Minutes of the 2019-2020 Board of Directors Teleconference
March 14-16, 2020
Denver, Colorado, United States

The 2019-2020 Toastmasters International Board of Directors convened March 14-16, 2020, with International President Deepak Menon, DTM, presiding. The officers and directors present were: Richard E. Peck, DTM; Margaret Page, DTM; Matt Kinsey, DTM; Lark Doley, DTM; Sal Asad, DTM; Sudha Balajee, DTM; Joan T. Lewis, DTM; Anthony J. Longley, DTM; Larry Marik, DTM; Stefano S. McGhee, DTM; TK O'Geary, DTM; Carol Prahinski, DTM; Mohamad A. Qayoom, DTM; Aletta Rochat, DTM; Naomi Takeuchi, DTM; David Templeman, DTM; Tuire Vuolasvirta, DTM; Susan Zhou, DTM; and Chief Executive Officer Daniel Rex. Chief Digital and Information Officer Sam Farajian, Chief Financial Officer John Bond, Marketing Communications Director John Lurquin, Club Quality and Member Support Director Danielle Mitchell, District Growth and Support Director Jonathan Lam, Training Director Kate Rynerson-Wingrove, Secretary Angela Mennenga, and Executive Services Manager Mona Shah were also present.

1. The Board reviewed and accepted the agenda as presented.

2. The Board received reports from International President Menon and Chief Executive Officer Rex on the status of the organization.

3. The Board received an update on the status of Toastmasters International's strategic initiatives that are in process or ready to begin. Previous Board decisions and Board Committee reports are the source of the majority of the initiatives.

4. The Board participated in an exercise with the Strategic Planning Committee. The exercise focused on goals and strategic initiatives that would directly impact the achievement of the Toastmasters International, District and Club missions. The goals and initiatives will form the foundation of the 2020 Strategic Plan. This exercise was facilitated by the chair of the Strategic Planning Committee, Immediate Past International President Doley.

5. The Board received the report (attached) of the March 9-13, 2020 Executive Committee meeting as presented by International President-Elect Peck. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 4, 8, 12, 13, 14, and 21. The other items were considered subsequently and separately by the Board.

   The Board adopted item #5.

   The Board adopted item #6.

   The Board adopted item #7.

   HIGHLY CONFIDENTIAL

   The Board adopted item #9.

   The Board discussed item #10. RESTRICTED

HIGHLY CONFIDENTIAL

The Board adopted item #11.

The Board discussed the Executive Committee's recommendation regarding item #15. After much discussion, and in light of the current difficulties resulting from COVID-19, the Board voted to extend the ability to submit a traditional Advanced Leader Silver (ALS) or traditional Distinguished Toastmaster (DTM) in the traditional program and officially ending on June 30, 2021.

The Board adopted item #16.

The Board adopted item #17.

The Board adopted item #18.

HIGHLY CONFIDENTIAL

The Board adopted item #19.

The Board adopted item #20.

6. The Board received a report from the Club Leadership Roles and Responsibilities Committee. The Board recognized the struggles many clubs have getting members to step up into club leadership roles; the inequity in the division of work across the club officer roles; and that leaders do not necessarily know what skills they need to improve upon because there is no formal evaluation or feedback process. The Club Leadership Roles and Responsibilities Committee was tasked to:
    - conduct a gap analysis of the current club officer roles,
    - modify the roles as necessary to help clubs fulfill the mission and be successful, and
    - develop criteria for evaluating and assessing each officer role.

    The Committee also considered what impact these changes would have on our members, our clubs, and our organization.

    The Committee was composed of Board Members from around the globe. Committee members belonged to large and small clubs, corporate and community clubs, and clubs with long-time members along with newer members. This diversity, allowed for a well-rounded in-depth discussion regarding the struggles of club officer role clarity, workload, and opportunity for leadership feedback.

    The Committee considered the various types of clubs that exist within Toastmasters throughout its discussions and decision-making process and realized that more flexibility is needed in the club leadership model. The Committee presented an enhanced future club officer model to the Board of Directors, which was approved. This future club officer model combines a set of required club officer roles with a defined set of elective elected club officer roles, enabling the club officer to define selective elective roles, if any, to meet the specific needs of the club. The Committee wants the members to be well informed of these changes and to understand the benefits of these changes. More information will be shared over the coming months.

In addition to the proposed changes in the club leadership model, the Committee also developed a set of evaluations and assessments designed for the current leadership structure as well as future leadership structures. These evaluations and assessments should help leaders – and those around them – identify areas of strength and improvement thereby allowing them, if they choose, to act on this feedback and grow as leaders, similar to our members receiving feedback and growing as communicators. The Committee believes that use of these evaluations and assessments will help strengthen the leadership skills of our members, allow greater opportunity for success, and provide real-world transferable skills in both giving and receiving feedback. As speakers and communicators, we improve through the feedback we receive from others, as leaders we need to receive feedback to improve…this evaluation model is meant to do that.

A 30-day New Member Survey was also developed and should provide club leaders with insight into the new member's experience within the club during this period. Information gathered from these surveys should allow club leaders to identify and address opportunities to improve club quality.

Initial implementation of these forms is anticipated to be a downloadable form that you can print, fill out, and store locally for your use. In the future, the committee envisions a fully, automated online version of these forms that can be completed and stored online within the member profile. The committee also sees benefit in the use of these evaluations and assessments as members look to move beyond club leadership and into District leadership roles.

The Board voted to accept the Committee's recommendations as presented in the report, including changes to Policy and Protocol. [The Board of Directors rescinded the approval of these recommendations at its August 16-18, 2025, meeting.]

7. The Board received a report about the results from the 2020 Mid-year Training survey that was completed by the District leaders who participated in training. The feedback that was received was favorable. Based upon the feedback, three areas were identified to focus on in future August District Leader Trainings: conflict resolution, lead follow-up and chartering new clubs, and marketing Pathways to corporations.

   The Board also reviewed the proposed training content and schedule for August 2020 District Leader Training. The Board directed World Headquarters to conduct a cost analysis to determine the financial implication of separating August District Leader Training from the International Convention.

8. The Board received an update from Immediate Past International President and Chair of the Advisory Committee of Past Presidents (ACPP) Lark Doley.

9. The Board received a report from the International Disciplinary Committee that contained a proposed amendment to the Bylaws, Article III, Section 13.d, that would change the deadline for a charged member to submit materials for a disciplinary hearing from 48 hours before the hearing to 96 hours before the hearing. The Board voted unanimously to recommend that the proposed Bylaws modification be presented to the membership for a vote at the 2020 Annual Business Meeting.

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

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

Angela Mennenga
Secretary

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

Minutes of the 2019-2020 Executive Committee Meeting
Denver, Colorado, United States
March 9-13, 2020

The 2019-2020 Executive Committee convened on March 9-13, 2020, with International President Deepak Menon, DTM, presiding. The other officers present were: International President-Elect Richard E. Peck, DTM; First Vice President Margaret Page, DTM; Second Vice President Matt Kinsey, DTM; and Immediate Past International President Lark Doley, DTM; and Chief Executive Officer Daniel Rex. Chief Digital and Information Officer Sam Farajian, Chief Financial Officer John Bond, Marketing Communications Director John Lurquin, Club Quality and Member Support Director Danielle Mitchell, District Growth and Support Director Jonathan Lam, Training Director Kate Rynerson-Wingrove, Education Program Supervisor Jessie Lester, Legal Director and Corporate Counsel Aaron Charrouf, Secretary Angela Mennenga and Executive Services Manager Mona Shah were also present. No members were absent.

1. The Chief Executive Officer provided his report that included an update on the organization's performance.

2. The Committee received an update from the Chairs of the following: Club Leadership Roles and Responsibilities Committee; Advisory Committee of Past Presidents; International Disciplinary Committee; Region Advisor Selection Committee; Policy Review Committee; District Leadership Roles, Responsibilities and Evaluation Committee; Prioritization Committee; and Accredited Speakers Council.

3. The Committee received an update on the following working groups: Translations Working Group, District Conflict Resolution Working Group, and Change Management Working Group.

4. The Committee reviewed and discussed fundraising specifically as it relates to maximizing the return-on-investment for organizational effort and maintaining legal compliance with U.S. and International fundraising legislation. The Committee directed World Headquarters to conduct further research for discussion at a future meeting.

5. The Committee reviewed and discussed the proposal to update the Youth Leadership Program and Interpersonal Communication Program by combining them into one new program that would more closely align with the Pathways learning experience. The next phase of this program would be a pilot conducted in specific geographic areas worldwide. The Committee recommends that the Board adopt this proposal.

6. The Committee reviewed a proposal to work with colleges and universities to research and validate the effectiveness of a modified Toastmasters club model. This model may include a special college club status with an alternate calendar and a 10-week, coordinator-led Toastmasters certification program. The Committee adopted the proposal and directed World Headquarters to conduct focus group interviews with colleges and universities in multiple regions.

7. The Committee reviewed a proposed tiered credit structure to allow Speechcraft participants who join Toastmasters a smooth transition to the Pathways learning experience and proposed modifications, relating to Speechcraft, to Protocol 8.2: Fundraising. The modifications to Protocol 8.2: Fundraising (attached) were adopted by the joint authority of the International President and the Chief Executive Officer with the concurrence of the International President-Elect.

8. The Committee reviewed the processes, documentation, and wording through which clubs may assign Annual Business Meeting proxies. The Committee directed World Headquarters to modify select processes and wording and present to the Committee at a future meeting.

9. The Committee reviewed and discussed proposed modifications to Policy 9.1: International Campaigns and Elections, that would provide additional guidance, to the International Leadership Committee (ILC), relating to a candidate's attributes and competencies. In addition, the proposed modifications address ambiguities relating to filling ILC vacancies. The Committee recommends that the Board adopt the proposed amendments to Policy 9.1: International Campaigns and Elections (attached), effective for the 2020-2021 election cycle.

10. **RESTRICTED**

11. The Committee reviewed the status of reformations that will take effect on July, 1, 2020: District 37 (Western North Carolina) and District 117 (Eastern North Carolina); District 46 (Bronx, Manhattan [North of 34th Street], and Westchester County) and District 119 (Brooklyn, Manhattan [South of 34th Street], Nassau, Queens, and Suffolk County); District 82 (Sri Lanka) and District 120 (Tamil Nadu, India); and District 92 (Karnataka, (Bangalore [Urban], Bangalore [Rural], Bagalkot, Belagavi, Ballari, Bidar, Vijayapur, Chikkaballapura, Chitradurga, Davanagere, Dharwad, Gadag, Kalaburgi, Haveri, Kolar, Koppal, Raichur, Tamukuru, Yadagiri) and District 121 (Kerala and Karnataka (Bangalore [Urban], Chamarajnagar, Chikkamagaluru, Dakshina Kannada, Hassan, Kodagu, Mandya, Mysuru, Ramanagara, Shivamogga, Udupi, Uttara Kannada).

    The Committee reviewed the status of Districts 60, 86 and 123 whose reformation will take effect on July 1, 2021.

    The Committee recommends that the Board approve these requests:
    - District 86's request that the entire city of Mississauga to be included in its newly reformed boundaries
    - For Districts 98 and 41 to begin a two-year transition process based upon the joint reformation committee's recommendation, with reformation taking place on July 1, 2022.

12. The Committee reviewed and discussed Toastmasters clubs that meet online and clubs that support a portion of their members joining the meeting online. The Committee directed World Headquarters to conduct research with the members of online clubs to further assess their support needs and wants. World Headquarters will provide this report to the Committee no later than March 2021.

13. RESTRICTED

14. The Committee received a status update on the progress of Corporate Relationship development efforts, noted the completion of milestones, and authorized continuing research and development for this important program.

15. In January 2018, after the roll-out of Pathways, it was formally announced that the traditional education program would end June 30, 2020. This ensured that members of all regions, would have at least two (2) years to prepare for the end of the traditional education program. In January 2019, an allowance for District leader credit was provided to assist members working toward a traditional Distinguished Toastmaster (DTM) achievement. The Committee reviewed and discussed the implications of extending the deadline to submit applications for the traditional Distinguished Toastmaster Award and recommends that the Board not extend the deadline.

16. The Committee discussed extending the Club Coach program for Club Coach District Leader credit. The Committee recommends that the Board approve extending the Club Coach program for Club Coach District Leader credit through the 2020-2021 program year.

17. **RESTRICTED**

18. The Committee reviewed and considered proposed modifications to the composition of the Board of Directors in order to expand international leadership opportunities for members on an annual basis.

    The Committee reviewed proposed Bylaws and policy changes relating to regions and recommends to the Board that the Bylaws changes be presented to the membership at the 2020 Annual Business Meeting, and that corresponding policy changes take effect contingent upon the adoption of the Bylaws changes:

    - Modify Bylaws, Article V: Board of Directors, Section 1: How Constituted (attached), to include two (2) International Directors from each Region serving staggered two-year terms.
    - Modify Bylaws, Article V: Board of Directors, Section 4: Duties (attached), to increase the maximum percentage of clubs per region to 20%.
    - Modify Bylaws, Article VII: Committees, Section 3: International Leadership Committee (attached), to include two (2) International Leadership Committee (ILC) members representing each region who would serve staggered two-year terms. The number of ILC members will remain the same.
    - Modify Bylaws, Article VIII: Nominations, Section 2: International Directors (attached), to enable the ILC to nominate candidates for International Director from all regions.
    - Modify Bylaws, Article IX: Elections, Section 1: Time, and Section 2: Qualifications (attached). At the Annual Business Meeting, delegates will vote for International Directors from all seven (7) regions. If approved, the continuing International Directors on the Board will be assigned to one (1) of the seven (7) regions by the International President.
    - Modify Policy 9.1: International Campaigns and Elections (attached), to align with the amendments to the Bylaws.

- Modify Policy 10.0: Region Advisors (attached) to align with the amendments to the Bylaws.
- Consolidate the present 14 regions into seven (7) regions, effective July 1, 2021

The Committee directs World Headquarters to develop suggested modifications to the Speech Contest Rulebook, with respect to the Region Quarterfinals and Semifinals of the International Speech Contest.

19. The Committee is aware of the significant impact the coronavirus disease (COVID-19) has had on individuals and communities around the world. The Committee extends its sympathy and compassion to those who are and may be affected. Because of this, the Committee recommends that the Board:

    - Extend on-time renewal credit, for the April-September 2020 semi-annual period to April 30, 2020, effective immediately.
    - Extend paid membership benefits for all currently paid clubs and members to April 30, 2020, effective immediately.
    - Authorize World Headquarters to provide free FastTrack access, for a time period to be determined, to members in any location, as needed, effective immediately.
    - Direct World Headquarters to organize a series of webinars for members in any location, as needed, effective immediately.
    - Direct each District to conduct its Annual District Council Meeting online, rather than in-person, on or prior to June 1, 2020, effective immediately.
    - Instruct that no Area, Division, and District in-person events, including District Conferences, be held on or prior to June 1, 2020, effective immediately.
    - Authorize each District Executive Committee to determine whether they will continue to conduct or cancel Speech Contests for the 2019-2020 contest cycle, and request that each District notify World Headquarters of their decision.

20. The Committee received information on Toastmasters International's current and future cybersecurity status. The Committee recognizes the ongoing nature of cybersecurity risks and the necessity of maintaining proper protections and protocols.

21. **HIGHLY CONFIDENTIAL**

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

Pursuant to Policy 11.3, items contained in the minutes of this meeting were classified as "unrestricted" upon distribution of the minutes by World Headquarters, not to include any matters marked "restricted" or "highly confidential."

Angela Mennenga
Secretary

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

Protocol 8.2

Fundraising

1. Guidelines

Clubs, Areas, Divisions, and Districts may conduct fundraising activities to offset the costs of educational sessions and to further the purpose of Toastmasters International, provided certain guidelines are met, including the following:

A. The product or service rendered is donated or voluntary.

B. No individual member profits financially from the activity.

C. The profits are used to further Toastmasters International's tax-exempt purpose.

D. At least one-third of the club's total support is from member dues.

E. Fundraising is conducted on an infrequent and irregular basis.

F. The fundraising activity is legal in the club's or District's city, state, province, and/or country.

G. All revenue and residual funds raised in connection with a District event or activity (such as a contest, conference or training) sponsored by a club, Area or Division, belong to the District. If the event or activity results in a loss, it is assumed by the District.

2. Fundraising Activities

A. Clubs may conduct Speechcraft, the Success Communication Series, the Success Leadership Series, The Better Speaker Series, The Successful Club Series, and the Leadership Excellence Series **as fundraising activities**. ~~, and charge participants a fee that is reasonable and used to buy program materials~~ Areas, Divisions and Districts may not conduct these programs.

  I. Clubs may charge participants a program materials fee.

    a. The fee charged participants must not exceed the cost of 12 months Toastmasters International membership dues.

    b. Special permission may be granted for higher fees in extenuating circumstances. Before promoting a workshop or program with fees exceeding the cost of 12 months Toastmasters International membership dues, clubs must:

      i. Submit a request to World Headquarters including the desired fee, explanation of extenuating circumstances, and planned date of workshop.

      ii. Receive specific written permission from World Headquarters prior to scheduling or promoting the planned workshop.

  II. No individual, organization, or other group can profit from the delivery of a Speechcraft, Success Communication Series, Success Leadership

Series, or Better Speaker Series workshop under any circumstances.

III. **Any violation of this Fundraising Protocol is subject to disciplinary action.**

B. Raffles, auctions, or sales of donated goods may be held at a club, Area, Division, or District event.

C. It is acceptable to pursue advertisements or sponsorship for club and District newsletters, websites, conference programs, and events, the revenue from which is used to offset production costs.

D. Entertainment books or diner's books may be sold. No other items may be bought and resold.

E. The Toastmasters name may not be used in connection with non-educational events.

F. Funds may not be raised for social events for other charitable causes; for setting up a fund, such as a scholarship or educational fund; nor to support a campaign for a candidate at any level inside or outside the organization.

G. Competitive and recreational fundraising events not directly related to the Toastmasters purpose, such as golf tournaments or walkathons, may not be organized or participated in.

H. Any event that has a high degree of risk, including risk of injury or death, is prohibited.

3. Tax and Other Legal Requirements

A. It is the responsibility of the individual clubs to determine the tax filing or other legal requirements in their city, state, province, and/or country, and to file proper forms as appropriate.

B. Failure to comply with tax or other legal requirements may result in the revocation of a club's charter.

Policy 9.1

International Campaigns and Elections

1. Schedule

Date	Action
September 1	Call for candidate declarations.
October 1	Deadline for International Officer and Director candidates to declare intent.
October 15	Officer and Director Candidate Assessment conducted for declared candidates. Subsequent assessments shall be conducted for candidates sought by the ILC.
April 15	ILC announces International Officer and Director candidates by this date, when practicable. Floor candidates, who have completed the ILC evaluation process, for Officer or Director positions may declare intent after ILC results have been announced.
At least 60 days prior to Annual Business Meeting	ILC nominations are published in the *Toastmaster* magazine and on the Toastmasters International website.

2. International Leadership Committee

A. The International Leadership Committee (ILC) is defined and described in Article VII, Section 3, nominations are governed by Article VIII, and elections are governed by Article IX, of the Bylaws of Toastmasters International.

B. The ILC evaluates the organization's internal leadership development program and provides recommendations for improvement to the Executive Committee.

C. ILC members are appointed by the International President-Elect in February for a term of service beginning in August of the same year. International Officers and Directors may recommend appointees.

D. Three (3) members of the ILC are Past International Presidents:

I. The Past International President whose term as International President was completed two (2) terms prior to the February appointment serves as chair for one (1) year.

II. The Past International President whose term as International President was completed the term prior to the February appointment serves as co-chair for one (1) year and chair the following year.

III. One (1) additional Past International President is appointed by the International President-Elect to serve as a committee member for one (1) year.

E. Vacancies in offices held by Past International Presidents may be filled by any Past International President, except by the Immediate Past International President.

F. One (1) member from each region serves a two-year term on the ILC. The committee member shall represent the geographic region for which they were appointed and shall be considered unchanged notwithstanding any change of residence or boundary revision made during the two-year term. The member is a Past International Director or, if a Past International Director who is willing and able to serve cannot reasonably be found, a Past District Director from that region may serve.

G. Subject to Executive Committee approval, the International President-Elect may remove a committee member (the Executive Committee may also remove a committee member), grant a committee member a leave of absence, and fill a vacancy.

H. **A**~~a~~ **vacancy of one (1) year or less may be filled by a committee member whose full term expired within the prior two (2) years, a committee member who served a full term more than two (2) years ago, or by an individual who has never served on the committee.**

If the individual filling the one (1) year or less vacancy has not served on the committee previously, that individual is eligible to serve a full two-year term immediately following the one year or less time of service.

~~H~~ **I**. Region Advisors, District leaders (including the Immediate Past District Director), and campaign managers or other lead members of an International Officer or Director candidate campaign team do not serve on the committee.

~~I~~ **J**. A committee member may not be a candidate for international office for one (1) year after leaving the ILC nor serve two (2) consecutive terms.

~~J~~ **K**. Committee members may be reappointed only after a two-year absence from the committee~~, with the exception that~~ **.**~~a vacancy of one (1) year or less may be filled by a committee member whose full term expired within the prior two (2) years.~~

~~K~~ **L**. The ILC nominates at least one (1) and no**t** more than two (2) candidates for **each of the offices of** International President-Elect, First Vice President, and International President if there is no ~~one~~ **International President-Elect** to succeed to that ~~position~~ **office**.

~~L~~ **M**. The ILC nominates at least two (2) candidates for **the office of** Second Vice President.

~~M~~ **N**. The ILC nominates at least two (2) candidates for the open International Director positions with the exception that one (1) candidate may be nominated if **no** ~~an~~other willing and able candidate can~~not~~ reasonably be found.

   I. An individual is considered willing and able if they are prepared to serve and possess the attributes and competencies to perform successfully on the Board of Directors. The attributes and competencies are published on the Toastmasters International website.

~~N~~ **O**. The chair of the ILC has the following duties and responsibilities:

   I. The chair schedules committee meetings; orients new committee members; develops and communicates meeting agendas and the meeting calendar; sets expectations for communication among committee members; and ensures that committee activities are carried out in a timely and appropriate way.

II. The chair organizes communication with candidates, ensures candidates are given full and fair consideration, and develops the timetable and expectations for candidate interviews.

III. The ILC Chair upholds leadership attributes and provides feedback to the Executive Committee, through the International President, regarding the ILC process and leadership development.

~~O~~ **P**. ILC members are fair and open-minded.

I. Committee members with a conflict of interest, such as a business or personal relationship with a candidate that creates a reasonable doubt as to the ability of the committee member to be impartial, must declare to the chair or co-chair as soon as the conflict is identified. They must also abstain from discussion and voting regarding that candidate in context of the Committee. In the event that the chair or co-chair has a conflict of interest, as specified above, the chair or co-chair must submit their resignation to the International President-Elect as soon as the conflict is identified.

II. Their responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study candidate materials, review assessment results, conduct candidate interviews, review Policy violations by candidates, listen to reports from other committee members, make informed decisions, suggest or recruit qualified candidates until nominations are announced, and seek ways to improve leadership development.

III. ILC members request reimbursement for telephone calls or other reasonable expenses within 30 days after the end of their term.

~~P~~ **Q**. International Officer and Director candidates may be self-declared candidates. The committee may receive names of qualified candidates or seek them out.

~~Q~~ **R**. If a nominated candidate withdraws, the committee may nominate a replacement.

3. Candidate Assessment

A. Each year the ILC Chair solicits feedback about International Officer and Director candidates from ILC members and Board Members.

B. Each International Officer Director candidate’s competencies will be assessed by leaders whose dues are paid and who served with them in previous Toastmasters roles. The assessment will be administered each November by a professional assessment firm.

I. All candidates must complete a self-assessment on or before a date determined by the ILC Chair. Candidates who do not comply with this requirement will not be evaluated by the ILC.

II. An assessment will be administered each time a candidate is considered for any role.

III. The results will be provided to the ILC and each respective candidate. Candidates must, before receiving the assessment results, sign a confidentiality form, agreeing in writing to keep them completely confidential.

Candidates may designate up to three (3) individuals to also receive their assessment results. Candidates may not share their results with these individuals directly. World Headquarters will provide any individual designated by a candidate with a confidentiality form. Once World Headquarters has received a signed form from the individual, the results will be provided to that individual directly.

IV. Breaches of assessment confidentiality by anyone are subject to appropriate disciplinary action as a level-three campaign violation.

V. The ILC Chair may discuss candidates and assessment results as appropriate with the chair of the Region Advisor Selection Committee and Chief Executive Officer.

C. For Second Vice President candidates, the assessment tool is sent to:

I. International Officers who served while the candidate was an International Director

II. International Directors who served while the candidate was an International Director

III. The Region Advisor(s) from the same region who served while the candidate was an International Director

IV. The candidate

D. For First Vice President and International President-Elect candidates, the assessment tool is sent to:

I. International Officers who served while the candidate was an International Officer and International Director.

II. International Directors who served while the candidate was an International Officer and International Director.

III. The Region Advisor(s) from the same region who served while the candidate was an International Director.

IV. The candidate.

E. For International Director candidates, the assessment tool is sent to:

I. The Region Advisor, International Director, Program Quality Director (PQD), Club Growth Director (CGD), Immediate Past District Director (IPDD), District Finance

Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was District Director (DD).

II. The Region Advisor, the International Director, DD, CGD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was PQD.

III. The Region Advisor, the International Director, DD, PQD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was CGD.

IV. The District Directors, Program Quality Directors, and Club Growth Directors who served in the region while the candidate was a Region Advisor.

V. The current District Director, Program Quality Director, and Club Growth Director of the candidate's home district.

VI. The candidate.

4. Nominee Selection

A. Candidate interviews follow the timing, quantity, and schedule determined by the chair. Interviews are based on consistent interview questions developed by the committee.

B. Candidates must maintain confidentiality of all ILC interview questions and discussions until the release of the International Officer and Director ILC nominations on the Toastmasters International website.

C. Committee members**, when evaluating a candidate's attributes and competencies relating to service on the Board of Directors and determining which candidates to nominate,** take into account**:** assessment results, interviews, input from current and past leaders and other Toastmasters members, candidate materials during their selection process, and Policy violations by candidates.

D. Each ILC member votes to nominate one (1) candidate for International President-Elect, First Vice President, and International President (if necessary) and two (2) different candidates for Second Vice President.

E. If at least one-third of the committee members requests that a second or third candidate be nominated, each committee member may vote for as many candidates as are nominated.

F. Committee member votes are confirmed in writing.

G. To be nominated, a candidate must receive votes from at least a majority of the committee members.

H. The chair participates in discussions about candidates and votes for each nomination.

5. Nomination Results

A. Once the candidates have been selected for nomination, the chair or a co-chair notifies nominated candidates and confirms their acceptance of the nomination. Candidates must verify their acceptance in writing to the chair.

B. Candidates may not run for, be elected to, or appointed to any District-level (including Area and Division) role or apply for, or be selected as, a Region Advisor after being nominated by the ILC.

C. The chair or a co-chair notifies candidates who are not nominated and provides specific feedback related to the competencies required to be a nominated International Officer or Director. The chair or a co-chair may provide feedback to nominated candidates upon request.

D. All other candidate interview information is confidential, and the entire deliberative process of the ILC is confidential. Breaches of ILC confidentiality by anyone are subject to appropriate disciplinary action.

E. All documentation, files, and reports are kept by World Headquarters for five (5) years.

6. Announcement of Candidacy and Distribution of Campaign Materials

A. International Officer and Director qualifications are defined in the Bylaws of Toastmasters International, Article IX, Section 2.

B. Candidates may submit a Letter of Intent to World Headquarters confirming their intention to run for office, on or after September 1 of that election cycle. World Headquarters provides all Letters of Intent to the ILC Chair and Co-Chairs.

   I. The ILC Chair and Co-Chairs review each Letter of Intent to evaluate potential conflicts of interest. The ILC, by a two-thirds vote of the Chair and Co-Chairs, may reject a Letter of Intent due to disclosed conflicts of interest. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any potential International Officer of Director.

   II. A Letter of Intent must be accepted by the ILC before a candidate may engage in public campaign activities.

   III. By signing the Letter of Intent, the candidate acknowledges having read and understood the campaign policies and takes responsibility for the conduct of supporters. Furthermore, the candidate acknowledges that all actual, apparent, or potential conflicts of interest have been disclosed.

   IV. A Letter of Intent, biographical information, and a photograph must be received at World Headquarters no later than October 1 for International Officer and Director candidates.

   V. Once the ILC accepts a candidate's Letter of Intent, the candidate may not run for, apply to, be elected to, or appointed to any District-level (including Area and Division) role. Candidates serving in an elected or appointed District-level (including Area and Division) role must resign immediately. If candidates remove themselves from the ILC evaluation process, or are not nominated by the ILC and choose not to continue as a candidate, they are eligible to serve in a District-level (including Area and Division) role.

VI. After the ILC accepts a candidate's Letter of Intent, the candidate will be provided contact information of the Board, current and past Region Advisors, Past International Presidents, Past International Directors, Immediate Past District Directors, District Directors, Program Quality Directors, and Club Growth Directors. The contact information shall only be used for campaign purposes.

VII. Candidates must provide World Headquarters with a copy of or link to all distributed or published campaign materials upon or before delivery.

C. Eligible candidates who have not been nominated by the ILC may run from the floor at the Annual Business Meeting as defined in the Bylaws of Toastmasters International, Article VIII, Section 3.

I. A Letter of Intent for the candidate must be on file with World Headquarters.

II. If a Letter of Intent for a floor candidate is on file, a competing nominated candidate shall be considered opposed.

7. International Candidate Campaigning

A. Candidates for Second Vice President and International Director may only visit clubs, Districts, and District leaders within their declared home region.

B. Candidates may produce, distribute, post, and make available for download educational and/or informational print, audio, video, and electronic materials, but may not play them at District conferences or at the International Convention. Only the candidate and the candidate's representatives may distribute such materials. Candidates may not produce or distribute any campaign items (such as, but not limited to, buttons, pins, USB drives, apparel, and gifts).

C. A candidate may use Toastmasters trademarks on campaign materials and websites, only after the candidate's Letter of Intent and biographical information has been received by World Headquarters. Use of the trademarks on any other items requires the written permission of the Chief Executive Officer.

D. Unsolicited subscriptions to information by or about a candidate are not permitted.

E. District publications and websites that include information written by or about candidates must not be distributed beyond their regular distribution list. District publications and websites may not contain advertisements about candidates and may not contain articles or notices about candidates from outside the District.

F. Candidates shall only send campaign messaging that articulates the candidate's qualifications, vision for the organization, and strategies to accomplish that vision. This messaging may be sent in writing or delivered verbally.

I. Campaign Messaging Recipients are current Board members, current and past Region Advisors, Past International Presidents, Past International Directors, Immediate Past District Directors, District Directors, Program Quality Directors, and Club Growth Directors. Candidates may not send campaign messaging to club officers and District leaders other than those specified here.

G. Candidates shall only use the following types of campaign communications:

I. Physical Mailing: any tangible item that is sent by the candidate or on the candidate's behalf to a Campaign Messaging Recipient.

a. International Officer and Director candidates, for whom World Headquarters has a Letter of Intent on file, may send one (1) Physical Mailing after the ILC's nomination results have been posted on the Toastmasters International website.

II. Electronic Mailing: any type of electronic message that is sent by the candidate or on the candidate's behalf to a Campaign Messaging Recipient.

a. International Officer and Director candidates, for whom World Headquarters has a Letter of Intent on file, may send one (1) Electronic Mailing after the ILC's nomination results have been posted on the Toastmasters International website.

III. Voice/Video Conversation: any type of live communication that includes voice and/or video between a candidate or a candidate's representative and a Campaign Messaging Recipient. This shall occur only after the ILC's nomination results have been posted on the Toastmasters International website.

a. International Officer and Director candidates may conduct one (1) Voice/Video Conversation with each Campaign Messaging Recipient.

b. Candidates or their representatives may communicate with Campaign Messaging Recipients no more than two (2) times to set an appointment for a Voice/Video Conversation.

c. No candidate for Second Vice President or International Director (nor their representatives) may initiate unsolicited communications to District Directors, Program Quality Directors, or Club Growth Directors outside the candidate's District during the month of June. Communications among campaign team members are permitted.

IV. Presentation: any message delivered in person and/or by video by the candidate and/or a candidate's representative to a Campaign Messaging Recipient. A Presentation includes but is not limited to an educational session, keynote speech, or campaign speech.

a. International Officer candidates, or their representatives, shall not deliver a campaign speech at District events. Unopposed International Officer candidates may present an educational session and deliver a keynote speech. International Officer candidates may participate in other home District activities but may not serve in any District-level (including Area and Division) role.

b. International Director candidates, or their representatives, may deliver a presentation at District events (including Area and Division events) only within their region. Candidates shall receive equal opportunity, with allotted time defined by the District (Area and Division) Director. International Director candidates may participate in other home District activities but may not serve in any District-level (including Area and Division) role.

c. Communications by the District in connection with a candidate's presentation at a District conference and internal communications among campaign team members are not considered campaign communications.

V. Electronic Campaign Places: any online location where a candidate creates a page or profile to self-promote for an International Officer or Director candidacy.

a. A Candidate Corner shall be included on the Toastmasters International website. Candidate information may include a photograph, profile, website address, email address, and telephone number for contact purposes. Candidate information will be placed on the Toastmasters International website Candidate Corner by November 1.

i. Information about International Officer and Director candidates who are sought by the ILC is placed on the website as soon as practicable after receipt of the information.

ii. Only nominated candidates as determined by the ILC remain on the Candidate Corner after the committee's report has been published on the Toastmasters International website.

iii. Floor candidates are not included in the Candidate Corner after the Committee's report has been published on the Toastmasters International website. Floor candidates have the same opportunities as nominated candidates with the exception of inclusion in the *Toastmaster* magazine, the Candidate Corner on the Toastmasters International website and in the Candidate Brochure.

b. A candidate's campaign website:

i. Must stand alone and have a unique URL each election cycle.

ii. A candidate may link or reference their website only on the website of the declared home club as stated on their Letter of Intent, the Candidate Corner on the Toastmasters International website, the candidate's campaign social media profiles, and in campaign communications made by the candidate.

iii. May include a blog with automatic notices and must have an opt-in/out option.

c. A candidate's campaign social media profiles:

i. Are the only social media profiles the candidate may use to campaign.

ii. Must be separate from existing social media profiles that the candidate has.

iii. May contain reciprocal links to the candidate's other social media profiles and campaign website.

d. Online and social media participation

i. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites including social media sites using any profile.

ii. Candidates are prohibited from commenting on discussions or posts or from liking discussions or posts using their candidate campaign profiles.

e. Candidates' campaign websites and campaign social media profiles must be removed within 10 days after:

i. The announcement by the ILC of nominated candidates if the candidate has not been nominated and has not informed Toastmasters International of an intent to run from the floor, or

ii. The Annual Business Meeting.

VI. Physical Campaign Places: any authorized location where a candidate's materials are displayed. Campaign materials may not be distributed at any other location. Candidates or their representatives are responsible for the delivery, set-up, and removal of materials.

a. A Physical Campaign Place is provided to International Officer and Director candidates or their representatives at the Candidate Corner at the International Convention.

b. Districts may provide a Physical Campaign Place to International Officer and Director candidates or their representatives at the Candidate Corner at District conferences and other District (including Area and Division) events.

c. All International Officer and Director candidates or their representatives should be provided the same opportunity to participate in any Candidate Corner.

d. No candidate or their representative may host a hospitality suite. A hospitality suite is defined as a location where refreshments are provided and attendance is open to any individual member.

i. A candidate may have a room for storing material and meeting with campaign team members, but the room may not be used for solicitation of votes.

ii. If at any event, there is a hospitality suite, no candidate or their representative, may give contributions or engage in political activities in the suite.

8. Campaign Team Members

A. Candidates must provide a list of all campaign team members and those who provide services related to the candidate's campaign (paid or unpaid). Services include but are not limited to creating a website, verbal or written campaign coaching, and digital marketing. Individuals or companies that are providing services and wish to use the Toastmasters trademarks, must obtain prior written authorization from the Chief Executive Officer.

B. Candidates are responsible for the acts and omissions of their campaign team members and those who provide services related to the candidate's campaign (paid or unpaid).

C. Campaign team members and individuals who provide services to the candidate must follow the same rules as the candidate as defined in this policy, other governing documents, and the International Officer and Director Candidate Handbook (such as, but not limited to, not using personal social media profiles for campaigning, sending campaign communications at other times than permitted).

D. Campaign team members and individuals who provide services to the candidate must sign and submit to World Headquarters an Acknowledgement of Campaign Responsibilities form prior to active service on the campaign team. Candidates must notify World Headquarters of any changes to their campaign team within 24 hours.

9. International Candidate Endorsements

A. Photographs, audio, video, and electronic representations in all campaign material and displays, the candidate's website, and the candidate's campaign social media profiles may be of the candidate only; no other persons are permitted. All quotes and testimonials in candidate campaign materials, displays, and on websites must have the written permission of those being quoted.

B. District Directors, Program Quality Directors, Club Growth Directors, Region Advisors, and International Officers and Directors must not take any action to endorse or to officially support any International Officer or Director candidate, including with photographs or quotes, or by placing a candidate's name in nomination. They are permitted to complete the candidate assessment and respond to questions from the ILC.

C. The spouse, partner, or any family member of any International Officer or Director may not take any action to endorse or to officially support other candidates, including with photographs or quotes, or by placing a candidate's name in nomination.

10. International Campaign Violations

A. Candidates are responsible for ensuring campaign supporters are familiar with campaign Policies and understand that violation of Policy subjects candidates to ramifications:

   I. A level-one violation is a correctable, minor infraction (for example: posting a photo of someone other than the candidate on the candidate's website)

      a. The violation is investigated by the Chief Executive Officer. If the Chief Executive Officer cannot resolve the matter, it is turned over to the Executive Committee.

      b. The candidate is educated and informed. When the matter is resolved, there are no further ramifications.

   II. A level-two violation is one involving the election process or a continuing violation (for example: candidate makes a promise of future board action in exchange for votes)

      a. The Executive Committee investigates a level-two violation or assigns the investigation to Chief Executive Officer.

      b. An announcement of the violation is made prior to the election. This announcement occurs at an appropriate time and place as determined by the Executive Committee or on the Toastmasters International website. A letter of censure may be issued to the candidate by the Executive Committee.

   III. A level-three violation is one of campaign ethics (for example: candidate actively promoting the violation of Toastmasters Bylaws, Policy or Protocol)

      a. A level-three violation is investigated by the Executive Committee, which may delegate it to the Chief Executive Officer.

      b. Ramifications may include any or all penalties for level-two violations, a request for the candidate to withdraw from the race, and, in the most severe cases, removal from good standing or other disciplinary action which may disqualify the candidate.

B. The Executive Committee's decisions are final. A candidate may not request that the Board modify or overturn the Executive Committee's decision, nor may the candidate contact Board Members for the purpose of appealing that decision.

11. International Candidate Showcase

A. At the International Convention, a Candidate Showcase occurs before the Annual Business Meeting for presentations by all International Officer and Director candidates.

B. Prior to the International Convention, the International President appoints International Directors to serve as chair and co-chair of the Candidate Showcase. Other International Directors are assigned as needed.

C. Opposed International Officer and all International Director candidates are limited to a six-minute interview. Unopposed International Officer candidates are limited to a three-minute interview. District leaders and the Board of Directors submit questions to be asked.

D. The presentation schedule, with the names of all nominated and known floor candidates for international office, is prepared by World Headquarters.

E. There is no census or poll taken of the delegates at a Candidate Showcase.

12. International Proxies and Credentials

A. Proxies are defined in Article X, Section 2 of the Bylaws of Toastmasters International.

B. Annual Business Meeting proxies are available to Member Clubs no later than July 10.

C. When amendments to the Bylaws are to be voted on, there is a method in the proxy process for a Member Club to indicate how it wishes its votes to be cast.

D. A Credentials Chair and two (2) Co-Chairs are appointed by the International President:

   I. The appointees are current or past Board Members.

   II. A person may be reappointed as chair after a three-year interval.

   III. Appointees are responsible for the operation of the Credentials process preceding the Annual Business Meeting.

13. Voting by Mail

A. The circumstances for holding an election by mail vote are stated in Article IX, Section 4 of the Bylaws of Toastmasters International.

B. The tentative process for conducting an election by mail vote is described in Protocol, and such Protocol shall be modified as needed and adopted as Policy by the Board of Directors at such time as a mail vote is held.

Article V: Board of Directors

Section 1: How Constituted

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

Section 2: Powers

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

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

Section 3: Meetings

(a) Regular meetings of the Board of Directors shall be held immediately preceding and immediately following each Annual Business Meeting of Toastmasters International at the place where such Annual Business Meeting shall be held.

(b) Other meetings of the Board shall be held at such times and places as determined by resolution of the Board, or upon call of the Executive Committee, or upon the request of eight (8) or more International Directors. Upon receipt of such call or written request, the Chief Executive Officer shall give to each Board Member, by first-class mail, telephone (including a voice messaging system), facsimile transmission or other electronic transmission such as e-mail (in compliance with Article XIII, Section 9, below), or personal delivery, at least 10 days’ notice of the date, time, and place of the meeting. The notice shall include a statement of the purposes of the meeting, but the business transacted at such meeting shall not be limited by such statement.

(c) The act of a majority of the Board Members present at a meeting at which a quorum, as defined in Article XI, Section 2, is present shall be the act of the Board of Directors, except as otherwise provided in these Bylaws or in the California Nonprofit Public Benefit Corporation Law. Where the vote of a majority or a greater number “of the Board” is required for a particular action, the vote shall be calculated using the number of Board Members present at a duly-noticed meeting at which a quorum is present. Where the vote of a majority or a greater number “of the entire Board” is required for a particular action, the vote shall be calculated using the total number of Board Members then in office. The chair of the meeting may vote at any time.

(d) The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the Board Members not present provides a written waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing, which may include electronic mail or facsimile transmitted by a Board Member in compliance with Article XIII, Section 9, below. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Board Member who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

(e) A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Board Members, if any action taken is approved by at least a majority of the required quorum for such meeting.

(f) Any action required or permitted to be taken by the Board may be taken without a meeting if all Board Members shall individually or collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such Board Members. Written consent shall include electronic mail or facsimile transmitted by a Board Member in compliance with Article XIII, Section 9, below.

(g) Board Members may participate in a meeting through use of conference telephone or electronic video screen communication so long as all Board Members participating in such meeting can hear one another. Board Members may also participate in a meeting through use of electronic transmission from and to the corporation in compliance with Article XIII, Section 9, so long as

(1) each Board Member participating in the meeting can communicate with all other members concurrently; and

(2) each Board Member is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

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

Section 4: Duties

The Board of Directors shall:

(a) Devise strategic measures for the growth and development of the organization;

(b) Direct the conduct of the activities and affairs of the corporation and the exercise of all its corporate powers;

(c) Appoint a Chief Executive Officer and fix compensation for that individual’s service;

(d) Obtain the services of a certified public accounting firm to audit the records of the corporation at the close of each fiscal year, and to certify to the Board and to the Member Clubs a report of the corporation's financial status;

(e) Appoint standing committees and all other committees not otherwise provided for;

(f) Adopt by a two-thirds vote of the entire Board, and revise by a like vote, Policies containing the Board's major administrative decisions governing the affairs of the corporation; any Board action on governing documents such as these Bylaws, the Articles of Incorporation, the Club Constitution for Clubs of Toastmasters International, and the District Administrative Bylaws shall also require a two-thirds vote of the entire Board;

(g) Fill any vacancies on the Board of Directors for the unexpired portion of the term vacated (or decide not to do so), except that

  (1) a vacancy in the Immediate Past International President's office or the International President-Elect's office shall not be filled,

  (2) in the event of a vacancy in the International President's office, the Board may choose to leave the position vacant and assign the Immediate Past International President or the International President-Elect, while retaining that office, to serve also as Acting International President or the Board may appoint the International President-Elect to immediately succeed to the position of International President, thereby vacating the office of International President-Elect, and provided that any vacancy shall be filled by a person who has met the qualifications for that position stated in Article IX, Section 2, for the preceding 12 months, and further provided that if the number of Board Members in office is less than a quorum for any reason, vacancies on the Board may be filled in a manner complying with Section 5224 of the California Corporations Code;

(h) Divide that territory in which Member Clubs are located into geographic regions, as nearly as possible equal in number of clubs after giving proper consideration to potential growth of the organization ~~and further, to accomplish the staggered terms of International Directors, divide the regions into two (2) groups and assign each group to even or odd successive election years in a manner that is reasonably fair and balanced~~;

(i) Review the regional boundaries and the regional assignment of undistricted Member Clubs not less than once every three (3) years, and, by a two-thirds vote of the entire Board, make such revision of regional boundaries and such reassignment of undistricted clubs to regions as may be necessary to provide, insofar as possible without abolishing the contiguousness of the several Districts within the respective regions, that the total number of Member Clubs in each geographic region shall be not more than **20%** ~~15%~~ of the total number of Member Clubs in good standing at the end of the fiscal year immediately preceding any such Board action; and

(j) Conduct the programs, activities, and affairs of the corporation so as to further the charitable and educational purposes of Toastmasters International, to abide by the requirements of law applicable to nonprofit corporations, and to ensure that any management powers delegated to others shall be exercised under the ultimate direction of the Board.

Section 5: Board Actions on Shorter Notice

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

Section 6: Executive Committee

(a) There shall be an Executive Committee of the Board of Directors, composed of the International President, the International President-Elect, the First and Second Vice Presidents, the Immediate Past International President, and the Chief Executive Officer, who shall be an ex officio member without voting rights. In the event of a vacancy in the office of any voting member of the Executive Committee which is not filled by appointment or election of a new officer to fill that vacancy, the Board of Directors shall, by majority vote of the entire Board, select one (1) of the International Directors who has served a year on the Board to serve on the Executive Committee until the term of the vacated office expires.

(b) The Executive Committee shall prepare and submit to the Board of Directors a recommended budget showing the amount of anticipated receipts and expenditures for the ensuing fiscal year. The budget once adopted by the Board shall become the financial policy of this corporation for the ensuing fiscal year. This committee shall have such additional powers as the Board may delegate to it, and between Board meetings shall have the power of the Board to transact business of an urgent nature requiring immediate action, subject to the limitations on powers of committees of the Board stated in Section 5212 of the California Corporations Code.

(c) All actions of the Executive Committee shall require four (4) affirmative votes, which may include the vote of the chair of the meeting. Meetings and actions of the Executive Committee shall be governed by and held and taken in accordance with the provisions of this Article V concerning meetings and actions of the Board of Directors, with such changes in the content of those bylaws as are necessary to substitute the Executive Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of the Executive Committee and shall be filed with the corporate records. All transactions of the Executive Committee shall be reported in full at the next meeting of the Board of Directors and shall be subject to the approval of the Board.

Section 7: Standards of Conduct

(a) **General**

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

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

(2) counsel, independent accountants, or other persons as to matters which the Board Member believes to be within such person's professional or expert competence; or

(3) a Board committee upon which the Board Member does not serve, as to matters within its designated authority, provided that the Board Member believes such committee merits confidence; so long as in any such case, the Board Member acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

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

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

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

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

Article VII: Committees

Section 1: Function and Composition of Committees

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

(a) how the committee shall be designated or named;

(b) any restrictions or conditions on who shall chair the committee, including whether such an individual shall be a member of the Board of Directors;

(c) the composition of the committee, including whether a majority of its members shall be members of the Board of Directors;

(d) the term in office and process for selecting the chair and the members of the committee and their successors, if any; and

(e) the duration of existence of any committee, whether fixed or indefinite. Any committee member may be removed at any time by the Board. Except for committees described in these Bylaws, the Board shall have the power to discontinue any committee. All files and records of all committees shall be the property of Toastmasters International.

Section 2: Standing Committees

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

Section 3: International Leadership Committee

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

Section 4: Advisory Committee of Past Presidents

The Advisory Committee of Past Presidents shall be composed of all Past International Presidents of Toastmasters International, who are active members, with the Immediate Past

International President serving as chair. This committee may submit comments and recommendations for the consideration of the Board to the committee representative, the Immediate Past International President.

Section 5: Audit Committee

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

Article VIII: Nominations

Section 1: International President and Vice Presidents

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

Section 2: International Directors

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

Section 3: Nominations from the Floor

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

Article IX: Elections

Section 1: Time

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

Section 2: Qualifications

(a) All persons elected under Article IX, Section 1, above, must be in good standing with Toastmasters International under Article III, Section 8 of these Bylaws and must be active individual members in a Member Club at the time of their election and throughout their terms of office.

(b) To be elected International President-Elect or International President, at the time of election, a person shall have served at least one (1) complete term as a Vice President. To be elected a Vice President, at the time of election, a person shall have served a two-year term as an International Director. A qualified person may only stand for election to one, and only one, of the said offices at any Annual Business Meeting.

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

(1) shall have served an entire term as a District Director and as an Immediate Past District Director or

(2) shall have served as the chair or chief officer of a non-district administrative unit during the entire administrative year immediately before the unit became a District or Provisional District or shall have served as such officer and as District Director during the entire administrative year in which the unit became a District or Provisional District, and in both such cases, such service shall have been completed at least two (2) years before the time of the election.

(c) There shall be **two (2**) ~~one (1)~~ International Director**s** from each of the geographic regions. An International Director candidate must have been an active member of a Toastmasters club in good standing in the region from which the candidate is nominated during the entire 12-month period immediately preceding such candidate's nomination by the International Leadership Committee or at the Annual Business Meeting. For the purpose of determining the qualifications of International Directors, the club and geographic region of each director at the time of election shall be considered unchanged during the entire term of office, notwithstanding any change of residence a director may make during such term or boundary revision.

(d) The International Officers and Directors shall not be elected to serve consecutive terms in the same office. The International Officers and Directors are not eligible to be elected to an office they have previously served in.

Section 3: Balloting

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

Cumulative voting is not permitted.

Section 4: Manner of Holding Elections

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

Policy 9.1

International Campaigns and Elections

1. Schedule

Date	Action
September 1	Call for candidate declarations.
October 1	Deadline for International Officer and Director candidates to declare intent.
October 15	Officer and Director Candidate Assessment conducted for declared candidates. Subsequent assessments shall be conducted for candidates sought by the ILC.
April 15	ILC announces International Officer and Director candidates by this date, when practicable. Floor candidates, who have completed the ILC evaluation process, for Officer or Director positions may declare intent after ILC results have been announced.
At least 60 days prior to Annual Business Meeting	ILC nominations are published in the *Toastmaster* magazine and on the Toastmasters International website.

2. International Leadership Committee

A. The International Leadership Committee (ILC) is defined and described in Article VII, Section 3, nominations are governed by Article VIII, and elections are governed by Article IX, of the Bylaws of Toastmasters International.

B. The ILC evaluates the organization's internal leadership development program and provides recommendations for improvement to the Executive Committee.

C. ILC members are appointed by the International President-Elect in February for a term of service beginning in August of the same year. International Officers and Directors may recommend appointees.

D. Three (3) members of the ILC are Past International Presidents:

I. The Past International President whose term as International President was completed two (2) terms prior to the February appointment serves as chair for one (1) year.

II. The Past International President whose term as International President was completed the term prior to the February appointment serves as co-chair for one (1) year and chair the following year.

III. One (1) additional Past International President is appointed by the International President-Elect to serve as a committee member for one (1) year.

E. Vacancies in offices held by Past International Presidents may be filled by any Past International President, except by the Immediate Past International President.

F. **Two (2)** ~~One (1)~~ member**s** from each region**,** serv**ing**~~es a~~ **staggered** two-year term**s** on the ILC. The member is a Past International Director or, if a Past International

Director who is willing and able to serve cannot reasonably be found, a Past District Director from that region may serve.

G. Subject to Executive Committee approval, the International President-Elect may remove a committee member (the Executive Committee may also remove a committee member), grant a committee member a leave of absence, and fill a vacancy.

H. Region Advisors, District leaders (including the Immediate Past District Director), and campaign managers or other lead members of an International Officer or Director candidate campaign team do not serve on the committee.

I. A committee member may not be a candidate for international office for one (1) year after leaving the ILC nor serve two (2) consecutive terms.

J. Committee members may be reappointed only after a two-year absence from the committee, with the exception that a vacancy of one (1) year or less may be filled by a committee member whose full term expired within the prior two (2) years.

K. The ILC nominates at least one (1) and no more than two (2) candidates for International President-Elect, First Vice President, and International President if there is no one to succeed to that position.

L. The ILC nominates at least two (2) candidates for Second Vice President.

M. The ILC nominates at least two (2) candidates for the open International Director positions with the exception that one (1) candidate may be nominated if another willing and able candidate cannot reasonably be found.

N. The chair of the ILC has the following duties and responsibilities:

   I. The chair schedules committee meetings; orients new committee members; develops and communicates meeting agendas and the meeting calendar; sets expectations for communication among committee members; and ensures that committee activities are carried out in a timely and appropriate way.

   II. The chair organizes communication with candidates, ensures candidates are given full and fair consideration, and develops the timetable and expectations for candidate interviews.

   III. The ILC Chair upholds leadership attributes and provides feedback to the Executive Committee, through the International President, regarding the ILC process and leadership development.

O. ILC members are fair and open-minded.

   I. Their responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study candidate materials, review assessment results, conduct candidate interviews, review Policy violations by candidates, listen to reports from other committee members, make informed decisions, suggest or recruit qualified candidates until nominations are announced, and seek ways to improve leadership development.

II. ILC members request reimbursement for telephone calls or other reasonable expenses within 30 days after the end of their term.

P. International Officer and Director candidates may be self-declared candidates. The committee may receive names of qualified candidates or seek them out.

Q. If a nominated candidate withdraws, the committee may nominate a replacement.

3. Candidate Assessment

A. Each year the ILC Chair solicits feedback about International Officer and Director candidates from ILC members and Board Members.

B. Each International Officer Director candidate's competencies will be assessed by leaders whose dues are paid and who served with them in previous Toastmasters roles. The assessment will be administered each November by a professional assessment firm.

I. All candidates must complete a self-assessment on or before a date determined by the ILC Chair. Candidates who do not comply with this requirement will not be evaluated by the ILC.

II. An assessment will be administered each time a candidate is considered for any role.

III. The results will be provided to the ILC and each respective candidate. Candidates must, before receiving the assessment results, agree in writing to keep them completely confidential. Breaches of assessment confidentiality by anyone are subject to appropriate disciplinary action as a level-three campaign violation.

IV. The ILC Chair may discuss candidates and assessment results as appropriate with the chair of the Region Advisor Selection Committee and Chief Executive Officer.

C. For Second Vice President candidates, the assessment tool is sent to:

I. International Officers who served while the candidate was an International Director

II. International Directors who served while the candidate was an International Director

III. The Region Advisor from the same region who served while the candidate was an International Director

IV. The candidate

D. For First Vice President and International President-Elect candidates, the assessment tool is sent to:

I. International Officers who served while the candidate was an International Officer and International Director.

II. International Directors who served while the candidate was an International Officer and International Director.

III. The Region Advisor from the same region who served while the candidate was an International Director.

IV. The candidate.

E. For International Director candidates, the assessment tool is sent to:

I. The Region Advisor, International Director, Program Quality Director (PQD), Club Growth Director (CGD), Immediate Past District Director (IPDD), District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was District Director (DD).

II. The Region Advisor, the International Director, DD, CGD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was PQD.

III. The Region Advisor, the International Director, DD, PQD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was CGD.

IV. The District Directors, Program Quality Directors, and Club Growth Directors who served in the region while the candidate was a Region Advisor.

V. The candidate.

4. Nominee Selection

A. Candidate interviews follow the timing, quantity, and schedule determined by the chair. Interviews are based on consistent interview questions developed by the committee.

B. Candidates must maintain confidentiality of all ILC interview questions and discussions until the release of the International Officer and Director ILC nominations on the Toastmasters International website.

C. Committee members take into account assessment results, interviews, input from current and past leaders and other Toastmasters members, candidate materials during their selection process, and Policy violations by candidates.

D. Each ILC member votes to nominate one (1) candidate for International President-Elect, First Vice President, and International President (if necessary) and two (2) different candidates for Second Vice President.

E. If at least one-third of the committee members requests that a second or third candidate be nominated, each committee member may vote for as many candidates as are nominated.

F. Committee member votes are confirmed in writing.

G. To be nominated, a candidate must receive votes from at least a majority of the committee members.

H. The chair participates in discussions about candidates and votes for each nomination.

5. Nomination Results

A. Once the candidates have been selected for nomination, the chair or a co-chair notifies nominated candidates and confirms their acceptance of the nomination. Candidates must verify their acceptance in writing to the chair.

B. Candidates may not run for, be elected to, or appointed to any District-level (including Area and Division) role or apply for, or be selected as, a Region Advisor after being nominated by the ILC.

C. The chair or a co-chair notifies candidates who are not nominated and provides specific feedback related to the competencies required to be a nominated International Officer or Director. The chair or a co-chair may provide feedback to nominated candidates upon request.

D. All other candidate interview information is confidential, and the entire deliberative process of the ILC is confidential. Breaches of ILC confidentiality by anyone are subject to appropriate disciplinary action.

E. All documentation, files, and reports are kept by World Headquarters for five (5) years.

6. Announcement of Candidacy and Distribution of Campaign Materials

A. International Officer and Director qualifications are defined in the Bylaws of Toastmasters International, Article IX, Section 2.

B. Candidates may submit a Letter of Intent to World Headquarters confirming their intention to run for office, on or after September 1 of that election cycle. World Headquarters provides all Letters of Intent to the ILC Chair and Co-Chairs.

  I. The ILC Chair and Co-Chairs review each Letter of Intent to evaluate potential conflicts of interest. The ILC, by a two-thirds vote of the Chair and Co-Chairs, may reject a Letter of Intent due to disclosed conflicts of interest. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any potential International Officer of Director.

  II. A Letter of Intent must be accepted by the ILC before a candidate may engage in public campaign activities.

  III. By signing the Letter of Intent, the candidate acknowledges having read and understood the campaign policies and takes responsibility for the conduct of supporters. Furthermore, the candidate acknowledges that all actual, apparent, or potential conflicts of interest have been disclosed.

IV. A Letter of Intent, biographical information, and a photograph must be received at World Headquarters no later than October 1 for International Officer and Director candidates.

V. Once the ILC accepts a candidate's Letter of Intent, the candidate may not run for, apply to, be elected to, or appointed to any District-level (including Area and Division) role. Candidates serving in an elected or appointed District-level (including Area and Division) role must resign immediately. If candidates remove themselves from the ILC evaluation process, or are not nominated by the ILC and choose not to continue as a candidate, they are eligible to serve in a District-level (including Area and Division) role.

VI. After the ILC accepts a candidate's Letter of Intent, the candidate will be provided contact information of the Board, current and past Region Advisors, Past International Presidents, Past International Directors, Immediate Past District Directors, District Directors, Program Quality Directors, and Club Growth Directors. The contact information shall only be used for campaign purposes.

VII. Candidates must provide World Headquarters with a copy of or link to all distributed or published campaign materials upon or before delivery.

C. Eligible candidates who have not been nominated by the ILC may run from the floor at the Annual Business Meeting as defined in the Bylaws of Toastmasters International, Article VIII, Section 3.

I. A Letter of Intent for the candidate must be on file with World Headquarters.

II. If a Letter of Intent for a floor candidate is on file, a competing nominated candidate shall be considered opposed.

7. International Candidate Campaigning

A. Candidates for Second Vice President and International Director may only visit clubs, Districts, and District leaders within their declared home region.

B. Candidates may produce, distribute, post, and make available for download educational and/or informational print, audio, video, and electronic materials, but may not play them at District conferences or at the International Convention. Only the candidate and the candidate's representatives may distribute such materials. Candidates may not produce or distribute any campaign items (such as, but not limited to, buttons, pins, USB drives, apparel, and gifts).

C. A candidate may use Toastmasters trademarks on campaign materials and websites, only after the candidate's Letter of Intent and biographical information has been received by World Headquarters. Use of the trademarks on any other items requires the written permission of the Chief Executive Officer.

D. Unsolicited subscriptions to information by or about a candidate are not permitted.

E. District publications and websites that include information written by or about candidates must not be distributed beyond their regular distribution list. District publications and websites may not contain advertisements about candidates and may not contain articles or notices about candidates from outside the District.

F. Candidates shall only send campaign messaging that articulates the candidate's qualifications, vision for the organization, and strategies to accomplish that vision. This messaging may be sent in writing or delivered verbally.

   I. Campaign Messaging Recipients are current Board members, current and past Region Advisors, Past International Presidents, Past International Directors, Immediate Past District Directors, District Directors, Program Quality Directors, and Club Growth Directors. Candidates may not send campaign messaging to club officers and District leaders other than those specified here.

G. Candidates shall only use the following types of campaign communications:

   I. Physical Mailing: any tangible item that is sent by the candidate or on the candidate's behalf to a Campaign Messaging Recipient.

      a. International Officer and Director candidates, for whom World Headquarters has a Letter of Intent on file, may send one (1) Physical Mailing after the ILC's nomination results have been posted on the Toastmasters International website.

   II. Electronic Mailing: any type of electronic message that is sent by the candidate or on the candidate's behalf to a Campaign Messaging Recipient.

      a. International Officer and Director candidates, for whom World Headquarters has a Letter of Intent on file, may send one (1) Electronic Mailing after the ILC's nomination results have been posted on the Toastmasters International website.

   III. Voice/Video Conversation: any type of live communication that includes voice and/or video between a candidate or a candidate's representative and a Campaign Messaging Recipient. This shall occur only after the ILC's nomination results have been posted on the Toastmasters International website.

      a. International Officer and Director candidates may conduct one (1) Voice/Video Conversation with each Campaign Messaging Recipient.

      b. Candidates or their representatives may communicate with Campaign Messaging Recipients no more than two (2) times to set an appointment for a Voice/Video Conversation.

      c. No candidate for Second Vice President or International Director (nor their representatives) may initiate unsolicited communications to District Directors, Program Quality Directors, or Club Growth Directors outside the candidate's District during the month of June. Communications among campaign team members are permitted.

   IV. Presentation: any message delivered in person and/or by video by the candidate and/or a candidate's representative to a Campaign Messaging Recipient. A

Presentation includes but is not limited to an educational session, keynote speech, or campaign speech.

a. International Officer candidates, or their representatives, shall not deliver a campaign speech at District events. Unopposed International Officer candidates may present an educational session and deliver a keynote speech. International Officer candidates may participate in other home District activities but may not serve in any District-level (including Area and Division) role.

b. International Director candidates, or their representatives, may deliver a presentation at District events (including Area and Division events) only within their region. Candidates shall receive equal opportunity, with allotted time defined by the District (Area and Division) Director. International Director candidates may participate in other home District activities but may not serve in any District-level (including Area and Division) role.

c. Communications by the District in connection with a candidate's presentation at a District conference and internal communications among campaign team members are not considered campaign communications.

V. Electronic Campaign Places: any online location where a candidate creates a page or profile to self-promote for an International Officer or Director candidacy.

a. A Candidate Corner shall be included on the Toastmasters International website. Candidate information may include a photograph, profile, website address, email address, and telephone number for contact purposes. Candidate information will be placed on the Toastmasters International website Candidate Corner by November 1.

i. Information about International Officer and Director candidates who are sought by the ILC is placed on the website as soon as practicable after receipt of the information.

ii. Only nominated candidates as determined by the ILC remain on the Candidate Corner after the committee's report has been published on the Toastmasters International website.

iii. Floor candidates are not included in the Candidate Corner after the Committee's report has been published on the Toastmasters International website. Floor candidates have the same opportunities as nominated candidates with the exception of inclusion in the *Toastmaster* magazine, the Candidate Corner on the Toastmasters International website and in the Candidate Brochure.

b. A candidate's campaign website:

i. Must stand alone and have a unique URL each election cycle.

ii. A candidate may link or reference their website only on the website of the declared home club as stated on their Letter of Intent, the Candidate Corner on the Toastmasters International website, the candidate's campaign social media profiles, and in campaign communications made by the candidate.

iii. May include a blog with automatic notices and must have an opt-in/out option.

c. A candidate's campaign social media profiles:

i. Are the only social media profiles the candidate may use to campaign.

ii. Must be separate from existing social media profiles that the candidate has.

iii. May contain reciprocal links to the candidate's other social media profiles and campaign website.

d. Online and social media participation

i. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites including social media sites using any profile.

ii. Candidates are prohibited from commenting on discussions or posts or from liking discussions or posts using their candidate campaign profiles.

e. Candidates' campaign websites and campaign social media profiles must be removed within 10 days after:

i. The announcement by the ILC of nominated candidates if the candidate has not been nominated and has not informed Toastmasters International of an intent to run from the floor, or

ii. The Annual Business Meeting.

VI. Physical Campaign Places: any authorized location where a candidate's materials are displayed. Campaign materials may not be distributed at any other location. Candidates or their representatives are responsible for the delivery, set-up, and removal of materials.

a. A Physical Campaign Place is provided to International Officer and Director candidates or their representatives at the Candidate Corner at the International Convention.

b. Districts may provide a Physical Campaign Place to International Officer and Director candidates or their representatives at the Candidate Corner at District conferences and other District (including Area and Division) events.

c. All International Officer and Director candidates or their representatives should be provided the same opportunity to participate in any Candidate Corner.

d. No candidate or their representative may host a hospitality suite. A hospitality suite is defined as a location where refreshments are provided and attendance is open to any individual member.

i. A candidate may have a room for storing material and meeting with campaign team members, but the room may not be used for solicitation of votes.

ii. If at any event, there is a hospitality suite, no candidate or their representative, may give contributions or engage in political activities in the suite.

8. Campaign Team Members

A. Candidates must provide a list of all campaign team members and those who provide services related to the candidate's campaign (paid or unpaid). Services include but are not limited to creating a website, verbal or written campaign coaching, and digital marketing. Individuals or companies that are providing services and wish to use the Toastmasters trademarks, must obtain prior written authorization from the Chief Executive Officer.

B. Candidates are responsible for the acts and omissions of their campaign team members and those who provide services related to the candidate's campaign (paid or unpaid).

C. Campaign team members and individuals who provide services to the candidate must follow the same rules as the candidate as defined in this policy, other governing documents, and the International Officer and Director Candidate Handbook (such as, but not limited to, not using personal social media profiles for campaigning, sending campaign communications at other times than permitted).

D. Campaign team members and individuals who provide services to the candidate must sign and submit to World Headquarters an Acknowledgement of Campaign Responsibilities form prior to active service on the campaign team. Candidates must notify World Headquarters of any changes to their campaign team within 24 hours.

9. International Candidate Endorsements

A. Photographs, audio, video, and electronic representations in all campaign material and displays, the candidate's website, and the candidate's campaign social media profiles may be of the candidate only; no other persons are permitted. All quotes and testimonials in candidate campaign materials, displays, and on websites must have the written permission of those being quoted.

B. District Directors, Program Quality Directors, Club Growth Directors, Region Advisors, and International Officers and Directors must not take any action to endorse or to officially support any International Officer or Director candidate, including with photographs or quotes, or by placing a candidate's name in nomination. They are permitted to complete the candidate assessment and respond to questions from the ILC.

C. The spouse, partner, or any family member of any International Officer or Director may not take any action to endorse or to officially support other candidates, including with photographs or quotes, or by placing a candidate's name in nomination.

10. International Campaign Violations

A. Candidates are responsible for ensuring campaign supporters are familiar with campaign Policies and understand that violation of Policy subjects candidates to ramifications:

I. A level-one violation is a correctable, minor infraction (for example: posting a photo of someone other than the candidate on the candidate's website)

a. The violation is investigated by the Chief Executive Officer. If the Chief Executive Officer cannot resolve the matter, it is turned over to the Executive Committee.

b. The candidate is educated and informed. When the matter is resolved, there are no further ramifications.

II. A level-two violation is one involving the election process or a continuing violation (for example: candidate makes a promise of future board action in exchange for votes)

a. The Executive Committee investigates a level-two violation or assigns the investigation to Chief Executive Officer.

b. An announcement of the violation is made prior to the election. This announcement occurs at an appropriate time and place as determined by the Executive Committee or on the Toastmasters International website. A letter of censure may be issued to the candidate by the Executive Committee.

III. A level-three violation is one of campaign ethics (for example: candidate actively promoting the violation of Toastmasters Bylaws, Policy or Protocol)

a. A level-three violation is investigated by the Executive Committee, which may delegate it to the Chief Executive Officer.

b. Ramifications may include any or all penalties for level-two violations, a request for the candidate to withdraw from the race, and, in the most severe cases, removal from good standing or other disciplinary action which may disqualify the candidate.

B. The Executive Committee's decisions are final. A candidate may not request that the Board modify or overturn the Executive Committee's decision, nor may the candidate contact Board Members for the purpose of appealing that decision.

11. International Candidate Showcases

A. At the International Convention, a Candidate Showcase occurs before the Annual Business Meeting for presentations by all International Officer and Director candidates.

B. Prior to the International Convention, the International President appoints International Directors to serve as chair and co-chair of the Candidate Showcase. Other International Directors are assigned as needed.

C. Opposed International Officer and all International Director candidates are limited to a six-minute interview. Unopposed International Officer candidates are limited to a three-minute interview. District leaders and the Board of Directors submit questions to be asked.

D. The presentation schedule, with the names of all nominated and known floor candidates for international office, is prepared by World Headquarters.

E. There is no census or poll taken of the delegates at a Candidate Showcase.

12. International Proxies and Credentials

A. Proxies are defined in Article X, Section 2 of the Bylaws of Toastmasters International.

B. Annual Business Meeting proxies are available to Member Clubs no later than July 10.

C. When amendments to the Bylaws are to be voted on, there is a method in the proxy process for a Member Club to indicate how it wishes its votes to be cast.

D. A Credentials Chair and two (2) Co-Chairs are appointed by the International President:

    I. The appointees are current or past Board Members.

    II. A person may be reappointed as chair after a three-year interval.

    III. Appointees are responsible for the operation of the Credentials process preceding the Annual Business Meeting.

13. Voting by Mail

A. The circumstances for holding an election by mail vote are stated in Article IX, Section 4 of the Bylaws of Toastmasters International.

B. The tentative process for conducting an election by mail vote is described in Protocol, and such Protocol shall be modified as needed and adopted as Policy by the Board of Directors at such time as a mail vote is held.

Policy 10.0

Region Advisors

1. Region Advisor (RA) Selection Committee

A. The RA Selection Committee is composed of:

I. One (1) International Officer, who serves as chair, appointed by the International President.

II. At least two (2) International Directors appointed by the International President. Each member will serve a two-year term when practicable. For each year, one (1) member will be a first-year International Director and one (1) will be a second-year International Director.

III. No fewer than 13 members representing a combination of past RAs or Past International Directors appointed by the International President-Elect with the approval of the Executive Committee. Potential committee members may either self-identify or be identified by the International President-Elect.

a. District leader evaluations of each RAs service are used when selecting past RAs to serve on the committee.

b. Past RAs serving on the RA Selection Committee are required to follow the confidentiality standards of the Board of Directors.

2. Selection

A. Each year, the Board of Directors appoints RAs after considering applicants recommended by the RA Selection Committee.

I. The Committee recommends **at least** one (1) RA for ~~regions with eight (8) or fewer~~ **every nine (9)** Districts **in a region**.

~~II. The Committee recommends two (2) RAs for regions with nine (9) or more Districts. The Committee recommends District assignments to RAs.~~

~~III~~ **II**. The Committee may recommend the appointment of an additional RA for any region in order to meet region-specific needs and further the interests of Toastmasters International.

B. Individuals who apply for or who are selected to be RAs are paid members who have served 12 months as Immediate Past District Director (IPDD), 12 months as District Director (DD) and who have served 12 months in one (1) of the following two (2) roles: Program Quality Director (PQD) or Club Growth Director (CGD).

C. Individuals for whom an International Officer or Director Letter of Intent is on file at World Headquarters may not apply for or be selected as an RA.

D. Applicant Assessment

I. Each RA applicant's competencies will be assessed by leaders whose dues are paid and who served with them in previous Toastmasters roles. The assessment will be administered by a professional assessment firm after the application process has closed. The results will be provided to the RA Selection Committee and to each respective applicant. Applicants must, before receiving the assessment results, agree in writing to keep them completely confidential.

II. The RA Selection Committee Chair may discuss applicants and assessment results as appropriate with the Board of Directors, International Leadership Committee Chair and Chief Executive Officer.

III. The assessment tool is sent to:

a. The International Director, RA, PQD, CGD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, Division Directors, and Area Directors who served while the applicant was DD.

b. The International Director, RA, DD, CGD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, Division Directors, and Area Directors who served while the applicant was PQD.

c. The International Director, RA, DD, PQD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, Division Directors, and Area Directors who served while the applicant was CGD.

d. The DD, PQD, CGD and public relations managers of districts the applicant served as an RA.

e. The international officers and directors who served while the applicant was international officer and/or director.

f. The current DD, PQD, and CGD of the applicant's home district.

g. The applicant.

3. Position

A. RAs support District leaders in their efforts to fulfill the District mission. Specifically, the RA:

I. Provides marketing support and expertise that expands the Districts' capacity to grow clubs and grow membership.

II. Leverages their experience and success as a Toastmasters leader to help the District Directors, Program Quality Directors, and Club Growth Directors develop as leaders, identify future leaders and create a succession plan.

III. Coaches the District leaders to achievement by assessing each District Success Plan and mentoring to optimize individual performance.

IV. Establishes a trusting relationship through frequent and consistent communication.

B. RAs report to the International President through World Headquarters. RAs provide monthly reporting to the International President using a format provided by World Headquarters.

C. RA vacancies are filled by the International President, with ratification by the Executive Committee, to complete the remainder of the term. The International President may grant a temporary leave of absence in appropriate circumstances.

4. Term of Service

A. The RA term lasts for 15 months: April 1 through June 30 of the following year. RAs must apply for each term and may serve no more than two (2) consecutive terms. There is no limit on nonconsecutive terms.

B. An RA may not campaign for, be elected to, or be appointed to any District office or role while serving as an RA.

C. An RA may not be, or campaign on behalf of, an International Officer or Director candidate while serving as an RA. An RA may not stand for election at the Annual Business Meeting in the same year in which their RA term ends.

D. An RA may resign in writing to the Chief Executive Officer or the International President.

E. An RA may be removed from service at any time, with or without cause, by the Executive Committee.

Bylaws of Toastmasters International

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 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, 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 corporation. 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 corporation. Voting memberships in this corporation, 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 corporation shall terminate upon the occurrence of any of the following events or conditions:

(1) nonpayment of amounts owed to this corporation 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 corporation 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 corporation, and shall not be considered in good standing.

(b) Delegates at Large
Voting membership in this corporation 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 corporation 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 corporation 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 corporation, 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 corporation shall look only to the assets of the corporation for payment. Furthermore, this corporation 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 corporation 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 corporation. 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 corporation, 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 corporation’s collective membership marks, trade names, trademarks, service marks, and/or copyrights which come to the club’s attention. The corporation 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 corporation 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, 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 corporation 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 corporation 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 corporation's other Policies, voting members of this corporation 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 corporation;

(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 corporation;

(d) the disposition of all or substantially all of the assets of this corporation;

(e) any merger of this corporation;

(f) any dissolution of this corporation; and

(g) any other matters that may properly be presented to voting members, pursuant to this corporation'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 corporation, 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 corporation. Voting memberships in this corporation shall not be subject to mandatory financial levies by this corporation or any part of this corporation.

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 corporation'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 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** ~~48~~ 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.