



# Minutes of the 2021-2022 Board of Directors Videoconference

February 7, 2022

The 2021-2022 Toastmasters International Board of Directors met on February 7, 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; Lesley Storkey, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, 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, and Secretary *Pro Tem* Kristen Kyriazis were also present. International Director Jeff Sobel was absent.

1. The Board reviewed and accepted the agenda as presented.
2. The Board participated in an exercise to aid in the development of the organization's next Strategic Plan. The Board Members identified the organization's strengths and explored opportunities for the coming years. The Board will continue the exercise at a future meeting.
3. The Board received the report (attached) of the February 1, 2022, Executive Committee meeting as presented by International President-Elect Kinsey. The Board adopted the Committee's recommendations as presented in items #1 and 2. The remaining items were considered subsequently and separately by the Board.

The Board adopted item #3.

The Board adopted item #4.

The Board adopted item #5.

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



# Minutes of the 2021-2022 Executive Committee Videoconference

February 1, 2022

The 2021-2022 Toastmasters International Executive Committee met February 1, 2022, with International President, Margaret Page, DTM presiding. The other officers present were: International President-Elect Matt Kinsey, DTM; First Vice President Morag Mathieson, DTM; Second Vice President Radhi Spear, DTM; Immediate Past International President Richard E. Peck, DTM; and Chief Executive Officer Daniel Rex. District Growth and Support Director Jonathan Lam, Club Quality and Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary *Pro Tem* Kristen Kyriazis were also present. No Committee members were absent.

1. The agenda was adopted as presented.
2. The Committee received an update on feedback received from legal counsel regarding the requirements for conducting balloting processes for elections and other items of business at the Annual Business Meeting. The Committee reviewed the proposed options and recommends that the Board of Directors accept the hybrid format presented in Option 1 of the Reference Materials for the 2022 Annual Business Meeting.
3. The Committee reviewed the amendments to the Bylaws of Toastmasters International from legal counsel relating to the method of holding meetings of the voting members, such as the Annual Business Meeting. The Committee recommends that the Board of Directors present the proposed amendments to the Bylaws, Articles X: Annual Business Meeting, XI: Quorum, XIII: Miscellaneous, and XIV: Amendments (attached), for approval by the voting membership at the 2022 Annual Business Meeting.
4. The Committee reviewed the updated amendments to the Club Constitution from legal counsel relating to club representatives on the District Council. The Committee recommends that the Board of Directors present the amendments to the Club Constitution, Article VII: Duties of Officers (attached), for approval by the voting membership at the 2022 Annual Business Meeting. By electronic vote culminating on February 2, 2022, the Committee also recommends that the Board approve the amendments to the District Administrative Bylaws, Articles IX: District Council and X: Council Meetings, Quorum, Proxies, and Voting (attached), contingent upon the approval of the amendments to the Club Constitution.
5. The Committee reviewed the updated amendments to the Club Constitution from legal counsel relating to minimum club officer requirements. The Committee recommends that the Board of Directors present

the amendments to the Club Constitution, Article VI: Officers (attached), for approval by the voting membership at the 2022 Annual Business Meeting.

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

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



Kristen Kyriazis  
Secretary *Pro Tem*

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

# Bylaws of Toastmasters International

## 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, 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 corporation 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 corporation, 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), 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 corporation for purposes of notice, either personally or by 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 corporation's Bylaws;

- (d) to amend this corporation's Articles of Incorporation; or
- (e) to voluntarily dissolve this corporation.

**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.

# Bylaws of Toastmasters International

## 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.

# Bylaws 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 corporation 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 corporation 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 corporation 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 corporation'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 corporation 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 corporation's power to indemnify the agent under law.

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

All contracts entered into on behalf of this corporation, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation, 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 corporation'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 corporation, 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 corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) the expenses or disbursements of this corporation, 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 corporation, the corporation has obtained an unrevoked consent from the recipient to the use of such means of communication;
- (b) for electronic transmissions to the corporation, the corporation 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.**

# Bylaws of Toastmasters International

## Article XIV: Amendments

### Section 1: With Notice

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

# Toastmasters Club Constitution for Clubs of Toastmasters International

## 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 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 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 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.

# District Administrative Bylaws

## Article IX: District Council

### (a) **Composition**

The District Council shall consist of the District Executive Committee, as defined in Article XI(a) 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 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.** These shall be the only voting members of the District Council, and 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 annual District Council meeting.

# District Administrative Bylaws

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

### (a) Regular Meetings

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

**Each program year the District Executive Committee determines whether the District Council annual meeting in which the elections take place is conducted online or hybrid. Additional meetings 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 shall set forth the purpose for which such meeting is called, but any business otherwise valid may be transacted at the meeting.

### (c) Quorum

One-third of the Club Presidents and Vice Presidents Education from Member Clubs **in 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 these 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.~~

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

~~When the voting process is conducted, in person, each member of the District Council attending the council meeting, or that member's proxyholder as authorized by subparagraph (d) hereof, is entitled to one (1) vote. **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.~~

# Toastmasters Club Constitution for Clubs of Toastmasters International

## 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 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.