





**Minutes of the 2011-2012 Board of Directors Meeting
Orlando, Florida
August 13-14, 2012**

BOARD OF DIRECTORS

The 2011-2012 Toastmasters International Board of Directors met on August 13, 2012, at 9:15 a.m. EDT, International President Michael Notaro, DTM, presiding. The other officers and directors present were: John Lau, DTM; George Yen, DTM; Mohammed Murad, DTM; Pat Johnson, DTM; Daniel Rex, Executive Director; Balraj Arunasalam, DTM; Gina Cook, DTM; Kevin Doyle, DTM; Wendy Harding, DTM; David Hollingshead, DTM; Viki Kinsman, DTM; Andrew Little, DTM; David McCallister, DTM; Roberta Perry, DTM; Jacquie Schnider, DTM; Mike Storkey, DTM; James Sultan, DTM; Christine Temblique, DTM; and George Thomas, DTM. Secretary/Treasurer Sally Newell Cohen was also present.

EXECUTIVE COMMITTEE

The report of the Executive Committee was presented by International President-Elect John Lau and covered the following items considered at its August 10-12, 2012, meeting:

1. Based on recommendations made by the 2011-2012 International Leadership Committee (ILC), the Executive Committee directed staff to develop a competency-based framework for assessing international officer and director candidates as well as a self-assessment tool based on the same criteria. In February, the Executive Committee reviewed the draft assessment tool and further directed World Headquarters staff to engage an assessment expert to finalize the tool. The Committee reviewed the refined tool and approved it for implementation to support the ILC process leading to the August 2013 elections.
2. The Committee reviewed the progress of the plan for improving Toastmasters International's legal, tax and regulatory compliance in the many countries in which clubs and districts operate. The primary objectives of the project are to protect Toastmasters' standing as a United States 501(c)3 corporation and to protect the ability of clubs and districts to operate.
3. The Committee reviewed the status of pending district reformations in Districts 14 in Georgia and 21 in British Columbia, Canada, as well as reformations completed on July 1, 2012, resulting in new Districts 48 in Florida and 89 in China. In addition, the Committee reviewed and approved requests to reform from Districts 59 in Europe and 71 in the United Kingdom and Ireland, and a request from District 70, Australia, to form a reformation committee. The Committee reviewed the status of the districts with more than 240 clubs to determine if reformation is in the best interest of Toastmasters International and the clubs, as required by Protocol 7.0: District Structure, Reformed or Consolidated Districts, 4A, and directed World Headquarters to contact the districts that could consider reformation.
4. The Accredited Speaker Program, established in 1981, recognizes members whose public speaking skills are professional in caliber. To increase awareness and participation, the Executive Committee reviewed and approved several recommendations to strengthen the program while simplifying and clarifying the qualification process.
5. The Committee reviewed the proposed budget for fiscal year 2013 and recommended approval.



6. Each year the Region Advisor (RA) Selection Committee chooses the most qualified members for the role of region advisor. The RA Selection Committee has consisted of members of the Board of Directors. The Executive Committee reviewed and recommended the approval of a plan for future RA Selection Committees to consist of five members of the board of directors (including the chair) and three past region advisors. The changes are reflected in Policy 10.0: Region Advisors.
7. The Committee discussed the growing need for district leaders to be empowered to appropriately resolve disputes that are related to district-level activities. While such procedures have existed at the club and international level, no formal processes have been in place to support the district leaders. The Committee reviewed and made changes to Protocol 3.0: Ethics and Conduct, establishing a system for district-level disciplinary review. The Committee also added clarification regarding international-level disciplinary committees to Policy 11.4: Board of Directors Committees and moved the contents of Protocol 11.4 to Policy 11.4 to ensure consistency.

The Board voted to accept and approve the actions of the Committee. Separately, the Board voted to approve the recommendations in items 5, 6 and 7.

BOARD OF DIRECTORS

1. The Board reviewed and approved amendments to several policies related to district finance:
 - a. Clubs and districts own assets necessary to facilitate the Toastmasters program. District assets are the property of Toastmasters International. To ensure a smooth and complete transfer of these assets from year to year, Protocol 8.1: Club and District Assets has been amended to require each district to submit to World Headquarters a complete list of assets, signed by its immediate past district governor and current district governor, on or before August 31 of each year.
 - b. Previously, policy did not provide for reimbursement of meals for district leaders attending Mid-year Training. Policy 8.3: District Leader Expenses has been amended to allow reimbursement of up to \$30 per day for meals not paid for by World Headquarters.
 - c. Geography and legal compliance occasionally result in the need to have authorized account signers other than the District Governor, Lt. Governors and Treasurer. Policy 8.4: District Fiscal Management has been revised to allow an alternate signer if approved by the Toastmasters International Executive Committee.
 - d. To ensure uninterrupted access to district reserve funds, districts must fulfill several requirements, including submission of the district signature form. This list of signatories is not necessarily the same as the list on record with the district's bank; however, it is critical that these lists be the same. Protocol 8.4: District Fiscal Management now requires districts to submit a bank-provided list of authorized signers for all district accounts.
 - e. Protocol 8.4 has been modified to authorize the Executive Director to increase the travel maximum for one year on a case-by-case basis if it is determined that the increase is the best solution for that district.
 - f. To prevent members from having to spend personal funds, and to modernize the allowable forms of district payments while continuing existing internal controls to protect the organization's assets, Protocol 8.4: District Fiscal Management has been modified to allow debit cards and cash advances up to \$100. Additionally, electronic payments are allowed if approved by the Executive Director.



- g. Protocol 8.4: District Fiscal Management has also been amended to provide guidelines of appropriate non-routine expenses to ensure that each expense has a reasonable relationship to activities that support the mission and preserve the organization's nonprofit tax-exempt status.
2. The Strategic Planning Committee reviewed and explored Toastmasters' mission, vision and values, and how effectively each articulates Toastmasters' core purpose, culture and desired future. The committee acknowledges the need to update these statements while reaffirming the organization's strengths and legacy. It will continue its discussion and development in November.
 3. In the 2010 Strategic Plan, Renew Focus on Leadership is a specific strategy that supports Objective 2: Education Programs. The Strategic Planning Committee assessed Toastmasters' strengths and position in the leadership marketplace, continued the evaluation of leadership in Toastmasters started by the Renew Focus on Leadership Committee and explored the foundational principles to be used in the development of the new program. The committee directed World Headquarters to continue with the plan and begin development of the new program.
 4. The Board reviewed and approved policy and protocol amendments related to international campaigns and elections:
 - a. Several amendments were made to Policy 9.1: International Campaigns and Elections as a result of recommendations of the 2011–2012 International Leadership Committee and the implementation of the assessment tool for candidates that will replace the International Officer Candidate Survey and International Director Candidate Survey.
 - b. At the Annual Business Meeting on Saturday, August 18, 2012, paper ballot voting will be replaced by e-voting. As a result, the role of the supervising director will change as well. Protocol 9.1: International Campaigns and Elections has been updated to reflect the new electronic process.
 5. The Board received reports from Committees 1 and 2:
 - a. Committee 1 – Club Quality & Consistency
 The committee met to address club-level expectations that determine club quality and a positive member experience. It discussed topics and made recommendations that impact the role of the member in creating a successful member experience, existing club standards and minimums, and the concepts presented in Moments of Truth. The committee finalized a set of recommendations and directed World Headquarters staff to develop a feasibility study and implementation plan and provide them to the Board. The high-level recommendations include these topics:
 - Online reports that address club health
 - Gaining best practices from successful clubs
 - Reinforcing Moments of Truth across clubs and districts
 - Providing mentors for all new members
 - Promoting the Toastmasters Promise
 - Formal club induction ceremonies
 - Strengthening Club Coach Program



- Strengthening club leadership succession

The Board voted to accept the report presented by Committee 1.

b. Committee 2 – Area Governor Role

The committee discussed topics and made recommendations addressing: how to better support area governors, help them be more successful with the objective of helping clubs better fulfill their mission and enhance their experience via training, goal setting, ongoing support, communication and monitoring. The committee finalized a set of recommendations and directed World Headquarters staff to develop a feasibility study and implementation plan and provide them to the Board. The high-level recommendations include these topics:

- Talent identification
- Recruitment
- Selection
- Election
- Succession planning
- Training

The Board voted to accept the report presented by Committee 2.

All policy changes were approved by the required two-thirds vote, and are attached to these minutes.

CONCLUSION

International President Notaro adjourned the meeting at 4:20 p.m., August 14, 2012.

Pursuant to Policy 11.3, items contained in the minutes of this meeting were classified as “unrestricted” upon distribution of the minutes by World Headquarters, not to include any matters marked “restricted”. The results of the Board meeting described in the Board Briefing, written and orally presented in open session on August 15, 2012, were classified “unrestricted.”

Sally Newell Cohen
Secretary/Treasurer

Distribution: Board of Directors
Nonprofit General Counsel
Executive Director

Region Advisors

1. Selection

- A. Each year, one RA per region will be **appointed by the Board of Directors, after considering nominees recommended by the** ~~selected by the RA Selection Committee and appointed by the Board of Directors.~~
- B. The RA Selection Committee is composed of:
 - 1. **One international officer, who serves as chair, appointed by the International President.**
 - 2. **Four international directors** ~~Board members~~ appointed by the International President.
 - 3. **Three past region advisors 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.**
 - 4. **Nominee selection will be informed by the results of district leader evaluations of each person's service as RA.**
- C. **Past region advisors serving on the RA Selection Committee are required to follow the confidentiality standards of the Board of Directors.**

12. Position

- A. Region advisors (RAs) consult with district leaders to help them achieve the district mission.
- B. RAs are members in good standing who have served 12 consecutive months as a district governor, lieutenant governor, or a combination thereof or have demonstrated marketing expertise applicable to Toastmasters International.
- C. RAs report to the International President through World Headquarters.
- D. 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.

23. Term of Service

- A. The RA term lasts for 16 months: March 1 through June 30 of the following year. RAs must apply for each term and may serve no more than two consecutive terms. There is no limit on nonconsecutive terms.
- B. An RA may not campaign for, be elected to, or be appointed to any district office or role while serving as an RA.
- C. An RA may not be, or campaign on behalf of, an international officer or director candidate while serving as an RA.

- D. An RA may resign in writing to the Executive Director or the International President.
- E. An RA may be removed from service at any time, with or without cause, by the Executive Committee.

Board of Directors Committees

1. Executive Committee

- A. The Executive Committee is comprised and its powers and duties are stated in [Article V, Section 6\(a\), 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 Executive Director and supervises the performance and position of the Executive Director.
 - 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 essentially delegated to it by the Board. Where authority to act on a matter is expressly delegated to the Executive Committee in policy adopted under [Article V, Section 4\(f\) of the Bylaws of Toastmasters International](#), the phrase “subject to the approval of the Board” in [Article V, Section 6\(c\) of the Bylaws](#) shall mean that the Executive Committee has full corporate authority to act on the matter in a timely manner and need not seek Board approval prior to taking such action. However, the Board may, upon learning of the Executive Committee’s action at the Board’s next meeting or otherwise, decide to modify, overrule, or reverse the Executive Committee’s action to the extent the Board can do so without harm to the best interests of Toastmasters International.
 - III. The Executive Committee has such authority as is necessary in the conduct of the ordinary business operations of the corporation while the Board is not in session.
- D. Meetings may be called by the International President or any other voting member of the Committee by giving reasonable notice of the date, time, and place of the meeting to all members of the Committee

- E. Minutes of all Executive Committee meetings are provided to all Board members within 30 days after each meeting.
- F. The Executive Committee reviews the proposed budget for the ensuing fiscal year every August, conducts the Executive Director Performance Appraisal annually, reviews district formation and re-formation every three years, reviews member dues at least every three years, and reviews the Toastmasters International Reserves policy every November.
- G. All signatories on Toastmasters International's corporate bank accounts, including those located in the various districts, must be approved by the Executive Committee.
 - 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.

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; and 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, presiding officer 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 purpose of the Advisory Committee of Past International Presidents is to submit comments and recommendations for consideration of the Board.
- B. The Immediate Past International President is the chair of this committee.
- C. The Advisory Committee of Past International Presidents holds meetings annually during the International Convention. Special meetings are called with the written approval of the International President.
- D. 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.
- E. The Executive Director is the liaison to the Advisory Committee of Past International Presidents.

- F. Upon request, as surveyed each year, each Committee member receives Board meeting and Executive Committee meeting minutes; copies of final agendas for the Board committees, so long as the Committee member has signed the Confidentiality Statement; links to significant updates on the [Toastmasters International website](#) including, but not limited to, newsletters and other publications; and the Executive Director's Report.
- G. The committee chair presents a report each February—and, at the International President's discretion, provides a report in August—for consideration by the Board.

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 two-person Audit Committee is responsible for engaging an auditing firm according to the requirements of the NIA and upon recommendation of the Executive Director.**
- 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. **A Toastmasters International Disciplinary Committee may be appointed by the Board of Directors in accordance with Article III, Section 13(h) of the Bylaws of Toastmasters International, if the disciplinary matter is complex or difficult.**
- B. **The Committee follows Article III, Section 13(h) of the Bylaws of Toastmasters International and Policy 3.0: Ethics and Conduct while conducting some or all of the aspects of the disciplinary process with authority delegated to it by the Board of Directors.**

- C. The Committee reports the results of its work and any interim steps taken to the Board of Directors promptly in writing.**
- D. 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 under the circumstances. A final decision to take disciplinary action must be made or confirmed by a three-fourths majority vote of the Board.**
- E. Appointments to the Committee are made by the International President and are subject to the approval of the Board of Directors.**

Club and District Assets

1. 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. District assets are the property of Toastmasters International as described in [Article III, Section \(b\) of the District Administrative Bylaws](#).
 2. Acceptable assets include, but are not limited to bank accounts; electronic equipment; and incidental items used to conduct meetings or 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. Assets not acceptable for clubs and districts—whether rented, leased, purchased, or donated—include, but are not limited to, motor vehicles, office space, real property, furniture, and telephones.
 4. 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 governors and submitted to World Headquarters by August 31 of each year.**
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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 governor and lieutenant governors (including for provisional districts) 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 business standard mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service by the most direct route. 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 governors attending the International Convention each receive a \$30-per diem (not exceeding \$120) when the district governor attends the Candidates' Corner, Candidates' Showcase, and the Annual Business Meeting; one complimentary basic convention registration; and one complimentary President's Dinner Dance ticket.
- D. World Headquarters does not provide reimbursement for travel or expenses for territorial council leaders.

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 governor and lieutenant governors for ~~registration, lodging, and transportation~~ expenses not paid by World Headquarters. **Meals may be reimbursed up to \$30 per day.**
- C. For August District Leader Training ~~and International Convention~~, districts may reimburse the district governor, lieutenant governors, and other leaders for whom training is provided and authorized by Toastmasters International, for ~~registration, lodging, and transportation~~ expenses not paid by World Headquarters. **Meals may be reimbursed up to \$30 per day.**
- D. **For International Convention, districts may reimburse the district governor and lieutenant governors for registration, lodging, transportation expenses not paid by World Headquarters. Meals may be reimbursed up to \$30 per day.**

- DE. For International Convention, districts may reimburse the immediate past district governor for registration, lodging, and transportation expenses not paid by World Headquarters.
- EF. Districts do not reimburse any other individuals for travel outside the district or for items related to travel outside the district.
- FG. Registration includes conference or convention registration and ticketed events and meals that are part of the conference or convention.
- GH. Lodging includes hotel accommodations, including applicable taxes; it excludes personal telephone expenses and other incidental expenses.

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 business standard mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service, and parking.
- C. Travel expenses exclude motor vehicle rentals, gasoline, **and** incidental expenses, ~~and meals~~.
- D. 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.
- E. 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.
 - A. These funds include the amounts available in the respective district reserve accounts.
 - B. They include \$18.00 annually computed and available at the rate of \$9.00 semiannually for each member for whom membership dues are received within the district.
 - C. They include \$1.50 per month for each member from whom prorated membership dues are received within the district, but no more than \$9.00 every six months.
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. The district governor, at least one lieutenant governor, and treasurer shall have signatory authority on all accounts established by the district, including any division and area accounts. **Alternate signers are permissible only if approved by the Toastmasters International Executive Committee.**
4. If authorized by the district and included as part of the district budget, a division or area is allocated funds and has its own budget.
 - A. Division and area financial activity is subject to the supervision of the district governor and must be included in the quarterly treasurer's reports, mid-year audit, and year-end audit.
 - B. Monthly division and area **financial activity reports**~~treasurer's reports~~, showing variances with explanations, must be provided to the district governor and lieutenant governors within 30 days of the end of the month.
 - C. Funds in division and area bank accounts are owned by the district and by Toastmasters International. The administration of division and area funds shall follow the same rules as district funds.
5. The Executive Director withholds district funds as needed and, with the approval of the Executive Committee, assumes financial control of a district.

District Fiscal Management

1. District Funds

- A. In order of priority, district funds are used for district and club leader training, club growth and retention, supporting clubs in their membership growth efforts, the promotion of Toastmasters International educational programs within clubs, district communications, administrative materials, awards and recognition items, district leader travel, district meetings, and speech contests conducted by the district.
- B. District funds shall not be used for other meetings outside the district nor for membership and club dues or fees. In addition, district funds may not be donated to any charitable fund, including the Ralph C. Smedley Memorial Fund.

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 treasurer or new district governor 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 treasurer and the outgoing district governor 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 treasurer or new district governor.

3. District Reserve Account

- A. During the final months 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.
- B. 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, 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 changes in club assignments to 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 Treasurer's Report 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 Treasurer's Report 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 and current district governors and submitted to World Headquarters by August 31 of each year.**

4. Financial Controls

- A. The estimated district budget must be signed by the district governor, lieutenant governors and treasurer.
- B. District checks must be signed by the district governor and treasurer. Checks made payable to the district governor or treasurer must be signed or approved in advance in writing by a lieutenant governor.
- C. District treasurer's reports must be provided at each district executive committee and district council meeting.
- D. District treasurer's reports must be submitted monthly to the district governor and lieutenant governors and quarterly to World Headquarters within 30 days after the end of the month.
- E. 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.
- F. All expense reimbursement claims must be approved by the district governor. The district governor's reimbursement claims must be approved by a lieutenant governor.
- G. A single expenditure in excess of \$500 must be authorized in advance in writing by the district governor and at least one lieutenant governor, in consultation with the district treasurer.
- H. Receipts are required for all reimbursements. If no receipt is included, 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.
- I. Reimbursement by a district must be made within 60 days after receipt of an authorized reimbursement request. Reimbursement requests must be made within 60 days of incurring the expense and by July 31 for expenses incurred in June.

- J. Comingling of district funds with funds in personal accounts, club accounts, or any other accounts is prohibited.
- K. District audits account for all district income and expenses. All district bank accounts and funds are included in the district budget and audits, including any accounts held at the division and area level. All outstanding liabilities and obligations are recorded as part of the mid-year and year-end audits.
- L. The financial duties of district officers and other financial controls are also set forth in [Articles III, VIII, IX, XI, and XII of the District Administrative Bylaws](#).

5. District Budget

- A. The district governor, lieutenant governors, and treasurer prepare the district budget between June 1 and August 31.
- B. Under [Article XI, Section \(a\) of the District Administrative Bylaws](#), the district executive committee gives preliminary approval to the district budget and the district governor submits the budget to World Headquarters between September 1 and September 30.
- C. The district executive committee presents the district budget for approval between August 1 and December 1 at the district council meeting.
- D. The district executive committee provides copies of the budget prior to or at the district council meeting.
- E. If the district council makes any amendments to the budget after it is submitted to World Headquarters, the amended budget is submitted to World Headquarters within 30 days.
- F. A district's budget must match the District Success Plan.
- G. District budget expenses shall be limited as follows:

Category	Limit
Membership and club extension	no budget limit
Communication and public relations	maximum 25 percent of total budget
Officer training	maximum 30 percent of total budget
Speech contests and awards	maximum 10 percent of total budget
Administration	maximum 20 percent of total budget
Travel	maximum 30 percent of total budget
Other	maximum 10 percent of total budget

Districts may request a one-year increase in the maximum limit for travel. The Executive Director 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. Between July 1 and November 1, the district governor appoints a district audit committee for the mid-year audit.
- B. Between January 1 and February 15, the treasurer provides the mid-year Treasurer's Report for the period of July 1 through December 31 to the district audit committee, which presents the report to the district executive committee for approval. Once approved, the audit committee or treasurer submits the mid-year audit report and financial records to World Headquarters by February 15.
- C. Between March 1 and June 1, at the district council meeting, the district executive committee presents the mid-year audit.
- D. Between July 1 and August 31, the treasurer provides the year-end Treasurer's Report for the period of July 1 to June 30 to the district audit committee, which presents the report to the district executive committee for approval. Once approved, the audit committee or treasurer submits the year-end audit report and financial records to World Headquarters by August 31.
- E. Between August 1 and December 1, at the district council meeting, the district executive committee presents the district audit for the prior twelve months ending June 30.
- F. Financial records include, but are not limited to, canceled checks, bank statements, paid invoices, and cash receipts and disbursement journals.
- G. The district executive committee provides copies of the audit prior to or at the district council meeting.
- H. The audit committee's composition, functions, and deadlines are further described in [Article XI, Section \(c\) of the District Administrative Bylaws](#).

7. Electronic Payments, Cash Advances, and Debit Cards

- A. Checks are the preferred method of payment for district obligations.**
- B. Debit cards may be used as a method of payment for district obligations. Only the district governor or treasurer may use such cards. Payments made by the district governor must be authorized in advance in writing by the treasurer and at least one of the lieutenant governors. Payments made by the treasurer must be authorized in advance in writing by the district governor and at least one of the lieutenant governors.**
- 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 Executive Director.**
- D. Cash advances for budgeted district expenses (limit \$100) 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 governor and treasurer, or a lieutenant governor and treasurer if the advance is for the district governor. Receipts must be submitted to the treasurer and the advance reconciled within five 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.

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

Policy 9.1

International Campaigns and Elections

1. 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. The ILC members are appointed by the International President-Elect in February, for terms of service beginning ~~the following~~ September 1 **of the same year**. International officers and directors may recommend appointees.
- D. Three members of the ILC are past international presidents:
 - I. The past international president whose term as international president was completed 18 months prior to the February appointment serves as chair for one year.
 - II. The past international president whose term as international president was completed six months prior to the February appointment serves as vice-chair for one year and chair the following year.
 - III. One additional past international president is appointed by the International President-Elect to serve as a committee member for one 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 member from each region serves a two-year term on the ILC. 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 governor.
- 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. Region advisors, district leaders (including the immediate past district governor), and campaign managers or other lead members of an international officer or director candidate campaign team do not serve on the committee.
- I. A committee member may not be a candidate for international office for one year after leaving the ILC nor serve two consecutive terms.
- J. Committee members may be reappointed only after a two-year absence from the committee, with the exception that a vacancy of one year or less may be filled by a committee member whose full term expired within the prior two years.

- K. The ILC nominates at least one and no more than two candidates for International President-Elect, First Vice President, and International President if there is no one to succeed to that position.
- L. The ILC nominates at least two and no more than three candidates for Second Vice President.
- M. The ILC nominates at least two and no more than three candidates for the open international director positions with the exception that one candidate may be nominated if another willing and able candidate cannot reasonably be found.
- N. 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.
- O. International Leadership Committee members are fair and open-minded.
 - I. Their responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study candidate materials, review survey results, conduct candidate interviews, 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.
 - II. ILC members request reimbursement for telephone calls or other reasonable expenses within 930 days **after the end of their term**.
- P. International officer and director candidates may be self-declared candidates. The committee may receive names of qualified candidates or seek them out.
- Q. If a nominated candidate withdraws, the committee may nominate a replacement.

2. **SurveysCandidate Assessment**

- A. **Each officer and director candidate's competencies will be assessed by leaders who served with them in previous Toastmasters roles. The assessment will be administered each November by a professional assessment firm. The results will be provided to the ILC Chair and to each candidate.**~~Beginning November 1, the International Officer Candidate Survey (IOCS) is sent to the Board of Directors, past international presidents, past international directors for a period of two years~~

~~following their terms of office, district governors, and immediate past district governors.~~

- B. 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 from the same region who served while the candidate was an international director**
 - IV. The candidate**

~~The IOCS solicits one name for each of the offices of International President-Elect and First Vice President and one or two names for Second Vice President.~~

- C. 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 from the same region who served while the candidate was an international director**
 - IV. The candidate**
- ~~A. D. For international director candidates, the assessment tool is sent to:~~
- I. The region advisor (or the international director if there was no region advisor), lieutenant governor education and training (LGET), lieutenant governor marketing (LGM), immediate past district governor (IPDG), district treasurer and division governors who served while the candidate was district governor (DG)**
 - II. The region advisor (or the international director if there was no region advisor), district governor, LGM and IPDG who served while the candidate was LGET**
 - III. The region advisor (or the international director if there was no region advisor), district governor, LGET, IPDG and public relations officer who served while the candidate was LGM**
 - IV. The candidate**

~~Beginning December 1, the International Director Candidate Survey (IDCS) is sent to district governors, immediate past district governors, region advisors, past international directors, and past international presidents within the region.~~

- ~~D. The IDCS solicits names of international director candidates for that region and names of additional recommended candidates~~
- ~~E. The IOCS and IDCS are conducted electronically by World Headquarters and contain a link to candidate information. Results are provided to the committee as soon as available.~~

3. **Nominee Selection and Voting**

- ~~A. Leadership assessment tools are used at the discretion of the committee and at the expense of Toastmasters International.~~
- BA.** Candidate interviews follow the timing, quantity, and schedule determined by the chair. Interviews are based on consistent interview questions developed by the committee.
- CB.** Committee members **take into account** ~~consider information received from surveys, assessment results from assessment tools, interviews,~~ input from current and past leaders and other Toastmasters members, and **candidate materials during their selection process.**
- DC.** Each ILC member votes to nominate one candidate for International President-Elect, First Vice President, and International President if necessary and two different candidates for Second Vice President.
- ~~ED.~~ 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.
- ~~FE.~~ Committee member votes are confirmed in writing.
- ~~GF.~~ To be nominated, a candidate must receive votes from at least a majority of the committee members.
- ~~HG.~~ The chair participates in discussions about candidates and votes for each nomination.

4. **Nomination Results**

- A. Once the candidates have been selected for nomination, the chair notifies nominated candidates and confirms their acceptance of the nomination. Candidates must verify their acceptance in writing to the chair.
- B. The chair notifies unsuccessful candidates.
- C. ~~Survey results and leadership~~ **Candidate assessments results are only provided to the ILC and each respective candidate. Candidates must agree to maintain the confidentiality of their results before receiving them.** ~~are confidential until the information is released to the candidate and/or the public.~~

- 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 years.

5. Schedule

Date	Action
September 1	Call for candidate declarations.
October 15	Deadline for officer and director candidates to declare intent to be included in surveys to be included in surveys the assessment process.
November 30 1	Officer and Director Candidate Assessment conducted. International Officer Candidate Survey sent
December 1 4	International Director Candidate Survey sent
February 15	ILC announces officer candidates. by this date Floor candidates for officer positions may declare intent announce once after ILC results have been reported announce once after ILC results have been reported . has been announced after this date
April 15	ILC announces director candidates. by this date Floor candidates for director positions may declare intent announce once after ILC results have been reported announce once after ILC results have been reported . has been announced after this date
At least 60 days prior to Annual Business Meeting	ILC n ominations are published in the <i>Toastmaster</i> magazine and on the Toastmasters International website .

6. Announcement of Candidacy and Distribution of Campaign Materials

- A. Candidates may confirm their intention to run for office after the close of the Annual Business Meeting by submitting a Letter of Intent to World Headquarters.
 - I. A Letter of Intent must be on file with World Headquarters before a candidate may engage in public campaign activities. Campaign materials may not be distributed until after the close of the convention.
 - II. By signing the Letter of Intent, the candidate acknowledges having read and understood the campaign policies and takes responsibility for the conduct of supporters.
 - III. A Letter of Intent, biographical information, and a photograph must be received at World Headquarters ~~by no later than October 15 for an international officer and or director candidates to be included in the candidate surveys to be included in the assessment process.~~ **by no later than October 15 for an international officer and or director candidates to be included in the candidate surveys to be included in the assessment process.**
- B. Eligible candidates who have not been nominated by the ILC may run from the floor at the Annual Business Meeting under [Article VIII, Section 3, of the Bylaws of Toastmasters International](#).
 - 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.

- C. Floor candidates have the same opportunities as nominated candidates with the exception of inclusion in the ***Toastmaster magazine***, Candidates' Corner on the [Toastmasters International website](#) and in the Candidates' Brochure.

7. International Campaign Communications

- A. Candidates for second vice president and international director may only visit clubs, districts, and district leaders within their declared home region.
- B. Candidates may produce and distribute 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.
- C. A campaign mailing is any message, unsolicited by the recipient, which promotes or publicizes a candidate.
- D. Communications by the district in connection with a candidate's presentation at a district conference and internal communications among campaign team members are not considered campaign mailings. Unsolicited subscriptions to information by or about a candidate are not permitted.
- E. Candidates shall only send two mailings:
 - I. International officer candidates send the first mailing between October 1 and November 1; international director candidates send the first mailing between October 1 and December 1.
 - II. Both international officer candidates and international director candidates send the second mailing between July 1 and the election at the Annual Business Meeting.
- F. World Headquarters provides contact information to a candidate only after having received the candidate's Letter of Intent.
 - I. The contact information is of the Board, past international presidents, past international directors, **immediate past district governors, and the district governors and lieutenant governor**~~stop three district leaders~~.
 - II. The contact information may only be used for campaign purposes.
- G. No candidate for second vice president or international director nor their representatives may place unsolicited calls to district governors or lieutenant governors outside the candidate's district during the month of June. Calls among campaign team members are permitted.
- H. A candidate may have a website to promote his or her candidacy.
 - I. It must stand alone and have its own URL.
 - II. A candidate's website may be linked or referenced only on the candidate's home club website, the Candidates' Corner on the [Toastmasters International website](#), and in campaign mailings made by the candidate.

- III. A blog may be included on a candidate's website. Automatic notices are allowed.
- I. A candidate may create campaign profiles on social media for the purpose of promoting his or her campaign.
 - I. Campaign profiles must be separate from existing social media profiles that the candidate has.
 - II. A candidate may link from existing social media profiles to the candidate's campaign profile and campaign website.
 - III. Candidates may not use their non-campaign profiles for campaigning. Only the campaign profile may be used.
- J. Candidate websites and social networking campaign profiles of both successful and unsuccessful candidates are removed within 10 days following the election.
- K. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites including social networking sites.
- L. A Candidates' Corner shall be included on the [Toastmasters International website](#). Candidate information may include a photograph, profile, website address, email address, and telephone number for contact purposes.
 - I. Information about officer and director candidates who have submitted their Letters of Intent and biographical information by October 1 are placed on the Toastmasters International website Candidates' Corner by November 1.
 - II. Candidates who submit their materials after October 1 are placed on the website as soon as practicable after receipt of the information.
 - III. Only nominated candidates as determined by the ILC remain on the Candidates' Corner after the committee's report has been announced.
 - IV. Floor candidates are not included in the Candidates' Corner after the Committee's report has been announced.
- M. Only nominated candidates, as outlined above, appear in the Toastmasters International Candidates' Brochure. Floor candidates do not appear in the brochure.
- N. 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 Executive Director.

8. 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 networking profiles are limited only to the candidate. All quotes and testimonials in

candidate campaign materials, displays, and on websites must have the written permission of those being quoted.

- B. District governors, lieutenant governors, 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 respond to ~~confidential surveys conducted by World Headquarters~~ **the assessment tool** and to questions from the ILC.
- C. Campaign materials for international officer and director candidates may be displayed in a Candidates' Corner at district conferences and the International Convention. Candidates or their representatives are responsible for the delivery, set-up, and removal of materials. Campaign materials may not be distributed at any other location.
- D. No candidate or candidate's representative may host a hospitality suite. A hospitality suite is defined as a room where refreshments are provided and attendance is open to any member.
- E. If a district or region hosts a hospitality suite, no candidate or candidate's representative, may give contributions or engage in political activities in the suite.
- F. A candidate may have a room for storing material and meeting with campaign workers, but the room may not be used for solicitation of votes.

9. International Campaigns in Districts

- A. International director candidates, or their representatives, may present at district events only within their region. Candidates receive equal opportunity, with allotted time defined by the district governor. International director candidates may participate in other home district activities except the district nominating committee.
- B. International officer candidates, or their representatives, do not deliver a campaign speech at district events. Unopposed international officer candidates may give an educational presentation. International officer candidates may participate in other home district activities except the district nominating committee.
- C. District publications and websites that include information written by or about candidates must not be distributed beyond their regular distribution list. District publications and websites may not contain advertisements about candidates and may not contain articles or notices about candidates from outside the district.

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.

- a. The violation is investigated by the Executive Director. If the Executive Director 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.
- a. The Executive Committee investigates a level-two violation or assigns the investigation to the Executive Director staff.
 - 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.
- a. A level-three violation is investigated by the Executive Committee, which may delegate it to the Executive Director staff.
 - b. Ramifications may include any or all penalties for level-two violations, a request for the candidate to withdraw from the race, and, in the most severe cases, removal from good standing or other disciplinary action which may disqualify the candidate.
- B. The Executive Committee's decisions are final. A candidate may not request that the Board modify or overturn the Executive Committee's decision, nor may the candidate contact Board members for the purpose of appealing that decision.

11. International 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 clubs no later than May 15.
- C. When amendments to the [Bylaws](#) are to be voted on, there is a method in the proxy process for a club to indicate how it wishes its votes to be cast.
- D. A credentials chair and two vice-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.

12. International Candidates' Showcases

- A. At the International Convention, a Candidates' 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 directors to serve as chair and co-chair of the Candidates' Showcase. Other directors are assigned as needed.
- C. Each candidate is limited to a two-minute presentation, and the chair interviews the candidate based on questions submitted by district leaders and **members of the Board of Directors**.
- 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 Candidates' Showcase.

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.