



# Minutes of the 2021-2022 Board of Directors Hybrid Meeting

March 12-13, 2022

The 2021-2022 Toastmasters International Board of Directors met on March 12-13, 2022, with International President, Margaret Page, DTM, presiding. The other officers and directors present were: Matt Kinsey, DTM; Morag Mathieson, DTM; Radhi Spear, DTM; Richard E. Peck, DTM; Louisa Davis, DTM; Dorothy Isa Du, DTM; Roy Ganga, DTM; Elmer Hill, DTM; Michael J. Holian, DTM; Karen Lucas, DTM; Melissa McGavick, DTM; Elizabeth Nostedt, DTM; Harold Osmundson, DTM; Monnica B. Rose, DTM; Gauri Seshadri, DTM; Ali Shahbaz Ali Shah, DTM; Jeff Sobel, DTM; Lesley Storkey, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Information Officer Heidi Hollenbeck, Legal Director and Corporate Counsel Aaron Charrouf, Director of Partnerships and Development Angela Cunningham, District Growth and Support Director Jonathan Lam, Marketing Communications Director John Lurquin, Club Quality and Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, Research and Analysis Manager Holly Keily, and Secretary *Pro Tem* Kristen Kyriazis were also present. No Board Members were absent.

1. The Board reviewed and accepted the agenda as presented.
2. International President Page presented a report of her experiences while serving as International President. She shared the wonder she has felt in speaking with District leaders and witnessing their positivity when speaking about the future of Toastmasters. She spoke of the harmony of the Toastmaster community, one replete with good people bringing out the good in others. She encouraged all Toastmasters leaders to continue to believe in each other and embrace the opportunities with which the organization has been presented.
3. The Board received the report (attached) of the March 8-9, 2022, Strategic Planning Committee meeting as presented by Immediate Past International President Peck. The Board accepted the report as presented.

The Board Members participated in a series of exercises to brainstorm for the new strategic plan. First, they discussed the categories for the organizational goals as presented in the Strategic Planning Committee's report and, looking beyond linear trends, considered stretch goals for five to seven years from now. The Board Members also reviewed the strengths and opportunities from their SOAR analysis exercises in February and aligned the strengths to the opportunities. They identified aspirations for where the organization will be in two years and pinpointed the results which will indicate those

aspirations have been reached. Lastly, the Board Members discussed specific strategies for achieving those aspirations, which will lead to the recognized results. The output of these activities will be combined with the work of the Strategic Planning Committee and integrated into the new strategic plan.

4. The Board received an update on the financial performance of the organization.
5. The Board received an update from Chief Executive Officer Rex on the status of the organization.
6. The Board reviewed the new mentor pairings for Board members for March-August 2022 and each pairing was given time to establish their preferences for working together and the specific goals and objectives on which they wish to focus.
7. **HIGHLY CONFIDENTIAL**
8. The Board received the report (attached) of the March 8-11, 2022, Executive Committee meeting as presented by International President-Elect Kinsey. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 4, 6, 7, 8, 9, 11, 12, 13, 15, 17, and 18. The remaining items were considered subsequently and separately by the Board.

The Board adopted item #5.

The Board adopted item #10.

The Board adopted item #14.

The Board adopted item #16.

The Board adopted item #19.

9. **HIGHLY CONFIDENTIAL**

10. **RESTRICTED**

11. The Board reviewed the types of events Districts have conducted in place of the discontinued October-November conferences. They discussed potential guidance for District leaders on the format and duration of events for the beginning of the program year. The Board provided valuable feedback for World Headquarters to draft recommended guidelines for presentation at a future meeting.
12. Pursuant to Policy 11.7: International President-Elect, International President-Elect Kinsey, with First Vice President Mathieson, reviewed the expenses of the Chief Executive Officer and reported that all expenses were found to be reasonable and within policy.

13. The Board participated in an exercise regarding District Visits. The Board Members were divided into four groups to discuss their experiences with District Visits. Each group shared the best practices they identified through their discussions. Each International Officer also provided insights from their own experiences visiting Districts.
14. The Board participated in an education session conducted by Senior Consultant Donna Dunn from Tecker International. The session focused on the Board Members' roles and responsibilities in having critical conversations about Board decisions.

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

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



Kristen Kyriazis  
Secretary *Pro Tem*

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



# Minutes of the 2021-2022 Strategic Planning Committee Meeting

March 8-9, 2022

The 2021-2022 Strategic Planning Committee met on March 8-9, 2022, with Immediate Past International President Richard E. Peck, DTM, presiding. The other officers present were: International President Margaret Page, DTM; International President-Elect Matt Kinsey, DTM; First Vice President Morag Mathieson, DTM; Second Vice President Radhi Spear, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Information Officer Heidi Hollenbeck, Legal Director and Corporate Counsel Aaron Charrouf, District Growth and Support Director Jonathan Lam, Marketing Communications Director John Lurquin, Club Quality and Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Education Programs and Training Director Kate Wingrove, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary *Pro Tem* Kristen Kyriazis were also present. No Committee members were absent.

1. The Committee reviewed the categories and goals for the organization established in March 2019. The Committee considered which categories are relevant to the organization today and for the future and added a Pathways completions category. They established corresponding goals for each category for the 2022-2023 program year. The Committee will continue their discussion with the Board of Directors to determine the corresponding long-term goals for each category.

Category	2022-2023 Goal
Distinguished Clubs	4.5% Increase
Membership Payments	4% Increase
Renewal Rate	1% Increase
Member Satisfaction	5.8 Rating
Club Growth	5% Increase
Pathways Level Completions	4% Increase

2. The Committee continued their SOAR analysis started in November 2021 by again completing the aspirations and results sections of the exercise. Each aspiration was discussed in terms of the current pillars of the 2020 Interim Plan and each result was tied directly to one, or more, of the identified aspirations.
3. The Committee used their completed SOAR analysis to discuss strategies for potential integration into the next strategic plan. To help frame their work, the Committee discussed the difference between strategies and tactics. They focused on the why behind each of the strategies rather than the specific steps that would be taken.

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

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



Kristen Kyriazis  
Secretary *Pro Tem*

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



# Minutes of the 2021-2022 Executive Committee Meeting

March 8-11, 2022

The 2021-2022 Toastmasters International Executive Committee met March 8-11, 2022, with International President, Margaret Page, DTM presiding. The other officers present were: International President-Elect Matt Kinsey, DTM; First Vice President Morag Mathieson, DTM; Second Vice President Radhi Spear, DTM; Immediate Past International President Richard E. Peck, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Legal Director and Corporate Counsel Aaron Charrouf, Director of Partnerships and Development Angela Cunningham, District Growth and Support Director Jonathan Lam, Marketing Communications Director John Lurquin, Club Quality and Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, Research and Analysis Manager Holly Keily, and Secretary *Pro Tem* Kristen Kyriazis were also present. No Committee members were absent.

1. The agenda was adopted as presented.
2. The International President and each International Officer presented a report of their experiences and observations. The reports included reflections on actions taken in response to the pandemic, potential for the organization, and their personal journey.
3. The Committee received an update on the financial performance of the organization.
4. Chief Executive Officer (CEO) Daniel Rex provided an update on the status of the organization. The CEO commented on the strength of the Toastmasters community and emphasized that the unity of the organization will help move it forward from the struggles of recent years and into the future.
5. The Committee reviewed amendments to Policy 11.4: Board of Directors Committees, relating to those at World Headquarters authorized to establish and maintain District bank accounts. The Committee recommends that the Board adopt the amendments to Policy 11.4: Board of Directors Committees (attached), effective immediately.
6. The Committee received an update on District reformations currently in progress, including a request from District 85 for an expedited reformation process. The Committee recommends that the Board grant District 85's request to reform on July 1, 2023.

The Committee reviewed the status of Districts with more than 200 clubs and less than 60 clubs.

**RESTRICTED**

The Committee received an update on the process for aligning undistricted countries to Districts, including the countries in Central and South America. The Committee recommends that the Board authorize the establishment of a Provisional District consisting of the countries: Argentina, Bolivia, Chile, Colombia, Costa Rica, Ecuador, Panama, Paraguay, Peru, Uruguay, Venezuela (the Bolivarian Republic of). This action will be effective no earlier than July 1, 2022, provided that the minimum threshold of 25 clubs is reached.

7. The Committee confirms the organization's expectation that discussions and interactions among members in all locations be positive and supportive and align with our core values. The Committee notes with disappointment that some conversations, particularly on social media, do not meet these expectations. The Committee reviewed the current process for moderating the organization's official social media pages and discussed potential alternate processes. The Committee recommends that the Board direct World Headquarters to develop a proposal for a social media moderation group and present it to the Board no later than the August 2022 Board meeting.
8. The Committee reviewed the Board of Directors self-assessment tool and made modifications for future use by the Board. The Committee will continue its work reviewing and modifying the assessment at future meetings.
9. **HIGHLY CONFIDENTIAL**
10. The Committee received the report of the Code of Conduct Working Group. The working group was tasked with drafting a recommended code of conduct for past Board Members to potentially be included in the governing documents. As a result of their review of existing codes of conduct in the governing documents, the working group noted that Past Region Advisors were also not included and incorporated that group into their work. The Committee recommends that the Board adopt the amendments to Policy 3.0: Ethics and Conduct (attached), effective immediately.

The International President and the Chief Executive Officer, with the concurrence of the International President-Elect, adopted the amendments to Protocol 3.0: Ethics and Conduct (attached), contingent upon the adoption of the amendments to Policy 3.0: Ethics and Conduct, by the Board.

11. The Committee received the report of the District Conflict Resolution Working Group. The Committee reviewed the recommendations in the report and commended the working group for their insights and perspective and appreciates the quality and thoroughness of the work. The Committee endorses the working group's ELI (Early, Local, and Informal/Effective Leadership Intervention) philosophy and making the Early Detection Conflict Checklist and the Interaction Model available as resources for the membership.
12. A representative from Morgan Stanley provided the Committee with an update on the organization's investment portfolio. The Committee considered the performance of the portfolio as reasonable given the market conditions and the investment parameters provided to Morgan Stanley by the Board. The

Committee also reviewed Policy 8.6: Use of Reserve Funds, and determined that no changes were needed.

13. The Committee reviewed the current content and cost of charter kits sent to prospective clubs and received an update on proposed new supplemental kits. The Committee accepted the recommendations for new charter kit options to be implemented at a date to be determined.
14. The Committee received an update on a proposed new internal process for the consideration and creation of future legal entities. The Committee also discussed amendments to Policy 11.4: Board of Directors Committees, relating to those at World Headquarters who can serve as officers or directors of legal entities established outside the United States. The Committee recommends that the Board approve the amendments to Policy 11.4: Board of Directors Committees (attached), effective immediately.
15. The Committee reviewed and discussed new mentor pairings for Board Members for March-August 2022.
16. The Committee discussed the abnormally high number of clubs suspended and closed since the COVID-19 pandemic began in March 2020. The Committee recommends that the Board accept the proposed club reinstatement program, effective July 1, 2022, and ending on March 31, 2023. The program will allow such clubs to reinstate with a minimum of 12 members by paying dues for the current period and the subsequent dues period.
17. The Bylaws of Toastmasters International, Article V, Section 4.i, states that the total number of Member Clubs in each geographic region shall be not more than 15% of the total number of Member Clubs in good standing. The Committee reviewed information on the distribution of clubs within the regions. The Committee determined that no adjustment is immediately required and will continue to monitor data and projections. The Committee requested that World Headquarters provide updated information in November 2022.
18. The Committee reviewed the agenda for the March 2022 Board of Directors hybrid meeting.
19. The Committee reviewed a Smedley Fund subsidy application from District 75 requesting dues support for the clubs in Division C and Division I, Areas 1 and 4, in the wake of the recent typhoon. The Committee recommends that the Board of Directors approve the request for one dues renewal period contingent upon confirmation of each club's current status and needs.

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



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



Kristen Kyriazis  
Secretary *Pro Tem*

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

## Board of Directors Committees

### 1. Executive Committee

- A. The Executive Committee is comprised and its powers and duties are as stated in Article V, Section 6, of the Bylaws of Toastmasters International.
- B. The Executive Committee answers to the Board, is subject to its general direction, and has additional powers as the Board delegates.
  - I. The Executive Committee reviews the proposed annual budget and submits a final budget document to the Board and reviews financial reports and recommendations concerning major expenditures and presidential travel.
  - II. The Executive Committee reviews operations and Policies that are to be carried out by the Chief Executive Officer and supervises the performance and position of the Chief Executive Officer.
  - III. The Executive Committee serves as the Strategic Planning Committee.
- C. The Board reserves unto itself, from the Executive Committee, all powers and authority except the following:
  - I. The Executive Committee has authority essential to the performance of duties imposed upon it by the Bylaws or assigned to it by the Board.
  - II. The Executive Committee has authority over those processes expressly delegated to it by the Board. Where authority to act on a matter is expressly delegated to the Executive Committee in Policy adopted under Article V, Section 4(f) of the Bylaws of Toastmasters International, the phrase “subject to the approval of the Board” in Article V, Section 6(c) of the Bylaws shall mean that the Executive Committee has full corporate authority to act on the matter in a timely manner and need not seek Board approval prior to taking such action. However, the Board may, upon learning of the Executive Committee’s action at the Board’s next meeting or otherwise, decide to modify, overrule, or reverse the Executive Committee’s action to the extent the Board can do so without harm to the best interests of Toastmasters International.
  - III. The Executive Committee has such authority as is necessary in the conduct of the ordinary business operations of the corporation while the Board is not in session.
- D. Meetings may be called by the International President or any other voting member of the Committee by giving reasonable notice of the date, time, and place of the meeting to all members of the Committee.
- E. Minutes of all Executive Committee meetings are provided to all Board Members within 30 days after each meeting.

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

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

## 2. Strategic Planning Committee

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

## 3. Board Committees

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

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

#### **4. Advisory Committee of Past International Presidents**

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

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

## **5. Audit Committee**

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

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

## **6. International Disciplinary Committee**

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

- E. The Board of Directors reviews the Committee's work product and determines any appropriate action after receipt of the Committee's report(s) as soon as is reasonably feasible. A final decision to take disciplinary action must be made or confirmed by a three-fourths majority vote of the Board.



**1. Standards**

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

notified of incidents occurring outside the club level and may initiate independent action to assure that proper corrective steps are being taken.

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

L. World Champions of Public Speaking and Accredited Speakers

I. World Champions of Public Speaking and Accredited Speakers are expected to act in accordance with Toastmasters International's core values and exhibit conduct that meets or exceeds Toastmasters policy.

II. Each individual is expected to act in a manner that enhances the reputation of the program they participated in and title that they received.

III. When presenting, in-person or remotely, World Champions of Public Speaking and Accredited Speakers may not sell or promote products, merchandise, or services from the platform at Toastmasters events at any level: club, Area, Division, or District. Products, merchandise, or services may be sold prior to or subsequent to a presentation. The availability or sale of such items may be announced by the emcee or Toastmaster of the event. The speaker and the leader responsible for the event will work together to determine a mutually acceptable sales process and range of products.

IV. World Champions of Public Speaking and Accredited Speakers do not request or accept engagement fees for speaking at Toastmasters events, whether in-person or remotely. Reasonable travel, meals, lodging, and event registration expenses may be requested and received. The speaker and the leader responsible for the event will work together to determine reasonability.

V. World Champions of Public Speaking and Accredited Speakers may collect contact information from members and leaders to use for future communications. World Champions of Public Speaking and Accredited Speakers must not contact Toastmasters members or leaders with unsolicited communication offering any type of service or product.

M. Region Advisors

I. Region Advisors are expected to act in accordance with Toastmasters International's core values and exhibit conduct that meets or exceeds Toastmasters Policy.

II. Each individual is expected to act in a manner that enhances the reputation of the program they have participated in and title that they have received.

III. When presenting, in-person or remotely at Toastmasters Events, Region Advisors must not engage in activities from which they may derive personal or financial gain. These activities include, but are not limited to, sale of any products, merchandise, or services, promotion of non-

Toastmasters programs, requesting or receiving fees or donations for speaking at Toastmasters events at any level: club, Area, Division, or District.

- IV. Region Advisors may not collect contact information from members and leaders to use for non-Toastmasters communications. Region Advisors must not contact Toastmasters members or leaders with unsolicited communication offering any type of service or product.

## **N. Past Board Members and Past Region Advisors**

- I. **Past Board Members and Past Region Advisors are role models and ambassadors. Therefore, all past Board Members and Past Region Advisors are expected to:**
  - a. **Support and promote the best interests of Toastmasters International at all times.**
  - b. **Uphold the core values of Toastmasters International.**
  - c. **Be well informed and support current Toastmasters Policies, Protocols, and governing documents.**
  - d. **Respect confidentiality of assignments when serving on Board Committees or Working Groups.**
  - e. **Share their opinions and communicate any disagreements in a respectful manner using the appropriate channels as set out in Policy.**
  - f. **Maintain professional decorum.**
- II. **Past Board Members and Past Region Advisors should respect and support current leaders at each level of the organization. Past Board Members and Past Region Advisors must not act in a manner that undermines the efforts of current leaders.**
- III. **Past Board Members and Past Region Advisors are encouraged to serve in mentor roles for leaders at all levels of the organization, when asked.**
- IV. **If past Board Members and Past Region Advisors are voting delegates, they hold the same rights and responsibilities as any other voting delegate.**
- V. **When presenting, on-site or online, at Toastmasters events, past Board Members and Past Region Advisors:**
  - a. **Do not engage in activities from which they may derive personal or financial gain. These activities include, but are not limited to, the sale of any products, merchandise, or services; the promotion of non-Toastmasters programs; and requesting**

**or receiving fees or donations for speaking at Toastmasters events at any level: club, Area, Division, or District.**

**b. Maintain an awareness of current organizational Policies, Protocols, and methods.**

**c. Uphold and promote the decisions of the current Board of Directors.**

**VI. Past Board Members and Past Region Advisors must not collect contact information from members to use for non-Toastmasters communications.**

**VII. Past Board Members and Past Region Advisors must not contact Toastmasters members, including the current Board of Directors, with unsolicited communication offering any type of service or product.**

## **2. Nondiscrimination, Background, and Character**

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

## **3. Harassment and Bullying**

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

- A. Creating an intimidating, offensive, or hostile environment, which includes conduct, comments, or conditions of an offensive, unwelcome, or sexual nature altering the conditions under which an individual experiences the Toastmasters program is prohibited. Specifically:
  - I. Persistent singling out of individuals.
  - II. Shouting or raising one's voice at individuals in public or private.
  - III. Not allowing individuals to speak or express themselves.
  - IV. Personal insults and use of offensive nicknames.
  - V. Repeated criticism of personal matters.
  - VI. Ignoring or interrupting individuals at meetings.

VII. Spreading rumors and gossip regarding individuals.

- B. Unwelcome physical contact or physical abuse such as pushing, fighting, kicking, hitting, or shoving, and threats of physical abuse, are prohibited.
- C. Inappropriate touching, lewd jokes, displaying or writing explicit or sexually suggestive material, and repeated unwelcome requests for a sexual or dating relationship are prohibited.
- D. Unwelcome advances, requests for sexual favors, and other unwelcome verbal, written, or physical conduct, including obscene gestures, are prohibited.
- E. Making the submission to or the rejection of such conduct the basis of participation or advancement decisions is prohibited.
- F. Retaliating or discriminating against any member for reporting harassment is prohibited.

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

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

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

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

- I. The Toastmasters International Code of Ethics and Conduct applies to social media participation, including standards for communications.
- II. As a Toastmaster, it is important that all members conduct themselves in a professional manner at all times in accordance with the core values. This includes the use of social media. Accordingly, it is important that Toastmasters members, Toastmasters leaders, World Headquarters staff, and site visitors be treated with respect at all times. Never engage in personal attacks – threatening, insulting, or intimidating other users; “flaming” (berating another user); or “trolling” (posting derogatory, inflammatory, or provocative content attempting to bait others into responding). This includes any attacks against moderators or fellow Toastmasters.
- III. Disagreements can and will occur. The proper focus of any conflict should be on the issue at hand and not on the individual. Please remember to be courteous when disagreeing with others. Debate and differing opinions may be appropriate. Personal attacks against others, however, are not allowed.
- IV. Never act dishonestly or unprofessionally by engaging in behavior that is detrimental to the best interests of Toastmasters International by posting inappropriate, inaccurate, objectionable or misleading content.

- V. Do not, under any circumstance, harass, threaten, abuse, bully or harm another person, including sending unwelcome communications to others.
  
- VI. Never upload, post, email, transmit or otherwise make available or initiate any content, photos and video that:
  - a. Is unlawful, racist, sexist, homophobic, hateful, damaging, false, libelous, defamatory, malicious, vulgar, obscene or discriminatory, contains religious or ethnic bias, or is otherwise objectionable.
  - b. Includes information that invades another's privacy or that you do not have the right to disclose or make available under any law or under contractual or fiduciary relationships.
  - c. Infringes upon patents, trademarks, trade secrets, copyrights or other proprietary rights.
  - d. Includes any unsolicited or unauthorized advertising, promotional materials, "junk mail," "spam," "chain letters," "pyramid schemes," surveys or any other form of solicitation. This includes any content soliciting customers, clients, donors or others on behalf of your business, profession or any organization or cause other than Toastmasters International.
  - e. Includes any private communication between members, moderators or volunteer leaders of Toastmasters International on these pages or anywhere else without express written permission from the individual you are quoting.
  - f. Impersonates any person or entity, or falsely represents your affiliation with any person or entity, or misrepresents the opinions held by your group.
  - g. Supports or opposes any political party, candidate for public office, ballot measure to be voted upon by the public or legislative proposal.
  - h. Harvests, collects, or discloses information about another user without express written consent.
  - i. Transmits any harmful, invasive, or disruptive code or other materials (such as viruses, worms, or web bugs).
  
- VII. Social media and official Toastmasters online platforms involve many participants and are not the best place for members to express frustrations with fellow Toastmasters in leadership. Communications that contain criticism, complaints, accusations, allegations, etc., are not permitted and may be subject to disciplinary action. Rather than broadcast via social media and online platforms, differences are more properly directed through official channels established to address such problems, including personal conversations, phone calls, and emails. The goodwill and social fabric of Toastmasters International must be maintained in all communications.

- VIII. You are solely responsible for your content. You may not indicate that your content is anything other than your own observations or opinions. You may not represent that your statements are made on behalf of or are endorsed by Toastmasters International unless you are specifically authorized to do so in writing.
  - IX. Any behavior that is patently offensive is forbidden, whether specifically identified on this list or not.
  - X. Social media enables opportunities for immediate and easy transmission of information. Users shall always obtain prior written permission before posting the comments, photos, video or work of another. Posting information about other individuals requires prior written consent; examples include but are not limited to: re-posting letters, re-using recommendations solicited using another social medium, videos and photographs.
- B. Comply with all applicable local, state, national, and international laws, including, without limitation, privacy laws, intellectual property laws, export control laws, tax laws, and regulatory requirements.
  - C. Comply with all Toastmasters International governing documents (Bylaws of Toastmasters International, District Administrative Bylaws, Club Constitution for Clubs of Toastmasters International and Policy and Protocol)

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

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

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

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

- II. If the complaint is about the Chief Executive Officer, the individual may submit the complaint to the International President.
- B. Board Members should submit their complaint in writing directly to the International President, and if the International President is the subject of the complaint, to the Chief Executive Officer.

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

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

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

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

## **6. Political Ethics**

- A. No action shall be taken—written, verbal, or otherwise—which interferes with the right of every qualified member to seek and achieve election to office at any level.
- B. No action shall be taken that interferes with the right and duty of every delegate and of every proxy holder to vote according to their best judgment.
  - I. No individual member, club, District, or other group shall engage in any activity or campaign by use of threats, restrictions, intimidations, deals, candidate slates, pressures, or other unethical means which might prevent or dissuade any member from competing in an election process or from exercising their best judgment.
  - II. No person or entity shall publish or distribute any material which contains defamatory remarks, malicious or derogatory charges, or false or libelous statements.
  - III. Except for District conferences and the International Convention, all meetings of District officers and Board Members shall be confined to such activities as assist the District officers in fulfilling their responsibilities and shall not be used for political purposes.
- C. All communications and activities endorsing a candidate, either by the candidate or by supporters of the candidate, shall focus on the candidate's Toastmasters accomplishments and personal qualifications for office. Endorsements shall not be used without the permission of the endorser.



- D. No negative information about candidates is allowed in distributed written communications or in communications at an official Toastmasters meeting.
- E. All activities, publications, letters, speeches, and conduct of campaign participants shall reflect Toastmasters International's core values.
- F. Only the club officer who assigns the proxy may instruct the proxyholder how the club wishes to vote at any election. Credentials team members may only provide information on the logistics of voting and may not direct the votes of any delegate or proxyholder.

## **7. Disciplinary Standards**

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

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

- A. The Board may take disciplinary actions relating to the good standing of individual members of clubs under Article III, Section 8 of the Bylaws of

Toastmasters International, of Delegates at Large under Article III, Section 4(b) of the Bylaws, and of clubs under Article III, Section 4(a) of the Bylaws.

- B. Only the Board is authorized to suspend or expel a member or club from Toastmasters International. Disciplinary proceedings are governed by Article III, Section 13 of the Bylaws of Toastmasters International.
  - I. The Board has discretion to decide the amount of evidence warranting issuance of a resolution and the level of detail in the resolution.
  - II. The initial resolution adopted by the Board may be modified as the Board sees fit so long as the charged member is notified of material changes to the resolution not less than 20 days before the hearing date.
  - III. The Board may accommodate reasonable changes to the hearing date if requested by the charged member.
  - IV. If the charged member does not respond to the notice and does not appear at the hearing or provide a statement, the Board may take the proposed action as of the proposed effective date.
  - V. Whether the charged member appears at the hearing or provides a statement, the charged member may present written statement(s) from witnesses regarding the charge(s) only. These statements are to be considered testimony, which is a form of evidence that is obtained from a witness who makes a solemn statement or declaration of fact.
  - VI. The Board may choose to receive certain information from witnesses confidentially and not permit the charged member to know the identity of such witnesses or to cross-examine them.
  - VII. The Board decides the scope of participation allowed to any attorney representing the charged member and the extent to which detailed information and documents pertaining to the charges and evidence are shared with the charged member prior to and during the hearing.
  - VIII. Toastmasters International is responsible for its own hearing costs. Translation costs are the responsibility of the charged member, unless the Board decides otherwise.
  - IX. Once the hearing ends, the charged member and any representative(s) are excused from the meeting. The Board then deliberates and votes. Toastmasters International staff and legal counsel may be present if needed. The Board may decide to impose a different disciplinary action from that proposed.
  - X. Disciplinary action is effective on the proposed effective date, and continues for the period specified by the Board or until the Board restores the status of the charged member.
  - XI. The Board may, by a majority vote, reinstate a club that has been suspended or terminated for disciplinary reasons.

- XII. In the event of a disciplinary proceeding relating to the good standing of an individual member of a club (and/or the individual's status as a Delegate at Large), the charged member's club shall have the opportunity to participate as follows:
- a. The charged member's club shall be entitled to the same written notice as the charged member, including any modified notice.
  - b. The charged member's club may choose to appear at the hearing or make a statement to the Board at its own cost and may present testimony of witnesses within the limits stated above.
- XIII. The Board may waive or alter provisions of this Policy relating to timing, by a three-fourths vote after determining that the waiver or alteration is necessary to prevent imminent harm to Toastmasters International or any of its affiliates.
- XIV. If the charged member is a voting member of Toastmasters International as a Delegate at Large, under Article III, Section 4(b) of the Bylaws the Board may, by following the above procedure, terminate, suspend, or otherwise affect the individual's voting membership.

## **1. Violation Reporting**

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

## **2. Club Procedure to Discipline a Member**

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

- C. An individual member who wishes to express concern about any ethics and conduct or other violations involving a member of the club or the Club Executive Committee may submit a complaint containing reasonably credible information to the Club President, who becomes the investigative officer. If the Club President is the charged member, has a conflict of interest, or is exhibiting undue bias, the next highest-ranking club officer replaces the Club President throughout the remainder of the proceedings. A conflict of interest occurs when the Club President has a business or personal relationship with the charged member. In such cases, the Club President must not participate in the investigation.
- D. If the investigative officer believes the member complaint to be reasonably credible, a confidential investigation must be completed within a reasonable time (within 21 days). The investigative officer discusses the findings from the investigation with the complaining member and the charged member (separately or together) in an effort to reach a mutually agreeable resolution. If a resolution is reached, the matter is closed.
- E. If a resolution is not reached, the investigative officer refers the matter to the Club Executive Committee. The Club Executive Committee determines, by a majority vote, whether:
  - I. Sufficient evidence of alleged violations exists
  - II. A disciplinary hearing takes place.
  - III. The disciplinary hearing is conducted by the Club Executive Committee or the club members.
- F. The following disciplinary actions are available to the club:
  - I. Request a public apology
  - II. Letter of censure
  - III. Suspension of up to 90 days
  - IV. Decline to renew membership
  - V. Terminate membership in the club
  - VI. Refer the matter to World Headquarters for further investigation
- G. A Notice of Hearing is required to conduct a disciplinary hearing. The Notice of Hearing shall include the following:
  - I. Location, date and time of the hearing
  - II. A list of the charges
  - III. The specific Policy or Protocol referring to the charges
  - IV. The potential disciplinary actions available to the club, as listed above

- H. This is the disciplinary hearing procedure when conducted by the Club Executive Committee.
  - I. The Club Executive Committee creates the Notice of Hearing and provides the notice of hearing in writing to the charged member.
  - II. After receiving the Notice of Hearing, the charged member has 15 days to respond to the charges, either orally or in writing.
  - III. The Club Executive Committee distributes copies of the Notice of Hearing and any response from the charged member to all members of the Club Executive Committee no fewer than seven (7) days prior to the disciplinary hearing.
  - IV. After the 15-day response time, the Club Executive Committee holds the disciplinary hearing.
    - a. The chair of the disciplinary hearing shall be the Immediate Past Club President unless unable to do so, in which case the highest-ranking club officer who is present will serve as chair. The investigative officer may not chair the hearing.
    - b. The Club Executive Committee must have a quorum present (majority).
    - c. At the disciplinary hearing, the investigative officer will present the list of charges to the Club Executive Committee.
    - d. If the charged member requests, the charged member is given an opportunity to appear before the committee to address the charges for a period of time as determined by the committee, provided that such time is equal to or greater than the amount of time taken to present the charges.
    - e. Club Executive Committee members may ask clarifying questions of the investigative officer and charged member.
    - f. The charged member is excused for discussion and voting.
    - g. The Club Executive Committee, by majority vote, determines if the charges are substantiated.
    - h. If the charges are substantiated, the Club Executive Committee, by majority vote, determines the appropriate disciplinary action(s) to be taken.
    - i. In order to terminate membership, two-thirds of the Club Executive Committee who are present and voting must vote in favor of termination.
  - V. The charged member and club members are notified in writing of the action taken within one (1) week of the Disciplinary Hearing.
  - VI. The charged member may appeal the Club Executive Committee's decision to the club in writing and within 15 days of the date of notice. Below is the procedure to hold an appeal hearing:

- a. The Club Executive Committee sends notice of a special business meeting to all club members to conduct the appeal hearing, along with a copy of the original Notice of Hearing, no fewer than seven (7) days prior to the appeal hearing.
  - b. The chair of the appeal hearing shall be the Immediate Past President unless unable to do so, in which case the highest-ranking club officer who is present will serve as chair. The investigative officer may not chair the hearing.
  - c. The club must have a quorum present (majority).
  - d. At the appeal hearing, the investigative officer will present the list of charges to the club members.
  - e. If the charged member requests, the charged member will be given the opportunity to appear before the club members to address the charges for a period of time as determined by the committee, provided that such time is equal to or greater than the amount of time taken to present the charges.
  - f. Members of the club may ask clarifying questions of the investigative officer and the charged member.
  - g. The charged member is excused for discussion and voting.
  - h. A majority of members present and voting is required to overturn the Club Executive Committee's decision.
  - i. If a member's appeal of a terminated club membership is successful, the Club President must notify World Headquarters in writing within seven (7) days.
- I. Below is the disciplinary hearing procedure when conducted by the club members.
    - I. The Club Executive Committee creates the Notice of Hearing and provides the notice of hearing in writing to the charged member.
    - II. After receiving the Notice of Hearing, the charged member has 15 days to respond to the charges, either orally or in writing.
    - III. The Club Executive Committee distributes copies of the Notice of Hearing, and any response from the charged member, to all members of the club no fewer than seven (7) days prior to the disciplinary hearing.
    - IV. After the 15-day response time, the club members hold a disciplinary hearing.
      - a. The chair of the disciplinary hearing shall be the Immediate Past Club President unless unable to do so, in which case the highest-ranking club officer who is present will serve as chair. The investigative officer may not chair the hearing.

- b. The club must have a quorum present (majority).
  - c. At the disciplinary hearing, the investigative officer will present the list of charges to the club members.
  - d. If the charged member requests, the charged member is given an opportunity to appear before the club to address the charges for a period of time as determined by the Club Executive Committee, provided that such time is equal to or greater than the amount of time taken to present the charges.
  - e. Members of the club may ask clarifying questions of the investigative officer and the charged member.
  - f. The charged member is excused for discussion and voting.
  - g. The club members, by majority vote, determine if the charges are substantiated.
  - h. If the charges are substantiated, the club members, by majority vote, determine the appropriate disciplinary action(s) to be taken.
  - i. In order to terminate membership in the club, two-thirds of the club members who are present and voting must vote in favor of termination.
- V. The charged member and club members are notified of the action taken.
- VI. There is no appeal of a decision made by the club members.
- J. When an individual is removed from membership in a club, the Club President must notify World Headquarters in writing within seven (7) days. If the Club President is the member removed, the next highest-ranking officer is responsible for notifying World Headquarters.

### **3. District Procedure to Discipline a Member**

- A. Resignation or removal of a District officer is addressed in Article VII, Section(g) of the District Administrative Bylaws.
- B. An individual member who wishes to express concern about any ethics and conduct or other violation involving a member of the District Executive Committee, other appointed District leader, or an individual Toastmasters member participating in District activities, may submit a complaint, in writing, to the investigating officer, who is typically the District Director, and World Headquarters. The written complaint includes the following:
  - I. All parties involved
  - II. Description of what occurred
  - III. A list of the violation(s) and the specific Policy or Protocol referring to the violation(s)
  - IV. Documentation supporting the violation(s)
  - V. The desired resolution(s)



If the District Director is the charged member, the next highest-ranking District officer replaces the District Director throughout the remainder of the proceedings as the investigating officer.

- C. The investigating officer completes a confidential investigation within seven (7) days. The investigating officer discusses the findings from the investigation with the complaining member (complainant) and the charged member (separately or together) in an effort to reach a mutually agreeable resolution. If a resolution is reached, the matter is closed.
- D. If a resolution is not reached, the District Director or the next highest-ranking District officer replacing the District Director appoints a District Disciplinary Committee and informs World Headquarters. World Headquarters provides counsel and direction in matters of process.
- E. The District Disciplinary Committee has five (5) members: the Immediate Past District Director (chair), a Past District Director (co-chair), and three (3) DEC members, selected for their impartiality. If the Immediate Past District Director (IPDD) is involved in the complaint, a Past District Director chairs the committee and the IPDD is excused. Where there is no IPDD or insufficient PDDs, the District Director may invite other past District leaders to serve on the committee.
- F. The District Disciplinary Committee receives copies of the original complaint, the charged member's response and the results of the investigating officer's confidential investigation and carries out further investigations at its discretion.
- G. If the District Disciplinary Committee determines that sufficient evidence of alleged violations exists, charges are developed, and the member is notified that a hearing will take place. The hearing may be in person or by teleconference. All discussion and materials are subject to confidentiality.
- H. A Notice of Hearing is required to conduct a disciplinary hearing. The Notice of Hearing is sent by the District Disciplinary Committee Chair and shall include the following:
  - I. Date, time and location, including in-person address or teleconference information
  - II. A list of the charges with supporting documentation
  - III. The specific Policy or Protocol referring to the charges
- I. After receiving the Notice of Hearing, the charged member has 15 days to respond to the charges, in writing to the District Disciplinary Committee Chair.
- J. After the 15-day response time, the District Disciplinary Committee holds the disciplinary hearing.
- K. The complainant and the charged member have the opportunity to participate in the hearing. The District Disciplinary Committee determines the time limit for discussions, as well as the amount of and the manner in which evidence is received, whether in person or in writing.

- L. The complainant and the charged member provide any written, physical, or other evidence (other than oral testimony); and a list of witnesses to the District Disciplinary Committee no later than 96 hours prior to the hearing.
- M. The hearing is a closed hearing. The only people permitted in attendance are the District Disciplinary Committee members, the complainant, the charged member, and witnesses. Witnesses may be suggested by the complainant, the charged member and the committee. If witnesses are in attendance, they speak only to the charges and evidence presented.
- N. At the hearing, the co-chairs:
  - I. Confirm that a quorum is present.
  - II. Indicate the hearing is not a court of law, and that the disciplinary process is being followed as outlined in Toastmasters' governing documents.
  - III. Advise participants that recording of the hearing is prohibited.
  - IV. State that all discussion is limited to the charges and evidence presented.
  - V. Present findings from the investigation. The findings may contain sensitive and confidential information. The committee may keep the source of information confidential.
  - VI. Provide the charged member with response time equal to the presentation of the charges. The chair may extend the time in the interest of fairness. The charged member speaks to all charges and is then excused.
  - VII. Provide any witnesses who are speaking a predetermined amount of time to speak. The chair may extend the time in the interests of fairness. Witnesses may speak to all charges during one session and then be excused from the hearing.
  - VIII. Excuse all parties present except the District Disciplinary Committee to discuss the charges, evidence and response of the charged member.
    - a. The District Disciplinary Committee discusses, and determines, by majority vote, whether the charges were substantiated.
    - b. If the charges are substantiated, the District Disciplinary Committee discusses potential disciplinary action(s) and determines, by majority vote, the recommended disciplinary action.
  - IX. Disciplinary actions may include one (1) or more of the following:
    - a. Private written censure of the member by the District Executive Committee

- b. Public written censure of the member by the District Executive Committee
  - c. Suspension from participation in District activities – not to exceed 18 months
  - d. Suspension or removal from District office
  - e. Suspension from eligibility to be elected or appointed to District office – not to exceed 18 months
  - f. Request that the Board of Directors conduct a disciplinary hearing to consider removing the individual from good standing with Toastmasters International.
- X. The District Disciplinary Committee makes a motion setting out the proposed disciplinary action to the District Executive Committee. The District Executive Committee may ask clarifying questions, and proceed to vote on the proposed disciplinary action. Voting may take place in person or in an online meeting, following the voting procedures outlined in Protocol 7.1: District Events.
- XI. Removal from office requires a two-thirds vote of the entire District Executive Committee. Other disciplinary action must be approved by a majority vote of those present and voting.
- O. The charged member and World Headquarters are notified in writing within 24 hours of the conclusion of the District Executive Committee meeting of any disciplinary action.
- P. The disciplinary process and the outcome are confidential, unless the circumstances of the case indicate that disclosure may be required, such as:
- I. Potential of harm to members or guests
  - II. When the best interest of Toastmasters International may require discreet communications to others
- Prior to any disclosure, the District Director (or next highest-ranking District officer) must consult with World Headquarters to determine if further disclosure is necessary. World Headquarters will provide direction as to the audience and scope of the disclosure.
- Q. If the District Executive Committee approves disciplinary action, the investigating officer provides the appeal criteria to the charged member, who then has 15 days to appeal to the Board of Directors.
- R. The Board of Directors may, on its own initiative, review the District Executive Committee's decision and reach a different conclusion in the best interests of Toastmasters International, its Member Clubs and individual members.

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

- A. An individual member who wishes to express concern about any ethics and conduct or other violation involving an Accredited Speaker or World Champion of Public Speaking, may submit a complaint, in writing, and containing reasonably credible information to World Headquarters. If the complaint is deemed to be reasonably credible, a disciplinary review following the steps in this protocol may be conducted.
- B. Violations include, but are not limited to: harassment; discrimination; intimidation or the creation of a hostile environment; illegal, dishonest, or unethical behavior described in the Policy 3.0: Ethics and Conduct; and failure to uphold Toastmasters International's Bylaws, Policies or Protocols.
- C. Disciplinary actions may include, but are not limited to:
  - A warning or reprimand
  - A requirement to acknowledge the infraction or violation
  - A requirement to correct the infraction
  - A commitment to non-recurrence
  - An apology to affected parties
  - Provision of financial restitution to persons affected or to the organization for costs of the disciplinary process
  - Suspension of title for a specific time or permanently
  - Removal from good standing with Toastmasters International for a specific time or permanently
- D. Disciplinary review and action are based on the severity of the potential violation:
  - I. A level-one violation is a minor infraction (for example: inappropriate or disrespectful behavior with individual Toastmasters members or staff. Inappropriate or disrespectful behavior at Toastmasters events.)
    - a. The International President reviews the information, conducts an investigation and consults with the Executive Committee and others as needed, and engages in disciplinary communication (orally and/or in writing) to the Accredited Speaker or World Champion of Public Speaking.
    - b. If correctable, the individual acknowledges the infraction and corrects it.
    - c. If not correctable, the individual acknowledges the infraction and commits in writing to non-recurrence.
    - d. The International President informs the Board of Directors.
  - II. A level-two violation is a severe violation (for example: excessive, inappropriate, or disrespectful behavior at a Toastmasters event, or relating to World Headquarters; consistently missing or being unprepared for Toastmasters-related speaking engagements; promoting the violation of Toastmasters Bylaws, Policies or Protocol; deliberately misusing the Accredited Speaker or World Champion of Public Speaking title, embarrassing the organization, tarnishing the reputation of the program).

- a. The International President reviews the information, conducts an investigation and consults with the Board of Directors and others as needed.
- b. The Board of Directors determines the appropriate disciplinary measure, up to and including a hearing to consider revocation of the Accredited Speaker or World Champion of Public Speaking.
- c. The Board may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
- d. If the Board decides to proceed with the Disciplinary Committee's recommendation, appropriate procedures are followed.
- e. There is no appeal of the Board's decision.

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

- A. All Region Advisors' actions and communications are to be ethical and consistent with Toastmasters International's Bylaws, Policies, Protocols, mission, vision, and core values.
- B. Region Advisors do not knowingly support, aid, facilitate, invite, or condone anyone or anything that interferes with or is detrimental to the programs, proceedings, or affairs of Toastmasters International.
- C. Violations include, but are not limited to, a breach of confidentiality; harassment; discrimination; illegal, dishonest, or unethical behavior; failure to uphold Toastmasters International's Bylaws, Policies or Protocols; and undermining a decision of the Board.
- D. Disciplinary measures include, but are not limited to, a warning; a reprimand; correction of the infraction; commitment to non-recurrence; acknowledgement of the infraction or violation; apology to affected parties; private or public censure from the International President; removal from the role of Region Advisor; and removal from good standing.
- E. Disciplinary action for a violation is based on the severity of the offense:
  - I. A level-one violation is a minor infraction (for example: inappropriate or disrespectful behavior at a meeting, or relating to the World Headquarters staff; consistently missing or being unprepared)
    - a. The International President investigates a level-one violation and consults with the Chief Executive Officer.
    - b. The International President engages in disciplinary communication (oral and/or written) to the Region Advisor.
    - c. If correctable, the Region Advisor acknowledges the infraction and corrects it.
    - d. If not correctable, the Region Advisor acknowledges the infraction and

commits to non-recurrence.

- e. The International President advises the Executive Committee of the situation.
  - f. The Region Advisor may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the disciplinary communication.
- II. A level-two violation is a medium violation (for example: an inadvertent breach of confidentiality; commits, promotes, or ignores a violation of Toastmasters Bylaws, Policy or Protocol)
- a. The International President investigates a level-two violation and consults with the Chief Executive Officer.
  - b. The International President and Chief Executive Officer consult with the Executive Committee.
  - c. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures; the Executive Committee reports that matter to the Board.
  - d. The Executive Committee may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
  - e. The International President engages in a disciplinary communication (oral and written) to the Region Advisor.
  - f. The Region Advisor commits to non-recurrence.
  - g. The Region Advisor may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the written disciplinary communication.
- III. A level-three violation is a severe violation (for example: excessive inappropriate or disrespectful behavior at a meeting, or relating to the World Headquarters staff; promoting the violation of Toastmasters Bylaws, Policy or Protocol)
- a. The International President investigates a level-three violation and consults with the Chief Executive Officer.
  - b. The International President and Chief Executive Officer consult with the Executive Committee.
  - c. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures, up to and including a hearing to consider removal of the Region Advisor's good standing with Toastmasters International.
  - d. The Executive Committee may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.

- e. If the Executive Committee recommends a hearing to consider removal of the Region Advisor's good standing, the International President presents the situation and the Executive Committee's recommendation to the Board.
- f. If the Board decides to proceed with a hearing to consider removal of the Region Advisor's good standing, appropriate procedures are followed.
- g. If the Board decides not to proceed with a hearing to consider removal of the Region Advisor's good standing, the International President engages in disciplinary communication (oral and written) to the Region Advisor, including appropriate disciplinary measures, as decided by the Board.
- h. There is no appeal **against of** the Board's decision.

## **6. Procedure to Discipline Past Board Members and Past Region Advisors**

- A. All actions and communications are to be ethical and consistent with Toastmasters International's Bylaws, Policies, Protocols, mission, vision, and core values.**
- B. Past Board Members and Past Region Advisors do not support, aid, facilitate, invite, or condone anyone or anything that interferes with or is detrimental to the programs, proceedings, or affairs of Toastmasters International.**
- C. Violations include, but are not limited to, a breach of confidentiality; harassment; discrimination; illegal, dishonest, or unethical behavior; failure to uphold Toastmasters International's Bylaws, Policies, or Protocols; and undermining a decision of the Board.**
- D. Disciplinary measures include, but are not limited to, a warning; a reprimand; correction of the infraction; commitment to non-recurrence; acknowledgement of the infraction or violation; apology to affected parties; private or public censure from the International President; and removal from good standing.**
- E. Disciplinary action for a violation is based on the severity of the offense:**
  - I. A level-one violation is a minor infraction (for example: inappropriate or disrespectful behavior at a meeting or events, or relating to the World Headquarters staff).**
    - a. The International President investigates a level-one violation and consults with the Chief Executive Officer.**
    - b. The International President engages in disciplinary communication (oral and/or written) to the member.**
    - c. If the infraction is correctable, the member acknowledges it and corrects it.**
    - d. If the infraction is not correctable, the member acknowledges it and commits to non-recurrence.**

- e. The International President advises the Executive Committee of the situation.
  - f. The member may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the disciplinary communication.
- II. A level-two violation is a medium violation (for example: an inadvertent breach of confidentiality; or committing, promoting, or ignoring a violation of Toastmasters Bylaws, Policy, or Protocol).
- a. The International President investigates a level-two violation and consults with the Chief Executive Officer.
  - b. The International President and Chief Executive Officer consult with the Executive Committee.
  - c. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures; the Executive Committee reports that matter to the Board.
  - d. The Executive Committee may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
  - e. The International President engages in disciplinary communication (oral and written) to the member.
  - f. The member commits to non-recurrence.
  - g. The member may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the written disciplinary communication.
- III. A level-three violation is a severe violation (for example: excessive inappropriate or disrespectful behavior at a meeting or events, or relating to the World Headquarters staff; or promoting the violation of Toastmasters Bylaws, Policy, or Protocol).
- a. The International President investigates a level-three violation and consults with the Chief Executive Officer.
  - b. The International President and Chief Executive Officer consult with the Executive Committee.
  - c. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures, up to and including a hearing to consider removal of the member's good standing with Toastmasters International.
  - d. The Executive Committee may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
  - e. If the Executive Committee recommends a hearing to consider removal of the member's good standing, the International President presents the situation and the Executive Committee's recommendation to the Board.



- f. **If the Board decides to proceed with a hearing to consider removal of the member's good standing, appropriate procedures are followed.**
- g. **If the Board decides not to proceed with a hearing to consider removal of the member's good standing, the International President engages in disciplinary communication (oral and written) to the member, including appropriate disciplinary measures, as decided by the Board.**
- h. **There is no appeal of the Board's decision.**

## **67. Recognition Program Violations**

- A. The Chief Executive Officer is authorized to delay, deny, or withdraw the granting of any recognition award, or the acceptance at World Headquarters of any documentation in support of any such award, if it appears that there were misrepresentations by or on behalf of the individual, club, Area, Division, or District seeking the award.
  - I. The final decision to deny or withdraw an award is the responsibility of and must be confirmed by the International President.
  - II. There is no right of appeal beyond the International President.
- B. If there are misrepresentations in the submission of a club's renewals, charter fees, or membership applications, that club shall be suspended from all performance results for the remainder of the program year.
  - I. The District Director, Program Quality Director, and Club Growth Director shall be immediately notified of the action and provided the reasons for suspension.
  - II. If all three (3) officers, or a majority of the officers and the Immediate Past District Director, or a majority of the District Executive Committee, certify in writing that, in their judgment, there was no misrepresentation, then the club can be reinstated to the performance results.
  - III. Clubs suspended from a District's year-end performance results must be reinstated before July 15 in order to receive credit for recognition as a Distinguished Club, Distinguished Area, Distinguished Division, and Distinguished District.
- C. Districts may create, administer, and promote District-specific recognition programs if and only if they act to supplement, and do not compete with or replace, official Toastmasters International recognition programs.

## Board of Directors Committees

### 1. Executive Committee

- A. The Executive Committee is comprised and its powers and duties are as stated in Article V, Section 6, of the Bylaws of Toastmasters International.
- B. The Executive Committee answers to the Board, is subject to its general direction, and has additional powers as the Board delegates.
  - I. The Executive Committee reviews the proposed annual budget and submits a final budget document to the Board and reviews financial reports and recommendations concerning major expenditures and presidential travel.
  - II. The Executive Committee reviews operations and Policies that are to be carried out by the Chief Executive Officer and supervises the performance and position of the Chief Executive Officer.
  - III. The Executive Committee serves as the Strategic Planning Committee.
- C. The Board reserves unto itself, from the Executive Committee, all powers and authority except the following:
  - I. The Executive Committee has authority essential to the performance of duties imposed upon it by the Bylaws or assigned to it by the Board.
  - II. The Executive Committee has authority over those processes expressly delegated to it by the Board. Where authority to act on a matter is expressly delegated to the Executive Committee in Policy adopted under Article V, Section 4(f) of the Bylaws of Toastmasters International, the phrase “subject to the approval of the Board” in Article V, Section 6(c) of the Bylaws shall mean that the Executive Committee has full corporate authority to act on the matter in a timely manner and need not seek Board approval prior to taking such action. However, the Board may, upon learning of the Executive Committee’s action at the Board’s next meeting or otherwise, decide to modify, overrule, or reverse the Executive Committee’s action to the extent the Board can do so without harm to the best interests of Toastmasters International.
  - III. The Executive Committee has such authority as is necessary in the conduct of the ordinary business operations of the corporation while the Board is not in session.
- D. Meetings may be called by the International President or any other voting member of the Committee by giving reasonable notice of the date, time, and place of the meeting to all members of the Committee.
- E. Minutes of all Executive Committee meetings are provided to all Board Members within 30 days after each meeting.

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

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

## **2. Strategic Planning Committee**

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

## **3. Board Committees**

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

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

#### **4. Advisory Committee of Past International Presidents**

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

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

## **5. Audit Committee**

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

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

## **6. International Disciplinary Committee**

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

- E. The Board of Directors reviews the Committee's work product and determines any appropriate action after receipt of the Committee's report(s) as soon as is reasonably feasible. A final decision to take disciplinary action must be made or confirmed by a three-fourths majority vote of the Board.