1.</b>
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~~ **The third** Past International President is appointed **as a second co-chair** 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, **International President, International President-Elect**, 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.
- 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.
- 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.
- 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.
- 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.
- G. Committee member votes are confirmed in writing.

- H. To be nominated, a candidate must receive votes from at least a majority of the committee members.
- 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, **provides specific feedback related to the competencies required to effectively serve as an International Officer or Director**, 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 effectively serve as an~~ 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.
  - III. **Written notification indicating intent to run from the floor must be submitted to the International President no later than July 1.**

## **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, candidate 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 **and the candidates' representatives, at District conferences or at the International Convention**, may:
  - I. ~~p~~**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.~~
  - II. **Only distribute business cards (per the branded business cards description on the Brand Portal) as the sole print item.**
  - III. ~~Candidates may n~~**Not** produce or distribute any **other** 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, **social media**, and websites that include information written by or about candidates must not be distributed beyond their regular distribution list. District publications, **social media**, and websites may not contain advertisements about candidates and may not contain articles or notices about candidates from outside the District. **District publications, social media, and websites may link to the list of candidate biographies on the Toastmasters International website.**
- 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 may use a scheduling software provided by World Headquarters, or one of their own choosing.
  - I. Candidates choosing to make use of the software provided by World Headquarters will receive access information and instructions:
    - a. No later than April 22 for ILC nominated candidates, or
    - b. Within seven (7) days after notice to **the** Toastmasters International **President** of an intent to run from the floor by candidates who were not nominated by the ILC.
  - II. Candidates who are not using the software provided by World Headquarters must inform World Headquarters of the software they are using.
  - III. Floor candidates must be identified as such in any scheduling software the candidate chooses to use.
  - IV. Candidates are responsible for managing the operation of their calendars, including, but not limited to:
    - a. Setting up their schedule
    - b. Providing Campaign Messaging Recipients with the link to the candidate's calendar
    - c. Scheduling, cancelling, and/or rescheduling of appointments

- V. The following types of communications are not considered campaign communications. These communications may contain links to a candidate's website and/or campaign social media profiles, but must not contain campaign materials or messages.

- a. Confirmation or cancellation of an appointment
- b. Confirmation of appointment details
- c. A reminder of an appointment
- d. Rescheduling an appointment

- H. 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. **This mailing may not include any campaign items (such as, but not limited to, buttons, pins, USB drives, apparel, and gifts).**

- 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 panel discussion delivered onsite and/or online at a District (including Area and Division) event by the candidate and/or a candidate's representative, or campaign speech.**
  - a. **International Officer and Director candidates are not permitted to deliver campaign speeches at any District (including Area and Division) event.**
  - b. **International Officer and Director candidates may participate in other home District activities without delivering presentations, but may not serve in any District-level (including Area and Division) role.**
  - ~~a-c. International Officer candidates, or their representatives, shall not deliver a campaign speech at District events. Unopposed International Officer candidates may~~ **deliver a presentation at District (including Area and Division) events** ~~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.~~
  - d. **International Officer candidates who are opposed may not deliver presentations at District (including Area and Division) events.**
  - ~~b-e. International Director candidates, or their representatives, may deliver a presentation at District events (including Area and Division events) only within their~~ **declared home region at the invitation of the District Director and only if all candidates running for the same office are given equal opportunity to do so.** ~~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-f. Communications by the District in connection with a candidate's presentation at a District~~ **(including Area and Division) event** ~~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 **about nominated candidates** may include a photograph, profile, website address, ~~email address,~~ and ~~telephone number~~ **social media profile(s)** 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 **a new account** separate from **candidate's** existing social media profiles **and be unique each election cycle** ~~that the candidate has.~~
  - iii. May contain reciprocal links to the candidate's other social media profiles and campaign website.
  - iv. Candidates and their campaign team members must not share or tag campaign posts. Campaign team members may not campaign on their personal social media profiles.**



v. Campaign content should only be posted on the candidates' campaign social media profile and campaign website.

d. A candidate's personal social media profiles may contain a single post per platform announcing their candidacy.

d-e. 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-f. 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 or their representative(s) are located ~~materials are displayed~~. **Physical Campaign materials, other than business cards (per the branded business cards description on the Brand Portal), 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~~ **an equitable** opportunity to participate in any Candidate Corner. **Candidates or their representatives must provide their own technical hardware to participate.**

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 **(paid or unpaid)** 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 **(paid or unpaid)** 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.



# 2021-2022 Audit Committee Teleconference

August 13, 2021

The 2021-2022 Audit Committee met at 4 p.m. Mountain Daylight Time on August 13, 2021, with Audit Committee Chair Gavin Blakey, DTM, PIP, presiding. Also present were Co-Chair Jim Kokocki, DTM, PIP; Chief Financial Officer John Bond; and Secretary Kate Wingrove.

1. The Audit Committee reviewed and discussed their role and responsibilities, as defined in the California Nonprofit Integrity Act (NIA) of 2004, the Bylaws of Toastmasters International, Policy 8.8, and Policy 11.4.
2. In accordance with the California Nonprofit Integrity Act (NIA) of 2004, each year, an independent auditing firm is selected to audit the organization's financial statements. As directed in Toastmaster International's Policy 11.4, the Chief Executive Officer (CEO) recommends one or more auditing firms to the Audit Committee by August 1 of each year and negotiates the audit firm's compensation on behalf of the Board. The Audit Committee is then responsible for recommending an auditing firm to the Board by September 30 of each year.

On July 29, 2021, the CEO Daniel Rex recommended to the Audit Committee that Toastmasters International engage the public accounting and auditing firm Eide Bailly as the auditor of the organization's financial statements for 2021. The CEO also recommended to the Audit Committee that Toastmasters International retain the public accounting and auditing firm Mazars of Singapore as the auditor of the financial statements of Toastmasters International Singapore Limited for 2021.

The Audit Committee concurred with the Chief Executive Officer's recommendation and recommends Eide Bailly and Mazars of Singapore for Toastmasters International and Toastmasters International Singapore Limited, respectively, to the Board as the 2021 auditors.

In addition, other non-auditing services will be performed by the audit firms, including the preparation of the 2021 tax returns and other services related to statutory compliance.

3. The Audit Committee authorized Chief Financial Officer John Bond to sign the engagement letters for the services of the audit firms listed in item two for the 2021 year.
4. The Audit Committee reviewed and discussed the proposed audit timing.
5. The Audit Committee reviewed the December 31, 2020 audited financial statements and Report to the Audit Committee (SAAS 114 Report).

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". The script is cursive and fluid.

Kate Wingrove  
Secretary

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