



# Minutes of the 2021-2022 Board of Directors Videoconference

February 24 and March 3, 2022

The 2021-2022 Toastmasters International Board of Directors met on February 24, 2022, with International President, Margaret Page, DTM, presiding. The other officers and directors present were: Matt Kinsey, DTM; Morag Mathieson, DTM; Radhi Spear, DTM; Richard E. Peck, DTM; Louisa Davis, DTM; Dorothy Isa Du, DTM; Roy Ganga, DTM; Elmer Hill, DTM; Michael J. Holian, DTM; Karen Lucas, DTM; Melissa McGavick, DTM; Elizabeth Nostedt, DTM; Harold Osmundson, DTM; Monnica B. Rose, DTM; Gauri Seshadri, DTM; Ali Shahbaz Ali Shah, DTM; Jeff Sobel, DTM; Lesley Storkey, DTM; and Chief Executive Officer Daniel Rex. 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, Administrative Assistant Casey Welsh, and Secretary *Pro Tem* Kristen Kyriazis were also present. No Board Members were absent.

1. The Board reviewed and accepted the agenda as presented.
2. The Governing Documents Review Committee presented their report to the Board. The committee had been tasked with conducting an audit of the Toastmasters International governing documents to ensure clarity, consistency, and accuracy. The following recommendations of the committee were approved by the Board of Directors:
  - Several universal edits, to be applied throughout the governing documents, relating to standardizing terminology and capitalization, effective no later than August 2023.
  - Amendments to the Bylaws of Toastmasters International (attached) to be presented to the membership for adoption at the 2022 Annual Business Meeting.
  - Amendments to the Club Constitution (attached) to be presented to the voting membership for adoption at the 2022 Annual Business Meeting.
  - The proposed groupings of amendments to the Bylaws and Club Constitution for presentation as Proposals to the voting members for adoption at the 2022 Annual Business Meeting.
  - Amendments to the District Administrative Bylaws (attached), effective no sooner than July 1, 2022.
3. The Board directed the committee to create a definition of “sponsor” to be added to the Glossary of Governing Documents to be considered by the Board.

4. In consideration of the current conflict in Eastern Europe, the Board voted to authorize disbursement from the Smedley Fund to pay dues for current members of clubs in Ukraine and Russia for the April to September 2022 dues period.

The 2021-2022 Toastmasters International Board of Directors met on March 3, 2022, with International President, Margaret Page, DTM, presiding. The other officers and directors present were: Matt Kinsey, DTM; Morag Mathieson, DTM; Radhi Spear, DTM; Richard E. Peck, DTM; Louisa Davis, DTM; Dorothy Isa Du, DTM; Roy Ganga, DTM; Elmer Hill, DTM; Michael J. Holian, DTM; Melissa McGavick, DTM; Elizabeth Nostedt, DTM; Harold Osmundson, DTM; Monnica B. Rose, DTM; Gauri Seshadri, DTM; Ali Shahbaz Ali Shah, DTM; Jeff Sobel, DTM; Lesley Storkey, DTM; and Chief Executive Officer Daniel Rex. Chief Information Officer Heidi Hollenbeck, 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, Administrative Assistant Casey Welsh, and Secretary *Pro Tem* Kristen Kyriazis were also present. International Director Lucas was absent.

1. The Board reviewed and accepted the agenda as presented.
2. As directed by the Board, the Governing Documents Review Committee submitted a definition of “sponsor” to be added to the Glossary of Governing Documents (attached). The Board voted to adopt the definition. Further, the Board adopted the revised amendments to the Club Constitution, Article II, to be presented to the voting membership at the 2022 Annual Business Meeting.
3. The Governing Documents Review Committee continued the presentation of their report to the Board. The Board adopted the recommended amendments to the following Policies (attached), effective no sooner than July 1, 2022:
  - Policy 1.0: Governing Documents
  - Policy 2.0: Club and Membership Eligibility
  - Policy 3.0: Ethics and Conduct
  - Policy 4.0: Intellectual Property
  - Policy 5.0: Toastmasters International and Other Organizations
  - Policy 6.0: Speech Contests
  - Policy 6.1: Accredited Speaker Program
  - Policy 7.0: District Structure
  - Policy 7.2: District Management
  - Policy 8.3: District Leader Expenses

- Policy 8.4: District Fiscal Management
- Policy 8.5: Ralph C. Smedley Memorial Fund®
- Policy 8.7: Investments
- Policy 9.1: International Campaigns and Elections
- Policy 10.0: Region Advisors
- Policy 11.0: Board of Directors
- Policy 11.4: Board of Directors Committees
- Policy 11.6: International President
- Policy 11.9: Secretary and Treasurer
- Policy 11.10: Legal Counsel
- Policy 11.11: Board of Directors Conflict of Interest

The International President and the Chief Executive Officer, with the concurrence of the International President-Elect, adopted the recommended amendments to the following Protocols (attached), effective no sooner than July 1, 2022:

- Protocol 2.0: Club and Membership Eligibility
- Protocol 2.1: Club Constitution: Modifications to Comply with Local law
- Protocol 2.3: Club Programs and Events
- Protocol 3.0: Ethics and Conduct
- Protocol 5.0: Toastmasters International Activities with Other Organizations
- Protocol 7.0: District Structure
- Protocol 7.1: District Events
- Protocol 8.1: Club and District Assets
- Protocol 8.2: Fundraising
- Protocol 8.4: District Fiscal Management
- Protocol 9.0: District Campaigns and Elections
- Protocol 9.1: International Elections
- Protocol 10.0: Region Advisors Expenses
- Protocol 10.1: Region Advisor Visits
- Protocol 11.1: Board of Directors Meetings
- Protocol 11.2: Board of Directors Expenses
- Protocol 11.3: Board of Directors Confidentiality

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.”



Kristen Kyriazis  
Secretary *Pro Tem*

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



## Attachment Color Key

Amendments in **red** were approved by the Board, during the February 24 and March 3 meetings. Please see the minutes above for specific effective dates.

Amendments in **orange** were approved by the Board, at a previous meeting, to be presented to the voting membership for adoption at the 2022 Annual Business Meeting or contingent upon the adoption of amendments being presented to the voting membership at the 2022 Annual Business Meeting.

Amendments in **blue** were approved by the Board, at previous meetings, effective for the 2022-2023 program year.

Amendments in **orange** are approved to be presented to the voting membership for adoption at the 2022 Annual Business Meeting.

## Bylaws of Toastmasters International

### Article I: Purpose

#### Section 1

Toastmasters International is the leading movement devoted to making effective oral communication a worldwide reality.

Through its Member Clubs, Toastmasters International helps individuals learn the arts of **communication, including** speaking, listening and thinking—vital skills that promote self-actualization, enhance leadership potential, foster human understanding, and contribute to the betterment of mankind.

It is basic to this purpose that Toastmasters International continually expand its worldwide network of Member Clubs, thereby offering ever-greater numbers of people the opportunity to benefit from its program.

#### Section 2

~~In order to~~ To carry out this purpose, Toastmasters International shall:

- (a) Organize, recognize, direct, and guide Member Clubs as private associations of individuals seeking to improve their **communication and leadership skills, including** speaking, listening, **and** thinking, ~~and leadership skills.~~
- (b) Utilize its Member Clubs to provide ~~private~~ educational programs, instructional materials, and practice opportunities for those individuals invited to join its clubs and to afford evaluation and incentive to personal development through appropriate awards and recognition.
- (c) Engage in research in speech education, leadership training, communications and related fields; cooperate with accredited educational institutions and other organizations in the furtherance of its objectives; and publish and disseminate educational materials ~~related to oral communication.~~
- (d) Provide communication and leadership programs, Speechcraft programs, leadership training, and instruction in parliamentary procedure, conduct of meetings, group discussion, evaluation methods, and other techniques of communication; and award certificates indicating satisfactory completion of such educational projects as authorized and modified by its Board of Directors.
- (e) Provide ~~private~~ training at all levels of its organization to improve the individual's ability to listen, think, speak, and lead. Toastmasters International shall establish, encourage, and supervise meetings, conventions, seminars, speech contests and such appropriate activities in the furtherance of its educational objectives, with the aim of stimulating interest, participation, and personal improvement of all individual members of its clubs.
- (f) Organize, recognize, aid, and provide instruction for special groups who cannot afford or who are otherwise ineligible for a Toastmasters club charter, whose participants desire training in communication and leadership, such as youth groups, groups within

correctional and rehabilitation institutions, hospitals, and groups which foster improvements in communication and leadership within recognized educational institutions at all academic levels. The extent of the activities authorized by this paragraph shall be determined by the Board of Directors of Toastmasters International.

## Article II: Office

### Section 1: Legal Domicile

Toastmasters International shall be a nonprofit public benefit corporation under the laws of the State of California, United States of America.

### Section 2: Locations

The Board of Directors shall have power and authority to set and to change the location of the principal place of business of the eCorporation ("World Headquarters") and to establish or discontinue branch offices at any places it may designate.

## Article III: Membership

### Section 1: How Constituted

The voting members of Toastmasters International shall consist of the following two (2) classes of members, as the term "member" is defined in Section 5056 of the California Corporations Code:

- (a) Member Clubs, defined as Toastmasters clubs which, having subscribed to the purposes and ideals of Toastmasters International and having been granted a charter, continue to function in compliance with the conditions set forth in the Articles of Incorporation, these Bylaws, the Club Constitution, the Policies established by the Board of Directors, and the decisions of the Board and its authorized agents and representatives. Each Member Club **in good standing** shall be entitled to two (2) votes in all matters presented to the voting membership for a decision.
- (b) Delegates at Large, who shall consist of the Toastmasters International President, International President-Elect, the First and Second Vice Presidents, the International Directors, Past International Presidents, Past International Directors, and District Directors, subject to the conditions of membership stated in Article III, Section 4, below. Each Delegate at Large shall be entitled to one (1) vote in all matters presented to the voting membership for a decision.

Other persons and entities that are affiliated with Toastmasters International, but are not voting members of the corporation Toastmasters International under Section 5056 of the California Corporations Code, are the following:

Individual members of clubs, who vote only in their respective clubs; and

Gavel clubs, and other entities and programs that Toastmasters International may establish pursuant to Article I, Section 2, Paragraph (f), above.

### Section 2: Composition of Member Clubs

Member Clubs are private associations composed of persons seeking to improve their ability to communicate and/or lead. Individual membership in any Member Club is by club invitation, and is open only to individuals who remain in good standing with Toastmasters

International under Article III, Section 8, below. No persons shall be excluded from membership in a Member Club because of age (except those persons under 18 years of age), race, color, creed, gender, **gender identity, gender expression**, national or ethnic origin, sexual orientation, or physical or mental disability, so long as the individuals, through their own effort, are able to participate in Member Club activities. However, Member Clubs may restrict their membership in other ways, e.g., to the employees of a particular company or agency, residents of a specific community, or people sharing a special interest.

### **Section 3: Admission and Continuation of Member Clubs**

Any group desiring admission as a Member Club of Toastmasters International shall make a written application on forms provided by World Headquarters. Upon adoption by the group and filing with World Headquarters of a properly certified constitution for Member Clubs and upon fulfillment of all requirements established by the Board of Directors, a charter shall be signed by the International President and the Chief Executive Officer. Membership shall commence upon issuance of a charter. No charter shall be issued until the membership dues and new individual member fees stipulated in Article IV have been paid, together with a charter fee. The amount of the new individual member fee and the charter fee, and all other Policies for admission and continuation of Member Clubs may be established and modified by the Board of Directors.

### **Section 4: Termination and Suspension**

The provisions of this section shall govern termination and suspension of voting members of this eCorporation. The Board of Directors shall prescribe and may modify Policies for termination, suspension, and restoration of voting membership status, consistent with these Bylaws. Neither termination nor suspension shall relieve the voting member of any accrued but unpaid obligations of such voting member to this eCorporation. Voting memberships in this eCorporation, or any right arising therefrom, may not be transferred or assigned under any circumstances. Any such attempted transfer shall be void. For instance, there shall be no transfer of an issued charter from an inactive Member Club to another group whose members are interested in organizing a new club.

#### **(a) Member Clubs**

Voting membership in this eCorporation shall terminate upon the occurrence of any of the following events or conditions:

- (1) nonpayment of amounts owed to this eCorporation or failure to meet other minimum requirements for Member Clubs set by the Board of Directors and administered by World Headquarters;
- (2) voluntary withdrawal, expressed in writing and delivered to World Headquarters;  
or
- (3) expulsion for cause, after a proper hearing, by a three-fourths majority vote of the Board of Directors, under the procedure set forth in Article III, Section 13 below.

A terminated Member Club is not in good standing and is required to return its charter to World Headquarters. Voting membership in this eCorporation may be suspended upon the occurrence of events or conditions set forth in Policies adopted and modified by the Board. During the period of suspension, a Member Club shall not have any of the rights of a voting member of this eCorporation, and shall not be considered in good standing.

**(b) Delegates at Large**

Voting membership in this eCorporation shall terminate upon the occurrence of any of the following events or conditions:

- (1) termination of the person's service as an officer of this eCorporation for any reason, except for Past International Presidents and Past International Directors;
- (2) death;
- (3) voluntary resignation, expressed in writing and delivered to World Headquarters; or
- (4) failure to maintain good standing with Toastmasters International under Article III, Section 8, below.

Voting membership in this eCorporation may be suspended upon the occurrence of events or conditions set forth in Policies adopted and modified by the Board. During the period of suspension, a Delegate at Large shall not have any of the rights of a voting member of this eCorporation, and shall not be considered in good standing.

**Section 5: Liability**

No Member Club, Delegate at Large, nor any individual member of any club, shall be personally liable to any creditor, or for any indebtedness or liability, of Toastmasters International, and any and all of the creditors of the eCorporation shall look only to the assets of the eCorporation for payment. Furthermore, this eCorporation is not legally responsible for any liability or debt incurred by any Member Club, Delegate at Large, or any individual member of any club. Toastmasters International may provide certain benefits to Member Clubs, such as group tax exemption rulings and insurance coverage, and may establish Policies for Member Clubs, but these actions shall not cause this eCorporation to be liable for the acts or omissions of any Member Club.

**Section 6: Use of Collective Membership Marks**

Toastmasters International is the owner of a number of collective membership marks, including the following: "TOASTMASTER," "TOASTMASTERS," "TOASTMASTERS INTERNATIONAL," and the "official emblem." Member Clubs have the right to use these collective membership marks pursuant to restrictions and requirements set by the Board of Directors. These marks can only be used by the Member Clubs to indicate membership in the clubs. Member Clubs shall not permit any individual member of a club or any other person or entity to use the collective membership marks without prior written approval from the Chief Executive Officer of Toastmasters International. The Member Clubs recognize that all use of the collective membership marks by the clubs inures to the benefit of this eCorporation. Member Clubs shall take no action which jeopardizes or imperils the validity of the collective membership marks or impairs the value of such marks. Member Clubs shall use the collective membership marks only in the form and manner as prescribed by this eCorporation, and shall not use any other trademark or service mark in connection with the collective membership marks without prior written approval of the Chief Executive Officer. A Member Club shall promptly notify World Headquarters of any unauthorized use of any of the eCorporation's collective membership marks, trade names, trademarks, service marks, and/or copyrights which come to the club's attention. The eCorporation shall have the sole right and discretion to bring infringement or unfair competition proceedings involving its collective membership marks, trademarks, service marks, trade names, and copyrights. Use of any of said marks, names, or copyrights by a Member Club or by an individual member of a club in a manner which does not comply with the Policies established by the Board of Directors is prohibited.

## **Section 7: Nondiscrimination**

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

## **Section 8: Good Standing of Individual Members of Clubs**

Upon an individual's initial admission to membership in any Member Club, that individual shall be presumed to be in good standing with Toastmasters International. An individual member shall continue in good standing with Toastmasters International so long as the individual is a member of a club and:

- (a) the club of such member is not suspended or terminated;
- (b) the club, or member when verified by a club officer, pays when due the new individual member fees and membership dues payments for such member to Toastmasters International;
- (c) the club continues to recognize the individual as a member in good standing of the club; and
- (d) the individual member has not been suspended or removed from good standing with Toastmasters International by action of the Board of Directors as set forth below.

The Board of Directors of Toastmasters International may suspend or remove from good standing any individual member of any club, or take any other appropriate reasonable action with respect to the good standing of any individual member of a club, by a three-fourths majority vote of the Board, under the procedure set forth in Article III, Section 13, below. Any suspension or removal of an individual member from good standing with Toastmasters International shall operate as a suspension or expulsion from each and every club with which that individual member is affiliated, and that individual shall not be eligible for membership in any club unless and until the individual's good standing with Toastmasters International has been restored by a three-fourths majority vote of the Board of Directors.

## **Section 9: Designated Representatives of Member Clubs**

Member Clubs shall exercise all the rights and obligations of membership, including the right to vote, through a designated representative or proxyholder. The designated representative of a Member Club, unless otherwise provided in these Bylaws, shall be the president of the Member Club.

## **Section 10: Membership Roster**

This eCorporation shall keep a membership roster containing the name of each voting member (Member Club or Delegate at Large) and the last address provided to this eCorporation by the voting member for purposes of notice. The roster shall indicate whether a voting member is in good standing with Toastmasters International.

## **Section 11: Voting Members' Rights**

Subject to these Bylaws and this eCorporation's other Policies, voting members of this eCorporation shall have the right to vote, as set forth in these Bylaws, on:

- (a) the election of the International President-Elect, the International President when there is no International President-Elect to succeed to that office, the First and Second Vice Presidents, and the International Directors of this eCorporation;
- (b) the removal of International Directors pursuant to Section 5222 of the California Corporations Code;
- (c) any amendment to these Bylaws and any amendment to the Articles of Incorporation of this eCorporation;
- (d) the disposition of all or substantially all of the assets of this eCorporation;
- (e) any merger of this eCorporation;
- (f) any dissolution of this eCorporation; and
- (g) any other matters that may properly be presented to voting members, pursuant to this eCorporation's Articles, Bylaws, Club Constitution for Clubs of Toastmasters International, or action of the Board of Directors, or by operation of law.

### **Section 12: Dues and Financial Levies**

Each Member Club must pay to this eCorporation, within the time and on the terms set by the Board of Directors, membership dues and such other fees and charges as the Board may establish, as a condition of voting membership. For Delegates at Large, payment of their individual membership dues to Toastmasters International made or verified by their respective clubs shall be sufficient to maintain their voting membership in this eCorporation. Voting memberships in this eCorporation shall not be subject to mandatory financial levies by this eCorporation or any part of this eCorporation.

### **Section 13: Disciplinary Proceedings**

The following procedure for termination or suspension of a Member Club or a Delegate at Large by the Board of Directors under Article III, Section 4, is designed to qualify as fair and reasonable under Section 5341(c) of the California Corporations Code. The procedure also applies to the suspension, removal, or other action by the Board with respect to the good standing of an individual member of a club. The term "charged member" in this section shall refer to the Member Club, the Delegate at Large, or the individual member of a club, as the case may be.

- (a) The Board of Directors shall pass a resolution stating
  - (1) the proposed disciplinary action;
  - (2) the reasons therefore;
  - (3) the proposed date for the disciplinary action to take effect; and
  - (4) the date, time, and place for a hearing before the Board for the charged member. The date for the hearing shall be not less than five (5) days before the proposed effective date.
- (b) The Chief Executive Officer shall send written notice of the hearing to the charged member by first class mail to the last address of the member shown on this eCorporation's records or by any other means reasonably calculated to provide actual

notice of the matters stated in the Board resolution. Such notice shall be sent not less than 20 days before the hearing date.

- (c) The Board may take interim disciplinary actions pending the hearing, if necessary to protect the vital interests of Toastmasters International or to prevent any imminent harm to Toastmasters International or any of its affiliates.
- (d) The charged member may choose to appear at the hearing (in person, by telephone **or video** conference call, and/or through a representative), or make a written, videotaped, or audio taped statement to the Board, at the charged member's own cost. The Board may place reasonable restrictions on the length of the charged member's presentation. Any statement in writing or other physical form must be received by the Chief Executive Officer not less than 96 hours before the hearing date.
- (e) After the hearing is ended and the charged member has been excused, the Board shall discuss and vote on the proposed disciplinary action. The deliberations shall be limited to considering only the evidence presented during the hearing and the charges stated in the Board resolution. To take disciplinary action, a three-fourths majority of the Board must be persuaded that, more probably than not, one or more of the allegations charged in the resolution are true. The decision of the Board of Directors shall be final.
- (f) The disciplinary procedures set forth in Robert's Rules of Order Newly Revised shall not apply to disciplinary matters considered by the Board of Directors. The reference to Robert's Rules in Article XIII, Section 5(a), below, applies only to parliamentary procedure for the conduct of business meetings.
- (g) The Board has complete and sole discretion to decide questions that may arise regarding this disciplinary procedure in order to ensure that it is conducted in good faith and in a fair and reasonable manner, considering the best interests of the organization and the individual and clubs affected. The Board is authorized to adopt and modify specific Policies for disciplinary proceedings, and the rights of the charged member are limited to those stated in such Policies and in this section, and no other rights should be presumed or inferred. The charged member does not have any absolute right to legal counsel, to identify or confront witnesses against the member, or to more information about the charges or the evidence beyond that provided in the notice of hearing. All types of evidence, including statements from persons who are not present at the hearing, may be considered. All proceedings shall be conducted and materials shall be presented to the Board in English. A decision by the Board to permit or not permit certain forms of participation in one disciplinary situation shall not bind the Board to the same approach in another situation.
- (h) If the disciplinary matter is complex or difficult, due to the number of persons charged, the extent of the evidence, the need for pre-hearing negotiations, the nature of the charges or the defense, or other circumstances, the Board may delegate authority to the Executive Committee, or to a disciplinary committee appointed under Article VII below, to conduct some or all of the aspects of the disciplinary process set forth above, substituting such committee for the Board in each instance. However, a final decision to take disciplinary action must be made or confirmed by a three-fourths majority vote of the Board. If the hearing described in Paragraph (d) above has taken place before such committee, a subsequent hearing need not be held before the Board unless the Board increases the severity of the action taken.

## Article IV: Revenue

### Section 1: Source

The operations of Toastmasters International shall be financed by membership dues; new individual member fees; charter fees; sales of literature, products and supplies; interest; and any other sources of revenue. The eCorporation's fiscal year shall begin January 1.

### Section 2: Membership Dues Payment

- (a) At the time that a new individual member is admitted into a club, the club or the individual member when verified by a club officer, shall remit to Toastmasters International a new individual member fee and prorated membership dues for the period commencing with the first day of the month of the person's admission and ending on the next dues renewal report date.
- (b) The amount of all dues and fees and the schedule for payment shall be determined by a two-thirds vote of the entire Board of Directors. The Board shall establish and may modify Policies for the collection of dues payments, including proration of new clubs' payments, postponement or reduction of membership dues in the event of a natural disaster or other extenuating circumstances affecting a Member Club's ability to pay, or other appropriate measures.
- (c) A club officer of a Member Club shall, on request of an individual member in good standing, furnish such person with documentation showing the date to which the individual member's membership dues is made, which will entitle the person, when transferring to another club, to do so without paying Toastmasters International membership dues for that period.

### Section 3: Official Publication

The *Toastmaster* magazine shall be the official publication of Toastmasters International. No change in the Member Clubs' financial obligations to this eCorporation shall be effective unless and until that change is made public in the *Toastmaster* magazine ~~or~~ **and** on the Toastmasters International website.

## Article V: Board of Directors

### Section 1: How Constituted

A voting member of the Board of Directors may be referred to as a "Board Member" and collectively they may be referred to as "Board Members" in these Bylaws. The authorized number of Board Members of this eCorporation shall be not less than 17 and not more than 25, the exact number to be set by the Board of Directors. The Board of Directors shall consist of the International President, the International President-Elect, the First and Second Vice Presidents, the Immediate Past International President, and one (1) International Director from each geographic region **as defined by the Board of Directors**. Except for the Immediate Past International President and the International President, all Board Members shall be elected by the voting membership of Toastmasters International. The Chief Executive Officer of Toastmasters International shall be an ex officio member of the Board without voting privileges.

### Section 2: Powers

Except as otherwise provided in these Bylaws, the powers of Toastmasters International shall be exercised, its property controlled, and its affairs conducted by or under the direction of the Board of Directors.

Whenever in these Bylaws the Board of Directors is empowered to take any action, it shall be deemed, unless otherwise specified, that the Board Members may take such action from time to time.

### Section 3: Meetings

- (a) Regular meetings of the Board of Directors shall be held ~~immediately~~ preceding and ~~immediately~~ following each Annual Business Meeting of Toastmasters International at the place where such Annual Business Meeting shall be held.
- (b) Other meetings of the Board shall be held at such times and places as determined by resolution of the Board, or upon call of the Executive Committee, or upon the request of eight (8) or more International Directors. Upon receipt of such call or written request, the Chief Executive Officer shall give to each Board Member, by ~~first-class mail,~~ telephone (including a voice messaging system), ~~facsimile transmission or other electronic transmission such as e-mail~~ **in writing** (in compliance with Article XIII, Section 9, below), or **by** personal delivery, at least 10 days' notice of the date, time, and place of the meeting. The notice shall include a statement of the purposes of the meeting, but the business transacted at such meeting shall not be limited by such statement.
- (c) The act of a majority of the Board Members present at a meeting at which a quorum, as defined in Article XI, Section 2, is present shall be the act of the Board of Directors, except as otherwise provided in these Bylaws or in the California Nonprofit Public Benefit Corporation Law. Where the vote of a majority or a greater number "of the Board" is required for a particular action, the vote shall be calculated using the number of Board Members present at a duly-noticed meeting at which a quorum is present. Where the vote of a majority or a greater number "of the entire Board" is required for a particular action, the vote shall be calculated using the total number of Board Members then in office. The chair of the meeting may vote at any time.
- (d) The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if
  - (1) a quorum is present, and
  - (2) ~~if,~~ either before or after the meeting, each of the Board Members not present provides a written waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing, ~~which may include electronic mail or facsimile transmitted by a Board Member~~ in compliance with Article XIII, Section 9, below. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Notice of a meeting shall also be deemed given to any Board Member who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

- (e) A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Board Members, if any action taken is approved by at least a majority of the required quorum for such meeting.
- (f) Any action required or permitted to be taken by the Board may be taken without a meeting if all Board Members shall individually or collectively consent in writing, **in**

**compliance with Article XIII, Section 9, below**, to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such Board Members. ~~Written consent shall include electronic mail or facsimile transmitted by a Board Member in compliance with Article XIII, Section 9, below.~~

- (g) Board Members may participate in a meeting through use of **teleconferencing** ~~telephone~~ or **electronic videoconferencing** ~~screen communication~~ so long as all Board Members participating in such meeting can hear one another. Board Members may also participate in a meeting through use of electronic transmission from and to the eCorporation in compliance with Article XIII, Section 9, so long as
- (1) each Board Member participating in the meeting can communicate with all other members concurrently; and
  - (2) each Board Member is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the eCorporation.

Participation in a meeting pursuant to this paragraph constitutes presence ~~in person~~ at such meeting.

#### **Section 4: Duties**

The Board of Directors shall:

- (a) Devise strategic measures for the growth and development of the organization;
- (b) Direct the conduct of the activities and affairs of the eCorporation and the exercise of all its corporate powers;
- (c) Appoint a Chief Executive Officer and fix compensation for that individual's service;
- (d) Obtain the services of a certified public accounting firm to audit the records of the eCorporation at the close of each fiscal year, and to certify to the Board and to the Member Clubs a report of the eCorporation's financial status;
- (e) Appoint standing committees and all other committees not otherwise provided for;
- (f) Adopt by a two-thirds vote of the entire Board, and revise by a like vote, Policies containing the Board's major administrative decisions governing the affairs of the eCorporation; any Board action on governing documents such as these Bylaws, the Articles of Incorporation, the Club Constitution for Clubs of Toastmasters International, and the District Administrative Bylaws shall also require a two-thirds vote of the entire Board;
- (g) Fill any vacancies on the Board of Directors for the unexpired portion of the term vacated (or decide not to do so), except that
  - (1) a vacancy in the Immediate Past International President's office or the International President-Elect's office shall not be filled,
  - (2) in the event of a vacancy in the International President's office, the Board may choose to leave the position vacant and assign the Immediate Past International President or the International President-Elect, while retaining that office, to serve

also as Acting International President or the Board may appoint the International President-Elect to immediately succeed to the position of International President, thereby vacating the office of International President-Elect, and provided that any vacancy shall be filled by a person who has met the qualifications for that position stated in Article IX, Section 2, for the preceding 12 months, and further provided that if the number of Board Members in office is less than a quorum for any reason, vacancies on the Board may be filled in a manner complying with Section 5224 of the California Corporations Code;

- (h) Divide that territory in which Member Clubs are located into geographic regions, as nearly as possible equal in number of clubs after giving proper consideration to potential growth of the organization and further, to accomplish the staggered terms of International Directors, divide the regions into two (2) groups and assign each group to even or odd successive election years in a manner that is reasonably fair and balanced;
- (i) Review the regional boundaries and the regional assignment of undistricted Member Clubs not less than once every three (3) years, and, by a two-thirds vote of the entire Board, make such revision of regional boundaries and such reassignment of undistricted clubs to regions as may be necessary to provide, insofar as possible without abolishing the contiguousness of the several Districts within the respective regions, that the total number of Member Clubs in each geographic region shall be not more than 15% of the total number of Member Clubs in good standing at the end of the fiscal year immediately preceding any such Board action; and
- (j) Conduct the programs, activities, and affairs of the eCorporation so as to further the charitable and educational purposes of Toastmasters International, to abide by the requirements of law applicable to nonprofit corporations, and to ensure that any management powers delegated to others shall be exercised under the ultimate direction of the Board.

### **Section 5: Board Actions on Shorter Notice**

If time does not permit 10 days' notice, the International President may call a meeting of the Board on 72 hours' notice given personally, by telephone (including a voice messaging system), ~~by facsimile transmission,~~ or **in writing** ~~by other electronic transmission such as e-mail~~ in compliance with Article XIII, Section 9, below. The notice shall state the matter or matters to be considered, but the business transacted at the meeting shall not be limited by such statement.

### **Section 6: Executive Committee**

- (a) There shall be an Executive Committee of the Board of Directors, composed of the International President, the International President-Elect, the First and Second Vice Presidents, the Immediate Past International President, and the Chief Executive Officer, who shall be an ex officio member without voting rights. In the event of a vacancy in the office of any voting member of the Executive Committee which is not filled by appointment or election of a new officer to fill that vacancy, the Board of Directors shall, by majority vote of the entire Board, select one (1) of the International Directors who has served a year on the Board to serve on the Executive Committee until the term of the vacated office expires.
- (b) The Executive Committee shall prepare and submit to the Board of Directors a recommended budget showing the amount of anticipated receipts and expenditures for the ensuing fiscal year. The budget once adopted by the Board shall become the financial policy of this eCorporation for the ensuing fiscal year. This committee shall

have such additional powers as the Board may delegate to it, and between Board meetings shall have the power of the Board to transact business of an urgent nature requiring immediate action, subject to the limitations on powers of committees of the Board stated in Section 5212 of the California Corporations Code.

- (c) All actions of the Executive Committee shall require four (4) affirmative votes, which may include the vote of the chair of the meeting. Meetings and actions of the Executive Committee shall be governed by and held and taken in accordance with the provisions of this Article V concerning meetings and actions of the Board of Directors, with such changes in the content of those ~~b~~Bylaws as are necessary to substitute the Executive Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of the Executive Committee and shall be filed with the corporate records. All transactions of the Executive Committee shall be reported in full at the next meeting of the Board of Directors and shall be subject to the approval of the Board.

## Section 7: Standards of Conduct

### (a) General

A Board Member shall perform the duties of a member of the Board, including duties as a member of any Board committee on which the Board Member may serve, in good faith, in a manner such Board Member believes to be in the best interest of this eCorporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a member of the Board, a Board Member shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (1) one or more officers or employees of this eCorporation whom the Board Member believes to be reliable and competent as to the matters presented;
- (2) counsel, independent accountants, or other persons as to matters which the Board Member believes to be within such person's professional or expert competence; or
- (3) a Board committee upon which the Board Member does not serve, as to matters within its designated authority, provided that the Board Member believes such committee merits confidence; so long as in any such case, the Board Member acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a member of the Board in accordance with this section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Board Member, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which this eCorporation, or assets held by it, are dedicated.

### (b) Investments

Except with respect to assets held for use or used directly in carrying out this eCorporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this eCorporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this eCorporation's capital. No investment violates this paragraph where it conforms to provisions

authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this eCorporation.

(c) **Loans**

Without the approval of the Attorney General of California, this eCorporation shall not make any loan of money or property to, or guarantee the obligation of, any Board Member or officer of the eCorporation, unless permitted by Section 5236 of the California Corporations Code; provided, however, that this eCorporation may advance money to a Board Member or officer of this eCorporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such Board Member or officer of the eCorporation so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

(d) **Self-dealing Transactions**

The Board of Directors shall not approve, or permit the eCorporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this eCorporation is a party and in which one or more of its Board Members has a material financial interest, unless the transaction comes within Section 5233(b) of the California Corporations Code.

## Article VI: Officers

### Section 1: Officers

The officers of Toastmasters International shall be the International President, the International President-Elect, the First and Second Vice Presidents, the Immediate Past International President, the International Directors, the Secretary, the Treasurer, the Chief Executive Officer, and the District Director for each District of Toastmasters International. All of the officers are subordinate and responsible to the Board of Directors.

### Section 2: Ex Officio Officers

Each Past International President of Toastmasters International shall be an ex officio officer, so long as the individual qualifies as a Delegate at Large under Article III, Section 4(b), above.

### Section 3: Subordinate Officers

The Board of Directors may appoint and fix the tenure of such subordinate officers, agents, or representatives as the business of the eCorporation may require. Except for the officers who are also Board Members, the Board of Directors may alter and re-establish the titles of any officers of this eCorporation by Policy, notwithstanding the titles that may be ascribed to such officers in Article XII, pertaining to Districts, or elsewhere in the Bylaws. If such titles are altered, by amendment to these Bylaws or by Policy, those who occupied an office under a previous title may be referred to either by the altered title or by a previous title, as necessary or appropriate under the circumstances.

### Section 4: International President

The International President shall serve as the chair of the Board of Directors and of the Executive Committee, and an ex officio member of all other committees except the International Leadership Committee and the Advisory Committee of Past Presidents. The International President presides at the Annual Business Meeting of Toastmasters International and prior to the opening of that meeting shall appoint such officers and committees as may be required to transact the business of the meeting. The International President shall also have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

## Section 5: International President-Elect, Vice Presidents

### (a) International President-Elect

The International President-Elect shall perform such duties as usually pertain to this office or as may be assigned by the International President or the Board of Directors, by resolution or through Board-established Policies. The International President-Elect shall assume the duties of the International President to chair the Board of Directors and the Executive Committee if the International President is temporarily absent or unable to act.

### (b) First Vice President

The First Vice President shall perform such duties as usually pertain to this office or as may be assigned by the International President or the Board of Directors, by resolution or through Board-established Policies.

### (c) Second Vice President

The Second Vice President shall perform such duties as usually pertain to this office or as may be assigned by the International President or the Board of Directors, by resolution or through Board-established Policies.

### (d) If the position of the International President, the International President-Elect, or the First or Second Vice Presidents is vacated for any reason, or if that officer is absent or unable to act, and prior to the filling of any vacancy in such officer position, the duties of such officer (other than the International President's duties as chair, provided for in (a) above) shall be reassigned to other Board Members by the Board of Directors or by the Executive Committee.

## Section 6: Chief Executive Officer

The Chief Executive Officer shall be under the supervision of the Executive Committee and the control of the Board; shall be appointed by a two-thirds vote of the entire Board, and may be terminated with or without cause by a majority vote of the entire Board upon reasonable written notice, subject to any rights the Chief Executive Officer may have under a written contract of employment, if any. The Chief Executive Officer shall perform the duties usually performed by the business manager of a nonprofit corporation; shall give bond for the faithful performance of such duties in such sum and with such sureties as the Board may determine; and shall present such reports to the Board, officers and Member Clubs as the business of the organization may require. The Board shall prescribe the authority and duties of the Chief Executive Officer.

## Section 7: Secretary

The Board of Directors, at its **first** meeting ~~immediately~~ following the Annual Business Meeting, shall appoint an employee of World Headquarters to serve as Secretary of Toastmasters International who shall perform the duties usually performed by the Secretary of a nonprofit corporation without additional compensation for serving in that office.

## Section 8: Treasurer

The Board of Directors, at its **first** meeting ~~immediately~~ following the Annual Business Meeting, shall appoint an employee of World Headquarters to serve as Treasurer of Toastmasters International who shall perform the duties usually performed by the Treasurer of a nonprofit corporation without additional compensation for serving in that office.

## Section 9: Compensation

No officers, except the Chief Executive Officer, the Secretary, and the Treasurer, shall receive any compensation from this eCorporation.

## **Section 10: Tenure of Board Members**

- (a) The terms of office of all members of the Board of Directors elected at any Annual Business Meeting or other voting membership meeting shall commence at the adjournment of such meeting and shall expire at the adjournment of the subsequent Annual Business Meeting at which their successors take office. The International President-Elect shall continue in that office for one (1) year; upon the adjournment of the next Annual Business Meeting the individual shall assume the office of International President and continue in that office for one (1) year; and upon the adjournment of the next following Annual Business Meeting the individual shall assume the office of Immediate Past International President and continue in that office for one (1) year. Both the First and Second Vice Presidents shall continue in office for one (1) year. Each of the International Directors shall continue in office for two (2) years. All members of the Board of Directors shall serve until their successors are elected or appointed or otherwise take office, or until the Board Member's resignation, death, or removal.
- (b) Resignations by Board Members shall be effective upon receipt in writing by the Secretary of this eCorporation, unless a later effective date is specified in the resignation. If a Board Member is incapacitated but has executed an appropriate power of attorney document prior to becoming incapacitated, the person holding the power of attorney may submit the resignation on behalf of the incapacitated Board Member.
- (c) The voting membership of Toastmasters International (as defined by Article III, Section 1, above) may remove any person from a position as an International Director at any time, with or without cause, by majority vote. The Board of Directors by a three-fourths vote of the entire Board may remove any person from a position as an officer listed in Section 1 of this article (other than the Chief Executive Officer), with or without cause at any time. The Board may, by a three-fourths vote of the entire Board, remove any person from a position as a Board Member elected by the voting membership only
- (1) as provided in Section 5221 of the California Corporations Code; or
  - (2) if the Board Member is not in good standing with Toastmasters International as defined in Article III, Section 8, above; or
  - (3) if the Board Member is no longer an active individual member of a Member Club.
- (d) A vacancy shall be deemed to exist on the Board of Directors in the event that the actual number of Board Members is less than the authorized number for any reason.

## **Article VII: Committees**

### **Section 1: Function and Composition of Committees**

The function of each committee of the Board of Toastmasters International (other than the Executive Committee and the International Leadership Committee) shall be to assist the Board of Directors by studying and reviewing matters within its jurisdiction or specifically assigned to it by the Board, and making recommendations thereon to the Board. The Board of Directors may provide for such committees as it deems necessary or convenient for the proper governance and operation of Toastmasters International. Except as otherwise expressly provided in these Bylaws, the Board of Directors shall determine, for each committee, through Policies:

- (a) how the committee shall be designated or named;
- (b) any restrictions or conditions on who shall chair the committee, including whether such an individual shall be a member of the Board of Directors;
- (c) the composition of the committee, including whether a majority of its members shall be members of the Board of Directors;
- (d) the term in office and process for selecting the chair and the members of the committee and their successors, if any; and
- (e) the duration of existence of any committee, whether fixed or indefinite. Any committee member may be removed at any time by the Board. Except for committees described in these Bylaws, the Board shall have the power to discontinue any committee. All files and records of all committees shall be the property of Toastmasters International.

## **Section 2: Standing Committees**

The standing committees of the Board shall be the Executive Committee, the International Leadership Committee, the Advisory Committee of Past Presidents, the Audit Committee, and such other committees as the Board may establish. Only the Executive Committee may act with the authority of the Board, as limited by Article V, Section 6, Paragraph (b) above. The Board may prescribe Policies for the governance and operation of committees.

## **Section 3: International Leadership Committee**

The International Leadership Committee shall be composed of three (3) Past International Presidents, one of whom shall be appointed chair; and one (1) individual member of a club from each geographic region who is a Past International Director or a Past District Director; none of whom shall be a member of the Board of Directors nor shall have served on the International Leadership Committee during the preceding two (2) years. No member of this committee shall be eligible for nomination as a Board Member at any election for which the committee is nominating candidates or at any international election held within one (1) year after the end of the committee member's term. Members of this committee shall be appointed by the International President-Elect subject to ratification by the Executive Committee, members may be removed, and vacancies shall be filled, under Policies set by the Board of Directors. It shall be the duty of this committee to review, evaluate and identify leadership development potential and opportunities throughout the organization and to nominate International Officer and Director candidates in the manner and at the times provided in Article VIII of these Bylaws. The members of the International Leadership Committee shall be appointed no later than, and shall commence their service in, August each year. Members of this committee shall be divided into groups corresponding to the two groups of regions, and shall serve staggered terms of two (2) years, except for the Past International Presidents, who shall serve terms prescribed under Policies set by the Board of Directors.

## **Section 4: Advisory Committee of Past Presidents**

The Advisory Committee of Past Presidents shall be composed of all Past International Presidents of Toastmasters International, who are active members, with the Immediate Past International President serving as chair. This committee may submit comments and recommendations for the consideration of the Board to the committee representative, the Immediate Past International President.

## **Section 5: Audit Committee**

The Audit Committee shall be comprised and function in accordance with the California Nonprofit Integrity Act of 2004 and any subsequent or superseding statutes. The Board of

Directors shall remain responsible for oversight and supervision of the Audit Committee as an advisory committee to the Board.

## Article VIII: Nominations

### Section 1: International President and Vice Presidents

The International Leadership Committee shall nominate each year, under Policies set by the Board of Directors, at least one (1) candidate 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. A second nominee for the office of First Vice President must be named, if so desired, by one-third of the members of the Committee. At least two (2) candidates shall be nominated for the office of Second Vice President. The report of the Committee shall be published in the *Toastmaster* magazine ~~or~~ and on the Toastmasters International website at least 60 days prior to the Annual Business Meeting, and shall also be presented to the meeting in written form prior to the election of officers.

### Section 2: International Directors

The International Leadership Committee shall nominate, for each geographical region that has an International Director's term expiring in that year, under Policies set by the Board of Directors, at least two (2) candidates for election to the Board of Directors, but may nominate one (1) candidate only if no other willing and able candidate can reasonably be found.

### Section 3: Nominations from the Floor

Nominations made by the International Leadership Committee shall be effective when officially announced by the International Leadership Committee. Additional nominations of qualified International Officer and Director candidates may also be made from the floor at the Annual Business Meeting, with the consent of the persons so nominated. Prior to running from the floor, a candidate must have completed the International Leadership Committee's evaluation process in the same election cycle in which the candidate stands for election at the Annual Business Meeting.

## Article IX: Elections

### Section 1: Time

The International President-Elect, the First and Second Vice Presidents, the International Directors from one (1) of the two (2) groups of the regions, and the International President if there is no International President-Elect to succeed to that office, shall be elected at each Annual Business Meeting.

### Section 2: Qualifications

- (a) All persons elected under Article IX, Section 1, above, must be in good standing with Toastmasters International under Article III, Section 8, of these Bylaws and must be active individual members in a Member Club at the time of their election and throughout their terms of office.
- (b) To be elected International President-Elect or International President, at the time of election, a person shall have served at least one (1) complete term as a Vice President. To be elected a Vice President, at the time of election, a person shall have served a two-year term as an International Director. A qualified person may only stand for election to one, and only one, of the said offices at any Annual Business Meeting.

No person shall be elected to any International Director position unless at the time of election that person either

- (1) shall have served an entire term as a District Director and as an Immediate Past District Director or
  - (2) shall have served as the chair or chief officer of a non-district administrative unit during the entire administrative year immediately before the unit became a District or Provisional District or shall have served as such officer and as District Director during the entire administrative year in which the unit became a District or Provisional District, and in both such cases, such service shall have been completed at least two (2) years before the time of the election.
- (c) There shall be one (1) International Director from each of the geographic regions. An International Director candidate must have been an active member of a ~~Toastmasters~~ **Member eClub** in good standing in the region from which the candidate is nominated during the entire 12-month period immediately preceding such candidate's nomination by the International Leadership Committee or at the Annual Business Meeting. For the purpose of determining the qualifications of International Directors, the club and geographic region of each director at the time of election shall be considered unchanged during the entire term of office, notwithstanding any change of residence a director may make during such term or boundary revision.
- (d) The International Officers and Directors shall not be elected to serve consecutive terms in the same office. The International Officers and Directors are not eligible to be elected to an office they have previously served in.

### **Section 3: Balloting**

The ballots used at the Annual Business Meeting shall contain the names of the candidates, listed in alphabetical order by offices and by geographic regions, with an equal number of blank spaces for use in the event of nominations from the floor. The voting members of Toastmasters International shall vote, and the election shall be conducted, in the manner provided in Article X, under Policies set by the Board of Directors. A majority of all votes cast shall be required for the election of the International President-Elect, the First and Second Vice Presidents, the International President if applicable, and each of the International Directors. In the event any ballot cast does not show a majority for any nominee for any of those offices, there shall be further balloting for that office. 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 each succeeding ballot the same procedure shall be followed until a nominee shall have received a majority of all votes cast. In case of a tie between two (2) remaining nominees, the election shall be decided by lot.

Cumulative voting is not permitted.

### **Section 4: Manner of Holding Elections**

The date, time, and place of the Annual Business Meeting of the voting membership of this **eCorporation** shall be set by the Board of Directors. The Board may also call a special meeting of the voting membership if the Board decides that such a meeting is in the best interests of the **eCorporation**, under Policies set by the Board. In the event that an Annual Business Meeting cannot be held during any year because of a national emergency, international crisis, or other reason, or in the event that a quorum is not present at any

Annual Business Meeting, that year's election of International Officers and Directors shall be conducted by mail vote under Policies set by the Board. Any Policies adopted by the Board under this section shall comply with the California Nonprofit Public Benefit Corporation Law.

## **Article X: Annual Business Meeting**

### **Section 1: Voting by Member Clubs**

Each Member Club in good standing with Toastmasters International on the record date established by Article X, Section 8, **of these Bylaws**, shall be entitled to two (2) votes at the Annual Business Meeting, which shall be cast by the club's duly authorized delegate if the club wishes to be considered present and voting at the meeting. Delegates must be in good standing with Toastmasters International under Article III, Section 8, of these Bylaws. Any other individual member of any club may attend the Annual Business Meeting as a nonvoting observer.

### **Section 2: Proxies**

Any Member Club, if unrepresented at the Annual Business Meeting by a delegate or proxyholder from among its own active individual members, may designate in writing any active individual member of any other Member Club as its proxyholder. Upon presentation of proper credentials, such proxyholder shall have the right to vote for the club represented in addition to any other right to vote which such proxyholder may have. All forms of proxy designation must conform to Policies set by the Board of Directors in compliance with the California Nonprofit Public Benefit Corporation Law. All proxyholders must be in good standing with Toastmasters International under Article III, Section 8, of these Bylaws.

### **Section 3: Credentials**

The authority of each delegate shall be evidenced by a certificate signed by the president or secretary of the Member Club. The authority of a proxyholder shall be evidenced by a certificate signed by the president or secretary of the club represented by proxy. All certificates must be presented to the Credentials Committee at the Annual Business Meeting to entitle delegates and proxyholders to participate in and vote at the meeting. All certificates shall be on forms furnished by the Chief Executive Officer, under the authority and supervision of the Board of Directors.

Should the Credentials Committee report adversely on any certificate, the person named therein shall have the right to appeal to the Annual Business Meeting. The majority decision of the votes cast on the appeal to the Annual Business Meeting shall be final, with those votes in question not being exercised.

### **Section 4: Voting by Delegates at Large**

Each Delegate at Large, as defined in Article III, Section 1, Paragraph (b), in good standing with Toastmasters International on the record date established by Article X, Section 8, shall be entitled to one (1) vote at any Annual Business Meeting at which that individual is present. Delegates at Large may not vote by proxy.

The authority of each Delegate at Large shall be evidenced by a credential certificate on a form furnished by the Chief Executive Officer, under the authority and supervision of the Board of Directors.

### **Section 5: Resolutions**

- (a) For proposed amendments to the Articles of Incorporation, these Bylaws, or the Club Constitution for Clubs of Toastmasters International, a proposed resolution embodying the same must be presented in writing to and received by the Board of Directors no

later than December 31 before the Annual Business Meeting, except for matters submitted by the Board of Directors, reports of other officers, and courtesy resolutions of thanks and appreciation, or unless otherwise ordered by the Board or by unanimous consent of the Annual Business Meeting. Resolutions shall be in substantially the following form: "The Annual Business Meeting of Toastmasters International hereby RESOLVES that..." Bylaw amendment resolutions are subject to additional requirements set forth in Article XIV of these Bylaws. No proposed amendment to the Articles of Incorporation shall be submitted to the voting members without first receiving approval by the Board of Directors.

- (b) No other matter shall be acted upon by the Annual Business Meeting unless a proposed resolution embodying the same shall have been presented in writing to the Board of Directors by December 31 before the Annual Business Meeting. Resolutions shall be in substantially the following form: "RESOLVED that the Annual Business Meeting of Toastmasters International recommends to the Board of Directors that..."
- (c) The Board shall make its recommendations on those resolutions that proceed to the Annual Business Meeting for such action as the voting membership of this eCorporation may determine. Any resolution not presented in writing to the Board in full compliance with this section will not be eligible for submission and shall not be submitted to the Annual Business Meeting unless the Board, in its sole discretion, decides to handle the resolution otherwise.
- (d) Any motion or resolution to suspend the rules at the Annual Business Meeting shall require a two-thirds vote of the votes cast in person, **including participation by electronic transmission (see Article X, Section 7, below), (or, (in the case of Member Clubs), by proxy),** and shall not operate to suspend or set aside any provision of these Bylaws except by unanimous consent.

## Section 6: Voting

Voting at the Annual Business Meeting shall be limited to accredited delegates or proxyholders representing Member Clubs and Delegates at Large. Voting may be by ballot or voice vote, as called for by the chair, except that elections of Board Members shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote of the voting membership. If the secret ballot is dispensed with in the case of an unopposed candidate, the Secretary of the meeting may be instructed to vote a single ballot for that candidate. Every decision or act made or done by a majority of the votes cast in person, **including participation by electronic transmission (see Article X, Section 7, below), (or, (in the case of Member Clubs), by proxy)** at an Annual Business Meeting, or other duly held meeting of the voting membership at which the required quorum is present, is the act of the members, unless the law, the Articles of Incorporation of this eCorporation, or these Bylaws require a greater number. **Subject to any Policies established by the Board, voting members not physically present in person, or (in the case of Member Clubs) by proxy, at an on-site membership meeting may, by electronic transmission in compliance with Section 7 of this article or by electronic video screen communication, participate in the meeting, be deemed present in person, and vote at the meeting.**

## Section 7: Participation in Meetings of the Voting Membership by Electronic Transmission

**A meeting of the voting membership may be conducted, in whole or part, by electronic transmission in compliance with Article XIII, Section 9, as applicable, or by electronic media screen communication, provided the following:**

- (a) **Toastmasters International has implemented reasonable measures to provide voting members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the voting membership, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings; and**
- (b) **if any member votes or takes other action at the meeting by means of electronic transmission or electronic video screen communication, Toastmasters International maintains a record of any vote or action taken by a member by means of electronic transmission.**

**Any request by Toastmasters International for a member's consent to participate in a meeting by electronic transmission shall include a notice that, absent consent of the member, an on-site membership meeting shall be held at a physical location at which members may attend and participate.**

### **Section 7-8: Notice**

The Chief Executive Officer shall give or cause to give notice of each meeting of the voting membership, including the Annual Business Meeting, to each voting member who, as of the record date for notice of the meeting (see Article X, Section 8, **of these Bylaws**), would be entitled to vote at such meeting. The notice shall be given, addressed to the last address provided by the voting member to this eCorporation for purposes of notice, either personally, **by telephone**, or **in writing by electronic transmission (in compliance with Article XIII, Section 9, of these Bylaws)**, ~~telegram, telephone, facsimile transmission, or mail~~ not less than 20 nor more than 90 days before the date of such meeting.

The notice shall state the place, date, and time of the meeting and

- (a) in the case of special meetings, the general nature of the business to be transacted, and no other business may be transacted; or
- (b) in the case of the Annual Business Meeting, the names of all those who are nominees for Board Member positions as of the date of the notice, and those matters which the Board, as of the date of the notice, intends to present for action by the voting members, but any proper matter may be presented at the Annual Business Meeting for such action.

Unless the vote of the voting membership is unanimous, any of the following votes shall be valid only if the general nature of the action approved was stated in the notice of the meeting at which the vote occurred:

- (a) to remove a Board Member without cause;
- (b) to fill a vacancy on the Board of Directors;
- (c) to amend this eCorporation's Bylaws;
- (d) to amend this eCorporation's Articles of Incorporation; or
- (e) to voluntarily dissolve this eCorporation.

### **Section 8-9: Record Dates**

A voting member holding a membership as of the close of business on the record date shall be deemed a voting member of record. The record date for the purpose of determining

which voting members are entitled to notice of the Annual Business Meeting or any other voting members' meeting shall be the ninetieth day before the date of the meeting. The record date for the purpose of determining which voting members are entitled to vote at the Annual Business Meeting or any other voting members' meeting shall be the seventh day before the date of the meeting. Record dates for any other purpose shall be set by the Board of Directors in accordance with the California Nonprofit Public Benefit Corporation Law.

## Article XI: Quorum

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

- (a) Both one-third of all the votes held by voting members of Toastmasters International, and one-third of the Member Clubs, represented either in person or by delegates, or (in the case of Member Clubs) proxyholders, **and including representation through participation by electronic transmission (see Article X, Section 7, above)**, shall be required to constitute a quorum for the transaction of business at the Annual Business Meeting, at special meetings of the voting membership, and for mail votes of the voting membership.
- (b) A meeting at which the required quorum is initially present may continue to transact business notwithstanding the withdrawal of enough voting members or Member Clubs to leave less than the required quorum, so long as any action taken thereafter is approved by at least a majority of both required quorum numbers of votes held by voting members.

### Section 2: Board of Directors

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

### Section 3: Committees

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

The Board of Directors may, by Policy, provide an alternative process for the Advisory Committee of Past Presidents to achieve a quorum or conduct business when a quorum is not present.

## Article XII: Districts

### Section 1: How Established

For the purpose of efficient administration, the Board of Directors of Toastmasters International is authorized to divide the territory covered by Member Clubs into Districts, or form new Districts and establish the boundaries thereof. Each District shall be designated by a number. Each District shall be divided into Areas, each under the direction of an Area Director. The District shall organize Areas together into Divisions, each under the direction of a Division Director. Each District shall abide by the District Administrative Bylaws issued and modified by the Board of Directors.

### Section 2: How Financed

District expenses shall be paid, subject to the approval of the Board of Directors, out of Toastmasters International funds authorized by the Board for District activities and

operations in accordance with District expense policies adopted by the Board. No District, Area, or Division officer shall receive a salary or other compensation, but may receive reimbursement for travel and other expenses incurred on behalf of Toastmasters International, as set forth in the District expense policies.

### Section 3: How Administered

#### (a) District Officers

The elective officers of each District shall be a District Director, a Program Quality Director, a Club Growth Director, **Division Directors**, and such other elective or appointive officers as the District Administrative Bylaws may provide. Appointive officers shall be appointed by and shall serve at the will of the District Director, subject to the approval of the District Council. ~~Division and~~ Area Directors, elected or appointed, are also District officers. 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. All District officers must be active individual members of Member Clubs and must be in good standing with Toastmasters International under Article III, Section 8, above.

#### (b) Division and Area Officers

Each Division of a District shall be presided over by a Division Director. Each Division Director may appoint individual members of clubs within the Division to serve as Division assistants. Each Area of a District shall be presided over by an Area Director. Each Area Director may appoint individual members of clubs within the Area to serve as Area assistants.

#### (c) District Council

The District Council shall consist of the District officers, Immediate Past District Director, and two (2) representatives from each Member Club in the District. The District Council shall hold at least two (2) meetings a year, one (1) of which shall be the Annual Meeting held before June 1 for the election of District officers.

#### (d) Duties of Officers

Although the District Director shall report to and take direction from the District Council in matters pertaining to District organization, programs, and procedures, the District Director, as an officer of this eCorporation, is ultimately responsible to the Board of Directors of Toastmasters International for the exercise of the powers and duties of that office. A Program Quality Director or Club Growth Director shall perform the duties of the District Director in the event of that Director's absence, and such other duties as the District Director shall designate. The Division Director shall be responsible to the District Director or the District Director's designee, shall represent the District Director within the Division, and shall uphold and promote the purposes of Toastmasters International in the Division. The Area Director shall be responsible to the District Director or the District Director's designee, shall represent the District Director within the Area, and shall uphold and promote the purposes of Toastmasters International in the Area.

#### (e) Legal Status of Districts, Divisions, and Areas

Districts, Divisions, and Areas are integral parts of Toastmasters International, a California nonprofit public benefit corporation, and, as administrative units of that eCorporation, their activities and affairs shall be managed, and their powers exercised, under the ultimate direction of the Board of Directors of Toastmasters International. The powers and duties delegated by the Board to District Councils and to District, Division, and Area officers, and their terms of service, are subject at all times to the ultimate authority of the Board. Districts are not independent or autonomous legal entities, and District Directors are officers of this eCorporation. Toastmasters

International is the exclusive owner of all the trade names, trademarks, service marks, emblems, insignia, and copyrights associated with the Toastmasters collective membership mark. The Board has sole authority to approve uses of all such intellectual properties; therefore, no District has the authority to create a separate legal entity.

#### **Section 4: Meetings**

An annual conference shall be held by the District for the purpose of promoting the interests of Toastmasters International and improving the efficiency of the local Member Clubs, provided that such conference shall be held at such time as will not conflict with the dates of the Annual Business Meeting and Convention of Toastmasters International.

### **Article XIII: Miscellaneous**

#### **Section 1: Emblem**

The emblem of Toastmasters International shall be circular in design bearing the words "Toastmasters International" around its border, and in the center the replica of the hemisphere of the earth, and superimposed thereon the letter "T."

#### **Section 2: Seal**

The seal of the eCorporation shall bear the inscription: "Toastmasters International Incorporated California 1932."

#### **Section 3: Emblems, Marks and Copyrights**

Ownership of the emblem, the insignia, and all other trademarks, service marks, trade names, and copyrights created or obtained by Toastmasters International shall be vested irrevocably in Toastmasters International, its successors or assigns.

#### **Section 4: Insignia**

The insignia of Toastmasters International may be worn by any individual member of a Member Club, so long as the person is in good standing with this eCorporation under Article III, Section 8, above. No one shall have the right to produce, or have produced for distribution to others, articles bearing the name, emblem, insignia, or other mark of Toastmasters International or any colorable imitation thereof, except by official designation from the Board of Directors of Toastmasters International.

#### **Section 5: Rules of Order**

- (a) Robert's Rules of Order Newly Revised shall be the final authority as to parliamentary procedure, insofar as they do not conflict with any provisions of the Articles of Incorporation, these Bylaws, Policies adopted by the Board of Directors or the voting membership, or laws applicable to nonprofit corporations.
- (b) A parliamentarian may be appointed by the International President at each meeting of the Board or of the voting membership.

#### **Section 6: Indemnification and Insurance**

##### **(a) Right of Indemnity**

To the fullest extent allowed by Section 5238 of the California Corporations Code, this eCorporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this article, "agent" shall have the same meaning as in Section 5238(a), including this eCorporation's directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section

5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and “expenses” shall have the same meaning as in Section 5238(a), including reasonable attorneys’ fees.

**(b) Approval of Indemnity**

On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of Board Members who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification. If the Board cannot do so because there is no quorum of Board Members who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the voting members. At that meeting, the voting members shall determine whether, in the specific case, the applicable standard of conduct stated in such section has been met, and, if so, the voting members shall authorize indemnification.

**(c) Advancing Expenses**

To the fullest extent allowed by Section 5238 of the California Corporations Code, and except as otherwise determined by the Board of Directors in specific instances, the Board shall authorize the advance of expenses incurred by or on behalf of an agent of this eCorporation in defending any proceeding prior to final disposition, if the Board finds that:

- (1) the requested advances are reasonable in amount under the circumstances; and
- (2) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this section. Unless the Board finds compelling reasons to do otherwise, the undertaking shall be unsecured, and no interest shall be charged on the obligation created thereby.

**(d) Insurance**

The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, and such insurance may provide for coverage against liabilities beyond this eCorporation’s power to indemnify the agent under law.

## **Section 7: Contracts, Notes, and Checks**

All contracts entered into on behalf of this eCorporation, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this eCorporation, including its Districts, shall be signed only by that person or those persons on whom such power has been conferred by the Board of Directors.

## **Section 8: Annual Reports to Board Members and Voting Membership**

Within 120 days after the end of this eCorporation’s fiscal year, the Board shall furnish a written report to all of the Board Members and to the voting members containing the following information:

- (a) the assets and liabilities, including the trust funds of this eCorporation, as of the end of the fiscal year;

- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of this eCorporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) the expenses or disbursements of this eCorporation, for both general and restricted purposes, for the fiscal year; and
- (e) any information required by Section 6322 of the California Corporations Code. The foregoing report shall be accompanied by any report thereon of independent accountants.

### **Section 9: Electronic Transmissions**

Unless otherwise provided in these Bylaws, and subject to Policies approved by the Board, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or e-mail, provided:

- (a) for electronic transmissions from the eCorporation, the eCorporation has obtained an unrevoked consent from the recipient to the use of such means of communication;
- (b) for electronic transmissions to the eCorporation, the eCorporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and
- (c) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

### **Section 10: Electronic Transmissions to Members**

**An electronic transmission by Toastmasters International to a member is valid only if the following requirements have been satisfied:**

- (a) The member has affirmatively consented (and has not withdrawn consent) to the use of electronic transmissions, as required by the preceding section.**
- (b) If the member is a natural person, prior to or at the time of consenting, the member received a clear written statement informing them of:**
  - (1) Any right or option to have the transmissions provided or made available on paper or in non-electronic form;**
  - (2) Whether the consent applies only to that transmission, to specified categories of communications, or to all communications from this corporation; and**
  - (3) The procedures the member must use to withdraw consent.**

## **Article XIV: Amendments**

### **Section 1: With Notice**

These bBylaws may be amended at any Annual Business Meeting or special meeting of the voting membership of Toastmasters International by a two-thirds vote of the votes cast in person, **including participation by electronic transmission (see Article X, Section 7,**

**above**), or (in the case of Member Clubs) by proxy. Proposed amendments may be placed before the voting membership as follows:

- (a) Proposed amendments may be submitted by the Board of Directors to the voting membership of Toastmasters International at any time up to 60 days before the Annual Business Meeting or special meeting at which they will be considered.
- (b) Proposed amendments may also be submitted by voting members to the Annual Business Meeting of Toastmasters International in the following manner: Proposed amendments must be presented in writing to and received by the Board of Directors no later than December 31 before the Annual Business Meeting at which they are to be submitted, in compliance with Article X, Section 5, above. If the amendment is proposed by one or more Member Clubs, each club shall have approved the proposed amendment by the vote of at least two-thirds of the active individual members of the club present and voting at a club business meeting at which a quorum is present; such approval shall be evidenced by a certificate containing the proposed amendment signed by all the active individual club members who voted to approve the proposed amendment. If the amendment is proposed by a Delegate at Large, such proposal shall be evidenced by a certificate containing the amendment and bearing the signature of the Delegate at Large. Each proponent shall submit such a certificate to the Board of Directors no later than the December 31 deadline. The proposed amendment shall be placed before the voting members of Toastmasters International only if the proposed amendment and certificate(s) are presented to and received by the Board no later than December 31 and one (1) of the following conditions is met:
  - (1) The Board of Directors votes to place the proposed amendment before the voting membership; or
  - (2) The amendment is proposed by at least one (1) percent of all the votes held by the voting membership of Toastmasters International; or
  - (3)
    - (i) the proponent(s) of the amendment agree to bear the full reasonable administrative cost to Toastmasters International of submitting the proposed amendment to the voting membership for a vote; and
    - (ii) no other Bylaw amendment proposed by any proponent of the amendment shall be placed before the voting membership at the same meeting; and
    - (iii) if an amendment on substantially the same subject has been voted on by the voting membership within five (5) calendar years before the meeting at which the amendment will be submitted, such prior proposed amendment shall have received no less than 30% of the votes cast;

provided that no proposed amendment shall be placed before the voting members if it has been rendered moot; substantially duplicates or is encompassed by another proposed amendment at the same meeting; is illegal; is designed to further a personal claim, grievance, or interest; is beyond the power of this Corporation to effectuate; or is not a proper subject for bylaws under California law.
- (c) Notice of any proposed amendments to be submitted to the voting membership of Toastmasters International for a vote shall be mailed by the Chief Executive Officer to each voting member at least 60 days before the meeting, together with any recommendation of the Board of Directors thereon. Any such recommendation shall also be presented to the voting members at the meeting before the vote is taken on the

proposed amendments. No amendments to the proposed amendment may be made during the meeting, nor at any time after 60 days prior to the meeting.

- (d) Any amendment to these Bylaws which would materially and adversely affect the rights of either the Member Clubs as a class, or the Delegates at Large as a class, as to voting or transfer of membership rights, in a manner different than such amendment affects the other class, shall require the approval of a two-thirds vote of the class affected, based on the number of votes from that class cast in person, **including participation by electronic transmission (see Article X, Section 7, above)**, or (in the case of Member Clubs) by proxy.
- (e) In the event of two (2) or more Bylaw amendment proposals presented to the same meeting of members, which the Board determines to be in conflict with each other, only the proposal receiving the highest majority of votes cast shall be adopted.

### **Section 2: Without Notice**

These ~~b~~Bylaws may be amended at any voting membership meeting by a unanimous vote of the voting membership without previous notice.

Amendments in **orange** are approved to be presented to the voting membership for adoption at the 2022 Annual Business Meeting.

## Toastmasters Club Constitution for Clubs of Toastmasters International

### Article I: Purpose

The purpose of a Toastmasters Member Club is to provide a mutually supportive and positive learning environment in which every individual member has the opportunity to develop oral communication and leadership skills, which in turn foster self-confidence and personal growth.

~~In order to~~To carry out this purpose, this club shall:

- Help its individual members improve their abilities to communicate effectively
- Provide for its individual members' instructions, educational materials and opportunities which will give them skill and experience in the preparation and delivery of speeches
- Encourage its individual members to read and to listen analytically
- Provide for its individual members' fair and constructive evaluation of their efforts toward self-improvement
- Increase its individual members' knowledge of the rules of parliamentary procedure and their skills in conducting meetings and participating in group discussions
- ~~Provide-Afferd~~ leadership training for its individual members
- Provide opportunities and encouragement for its individual members to appear before audiences and to express their thoughts **with credibility and confidence**  
~~creditably~~

### Article II: Membership

#### Composition

##### Section 1

All individual members of this club shall be at least 18 years of age. No persons shall be excluded from individual membership in, or from any program or activity of, this club because of age (except those persons under 18 years of age), race, color, creed, gender, **gender identity, gender expression**, national or ethnic origin, sexual orientation, or physical or mental disability, so long as the individuals, through their own effort, are able to participate in the program. However, the Addendum of Standard Club Options ("addendum") under the constitution may provide for other restrictions on the composition of the individual membership, e.g., to the employees of a particular company or agency, residents of a specific community, or people sharing a special interest.

#### Admission to Membership

##### Section 2

This club is a private association, and membership herein shall be by invitation only. Any individual member may sponsor an eligible prospective individual member, and invite that individual to join this club, so long as the person is not currently suspended or removed

from good standing with Toastmasters International under Article III, Section 8, of the Bylaws of Toastmasters International. Application for individual membership shall be made on the form provided by Toastmasters International. Such application shall be returned to a club officer who shall read it to this club. The applicant shall be declared elected to individual membership upon the favorable vote of at least a majority of the active individual members of this club present and voting at a business meeting of the club membership. The new member fee and membership dues shall be remitted to Toastmasters International by the club or by the individual member when verified by a club officer. The individual membership of this club may be divided into three (3) classifications: active, inactive, and honorary.

## Active Membership/Member Responsibilities

### Section 3

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

All active individual members shall be entitled to all rights and privileges of this club, and ~~all individual members~~ shall share in its responsibilities. These responsibilities shall include support of its purposes and constructive contribution to its program and activities.

## Inactive Membership

### Section 4

Inactive individual membership is provided for as follows:

- (a) Inactive individual membership in this club may be conferred by the executive committee of this club on any individual member requesting an extended absence from club meetings, or who wishes to maintain individual membership without regular attendance at club meetings. An individual member may also be classified as inactive for continued absence without notice. An inactive individual member may be restored to active individual membership by the Club Executive Committee upon request, provided there is a vacancy on the active roster of this club.
- (b) Inactive individual members shall have no voting privileges, shall not hold office, shall not be counted toward a quorum of the club membership, and shall not participate in speech contests.

They are not entitled to places on the regular speakers' program but may serve as substitutes when requested by the Club President or the Toastmaster of the meeting. They may also participate in club discussions and serve as evaluators.

However, this club may count any inactive individual members toward qualification for minimum Toastmasters International standards for Member Clubs. Inactive individual members shall pay at least such portion of their club dues as this club pays to Toastmasters International as the membership payment for such inactive individual member, and shall pay any additional amount specified in the addendum.

## Honorary Membership

### Section 5

Honorary individual membership may be conferred upon any qualified person by the favorable vote of at least two-thirds of the active individual members of this club at a club business meeting. Such membership shall be restricted to persons whose activities and public statements are consistent with the purposes of Toastmasters International.

Honorary individual members have no voting privileges, shall not hold office, shall not be counted toward a quorum of the club membership, and shall not participate in speech contests. They are not entitled to places on the regular speakers' program and cannot participate in club discussions or serve as evaluators, but may serve as substitutes when requested by the Club President or the Toastmaster of the meeting.

No dues or fees for honorary individual members are collected nor are any dues paid to Toastmasters International. The term of honorary membership is specified by the club in the addendum.

## Discipline/Expel/Suspend/Decline to Renew Membership

### Section 6

This club may establish routine procedures for dropping individual members who fail to pay club dues, who miss a certain number of meetings, or who fall below other minimum standards as determined by the club or Toastmasters International.

This club may discipline, expel, suspend, or decline to renew club membership of any individual member:

- Who does not support this club's purpose
- Who does not constructively contribute to this club's program and activities
- Who acts in a manner inconsistent with standards of conduct set by this club or by Toastmasters International
- For other just cause

Such standards include ethical, political, and other standards of conduct that may be established or modified by the Toastmasters International Board of Directors. This club shall follow such Policy and Protocol as may be adopted by Toastmasters International, containing standards and procedures for the continuation of individual members.

If this club does not expel an individual member for violations of Toastmasters International standards of conduct, after written request to do so is made by the International President, this club may be expelled from Toastmasters International unless its failure to act can be justified to the satisfaction of the Board of Directors.

## Article III: Club Dues and New Member Fees

Toastmasters International dues and fees are defined and described in the Bylaws of Toastmasters International, Article III, Section 12, and in Policy 8.0: Dues and Fees. This section refers to optional club dues and new member fees.

## Club Dues

### Section 1

The dues of this club for active and inactive individual members shall be as stated in the addendum. Such dues shall be payable in advance at such time as this club shall designate. Dues shall be paid by all individual members and by the dates specified to maintain individual membership in this club.

## Club New Member Fee

### Section 2

The club new member fee for individual membership shall be as stated in the addendum. Such fee shall be payable when an individual membership application is filed with a club officer. The fee shall be returned if the application is not accepted. Immediately upon acceptance of a new individual member, a club officer shall notify World Headquarters, and each new individual member, on payment of this fee and the applicable dues, shall be received into this club.

## Reinstatement Fee

### Section 3

Any club fee for reinstatement of a former individual member shall be stated in the addendum.

## Transfer to Another Club

### Section 4

Any individual member in good standing desiring to transfer to another Toastmasters club may request a club officer to furnish documentation showing the date to which the individual's membership payment to Toastmasters International is paid. When an applicant for individual membership in this club transfers from another Toastmasters club and presents documentation from said club showing individual membership in good standing and that their membership payment to Toastmasters International is paid for the current period, the applicant may be elected to individual membership without payment of the new member fee to Toastmasters International, and upon payment of any transfer fee stated in the addendum.

## Article IV: Meetings and Notice

### Regular Meetings

#### Section 1

Regular meetings of this club, which shall include any business meeting of active individual members, shall be held as provided in the addendum.

### Special Meetings

#### Section 2

Special business meetings of this club may be called by a majority vote of the active individual members present and voting at any regular meeting at which a quorum is present, or **called** by the Club Executive Committee or Club President.

## Club Executive Committee Meetings

### Section 3

Meetings of the Club Executive Committee shall be held as provided in the addendum.

## Notice

### Section 4

No notice shall be required for regular business meetings held as provided in the addendum. Notice of any change in the date, time or place of any regular meeting, and notice of all special meetings, shall be given **in writing (in compliance with Article XIII, Section 9, of the Bylaws of Toastmasters International)** ~~by first class mail, or by~~ telephone (including voice messaging system), ~~facsimile transmission or other electronic transmission such as email, personal delivery or other reasonable means~~ at least four (4) days in advance of such meeting(s) to all individual members of this club. Notice of special meetings shall include a statement of the general purposes of the meeting, but any membership business otherwise valid may be transacted at the meeting.

### Section 5

If this club shall permanently change the time or place of regular meetings as provided in the addendum, the Club Secretary shall immediately provide notice of such change to World Headquarters.

## Article V: Quorum and Voting

## Quorum

### Section 1

A majority of the active individual membership shall constitute a quorum for the transaction of all business of this club. A majority of the Club Executive Committee shall constitute a quorum for the transaction of the committee's business.

## Voting

### Section 2

Each active individual member shall be entitled to one (1) vote on any matter presented to the club membership for a vote.

### Section 3

No voting by proxy or absentee ballot shall be permitted on any matter presented to the club membership for a vote.

### Section 4

Unless a greater vote is required by this constitution in a particular matter, the affirmative vote of at least a majority of those active individual members who are present and voting at a duly held business meeting at which a quorum is present shall be the act of this club.

## Article VI: Officers

## Officers

### Section 1

The officers of this club shall ~~be include, to the extent possible,~~ a Club President, a Vice President Education, a Vice President Membership, a Vice President Public Relations, a

Club Secretary, a Club Treasurer (or a Club Secretary-Treasurer), a Sergeant at Arms, and the Immediate Past Club President.

**All positions should be filled if possible. However, a club must have a minimum of three (3) officers: the Club President, a Vice President (either Education, Membership, or Public Relations), and the Club Secretary or Club Secretary-Treasurer, and each of these offices must be held by a different person.**

**In addition, the President and the Treasurer cannot be the same person.**

## Education Credit

### Section 2

In addition to the officers provided in this constitution, this club may have such other officers as may be provided in the addendum, but Toastmasters International credit toward any education award is limited to service as a club officer named in this constitution.

## Term of Office

### Section 3

Officers shall serve for terms of one (1) year, provided that if, and only if, this club meets weekly throughout the year, this club may provide in the addendum that officers shall serve for half-year terms. The terms of officers serving an annual term shall commence at midnight on July 1 and end on June 30 at 11:59 p.m. The terms of officers serving a half-year term shall either commence at midnight on July 1 and end on December 31 at 11:59 p.m., or commence at midnight on January 1 and end on June 30 at 11:59 p.m.

## Immediate Past Club President

### Section 4

Except for the Immediate Past Club President, the officers of this club shall be elected by the active individual members of this club. If the office of Immediate Past Club President is vacated for any reason, it shall stay vacant for the remainder of the term.

## Nominations

### Section 5

Nominations for club officers shall be made by a Club Leadership Committee appointed by the Club President at least two (2) weeks prior to the election. This committee shall consist of three (3) active individual members, when practicable. This committee shall present its report at the regular business meeting immediately preceding the business meeting at which the election is to take place, and shall present only the names of active individual members who have consented to serve if elected. Further nominations may be made from the floor at the time of the election by any active individual member. All elections shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote, with a majority vote of all active individual members present and voting necessary to elect each officer. The chair of the Club Leadership Committee shall be the Immediate Past Club President, unless **this position is vacant or** the best interests of the club require otherwise.

## Elections

### Section 6

For officers who serve terms of one (1) year, elections shall be held at the first club meeting in May in each year, when practicable, to take office the following July. For officers who serve terms of a half-year, elections shall be held at the first club meetings in May and

November in each year, when practicable, to take office the following July or January, respectively.

## Resignation or Removal

### Section 7

Any officer of this club may resign, provided that any such resignation must be made in writing and delivered to the Club President or Club Secretary. Unless any such resignation is, by its terms, effective on a later date, it shall be effective on delivery to such club officer, and no acceptance by this club shall be required to make it effective. Any officer of this club may be removed from office at any time, with or without cause, by majority vote of all active individual members present and voting at a business meeting at which a quorum is present.

## Vacancy in Office

### Section 8

Any vacancy in an office, except for the Immediate Past Club President, shall be filled by a special election held at the next business meeting following the announcement of the vacancy.

## Re-election

### Section 9

Club Presidents elected for a term of one (1) year may not be re-elected for a successive term. Club Presidents elected for a term of a half-year may be re-elected for one (1) successive term of a half-year.

## Article VII: Duties of Officers

### Club President

#### Section 1

The Club President is the chief executive officer of this club and is responsible for fulfilling the mission of this club. The Club President chairs meetings of this club and the Club Executive Committee, appoints all committees, and has general supervision of the operation of this club. The Club President shall be an ex officio member of all committees of this club except the Club Leadership Committee and shall serve as one of this club's representatives on the Area and District Councils. The Club President shall transmit to this club for its approval or disapproval all ideas and plans proposed by the Area and District Councils which may affect this club or its individual members; and shall take no action binding upon this club without either specific prior authorization or subsequent ratification by this club.

### Vice President Education

#### Section 2

The Vice President Education is the second-ranking club officer and is responsible for planning, organizing, and directing a club program which meets the educational needs of the individual members. The Vice President Education chairs the Club Education Committee. The Vice President Education also serves as one of this club's representatives on the Area and District Councils and shall take no action binding upon this club without either specific prior authorization or subsequent ratification by this club.

## Vice President Membership

### **Section 3**

The Vice President Membership is the third-ranking club officer and is responsible for planning, organizing, and directing a program that ensures individual member retention and growth in club individual membership. The Vice President Membership chairs the Club Membership Committee. The Vice President Membership serves as one of this club's representatives on the Area Council and shall take no action binding upon this club without either specific prior authorization or subsequent ratification by this club.

## Vice President Public Relations

### **Section 4**

The Vice President Public Relations is the fourth-ranking club officer and is responsible for developing and directing a publicity program that informs individual members and the general public about Toastmasters International. The Vice President Public Relations chairs the Club Public Relations Committee.

## Club Secretary

### **Section 5**

The Club Secretary is responsible for club records and correspondence. The Club Secretary has custody of the club's charter, constitution, and addendum and all other records and documents of this club; keeps an accurate record of the meetings and activities of this club and of the Club Executive Committee; maintains an accurate and complete roster of individual members of this club, including the address and status of each individual member and transmits the same to the successor in office. The Club Secretary provides notices of meetings as required by this constitution and immediately notifies World Headquarters of any change in the roster of individual members.

## Club Treasurer

### **Section 6**

The Club Treasurer is responsible for club financial policies, procedures, and controls. The Club Treasurer receives and disburses, with the approval of this club, all club funds; pays to Toastmasters International all financial obligations of this club as they come due; and keeps an accurate account of all transactions. The Club Treasurer shall make financial reports to this club and to the Club Executive Committee quarterly and upon request, and shall transmit the accounts and all undistributed funds to the successor in office at the end of the Club Treasurer's term.

## Sergeant at Arms

### **Section 7**

The Sergeant at Arms is responsible for club property management, meeting room preparation, and hospitality. The Sergeant at Arms chairs the Club Social and Reception Committee.

## Immediate Past Club President

### **Section 8**

The Immediate Past Club President provides advice and counsel as requested by the Club President.

## Representation on the District Council

### Section 9

~~In the event the Club President and/or Vice President Education shall be unable to attend a meeting of the District Council, they shall certify the credentials of the official proxyholder or proxyholders of this club attending said District Council meeting. Such proxyholder(s) shall be active individual members of this club. This club's representatives on the District Council are the Club President and Vice President Education. This club is entitled to two (2) votes, and the club can determine whether the Club President or the Vice President Education, holding two (2) votes, or both representatives, with one (1) vote each, will act as voting members of the District Council.~~

## Additional Duties

### Section 10

In addition to the duties stated in this constitution, each of the officers of this club shall have such duties and responsibilities as may be provided in the Articles of Incorporation, Bylaws of Toastmasters International, District Administrative Bylaws, Policy and Protocol, manuals, or other directives of Toastmasters International, or as may be set forth in the addendum or as assigned by this club.

## Article VIII: Committees

### Standing

#### Section 1

The standing committees of this club shall be the Executive, Education, Membership, Public Relations, and Social and Reception Committees.

### Club Executive

#### Section 2

The Club Executive Committee shall consist of the officers of this club named in this constitution, with the Club President serving as the chair. This committee shall have charge of all business and administrative affairs of this club and shall consider all matters concerning the welfare of this club. All actions of the Club Executive Committee shall be submitted to this club at the next business meeting for ratification. Any decision of the Club Executive Committee which this club fails to ratify shall be null and void.

### Education

#### Section 3

The Club Education Committee shall have charge of the general educational program of this club. It shall prepare, or cause to be prepared, all program schedules of this club and shall publish the assignments at least three (3) weeks in advance, when practicable. This committee shall assist in the utilization and interpretation of program and educational materials available from Toastmasters International. It shall arrange for the exchange of speakers and educational programs with other clubs and encourage speaking engagements of individual members before non-Toastmasters groups.

### Membership

#### Section 4

The Club Membership Committee shall consider all applications for individual membership and report thereon to this club, and shall arrange for proper induction of all new individual

members. This committee shall be responsible for maintaining club individual membership and attendance. It shall be the goal of this committee to ensure that the individual membership of this club is at all times at charter strength or better.

## Public Relations

### **Section 5**

The Club Public Relations Committee shall arrange the preparation and dissemination of news releases regarding this club's activities and educational programs and shall also promote opportunities for community participation in Toastmasters International's learning programs. It shall also be responsible for all internal publications of this club, including the club website, social media, and newsletter.

## Social and Reception

### **Section 6**

The Club Social and Reception Committee shall be responsible for all social functions of this club and such other duties as may be assigned to it. It shall act as a reception committee at all meetings.

## Additional Duties

### **Section 7**

In addition to the duties stated in this constitution, each of the committees of this club shall have such duties and responsibilities as may be provided in the Articles of Incorporation, Bylaws of Toastmasters International, District Administrative Bylaws, Policy and Protocol, manuals or other directives of Toastmasters International, or as may be set forth in this club's addendum or as assigned by this club.

## **Article IX: Rules of Order**

### Parliamentary Authority

#### **Section 1**

Insofar as they do not conflict with the Articles of Incorporation, Bylaws of Toastmasters International, Policy and Protocol adopted by Toastmasters International, the Club Constitution, the club's addendum, or laws applicable to nonprofit corporations, *Robert's Rules of Order Newly Revised* shall be the final authority as to parliamentary procedure. However, if this club is located in a jurisdiction where Robert's Rules are not a recognized authority on parliamentary procedure, the addendum shall specify the name of the recognized authority in this club's jurisdiction.

### Parliamentarian

#### **Section 2**

A parliamentarian may be appointed at each meeting by the Club President.

## **Article X: Affiliation**

### International Affiliation

#### **Section 1**

Upon receiving a charter from Toastmasters International, and so long as this club remains in good standing with Toastmasters International, this club shall be a member of Toastmasters International, entitled to all the rights and powers, and subject to all the duties

and requirements, of Member Clubs as may be stated in the Articles of Incorporation, Bylaws of Toastmasters International, District Administrative Bylaws, the Club Constitution, and Policy and Protocol issued by Toastmasters International.

## District Affiliation

### Section 2

This club shall also be affiliated with such District of Toastmasters International as the Board of Directors may designate, and shall be represented on that District Council as provided in the District Administrative Bylaws.

## Financial Obligations

### Section 3

This club shall make membership payments and other payments for all individual members as required by Toastmasters International. The amount of the international dues is set by the Board of Directors and shall remain in place until such time as the Board changes that amount and notifies the membership.

## Separate Legal Entity

### Section 4

This club is an independent legal entity, separate from Toastmasters International and every other Member Club of Toastmasters International, subject only to the express terms and conditions of affiliation stated in this constitution and in the Toastmasters International documents identified in Section 1 of this article. As such, this club is fully responsible for its own debts, liabilities, and other obligations, and any creditor of this club shall look only to the assets of this club for payment, and not to Toastmasters International, nor to any other Member Club of Toastmasters International, nor to any individual member of this club.

## Representation at Annual Business Meeting and Other Meetings

### Section 5

This club is entitled to representation at the ~~Toastmasters International~~ Annual Business Meeting as provided in the Bylaws of Toastmasters International, and at any other meetings of the voting members of Toastmasters International, and at District and Area Council meetings. This club shall select its proxyholders **for the Annual Business Meeting or other meetings of the voting members of Toastmasters International** in sufficient time for the Club President or Club Secretary to validate the proper credentials for them. In the event this club is not represented at the Annual Business Meeting by personal proxyholders selected from this club, the executive committee of this club shall appoint and authorize a proxyholder with authority to act under Article X, Section 2, of the Bylaws of Toastmasters International. Such selection shall be submitted to this club at the next business meeting for ratification. ~~Proxyholders for District Council meetings shall be selected as set forth in Article VII, Section 9, above. Such proxyholder must be in good standing with Toastmasters International under Article III, Section 8, of the Bylaws of Toastmasters International.~~

## Relationship with Other Governing Documents

### Section 6

The Articles of Incorporation and Bylaws of Toastmasters International, as they may be amended by their terms, and the Club Constitution, as it may be amended as provided in Article XII below, shall govern this club and all other Toastmasters Member Clubs affiliated with Toastmasters International. This club shall adopt no policy and shall take no action in conflict with the Articles of Incorporation, Bylaws of Toastmasters International, the Club

Constitution, or any Policy and Protocol of Toastmasters International as they may be amended.

## Addendum of Standard Club Options

### **Section 7**

This club shall, upon adoption of the Club Constitution and from time to time thereafter as appropriate, complete the Addendum of Standard Club Options attached to this constitution in order to specify the detailed choices it has made to govern the operations of the club. The addendum shall be adopted and modified by a vote of at least a majority of the active individual members of the club present and voting at a duly called and noticed club business meeting at which a quorum was at all times present.

## **Article XI: Legal Status and Dissolution**

### Affiliation with Others and Use of Funds

#### **Section 1**

This club is an unincorporated association formed solely for the purpose of privately educating its individual members. This club is not legally affiliated with any company, agency, or special interest group from which this club may draw its individual members. The use of the funds of this club shall be limited to educational purposes. They may not be used for social or political purposes, or for the benefit of any individual.

### Dissolution

#### **Section 2**

In the event of dissolution of this club, distribution of any funds, after payment of any indebtedness, shall be made either by contribution to the Ralph C. Smedley Memorial Fund® or any other fund maintained by Toastmasters International, or by contribution to another Toastmasters Member Club or to a Toastmasters District.

### Compliance with California Law and Local Jurisdictional Law

#### **Section 3**

The Club Constitution and the club's addendum shall be governed by and interpreted in accordance with the laws of the State of California, where Toastmasters International is incorporated, regardless of the location of this club. However, in jurisdictions where some modification of this constitution is necessary in order for this club to function legally within that jurisdiction, and Toastmasters International has issued a Policy or Protocol authorizing such modification specifically for that jurisdiction, this constitution shall be deemed modified accordingly.

## **Article XII: Amendments to Club Constitution**

### How Amended

#### **Section 1**

This constitution may be amended only by a majority of the votes cast at an Annual Business Meeting or a special meeting of the voting membership of Toastmasters International.

## Proposals from International Board

### Section 2

Proposed amendments may be submitted by the Board of Directors to the voting membership of Toastmasters International at any time up to 60 days before the membership meeting at which they will be considered.

## Proposals from Clubs

### Section 3

Proposed amendments may also be submitted by Toastmasters Member Clubs to the Annual Business Meeting of Toastmasters International as follows: Proposed amendments must be presented in writing to and received by the Board of Directors no later than December 31 before the Annual Business Meeting at which they are to be submitted. The proposing club, or each proposing club if there is more than one (1), shall have approved the proposed amendment by the vote of at least two-thirds of the active individual members of the club present and voting at a club business meeting at which a quorum is present; such approval shall be evidenced by a ~~statement-certificate detailing stating~~ the proposed amendment signed by all the active individual club members who voted to approve the proposed amendment. Each proposing club shall submit such a ~~statement-certificate~~ to the Board of Directors no later than the December 31 deadline. The proposed amendment shall be placed before the voting members of Toastmasters International only if the proposed amendment and ~~certificate~~**statement**(s) are presented to and received by the Board no later than December 31 and one (1) of the following conditions is met:

- (a) the Board of Directors votes to place the proposed amendment before the voting membership or
- (b) the amendment is proposed by at least one (1) percent of all the votes held by the voting membership of Toastmasters International, including Member Clubs and Delegates at Large or
- (c)
  - (1) the proponent(s) of the amendment agree to bear the full reasonable administrative cost to Toastmasters International of submitting the proposed amendment to the voting membership for a vote and
  - (2) no other Club Constitution amendment proposed by any proponent of the amendment shall be placed before the voting membership at the same meeting and
  - (3) if an amendment on substantially the same subject has been voted on by the voting membership within five (5) calendar years before the meeting at which the amendment will be submitted, such prior proposed amendment shall have received no less than 30% of the votes cast.

Provided that no proposed amendment shall be placed before the voting members if it has been rendered moot; substantially duplicates or is encompassed by another proposed amendment at the same meeting; is illegal; is designed to further a personal claim, grievance, or interest; is beyond the power of Toastmasters International to effectuate; or is not a proper subject for this constitution under California law.

## Notice

### **Section 4**

Notice of any proposed amendments to be submitted to the voting membership of Toastmasters International for a vote shall be mailed by the Chief Executive Officer to each voting member at least 60 days before the meeting, together with any recommendation of the Board of Directors thereon. Any such recommendation shall also be presented to the voting members at the meeting before the vote is taken on the proposed amendments. No amendments to the proposed amendment may be made during the meeting, nor at any time after 60 days prior to the meeting.

## Conflicting Proposals

### **Section 5**

In the event of two (2) or more Club Constitution amendment proposals presented to the same meeting of the voting membership, which the Board determines to be in conflict with each other, only the proposal receiving the highest majority of votes cast shall be adopted.

- Amendments in **blue** are approved, effective July 1, 2022.
- Amendments in **orange** are approved contingent upon the adoption of amendments to the Club Constitution by the voting membership at the 2022 Annual Business Meeting.

## District Administrative Bylaws

### Article I: Authority, Applicability, and Title Designation

#### (a) Authority

These District Administrative Bylaws (“administrative bylaws”) are promulgated under the authority of Article XII of the Bylaws of Toastmasters International, by its Board of Directors, relating to District administration.

#### (b) Applicability

These administrative bylaws shall also apply to Provisional Districts ~~and Territorial Councils~~ to the extent provided in Policies and adopted and modified by the Board of Directors of Toastmasters International. ~~, and Unless otherwise specifically stated,~~ all references to District officers or to District leadership bodies in such Policies and implementing Protocols shall apply to their equivalents in Provisional Districts ~~and Territorial Councils, unless otherwise specifically stated.~~

#### (c) District Title Designation

~~This~~ **The** District shall be **identified by the** ~~designated as set forth in the title of these administrative bylaws assigned to it by the Board of Directors.~~

### Article II: Purpose

The purpose of ~~this a~~ District is to enhance the quality and performance **of its Member Clubs**, and extend the network of the Member Clubs of Toastmasters International within the boundaries of ~~this the~~ District, thereby offering greater numbers of people the opportunity to benefit from the Toastmasters educational program. **The District accomplishes this** by:

1. Focusing on the ~~critical success factors as specified by the~~ District educational and membership goals;
2. Ensuring ~~that~~ each club effectively **serves its individual members by fulfilling the club mission.** ~~its responsibilities to its individual members; and~~
3. Providing effective training and leadership-development opportunities for club officers and District leaders.
4. ~~In order to carry out the purpose, the officers of this District are empowered to~~ **manage** Toastmasters International programs and activities within ~~this the~~ District.;
5. ~~and to a~~ **Acting** as stewards of Toastmasters International’s assets for ~~this the~~ District. ~~Using such powers and assets, this District shall:~~
  1. ~~Assist each Member Club to fulfill effectively its responsibility to its individual members;~~
  2. ~~Encourage and assist in the training of Member Club officers;~~

- ~~3-6~~. Develop**ing** a close relationship between Member Clubs and Toastmasters International.;
- ~~4-7~~. Promot**ing** interest in, and extend**ing** the benefits of, individual membership in Toastmasters clubs.;
- ~~5-8~~. Help**ing** in the organization of new Toastmasters clubs.;
- ~~6-9~~. Encourag**ing** Member Clubs to undertake programs and projects that will ~~cause~~**result in** greater community awareness of the Toastmasters programs and meet the needs of individual members.

## Article III: Affiliation and Liability

### (a) With Toastmasters Member Clubs

All Member Clubs ~~in Toastmasters International in good standing~~ within the boundaries of ~~this~~**the** District, and all such clubs organized hereafter, shall be affiliated with ~~this~~**the** District. However, ~~this~~**the** District shall have no liability to any third party for any debt or obligation of any club, nor shall any club have any liability to any third party for any debt or obligation of ~~this~~**the** District or any other component part of Toastmasters International.

### (b) With Toastmasters International

~~This~~**The** District is an integral part of Toastmasters International, a California nonprofit public benefit corporation, and, as an administrative unit of that corporation, its activities and affairs shall be managed, and its powers exercised, under the ultimate direction of the Board of Directors of Toastmasters International. ~~This~~**The** District is not an independent or autonomous legal entity. Because Toastmasters International is the exclusive owner of all the trade names, trademarks, service marks, emblems, insignia, and copyrights associated with the Toastmasters collective membership mark, no District has the authority to create a separate legal entity.

### (c) Receivership

In situations where the ability of a District to accomplish the District mission is in serious jeopardy, the Board of Directors of Toastmasters International may declare the District to be in full or partial receivership. Where the situation is urgent and immediate action is required, the Executive Committee of the Board of Directors may act under Article V, Section 6, of the Bylaws of Toastmasters International, to declare a District to be in full or partial receivership. Under a declaration of receivership, all or part of the provisions of these administrative bylaws may be suspended, modified, or augmented, which may include, as appropriate, provisions regarding the conduct of financial affairs, the filling of vacancies in District officer positions, and the operation of the District Council, the District Executive Committee, and other District committees. The declaration shall delegate authority over the District in receivership to the International President, International President-Elect, First or Second Vice President, an acting District Director, the Chief Executive Officer, or a combination of the foregoing, for the period of time specified on the declaration.

## Article IV: Policy

~~This-The~~ District shall not adopt any policy in conflict with any Policy of Toastmasters International, and its actions shall be consistent with the purposes and ideals of Toastmasters International. These administrative bylaws shall be deemed automatically modified and amended so that they shall at no time be in conflict or inconsistent with the Articles of Incorporation, Bylaws, or Policies established by the Board of Directors of Toastmasters International, as they now exist or hereafter may be changed or amended.

## Article V: Boundaries

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

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

## Article VI: Area and Division Organization

The Member Clubs of ~~this-a~~ District shall be organized into Areas, the number and composition of which shall be determined by the District Council at its ~~a~~Annual ~~m~~Meeting, to become effective the following July 1. Each Area shall be under the direction of an Area Director acting under the District Director and District Council. ~~This-The~~ District shall further organize Areas together into Divisions under the supervision of Division Directors **acting under the District Director and District Council**. The number and composition of Divisions shall be **determined by the District Council** ~~accomplished at the its a~~Annual ~~m~~Meeting, to become effective the following July 1.

## Article VII: Officers

### (a) District Officers

The officers of ~~this-the~~ 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, **Division Directors, and 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

1. The elective officers of this District shall be the District Director, the Program Quality Director, the Club Growth Director, and Division Directors.
  - a. **Except for Division Directors**, ~~N~~none of the ~~foregoing previously stated~~ District officers may be re-elected to the same office, **in any District**, for succeeding terms in which a full year has been served. ~~, except that the~~
  - b. Division Directors may be re-elected to succeed themselves for one (1) term.
2. The election of officers shall take place at the ~~a~~Annual ~~m~~Meeting of the District Council.

- a. 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 **Annual Meeting of the District Council**~~election meeting~~.
- b. 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.
- c. 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**

- 1. 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.
  - a. These officers may be elected or appointed.
  - b. The decision to elect or appoint is made by the District Council and ~~the decision~~ remains in effect until changed by the council.
  - c. 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.
- 2. Officers appointed by the District Director are subject to the approval of the District Executive Committee and the District Council by September 30.
- 3. 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, **regardless of District-only**. ~~The offices of District Administration Manager and District Finance Manager may be combined.~~
- 4. Area Directors are elected by the Area Councils or appointed by the District Director ~~taking into account~~ **considering** the recommendation of the Area Councils.
- 5. Area Directors shall be eligible for re-election or re-appointment for one (1) succeeding term, **regardless of District-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 **of the preceding 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 **of the preceding thereof.**
  - d. The Division Directors shall have served at least six (6) consecutive months as members of a District Council.
  - e. ~~Insofar as~~ **To the degree** 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**

1. Nominations made by the District Leadership Committee shall be effective when officially announced by the District Leadership Committee Chair or District Director.
2. Additional nominations of qualified and eligible candidates may also be made from the floor at the ~~a~~**Annual mMeeting of the** District Council ~~meeting~~ with the consent of the person(s) nominated.
  - a. ~~Prior to running from the floor~~ **To be eligible as a floor candidate**, 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 ~~a~~**Annual mMeeting of the** District Council ~~meeting~~ for that specific role ~~to be considered eligible.~~
  - b. All eligible floor candidates must declare their intent to run to the District Director at least seven (7) days prior to the elections.
  - c. Floor candidates who have not ~~gone through~~ **completed** the District Leadership Committee's evaluation process may only be nominated during the ~~a~~**Annual mMeeting of the** District Council ~~meeting~~ if the District Leadership Committee's work is invalid. **The individual must meet all other qualifications.**

- d. 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~~ **completed** the District Leadership Committee's **evaluation process, as long as provided** the individual meets all other ~~qualifications-eligibility requirements~~.
3. A candidate nominated by the District Leadership Committee who is not elected to the nominated office may be nominated from the floor for a maximum of one (1) additional office at the ~~a~~**Annual mMeeting of the** District Council's ~~annual meeting~~.

A candidate who is not nominated by the District Leadership Committee may stand as a floor candidate for a maximum of two (2) District officer roles at the ~~a~~**Annual mMeeting of the** District Council's ~~annual meeting~~.

4. ~~In the event that~~ **If** 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**

1. 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.
  - a. Individual members who fill vacant roles shall meet all qualifications for the role as defined in Article VII, Section (d), of these administrative bylaws.
  - b. Such appointment shall become effective immediately and will run until the next succeeding District Council meeting. ~~at which time such~~ **At that District Council meeting, the** appointment shall be confirmed or another individual member elected to the office.
2. 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.
  - a. ~~provided that any~~ **The** resignation must be in writing, ~~and~~
  - b. **The resignation** 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 10 minutes to the District Executive Committee prior to the vote. ~~In the interest of fairness, †~~The District Director may extend the time **as needed**.

3. Any officer may be removed from office by the District Director, unless the officer was elected by the District Council. ~~Such †~~Removal of ~~an~~ **the** officer shall become effective immediately.

**5.4. The members of the District Executive Committee are responsible to the Toastmasters International Board of Directors, and They 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.**

- ~~4.5.~~ Replacement officers shall be appointed by the District Director. The appointment of replacement officers is subject to the 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.

## **Article VIII: Duties of Officers**

**(a) In General**

1. The District officers shall have such obligations, responsibilities, and duties as may be set forth in Policies prescribed by the Board of Directors or in the Articles of Incorporation, Bylaws of Toastmasters International, in these administrative bylaws, or in standing rules or ~~policies~~ **procedures** adopted by the District Council of ~~this~~ **the** District.
2. The authority delegated by the Toastmasters International Board of Directors to District officers to act as stewards of Toastmasters International's resources in the District is **always** subject ~~at all times~~ to the ultimate direction of the Board.
3. **The District officers shall coordinate their efforts in carrying out the District mission.**
4. **All District officers shall uphold and promote the purposes of Toastmasters International in the District and shall abide by the Toastmasters International governing documents.**

**(b) District Director**

1. ~~†~~The District Director shall be ~~ultimately~~ responsible to the Board of Directors in the exercise of the powers and duties of ~~that~~ **the office of District Director**. The District Director shall report to and take direction from the District Council in matters pertaining to District organization, programs, and procedures; ~~however,~~ the District Director shall be ultimately responsible to the

~~Board of Directors in the exercise of the powers and duties of that office. The District Director shall uphold and promote the purposes of Toastmasters International in the District.~~

2. As the representative of Toastmasters International, the District Director, personally and through the Program Quality Director and Club Growth Director, shall carry out the programs approved by the Board of Directors and the District Council.
3. The District Director's responsibilities include, but are not limited to:
  - a. **Administering and overseeing the day-to-day operations of the District.**
  - b. **Chairings** all meetings of **the District Executive Committee** and the District Council. ~~and the District Executive Committee;~~
  - c. **Fillings** such appointive offices as are provided for in these administrative bylaws, subject to the approval of the District Executive Committee and confirmation by the District Council.;
  - d. **Authorize** withdrawals of District funds, in the manner and to the extent provided in Article XII of these administrative bylaws; and **must** **approve** all withdrawals chargeable to the District on the books of Toastmasters International.

~~By the published deadlines, the District Director shall submit to the Board of Directors any reports that may be required by the Board of Directors. The District Director shall provide to each Member Club in this District and to World Headquarters, copies of the adopted budget, the report of the Audit Committee, and such other reports as the Board of Directors may require. The District Director shall furnish World Headquarters with such information as the Board of Directors may require before the District shall be eligible to withdraw funds of Toastmasters International authorized by the Board of Directors for District activities and operations.~~

- e. ~~The District Director shall provide to~~ **Providing** to each Member Club in ~~this~~ **the** District and ~~to~~ World Headquarters, copies of the adopted budget, the report of the Audit Committee, and such other reports as the Board of Directors may require.
- f. ~~The District Director shall furnish~~ **Furnishing** World Headquarters with such information as the Board of Directors may require ~~before for~~ **the** District ~~shall to~~ be eligible to withdraw funds of Toastmasters International ~~authorized by the Board of Directors~~ for District activities and operations.
- g. ~~the District Director shall submit~~ **Submitting** to the Board of Directors, ~~By~~ **by** the published deadlines, any reports that may be required by the Board of Directors.

(c) **Program Quality Director**

1. The Program Quality Director is the second-ranking member of the District Executive Committee, and chairs that body and the District Council in the absence of the District Director.
2. The Program Quality Director **is responsible for all aspects of education and training within the District. These responsibilities include, but are not limited to:**
  - a. ~~a~~**Assisting the Education Committees** of the Member Clubs ~~and~~, Areas, and Divisions of the District in ~~utilizing~~ **using** the educational programs and materials of Toastmasters International. ~~and has the responsibility for:~~
  - b. ~~p~~**Promoting and supporting club quality and member retention.;**
  - c. **Supporting all members in achieving education awards and recognizing those achievements.**
  - d. ~~the training of all Division, Area and club officers;~~ **Ensuring club and District officers are properly trained to fulfill their roles and responsibilities.**
  - e. ~~the preparing and conducting of educational programs for District conferences;~~ **Planning, organizing, and directing all aspects of the District conference.**
  - f. ~~the s~~**Supervising and coordinating of District-wide speech contests; and the formulating of specific educational recognition programs.**
3. **The Program Quality Director shall perform such other duties as may be prescribed by the District Director or District Council.**
4. The Program Quality Director shall attend **District Executive Committee and District Council** meetings.

(d) **Club Growth Director**

1. The Club Growth Director is the third-ranking member of the District Executive Committee and chairs that body and the District Council in the absence of the District Director and Program Quality Director.
2. The Club Growth Director's **responsibilities include, but are not limited to-is responsible for:**
  - a. ~~the d~~**Developingment, directingion, and coordinatngion** of an overall marketing plan ~~necessary~~ for building new Member Clubs.;
  - b. **Overseeing District-wide efforts that result in-the an** increase in ~~individual~~ membership.
  - c. **Overseeing efforts that result in-and-retaining clubs retention** in the District.;
  - d. ~~the r~~**Recruitingment** and training ~~of~~ District marketing teams.;

- e. ~~Developing, directing, and coordinating and the formulation of specific membership-building~~ recognition programs **for membership-building.**
3. **The Club Growth Director shall perform such other duties as may be prescribed by the District Director or District Council.**
4. The Club Growth Director shall attend **District Executive Committee and District Council** meetings.

**(e) District Public Relations Manager**

1. The District Public Relations Manager serves under the direction of the District Director.
2. ~~and The District Public Relations Manager's responsibilities include, but are not limited to is responsible for:~~
  - a. ~~Creating and executing the development and administration of a public relations plan program that will provide improved understanding by individual members of clubs and the public of~~ **to increase public awareness of** the opportunities available for personal development in the Toastmasters International education program.
  - b. **Developing and administering a communication plan to keep members aware of Toastmasters activities throughout the District.**
  - c. **Promoting and ensuring proper use of the Toastmasters brand throughout the District in compliance with the brand standards.**
3. **The District Public Relations Manager shall perform such other duties as may be prescribed by the District Director or District Council.**
4. **The District Public Relations Manager shall attend District Executive Committee and District Council meetings.**

**(h-f) District Administration Manager**

1. **The District Administration Manager serves under the direction of the District Director.**
2. **The District Administration Manager's responsibilities include, but are not limited to:**
  - a. ~~shall h~~**Having** custody of ~~this District's administrative bylaws and all other records and documents of this the~~ District.;
  - b. ~~shall k~~**Keeping and distributing** the minutes of the meetings of the District Council and District Executive Committee.;
  - c. ~~The District Administration Manager shall have~~**Maintaining** custody of all District correspondence.;
  - d. ~~and shall t~~**Transmitting the same** all minutes and records to their successor.

3. ~~The District Administration Manager~~ **and** shall perform such other duties as may be prescribed by the District Director or District Council.
4. ~~The District Administration Manager~~ shall attend District Executive Committee and District Council meetings.

**(i-g) District Finance Manager**

1. ~~The District Finance Manager~~ serves under the direction of the District Director.
2. ~~The District Finance Manager's~~ responsibilities include, but are not limited to:
  - a. ~~Helping District leaders in developing a budget to carry out the District mission.~~
  - b. ~~shall have~~ charge of all funds and other property of the District and ~~shall transmitting~~ the accounts and all undistributed funds to their successor.
  - c. ~~The District Finance Manager shall disburse~~ all funds upon order of the District Director, in compliance with the Toastmasters International governing documents. ~~as provided herein,~~
  - d. ~~Ensuring District financial information is recorded and submitted by the published deadlines.~~
3. ~~and~~ ~~The District Finance Manager~~ shall perform such other duties as may be prescribed by the District Director or District Council.
4. ~~The District Finance Manager~~ shall attend District Executive Committee and District Council meetings.

**(f-h) Division Directors**

1. The Division Directors shall represent the District Director within their Divisions.
2. ~~The Division Director's~~ responsibilities include, but are not limited to:
  - a. ~~coordinate the activities of Area Directors within the Division and provide~~ ~~Area officers with~~ counsel, information, and service to the Area Directors within the Division.
  - b. ~~Coordinate~~ the Division's activities ~~of~~ and events.
  - c. ~~Chairing the Division Council and holding regular Division Council meetings.~~
3. ~~The Division Director~~ shall perform such other duties as may be prescribed by the District Director and District Council.
4. ~~The Division Director~~ shall attend District Executive Committee and District Council meetings.

**(g-i) Area Directors**

1. The Area Directors **shall represent the District Director and the Division Director to all the clubs in their Areas and shall be** ~~are~~ responsible for **ensuring that each the Member Clubs within their Areas achieves its mission and fulfills its responsibilities to its members** and shall represent the District Director and the Division Director to the clubs in their Areas.
2. **The Area Director's responsibilities include, but are not limited to:**
  - a. **Coordinating and promoting District events with the Member Clubs within the Area.**
  - b. **Encouraging club quality through club visits.**
  - c. ~~As a Chairing of~~ the Area Council, ~~the Area Director shall~~ **and holding** regular Area Council meetings, ~~and shall appoint (or provide for the election by clubs in the Area of) an Area staff for the conduct of Area activities between Area Council meetings.~~
3. The Area Director shall perform such other duties as **may be prescribed by** the District Director and District Council ~~may prescribe.~~
4. **The Area Director shall attend District Executive Committee and District Council meetings.**

**(h) ~~District Administration Manager~~**

~~The District Administration Manager shall have custody of this District's administrative bylaws and all other records and documents of this District; shall keep the minutes of the meetings of the District Council and District Executive Committee; and shall transmit the same to the successor. The District Administration Manager shall have custody of all District correspondence, and shall perform such other duties as may be prescribed by the District Director or District Council.~~

**(i) ~~District Finance Manager~~**

~~The District Finance Manager shall have charge of all funds and other property of the District and shall transmit the accounts and all undistributed funds to the successor. The District Finance Manager shall disburse all funds upon order of the District Director, as provided herein, and shall perform such other duties as may be prescribed by the District Director or District Council.~~

## **Article IX: District Council**

**(a) Composition**

The District Council shall consist of the District Executive Committee, as defined in Article XI(a) **of these administrative bylaws hereof**, and the **representatives Club President and Vice President Education** from each Member Club **in good standing** in the District, **who are the Club President and Vice President Education. Each Member Club is entitled to two (2) votes, and the club can determine whether the Club President or Vice President Education, holding two (2) votes, or both representatives, with one (1) vote each, will act as voting members of the District Council.** These shall be the only voting members of the District Council.<sup>7</sup> ~~and r~~References made in these administrative bylaws to "members of the District Council" shall mean only voting members.

**(b) Authority**

The District Council shall serve as the administrative governing body of the District, operating with powers delegated to the District Council by the Toastmasters International Board of Directors and subject at all times to the ultimate direction of the Board of Directors and the Articles of Incorporation, Bylaws, Policies, and decisions of Toastmasters International, and these administrative bylaws. The District Council shall conduct all business of the District, shall assume responsibility for the payment, with District funds, of all debts incurred in the conduct of authorized District activities, and shall not assess or impose any financial obligation on any Member Club or any individual member of a club. Members of the District Council in attendance at the annual District conference are required to attend the **aAnnual mMeeting of the** District Council meeting.

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

**(a) Regular Meetings**

The District Council shall hold at least two (2) meetings during each **program** year, with the exact number and schedule of meetings to be fixed by the District Council. **The first meeting must take place no later than September 30 to approve the District budget and confirm the appointment of District leaders.** One meeting shall be ~~called~~ the "aAnnual mMeeting," and shall be held ~~in person (unless otherwise instructed by the Board of Directors)~~ between March 15 and June 1. ~~Additional meetings are conducted online.~~ Notice of any meeting shall be sent in writing to all District Council members at least four (4) weeks prior to the date of such meeting.

**Each program year the District Executive Committee determines whether the aAnnual mMeeting of the District Council annual meeting, in which the elections take place, is conducted online or hybrid. Additional All other meetings of the District Council are conducted online.**

**(b) Special Meetings**

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

**(c) Quorum**

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

~~(d) Proxies~~

~~Either the Club President or Vice President Education of any Member Club may designate, in writing, any active individual member of the club to act as a~~

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

#### **(e-d) Voting**

~~When the voting process is conducted, in person, each member of the District Council attending the council meeting, or that member's proxyholder as authorized by subparagraph (d) hereof, is entitled to one (1) vote. **only the Club President and/or Vice President Education of any Member Club may vote on behalf of the club as its representative. Either club officer may carry the club's two (2) votes or each of these club officers may carry one (1) vote, as determined by the club membership.** Any active individual member who carries the proxies of both the Club President and Vice President Education **The representative from any Member Club in good standing is entitled to a maximum of two (2) votes;** and any such individual member who is also entitled to a vote as a member of the District Executive Committee is entitled to three (3) votes.~~

~~When the voting process is conducted online, no proxies will be permitted. Each District Council member must cast their own vote. District Executive Committee members are entitled to one (1) vote and may cast up to two (2) additional votes as a **representative of a Member Club, Club President or Vice President Education for a maximum of three (3) votes.** All other members of the District Council shall be limited to a maximum of two (2) votes.~~

~~Each District Council members must cast their own vote; no proxies will be are permitted.~~

## **Article XI: Committees**

#### **(a) District Executive Committee**

- 1. The District Executive Committee consists of the** District Director, ~~the~~ Program Quality Director, ~~the~~ Club Growth Director, ~~the~~ District Public Relations Manager, ~~the~~ District Administration Manager, ~~the~~ District Finance Manager, **Division Directors,** ~~the~~ Area Directors, ~~and Division Directors,~~ **together with the and** Immediate Past District Director., ~~shall be the District Executive Committee,~~

2. ~~which~~ **The committee** shall have all functions and powers of the District Council except such powers as may be reserved by the District Council to itself.; ~~subject to~~ **At all times, the committee is subject** to the general direction and approval of the District Council.
3. A majority of the District Executive Committee shall constitute a quorum.
4. ~~This~~ **The committee shall review the report of the Alignment Committee and recommend the alignment division of clubs in the District into Areas and Divisions for approval at the aAnnual mMeeting of the District Council.**
5. The ~~District Executive C~~committee shall prepare a budget in the form prescribed by Toastmasters International, covering estimated receipts and expenditures for the ensuing year.;
  - a. ~~and~~ **The proposed budget shall be submitted to** the District Council for approval in order to submit the approved budget to World Headquarters by September 30.
  - b. This proposed budget shall be acted upon by the District Council at its first meeting.
6. The District Executive Committee shall have such other duties as are delegated to it by the District Council.

**(b) District Leadership Committee**

1. The District Director shall appoint the District Leadership Committee Chair no later than November 1. The remaining committee members shall be appointed no later than December 1.
2. ~~and~~ **In addition to the District Leadership Committee Chair, the committee** shall consist of no fewer than five (5) members with equal representation of all Divisions in the District. No committee member may represent more than one (1) Division.
3. The committee shall operate under the procedural rules adopted by the Toastmasters International Board of Directors for the selection of candidates for the elective District offices.
4. The committee's results shall be reported in writing to the District Director no fewer than six (6) weeks before the **aAnnual mMeeting of the** District Council's annual meeting.
5. The District Director shall submit the District Leadership Committee report to the members of the District Council at least four (4) weeks prior to the **aAnnual mMeeting of the District Council.**

**(c) Audit Committee**

1. Each year the District Director shall appoint an Audit Committee consisting of at least three (3) individual members who are not members of the District Executive Committee.

2. The reports of this committee shall contain information in the format required by Toastmasters International.
3. The committee shall submit an interim mid-year audit report no later than February 15.
4. The committee shall ~~then~~ complete a year-end audit report for the fiscal year ending June 30.
5. The outgoing and incoming District Directors are jointly responsible for submitting this report to the Member Clubs and to World Headquarters by August 31.

**(d) Alignment Committee**

1. **Each year, the District must review, and amend, if needed, the alignment of clubs, Areas, and Divisions within its boundaries. The District Director shall appoint an Alignment Committee chair and committee members.**
2. **The Alignment Committee prepares an alignment proposal and provides the proposal to the District Executive Committee for review.**
3. **The District Council reviews and approves the final alignment at its Annual Meeting.**
4. **The District alignment is submitted to World Headquarters by July 15.**

**(d-e) Other Committees**

Other committees may be appointed as ~~may be deemed~~ **advised** by the District Director or the District Council. Such committees may include, among others, the following special committees: District Program Quality, District Club Growth, District Public Relations, Youth Leadership Program, Speechcraft, Administrative Policies, Awards, Speakers Bureau, District Newsletter, ~~and~~ Past District Directors, **and Club Coach Coordinating Committee.**

## **Article XII: Finances and Records**

**(a) Finances**

The conduct of ~~this the~~ District's financial affairs shall be subject to Policies established by the Toastmasters International Board of Directors. Payments of District expenses shall be made only for expense items benefitting the District and consistent with the purposes and Policies of Toastmasters International. Toastmasters International will transfer funds to the District upon presentation of a requisition which sets forth the purpose of the withdrawal and which is signed by the District Director and either the District Administration Manager or District Finance Manager. All disbursements of District funds ~~shall be subject to the approval of the District Council and~~ shall be in accordance with the District budget, unless otherwise approved by the Board of Directors.

**(b) Records**

The outgoing District officers shall transfer to the incoming officers, in good order, the complete records of their respective offices by the beginning of the ~~administrative program~~ year (July 1).

## Article XIII: Rules of Order

*Robert's Rules of Order Newly Revised* shall be the final authority on parliamentary procedure insofar as Robert's Rules do not conflict with any provision of these administrative bylaws, the Articles of Incorporation, Bylaws of Toastmasters International, Policies set by the Toastmasters International Board of Directors, or applicable law. ~~provided that if~~ If the District is located in a jurisdiction where Robert's Rules are not a recognized authority on parliamentary procedure, ~~this-the~~ District may use the recognized authority in the jurisdiction where ~~this-the~~ District is located in place of Robert's Rules.

## Article XIV: Political Activity

~~This-The~~ District shall not take any official position on any issue of local, state, or national public policy, or otherwise engage in any legislative lobbying. ~~This-The~~ District shall not participate or intervene in any way in any campaign of any person for any public office.

## Article XV: Legal Action

~~This-The~~ District shall not file any lawsuit as a party plaintiff, hire legal counsel, file any response to any lawsuit, respond to any subpoena, or take any other legal action without the prior written approval of the Chief Executive Officer of Toastmasters International. In the event ~~this-the~~ District is served with any summons, complaint, subpoena, injunction, or other form of legal process, the District officer receiving the legal process shall ~~so~~ notify World Headquarters within 24 hours of such service.

## Article XVI: Governing Law

~~This-The~~ District shall be governed by, and these administrative bylaws shall be construed in accordance with, the laws of the State of California, where Toastmasters International is incorporated, regardless of where ~~this-the~~ District is located.

## Article XVII: Amendments and Other Rules

- (a) Amendments to these administrative bylaws shall be made only by the Toastmasters International Board of Directors. ~~The administrative bylaws for this District shall be identical, except for the description of boundaries in Article V above, to the administrative bylaws for all other District of Toastmasters International.~~ The Chief Executive Officer of Toastmasters International shall notify the following of any amendment adopted by the Board of Directors: all Member Clubs and the District Director, the Program Quality Director, the Club Growth Director, the Immediate Past District Director, the District Public Relations Manager, the District Administration Manager, the District Finance Manager, the Division Directors, and Area Directors of each District.
- (b) The District Council of ~~this-the~~ District may propose an amendment to these administrative bylaws to the Toastmasters International Board of Directors or Executive Committee, provided that the District Council shall have given written notice of such proposal at least 30 days in advance of the District Council's action to all Member Clubs affiliated with ~~this-the~~ District, and shall thereafter give 45 days' written notice to the Board. The Toastmasters International Board of Directors or Executive Committee, whichever is the next to meet after submission of a proposed amendment, shall consider the proposal at its next meeting. No proposed amendment shall become effective without the approval of the Board of Directors or Executive Committee.

- (c) ~~Policies-Procedures~~ and standing rules applicable only to ~~this-the~~ District may be adopted by the Toastmasters International Board of Directors, or by the District Council of ~~this-the~~ District. Such ~~policies procedures~~ and rules must be submitted promptly to World Headquarters to be kept on file, and must not be in conflict with any provision of these administrative bylaws, the Articles of Incorporation, Bylaws of Toastmasters International, Policies adopted by the Board of Directors, or applicable law. The Board reserves the right to review, disapprove, or modify any such ~~policy procedure~~ or standing rule. In addition, the Board may test the feasibility of potential amendments to these administrative bylaws by allowing alterations, at specific times and locations, that may conflict with existing provisions of these administrative bylaws.

## Glossary of Governing Documents (Excerpt)

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

### Remote District Leader

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

### Secretary

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

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

### Speakathon

A form of special club meeting dedicated solely to project speeches and evaluations. Such meetings have also historically been known as “Speech Marathons” or “Speakouts.”

### Sponsor

**An individual member who introduces, proposes, refers, or supports a person in an application for membership. No financial contribution is implied or included in such sponsorship.**

### Standing Committees

Depending on the context, any of the following:

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

See the Bylaws of Toastmasters International, Article VII.

## Governing Documents

### 1. Documents Defined

- A. The Articles of Incorporation is a governing document of Toastmasters International and shall only be modified by the voting membership.
- B. The Bylaws of Toastmasters International is a governing document and shall only be modified by the voting membership.
- C. Policy is secondary to the Articles of Incorporation and Bylaws of Toastmasters International and is adopted and revised by the Board of Directors under the authority to adopt policies and protocols containing the Board's major administrative decisions set forth in Article V, Section 4(f), of the Bylaws of Toastmasters International.
- D. Administrative Protocol ("Protocol") is equal in authority to Policy, unless it contradicts Policy, at which time Policy prevails. Protocol interprets and gives guidance to implement the Bylaws and Policy. Protocol is adopted and revised by the joint authority of the International President and the Chief Executive Officer, with the concurrence of the International President-Elect.

### 2. Policy

- A. Policy is expressed in continuing general principles regarding important, high-level, and strategic subjects, adopted and revised by the Board.
- B. The Chief Executive Officer supervises the **process of** drafting ~~of~~ Policy. To ensure accordance with applicable laws and the Bylaws and Policy of Toastmasters International, legal counsel reviews proposed Policy when necessary or appropriate.
- C. The content of Policy is a statement with which decisions and conduct of the corporate officers (including Protocol) must be consistent and which must be applied in the performance of the corporate officers' prescribed and authorized duties.
- D. Policy drafts are subject to consultation in the form of deliberations within the Executive Committee or other duly-authorized committee, followed by the committee's recommendation for adoption by the Board.
- E. Two-thirds of all members of the entire Board must vote in favor of proposed Policy at a **Board** meeting for the Policy to be adopted. In the absence of a **Board** meeting, proposed Policy must receive the unanimous written consent of the Board.
- F. Board Policy decisions are final, unless overruled by the voting members at the Annual Business Meeting.
- G. Policy changes are effective upon approval by the Board unless the Board sets a later effective date.

- H. Policy is maintained on the Toastmasters International website. Policy revisions are updated on the website at the earliest practicable date.
- I. The Board conducts a Policy audit at least once every three (3) years.

### 3. Protocol

- A. Protocol is authoritative rulemaking that provides detail to interpret and implement Bylaws and Policy.
- B. The Chief Executive Officer supervises the **process of** drafting ~~of~~ Protocol.
- C. The content of the Protocol varies depending on its intended use and must be consistent with Bylaws and Policy. Protocol may be a guidebook, manual or other description of program rules or information.
- D. Protocol is subject to consultation at the discretion of the Chief Executive Officer depending on the situation.
- E. Protocol is adopted by the joint, written authorization of the International President and the Chief Executive Officer, with the concurrence of the International President-Elect.
- F. Protocol decisions are final, unless overruled by the Board's adoption of Policy that contradicts the Protocol, thereby requiring a change to Protocol in order to be consistent with Policy.
- G. Protocol decisions are communicated in due course: first to the Executive Committee, then to the Board, then updated on the Toastmasters International website.

## Club and Membership Eligibility

### 1. Club Eligibility

- A. Club admission is defined and described in Article III, Section 3, of the Bylaws of Toastmasters International.
- B. The Board of Directors has ultimate authority over club admission.
- C. The Board or the Chief Executive Officer, as the Board's authorized representative, may delay or decline the chartering of a club, with or without stated reason.
- D. All Toastmasters Member Clubs are required to comply with Toastmasters International's governing documents.
- E. All Toastmasters Member Clubs must abide by the charity and tax laws of the United States and the other countries in which they may be located so that Toastmasters clubs are organized and operated for the charitable purpose of educating individuals in communication, leadership and related skills, and not for the gain or profit of any business or other private interest.

### 2. Club Minimum Requirements

- A. A minimum number of 20 individual members is required to charter a new Toastmasters Member Club. Seventeen of these may not, at the time of charter, be paid members of another Toastmasters club.
  - I. A minimum of 20 individual members is required to charter an advanced Toastmasters club. Advanced Toastmasters clubs are clubs with a requirement that its members have already achieved an advanced Toastmasters education award, have progressed to a certain level within the Toastmasters program, or have held a certain level of leadership role. Advanced clubs follow the same charter process as other clubs. Some advanced clubs may require that members belong to another club. If dual membership in another club is required, the number of transfer members is limited to three (3) of the first 20 individual members.
- B. Meetings are held at least 12 times per year.
- C. Regular meetings ~~are~~ **can be** conducted:
  - I. ~~in person, on-site, where attendees participate in one (1) physical location~~
  - II. online, **where attendees participate via an electronic conferencing platform**
  - III. in a hybrid environment, ~~which is a combination of the two (2) where~~ **provision is made for attendees to participate concurrently on-site and online**
- D. Members work toward educational achievements.

- E. Members give oral project speeches and evaluations.
- F. Members have the opportunity to develop and practice leadership skills ~~and earn leadership awards.~~

### 3. Individual Member Eligibility

- A. The admission of individual members to clubs is governed by Article III, Section 2, of the Bylaws of Toastmasters International.
- B. If World Headquarters has credible information about misconduct as described in Policy 3.0: Ethics and Conduct, by a person who is not a paid member of a Toastmasters club, who may be a former member of a Toastmasters club, or may have never been a member of a Toastmasters club, the following action may be taken:
  - I. The Chief Executive Officer may present the matter to the Board of Directors, which may, at its discretion (without violating Article III, Section 2, of the Bylaws of Toastmasters International) and in the best interests of the organization, determine that the person is not in good standing with Toastmasters International.

If the matter is urgent and requires immediate action, the Executive Committee, under Article V, Section 6(b), of the Bylaws **of Toastmasters International**, may determine the person is not in good standing with Toastmasters International.

- C. The Board or Executive Committee may delegate all or any portion of the determination process to any Board Member or Board committee, or to the Chief Executive Officer, subject to the approval of the Board.
- D. A determination of the good standing of a person who is not a paid member of a Toastmasters club does not require any notice, hearing, or other process as stipulated in Article III, Section 13, of the Bylaws **of Toastmasters International**, or in Protocol 3.0. The Board, or its delegate, may offer the person an opportunity for discussion. At the time of notification, should the person become a paid member, the Board, or its delegate, is not required to follow the process as stipulated in Article III, Section 13, of the Bylaws **of Toastmasters International**, or **in** Protocol 3.0.
- E. If it is determined that a person is not in good standing with Toastmasters International, all clubs are prohibited from admitting the person to individual membership. World Headquarters may inform any club or all clubs that such person is prohibited from joining. If the person is nevertheless admitted by a club, World Headquarters may choose not to accept the dues and fees and shall instruct the club to withdraw the individual from membership.

If a person is not admitted to individual membership by a club, because of a determination denying a person good standing with Toastmasters International, there is no appeal and no recourse.

### 4. Good Standing of Clubs

- A. Membership dues, including payment dates, amounts, and transfers, are governed by Article IV, Section 2, of the Bylaws of Toastmasters International.

- B. Admission, continuation, termination, and suspension of clubs is defined in Article III, Sections 3 and 4, of the Bylaws of Toastmasters International.
- C. A Member Club is considered paid and in good standing when its dues have been received by World Headquarters for the current dues period for a minimum of eight (8) members—at least three (3) of whom were members of the club during the previous renewal period.
  - I. If dues are not paid prior to the following renewal period, the club is suspended from active status, and all services and membership status for the club and its individual members are discontinued.
- D. There ~~shall~~ **must** be no transfer of an issued charter from an ~~inactive~~ club to any other group, **club, or entity**.

## 5. **Good Standing of Individual Members**

- A. Good standing is defined in Article III, Section 8, of the Bylaws of Toastmasters International.
- B. A paid member is one whose dues have been received by World Headquarters for the current dues period. An unpaid member is one whose dues have not been received by World Headquarters for the current dues period. Unpaid members are not considered to be in good standing by Toastmasters International.
- C. An individual must be a paid member to be nominated for or to serve in any office or leadership role in Toastmasters International.

## 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 violates ethics and conduct standards, it may be subject to disciplinary action up to and including suspension, and/or other appropriate action as determined by the Board of Directors.
- D. Each club is responsible for the actions of its members.
- 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.
- 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.
- 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.
- H. 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, under Article III, Sections 4, 8, and 13, of the Bylaws of Toastmasters International. Removal of District officers is governed by Article VII, Section (h-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, 8-9, and 13, of the Bylaws of Toastmasters International.
- 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 knowingly provide misleading or inaccurate information, nor shall they 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 participated in and title that they 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, **whether on-site, online, or hybrid**, 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 on-site, online, or hybrid** ~~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~~ at Toastmasters ~~E~~events, **whether onsite, online, or hybrid**, Region Advisors must not engage in activities from which they may derive personal or financial gain. These

activities include, but are not limited to, sale of any products, merchandise, or services, promotion of non-Toastmasters programs, requesting or receiving fees or donations for speaking at Toastmasters events at any level: club, Area, Division, or District.

- IV. 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.

## Intellectual Property

### 1. Trademarks and Copyrights

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

### 2. Brand Standards

- A. The Toastmasters brand is made up of several elements integral to ensuring a consistent identity for Toastmasters clubs, Districts, and Toastmasters International. Its correct and consistent application accelerates engagement, raises the organization's credibility and improves brand recall. Brand elements include:
  - I. Logo
  - II. Wordmark
  - III. Color Palette

- IV. Typography
- V. Tagline

B. Toastmasters International publishes a Brand Manual on the Toastmasters International website. It includes all brand standards that shall be followed. The primary brand standards are:

- I. The Toastmasters logo and wordmark, as currently published by Toastmasters International, are the graphic images that represent Toastmasters clubs, Districts, and Toastmasters International.
  - a. The logo and wordmark may not be modified in any way.
  - b. Individual members, clubs, and Districts may not create or use their own logos to replace or supplement the Toastmasters logo and wordmark.
  - c. Previous versions of the emblem or logo and non-compliant brand images may not be used on any club- or District-related material except when the material is part of an historical display.
  - d. A previous version of a Toastmasters banner may be displayed at a Toastmasters event as long as the most currently branded version of the banner is more prominently displayed.
  - e. When photos are posted on social media of any Toastmasters event where banners are displayed, a previous version of a Toastmasters banner shall only be shown if the most currently branded version of the banner is more prominently shown.
- II. There are ~~seven~~ **six (6)** colors that make up Toastmasters' brand color palette. No other colors may be used in the development of marketing materials, meeting agendas and related items, electronic media, or any other material that represents Toastmasters in any way.
- III. The Toastmasters brand is represented by four fonts. No other fonts may be used.
- IV. Toastmasters' official tagline is "Where Leaders Are Made." While usage is not mandatory, no other tagline or theme may be used except in the promotion of special events such as District conferences and club officer and District leader training events.

C. Misuse of brand elements is prohibited and may result in removal from good standing of an individual member, revocation of a club charter, removal of an officer at any level, or other disciplinary or legal action.

### **3. Use of Toastmasters Material**

A. Toastmasters International is promoted through the Success Communication Series, the Success Leadership Series, The Better Speaker Series, The Leadership Excellence Series, and The Successful Club Series and Youth Leadership programs, which non-members may attend.

- B. Toastmasters International's tax-exempt and nonprofit statuses are jeopardized when the organization or clubs are perceived to be in the seminar business and in competition with for-profit enterprises.
- C. In the countries where Toastmasters clubs are covered by liability insurance, the insurance is not valid for activities outside of normal Toastmasters meetings.
- D. All programs are presented by individual members acting as representatives of their clubs, thereby preserving the identity of the programs, clubs, and organization.
- E. Non-Toastmasters may request permission from Toastmasters International to use Toastmasters' programs and materials. Individuals, educational institutions, and other organizations may only use Toastmasters' programs and materials in a manner which provides no pecuniary gain or profit, directly or indirectly, as described in Article II of the Articles of Incorporation of Toastmasters International.
- F. Districts are responsible for training club officers and for providing other training that helps clubs function more effectively, achieve excellence, and deliver on their mission.
- G. Individual members and clubs may only conduct training programs, seminars, and other events for other clubs and members with the permission of the District. Subject matter and content of any such training program, seminar, or event shall be in keeping with the club and District missions.

#### **4. Membership Contact Information**

- A. Members' contact information is only provided to appropriate members and officers as needed.
- B. Members' contact information is only used for official Toastmasters business.
- C. Access to members' contact information is governed by and limited to the provisions of the California Nonprofit Public Benefit Corporation Law, including any local data privacy laws in effect in each jurisdiction.

#### **5. Surveys**

- A. The only entity authorized to conduct surveys of members and former members and release the results of those surveys is World Headquarters with the following exceptions:
  - I. The Chief Executive Officer may grant written permission to conduct surveys of members and former members and release the results of those surveys.
  - II. Clubs may survey their own members.
  - III. Districts may seek information on educational or related programs from members within the District for their own use.

- B. The conduct of any surveys by outside entities, such as academic sources, and the release and use of survey results, is at the discretion of the Chief Executive Officer.

## Toastmasters International and Other Organizations

1. The Toastmasters International Board of Directors may authorize the establishment of alliances between Toastmasters International and other organizations. Such alliances must further the mission and strategic goals of Toastmasters International and its clubs.
2. The Chief Executive Officer negotiates such alliances on behalf of Toastmasters International; all related agreements are subject to the approval of the Executive Committee and the Board of Directors.
3. Alliance agreements shall not include provisions that require Toastmasters clubs to participate in any activities or take any action.
4. Clubs, Areas, Divisions, and Districts shall not create, promote, sponsor, or endorse, causes, service activities, or projects of other organizations with which Toastmasters International has not formed an alliance.
5. Clubs, Areas, Divisions, and Districts shall not enter into an alliance with any organization.
6. The educational programs of Toastmasters International may only be used to provide communication and leadership development activities which are consistent with and related to the Toastmasters International mission and which preserve its identity as a nonprofit educational organization.
7. When Toastmasters International cooperates with other organizations, the separate identity of Toastmasters International must be maintained.
8. Clubs, **Areas, Divisions**, Districts ~~(including Areas and Divisions)~~, and regions must follow the guidelines for any alliance Toastmasters International has with another organization when accepting advertising on Toastmasters-related websites or social media profiles.

Amendments in blue are approved, effective for the 2022-2023 program year.

## Policy 6.0

### Speech Contests

1. Toastmasters International recognizes and supports the following official speech contests: International, Evaluation, Humorous, Table Topics, Tall Tales, and Video (only for members of undistricted clubs, **including Provisional Districts**). No other contest types, showcases, etc., shall be conducted by Districts (**including Areas and Divisions**) and **Provisional Districts (including Areas and Divisions)**.
  - A. Districts must conduct the International Speech Contest. The International Speech Contest shall only be conducted in English.
    - I. **Provisional Districts (including Areas and Divisions) may conduct a speech contest in English using the rules of the International Speech Contest. This contest does not proceed beyond the District level. A contest using the rules of the International Speech Contest must be titled Provisional Speech Contest.**
  - B. Districts (**including Areas and Divisions**) and **Provisional Districts (including Areas and Divisions)** may conduct up to three (3) additional English speech contests each year. The District Director recommends which contests are to be conducted. **The recommendations are** subject to the approval of the District Executive Committee, at its first meeting of the program year.
  - C. Districts (**including Areas and Divisions**) and **Provisional Districts (including Areas and Divisions)** may also conduct up to four (4) non-English speech contests each year. The District Director recommends which contests are to be conducted. **The recommendations are** subject to the approval of the District Executive Committee, at its first meeting of the program year.
    - I. Each of these contests is conducted in a language selected by the District Director and approved by the District Executive Committee.
    - II. ~~A non-English contests is~~ **are optional and** may be conducted ~~as Evaluation, Humorous, Table Topics, or Tall Tales contests, or~~ using the rules of the **corresponding English speech contest** ~~International Speech Contest.~~
    - III. ~~Such a~~ **If the A non-English** contest **is being conducted using the rules of the International Speech Contest, such contest shall** ~~must~~ be titled using the name of the language. For example: Chinese Speech Contest.
    - ~~IV.~~ **Non-English contests shall not continue beyond the District level.**
  - D. All District-level speech contests are conducted only at the annual District conference.
2. Contests must originate at the club level and proceed through the Area, Division, and District levels, respectively. ~~Only~~ **contests following this progression are permitted at each level the Area, Division, and District levels.** All clubs are eligible to advance contestants to the Area level in all contests regardless of the contest

language or the primary language of the club.

3. Toastmasters International pays the travel expenses of each contestant who participates in the International Speech Contest at the semifinal level at the International Convention. The travel allowance is computed in the same manner and subject to the same restrictions as that of District leaders.

**A. Contests conducted by Provisional Districts must follow the same progression, with the exception of the Video Speech Contest.**

4. The *Speech Contest Rulebook* is Protocol and applies to all Toastmasters speech contests. Modifications to rules shall only be made through the Protocol review process. Exceptions are not permitted.
5. Individual admission fees to a contest may be charged to audience attendees and contest officials.; ~~h~~However, contestants ~~may~~**shall** never be charged a fee to compete in a contest.; ~~and e~~Clubs ~~may~~**shall** never be charged a fee to send a contestant to a contest.

Amendments in **blue** are approved, effective for the application cycle beginning in 2023.

Policy 6.1

## Accredited Speaker Program

### 1. Eligibility

- A. Active members of a club in good standing, who meet all requirements outlined here, are eligible to apply for the Accredited Speaker Program. **They must have:**
  - I. ~~Have e~~Completed all levels in a single path in the Toastmasters Pathways learning experience, or have earned Advanced Communicator Bronze or Advanced Toastmaster Bronze
  - II. ~~Have p~~Presented a minimum of 25 eligible speaking engagements to non-Toastmasters audiences within the past three (3) years (from the date of application)
    - a. 15 of the 25 speaking engagements must have been paid engagements.
      - i. Travel or expense reimbursements, gifts, donations, or per diems qualify for a maximum of seven (7) of the 15 paid speaking engagements.
      - ii. At least eight (8) of the 15 paid speaking engagements must have been speeches or presentations for which the speaker was directly compensated a pre-arranged fee.
    - b. ~~Virtual-Online~~ presentations qualify, as long as ~~the-an~~ audience of 20 or more viewed the presentation in real time.
    - c. The speaker must be the principal author/owner of a substantial portion of the content used.
      - i. Content owned by an outside source and used as the major portion of a presentation does not qualify.
      - ii. ~~These s~~Speaking engagements must not have been presented as part of the speaker's regular employment, unless self-employed.
- B. International Officers or Directors, candidates for International Officer or Director, Region Advisors, and applicants for Region Advisor are not eligible to apply to the Accredited Speaker Program.

### 2. Application Process

- A. World Headquarters accepts Accredited Speaker Program applications between January 1 and **January 31** ~~February 1~~ each year.
  - I. Applications submitted **before January 1 and after February 1-January 31 and before January 1** are not considered.

- B. Those who meet eligibility requirements and submit a complete application as outlined here are eligible to become candidates for the Accredited Speaker designation.
- I. ~~A completed Accredited Speaker Application Form~~ (The official Accredited Speaker Application Form must be **used-completed**.)
    - a. Must include a list of 25 eligible speaking engagements, as outlined in Section 1.A.II
  - II. A link to a video presentation that is 20 to 60 minutes in length, spoken in English, and recorded before a live, non-Toastmasters audience
    - a. **Virtual-Online** presentations qualify, as long as ~~the-an~~ audience of 20 or more viewed the presentation in real time.
    - b. A copy of any presentation slides included in the video submission must be included with the application.
  - III. Five (5) recommendations from five (5) different clients for paid speaking engagements
  - IV. A Level 1 application fee of \$100 USD
    - a. This fee is non-refundable and non-transferable.
  - V. Links to any applicable websites and/or social media profiles dedicated to the applicant's professional speaking career
    - a. Applicants cannot be denied **eligibility for-from** the program solely because they do not have a professional website or social media profile(s).
- C. In February, World Headquarters reviews all eligible applications to ensure they are complete and meet outlined requirements.
- D. If an application is incomplete or missing information, or the video does not meet outlined requirements, the applicant will be notified and permitted seven (7) days to correct the error.
- E. If the applicant does not, or is unable to, correct the error within seven (7) days, they will not be considered for Level 1 that year and must re-submit a complete application during a new application cycle if they would like to re-apply.
- I. Their \$100 USD application fee will not be refunded or applied to a future application.

### 3. Accredited Speaker Program Process

- A. The Accredited Speaker Program consists of Level 1 and Level 2.
- B. Eligible applicants who submit a completed application in January advance to Level 1.
- C. Level 1 of the Accredited Speaker Program follows the below progression.

- I. Complete applications submitted to World Headquarters are shared with Level 1 judges.
    - a. Level 1 judges are Accredited Speaker Program Council members, as selected by the council chairs, with approval of the First Vice President.
  - II. The Accredited Speaker Program Council members (Level 1 judges) thoroughly review all elements of each application.
    - a. All components of the application may be taken into consideration when determining whether to give the applicant a passing score.
    - b. When viewing applicant videos, council members use the [Accredited Speaker Program Judge's Guide and Ballot](#) to score the video presentation and provide the applicant with written feedback.
  - III. After reviewing all the application materials and using the [Judge's Guide and Ballot](#) to score the video presentation, council members provide the applicant with a final score out of 100.
    - a. 80 or above is a passing score.
  - IV. To advance to Level 2, candidates must receive a passing score from four (4) out of five (5) council members (Level 1 judges).
    - a. All applicants who receive a passing score from four (4) out of five (5) judges will advance to Level 2.
    - b. All applicants who do not receive a passing score from four (4) out of five (5) judges will not advance to Level 2 and must re-submit a complete application during a new application cycle if they would like to apply again.
      - i. Their \$100 USD application fee will not be refunded or applied to a future application.
- D. Level 2 of the Accredited Speaker Program follows the below progression:
- I. All applicants who advance become Level 2 candidates and are invited to give a live presentation, spoken in English, during the Accredited Speaker Program at the Toastmasters International Convention in front of a panel of judges.
    - a. Candidates who accept the invitation to present at the Accredited Speaker Program must submit a Level 2 application fee of \$150 USD.
      - i. This fee is nonrefundable and nontransferable.
    - b. Candidates who are unable to accept the invitation to present at the Accredited Speaker Program the same year they passed Level 1 may present at Level 2 any year within three (3) years of their original application.

- i. Candidates participating in Level 2 in a different year than when they passed Level 1 must inform World Headquarters of their intent by May 1 of the year they plan to participate.
    - ii. Upon informing World Headquarters, these candidates will be required to pay the \$150 USD Level 2 application fee.
- II. Based on the number of Level 2 candidates in a given year, World Headquarters may conduct the Accredited Speaker Program in multiple groups during the International Convention.
  - a. Each group will have its own panel of judges.
- III. Level 2 judges are Accredited Speaker Program Council members, as selected by council chairs, with the approval of the First Vice President.
- IV. Council members are provided with each candidate's basic information and context regarding area of expertise as submitted at Level 1.
  - a. Additional application information, including candidate video submissions, list of speaking engagements, recommendation forms, and details regarding education and awards will not be provided to Level 2 judges.
- V. Council members (Level 2 judges) use the [Accredited Speaker Program Judge's Guide and Ballot](#) to score candidates' live presentations and provide written feedback during the Accredited Speaker Program.
- VI. Following the live presentations, council members (Level 2 judges) assign each candidate a score out of 100.
  - a. 80 or above is a passing score.
- VII. For a candidate to receive the Accredited Speaker designation, they must receive a passing score from four (4) out of five (5) council members (Level 2 judges).
- VIII. Council chairs serve as chief judges for the Accredited Speaker Program and review results to determine which candidates received the designation. They inform all candidates of results before they are announced.
  - a. All Level 2 candidates who receive a passing score from four (4) out of five (5) judges receive the Accredited Speaker designation.
  - b. Level 2 candidates who do not receive a passing score from four (4) out of five (5) judges do not receive the Accredited Speaker designation.
    - i. Candidates who present at Level 2 but do not receive the designation may reapply beginning at Level 2 and present again at the International Convention (must be within three [3] years of the original attempt).

- ii. Returning candidates must inform Word Headquarters of their intent by May 1 of the year they plan to participate.
- iii. Candidates who return at Level 2 must pay the \$150 USD Level 2 application fee each time they return.
- iv. The number of times a candidate may return and attempt beginning at Level 2 is twice. Following this, the candidate must re-apply at Level 1 with a complete application.

#### 4. Accredited Speakers

- A. Accredited Speaker applicants and Accredited Speakers agree to adhere to all Toastmasters International governing documents, including Policy 3.0: Ethics and Conduct, Protocol 3.0: Ethics and Conduct, and this **Policy**.
- B. Accredited Speakers must not damage the Toastmasters International or Accredited Speaker brands in any way.
  - I. When presenting at Toastmasters events or about Toastmasters, Accredited Speakers must use materials in presentations that accurately reflect the Accredited Speaker Program and the Toastmasters International brand.
- C. Accredited Speakers must not charge fees for assisting Toastmasters members in pursuing the Accredited Speaker designation. However, if an Accredited Speaker offers other professional services as part of their business, and a Toastmasters member pursuing the Accredited Speaker designation wishes to utilize that service, the Accredited Speaker may charge the corresponding fee for the service.
- D. All Accredited Speakers are encouraged to use the Accredited Speaker logo and must abide by the guidelines regarding its authorized and unauthorized uses.
  - I. Authorized uses of the Accredited Speaker logo are
    - a. Toastmasters members who hold the Accredited Speaker designation
      - i. Professional websites (must include a link to the Toastmasters International Accredited Speaker page)
      - ii. Presentation slides
      - iii. Speaker one-sheets
      - iv. Social media profiles (e.g., Facebook, LinkedIn)
      - v. Email signatures
      - vi. Stationery
      - vii. The back of business cards
    - b. Promotion of the Accredited Speaker program by Toastmasters **Clubs**, Areas, Divisions, and Districts.
    - c. To promote the participation of Accredited Speakers at Toastmasters events.

- II. Unauthorized uses of the Accredited Speaker logo
  - a. The front of business cards
  - b. Logos or visual representations for a club, Area, Division, or District, including those that specifically support members who strive to achieve the Accredited Speaker designation
  - c. On articles such as trophies, ribbons, banners, certificates, clothing, or other items, except with specific, written approval and authorization from the Chief Executive Officer.

## 5. Accredited Speaker Program Council

- A. The Accredited Speaker Program Council works in conjunction with World Headquarters to oversee the Accredited Speaker Program, judge each level of the program, provide onboarding and support to new Accredited Speakers, report any known violations of conduct regarding an Accredited Speaker to World Headquarters, and suggest potential program improvements to World Headquarters.
- B. The Accredited Speaker Program Council consists of two (2) council chairs and council members appointed in multiples of five (5), as determined by the number of applicants.
  - I. Council chairs must be appointed by the First Vice President, subject to ratification by the Executive Committee.
    - a. ~~Council chairs serve a two-year~~ **The council chair term lasts 26 months: starting on September 1 and ending on October 31 of the second program year.**
      - i. Council chair terms are staggered, with one (1) council chair appointed each year.
      - ii. Should a council chair be unable to complete the ~~two-year~~ **26-month** term for any reason, the vacancy is filled by an Accredited Speaker who meets all council chair requirements. The individual filling the less-than-two-year vacancy is appointed by the First Vice President, subject to ratification by the Executive Committee. At the discretion of the First Vice President, the individual may be appointed to serve a full two-year term following the less-than-two-year time of service.
  - II. Council members must be appointed by the council chairs with the approval of the First Vice President, subject to ratification by the Executive Committee.
    - a. For Level 1, five (5) council members are appointed for every eight (8) applicants each year.
    - b. For Level 2, an additional five (5) council members are appointed for each Accredited Speaker Program segment that will be held at the International Convention.

- c. Should a member of the council be unable to complete their role at Level 1 or Level 2 for any reason, the vacancy is filled by an Accredited Speaker or another Toastmasters member who meets the requirements. The individual filling the vacancy is appointed by the council chairs with the approval of the First Vice President, subject to ratification by the Executive Committee.
- C. Council chairs must be Accredited Speakers who are active Toastmasters members of clubs in good standing.
- D. Council members must be, in order of preference:
  - I. Accredited Speakers who are active Toastmasters members of clubs in good standing
  - II. World Champions of Public Speaking
  - III. Past International Presidents
  - IV. Past International Directors
  - V. Past educational or keynote speakers at the International Convention.
- E. Council chairs and council members must conduct themselves in accordance with Policy 3.0: Ethics and Conduct and Protocol 3.0: Ethics and Conduct, and maintain confidentiality about the Accredited Speaker Program Council's work.

## 6. Council Chair Responsibilities

- A. The responsibilities of the Accredited Speaker Program Council chairs include:
  - I. Inviting council members to serve at both Level 1 and Level 2, with the approval of the First Vice President
  - II. Conducting a judges' orientation during both Level 1 and Level 2 of the Accredited Speaker Program
    - a. Council chairs must be ~~physically present on-site~~ for the Accredited Speaker Program at the International Convention.‡
    - b. No** travel allowances will be provided by World Headquarters.
  - III. Conducting online orientation(s) for new Accredited Speakers, using materials and resources provided or approved by World Headquarters
    - a. Council chairs must coordinate with World Headquarters to determine the timing for the orientation.
    - b. Council chairs may request assistance from council members in the orientation and support of new Accredited Speakers.
  - IV. Supporting all new and existing Accredited Speakers

- a. Be available and willing to answer questions about use of the logo, use of the Accredited Speaker title, speaking at District conferences, representing the Accredited Speaker Program, and adhering to Policy 3.0.
- b. Connect Accredited Speakers with World Headquarters for questions that are outside of the council chairs' purview or expertise.
- V. Reporting any known violations of conduct regarding an Accredited Speaker to World Headquarters
- VI. Serving as Chief Judge for both Levels 1 and 2 of the Accredited Speaker Program
- VII. Providing feedback on their experience to World Headquarters, including proposed rule changes

## **7. Council Member Responsibilities**

- A. For Level 1, the responsibilities of Accredited Speaker Program Council members include:
  - I. Judging Level 1 of the Accredited Speaker Program using the [Accredited Speaker Program Judge's Guide and Ballot](#)
  - II. Providing program feedback to World Headquarters, including proposed rule changes
  - III. Assisting council chairs in the orientation for new Accredited Speakers, upon request
  - IV. Reporting any known violations of conduct involving an Accredited Speaker to World Headquarters
- B. For Level 2, the responsibilities of Accredited Speaker Program Council members include:
  - I. Judging Level 2 of the Accredited Speaker Program at the International Convention using the [Accredited Speaker Program Judge's Guide and Ballot](#)
    - a. Level 2 Accredited Speaker Program Council members will each be provided with two (2) complimentary tickets to the Accredited Speaker Program at the Toastmasters International Convention.
    - b. Accredited Speaker Program Council members are responsible for all other costs incurred for attending the International Convention, including travel, lodging, and event registration.
  - II. Providing program feedback to World Headquarters, including proposed rule changes
  - III. Assisting council chairs in the orientation for new Accredited Speakers, upon request

- IV. Reporting any known violations of conduct involving an Accredited Speaker to World Headquarters
- C. Council members must disclose all potential conflicts of interest, including mentoring and coaching relationships with candidates, before serving as a judge at either Level 1 or 2.

## District Structure

### 1. District Officers

- A. District officers and their duties are described in Article XII, Section 3, of the Bylaws of Toastmasters International and in Articles VII and VIII of the District Administrative Bylaws. Districts shall not change, modify, or add to the District officer position titles nor change the function of these positions.

### 2. District Formation

- A. New Districts are created, and existing Districts consolidated or reformed, under the authority of Article XII, Section 1, of the Bylaws of Toastmasters International only after the Board of Directors has determined the following:
  - I. Enough Member Clubs exist in the territory to be included within the proposed new or consolidated Districts.
  - II. These clubs are of sufficient membership strength to assure efficient and financially sound administration of such proposed Districts.
- B. District formations may be approved by the Board based on the following:
  - I. The Board, on its own initiative, may grant authority for ~~Territorial Councils,~~ Provisional Districts, and Districts.
  - II. Sixty clubs in good standing is the basis for development of a sound District administration.
  - III. All clubs within the boundaries ~~of a Territorial Council, or~~ of a Provisional, consolidated, or reformed District become a part of such District, ~~and~~ **no** club within that territory thereafter has the right to maintain an independent operation, except under unusual circumstances or conditions determined by the Board.
  - IV. The Board may form, consolidate, or reform Districts on its own initiative for the best interests of Toastmasters International and the clubs.
  - V. Applications for a ~~Territorial Council, Provisional District, or~~ District are submitted to the Chief Executive Officer. The Board may approve the formation upon recommendation from the Chief Executive Officer.

## District Management

### 1. District Records

- A. The legal status of Districts, Divisions, and Areas is stated in Article XII, Section 3(e), of the Bylaws of Toastmasters International. District records are governed by Article XII, Section (a), of the District Administrative Bylaws. District, Division, and Area records are the property of Toastmasters International and not of any individual, District, Division, or Area.
- B. The District Council is responsible for the storage and preservation of such records, which are made reasonably available to members for review.
- C. The Chief Executive Officer maintains District records received from the Districts.
- D. Communications received by a District are District records and are Toastmasters International property. The District Director determines whether the content of these communications is shared with other District leaders.

### 2. District Conflict of Interest

- A. The purpose of this Policy is to protect the District's and Toastmasters International's interests when a District contemplates entering a transaction that might benefit the private interest of a District officer.
- B. District officers are defined and described in Article XII, Section 3(a), of the Bylaws of Toastmasters International, and in Article VII, Section (a), of the District Administrative Bylaws.
- C. A potential conflict of interest occurs if a District contemplates a material financial transaction between the District and a District officer, or between the District and a person or company with which a District officer is affiliated.
  - I. A material financial transaction is defined as a total of more than \$100 USD, or equivalent, within the District's annual budget year.
  - II. A person is considered affiliated if the District officer is related to the person by blood, adoption, or marriage.
  - III. A company is considered affiliated if the District officer (or a relative of the District officer) is a director, officer, employee, or agent of the company or owns one (1) percent or more of the value of the company.
- D. A District officer involved in such a transaction must abstain from voting or participating in any District decision regarding that transaction. Such District officer may only present the proposed transaction to the District and respond to questions.
- E. The District may engage in such a transaction if each District officer involved discloses to the District Executive Committee, prior to the transaction, all relevant facts concerning the transaction including the District officer's affiliation with the parties involved in the transaction.

- F. The District Executive Committee reviews the relevant facts.
- G. The transaction is approved only if a majority of the District Executive Committee concludes that the proposed transaction is fair and reasonable; for the purpose and benefit of the District; not for the excess benefit of the District officer involved nor for the benefit of the person or company affiliated with the District officer; and the most beneficial arrangement that the District could obtain under the circumstances with reasonable effort.
- H. The District Executive Committee may refer the transaction to the District Council for approval, following the same procedure, if deemed appropriate.
- I. The minutes of a meeting at which such a transaction is considered records the matters discussed and the voting results.
- J. Certain transactions shall not be approved, including without limitation the lending of the District's money, the guarantee or extension of the District's credit, and funds for the personal use or benefit of the recipient (in addition to other transactions which may violate the California Nonprofit Public Benefit Corporations Code).

### 3. Past Leaders

- A. Past leaders provide District support while working under the direction of the District Director by promoting focus on the District mission, acting as an advisor or mentor, encouraging District leaders, helping during District meetings, encouraging leadership participation, and chairing District committees.
- B. Past leaders ~~may~~ **shall** not interfere in District affairs, disrupt District meetings, nor actively support traditions that do not achieve the District mission.
- C. A Past District Directors Committee, if present, supports the District and its leaders, ~~may~~ **shall** not engage in District political activity, and works under the direction and on tasks assigned by the District Director.

### 4. District Receivership

- A. Receivership is governed by Article III, Section (c), of the District Administrative Bylaws.
- B. In the case of a solely financial problem, receivership may be partial and may involve placing the conduct of financial affairs directly under the control of the Chief Executive Officer until the problem is solved.
- C. In the case of a problem regarding the officers within the District that is beyond the capability of the District Council or District Executive Committee to resolve, a partial or full receivership may be necessary in addition to action by the Board of Directors (or by the Executive Committee under urgent circumstances).
- D. Resignation or removal of one or more District officers is governed by Article VII, Section (g), of the District Administrative Bylaws.
- E. If it appears that a District's ability to accomplish its mission is in jeopardy, the Chief Executive Officer brings the matter to the attention of the Executive Committee.

- I. The Executive Committee decides unanimously whether receivership, other action, or no action is appropriate.
  - II. If action is necessary, the Executive Committee decides whether the action to be taken is urgent or may be considered by the Board.
  - III. The appropriate international Director is consulted before any decision of the Executive Committee or the Board is made.
- F. A declaration of receivership affirms the potential removal of a District leader; the provisions of the District Administrative Bylaws to be suspended, modified, or augmented; a list of the leaders who are delegated the authority to fill vacancies, convene meetings, approve expenditures, and make decisions regarding the affairs of the District; and the period of time during which receivership applies.

**5. District Corporate Relations**

To maintain long-term corporate relationships with the sponsoring corporations, the District officers may conduct activities similar to the following for corporate clubs:

- A. Provide events relevant to the corporate clubs
- B. Host networking and marketing events for corporate clubs' executives, human resource managers, and other professionals
- C. Create an expectation of excellence

## District Leader Expenses

### 1. District Leader Expenses Paid by World Headquarters

- A. District expenses are governed by Article XII, Section 2, of the Bylaws of Toastmasters International.
- B. World Headquarters reimburses the travel expenses of the District Director, Program Quality Director, and Club Growth Director (including for Provisional District leaders ~~and equivalent leadership roles for Territorial Councils~~) for the mid-year and August trainings as follows:
  - I. World Headquarters fully reimburses round-trip public transportation costs at the lowest rate between the passenger terminal nearest the training site and the home of the officer.
  - II. World Headquarters reimburses motor vehicle transportation at the current charitable mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service (IRS) by the most direct route for the following individuals:
    - United States citizens residing in the United States; or
    - United States citizens residing outside of the United States who file a United States tax return; or
    - Non-United States citizens residing in the United States.

For non-United States citizens residing outside of the United States, reimbursement is governed by local regulations and/or District policy, not to exceed the current IRS standard business rate.

Mileage reimbursement shall not exceed the lowest airfare rate. A person accompanying another person receiving reimbursement is not entitled to reimbursement.
  - III. World Headquarters reimburses actual costs incurred for any other mode of transportation not exceeding the lowest airfare rate.
- C. District Directors attending the International Convention **on-site** each receive a \$30 USD per diem (not exceeding \$120 USD) when the District Director attends the Candidate Corner, Candidate Showcase, and the Annual Business Meeting; and one (1) discounted convention registration.

~~D. World Headquarters does not provide reimbursement for travel or expenses for Territorial Council leaders except as specified above.~~

### 2. District Leader Expenses Paid by Districts

- A. District expenses paid by Districts are governed by Article XII, Section (a), of the District Administrative Bylaws. Expense reimbursements to District leaders must be included in the District budget.
- B. For Mid-Year District Leader Training, Districts may reimburse the District Director, Program Quality Director, and Club Growth Director for lodging and

transportation expenses not paid by World Headquarters. Meals may be reimbursed up to \$30 USD per day.

- C. For August District Leader Training, Districts may reimburse the District Director, Program Quality Director, and Club Growth Director, and other leaders for whom training is provided and authorized by Toastmasters International, for lodging and transportation expenses not paid by World Headquarters. Meals may be reimbursed up to \$30 USD per day.
- D. For International Convention, Districts may reimburse the District Director, Program Quality Director, and Club Growth Director for registration, lodging, and transportation expenses not paid by World Headquarters. Meals may be reimbursed up to \$30 USD per day.
- E. For International Convention, Districts may reimburse the Immediate Past District Director for registration, lodging, and transportation expenses not paid by World Headquarters.
- F. Districts do not reimburse any other individuals unless approved by the Chief Executive Officer.
- G. Registration includes conference or convention registration and ticketed events and meals that are part of the conference or convention.
- H. Lodging includes hotel accommodations, including applicable taxes; it excludes personal telephone expenses and other incidental expenses.
- I. All expenses listed in this section must be substantiated by receipts.

### **3. General District Leader Expense Provisions**

- A. Reimbursement of travel expenses is based on full participation and attendance.
- B. Allowable travel expenses may include up to round-trip airfare or other public transportation (coach) or mileage up to the current charitable standard mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service (IRS) by the most direct route for the following individuals:
  - United States citizens residing in the United States; or
  - United States citizens residing outside of the United States who file a United States tax return; or
  - Non-United States citizens residing in the United States.

For non-United States citizens residing outside of the United States, reimbursement is governed by local regulations and/or District policy, not to exceed the current IRS standard business rate.

- C. Travel expenses exclude motor vehicle rentals, gasoline, and incidental expenses.
- D. If a District leader's registered domicile is outside the geographic boundaries of the District in which they are serving, reimbursement is based either on the residence at the time of the election or on the farthest geographic of the District, whichever is less.

- E. If a District leader moves out of the geographic boundaries of the District from which that District leader was elected, reimbursement is based either on the residence at the time of election or on the current residence, whichever is less.
- F. Districts do not provide any expense payments to speech contestants attending the International Convention.

## District Fiscal Management

1. District financial management is governed by Article XII, Section 2, of the Bylaws of Toastmasters International and by Article XII, Section (a), of the District Administrative Bylaws, which includes requirements for transfers of funds from Toastmasters International to the District. From the membership dues collected by World Headquarters, the Board of Directors makes funds available for District activities. Funds are also collected from undistricted clubs and placed in a separate reserve account for future **formation of Provisional Districts** ~~Territorial Councils~~.
  - A. These funds include the amounts available in the appropriate District or **Provisional District** ~~Territorial Council~~ reserve account. For each member for whom membership dues are received, 25% is deposited in the appropriate reserve account. This amount shall be referred to as the District Membership Dues Allocation.
  - B. When a **Provisional District** ~~Territorial Council~~ is established, it receives funds equal to 25% of the **Provisional District's** ~~council's~~ estimated dues income for the next year.
2. All District funds, regardless of source, are Toastmasters International funds and are to be used to carry out the Toastmasters International and District missions.
3. Each District shall adopt all accounting, payment, or similar systems put in place, when instructed, by Toastmasters International.
4. Toastmasters International also funds District activities that support the District mission. These include, but are not limited to, training events for District leaders, software systems to support financial management and club building, district support functions, and marketing programs.

To support these activities, each District will contribute five (5) percent of its previous year's District Membership Dues Allocation annually. The amount will be collected from each District's reserve account evenly throughout the year on a monthly basis.

5. The District Director, either the Program Quality Director or Club Growth Director, and District Finance Manager may jointly establish District bank accounts and shall have signatory authority on all accounts established by the District and those established on behalf of the District by Toastmasters International, including any Division, Area, and conference accounts. Alternate signers are permissible only if approved by the Toastmasters International Executive Committee. When District accounts are established by Toastmasters International, Districts will be required to discontinue the use of all other accounts, when instructed by Toastmasters International.
6. Funds in District bank accounts must be available on demand. They ~~may~~ **must** not be placed in any type of investment account (i.e., where the funds are at risk or the account has a maturity date).
7. If authorized by the District and included as part of the District budget, a Division, Area, or conference is allocated funds and has its own budget.

- A. Division, Area, and conference financial activity is subject to the supervision of the District Director and must be included in the quarterly Profit and Loss Statement, mid-year audit, and year-end audit.
  - B. Monthly Division, Area, and conference financial activity reports, showing variances with explanations, must be provided to the District Director, Program Quality Director, and Club Growth Director within 30 days of the end of the month.
  - C. Funds in Division, Area, and conference bank accounts are owned by the District and by Toastmasters International. The administration of Division, Area and conference funds shall follow the same rules as District funds.
8. The Chief Executive Officer withholds District funds as needed and, with the approval of the Executive Committee, assumes financial control of a District.

## Ralph C. Smedley Memorial Fund®

1. Toastmasters International is a 501(c)(3) nonprofit organization, but it does not generally solicit or accept charitable contributions for the general, unrestricted support of the organization. The Ralph C. Smedley Memorial Fund® (“Smedley Fund”), which is a part of Toastmasters International, is the only permanently-established repository for charitable contributions to the organization, and has restricted purposes. Only the Board of Directors has the authority to approve the creation of additional funds for the receipt of charitable contributions for specific purposes.
2. Contributions to the Smedley Fund are restricted to certain educational purposes and may not be used for operating expenses of Toastmasters International or its capital expenditures, nor shall they ever be commingled with the general or other funds of the corporation. Disbursements from the Smedley Fund are made only as determined by a two-thirds vote of the Board of Directors.
3. Toastmasters clubs are permitted and encouraged to contribute to the Smedley Fund.
4. The Smedley Fund is restricted to the advancement of education through the research, development, and distribution of educational programs and materials relating to communication and leadership. These programs and materials are designed to meet the needs of the membership and community in a wide range of cultural, social, and economic situations, and support member clubs experiencing the after-effects of natural disasters, as well as those attempting to establish local youth programs and similar initiatives.
  - A. The Smedley Fund may provide support in the form of waived or reduced dues and program-related fees; the provision or replacement of printed educational materials; or the provision or replacement of club-specific noneducational materials (e.g., club banners, lecterns, etc.).
  - B. The Board of Directors establishes the approved categories of disbursement and the categories of needs to which Smedley Fund monies may be allocated.
  - C. No subsidy application relating to a specific need will be considered more than once per three (3) program years.
  - D. Subsidy applications for items on which the Board of Directors has already issued an organization-wide directive will not be considered.
5. World Headquarters is responsible for recognizing contributors, communicating information about the Smedley Fund, soliciting contributions and providing information about potential tax deductions. Contributors are encouraged to check with their local tax advisor to determine if their contribution is deductible under the laws of the jurisdictions applicable to them.

6. Toastmasters International must ensure that all activities associated with the Toastmasters organization worldwide, including charitable fund raising, be limited to those authorized by the Board of Directors in order to protect the organization's compliance with charitable trust laws and other rules imposed by the State of California, the United States Internal Revenue Service (IRS), and other jurisdictions.

## Investments

### 1. Objectives

- A. The investment objective of Toastmasters International is to address the permanent disposition of the organization's funds, considering the probable income as well as the probable safety of the organization's capital, exercising the authority of the Board of Directors to control the organization's property under Article V, Section 2, of the Bylaws of Toastmasters International, following the standards set forth in Section 5240 of the California Corporations Code.
- B. Toastmasters International's funds, including legally restricted funds, are held by the eCorporation as a fiduciary as a matter of law, moral obligation, and for the purpose of carrying out its mission.
- C. Investments are made to assure resources are compatible with future growth and development of the organization. Accordingly, the investment manager's primary objective is to provide growth of principal and income on assets. This objective is pursued as a long-term goal designed to maximize total investment return without exposure to undue risk. As fluctuating rates of return are characteristic of the securities markets, the manager's greatest concerns are long-term appreciation of assets and consistency of total portfolio returns. Assets must be invested with the care, skill, and diligence that a prudent person acting in this capacity would undertake.
  - I. The primary long-term financial objective is to preserve the real (inflation adjusted) purchasing power of the investments net of annual distributions and expenses. This objective is expected to be achieved over a rolling three- to five-year period on a total return basis.
  - II. Investments are expected to produce a total return exceeding the median of a universe of managers with similar objectives.
  - III. The total return on equity investments is expected to exceed the composite performance of the securities markets by at least 100 basis points, net of investment management fees, over a rolling three- to five-year period. Return on investment in equity portfolios is expected to rank in the top half of peer portfolios. These returns are weighted according to the allocation of assets to each market. Total return is defined as the change in portfolio value for the period, net of fees, adjusted for additions and withdrawals.
  - IV. ~~The following short-term objective is based on the~~ **There is an** understanding that long-term positive correlation exists between risk and expected returns in the securities markets. ~~∴ The following short-term objective is that on P~~ **portfolio risk levels are established to minimize the likelihood of sharp declines in principal asset value (defined as greater than 10% loss in any one [1] year) due to declining securities markets.**

## **2. Asset Allocation**

- A. Asset allocations are established to provide the highest probability of meeting or exceeding return objectives at the lowest possible risk.
- B. The portion of the total portfolio's market value for equities ranges from 20% to 65%; the portion for fixed income securities ranges from 20% to 80%; and the portion for cash and equivalents ranges from zero percent to 20%.
- C. The investment returns, over a three-year moving time period, are measured against a target portfolio consisting of 50% equities, 40% fixed income securities, and 10% cash equivalents.
- D. The comparative returns are calculated by multiplying the percentages of the target portfolios allocated to each market by the corresponding market performance index: for equity, the S&P 500 Index or MSCI World Index as appropriate; for fixed income, Bloomberg Barclays US Aggregate Bond Index; and for cash equivalents, three-month U.S. treasury bills.

## **3. Equities**

- A. All equity investments are of investment-grade quality and marketability.
- B. Investment managers maintain the equity portfolio at a risk level equivalent to the equity market as a whole, with the objective of exceeding its results by at least 100 basis points annually over a rolling three- to five-year period.
- C. Equity holdings are selected from the New York, American, and regional stock exchanges; the NASDAQ markets; and major foreign exchanges. These holdings must represent companies meeting a minimum capitalization requirement of \$100 million USD, with high market liquidity.
- D. The managers are prohibited from investing in private placements, letter stock, and uncovered options, and from engaging in margin transactions and other specialized investment activities.
- E. The managers may write covered options against common stocks held by Toastmasters International.
- F. No assets are invested in securities with speculative characteristics.
- G. No more than five (5) percent of the portfolio market value may be in any individual security and no more than 20% in a particular industry.

## **4. Fixed Income Securities**

- A. Investments in fixed income securities are managed actively to pursue opportunities presented by change in interest rates, credit ratings, and maturity premiums.
- B. Managers select from appropriately liquid preferred stocks, corporate debt securities, obligations of the U.S. Government and its fully-guaranteed agencies, and issues convertible to equities. These investments are subject to the following limitations:
  - I. No issues with more than 30 years to maturity may be purchased.

- II. Investments in securities of a single issuer (with the exception of the U.S. Government and its fully guaranteed agencies) must not exceed five (5) percent of the funds allocated to a particular manager.
- III. Only corporate debt issues that meet or exceed a credit rating of BAA from Standard and Poor's and/or a BBB rating from Moody's may be purchased.
- IV. Preferred stocks must be rated A or better by Moody's and/or Standard and Poor's at the time of purchase.
- V. Managers are prohibited from investing in private placements, from speculating in fixed income or interest rate futures, and from arbitrage or any other specialized investments.

## **5. Cash and Equivalents**

- A. Managers may invest in commercial paper, repurchase agreements, treasury bills, certificates of deposit, and money market funds.
- B. Within the limitations mentioned below, managers have complete discretion to allocate and select short-term cash and equivalent securities within the portfolio:
  - I. All such assets must represent maturities of one (1) year or less at the time of purchase.
  - II. Commercial paper assets must be rated A-1 by Standard and Poor's or P-1 by Moody's.
  - III. Managers may not purchase short-term financial instruments considered to contain speculative characteristics.
  - IV. Managers may not invest more than five (5) percent of the portfolio's market value in the obligations of a single agency.

## **6. Other Assets**

- A. Direct investments in contracts of financial futures, commodities, and currency exchange are prohibited.
- B. Pooled equity real estate investments, Guaranteed Investment Contracts (GICs), hedge funds, market participation notes, and other structured products are purchased with the advance approval of the Chief Executive Officer but may not exceed a combined total of 20% of the portfolio's market value.
- C. All such alternative investments are expected to contribute to a positive rate of return while helping to limit risk.
- D. Investments not specifically addressed by this statement are forbidden without the approval of the Executive Committee.

## **7. Investment Managers**

- A. One (1) or more investment professionals may be selected to manage the organization's assets.

- B. Selection of investment managers is based on the consistency and effectiveness of their investment philosophy and strategy evidenced by past performance; the size of assets managed (a minimum of \$100 million USD in assets under management); the depth of their management experience (principals have a minimum of 10 years experience); and the organizational stability reflected by the firm's track record, industry reputation, longevity, and references of other clients.
- C. Selection of the investment managers is made by the Executive Committee at the recommendation of the Chief Executive Officer.
- D. Managers provide semi-annual account reviews detailing investment performance, strategy, and portfolio market value.
- E. Managers provide information about changes in the managers' investment philosophy, management, ownership, and key personnel in a timely manner.
- F. Managers meet with the Executive Committee annually to discuss investment performance and risk levels; managers' perspective regarding important developments in the economy and the securities markets and the potential effects of these developments on investment strategy, asset allocation, and performance; and changes within the managers' organization affecting investment philosophy, strategy, and performance.
- G. Additional meetings are scheduled if significant concerns arise about performance, strategy, and/or organizational structure.
- H. Managers provide a written statement agreeing to the Toastmasters International Investment Policy. Should managers believe that changes to the investment policy are advisable, it is their responsibility to make recommendations on a timely basis.

## **8. Authority**

- A. The Board of Directors, the Executive Committee, the Chief Executive Officer, and their agents, act according to applicable laws and regulations and determine such broad principles as asset mix, acceptable levels of risk, time horizon, and anticipated rate of return.
- B. There shall be no liquidation, withdrawals, additions to, or other changes in the Toastmasters International Investments without the approval of a two-thirds vote of the Board, except as follows:
  - I. Upon the advice of the firm of investment counselors retained by the Board, the investments portfolio may be changed by the Chief Executive Officer through the purchase or sale of securities authorized by law for the investment of charitable trust funds under the laws of the State of California.
  - II. The Executive Committee may add to the portfolio from operating funds or other available funds as circumstances dictate.
- C. The Chief Executive Officer is authorized to invest operating cash in investments that are considered by investment managers to be low risk or risk-free.

- D. The Chief Executive Officer is authorized to transfer from the Ralph C. Smedley Memorial Fund® to investments those funds which the investment managers consider to have a higher rate of return and to be low-risk or risk-free.
- E. Such investments are limited to money market accounts; certificates of deposit; United States Treasury bills, bonds, or notes; money market mutual funds that do not invest in speculative derivatives; and any other investment instrument recommended by investment counselors that is low-risk and is considered an appropriate investment for a nonprofit organization.

## 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 Assessments <b>begin conducted</b> 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. 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 **may** 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 and Director candidate's competencies will be assessed by leaders whose dues are paid and who served with them in previous Toastmasters roles. The assessment will be administered ~~each~~ **November** by a professional assessment firm.
  - I. All candidates 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(s), International Director, Program Quality Director(s) (PQD), Club Growth Director(s) (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(s), the International Director, DD, CGD(s), 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(s), the International Director, DD, PQD(s), IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was CGD.
- IV. The ~~DDs-District Directors~~, ~~PQDs-Program Quality Directors~~, and ~~CGDs Club Growth Directors~~ who served in the region while the candidate was a Region Advisor.
- V. The current ~~DD-District Director~~, ~~PQD(s)-Program Quality Director~~, and ~~CGD(s)-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 effectively serve as an International Officer or Director.
- 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, candidates may continue to attend any meetings of clubs in which they are a paid member as of September 1 of the election cycle.
- B. Candidates **and the candidates' representatives, at District conferences or at the International Convention**, may:
  - I. **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~~ 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 ~~must~~ may not contain advertisements about candidates and ~~must~~ 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 ~~must~~ 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 must 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 on-site, and/or online, or in a hybrid format at a District (including Area and Division) event by the candidate and/or a candidate's representative** ~~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 Directors candidates may participate in other home District activities without delivering presentations, but ~~must~~ 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 ~~must~~ 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~~ **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 **the 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 **must may** not campaign on their 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** ~~C~~campaign materials, **other than business cards (per the branded business cards description on the Brand Portal), must 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-A~~ candidate or their representative **must not 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 **must 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 **this election cycle the-~~face~~**, and, in the most severe cases, removal from good standing **with Toastmasters International** 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.

## Region Advisors

### 1. Role and Responsibility

- A. The purpose of a Region Advisor (RA) is to provide support, leadership development, skill building, mentoring, and coaching to expand District leaders' capacity to achieve the District mission through frequent communication and approved District visits.
- B. RAs report to the International President through World Headquarters. RAs provide monthly reporting to the International President using a format provided by World Headquarters.
- C. An RA **may-must** not campaign for, be elected to, or be appointed to any District office or role while serving as an RA.
- D. An RA **may-must** not be, or campaign on behalf of, an International Officer or Director candidate while serving as an RA. An RA **may-must** not stand for election at the Annual Business Meeting in the same year in which their RA term ends.
- E. RA participation in social media must be in accordance with the RA Social Media Participation Chart and RA Social Media Best Practices included in the *Region Advisor Handbook*.

### 2. Qualifications

- A. Individuals who apply for or who are appointed to be RAs are paid members who have served 12 months as Immediate Past District Director (IPDD), 12 months as District Director (DD), and who have served 12 months in one (1) of the following two (2) roles: Program Quality Director (PQD) or Club Growth Director (CGD), or a combination thereof.
- B. Individuals who are serving in an elected or appointed District-level (including Area and Division) role **may-must** not apply in the same program year in which they are completing their term.
- C. Individuals for whom an International Officer or Director Letter of Intent is on file at World Headquarters **may-must** not apply for or be selected as an RA.

### 3. Term of Service

- A. The RA term lasts for 15 months: April 1 through June 30 of the following year. RAs must apply for each term and may serve no more than two (2) consecutive terms. There is no limit on nonconsecutive terms.
- B. RA vacancies are filled by the International President, with ratification by the Executive Committee, to complete the remainder of the term. The International President may grant a temporary leave of absence in appropriate circumstances.
- C. An RA may resign in writing to the International President.
- D. An RA may be removed from service at any time, with or without cause, by the Executive Committee.

#### 4. Confidentiality

- A. An RA may receive organizational communication which must be kept confidential unless otherwise instructed. Such items ~~may~~**must** not be copied, shown to, or discussed with anyone except as authorized by the International President or Chief Executive Officer. The same restrictions are applicable when such communication is also sent to Past Region Advisors.

Once a year, the Chief Executive Officer sends a notice to all Past Region Advisors whose dues payments are current, giving them the option to continue receiving organizational communication which they must agree to keep confidential. Only those Past Region Advisors responding in writing that they wish to receive such materials subject to the confidentiality restriction, by signing the Confidentiality Statement, are sent such materials, until the following annual notice is sent to them.

- B. A breach of confidentiality must be immediately reported to the Chief Executive Officer, who reports it to the International President. Violators may be subject to further disciplinary action.

#### 5. Region Advisor Selection Committee

- A. The RA Selection Committee is composed of:

- I. One (1) International Officer, who serves as chair, appointed by the International President.
- II. At least two (2) International Directors appointed by the International President. Each member will serve a two-year term when practicable. For each year, one (1) member will be a first-year International Director and one (1) will be a second-year International Director.
- III. No fewer than eight (8) members representing a combination of past RAs or Past International Directors appointed by the International President-Elect with the approval of the Executive Committee. Potential committee members may either self-identify or be identified by the International President-Elect.

- a. District leader evaluations of each RA's service are used when selecting past RAs to serve on the committee.

- B. RA Selection Committee members are fair and open-minded.

- I. All committee members must complete a confidentiality form and submit it to World Headquarters.
- II. Committee members with a conflict of interest, such as a business or personal relationship with an applicant that creates a reasonable doubt as to the ability of the committee member to be impartial, must declare to the chair as soon as the conflict is identified. They must also abstain from discussion and voting regarding that applicant in context of the Committee. In the event that the chair has a conflict of interest, as specified above, the chair must submit their resignation to the International President as soon as the conflict is identified.

- III. Committee members' responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study applicants' applications, watch applicants' training videos, review assessment results, conduct applicant interviews, consider any additional information available, make informed decisions, suggest or recommend qualified applicants to the chair, and seek ways to improve selection process.

C. Applicant Assessment

- I. Each RA applicant's competencies will be assessed by leaders whose dues are paid and who served with them in previous Toastmasters roles. The assessment will be administered by a professional assessment firm after the application process has closed. The results will be provided to the RA Selection Committee and to each respective applicant. **bBefore receiving the assessment results, A** applicants must, ~~before receiving the assessment results,~~ agree in writing to keep them completely confidential.

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

Breaches of assessment confidentiality by anyone are subject to appropriate disciplinary action.

- II. The RA Selection Committee Chair may discuss applicants and assessment results as appropriate with the Board of Directors, International Leadership Committee Chair, and Chief Executive Officer.
- III. The assessment tool is sent to:
  - a. The International Director, RA, PQD, CGD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the applicant was DD.
  - b. The International Director, RA, DD, CGD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the applicant was PQD.
  - c. The International Director, RA, DD, PQD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the applicant was CGD.
  - d. The DD, PQD, CGD, and District Public Relations Manager of Districts the applicant served as an RA.

- e. The International Officers and Directors who served while the applicant was International Officer and/or Director.
  - f. The International Officers and Directors who served while the applicant served as an RA.
  - g. RAs who served with the applicant while the applicant served as an RA.
  - h. The DD, PQD, and CGD of Districts in which the applicant has been a member during each of the last five (5) years.
  - i. The applicant.
- D. Each year, the Board of Directors appoints RAs after considering applicants recommended by the RA Selection Committee.
- I. The Committee recommends one (1) RA for regions with eight (8) or fewer Districts.
  - II. The Committee recommends two (2) RAs for regions with nine (9) or more Districts. The Committee recommends District assignments to RAs.
  - III. The Committee may recommend the appointment of an additional RA for any region in order to meet region-specific needs and further the interests of Toastmasters International.

## **6. Past Region Advisors Council**

- A. Each program year a Past Region Advisors Council (PRAC) will be established to submit Region Advisor Program recommendations, through World Headquarters, for consideration by the Board of Directors.
- B. The council consists of two (2) council chairs and no fewer than 14 members with equal representation of all Toastmasters International regions.
  - I. Council chairs and council members are paid members who have served as an RA and must conduct themselves in accordance with Policy 3.0: Ethics and Conduct and Protocol 3.0: Ethics and Conduct and maintain confidentiality about the council's work.
  - II. Council chairs are appointed for each program year by the First Vice President, subject to ratification by the Executive Committee.
    - a. Council chairs serve a two-year term.
      - i. Council chair terms are staggered, with one (1) council chair appointed each year.
      - ii. Should a council chair be unable to complete the two-year term for any reason, the vacancy is filled by a Past Region Advisor who meets all council chair requirements. The individual filling the less-than-two-year vacancy is appointed by the First Vice President, subject to ratification by the Executive Committee. At the discretion of the First Vice President, the individual may be

appointed to serve a full two-year term following the less-than-two-year time of service.

- III. Council members are appointed by the council chairs with the approval of the First Vice President, subject to ratification by the Executive Committee.
  - a. Council members serve a one-year term from July 1 to June 30. At the discretion of the First Vice President, a council member may be appointed to serve a succeeding year.
  - b. Should a member of the council be unable to complete their term for any reason, the vacancy is filled by a Past Region Advisor who meets the requirements. The individual filling the vacancy is appointed by the council chairs with the approval of the First Vice President, subject to ratification by the Executive Committee.
- IV. Past Region Advisors who are serving in an elected or appointed District-level (including Area and Division) role or on the Board of Directors ~~may~~**must** not serve as a PRAC member in the same program year.
- V. Past Region Advisors for whom an International Officer and Director Letter of Intent is on file at World Headquarters ~~may~~**must** not serve as a PRAC member.

## Board of Directors

1. The Board as a whole, not as individuals, has the authority to direct and control Toastmasters International, following the provisions of Article V of the Bylaws of Toastmasters International.
2. Each Board Member upholds and follows the Toastmasters International mission in decisions and actions.
3. The Board is accountable to the voting membership.
4. Board Members have no right or authority to act on their own behalf in the name of the organization unless granted specific authority by the Board.
5. The Board of Directors makes decisions reserved exclusively to it and assumes the legal responsibility for its actions.
6. The Board is responsible for upholding the mission of Toastmasters International; developing organizational strategy; creating organizational Policies; appointing the Chief Executive Officer; approving and overseeing budget and financial matters; serving as ambassadors of Toastmasters International; incorporating member needs into organizational decisions; recommending improvements in programs and activities; ensuring the implementation of organizational Policy; and handling significant member disciplinary matters.
7. Once the Board makes a decision, each Board Member, regardless of personal point of view, is obligated to support the decision in all ~~contacts~~ **communications** outside the Board.
8. The Board typically meets ~~in-person~~ **on-site or in a hybrid format** three (3) times a year, and convenes **online** throughout the year as necessary.
9. Each Board member accepts and upholds their duties as stated in the Board of Directors Acknowledgement of Responsibilities document.

## Board of Directors Committees

### 1. Executive Committee

- A. The **composition of 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 eCorporation 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 ACPD meeting, any action taken must thereafter be approved by a majority vote of all ACPD members for it to take effect. Approval shall occur by mail, email or other electronic means or by voice vote at the next ACPD 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 ACPD 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 ACPD 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 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.

## International President

1. The role of the International President is defined in Article VI, Section 4, of the Bylaws of Toastmasters International.
2. The International President is the chief elected officer of the eCorporation. The International President is elected only in cases described in Bylaws of Toastmasters International, Article III, Section 11(a).
3. The International President is accountable to the Board for the proper performance of duties.
4. The International President is authorized to direct and coordinate the activities of the Board committee chairs except as limited by the Bylaws or orders of the Board.
5. The International President is authorized to lead the Executive Committee and the Chief Executive Officer in the performance of their duties and allocate such duties as needed.
6. The International President is authorized to work closely with the Chief Executive Officer in the accomplishment of strategic objectives.
7. The International President is authorized to represent Toastmasters International and the Board as official spokesperson in corporate and community relations.
8. The International President is authorized to make expenditures to enhance public relations without further approval by the Board, within the limits of amounts budgeted for that purpose. The International President shall present a report to the Board of these expenditures at its following meeting.
9. In the occurrence of any circumstance or event, other than resignation or death, which limits full service or affects expense allowance entitlements of any member of the Board, the International President may, after investigation, recommend to the Executive Committee any advisable action.
10. The International President may only sign contracts, agreements, or other documents on behalf of the eCorporation, at the request of the Chief Executive Officer and as authorized by the Board.

## Secretary and Treasurer

1. The Secretary and Treasurer roles are defined in Article VI, Sections 7 and 8, of the Bylaws of Toastmasters International.
2. Secretary
  - A. The Secretary supervises the maintenance of a complete record and minutes of the proceedings of the Board of Directors and its committees; supervises giving notices as are proper or necessary; and issues the minutes of the Board meetings and the Executive Committee meetings prepared under the supervision of the Chief Executive Officer, and subject to review by the International President-Elect and the Board of Directors prior to circulation.
  - B. The Secretary provides the Board, at the meeting before the International Convention, minutes and supporting background documents for items that have previously been classified Restricted or Highly Confidential for the Board to determine if the classification for each item should be modified.
3. Treasurer
  - A. The Treasurer supervises the charge and custody of all funds of the eCorporation; deposits funds in the manner prescribed by the Board; and maintains adequate and correct accounts of the eCorporation's properties and business transactions, and renders reports and accountings as required.

## Legal Counsel

1. The eCorporation retains legal counsel to represent Toastmasters International as needed, including an attorney or law firm to serve as general counsel in one (1) or more fields of practice.
2. The Executive Committee selects general counsel on the recommendation of the Chief Executive Officer.
3. Only the International President and Chief Executive Officer refer matters to legal counsel.
4. Other legal counsel, in areas such as patent, trademark, litigation, and employment, may be engaged on behalf of the eCorporation by the Chief Executive Officer.
5. Legal counsel is engaged on financial terms determined by agreement between the Chief Executive Officer and, if the matter involves the Chief Executive Officer, the International President.

## Board of Directors Conflict of Interest

### 1. Purpose

- A. The purpose of this Policy is to protect Toastmasters International's interests when it is contemplating entering a transaction that might benefit the private interests of a Board Member, a corporate officer, the senior management or senior financial official, a key employee (defined in the Acknowledgment and Financial Interest Disclosure Statement), a person with substantial influence over Toastmasters International, or another interested person.
- B. The Board oversees an annual review of the administration of this ~~conflict of interest~~ Policy.
  - I. The review may be written or verbal.
  - II. The reviewers consider the level of compliance with the Policy, the continuing suitability, and whether the Policy should be modified, improved and updated.

### 2. Definitions

- A. "Insider" refers to a person with substantial influence over Toastmasters International.
  - I. Each member of the Board or other governing body is an insider.
  - II. The President, Chief Executive Officer, Chief Operating Officer, Treasurer and Chief Financial Officer, or any person with the responsibilities of any of these positions (whether or not the person is an officer of Toastmasters International under the Bylaws and the California Corporations Code) are insiders.
  - III. Any other person whom the Board, based on the facts and circumstances, determines to have substantial influence over Toastmasters International is an insider. Such persons include the founder, a substantial contributor, a person with managerial authority, or a person with control over a significant portion of Toastmasters International's budget (such as a key employee).
  - IV. Any person who met any of the above definitions at any time during the five (5) years before the proposed transaction is an insider.
- B. "Interested person" refers to insiders and the following:
  - I. Spouses (including their siblings), ancestors, children, grandchildren, great-grandchildren, siblings, and the spouses of their children, grandchildren, great-grandchildren, and siblings of any insider.
  - II. Any entity in which any combination of insiders owns more than 35% of the combined voting power, if the entity is a corporation; profits interest, if a partnership or limited liability company of any type; or beneficial interest, if a trust or estate.

- C. “Interest” refers only to those financial commitments, investments, obligations, economic benefits, or other relationships between an interested person and Toastmasters International that are subject to Internal Revenue Code Section 4958, California Corporations Code Sections 5233 through 5236, or any other applicable federal, state, or local law or regulation governing conflicts of interest or fiduciary duties that require any action by Toastmasters International.
- D. “Person” refers to any individual or entity, including a trust, estate, partnership, limited liability company of any type, association, company, or corporation.
- E. “Transaction” refers to any transaction, agreement, or arrangement between an interested person and Toastmasters International, or between Toastmasters International and any third party where an interested person has an interest in the transaction or any party to it.

Transactions specifically identified as presenting no conflict of interest by applicable law, or by a Toastmasters International Policy or Protocol, to govern certain similar transactions and impartially administered, are excluded from the term transaction for purposes of this Policy.

Toastmasters International does not engage in any transaction prohibited by law.

### **3. Process**

- A. Each interested person discloses to the Board or Executive Committee or other Board committee empowered to approve a specific transaction or type of transaction, in either case, (“Committee”), all material facts regarding such person’s interest (including relevant affiliations) in the transaction.
  - I. The interested person makes that disclosure promptly upon learning of the proposed transaction.
  - II. Insiders make disclosures on behalf of interested persons related to them unless the related interested person does so.
  - III. Committee powers and procedures depend on state corporate law and the authority properly delegated to the Committee by the Board.
- B. With regard to an interested person, the Board or Committee determines if a conflict of interest exists. The insider and any other interested person involved with the transaction is not present during the Board or Committee’s discussion or determination of whether a conflict of interest exists, except as provided below.
- C. The Board or Committee follows the process below to decide what measures are needed to protect Toastmasters International’s interests in light of the nature and seriousness of the conflict; to decide whether to enter the transaction; and, if so, to ensure that the terms of the transaction are appropriate.
- D. An insider who is a voting member of the Board does not vote on any transaction in which that insider has an interest, and the remaining Board or Committee members decide the matter.

- E. The Board or Committee asks questions of and receives presentations from the insiders and any other interested person, but deliberates and votes on the transaction in their absence.
- F. The Board or Committee ascertains that all material facts regarding the transaction and the interested person's conflict of interest have been disclosed to the Board or Committee and compiles appropriate data to ascertain whether the proposed transaction is fair and reasonable to Toastmasters International.
- G. After exercising due diligence, which may include investigating alternatives that present no conflict, the Board or Committee determines whether the transaction is in Toastmasters International's best interest, for its own benefit, and whether it is fair and reasonable; a majority of disinterested Board Members or Committee may approve the transaction.
- H. Decisions regarding a voting member of the Board with a material financial interest in a transaction may be made initially by a Committee in a case where it is not reasonably practicable to obtain advance Board approval, but must be ratified by the Board at the following meeting.
- I. If the transaction does not involve a voting member with a material financial interest, the transaction may be approved by the Board or Committee by majority vote of those present at a meeting for which quorum requirements have been met.
- J. The minutes of any meeting of the Board and any Committee contain the name of each interested person who disclosed or was otherwise determined to have an interest in a transaction; the nature of the interest and whether it was determined to constitute a conflict of interest; any alternative transactions considered; the Board Members or Committee who were present during the debate on the transaction, those who voted on it, and to what extent interested persons were excluded from the deliberations; any comparability data or other information obtained and relied upon by the Board or Committee and how the information was obtained; and the result of the vote, including, if applicable, the terms of the transaction that were approved and the date they were approved.
- K. Each Board Member, corporate officer, senior management official, senior financial official, and key employee and others that Toastmasters International identifies annually signs a statement that affirms that the person has received, read, understands, and agrees to comply with this conflict of interest policy and that discloses the person's financial interests and family relationships that could give rise to a conflict of interest.
- L. All such statements by Board Members are filed with the minutes of the meetings of the Board or Committee; statements by others are retained in their personnel files.
- M. If the Board has reasonable cause to believe that an insider has failed to disclose actual or possible conflicts of interest, including those arising from a transaction with a related interested person, it shall inform such insider of the basis for this belief and afford the insider an opportunity to explain the alleged failure to disclose. If, after hearing the insider's response and making further investigation as warranted by the circumstances, the Board or Committee determines that the insider has failed to disclose an actual or possible conflict

of interest, the Board or Committee takes appropriate disciplinary and corrective action.

- N. In situations in which a transaction involving a conflict of interest is discovered after it has already occurred or begun, the Board or Committee conducts a review as described above and determines whether disciplinary or corrective action is possible or warranted. In appropriate cases, the Board or Committee may determine that ratification of the transaction is in Toastmasters International's best interest, for its own benefit, and is fair and reasonable.

## Club and Membership Eligibility

### 1. Club Reinstatement

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

### 2. Members with Disabilities

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

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

### ~~3.~~ **Online Attendance at Club Meetings**

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

### **5-3. Designating How Club Meetings Are Conducted**

- A. At the time of charter, a club must designate whether it will conduct meetings **on-site-in-person**, online, or **in a hybrid format**.**
  - I. An on-site meeting is defined as a meeting where all attendees participate in one (1) physical location.**
  - II. An online meeting is defined as a meeting where attendees participate via an electronic conferencing platform.**
  - III. A hybrid meeting is defined as a meeting where provision is made for attendees to participate concurrently on-site and online.**

- B. Modifications to the designation require a majority vote of the active individual membership, and must be specified in the Addendum of Standard Club Options.**

#### **4. Online Clubs Meetings**

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

#### **3-5. Online Attendance at Club Meetings**

- A. Online attendance is defined as **including** any member participating and interacting in a club meeting through the use of live audio and videoconferencing ~~tools-utilizing-an-online~~ platforms.
  - I. Participants are not **typically** in the same physical location as the rest of the club members attending the ~~in-person~~ meeting **on-site**.
  - II. Participants must be able to communicate **concurrently** with all other members in attendance at the ~~in-person~~ meeting.
  - III. **Online participants in club meetings must provide their own technology at their own expense if there is a fee for use.**
  - ~~III-IV. Online participation in a club meeting does not include v~~Voice-only teleconferencing, recorded video, or recorded audio **are not acceptable forms of attendance.**

#### **5. ~~Designating how Club Meetings are Conducted~~**

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

#### **6. Guest Participation at Club Meetings**

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

- II. Clubs may choose to restrict the attendance of guests who detract from the positive meeting environment.
- III. Clubs may choose to restrict the attendance of guests who are under 18 years of age.

## Club Constitution: Modifications to Comply with Local law

### 1. Authority

The Club Constitution for Clubs of Toastmasters International, Article XI, Section 3, governs local jurisdictional law matters related to clubs.

### 2. Jurisdictional Modifications

The following are jurisdictions in which certain modifications to the Club Constitution are justified in order for clubs located within such jurisdictions to function legally. By virtue of this Protocol, the portions of the Club Constitution applicable to such clubs are hereby modified as stated below. No action by the clubs affected is necessary; the modification applies automatically and universally to all those clubs within the listed jurisdiction.

- A. Australia: Article XI, Section 2, is modified to read: “In the event of dissolution of this club, distribution of any funds, after payment of any indebtedness, shall be made by contribution to another Toastmasters club located in and subject to the laws of Australia.”
- B. Malaysia: Article XI, Section 3, insert a new paragraph that reads: “All Toastmasters clubs in Malaysia must register as a society with the Registry of Societies.”
- C. Singapore: Article XI, Section 3, insert a new paragraph that reads: “All Toastmasters clubs in Singapore, which are not operating under the umbrella of an existing society or corporation, must register with the Registrar of Societies.”
- D. United States: Article XI, Section 3, insert a new paragraph that reads: “All Toastmasters clubs in the United States must register with the Internal Revenue Service under Toastmasters International’s nonprofit group exemption.”
  - I. California: Article XI, Section 3, insert a new paragraph that reads: “All Toastmasters clubs in California must register with the Secretary of State.”

## 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) 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.

#### 4-2. 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 **on-site**, online, **or in a hybrid format**~~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.

## Ethics and Conduct

### 1. Violation Reporting

- A. If an ethics or conduct violation arises, it is to be handled initially at the closest practical level to the incident.
- B. If the resolution of a violation is not satisfactory, the matter may be safely reported to the next level. Club-level matters not resolved at the club level are reported to World Headquarters.
- C. If the matter is not reported, the next level is not to be held responsible for the situation.
- D. The person receiving the report shall conduct a confidential investigation and shall initiate appropriate action to resolve the matter.
- E. Regardless of the level at which an incident occurs, if any person involved in the matter believes it was not resolved in accordance with the governing documents of Toastmasters International, or if the process is not feasible, such person may promptly report the situation to the Chief Executive Officer or to the International President if the Chief Executive Officer is charged with a violation.
- F. Any claim, threat of lawsuit, or lawsuit involving an ethics violation occurring outside the club level must be reported promptly to the Chief Executive Officer.
- G. In jurisdictions where laws are stricter than the Toastmasters International governing documents, members and clubs are required to observe the stricter standards.
- H. Suspected violations of criminal law, such as embezzlement, theft, assault, or trespass should be reported to the appropriate law enforcement authorities in the jurisdiction. Any such violation occurring outside the club level must be reported to World Headquarters.
- I. The *Policy Violations Quick Reference Guide* applies to all violations at the club, District, and international level. Modifications to the guide shall only be made through the administrative protocol review process. Exceptions are not permitted.

### 2. Club Procedure to Discipline a Member

- A. Disciplinary actions conducted by a club relating to an individual member are addressed in Article II, Section 6, of the Club Constitution. Each club is responsible for handling its own disciplinary matters following Toastmasters Policy and Protocol. District leaders have no club-level authority and shall not be involved in club-level disciplinary matters. World Headquarters, at the request of club officers, provides counsel and direction in matters of process.
- B. The process set forth below in C through K applies if a club considers disciplining an individual member. This includes, but is not limited to, situations in which the International President requests that the club initiate proceedings against a particular member.

- C. An individual member who wishes to express concern about any ethics and conduct or other violations involving a member of the Club Executive Committee or club may submit a complaint containing reasonably credible information to the Club President, who becomes the investigative officer. If the Club President is the charged member, has a conflict of interest, or is exhibiting undue bias, the next highest-ranking club officer replaces the Club President throughout the remainder of the proceedings. A conflict of interest occurs when the Club President has a business or personal relationship with the charged member. In such cases, the Club President must not participate in the investigation.
- D. If the investigative officer believes the member complaint to be reasonably credible, a confidential investigation must be completed within a reasonable time. The investigative officer discusses the findings from the investigation with the complaining member and the charged member (separately or together) in an effort to reach a mutually agreeable resolution. If a resolution is reached, the matter is closed.
- E. If a resolution is not reached, the investigative officer refers the matter to the Club Executive Committee. The Club Executive Committee determines, by a majority vote, whether:
  - I. Sufficient evidence of alleged violations exists
  - II. A disciplinary hearing takes place.
  - III. The disciplinary hearing is conducted by the Club Executive Committee or the club members.
- F. The following disciplinary actions are available to the club:
  - I. Request a public apology
  - II. Letter of censure
  - III. Suspension of up to 90 days
  - IV. Decline to renew membership
  - V. Terminate membership in the club
  - VI. Refer the matter to World Headquarters for further investigation
- G. A Notice of Hearing is required to conduct a disciplinary hearing. The Notice of Hearing shall include the following:
  - I. Location, date and time of the hearing
  - II. A list of the charges
  - III. The specific Policy or Protocol referring to the charges
  - IV. The potential disciplinary actions available to the club, as listed above

- H. This is the disciplinary hearing procedure when conducted by the Club Executive Committee.
  - I. The Club Executive Committee creates the Notice of Hearing and provides it to the charged member.
  - II. After receiving the Notice of Hearing, the charged member has 15 days to respond to the charges, either orally or in writing.
  - III. The Club Executive Committee distributes copies of the Notice of Hearing and any response from the charged member to all members of the Club Executive Committee no fewer than seven (7) days prior to the disciplinary hearing.
  - IV. After the 15-day response time, the Club Executive Committee holds the disciplinary hearing.
    - a. The chair of the disciplinary hearing shall be the Immediate Past Club President unless unable to do so, in which case the highest-ranking club officer who is present will serve as chair. The investigative officer may not chair the hearing.
    - b. The Club Executive Committee must have a quorum present (majority).
    - c. At the disciplinary hearing, the investigative officer will present the list of charges to the Club Executive Committee.
    - d. If the charged member requests, the charged member is given an opportunity to appear before the committee to address the charges.
    - e. Club Executive Committee members may ask clarifying questions of the investigative officer and charged member.
    - f. The charged member is excused for discussion and voting.
    - g. The Club Executive Committee, by majority vote, determines if the charges are substantiated.
    - h. If the charges are substantiated, the Club Executive Committee, by majority vote, determines the appropriate disciplinary action(s) to be taken.
    - i. In order to terminate membership, two-thirds of the Club Executive Committee present and voting must vote in favor of termination.
  - V. The charged member and club members are notified of the action taken.
  - VI. The charged member may appeal the Club Executive Committee's decision to the club within 15 days of the date of notice. Below is the procedure to hold an appeal hearing:
    - a. The Club Executive Committee sends notice of a special business meeting to all club members to conduct the appeal hearing, along

with a copy of the original Notice of Hearing, no fewer than seven (7) days prior to the appeal hearing.

- b. The chair of the appeal hearing shall be the Immediate Past President unless unable to do so, in which case the highest-ranking club officer who is present will serve as chair. The investigative officer may not chair the hearing.
  - c. The club must have a quorum present (majority).
  - d. At the appeal hearing, the investigative officer will present the list of charges to the club members.
  - e. If the charged member requests, the charged member will be given the opportunity to address the charges.
  - f. Members of the club may ask clarifying questions of the investigative officer and the charged member.
  - g. The charged member is excused for discussion and voting.
  - h. A majority of members present and voting is required to overturn the Club Executive Committee's decision.
- I. Below is the disciplinary hearing procedure when conducted by the club members.
- I. The Club Executive Committee creates the Notice of Hearing and provides it to the charged member.
  - II. After receiving the Notice of Hearing, the charged member has 15 days to respond to the charges, either orally or in writing.
  - III. The Club Executive Committee distributes copies of the Notice of Hearing, and any response from the charged member, to all members of the club no fewer than seven (7) days prior to the disciplinary hearing.
  - IV. After the 15-day response time, the club members hold a disciplinary hearing.
    - a. The chair of the disciplinary hearing shall be the Immediate Past Club President unless unable to do so, in which case the highest-ranking club officer who is present will serve as chair. The investigative officer may not chair the hearing.
    - b. The club must have a quorum present (majority).
    - c. At the disciplinary hearing, the investigative officer will present the list of charges to the club members.
    - d. If the charged member requests, the charged member is given an opportunity to appear before the club to address the charges.

- e. Members of the club may ask clarifying questions of the investigative officer and the charged member.
  - f. The charged member is excused for discussion and voting.
  - g. The club members, by majority vote, determine if the charges are substantiated.
  - h. If the charges are substantiated, the club members, by majority vote, determine the appropriate disciplinary action(s) to be taken.
  - i. In order to terminate membership in the club, two-thirds of the club members present and voting must vote in favor of termination.
- V. The charged member and club members are notified of the action taken.
- VI. There is no appeal of a decision made by the club members.
- J. When an individual is removed from membership in a club, the Club President must notify World Headquarters within seven (7) days. If the Club President is the member removed, the next highest-ranking officer is responsible for notifying World Headquarters.
- K. If a member's appeal of a terminated club membership is successful, the Club President must notify World Headquarters within seven (7) days.

### 3. District Procedure to Discipline a Member

- A. Resignation or removal of a District officer is addressed in Article VII, Section(g), of the District Administrative Bylaws.
- B. An individual member who wishes to express concern about any ethics and conduct or other violation involving a member of the District Executive Committee, other appointed District leader, or an individual Toastmasters member participating in District activities, may submit a complaint to the District Director. If the District Director is the charged member, **has a conflict of interest, or is exhibiting undue bias**, the next highest-ranking District officer replaces the District Director throughout the remainder of the proceedings.
- C. The District Director completes a confidential investigation within seven (7) days. The District Director discusses the findings from the investigation with the complaining member (complainant) and the charged member (separately or together) in an effort to reach a mutually agreeable resolution. If a resolution is reached, the matter is closed.
- D. If a resolution is not reached, the District Director or the next highest-ranking District officer replacing the District Director appoints a District Disciplinary Committee and informs World Headquarters. World Headquarters provides counsel and direction in matters of process.
- E. The District Disciplinary Committee has five (5) members: the Immediate Past District Director (chair), a Past District Director (co-chair), and three (3) DEC members, selected for their impartiality. If the Immediate Past District Director (IPDD) is involved in the complaint, a Past District Director chairs the committee and the IPDD is excused. Where there is no IPDD or insufficient

PDDs, the District Director may invite other past District leaders to serve on the committee.

- F. The committee receives copies of the original complaint, the charged member's response and the results of the District Director's confidential investigation and carries out further investigations at its discretion.
- G. If the committee determines that sufficient evidence of alleged violations exists, charges are developed, and the member is notified that a hearing will take place. The hearing may be in person or by teleconference. All discussion and materials are subject to confidentiality.
- H. A Notice of Hearing is required to conduct a disciplinary hearing. The Notice of Hearing shall include the following:
  - I. Date, time and location, including in-person address or teleconference information
  - II. A list of the charges
  - III. The specific Policy or Protocol referring to the charges
- I. The charged member's club shall have the opportunity to participate as follows:
  - I. The charged member's club shall be entitled to the same written notice as the charged member, including any modified notice.
  - II. The charged member's club may choose to appear at the hearing or make a statement as a witness to the committee at its own cost only to present testimony within the limits stated below.
- J. After receiving the Notice of Hearing, the charged member has 15 days to respond to the charges, either orally or in writing.
- K. After the 15-day response time, the committee holds the disciplinary hearing.
- L. The complainant and the charged member have the opportunity to participate in the hearing. The committee determines the time limit for discussions, as well as the amount of and the manner in which evidence is received, whether in person or in writing.
- M. The charged member provides any written, physical, or other evidence (other than oral testimony) to the committee no later than 48 hours prior to the hearing.
- N. The hearing is a closed hearing. The only people permitted in attendance are the District Disciplinary Committee members, the complainant, the charged member, and witnesses. Witnesses may be suggested by the complainant, the charged member and the committee. If witnesses are in attendance, they speak only to the charges and evidence presented.
- O. At the hearing, the co-chairs:
  - I. Confirm that a quorum is present.

- II. Indicate the hearing is not a court of law, and that the disciplinary process is being followed as outlined in Toastmasters' governing documents.
- III. Advise participants that recording of the hearing is prohibited.
- IV. State that all discussion is limited to the charges and evidence presented.
- V. Present findings from the investigation. The findings may contain sensitive and confidential information. The committee may keep the source of information confidential.
- VI. Provide the charged member with a predetermined amount of time to speak and respond to the charges.
- VII. Provide any witnesses who are speaking a predetermined amount of time to speak.
- VIII. Excuse all parties present except the committee to discuss the charges, evidence and response of the charged member.
  - a. The committee discusses, and determines, by majority vote, whether the charges were substantiated.
  - b. If the charges are substantiated, the committee discusses disciplinary action and determines, by majority vote, the proposed disciplinary action.
- IX. Disciplinary actions may include one (1) or more of the following:
  - a. Private written censure of the member by the District Executive Committee
  - b. Public written censure of the member by the District Executive Committee
  - c. Suspension from participation in District activities – not to exceed 18 months
  - d. Suspension or removal from District office
  - e. Suspension from eligibility to be elected or appointed to District office – not to exceed 18 months
  - f. Request that the Board of Directors conduct a disciplinary hearing to consider removing the individual from good standing with Toastmasters International.
- X. The committee makes a motion setting out the proposed disciplinary action to the District Executive Committee. The District Executive Committee may ask clarifying questions, and proceed to vote on the proposed disciplinary action. Voting may take place in person or in an

online meeting, following the voting procedures outlined in Protocol 7.1: District Events.

- XI. Removal from office requires a two-thirds vote of the entire District Executive Committee. Other disciplinary action must be approved by a majority vote of those present and voting.
- P. The charged member and World Headquarters are notified in writing within 24 hours of any disciplinary action.
- Q. The disciplinary process and the outcome must be kept confidential, except in the following circumstances. The District Director or next highest-ranking District officer replacing the District Director communicates the information, after consultation with World Headquarters.
  - I. If the charged member or the complainant has made the matter public
  - II. If club officers or District leaders should be notified in order to minimize potential harm to other members
  - III. In other appropriate situations, when the best interest of Toastmasters International may require discreet communications to others
- R. If the District Executive Committee approves disciplinary action, the charged member may appeal to the Board of Directors within 15 days.
- S. The Board of Directors may, on its own initiative, review the District Executive Committee's decision and reach a different conclusion in the best interests of Toastmasters International, its Member Clubs and individual members.

#### **4. Procedure to Discipline Accredited Speakers and World Champions of Public Speaking**

- A. An individual member who wishes to express concern about any ethics and conduct or other violation involving an Accredited Speaker or World Champion of Public Speaking, may submit a written complaint containing reasonably credible information to World Headquarters. If the complaint is deemed to be reasonably credible, a disciplinary review following the steps in this ~~p~~**P**Protocol may be conducted.
- B. Violations include, but are not limited to, harassment; discrimination; illegal, dishonest, or unethical behavior described in the Policy 3.0: Ethics and Conduct; failure to uphold Toastmasters International's Bylaws, Policies, or Protocols.
- C. Disciplinary actions may include, but are not limited to:
  - A warning or reprimand
  - A requirement to acknowledge the infraction or violation
  - A requirement to correct the infraction
  - A commitment to non-recurrence
  - An apology to affected parties
  - Provision of financial restitution to persons affected or to the organization for costs of the disciplinary process
  - Suspension of title for a specific time or permanently

- Removal from good standing with Toastmasters International for a specific time or permanently
- D. Disciplinary review and action are based on the severity of the potential violation:
- I. A level-one violation is a minor infraction (for example: inappropriate or disrespectful behavior with individual Toastmasters members or staff. Inappropriate or disrespectful behavior at Toastmasters events.)
    - a. The International President reviews the information, conducts an investigation and consults with the Executive Committee and others as needed, and engages in disciplinary communication (orally and/or in writing) to the Accredited Speaker or World Champion of Public Speaking.
    - b. If correctable, the individual acknowledges the infraction and corrects it.
    - c. If not correctable, the individual acknowledges the infraction and commits in writing to non-recurrence.
    - d. The International President informs the Board of Directors.
  - II. A level-two violation is a severe violation (for example: excessive, inappropriate, or disrespectful behavior at a Toastmasters event, or relating to World Headquarters; consistently missing or being unprepared for Toastmasters-related speaking engagements; promoting the violation of Toastmasters Bylaws, Policies, or Protocol; deliberately misusing the Accredited Speaker or World Champion of Public Speaking title, embarrassing the organization, tarnishing the reputation of the program).
    - a. The International President reviews the information, conducts an investigation and consults with the Board of Directors and others as needed.
    - b. The Board of Directors determines the appropriate disciplinary measure, up to and including a hearing to consider revocation of the Accredited Speaker or World Champion of Public Speaking.
    - c. The Board may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
    - d. If the Board decides to proceed with the Disciplinary Committee's recommendation, appropriate procedures are followed.
    - e. There is no appeal of the Board's decision.

## **5. Procedure to Discipline Region Advisors**

- A. All Region Advisors' actions and communications are to be ethical and consistent with Toastmasters International's Bylaws, Policies, Protocols, mission, vision, and core values.

- B. Region Advisors 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.
- C. Violations include, but are not limited to, a breach of confidentiality; harassment; discrimination; illegal, dishonest, or unethical behavior; failure to uphold Toastmasters International's Bylaws, Policies, or Protocols; and undermining a decision of the Board.
- D. 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 International President; removal from the role of Region Advisor; and removal from good standing.
- E. Disciplinary action for a violation is based on the severity of the offense:
  - I. A level-one violation is a minor infraction (for example: inappropriate or disrespectful behavior at a meeting, or relating to the World Headquarters staff; consistently missing or being unprepared)
    - a. The International President investigates a level-one violation and consults with the Chief Executive Officer.
    - b. The International President engages in disciplinary communication (oral and/or written) to the Region Advisor.
    - c. If correctable, the Region Advisor acknowledges the infraction and corrects it.
    - d. If not correctable, the Region Advisor acknowledges the infraction and commits to non-recurrence.
    - e. The International President advises the Executive Committee of the situation.
    - f. The Region Advisor may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the disciplinary communication.
  - II. 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)
    - a. The International President investigates a level-two violation and consults with the Chief Executive Officer.
    - b. The International President and Chief Executive Officer consult with the Executive Committee.
    - c. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures; the Executive Committee reports that matter to the Board.

- d. The Executive Committee may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
  - e. The International President engages in a disciplinary communication (oral and written) to the Region Advisor.
  - f. The Region Advisor commits to non-recurrence.
  - g. The Region Advisor may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the written disciplinary communication.
- III. A level-three violation is a severe violation (for example: excessive inappropriate or disrespectful behavior at a meeting, or relating to the World Headquarters staff; promoting the violation of Toastmasters Bylaws, Policy, or Protocol)
- a. The International President investigates a level-three violation and consults with the Chief Executive Officer.
  - b. The International President and Chief Executive Officer consult with the Executive Committee.
  - c. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures, up to and including a hearing to consider removal of the Region Advisor's good standing with Toastmasters International.
  - d. The Executive Committee may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
  - e. If the Executive Committee recommends a hearing to consider removal of the Region Advisor's good standing, the International President presents the situation and the Executive Committee's recommendation to the Board.
  - f. If the Board decides to proceed with a hearing to consider removal of the Region Advisor's good standing, appropriate procedures are followed.
  - g. If the Board decides not to proceed with a hearing to consider removal of the Region Advisor's good standing, the International President engages in disciplinary communication (oral and written) to the Region Advisor, including appropriate disciplinary measures, as decided by the Board.
  - h. There is no appeal against the Board's decision.

## **6. Recognition Program Violations**

- A. The Chief Executive Officer is authorized to delay, deny, or withdraw the granting of any recognition award, or the acceptance at World Headquarters of any documentation in support of any such award, if it appears that there were

misrepresentations by or on behalf of the individual, club, Area, Division, or District seeking the award.

- I. The final decision to deny or withdraw an award is the responsibility of and must be confirmed by the International President.
  - II. There is no right of appeal beyond the International President.
- B. If there are misrepresentations in the submission of a club's renewals, charter fees, or membership applications, that club shall be suspended from all performance results for the remainder of the program year.
- I. The District Director, Program Quality Director, and Club Growth Director shall be immediately notified of the action and provided the reasons for suspension.
  - II. If all three (3) officers, or a majority of the officers and the Immediate Past District Director, or a majority of the District Executive Committee, certify in writing that, in their judgment, there was no misrepresentation, then the club can be reinstated to the performance results.
  - III. Clubs suspended from a District's year-end performance results must be reinstated before July 15 in order to receive credit for recognition as a Distinguished Club, Distinguished Area, Distinguished Division, and Distinguished District.
- C. Districts shall not create, administer, or promote any recognition programs which compete with official Toastmasters International recognition programs.

## Toastmasters International Activities with Other Organizations

1. In addition to Toastmasters Member Clubs and Gavel Clubs, the following entities are authorized to conduct the following programs:

Program	Clubs	Areas	Divisions	Districts
Speechcraft	X			
Youth Leadership	X			
<i>Success Leadership and Success Communication</i>	X			
Speakers Bureaus	X	X	X	X

2. Unauthorized activities include, but are not limited to, fundraising in cooperation with other organizations; establishing or promoting scholarships and foundations; sponsoring or endorsing a non-Toastmasters speaking contest without permission from the Chief Executive Officer; and adapting, reprinting, or paraphrasing Toastmasters International's copyrighted materials.
3. Clubs, **Areas, Divisions**, and Districts ~~(including Areas and Divisions)~~ may contact organizations at the local level for the purpose of starting a new club or conducting one of the activities listed in the table above. All non-local contact with other organizations is made by the International President, the Chief Executive Officer, or individuals to whom authorization is delegated.

## 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~~**shall** not be segregated into Areas.
  - IV. Areas may be segregated by language, subject to the approval of the District Council.
  - V. Districts assign clubs to Areas based upon:
    - a. Geographic proximity to other clubs
    - b. The ability of an Area Director to effectively provide service, without requiring the clubs to change how meetings are conducted to accommodate an Area Director visit
    - c. Club size and strength (e.g., paid, active, disbanding)
    - d. Prospective clubs and expected growth

e. The likelihood of eligibility for Distinguished programs (e.g., club base of the Area or Division)

E. A Division must have a minimum of three (3) Areas.

## ~~2. Territorial Councils~~

~~A. The Board may create non-district administrative units called Territorial Councils in any undistricted territories for the purpose of forming new Districts.~~

~~B. The criteria for the creation of a Territorial Council is the evidence of potential growth of clubs and members in a specific geographical area within five (5) years and the evidence of potential of at least 20 clubs therein for eventual District status.~~

~~C. Once granted Territorial Council status by the Board, a Territorial Council is entitled to:~~

~~I. Administrative support from World Headquarters~~

~~II. A District number, which is the next sequential District number available, and assignment to a region~~

~~III. Participate in the Distinguished District Program~~

~~IV. A District reserve account and applicable membership dues income~~

~~V. Travel reimbursement to official District leader training provided by World Headquarters~~

~~D. As stated in Article I: Authority and Title, of the District Administrative Bylaws, all policies and protocols governing Districts shall apply to Territorial Councils, unless otherwise directed by the Board in the best interests of the council. The clubs within a Territorial Council organize an operating structure, electing such officers, similar to Districts, to coordinate and guide club growth and support programs. Elected officers of the council may be re-elected to succeed themselves for one (1) term.~~

~~E. The Territorial Council may plan and conduct training sessions, educational programs, speech contests, and other growth-oriented activities.~~

~~F. Individual members of clubs in a Territorial Council may participate in the Video Speech Contest.~~

~~G. If a Territorial Council meets the minimum requirements for District status before becoming a Provisional District, it may skip that step and apply to the Board for District status.~~

~~H. Those performing leadership roles in a Territorial Council have the same responsibilities as the equivalent leadership roles in a fully qualified District, subject to such limitations as Policy, Protocol, or Board action may provide.~~

~~I. Each year, the Board reviews the progress of Territorial Councils. If, after three (3) years, the Territorial Council has not made significant progress toward becoming a Provisional District or District, the Board may remove Territorial~~

~~Council status and all related privileges. The clubs would revert to being undistricted.~~

### 3-2. 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.~~ 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.~~

**C. Applications for Provisional District status are submitted to the Chief Executive Officer.**

~~B~~**D.** Once granted Provisional District status by the Board, a Provisional District is entitled to administrative support from World Headquarters; a District number, which is the next sequential District number available; official participation in the Distinguished District Program; a District reserve account; applicable membership dues income; assignment to a region; visits from International Officers, Directors, and/or Region Advisors; and travel reimbursement to official District leader training and to the International Convention.

~~C~~**E.** Individual members of clubs in ~~p~~**P**rovisional ~~e~~**D**istricts may participate in the Video Speech Contest.

~~D~~**F.** A Past Provisional District Director is eligible to be nominated for election to the Board.

~~E~~**G.** Within three (3) years after granting Provisional District status, the Board reviews the progress of the Provisional District. Performance in the Distinguished District Program is considered in the decision to grant full District status.

~~F~~**H.** After reviewing District progress, the Board either allows the Provisional District to continue to function as a District or takes such action as it considers in the best interest of Toastmasters International.

~~G~~**I.** When a Provisional District reaches 60 or more clubs in good standing, it may apply to the Board for **full** District status.

~~H~~**J.** 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 Divisions**; and operate District programs in alignment with Toastmasters International's governing documents.

~~I~~**K.** Any authorization to operate as a Provisional District continues until full District status is granted or until it is otherwise terminated by the Board.

#### 4-3. Reformed or Consolidated Districts

- A. The Board reviews the status of Districts with more than 240 clubs every three (3) years, or sooner if necessary, to determine if reformation is in the best interests of Toastmasters International and the clubs.
- B. The Board may also consider consolidating a District with another District or Districts if it has fewer than 60 clubs.
- C. Any District with 200 or more clubs that wants to be considered for reformation may, after approval by a majority of the District Executive Committee, submit a letter of inquiry to the Chief Executive Officer for review with the Executive Committee. The Executive Committee provides its recommendation to the Board.
- D. If the Board approves the request or directs a reformation, the District Director appoints a Reformation Committee to conduct a detailed needs analysis that includes the following:
  - I. Map of proposed boundaries demonstrating that the reformed Districts will have no fewer than 100 clubs each
  - II. Number of clubs; club strength; growth trends; growth potential; population; education; languages spoken; and geographic influences, such as rivers, mountains, proximity of clubs to one another, and international borders, for both Districts
  - III. Reasons why the reformation is in the best interests of the members, the clubs, the Districts, and Toastmasters International
  - IV. Implementation strategy
  - V. Marketing plan projecting growth and identifying key market opportunities for both Districts
  - VI. Succession plan identifying qualified future leaders in both Districts
  - VII. Financial projections demonstrating the anticipated income and expense for both Districts
  - VIII. The needs analysis is submitted to the Chief Executive Officer for review with the Executive Committee. The Executive Committee provides its recommendation to the Board.
- E. Two (2) years prior to reformation, the District elects two (2) Club Growth Directors, one (1) Program Quality Director and a District Director. One (1) year prior to reformation, the District elects two (2) Club Growth Directors, two (2) Program Quality Directors and one (1) District Director. In cases when two (2) or more Districts jointly reform or when one (1) District reforms into more than two (2) Districts, the Board will provide additional direction as needed.
- F. The District with the oldest surviving club within its boundaries will retain the original District number. The other District will receive the next sequential number available. The number will be communicated to the District leaders no later than July 1 of the year prior to reformation.

- G. District records through the reformation are retained by the original District. Copies of records essential to their proper administration are furnished to the newly formed District. Separate records are kept after the reformation.
- H. Once the reformation takes place, World Headquarters distributes funds in the original reserve account to the reserve accounts of the reformed Districts, according to the ratio of the number of membership payments made by clubs in each reformed District in the program year immediately preceding the reformation.
- I. Funds in local District bank accounts must be divided according to the ratio of the number of membership payments made by clubs in each reformed District in the program year immediately preceding the reformation. World Headquarters shall oversee the allocation of funds at the time the bank accounts are established for the new District.
- J. At any stage of the reformation process, Districts may be asked to submit a progress report to the Chief Executive Officer.
- K. Additional reformation requirements may be determined necessary by the Board due to special circumstances.

#### **5-4. 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 **to** 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.

Amendments in **orange** are approved contingent upon the adoption of amendments to the Club Constitution by the voting membership at the 2022 Annual Business Meeting.

## Protocol 7.1

### District Events

#### 1. District Events

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

#### 2. Training

- A. All District-sponsored officer training incorporates the core content of the training programs for District leaders and club officers provided by Toastmasters International.
- B. Training events are included as part of the District calendar and published in District communications, including District newsletters and websites.
- C. If unable to attend training in their home District, a club officer may get credit for training in another District. An attending club officer is responsible for notifying both Districts.

#### 3. Area and Division Director Training

- A. It is recommended that initial Area and Division Director training be held before the program year begins. If this is not possible, training must occur no later than September 30.
- B. The mandatory minimum duration of initial Area and Division Director training is four (4) hours.
- C. Area and Division Directors should participate in training provided by the District in which they are serving. Districts may train Area Directors by Division or by Divisions grouped together. Further, at the discretion of the District Director, training may be conducted online through use of live audio and video conferencing tools utilizing an online platform if:
  - I. The cost of travel to attend training is higher than half the cost of semi-annual dues.
  - II. The distance for two (2) or more Area or Division Directors to meet in a central location is greater than 60 miles/100 kilometers.
  - III. Travel time to a central location is greater than two (2) hours round trip.
  - IV. Travel conditions place the safety of the Area and Division Directors at risk.
  - V. There are remote District leaders.
- D. Additional training for **Area and Division** ~~and Area~~ Directors shall be conducted throughout the year.
- E. **Additional training of Area and Division Directors may include other elected and appointed District leaders and is conducted at Division or District meetings.**

- F.** ~~Such~~ **All** training must focus on topics that support the achievement of the District and club mission:
- I. Supporting all clubs in achieving excellence
  - II. Effective club visits
  - III. Techniques for creating new club opportunities and building new clubs
  - IV. Success plan status review
  - V. Individual leadership development topics such as time management, conflict resolution, delegation and leadership opportunities
  - VI. Conducting effective Area and Division Council meetings to reinforce club support
  - VII. Succession planning
- ~~E. Such additional training of Division and Area Directors may include other elected and appointed District leaders and is conducted at Division or District meetings.~~

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

- A. Districts train club officers a minimum of twice yearly: between June 1 and August 31, and between November 1 and February 28 (or February 29 in leap years).
- B. The Toastmasters Leadership Institute (TLI) is the recommended method of club officer training. If the District chooses this format, it must conform to the guidelines published by Toastmasters International. The terms “university” and “college” **must shall** not be used **in naming the training**.
- C. All District events are training opportunities. As part of District leader and club officer training, Districts may include educational sessions on communication and leadership for all members. District funds shall not be used to subsidize separate sessions for non-officers.
- D. Districts do not create any educational awards, including degrees, diplomas, or certifications.
- E. Districts only conduct training sessions focused on the training of club officers or District leaders and the achievement of the club or District mission.
- F. Districts do not compete with for-profit enterprises that deliver training programs. District-sponsored training is available only to members and their guests. These events are not open to the general public nor used as fundraising events.

#### **5. District Executive Committee Meetings**

- A. The District Executive Committee ensures that District leaders work to achieve the District mission.

- B. The composition and duties of the District Executive Committee are defined and described in Article XI, Section (a), of the District Administrative Bylaws.
- C. **Each program year** ~~the~~ the District Executive Committee reviews and approves the District Success Plan; approves the budget and oversees the financial operation of the District; recommends the assignment of clubs to Areas and Divisions; reviews recommendations and reports of District committees, including those of the Audit Committee; **determines the method of attendance for the Annual Meeting of the District Council meeting, whether it be online or hybrid**; and performs any duties assigned by the District Council.
- D. The District Executive Committee meets at least four (4) times each year. ~~One (1) meeting shall be conducted in-person. Additional meetings are conducted in-person or online.~~ Online participation options must be made available for remote District leaders, if needed.
- E. Online meetings occur as recommended by the District Director and agreed upon by a majority of the committee. Any agenda item that requires the District Executive Committee to vote must adhere to the following process:
  - I. Notice of the electronic vote is posted to the District website four (4) weeks in advance of the vote opening.
  - II. The District posts the proposed agenda item at least 14 days in advance of the vote.
- F. District Executive Committee meeting information is included in the District calendar and in other District communications.
- G. Only those who have business before the District Executive Committee and have been invited by the District Director attend District Executive Committee meetings.
- H. Any training at District Executive Committee meetings focuses on achieving the District mission.
- I. At District Executive Committee meetings, unless noted, the following business is conducted:
  - I. The District mission is reviewed.
  - II. Roll call is taken, and a quorum is certified.
  - III. The District budget is prepared prior to the budget submittal deadline; copies of the budget are provided at or before the meeting.
  - IV. The Audit Committee's report is presented to the District Executive Committee prior to each District Council meeting; copies of the audit are provided at or before the meeting. The Audit Committee is governed by Article XI, Section (c), of the District Administrative Bylaws.
  - V. The Profit and Loss Statement is presented; copies of the report are provided at or before the meeting.

- VI. At the meeting prior to the ~~a~~**Annual mMeeting of the** District Council's ~~annual meeting~~, the alignment of clubs into Areas and Divisions is recommended.
- VII. The District Director's recommendations to fill any vacancies in office are approved.
- VIII. The District Director, Program Quality Director, Club Growth Director, Division Directors, and Area Directors report on the District Success Plan and Distinguished program progress.

## 6. District Council Meetings

- A. The District Council is defined and described in Article XII, Section 3(c), of the Bylaws of Toastmasters International, and in Article IX of the District Administrative Bylaws.
- B. District Council meetings are governed by Article XII, Section 3(c), of the Bylaws of Toastmasters International, and by Article X of the District Administrative Bylaws.
- C. **Each program year the District Executive Committee determines whether** ~~The a~~**Annual mMeeting of the** District Council's ~~annual meeting~~ in which the elections take place, is conducted ~~in person~~, **online or hybrid, as stated in Article X, Section (a), of the District Administrative Bylaws, Article X, Section (a)** ~~unless otherwise directed by the Board of Directors.~~
- D. Other meetings of the District Council, including special meetings, are conducted online. ~~Online~~ **These meetings occur as recommended by the District Director and agreed upon by a majority of the District Executive Committee.**
- ~~D-E.~~ ~~Online meetings occur as recommended by the District Director and agreed upon by a majority of the District Executive Committee.~~ Any agenda item that requires the District Council to vote must adhere to the following process:
  - I. Notice of the electronic vote is posted to the District website four (4) weeks in advance of the vote opening.
  - II. The District posts the proposed agenda item at least 14 days in advance of the vote.
  - III. The District posts the proposed budget at least 14 days in advance of the vote.
  - IV. The District posts information about proposed appointees at least 14 days in advance of the vote.
- ~~E-F.~~ District committee chairs and others, whose participation the council requires, may attend. At the discretion of the District Director, an option for online participation for non-voting individuals may be provided.
- ~~F-G.~~ Members, who are not voting members of the council ~~or their proxyholders~~, may attend the meeting but ~~do~~ **shall** not participate in council deliberations.

~~G-H~~. At District Council meetings, unless noted, the following business is conducted:

- I. The District mission is reviewed.
- II. The Credentials Committee report is presented.
- III. The Audit Committee report is presented.
- IV. The District budget is adopted at the first District Council meeting.
- V. The Profit and Loss Statement is presented.
- VI. Appointed officers are confirmed at the first District Council meeting.
- VII. The District Executive Committee's action to fill any vacancies in District office is confirmed.
- VIII. The assignment of clubs to Areas and Divisions for the following year is adopted at the ~~a~~**Annual mMeeting of the** District Council-~~annual meeting~~.
- IX. The District Leadership Committee report is presented at the ~~a~~**Annual mMeeting of the** District Council-~~annual meeting~~.
- X. Nominations from the floor are taken, and election of District officers is conducted at the ~~a~~**Annual mMeeting of the** District Council-~~annual meeting~~.
- XI. The District Director, Program Quality Director, Club Growth Director, Immediate Past District Director, and District Public Relations Manager report on progress toward District goals.

## 7. Division Council Meetings

- A. The Division Council manages Division activities; facilitates the achievement of club, Area, Division, and District goals; and helps with administrative activities, such as Division contests, meetings, and training.
- B. The Division Council meets at least twice each year. Meetings are conducted ~~on-site, in-person or~~ **on-site, in-person or online, or in a hybrid format**. The Division Director notifies attendees at least four (4) weeks before each meeting.
- C. Council members are the Division Director, Assistant Division Director Program Quality, Assistant Division Director Club Growth, and Area Directors within the Division.
- D. Unless noted, the following business is conducted at Division Council meetings:
  - I. Area Success Plan and progress in the Distinguished Area Program are presented.
  - II. Club Success Plan and progress in the Distinguished Club Program are presented.

- III. The club officer training attendance report is presented.
- IV. Plans for Division events, such as training and speech contests, are made.

## 8. Area Council Meetings

- A. The Area Council manages Area activities and supports each club in the Area in fulfilling the club mission.
- B. The Area Council meets at least twice each year. Meetings are conducted **on-site, in-person or online, or in a hybrid format**. The Area Director notifies attendees at least four (4) weeks before each meeting.
- C. Council members include the Area Director, Assistant Area Director Program Quality, Assistant Area Director Club Growth, Area Secretary, Club Presidents within the Area, Club Vice Presidents Education within the Area, and Club Vice Presidents Membership within the Area.
- D. Unless noted, the following business is conducted at Area Council meetings:
  - I. Club Success Plan and progress in the Distinguished Club Program are presented.
  - II. Club officer training attendance reports are presented.
  - III. Plans for Area events, such as training and speech contests, are made.
  - IV. In accordance with the District Council's decision to elect or appoint Area Directors as specified in the District Administrative Bylaws, Article VII, Section C, evaluate and assess Area Director candidates in order to either:
    - a. Provide one (1) or more appointment recommendations to the District Director no later than a date recommended by the District Director and approved by the District Executive Committee. That date will be announced in the District's annual call for nominations. The recommendations are subject to alignment changes by the District Council, or
    - b. Elect the following year's Area Director and provide the results of the election to the District Director no later than a date recommended by the District Director and approved by the District Executive Committee. That date will be announced in the District's annual call for nominations. The elections are subject to alignment changes by the District Council.

## 9. Annual District Conferences

- A. The purpose of the annual District conference is to provide communication and leadership training opportunities toward achieving the club and District missions and to hold the District Council meeting. The annual conference is established in Article XII, Section 4, of the Bylaws of Toastmasters International, and further defined in Article X, Section (a), of the District Administrative Bylaws.

- B. District conference information is included in the District calendar and in other District communications.
- C. The following events occur at the annual District conference:
  - I. The District Council meeting. Voting members ~~or their proxyholders, where appropriate (District Administrative Bylaws, Article X [d]),~~ are required to attend the **aAnnual mMeeting of the** District Council-meeting.
  - II. The International Speech Contest and any other District-level speech contests. These District-level contests may only take place at this event.
  - III. Educational sessions that focus on achieving the club and District missions.

#### 10. **District Leader Training**

- A. District Directors, Program Quality Directors, and Club Growth Directors have training opportunities from World Headquarters: ongoing e-learning sessions, August District Leader Training at the International Convention, and Mid-year District Leader Training.
- B. The Chief Executive Officer establishes the training schedules, determines and coordinates training sites, assigns Districts, and develops and implements training programs.
- C. Region Advisors attend the trainings and may participate as trainers. International Directors may also attend and participate as trainers, as needed.

## Club and District Assets

1. **Clubs and Districts are administered by volunteers who primarily use their own personal equipment.** Clubs and Districts may only own assets necessary to facilitate the Toastmasters program. ~~Clubs and Districts are administered by volunteers who primarily use their own personal equipment.~~
2. District assets are the property of Toastmasters International as described in Article III, Section (b), of the District Administrative Bylaws. **Districts may rent or lease storage space to store District assets only.**
- ~~2-3.~~ Authorized assets include, but are not limited to, bank accounts; electronic equipment; and incidental items used to conduct meetings, club or District business, such as office supplies, lecterns, banners, timing lights, audiovisual equipment, and educational materials. ~~Districts may rent or lease storage space to store District assets only.~~
- ~~3-4.~~ Assets not authorized for clubs and Districts—whether rented, leased, purchased, or donated—include, but are not limited to, motor vehicles, office space, real property, furniture, and phones.
- ~~4-5.~~ Each District and club must maintain a written list of its assets and a written procedure to account for and smoothly transfer the assets to the following administration. A copy of each District's list must be signed by the Immediate Past and current District Directors and submitted to World Headquarters by August 31 of each year.

## Fundraising

### 1. Guidelines

Clubs, Areas, Divisions, and Districts may conduct fundraising activities to offset the costs of educational sessions and to further the purpose of Toastmasters International. ~~provided certain guidelines are met, including t~~The following **guidelines must be met:**

- A. The product or service rendered is donated or voluntary.
- B. No individual member profits financially from the activity.
- C. The profits are used to further Toastmasters International's tax-exempt purpose.
- D. At least one-third of the club's total support is from member dues.
- E. Fundraising is conducted on an infrequent and irregular basis.
- F. The fundraising activity is legal in the club's or District's city, state, province, and/or country.
- G. All revenue and residual funds raised in connection with a District event or activity (such as a contest, conference, or training) sponsored by a club, Area or Division, belong to the District. If the event or activity results in a loss, it is assumed by the District.

### 2. Fundraising Activities

- A. Clubs may conduct Speechcraft, the Success Communication Series, the Success Leadership Series, The Better Speaker Series, The Successful Club Series, and the Leadership Excellence Series as fundraising activities. Areas, Divisions, and Districts ~~may~~**must** not conduct these programs.
  - I. Clubs may charge participants a program materials fee.
    - a. The fee charged participants must not exceed the cost of 12 months Toastmasters International membership dues.
    - b. Special permission may be granted for higher fees in extenuating circumstances. Before promoting a workshop or program with fees exceeding the cost of 12 months Toastmasters International membership dues, clubs must:
      - i. Submit a request to World Headquarters including the desired fee, explanation of extenuating circumstances, and planned date of workshop.
      - ii. Receive specific written permission from World Headquarters prior to scheduling or promoting the planned workshop.

- II. No individual, organization, or other group can profit from the delivery of a Speechcraft, Success Communication Series, Success Leadership Series, or Better Speaker Series workshop under any circumstances.
  - III. Any violation of this Fundraising Protocol is subject to disciplinary action.
- B. Raffles, auctions, or sales of donated goods may be held at a club, Area, Division, or District event.
  - C. It is acceptable to pursue advertisements or sponsorship for club and District newsletters, websites, conference programs, and events, the revenue from which is used to offset production costs.
  - D. Entertainment books or diner's books may be sold. No other items may be bought and resold.
  - E. The Toastmasters name ~~may~~**shall** not be used in connection with non-educational events.
  - F. Funds ~~may~~**shall** not be raised for social events for other charitable causes; for setting up a fund, such as a scholarship or educational fund; nor to support a campaign for a candidate at any level inside or outside the organization.
  - G. Competitive and recreational fundraising events not directly related to the Toastmasters purpose, such as golf tournaments or walkathons, ~~may~~**shall** not be organized or participated in.
  - H. Any event that has a high degree of risk, including risk of injury or death, is prohibited.

### **3. Tax and Other Legal Requirements**

- A. It is the responsibility of the individual clubs to determine the tax filing or other legal requirements in their city, state, province, and/or country, and to file proper forms as appropriate.
- B. Failure to comply with tax or other legal requirements may result in the revocation of a club's charter.

## District Fiscal Management

### 1. District Funds

- A. District funds are to be used to support the District mission. District officers are required to use funds effectively according to the District Success Plan, as well as Toastmasters Policy and Protocol. Expenses shall be incurred according to the following priorities:
- I. Education and Training
  - II. Marketing outside Toastmasters
  - III. Club growth and club retention
  - IV. Membership growth and membership retention
  - V. District communication and public relations

While the above five (5) categories are considered the highest priority, the following expense categories are also considered important to the District mission; however, the level of priority for the categories below is not strictly mandated and may be determined on an annual basis by the District:

- Recognition
- Travel and lodging
- Food and meals
- Speech contests conducted by the District
- Administration and District meetings

- B. District funds may be used for the International Convention and Mid-year Training, but ~~shall~~**must** not be used for other events or meetings outside the District. District funds ~~will~~**must** not be used for membership payments, or club dues or fees. District funds ~~may~~**must** not be donated to any charitable fund, including the Ralph C. Smedley Memorial Fund®.
- C. Any noncompliance with regard to District fund usage may result in possible disciplinary actions and/or the withholding of District funds and reimbursements.

### 2. District Financial Records

- A. All District funds, bank statements, canceled checks, and other financial records are the property of the District and of Toastmasters International.
- B. Such funds and records are delivered to the new District Finance Manager or new District Director no later than July 1 of the new District program year under Article XII, Section (b), of the District Administrative Bylaws.
- C. The outgoing District Finance Manager and the outgoing District Director retain copies of any records necessary to complete the District year-end audit. Any funds, statements, or other financial documents received after July 1 are given immediately to the new District Finance Manager or new District Director.

### 3. District Reserve Account

- A. At the end of the program year, the District reserve account balance shall remain equal to or greater than 25% of that District's membership dues income

for the prior year. This amount shall be referred to as the Required Retention. If the Required Retention is not met in a particular year, the deficit shall be included in the subsequent year's budget, or otherwise agreed upon with the Chief Executive Officer, to allow the District to regain compliance.

- B. If the District reserve exceeds 1.25 times the Required Retention at the end of the program year, 50% of that amount shall be reduced from the District reserve and reallocated to Toastmasters International for purposes related to the organization's mission.
- C. District reserve accounts are only available for funds requisitions or supply orders when the following requirements have been fulfilled:
  - I. A list of all elected and appointed District leaders (along with their signed Officer Agreement and Release Statements), the District signature form for withdrawal of District funds, a bank-provided list of authorized signers for all District accounts, a calendar of District events for the year, and the alignment of clubs into Areas and Divisions are received at World Headquarters by July 15.
  - II. The year-end audit for the preceding District year and financial records for January 1 through June 30 are received at World Headquarters by August 31.
  - III. The District budget is received at World Headquarters by September 30.
  - IV. The Profit and Loss Statement for the period of July 1 through September 30 is received at World Headquarters by October 31.
  - V. The mid-year audit and financial records for the period of July 1 through December 31 are received at World Headquarters by February 15.
  - VI. The Profit and Loss Statement for the period of July 1 through March 31 is received at World Headquarters by April 30.
  - VII. A list of assets ~~must be~~ signed by the Immediate Past District Director and current District Director ~~and is~~ submitted to World Headquarters by August 31 of each year.
  - VIII. Account reconciliations ~~must be are~~ completed in the online District accounting system within 30 days of each month end.

#### 4. Financial Controls

- A. The financial duties of District officers and other financial controls are set forth in Articles III, VIII, IX, XI, and XII of the District Administrative Bylaws.
- B. The annual District Membership Dues Allocation shall be budgeted to equal the actual prior year's District Membership Dues Allocation, or an amount otherwise approved by the Chief Executive Officer.
- C. A budgeted loss, whereby budgeted expenses exceed budgeted revenues, is not permitted.

- D. District checks must be signed by the District Director and District Finance Manager. Checks made payable to the District Director or District Finance Manager must be signed or approved in advance in writing by the Program Quality Director or Club Growth Director. Alternate signers are permissible only if approved by the Toastmasters International Executive Committee.
- E. If District account signers are cohabitants, spouses, children, grandchildren, siblings, and/or spouses of their children, grandchildren, and siblings, their signatures or approvals must always be countersigned or approved by another approved signer who is not one (1) of the above.
- F. The District Profit and Loss Statement must be provided at each District Executive Committee and District Council meeting.
- G. Within 30 days of the relevant month end, the District Finance Manager must submit the District Profit and Loss Statement, with narrative explanations:
- monthly, to the District Director, Program Quality Director, and Club Growth Director; and
  - quarterly, to World Headquarters.

On receipt of these documents, the aforementioned directors shall review them for accuracy and discuss any variance. Concerns or questions should be raised directly with the District Finance Manager within 30 days of receipt or as soon as the director becomes aware.

- H. All District expenses must be supported by receipts or documentation and be allocated to a budget line item at the time the expense is incurred.
- I. All expense reimbursement claims must be approved by the District Director, apart from those submitted by the District Director. The District Director's reimbursement claims must be approved by the Program Quality Director or Club Growth Director.
- J. A single expenditure in excess of \$500 USD must be authorized in advance in writing by both the District Director and the Program Quality Director or Club Growth Director.
- K. Itemized point-of-sale receipts are required for all reimbursements. Credit card statements and bank statements are not receipts. When no receipt is available, a detailed explanation of the expenditure is required to be considered for reimbursement. Mileage reimbursements require documentation consisting of the travel date, distance, and travel purpose.
- L. Reimbursement requests must be made within 60 days of incurring the expense and by July 31 for expenses incurred in June. Districts must reimburse requestors within 30 days after receipt of an authorized reimbursement request.
- M. Commingling of District funds with funds in personal accounts, club accounts, or any other accounts is prohibited.
- N. All District bank accounts and funds are included in the District budget, including any accounts held at the Division, Area, and conference level.

## 5. District Budget

- A. The District Director, Program Quality Director, Club Growth Director, and District Finance Manager prepare the District budget between June 1 and August 31.
- B. Before signing, the District Finance Manager will send the proposed budget to World Headquarters for initial review. The District Director, Program Quality Director, Club Growth Director, and District Finance Manager must sign the reviewed District budget by September 30, certifying that they have participated in the preparation of the budget.
- C. Under Article XI, Section (a), of the District Administrative Bylaws, the District Executive Committee gives preliminary approval to the District budget. The District Director submits the budget to World Headquarters between September 1 and September 30.
- D. The District Director must distribute copies of the budget prior to the District Council meeting.
- E. By September 30, at the District Council meeting, the District Finance Manager or another member of the District Executive Committee presents the District budget for approval.
- F. A District's budget must align with the District Success Plan.
- G. District budget expenses shall be limited as follows:

Category of Expenses	Nature of Expenses	Limit (% of District Membership Dues Allocation)
Education and Training	Training club officers Training District, Division, and Area Directors Training club sponsors, mentors, and coaches Educational workshops	max. 15%
Marketing outside Toastmasters	Marketing the Toastmasters program outside the organization	min. 5%, max. 10%  (may be exceeded with prior approval from the Chief Executive Officer)
Club Growth	Building new clubs Rebuilding clubs Membership growth Membership retention Club coaching	max. 15%
Public Relations	Internal and external communications Public relations within the District	max. 10%

Recognition	Acknowledge and honor District, Division, Area, club, and member achievement	max. 20%
Travel	Reimbursement of travel-related expenses incurred by members of the District Executive Committee, keynote speakers, and members in the course of their District-approved duties	max. 25%  (may be exceeded with prior approval from the Chief Executive Officer)
Lodging	Reimbursement of lodging-related expenses incurred by members of the District Executive Committee, keynote speakers, and members in the course of their District-approved duties	max. 15%
Food and Meals	Any food items purchased, as approved by the District	max. 15%
Speech Contests	Expenses incurred in support of District-, Division-, and Area-level speech contests	max. 5%
Administration	Items related to the general upkeep of the District and facilitation of District officers' duties	max. 10%

The following items must necessarily break even or turn a profit (revenue earned must be equal to or greater than expenses incurred):

- Annual Conference
- District Store
- Fundraising

Any shortfall or deficit in these three (3) items will be made up by the deduction of the loss from the following year's District Membership Dues Allocation, unless otherwise exempted by the Chief Executive Officer.

Districts may request a one-year increase in the maximum limit for the categories of travel and marketing outside Toastmasters. The Chief Executive Officer will only approve the request if it is determined that the increase is the best solution to support the District mission.

## 6. District Audit

- A. The Audit Committee's composition, functions, and deadlines are described in Article XI, Section (c), of the District Administrative Bylaws.
- B. Between July 1 and November 1, the District Director appoints a District Audit Committee prior to the mid-year audit.
- C. The mid-year audit accounts for all District financial transactions between July 1 and December 31. Between January 1 and January 31, the District Finance Manager provides documents and financial records for the mid-year audit period to the District Audit Committee.

- D. The year-end audit accounts for all District financial transactions between July 1 and June 30. Between July 1 and August 15 of the new program year, the District Finance Manager provides documents and financial records for the year-end audit period to the District Audit Committee.
- E. The above-noted audit documents and financial records include:
  - I. The District Profit and Loss Statement, including all District income and expenses
  - II. All District bank statements and District reserve statements, including those held at the Division, Area, and conference levels
  - III. Statements of outstanding liabilities and obligations, accruals, and fixed assets
  - IV. Financial records and supporting documentation associated with District finances, including but not limited to cancelled checks, paid invoices, cash receipts, and disbursement journals.
- F. The District Audit Committee presents the mid-year audit report to the District Executive Committee by February 15. Once presented to the District Executive Committee, the mid-year audit report and financial records will be submitted by the District Audit Committee or District Finance Manager to World Headquarters by February 15. The District Audit Committee or the District Executive Committee then present the mid-year audit report at the District Council meeting, distributed four (4) weeks prior to the meeting.
- G. The District Audit Committee presents the year-end audit report to the District Executive Committee by August 31. Once presented to the District Executive Committee, the year-end audit report and financial records will be submitted by the District Audit Committee or District Finance Manager to World Headquarters by August 31. By September 30, the District Audit Committee or District Executive Committee present the year-end audit report at the District Council meeting, distributed prior to the meeting.

## **7. Electronic Payments, Cash Advances, and Debit Cards**

- A. Checks, debit cards, electronic funds transfers or similar forms of payment are used for District obligations.
- B. Debit cards may be used as a method of payment for District obligations. Only the District Director or District Finance Manager may use such cards. Payments made by the District Director must be authorized in advance in writing by the District Finance Manager and Program Quality Director or Club Growth Director. Payments made by the District Finance Manager must be authorized in advance in writing by the District Director and Program Quality Director or Club Growth Director.
- C. Where payment by check or debit card is not possible, electronic funds transfer or other similar forms of payments may be used. These types of transactions may only be conducted when approved in advance by the Chief Executive Officer.

- D. Cash advances for budgeted District expenses (limit \$100 USD) may be extended so that members need not spend personal funds on behalf of the District.

All advances must have prior written approval from the District Director and District Finance Manager, or Program Quality Director or Club Growth Director and District Finance Manager if the advance is for the District Director. Receipts must be submitted to the District Finance Manager and the advance reconciled within five (5) business days.

## 8. Other District Expenses

Toastmasters International's nonprofit, tax-exempt status depends upon devoting the organization's resources to its educational and charitable mission. Districts periodically incur non-routine expenses that must be appropriately managed to preserve this status.

Expenses that are essentially personal gifts must provide no more than "incidental private benefit" and must have a reasonable relationship to activities that directly support the mission. Examples are tokens of appreciation, expressions of sympathy and modest incentives. These items are appropriate if they promote goodwill and a positive atmosphere for the delivery of the Toastmasters program, but must never be lavish or excessive. Cash and cash equivalents, including but not limited to non-Toastmasters gift certificates, gift cards, or any other stored-value products, are not permitted.

The following examples are representative of non-routine expenses, but are not all-inclusive.

Category	Examples
Tokens of Appreciation	<ul style="list-style-type: none"> <li>• Thank You cards</li> <li>• Flowers up to \$25 USD</li> <li>• Toastmasters gift certificates</li> <li>• Toastmasters products</li> <li>• Gifts up to \$25 USD</li> </ul>
Expressions of Sympathy	<ul style="list-style-type: none"> <li>• Sympathy cards</li> <li>• Flowers up to \$25 USD</li> </ul>
Incentives	<ul style="list-style-type: none"> <li>• Toastmasters products</li> <li>• Toastmasters gift certificates</li> <li>• Registration (i.e., Conference, TLI)</li> </ul>

- Amendments in **blue** are approved, effective for the 2022-2023 program year.
- Amendments in **orange** are approved contingent upon the adoption of amendments to the Club Constitution by the voting membership at the 2022 Annual Business Meeting.

## 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	<del>Annual meetings</del> <b>Annual Meetings of the</b> District Council <del>occurs</del> (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 <del>Annual meeting</del> <b>Annual Meeting of the</b> District Council <del>meeting</del> .
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~~ **must** 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~~**shall** 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 ~~on-site 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 **p**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 **no later than** 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, 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.
- C. 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-D.~~ Unsolicited subscriptions to information by or about a candidate, such as a newsletter, blog, or social media page, are not permitted.
- ~~D-E.~~ 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-F.~~ 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 **members**.
  - II. The contact information may only be used for campaign purposes.
- ~~F-G.~~ 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 **aAnnual mMeeting of 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 **aAnnual mMeeting of the** District Council's ~~annual meeting~~.

- ~~G~~-H. 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~~-I. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites, including social media sites, for campaign purposes.
- ~~I~~-J. 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~~-K. Candidates ~~may~~**shall** not produce or distribute any wearable campaign items (such as buttons, pins, hats, sashes, apparel, etc.).
- ~~K~~-L. 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~~-M. **In the event of a hybrid or online election, a District may host an online Candidate Corner event at the District conference. The online Candidate Corner provides a with-breakout rooms-where for each candidate has their own breakout room and to allow members can to visit the room to ask questions.**
- ~~L~~-N. 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~~-O. Candidates ~~may~~**shall** 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~~-P. Candidates may speak and give educational presentations at District conferences, at a time other than during the ~~a~~**Annual mMeeting of 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 **or test speakers above the club level.**
- ~~O~~-Q. Candidates ~~may~~**shall** not present campaign speeches at any District non-election meeting, or campaign at any club meetings.
- ~~P~~-R. 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-S~~. The names of floor candidates are not published with the DLC report or in any other District publication.

~~S-T~~. Candidates or their representative(s) ~~may~~**shall** not send campaign communications once the ~~a~~**Annual mMeeting of 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~~**shall** 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~~ **shall** 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 ~~a~~ **Annual mMeeting of 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 ~~a~~ **Annual mMeeting of 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 exclusively in person on-site~~ or ~~fully exclusively~~ 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 ~~a~~**Annual mMeeting of 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 ~~is are~~ governed by the District Administrative Bylaws, Article X, Sections ~~s~~ (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 the~~ **aAnnual mMeeting of the** District Council ~~annual meeting~~ in the District newsletter or in a separate mailing.
- C. Prior to the **aAnnual mMeeting of 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 shall~~ 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 ~~a~~**Annual mMeeting of the** 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. A candidate nominated by the District Leadership Committee who is not elected to the nominated office may be nominated from the floor for a maximum of one (1) additional office at the ~~a~~**Annual mMeeting of the** District Council~~'s annual meeting~~. A candidate who is not nominated by the District Leadership Committee may stand as a floor candidate for a maximum of two (2) District officer roles at the ~~a~~**Annual mMeeting of the** District Council~~'s annual meeting~~.
  - 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.
- F. At the discretion of the District Director, candidate speeches should all be delivered ~~in-person-on-site~~ or should all be delivered online to give each candidate an equal platform.
- G. After nominations are closed, candidate speeches are given. **Each** ~~C~~candidate ~~s~~ speaks ~~s~~ on their own behalf ~~ves~~. 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.
- H. A candidate's representative **may-shall** not be a member of the District Executive Committee, a member of the DLC, the Credentials Chair, or any other meeting official.
- I. 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.
- J. 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.
- K. Candidates are responsible for appointing one (1) observer to monitor the integrity of the voting and ballot counting process.
- L. Each election is completed and the winner announced before moving to the subsequent election.
- 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 **aAnnual mMeeting 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 Elections

### 1. Annual Business Meeting

- A. Elections and the Annual Business Meeting are governed by Articles IX and X of the Bylaws of Toastmasters International.
- B. Prior to the Annual Business Meeting, the International President appoints a Board Member as Supervising Director to oversee the voting process.
- C. The Supervising Director, in partnership with the Chief Executive Officer, has the following tasks related to the Annual Business Meeting:
  - I. Observes the instructions provided by the Parliamentarian and monitors the voting process.
  - II. Appoints a team of 20 members to support delegates during the voting process. Coordinates with candidate-appointed observers (one [1] per candidate) to ensure the integrity of the voting process.
  - III. Verifies the results of each vote and provides the results to the International President.
- D. The International President is the chair of the Annual Business Meeting.
- E. The Supervising Director's name is announced.
- F. The Credentials Committee Chair presents the committee report.
- G. The order of business is International Officer elections, followed by International Director elections, and Club Constitution and Bylaws amendment proposals.
- H. The International President informs candidates that each of them may stand for only one (1) office and that they may withdraw their names from nomination in order to be placed in nomination for another office at any time before the nominations for that office have closed.
- I. The International President or a person designated by the International President explains the election and voting rules and process to the delegates.
- J. The International Leadership Committee (ILC) Chair presents the committee's report. If the ILC Chair is absent, the International President designates an alternate presenter.
- K. The ILC report consists of the names, cities, regions, and countries of the ILC members and the name and city of each candidate in descending alphabetical order by name.
- L. If any Policy violations by a nominated candidate occur, the ILC chair may disclose that violation and may announce whether the violation could have affected the candidate's nomination.

- M. Any candidate nominated by the ILC may withdraw from such nomination at any time after the committee's report is read and before the nominations are closed for the office to which the candidate has been nominated, and may be nominated from the floor for any other office for which nominations are still open.
- N. The International President asks if there are any additional nominations from the floor for any of the International Officer positions, as permitted by Article VIII, Section 3, of the Bylaws of Toastmasters International. When all such nominations are completed, the International President declares the nominations for the International Officer positions closed.
- O. After all International Officer nominations are closed, if there is only one (1) candidate for any office, the International President entertains a motion under Article X, Section 6, of the Bylaws of Toastmasters International to dispense with the secret ballot for such uncontested office and to instruct the Secretary to cast a single vote for the candidate for each such office.
- P. If any Policy violations by an International Officer candidate have occurred, the International President may disclose such violations.
- Q. Each opposed International Officer candidate is entitled to a two-minute speech.
  - I. The speeches are delivered in alphabetical order by office, commencing with the highest contested office.
  - II. Each speech is delivered from the platform by the candidate, except when a candidate is not in attendance, in which case the speech is given by the candidate's representative.
- R. Balloting in elections is governed by Article IX, Section 3, of the Bylaws of Toastmasters International.
- S. Nominations for International Directors commences after the voting for International Officers is complete and the results have been announced.
- T. The International President or the person designated by the International President reads the names and cities of the International Director candidates.
  - I. The announcement order is the lowest numbered region to the highest numbered region.
  - II. The International President asks if there are additional nominations from the floor, as permitted by Article VIII, Section 3, of the Bylaws of Toastmasters International, and reminds the delegates that no candidate may be nominated unless such candidate consents to such nomination and meets all other requirements.
  - III. After all nominations are presented, the International President declares the nominations for International Director candidates closed, followed by two-minute speeches by each opposed candidate (or a candidate's representative, if a candidate is not in attendance).

- IV. If any Policy violations by an International Director candidate have occurred, the International President may disclose such violations.
- V. If any candidate is unopposed, the International President entertains a motion under Article X, Section 6, of the Bylaws of Toastmasters International to dispense with the secret ballot for any uncontested office and to cast a single vote for any unopposed candidate.

~~U. The International President is advised before the election of the names of the candidates. This rule does not preclude nominations from the floor without advance notice to the International President.~~

~~V. U.~~ When the names of the candidates are announced, they are displayed to the delegates.

~~W. V.~~ Before votes for International Directors are cast, the International President announces that the election is by majority vote for each contested directorship.

~~X. W.~~ Votes are cast and counted. In the event no candidate receives a majority of the votes cast for any one (1) or more of the contested directorships, voting continues as prescribed in Article IX, Section 3, of the Bylaws of Toastmasters International.

~~Y. X.~~ After each count is calculated, the Supervising Director verifies the count and provides the results to the International President or Parliamentarian.

~~Z. Y.~~ The official final report, containing all election results, is completed, using a form provided by World Headquarters, by the Supervising Director and delivered to the International President or Parliamentarian.

~~AA. Z.~~ Final results are posted publicly at the meeting site and broadcast electronically to the membership following adjournment of the meeting.

## **2. Special Membership Meeting**

- A. Special membership meetings are described in Article IX, Section 4, of the Bylaws of Toastmasters International. Whenever possible, actions to be voted on by the members are presented at the Annual Business Meeting.
- B. Special membership meetings may be called by majority vote of the Board of Directors at any Board meeting or by unanimous written consent.
- C. Special membership meetings must follow all rules that apply to the Annual Business Meeting and meet applicable requirements of California Nonprofit Public Benefit Corporation Law.

## **3. 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. As permitted by the California Nonprofit Public Benefit Corporation Law, mail votes may be conducted by electronic transmission in compliance with Article XIII, Section 9, of the Bylaws of Toastmasters International.

- B. The Board decides—by majority vote at a Board meeting or by unanimous written consent—that circumstances warrant election of International Officers and Directors by mail vote of the voting membership.
- C. In the case of any election by mail vote of the voting membership, the Board sets the record date for purposes of determining which voting members are entitled to cast votes. The record date is not more than 60 days before the day on which the first written ballot is mailed or solicited. The voting members otherwise entitled to vote as of the close of business on such record date are entitled to vote in the election.
- D. The Board determines the means by which and the date on which ballots are distributed to those voting members entitled to vote in the election.
- E. The Board sets a reasonable date by which ballots must be received at World Headquarters to be counted in the election.
- F. The Board sets a reasonable date for completion of the nomination procedures described in Article VIII, Sections 1, 2, and 3, of the Bylaws of Toastmasters International, allowing adequate time for the preparation of ballots and the solicitation and inclusion of candidate statements, as well as the reasonable equivalent of floor nominations.
- G. The Board appoints an Election Committee consisting of the corporate Secretary and two (2) other persons to be responsible for the conduct of the election.
  - I. The committee has the powers given to inspectors of elections in the California Nonprofit Public Benefit Corporation Law and is otherwise governed by that law.
  - II. The Board and World Headquarters provide all reasonable assistance to the committee.
- H. The Election Committee determines the minimum number of votes to be received (quorum) by the date set by the Board for a valid election to take place. Quorums are defined in Article XI, Section 1, of the Bylaws of Toastmasters International.
- I. The Board reviews and approves a form of written ballot and the accompanying solicitation letter to voting members from the Board.
  - I. The ballot states that it concerns the annual election of International Officers and Directors in lieu of elections normally held at the Annual Business Meeting.
  - II. The ballot specifies, for each contested position, the names of each candidate validly nominated for that position and provides space for the member to vote for, vote against, or abstain from voting with respect to each candidate. No space for write-in candidates shall be provided.
  - III. The ballot explicitly states that if a voting member specifies a choice, the member's vote is cast accordingly.

- IV. In addition to any instructions or recommendations from the Board relating to the written ballot, the solicitation letter accompanying written ballots to be sent to voting members states the date by which written ballots must be received by World Headquarters in order to be counted and the minimum number of responses to be received to meet the requirement for a valid vote.
  
- J. If, after the close of nominations, only one (1) person is nominated for a position, the Election Committee declares the person nominated and qualified to have been elected without further action.
  
- K. The Election Committee notifies each validly nominated candidate in a contested election of the opportunity to submit a written statement, of no more than 500 words, to communicate to members the nominee's qualifications and reasons for seeking office and to solicit the vote of the members.
  - I. The notice specifies a reasonable deadline for the candidate's submission of this statement to the committee.
  
  - II. Any candidate's statement not received by the committee, at the address stated in the notice, by the deadline, is not distributed to members with the written ballot.
  
  - III. World Headquarters responds to all communications requests from nominees in accordance with the California Nonprofit Public Benefit Corporation Law.
  
- L. On the date specified by the Board, the Election Committee causes written ballots and any accompanying materials—including the text of all valid candidate statements received, presented with equal prominence—to be distributed in the manner specified by the Board to every voting member entitled to vote in the election.
  
- M. Promptly after the due date, the Election Committee determines whether enough votes have been received to constitute a valid election.
  - I. If so, the Election Committee counts the votes, and the candidate receiving the number of votes required by Article IX, Section 3, of the Bylaws of Toastmasters International, shall be declared elected.
  
  - II. If three (3) or more candidates are nominated for an office, the ballot may be constructed so as to provide further choices for members to make in the event that one (1) candidate does not receive a majority of the votes cast, in order to achieve a reasonable equivalent to the balloting process set forth in Article IX, Section 3, of the Bylaws of Toastmasters International.
  
- N. In the case of a tie, the winner is selected by lot.
  
- O. In counting votes, any ballots marked "withhold," "abstain," or otherwise indicating that the vote is withheld, is not cast for or against any candidate in that contest.

- P. The committee certifies in writing, under penalty of perjury, the results of the election to the Board and the members.
- Q. Those elected take office immediately upon the certification of their election.
- R. Ballots, once delivered to World Headquarters, may not be revoked.

## Region Advisor Expenses

1. Region Advisors (RA) may be reimbursed by World Headquarters for travel expenses for Mid-year Training, District leader training sessions, District visits, and International Convention as follows:
  - A. Lowest rate round-trip airfare and up to \$50 USD per segment to secure a seat.
  - B. Public transportation (coach or discount) or mileage at the current charitable mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service (IRS) by the most direct route for the following individuals:
    - United States citizens residing in the United States; or
    - United States citizens residing outside of the United States who file a United States tax return; or
    - Non-United States citizens residing in the United States.

For non-United States citizens residing outside of the United States, reimbursement is at the standard business rate but not to exceed reimbursement rates as specified by local regulations.

Mileage reimbursements require documentation that includes the travel date, distance traveled, and travel purpose.
  - C. Other public transportation, shuttle, taxi, or mileage driven to and from the RA's home, and to and from the passenger terminal to the event, up to \$50 USD per segment.
  - D. Hotel accommodations, including applicable taxes, for the number of nights required for attendance at training events **and other pre-approved events**. Incidental expenses and all additional nights' lodging are the responsibility of the RA.
  - E. A per diem of \$30 USD for each day that event attendance is required.
2. RAs submit an expense report through the electronic expense reporting system, accompanied by receipts, within 30 days. Expenses are subject to the approval of the Chief Executive Officer.

## Region Advisor Visits

1. The purpose of a Region Advisor (RA) visit is to provide support, leadership development, skill building, mentoring, and coaching to expand District leaders' capacity to achieve the District mission.
2. Visits should occur primarily between July and October, during Toastmasters Leadership Institutes, District trainings, or District Executive Committee meetings when not held during a District conference.
3. RAs shall visit Districts as approved by the International President.
4. RAs request District visits by submitting a proposed visit schedule to World Headquarters for consideration by the International President or International President-Elect (depending on who will be International President at the time the visits will occur). World Headquarters confirms each visit, in writing, to the RA and the appropriate District leaders.
5. Districts must accept visits by an RA.
6. Visits to Toastmasters events may require prior approval of the International President or International President-Elect (depending on who will be International President at the time the visits will occur). The approval process is managed through World Headquarters. All requests must include details about the reasons for the proposed visit.
  - A. Visits to club meetings within the RA's home District and assigned Districts may be made at any time. Visits to club meetings outside of the RA's home District and assigned Districts require prior approval. Reimbursement is not provided.
  - B. Visits to Area and Division events within the RA's home District and assigned Districts may be made at any time as an attendee. Visits to such events for purposes of training and support require prior approval. Reimbursement is not provided.

Visits to Area and Division events outside the RA's home District and assigned Districts require prior approval. Reimbursement is not provided.
  - C. Visits to District events within the RA's home District or assigned Districts may be made at any time as an attendee. Visits to such events for the purposes of training and support require prior approval. Reimbursement may be provided with prior approval.

Visits to District events outside the RA's home District and assigned Districts require prior approval. Reimbursement is not provided.
  - D. District visits outside the RA's assigned Districts require prior approval. Reimbursement is not provided.
7. When visiting or presenting at any Toastmasters event, ~~in-person-on-site~~ or ~~remotely online~~, RAs **may-must** not sell or promote **non-Toastmasters** products, merchandise, or services.

## Board of Directors Meetings

1. ~~The Board meets in-person, via teleconference, or via videoconference.~~ Board meetings are conducted **on-site, online, or in a hybrid format** in accordance with the following procedures. Any situation not covered by the Bylaws, Policy, or Protocol follows the latest edition of *Robert's Rules of Order Newly Revised*.
2. The Chief Executive Officer prepares and distributes agenda information, subject to the approval of the International President, to Board Members in advance of each meeting.
3. Board meetings typically consist of the approval of minutes, reports, resolutions, unfinished business, new business, and announcements.
  - A. The International President or next highest-ranking officer presides as the Board Chair and maintains order. The chair decides all questions of order, subject to Board appeal. The chair announces the business that is in order, and no business is considered until it is declared in order. The chair may call a recess for the purpose of committee meetings.
  - B. A committee considers topics assigned by the International President or the Board and originates new topics within the scope of its stated functions. Each committee reports its findings and recommendations to the Board.
  - C. Board Members address the chair and proceed only when recognized. No Board Member is entitled to speak more than once on any issue until each member has **had** the opportunity to speak.
  - D. Votes are taken by voice except if the chair is in doubt or a division is requested, in which case the vote is counted by hands or roll call. A roll call vote is taken upon the request of any two (2) Board Members.
  - E. Any Board Member, upon request, may have a dissenting vote recorded in the minutes. Every Board Member, including the chair, is entitled to vote or abstain on every issue on which a vote is taken; abstention is required if the member has a conflict of interest.
  - F. Committee reports are written and called for action during the proper order of business.
  - G. If a topic is exclusively assigned to a committee, that committee is given the opportunity to make a recommendation to the Board before the Board acts on the matter.
  - H. Committee and minority reports are addressed to the Board and include the topic, purpose, Policy references, proposal, and supporting information.
  - I. The International President may prepare Board and committee topics in consultation with the Executive Committee. The International President informs all Board Members of Board and committee assignments at the time topics are assigned.

- J. During discussions, Board Members may ask questions of the committee members.
4. The Chief Executive Officer provides Board meeting minutes to the Board within 45 days after each Board meeting. The minutes will contain a record of business conducted by the Board, including discussion and decisions. Minutes are subject to Policy and Protocol that govern Board confidentiality. Prior to distribution, the International President, International President-Elect, and legal counsel, if necessary, review the meeting minutes.
  5. The Chief Executive Officer provides Executive Committee meeting minutes to the Board within 30 days after each Executive Committee meeting. The minutes will contain a record of business conducted by the committee, including discussion and decisions. Minutes are subject to Policy and Protocol that govern Board confidentiality. Prior to distribution, the International President, International President-Elect, and legal counsel, if necessary, review the meeting minutes.
  6. The Board may receive suggestions for Board agenda items from Board Members, the International President, the Chief Executive Officer, Board committees, or any Toastmasters member. Board Members are encouraged to submit potential agenda items using the Board Item Submission Request form.
  7. A suggested list of agenda items consisting of ongoing business and potential new business is developed by the Chief Executive Officer and is submitted to the International President. The International President determines the final list of agenda items. However, the Board may vote to direct the International President to include an item on the agenda.
  8. The Chief Executive Officer develops background information on each agenda item for the Board's study or review. This information is provided a minimum of 14 days in advance of scheduled ~~in-person on-site or hybrid~~ Board meetings, and 72 hours in advance of **online** Board ~~meetings-teleconferences~~. The proposed annual budget is provided a minimum of 10 days in advance of the scheduled discussion.
  9. Agendas and background information for Executive Committee meetings are provided to the Board at the same time as the Executive Committee, with the exception of the proposed annual budget.
  10. In Board deliberations, each Board Member has the opportunity to present an opinion.

## Board of Directors Expenses

1. Board Members are issued a credit card to be used only for Toastmasters business expenses specified in this Protocol. Expenses are subject to the approval of the Chief Executive Officer or the International President.
2. Board Members may charge or be reimbursed by World Headquarters for travel expenses for Mid-year Training, District leader training sessions, Board meetings and Executive Committee meetings, District visits, and International Convention as follows:
  - A. Round-trip airfare and up to \$50 USD per segment to secure a seat. International Officers may receive business class airfare when traveling more than three (3) time zones or more than eight (8) hours total flight time.
  - B. Public transportation (coach or discount) or mileage at the current charitable standard mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service (IRS) by the most direct route for the following individuals:
    - United States citizens residing in the United States; or
    - United States citizens residing outside of the United States who file a United States tax return; or
    - Non-United States citizens residing in the United States.

For non-United States citizens residing outside of the United States, reimbursement is at the standard business rate but not to exceed reimbursement rates as specified by local regulations.

Mileage reimbursements require documentation that includes the travel date, distance traveled, and travel purpose.

- C. Other public transportation, shuttle, taxi, or mileage (which must be accompanied by authentication documentation) to and from the Board Member's home, and to and from the passenger terminal to the event, up to \$50 USD each segment.
- D. Hotel accommodations, including applicable taxes and internet usage fees up to \$15 USD per day, for the number of nights in attendance at the event plus any additional days requested and agreed to in advance by World Headquarters, the District, and the Board Member, for marketing visits. Additional room nights are at the Board Member's expense.
- E. A per diem allowance of \$30 USD for the days when event attendance is required plus two (2) travel days. Additional per diem allowance for any additional days spent conducting marketing visits agreed to in advance by World Headquarters, the District, and the Board Member.
- F. Phone charges, postage, and stationery expenses incurred in the conduct of their duties.
- G. District conference registration when not provided by the District.

- H. The International President may charge or be reimbursed for additional expenses:
  - I. Dinner with the District Executive Committee.
  - II. Airfare for the International President's spouse when traveling with the International President on official business.
- 3. Incidental expenses such as, but not limited to, magazines, food (including room service), entertainment, and fuel are not reimbursable.
- 4. Board Members must submit an expense report through the electronic expense reporting system, accompanied by receipts, within 30 days.
- 5. In addition to the expenses listed above, the following reimbursements apply for the International Convention:
  - A. Continuing and departing Board Members receive one (1) complimentary convention registration and one (1) complimentary ticket to each of the official meal functions and speech contests, if ticketed separately.
  - B. The outgoing International President receives one (1) complimentary hotel suite (of one (1) to two (2) bedrooms) including entertainment costs, two (2) complimentary convention registrations, and two (2) complimentary tickets to each of the official meal functions and speech contests, if ticketed separately.
  - C. The incoming International President receives one (1) complimentary hotel suite (of one (1) to two (2) bedrooms), two (2) complimentary convention registrations, and two (2) complimentary tickets to each of the official meal functions and speech contests, if ticketed separately.
  - D. The Immediate Past International President receives two (2) complimentary convention registrations and two (2) complimentary President's Dinner Dance tickets, if ticketed separately.
  - E. Past International Presidents receive one (1) complimentary convention registration and one (1) complimentary President's Dinner Dance ticket, if ticketed separately.
- 6. The following reimbursements apply specifically for newly-elected International Directors and the newly-elected Second Vice President for the International Convention:
  - A. Incoming **Board Members** ~~International Directors~~ receive the return portion of round-trip airfare or other public transportation (coach or discount) or mileage. Mileage is reimbursed at the current charitable standard mileage rate (for United States citizens) and standard business mileage rate (for citizens of other countries) in effect for federal income tax purposes by the United States Internal Revenue Service by the most direct route. Hotel accommodations, including applicable taxes, for any day between their installation and the Board meeting; a \$30 USD per diem allowance for any day they attend the Board meeting following the Convention; one (1) travel day; and one (1)

complimentary President's Dinner Dance ticket, if ticketed separately, will also be reimbursed.

- B.** Incidental expenses such as, but not limited to, magazines, food (including room service), entertainment, and fuel are not reimbursable.
7. If an International Director moves out of the region from which elected, reimbursement is based either on the residence at the time of election or on the current residence, whichever is less.

## Board of Directors Confidentiality

### 1. Board Business

A. Each document provided to Board Members in connection with Board business (“item”) shall be appropriately classified Highly Confidential, Restricted, or Unrestricted:

- I. Items classified as Highly Confidential may not be copied, shown to, or discussed with anyone except Board Members and those employees, agents, or members of the eCorporation authorized by the Chief Executive Officer to receive the information.

Examples of Highly Confidential items include personnel and disciplinary matters; background documents; draft agendas; draft Policies; draft minutes; some minutes or matters contained within minutes; committee reports; and other reports, budgets and information prepared for the Board.

- II. Items classified as Restricted may not be copied, shown to, or discussed with anyone except Board Members, those employees, agents, or members of the eCorporation authorized by the Chief Executive Officer to receive the information, and those past Board Members who have agreed to receive such information in confidence.

Examples of Restricted items include final committee and Board agendas; some minutes or matters contained within minutes; and matters submitted to the Advisory Committee of Past Presidents.

- III. Items classified as Unrestricted have no limitation on distribution or discussion. Board Members, officers, employees, and agents of the organization are to use good judgment and discretion when handling such information.

Examples of Unrestricted items include Board-approved Policies (though they may have been classified Highly Confidential or Restricted at an earlier stage), minutes of the Annual Business Meeting, and most items in Board meeting minutes. Some matters contained in Board meeting minutes may remain Highly Confidential or Restricted.

- B. In addition to a Highly Confidential or Restricted classification, an item or a portion of an item may be marked “confidential attorney-client privilege” when the material contains or reflects a matter communicated between the organization and legal counsel in confidence. Disclosing such matters to others may result in a waiver of privilege, causing the organization to lose the protection of the privilege in the event of litigation.
- C. An item may be classified Highly Confidential or Restricted until a specific time, after which the item becomes Unrestricted. All those receiving such an item in confidence are to observe the restriction until the agreed time.
- D. Board materials may be deemed Unrestricted, except for those items classified as Highly Confidential or Restricted.

- E. Board Members may discuss what committees the Board is working on but may not reveal the details of Board Member committee participation unless it involves asking questions as a committee assignment.
- F. Each item the Chief Executive Officer prepares is tentatively classified. In some instances, a page or attachment may be classified differently from the rest of the item. After consultation with the Chief Executive Officer, the International President may change the tentative classification of an item.
- G. The Executive Committee may change a classification made by the Chief Executive Officer or by the International President.
- H. The Board may change a classification made by the Chief Executive Officer, the International President, or the Executive Committee.
- I. In all cases, the Board has the ultimate responsibility for establishing the level of confidentiality to be maintained, observing the requirements of applicable law.
- J. Annually the Board reviews all Restricted and Highly Confidential minutes to determine if the classifications should be modified.
- K. Specifics of Board deliberations, including how individual Board Members voted, are Highly Confidential. If a Board Member votes on an Unrestricted item and wishes that vote to be disclosed, that vote may be made Unrestricted.

## **2. Distribution of Board Business Items and Meeting Minutes**

- A. At Board briefings, which are open to members of the organization, the Board briefs the audience on such items as the Board selects, and any mention of Highly Confidential or Restricted items is made in a manner which does not compromise the confidentiality of those items.
- B. The Board minutes and other corporate records of Toastmasters International are open to inspection by voting members of Toastmasters International (Delegates at Large and authorized representatives of Member Clubs), under California Corporations Code Section 6333, are limited to Unrestricted materials and only those Highly Confidential and Restricted materials that the Chief Executive Officer determines may be inspected for a purpose reasonably related to such person's interests as a voting member.
- C. Once a year, the Chief Executive Officer sends a notice to all former Board Members whose dues payments are current, giving them the option to continue receiving Board materials, including Restricted items which they must agree to keep confidential. Only those past Board Members responding in writing that they wish to receive such materials subject to the confidentiality restriction, by signing the Confidentiality Statement, are sent such materials, until the following **year's** annual notice is sent to them.
- D. If a document distributed to Past International Presidents, Past International Directors, or District Directors contains Highly Confidential material, such items are redacted or deleted in order to preserve confidentiality.
- E. If someone receiving Highly Confidential or Restricted information believes it would serve the best interests of the organization to disclose the matter to, or

discuss it with, someone outside of the restricted group, that person may request, in writing, approval from the Chief Executive Officer to do so. Said **initial approval or rejection** shall be given in writing.

- F. A breach of confidentiality must be immediately reported to the Chief Executive Officer who reports it to the International President.