



## **Minutes of the 2015-2016 Board of Directors Teleconference March 28, 2016**

The 2015-2016 Toastmasters International Board of Directors convened on March 28, 2016, with International President Jim Kokocki DTM, presiding. The other officers and directors present were: Mike Storkey, DTM; Balraj Arunasalam, DTM; Lark Doley, DTM; Mohammed Murad, IPIP, DTM; Crystal Allbritton, DTM; Steven Chen, DTM; Russell L. Drake, DTM; Teresa S. Dukes, DTM; Ede Ferrari-D'Angelo, DTM; Magnus Jansson, DTM; Ross Mackay, DTM; Patrick Oei, DTM; Margaret Page, DTM; Nagaraja Rao, DTM; Gloria Shishido, DTM; Charlie Starrett, DTM; Joan Watson, DTM; and Dennis E. Wooldridge, DTM. Chief Executive Officer Daniel Rex, Chief Operations Officer Sally Newell Cohen and Secretary/Treasurer Jennifer Quinn were also present. No directors were absent.

1. The Board of Directors reviewed and unanimously voted to accept the agenda for the teleconference.
2. International President-Elect Mike Storkey, DTM presented the Executive Committee report. The report included the continued discussion of district leader selection and election that was not completed at the February 2016 Executive Committee meeting.
  - a. Modifications were made to Protocol 7.1: District Events to clarify that only the district council's annual meeting must be in person and other district council meetings may be conducted virtually.
  - b. Signed Officer Agreement and Release Statements for all elected and appointed district leaders are now required for access to district reserve accounts. Language was inserted into Protocol 8.4: District Fiscal Management to reflect this new requirement.
  - c. All references to district nominating committee were changed to district leadership committee (DLC), and processes similar to the International Leadership Committee were incorporated into Protocol 9.0: District Campaigns and Elections for clarity and consistency
3. Immediate Past International President and Chair of the Strategic Planning Committee Mohammed Murad, DTM proposed a methodology to be used to further define, plan, budget and measure each strategic initiative that supports the 2015 Strategic Plan. The phases of the methodology are:
  - a. Prioritize
  - b. Identify and Specify
  - c. Discuss and Recommend
  - d. Assess Feasibility (includes capacity, resources, time, cost and review cycle)
  - e. Review and Decide
  - f. Initiate and Implement
  - g. Monitor Progress
  - h. Adjust and Reprioritize (as necessary)

The Board unanimously voted to adopt this methodology.



4. The Board discussed and approved modifications to the District Administrative Bylaws (attached) and Policy 10.0: Region Advisors (attached). The District Administrative Bylaws were modified to clearly assign responsibility for member retention at the district level. Policy 10.0 was modified to more accurately define the region advisors as applicants rather than candidates in an effort to reduce member confusion over the selection process.
5. In 2012, Toastmasters International created a Code of Conduct to specifically address behavior on Toastmasters' social media channels. The Code was implemented at the international level only; however, recent situations have made it necessary to modify and implement the Code of Conduct throughout the organization. The Board approved a revised Code of Conduct for use by clubs, areas, divisions and districts. The Board also approved modifications to Policy 3.0: Ethics and Conduct (attached) to include the Code of Conduct.
6. In February 2014, the Board discussed improvements to its internal processes and information flows. The Board approved modifications to Policy 11.4: Board of Directors Meetings (attached) that will require the Executive Committee to provide to the Board the rationale for its recommendations or decisions. In addition, the Board requested changes to Protocol 11.1: Board of Directors establishing that Executive Committee meeting agendas and background information are to be provided to the Board at the same time as the Executive Committee.
7. Board of Directors visits are governed by Protocol 11.5: Board of Directors visits. Potential modifications to this protocol were presented and discussed; however, the Board will continue to discuss the topic on a future Board call.

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".

Jennifer Quinn  
Secretary/Treasurer

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

## District Administrative Bylaws

### Article I: Authority and Title

#### (a) Authority

These District Administrative Bylaws are promulgated under the authority of Article XII of the Bylaws of Toastmasters International, by its Board of Directors, relating to district administration.

#### (b) District Title

This district shall be designated as set forth in the title of these administrative bylaws.

### Article II: Purposes

The purpose of this district is to enhance the quality and performance and extend the network of the member clubs of Toastmasters International within the boundaries of this district, thereby offering greater numbers of people the opportunity to benefit from the Toastmasters educational program by:

Focusing on the critical success factors as specified by the district educational and membership goals.

Ensuring that each club effectively fulfills its responsibilities to its individual members.

Providing effective training and leadership-development opportunities for club and district officers.

In order to carry out the purpose, the officers of this district are empowered to manage Toastmasters International programs and activities within this district, and to act as stewards of Toastmasters International's assets for this district. Using such powers and assets, this district shall:

1. Assist each member club to fulfill effectively its responsibility to its individual members;
2. Encourage and assist in the training of member club officers;
3. Develop a close relationship between member clubs and Toastmasters International;
4. Promote interest in, and extend the benefits of, individual membership in Toastmasters clubs;
5. Help in the organization of new Toastmasters clubs; and
6. Encourage member clubs to undertake programs and projects that will cause greater community awareness of the Toastmasters programs and meet the needs of individual members.

## Article III: Affiliation and Liability

### (a) With Toastmasters Clubs

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

### (b) With Toastmasters International

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

### (c) Receivership

In situations where the ability of a district to accomplish the mission set forth in Article II is in serious jeopardy, the Board of Directors of Toastmasters International may declare the district to be in full or partial receivership. Where the situation is urgent and immediate action is required, the Executive Committee of the Board of Directors may act under Article V, Section 6, of the Bylaws of Toastmasters International to declare a district to be in full or partial receivership. Under a declaration of receivership, all or part of the provisions of these District Administrative Bylaws may be suspended, modified, or augmented, which may include, as appropriate, provisions regarding the conduct of financial affairs, the filling of vacancies in district officer positions, and the operation of the district council, the district executive committee, and other district committees. The declaration shall delegate authority over the district in receivership to the International President, to an international vice president, to an acting district director, to the Executive Director, or to a combination of the foregoing, for the period of time specified on the declaration.

## Article IV: Policy

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

## Article V: Boundaries

The geographic boundaries of this district shall be as follows: \_\_\_\_\_.

The district council of this district shall have the authority to change such boundaries, subject to the approval of the Board of Directors of Toastmasters International.

## Article VI: Area and Division Organization

The member clubs of this district shall be organized into areas, the number and composition of which shall be determined by the district council at its annual meeting, to become effective the following July 1. Each area shall be under the direction of an area director acting under the district director and district council. This district may further organize areas together into divisions under the supervision of division directors. Any such division of the district into divisions shall be accomplished at the annual meeting to become effective the following July 1.

## Article VII: Officers

### (a) District Officers

The officers of this district shall be a district director, a program quality director, a club growth director, a public relations manager, a district administration manager, a district finance manager, area directors, and may include division directors at the discretion of the district council. In addition to these officers, the district may have such other officers as the district council may provide, but Toastmasters International credit toward any educational award is limited to service as a district officer named in the preceding sentence.

### (b) Elective Officers

The elective officers of this district shall be the district director, the program quality director, the club growth director, and any division directors. No district officer may be re-elected to the same office for succeeding terms in which a full year has been served, except that the division directors may be re-elected to succeed themselves for one term. The election of officers shall take place at the annual meeting of the district council. The report of the district nominating committee shall be submitted in writing to all members of the district council at least four weeks prior to the election meeting. Nominations may also be made from the floor by any member of the district council. All elections shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote. A majority of the votes cast is necessary for an election.

### (c) Other Officers

The other officers of this district shall be the public relations manager, the district administration manager, the district finance manager, and the area director for each area. These officers may be elected or may be appointed by and serve at the will of the district director, subject to the approval of the district executive committee and confirmation by the district council. The public relations manager, the district administration manager and the district finance manager shall be eligible for re-election or re-appointment for one succeeding term only. The offices of district administration manager and district finance manager may be combined. Area directors may be elected by the area councils. Area directors shall be eligible for re-election or re-appointment for one succeeding term only.

### (d) Qualifications

At the time of taking office, the district director shall have served at least six consecutive months as a club president and at least 12 consecutive months as a program quality director and club growth director or division director or a combination thereof. The program quality director and club growth director shall have served at least six consecutive months as club president and at least 12 consecutive months as a program quality director, a club growth director, a division director or an area director or a combination thereof. The

division directors shall have served at least six consecutive months as members of a district council. Insofar as practicable, the area directors shall have served as members of a district council. All district officers must be active individual members of member clubs and must be in good standing with Toastmasters International under Article III, Section 8 of the Bylaws of Toastmasters International.

**(e) Term of Office**

The terms of all district officers shall commence at 12:01 a.m. on July 1 and end on the following June 30, at midnight.

**(f) Vacancies**

A vacancy in any elective office shall be filled by the district executive committee based upon the recommendation of the district director, or upon recommendation of the highest elected district officer if the vacancy is in the office of district director. Such appointment shall become effective immediately and will run until the next succeeding district council meeting at which time such appointment shall be confirmed or another individual member elected to the office. If the office of immediate past district governor is vacated for any reason, it shall stay vacant for the remainder of the term.

**(g) Resignation or Removal**

Any officer may resign at any time, provided that any resignation must be in writing, and will be effective on delivery to the district administration manager or the district director, unless the resignation provides for a later effective date. Any member of the district executive committee may be removed from office by a two-thirds vote of the district executive committee. Any appointed officer may be removed from office at the district director's discretion by the district director. Such removal of an appointed officer shall become effective immediately; appointment of a replacement shall be made by the same procedure as the original appointment. The members of the district executive committee are responsible to the Board of Directors of Toastmasters International, and may be removed at any time by that board if it finds it to be in the best interests of Toastmasters International, its member clubs and their individual members, to do so.

**(h) Compensation**

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

**Article VIII: Duties of Officers**

**(a) In General**

The district officers shall have such obligations, responsibilities, and duties as may be set forth in policies prescribed from time to time by the Board of Directors or in the Articles of Incorporation or Bylaws of Toastmasters International, in these administrative bylaws, or in standing rules or policies adopted by the district council of this district. The authority delegated by the Board of Directors of Toastmasters International to district officers to act as stewards of Toastmasters International's resources in the district is subject at all times to the ultimate direction of the Board.

**(b) District Director**

The district director shall report to and take direction from the district council in matters pertaining to district organization, programs, and procedures, but the district director shall be ultimately responsible to the Board of Directors in the exercise of his or her powers and duties. The district director shall uphold and promote the purposes of Toastmasters International in the district. As the representative of Toastmasters International, the district director, personally and through the program quality director and club growth director, shall carry out the programs approved by the Board of Directors and the district council. The district director presides at all meetings of the district council and the district executive committee; fills such appointive offices as are provided for in these administrative bylaws, subject to the approval of the district executive committee and confirmation by the district council; authorizes withdrawals of district funds, in the manner and to the extent provided in Article XII of these administrative bylaws; and must approve all withdrawals chargeable to the district on the books of Toastmasters International. By the published deadlines, the district director shall submit to the Board of Directors any reports that may be required by the Board of Directors. The district director shall provide to each member club in this district and to World Headquarters, copies of the adopted budget, the report of the audit committee, and such other reports as the Board of Directors from time to time may require. The district director shall furnish World Headquarters with such information as the Board of Directors from time to time may require before the district shall be eligible to withdraw funds of Toastmasters International authorized by the Board of Directors for district activities and operations.

**(c) Program Quality Director**

The program quality director is the second-ranking member of the district executive committee, and presides over that body and the district council in the absence of the district director. The program quality director assists the education committees of the member clubs and areas and divisions of the district in utilizing the educational programs and materials of Toastmasters International and has the responsibility for: **promoting and supporting club quality and member retention**; the training of all division, area and club officers; the preparing and conducting of educational programs for district conferences; the supervising and coordinating of district-wide speech contests; and the formulating of specific educational recognition programs. The program quality director shall attend district council meetings.

**(d) Club Growth Director**

The club growth director is the third-ranking member of the district executive committee and presides over that body and the district council in the absence of the district director and program quality director. The club growth director is responsible for the development, direction, and coordination of an overall marketing plan necessary for building new member clubs; the increase in individual membership and retaining **clubs members** in the district; the recruitment and training of district marketing teams; and the formulation of specific membership building recognition programs. The club growth director shall attend district council meetings.

**(e) Public Relations Manager**

The public relations manager serves under the direction of the district director and is responsible for the development and administration of a public relations program that will provide improved understanding by individual members of clubs and the public of the

opportunities available for personal development in the Toastmasters International Communication and Leadership Programs.

**(f) Division Directors**

The division directors shall coordinate the activities of area directors within the division and provide area officers with a supervisory head for counsel, information, and service.

**(g) Area Directors**

The area directors shall be responsible for the member clubs within their areas and shall represent the district director and, if applicable, the division director to the clubs in their areas. As presiding officer of the area council, the area director shall hold regular area council meetings, and shall appoint (or provide for the election by clubs in the area of) an area staff for the conduct of area activities between area council meetings. The area director shall perform such other duties as the district director and district council may prescribe.

**(h) District Administration Manager**

The district administration manager shall have custody of this district's administrative bylaws and all other records and documents of this district; shall keep the minutes of the meetings of the district council and district executive committee; and shall transmit the same to the successor. The district administration manager shall have charge of all district correspondence, and shall perform such other duties as may be prescribed by the district director or district council.

**(i) District Finance Manager**

The district finance manager shall have charge of all funds and other personal property of the district and shall transmit the accounts and all undistributed funds to the successor. The district finance manager shall disburse all funds upon order of the district director, as provided herein, and shall perform such other duties as may be prescribed by the district director or district council.

## **Article IX: District Council**

**(a) Composition**

The district council shall consist of the district executive committee, as defined in [Article XI\(a\)](#) hereof, and the club president and vice president education from each member club in the district. 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 Board of Directors of Toastmasters International 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 presentation of district council meetings and other district



functions, and shall not assess or impose any financial obligation on any member club or any individual member of a club.

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

### **(a) Regular Meetings**

The district council shall hold at least two regular meetings during each year, with the exact number and schedule of meetings to be fixed by the district council from time to time. One of the required meetings shall be called the “annual meeting,” and shall be held between March 15 and June 1. The other required meeting shall be held as soon as practical after the Annual Business Meeting of Toastmasters International, but in no event later than December 1. Notice of any regular meeting shall be sent in writing to all district council members at least four weeks prior to the date of such meeting. Both meetings shall include in their schedule educational programs or sessions for all district council members attending.

### **(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 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 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, e-mail, 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 proxy for him or her at any district council meeting. In the event one of those officers is not in attendance at the meeting and has not designated, in writing, an active individual member of the club to act as his or her proxy at such meeting, the officer or proxyholder in attendance shall be deemed to hold the proxy of the other and may therefore cast two votes at such meeting. The intent of this provision is to assure that every club will be represented by two 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 e-mail, by electronic transmission, or by other reasonable means to the club member who will hold the proxy. The proxy holder must present the proxy in paper form (i.e., print out an e-mail) 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 proxy holder cannot transfer or assign a proxy to someone else. A valid proxy delivered to the proxy holder is revoked only if the club officer who gave the proxy takes one of the following subsequent actions: he or she destroys the proxy, cancels the proxy in writing, issues another proxy authorized at a later date, or actually attends the district council meeting.

**(e) Voting**

Each member of the district council in attendance at a council meeting, or his or her proxy as authorized by subparagraph (d) hereof, is entitled to one vote. Any active individual member who carries the proxies of both the club president and vice president education from a member club is entitled to two 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 votes. All other members of the district council shall be limited to a maximum of two votes.

**Article XI: Committees**

**(a) District Executive Committee**

The district director, the program quality director, the club growth director, the public relations manager, the district administration manager, the district finance manager, the area directors, and any division directors, together with the immediate past district governor, shall be the district executive committee, which shall have all functions and powers of the district council except such powers as may be reserved by the district council to itself; subject at all times to the general direction and approval of the district council. A majority of the district executive committee shall constitute a quorum. This committee shall recommend the division of the district into areas and divisions (optional) for approval at the annual meeting. The district executive committee shall prepare a budget in the form prescribed by Toastmasters International, covering estimated receipts and expenditures for the ensuing year, and shall submit it to World Headquarters by September 30. This proposed budget shall be acted upon by the district council at its first meeting. The district executive committee shall have such other duties as are delegated to it by the district council.

**(b) District Nominating Committee**

The district director shall appoint the nominating committee chair no later than October 1. The remaining committee members shall be appointed no later than November 1 and shall consist of no fewer than five members. The committee shall operate under the procedural rules adopted by the Toastmasters International Board of Directors for the selection of candidates for the elective district offices. The committee's results shall be reported in writing to the district director no fewer than six weeks before the district's annual meeting. The district director shall submit the nominating committee report to the members of the district council at least four weeks prior to the annual meeting.

**(c) Audit Committee**

Each year the district director shall appoint an audit committee consisting of at least three individual members who are not members of the district executive committee. The reports of this committee shall contain information in the format required by Toastmasters

International. The committee shall submit an interim mid-year audit report no later than February 15. The committee shall then complete a year-end audit report for the fiscal year ending June 30. The outgoing and incoming district directors are jointly responsible for submitting this report to the member clubs and to World Headquarters by August 31.

**(d) Other Committees**

Other committees may be appointed from time to time as may be deemed advisable by the district director or the district council. Such committees may include, among others, the following special committees: district program quality, district club growth, district public relations, Youth Leadership program, Speechcraft, administrative policies, awards, speakers bureau, district newsletter, and past district directors committee.

**Article XII: Finances and Records**

**(a) Finances**

The conduct of this district's financial affairs shall be subject to policies established by the Toastmasters International Board of Directors from time to time. Payments of district expenses shall be made only for expense items benefitting the district and consistent with the purposes and policies of Toastmasters International. Toastmasters International will transfer funds to the district upon presentation of a requisition which sets forth the purpose of the withdrawal and which is signed by the district director and either the district administration manager or district finance manager. All disbursements of district funds shall be subject to the approval of the district council and shall be in accordance with the district budget, unless otherwise approved by the Board of Directors.

**(b) Records**

The outgoing district officers shall transfer to the incoming officers, in good order, the complete records of their respective offices by the beginning of the administrative year (July1).

**Article XIII: Rules of Order**

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

**Article XIV: Political Activity**

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

**Article XV: Legal Action**

This district shall not file any lawsuit as a party plaintiff, hire legal counsel, file any response to any lawsuit, respond to any subpoena, or take any other legal action without the prior written

approval of the Executive Director of Toastmasters International. In the event this district is served with any summons, complaint, subpoena, injunction, or other form of legal process, the district officer receiving the legal process shall so notify World Headquarters within 24 hours of such service.

## **Article XVI: Governing Law**

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

## **Article XVII: Amendments and Other Rules**

- (a) Amendments to these administrative bylaws shall be made only by the Board of Directors of Toastmasters International. The administrative bylaws for this district shall be identical, except for the description of boundaries in Article V above, to the administrative bylaws for all other districts of Toastmasters International. The Executive Director of Toastmasters International shall notify the following of any amendment adopted by the Board of Directors: all member clubs and the district director, the program quality director, the club growth director, the immediate past district governor, the public relations manager, the district administration manager, the district finance manager, the division directors and area directors of each district.
- (b) The district council of this district may propose an amendment to these administrative bylaws to the Board of Directors or Executive Committee of Toastmasters International, provided that the district council shall have given written notice of such proposal at least 30 days in advance of the district council's action to all member clubs affiliated with this district, and shall thereafter give 45 days' written notice to the Board. The Board of Directors or Executive Committee of Toastmasters International, whichever is the next to meet after submission of a proposed amendment, shall consider the proposal at its next meeting. No proposed amendment shall become effective without the approval of the Board of Directors or Executive Committee.
- (c) Policies and standing rules applicable only to this district may be adopted by the Board of Directors of Toastmasters International, or by the district council of this district. Such policies and rules must be submitted promptly to World Headquarters to be kept on file, and must not be in conflict with any provision of these administrative bylaws, the Articles of Incorporation or Bylaws of Toastmasters International, policies adopted by the Board of Directors, or applicable law. The Board reserves the right to review, disapprove, or modify any such policy or standing rule. In addition, the Board may test the feasibility of potential amendments to these administrative bylaws by allowing alterations, at specific times and locations, that may conflict with existing provisions of these administrative bylaws.

Policy 10.0  
**Region Advisors**

**1. Region Advisor (RA) Selection Committee**

- A. The RA Selection Committee is composed of:
- I. One international officer, who serves as chair, appointed by the International President.
  - II. Two international directors appointed by the International President. Each member will serve a two-year term. For each year, one member will be a first-year international director and one will be a second-year international director.
  - III. Six past RAs appointed by the International President-Elect with the approval of the Executive Committee. Potential committee members may either self-identify or be identified by the International President-Elect.
    - a. District leader evaluations of each RAs service are used when selecting past RAs to serve on the committee.
    - b. Past RAs serving on the RA Selection Committee are required to follow the confidentiality standards of the Board of Directors.

**2. Selection**

- A. Each year, one RA per region will be appointed by the Board of Directors, after considering applicants recommended by the RA Selection Committee.
- B. Applicant Assessment
- I. Each RA applicant'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 RA Selection Committee and to each respective applicant. Applicants must, before receiving the assessment results, agree in writing to keep them completely confidential.
  - II. The RA Selection Committee Chair may discuss **candidates applicants** and assessment results as appropriate with the International Leadership Committee Chair and Chief Executive Officer.
  - III. The assessment tool is sent to:
    - a. The international director, region advisor (if there was a region advisor), program quality director (PQD), club growth director (CGD), immediate past district governor (IPDG), district finance manager and division directors who served while the applicant was district director (DD).
    - b. The international director, region advisor (if there was a region advisor), DD, CGD and IPDG who served while the applicant was PQD.

- c. The international director, region advisor (if there was a region advisor), DD, PQD, IPDG and public relations manager who served while the applicant was CGD.
- d. The applicant.

### **3. Position**

- A. RAs support district leaders in their efforts to fulfill the district mission. Specifically, the RA:
  - I. Provides marketing support and expertise that expands the districts' capacity to grow clubs and grow membership.
  - II. Leverages their experience and success as a Toastmasters leader to help the district directors, program quality directors, and club growth directors develop as leaders, identify future leaders and create a succession plan.
  - III. Coaches the district leaders to achievement by assessing each District Success Plan and mentoring to optimize individual performance.
  - IV. Establishes a trusting relationship through frequent and consistent communication.
- B. RAs are members in good standing who have served 12 consecutive months as a district director.
- 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.

### **4. Term of Service**

- A. The RA term lasts for 15 months: April 1 through June 30 of the following year. RAs must apply for each term and may serve no more than two 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. An RA may not stand for election at the Annual Business Meeting in the same year in which their RA term ends.
- D. An RA may resign in writing to the Chief Executive Officer or the International President.
- E. An RA may be removed from service at any time, with or without cause, by the Executive Committee.

## Ethics and Conduct

### 1. Standards

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

### 2. Nondiscrimination, Background, and Character

- A. Nondiscrimination is defined in Article III, Section 7 of the Bylaws of Toastmasters International.

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

### **3. Harassment and Bullying**

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

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



#### **4. Code of Conduct**

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

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

##### **A. Maintain Professional Decorum & Integrity**

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

do not have the right to disclose or make available under any law or under contractual or fiduciary relationships.

- c. Infringes upon patents, trademarks, trade secrets, copyrights or other proprietary rights.
  - d. Includes any unsolicited or unauthorized advertising, promotional materials, “junk mail,” “spam,” “chain letters,” “pyramid schemes,” surveys or any other form of solicitation. This includes any content soliciting customers, clients, donors or others on behalf of your business, profession or any organization or cause other than Toastmasters International.
  - e. Includes any private communication between members, moderators or volunteer leaders of Toastmasters International on these pages or anywhere else without express written permission from the individual you are quoting.
  - f. Impersonates any person or entity, or falsely represents your affiliation with any person or entity, or misrepresents the opinions held by your group.
  - g. Supports or opposes any political party, candidate for public office, ballot measure to be voted upon by the public or legislative proposal.
  - h. Harvests, collects, or discloses information about another user without his or her express written consent.
  - i. Transmits any harmful, invasive, or disruptive code or other materials (such as viruses, worms, or web bugs).
- VII. Social media and various official Toastmasters forums tend to involve many participants. They are generally not the best place for members to express frustrations with Toastmasters in leadership above, below or at their level. Communications that contain criticism, complaints, accusations, allegations, etc., are more properly directed through personal conversations, phone calls, or emails through official channels established to address such problems, rather than broadcast via social media and forums. This is the better way to resolve differences while minimizing damage to the goodwill and social fabric of Toastmasters International.
- VIII. You are solely responsible for your content. You may not indicate that your content is anything other than your own observations or opinions. You may not represent that your statements are made on behalf of or are endorsed by Toastmasters International unless you are specifically authorized to do so in writing.
- IX. ANY behavior that is patently offensive is forbidden, whether specifically identified on this list or not.
- X. Social media enables opportunities for immediate and easy transmission of information. Users shall always obtain prior written

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

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

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

## **5. Whistle-blower Protection**

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

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

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

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

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

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

## **56. Political Ethics**

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

## **67. Disciplinary Standards**

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

## **78. Disciplinary Actions by the Board of Directors**

- A. The Board may take disciplinary actions relating to the good standing of individual members of clubs under Article III, Section 8 of the Bylaws of Toastmasters International, of delegates at large under Article III, Section 4(b) of the Bylaws, and of clubs under Article III, Section 4(a) of the Bylaws.
- B. Only the Board is authorized to suspend or expel a member or club from Toastmasters International. Disciplinary proceedings are governed by Article III, Section 13 of the Bylaws of Toastmasters International.
  - I. The Board has discretion to decide the amount of evidence warranting issuance of a resolution and the level of detail in the resolution.

- II. The initial resolution adopted by the Board may be modified as the Board sees fit so long as the member is notified of material changes to the resolution not less than 20 days before the hearing date.
- III. The Board may accommodate reasonable changes to the hearing date if requested by the member.
- IV. If the member does not respond to the notice and does not appear at the hearing or provide a statement, the Board may take the proposed action as of the proposed effective date.
- V. Whether the member appears at the hearing or provides a statement, the member may present testimony of witnesses but is limited to presenting evidence or arguments against the proposed action.
- VI. The Board may choose to receive certain information from witnesses confidentially and not permit the member charged to know the identity of such witnesses or to cross-examine them.
- VII. The Board decides the scope of participation allowed to any attorney representing the member and the extent to which detailed information and documents pertaining to the charges and evidence are shared with the member prior to and during the hearing.
- VIII. Toastmasters International is responsible for its own hearing costs. Translation costs are the responsibility of the member, unless the Board decides otherwise.
- IX. Once the hearing ends, the member charged and any representative is excused from the room. The Board then deliberates and votes. Toastmasters International staff and legal counsel may be present if needed. The Board may decide to impose a different disciplinary action from that proposed.
- X. Disciplinary action is effective on the proposed effective date, and continues for the period specified by the Board or until the Board restores the status of the member.
- XI. The Board may, by a majority vote, reinstate a club that has been suspended or terminated for disciplinary reasons.
- XII. In the event of a disciplinary proceeding relating to the good standing of an individual member of a club (and/or the individual's status as a delegate at large), the member's club shall have the opportunity to participate as follows:
  - a. The member's club shall be entitled to the same written notice as the individual member, including any modified notice, and the same opportunity to request a reasonable change in the hearing date.
  - b. The member's club may choose to appear at the hearing or make a statement to the Board at its own cost and may present testimony of witnesses within the limits stated above.

- XIII. The Board may waive or alter provisions of this policy relating to timing, by a three-fourths vote after determining that the waiver or alteration is necessary to prevent imminent harm to Toastmasters International or any of its affiliates.
- XIV. If the member charged is a voting member of Toastmasters International as a delegate at large, under Article III, Section 4(b) of the Bylaws the Board may, by following the above procedure, terminate, suspend, or otherwise affect the individual's voting membership.

## Board of Directors Committees

### 1. Executive Committee

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



- E. Minutes of all Executive Committee meetings are provided to all Board members within 30 days after each meeting. **When the minutes reflect recommended policy changes or other significant actions, the Committee explains the reasoning that led to the recommendation.**
- F. The Executive Committee reviews the proposed budget for the ensuing fiscal year every November, conducts the Chief Executive Officer Performance Appraisal annually every August, reviews district formation and reformation every three years, reviews member dues at least every three years, and reviews the Toastmasters International Reserves policy annually.
- G. All signatories on Toastmasters International's corporate bank accounts, including district bank accounts, must be approved by the Executive Committee, or by unanimous written consent.
  - I. At an Executive Committee meeting, or by unanimous written consent, the committee reviews and approves a list showing, for each account, the district involved, the name and location of the financial institution, and the names of the persons to be added or removed as signatories since the prior committee meeting.
  - II. If necessary, the International President approves the addition or removal of bank signatories between Executive Committee meetings, subject to ratification by the committee at its subsequent meeting.
  - III. Replacement of a previously approved signatory is not effective until the replacement is approved by the International President, whose approval is subject to ratification by the Executive Committee.
- H. The Chief Executive Officer, Chief Operations Officer and Controller, collectively, have authority to establish and maintain Toastmasters International district bank accounts as necessary to enable districts to conduct Toastmasters business. All Board members must be notified within 30 days of the establishment of these accounts.

## 2. Strategic Planning Committee

- A. The members of the Executive Committee comprise the Strategic Planning Committee.
- B. The Strategic Planning Committee strategically analyzes Toastmasters International's place in the future, including opportunities and threats that might affect the organization; determines goals and strategies for achieving those goals; reviews the purpose, core values, and mission of the organization; develops strategic goals for growth in line with Toastmasters International's mission; updates and produces a Strategic Plan for use by the organization; 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 Advisory Committee of Past International Presidents is established in the Bylaws of Toastmasters International, Article VII, Section 4. The purpose of the Advisory Committee of Past International Presidents is to submit comments and recommendations for consideration of the Board.
- B. 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.
- C. The Immediate Past International President is the chair of this committee. Each year, the Committee chair briefs the International President on the duties of the chair and the role and processes of the Committee.
- D. The Chief Executive Officer is the liaison to the Committee.

- E. From time to time, the International President may seek feedback from the Committee or assign a topic to the Committee or selected Committee members for consideration and feedback to the Board.
- F. The Committee meets annually during the International Convention. Special meetings are called with the written approval of the International President.
- G. At the August meeting, the International President and Chief Executive Officer present a briefing on strategic and significant issues.
- H. The committee chair presents a report of the August meeting each February—and, at the International President's discretion, provides a report in August—for consideration by the Board. Feedback on topics being addressed by the Board may be submitted periodically.
- I. Upon request, as surveyed each year, Committee members for whom World Headquarters has a current Confidentiality Statement on file receive:
  - I. Board meeting and Executive Committee meeting minutes after the minutes have been finalized by the Secretary/Treasurer and the Board and before being made public on the Toastmasters website.
  - II. A briefing document consisting of agenda items to be considered by the Board, Executive Committee and Strategic Planning Committee at its meetings. This briefing does not include personnel issues, highly confidential topics and other highly sensitive items that are excluded at the discretion of the International President.
    - a. The briefing document is distributed prior to each meeting.
    - b. Members of the committee provide individual feedback to the committee chair.
    - c. Individual members of the Committee do not provide feedback to Board members individually or the Board collectively.
    - d. The chair, with the written approval of the International President, may call a meeting of the Committee to discuss the feedback.
    - e. The chair presents a summary of the feedback to the International President before each meeting and to the Board at each meeting.
- J. All Committee members receive:
  - I. Links to significant updates on the Toastmasters International website including, but not limited to, newsletters and other new or updated publications.
  - II. Selected new printed materials that may be distributed to the Committee members at the August meeting.

- III. The Chief Executive Officer's Report after it has been distributed to the Board and before it has been made public on the Toastmasters website.
- IV. A document containing selected talking points used by the Board of Directors during district conference visits.
- K. The role and processes of the Advisory Committee of Past International Presidents are addressed annually at Board member orientation by the Immediate Past International President.

## **5. Audit Committee**

- A. The Toastmasters International Audit Committee acts in accordance with the California Nonprofit Integrity Act of 2004(NIA) and any subsequent or superseding statutes.
- B. The two-person Audit Committee is responsible for engaging an auditing firm according to the requirements of the NIA and upon recommendation of the Chief Executive Officer.
- 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.