

# Bylaws of Toastmasters International

## Article V: Board of Directors

### Section 1: How Constituted

A voting member of the Board of Directors may be referred to as a “Board Member” and collectively they may be referred to as “Board Members” in these Bylaws. The authorized number of Board Members of this corporation shall be not less than 17 and not more than 25, the exact number to be set by the Board of Directors. The Board of Directors shall consist of the International President, the International President-Elect, the First and Second Vice Presidents, the Immediate Past International President, and **two (2) ~~one (1)~~** International Directors from each geographic region. Except for the Immediate Past International President and the International President, all Board Members shall be elected by the voting membership of Toastmasters International. The Chief Executive Officer of Toastmasters International shall be an ex officio member of the Board without voting privileges.

### Section 2: Powers

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

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

### Section 3: Meetings

- (a) Regular meetings of the Board of Directors shall be held immediately preceding and immediately following each Annual Business Meeting of Toastmasters International at the place where such Annual Business Meeting shall be held.
- (b) Other meetings of the Board shall be held at such times and places as determined by resolution of the Board, or upon call of the Executive Committee, or upon the request of eight (8) or more International Directors. Upon receipt of such call or written request, the Chief Executive Officer shall give to each Board Member, by first-class mail, telephone (including a voice messaging system), facsimile transmission or other electronic transmission such as e-mail (in compliance with Article XIII, Section 9, below), or personal delivery, at least 10 days' notice of the date, time, and place of the meeting. The notice shall include a statement of the purposes of the meeting, but the business transacted at such meeting shall not be limited by such statement.
- (c) The act of a majority of the Board Members present at a meeting at which a quorum, as defined in Article XI, Section 2, is present shall be the act of the Board of Directors, except as otherwise provided in these Bylaws or in the California Nonprofit Public Benefit Corporation Law. Where the vote of a majority or a greater number “of the Board” is required for a particular action, the vote shall be calculated using the number of Board Members present at a duly-noticed meeting at which a quorum is present. Where the vote of a majority or a greater number “of the entire Board” is required for a particular action, the vote shall be calculated using the total number of Board Members then in office. The chair of the meeting may vote at any time.

- (d) The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the Board Members not present provides a written waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing, which may include electronic mail or facsimile transmitted by a Board Member in compliance with Article XIII, Section 9, below. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Board Member who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.
- (e) A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Board Members, if any action taken is approved by at least a majority of the required quorum for such meeting.
- (f) Any action required or permitted to be taken by the Board may be taken without a meeting if all Board Members shall individually or collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such Board Members. Written consent shall include electronic mail or facsimile transmitted by a Board Member in compliance with Article XIII, Section 9, below.
- (g) Board Members may participate in a meeting through use of conference telephone or electronic video screen communication so long as all Board Members participating in such meeting can hear one another. Board Members may also participate in a meeting through use of electronic transmission from and to the corporation in compliance with Article XIII, Section 9, so long as
  - (1) each Board Member participating in the meeting can communicate with all other members concurrently; and
  - (2) each Board Member is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

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

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

The Board of Directors shall:

- (a) Devise strategic measures for the growth and development of the organization;
- (b) Direct the conduct of the activities and affairs of the corporation and the exercise of all its corporate powers;
- (c) Appoint a Chief Executive Officer and fix compensation for that individual's service;

- (d) Obtain the services of a certified public accounting firm to audit the records of the corporation at the close of each fiscal year, and to certify to the Board and to the Member Clubs a report of the corporation's financial status;
- (e) Appoint standing committees and all other committees not otherwise provided for;
- (f) Adopt by a two-thirds vote of the entire Board, and revise by a like vote, Policies containing the Board's major administrative decisions governing the affairs of the corporation; any Board action on governing documents such as these Bylaws, the Articles of Incorporation, the Club Constitution for Clubs of Toastmasters International, and the District Administrative Bylaws shall also require a two-thirds vote of the entire Board;
- (g) Fill any vacancies on the Board of Directors for the unexpired portion of the term vacated (or decide not to do so), except that
  - (1) a vacancy in the Immediate Past International President's office or the International President-Elect's office shall not be filled,
  - (2) in the event of a vacancy in the International President's office, the Board may choose to leave the position vacant and assign the Immediate Past International President or the International President-Elect, while retaining that office, to serve also as Acting International President or the Board may appoint the International President-Elect to immediately succeed to the position of International President, thereby vacating the office of International President-Elect, and provided that any vacancy shall be filled by a person who has met the qualifications for that position stated in Article IX, Section 2, for the preceding 12 months, and further provided that if the number of Board Members in office is less than a quorum for any reason, vacancies on the Board may be filled in a manner complying with Section 5224 of the California Corporations Code;
- (h) Divide that territory in which Member Clubs are located into geographic regions, as nearly as possible equal in number of clubs after giving proper consideration to potential growth of the organization ~~and further, to accomplish the staggered terms of International Directors, divide the regions into two (2) groups and assign each group to even or odd successive election years in a manner that is reasonably fair and balanced;~~
- (i) Review the regional boundaries and the regional assignment of undistricted Member Clubs not less than once every three (3) years, and, by a two-thirds vote of the entire Board, make such revision of regional boundaries and such reassignment of undistricted clubs to regions as may be necessary to provide, insofar as possible without abolishing the contiguousness of the several Districts within the respective regions, that the total number of Member Clubs in each geographic region shall be not more than ~~20%~~ 15% of the total number of Member Clubs in good standing at the end of the fiscal year immediately preceding any such Board action; and
- (j) Conduct the programs, activities, and affairs of the corporation so as to further the charitable and educational purposes of Toastmasters International, to abide by the requirements of law applicable to nonprofit corporations, and to ensure that any management powers delegated to others shall be exercised under the ultimate direction of the Board.

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

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

## **Section 6: Executive Committee**

- (a) There shall be an Executive Committee of the Board of Directors, composed of the International President, the International President-Elect, the First and Second Vice Presidents, the Immediate Past International President, and the Chief Executive Officer, who shall be an ex officio member without voting rights. In the event of a vacancy in the office of any voting member of the Executive Committee which is not filled by appointment or election of a new officer to fill that vacancy, the Board of Directors shall, by majority vote of the entire Board, select one (1) of the International Directors who has served a year on the Board to serve on the Executive Committee until the term of the vacated office expires.
- (b) The Executive Committee shall prepare and submit to the Board of Directors a recommended budget showing the amount of anticipated receipts and expenditures for the ensuing fiscal year. The budget once adopted by the Board shall become the financial policy of this corporation for the ensuing fiscal year. This committee shall have such additional powers as the Board may delegate to it, and between Board meetings shall have the power of the Board to transact business of an urgent nature requiring immediate action, subject to the limitations on powers of committees of the Board stated in Section 5212 of the California Corporations Code.
- (c) All actions of the Executive Committee shall require four (4) affirmative votes, which may include the vote of the chair of the meeting. Meetings and actions of the Executive Committee shall be governed by and held and taken in accordance with the provisions of this Article V concerning meetings and actions of the Board of Directors, with such changes in the content of those bylaws as are necessary to substitute the Executive Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of the Executive Committee and shall be filed with the corporate records. All transactions of the Executive Committee shall be reported in full at the next meeting of the Board of Directors and shall be subject to the approval of the Board.

## **Section 7: Standards of Conduct**

### **(a) General**

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

- (1) one or more officers or employees of this corporation whom the Board Member believes to be reliable and competent as to the matters presented;

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

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

(b) **Investments**

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

(c) **Loans**

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

(d) **Self-dealing Transactions**

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

## Article VII: Committees

### Section 1: Function and Composition of Committees

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

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

### Section 2: Standing Committees

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

### Section 3: International Leadership Committee

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

~~groups corresponding to the two groups of regions, and~~ shall serve staggered terms of two (2) years **with one (1) member from each geographic region appointed each year**, except for the Past International Presidents, who shall serve terms prescribed under Policies set by the Board of Directors.

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

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

#### **Section 5: Audit Committee**

The Audit Committee shall be comprised and function in accordance with the California Nonprofit Integrity Act of 2004 and any subsequent or superseding statutes. The Board of Directors shall remain responsible for oversight and supervision of the Audit Committee as an advisory committee to the Board.

## Article VIII: Nominations

### Section 1: International President and Vice Presidents

The International Leadership Committee shall nominate each year, under Policies set by the Board of Directors, at least one (1) candidate and not more than two (2) candidates for each of the offices of International President-Elect, First Vice President, and International President if there is no International President-Elect to succeed to that office. A second nominee for the office of First Vice President must be named, if so desired, by one-third of the members of the Committee. At least two (2) candidates shall be nominated for the office of Second Vice President. The report of the Committee shall be published in the *Toastmaster* magazine or on the Toastmasters International website at least 60 days prior to the Annual Business Meeting, and shall also be presented to the meeting in written form prior to the election of officers.

### Section 2: International Directors

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

### Section 3: Nominations from the Floor

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



## Article IX: Elections

### Section 1: Time

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

### Section 2: Qualifications

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

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

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

### Section 3: Balloting

The ballots used at the Annual Business Meeting shall contain the names of the candidates, listed in alphabetical order by offices and by geographic regions, with an equal number of blank

spaces for use in the event of nominations from the floor. The voting members of Toastmasters International shall vote, and the election shall be conducted, in the manner provided in Article X, under Policies set by the Board of Directors. A majority of all votes cast shall be required for the election of the International President-Elect, the First and Second Vice Presidents, the International President if applicable, and each of the International Directors. In the event any ballot cast does not show a majority for any nominee for any of those offices, there shall be further balloting for that office. Prior to the second ballot, the nominee having the lowest vote on the first ballot and any nominee receiving less than 10% of the votes cast shall be dropped, and on each succeeding ballot the same procedure shall be followed until a nominee shall have received a majority of all votes cast. In case of a tie between two (2) remaining nominees, the election shall be decided by lot.

Cumulative voting is not permitted.

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

The date, time, and place of the Annual Business Meeting of the voting membership of this corporation shall be set by the Board of Directors. The Board may also call a special meeting of the voting membership if the Board decides that such a meeting is in the best interests of the corporation, under Policies set by the Board. In the event that an Annual Business Meeting cannot be held during any year because of a national emergency, international crisis, or other reason, or in the event that a quorum is not present at any Annual Business Meeting, that year's election of International Officers and Directors shall be conducted by mail vote under Policies set by the Board. Any Policies adopted by the Board under this section shall comply with the California Nonprofit Public Benefit Corporation Law.