



Minutes of the 2025-2026 Board of Directors Meeting

August 16-17, 2026

The 2025-2026 Toastmasters International Board of Directors met on August 16-17, 2026, with International President Rochat, DTM, presiding. The other officers and directors present were, Distinguished Toastmasters all: McGhee, Seshadri, Gamester, Spear, Baylor, Bown, Fedele, Horberry, Lee, Lucas, Oluyide, Periasamy, Raneri, Saineni, Sukumaran, Taylor, Tonna, and Zaini. Chief Executive Officer Rex and the following World Headquarters team members were also present: Hollenbeck, Lam, Lurquin, Shah, Wingrove, Welsh, Villa, and Kyriazis. No Board Members were absent.

1. The agenda was adopted as presented.
2. International President Rochat presented a report in which she thanked leaders at all levels of the organization for their support and hard work this year.
3. The Board received the report (attached) of the August 14, 2026, Strategic Planning Committee meeting as presented by Immediate Past International President Spear. The Board accepted the Committee's report as presented in items #1, 2, 3, and 4.
4. The Board considered the sequence in which members typically proceed through the top three District officer roles and the impact this sequence has on those members. They also discussed the importance of the District Director having firsthand club-building experience. The Board voted to change the sequence of the top three District officer roles (to District Director, Club Growth Director, and Program Quality Director) and to add the requirement that a member must have served a complete term as Club Growth Director to be eligible to serve as District Director, starting with the 2027-2028 District election cycle. The Board adopted amendments to the District Administrative Bylaws, Articles VII, VIII, XI, and XVII (attached); Policy 8.3: District Leader Expenses (attached); Policy 8.4: District Fiscal Management (attached); Policy 9.1: International Campaigns and Elections (attached); and Policy 10.0: Region Advisors (attached), effective starting with the 2027-2028 District election cycle.

The International President and the Chief Executive Officer, with the concurrence of the International President-Elect, adopted amendments to Protocol 2.3: Club Programs and Events (attached), Protocol 3.0: Ethics and Conduct (attached), Protocol 7.1: District Events (attached), Protocol 8.4: District Fiscal Management (attached), and Protocol 9.0: District Campaigns and Elections (attached), effective starting with the 2027-2028 District election cycle.

5. **HIGHLY CONFIDENTIAL**

6. The Board conducted a blue sky session to explore ideas of strategic value that the Board Members believe could impact the organization in a positive way.
7. The Board conducted a retrospective of the Refocused Region Advisor Program, discussing the lessons learned and the changes in how they led.
8. The Board conducted its annual review of minutes classified as Restricted and Highly Confidential, in accordance with Policy 11.9: Secretary and Treasurer. The Board determined no changes to classification are needed.
9. The Board received and accepted the minutes (attached) of the June 12, 2026, Audit Committee meeting, including engaging Eide Bailly, HLB Atrede, and Shanghai Acumen as the 2026 auditors for Toastmasters International, Toastmasters International Singapore Limited, and Toastmasters (Shanghai) Education Technology Co. Ltd. (Tou Ma), respectively.

10. HIGHLY CONFIDENTIAL

11. The Board reviewed the results of the Board Self-Assessment, focusing on a few areas to improve in the new Board term.
12. The Board received an update from the Chief Executive Officer on the organization's performance.
13. The Board received the report (attached) of the August 14-15, 2026, Executive Committee meeting as presented by International President-Elect McGhee. The Board adopted the Committee's report as presented in items # 1, 2, 3, 4, 5, 7, 9, 10, 12, 13, and 16. Items # 6, 8, 11, and 14 were discussed subsequently. Item # 15 was discussed and adopted previously.

The Board adopted item #6.

The Board adopted item #8.

The Board adopted item #11.

The Board adopted item #14.

14. The Board received the report of the Smedley Fund Committee. The committee was established as a pilot to evaluate a committee-based approach to more effectively review Smedley Fund subsidy applications. In addition to reviewing several subsidy applications, the committee refined the supporting documentation for and identified opportunities to strengthen the review process. To provide a strong framework for the future administration of the Smedley Fund, the Board adopted amendments to Policy 8.5: Ralph C. Smedley Memorial Fund® (attached), effective immediately.

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

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



Kristen Kyriazis
Secretary

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



Minutes of the 2025-2026 Strategic Planning Committee Meeting

August 14, 2026

The 2025-2026 Toastmasters International Strategic Planning Committee met on August 14, 2026, with Immediate Past International President Spear, DTM, presiding. The other officers present were, Distinguished Toastmasters all: Rochat, McGhee, Seshadri, and Gamester. Chief Executive Officer Rex and the following World Headquarters team members were also present: Lam, Lurquin, Shah, Wingrove, Welsh, Villa, and Kyriazis. No Committee members were absent.

1. The Committee compared the year-end results for the 2025-2026 program year to the annual goals set in March 2025. These annual goals are based off the categories and organizational goals in the 2024 Strategic Plan. After careful consideration, the Committee agreed that the annual goals set for the 2026-2027 program year remain as discussed at the March 2026 meeting.
2. The Committee reviewed the District Director, Program Quality Director, and Club Growth Director roles. They discussed the differences in responsibilities and challenges faced by leaders in each of these positions. The Committee also considered ways to improve the experience of members serving in these roles.
3. The Committee continued a previous discussion on the facilitation of the training of District leaders and how it contributes to the success and effectiveness of the August District Leader Training and Mid-year Training events. They considered ways to balance preparation, responsibilities, and expectations to ensure the best results.
4. The Committee discussed the use of ideal customer personas in marketing the organization. They provided feedback to World Headquarters to assist in the development of marketing materials and other resources for use by Districts and clubs.

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

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

A handwritten signature in black ink, reading "Kristen Kyriazis". The signature is written in a cursive, flowing style.

Kristen Kyriazis
Secretary

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

District Administrative Bylaws

Article VII: Officers

(a) District Officers

The officers of the District shall be a District Director, **a Club Growth Director**, a Program Quality Director, ~~a Club Growth Director~~, a District Public Relations Manager, a District Administration Manager, a District Finance Manager, Division Directors, and Area Directors. In addition to these officers, the District may have such other officers as the District Council may provide, but Toastmasters International credit toward any educational award is limited to service as a District officer named in the preceding sentence.

(b) Elective Officers

1. The elective officers of this District shall be the District Director, **the Club Growth Director**, the Program Quality Director, ~~the Club Growth Director~~, and Division Directors.
 - a. Except for Division Directors, none of the previously stated District officers may be re-elected to the same office, in any District, for succeeding terms in which a full year has been served.
 - b. Division Directors may be re-elected to succeed themselves for one (1) term.
2. The election of officers shall take place at the Annual Meeting of the District Council.
 - a. The report of the District Leadership Committee shall be submitted in writing to all members of the District Council at least four (4) weeks prior to the Annual Meeting of the District Council.
 - b. Nominations may also be made from the floor by any member of the District Council only if the floor candidate meets the requirements set forth in Article VII (e) of these administrative bylaws and has been evaluated by the District Leadership Committee for that specific role in that election cycle.
 - c. All elections shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote. A majority of the votes cast is necessary for an election.
 - d. The decision to enable the election or appointment of fully or partially remote District leaders by role is made by the District Council and remains in effect until changed by the council.
 - i. Changes to the decision to allow fully or partially remote leaders must be made prior to November 1 of the program year in which the elections or appointments will occur.

(c) Other Officers

1. The other officers of this District shall be the District Public Relations Manager, the District Administration Manager, the District Finance Manager, and the Area Director for each Area.
 - a. These officers may be elected or appointed.
 - b. The decision to elect or appoint is made by the District Council and remains in effect until changed by the council.
 - c. The decision to elect or appoint fully or partially remote District leaders by role is made by the District Council and remains in effect until changed by the council.
 - d. Any changes to these decisions must be made prior to November 1 of the District program year in which the elections or appointments will occur.
2. Officers appointed by the District Director are subject to the approval of the District Executive Committee and the District Council by September 30.
3. The District Public Relations Manager, the District Administration Manager, and the District Finance Manager shall be eligible for re-election or re-appointment for one (1) succeeding term, regardless of District.
4. Area Directors are elected by the Area Councils or appointed by the District Director considering the recommendation of the Area Councils.
5. Area Directors shall be eligible for re-election or re-appointment for one (1) succeeding term, regardless of District.

(d) Qualifications

1. At the time of taking office:
 - a. An elective officer must have been an active member of a Toastmasters club in good standing for 12 consecutive months within that past three (3) years, in the District in which the officer shall serve.
 - i. If the candidate's club is newly assigned to a District the individual's membership eligibility to serve as a District officer is valid in the new District.
 - b. The District Director shall have served
 - i. at least six (6) consecutive months as a Club President and
 - ii. at least 12 consecutive months as a ~~Program Quality Director, Club Growth Director, Division Director, or a combination of the preceding~~ in the District in which they shall serve.
 - c. The ~~Program Quality Director and~~ Club Growth Director **and Program Quality Director** shall have served

- i. at least six (6) consecutive months as Club President and
 - ii. at least 12 consecutive months as **a Club Growth Director**, a Program Quality Director, ~~a Club Growth Director~~, a Division Director, an Area Director, or a combination of the preceding in the District in which they shall serve.
- d. The Division Directors shall have served at least six (6) consecutive months as members of a District Council. To the degree practicable, they will have served as a member of the District Council in the District in which they shall serve.
 - e. To the degree practicable, the Area Directors shall have served as members of a District Council in the District in which they shall serve.
 - f. All District officers must be active individual members of Member Clubs in good standing within the District where they are elected or appointed to serve and must be in good standing with Toastmasters International under Article III, Section 8, of the Bylaws of Toastmasters International.
- 2. A member may only be a candidate for elective office in one (1) District at any given time.
 - 3. A member may only serve in one (1) position within any District Executive Committee, as specified in Article XI (a), at any given time.
 - 4. A member may not be a candidate for District positions elected by the District Council while actively competing in a current Toastmasters speech contest cycle.

(e) Nominations

- 1. Nominations made by the District Leadership Committee shall be presented in a written report, and shall be effective when officially announced by the District Director, subject to the District Leadership Committee report being valid.
- 2. Additional nominations of qualified and eligible candidates may also be made from the floor at the Annual Meeting of the District Council with the consent of the person(s) nominated.
 - a. To be eligible as a floor candidate, a candidate for District Director, **Club Growth Director**, Program Quality Director, ~~Club Growth Director~~, or Division Director must have completed the District Leadership Committee's evaluation process in the same election cycle in which the candidate stands for election at the Annual Meeting of the District Council for that specific role.
 - b. All eligible floor candidates must declare their intent to run, in writing, to the District Director at least seven (7) days prior to the elections.
 - c. Floor candidates who have not completed the District Leadership Committee's evaluation process may only be nominated during the Annual Meeting of the District Council if the District Leadership Committee report is invalid or for any position that is incomplete. The individual must meet all other qualifications.

- d. Floor nominations for roles other than the District Director, **Club Growth Director**, Program Quality Director, ~~Club Growth Director~~, or Division Director may occur even when that individual has not completed the District Leadership Committee's evaluation process, provided the individual meets all other qualifications.
3. A candidate nominated by the District Leadership Committee who is not elected to the nominated office may be nominated from the floor for a maximum of one (1) additional office at the Annual Meeting of the District Council.

A candidate who is not nominated by the District Leadership Committee may stand as a floor candidate for a maximum of two (2) District officer roles at the Annual Meeting of the District Council.

4. If there is no candidate(s) elected for District Director, **Club Growth Director**, Program Quality Director, ~~Club Growth Director~~, or Division Director, the position(s) will be considered vacant and will be filled according to Article VII (g) of these administrative bylaws.

(f) Term of Office

The terms of all District officers shall commence at midnight on July 1 and end on the following June 30, at 11:59 p.m.

(g) Vacancies

1. A vacancy in any elective office shall be filled by the District Executive Committee based upon the recommendation of the District Director, or upon recommendation of the highest elected District officer if the vacancy is in the office of District Director.
 - a. Individual members who fill vacant roles shall meet all qualifications for the role as defined in Article VII, Section (d), of these administrative bylaws.
 - b. Such appointment shall become effective immediately and will run until the next succeeding District Council meeting. At that District Council meeting, the appointment shall be ratified or another individual member elected to the office.
2. If the office of Immediate Past District Director is vacated for any reason, it shall stay vacant for the remainder of the term.

(h) Resignation or Removal

1. Any officer may resign at any time.
 - a. The resignation must be in writing.
 - b. The resignation will be effective on delivery to the District Administration Manager or the District Director, unless the resignation provides for a later effective date.
2. Any member of the District Executive Committee may be removed from office by a two-thirds vote of the District Executive Committee. The member being considered

for removal, the member requesting the removal, and any members of the committee who have been recused due to a conflict of interest, as determined by a majority vote of the District Executive Committee, are not counted towards determining the outcome of the vote.

The member must be given the opportunity to make a statement of up to 10 minutes to the District Executive Committee prior to the vote. The District Director may extend the time as needed.

3. Any officer may be removed from office by the District Director unless the officer was elected by the District Council. Removal of the officer shall become effective immediately.
4. The members of the District Executive Committee are responsible to the Toastmasters International Board of Directors. They may be removed at any time by that Board if it finds it to be in the best interests of Toastmasters International, its Member Clubs, and their individual members.
5. Replacement officers shall be appointed by the District Director. The appointment of replacement officers is subject to ratification by the District Executive Committee.

(i) Compensation

No District, Division, or Area officer shall receive a salary or other compensation except reimbursement for expenses incurred for the benefit of the organization and only to the extent provided for in the adopted District budget.

Article VIII: Duties of Officers

(a) In General

1. The District officers shall have such duties, obligations, and responsibilities as may be set forth in Policies prescribed by the Board of Directors or in the Articles of Incorporation, Bylaws of Toastmasters International, in these administrative bylaws, or in standing rules or procedures adopted by the District Council of the District.
2. The authority delegated by the Toastmasters International Board of Directors to District officers to act as stewards of Toastmasters International's resources in the District is always subject to the ultimate direction of the Board.
3. The District officers shall coordinate their efforts in carrying out the District mission.
4. All District officers shall uphold and promote the purposes of Toastmasters International in the District and shall abide by the Toastmasters International governing documents.

(b) District Director

1. The District Director shall be responsible to the Board of Directors in the exercise of the powers and duties of the office of District Director. The District Director shall report to and take direction from the District Council in matters pertaining to District organization, programs, and procedures.

2. As the representative of Toastmasters International, the District Director, personally and through the **Club Growth Director and** Program Quality Director ~~and Club Growth Director~~, shall carry out the programs approved by the Board of Directors and the District Council.
3. The District Director's responsibilities include, but are not limited to:
 - a. Administering and overseeing the day-to-day operations of the District.
 - b. Chairing all meetings of the District Executive Committee and the District Council.
 - c. Filling such appointive offices as are provided for in these administrative bylaws, subject to the approval of the District Executive Committee and confirmation by the District Council.
 - d. Authorizing withdrawals of District funds, in the manner and to the extent provided in Article XII of these administrative bylaws and approving all withdrawals chargeable to the District on the books of Toastmasters International.
 - e. Providing each Member Club in the District and World Headquarters, copies of the adopted budget, the report of the Audit Committee, and such other reports as the Board of Directors may require.
 - f. Furnishing World Headquarters with such information as the Board of Directors may require for the District to be eligible to withdraw funds of Toastmasters International for District activities and operations.
 - g. Submitting to the Board of Directors, by the published deadlines, any reports that may be required by the Board of Directors.

(d)(c) Club Growth Director

1. The Club Growth Director is the ~~third~~**second**-ranking member of the District Executive Committee and chairs that body and the District Council in the absence of the District Director ~~and Program Quality Director~~.
2. The Club Growth Director's responsibilities include, but are not limited to:
 - a. Developing, directing, and coordinating an overall marketing plan for building new Member Clubs.
 - b. Overseeing District-wide efforts that result in an increase in membership.
 - c. Overseeing efforts that result in club retention in the District.
 - d. Recruiting and training District marketing teams.
 - e. Developing, directing, and coordinating recognition programs for membership-building.

3. The Club Growth Director shall perform such other duties as may be prescribed by the District Director or District Council.
4. The Club Growth Director shall attend District Executive Committee and District Council meetings.

(c)(d) Program Quality Director

1. The Program Quality Director is the ~~second~~ **third**-ranking member of the District Executive Committee, and chairs that body and the District Council in the absence of the District Director **and Club Growth Director**.
2. The Program Quality Director is responsible for all aspects of education and training within the District. These responsibilities include, but are not limited to:
 - a. Assisting the Member Clubs, Areas, and Divisions of the District in using the educational programs and materials of Toastmasters International.
 - b. Promoting and supporting club quality and member retention.
 - c. Supporting clubs to help their members in achieving education awards and recognizing those achievements.
 - d. Ensuring club and District officers are trained to fulfill their roles and responsibilities.
 - e. Planning, organizing, and directing all aspects of the District conference.
 - f. Supervising and coordinating District-wide speech contests.
3. The Program Quality Director shall perform such other duties as may be prescribed by the District Director or District Council.
4. The Program Quality Director shall attend District Executive Committee and District Council meetings.

~~(d) Club Growth Director~~

- ~~1. The Club Growth Director is the third-ranking member of the District Executive Committee and chairs that body and the District Council in the absence of the District Director and Program Quality Director.~~
- ~~2. The Club Growth Director's responsibilities include, but are not limited to:~~
 - ~~a. Developing, directing, and coordinating an overall marketing plan for building new Member Clubs.~~
 - ~~b. Overseeing District-wide efforts that result in an increase in membership.~~
 - ~~c. Overseeing efforts that result in club retention in the District.~~
 - ~~d. Recruiting and training District marketing teams.~~

- ~~e. Developing, directing, and coordinating recognition programs for membership building.~~
- ~~3. The Club Growth Director shall perform such other duties as may be prescribed by the District Director or District Council.~~
- ~~4. The Club Growth Director shall attend District Executive Committee and District Council meetings.~~

(e) District Public Relations Manager

1. The District Public Relations Manager serves under the direction of the District Director.
2. The District Public Relations Manager's responsibilities include, but are not limited to:
 - a. Creating and executing a public relations plan to increase public awareness of the opportunities available for personal development in the Toastmasters International education program.
 - b. Developing and administering a communication plan to keep members aware of Toastmasters activities throughout the District.
 - c. Promoting and ensuring proper use of the Toastmasters brand throughout the District in compliance with the brand standards.
3. The District Public Relations Manager shall perform such other duties as may be prescribed by the District Director or District Council.
4. The District Public Relations Manager shall attend District Executive Committee and District Council meetings.

(f) District Administration Manager

1. The District Administration Manager serves under the direction of the District Director.
2. The District Administration Manager's responsibilities include, but are not limited to:
 - a. Having custody of all records and documents of the District.
 - b. Keeping and distributing the minutes of the meetings of the District Council and District Executive Committee.
 - c. Maintaining custody of all District correspondence.
 - d. Transmitting all minutes and records to their successor.
3. The District Administration Manager shall perform such other duties as may be prescribed by the District Director or District Council.

4. The District Administration Manager shall attend District Executive Committee and District Council meetings.

(g) District Finance Manager

1. The District Finance Manager serves under the direction of the District Director.
2. The District Finance Manager's responsibilities include, but are not limited to:
 - a. Helping District leaders in developing a budget to carry out the District mission.
 - b. Having charge of all funds and other property of the District and transmitting the accounts and all undistributed funds to their successor.
 - c. Disbursing all funds upon order of the District Director, in compliance with the Toastmasters International governing documents.
 - d. Ensuring District financial information is recorded and submitted by the published deadlines.
3. The District Finance Manager shall perform such other duties as may be prescribed by the District Director or District Council.
4. The District Finance Manager shall attend District Executive Committee and District Council meetings.

(h) Division Directors

1. The Division Directors shall represent the District Director within their Divisions.
2. The Division Director's responsibilities include, but are not limited to:
 - a. Supporting the building of new Member Clubs within the Division.
 - b. Providing counsel, information, and service to the Area Directors within the Division.
 - c. Coordinating the Division's activities and events.
 - d. Chairing the Division Council and holding regular Division Council meetings.
3. The Division Director shall perform such other duties as may be prescribed by the District Director and District Council.
4. The Division Director shall attend District Executive Committee and District Council meetings.

(i) Area Directors

1. The Area Directors shall represent the District Director and the Division Director to all the clubs in their Areas and are responsible for ensuring that each club achieves its mission and fulfills its responsibilities to its members.

2. The Area Director's responsibilities include, but are not limited to:
 - a. Supporting the building of new Member Clubs within the Area.
 - b. Coordinating and promoting District events with the Member Clubs within the Area.
 - c. Encouraging club quality through club visits.
 - d. Chairing the Area Council and holding regular Area Council meetings.
3. The Area Director shall perform such other duties as may be prescribed by the District Director and District Council.
4. The Area Director shall attend District Executive Committee and District Council meetings.

District Administrative Bylaws

Article XI: Committees

(a) District Executive Committee

1. The District Executive Committee consists of the District Director, **Club Growth Director**, Program Quality Director, ~~Club Growth Director~~, District Public Relations Manager, District Administration Manager, District Finance Manager, Division Directors, Area Directors, and Immediate Past District Director.
2. This committee shall have all functions and powers of the District Council except such powers as may be reserved by the District Council to itself. At all times, the committee is subject to the general direction and approval of the District Council.
3. A majority of this committee shall constitute a quorum.
4. This committee shall review the report of the Alignment Committee and recommend the alignment of clubs in the District into Areas and Divisions for approval at the Annual Meeting of the District Council.
5. This committee shall prepare a budget in the form prescribed by Toastmasters International, covering estimated receipts and expenditures for the ensuing year.
 - a. The proposed budget shall be submitted to the District Council for approval in order to submit the approved budget to World Headquarters by September 30.
 - b. This proposed budget shall be acted upon by the District Council at its first meeting.
6. This committee shall have such other duties as are delegated to it by the District Council.

(b) District Leadership Committee

1. The District Director shall appoint the District Leadership Committee Chair no later than November 1. The remaining committee members shall be appointed no later than December 1.
2. In addition to the District Leadership Committee Chair, this committee shall consist of no fewer than five (5) members with equal representation of all Divisions in the District. No committee member may represent more than one (1) Division.
3. This committee shall operate under the procedural rules adopted by the Toastmasters International Board of Directors for the selection of candidates for the elective District offices.
4. This committee's nominations of candidates for election shall be reported in writing to the District Director no fewer than six (6) weeks before the Annual Meeting of the District Council.

5. The District Director shall submit the District Leadership Committee report to the members of the District Council at least four (4) weeks prior to the Annual Meeting of the District Council.

(c) Audit Committee

1. Each year the District Director shall appoint an Audit Committee consisting of at least three (3) individual members who are not members of the District Executive Committee.
2. The reports of this committee shall contain information in the format required by Toastmasters International.
3. This committee shall submit an interim mid-year audit report no later than February 15.
4. This committee shall complete a year-end audit report for the fiscal year ending June 30.
5. The outgoing and incoming District Directors are jointly responsible for submitting this report to the Member Clubs and to World Headquarters by August 31.

(d) Alignment Committee

1. Each year, the District must review, and amend, if needed, the alignment of clubs, Areas, and Divisions within its boundaries. The District Director shall appoint an Alignment Committee chair and committee members no later than January 1.
 - a. The members of the Alignment Committee are the Division Directors. At the discretion of the Division Director, they may select another member from the Division to serve on the committee with approval from the District Director. If no Division Director is serving, the District Director will appoint a member from the Division to serve as a replacement member.
 - b. Each Division must be equally represented on the Alignment Committee. Committee members cannot represent more than one (1) Division.
 - c. The chair of the Alignment Committee shall have served previously as a Division Director, ~~Club Growth Director~~, Program Quality Director, **Club Growth Director**, or District Director.
 - d. Candidates for District office for the following program year may serve on the committee.
 - e. Once the committee has been appointed, they shall serve through July 15 of the following program year.
2. The Alignment Committee prepares an alignment proposal and provides the proposal to the District Executive Committee for review.
3. The District Council reviews and approves a proposed alignment, including the number of Divisions and assignment of clubs into Areas, at its Annual Meeting.

4. Once the District Council approves the proposed alignment only the District Executive Committee may amend the alignment of clubs into Areas, upon recommendation of the Alignment Committee. Any amendments must be approved by the District Executive Committee by a two-thirds vote. The number of Divisions must not be amended.
5. The District alignment must be submitted to World Headquarters no later than July 15.

(e) Other Committees

The District may have other committees as established by the District Director or the District Council, including, but not limited to: **District Club Growth**, District Program Quality, ~~District Club Growth~~, District Public Relations, Youth Leadership Program, Speechcraft, Administrative Policies, Awards, Speakers Bureau, District Newsletter, Past District Directors, and Club Coach Coordinating Committee.

District Administrative Bylaws

Article XVII: Amendments and Other Rules

- (a) Amendments to these administrative bylaws shall be made only by the Toastmasters International Board of Directors. The Chief Executive Officer of Toastmasters International shall notify the following of any amendment adopted by the Board of Directors: all Member Clubs and the District Director, **the Club Growth Director**, the Program Quality Director, ~~the Club Growth Director~~, the Immediate Past District Director, the District Public Relations Manager, the District Administration Manager, the District Finance Manager, the Division Directors, and Area Directors of each District.
- (b) The District Council of the District may propose an amendment to these administrative bylaws to the Toastmasters International Board of Directors or Executive Committee, provided that the District Council shall have given written notice of such proposal at least 30 days in advance of the District Council's action to all Member Clubs affiliated with the District, and shall thereafter give 45 days' written notice to the Board. The Toastmasters International Board of Directors or Executive Committee, whichever is the next to meet after submission of a proposed amendment, shall consider the proposal at its next meeting. No proposed amendment shall become effective without the approval of the Board of Directors or Executive Committee.
- (c) Procedures and standing rules applicable only to the District may be adopted by the Toastmasters International Board of Directors, or by the District Council of the District. Such procedures and rules must be submitted promptly to World Headquarters to be kept on file, and must not be in conflict with any provision of these administrative bylaws, the Articles of Incorporation, Bylaws of Toastmasters International, Policies adopted by the Board of Directors, or applicable law. The Board reserves the right to review, disapprove, or modify any such procedure or standing rule. In addition, the Board may test the feasibility of potential amendments to these administrative bylaws by allowing alterations, at specific times and locations, that may conflict with existing provisions of these administrative bylaws.

District Leader Expenses

1. District Leader Expenses Paid by World Headquarters

- A. District expenses are governed by Article XII, Section 2, of the Bylaws of Toastmasters International.
- B. World Headquarters reimburses the travel expenses of the District Director, **Club Growth Director, and** Program Quality Director, ~~and Club Growth Director~~ (including for Provisional District leaders) for the mid-year and August trainings as follows:
 - I. World Headquarters fully reimburses round-trip public transportation costs at the lowest rate between the passenger terminal nearest the training site and the home of the officer, when the officer resides within the District they serve.
 - II. Remote District leaders, whether partially or fully remote, must not be reimbursed more than a District leader who resides in the same District. The remote District leader is responsible for funding any cost remaining between the covered and actual expense themselves.
 - III. For remote District leaders, World Headquarters may reimburse a reasonable contribution towards the round-trip cost between the passenger terminal nearest the training site and the home of the officer, provided prior approval is received from World Headquarters. The remote District leader is responsible for covering any cost remaining between the covered and actual expense themselves.
 - IV. World Headquarters reimburses motor vehicle transportation at the current charitable mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service (IRS) by the most direct route for the following individuals:
 - United States citizens residing in the United States; or
 - United States citizens residing outside of the United States who file a United States tax return; or
 - Non-United States citizens residing in the United States.

For non-United States citizens residing outside of the United States, reimbursement is governed by local regulations and/or District policy, not to exceed the current IRS standard business rate.

Mileage reimbursement shall not exceed the lowest airfare rate. A person accompanying another person receiving reimbursement is not entitled to reimbursement.
 - V. World Headquarters reimburses actual costs incurred for any other mode of transportation not exceeding the lowest airfare rate.
- C. District Directors attending the International Convention onsite each receive:

- I. A meal reimbursement of up to \$50 USD (per day, with receipts, not exceeding \$200 USD) when the District Director views the Candidate Showcase, attends the Board Briefing, and attends the Annual Business Meeting; and
- II. One (1) discounted convention registration.

2. District Leader Expenses Paid by Districts

- A. District expenses paid by Districts are governed by Article XII, Section (a), of the District Administrative Bylaws. Expense reimbursements to District leaders must be included in the District budget.
- B. For Mid-Year District Leader Training, Districts may reimburse the District Director, **Club Growth Director, and** Program Quality Director, ~~and Club Growth Director~~ for lodging expenses not paid by World Headquarters. Meals may be reimbursed up to \$50 USD per day (with receipts) when Toastmasters International does not provide three (3) meals.
- C. For August District Leader Training, Districts may reimburse the District Director, **Club Growth Director, and** Program Quality Director, ~~and Club Growth Director~~, and other leaders for whom training is provided and authorized by Toastmasters International, for lodging expenses not paid by World Headquarters. Meals may be reimbursed up to \$50 USD per day (with receipts) when Toastmasters International does not provide three (3) meals.
- D. For International Convention, Districts may reimburse the District Director, **Club Growth Director, and** Program Quality Director, ~~and Club Growth Director~~ for registration and lodging expenses not paid by World Headquarters. Meals may be reimbursed up to \$50 USD per day (with receipts) when Toastmasters International does not provide three (3) meals.
- E. For International Convention, Districts may reimburse the Immediate Past District Director for registration, lodging, and transportation expenses not paid by World Headquarters.
- F. Districts do not reimburse any other individuals unless approved by the Chief Executive Officer.
- G. Registration includes conference or convention registration and ticketed events and meals that are part of the conference or convention.
- H. Lodging includes hotel accommodations, including applicable taxes; it excludes personal telephone expenses and other incidental expenses.
- I. All expenses listed in this section must be substantiated by receipts.
- J. Districts may reimburse the District Director, **Club Growth Director, and** Program Quality Director, ~~and Club Growth Director~~ for reasonable travel expenses listed below that are not paid by World Headquarters for International Convention, August and Mid-year District Leader Training. Districts must not use District funds to reimburse remote District leaders for any costs remaining between the covered and actual expense in World Headquarters approved travel. Examples of reasonable expenses include:
 - Transportation from the Convention/training site(s) passenger terminal to

- accommodation at or near the Convention and/or training site(s); and
- Mileage from the domicile of the District Officer to the passenger terminal of departure and return.

3. General District Leader Expense Provisions

- A. Reimbursement of travel expenses is based on full participation and attendance.
- B. Allowable travel expenses may include up to round-trip airfare or other public transportation (coach) or mileage up to the current charitable standard mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service (IRS) by the most direct route for the following individuals:
 - United States citizens residing in the United States; or
 - United States citizens residing outside of the United States who file a United States tax return; or
 - Non-United States citizens residing in the United States.

For non-United States citizens residing outside of the United States, reimbursement is governed by local regulations and/or District policy, not to exceed the current IRS standard business rate.

- C. Travel expenses exclude motor vehicle rentals, gasoline, and incidental expenses.
- D. If a District leader's registered domicile is outside the geographic boundaries of the District in which they are serving, reimbursement is based either on the residence at the time of the election or on the farthest geographic of the District, whichever is less.
- E. If a District leader moves out of the geographic boundaries of the District from which that District leader was elected, reimbursement is based either on the residence at the time of election or on the current residence, whichever is less.
- F. Districts do not provide any expense payments to speech contestants attending the International Convention.

District Fiscal Management

1. District financial management is governed by Article XII, Section 2, of the Bylaws of Toastmasters International and by Article XII, Section (a), of the District Administrative Bylaws, which includes requirements for transfers of funds from Toastmasters International to the District. From the membership dues collected by World Headquarters, the Board of Directors makes funds available for District activities. Funds are also collected from undistricted clubs and placed in a separate reserve account for future formation of Provisional Districts.
 - A. These funds include the amounts available in the appropriate District or Provisional District reserve account. For each member for whom membership dues are received, 25% is deposited in the appropriate reserve account. This amount shall be referred to as the District Membership Dues Allocation.
 - B. When a Provisional District is established, it receives funds equal to 25% of the Provisional District's estimated dues income for the next year.
2. All District funds, regardless of source, are Toastmasters International funds and are to be used to carry out the Toastmasters International and District missions.
3. Each District shall adopt all accounting, payment, or similar systems put in place, when instructed, by Toastmasters International.
4. Toastmasters International also funds District activities that support the District mission. These include, but are not limited to, training events for District leaders, software systems to support financial management and club building, district support functions, and marketing programs.

To support these activities, each District will contribute five (5) percent of its previous year's District Membership Dues Allocation annually. The amount will be collected from each District's reserve account evenly throughout the year on a monthly basis.

5. The District Director, either the **Club Growth Director** or Program Quality Director ~~or Club Growth Director~~, and District Finance Manager may jointly establish a single District Bank Account and shall have signatory authority on the account established by the District and those established on behalf of the District by Toastmasters International, including any Division, Area, and conference accounts. Alternate signers are permissible only if approved by the Toastmasters International Executive Committee. When District accounts are established by Toastmasters International, Districts will be required to discontinue the use of all other accounts, when instructed by Toastmasters International.
 - A. Where a District requires a stand-alone account for the Annual District Conference, it may establish a single account as outlined above. This account is to be used only for financial matters relating to the Annual District Conference.
 - B. Where a District operates in two (2) or more currency zones, the District may hold one (1) additional District Bank Account in the second and subsequent currency zones in which it operates.

- C. Where a District Director and/or the District Finance Manager has a conflict of interest, as commonly defined in the jurisdiction in which the District operates, then the person with the conflict may not authorize the use of District Funds. Further, the District Director and/or District Finance Manager must:
 - I. Inform Toastmasters International of the conflict.
 - II. Submit an additional signatory's name and other relevant information, as determined by Toastmasters International, to the relevant department of Toastmasters International.
 - D. Further, where a District Director and/or the District Finance Manager has a conflict of interest that arises during their term, as commonly defined in the jurisdiction in which the District operates, then the District Director is to follow the process outlined in Sections C.I and II, above, to replace the signatory with the conflict.
- 6. Funds in District bank accounts must be available on demand. They must not be placed in any type of investment account (i.e., where the funds are at risk or the account has a maturity date).
 - 7. If authorized by the District and included as part of the District budget, a Division, Area, or conference is allocated funds and has its own budget.
 - A. Division, Area, and conference financial activity is subject to the supervision of the District Director and must be included in the quarterly Profit and Loss Statement, mid-year audit, and year-end audit.
 - B. Monthly Division, Area, and conference financial activity reports, showing variances with explanations, must be provided to the District Director, **Club Growth Director, and** Program Quality Director, ~~and Club Growth Director~~ within 30 days of the end of the month.
 - C. Funds in Division, Area, and conference bank accounts are owned by the District and by Toastmasters International. The administration of Division, Area and conference funds shall follow the same rules as District funds.
 - 8. The Chief Executive Officer withholds District funds as needed and, with the approval of the Executive Committee, assumes financial control of a District.

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 Assessments begin 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. Written notification indicating intent to run from the floor must be submitted to the International President no later than May 1.
At least 60 days prior to Annual Business Meeting	ILC nominations are published in the <i>Toastmaster</i> 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. The third Past International President is appointed as a second co-chair 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 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.

- I. Region Advisors, members of any District Executive Committee, campaign managers, or members of an International Officer or Director candidate campaign team do not serve on the committee.
- 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.
- K. Committee members may be reappointed only after a two-year absence from the committee.
- L. The ILC nominates at least one (1) 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.
- M. The ILC nominates at least two (2) candidates for the office of Second Vice President.
- 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 other willing and able candidate can 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.
- 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.
- P. ILC members are fair and open-minded.
- I. Committee members with a potential conflict of interest, such as a business or personal relationship with a candidate that could create a reasonable doubt as to the ability of the committee member to be impartial, must declare it to the chair or co-chair as soon as the potential conflict is identified. The chair and co-chairs review the potential conflict of interest and determine, by a two-thirds vote, if it constitutes an actual conflict of interest. If a conflict is determined to exist, the committee member may be asked to abstain from discussion and voting regarding that candidate in context of the Committee or to resign from the committee.
- In the event that the chair or co-chair has a potential conflict of interest, as specified above, the chair or co-chair must declare it to the International President-Elect as soon as the potential conflict is identified. The International President-Elect, in consultation with the Executive Committee, reviews the potential conflict of interest and determines if it constitutes an actual conflict of interest. If a conflict of interest is determined to exist, the chair or co-chair is asked to resign.
- II. Their responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study candidate biographical information, 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. During their term of service on the ILC, committee members shall not serve as Region Advisors, members of any District Executive Committee, campaign managers, or members of an International Officer or Director candidate campaign team.
 - IV. ILC members may request reimbursement for telephone calls or other reasonable expenses within 30 days after the end of their term.
- Q. International Officer and Director candidates may be self-declared candidates. The committee may receive names of qualified candidates or seek them out.
- 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 and 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 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, International President, International President-Elect, 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(s), International Director, **Club Growth Director(s) (CGD)**, Program Quality Director(s) (PQD), ~~Club Growth Director(s) (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.~~ **II. The Region Advisor(s), the International Director, DD, PQD(s), IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was CGD.**
 - III. The Region Advisor(s), the International Director, DD, CGD(s), 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(s), the International Director, DD, PQD(s), IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was CGD.~~
 - IV. The DDs, **CGD(s), and** PQD(s), ~~and CGD(s)~~ who served in the region while the candidate was a Region Advisor.
 - V. The current DD, **CGD(s), and** PQD(s), ~~and CGD(s)~~ 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. Candidate interviews will be conducted using video conferencing. A candidate must have the capability to participate fully (audio and video) in the interview to be evaluated by the ILC. Interviews will be recorded for ILC internal use. Recordings will be deleted upon the release of the International Officer and Director ILC nominations on the Toastmasters International website.

- C. 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.
- D. 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, each candidate's Toastmasters membership and leadership history, each candidate's Toastmasters education award and recognition history, candidate biographical information, and Policy violations by candidates.
- E. 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.
- F. 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.
- G. Committee member votes are anonymous and confirmed in writing.
- H. To be nominated, a candidate must receive votes from at least a majority of the committee members.
 - I. In the case of a tie, the chair will allow additional time for discussion about the candidate. Another vote takes place after such additional discussion. If the vote again results in a tie, the candidate shall be nominated.
- I. 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, provides specific feedback related to the competencies required to effectively serve as an International Officer or Director, 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 effectively serve as an International Officer or Director.
- 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

- 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. 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.
 - II. 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 likelihood of any potential International Officer or Director remaining impartial and making a decision in the best interests of Toastmasters International.
 - III. Once a Letter of Intent is accepted by the ILC the candidate must abide by all campaign policies.
 - 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, Past International Presidents, and Past International Directors. The contact information shall only be used for campaign purposes.
- 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.

- III. Written notification indicating intent to run from the floor must be submitted to the International President no later than May 1.

7. International Candidate Campaigning

- A. Candidates for Second Vice President and International Director may only visit clubs and District events within their declared home District. In addition, candidates may continue to attend any meetings of clubs in which they are a paid member as of September 1 of the election cycle.
- B. Candidates and the candidates' campaign team members may not produce or distribute any campaign materials (such as, but not limited to, educational materials, business cards, buttons, pins, USB drives, apparel, and gifts).
- C. Unsolicited subscriptions to information by or about a candidate are not permitted.
- D. District publications, social media, and websites may link to the list of candidate biographies on the Toastmasters International website.
- E. Candidates shall only contact current and past Board Members for the purpose of educating and preparing themselves for the role of a Board Member.
- F. Candidates must not send any campaign communications. A campaign communication is any type of message that is sent by the candidate or on the candidate's behalf, including, but not limited to, electronic mailings and voice/video conversations.
 - I. Communications among campaign team members are permitted.
- G. International Director and Second Vice President candidates must not make presentations at any District (including Area and Division) events. Presentations include but are not limited to an educational session, keynote speech, or panel discussion delivered on-site, online, or in a hybrid format at a District (including Area and Division) event by the candidate and/or a candidate's representative.
 - I. International Director and Second Vice President candidates may participate in other home District activities without delivering presentations, but must not serve in any District-level (including Area and Division) role.
- H. A Candidate Corner shall be included on the Toastmasters International website. Information about nominated candidates may include a photograph and profile. Candidate information will be placed on the Toastmasters International website Candidate Corner by May 1.
 - I. Floor candidates are listed on the Candidate Corner on the Toastmasters International website
- I. Candidates must not create campaign websites.
- J. A candidate's personal social media profiles may contain a single post per platform announcing their candidacy, which may include a link to the Candidate Corner on the Toastmasters International website.

K. 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 creating campaign social media profiles.
- L. A candidate or their representative must not 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. 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 (paid or unpaid) related to the candidate's campaign. Services include but are not limited to verbal or written campaign coaching.
- B. Candidates are responsible for the acts and omissions of their campaign team members and those who provide services (paid or unpaid) related to the candidate's campaign.
- 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).
- 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. District Directors, **Club Growth 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.
- B. 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 comment on a Toastmasters-related discussion group)
 - 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 this election cycle, and, in the most severe cases, removal from good standing with Toastmasters International 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. Candidate Showcase occurs before the Annual Business Meeting for presentations by all International Officer and Director candidates.
- B. 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. There is no census or poll taken 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.

Region Advisors

1. Role and Responsibility

- A. The purpose of a Region Advisor (RA) is to provide support, leadership development, skill building, mentoring, and coaching to expand District leaders' capacity to achieve the District mission through frequent communication and approved District visits.
- 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. An RA must not campaign for, be elected to, or be appointed to any District office or role while serving as an RA.
- D. An RA must not be, or campaign on behalf of, an International Officer or Director candidate while serving as an RA. An RA must not stand for election at the Annual Business Meeting in the same year in which their RA term ends.
- E. RA participation in social media must be in accordance with the RA Social Media Participation Chart and RA Social Media Best Practices included in the *Region Advisor Handbook*.

2. Qualifications

- A. Individuals who apply for or who are appointed 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: **Club Growth Director (CGD)** or Program Quality Director (PQD) ~~or Club Growth Director (CGD)~~, or a combination thereof.
- B. Individuals who are serving in an elected or appointed District-level (including Area and Division) role must not apply in the same program year in which they are completing their term.
- C. Individuals for whom an International Officer or Director Letter of Intent is on file at World Headquarters must not apply for or be selected as an RA.

3. 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. 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.
- C. An RA may resign in writing to the International President.
- D. An RA may be removed from service at any time, with or without cause, by the Executive Committee.

4. Confidentiality

- A. An RA may receive organizational communication which must be kept confidential unless otherwise instructed. Such items must not be copied, shown to, or discussed with anyone except as authorized by the International President or Chief Executive Officer. The same restrictions are applicable when such communication is also sent to Past Region Advisors.

Once a year, the Chief Executive Officer sends a notice to all Past Region Advisors whose dues payments are current, giving them the option to continue receiving organizational communication which they must agree to keep confidential. Only those Past Region Advisors responding in writing that they wish to receive such materials subject to the confidentiality restriction, by signing the Confidentiality Statement, are sent such materials, until the following annual notice is sent to them.

- B. A breach of confidentiality must be immediately reported to the Chief Executive Officer, who reports it to the International President. Violators may be subject to further disciplinary action.

5. Region Advisor 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 eight (8) members representing a combination of past RAs or Past International Directors. In the event that sufficient suitably qualified past RAs or Past International Directors cannot be found, Past District Directors may be appointed. Appointments are made by the committee chair with the approval of the Executive Committee.
 - a. District leader evaluations of each RA's service are used when selecting past RAs to serve on the committee.

- B. RA Selection Committee members are fair and open-minded.

- I. All committee members must complete a confidentiality form and submit it to World Headquarters.
- II. Committee members with a potential conflict of interest, such as a business or personal relationship with an applicant that could create a reasonable doubt as to the ability of the committee member to be impartial, must declare it to the chair as soon as the potential conflict is identified. The chair reviews the potential conflict of interest and determines if it constitutes an actual conflict of interest. If a conflict of interest is determined to exist the committee member must abstain from discussion and voting regarding that applicant in context of the Committee.

In the event that the chair has a potential conflict of interest, as specified above, the chair must declare it to the International President as soon as the potential conflict is identified. The International President, in consultation with the Executive Committee, reviews the potential conflict of interest and determines if it constitutes an actual conflict of interest. If a conflict of interest is determined to exist, the chair is asked to resign.

- III. Committee members' responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study applicants' applications, watch applicants' training videos, review assessment results, conduct applicant interviews, consider any additional information available, make informed decisions, suggest or recommend qualified applicants to the chair, and seek ways to improve selection process.

C. 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 results will be provided to the RA Selection Committee and to each respective applicant. Before receiving the assessment results, applicants must agree in writing to keep them completely confidential.

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

Breaches of assessment confidentiality by anyone are subject to appropriate disciplinary action.

- 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, **CGD**, PQD, ~~CGD~~, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the applicant was DD.

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

~~b~~**c. The International Director, RA, DD, CGD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division 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, and Division Directors who served while the applicant was CGD.~~
 - d. The DD, **CGD**, PQD, ~~CGD~~, and District Public Relations Manager 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 International Officers and Directors who served while the applicant served as an RA.
 - g. RAs who served with the applicant while the applicant served as an RA.
 - h. The DD, **CGD, and** PQD, ~~and CGD~~ of Districts in which the applicant has been a member during each of the last five (5) years.
 - i. The applicant.
- D. Each year, the Board of Directors appoints RAs after considering applicants recommended by the RA Selection Committee.
 - I. The Committee recommends one (1) RA for regions with eight (8) or fewer Districts.
 - II. The Committee recommends two (2) RAs for regions with nine (9) or more Districts. The Committee recommends District assignments to RAs.
 - III. 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.

Club Programs and Events

1. Club Coach Program

- A. The objective of this program is to coach struggling clubs back to a healthy membership, and to instruct club members in strategies to encourage continued member enthusiasm and interest in continuing with the Toastmasters Education Program.
 - I. Eligible clubs and prospective coaches may approach the District Director to request the appointment of a club coach to a given club. The District Director may also determine a club is eligible without external prompting.
 - II. Once it has been determined that a club requires coaching, the District Director arranges a meeting between the eligible club, a qualified club coach, and either the District Director, **Club Growth Director, or** Program Quality Director, ~~or Club Growth Director~~. The purpose of this meeting is to fill out and sign the Club Coach Agreement.
 - III. Once all parties have agreed to the specific terms of the Club Coach Agreement, the document is sent to World Headquarters for final approval and filing. Once this confirmation has been received, club coaching may begin.
- B. Clubs seeking a club coach must meet the following criteria in order to be considered eligible for the program:
 - I. Must have between three (3) and 12 active members in good standing.
 - II. Must not be currently suspended.
 - III. At least one (1) club officer must have completed the Club Coach Training Module.
- C. Toastmasters members seeking to become club coaches must meet the following criteria prior to their appointment in order to be considered qualified:
 - I. Must be an active member in good standing with Toastmasters International, having maintained an active membership in any club other than the club to be coached for a minimum of one (1) year.
 - a. Club coaches may not become members of, or hold any position in, any club they are appointed to coach for the duration of their appointment.
 - b. Club coaches may be former members of an eligible club, so long as they have not been a member of that club for a minimum of six (6) months prior to their appointment.

- II. Must have completed Level 2 in any Pathways path, or achieved an Advanced Communicator Bronze (ACB) or Advanced Leadership Bronze (ALB) designation in the traditional education program.
 - III. Must have served as a club officer for one (1) program year (or two (2) six (6)-month terms).
 - IV. Must have completed the Club Coach Training Module.
 - V. Must not be coaching any other club.
- D. On completion of their assigned term of service,
- I. A club coach will be considered eligible for Distinguished Toastmaster (DTM) credit if all of the following conditions have been met:
 - a. The club coach served for a minimum of six months in their assigned role.
 - b. The club coach submitted reports on club status to club officers and relevant District personnel at the appropriate times. Initial reports are to be submitted within 30 days of a club coach's assignment; ongoing reports every 60 days thereafter; and final reports following the conclusion of the assigned term.
 - c. The Club President of the coached club has confirmed in writing that the Club Coach has successfully discharged their duties. Club coach evaluations may be collected to aid in this determination.
 - d. The coached club has achieved Distinguished or higher recognition in the Distinguished Club Program by June 30 of the relevant program year. Club coaches will be considered eligible for DTM credit even if the coached club did not submit a Club Success Plan on time so long as the coached club meets all other requirements for Distinguished recognition in the Distinguished Club Program.
 - II. The club coach, in addition to being eligible for Distinguished Toastmaster (DTM) credit, shall also be eligible for District officer credit if they are able to bring the coached club up to full charter strength (20 members) within their assigned term.
- E. Eligible undistricted clubs may seek the assistance of World Headquarters for appointment of a qualified club coach or coaches. All other requirements as applicable to eligible clubs and club coaches shall apply to club coaches coaching undistricted clubs.
- F. Any club coach who is unsuccessful after two (2) program years with their assigned club may be reappointed at the request of the Club Growth Director or District Director to continue to coach their assigned club.
- I. Such requests for reappointment must be received by World Headquarters prior to September 30 after the club's second unsuccessful program year.

- II. Reappointment assignments are for up to an additional two (2) program years.
- III. A club coach may only be reappointed to the same club once per coaching assignment.

2. Speakathons

- A. Speakathons are special meetings conducted by clubs seeking to provide their members with meetings dedicated to project speeches and evaluations in accordance with the Toastmasters Education Program.
 - I. One or more clubs may cooperate to conduct a Speakathon. These clubs may be from any District.
 - II. Speakathons may only be conducted at the club level, and may be conducted either onsite, online, or in a hybrid format.
 - III. Speakathons cannot be organized by Areas, Divisions, and Districts.
 - IV. Area, Division, and District resources (including websites and social media) may be used to promote Speakathons.
- B. Members of clubs other than the host club or clubs (if jointly organized) may be invited to attend and participate in Speakathons. Attendance may also be made open to the general public, at the club's discretion.
 - I. Members of the host club or clubs may take on any meeting role, including presenting speeches and evaluations (both verbal and written).
 - II. Members from clubs other than the host club or clubs may not present speeches, but may take on other meeting roles.
 - III. Non-members are not recommended to take on any roles.
 - IV. International Director and Second Vice President candidates are not permitted to participate in Speakathons conducted jointly with clubs outside their declared home District.

Ethics and Conduct

1. Violation Reporting

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

2. Club Procedure to Discipline a Member

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

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

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

with a copy of the original Notice of Hearing, no fewer than seven (7) days prior to the appeal hearing.

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

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

3. District Procedure to Discipline a Member

- A. Resignation or removal of a District officer is addressed in Article VII, Section (h), of the District Administrative Bylaws.
- B. Every effort should be made to resolve conflicts early, locally, and informally between the involved parties with the goal of reaching a mutually agreeable resolution. If a resolution is reached, the matter is closed.

However, if the conflict cannot be resolved, an individual member in good standing may submit a complaint about any ethics and conduct violation involving a member of the District Executive Committee, other appointed District leader, or an individual Toastmasters member participating in District activities. It is advisable that all parties be made aware that a formal complaint is forthcoming when conflict is not resolved through best efforts at the local level.

To submit a complaint, the [District Level Policy Violation form](#) must be completed and submitted within 60 days of the incident, to the District Director of the District in which the incident occurred. The District Director is hereby known as the investigating officer.

- C. The District Director is the investigating officer for the complaint.

If the District Director is the member at issue, has a conflict of interest, or is exhibiting undue bias, the next highest-ranking District officer replaces the District Director as the investigating officer or appoints another individual as the investigating officer throughout the remainder of the proceedings.

In these circumstances and in consultation with World Headquarters, the next highest-ranking District officer may act as the investigating officer or appoint any Past District Director, including any Past Region Advisor or past member of the Board of Directors who is a member of a club within the region, to act as the investigating officer.

- D. The District Level Policy Violation form must be submitted to the investigating officer.

The District Level Policy Violation form should include the following:

- I. All parties involved
- II. Description of what occurred
- III. A list of the violation(s) and the specific Policy or Protocol referring to the violation(s)
- IV. Documentation supporting the violation(s)
- V. The desired resolution(s)

The District Level Policy Violation form and supporting documentation will be shared as submitted with the member(s) at issue. To proceed with the investigation, the identities of the member at issue and complainant will be disclosed to each other.

If the incident took place in a District outside the member at issue's home District, the investigating officer is required to inform the member at issue's District Director about the complaint.

- E. The investigating officer begins the complaint process by completing a confidential investigation within 15 days. The investigating officer discusses the findings from the investigation with the complaining member (complainant) and the member(s) at issue (separately or together) in an effort to reach a mutually agreeable resolution. If a resolution is reached, the matter is closed.
- F. If a resolution is not reached within the 15-day investigation period, the investigating officer appoints a District Disciplinary Committee (DDC). The DDC continues the investigation, or at any time during the 15-day investigation, the investigating officer may, at their discretion, refer the complaint to the DDC for review. Once the complainant is referred to the DDC, the investigating officer's assignment is complete. An update is also shared with World Headquarters who will provide counsel and direction in matters of process.
- G. Before the DDC begins its work, all committee members and chairs must complete the Committee Acknowledgment of Responsibilities Form and submit it to the DDC Chair and investigating officer.

- H. The DDC shall include a chair, co-chair, and three (3) District Executive Committee (DEC) members.

If the DDC chair or co-chair is involved in the complaint, another Past District Director replaces them on committee, and they are excused. The chair and co-chair must be a Past District Director within the District; if there are insufficient Past District Directors, the chair and co-chair may be a Past Region Advisor or past member of the Board of Directors who is a member of a club within the region.

If no one is selected from within the Region, in consultation with World Headquarters, any Past Region Advisor or past member of the Board of Directors may be assigned to act as the chair and/or co-chair.

DDC members with a potential conflict of interest, such as a business or personal relationship with the involved parties that could create reasonable doubt as to the ability of the committee member to be impartial, must declare it at the committee's first meeting or as soon as the potential conflict is identified. The committee reviews the potential conflict of interest and determines, by a majority vote, if it constitutes an actual conflict of interest. If a conflict of interest is determined to exist, the committee member must be replaced.

- I. The DDC is provided copies of the original complaint, the member at issue's response, and the results of the investigating officer's confidential investigation and carries out further investigations at its discretion.
- J. If, after review, the DDC determines that sufficient evidence of alleged violations exists, charges are developed, and the member at issue is notified that a hearing will take place. The hearing may be onsite, online, or in a hybrid format. The DDC is responsible for determining, through consultation with all involved parties, the appropriate format in which the hearing will be conducted. All discussions and materials are subject to confidentiality.
- K. A Notice of Hearing is required to conduct a disciplinary hearing. The Notice of Hearing is sent by the DDC Chair to the member at issue and complainant(s) at least 15 days in advance of the hearing and shall include the following:
 - I. Date, time, and location, including onsite address and/or online information
 - II. A list of the charges with supporting documentation
 - III. The specific Policy or Protocol referring to the charges
- L. After receiving the Notice of Hearing, the member at issue has 15 days to respond to the charges prior to the hearing, in writing, to the DDC Chair.
- M. After the 15-day response time, the DDC holds the disciplinary hearing.
- N. The complainant and the member at issue have the opportunity to participate in the hearing.
- O. The complainant and the member at issue provide any written, physical, or other evidence (other than oral testimony); and a list of witnesses to the DDC

no later than 96 hours prior to the hearing. The list of witnesses is not shared with the complainant or the member at issue prior to the hearing.

- P. The hearing is a closed hearing. The only people permitted in attendance are the DDC, the complainant, the member at issue, and witnesses. Witnesses may be suggested by the complainant, the member at issue and the committee. If witnesses are in attendance, they speak only to the charges and evidence presented.
- Q. The DDC determines the time limit for discussions, as well as the amount of and the manner in which evidence is received, whether in person or in writing.
- R. During the hearing, the co-chairs:
 - I. Confirm that a quorum is present.
 - II. Indicate the hearing is not a court of law, and that the disciplinary process is being followed as outlined in Toastmasters' governing documents.
 - III. Advise participants that recording of the hearing is prohibited.
 - IV. State that all discussion is limited to the charges and evidence presented.
 - V. Present findings from the investigation. The findings may contain sensitive and confidential information. The committee may keep the source of information confidential.
 - VI. Allow the member at issue a reasonable amount of time and allow the complainant equal time to provide any additional comments. The chair may extend the time in the interest of fairness.
 - VII. Provide any witnesses who are speaking a predetermined amount of time to speak. The chair may extend the time in the interest of fairness. Witnesses may speak to all charges during one session and then be excused from the hearing.
 - VIII. Excuse all parties present except the DDC to discuss the charges, evidence, and response of the member at issue.
 - a. The DDC discusses and determines, by majority vote, whether the charges were substantiated.
 - b. If the charges are substantiated, the DDC discusses potential disciplinary action(s) and determines, by majority vote of the DDC members present, the recommended disciplinary action.
- IX. Disciplinary actions may include one (1) or more of the following:
 - a. Suspension from participation in District activities – not to exceed 18 months
 - b. Suspension or removal from District office

- c. Suspension from eligibility to be elected or appointed to District office – not to exceed 18 months
- d. Private written censure of the member by the District Executive Committee
 - i. The DDC Chair drafts the private written censure.
 - ii. The draft is presented to the District Executive Committee for consideration.
 - iii. After the draft is finalized and approved, the private written censure is to be shared with the members of the District Executive Committee, the DDC, World Headquarters, the member at issue, and the complainant. Distribution of the written censure to additional parties is prohibited.
- e. Request that the Board of Directors review the matter and consider if further action is required.

- X. The DDC makes a motion setting out the proposed disciplinary action. This motion must be presented to the District Executive Committee as soon as possible.

The District Executive Committee receives the motion from the DDC and may ask clarifying questions, and proceed to vote on the proposed disciplinary action. Voting takes place following the voting procedures outlined in Protocol 7.1: District Events.

- XI. All disciplinary action must be approved by the DEC via a majority vote of those present and voting, with the exception of removal from office which requires a two-thirds vote of the entire DEC.
- XII. If the District Executive Committee approves disciplinary action, the investigating officer provides the appeal criteria to the member at issue, who then has 15 days to appeal to the Board of Directors. Disciplinary action cannot be enforced until the 15-day appeal period has expired. If an appeal is submitted for the Board's consideration, the disciplinary actions cannot be enforced until the Board has completed the review of the appeal. If the appeal fails, the enforcement date of the disciplinary action is based on when the Board determines the outcome of the appeal.

- S. The member at issue and World Headquarters are notified in writing within 24 hours of the conclusion of the District Executive Committee (DEC) meeting of the outcome by the chair of the DEC meeting or the District Administration Manager.

If the member at issue is from a different District, the respective District Director is notified. This is done in consultation with World Headquarters.

- T. The disciplinary process and the outcome are confidential, unless the circumstances of the case indicate that disclosure may be required, such as:

- I. Potential of harm to members or guests
- II. When the best interest of Toastmasters International may require discreet communications to others

Prior to any disclosure, the District Director (or next highest-ranking District officer) must consult with World Headquarters to determine if further disclosure is necessary. World Headquarters will provide direction as to the audience and scope of the disclosure.

- U. The Board of Directors may, on its own initiative, review the District Executive Committee's decision and reach a different conclusion in the best interests of Toastmasters International, its Member Clubs and individual members.

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

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

- b. If correctable, the individual acknowledges the infraction and corrects it.
 - c. If not correctable, the individual acknowledges the infraction and commits in writing to non-recurrence.
 - d. The International President informs the Board of Directors.
- II. A level-two violation is a severe violation (for example: excessive, inappropriate, or disrespectful behavior at a Toastmasters event, or relating to World Headquarters; consistently missing or being unprepared for Toastmasters-related speaking engagements; promoting the violation of Toastmasters Bylaws, Policies, or Protocol; deliberately misusing the Accredited Speaker or World Champion of Public Speaking title, embarrassing the organization, tarnishing the reputation of the program).
 - a. The International President reviews the information, conducts an investigation and consults with the Board of Directors and others as needed.
 - b. The Board of Directors determines the appropriate disciplinary measure, up to and including a hearing to consider revocation of the Accredited Speaker or World Champion of Public Speaking.
 - c. The Board may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
 - d. If the Board decides to proceed with the Disciplinary Committee's recommendation, appropriate procedures are followed.
 - e. There is no appeal of the Board's decision.

5. Procedure to Discipline Region Advisors

- A. All Region Advisors' actions and communications are to be ethical and consistent with Toastmasters International's Bylaws, Policies, Protocols, mission, vision, and core values.
- B. Region Advisors do not knowingly support, aid, facilitate, invite, or condone anyone or anything that interferes with or is detrimental to the programs, proceedings, or affairs of Toastmasters International.
- C. Violations include, but are not limited to, a breach of confidentiality; harassment; discrimination; illegal, dishonest, or unethical behavior; failure to uphold Toastmasters International's Bylaws, Policies, or Protocols; and undermining a decision of the Board.
- D. Disciplinary measures include, but are not limited to, a warning; a reprimand; correction of the infraction; commitment to non-recurrence; acknowledgement of the infraction or violation; apology to affected parties; private or public censure from the International President; removal from the role of Region Advisor; and removal from good standing.
- E. Disciplinary action for a violation is based on the severity of the offense:

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

World Headquarters staff; promoting the violation of Toastmasters Bylaws, Policy, or Protocol)

- a. The International President investigates a level-three violation and consults with the Chief Executive Officer.
- b. The International President and Chief Executive Officer consult with the Executive Committee.
- c. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures, up to and including a hearing to consider removal of the Region Advisor's good standing with Toastmasters International.
- d. The Executive Committee may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
- e. If the Executive Committee recommends a hearing to consider removal of the Region Advisor's good standing, the International President presents the situation and the Executive Committee's recommendation to the Board.
- f. If the Board decides to proceed with a hearing to consider removal of the Region Advisor's good standing, appropriate procedures are followed.
- g. If the Board decides not to proceed with a hearing to consider removal of the Region Advisor's good standing, the International President engages in disciplinary communication (oral and written) to the Region Advisor, including appropriate disciplinary measures, as decided by the Board.
- h. There is no appeal of the Board's decision.

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

- A. All actions and communications are to be ethical and consistent with Toastmasters International's Bylaws, Policies, Protocols, mission, vision, and core values.
- B. Past Board Members and Past Region Advisors do not support, aid, facilitate, invite, or condone anyone or anything that interferes with or is detrimental to the programs, proceedings, or affairs of Toastmasters International.
- C. Violations include, but are not limited to, a breach of confidentiality; harassment; discrimination; illegal, dishonest, or unethical behavior; failure to uphold Toastmasters International's Bylaws, Policies, or Protocols; and undermining a decision of the Board.
- D. Disciplinary measures include, but are not limited to, a warning; a reprimand; correction of the infraction; commitment to non-recurrence; acknowledgement of the infraction or violation; apology to affected parties; private or public censure from the International President; and removal from good standing.

- E. Disciplinary action for a violation is based on the severity of the offense:
 - I. A level-one violation is a minor infraction (for example: inappropriate or disrespectful behavior at a meeting or events, or relating to the World Headquarters staff).
 - a. The International President investigates a level-one violation and consults with the Chief Executive Officer.
 - b. The International President engages in disciplinary communication (oral and/or written) to the member.
 - c. If the infraction is correctable, the member acknowledges it and corrects it.
 - d. If the infraction is not correctable, the member acknowledges it and commits to non-recurrence.
 - e. The International President advises the Executive Committee of the situation.
 - f. The member may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the disciplinary communication.
 - II. A level-two violation is a medium violation (for example: an inadvertent breach of confidentiality; or committing, promoting, or ignoring a violation of Toastmasters Bylaws, Policy, or Protocol).
 - a. The International President investigates a level-two violation and consults with the Chief Executive Officer.
 - b. The International President and Chief Executive Officer consult with the Executive Committee.
 - c. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures; the Executive Committee reports that matter to the Board.
 - d. The Executive Committee may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
 - e. The International President engages in disciplinary communication (oral and written) to the member.
 - f. The member commits to non-recurrence.
 - g. The member may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the written disciplinary communication.
 - III. A level-three violation is a severe violation (for example: excessive inappropriate or disrespectful behavior at a meeting or events, or relating

to the World Headquarters staff; or promoting the violation of Toastmasters Bylaws, Policy, or Protocol).

- a. The International President investigates a level-three violation and consults with the Chief Executive Officer.
- b. The International President and Chief Executive Officer consult with the Executive Committee.
- c. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures, up to and including a hearing to consider removal of the member's good standing with Toastmasters International.
- d. The Executive Committee may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
- e. If the Executive Committee recommends a hearing to consider removal of the member's good standing, the International President presents the situation and the Executive Committee's recommendation to the Board.
- f. If the Board decides to proceed with a hearing to consider removal of the member's good standing, appropriate procedures are followed.
- g. If the Board decides not to proceed with a hearing to consider removal of the member's good standing, the International President engages in disciplinary communication (oral and written) to the member, including appropriate disciplinary measures, as decided by the Board.
- h. There is no appeal of the Board's decision.

7. Recognition Program Violations

- A. The Chief Executive Officer is authorized to delay, deny, or withdraw the granting of any recognition award, or the acceptance at World Headquarters of any documentation in support of any such award, if it appears that there were misrepresentations by or on behalf of the individual, club, Area, Division, or District seeking the award.
 - I. The final decision to deny or withdraw an award is the responsibility of and must be confirmed by the International President.
 - II. There is no right of appeal beyond the International President.
- B. If there are misrepresentations in the submission of a club's renewals, charter fees, or membership applications, that club shall be suspended from all performance results for the remainder of the program year.
 - I. The District Director, **Club Growth Director, and** Program Quality Director, ~~and Club Growth Director~~ shall be immediately notified of the action and provided the reasons for suspension.

- II. If all three (3) officers, or a majority of the officers and the Immediate Past District Director, or a majority of the District Executive Committee, certify in writing that, in their judgment, there was no misrepresentation, then the club can be reinstated to the performance results.
 - III. Clubs suspended from a District's year-end performance results must be reinstated before July 15 in order to receive credit for recognition as a Distinguished Club, Distinguished Area, Distinguished Division, and Distinguished District.
- C. Districts may create, administer, and promote District-specific recognition programs if and only if they act to supplement, and do not compete with or replace, official Toastmasters International recognition programs.

District Events

1. District Events

- A. All District events, including but not limited to District conferences, club officer training, District leader training, special events, and District Council meetings, must not be held jointly with any other District.
- B. Recommendations for the location of District events may be submitted to the District Director by District Executive Committee members or the District Council. Each program year the District Director, in consultation with the Program Quality Director, determines a timeline and process for such recommendations.
- C. The District Director decides the locations and venues for all District level events after considering recommendations and consulting with the Program Quality Director.
- D. The District Director is the only authorized signer of District level events contracts. District event contracts must not be signed more than 18 months prior to the event date.

2. Training

- A. All District-sponsored officer training incorporates the core content of the training programs for District leaders and club officers provided by Toastmasters International.
- B. Training events are included as part of the District calendar and published in District communications, including District newsletters and websites.
- C. If unable to attend training in their home District, a club officer may get credit for training in another District. An attending club officer is responsible for notifying both Districts.

3. Area and Division Director Training

- A. It is recommended that initial Area and Division Director training be held before the program year begins. If this is not possible, training must occur no later than September 30.
- B. The mandatory minimum duration of initial Area and Division Director training is four (4) hours.
- C. Area and Division Directors should participate in training provided by the District in which they are serving. Districts may train Area Directors by Division or by Divisions grouped together. Further, at the discretion of the District Director, training may be conducted online through use of live audio and video conferencing tools utilizing an online platform if:
 - I. The cost of travel to attend training is higher than half the cost of semi-annual dues.
 - II. The distance for two (2) or more Area or Division Directors to meet in a central location is greater than 60 miles/100 kilometers.

- III. Travel time to a central location is greater than two (2) hours round trip.
- IV. Travel conditions place the safety of the Area and Division Directors at risk.
- V. There are remote District leaders.
- D. Additional training for Area and Division Directors shall be conducted throughout the year.
- E. Additional training of Area and Division Directors may include other elected and appointed District leaders and is conducted at Division or District meetings.
- F. All training must focus on topics that support the achievement of the District and club mission:
 - I. Supporting all clubs in achieving excellence
 - II. Effective club visits
 - III. Techniques for creating new club opportunities and building new clubs
 - IV. Success plan status review
 - V. Individual leadership development topics such as time management, conflict resolution, delegation and leadership opportunities
 - VI. Conducting effective Area and Division Council meetings to reinforce club support
 - VII. Succession planning

4. Club Officer Training

- A. Districts train club officers a minimum of twice yearly: between June 1 and August 31, and between November 1 and February 28 (or February 29 in leap years).
- B. The Toastmasters Leadership Institute (TLI) is the recommended method of club officer training. If the District chooses this format, it must conform to the guidelines published by Toastmasters International. The terms “university” and “college” must not be used in naming the training.
- C. All District events are training opportunities. As part of District leader and club officer training, Districts may include educational sessions on communication and leadership for all members. District funds shall not be used to subsidize separate sessions for non-officers.
- D. Districts do not create any educational awards, including degrees, diplomas, or certifications.
- E. Districts only conduct training sessions focused on the training of club officers or District leaders and the achievement of the club or District mission.

- F. Districts do not compete with for-profit enterprises that deliver training programs. District-sponsored training is available only to members and their guests. These events are not open to the general public nor used as fundraising events.

5. District Executive Committee Meetings

- A. The District Executive Committee ensures that District leaders work to achieve the District mission.
- B. The composition and duties of the District Executive Committee are defined and described in Article XI, Section (a), of the District Administrative Bylaws.
- C. Each program year the District Executive Committee reviews and approves the District Success Plan; approves the budget and oversees the financial operation of the District; recommends the assignment of clubs to Areas and Divisions; reviews recommendations and reports of District committees, including those of the Audit Committee; determines the method of attendance for the Annual Meeting of the District Council, whether it be online or hybrid; and performs any duties assigned by the District Council.
- D. The District Executive Committee meets at least four (4) times each year. Online participation options must be made available for remote District leaders, if needed.
- E. Online meetings occur as recommended by the District Director and agreed upon by a majority of the committee. Any agenda item that requires the District Executive Committee to vote must adhere to the following process:
 - I. Notice of the electronic vote is posted to the District website four (4) weeks in advance of the vote opening.
 - II. The District posts the proposed agenda item at least 14 days in advance of the vote.
- F. District Executive Committee meeting information is included in the District calendar and in other District communications.
- G. Only those who have business before the District Executive Committee and have been invited by the District Director attend District Executive Committee meetings.
- H. Any training at District Executive Committee meetings focuses on achieving the District mission.
- I. At District Executive Committee meetings, unless noted, the following business is conducted:
 - I. The District mission is reviewed.
 - II. Roll call is taken, and a quorum is certified.
 - III. The District budget is prepared prior to the budget submittal deadline; copies of the budget are provided at or before the meeting.

- IV. The Audit Committee's report is presented to the District Executive Committee prior to each District Council meeting; copies of the audit are provided at or before the meeting. The Audit Committee is governed by Article XI, Section (c), of the District Administrative Bylaws.
- V. The Profit and Loss Statement is presented; copies of the report are provided at or before the meeting.
- VI. At the meeting prior to the Annual Meeting of the District Council, the alignment of clubs into Areas and Divisions is recommended.
- VII. The District Director's recommendations to fill any vacancies in office are approved.
- VIII. The District Director, **Club Growth Director**, Program Quality Director, ~~Club Growth Director~~, Division Directors, and Area Directors report on the District Success Plan and Distinguished program progress.

6. District Council Meetings

- A. The District Council is defined and described in Article XII, Section 3(c), of the Bylaws of Toastmasters International, and in Article IX of the District Administrative Bylaws.
- B. District Council meetings are governed by Article XII, Section 3(c), of the Bylaws of Toastmasters International, and by Article X of the District Administrative Bylaws.
- C. Each program year the District Executive Committee determines whether the Annual Meeting of the District Council, in which the elections take place, is conducted online or hybrid, as stated in Article X, Section (a), of the District Administrative Bylaws.
- D. Other meetings of the District Council, including special meetings, are conducted online. These meetings occur as recommended by the District Director and agreed upon by a majority of the District Executive Committee.
- E. Any agenda item that requires the District Council to vote must adhere to the following process:
 - I. Notice of the electronic vote is posted to the District website four (4) weeks in advance of the vote opening.
 - II. The District posts the proposed agenda item at least 14 days in advance of the vote.
 - III. The District posts the proposed budget at least 14 days in advance of the vote.
 - IV. The District posts information about proposed appointees at least 14 days in advance of the vote.
- F. District committee chairs and others, whose participation the council requires, may attend. At the discretion of the District Director, an option for online participation for non-voting individuals may be provided.

- G. Members who are not voting members of the council may attend the meeting but shall not participate in council deliberations.
- H. At District Council meetings, unless noted, the following business is conducted:
 - I. The District mission is reviewed.
 - II. The Credentials Committee report is presented.
 - III. Quorum is confirmed by the chair at the start of the meeting, according to Article X, Section c, of the District Administrative Bylaws.
 - IV. The Audit Committee report is presented.
 - IV. The District budget is adopted at the first District Council meeting.
 - V. The Profit and Loss Statement is presented.
 - VI. Appointed officers are confirmed at the first District Council meeting.
 - VII. The District Executive Committee's action to fill any vacancies in District office is confirmed.
 - VIII. The assignment of clubs to Areas and Divisions for the following year is adopted at the Annual Meeting of the District Council.
 - IX. The District Leadership Committee report is presented at the Annual Meeting of the District Council.
 - X. Nominations from the floor are taken, and election of District officers is conducted at the Annual Meeting of the District Council.
 - XI. The District Director, **Club Growth Director**, Program Quality Director, ~~Club Growth Director~~, Immediate Past District Director, and District Public Relations Manager report on progress toward District goals.

7. Division Council Meetings

- A. The Division Council manages Division activities; facilitates the achievement of club, Area, Division, and District goals; and helps with administrative activities, such as Division contests, meetings, and training.
- B. The Division Council meets at least twice each year. Meetings are conducted onsite, online, or in a hybrid format. The Division Director notifies attendees at least four (4) weeks before each meeting.
- C. Council members are the Division Director, Assistant Division Director Program Quality, Assistant Division Director Club Growth, and Area Directors within the Division.
- D. Unless noted, the following business is conducted at Division Council meetings:
 - I. Area Success Plan and progress in the Distinguished Area Program are presented.

- II. Club Success Plan and progress in the Distinguished Club Program are presented.
- III. The club officer training attendance report is presented.
- IV. Plans for Division events, such as training and speech contests, are made.

8. Area Council Meetings

- A. The Area Council manages Area activities and supports each club in the Area in fulfilling the club mission.
- B. The Area Council meets at least twice each year. Meetings are conducted onsite, online, or in a hybrid format. The Area Director notifies attendees at least four (4) weeks before each meeting.
- C. Council members include the Area Director, Assistant Area Director Program Quality, Assistant Area Director Club Growth, Area Secretary, Club Presidents within the Area, Club Vice Presidents Education within the Area, and Club Vice Presidents Membership within the Area.
- D. Unless noted, the following business is conducted at Area Council meetings:
 - I. Club Success Plan and progress in the Distinguished Club Program are presented.
 - II. Club officer training attendance reports are presented.
 - III. Plans for Area events, such as training and speech contests, are made.
 - IV. In accordance with the District Council's decision to elect or appoint Area Directors as specified in the District Administrative Bylaws, Article VII, Section C, evaluate and assess Area Director candidates in order to either:
 - a. Provide one (1) or more appointment recommendations to the District Director no later than a date recommended by the District Director and approved by the District Executive Committee. That date will be announced in the District's annual call for nominations. The recommendations are subject to alignment changes by the District Council, or
 - b. Elect the following year's Area Director and provide the results of the election to the District Director no later than a date recommended by the District Director and approved by the District Executive Committee. That date will be announced in the District's annual call for nominations. The elections are subject to alignment changes by the District Council.

9. Annual District Conferences

- A. The purpose of the annual District conference is to provide communication and leadership training opportunities toward achieving the club and District missions and to hold the District Council meeting. The annual conference is established

in Article XII, Section 4, of the Bylaws of Toastmasters International, and further defined in Article X, Section (a), of the District Administrative Bylaws.

- B. District conference information is included in the District calendar and in other District communications.
- C. The following events occur at the annual District conference:
 - I. The District Council meeting. Voting members are required to attend the Annual Meeting of the District Council.
 - II. The District-level International Speech Contest.
 - III. Any additional District-level speech contests as determined by the District Executive Committee.
 - IV. Educational sessions that focus on achieving the club and District missions.

10. Additional October/November Events

- A. In addition to the required council meetings (including Area and Division), District-sponsored training for club officers and Area and Division Directors, and the Annual District Conference, Districts may conduct a single event lasting no more than two (2) days that supports the missions of the club and/or District.
- B. This event must be held between October 1 and November 30 and must not be held jointly with any other District.
- C. The event must be budgeted, self-funded, and cannot result in a financial loss.
- D. The event must consist of the following:
 - I. Recognition and award celebrations, for example member and club achievements.
 - II. Education sessions that focus on:
 - a. Leadership opportunities.
 - b. Achieving the club mission and club excellence.
 - c. Achieving the District mission and new club building.
- E. The event may also include:
 - I. District-level speech contests as determined by the District Executive Committee, excluding the International Speech Contest.
 - II. District-sponsored club officer training (during November only).
 - III. District Executive Committee meetings.
- F. The event must not include District Council meetings or events that do not promote the club and/or District missions.

11. Special Events

- A. Special events must support achieving the District mission.
- B. Special events hosted by the District can be held throughout the year.
- C. All special events must comply with Toastmasters brand guidelines.

12. District Leader Training

- A. District Directors, **Club Growth Directors, and** Program Quality Directors, ~~and Club Growth Directors~~ have training opportunities from World Headquarters: ongoing e-learning sessions, August District Leader Training at the International Convention, and Mid-year District Leader Training.
- B. The Chief Executive Officer establishes the training schedules, determines and coordinates training sites, assigns Districts, and develops and implements training programs.
- C. Region Advisors attend the trainings and may participate as trainers. International Directors may also attend and participate as trainers, as needed.

District Fiscal Management

1. District Funds

- A. District funds are to be used to support the District mission. District officers are required to use funds effectively according to the District Success Plan, as well as Toastmasters Policy and Protocol. Expenses shall be incurred according to the following priorities:

- I. Education and Training
- II. Marketing outside Toastmasters
- III. Club growth and club retention
- IV. Membership growth and membership retention
- V. District communication and public relations

While the above five (5) categories are considered the highest priority, the following expense categories are also considered important to the District mission; however, the level of priority for the categories below is not strictly mandated and may be determined on an annual basis by the District:

- Recognition
- Travel and lodging
- Food and meals
- Speech contests conducted by the District
- Administration and District meetings

- B. District funds may be used for the International Convention and Mid-year Training, but must not be used for other events or meetings outside the District. District funds must not be used for membership payments, or club dues or fees. District funds must not be donated to any charitable fund, including the Ralph C. Smedley Memorial Fund®.
- C. Any noncompliance with regard to District fund usage may result in possible disciplinary actions and/or the withholding of District funds and reimbursements.

2. District Financial Records

- A. All District funds, bank statements, canceled checks, and other financial records are the property of the District and of Toastmasters International.
- B. Such funds and records are delivered to the new District Finance Manager or new District Director no later than July 1 of the new District program year under Article XII, Section (b), of the District Administrative Bylaws.
- C. The outgoing District Finance Manager and the outgoing District Director retain copies of any records necessary to complete the District year-end audit. Any funds, statements, or other financial documents received after July 1 are given immediately to the new District Finance Manager or new District Director.

3. District Reserve Account

- A. At the end of the program year, the District reserve account balance shall remain equal to or greater than 25% of that District's membership dues income

for the prior year. This amount shall be referred to as the Required Retention. If the Required Retention is not met in a particular year, the deficit shall be included in the subsequent year's budget, or otherwise agreed upon with the Chief Executive Officer, to allow the District to regain compliance.

- B. If the District reserve exceeds 1.25 times the Required Retention at the end of the program year, 50% of that amount shall be reduced from the District reserve and reallocated to Toastmasters International for purposes related to the organization's mission.
- C. District reserve accounts are only available for funds requisitions or supply orders when the following requirements have been fulfilled:
 - I. A list of all elected and appointed District leaders (along with their signed Officer Agreement and Release Statements), a calendar of District events for the year, and the alignment of clubs into Areas and Divisions are received at World Headquarters by July 15.
 - II. The District signature form for withdrawal of District funds and a list of authorized signers for all District accounts, provided by the bank, are received at World Headquarters by August 15.
 - III. The year-end audit for the preceding District year and financial records for January 1 through June 30 are received at World Headquarters by August 31.
 - IV. The District budget is received at World Headquarters by September 30.
 - V. The Profit and Loss Statement for the period of July 1 through September 30 is received at World Headquarters by October 31.
 - VI. The mid-year audit and financial records for the period of July 1 through December 31 are received at World Headquarters by February 15.
 - VII. The Profit and Loss Statement for the period of July 1 through March 31 is received at World Headquarters by April 30.
 - VIII. A list of assets signed by the Immediate Past District Director and current District Director is submitted to World Headquarters by August 31 of each year.
 - IX. Account reconciliations are completed in the online District accounting system within 30 days of each month end.

4. Financial Controls

- A. The financial duties of District officers and other financial controls are set forth in Articles III, VIII, IX, XI, and XII of the District Administrative Bylaws.
- B. The annual District Membership Dues Allocation shall be budgeted to equal the actual prior year's District Membership Dues Allocation, or an amount otherwise approved by the Chief Executive Officer.
- C. A budgeted loss, whereby budgeted expenses exceed budgeted revenues, is not permitted.

- D. District checks must be signed by the District Director and District Finance Manager. Checks made payable to the District Director or District Finance Manager must be signed or approved in advance in writing by the **Club Growth Director or** Program Quality Director~~-or Club Growth Director~~. Alternate signers are permissible only if approved by the Toastmasters International Executive Committee.
- E. If District account signers are cohabitants, spouses, children, grandchildren, siblings, and/or spouses of their children, grandchildren, and siblings, their signatures or approvals must always be countersigned or approved by another approved signer who is not one (1) of the above.
- F. The District Profit and Loss Statement must be provided at each District Executive Committee and District Council meeting.
- G. Within 30 days of the relevant month end, the District Finance Manager must submit the District Profit and Loss Statement, with narrative explanations:
- monthly, to the District Director, **Club Growth Director, and** Program Quality Director~~, and Club Growth Director~~; and
 - quarterly, to World Headquarters.

On receipt of these documents, the aforementioned directors shall review them for accuracy and discuss any variance. Concerns or questions should be raised directly with the District Finance Manager within 30 days of receipt or as soon as the director becomes aware.

- H. All District expenses must be supported by receipts or documentation and be allocated to a budget line item at the time the expense is incurred.
- I. All expense reimbursement claims must be approved by the District Director, apart from those submitted by the District Director. The District Director's reimbursement claims must be approved by the **Club Growth Director or** Program Quality Director~~-or Club Growth Director~~.
- J. A single expenditure in excess of \$500 USD must be authorized in advance in writing by both the District Director and the **Club Growth Director or** Program Quality Director~~-or Club Growth Director~~.
- K. Itemized point-of-sale receipts are required for all reimbursements. Credit card statements and bank statements are not receipts. When no receipt is available, a detailed explanation of the expenditure is required to be considered for reimbursement. Mileage reimbursements require documentation consisting of the travel date, distance, and travel purpose.
- L. Reimbursement requests must be made within 60 days of incurring the expense and by July 31 for expenses incurred in June. Districts must reimburse requestors within 30 days after receipt of an authorized reimbursement request.
- M. Commingling of District funds with funds in personal accounts, club accounts, or any other accounts is prohibited.

- N. All District bank accounts and funds are included in the District budget, including any accounts held at the Division, Area, and conference level.

5. District Budget

- A. The District Director, **Club Growth Director**, Program Quality Director, ~~Club Growth Director~~, and District Finance Manager prepare the District budget between June 1 and August 31.
- B. Before signing, the District Finance Manager will send the proposed budget to World Headquarters for initial review. The District Director, **Club Growth Director**, Program Quality Director, ~~Club Growth Director~~, and District Finance Manager must sign the reviewed District budget by September 30, certifying that they have participated in the preparation of the budget.
- C. Under Article XI, Section (a), of the District Administrative Bylaws, the District Executive Committee gives preliminary approval to the District budget. The District Director submits the budget to World Headquarters between September 1 and September 30.
- D. The District Director must distribute copies of the budget prior to the District Council meeting.
- E. By September 30, at the District Council meeting, the District Finance Manager or another member of the District Executive Committee presents the District budget for approval.
- F. A District's budget must align with the District Success Plan.
- G. District budget expenses shall be limited as follows:

Category of Expenses	Nature of Expenses	Limit (% of District Membership Dues Allocation)
Education and Training	Training club officers Training District, Division, and Area Directors Training club sponsors, mentors, and coaches Educational workshops	max. 15%
Marketing outside Toastmasters	Marketing the Toastmasters program outside the organization	min. 5%, max. 10%
Club Growth	Building new clubs Rebuilding clubs Membership growth Membership retention Club coaching	max. 15%

Category of Expenses	Nature of Expenses	Limit (% of District Membership Dues Allocation)
Public Relations	Internal and external communications Public relations within the District	max. 10%
Recognition	Acknowledge and honor District, Division, Area, club, and member achievement	max. 20%
Travel	Reimbursement of travel-related expenses incurred by members of the District Executive Committee, keynote speakers, and members in the course of their District-approved duties	max. 25%
Lodging	Reimbursement of lodging-related expenses incurred by members of the District Executive Committee, keynote speakers, and members in the course of their District-approved duties	max. 15%
Food and Meals	Any food items purchased, as approved by the District	max. 15%
Speech Contests	Expenses incurred in support of District-, Division-, and Area-level speech contests	max. 5%
Administration	Items related to the general upkeep of the District and facilitation of District officers' duties	max. 10%
District Leader Training	Expenses to attendance at Mid-year and August trainings	No max, but uses annual guidelines published by WHQ

The following items must necessarily break even or turn a profit (revenue earned must be equal to or greater than expenses incurred):

- Annual Conference
- District Store
- Fundraising

Any shortfall or deficit in these three (3) items will be made up by the deduction of the loss from the following year's District Membership Dues Allocation, unless otherwise exempted by the Chief Executive Officer.

Districts may request a one-year increase in the maximum limit for the categories of travel, lodging, and marketing outside Toastmasters. The Chief Executive Officer will only approve the request if it is determined that the increase is the best solution to support the District mission.

6. District Audit

- A. The Audit Committee's composition, functions, and deadlines are described in Article XI, Section (c), of the District Administrative Bylaws.
- B. Between July 1 and November 1, the District Director appoints a District Audit Committee prior to the mid-year audit.
- C. The mid-year audit accounts for all District financial transactions between July 1 and December 31. Between January 1 and January 31, the District Finance Manager provides documents and financial records for the mid-year audit period to the District Audit Committee.
- D. The year-end audit accounts for all District financial transactions between July 1 and June 30. Between July 1 and August 15 of the new program year, the District Finance Manager provides documents and financial records for the year-end audit period to the District Audit Committee.
- E. The above-noted audit documents and financial records include:
 - I. The District Profit and Loss Statement, including all District income and expenses
 - II. All District bank statements and District reserve statements, including those held at the Division, Area, and conference levels
 - III. Statements of outstanding liabilities and obligations, accruals, and fixed assets
 - IV. Financial records and supporting documentation associated with District finances, including but not limited to cancelled checks, paid invoices, cash receipts, and disbursement journals.
- F. The District Audit Committee presents the mid-year audit report to the District Executive Committee by February 15. Once presented to the District Executive Committee, the mid-year audit report and financial records will be submitted by the District Audit Committee or District Finance Manager to World Headquarters by February 15. The District Audit Committee or the District Executive Committee then present the mid-year audit report at the District Council meeting, distributed four (4) weeks prior to the meeting.
- G. The District Audit Committee presents the year-end audit report to the District Executive Committee by August 31. Once presented to the District Executive Committee, the year-end audit report and financial records will be submitted by the District Audit Committee or District Finance Manager to World Headquarters by August 31. By September 30, the District Audit Committee or District Executive Committee present the year-end audit report at the District Council meeting, distributed prior to the meeting.

7. Electronic Payments, Cash Advances, and Debit Cards

- A. Checks, debit cards, electronic funds transfers or similar forms of payment are used for District obligations.
- B. Debit cards may be used as a method of payment for District obligations. Only the District Director or District Finance Manager may use such cards.

Payments made by the District Director must be authorized in advance in writing by the District Finance Manager and **Club Growth Director or** Program Quality Director ~~or Club Growth Director~~. Payments made by the District Finance Manager must be authorized in advance in writing by the District Director and Program Quality Director or Club Growth Director.

- C. Where payment by check or debit card is not possible, electronic funds transfer or other similar forms of payments may be used. These types of transactions may only be conducted when approved in advance by the Chief Executive Officer.
- D. Cash advances for budgeted District expenses (limit \$100 USD) may be extended so that members need not spend personal funds on behalf of the District.

All advances must have prior written approval from the District Director and District Finance Manager, or **Club Growth Director or** Program Quality Director ~~or Club Growth Director~~ and District Finance Manager if the advance is for the District Director. Receipts must be submitted to the District Finance Manager and the advance reconciled within five (5) business days.

8. Other District Expenses

Toastmasters International's nonprofit, tax-exempt status depends upon devoting the organization's resources to its educational and charitable mission. Districts periodically incur non-routine expenses that must be appropriately managed to preserve this status.

Expenses that are essentially personal gifts must provide no more than "incidental private benefit" and must have a reasonable relationship to activities that directly support the mission. Examples are tokens of appreciation, expressions of sympathy and modest incentives. These items are appropriate if they promote goodwill and a positive atmosphere for the delivery of the Toastmasters program, but must never be lavish or excessive. Cash and cash equivalents, including but not limited to non-Toastmasters gift certificates, gift cards, or any other stored-value products, are not permitted.

The following examples are representative of non-routine expenses, but are not all-inclusive.

All advances must have prior written approval from the District Director and District Finance Manager, or **Club Growth Director or** Program Quality Director ~~or Club Growth Director~~ and District Finance Manager if the advance is for the District Director. Receipts must be submitted to the District Finance Manager and the advance reconciled within five (5) business days.

Category	Examples
Tokens of Appreciation	• Thank You cards • Flowers up to \$25 USD • Toastmasters gift certificates • Toastmasters products • Gifts up to \$25 USD
Expressions of Sympathy	• Sympathy cards • Flowers up to \$25 USD

Category	Examples
Incentives	• Toastmasters products • Toastmasters gift certificates • Registration (i.e., Conference, TLI)

District Campaigns and Elections

1. Schedule

Date	Action
No later than November 1	District Director appoints District Leadership Committee (DLC) Chair.
No later than December 1	DLC members are recommended by the DLC Chair and approved by the District Director.
No Later than January 15	Call for candidate declarations.
Determined by the DLC Chair and announced to the members of the clubs in the District	Deadline for candidates to declare intent to run.
March 15 – June 1	Annual Meeting of the District Council occurs (actual date set by each District).
Six (6) weeks prior to the election date	DLC notifies District Director of nominated candidates.
Four (4) weeks prior to the election date	DLC report and biographical forms are emailed to all members of the District Council and posted on the District website. Eligible floor candidates shall declare their intent to run in writing to the District Director after the DLC report has been published and at least seven (7) days prior to the Annual Meeting of the District Council.
July 15	Deadline to submit Officer Agreement and Release Statements and District Leader rosters to World Headquarters.

2. District Leadership Committee

- A. The District Leadership Committee (DLC) is defined and governed by Article XI, Section (b), of the District Administrative Bylaws.
- B. Members of the DLC acknowledge and agree to the following guidelines:
 - I. Abide by the timeline provided in Article XI of the District Administrative Bylaws.
 - II. Identify and seek qualified candidates for each position.
 - III. Commit to meet on a regular basis to conduct candidate assessments and to complete the selection process.

DLC meetings and deliberations are confidential and must not be attended by or shared with those who are not DLC members. A DLC candidate interview is attended only by the DLC members and the candidate.
 - IV. Confirm that each candidate meets the candidate qualifications defined in Article VII, Section (d), of the District Administrative Bylaws.

- V. Ensure that there is a minimum of one (1) candidate each for the offices of District Director and **Club Growth Director** ~~Program Quality Director~~; two (2) or more candidates for the office of **Program Quality Director** ~~Club Growth Director~~; and a minimum of one (1) candidate for all other elective District offices.

C. DLC composition:

- I. The District Director appoints a chair, who is a past District leader, preferably a Past District Director. The DLC Chair shall not hold any other District role (with the exception of the Immediate Past District Director) while serving as DLC Chair.
 - II. Committee members are appointed by DLC Chair, subject to the approval of the District Director.
 - III. Each committee member and the DLC Chair must be an active and paid member.
 - IV. Each Division in the District must be equally represented on the committee.
 - V. A member from a different District in the same region may be appointed to the DLC by the District Director, as a voting member or non-voting member, to provide outside perspective and to enhance the DLC process during deliberations. This member will not represent a Division.
 - VI. The District Director, **Club Growth Director, and** Program Quality Director, ~~and Club Growth Director~~ shall not serve as members of the DLC.
 - VII. International Officer and Director candidates, Board Members, Region Advisors, and Region Advisor applicants shall not serve on the DLC.
 - VIII. All committee members must complete a Committee Member Agreement and submit it to the DLC Chair before the committee begins its work.
- D. DLC members serve one (1) year on the DLC and may be reappointed after a one-year absence from the committee.
- E. Communication may be by conference call, email, or other means when geographic distance and other factors impede onsite participation.
- F. DLC members shall not participate in any campaign or endorse any candidate for District office.
- G. No DLC member may be nominated or run from the floor for any District office for the program year following the election at which the committee's report is presented.
- H. DLC members with a potential conflict of interest, such as a business or personal relationship with a candidate that could create a reasonable doubt as to the ability of the committee member to be impartial, must declare it at the Committee's first meeting or as soon as the potential conflict is identified. The

Committee reviews the potential conflict of interest and determines, by a majority vote, if it constitutes an actual conflict of interest. If a conflict of interest is determined to exist the committee member must abstain from the interviews, discussion, and voting regarding that candidate in the context of the Committee.

In the event the DLC chair has a potential conflict of interest, as specified above, the chair must declare it to the District Director as soon as the potential conflict of interest is identified. The District Director reviews the potential conflict of interest and determines if it constitutes an actual conflict of interest. If a conflict of interest is determined to exist, the chair is asked to resign.

3. Candidate Assessment and Selection

- A. Before candidate assessment begins, the DLC verifies that each candidate meets the qualifications listed in Article VII of the District Administrative Bylaws.
- B. The DLC interviews and evaluates all known candidates for each elected position. The DLC reviews, in detail, the duties of the position as defined in Article VIII of the District Administrative Bylaws with each candidate. Candidates are evaluated using the Candidate Evaluation and District Officer Competencies documents. The chair provides these documents to the DLC members.
- C. All candidates are interviewed by at least two (2) committee members jointly or individually. Candidates for the same position are interviewed by the same interviewers except for the Division Director position.
 - I. Candidates for the same Division Director position (e.g., Division A, Division B, etc.) are interviewed by the same interviewers.
 - II. Division Director candidates who have completed the DLC interview process for any Division(s) are eligible as a floor candidate and may run for any Division Director position.
 - III. If a DLC member resigns or is replaced after interviews have begun, candidates who have completed their interviews do not need to be interviewed again by the newly appointed DLC member in order to meet the requirement as defined under Section 3.C. of this Protocol.
- D. Online participation options for interviews must be made available if needed.
- E. The DLC members, including the chair:
 - I. Have equal opportunity to express their perspectives during candidate-selection deliberations.
 - II. Exercise independent judgment during the selection process.
 - III. Consider the experience, abilities, and qualifications of each candidate.
 - IV. Keep in mind the best interests of Toastmasters International, its Member Clubs, individual members, and the District.
 - V. Discuss each candidate for each elective District office.

- F. The DLC Chair is a non-voting member of the committee and does not attempt to influence the other members of the committee.
- G. Committee members cast their votes in written form, and the committee nominates a minimum of one (1) candidate each for the offices of District Director and **Club Growth Director-Program Quality Director**; two (2) or more candidates for the office of **Program Quality Director-Club Growth Director**; and a minimum of one (1) candidate for all other elective District offices.
- H. Votes are tallied by the DLC Chair and at least two (2) other committee members. The Chair announces the results to the committee.
- I. To be nominated, a candidate must receive a majority vote of the DLC.
- J. DLC deliberations and votes are confidential and may be shared only with the District Director, World Headquarters, and the Toastmasters International Board of Directors.

4. Nomination Results

- A. The reporting of committee results is governed by Article XI, Section (b), of the District Administrative Bylaws.
- B. The DLC Chair or the District Director notifies nominated candidates and reconfirms their willingness to be nominated and their commitment to fulfill the duties of office.
- C. The District Director distributes the committee report and the Candidate Biographical Form for each candidate to the District Council.
- D. The DLC Chair or District Director notifies candidates who were not nominated and advises them of their eligibility to seek office as floor candidates.
- E. The DLC report is incomplete if the DLC is unable to nominate the required number of candidates for any individual office(s). The nomination report is invalid if any other DLC requirement, process, or deadline is not complied with.
- F. If the DLC report is incomplete, qualified candidates may run from the floor for any position for which the DLC did not nominate the required number of candidates. Qualified candidates must notify the District Director seven (7) days prior of their intent to run from the floor. Any nominations made by the DLC are valid.
- G. If the DLC report is invalid, qualified candidates may run from the floor for all positions. Any nominations made by the DLC are invalid. The report may be presented to District Council members as an advisory report at the discretion of the District Executive Committee.
- H. Any protest related to the DLC report must be submitted to the District Director no later than two (2) weeks prior to the elections.
- I. It is recommended that the DLC Chair or designated committee member provide feedback to all candidates for leadership development.

5. Announcement of Candidacy

- A. Members, including current members of the District Executive Committee, may self-nominate for District office, be sought out by the DLC, or be nominated by an individual member.
- B. Floor candidates have the same opportunities and responsibilities as nominated candidates unless otherwise noted.
- C. To be nominated, elected or appointed, or run from the floor for any District officer position, candidates must:
 - I. Sign the Toastmasters International Officer Agreement and Release Statement.
 - II. Submit a completed Candidate Biography Form and photograph.
- D. All signed forms from elected or appointed leaders must be submitted to World Headquarters as soon as practicable after the elections but no later than July 15.

6. Campaign Communications

- A. A campaign communication is any message, in any form, such as phone calls, postal mail, email, and social media, unsolicited by the recipient that promotes or publicizes a candidate.
- B. Photographs, audio, video, and electronic representations in all campaign materials and displays, and on the candidate's website and social media profiles, related to this campaign may be of the candidate only; no other persons are permitted.
- C. All candidates are responsible for obtaining written permission for any quotes and testimonials used in candidate campaign materials and displays, on websites, and on social media profiles. Proof of written permission may be requested for review by the District Director.
- D. Unsolicited subscriptions to information by or about a candidate, such as a newsletter, blog, or social media page, are not permitted.
- E. Communications by the District in connection with a candidate's presentation at a District conference, and internal communication among campaign team members, are not considered campaign communications.
- F. The District Director provides contact information to declared candidates only after receiving their Officer Agreement and Release Statement.
 - I. Only District Council members' contact information is provided. The contact information must include all available names, mailing addresses, email addresses, and phone numbers of the District Council members.
 - II. The contact information may only be used for campaign purposes.
- G. District candidates may only send two (2) campaign communications. These communications may only be sent to members of the District Council:

- I. The first communication may be sent between January 1 and two (2) weeks prior to the Annual Meeting of the District Council.
 - II. The second communication may be sent two (2) weeks prior to and no later than the date of the Annual Meeting of the District Council.
- H. Candidates may have a website and use social media to promote their candidacy. No District or club social media sites or websites may be used to promote any individual candidate. District and club websites may list the nominated candidates.
- I. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites, including social media sites, for campaign purposes.
- J. District candidates may use the Toastmasters trademarks, including the logo and the names "Toastmasters" and "Toastmasters International," on printed and electronic campaign materials, websites and social media sites. Use of the trademarks on any other items requires the written permission of the Chief Executive Officer.
- K. Candidates shall not produce or distribute any wearable campaign items (such as buttons, pins, hats, sashes, apparel, etc.).
- L. At District conferences and District non-election meetings (such as Area and Division speech contests), nominated candidates and floor candidates may only distribute and display campaign materials in the Candidate Corner (if there is a Candidate Corner). Candidates or their representatives are responsible for the delivery, set-up, and removal of materials.
- M. In the event of an online or hybrid election, a District may host an online Candidate Corner event at the District conference. The online Candidate Corner provides a breakout room for each candidate to allow members to visit the room to ask questions.
- N. At District non-election meetings (such as Area and Division speech contests), candidates may be introduced as long as all candidates present are introduced.
- O. Candidates shall not host hospitality suites at any District event or contribute to a District hospitality suite. A hospitality suite is defined as a room where refreshments are provided and attendance is open to any member.
- P. Candidates may speak and give educational presentations at District conferences, at a time other than during the Annual Meeting of the District Council, at the discretion of the District Director.
 - I. All candidates must receive equal opportunity.
 - II. The time, place, and length of presentation are identified by the District Director.
 - III. Candidates shall not serve as speech contest officials or test speakers above the club level.

- Q. Candidates shall not present campaign speeches at any District non-election meeting, or campaign at any club meetings.
- R. Advertisements in District publications, such as in newsletters, in conference programs, or on websites, by or on behalf of candidates for District office are not permitted.
- S. The names of floor candidates are not published with the DLC report or in any other District publication.
- T. Candidates or their representative(s) shall not send campaign communications once the Annual Meeting of the District Council begins.

7. Candidate Endorsements

- A. District Executive Committee members shall not take any action to endorse or officially support any candidate; however, District Executive Committee members who are running for District office may campaign on their own behalf.
- B. International Officer and Director candidates, members of the Toastmasters International Board of Directors, and Region Advisors shall not take any action to endorse or support any candidate for District office.
- C. All candidates must obtain written permission for any endorsements (i.e., quotes and testimonials) used in candidate campaign materials and displays, and on websites. Proof of written permission may be requested for review by the District Director.

8. Campaign Violations

- A. All actions by individual members must comply with Policy 3.0: Ethics and Conduct and Protocol 3.0: Ethics and Conduct.
- B. Candidates are responsible for ensuring campaign supporters are familiar with campaign Policies. Candidates acknowledge that violation of Policies and Protocols may result in consequences.
 - I. A level-one violation is a minor infraction that is usually correctable (for example: posting a photo of someone other than the candidate on the candidate's website).
 - a. The violation is reported to the District Director, who investigates the matter. If the District Director cannot resolve the matter, it is turned over to the District Executive Committee.
 - b. The candidate is educated and informed about the violation. 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 District Executive Committee action in exchange for votes, or in violation of Policy 3.0, Section 6.D.).
 - a. The violation is reported to the District Director no later than 72 hours before the election. The District Director investigates the matter or assigns the investigation to the District Executive Committee.

- b. The District Director may, at their discretion, investigate violations that occur later than 72 hours prior to the election.
 - c. The District Executive Committee may enact these penalties:
 - 1. An announcement of the violation is made prior to the election. This announcement occurs at an appropriate time and place or on the District's website as determined by the District Executive Committee.
 - 2. A letter of censure may be issued to the candidate by the District Executive Committee.
 - III. A level-three violation is one of campaign ethics (for example: candidate actively engaging in or promoting the violation of Toastmasters Bylaws, Policy, or Protocol).
 - a. The violation is reported to the District Director no later than 72 hours before the election. The District Director investigates the matter or assigns the investigation to the District Executive Committee.
 - b. The District Director may, at their discretion, investigate violations that occur later than 72 hours prior to the election.
 - c. The District Executive Committee may enact these penalties:
 - 1. Any or all penalties for level-two violations.
 - 2. Request that a candidate withdraw from candidacy.
 - 3. Engage in further discipline following the processes outlined in Protocol 3.0.
 - C. Discipline, related to campaign violations, that is administered by the District Executive Committee may be appealed to the District Council. The District Council's decision is final. Such decisions shall not be appealed to the Toastmasters International Board of Directors or World Headquarters. However, the Board of Directors may, on its own initiative, review the District's decision and reach a different conclusion in the best interests of Toastmasters International, its Member Clubs, or individual members.
 - D. After the nominations are published, any proven candidate Policy violations must be shared with the District Leadership Committee Chair. Such violations may be disclosed at the Annual Meeting of the District Council by the DLC chair or District Director. If any violations are disclosed at the meeting, all violations of equal level must be disclosed at the meeting.

9. **Candidate Showcase**

- A. At the District conference, it is recommended that a Candidate Showcase occur before the Annual Meeting of the District Council.

- B. Prior to the District conference, the District Director appoints members to serve as chair and co-chair of the Candidate Showcase. Other members are assigned as needed.
- C. Each candidate is given equal time to be interviewed by the chair based on questions related to the achievement of the District mission.
- D. When held, a Candidate Showcase must be exclusively onsite or exclusively online to give each candidate an equal platform. An online Candidate Showcase may be prerecorded and posted no sooner than one (1) week before the Annual Meeting of the District Council.
- E. The presentation schedule, with the names of all nominated candidates and known floor candidates for District office, is prepared by the District Administration Manager. The showcase begins with all candidates for the office of District Director, in alphabetical order by surname, and then proceeds to subsequent offices in order.
- F. There is no census or poll taken of the delegates at a Candidate Showcase.

10. Credentials

- A. District voting is governed by the District Administrative Bylaws, Article X, Section (d).
- B. The District Director sends a credential form to each Club President and Vice President Education 30 days before the Annual Meeting of the District Council- in the District newsletter or in a separate mailing.
- C. Prior to the Annual Meeting of the District Council, the District Director appoints a Credentials Chair to supervise the credentials, voting, and ballot counting processes. The Credentials Chair may select members to form a Credentials Committee.
- D. The Credentials Chair is, when practicable, a Past District Director.
- E. The Credentials Chair obtains a list of paid clubs and a list of current District Council members (Club Presidents, Vice Presidents Education, and District officers eligible to vote). The Credentials Chair ensures that ballots are only issued to current District Council members.
- F. Ballots indicate the office being contested or are sequentially numbered. The names of nominated candidates may be printed on the ballots. The names of floor candidates shall not be printed on the ballots. Ballot templates are available on the Toastmasters International website.
- G. The Credentials Committee ensures that no campaign materials are in the credentials area.

11. Elections

- A. The District Director or a person designated by the District Director explains the election rules and procedures to the delegates.
- B. The DLC Chair shall present the committee's report. In the chair's absence, the District Director designates another member of the DLC, when practicable, to

present the report. The chair or designee announces the names of the committee members and reads the name of each nominated candidate, in alphabetical order, for each of the offices of District Director, **Club Growth Director**, Program Quality Director, ~~Club Growth Director~~, and Division Directors. The Area Directors, District Public Relations Manager, District Administration Manager, and District Finance Manager are also announced if elected.

- C. If any proven level-two or -three Policy violation(s) by a candidate have occurred, according to Section 8 of this Protocol, the District Executive Committee may disclose that violation and its consequences prior to the election.
- D. For each office, the District Director inquires whether there are additional nominations from the floor.
 - I. Floor candidates for District Director, **Club Growth Director**, Program Quality Director, ~~Club Growth Director~~, and Division Director who have completed the evaluation process conducted by the DLC are eligible to run from the floor at the Annual Meeting of the District Council, according to Article VII, Section (e), of the District Administrative Bylaws. All eligible floor candidates must declare their intent to run to the District Director at least seven (7) days prior to the elections.
 - II. If the DLC report is invalid, candidates for District Director, **Club Growth Director**, Program Quality Director, ~~Club Growth Director~~, and Division Director may be nominated as floor candidates without going through the DLC evaluation process.
 - III. Floor candidates must be nominated by a member of the District Council. Floor candidates may self-nominate when they are a member of the District Council.
 - IV. Floor candidates or, in their absence, their representatives state their eligibility qualifications.
 - V. Floor candidates for District Director, **Club Growth Director**, Program Quality Director, ~~Club Growth Director~~, and Division Director must declare their intent to run to the District Director and sign the Officer Agreement and Release Statement at least seven (7) days prior to the elections. Only the Officer Agreement and Release Statements of those elected are sent to World Headquarters.
 - VI. The District Director may declare any proven level-two or -three Policy violations by floor candidates to the District Council.
 - VII. When nominations are complete, the District Director declares the nominations for that office closed.
- E. A candidate nominated by the District Leadership Committee who is not elected to the nominated office may be nominated from the floor for a maximum of one (1) additional office at the Annual Meeting of the District Council. A candidate who is not nominated by the District Leadership Committee may stand as a

floor candidate for a maximum of two (2) District officer roles at the Annual Meeting of the District Council.

- I. Candidates must have completed the DLC interview process for each office.
 - II. Candidates must have declared their intent to run at least seven (7) days prior to the elections, for each office.
 - III. Upon approval of a new Division or new Divisions, at the Annual Meeting of the District Council, candidates who have gone through the DLC interview process, for any Division, are eligible to run from the floor for the new Division or Divisions. In this circumstance the requirement to declare intent prior to the Annual Meeting of the District Council is waived.
- F. At the discretion of the District Director, candidate speeches should all be delivered onsite or should all be delivered online to give each candidate an equal platform.
- G. After nominations are closed, candidate speeches are given. Each candidate speaks on their own behalf. If a candidate is not present, an authorized representative may speak for the candidate. Candidate speeches shall not contain negative information about other candidates. If there is only one (1) candidate nominated, no speech is given.
- H. A candidate's representative shall not be a member of the District Executive Committee, a member of the DLC, the Credentials Chair, or any other meeting official.
- I. The balloting for each office takes place immediately following candidate speeches. The number of votes that a member may cast is governed by Article X, Section (d), of the District Administrative Bylaws.
- J. After nominations for an office are closed, if there is only one (1) candidate for the office, the District Director may entertain a motion to dispense with the secret ballot for the uncontested office and instruct the District Administration Manager to cast a single ballot for the candidate.
- K. Candidates are responsible for appointing one (1) observer to monitor the integrity of the voting and ballot counting process.
- L. Each election is completed and the winner announced before moving to the subsequent election.
- M. Any candidate who receives a majority of the votes cast is declared elected. In the event no candidate receives a majority of the votes cast for a contested office, voting continues with the use of special ballots. 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 such succeeding ballots the same procedure shall be followed until a nominee has received a majority of all votes cast. In case of a tie between two (2) remaining nominees, the election shall be decided by lot.

- N. Upon adjournment of the Annual Meeting of the District Council, all election results are final. Results of the election must be displayed on the District website and may also be announced in other public forums as soon as possible following adjournment of the meeting.
- O. All ballots are retained for 24 hours following the close of the meeting for review only by the District Director or District Credentials Chair, as necessary, and immediately thereafter destroyed by the District Director or District Credentials Chair.



2026-2027 Audit Committee Teleconference

June 12, 2026

The 2026-2027 Audit Committee met on June 12, 2026, with Audit Committee Chair Jon Greiner, DTM, PIP, presiding. Also present were Co-Chair Lark Doley, DTM, PIP, Chief Financial Officer Jonathan Lam, and Controller Wally Kaczor.

1. The Audit Committee reviewed and discussed their role and responsibilities, as defined in the California Nonprofit Integrity Act (NIA) of 2004, the Bylaws of Toastmasters International, Policy 8.8:Audit, and Policy 11.4: Board of Directors Committees.
2. In accordance with the California Nonprofit Integrity Act (NIA) of 2004, each year, an independent auditing firm is selected to audit the organization's financial statements. Chief Executive Officer Daniel Rex recommended to the Audit Committee that Toastmasters International engage the public accounting and auditing firm Eide Bailly as the auditor of the organization's financial statements for 2026. CEO Rex recommended to the Audit Committee that Toastmasters International engage the public accounting and auditing firm HLB Atrede as the auditor of the financial statements of Toastmasters International Singapore Limited for 2026. CEO Rex recommended to the Audit Committee that Toastmasters International engage the public accounting and auditing firm Shanghai Acumen as the auditor of the financial statements of Toastmasters (Shanghai) Education Technology Co., Ltd. (Tou Ma) for 2026.

The Audit Committee concurs with the Chief Executive Officer's recommendation and recommends to the Board that the organization retain the professional services of Eide Bailly, HLB Atrede, and Shanghai Acumen for Toastmasters International, Toastmasters International Singapore Limited, and Toastmasters (Shanghai) Education Technology Co., Ltd. (Tou Ma), respectively, as the 2026 auditors and tax preparers.

3. The Audit Committee authorized Chief Financial Officer Jonathan Lam to sign the engagement letters for the services of the audit firms listed in item #2 for the 2026 fiscal year.

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


Kristen Kyriazis
Secretary

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



Minutes of the 2025-2026 Executive Committee Meeting

August 14-15, 2026

The 2025-2026 Toastmasters International Executive Committee met on August 14-15, 2026, with International President Rochat, DTM, presiding. The other officers present were, Distinguished Toastmasters all: McGhee, Seshadri, Gamester, and Spear. Chief Executive Officer Rex and the following World Headquarters team members were also present: Lam, Lurquin, Shah, Welsh, Villa, and Kyriazis. No Committee members were absent.

1. The agenda was adopted.
2. International President Rochat presented a report in which she reflected on her term. This year has been about connection – developing partnerships within the Board, with the Region Advisors, and with World Headquarters. She related her efforts to personally connect to Districts, including recording many customized messages of encouragement and support.
3. The Committee considered an incentive that would recognize club-building efforts by Districts made throughout the program year. Clubs chartered earlier in the program year have more time to establish successful practices, participate in the Distinguished Club Program, and contribute to the achievement of District goals. The proposed incentive would recognize Districts that achieve milestones in the chartering of new clubs by September 30 and March 31. The Committee recommends that the Board establish the District Club Growth Incentive as presented.
4. **HIGHLY CONFIDENTIAL**
5. The Committee reviewed and considered potential topics for concentrated Board work for the remainder of the year. The Committee recommends the Board approve the following committees: Region Advisor Selection Committee, Smedley Fund Subsidy Application Review Committee, District Leader Selection Committee, Governance Structure and Region Alignment Review Committee, and Club Size Dynamics Committee.
6. **HIGHLY CONFIDENTIAL**
7. **HIGHLY CONFIDENTIAL**
8. **HIGHLY CONFIDENTIAL**
9. The Committee reflected on steps the next Executive Committee could take to be more effective working with each other and with the Board.

10. Chief Executive Officer (CEO) Rex provided an update on the status of the organization, highlighting the successes and where more work is still needed.
11. The Committee reviewed proposed amendments to the Policy 9.1: International Campaigns and Elections and Protocol 9.1: International Election, relating to floor candidacy, submitted for consideration by Past International Presidents Matt Kinsey and Morag Mathieson. Past International President Kinsey attended the meeting to present the proposed amendments and answer any questions. The Committee agreed that the proposed amendments clarify the intent of the procedures for floor candidacy and maintain the integrity of the International Leadership Committee evaluation process. The Committee recommends that the Board adopt the amendments to Policy 9.1 (attached), as presented, effective September 1, 2026.

The International President and Chief Executive Officer, with the concurrence of the International President-Elect, adopted the amendments to Protocol 9.1 (attached), contingent on the adoption of the amendments to Policy 9.1 by the Board, effective September 1, 2026.

12. The Committee continued its discussion on creating formalized guidance for members on the use of Artificial Intelligence (AI) relating to the protection of the organization's brand and proprietary information. The International President and Chief Executive Officer, with the concurrence of the International President-Elect, adopted amendments to Protocol 4.0: Intellectual Property (attached), effective immediately.
13. The Committee considered the use of Artificial Intelligence (AI) tools as part of the Toastmasters member experience. They recognized the importance of ensuring that any guidance provided enables members to achieve the highest level of personal growth in the organization while protecting their privacy. The Board had previously completed a survey on the appropriateness of the use of AI tools in several aspects of the member experience. The Committee reviewed the results of the survey and provided feedback.
14. The Committee completed its discussion on the process for the handling of potential Board Member disciplinary matters. The Committee recommends that the Board adopt the amendments to Policy 11.12: Board of Directors Conduct (attached), effective immediately.

15. **HIGHLY CONFIDENTIAL**

16. The Committee reviewed the agenda for the August 2026 Board of Directors meeting.

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

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



Kristen Kyriazis
Secretary

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

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 Assessments begin 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. Written notification indicating intent to run from the floor must be submitted to the International President no later than May 1.
May 1	After ILC nominations have been announced, an eligible candidate, who has not been nominated by the ILC, may declare intent to run as a floor candidate for a qualifying office (as defined in Section 6.C of this policy), if the candidate submits written notification of intent to run to the International President no later than May 1.
At least 60 days prior to Annual Business Meeting	ILC nominations are published in the <i>Toastmaster</i> 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. The third Past International President is appointed as a second co-chair 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 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.

- I. Region Advisors, members of any District Executive Committee, campaign managers, or members of an International Officer or Director candidate campaign team do not serve on the committee.
- 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.
- K. Committee members may be reappointed only after a two-year absence from the committee.
- L. The ILC nominates at least one (1) 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.
- M. The ILC nominates at least two (2) candidates for the office of Second Vice President.
- 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 other willing and able candidate can 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.
- 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.

P. ILC members are fair and open-minded.

- I. Committee members with a potential conflict of interest, such as a business or personal relationship with a candidate that could create a reasonable doubt as to the ability of the committee member to be impartial, must declare it to the chair or co-chair as soon as the potential conflict is identified. The chair and co-chairs review the potential conflict of interest and determine, by a two-thirds vote, if it constitutes an actual conflict of interest. If a conflict is determined to exist, the committee member may be asked to abstain from discussion and voting regarding that candidate in context of the Committee or to resign from the committee.

In the event that the chair or co-chair has a potential conflict of interest, as specified above, the chair or co-chair must declare it to the International President-Elect as soon as the potential conflict is identified. The International President-Elect, in consultation with the Executive Committee, reviews the potential conflict of interest and determines if it constitutes an actual conflict of interest. If a conflict of interest is determined to exist, the chair or co-chair is asked to resign.

- II. Their responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study candidate biographical information, 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. During their term of service on the ILC, committee members shall not serve as Region Advisors, members of any District Executive Committee, campaign managers, or members of an International Officer or Director candidate campaign team.
- IV. ILC members may request reimbursement for telephone calls or other reasonable expenses within 30 days after the end of their term.

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

- 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 and 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 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, International President, International President-Elect, 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(s), International Director, Program Quality Director(s) (PQD), Club Growth Director(s) (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(s), the International Director, DD, CGD(s), 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(s), the International Director, DD, PQD(s), IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was CGD.
 - IV. The DDs, PQDs, and CGDs who served in the region while the candidate was a Region Advisor.
 - V. The current DD, PQD(s), and CGD(s) 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. Candidate interviews will be conducted using video conferencing. A candidate must have the capability to participate fully (audio and video) in the interview to be evaluated by the ILC. Interviews will be recorded for ILC internal use. Recordings will be deleted upon the release of the International Officer and Director ILC nominations on the Toastmasters International website.
- C. 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.

- D. 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, each candidate's Toastmasters membership and leadership history, each candidate's Toastmasters education award and recognition history, candidate biographical information, and Policy violations by candidates.
- E. 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. **Each ILC member votes to nominate two (2) different candidates for each of the open International Director positions (or only one [1] candidate if no other willing and able candidate can reasonably be found).**
- F. 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.
- G. Committee member votes are anonymous and confirmed in writing.
- H. To be nominated, a candidate must receive votes from at least a majority of the committee members.
 - I. In the case of a tie, the chair will allow additional time for discussion about the candidate. Another vote takes place after such additional discussion. If the vote again results in a tie, the candidate shall be nominated.
- I. 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, provides specific feedback related to the competencies required to effectively serve as an International Officer or Director, 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 **or after having timely submitted written notice of intent to run as a floor candidate for a qualifying office (as defined in Section 6.C of this policy).**
- C. The chair or a co-chair notifies candidates who are not nominated and provides specific feedback related to the competencies required to effectively serve as an International Officer or Director.
- 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**

- 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 **for a single position** to World Headquarters confirming their intention to run for office, on or after September 1 of that election cycle. **Each candidate must specify in the Letter of Intent the specific office for which the candidate intends to run.** World Headquarters provides all Letters of Intent to the ILC Chair and Co-Chairs.
 - I. 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.
 - II. 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 likelihood of any potential International Officer or Director remaining impartial and making a decision in the best interests of Toastmasters International.
 - III. Once a Letter of Intent is accepted by the ILC the candidate must abide by all campaign policies.
 - 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 **floor** 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, Past International Presidents, and Past International Directors. The contact information shall only be used for campaign purposes.
- C. **~~An Eligible candidate, who has~~ not been nominated by the ILC, may run from the as a floor candidate for a qualifying office at the Annual Business Meeting as defined in the Bylaws of Toastmasters International, Article VIII, Section 3. A qualifying office is one for which the following requirements have been met:**
 - I. **The office is specified in the candidate's Letter of Intent;**

- II. The candidate's Letter of Intent specifying such office is on file with World Headquarters; and
- III. The candidate has been evaluated by the ILC for such office during the current election cycle.

An eligible candidate who wishes to run as a floor candidate for a qualifying office must submit written notice of intent to run to the International President no later than May 1. Upon submission of such notice of intent, as long as the office is a qualifying office for the floor candidate, a competing candidate for such office shall be considered opposed.

- ~~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.~~
- ~~III. Written notification indicating intent to run from the floor must be submitted to the International President no later than May 1.~~

7. International Candidate Campaigning

- A. Candidates for Second Vice President and International Director may only visit clubs and District events within their declared home District. In addition, candidates may continue to attend any meetings of clubs in which they are a paid member as of September 1 of the election cycle.
- B. Candidates and the candidates' campaign team members may not produce or distribute any campaign materials (such as, but not limited to, educational materials, business cards, buttons, pins, USB drives, apparel, and gifts).
- C. Unsolicited subscriptions to information by or about a candidate are not permitted.
- D. District publications, social media, and websites may link to the list of candidate biographies on the Toastmasters International website.
- E. Candidates shall only contact current and past Board Members for the purpose of educating and preparing themselves for the role of a Board Member.
- F. Candidates must not send any campaign communications. A campaign communication is any type of message that is sent by the candidate or on the candidate's behalf, including, but not limited to, electronic mailings and voice/video conversations.
 - I. Communications among campaign team members are permitted.
- G. International Director and Second Vice President candidates must not make presentations at any District (including Area and Division) events. Presentations include but are not limited to an educational session, keynote speech, or panel discussion delivered on-site, online, or in a hybrid format at a District (including Area and Division) event by the candidate and/or a candidate's representative.

- I. International Director and Second Vice President candidates may participate in other home District activities without delivering presentations, but must not serve in any District-level (including Area and Division) role.
- H. A Candidate Corner shall be included on the Toastmasters International website. Information about nominated candidates may include a photograph and profile. Candidate information will be placed on the Toastmasters International website Candidate Corner by May 1.
 - I. Floor candidates are listed on the Candidate Corner on the Toastmasters International website
- I. Candidates must not create campaign websites.
- J. A candidate's personal social media profiles may contain a single post per platform announcing their candidacy, which may include a link to the Candidate Corner on the Toastmasters International website.
- K. 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 creating campaign social media profiles.
- L. A candidate or their representative must not 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. 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 (paid or unpaid) related to the candidate's campaign. Services include but are not limited to verbal or written campaign coaching.
- B. Candidates are responsible for the acts and omissions of their campaign team members and those who provide services (paid or unpaid) related to the candidate's campaign.
- 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).
- 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. 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.
- B. 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 comment on a Toastmasters-related discussion group)
 - 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 this election cycle, and, in the most severe cases, removal from good standing with

Toastmasters International 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. Candidate Showcase occurs before the Annual Business Meeting for presentations by all International Officer and Director candidates.
- B. 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. There is no census or poll taken 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.

International Elections

1. Annual Business Meeting

- A. **Nominations**, ~~E~~lections, and the Annual Business Meeting are governed by Articles **VIII**, IX, and X of the Bylaws of Toastmasters International.
- B. Prior to the Annual Business Meeting, the International President appoints a Board Member as Supervising Director to oversee the voting process.
- C. The Supervising Director, in partnership with the Chief Executive Officer, has the following tasks related to the Annual Business Meeting:
 - I. Observes the instructions provided by the Parliamentarian and monitors the voting process.
 - II. Appoints a team of 20 members to support delegates during the voting process. Coordinates with candidate-appointed observers (one [1] per candidate) to ensure the integrity of the voting process.
 - III. Verifies the results of each vote and provides the results to the International President.
- D. The International President is the chair of the Annual Business Meeting.
- E. The Supervising Director's name is announced.
- F. The Credentials Committee Chair presents the committee report.
- G. The order of business is International Officer elections, followed by International Director elections, and Club Constitution and Bylaws amendment proposals.
- ~~H. The International President informs candidates that each of them may stand for only one (1) office and that they may withdraw their names from nomination in order to be placed in nomination for another office at any time before the nominations for that office have closed.~~
- ~~I~~**H**. The International President or a person designated by the International President explains ~~the election and voting rules and process~~ to the delegates **the election and voting rules and process, and explains that the nomination period for all candidates, including floor candidates, has closed.**
- ~~J~~**I**. The International Leadership Committee (ILC) Chair presents the committee's report. If the ILC Chair is absent, the International President designates an alternate presenter.
- ~~K~~**J**. The ILC report consists of the names, cities, regions, and countries of the ILC members and the name and city of each **nominated** candidate in descending alphabetical order by name.

~~L-K.~~ If any Policy violations by a nominated candidate occur, the ILC chair may disclose that violation and may announce whether the violation could have affected the **individual's candidacy**~~-candidate's nomination~~.

L. The International President or the person designated by the International President reads the names and cities of the International Officer candidates, including any floor candidates.

~~M. Any candidate nominated by the ILC may withdraw from such nomination at any time after the committee's report is read and before the nominations are closed for the office to which the candidate has been nominated, and may be nominated from the floor for any other office for which nominations are still open.~~

~~N. The International President asks if there are any additional nominations from the floor for any of the International Officer positions, as permitted by Article VIII, Section 3, of the Bylaws of Toastmasters International. When all such nominations are completed, the International President declares the nominations for the International Officer positions closed.~~

~~Q-M.~~ After all International Officer nominations are closed, if there is only one (1) candidate for any office, the International President entertains a motion under Article X, Section 6, of the Bylaws of Toastmasters International to dispense with the secret ballot for such uncontested office and to instruct the Secretary to cast a single vote for the candidate for each such office.

~~P-N.~~ If any Policy violations by an International Officer candidate have occurred, the International President may disclose such violations.

~~Q-O.~~ Each opposed International Officer candidate is entitled to a two-minute speech.

- I. The speeches are delivered in alphabetical order by office, commencing with the highest contested office.
- II. Each speech is delivered from the platform by the candidate, except when a candidate is not in attendance, in which case the speech is given by the candidate's representative.

~~R. Balloting in elections is governed by Article IX, Section 3, of the Bylaws of Toastmasters International.~~

~~S-P.~~ **Nominations-Voting** for International Directors commences after the voting for International Officers is complete and the results have been announced.

~~T-Q.~~ The International President or the person designated by the International President reads the names and cities of the International Director candidates, **including any floor candidates.**

- I. The announcement order is the lowest numbered region to the highest numbered region.
- ~~II. The International President asks if there are additional nominations from the floor, as permitted by Article VIII, Section 3, of the Bylaws of~~

~~Toastmasters International, and reminds the delegates that no candidate may be nominated unless such candidate consents to such nomination and meets all other requirements.~~

~~III-II.~~ After all nominations are presented, the International President declares the nominations for International Director candidates closed, followed by **Next are the** two-minute speeches by each opposed candidate (or a candidate's representative, if a candidate is not in attendance).

~~IV-III.~~ If any Policy violations by an International Director candidate have occurred, the International President may disclose such violations.

~~V-IV.~~ If any candidate is unopposed, the International President entertains a motion under Article X, Section 6, of the Bylaws of Toastmasters International to dispense with the secret ballot for any uncontested office and to cast a single vote for any unopposed candidate.

~~U-R.~~ When the names of the **International Officer or Director** candidates are announced, they are displayed to the delegates.

R-S. Balloting in elections is governed by Article IX, Section 3, of the Bylaws of Toastmasters International.

~~V-T.~~ Before votes for International **Officers or** Directors are cast, the International President announces that the election is by majority vote for each contested **office-directorship**.

~~W-U.~~ Votes are cast and counted. In the event no candidate receives a majority of the votes cast for ~~any one (1) or more of the a~~ contested **office-directorships**, voting continues as prescribed in Article IX, Section 3, of the Bylaws of Toastmasters International.

~~X-V.~~ After each count is calculated, the Supervising Director verifies the count and provides the results to the International President or Parliamentarian.

~~Y-W.~~ The official final report, containing all election results, is completed, using a form provided by World Headquarters, by the Supervising Director and delivered to the International President or Parliamentarian.

~~Z-X.~~ Final results are posted publicly at the meeting site and broadcast electronically to the membership following adjournment of the meeting.

2. Special Membership Meeting

- A. Special membership meetings are described in Article IX, Section 4, of the Bylaws of Toastmasters International. Whenever possible, actions to be voted on by the members are presented at the Annual Business Meeting.
- B. Special membership meetings may be called by majority vote of the Board of Directors at any Board meeting or by unanimous written consent.
- C. Special membership meetings must follow all rules that apply to the Annual Business Meeting and meet applicable requirements of California Nonprofit Public Benefit Corporation Law.

3. 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. As permitted by the California Nonprofit Public Benefit Corporation Law, mail votes may be conducted by electronic transmission in compliance with Article XIII, Section 9, of the Bylaws of Toastmasters International.
- B. The Board decides—by majority vote at a Board meeting or by unanimous written consent—that circumstances warrant election of International Officers and Directors by mail vote of the voting membership.
- C. In the case of any election by mail vote of the voting membership, the Board sets the record date for purposes of determining which voting members are entitled to cast votes. The record date is not more than 60 days before the day on which the first written ballot is mailed or solicited. The voting members otherwise entitled to vote as of the close of business on such record date are entitled to vote in the election.
- D. The Board determines the means by which and the date on which ballots are distributed to those voting members entitled to vote in the election.
- E. The Board sets a reasonable date by which ballots must be received at World Headquarters to be counted in the election.
- F. The Board sets a reasonable date for completion of the nomination procedures described in Article VIII, Sections 1, 2, and 3, of the Bylaws of Toastmasters International, allowing adequate time for the preparation of ballots and the solicitation and inclusion of candidate statements, as well as the reasonable equivalent of floor nominations.
- G. The Board appoints an Election Committee consisting of the corporate Secretary and two (2) other persons to be responsible for the conduct of the election.
 - I. The committee has the powers given to inspectors of elections in the California Nonprofit Public Benefit Corporation Law and is otherwise governed by that law.
 - II. The Board and World Headquarters provide all reasonable assistance to the committee.
- H. The Election Committee determines the minimum number of votes to be received (quorum) by the date set by the Board for a valid election to take place. Quorums are defined in Article XI, Section 1, of the Bylaws of Toastmasters International.
- I. The Board reviews and approves a form of written ballot and the accompanying solicitation letter to voting members from the Board.
 - I. The ballot states that it concerns the annual election of International Officers and Directors in lieu of elections normally held at the Annual Business Meeting.

- II. The ballot specifies, for each contested position, the names of each candidate validly nominated for that position and provides space for the member to vote for, vote against, or abstain from voting with respect to each candidate. No space for write-in candidates shall be provided.
 - III. The ballot explicitly states that if a voting member specifies a choice, the member's vote is cast accordingly.
 - IV. In addition to any instructions or recommendations from the Board relating to the written ballot, the solicitation letter accompanying written ballots to be sent to voting members states the date by which written ballots must be received by World Headquarters in order to be counted and the minimum number of responses to be received to meet the requirement for a valid vote.
- J. If, after the close of nominations, only one (1) person is nominated for a position, the Election Committee declares the person nominated and qualified to have been elected without further action.
- K. The Election Committee notifies each validly nominated candidate in a contested election of the opportunity to submit a written statement, of no more than 500 words, to communicate to members the nominee's qualifications and reasons for seeking office and to solicit the vote of the members.
- I. The notice specifies a reasonable deadline for the candidate's submission of this statement to the committee.
 - II. Any candidate's statement not received by the committee, at the address stated in the notice, by the deadline, is not distributed to members with the written ballot.
 - III. World Headquarters responds to all communications requests from nominees in accordance with the California Nonprofit Public Benefit Corporation Law.
- L. On the date specified by the Board, the Election Committee causes written ballots and any accompanying materials—including the text of all valid candidate statements received, presented with equal prominence—to be distributed in the manner specified by the Board to every voting member entitled to vote in the election.
- M. Promptly after the due date, the Election Committee determines whether enough votes have been received to constitute a valid election.
- I. If so, the Election Committee counts the votes, and the candidate receiving the number of votes required by Article IX, Section 3, of the Bylaws of Toastmasters International, shall be declared elected.
 - II. If three (3) or more candidates are nominated for an office, the ballot may be constructed so as to provide further choices for members to make in the event that one (1) candidate does not receive a majority of the votes cast, in order to achieve a reasonable equivalent to the balloting process set forth in Article IX, Section 3, of the Bylaws of Toastmasters International.

- N. In the case of a tie, the winner is selected by lot.
- O. In counting votes, any ballots marked "withhold," "abstain," or otherwise indicating that the vote is withheld, is not cast for or against any candidate in that contest.
- P. The committee certifies in writing, under penalty of perjury, the results of the election to the Board and the members.
- Q. Those elected take office immediately upon the certification of their election.
- R. Ballots, once delivered to World Headquarters, may not be revoked.

Intellectual Property

1. Trademarks

Toastmasters International's trademarks are used to support and further its mission and support its programs. All materials created must follow standards as outlined in the Brand Manual.

2. Websites and Social Media

- A. Club, Area, Division, District, and region websites and social media should contain information useful to current and prospective members and officers including, but not limited to, event calendars, membership benefits, performance-motivating articles, newsletters, distinguished program goals and progress, dates of latest updates, a link to the Toastmasters International website (which is the primary source for club meeting times and locations). Social media profiles should link to the official Toastmasters International profile on the same platform.
- B. Each club website and social media profile should contain the club name, meeting time and location, a contact telephone number or email address, the club mission, and a link to the District website. Club social media profiles should link to the District profile on the same platform.
 - I. Club websites and social media may not contain material irrelevant to achieving the mission of the club.
 - II. The Club President is the publisher of the club website and owner of all club-related social media. The Club President is ultimately responsible for all content that appears on these platforms.
- C. Each Area and Division website and social media profile may also contain listings of clubs within the Area or Division, membership-building tips for clubs, the club and District missions, and a link to the District website. Area and Division social media profiles should link to the District profile on the same platform.
 - I. The District Director is ultimately responsible for the content of Area and Division websites and social media within the District.
 - II. Area and Division websites must either be part of the District website or published on a free or donated Web hosting site and linked to and from the District website.
 - III. Websites and social media must be transferred to the incoming District Director by July 1. If a website or social media profile cannot be transferred or the incoming District Director does not want to continue its use, the page must be removed.
- D. Each District website should also contain information such as how to organize new Toastmasters clubs; membership-building tips for clubs; a calendar with information about events such as training, District conferences, and the International Convention; the club and District missions; and links to area and

division websites within the District. District social media profiles may also contain this information.

- I. District websites and social media may not contain material that is irrelevant to achieving the mission of the District.
 - II. The District Director is the publisher of the District website and owner of all District-, Area-, and Division-related social media. The District Director is ultimately responsible for all content that appears on these platforms.
- E. Region websites and social media profiles may also contain information such as articles and ideas to motivate the Districts' achievement of goals, links to District performance information on the Toastmasters International website, promotion of Toastmasters programs, the mission and vision of Toastmasters International, District and club missions, recognition for achievements or progress toward achievements of District goals, schedules and information about District visits, links to websites of Districts within the region, and District conference dates and locations.
- I. Region websites and social media may contain a list of Past International Presidents and Past International Directors showing only their home districts and years of service.
 - II. The Region Advisor is the publisher of the region website and owner of all region-related social media profiles. The Region Advisor is ultimately responsible for all content that appears on these platforms.
 - III. Region Advisors may appoint members from the region they serve to act as administrators of social media profiles. However, current District officers, current Board Members, and International Officer and Director candidates (including their campaign teams) may not act as administrators on any region websites or region-related social media profiles.
- F. Officers at all levels shall not create office-related websites or social media profiles separate from those of their clubs, Areas, Divisions, Districts, or regions.
- G. Officers may reference their Toastmasters membership and position on a personal website or social media profile.
- H. All club, Area, Division, District, and region websites and social media profiles shall include a Toastmasters International statement – *"Toastmasters International® owns all Toastmasters trademarks and copyrights, including "Toastmaster," "Toastmasters," "Toastmasters International," and the "official emblem". All club, Area, Division, District, and region websites and social media channels are authorized to use these marks in the form and manner prescribed by the Toastmasters International Board of Directors. Information, photos, and all other materials posted are for the sole use of Toastmasters' members, for Toastmasters business only. It is not to be used for solicitation or distribution of non-Toastmasters material or information."*

As the trademark owner, Toastmasters International reserves the right to determine how trademarks are used on websites and social media.

- I. Toastmasters websites and social media may not include copyrighted information from Toastmasters International or any other source without the express written permission of the copyright owner.
- J. Clubs, Areas, Divisions, Districts, and regions may publish websites in donated space and acknowledge the donation on the website.
- K. Individual members may not receive any compensation to create, maintain, or host Toastmasters websites; however, normal and reasonable costs to maintain the site may be reimbursed by the club or District.

3. Websites and Social Media Advertising

A. Advertising

To advertise on a club, District (including Area and Division), or region website or social media profile, a payment or in-kind gift is received to place a graphic, logo, text, link, or other type of media with promotional messaging.

- I. A person (member or non-member) or organization providing sponsorship, support, or promotion to a club, District (including Area and Division), or region is not considered advertising. The person's or organization's name may be listed on a club, District (including Area and Division), or region website or social media profile for the duration of the person's or organization's support. Examples of sponsorship, support, or promotion include, but are not limited to:

- a. Financial or in-kind contribution related to an event or activity, such as a District conference;
- b. Providing meeting space; paying for member dues or new member fees; or hosting, creating, or maintaining a club, District (including Area and Division), or region website or social media profile;
- c. Video or text encouraging support of, or attendance at, an event or activity.

- II. All advertising must comply with the guidelines below.

- B. Clubs and Districts may sell advertising space on any website they operate to offset costs and increase income.
- C. Regions may sell advertising space on any website they operate to offset costs.
- D. Advertisements on websites and social media profiles for clubs, Districts (including Areas and Divisions), and regions must meet the following requirements:
 - I. Advertisements must be consistent with the Toastmasters brand and core values.
 - II. Advertisements must not be prominent or distract from the Toastmasters brand. Advertisements must not distract from the purpose of the website or social media profile.

- III. Advertisements must not be for causes, service activities, or projects of organizations with which Toastmasters International has not formed an alliance.
 - IV. Advertisements must not be from competing organizations offering communication or leadership skills development.
 - V. Advertisements should remain current and timely. Advertisements related to an event must be removed after the event concludes, or at a pre-determined time for the advertisement.
 - VI. To protect the nonprofit status of Toastmasters International, advertisements must not be from a member or an organization owned by a member.
 - VII. Advertisers are to create their own advertisement, following their own brand guidelines.
 - VIII. The responsible person, as described in Section 2 above, has ultimate responsibility for, and final approval of, all advertisements.
 - IX. The Chief Executive Officer may determine that an advertisement is inappropriate and require it to be removed from a club, District (including Area and Division), or region website or social media profile.
- E. To facilitate clarity and a positive working relationship, an agreement documenting the payment or in-kind gift, the location, and the duration of the advertisement should be created and signed by both parties.
 - F. Advertising revenues may be subject to tax on unrelated business income. Clubs are responsible for any such tax implications resulting from club websites. District and regional advertising revenues may result in unrelated business income tax for Toastmasters International, and so must be reported in financial records submitted to World Headquarters, with provision made to cover any such tax from the revenues thereby generated.

4. Language and Translations

- A. English is the official business language of Toastmasters International. All club officers and District leaders must be proficient in English.
- B. Toastmasters supports additional languages by translating educational and marketing materials, as dictated by protocol, in the following languages:
 - I. Arabic
 - II. French
 - III. German
 - IV. Japanese
 - V. Korean
 - VI. Portuguese
 - VII. Simplified Chinese
 - VIII. Spanish
 - IX. Tamil
 - X. Traditional Chinese

- C. Translation and distribution of any Toastmasters International material bearing Toastmasters trademarks or copyrights must be managed by World Headquarters.
- D. Upon request Toastmasters International may translate into a new language based on the following factors:
 - I. When at least 20 chartered Member Clubs in good standing conduct their meetings primarily in the language being considered for translation and there is the potential to build more clubs whose meetings would be conducted primarily in that language, World Headquarters may translate promotional and select marketing materials, two (2) Pathways paths, the DTM project, the Mentor Path, electives, and other related materials.
 - II. When at least 45 chartered Member Clubs in good standing conduct their meetings primarily in that language and there is the potential to build more clubs whose meetings would be conducted primarily in that language, World Headquarters may translate additional promotional and select marketing materials, five (5) additional Pathways paths, electives, and other related material.
 - III. When 60 or more chartered Member Clubs in good standing conduct their meetings primarily in that language, World Headquarters may translate the remaining Pathways paths, electives, and other related materials.
 - IV. When requesting translation into a new language, a detailed needs analysis is submitted to the Chief Executive Officer that includes the following:
 - a. Gross domestic product (GDP) growth over the three (3) previous years.
 - b. Language ranking by the number of native speakers.
 - c. Urban population.
 - d. Rural population.
 - e. Average income.
 - f. Percentage of English speakers out of total population.
 - g. Analysis of market opportunity and projections of growth among in-country, proposed language speakers.
 - h. Potential local sources of funding to cover translation costs.
 - V. World Headquarters determines which materials have priority for translation.
- E. A District, Provisional District, or group of clubs that conduct their meetings in a common language may request permission to translate select existing Toastmasters club-related documentation, educational, marketing, and training materials approved by the Chief Executive Officer. Permission may be granted under the following conditions:
 - I. Materials are translated, edited, and proofed by a Translations and Review Team overseen by the District, Provisional District, group of clubs, or by an individual or service designated by World Headquarters.

- II. World Headquarters reviews and approves all translated materials prior to distribution.
- III. An agreement must be completed to assign copyright of the translated materials to Toastmasters International.
- IV. World Headquarters reserves all rights to create and distribute all translated materials.

5. Artificial Intelligence (AI)

A. Toastmasters members are responsible for ensuring that Artificial Intelligence (AI) is used ethically, transparently, and in ways that uphold the integrity of the organization and its brand.

- I. **AI is a tool. It should not replace human judgment. All AI-generated and AI-assisted content must be thoroughly reviewed by a human before use.**
- II. **Ensure that AI-generated content:**
 - a. **Does not include misinformation or unintended errors**
 - b. **Makes sense in the context of its intended audience and purpose**
- III. **All AI-generated content must:**
 - a. **Align with the Toastmasters core values (Integrity, Respect, Service, and Excellence)**
 - b. **Be used in a way that reflects positively on Toastmasters International and its mission**
 - c. **Avoid misleading, deceptive, or harmful content**
 - d. **Comply with all applicable laws and local regulations**

B. The Toastmasters International governing documents relating to trademarks and copyrights must always be adhered to. AI tools may store or reuse submitted data, which can create unintended exposure risks.

- I. **Do not input or share confidential Toastmasters-related information with AI tools, including but not limited to:**
 - a. **Educational materials or content not publicly available (e.g., content that can only be accessed after logging in to the Toastmasters International website or after purchasing an education product)**
 - b. **Financial information**
 - c. **Internal documents or communications**
- II. **Members must protect personal information. Always comply with applicable local data privacy regulations. Do not share:**
 - a. **Member or prospective member information**
 - b. **Any data protected by local privacy or data protection laws**

C. The brand guidelines must always be adhered to, and the Toastmasters brand must always be presented consistently and accurately.

- I. When any trademarked Toastmasters International logo is used with AI-generated content, it must:
 - a. Not be generated, recreated, or modified using AI
 - b. Not be uploaded into AI tools
 - c. Be added after any AI-generated content has been created using a design tool
- II. When AI is used to generate images, the images/content should:
 - a. Follow all guidelines in the Toastmasters Brand Manual
 - b. Ensure branding is clean, consistent, and not overused
 - c. Add the official logo after creating images using a design tool
- III. When sharing/publishing AI-generated images/content, you must:
 - a. Comply with all guidelines in the Toastmasters Brand Manual
 - b. Confirm the appropriate rights and/or license to use the content have been obtained (based on the AI tool used and local regulations)
 - c. Ensure the material does not infringe on any copyrights, trademarks, or intellectual property
 - d. Clearly label them as AI-generated images when sharing on social media or public platforms
 - Example label: Generative AI tools were used to create this image

Board of Directors Conduct

1. All Board Members' actions and communications are to be ethical and consistent with Toastmasters International's Bylaws, Policies, Protocols, mission, vision, and core values.
2. Board Member participation in social media is subject to the Social Media Participation Chart included in the annual Board of Directors Handbook.
3. Board Members do not support, aid, facilitate, invite, or condone anyone or anything that interferes with or is detrimental to the programs, proceedings, or affairs of Toastmasters International.
4. Violations include, but are not limited to, a breach of Board confidentiality; harassment; discrimination; intimidation or the creation of a hostile working environment; illegal, dishonest, or unethical behavior; failure to uphold Toastmasters International's Bylaws, Policies or Protocols; and undermining a decision of the Board.
5. Disciplinary measures include, but are not limited to, a warning; a reprimand; correction of the infraction; commitment to non-recurrence; acknowledgement of the infraction or violation; apology to affected parties; private or public censure from the Board; suspension of access to Toastmasters online communications; curtailment of specific nonessential Board activities; non-reimbursement of expenses; removal of District visit privileges; financial restitution to persons affected or to the organization for costs of the disciplinary process; suspension of Board privileges for a specific time, retaining only voting and corporate rights; and removal from good standing, thereby ending the person's membership and disqualifying the person from continuing to serve on the Board.
6. **The process followed and any disciplinary action for a violation(s) is based on the severity of the offense.:**
 - A. The International President appoints a member of the Board to serve as the investigating officer.**
 - I. When selecting the investigating officer, preference is given to a member of the Executive Committee, followed by an International Director in their second year of service on the Board.**
 - B. The investigating officer conducts an investigation, in consultation with the Chief Executive Officer, into the alleged violation(s).**
 - C. To preserve the confidential nature of Board business, the Board Member at issue may submit a request to the International President for another Board Member to be permitted to support them throughout the process.**
 - I. This Board Member may discuss the situation with the Board Member at issue and assist them with drafting submissions to the Board and preparing for a hearing, if necessary.**

- II. **This Board Member must not share any Board discussions relating to the investigation or potential disciplinary action with the Board Member at issue.**
- III. **In cases where the matter is presented to the Board for a decision, this Board Member must consult with the International President to determine if a conflict of interest exists. If it is determined a conflict of interest exists, abstention by the Board Member is required.**

A-D. For Aa level-one violation, which is a minor infraction (for example: inappropriate or disrespectful behavior, whether directed at the general membership, fellow Board Members, or World Headquarters staff; consistently missing or being unprepared for board meetings):

~~I. The Chief Executive Officer investigates a level one violation and consults with the International President.~~

I. The investigating officer shares the findings of the investigation with the International President.

II. The International President engages in disciplinary communication (oral and/or written) to the Board Member.

~~a-III.~~ If correctable, the Board Member acknowledges the infraction and corrects it.

~~b-IV.~~ If not correctable, the Board Member acknowledges the infraction and commits to non-recurrence.

~~III-V.~~ The International President advises the Executive Committee of the situation; the Executive Committee may then report the matter to the Board.

~~IV-VI.~~ The Board Member may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the disciplinary communication.

B. **For Aa level-two violation, which** is a medium violation (for example: an inadvertent breach of confidentiality; commits, promotes, or ignores a violation of Toastmasters Bylaws, Policy or Protocol):

~~I. The Chief Executive Officer investigates a level two violation and consults with the International President.~~

~~II.~~ The **investigating officer** ~~Chief Executive Officer and International President consult~~ **shares the findings of the investigation** with the Executive Committee.

~~III-II.~~ The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures; the Executive Committee reports that matter to the Board.

~~IV-III.~~ The International President engages in a disciplinary communication (oral and written) to the Board Member.

~~a-V.~~ The Board Member commits to non-recurrence.

~~IV-VI.~~ The Board Member may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the written disciplinary communication.

C. **For Aa level-three violation, which** is a severe violation (for example: excessive inappropriate or disrespectful behavior, whether directed at the general membership, fellow Board Members, or World Headquarters staff; consistently missing or being unprepared for board meetings; promoting the violation of Toastmasters Bylaws, Policy or Protocol; deliberately violating the Board's duties of care, obedience, and fiduciary responsibility):

~~I. — The Chief Executive Officer investigates a level-three violation and consults with the International President.~~

~~II.~~ The **investigating officer** ~~Chief Executive Officer and International President consult~~ **shares the findings of the investigation** with the Executive Committee.

~~III.~~ The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures, up to and including a hearing to consider removal of the Board Member's good standing.

~~IV-III.~~ The International President presents the situation and the Executive Committee's recommendation(s) to the Board.

~~V-IV.~~ If the Board decides to proceed with a hearing to consider removal of the Board Member's good standing, appropriate procedures are followed.

~~V-V.~~ If the Board decides not to proceed with a hearing to consider removal of the Board Member's good standing, the International President engages in disciplinary communication (oral and written) to the Board Member, including appropriate disciplinary measures, as decided by the Board.

~~VI-VI.~~ There is no appeal against the Board's decision.

7. If a Board Member repeats an infraction or violation of the same level, the disciplinary process may move to the subsequent level at each occurrence.
8. If the International President is believed to have committed an infraction or violation, the International President-Elect performs the functions of the International President described above.
9. When a member of the Executive Committee or Board is believed to have committed an infraction or violation, the member may attend and speak during the body's discussion of the matter but may not vote on the matter and is excused from the meeting during the final deliberations and vote.

Ralph C. Smedley Memorial Fund®

1. Toastmasters International is a 501(c)(3) nonprofit organization, but it does not generally solicit or accept charitable contributions for the general, unrestricted support of the organization. The Ralph C. Smedley Memorial Fund® (“Smedley Fund”), which is a part of Toastmasters International, is the only permanently established repository for charitable contributions to the organization, and has restricted purposes. Only the Board of Directors has the authority to approve the creation of additional funds for the receipt of charitable contributions for specific purposes.
2. Contributions to the Smedley Fund are restricted to certain educational purposes. Such contributions may be used for operating expenses and capital expenditures of Toastmasters International only to the extent those expenses support the Fund’s educational purposes.
3. Toastmasters clubs are permitted and encouraged to contribute to the Smedley Fund.
4. The Smedley Fund is restricted to the advancement of education through the research, development, and distribution of educational programs and materials relating to communication and leadership. These programs and materials are designed to meet the needs of the membership and community in a wide range of cultural, social, and economic situations, and support member clubs experiencing the after-effects of natural disasters, as well as those attempting to establish local youth programs and similar initiatives.
 - A. The Smedley Fund may provide support in the form of waived or reduced dues and program-related fees; the provision or replacement of printed educational materials; or the provision or replacement of club-specific non-educational materials (e.g., club banners, lecterns, etc.).
 - B. ~~No subsidy application relating to a specific need will be considered more than once per three (3) program years.~~ **The Board may put limitations on when an application, from a club or District for a specific subsidy type, can be submitted again.**
 - C. Subsidy applications for items on which the Board of Directors has already issued an organization-wide directive will not be considered.

5. Disbursements from the Smedley Fund are made only as determined by a two-thirds vote of the Board of Directors.
 - A. The Board may delegate the authority to approve disbursements under a prescribed monetary amount to a committee consisting of current Board Members, established by the Board under the Bylaws of Toastmasters International, Article VII, Section 2.**
6. World Headquarters is responsible for recognizing contributors, communicating information about the Smedley Fund, soliciting contributions and providing information about potential tax deductions. Contributors are encouraged to check with their local tax advisor to determine if their contribution is deductible or taxable under the laws of the jurisdictions applicable to them.
7. Toastmasters International must ensure that all activities associated with the Toastmasters organization worldwide, including charitable fundraising, be limited to those authorized by the Board of Directors to protect the organization's compliance with charitable trust laws and other rules imposed by the State of California, the United States Internal Revenue Service (IRS), and other jurisdictions.