

TOASTMASTERS INTERNATIONAL®

Bylaws of Toastmasters International and Club Constitution for Clubs of Toastmasters International August 2022 Proposals A-L

This document contains the proposed modifications to the Bylaws and Club Constitution relative to the August 2022 Proposals A through L, using the Legend Key below.

Proposal A – Consistency and Clarity
Bylaws of Toastmasters International

Proposed modifications are provided on pages [2-15](#), [17-21](#), and [23-28](#) in red font.

Club Constitution for Clubs of Toastmasters International

Proposed modifications are provided on pages [30-33](#), [35](#), [39](#), and [41](#) in red font.

Proposal B – Restatement of the Organization and Club Purposes
Bylaws of Toastmasters International

Proposed modifications are provided on page [1](#) in aqua font.

Club Constitution for Clubs of Toastmasters International

Proposed modifications are provided on page [29](#) in aqua font.

Proposal C – Inclusive Language for Gender
Bylaws of Toastmasters International

Proposed modifications are provided on pages [2](#) and [4](#) in green font.

Club Constitution for Clubs of Toastmasters International

Proposed modifications are provided on page [29](#) in green font.

Proposal D – Communication and Technology
Bylaws of Toastmasters International

Proposed modifications are provided on pages [7](#), [9-11](#), and [21](#) in orange font.

Club Constitution for Clubs of Toastmasters International

Proposed modifications are provided on page [33](#) in orange font.

Proposal E – Clarification on Voting Rights for Member Clubs
Bylaws of Toastmasters International

Proposed modifications are provided on page [2](#) in purple font.

Proposal F – Announcements to Members
Bylaws of Toastmasters International

Proposed modifications are provided on pages [8](#) and [17](#) in light blue font.

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Proposal G – Clarity on References to Geographic Regions
Bylaws of Toastmasters International

Proposed modifications are provided on page 8 in pink font.

Proposal H – Scheduling of Board of Directors Meetings
Bylaws of Toastmasters International

Proposed modifications are provided on pages 9 and 14 in gold font.

Proposal I – Voting at the Annual Business Meeting
Bylaws of Toastmasters International

Proposed modifications are provided on pages 19-22, and 26-28 in olive green font.

Proposal J – Club Leadership Committee Chair
Club Constitution for Clubs of Toastmasters International

Proposed modifications are provided on page 34 in dark blue font.

Proposal K – Club Officer Requirements
Club Constitution for Clubs of Toastmasters International

Proposed modifications are provided on pages 33 and 34 in fuchsia font.

Proposal L – Representatives for Clubs on the District Council
Club Constitution for Clubs of Toastmasters International

Proposed modifications are provided on pages 37 and 39 in teal font.

Bylaws of Toastmasters International

Article I: Purpose

Section 1

Toastmasters International is the leading movement devoted to making effective oral communication a worldwide reality.

Through its Member Clubs, Toastmasters International helps individuals learn the arts of **communication, including** speaking, listening and thinking—vital skills that promote self-actualization, enhance leadership potential, foster human understanding, and contribute to the betterment of mankind.

It is basic to this purpose that Toastmasters International continually expand its worldwide network of Member Clubs, thereby offering ever-greater numbers of people the opportunity to benefit from its program.

Section 2

~~In order to~~To carry out this purpose, Toastmasters International shall:

- (a) Organize, recognize, direct, and guide Member Clubs as private associations of individuals seeking to improve their **communication and leadership skills, including** speaking, listening, **and** thinking, ~~and leadership skills.~~
- (b) Utilize its Member Clubs to provide ~~private~~ educational programs, instructional materials, and practice opportunities for those individuals invited to join its clubs and to afford evaluation and incentive to personal development through appropriate awards and recognition.
- (c) Engage in research in speech education, leadership training, communications and related fields; cooperate with accredited educational institutions and other organizations in the furtherance of its objectives; and publish and disseminate educational materials ~~related to oral communication.~~
- (d) Provide communication and leadership programs, Speechcraft programs, leadership training, and instruction in parliamentary procedure, conduct of meetings, group discussion, evaluation methods, and other techniques of communication; and award certificates indicating satisfactory completion of such educational projects as authorized and modified by its Board of Directors.
- (e) Provide ~~private~~ training at all levels of its organization to improve the individual's ability to listen, think, speak, and lead. Toastmasters International shall establish, encourage, and supervise meetings, conventions, seminars, speech contests and such appropriate activities in the furtherance of its educational objectives, with the aim of stimulating interest, participation, and personal improvement of all individual members of its clubs.
- (f) Organize, recognize, aid, and provide instruction for special groups who cannot afford or who are otherwise ineligible for a Toastmasters club charter, whose participants desire training in communication and leadership, such as youth groups, groups within correctional and rehabilitation institutions, hospitals, and groups which foster improvements in communication and leadership within recognized educational

institutions at all academic levels. The extent of the activities authorized by this paragraph shall be determined by the Board of Directors of Toastmasters International.

Article II: Office

Section 1: Legal Domicile

Toastmasters International shall be a nonprofit public benefit corporation under the laws of the State of California, United States of America.

Section 2: Locations

The Board of Directors shall have power and authority to set and to change the location of the principal place of business of the eCorporation ("World Headquarters") and to establish or discontinue branch offices at any places it may designate.

Article III: Membership

Section 1: How Constituted

The voting members of Toastmasters International shall consist of the following two (2) classes of members, as the term "member" is defined in Section 5056 of the California Corporations Code:

- (a) Member Clubs, defined as Toastmasters clubs which, having subscribed to the purposes and ideals of Toastmasters International and having been granted a charter, continue to function in compliance with the conditions set forth in the Articles of Incorporation, these Bylaws, the Club Constitution, the Policies established by the Board of Directors, and the decisions of the Board and its authorized agents and representatives. Each Member Club **in good standing** shall be entitled to two (2) votes in all matters presented to the voting membership for a decision.
- (b) Delegates at Large, who shall consist of the Toastmasters International President, International President-Elect, the First and Second Vice Presidents, the International Directors, Past International Presidents, Past International Directors, and District Directors, subject to the conditions of membership stated in Article III, Section 4, below. Each Delegate at Large shall be entitled to one (1) vote in all matters presented to the voting membership for a decision.

Other persons and entities that are affiliated with Toastmasters International, but are not voting members of the corporation Toastmasters International under Section 5056 of the California Corporations Code, are the following:

Individual members of clubs, who vote only in their respective clubs; and

Gavel clubs, and other entities and programs that Toastmasters International may establish pursuant to Article I, Section 2, Paragraph (f), above.

Section 2: Composition of Member Clubs

Member Clubs are private associations composed of persons seeking to improve their ability to communicate and/or lead. Individual membership in any Member Club is by club invitation, and is open only to individuals who remain in good standing with Toastmasters International under Article III, Section 8, below. No persons shall be excluded from membership in a Member Club because of age (except those persons under 18 years of age), race, color, creed, gender, **gender identity, gender expression**, national or ethnic origin, sexual orientation, or physical or mental disability, so long as the individuals, through

their own effort, are able to participate in Member Club activities. However, Member Clubs may restrict their membership in other ways, e.g., to the employees of a particular company or agency, residents of a specific community, or people sharing a special interest.

Section 3: Admission and Continuation of Member Clubs

Any group desiring admission as a Member Club of Toastmasters International shall make a written application on forms provided by World Headquarters. Upon adoption by the group and filing with World Headquarters of a properly certified constitution for Member Clubs and upon fulfillment of all requirements established by the Board of Directors, a charter shall be signed by the International President and the Chief Executive Officer. Membership shall commence upon issuance of a charter. No charter shall be issued until the membership dues and new individual member fees stipulated in Article IV have been paid, together with a charter fee. The amount of the new individual member fee and the charter fee, and all other Policies for admission and continuation of Member Clubs may be established and modified by the Board of Directors.

Section 4: Termination and Suspension

The provisions of this section shall govern termination and suspension of voting members of this eCorporation. The Board of Directors shall prescribe and may modify Policies for termination, suspension, and restoration of voting membership status, consistent with these Bylaws. Neither termination nor suspension shall relieve the voting member of any accrued but unpaid obligations of such voting member to this eCorporation. Voting memberships in this eCorporation, or any right arising therefrom, may not be transferred or assigned under any circumstances. Any such attempted transfer shall be void. For instance, there shall be no transfer of an issued charter from an inactive Member Club to another group whose members are interested in organizing a new club.

(a) Member Clubs

Voting membership in this eCorporation shall terminate upon the occurrence of any of the following events or conditions:

- (1) nonpayment of amounts owed to this eCorporation or failure to meet other minimum requirements for Member Clubs set by the Board of Directors and administered by World Headquarters;
- (2) voluntary withdrawal, expressed in writing and delivered to World Headquarters;
or
- (3) expulsion for cause, after a proper hearing, by a three-fourths majority vote of the Board of Directors, under the procedure set forth in Article III, Section 13 below.

A terminated Member Club is not in good standing and is required to return its charter to World Headquarters. Voting membership in this eCorporation may be suspended upon the occurrence of events or conditions set forth in Policies adopted and modified by the Board. During the period of suspension, a Member Club shall not have any of the rights of a voting member of this eCorporation, and shall not be considered in good standing.

(b) Delegates at Large

Voting membership in this eCorporation shall terminate upon the occurrence of any of the following events or conditions:

- (1) termination of the person's service as an officer of this eCorporation for any reason, except for Past International Presidents and Past International Directors;

- (2) death;
- (3) voluntary resignation, expressed in writing and delivered to World Headquarters;
or
- (4) failure to maintain good standing with Toastmasters International under Article III, Section 8, below.

Voting membership in this eCorporation may be suspended upon the occurrence of events or conditions set forth in Policies adopted and modified by the Board. During the period of suspension, a Delegate at Large shall not have any of the rights of a voting member of this eCorporation, and shall not be considered in good standing.

Section 5: Liability

No Member Club, Delegate at Large, nor any individual member of any club, shall be personally liable to any creditor, or for any indebtedness or liability, of Toastmasters International, and any and all of the creditors of the eCorporation shall look only to the assets of the eCorporation for payment. Furthermore, this eCorporation is not legally responsible for any liability or debt incurred by any Member Club, Delegate at Large, or any individual member of any club. Toastmasters International may provide certain benefits to Member Clubs, such as group tax exemption rulings and insurance coverage, and may establish Policies for Member Clubs, but these actions shall not cause this eCorporation to be liable for the acts or omissions of any Member Club.

Section 6: Use of Collective Membership Marks

Toastmasters International is the owner of a number of collective membership marks, including the following: "TOASTMASTER," "TOASTMASTERS," "TOASTMASTERS INTERNATIONAL," and the "official emblem." Member Clubs have the right to use these collective membership marks pursuant to restrictions and requirements set by the Board of Directors. These marks can only be used by the Member Clubs to indicate membership in the clubs. Member Clubs shall not permit any individual member of a club or any other person or entity to use the collective membership marks without prior written approval from the Chief Executive Officer of Toastmasters International. The Member Clubs recognize that all use of the collective membership marks by the clubs inures to the benefit of this eCorporation. Member Clubs shall take no action which jeopardizes or imperils the validity of the collective membership marks or impairs the value of such marks. Member Clubs shall use the collective membership marks only in the form and manner as prescribed by this eCorporation, and shall not use any other trademark or service mark in connection with the collective membership marks without prior written approval of the Chief Executive Officer. A Member Club shall promptly notify World Headquarters of any unauthorized use of any of the eCorporation's collective membership marks, trade names, trademarks, service marks, and/or copyrights which come to the club's attention. The eCorporation shall have the sole right and discretion to bring infringement or unfair competition proceedings involving its collective membership marks, trademarks, service marks, trade names, and copyrights. Use of any of said marks, names, or copyrights by a Member Club or by an individual member of a club in a manner which does not comply with the Policies established by the Board of Directors is prohibited.

Section 7: Nondiscrimination

This eCorporation shall not discriminate, in the conduct of its programs and activities, against any persons on the basis of age (except those persons under 18 years of age), race, color, creed, gender, **gender identity, gender expression**, national or ethnic origin,

sexual orientation, or physical or mental disability, so long as the individuals, through their own effort, are able to participate in the program or activity.

Section 8: Good Standing of Individual Members of Clubs

Upon an individual's initial admission to membership in any Member Club, that individual shall be presumed to be in good standing with Toastmasters International. An individual member shall continue in good standing with Toastmasters International so long as the individual is a member of a club and:

- (a) the club of such member is not suspended or terminated;
- (b) the club, or member when verified by a club officer, pays when due the new individual member fees and membership dues payments for such member to Toastmasters International;
- (c) the club continues to recognize the individual as a member in good standing of the club; and
- (d) the individual member has not been suspended or removed from good standing with Toastmasters International by action of the Board of Directors as set forth below.

The Board of Directors of Toastmasters International may suspend or remove from good standing any individual member of any club, or take any other appropriate reasonable action with respect to the good standing of any individual member of a club, by a three-fourths majority vote of the Board, under the procedure set forth in Article III, Section 13, below. Any suspension or removal of an individual member from good standing with Toastmasters International shall operate as a suspension or expulsion from each and every club with which that individual member is affiliated, and that individual shall not be eligible for membership in any club unless and until the individual's good standing with Toastmasters International has been restored by a three-fourths majority vote of the Board of Directors.

Section 9: Designated Representatives of Member Clubs

Member Clubs shall exercise all the rights and obligations of membership, including the right to vote, through a designated representative or proxyholder. The designated representative of a Member Club, unless otherwise provided in these Bylaws, shall be the president of the Member Club.

Section 10: Membership Roster

This eCorporation shall keep a membership roster containing the name of each voting member (Member Club or Delegate at Large) and the last address provided to this eCorporation by the voting member for purposes of notice. The roster shall indicate whether a voting member is in good standing with Toastmasters International.

Section 11: Voting Members' Rights

Subject to these Bylaws and this eCorporation's other Policies, voting members of this eCorporation shall have the right to vote, as set forth in these Bylaws, on:

- (a) the election of the International President-Elect, the International President when there is no International President-Elect to succeed to that office, the First and Second Vice Presidents, and the International Directors of this eCorporation;
- (b) the removal of International Directors pursuant to Section 5222 of the California Corporations Code;

- (c) any amendment to these Bylaws and any amendment to the Articles of Incorporation of this eCorporation;
- (d) the disposition of all or substantially all of the assets of this eCorporation;
- (e) any merger of this eCorporation;
- (f) any dissolution of this eCorporation; and
- (g) any other matters that may properly be presented to voting members, pursuant to this eCorporation's Articles, Bylaws, Club Constitution for Clubs of Toastmasters International, or action of the Board of Directors, or by operation of law.

Section 12: Dues and Financial Levies

Each Member Club must pay to this eCorporation, within the time and on the terms set by the Board of Directors, membership dues and such other fees and charges as the Board may establish, as a condition of voting membership. For Delegates at Large, payment of their individual membership dues to Toastmasters International made or verified by their respective clubs shall be sufficient to maintain their voting membership in this eCorporation. Voting memberships in this eCorporation shall not be subject to mandatory financial levies by this eCorporation or any part of this eCorporation.

Section 13: Disciplinary Proceedings

The following procedure for termination or suspension of a Member Club or a Delegate at Large by the Board of Directors under Article III, Section 4, is designed to qualify as fair and reasonable under Section 5341(c) of the California Corporations Code. The procedure also applies to the suspension, removal, or other action by the Board with respect to the good standing of an individual member of a club. The term "charged member" in this section shall refer to the Member Club, the Delegate at Large, or the individual member of a club, as the case may be.

- (a) The Board of Directors shall pass a resolution stating
 - (1) the proposed disciplinary action;
 - (2) the reasons therefore;
 - (3) the proposed date for the disciplinary action to take effect; and
 - (4) the date, time, and place for a hearing before the Board for the charged member. The date for the hearing shall be not less than five (5) days before the proposed effective date.
- (b) The Chief Executive Officer shall send written notice of the hearing to the charged member by first class mail to the last address of the member shown on this eCorporation's records or by any other means reasonably calculated to provide actual notice of the matters stated in the Board resolution. Such notice shall be sent not less than 20 days before the hearing date.
- (c) The Board may take interim disciplinary actions pending the hearing, if necessary to protect the vital interests of Toastmasters International or to prevent any imminent harm to Toastmasters International or any of its affiliates.

- (d) The charged member may choose to appear at the hearing (in person, by telephone **or video** conference call, and/or through a representative), or make a written, videotaped, or audio taped statement to the Board, at the charged member's own cost. The Board may place reasonable restrictions on the length of the charged member's presentation. Any statement in writing or other physical form must be received by the Chief Executive Officer not less than 96 hours before the hearing date.
- (e) After the hearing is ended and the charged member has been excused, the Board shall discuss and vote on the proposed disciplinary action. The deliberations shall be limited to considering only the evidence presented during the hearing and the charges stated in the Board resolution. To take disciplinary action, a three-fourths majority of the Board must be persuaded that, more probably than not, one or more of the allegations charged in the resolution are true. The decision of the Board of Directors shall be final.
- (f) The disciplinary procedures set forth in Robert's Rules of Order Newly Revised shall not apply to disciplinary matters considered by the Board of Directors. The reference to Robert's Rules in Article XIII, Section 5(a), below, applies only to parliamentary procedure for the conduct of business meetings.
- (g) The Board has complete and sole discretion to decide questions that may arise regarding this disciplinary procedure in order to ensure that it is conducted in good faith and in a fair and reasonable manner, considering the best interests of the organization and the individual and clubs affected. The Board is authorized to adopt and modify specific Policies for disciplinary proceedings, and the rights of the charged member are limited to those stated in such Policies and in this section, and no other rights should be presumed or inferred. The charged member does not have any absolute right to legal counsel, to identify or confront witnesses against the member, or to more information about the charges or the evidence beyond that provided in the notice of hearing. All types of evidence, including statements from persons who are not present at the hearing, may be considered. All proceedings shall be conducted and materials shall be presented to the Board in English. A decision by the Board to permit or not permit certain forms of participation in one disciplinary situation shall not bind the Board to the same approach in another situation.
- (h) If the disciplinary matter is complex or difficult, due to the number of persons charged, the extent of the evidence, the need for pre-hearing negotiations, the nature of the charges or the defense, or other circumstances, the Board may delegate authority to the Executive Committee, or to a disciplinary committee appointed under Article VII below, to conduct some or all of the aspects of the disciplinary process set forth above, substituting such committee for the Board in each instance. However, a final decision to take disciplinary action must be made or confirmed by a three-fourths majority vote of the Board. If the hearing described in Paragraph (d) above has taken place before such committee, a subsequent hearing need not be held before the Board unless the Board increases the severity of the action taken.

Article IV: Revenue

Section 1: Source

The operations of Toastmasters International shall be financed by membership dues; new individual member fees; charter fees; sales of literature, products and supplies; interest; and any other sources of revenue. The eCorporation's fiscal year shall begin January 1.

Section 2: Membership Dues Payment

- (a) At the time that a new individual member is admitted into a club, the club or the individual member when verified by a club officer, shall remit to Toastmasters International a new individual member fee and prorated membership dues for the period commencing with the first day of the month of the person's admission and ending on the next dues renewal report date.
- (b) The amount of all dues and fees and the schedule for payment shall be determined by a two-thirds vote of the entire Board of Directors. The Board shall establish and may modify Policies for the collection of dues payments, including proration of new clubs' payments, postponement or reduction of membership dues in the event of a natural disaster or other extenuating circumstances affecting a Member Club's ability to pay, or other appropriate measures.
- (c) A club officer of a Member Club shall, on request of an individual member in good standing, furnish such person with documentation showing the date to which the individual member's membership dues is made, which will entitle the person, when transferring to another club, to do so without paying Toastmasters International membership dues for that period.

Section 3: Official Publication

The *Toastmaster* magazine shall be the official publication of Toastmasters International. No change in the Member Clubs' financial obligations to this eCorporation shall be effective unless and until that change is made public in the *Toastmaster* magazine ~~or~~ and on the Toastmasters International website.

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 eCorporation 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 one (1) International Director from each geographic region **as defined by the Board of Directors**. 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 writing** (in compliance with Article XIII, Section 9, below), or **by** 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
- (1) a quorum is present, and
 - (2) ~~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, **in compliance with Article XIII, Section 9, below**, 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 **teleconferencing** ~~telephone or electronic videoconferencing 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 **eCorporation** 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 **eCorporation**.

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 **eCorporation** 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 **eCorporation** at the close of each fiscal year, and to certify to the Board and to the Member Clubs a report of the **eCorporation'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 **eCorporation**; 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 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 eCorporation 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 in writing 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 eCorporation 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 **b**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 **e**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 **e**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 **e**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 **e**Corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this **e**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 **e**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 **e**Corporation.

(c) **Loans**

Without the approval of the Attorney General of California, this eCorporation shall not make any loan of money or property to, or guarantee the obligation of, any Board Member or officer of the eCorporation, unless permitted by Section 5236 of the California Corporations Code; provided, however, that this eCorporation may advance money to a Board Member or officer of this eCorporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such Board Member or officer of the eCorporation 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 eCorporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this eCorporation 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 VI: Officers

Section 1: Officers

The officers of Toastmasters International shall be the International President, the International President-Elect, the First and Second Vice Presidents, the Immediate Past International President, the International Directors, the Secretary, the Treasurer, the Chief Executive Officer, and the District Director for each District of Toastmasters International. All of the officers are subordinate and responsible to the Board of Directors.

Section 2: Ex Officio Officers

Each Past International President of Toastmasters International shall be an ex officio officer, so long as the individual qualifies as a Delegate at Large under Article III, Section 4(b), above.

Section 3: Subordinate Officers

The Board of Directors may appoint and fix the tenure of such subordinate officers, agents, or representatives as the business of the eCorporation may require. Except for the officers who are also Board Members, the Board of Directors may alter and re-establish the titles of any officers of this eCorporation by Policy, notwithstanding the titles that may be ascribed to such officers in Article XII, pertaining to Districts, or elsewhere in the Bylaws. If such titles are altered, by amendment to these Bylaws or by Policy, those who occupied an office under a previous title may be referred to either by the altered title or by a previous title, as necessary or appropriate under the circumstances.

Section 4: International President

The International President shall serve as the chair of the Board of Directors and of the Executive Committee, and an ex officio member of all other committees except the International Leadership Committee and the Advisory Committee of Past Presidents. The International President presides at the Annual Business Meeting of Toastmasters International and prior to the opening of that meeting shall appoint such officers and committees as may be required to transact the business of the meeting. The International President shall also have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 5: International President-Elect, Vice Presidents

(a) International President-Elect

The International President-Elect shall perform such duties as usually pertain to this office or as may be assigned by the International President or the Board of Directors, by resolution or through Board-established Policies. The International President-Elect shall assume the duties of the International President to chair the Board of Directors and the Executive Committee if the International President is temporarily absent or unable to act.

(b) First Vice President

The First Vice President shall perform such duties as usually pertain to this office or as may be assigned by the International President or the Board of Directors, by resolution or through Board-established Policies.

(c) Second Vice President

The Second Vice President shall perform such duties as usually pertain to this office or as may be assigned by the International President or the Board of Directors, by resolution or through Board-established Policies.

- (d) If the position of the International President, the International President-Elect, or the First or Second Vice Presidents is vacated for any reason, or if that officer is absent or unable to act, and prior to the filling of any vacancy in such officer position, the duties of such officer (other than the International President's duties as chair, provided for in (a) above) shall be reassigned to other Board Members by the Board of Directors or by the Executive Committee.

Section 6: Chief Executive Officer

The Chief Executive Officer shall be under the supervision of the Executive Committee and the control of the Board; shall be appointed by a two-thirds vote of the entire Board, and may be terminated with or without cause by a majority vote of the entire Board upon reasonable written notice, subject to any rights the Chief Executive Officer may have under a written contract of employment, if any. The Chief Executive Officer shall perform the duties usually performed by the business manager of a nonprofit corporation; shall give bond for the faithful performance of such duties in such sum and with such sureties as the Board may determine; and shall present such reports to the Board, officers and Member Clubs as the business of the organization may require. The Board shall prescribe the authority and duties of the Chief Executive Officer.

Section 7: Secretary

The Board of Directors, at its **first** meeting ~~immediately~~ following the Annual Business Meeting, shall appoint an employee of World Headquarters to serve as Secretary of Toastmasters International who shall perform the duties usually performed by the Secretary of a nonprofit corporation without additional compensation for serving in that office.

Section 8: Treasurer

The Board of Directors, at its **first** meeting ~~immediately~~ following the Annual Business Meeting, shall appoint an employee of World Headquarters to serve as Treasurer of Toastmasters International who shall perform the duties usually performed by the Treasurer of a nonprofit corporation without additional compensation for serving in that office.

Section 9: Compensation

No officers, except the Chief Executive Officer, the Secretary, and the Treasurer, shall receive any compensation from this eC Corporation.

Section 10: Tenure of Board Members

- (a) The terms of office of all members of the Board of Directors elected at any Annual Business Meeting or other voting membership meeting shall commence at the adjournment of such meeting and shall expire at the adjournment of the subsequent Annual Business Meeting at which their successors take office. The International President-Elect shall continue in that office for one (1) year; upon the adjournment of the next Annual Business Meeting the individual shall assume the office of International President and continue in that office for one (1) year; and upon the adjournment of the next following Annual Business Meeting the individual shall assume the office of Immediate Past International President and continue in that office for one (1) year. Both the First and Second Vice Presidents shall continue in office for one (1) year. Each of the International Directors shall continue in office for two (2) years. All members of the Board of Directors shall serve until their successors are elected or appointed or otherwise take office, or until the Board Member's resignation, death, or removal.
- (b) Resignations by Board Members shall be effective upon receipt in writing by the Secretary of this eCorporation, unless a later effective date is specified in the resignation. If a Board Member is incapacitated but has executed an appropriate power of attorney document prior to becoming incapacitated, the person holding the power of attorney may submit the resignation on behalf of the incapacitated Board Member.
- (c) The voting membership of Toastmasters International (as defined by Article III, Section 1, above) may remove any person from a position as an International Director at any time, with or without cause, by majority vote. The Board of Directors by a three-fourths vote of the entire Board may remove any person from a position as an officer listed in Section 1 of this article (other than the Chief Executive Officer), with or without cause at any time. The Board may, by a three-fourths vote of the entire Board, remove any person from a position as a Board Member elected by the voting membership only
- (1) as provided in Section 5221 of the California Corporations Code; or
 - (2) if the Board Member is not in good standing with Toastmasters International as defined in Article III, Section 8, above; or
 - (3) if the Board Member is no longer an active individual member of a Member Club.
- (d) A vacancy shall be deemed to exist on the Board of Directors in the event that the actual number of Board Members is less than the authorized number for any reason.

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 one (1) individual member 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, 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~~ and 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) International Director from each of the geographic regions. An International Director candidate must have been an active member of a ~~Toastmasters~~ **Member eClub** 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 **eCorporation** 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 **eCorporation**, 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.

Article X: Annual Business Meeting

Section 1: Voting by Member Clubs

Each Member Club in good standing with Toastmasters International on the record date established by Article X, Section ~~8~~**9, of these Bylaws**, shall be entitled to two (2) votes at the Annual Business Meeting, which shall be cast by the club's duly authorized delegate if the club wishes to be considered present and voting at the meeting. Delegates must be in good standing with Toastmasters International under Article III, Section 8, of these Bylaws. Any other individual member of any club may attend the Annual Business Meeting as a nonvoting observer.

Section 2: Proxies

Any Member Club, if unrepresented at the Annual Business Meeting by a delegate or proxyholder from among its own active individual members, may designate in writing any active individual member of any other Member Club as its proxyholder. Upon presentation of proper credentials, such proxyholder shall have the right to vote for the club represented in addition to any other right to vote which such proxyholder may have. All forms of proxy designation must conform to Policies set by the Board of Directors in compliance with the California Nonprofit Public Benefit Corporation Law. All proxyholders must be in good standing with Toastmasters International under Article III, Section 8, of these Bylaws.

Section 3: Credentials

The authority of each delegate shall be evidenced by a certificate signed by the president or secretary of the Member Club. The authority of a proxyholder shall be evidenced by a certificate signed by the president or secretary of the club represented by proxy. All certificates must be presented to the Credentials Committee at the Annual Business Meeting to entitle delegates and proxyholders to participate in and vote at the meeting. All certificates shall be on forms furnished by the Chief Executive Officer, under the authority and supervision of the Board of Directors.

Should the Credentials Committee report adversely on any certificate, the person named therein shall have the right to appeal to the Annual Business Meeting. The majority decision of the votes cast on the appeal to the Annual Business Meeting shall be final, with those votes in question not being exercised.

Section 4: Voting by Delegates at Large

Each Delegate at Large, as defined in Article III, Section 1, Paragraph (b), in good standing with Toastmasters International on the record date established by Article X, Section ~~8~~**9**, shall be entitled to one (1) vote at any Annual Business Meeting at which that individual is present. Delegates at Large may not vote by proxy.

The authority of each Delegate at Large shall be evidenced by a credential certificate on a form furnished by the Chief Executive Officer, under the authority and supervision of the Board of Directors.

Section 5: Resolutions

- (a) For proposed amendments to the Articles of Incorporation, these Bylaws, or the Club Constitution for Clubs of Toastmasters International, a proposed resolution embodying the same must be presented in writing to and received by the Board of Directors no later than December 31 before the Annual Business Meeting, except for matters

submitted by the Board of Directors, reports of other officers, and courtesy resolutions of thanks and appreciation, or unless otherwise ordered by the Board or by unanimous consent of the Annual Business Meeting. Resolutions shall be in substantially the following form: “The Annual Business Meeting of Toastmasters International hereby RESOLVES that...” Bylaw amendment resolutions are subject to additional requirements set forth in Article XIV of these Bylaws. No proposed amendment to the Articles of Incorporation shall be submitted to the voting members without first receiving approval by the Board of Directors.

- (b) No other matter shall be acted upon by the Annual Business Meeting unless a proposed resolution embodying the same shall have been presented in writing to the Board of Directors by December 31 before the Annual Business Meeting. Resolutions shall be in substantially the following form: “RESOLVED that the Annual Business Meeting of Toastmasters International recommends to the Board of Directors that...”
- (c) The Board shall make its recommendations on those resolutions that proceed to the Annual Business Meeting for such action as the voting membership of this eCorporation may determine. Any resolution not presented in writing to the Board in full compliance with this section will not be eligible for submission and shall not be submitted to the Annual Business Meeting unless the Board, in its sole discretion, decides to handle the resolution otherwise.
- (d) Any motion or resolution to suspend the rules at the Annual Business Meeting shall require a two-thirds vote of the votes cast in person, **including participation by electronic transmission (see Article X, Section 7, below), (or, (in the case of Member Clubs), by proxy),** and shall not operate to suspend or set aside any provision of these Bylaws except by unanimous consent.

Section 6: Voting

Voting at the Annual Business Meeting shall be limited to accredited delegates or proxyholders representing Member Clubs and Delegates at Large. Voting may be by ballot or voice vote, as called for by the chair, except that elections of Board Members shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote of the voting membership. If the secret ballot is dispensed with in the case of an unopposed candidate, the Secretary of the meeting may be instructed to vote a single ballot for that candidate. Every decision or act made or done by a majority of the votes cast in person, **including participation by electronic transmission (see Article X, Section 7, below), (or, (in the case of Member Clubs), by proxy)** at an Annual Business Meeting, or other duly held meeting of the voting membership at which the required quorum is present, is the act of the members, unless the law, the Articles of Incorporation of this eCorporation, or these Bylaws require a greater number. **Subject to any Policies established by the Board, voting members not physically present in person, or (in the case of Member Clubs) by proxy, at an on-site membership meeting may, by electronic transmission in compliance with Section 7 of this article or by electronic video screen communication, participate in the meeting, be deemed present in person, and vote at the meeting.**

Section 7: Participation in Meetings of the Voting Membership by Electronic Transmission

A meeting of the voting membership may be conducted, in whole or part, by electronic transmission in compliance with Article XIII, Section 9, as applicable, or by electronic media screen communication, provided the following:

- (a) **Toastmasters International has implemented reasonable measures to provide voting members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the voting membership, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings; and**
- (b) **if any member votes or takes other action at the meeting by means of electronic transmission or electronic video screen communication, Toastmasters International maintains a record of any vote or action taken by a member by means of electronic transmission.**

Any request by Toastmasters International for a member's consent to participate in a meeting by electronic transmission shall include a notice that, absent consent of the member, an on-site membership meeting shall be held at a physical location at which members may attend and participate.

Section 7-8: Notice

The Chief Executive Officer shall give or cause to give notice of each meeting of the voting membership, including the Annual Business Meeting, to each voting member who, as of the record date for notice of the meeting (see Article X, Section ~~8-9~~, **of these Bylaws**), would be entitled to vote at such meeting. The notice shall be given, addressed to the last address provided by the voting member to this eCorporation for purposes of notice, either personally, **by telephone**, or **in writing** ~~by electronic transmission (in compliance with Article XIII, Section 9, of these Bylaws), telegram, telephone, facsimile transmission, or mail~~ not less than 20 nor more than 90 days before the date of such meeting.

The notice shall state the place, date, and time of the meeting and

- (a) in the case of special meetings, the general nature of the business to be transacted, and no other business may be transacted; or
- (b) in the case of the Annual Business Meeting, the names of all those who are nominees for Board Member positions as of the date of the notice, and those matters which the Board, as of the date of the notice, intends to present for action by the voting members, but any proper matter may be presented at the Annual Business Meeting for such action.

Unless the vote of the voting membership is unanimous, any of the following votes shall be valid only if the general nature of the action approved was stated in the notice of the meeting at which the vote occurred:

- (a) to remove a Board Member without cause;
- (b) to fill a vacancy on the Board of Directors;
- (c) to amend this eCorporation's Bylaws;
- (d) to amend this eCorporation's Articles of Incorporation; or
- (e) to voluntarily dissolve this eCorporation.

Section ~~8-9~~: Record Dates

A voting member holding a membership as of the close of business on the record date shall be deemed a voting member of record. The record date for the purpose of determining

which voting members are entitled to notice of the Annual Business Meeting or any other voting members' meeting shall be the ninetieth day before the date of the meeting. The record date for the purpose of determining which voting members are entitled to vote at the Annual Business Meeting or any other voting members' meeting shall be the seventh day before the date of the meeting. Record dates for any other purpose shall be set by the Board of Directors in accordance with the California Nonprofit Public Benefit Corporation Law.

Article XI: Quorum

Section 1: Annual Business Meeting, Special Meetings, Mail Votes

- (a) Both one-third of all the votes held by voting members of Toastmasters International, and one-third of the Member Clubs, represented either in person or by delegates, or (in the case of Member Clubs) proxyholders, **and including representation through participation by electronic transmission (see Article X, Section 7, above)**, shall be required to constitute a quorum for the transaction of business at the Annual Business Meeting, at special meetings of the voting membership, and for mail votes of the voting membership.
- (b) A meeting at which the required quorum is initially present may continue to transact business notwithstanding the withdrawal of enough voting members or Member Clubs to leave less than the required quorum, so long as any action taken thereafter is approved by at least a majority of both required quorum numbers of votes held by voting members.

Section 2: Board of Directors

A majority of the authorized number of Board Members, which must include the International President, the International President-Elect, or a Vice President, shall constitute a quorum at any meeting of the Board of Directors.

Section 3: Committees

A majority of the members of any standing or other Board committee shall constitute a quorum, except that a quorum for the Executive Committee shall be four (4) of the five (5) members who have voting rights.

The Board of Directors may, by Policy, provide an alternative process for the Advisory Committee of Past Presidents to achieve a quorum or conduct business when a quorum is not present.

Article XII: Districts

Section 1: How Established

For the purpose of efficient administration, the Board of Directors of Toastmasters International is authorized to divide the territory covered by Member Clubs into Districts, or form new Districts and establish the boundaries thereof. Each District shall be designated by a number. Each District shall be divided into Areas, each under the direction of an Area Director. The District shall organize Areas together into Divisions, each under the direction of a Division Director. Each District shall abide by the District Administrative Bylaws issued and modified by the Board of Directors.

Section 2: How Financed

District expenses shall be paid, subject to the approval of the Board of Directors, out of Toastmasters International funds authorized by the Board for District activities and

operations in accordance with District expense policies adopted by the Board. No District, Area, or Division officer shall receive a salary or other compensation, but may receive reimbursement for travel and other expenses incurred on behalf of Toastmasters International, as set forth in the District expense policies.

Section 3: How Administered

(a) **District Officers**

The elective officers of each District shall be a District Director, a Program Quality Director, a Club Growth Director, **Division Directors**, and such other elective or appointive officers as the District Administrative Bylaws may provide. Appointive officers shall be appointed by and shall serve at the will of the District Director, subject to the approval of the District Council. ~~Division and~~ Area Directors, elected or appointed, are also District officers. The terms of all District officers shall commence at midnight on July 1 and end on the following June 30 at 11:59 p.m. All District officers must be active individual members of Member Clubs and must be in good standing with Toastmasters International under Article III, Section 8, above.

(b) **Division and Area Officers**

Each Division of a District shall be presided over by a Division Director. Each Division Director may appoint individual members of clubs within the Division to serve as Division assistants. Each Area of a District shall be presided over by an Area Director. Each Area Director may appoint individual members of clubs within the Area to serve as Area assistants.

(c) **District Council**

The District Council shall consist of the District officers, Immediate Past District Director, and two (2) representatives from each Member Club in the District. The District Council shall hold at least two (2) meetings a year, one (1) of which shall be the Annual Meeting held before June 1 for the election of District officers.

(d) **Duties of Officers**

Although the District Director shall report to and take direction from the District Council in matters pertaining to District organization, programs, and procedures, the District Director, as an officer of this eCorporation, is ultimately responsible to the Board of Directors of Toastmasters International for the exercise of the powers and duties of that office. A Program Quality Director or Club Growth Director shall perform the duties of the District Director in the event of that Director's absence, and such other duties as the District Director shall designate. The Division Director shall be responsible to the District Director or the District Director's designee, shall represent the District Director within the Division, and shall uphold and promote the purposes of Toastmasters International in the Division. The Area Director shall be responsible to the District Director or the District Director's designee, shall represent the District Director within the Area, and shall uphold and promote the purposes of Toastmasters International in the Area.

(e) **Legal Status of Districts, Divisions, and Areas**

Districts, Divisions, and Areas are integral parts of Toastmasters International, a California nonprofit public benefit corporation, and, as administrative units of that eCorporation, their activities and affairs shall be managed, and their powers exercised, under the ultimate direction of the Board of Directors of Toastmasters International. The powers and duties delegated by the Board to District Councils and to District, Division, and Area officers, and their terms of service, are subject at all times to the ultimate authority of the Board. Districts are not independent or autonomous legal entities, and District Directors are officers of this eCorporation. Toastmasters

International is the exclusive owner of all the trade names, trademarks, service marks, emblems, insignia, and copyrights associated with the Toastmasters collective membership mark. The Board has sole authority to approve uses of all such intellectual properties; therefore, no District has the authority to create a separate legal entity.

Section 4: Meetings

An annual conference shall be held by the District for the purpose of promoting the interests of Toastmasters International and improving the efficiency of the local Member Clubs, provided that such conference shall be held at such time as will not conflict with the dates of the Annual Business Meeting and Convention of Toastmasters International.

Article XIII: Miscellaneous

Section 1: Emblem

The emblem of Toastmasters International shall be circular in design bearing the words "Toastmasters International" around its border, and in the center the replica of the hemisphere of the earth, and superimposed thereon the letter "T."

Section 2: Seal

The seal of the eCorporation shall bear the inscription: "Toastmasters International Incorporated California 1932."

Section 3: Emblems, Marks and Copyrights

Ownership of the emblem, the insignia, and all other trademarks, service marks, trade names, and copyrights created or obtained by Toastmasters International shall be vested irrevocably in Toastmasters International, its successors or assigns.

Section 4: Insignia

The insignia of Toastmasters International may be worn by any individual member of a Member Club, so long as the person is in good standing with this eCorporation under Article III, Section 8, above. No one shall have the right to produce, or have produced for distribution to others, articles bearing the name, emblem, insignia, or other mark of Toastmasters International or any colorable imitation thereof, except by official designation from the Board of Directors of Toastmasters International.

Section 5: Rules of Order

- (a) Robert's Rules of Order Newly Revised shall be the final authority as to parliamentary procedure, insofar as they do not conflict with any provisions of the Articles of Incorporation, these Bylaws, Policies adopted by the Board of Directors or the voting membership, or laws applicable to nonprofit corporations.
- (b) A parliamentarian may be appointed by the International President at each meeting of the Board or of the voting membership.

Section 6: Indemnification and Insurance

(a) Right of Indemnity

To the fullest extent allowed by Section 5238 of the California Corporations Code, this eCorporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this article, "agent" shall have the same meaning as in Section 5238(a), including this eCorporation's directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section

5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and “expenses” shall have the same meaning as in Section 5238(a), including reasonable attorneys’ fees.

(b) Approval of Indemnity

On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of Board Members who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification. If the Board cannot do so because there is no quorum of Board Members who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the voting members. At that meeting, the voting members shall determine whether, in the specific case, the applicable standard of conduct stated in such section has been met, and, if so, the voting members shall authorize indemnification.

(c) Advancing Expenses

To the fullest extent allowed by Section 5238 of the California Corporations Code, and except as otherwise determined by the Board of Directors in specific instances, the Board shall authorize the advance of expenses incurred by or on behalf of an agent of this eCorporation in defending any proceeding prior to final disposition, if the Board finds that:

- (1) the requested advances are reasonable in amount under the circumstances; and
- (2) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this section. Unless the Board finds compelling reasons to do otherwise, the undertaking shall be unsecured, and no interest shall be charged on the obligation created thereby.

(d) Insurance

The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, and such insurance may provide for coverage against liabilities beyond this eCorporation’s power to indemnify the agent under law.

Section 7: Contracts, Notes, and Checks

All contracts entered into on behalf of this eCorporation, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this eCorporation, including its Districts, shall be signed only by that person or those persons on whom such power has been conferred by the Board of Directors.

Section 8: Annual Reports to Board Members and Voting Membership

Within 120 days after the end of this eCorporation’s fiscal year, the Board shall furnish a written report to all of the Board Members and to the voting members containing the following information:

- (a) the assets and liabilities, including the trust funds of this eCorporation, as of the end of the fiscal year;

- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of this eCorporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) the expenses or disbursements of this eCorporation, for both general and restricted purposes, for the fiscal year; and
- (e) any information required by Section 6322 of the California Corporations Code. The foregoing report shall be accompanied by any report thereon of independent accountants.

Section 9: Electronic Transmissions

Unless otherwise provided in these Bylaws, and subject to Policies approved by the Board, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or e-mail, provided:

- (a) for electronic transmissions from the eCorporation, the eCorporation has obtained an unrevoked consent from the recipient to the use of such means of communication;
- (b) for electronic transmissions to the eCorporation, the eCorporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and
- (c) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 10: Electronic Transmissions to Members

An electronic transmission by Toastmasters International to a member is valid only if the following requirements have been satisfied:

- (a) **The member has affirmatively consented (and has not withdrawn consent) to the use of electronic transmissions, as required by the preceding section.**
- (b) **If the member is a natural person, prior to or at the time of consenting, the member received a clear written statement informing them of:**
 - (1) **Any right or option to have the transmissions provided or made available on paper or in non-electronic form;**
 - (2) **Whether the consent applies only to that transmission, to specified categories of communications, or to all communications from this corporation; and**
 - (3) **The procedures the member must use to withdraw consent.**

Article XIV: Amendments

Section 1: With Notice

These bBylaws may be amended at any Annual Business Meeting or special meeting of the voting membership of Toastmasters International by a two-thirds vote of the votes cast in person, **including participation by electronic transmission (see Article X, Section 7,**

above), or (in the case of Member Clubs) by proxy. Proposed amendments may be placed before the voting membership as follows:

(a) Proposed amendments may be submitted by the Board of Directors to the voting membership of Toastmasters International at any time up to 60 days before the Annual Business Meeting or special meeting at which they will be considered.

(b) Proposed amendments may also be submitted by voting members to the Annual Business Meeting of Toastmasters International in the following manner: Proposed amendments must be presented in writing to and received by the Board of Directors no later than December 31 before the Annual Business Meeting at which they are to be submitted, in compliance with Article X, Section 5, above. If the amendment is proposed by one or more Member Clubs, each club shall have approved the proposed amendment by the vote of at least two-thirds of the active individual members of the club present and voting at a club business meeting at which a quorum is present; such approval shall be evidenced by a certificate containing the proposed amendment signed by all the active individual club members who voted to approve the proposed amendment. If the amendment is proposed by a Delegate at Large, such proposal shall be evidenced by a certificate containing the amendment and bearing the signature of the Delegate at Large. Each proponent shall submit such a certificate to the Board of Directors no later than the December 31 deadline. The proposed amendment shall be placed before the voting members of Toastmasters International only if the proposed amendment and certificate(s) are presented to and received by the Board no later than December 31 and one (1) of the following conditions is met:

(1) The Board of Directors votes to place the proposed amendment before the voting membership; or

(2) The amendment is proposed by at least one (1) percent of all the votes held by the voting membership of Toastmasters International; or

(3)

- (i) the proponent(s) of the amendment agree to bear the full reasonable administrative cost to Toastmasters International of submitting the proposed amendment to the voting membership for a vote; and
- (ii) no other Bylaw amendment proposed by any proponent of the amendment shall be placed before the voting membership at the same meeting; and
- (iii) if an amendment on substantially the same subject has been voted on by the voting membership within five (5) calendar years before the meeting at which the amendment will be submitted, such prior proposed amendment shall have received no less than 30% of the votes cast;

provided that no proposed amendment shall be placed before the voting members if it has been rendered moot; substantially duplicates or is encompassed by another proposed amendment at the same meeting; is illegal; is designed to further a personal claim, grievance, or interest; is beyond the power of this Corporation to effectuate; or is not a proper subject for bylaws under California law.

(c) Notice of any proposed amendments to be submitted to the voting membership of Toastmasters International for a vote shall be mailed by the Chief Executive Officer to each voting member at least 60 days before the meeting, together with any recommendation of the Board of Directors thereon. Any such recommendation shall also be presented to the voting members at the meeting before the vote is taken on the

proposed amendments. No amendments to the proposed amendment may be made during the meeting, nor at any time after 60 days prior to the meeting.

- (d) Any amendment to these Bylaws which would materially and adversely affect the rights of either the Member Clubs as a class, or the Delegates at Large as a class, as to voting or transfer of membership rights, in a manner different than such amendment affects the other class, shall require the approval of a two-thirds vote of the class affected, based on the number of votes from that class cast in person, **including participation by electronic transmission (see Article X, Section 7, above)**, or (in the case of Member Clubs) by proxy.
- (e) In the event of two (2) or more Bylaw amendment proposals presented to the same meeting of members, which the Board determines to be in conflict with each other, only the proposal receiving the highest majority of votes cast shall be adopted.

Section 2: Without Notice

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

Toastmasters Club Constitution for Clubs of Toastmasters International

Article I: Purpose

The purpose of a Toastmasters Member Club is to provide a mutually supportive and positive learning environment in which every individual member has the opportunity to develop oral communication and leadership skills, which in turn foster self-confidence and personal growth.

~~In order to~~ To carry out this purpose, this club shall:

- Help its individual members improve their abilities to communicate effectively
- Provide for its individual members' instructions, educational materials and opportunities which will give them skill and experience in the preparation and delivery of speeches
- Encourage its individual members to read and to listen analytically
- Provide for its individual members' fair and constructive evaluation of their efforts toward self-improvement
- Increase its individual members' knowledge of the rules of parliamentary procedure and their skills in conducting meetings and participating in group discussions
- ~~Provide-Afford~~ leadership training for its individual members
- Provide opportunities and encouragement for its individual members to appear before audiences and to express their thoughts **with credibility and confidence** ~~creditably~~

Article II: Membership

Composition

Section 1

All individual members of this club shall be at least 18 years of age. No persons shall be excluded from individual membership in, or from any program or activity of, this club because of age (except those persons under 18 years of age), race, color, creed, gender, **gender identity, gender expression**, national or ethnic origin, sexual orientation, or physical or mental disability, so long as the individuals, through their own effort, are able to participate in the program. However, the Addendum of Standard Club Options ("addendum") under the constitution may provide for other restrictions on the composition of the individual membership, e.g., to the employees of a particular company or agency, residents of a specific community, or people sharing a special interest.

Admission to Membership

Section 2

This club is a private association, and membership herein shall be by invitation only. Any individual member may sponsor an eligible prospective individual member, and invite that individual to join this club, so long as the person is not currently suspended or removed

from good standing with Toastmasters International under Article III, Section 8, of the Bylaws of Toastmasters International. Application for individual membership shall be made on the form provided by Toastmasters International. Such application shall be returned to a club officer who shall read it to this club. The applicant shall be declared elected to individual membership upon the favorable vote of at least a majority of the active individual members of this club present and voting at a business meeting of the club membership. The new member fee and membership dues shall be remitted to Toastmasters International by the club or by the individual member when verified by a club officer. The individual membership of this club may be divided into three (3) classifications: active, inactive, and honorary.

Active Membership/Member Responsibilities

Section 3

Active individual membership is conferred upon a paid member in good standing with Toastmasters International. Active individual members attend club meetings, have voting privileges, may be elected as an officer of the club, shall be counted towards a quorum of the club membership, may participate in speech contests if they fulfill the other eligibility criteria, and may have a place on the regular speaker's program.

All active individual members shall be entitled to all rights and privileges of this club, and ~~all individual members~~ shall share in its responsibilities. These responsibilities shall include support of its purposes and constructive contribution to its program and activities.

Inactive Membership

Section 4

Inactive individual membership is provided for as follows:

- (a) Inactive individual membership in this club may be conferred by the executive committee of this club on any individual member requesting an extended absence from club meetings, or who wishes to maintain individual membership without regular attendance at club meetings. An individual member may also be classified as inactive for continued absence without notice. An inactive individual member may be restored to active individual membership by the Club Executive Committee upon request, provided there is a vacancy on the active roster of this club.
- (b) Inactive individual members shall have no voting privileges, shall not hold office, shall not be counted toward a quorum of the club membership, and shall not participate in speech contests.

They are not entitled to places on the regular speakers' program but may serve as substitutes when requested by the Club President or the Toastmaster of the meeting. They may also participate in club discussions and serve as evaluators.

However, this club may count any inactive individual members toward qualification for minimum Toastmasters International standards for Member Clubs. Inactive individual members shall pay at least such portion of their club dues as this club pays to Toastmasters International as the membership payment for such inactive individual member, and shall pay any additional amount specified in the addendum.

Honorary Membership

Section 5

Honorary individual membership may be conferred upon any qualified person by the favorable vote of at least two-thirds of the active individual members of this club at a club business meeting. Such membership shall be restricted to persons whose activities and public statements are consistent with the purposes of Toastmasters International.

Honorary individual members have no voting privileges, shall not hold office, shall not be counted toward a quorum of the club membership, and shall not participate in speech contests. They are not entitled to places on the regular speakers' program and cannot participate in club discussions or serve as evaluators, but may serve as substitutes when requested by the Club President or the Toastmaster of the meeting.

No dues or fees for honorary individual members are collected nor are any dues paid to Toastmasters International. The term of honorary membership is specified by the club in the addendum.

Discipline/Expel/Suspend/Decline to Renew Membership

Section 6

This club may establish routine procedures for dropping individual members who fail to pay club dues, who miss a certain number of meetings, or who fall below other minimum standards as determined by the club or Toastmasters International.

This club may discipline, expel, suspend, or decline to renew club membership of any individual member:

- Who does not support this club's purpose
- Who does not constructively contribute to this club's program and activities
- Who acts in a manner inconsistent with standards of conduct set by this club or by Toastmasters International
- For other just cause

Such standards include ethical, political, and other standards of conduct that may be established or modified by the Toastmasters International Board of Directors. This club shall follow such Policy and Protocol as may be adopted by Toastmasters International, containing standards and procedures for the continuation of individual members.

If this club does not expel an individual member for violations of Toastmasters International standards of conduct, after written request to do so is made by the International President, this club may be expelled from Toastmasters International unless its failure to act can be justified to the satisfaction of the Board of Directors.

Article III: Club Dues and New Member Fees

Toastmasters International dues and fees are defined and described in the Bylaws of Toastmasters International, Article III, Section 12, and in Policy 8.0: Dues and Fees. This section refers to optional club dues and new member fees.

Club Dues

Section 1

The dues of this club for active and inactive individual members shall be as stated in the addendum. Such dues shall be payable in advance at such time as this club shall designate. Dues shall be paid by all individual members and by the dates specified to maintain individual membership in this club.

Club New Member Fee

Section 2

The club new member fee for individual membership shall be as stated in the addendum. Such fee shall be payable when an individual membership application is filed with a club officer. The fee shall be returned if the application is not accepted. Immediately upon acceptance of a new individual member, a club officer shall notify World Headquarters, and each new individual member, on payment of this fee and the applicable dues, shall be received into this club.

Reinstatement Fee

Section 3

Any club fee for reinstatement of a former individual member shall be stated in the addendum.

Transfer to Another Club

Section 4

Any individual member in good standing desiring to transfer to another Toastmasters club may request a club officer to furnish documentation showing the date to which the individual's membership payment to Toastmasters International is paid. When an applicant for individual membership in this club transfers from another Toastmasters club and presents documentation from said club showing individual membership in good standing and that their membership payment to Toastmasters International is paid for the current period, the applicant may be elected to individual membership without payment of the new member fee to Toastmasters International, and upon payment of any transfer fee stated in the addendum.

Article IV: Meetings and Notice

Regular Meetings

Section 1

Regular meetings of this club, which shall include any business meeting of active individual members, shall be held as provided in the addendum.

Special Meetings

Section 2

Special business meetings of this club may be called by a majority vote of the active individual members present and voting at any regular meeting at which a quorum is present, or **called** by the Club Executive Committee or Club President.

Club Executive Committee Meetings

Section 3

Meetings of the Club Executive Committee shall be held as provided in the addendum.

Notice

Section 4

No notice shall be required for regular business meetings held as provided in the addendum. Notice of any change in the date, time or place of any regular meeting, and notice of all special meetings, shall be given **in writing (in compliance with Article XIII, Section 9, of the Bylaws of Toastmasters International)** ~~by first-class mail, or by~~ telephone (including voice messaging system), ~~facsimile transmission or other electronic transmission such as email, personal delivery or other reasonable means~~ at least four (4) days in advance of such meeting(s) to all individual members of this club. Notice of special meetings shall include a statement of the general purposes of the meeting, but any membership business otherwise valid may be transacted at the meeting.

Section 5

If this club shall permanently change the time or place of regular meetings as provided in the addendum, the Club Secretary shall immediately provide notice of such change to World Headquarters.

Article V: Quorum and Voting

Quorum

Section 1

A majority of the active individual membership shall constitute a quorum for the transaction of all business of this club. A majority of the Club Executive Committee shall constitute a quorum for the transaction of the committee's business.

Voting

Section 2

Each active individual member shall be entitled to one (1) vote on any matter presented to the club membership for a vote.

Section 3

No voting by proxy or absentee ballot shall be permitted on any matter presented to the club membership for a vote.

Section 4

Unless a greater vote is required by this constitution in a particular matter, the affirmative vote of at least a majority of those active individual members who are present and voting at a duly held business meeting at which a quorum is present shall be the act of this club.

Article VI: Officers

Officers

Section 1

The officers of this club shall **be include, to the extent possible**, a Club President, a Vice President Education, a Vice President Membership, a Vice President Public Relations, a

Club Secretary, a Club Treasurer (or a Club Secretary-Treasurer), a Sergeant at Arms, and the Immediate Past Club President.

All positions should be filled if possible. However, a club must have a minimum of three (3) officers: the Club President, a Vice President (either Education, Membership, or Public Relations), and the Club Secretary or Club Secretary-Treasurer, and each of these offices must be held by a different person.

In addition, the President and the Treasurer cannot be the same person.

Education Credit

Section 2

In addition to the officers provided in this constitution, this club may have such other officers as may be provided in the addendum, but Toastmasters International credit toward any education award is limited to service as a club officer named in this constitution.

Term of Office

Section 3

Officers shall serve for terms of one (1) year, provided that if, and only if, this club meets weekly throughout the year, this club may provide in the addendum that officers shall serve for half-year terms. The terms of officers serving an annual term shall commence at midnight on July 1 and end on June 30 at 11:59 p.m. The terms of officers serving a half-year term shall either commence at midnight on July 1 and end on December 31 at 11:59 p.m., or commence at midnight on January 1 and end on June 30 at 11:59 p.m.

Immediate Past Club President

Section 4

Except for the Immediate Past Club President, the officers of this club shall be elected by the active individual members of this club. If the office of Immediate Past Club President is vacated for any reason, it shall stay vacant for the remainder of the term.

Nominations

Section 5

Nominations for club officers shall be made by a Club Leadership Committee appointed by the Club President at least two (2) weeks prior to the election. This committee shall consist of three (3) active individual members, when practicable. This committee shall present its report at the regular business meeting immediately preceding the business meeting at which the election is to take place, and shall present only the names of active individual members who have consented to serve if elected. Further nominations may be made from the floor at the time of the election by any active individual member. All elections shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote, with a majority vote of all active individual members present and voting necessary to elect each officer. The chair of the Club Leadership Committee shall be the Immediate Past Club President, unless **this position is vacant or** the best interests of the club require otherwise.

Elections

Section 6

For officers who serve terms of one (1) year, elections shall be held at the first club meeting in May in each year, when practicable, to take office the following July. For officers who serve terms of a half-year, elections shall be held at the first club meetings in May and

November in each year, when practicable, to take office the following July or January, respectively.

Resignation or Removal

Section 7

Any officer of this club may resign, provided that any such resignation must be made in writing and delivered to the Club President or Club Secretary. Unless any such resignation is, by its terms, effective on a later date, it shall be effective on delivery to such club officer, and no acceptance by this club shall be required to make it effective. Any officer of this club may be removed from office at any time, with or without cause, by majority vote of all active individual members present and voting at a business meeting at which a quorum is present.

Vacancy in Office

Section 8

Any vacancy in an office, except for the Immediate Past Club President, shall be filled by a special election held at the next business meeting following the announcement of the vacancy.

Re-election

Section 9

Club Presidents elected for a term of one (1) year may not be re-elected for a successive term. Club Presidents elected for a term of a half-year may be re-elected for one (1) successive term of a half-year.

Article VII: Duties of Officers

Club President

Section 1

The Club President is the chief executive officer of this club and is responsible for fulfilling the mission of this club. The **Club pP**resident chairs meetings of this club and the Club Executive Committee, appoints all committees, and has general supervision of the operation of this club. The **Club pP**resident shall be an ex officio member of all committees of this club except the Club Leadership Committee and shall serve as one of this club's representatives on the Area and District Councils. The **Club pP**resident shall transmit to this club for its approval or disapproval all ideas and plans proposed by the Area and District Councils which may affect this club or its individual members; and shall take no action binding upon this club without either specific prior authorization or subsequent ratification by this club.

Vice President Education

Section 2

The Vice President Education is the second-ranking club officer and is responsible for planning, organizing, and directing a club program which meets the educational needs of the individual members. The Vice President Education chairs the Club Education Committee. The Vice President Education also serves as one of this club's representatives on the Area and District Councils and shall take no action binding upon this club without either specific prior authorization or subsequent ratification by this club.

Vice President Membership

Section 3

The Vice President Membership is the third-ranking club officer and is responsible for planning, organizing, and directing a program that ensures individual member retention and growth in club individual membership. The Vice President Membership chairs the Club Membership Committee. The Vice President Membership serves as one of this club's representatives on the Area Council and shall take no action binding upon this club without either specific prior authorization or subsequent ratification by this club.

Vice President Public Relations

Section 4

The Vice President Public Relations is the fourth-ranking club officer and is responsible for developing and directing a publicity program that informs individual members and the general public about Toastmasters International. The Vice President Public Relations chairs the Club Public Relations Committee.

Club Secretary

Section 5

The Club Secretary is responsible for club records and correspondence. The Club Secretary has custody of the club's charter, constitution, and addendum and all other records and documents of this club; keeps an accurate record of the meetings and activities of this club and of the Club Executive Committee; maintains an accurate and complete roster of individual members of this club, including the address and status of each individual member and transmits the same to the successor in office. The Club Secretary provides notices of meetings as required by this constitution and immediately notifies World Headquarters of any change in the roster of individual members.

Club Treasurer

Section 6

The Club Treasurer is responsible for club financial policies, procedures, and controls. The Club Treasurer receives and disburses, with the approval of this club, all club funds; pays to Toastmasters International all financial obligations of this club as they come due; and keeps an accurate account of all transactions. The Club Treasurer shall make financial reports to this club and to the Club Executive Committee quarterly and upon request, and shall transmit the accounts and all undistributed funds to the successor in office at the end of the Club Treasurer's term.

Sergeant at Arms

Section 7

The Sergeant at Arms is responsible for club property management, meeting room preparation, and hospitality. The Sergeant at Arms chairs the Club Social and Reception Committee.

Immediate Past Club President

Section 8

The Immediate Past Club President provides advice and counsel as requested by the Club President.

Representation on the District Council

Section 9

~~In the event the Club President and/or Vice President Education shall be unable to attend a meeting of the District Council, they shall certify the credentials of the official proxyholder or proxyholders of this club attending said District Council meeting. Such proxyholder(s) shall be active individual members of this club. This club's representatives on the District Council are the Club President and Vice President Education. This club is entitled to two (2) votes, and the club can determine whether the Club President or the Vice President Education, holding two (2) votes, or both representatives, with one (1) vote each, will act as voting members of the District Council.~~

Additional Duties

Section 10

In addition to the duties stated in this constitution, each of the officers of this club shall have such duties and responsibilities as may be provided in the Articles of Incorporation, Bylaws of Toastmasters International, District Administrative Bylaws, Policy and Protocol, manuals, or other directives of Toastmasters International, or as may be set forth in the addendum or as assigned by this club.

Article VIII: Committees

Standing

Section 1

The standing committees of this club shall be the Executive, Education, Membership, Public Relations, and Social and Reception Committees.

Club Executive

Section 2

The Club Executive Committee shall consist of the officers of this club named in this constitution, with the Club President serving as the chair. This committee shall have charge of all business and administrative affairs of this club and shall consider all matters concerning the welfare of this club. All actions of the Club Executive Committee shall be submitted to this club at the next business meeting for ratification. Any decision of the Club Executive Committee which this club fails to ratify shall be null and void.

Education

Section 3

The Club Education Committee shall have charge of the general educational program of this club. It shall prepare, or cause to be prepared, all program schedules of this club and shall publish the assignments at least three (3) weeks in advance, when practicable. This committee shall assist in the utilization and interpretation of program and educational materials available from Toastmasters International. It shall arrange for the exchange of speakers and educational programs with other clubs and encourage speaking engagements of individual members before non-Toastmasters groups.

Membership

Section 4

The Club Membership Committee shall consider all applications for individual membership and report thereon to this club, and shall arrange for proper induction of all new individual

members. This committee shall be responsible for maintaining club individual membership and attendance. It shall be the goal of this committee to ensure that the individual membership of this club is at all times at charter strength or better.

Public Relations

Section 5

The Club Public Relations Committee shall arrange the preparation and dissemination of news releases regarding this club's activities and educational programs and shall also promote opportunities for community participation in Toastmasters International's learning programs. It shall also be responsible for all internal publications of this club, including the club website, social media, and newsletter.

Social and Reception

Section 6

The Club Social and Reception Committee shall be responsible for all social functions of this club and such other duties as may be assigned to it. It shall act as a reception committee at all meetings.

Additional Duties

Section 7

In addition to the duties stated in this constitution, each of the committees of this club shall have such duties and responsibilities as may be provided in the Articles of Incorporation, Bylaws of Toastmasters International, District Administrative Bylaws, Policy and Protocol, manuals or other directives of Toastmasters International, or as may be set forth in this club's addendum or as assigned by this club.

Article IX: Rules of Order

Parliamentary Authority

Section 1

Insofar as they do not conflict with the Articles of Incorporation, Bylaws of Toastmasters International, Policy and Protocol adopted by Toastmasters International, the Club Constitution, the club's addendum, or laws applicable to nonprofit corporations, *Robert's Rules of Order Newly Revised* shall be the final authority as to parliamentary procedure. However, if this club is located in a jurisdiction where Robert's Rules are not a recognized authority on parliamentary procedure, the addendum shall specify the name of the recognized authority in this club's jurisdiction.

Parliamentarian

Section 2

A parliamentarian may be appointed at each meeting by the Club President.

Article X: Affiliation

International Affiliation

Section 1

Upon receiving a charter from Toastmasters International, and so long as this club remains in good standing with Toastmasters International, this club shall be a member of

Toastmasters International, entitled to all the rights and powers, and subject to all the duties and requirements, of Member Clubs as may be stated in the Articles of Incorporation, Bylaws of Toastmasters International, District Administrative Bylaws, the Club Constitution, and Policy and Protocol issued by Toastmasters International.

District Affiliation

Section 2

This club shall also be affiliated with such District of Toastmasters International as the Board of Directors may designate, and shall be represented on that District Council as provided in the District Administrative Bylaws.

Financial Obligations

Section 3

This club shall make membership payments and other payments for all individual members as required by Toastmasters International. The amount of the international dues is set by the Board of Directors and shall remain in place until such time as the Board changes that amount and notifies the membership.

Separate Legal Entity

Section 4

This club is an independent legal entity, separate from Toastmasters International and every other Member Club of Toastmasters International, subject only to the express terms and conditions of affiliation stated in this constitution and in the Toastmasters International documents identified in Section 1 of this article. As such, this club is fully responsible for its own debts, liabilities, and other obligations, and any creditor of this club shall look only to the assets of this club for payment, and not to Toastmasters International, nor to any other Member Club of Toastmasters International, nor to any individual member of this club.

Representation at Annual Business Meeting and Other Meetings

Section 5

This club is entitled to representation at the ~~Toastmasters International~~ Annual Business Meeting as provided in the Bylaws of Toastmasters International, and at any other meetings of the voting members of Toastmasters International, and at District and Area Council meetings. This club shall select its proxyholders **for the Annual Business Meeting or other meetings of the voting members of Toastmasters International** in sufficient time for the Club President or Club Secretary to validate the proper credentials for them. In the event this club is not represented at the Annual Business Meeting by personal proxyholders selected from this club, the executive committee of this club shall appoint and authorize a proxyholder with authority to act under Article X, Section 2, of the Bylaws of Toastmasters International. Such selection shall be submitted to this club at the next business meeting for ratification. ~~Proxyholders for District Council meetings shall be selected as set forth in Article VII, Section 9, above. Such proxyholder must be in good standing with Toastmasters International under Article III, Section 8, of the Bylaws of Toastmasters International.~~

Relationship with Other Governing Documents

Section 6

The Articles of Incorporation and Bylaws of Toastmasters International, as they may be amended by their terms, and the Club Constitution, as it may be amended as provided in Article XII below, shall govern this club and all other Toastmasters Member Clubs affiliated with Toastmasters International. This club shall adopt no policy and shall take no action in

conflict with the Articles of Incorporation, Bylaws of Toastmasters International, the Club Constitution, or any Policy and Protocol of Toastmasters International as they may be amended.

Addendum of Standard Club Options

Section 7

This club shall, upon adoption of the Club Constitution and from time to time thereafter as appropriate, complete the Addendum of Standard Club Options attached to this constitution in order to specify the detailed choices it has made to govern the operations of the club. The addendum shall be adopted and modified by a vote of at least a majority of the active individual members of the club present and voting at a duly called and noticed club business meeting at which a quorum was at all times present.

Article XI: Legal Status and Dissolution

Affiliation with Others and Use of Funds

Section 1

This club is an unincorporated association formed solely for the purpose of privately educating its individual members. This club is not legally affiliated with any company, agency, or special interest group from which this club may draw its individual members. The use of the funds of this club shall be limited to educational purposes. They may not be used for social or political purposes, or for the benefit of any individual.

Dissolution

Section 2

In the event of dissolution of this club, distribution of any funds, after payment of any indebtedness, shall be made either by contribution to the Ralph C. Smedley Memorial Fund® or any other fund maintained by Toastmasters International, or by contribution to another Toastmasters Member Club or to a Toastmasters District.

Compliance with California Law and Local Jurisdictional Law

Section 3

The Club Constitution and the club's addendum shall be governed by and interpreted in accordance with the laws of the State of California, where Toastmasters International is incorporated, regardless of the location of this club. However, in jurisdictions where some modification of this constitution is necessary in order for this club to function legally within that jurisdiction, and Toastmasters International has issued a Policy or Protocol authorizing such modification specifically for that jurisdiction, this constitution shall be deemed modified accordingly.

Article XII: Amendments to Club Constitution

How Amended

Section 1

This constitution may be amended only by a majority of the votes cast at an Annual Business Meeting or a special meeting of the voting membership of Toastmasters International.

Proposals from International Board

Section 2

Proposed amendments may be submitted by the Board of Directors to the voting membership of Toastmasters International at any time up to 60 days before the membership meeting at which they will be considered.

Proposals from Clubs

Section 3

Proposed amendments may also be submitted by Toastmasters Member Clubs to the Annual Business Meeting of Toastmasters International as follows: Proposed amendments must be presented in writing to and received by the Board of Directors no later than December 31 before the Annual Business Meeting at which they are to be submitted. The proposing club, or each proposing club if there is more than one (1), shall have approved the proposed amendment by the vote of at least two-thirds of the active individual members of the club present and voting at a club business meeting at which a quorum is present; such approval shall be evidenced by a ~~statement-certificate detailing stating~~ the proposed amendment signed by all the active individual club members who voted to approve the proposed amendment. Each proposing club shall submit such a ~~statement-certificate~~ to the Board of Directors no later than the December 31 deadline. The proposed amendment shall be placed before the voting members of Toastmasters International only if the proposed amendment and ~~certificate~~statement(s) are presented to and received by the Board no later than December 31 and one (1) of the following conditions is met:

- (a) the Board of Directors votes to place the proposed amendment before the voting membership or
- (b) the amendment is proposed by at least one (1) percent of all the votes held by the voting membership of Toastmasters International, including Member Clubs and Delegates at Large or
- (c)
 - (1) the proponent(s) of the amendment agree to bear the full reasonable administrative cost to Toastmasters International of submitting the proposed amendment to the voting membership for a vote and
 - (2) no other Club Constitution amendment proposed by any proponent of the amendment shall be placed before the voting membership at the same meeting and
 - (3) if an amendment on substantially the same subject has been voted on by the voting membership within five (5) calendar years before the meeting at which the amendment will be submitted, such prior proposed amendment shall have received no less than 30% of the votes cast.

Provided that no proposed amendment shall be placed before the voting members if it has been rendered moot; substantially duplicates or is encompassed by another proposed amendment at the same meeting; is illegal; is designed to further a personal claim, grievance, or interest; is beyond the power of Toastmasters International to effectuate; or is not a proper subject for this constitution under California law.

Notice

Section 4

Notice of any proposed amendments to be submitted to the voting membership of Toastmasters International for a vote shall be mailed by the Chief Executive Officer to each voting member at least 60 days before the meeting, together with any recommendation of the Board of Directors thereon. Any such recommendation shall also be presented to the voting members at the meeting before the vote is taken on the proposed amendments. No amendments to the proposed amendment may be made during the meeting, nor at any time after 60 days prior to the meeting.

Conflicting Proposals

Section 5

In the event of two (2) or more Club Constitution amendment proposals presented to the same meeting of the voting membership, which the Board determines to be in conflict with each other, only the proposal receiving the highest majority of votes cast shall be adopted.