



Minutes of the 2020-2021 Board of Directors Teleconference

July 12, 2021

The 2020-2021 Toastmasters International Board of Directors met on July 12, 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; Mohamad A. Qayoom, DTM; Stefano McGhee, DTM; Elizabeth Nostedt, DTM; TK O'Geary, DTM; Harold Osmundson, DTM; Aletta Rochat, DTM; Lesley Storkey, DTM; Naomi Takeuchi, DTM; and Chief Executive Officer Daniel Rex. Past International Directors Mary G. Russell and Dennis Wooldridge were also present. 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, Club Quality and Service Lead Michael Barr, District Leader Service and Support Representative Jesse Portone, and Secretary Kate Wingrove were also present.

1. The Board reviewed and accepted the agenda as presented.
2. The Disciplinary Process Review Committee presented their report to the Board. The committee had been tasked with reviewing the disciplinary procedures at the club, District, and international levels to determine what improvements may be made. The committee made recommendations to minimize and eliminate the perception of unclear or ambiguous content in the Governing Documents related to the disciplinary process. The Board approved amendments to Policy 3.0 (attached), Policy 11.4 (attached), Policy 11.12 (attached), and the District Administrative Bylaws (attached), effective no later than October 1, 2021. The committee recommended further research regarding the organization's obligations and procedures concerning allegations of sexual harassment at the club, District, and international levels. The committee also recommended the creation of several resources to support clear and consistent disciplinary processes throughout the organization. The committee also recommended amendments to Protocol 3.0. These protocol changes are anticipated to be finalized during a future Executive Committee meeting.

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

Ethics and Conduct

1. Standards

- A. All programs, activities, communications, and conduct of Toastmasters clubs and members shall be represented in an ethical manner, consistent with Toastmasters International's governing documents, mission, and values.
- B. If the actions of any Toastmasters Area, Division, District, or other official group are in conflict with the basic principles, ideals, or standards of Toastmasters, or violate ethics and conduct standards, they may be subject to disciplinary action up to and including suspension, and/or other appropriate action as determined by the Board of Directors.**
- C. If the actions of any club are in conflict with the basic principles, ideals, or standards of Toastmasters International, or if any Toastmasters club, ~~Area, Division, District or other official group~~ violates ethics and conduct standards, ~~they~~ **it** may be subject to disciplinary action up to and including suspension, and/or other appropriate action **as determined by the Board of Directors**.
- ~~B-D.~~ Each club is responsible for the actions of its members.**
- ~~D-E.~~** If the actions of any individual member are in conflict with the basic principles, ideals, or standards of Toastmasters International, or if any individual member, at any level violates ethics and conduct standards, the individual member may be subject to disciplinary action up to and including removal from good standing with Toastmasters International and/or other appropriate action **as determined by the Board of Directors**.
- ~~E-F.~~** Members shall not conduct or condone programs, activities, or communications which are defamatory, malicious, offensive, derogatory, damaging, false, libelous, or otherwise detrimental to the best interests of Toastmasters International. Members shall not assist, support, aid, facilitate, invite, or condone anyone or anything that interferes with or is detrimental to the programs, proceedings or affairs of Toastmasters International or its clubs.
- ~~E-G.~~** Each club, not Toastmasters International, is legally and practically responsible for resolving personal conduct issues within the club. Clubs are not liable for claims against Toastmasters International and Toastmasters International is not liable for claims against the clubs.
- ~~GH.~~** Members in leadership roles above the club level are subject to the ultimate authority of the Board of Directors. The Board may remove a member from good standing ~~or expel a club~~, under Article III, Sections 4, 8, and 13 of the Bylaws of Toastmasters International. Removal of District officers is governed by Article VII, Section (g) of the District Administrative Bylaws and discipline of Board members is governed by Policy 11.12.
- I. The Board may expel a club under Article III, Sections 4, 9, and 13 of the Bylaws of Toastmasters International.**
- ~~H-J.~~** Matters of personal conduct within Districts outside the club level are resolved by District officers when possible, with assistance from World Headquarters to the

extent necessary and practically possible. The Chief Executive Officer is notified of incidents occurring outside the club level and may initiate independent action to assure that proper corrective steps are being taken.

†K. When contacting World Headquarters for advice, **or when submitting an allegation of a violation of Toastmasters Bylaws, Policy, or Protocol**, members shall not ~~intentionally~~ **knowingly** provide misleading or inaccurate information, nor shall they ~~intentionally~~ **knowingly** withhold information relevant to the discussion.

†L. World Champions of Public Speaking and Accredited Speakers

- I. World Champions of Public Speaking and Accredited Speakers are expected to act in accordance with Toastmasters International's core values and exhibit conduct that meets or exceeds Toastmasters policy.
- II. Each individual is expected to act in a manner that enhances the reputation of the program they ~~have~~ participated in and title that they ~~have~~ received.
- III. When presenting, in-person or remotely, World Champions of Public Speaking and Accredited Speakers may not sell or promote products, merchandise, or services from the platform at Toastmasters events **at any level: club, Area, Division, or District**. Products, merchandise, or services may be sold prior to or subsequent to a presentation. The availability or sale of such items may be announced by the emcee or Toastmaster of the event. The speaker and the leader responsible for the event will work together to determine a mutually acceptable sales process and range of products.
- IV. World Champions of Public Speaking and Accredited Speakers do not request or accept engagement fees for speaking at Toastmasters events, whether in-person or remotely. Reasonable travel, meals, lodging, and event registration expenses may be requested and received. The speaker and the leader responsible for the event will work together to determine reasonability.
- V. World Champions of Public Speaking and Accredited Speakers may collect contact information from members and leaders to use for future communications. World Champions of Public Speaking and Accredited Speakers must not contact Toastmasters members or leaders with unsolicited communication offering any type of service or product.

†M. Region Advisors

- I. Region Advisors are expected to act in accordance with Toastmasters International's core values and exhibit conduct that meets or exceeds Toastmasters Policy.
- II. Each individual is expected to act in a manner that enhances the reputation of the program they have participated in and title that they have received.
- III. When presenting, in-person or remotely, Region Advisors may not sell or promote products, merchandise, or services at Toastmasters events **at any level: club, Area, Division, or District**.

- IV. Region Advisors do not request or accept engagement fees for speaking at Toastmasters events, whether in-person or remotely.
- V. Region Advisors may not collect contact information from members and leaders to use for non-Toastmasters communications. Region Advisors must not contact Toastmasters members or leaders with unsolicited communication offering any type of service or product.

2. Nondiscrimination, Background, and Character

- A. Nondiscrimination is defined in Article III, Section 7 of the Bylaws of Toastmasters International.
- B. When voting on the admission of a member or the election of an officer, members are entitled to consider any information about the person's background or character of which they are aware, but the prospective member is not required to make any affirmative disclosures about such matters.
- C. Toastmasters International, clubs, Districts, or any officer is not responsible for the background or character of any person admitted to club membership or elected or appointed to a leadership role.

3. Harassment and Bullying

Toastmasters International prohibits all types of harassment and bullying. This includes, but is not limited to, sexual, verbal, physical, and visual harassment and bullying (including electronically).

- A. Creating an intimidating, offensive, or hostile environment, which includes conduct, comments, or conditions of an offensive, unwelcome, or sexual nature altering the conditions under which an individual experiences the Toastmasters program is prohibited. Specifically:
 - I. Persistent singling out of individuals.
 - II. Shouting or raising one's voice at individuals in public or private.
 - III. Not allowing individuals to speak or express themselves.
 - IV. Personal insults and use of offensive nicknames.
 - V. Repeated criticism of personal matters.
 - VI. Ignoring or interrupting individuals at meetings.
 - VII. Spreading rumors and gossip regarding individuals.
- B. Unwelcome physical contact or physical abuse such as pushing, fighting, kicking, hitting, or shoving, and threats of physical abuse, are prohibited.
- C. Inappropriate touching, lewd jokes, displaying or writing explicit or sexually suggestive material, and repeated unwelcome requests for a sexual or dating relationship are prohibited.
- D. Unwelcome advances, requests for sexual favors, and other unwelcome verbal, written, or physical conduct, including obscene gestures, are

prohibited.

- E. Making the submission to or the rejection of such conduct the basis of participation or advancement decisions is prohibited.
- F. Retaliating or discriminating against any member for reporting harassment is prohibited.

4. Code of Conduct

Toastmasters International's core values are integrity, respect, service and excellence. These are values worthy of a great organization, and we will incorporate them as anchor points in every decision we make. Our core values provide us with a means of not only guiding but also evaluating our operations, our planning, and our vision for the future.

The following are Rules of Conduct that apply to any form of communication, including within the Toastmasters online platform and community, as well as any and all club, Area, Division and District online platforms and communities.

A. Maintain Professional Decorum and Integrity

- I. The Toastmasters International Code of Ethics and Conduct applies to social media participation, including standards for communications.
- II. As a Toastmaster, it is important that all members conduct themselves in a professional manner at all times in accordance with the core values. This includes the use of social media. Accordingly, it is important that Toastmasters members, Toastmasters leaders, World Headquarters staff, and site visitors be treated with respect at all times. Never engage in personal attacks – threatening, insulting, or intimidating other users; “flaming” (berating another user); or “trolling” (posting derogatory, inflammatory, or provocative content attempting to bait others into responding). This includes any attacks against moderators or fellow Toastmasters.
- III. Disagreements can and will occur. The proper focus of any conflict should be on the issue at hand and not on the individual. Please remember to be courteous when disagreeing with others. Debate and differing opinions may be appropriate. Personal attacks against others, however, are not allowed.
- IV. Never act dishonestly or unprofessionally by engaging in behavior that is detrimental to the best interests of Toastmasters International by posting inappropriate, inaccurate, objectionable or misleading content.
- V. Do not, under any circumstance, harass, threaten, abuse, bully or harm another person, including sending unwelcome communications to others.
- VI. Never upload, post, email, transmit or otherwise make available or initiate any content, photos and video that:
 - a. Is unlawful, racist, sexist, homophobic, hateful, damaging, false, libelous, defamatory, malicious, vulgar, obscene or discriminatory,

contains religious or ethnic bias, or is otherwise objectionable.

- b. Includes information that invades another's privacy or that you do not have the right to disclose or make available under any law or under contractual or fiduciary relationships.
 - c. Infringes upon patents, trademarks, trade secrets, copyrights or other proprietary rights.
 - d. Includes any unsolicited or unauthorized advertising, promotional materials, "junk mail," "spam," "chain letters," "pyramid schemes," surveys or any other form of solicitation. This includes any content soliciting customers, clients, donors or others on behalf of your business, profession or any organization or cause other than Toastmasters International.
 - e. Includes any private communication between members, moderators or volunteer leaders of Toastmasters International on these pages or anywhere else without express written permission from the individual you are quoting.
 - f. Impersonates any person or entity, or falsely represents your affiliation with any person or entity, or misrepresents the opinions held by your group.
 - g. Supports or opposes any political party, candidate for public office, ballot measure to be voted upon by the public or legislative proposal.
 - h. Harvests, collects, or discloses information about another user without express written consent.
 - i. Transmits any harmful, invasive, or disruptive code or other materials (such as viruses, worms, or web bugs).
- VII. Social media and official Toastmasters online platforms involve many participants and are not the best place for members to express frustrations with fellow Toastmasters in leadership. Communications that contain criticism, complaints, accusations, allegations, etc., are not permitted and may be subject to disciplinary action. Rather than broadcast via social media and online platforms, differences are more properly directed through official channels established to address such problems, including personal conversations, phone calls, and emails. The goodwill and social fabric of Toastmasters International must be maintained in all communications.
- VIII. You are solely responsible for your content. You may not indicate that your content is anything other than your own observations or opinions. You may not represent that your statements are made on behalf of or are endorsed by Toastmasters International unless you are specifically authorized to do so in writing.
- IX. Any behavior that is patently offensive is forbidden, whether specifically identified on this list or not.
- X. Social media enables opportunities for immediate and easy transmission

of information. Users shall always obtain prior written permission before posting the comments, photos, video or work of another. Posting information about other individuals requires prior written consent; examples include but are not limited to: re-posting letters, re-using recommendations solicited using another social medium, videos and photographs.

- B. Comply with all applicable local, state, national, and international laws, including, without limitation, privacy laws, intellectual property laws, export control laws, tax laws, and regulatory requirements.
- C. Comply with all Toastmasters International governing documents (Bylaws of Toastmasters International, District Administrative Bylaws, Club Constitution for Clubs of Toastmasters International and Policy and Protocol)

Toastmasters International (inclusive of clubs, Areas, Divisions and Districts) has the right, but not the obligation, to modify or remove any content that appears on any official Toastmasters forum, and to restrict, suspend or terminate the access of any user, that violates this User Agreement, and to take appropriate disciplinary action under the Bylaws, and Policy and Protocol of Toastmasters International.

5. Whistle-blower Protection

A whistle-blower is any individual member of Toastmasters International who reasonably believes that Toastmasters' Policies have been violated, or that any Toastmasters' activities, Policies or practices are illegal (i.e., in violation of any applicable law, regulation or rule), that person is encouraged to follow the procedure below. An individual member may only make a report in good faith that is objectively reasonable, and not for the purpose of harassing, disrupting or interfering with the affairs of the organization or the participation of other members. An individual member who wishes to express concern about any Toastmasters Policy violation, activity, Policy, or practice may:

- A. Submit a written complaint containing reasonably credible information to the responsible volunteer leader at the next level. (For example, a club member would complain to the Club President, a Club President to an Area Director, etc.)
 - I. If the individual is not satisfied with the response received, or if the next-level volunteer leader to whom the issue would be reported is the subject of the individual's concern, or the individual is otherwise uncomfortable speaking with the next-level volunteer leader, the individual may then make the complaint in writing to the Chief Executive Officer.
 - II. If the complaint is about the Chief Executive Officer, the individual may submit the complaint to the International President.
- B. Board Members should submit their complaint in writing directly to the International President, and if the International President is the subject of the complaint, to the Chief Executive Officer.

No individual who has submitted a complaint in good faith shall be subject to retaliation. Moreover, an individual who retaliates against someone who has submitted a complaint is subject to discipline up to and including removal from good standing with Toastmasters International.

Reports of complaints and related investigations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. Criminal matters should be reported to law enforcement.

Complaints not resolved to the satisfaction of the individual may be reported promptly to the Chief Executive Officer or International President. The Chief Executive Officer or International President will determine if further investigation is warranted and may recommend corrective action.

A whistle-blower who makes a report that is not in good faith may be subject to discipline, up to and including removal from good standing with Toastmasters International, or other appropriate action less than removal, to protect the best interests of Toastmasters International and its members.

6. Political Ethics

- A. No action shall be taken—written, verbal, or otherwise—which interferes with the right of every qualified member to seek and achieve election to office at any level.
- B. No action shall be taken that interferes with the right and duty of every delegate and of every proxy holder to vote according to their best judgment.
 - I. No individual member, club, District, or other group shall engage in any activity or campaign by use of threats, restrictions, intimidations, deals, candidate slates, pressures, or other unethical means which might prevent or dissuade any member from competing in an election process or from exercising their best judgment.
 - II. No person or entity shall publish or distribute any material which contains defamatory remarks, malicious or derogatory charges, or false or libelous statements.
 - III. Except for District conferences and the International Convention, all meetings of District officers and Board Members shall be confined to such activities as assist the District officers in fulfilling their responsibilities and shall not be used for political purposes.
- C. All communications and activities endorsing a candidate, either by the candidate or by supporters of the candidate, shall focus on the candidate's Toastmasters accomplishments and personal qualifications for office. Endorsements shall not be used without the permission of the endorser.
- D. No negative information about candidates is allowed in distributed written communications or in communications at an official Toastmasters meeting.
- E. All activities, publications, letters, speeches, and conduct of campaign participants shall reflect Toastmasters International's core values.
- F. Only the club officer who assigns the proxy may instruct the proxyholder how the club wishes to vote at any election. Credentials team members may only provide information on the logistics of voting and may not direct the votes of any delegate or proxyholder.

7. Disciplinary Standards

- A. For the protection of Toastmasters International, its Districts, Divisions, Areas, and

clubs (hereafter referred to as “affiliates”) and individual club members, certain standards of conduct shall be observed. Violation of these standards may be addressed by appropriate corrective, preventive, and disciplinary action, which may include removal, suspension, or progressive disciplinary action relating to the good standing of an individual member, in the good faith discretion of the Board.

- B. In determining the appropriate corrective, preventative, or disciplinary action, the Board may consider all circumstances it deems relevant including, but not limited to, the following:
 - I. The intentional misrepresentation, distortion, or misleading omission by the member in dealings with or under the auspices of Toastmasters International, or any of its affiliates.
 - II. The unauthorized use of Toastmasters International property, including copyrights, trademarks, and trade names.
 - III. Threats, intimidation, coercion, or other interference with the activities of other Toastmasters individual members.
 - IV. Conduct which is disorderly or endangers the well-being of others, willful damage to property, or the illegal or improper use of Toastmasters funds while participating in activities sponsored or sanctioned by Toastmasters International or any of its affiliates.
 - V. The violation of Toastmasters International’s governing documents.
- C. Violation of this Ethics and Conduct Policy subjects the offending club to suspension or expulsion under Article III, Sections 4 and 13 of the Bylaws of Toastmasters International, which may be mitigated if the club expels an offending member and/or removes the person from any club office or ends the club’s own violations.
- D. Violation of this Ethics and Conduct Policy subjects the individual member to suspension or removal from good standing, or other appropriate action, under Article III, Sections 8 and 13 of the Bylaws of Toastmasters International.

8. Disciplinary Actions by the Board of Directors

- A. The Board may take disciplinary actions relating to the good standing of individual members of clubs under Article III, Section 8 of the Bylaws of Toastmasters International, of Delegates at Large under Article III, Section 4(b) of the Bylaws, and of clubs under Article III, Section 4(a) of the Bylaws.
- B. Only the Board is authorized to suspend or expel a member or club from Toastmasters International. Disciplinary proceedings are governed by Article III, Section 13 of the Bylaws of Toastmasters International.
 - I. The Board has discretion to decide the amount of evidence warranting issuance of a resolution and the level of detail in the resolution.
 - II. The initial resolution adopted by the Board may be modified as the Board sees fit so long as the charged member is notified of material changes to the resolution not less than 20 days before the hearing date.

- III. The Board may accommodate reasonable changes to the hearing date if requested by the charged member.
- IV. If the charged member does not respond to the notice and does not appear at the hearing or provide a statement, the Board may take the proposed action as of the proposed effective date.
- V. Whether the charged member appears at the hearing or provides a statement, the charged member may present written statement(s) from witnesses regarding the charge(s) only. These statements are to be considered testimony, which is a form of evidence that is obtained from a witness who makes a solemn statement or declaration of fact.
- VI. The Board may choose to receive certain information from witnesses confidentially and not permit the charged member to know the identity of such witnesses or to cross-examine them.
- VII. The Board decides the scope of participation allowed to any attorney representing the charged member and the extent to which detailed information and documents pertaining to the charges and evidence are shared with the charged member prior to and during the hearing.
- VIII. Toastmasters International is responsible for its own hearing costs. Translation costs are the responsibility of the charged member, unless the Board decides otherwise.
- IX. Once the hearing ends, the charged member and any representative(s) are excused from the meeting. The Board then deliberates and votes. Toastmasters International staff and legal counsel may be present if needed. The Board may decide to impose a different disciplinary action from that proposed.
- X. Disciplinary action is effective on the proposed effective date, and continues for the period specified by the Board or until the Board restores the status of the charged member.
- XI. The Board may, by a majority vote, reinstate a club that has been suspended or terminated for disciplinary reasons.
- XII. In the event of a disciplinary proceeding relating to the good standing of an individual member of a club (and/or the individual's status as a Delegate at Large), the charged member's club shall have the opportunity to participate as follows:
 - a. The charged member's club shall be entitled to the same written notice as the charged member, including any modified notice.
 - b. The charged member's club may choose to appear at the hearing or make a statement to the Board at its own cost and may present testimony of witnesses within the limits stated above.
- XIII. The Board may waive or alter provisions of this Policy relating to timing, by a three-fourths vote after determining that the waiver or alteration is necessary to prevent imminent harm to Toastmasters International or any of its affiliates.

- XIV. If the charged member is a voting member of Toastmasters International as a Delegate at Large, under Article III, Section 4(b) of the Bylaws the Board may, by following the above procedure, terminate, suspend, or otherwise affect the individual's voting membership.

Board of Directors Committees

1. Executive Committee

- A. The Executive Committee is comprised and its powers and duties are as stated in Article V, Section 6, of the Bylaws of Toastmasters International.
- B. The Executive Committee answers to the Board, is subject to its general direction, and has additional powers as the Board delegates.
 - I. The Executive Committee reviews the proposed annual budget and submits a final budget document to the Board and reviews financial reports and recommendations concerning major expenditures and presidential travel.
 - II. The Executive Committee reviews operations and Policies that are to be carried out by the Chief Executive Officer and supervises the performance and position of the Chief Executive Officer.
 - III. The Executive Committee serves as the Strategic Planning Committee.
- C. The Board reserves unto itself, from the Executive Committee, all powers and authority except the following:
 - I. The Executive Committee has authority essential to the performance of duties imposed upon it by the Bylaws or assigned to it by the Board.
 - II. The Executive Committee has authority over those processes expressly delegated to it by the Board. Where authority to act on a matter is expressly delegated to the Executive Committee in Policy adopted under Article V, Section 4(f) of the Bylaws of Toastmasters International, the phrase “subject to the approval of the Board” in Article V, Section 6(c) of the Bylaws shall mean that the Executive Committee has full corporate authority to act on the matter in a timely manner and need not seek Board approval prior to taking such action. However, the Board may, upon learning of the Executive Committee’s action at the Board’s next meeting or otherwise, decide to modify, overrule, or reverse the Executive Committee’s action to the extent the Board can do so without harm to the best interests of Toastmasters International.
 - III. The Executive Committee has such authority as is necessary in the conduct of the ordinary business operations of the corporation while the Board is not in session.
- D. Meetings may be called by the International President or any other voting member of the Committee by giving reasonable notice of the date, time, and place of the meeting to all members of the Committee.

- E. Minutes of all Executive Committee meetings are provided to all Board Members within 30 days after each meeting.
- F. The Executive Committee reviews the proposed budget for the ensuing fiscal year every November, conducts the Chief Executive Officer Performance Appraisal annually every August, reviews district formation and reformation every three (3) years, reviews member dues at least every three (3) years, and reviews the Toastmasters International Reserves Policy annually.
- G. The Executive Committee is authorized by the Board to act with the power of the Board to establish legal entities outside of the United States as may be necessary or appropriate to further the purposes of Toastmasters International, in the judgment of the Committee, relying upon information and advice from the Chief Executive Officer and legal counsel.
 - I. All actions of the Committee within this delegation of authority shall be fully effective when taken. Such actions will be reported to the Board Members at, or prior to, the next meeting of the Board following the action but will not require ratification by the Board to be effective. However, the Board reserves the right to review and modify any action taken by the Committee if necessary to protect the best interests of Toastmasters International.
 - II. Executive Committee members shall often be expected and are authorized to serve as officers or directors of the legal entities established outside the United States. The Chief Executive Officer, Chief Operations Officer and Chief Financial Officer may serve as officers or directors of the legal entities established outside the United States upon assignment by the Executive Committee.
- H. All signatories on Toastmasters International's corporate bank accounts, including District bank accounts, must be approved by the Executive Committee, or by unanimous written consent.
 - I. At an Executive Committee meeting, or by unanimous written consent, the Committee reviews and approves a list showing, for each account, the District involved, the name and location of the financial institution, and the names of the persons to be added or removed as signatories since the prior Committee meeting.
 - II. If necessary, the International President approves the addition or removal of bank signatories between Executive Committee meetings, subject to ratification by the Committee at its subsequent meeting.
 - III. Replacement of a previously approved signatory is not effective until the replacement is approved by the International President, whose approval is subject to ratification by the Executive Committee.

- I. The Chief Executive Officer, Chief Operations Officer and Controller, collectively, have authority to establish and maintain Toastmasters International District bank accounts as necessary to enable Districts to conduct Toastmasters business. All Board Members must be notified within 30 days of the establishment of these accounts.

2. Strategic Planning Committee

- A. The members of the Executive Committee comprise the Strategic Planning Committee.
- B. The Strategic Planning Committee strategically analyzes Toastmasters International's place in the future, including opportunities and threats that might affect the organization; determines goals and strategies for achieving those goals; reviews the purpose, core values, and mission of the organization; develops strategic goals for growth in line with Toastmasters International's mission; updates and produces a Strategic Plan for use by the organization; identifies broad approaches for achieving strategic goals; and recommends operational objectives to the Board, including, but not limited to, the adoption of appropriate organizational Policies and programs.
- C. The Committee gives an official report at the Board meeting concerning all functions referred to above.
- D. The Committee meets at such times as considered in the best interest of the organization, as determined by the International President.
- E. Strategic plans for Toastmasters International and any recommendations for action on programs proposed by the Strategic Planning Committee are reviewed annually by the Board.

3. Board Committees

- A. Committees are established by the Board as needed under the Bylaws of Toastmasters International, Article VII, Section 2.
- B. The Board establishes committees as needed, which are subject to the general direction of the International President and the Board and are accountable to the Board through the committee chair.
- C. The name, strategic purpose, composition, chair, and duration of each committee shall be determined by the International President, subject to the approval of the Executive Committee and Board, unless otherwise stated in the Bylaws of Toastmasters International or in the Policies of Toastmasters International.
- D. These committees may be assigned special projects outside the scope of responsibility of a standing committee and continue to act until their stated functions are completed or until they are discharged from their responsibilities by the Board.
- E. All committees are subject to the general direction of the International President and the Board.

- F. Committees are accountable only to the Board and report through the committee chair.
- G. Board committees may appoint sub-committees as needed.

4. Advisory Committee of Past International Presidents

- A. The Advisory Committee of Past International Presidents (ACPP) is established in the Bylaws of Toastmasters International, Article VII, Section 4. The purpose of the ACPP is to submit comments and recommendations for consideration of the Board.
- B. When a quorum is not present at an ACPP meeting, any action taken must thereafter be approved by a majority vote of all ACPP members for it to take effect. Approval shall occur by mail, email or other electronic means or by voice vote at the next ACPP meeting at which a quorum is present.
- C. All Past International Presidents who maintain membership in good standing are ex-officio officers of Toastmasters International and remain members of the Committee until their resignation, death, or removal from the Committee.
- D. The Immediate Past International President is the chair of this committee. Each year, the Committee Chair briefs the International President on the duties of the chair and the role and processes of the Committee.
- E. The Chief Executive Officer is the liaison to the Committee.
- F. The International President may seek feedback from the Committee or assign a topic to the Committee, or selected Committee members, for consideration and feedback to the Board.
- G. The Committee meets annually during the International Convention. Special meetings are called with the written approval of the International President.
- H. At the August ACPP meeting, the International President and Chief Executive Officer present a briefing on strategic and significant issues.
- I. The Committee Chair presents a report of the August meeting each February—and, at the International President's discretion, provides a report in August—for consideration by the Board.
- J. Upon request, as surveyed each year, Committee members for whom World Headquarters has a current Confidentiality Statement on file receive:
 - I. Board meeting and Executive Committee meeting minutes after the minutes have been finalized by the Secretary/Treasurer and the Board and before being made public on the Toastmasters website.
 - II. A briefing document consisting of agenda items to be considered by the Board, Executive Committee and Strategic Planning Committee at its meetings. This briefing does not include personnel issues, highly confidential topics and other highly sensitive items that are excluded at the discretion of the International President.

- a. The briefing document is distributed prior to each meeting.
 - b. Members of the Committee provide individual feedback to the Committee Chair.
 - c. Individual members of the Committee shall not speak on behalf of the ACPP when communicating with Board Members individually or collectively.
 - d. The chair, with the written approval of the International President, may call a meeting of the Committee to discuss the feedback.
 - e. The chair presents a summary of the feedback to the International President before each meeting and to the Board at each meeting.
 - f. Feedback on topics being addressed by the Board may be submitted from the Committee to the Board periodically.
- K. All Committee members receive:
- I. Links to significant updates on the Toastmasters International website including, but not limited to, newsletters and other new or updated publications.
 - II. Selected new printed materials that may be distributed to the Committee members at the August meeting.
 - III. The Chief Executive Officer's Report after it has been distributed to the Board and before it has been made public on the Toastmasters website.
 - IV. A document containing selected talking points used by the Board of Directors during District conference visits.
- L. The role and processes of the ACPP are addressed annually at Board member orientation by the Immediate Past International President.

5. Audit Committee

- A. The Toastmasters International Audit Committee acts in accordance with the California Nonprofit Integrity Act of 2004 (NIA) and any subsequent or superseding statutes.
- B. The Chief Executive Officer recommends one (1) or more auditing firms to the Audit Committee by August 1 each year and negotiates the audit firm's compensation on behalf of the Board. The two-person Audit Committee is responsible for recommending an auditing firm to the Board by September 30 each year. The Board then selects an auditing firm by November 30 each year.
- C. In order to be appointed to the Audit Committee, one must be qualified to serve on the Committee based on the requirements of the NIA.
- D. When selecting Committee members, first preference is given to Past International Presidents.

- E. Appointments to the Committee are made between January and August of each year by the International President and are subject to the approval of the Executive Committee.
- F. Committee members are appointed to two-year terms.
- G. The first-year Committee member serves as co-chair; the second-year Committee member serves as chair.
- H. Any vacancy is filled by the International President in office when the vacancy occurs, subject to the approval of the Executive Committee.

6. International Disciplinary Committee

- A. The Toastmasters International Disciplinary Committee is established by the Board of Directors under Article VII of the Bylaws of Toastmasters International.
- B. Appointments to the Committee are made by the International President and are subject to the approval, **and any vetting measures put in place by,** of the Executive Committee.
 - I. There shall be two (2) Past International Presidents on the Committee serving as chair and co-chair. The Past International President serving in their second year is the chair; the Past International President serving in their first year is the co-chair.
 - II. There are eight (8) additional members of the Committee, who serve two (2) year terms. Each member is a Past International President, a Past International Director or a Past Region Advisor.
 - III. The eight (8) members as stated above may include one or more Board members at the discretion of the International President, with the approval of the Executive Committee.
 - IV. If work on a specific disciplinary matter remains unfinished at the completion of any committee member's term of service, they will continue to serve until the matter is resolved. Such committee members will not commence work on any new disciplinary matters; only incoming and continuing committee members will work on such matters.
 - V. **If a committee member is unable to complete their term of service for any reason, the resulting vacancy may be filled by the International President, in consultation with the committee chairs and the Executive Committee. Committee members filling such vacancies will commence work on new disciplinary matters only.**
- C. The Executive Committee determines which disciplinary matters shall be investigated by the Committee. The Committee follows Article III, Section 13 of the Bylaws of Toastmasters International and Policy 3.0: Ethics and Conduct while conducting the disciplinary process, with authority delegated to it by the

Board of Directors.

- D. The Committee reports the results of its work and any interim steps taken to the Board of Directors in writing within ~~seven (7) days~~ **a reasonable period of time following the conclusion of its work.**
- E. The Board of Directors reviews the Committee's work product and determines any appropriate action after receipt of the Committee's report(s) as soon as is reasonably feasible. A final decision to take disciplinary action must be made or confirmed by a three-fourths majority vote of the Board.

Board of Directors Conduct

1. All Board Members' actions and communications are to be ethical and consistent with Toastmasters International's Bylaws, Policies, Protocols, mission, vision, and core values.
2. Board Member participation in social media is subject to the Social Media Participation Chart included in the annual *Board of Directors Handbook*.
3. Board Members do not support, aid, facilitate, invite, or condone anyone or anything that interferes with or is detrimental to the programs, proceedings, or affairs of Toastmasters International.
4. Violations include, but are not limited to, a breach of Board confidentiality; harassment; discrimination; **intimidation or the creation of a hostile working environment**; illegal, dishonest, or unethical behavior; failure to uphold Toastmasters International's Bylaws, Policies or Protocols; and undermining a decision of the Board.
5. Disciplinary measures include, but are not limited to, a warning; a reprimand; correction of the infraction; commitment to non-recurrence; acknowledgement of the infraction or violation; apology to affected parties; private or public censure from the Board; suspension of access to Toastmasters online communications; curtailment of specific nonessential Board activities; non-reimbursement of expenses; removal of District visit privileges; financial restitution to persons affected or to the organization for costs of the disciplinary process; suspension of Board privileges for a specific time, retaining only voting and corporate rights; and removal from good standing, thereby ending the person's membership and disqualifying the person from continuing to serve on the Board.
6. Disciplinary action for a violation is based on the severity of the offense:
 - A. A level-one violation is a minor infraction (for example: inappropriate or disrespectful behavior ~~at a meeting, or relating to the,~~ **whether directed at the general membership, fellow Board Members, or** World Headquarters staff; consistently missing or being unprepared for board meetings)
 - I. The Chief Executive Officer investigates a level-one violation and consults with the International President.
 - II. The International President engages in disciplinary communication (oral and/or written) to the Board Member.
 - III. If correctable, the Board Member acknowledges the infraction and corrects it.
 - IV. If not correctable, the Board Member acknowledges the infraction and commits to non-recurrence.
 - V. The International President advises the Executive Committee of the situation; the Executive Committee **may then** reports the matter to the Board.

- VI. The Board Member may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the disciplinary communication.
- B. A level-two violation is a medium violation (for example: an inadvertent breach of confidentiality; commits, promotes, or ignores a violation of Toastmasters Bylaws, Policy or Protocol)
- I. The Chief Executive Officer investigates a level-two violation and consults with the International President.
 - II. The Chief Executive Officer and International President consult with the Executive Committee.
 - III. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures; the Executive Committee reports that matter to the Board.
 - IV. The International President engages in a disciplinary communication (oral and written) to the Board Member.
 - V. The Board Member commits to non-recurrence.
 - VI. The Board Member may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the written disciplinary communication.
- C. A level-three violation is a severe violation (for example: excessive inappropriate or disrespectful behavior ~~at a meeting, or relating to the, whether directed at the general membership, fellow Board Members, or~~ World Headquarters staff; consistently missing or being unprepared for board meetings; promoting the violation of Toastmasters Bylaws, Policy or Protocol; deliberately violating the Board's duties of care, obedience, and fiduciary responsibility).
- I. The Chief Executive Officer investigates a level-three violation and consults with the International President.
 - II. The Chief Executive Officer and International President consult with the Executive Committee.
 - III. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures, up to and including a hearing to consider removal of the Board Member's good standing.
 - IV. The International President presents the situation and the Executive Committee's recommendations to the Board.
 - V. If the Board decides to proceed with a hearing to consider removal of the Board Member's good standing, appropriate procedures are followed.
 - VI. If the Board decides not to proceed with a hearing to consider removal of the Board Member's good standing, the International President engages in disciplinary communication (oral and written) to the Board Member, including appropriate disciplinary measures, as decided by the Board.

V. There is no appeal against the Board's decision.

7. If a Board Member repeats an infraction or violation of the same level, the disciplinary process may move to the subsequent level at each occurrence.
8. If the International President is believed to have committed an infraction or violation, the International President-Elect performs the functions of the International President described above.
9. When a member of the Executive Committee or Board is believed to have committed an infraction or violation, the member may attend and speak during the body's discussion of the matter but may not vote on the matter and is excused from the meeting during the final deliberations and vote.

District Administrative Bylaws

Article VII: Officers

(a) District Officers

The officers of this District shall be a District Director, a Program Quality Director, a Club Growth Director, a District Public Relations Manager, a District Administration Manager, a District Finance Manager, Area Directors, and Division Directors. In addition to these officers, the District may have such other officers as the District Council may provide, but Toastmasters International credit toward any educational award is limited to service as a District officer named in the preceding sentence.

(b) Elective Officers

The elective officers of this District shall be the District Director, the Program Quality Director, the Club Growth Director, and Division Directors. None of the foregoing District officers may be re-elected to the same office for succeeding terms in which a full year has been served, except that the Division Directors may be re-elected to succeed themselves for one (1) term. The election of officers shall take place at the annual meeting of the District Council. The report of the District Leadership Committee shall be submitted in writing to all members of the District Council at least four (4) weeks prior to the election meeting. Nominations may also be made from the floor by any member of the District Council or their proxyholder only if the floor candidate meets the requirements set forth in Article VII (e) of these administrative bylaws and has been evaluated by the District Leadership Committee for that specific role in that election cycle. All elections shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote. A majority of the votes cast is necessary for an election.

(c) Other Officers

The other officers of this District shall be the District Public Relations Manager, the District Administration Manager, the District Finance Manager, and the Area Director for each Area. These officers may be elected or appointed. The decision to elect or appoint is made by the District Council and the decision remains in effect until changed by the council. Any changes to the decision must be made prior to November 1 of the District program year in which the elections or appointments will occur.

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

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

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

(d) Qualifications

1. At the time of taking office,

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

(e) Nominations from the Floor

Nominations made by the District Leadership Committee shall be effective when officially announced by the District Leadership Committee Chair or District Director. Additional nominations of qualified and eligible candidates may also be made from the floor at the annual District Council meeting with the consent of the person(s) nominated. Prior to running from the floor, a candidate for District Director, Program Quality Director, Club Growth Director, or Division Director must have completed the District Leadership Committee's evaluation process in the same election cycle in which the candidate stands for election at the annual District Council meeting for that specific role to be considered eligible. All eligible floor candidates must declare their intent to run to the District Director at least seven (7) days prior to the elections.

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

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

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

(f) Term of Office

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

(g) Vacancies

A vacancy in any elective office shall be filled by the District Executive Committee based upon the recommendation of the District Director, or upon recommendation of the highest elected District officer if the vacancy is in the office of District Director. Individual members who fill vacant roles shall meet all qualifications for the role as defined in Article VII, Section (d) of these administrative bylaws. Such appointment shall become effective immediately and will run until the next succeeding District Council meeting at which time such appointment shall be confirmed or another individual member elected to the office. If the office of Immediate Past District Director is vacated for any reason, it shall stay vacant for the remainder of the term.

(h) Resignation or Removal

1. Any officer may resign at any time, provided that any resignation must be in writing, and will be effective on delivery to the District Administration Manager or the District Director, unless the resignation provides for a later effective date.
2. Any member of the District Executive Committee may be removed from office by a two-thirds vote, **excluding the member and any members who have been recused due to a conflict of interest**, of the District Executive Committee. **The member must be given the opportunity to make a statement of up to ten (10) minutes to the District Executive Committee prior to the vote. In the interest of fairness, the District Director may extend the time.**
3. Any ~~appointed~~ officer, may be removed from office by the District Director, **unless the officer was elected by the District Council**. Such removal of an ~~appointed~~ officer shall become effective immediately.
4. ~~the r~~**Replacement officers shall be appointed by the District Director. The appointment of replacement officers is subject to ratification by the District Executive Committee.**

5. The members of the District Executive Committee are responsible to the Toastmasters International Board of Directors, and may be removed at any time by that Board if it finds it to be in the best interests of Toastmasters International, its Member Clubs and their individual members.

(i) **Compensation**

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