



# Minutes of the 2024-2025 Board of Directors Meeting

March 14-15, 2025

The 2024-2025 Toastmasters International Board of Directors met on March 14-15, 2025, with International President, Radhi Spear, DTM presiding. The other officers and directors present were: Aletta Rochat, DTM; Stefano McGhee, DTM; Gauri Seshadri, DTM; Morag Mathieson, DTM; Pawas Chandra, DTM; Farzana Chohan, DTM; Francesco Fedele, DTM; Viola Lee, DTM; Mark Lucas, DTM; Sondra Nunez, DTM; Dana Richard, DTM; Violetta Rios, DTM; Srinivas Saineni, DTM; Sujit Sukumaran, DTM; Elisa Tay, DTM; Jenilee Taylor, DTM; Monique Tonna, DTM; and Frank Tsuro, DTM; and Chief Executive Officer Daniel Rex. Chief Operations and Information Officer Heidi Hollenbeck, Chief Financial Officer Jonathan Lam, Chief Marketing and Development Officer John Lurquin, Marketing and Communications Director Diana Passow, Board Support Director Mona Shah, Education Programs and Training Director Kate Wingrove, Meeting Planning Manager Wendy Roberts, Trademark Specialist Jennifer Barr, District Growth and Support Project Coordinator Lauren Esler, District Growth and Support Specialist Jesse Portone, Executive Assistant to the Chief Executive Officer Amber Villa, Secretary Kristen Kyriazis, and Senior Consultant from Tecker International Donna Dunn were also present. No Board Members were absent.

1. The agenda was adopted.
2. The International President presented a report in which she shared her optimism that the Board will be able to steer the organization in the direction it needs to go.
3. The Board discussed each item of the March 11, 2025, Strategic Planning Committee report (attached) separately.
4. **HIGHLY CONFIDENTIAL**
5. **HIGHLY CONFIDENTIAL**
6. **HIGHLY CONFIDENTIAL**
7. Scenario Planning provides background discussion and potential alternatives to follow that helps prepare the Board in advance for the considered circumstances. The Board accepted item #3 from the March 11, 2025, Strategic Planning Committee report, relating to the effort of continuing to develop the organization's scenario planning library.
8. The Board received the report of the District Realignment Committee. The committee was tasked with addressing key questions around the District realignment process – before, during, and after

realignment. The following is an outline of the Board's decisions regarding the recommendations from the committee:

- The Board directed World Headquarters to take the committee's work regarding assistance to Districts for a focused effort on club growth and retention, before realignment is needed, and consider how it might be applied in the further development of the refocused Region Advisor program.
- The Board approved the creation of a District Transition Team, effective July 1, 2025, to assist each District that undergoes realignment through the process and into the beginning of the first program year after realignment. The International President will appoint the lead of the transition team.

World Headquarters will also refine the committee's guidelines on District asset allocation, transitions, and navigating change for future distribution to Districts undergoing realignment.

9. The Board received an update from the Chief Executive Officer on the status of the organization. He cautioned against a mindset of focusing only on improving the metrics from the previous year and moving to a mindset focused on the achievements which will return the organization to its previous levels of strength.
10. The Board received the report (attached) of the March 11-12, 2025, Executive Committee hybrid meeting as presented by International President-Elect Aletta Rochat. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 4, 5, 6, 7, 8, 9, 10, and 12. Item #11 was discussed subsequently.  
  
The Board adopted item #11.
11. The Board received the report of the Region Advisor Selection Committee. The committee was tasked with reviewing the Region Advisor selection process and providing recommendations to improve the process in the future. The committee offered several recommendations for future Region Advisor Selection Committees to consider. The committee proposed amendments to Protocol 9.0: District Campaigns and Elections (attached), which were approved by the joint authority of the International President and the Chief Executive Officer, with the concurrence of the International President-Elect, effective immediately.

The Region Advisor Selection Committee was also tasked with selecting the best-qualified individuals for the role of Region Advisor for each region. The recommended individuals were submitted and approved during the January 30, 2025, meeting of the Board. As all appointments have been confirmed in writing, the final list of Region Advisors is attached.

12. The International Directors presented on the status of their regions. They shared a summary of the club building and retention efforts, the status of leadership in the region, and the progress in the Distinguished Recognition Program.

13. The Board conducted a blue sky session to discuss some ideas of strategic importance that the Board Members believed could impact the organization in a positive way.
14. The Board received the report of the Governing Documents Review Committee. The committee was tasked with conducting an audit of the Toastmasters International governing documents to ensure clarity, consistency, and accuracy. The following recommendations of the committee were adopted by the Board of Directors:

- Amendments to the Bylaws of Toastmasters International (attached) to be presented to the voting membership for adoption at the 2025 Annual Business Meeting.
- Amendments to the Club Constitution (attached) to be presented to the voting membership for adoption at the 2025 Annual Business Meeting.
- The groupings of amendments to the Bylaws and Club Constitution into Proposals which will be presented to the voting membership for adoption at the 2025 Annual Business Meeting.
- Amendments to the District Administrative Bylaws (attached), effective no sooner than July 1, 2025.
- Amendments to Policy 6.1: Accredited Speaker Program (attached), Policy 8.3: District Leader Expenses (attached), and Policy 8.5: Ralph C. Smedley Memorial Fund® (attached), effective no sooner than July 1, 2025.
- Amendments to Policy 3.0: Ethics and Conduct (attached), effective upon the adoption of the amendments to the Bylaws, Article III, Section 13, by the voting membership.

Amendments to Protocol 7.0: District Structure (attached) and Protocol 9.0 District Campaigns and Elections (attached) were adopted by the authority of the International President and the Chief Executive Officer, with the concurrence of the International President-Elect, effective no sooner than July 1, 2025. Amendments to Protocol 3.0: Ethics and Conduct (attached) were adopted by the authority of the International President and the Chief Executive Officer, with the concurrence of the International President-Elect, effective upon the adoption of the amendments to the Bylaws, Article III, Section 13, by the voting membership.

#### **15. RESTRICTED**

16. Pursuant to Policy 11.7: International President-Elect, International President-Elect Roach, with First Vice President McGhee, reviewed the expenses of the Chief Executive Officer and reported that all expenses were found to be reasonable and within policy.

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 2024-2025 Strategic Planning Committee Meeting

March 11, 2025

The 2024-2025 Strategic Planning Committee met on March 11, 2025, with Immediate Past International President Morag Mathieson, DTM, presiding. The other officers present were: International President Radhi Spear, DTM; International President-Elect Aletta Rochat, DTM; First Vice President Stefano McGhee, DTM; Second Vice President Gauri Seshadri, DTM; and Chief Executive Officer Daniel Rex. Chief Operations and Information Officer Heidi Hollenbeck, Chief Financial Officer Jonathan Lam, Chief Marketing and Development Officer John Lurquin, Marketing and Communications Director Diana Passow, Board Support Director Mona Shah, Education Programs and Training Director Kate Wingrove, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. No Committee members were absent.

1. **HIGHLY CONFIDENTIAL**

2. **HIGHLY CONFIDENTIAL**

3. The Committee agreed to continue the development of the organization's scenario planning library. The chair of the Strategic Planning Committee will lead several scenario planning discussions with members of the Board of Directors in the coming months to discuss and plan for scenarios the organization may face in the future.

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".

Kristen Kyriazis  
Secretary

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



# Minutes of the 2024-2025 Executive Committee Meeting

March 11-12, 2025

The 2024-2025 Toastmasters International Executive Committee met on March 11-12, 2025, with International President Radhi Spear, DTM, presiding. The other officers present were: International President-Elect Aletta Rochat, DTM; First Vice President Stefano McGhee, DTM; Second Vice President Gauri Seshadri, DTM; Immediate Past International President Morag Mathieson, DTM; and Chief Executive Officer Daniel Rex. Chief Operations and Information Officer Heidi Hollenbeck, Chief Financial Officer Jonathan Lam, Chief Marketing and Development Officer John Lurquin, Member Support Director Danielle Mitchell, Marketing and Communications Director Diana Passow, Board Support Director Mona Shah, Meeting Planning Manager Wendy Roberts, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. No Committee members were absent.

1. The agenda was adopted.
2. The Committee participated in an exercise to help focus the efforts of the Board for the second half of the year.
3. The International President presented a report of her experiences and observations. She noted that the organization reaching its 100-year anniversary is an achievement to be proud of and a testament to Toastmasters experiential learning model as a proven method.
4. The Committee reviewed and finalized the new mentor and protégé pairings for the remainder of the Board term.
5. Chief Executive Officer Daniel Rex provided an update on the status of the organization. Though there are some promising numbers, the CEO noted that the loss of existing clubs and lack of new clubs is deeply concerning. He also discussed the status of the teams at World Headquarters and highlighted progress made on some long-term projects.
6. **HIGHLY CONFIDENTIAL**
7. **HIGHLY CONFIDENTIAL**
8. **HIGHLY CONFIDENTIAL**
9. The Committee discussed the timing and purpose of Board Member District visits. They recognized the importance of aligning these visits with the evolving needs and priorities of the organization. The Committee will continue its discussion at a later time.

10. In accordance with Protocol 11.8: Chief Executive Officer, Section 11, the Committee reviewed and considered potential sites for the 2026, 2027, and 2028 International Conventions. The top choices for each year were identified. The CEO will use this input to finalize venue selection.
11. The Committee reviewed a request from the District 81 Director on behalf of a Member Club in Carriacou, Grenada, for dues assistance as a result of the destruction from Hurricane Beryl. The Committee recommends that the Board approve a disbursement from the Smedley Fund for dues assistance for the unpaid individual members as requested.
12. The Committee reviewed the agenda for the March 2025 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

## 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 Program Quality Director; two (2) or more candidates for the office of 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, Program Quality Director, and Club Growth Director shall not serve as members of the DLC.
  - VII. International Officer and Director candidates, Board Members, ~~and~~ 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 Program Quality Director; two (2) or more candidates for the office of 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, 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, 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, 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, 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 (e), 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.



# 2025-2026 Region Advisors

By Region and Districts

Region	Name	Supporting Districts	Home Region	Home District
1	Karen Burgess, DTM	2, 7, 15, 39, 57	1	21
1	Dovile Kurpyte-Lipricke, DTM	4, 21, 33, 101, 115	10	108
2	Pablo Garcia Estevez, DTM	3, 5, 34, 49, 113	10	107
2	George Jarosik, DTM (Current R2 RA)	Founders, 1, 12, 52, 100	1	39
3	Dan Arbuckle, DTM	6, 42, 55, 64, 99, 106	3	22
3	Charles LeBlanc, DTM	16, 22, 24, 25, 26, 78	3	42
4	Bettie St.Clair, DTM (Current R4 RA)	11, 43, 50, 56, 63, 68, 77	6	29
4	Curtis Scroggins, DTM (Current R4 RA)	8, 19, 30, 35, 54, 103	4	8
5	Lisa Qu, DTM	13, 31, 45, 53, 61, 65	6	119
5	Aneeta Pathak, DTM	10, 28, 60, 62, 86, 123	5	60
6	Dionne Leggin, DTM	18, 27, 29, 36, 38	4	103
6	Cindy Laatsch, DTM (Past Region Advisor)	40, 46, 66, 83, 119	4	35
7	Kim Gibson, DTM	47, 48, 81, 84, 111P	7	44
7	Amy Campbell, DTM	14, 37, 44, 58, 117	5	61
8	Sapna Ohri, DTM	41, 98, 124, 125, 126	8	98
8	Rania Abul-Rub DTM	20, 105, 116, 127	8	105
9	Zilva Boaz, DTM	75, 76, 80, 87, 93	9	87
10	Lilian Shaftacola, DTM (Current R10 RA)	59, 71, 91, 95, 107, 108, 109, 110	10	109
11	Helena Boden-Brewer, DTM	74, 79, 94, 104, 114, 122P, 129, 130	10	91
12	Srinivas KM, DTM	17, 69, 70, 72, 73, 90, 112	13	102
13	Vanitha Rangarajan, DTM	51, 82, 92, 97, 102, 120, 121	13	121
14	Elaine Lyu, DTM	67, 85, 88, 89, 118, 128	14	88

# Bylaws of Toastmasters International

## Article I: Purpose

### Section 1

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

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

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

### Section 2

To carry out this purpose, Toastmasters International shall:

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

improvements in communication and leadership within recognized educational institutions at all academic levels. The extent of the activities authorized by this paragraph shall be determined by the Board of Directors of Toastmasters International.

## **Article II: Office**

### **Section 1: Legal Domicile**

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

### **Section 2: Locations**

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

## **Article III: Membership**

### **Section 1: How Constituted**

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

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

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

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

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

### **Section 2: Composition of Member Clubs**

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

origin, sexual orientation, or physical or mental disability, so long as the individuals, through their own effort, are able to participate in Member Club activities. However, Member Clubs may restrict their membership in other ways, e.g., to the employees of a particular company or agency, residents of a specific community, or people sharing a special interest.

### **Section 3: Admission and Continuation of Member Clubs**

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

### **Section 4: Termination and Suspension**

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

#### **(a) Member Clubs**

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

- (1) nonpayment of amounts owed to this Corporation or failure to meet other minimum requirements for Member Clubs set by the Board of Directors and administered by World Headquarters;
- (2) voluntary withdrawal, expressed in writing (**all references to “in writing” or “written” throughout these Bylaws shall conform to Article XIII, Section 9, of these Bylaws**) and delivered to World Headquarters; or
- (3) expulsion for cause, after a proper hearing, by a three-fourths majority vote of the Board of Directors, under the procedure set forth in Article III, Section 13 below.

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

#### **(b) Delegates at Large**

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

- (1) termination of the person's service as an officer of this Corporation for any reason, except for Past International Presidents and Past International Directors;
- (2) death;
- (3) voluntary resignation, expressed in writing and delivered to World Headquarters;  
or
- (4) failure to maintain good standing with Toastmasters International under Article III, Section 8, below.

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

### **Section 5: Liability**

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

### **Section 6: Use of Collective Membership Marks**

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

### **Section 7: Nondiscrimination**

This Corporation shall not discriminate, in the conduct of its programs and activities, against any persons on the basis of age (except those persons under 18 years of age), race, color,

creed, gender, gender identity, gender expression, national or ethnic origin, sexual orientation, or physical or mental disability, so long as the individuals, through their own effort, are able to participate in the program or activity.

### **Section 8: Good Standing of Individual Members of Clubs**

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

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

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

### **Section 9: Designated Representatives of Member Clubs**

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

### **Section 10: Membership Roster**

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

### **Section 11: Voting Members' Rights**

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

- (a) the election of the International President-Elect, the International President when there is no International President-Elect to succeed to that office, the First and Second Vice Presidents, and the International Directors of this Corporation;

- (b) the removal of International Directors pursuant to Section 5222 of the California Corporations Code;
- (c) any amendment to these Bylaws and any amendment to the Articles of Incorporation of this Corporation;
- (d) the disposition of all or substantially all of the assets of this Corporation;
- (e) any merger of this Corporation;
- (f) any dissolution of this Corporation; and
- (g) any other matters that may properly be presented to voting members, pursuant to this Corporation's Articles, Bylaws, Club Constitution for Clubs of Toastmasters International, or action of the Board of Directors, or by operation of law.

### **Section 12: Dues and Financial Levies**

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

### **Section 13: Disciplinary Proceedings**

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

- (a) The Board of Directors shall pass a resolution stating
  - (1) the proposed disciplinary action;
  - (2) the reasons therefore;
  - (3) the proposed date for the disciplinary action to take effect; and
  - (4) the date, time, and place for a hearing before the Board for the ~~charged~~-member **at issue**. The date for the hearing shall be not less than five (5) days before the proposed effective date.
- (b) The Chief Executive Officer shall send written notice of the hearing to the ~~charged~~-member **at issue** by first class mail to the last address of the member shown on this Corporation's records or by any other means reasonably calculated to provide actual notice of the matters stated in the Board resolution. Such notice shall be sent not less than 20 days before the hearing date.

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

## Article IV: Revenue

### Section 1: Source

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

### Section 2: Membership Dues Payment

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

### Section 3: Official Publication

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

## Article V: Board of Directors

### Section 1: How Constituted

A voting member of the Board of Directors may be referred to as a "Board Member" and collectively they may be referred to as "Board Members" in these Bylaws. The authorized number of Board Members of this Corporation shall be not less than 17 and not more than 25, the exact number to be set by the Board of Directors. The Board of Directors shall consist of the International President, the International President-Elect, the First and Second Vice Presidents, the Immediate Past International President, and one (1) International Director from each geographic region as defined by the Board of Directors. ~~Except for the Immediate Past International President and the International President, a~~All Board Members **other than the Immediate Past International President and the International President (if there is an International President-Elect to succeed to that office)** shall be elected by the voting membership of Toastmasters International. The Chief Executive Officer of Toastmasters International **shall not be a director of this Corporation but** shall be an ex officio member of the Board without voting ~~rights-~~privileges.

## Section 2: Powers

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

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

## Section 3: Meetings

- (a) Regular meetings of the Board of Directors shall be held preceding and following each Annual Business Meeting of Toastmasters International at the place where such Annual Business Meeting shall be held.
- (b) Other meetings of the Board shall be held at such times and places as determined by resolution of the Board, or upon call of the Executive Committee, or upon the request of eight (8) or more International Directors. Upon receipt of such call or written request, the Chief Executive Officer shall give to each Board Member, ~~by telephone (including a voice messaging system), in writing (in compliance with Article XIII, Section 9, below),~~ **by telephone (including a voice messaging system)**, or by personal delivery, at least 10 days' notice of the date, time, and place of the meeting. The notice shall include a statement of the purposes of the meeting, but the business transacted at such meeting shall not be limited by such statement.
- (c) The act of a majority of the Board Members present at a meeting at which a quorum, as defined in Article XI, Section 2, is present shall be the act of the Board of Directors, except as otherwise provided in these Bylaws or in the California Nonprofit Public Benefit Corporation Law. Where the vote of a majority or a greater number "of the Board" is required for a particular action, the vote shall be calculated using the number of Board Members present at a duly-noticed meeting at which a quorum is present. Where the vote of a majority or a greater number "of the entire Board" is required for a particular action, the vote shall be calculated using the total number of Board Members then in office. The chair of the meeting may vote at any time.
- (d) The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if
  - (1) a quorum is present, and
  - (2) either before or after the meeting, each of the Board Members not present provides a written waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing, ~~in compliance with Article XIII, Section 9, below.~~ The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Notice of a meeting shall also be deemed given to any Board Member who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

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

- (f) Any action required or permitted to be taken by the Board may be taken without a meeting if all Board Members shall individually or collectively consent in writing, ~~in compliance with Article XIII, Section 9, below,~~ to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such Board Members.
- (g) Board Members may participate in a meeting through use of teleconferencing or videoconferencing so long as all Board Members participating in such meeting can hear one another. Board Members may also participate in a meeting through use of electronic transmission from and to the Corporation in compliance with Article XIII, Section 9, so long as
  - (1) each Board Member participating in the meeting can communicate with all other members concurrently; and
  - (2) each Board Member is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

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

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

The **duties of the** Board of Directors shall **include the following**:

- (a) Devise strategic measures for the growth and development of the organization.;
- (b) Direct the conduct of the activities and affairs of the Corporation and the exercise of all its corporate powers.;
- (c) Appoint a Chief Executive Officer and fix compensation for that individual's service.;
- (d) Obtain the services of a certified public accounting firm to audit the records of the Corporation at the close of each fiscal year, and to certify to the Board and to the Member Clubs a report of the Corporation's financial status.;
- (e) Appoint standing committees and all other committees not otherwise provided for.;
- (f) Adopt by a two-thirds vote of the entire Board, and revise by a like vote, Policies containing the Board's major administrative decisions governing the affairs of the Corporation; any Board action on governing documents such as these Bylaws, the Articles of Incorporation, the Club Constitution for Clubs of Toastmasters International, and the District Administrative Bylaws shall also require a two-thirds vote of the entire Board.;
- (g) Fill any vacancies on the Board of Directors for the unexpired portion of the term vacated (or decide not to do so), except that
  - (1) a vacancy in the Immediate Past International President's office or the International President-Elect's office shall not be filled, **and**
  - (2) in the event of a vacancy in the International President's office, the Board may choose to:

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

**Any vacancy shall be filled by a person who has met the qualifications for that position stated in Article IX, Section 2, for the preceding 12 months, and further provided that if the number of Board Members in office is less than a quorum for any reason, vacancies on the Board may be filled in a manner complying with Section 5224 of the California Corporations Code.**

- (h) Divide that territory in which Member Clubs are located into geographic regions, as nearly as possible equal in number of clubs after giving proper consideration to potential growth of the organization and further, to accomplish the staggered terms of International Directors, divide the regions into two (2) groups and assign each group to even or odd successive election years in a manner that is reasonably fair and balanced.;
- (i) Review the regional boundaries and the regional assignment of undistricted Member Clubs not less than once every three (3) years, and, by a two-thirds vote of the entire Board, make such revision of regional boundaries and such reassignment of undistricted clubs to regions as may be necessary to provide, insofar as possible without abolishing the contiguousness of the several Districts within the respective regions, that the total number of Member Clubs in each geographic region shall be not more than 15% of the total number of Member Clubs in good standing at the end of the fiscal year immediately preceding any such Board action.;
- (j) Conduct the programs, activities, and affairs of the Corporation so as to further the charitable and educational purposes of Toastmasters International, to abide by the requirements of law applicable to nonprofit corporations, and to ensure that any management powers delegated to others shall be exercised under the ultimate direction of the Board.

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

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

## **Section 6: Executive Committee**

- (a) There shall be an Executive Committee of the Board of Directors, composed of the International President, the International President-Elect, the First and Second Vice Presidents, the Immediate Past International President, and the Chief Executive Officer, who shall be an ex officio member without voting rights. In the event of a vacancy in the office of any voting member of the Executive Committee which is not

filled by appointment or election of a new officer to fill that vacancy, the Board of Directors shall, by majority vote of the entire Board, select one (1) of the International Directors who has served a year on the Board to serve on the Executive Committee until the term of the vacated office expires.

- (b) The Executive Committee shall prepare and submit to the Board of Directors a recommended budget showing the amount of anticipated receipts and expenditures for the ensuing fiscal year. The budget once adopted by the Board shall become the financial policy of this Corporation for the ensuing fiscal year. This committee shall have such additional powers as the Board may delegate to it, and between Board meetings shall have the power of the Board to transact business of an urgent nature requiring immediate action, subject to the limitations on powers of committees of the Board stated in Section 5212 of the California Corporations Code.
- (c) All actions of the Executive Committee shall require four (4) affirmative votes, which may include the vote of the chair of the meeting. Meetings and actions of the Executive Committee shall be governed by and held and taken in accordance with the provisions of this Article V concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Executive Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of the Executive Committee and shall be filed with the corporate records. All transactions of the Executive Committee shall be reported in full at the next meeting of the Board of Directors and shall be subject to the approval of the Board.

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

### **(a) General**

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

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

A person who performs the duties of a member of the Board in accordance with this section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Board Member, including, without limiting the generality of

the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which this Corporation, or assets held by it, are dedicated.

**(b) Investments**

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

**(c) Loans**

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

**(d) Self-dealing Transactions**

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

## **Article VI: Officers**

### **Section 1: Officers**

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

### **Section 2: Ex Officio Officers**

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

### **Section 3: Subordinate Officers**

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

#### **Section 4: International President**

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

#### **Section 5: International President-Elect, Vice Presidents**

**(a) International President-Elect**

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

**(b) First Vice President**

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

**(c) Second Vice President**

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

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

#### **Section 6: Chief Executive Officer**

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

#### **Section 7: Secretary**

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

## **Section 8: Treasurer**

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

## **Section 9: Compensation**

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

## **Section 10: Tenure of Board Members**

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

## **Article VII: Committees**

### **Section 1: Function and Composition of Committees**

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

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

### **Section 2: Standing Committees**

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

### **Section 3: International Leadership Committee**

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

International Presidents, who shall serve terms prescribed under Policies set by the Board of Directors.

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

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

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

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

### **Article VIII: Nominations**

#### **Section 1: International President and Vice Presidents**

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

#### **Section 2: International Directors**

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

#### **Section 3: Nominations from the Floor**

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

### **Article IX: Elections**

#### **Section 1: Time**

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

## Section 2: Qualifications

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

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

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

## Section 3: Balloting

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

votes cast. In case of a tie between two (2) remaining nominees, the election shall be decided by lot.

Cumulative voting is not permitted.

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

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

### **Article X: Annual Business Meeting**

#### **Section 1: Voting by Member Clubs**

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

#### **Section 2: Proxies**

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

**All forms of proxy designation must conform to Policies set by the Board of Directors in compliance with the California Nonprofit Public Benefit Corporation Law. All proxyholders must be in good standing with Toastmasters International under Article III, Section 8, of these Bylaws.**

#### **Section 3: Credentials**

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

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

#### **Section 4: Voting by Delegates at Large**

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

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

#### **Section 5: Resolutions**

- (a) For proposed amendments to the Articles of Incorporation, these Bylaws, or the Club Constitution for Clubs of Toastmasters International, a proposed resolution embodying the same must be presented in writing to and received by the Board of Directors no later than December 31 before the Annual Business Meeting, except for matters submitted by the Board of Directors, reports of other officers, and courtesy resolutions of thanks and appreciation, or unless otherwise ordered by the Board or by unanimous consent of the Annual Business Meeting. Resolutions shall be in substantially the following form: "The Annual Business Meeting of Toastmasters International hereby RESOLVES that..." Bylaw amendment resolutions are subject to additional requirements set forth in Article XIV of these Bylaws. No proposed amendment to the Articles of Incorporation shall be submitted to the voting members without first receiving approval by the Board of Directors.
- (b) No other matter shall be acted upon by the Annual Business Meeting unless a proposed resolution embodying the same shall have been presented in writing to the Board of Directors by December 31 before the Annual Business Meeting. Resolutions shall be in substantially the following form: "RESOLVED that the Annual Business Meeting of Toastmasters International recommends to the Board of Directors that..."
- (c) The Board shall make its recommendations on those resolutions that proceed to the Annual Business Meeting for such action as the voting membership of this Corporation may determine. Any resolution not presented in writing to the Board in full compliance with this section will not be eligible for submission and shall not be submitted to the Annual Business Meeting unless the Board, in its sole discretion, decides to handle the resolution otherwise.
- (d) Any motion or resolution to suspend the rules at the Annual Business Meeting shall require a two-thirds vote of the votes cast in person, including participation by electronic transmission (see Article X, Section 7, below), or (in the case of Member Clubs) by proxy, and shall not operate to suspend or set aside any provision of these Bylaws except by unanimous consent.

#### **Section 6: Voting**

Voting at the Annual Business Meeting shall be limited to accredited delegates or proxyholders representing Member Clubs and Delegates at Large. Voting may be by ballot or voice vote, as called for by the chair, except that elections of Board Members shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote of the voting membership. If the secret ballot is dispensed with in the case of an unopposed candidate,

the Secretary of the meeting may be instructed to vote a single ballot for that candidate. Every decision or act made or done by a majority of the votes cast in person, including participation by electronic transmission (see Article X, Section 7, below), or (in the case of Member Clubs) by proxy at an Annual Business Meeting, or other duly held meeting of the voting membership at which the required quorum is present, is the act of the members, unless the law, the Articles of Incorporation of this Corporation, or these Bylaws require a greater number. Subject to any Policies established by the Board, voting members not physically present in person, or (in the case of Member Clubs) by proxy, at an onsite membership meeting may, by electronic transmission in compliance with Section 7 of this article or by electronic video screen communication, participate in the meeting, be deemed present in person, and vote at the meeting.

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

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

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

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

### **Section 8: Notice**

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

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

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

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

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

### **Section 9: Record Dates**

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

## **Article XI: Quorum**

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

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

### **Section 2: Board of Directors**

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

### **Section 3: Committees**

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

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

## **Article XII: Districts**

### **Section 1: How Established**

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

### **Section 2: How Financed**

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

### **Section 3: How Administered**

#### **(a) District Officers**

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

#### **(b) Division and Area Officers**

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

#### **(c) District Council**

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

#### **(d) Duties of Officers**

Although the District Director shall report to and take direction from the District Council in matters pertaining to District organization, programs, and procedures, the District Director, as an officer of this Corporation, is ultimately responsible to the Board of Directors of Toastmasters International for the exercise of the powers and duties of that office. A Program Quality Director or Club Growth Director shall perform the duties

of the District Director in the event of that Director's absence, and such other duties as the District Director shall designate. The Division Director shall be responsible to the District Director or the District Director's designee, shall represent the District Director within the Division, and shall uphold and promote the purposes of Toastmasters International in the Division. The Area Director shall be responsible to the District Director or the District Director's designee, shall represent the District Director within the Area, and shall uphold and promote the purposes of Toastmasters International in the Area.

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

Districts, Divisions, and Areas are integral parts of Toastmasters International, a California nonprofit public benefit corporation, and, as administrative units of that Corporation, their activities and affairs shall be managed, and their powers exercised, under the ultimate direction of the Board of Directors of Toastmasters International. The powers and duties delegated by the Board to District Councils and to District, Division, and Area officers, and their terms of service, are subject at all times to the ultimate authority of the Board. Districts are not independent or autonomous legal entities, and District Directors are officers of this Corporation. **No District has the authority to create a separate legal entity.**

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

## **Section 4: Meetings**

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

## **Article XIII: Miscellaneous**

### **Section 1: Emblem**

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

### **Section 2: Seal**

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

### **Section 3: Emblems, Marks and Copyrights**

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

### **Section 4: Insignia**

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

Toastmasters International or any colorable imitation thereof, except by official designation from the Board of Directors of Toastmasters International.

### **Section 5: Rules of Order**

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

### **Section 6: Indemnification and Insurance**

#### **(a) Right of Indemnity**

To the fullest extent allowed by Section 5238 of the California Corporations Code, this Corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this article, "agent" shall have the same meaning as in Section 5238(a), including this Corporation's directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

#### **(b) Approval of Indemnity**

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

#### **(c) Advancing Expenses**

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

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

(d) **Insurance**

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

**Section 7: Contracts, Notes, and Checks**

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

**Section 8: Annual Reports to Board Members and Voting Membership**

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

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

**Section 9: Electronic Transmissions**

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

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

**Section 10: Electronic Transmissions to Members**

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

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

## **Article XIV: Amendments**

### **Section 1: With Notice**

These Bylaws may be amended at any Annual Business Meeting or special meeting of the voting membership of Toastmasters International by a two-thirds vote of the votes cast in person, including participation by electronic transmission (see Article X, Section 7, above), or (in the case of Member Clubs) by proxy. Proposed amendments may be placed before the voting membership as follows:

- (a) Proposed amendments may be submitted by the Board of Directors to the voting membership of Toastmasters International at any time up to 60 days before the Annual Business Meeting or special meeting at which they will be considered.
- (b) Proposed amendments may also be submitted by voting members to the Annual Business Meeting of Toastmasters International in the following manner: Proposed amendments must be presented in writing to and received by the Board of Directors no later than December 31 before the Annual Business Meeting at which they are to be submitted, in compliance with Article X, Section 5, above. If the amendment is proposed by one or more Member Clubs, each club shall have approved the proposed amendment by the vote of at least two-thirds of the active individual members of the club present and voting at a club business meeting at which a quorum is present; such approval shall be evidenced by a certificate containing the proposed amendment signed by all the active individual club members who voted to approve the proposed amendment. If the amendment is proposed by a Delegate at Large, such proposal shall be evidenced by a certificate containing the amendment and bearing the signature of the Delegate at Large. Each proponent shall submit such a certificate to the Board of Directors no later than the December 31 deadline. The proposed amendment shall be placed before the voting members of Toastmasters International only if the proposed amendment and certificate(s) are presented to and received by the Board no later than December 31 and one (1) of the following conditions is met:
  - (1) The Board of Directors votes to place the proposed amendment before the voting membership; or
  - (2) The amendment is proposed by at least one (1) percent of all the votes held by the voting membership of Toastmasters International; or
  - (3)

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

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

- (c) Notice of any proposed amendments to be submitted to the voting membership of Toastmasters International for a vote shall be mailed by the Chief Executive Officer to each voting member at least 60 days before the meeting, together with any recommendation of the Board of Directors thereon. Any such recommendation shall also be presented to the voting members at the meeting before the vote is taken on the proposed amendments. No amendments to the proposed amendment may be made during the meeting, nor at any time after 60 days prior to the meeting.
- (d) Any amendment to these Bylaws which would materially and adversely affect the rights of either the Member Clubs as a class, or the Delegates at Large as a class, as to voting or transfer of membership rights, in a manner different than such amendment affects the other class, shall require the approval of a two-thirds vote of the class affected, based on the number of votes from that class cast in person, including participation by electronic transmission (see Article X, Section 7, above), or (in the case of Member Clubs) by proxy.
- (e) In the event of two (2) or more Bylaw amendment proposals presented to the same meeting of members, which the Board determines to be in conflict with each other, only the proposal receiving the highest majority of votes cast shall be adopted.

## **Section 2: Without Notice**

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

# Toastmasters Club Constitution for Clubs of Toastmasters International

## Article I: Purpose

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

To carry out this purpose, this club shall:

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

## Article II: Membership

### Composition

#### Section 1

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

### Admission to Membership

#### Section 2

This club is a private association, and membership herein shall be by invitation only. Any individual member may sponsor an eligible prospective individual member, and invite that individual to join this club, so long as the person is not currently suspended or removed from good standing with Toastmasters International under Article III, Section 8, of the Bylaws of Toastmasters International. Application for individual membership shall be made

on the form provided by Toastmasters International. Such application shall be returned to a club officer who shall **introduce the applicant** ~~read it~~ to this club. The applicant shall be declared elected to individual membership upon the favorable vote of at least a majority of the active individual members of this club present and voting at a business meeting of the club membership. The new member fee and membership dues shall be remitted to Toastmasters International by the club or by the individual member when verified by a club officer. The individual membership of this club may be divided into three (3) classifications: active, inactive, and honorary.

## Active Membership/Member Responsibilities

### Section 3

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

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

## Inactive Membership

### Section 4

Inactive individual membership is provided for as follows:

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

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

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

## Honorary Membership

### Section 5

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

Honorary individual members **shall not:**

- have ~~no~~-voting privileges,
- ~~shall not~~ hold office,
- ~~shall not be counted~~ toward a quorum of the club membership, ~~and shall not~~
- participate in speech contests, ~~They are not entitled to places on the regular speakers' program~~ and
- ~~cannot~~ participate in club discussions. ~~or serve as evaluators,~~

**Honorary individual members are not entitled to places in the regular club meeting program,** but may serve as substitutes when requested by the Club President or the Toastmaster of the meeting.

~~No dues or fees for h~~Honorary individual members ~~are collected nor are~~ **do not pay** any dues ~~or fees paid to the club or to~~ Toastmasters International. The term of honorary membership is specified by the club in the addendum.

## Discipline/Expel/Suspend/Decline to Renew Membership

### Section 6

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

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

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

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

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

## Article III: Club Dues and New Member Fees

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

### Club Dues

#### Section 1

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

### Club New Member Fee

#### Section 2

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

### Reinstatement Fee

#### Section 3

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

### Transfer to Another Club

#### Section 4

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

## Article IV: Meetings and Notice

### Regular Meetings

#### Section 1

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

## Special Meetings

### Section 2

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

## Club Executive Committee Meetings

### Section 3

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

## Notice

### Section 4

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

### Section 5

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

## Article V: Quorum and Voting

## Quorum

### Section 1

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

## Voting

### Section 2

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

### Section 3

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

### Section 4

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

## Article VI: Officers

### Officers

#### Section 1

The officers of this club shall include, to the extent possible, a Club President, a Vice President Education, a Vice President Membership, a Vice President Public Relations, a Club Secretary, a Club Treasurer (or a Club Secretary-Treasurer), a Sergeant at Arms, and the Immediate Past Club President.

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

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

### Education Credit

#### Section 2

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

### Term of Office

#### Section 3

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

### Immediate Past Club President

#### Section 4

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

### Nominations

#### Section 5

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

the Club Leadership Committee shall be the Immediate Past Club President, unless this position is vacant or the best interests of the club require otherwise.

## Elections

### Section 6

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

## Resignation or Removal

### Section 7

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

## Vacancy in Office

### Section 8

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

## Re-election

### Section 9

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

## Article VII: Duties of Officers

### Club President

#### Section 1

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

## Vice President Education

### Section 2

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

## Vice President Membership

### Section 3

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

## Vice President Public Relations

### Section 4

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

## Club Secretary

### Section 5

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

## Club Treasurer

### Section 6

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

## Sergeant at Arms

### Section 7

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

## Immediate Past Club President

### Section 8

The Immediate Past Club President provides advice and counsel as requested by the Club President. **The Immediate Past Club President also shall chair the Club Leadership Committee, unless the best interests of the club require otherwise.**

## Representation on the District Council

### Section 9

This club's representatives on the District Council are the Club President and Vice President Education. This club is entitled to two (2) votes, and the club can determine whether the Club President or the Vice President Education, holding two (2) votes, or both representatives, with one (1) vote each, will act as voting members of the District Council.

## Additional Duties

### Section 10

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

## Article VIII: Committees

## Standing

### Section 4

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

## Club Executive

### Section 2-1

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

## Other Committees

### Section 2

**This club may have other committees as established by the Club President or the Club Executive Committee including, but not limited to: Education, Membership, Public Relations, and Social and Reception Committee.**

## Education

### Section 3

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

## Membership

### Section 4

~~The Club Membership Committee shall consider all applications for individual membership and report thereon to this club, and shall arrange for proper induction of all new individual members. This committee shall be responsible for maintaining club individual membership and attendance. It shall be the goal of this committee to ensure that the individual membership of this club is at all times at charter strength or better.~~

## Public Relations

### Section 5

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

## Social and Reception

### Section 6

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

## Additional Duties

### Section 7-3

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

## Article IX: Rules of Order

## Parliamentary Authority

### Section 1

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

authority on parliamentary procedure, the addendum shall specify the name of the recognized authority in this club's jurisdiction.

## Parliamentarian

### Section 2

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

## Article X: Affiliation

## International Affiliation

### Section 1

Upon receiving a charter from Toastmasters International, and so long as this club remains in good standing with Toastmasters International, this club shall be a member of Toastmasters International, entitled to all the rights and powers, and subject to all the duties and requirements, of Member Clubs as may be stated in the Articles of Incorporation, Bylaws of Toastmasters International, District Administrative Bylaws, the Club Constitution, and Policy and Protocol issued by Toastmasters International.

## District Affiliation

### Section 2

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

## Financial Obligations

### Section 3

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

## Separate Legal Entity

### Section 4

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

## Representation at Annual Business Meeting and Other Meetings

### Section 5

This club is entitled to representation at the Annual Business Meeting as provided in the Bylaws of Toastmasters International, and at any other meetings of the voting members of Toastmasters International, and at District and Area Council meetings. This club shall select its proxyholders for the Annual Business Meeting or other meetings of the voting members of Toastmasters International in sufficient time for the Club President or Club Secretary to validate the proper credentials for them. In the event this club is not represented at the

Annual Business Meeting by personal proxyholders selected from this club, the executive committee of this club shall appoint and authorize a proxyholder with authority to act under Article X, Section 2, of the Bylaws of Toastmasters International. Such selection shall be submitted to this club at the next business meeting for ratification.

## Relationship with Other Governing Documents

### Section 6

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

## Addendum of Standard Club Options

### Section 7

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

## Article XI: Legal Status and Dissolution

### Affiliation with Others and Use of Funds

#### Section 1

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

### Dissolution

#### Section 2

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

### Compliance with California Law and Local Jurisdictional Law

#### Section 3

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

## **Article XII: Amendments to Club Constitution**

### How Amended

#### **Section 1**

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

### Proposals from International Board

#### **Section 2**

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

### Proposals from Clubs

#### **Section 3**

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

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

amendment will be submitted, such prior proposed amendment shall have received no less than 30% of the votes cast.

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

## Notice

### Section 4

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

## Conflicting Proposals

### Section 5

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

Amendments in **blue** are approved, effective July 1, 2025.

## District Administrative Bylaws

### Article I: Authority, Applicability, and Designation

**(a) Authority**

These District Administrative Bylaws (“administrative bylaws”) are **issued** ~~promulgated~~ under the authority of Article XII of the Bylaws of Toastmasters International, by its Board of Directors, relating to District administration.

**(b) Applicability**

These administrative bylaws shall also apply to Provisional Districts to the extent provided in Policies and adopted and modified by the Board of Directors of Toastmasters International. Unless otherwise specifically stated, all references to District officers or to District leadership bodies in such Policies and implementing Protocols shall apply to their equivalents in Provisional Districts.

**(c) District Designation**

The District shall be identified by the designation assigned to it by the Board of Directors.

### Article II: Purpose

The purpose of a District is to enhance the quality and performance of its Member Clubs, and extend the network of the Member Clubs of Toastmasters International within the boundaries of the District, thereby offering greater numbers of people the opportunity to benefit from the Toastmasters educational program. The District accomplishes this by:

1. Focusing on the District **training, club quality,** ~~educational~~ and membership goals.
2. Ensuring each club effectively serves its individual members by fulfilling the club mission.
3. Providing effective training and leadership-development opportunities for club officers and District leaders.
4. Managing Toastmasters International programs and activities within the District.
5. Acting as stewards of Toastmasters International’s assets for the District.
6. Developing a close relationship between Member Clubs and Toastmasters International.
7. Promoting interest in, and extending the benefits of, individual membership in Toastmasters clubs.
8. Helping in the organization **and support** of new Toastmasters clubs.
9. Encouraging Member Clubs to undertake programs and projects that will result in greater community awareness of the Toastmasters programs and meet the needs of individual members.

## **Article III: Affiliation and Liability**

### **(a) With Toastmasters Member Clubs**

All Member Clubs within the boundaries of the District, and all such clubs organized hereafter, shall be affiliated with the District. However, the District shall have no liability to any third party for any debt or obligation of any club, nor shall any club have any liability to any third party for any debt or obligation of the District or any other component part of Toastmasters International.

### **(b) With Toastmasters International**

The District is an integral part of Toastmasters International, a California nonprofit public benefit corporation, and, as an administrative unit of that corporation, its activities and affairs shall be managed, and its powers exercised, under the ultimate direction of the Board of Directors of Toastmasters International. The District is not an independent or autonomous legal entity. Because Toastmasters International is the exclusive owner of all the trade names, trademarks, service marks, emblems, insignia, and copyrights associated with the Toastmasters collective membership mark, no District has the authority to create a separate legal entity.

### **(c) Receivership**

In situations where the ability of a District to accomplish the District mission is in serious jeopardy, the Board of Directors of Toastmasters International may declare the District to be in full or partial receivership. Where the situation is urgent and immediate action is required, the Executive Committee of the Board of Directors may act under Article V, Section 6, of the Bylaws of Toastmasters International, to declare a District to be in full or partial receivership. Under a declaration of receivership, all or part of the provisions of these administrative bylaws may be suspended, modified, or augmented, which may include, as appropriate, provisions regarding the conduct of financial affairs, the filling of vacancies in District officer positions, and the operation of the District Council, the District Executive Committee, and other District committees. The declaration shall delegate authority over the District in receivership to the International President, International President-Elect, First or Second Vice President, an acting District Director, the Chief Executive Officer, or a combination of the foregoing, for the period of time specified on the declaration.

## **Article IV: Policy**

The District shall not adopt any policy in conflict with any Policy of Toastmasters International, and its actions shall be consistent with the purposes and ideals of Toastmasters International. These administrative bylaws shall be deemed automatically modified and amended so that they shall at no time be in conflict or inconsistent with the Articles of Incorporation, Bylaws, or Policies established by the Board of Directors of Toastmasters International, as they now exist or hereafter may be changed or amended.

## **Article V: Boundaries**

The geographic boundaries of the District shall be as defined and approved by the Board of Directors. The District may also contain clubs that have no physical meeting location, subject to rules established by the Board of Directors.

The District Council of the District may recommend changes to such boundaries to the Toastmasters International Board of Directors for approval.

## **Article VI: Area and Division Organization**

The Member Clubs of a District shall be organized into Areas, the number and composition of which shall be determined by the District Council at its Annual Meeting, to become effective the following July 1. Each Area shall be under the direction of an Area Director acting under the District Director and District Council. The District shall further organize Areas together into Divisions under the supervision of Division Directors acting under the District Director and District Council. The number and composition of Divisions shall be determined by the District Council at its Annual Meeting, to become effective the following July 1.

## **Article VII: Officers**

### **(a) District Officers**

The officers of the District shall be a District 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 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.**
  - ~~e-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 the entire preceding 12 months, or has been a member~~ 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 shall have served
    - i. at least six (6) consecutive months as Club President and
    - ii. at least 12 consecutive months as 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 ~~from the Floor~~**

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 Leadership Committee Chair or~~ 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, 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, 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, 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 confirmed~~ 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 ~~a return~~ **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 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.

**(c) Program Quality Director**

1. The Program Quality Director is the second-ranking member of the District Executive Committee, and chairs that body and the District Council in the absence of the District 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 all their** members in achieving education awards and recognizing those achievements.
  - d. Ensuring club and District officers are **properly** 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-a~~. Providing counsel, information, and service to the Area Directors within the Division.
  - ~~c-b~~. Coordinating the Division's activities and events.
  - ~~d-e~~. 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-a~~. Coordinating and promoting District events with the Member Clubs within the Area.
  - ~~c-b~~. Encouraging club quality through club visits.
  - ~~d-e~~. 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.

## **Article IX: District Council**

**(a) Composition**

The District Council shall consist of the District Executive Committee, as defined in Article XI(a) of these administrative bylaws, and the representatives from each Member Club in good standing in the District, who are the Club President and Vice President Education. Each Member Club is entitled to two (2) votes, and the club can determine whether the Club President or Vice President Education, holding two (2) votes, or both representatives, with one (1) vote each, will act as voting members of the District Council. These shall be the only voting members of the District Council. References made in these administrative bylaws to "members of the District Council" shall mean only voting members.

**(b) Authority**

The District Council shall serve as the administrative governing body of the District, operating with powers delegated to the District Council by the Toastmasters International Board of Directors and subject at all times to the ultimate direction of

the Board of Directors and the Articles of Incorporation, Bylaws, Policies, and decisions of Toastmasters International, and these administrative bylaws. The District Council shall conduct all business of the District, shall assume responsibility for the payment, with District funds, of all debts incurred in the conduct of authorized District activities, and shall not assess or impose any financial obligation on any Member Club or any individual member of a club. Members of the District Council in attendance at the annual District conference are required to attend the Annual Meeting of the District Council.

## **Article X: Council Meetings, Quorum, and Voting**

### **(a) Regular Meetings**

The District Council shall hold at least two (2) meetings during each program year, with the exact number and schedule of meetings to be fixed by the District Council. The first meeting must take place no later than September 30 to approve the District budget and confirm the appointment of District leaders. One meeting shall be the Annual Meeting, and shall be held between March 15 and June 1. Notice of any meeting shall be sent in writing to all District Council members at least four (4) weeks prior to the date of such meeting.

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. All other meetings of the District Council are conducted online.

### **(b) Special Meetings**

Special meetings of the District Council may be called by the International President, the District Director, a majority of the District Executive Committee, or not less than one-fourth of the members of the District Council. Notice thereof shall be sent in writing to all District Council members at least two (2) weeks prior to the date of such meeting. The notice shall include the reason the meeting is being called. Any other valid business may be transacted at the meeting.

### **(c) Quorum**

On the basis of two (2) votes per club, one-third of the Member Clubs in good standing in the District shall constitute a quorum for all District Council meetings. The continued presence of a quorum is presumed unless the chair declares otherwise.

In the event that any business is transacted at any District Council meeting at which a quorum is not present, the action shall be deemed as valid as if a quorum were present if it thereafter is expressly approved by electronic transmission or other reasonable means by the affirmative vote of a majority of the Member Clubs in the District on the basis of two (2) votes per club.

### **(d) Voting**

When the voting process is conducted, only the Club President and/or Vice President Education of any Member Club may vote on behalf of the club as its representative. Either club officer may carry the club's two (2) votes or each of these club officers may carry one (1) vote, as determined by the club membership. The representative from any Member Club in good standing is entitled to a maximum of two (2) votes.

District Executive Committee members are entitled to one (1) vote and may cast up to two (2) additional votes as a representative of a Member Club, for a maximum of three (3) votes.

District Council members must cast their own vote; no proxies are permitted.

## Article XI: Committees

### (a) District Executive Committee

1. The District Executive Committee consists of the District 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. ~~The~~ **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 ~~the this District Executive C~~committee shall constitute a quorum.
4. ~~The~~ **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. ~~The~~ **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. ~~The This District Executive C~~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, ~~the 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. ~~The~~ **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. ~~The~~**This** committee's ~~results~~**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. ~~The~~**This** committee shall submit an interim mid-year audit report no later than February 15.
4. ~~The~~**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, 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 ~~may be appointed as~~ **established** ~~advised~~ by the District Director or the District Council. ~~Such committees may include, among others, the following special committees, including, but not limited to:~~ 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.

## **Article XII: Finances and Records**

**(a) Finances**

The conduct of the District's financial affairs shall be subject to Policies established by the Toastmasters International Board of Directors. Payments of District expenses shall be made only for expense items benefitting the District and consistent with the purposes and Policies of Toastmasters International. Toastmasters International will transfer funds to the District upon presentation of a requisition which sets forth the purpose of the withdrawal and which is signed by the District Director and either the District Administration Manager or District Finance Manager. All disbursements of District funds shall be in accordance with the District budget, unless otherwise approved by the Board of Directors.

**(b) Records**

The outgoing District officers shall transfer to the incoming officers, in good order, the complete records of their respective offices by the beginning of the program year (July 1).

## **Article XIII: Rules of Order**

*Robert's Rules of Order Newly Revised* shall be the final authority on parliamentary procedure insofar as Robert's Rules do not conflict with any provision of these administrative bylaws, the Articles of Incorporation, Bylaws of Toastmasters International, Policies set by the Toastmasters International Board of Directors, or applicable law. If the District is located in a jurisdiction where Robert's Rules are not a recognized authority on parliamentary procedure, the District may use the recognized authority in the jurisdiction where the District is located in place of Robert's Rules.

## **Article XIV: Political Activity**

The District shall not take any official position on any issue of local, state, or national public policy, or otherwise engage in any legislative lobbying. The District shall not participate or intervene in any way in any campaign of any person for any public office.

## **Article XV: Legal Action**

The District shall not file any lawsuit as a party plaintiff, hire legal counsel, file any response to any lawsuit, respond to any subpoena, or take any other legal action without the prior written approval of the Chief Executive Officer of Toastmasters International. In the event the District is served with any summons, complaint, subpoena, injunction, or other form of legal process, the District officer receiving the legal process shall notify World Headquarters within 24 hours of such service.

## **Article XVI: Governing Law**

The District shall be governed by, and these administrative bylaws shall be construed in accordance with, the laws of the State of California, where Toastmasters International is incorporated, regardless of where the District is located.

## **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 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.

## Accredited Speaker Program

### 1. Eligibility

- A. Active members of a club in good standing who meet all requirements outlined here are eligible to apply for the Accredited Speaker Program. They must have:
  - I. Completed all levels in a single path in the Toastmasters Pathways learning experience, or have earned Advanced Communicator Bronze or Advanced Toastmaster Bronze
  - II. Presented a minimum of 25 eligible speaking engagements to non-Toastmasters audiences within the past three (3) years (from the date of application)
    - a. 15 of the 25 speaking engagements must have been paid engagements.
      - i. Travel or expense reimbursements, gifts, donations, or per diems qualify for a maximum of seven (7) of the 15 paid speaking engagements.
      - ii. At least eight (8) of the 15 paid speaking engagements must have been speeches or presentations for which the speaker was directly compensated **with** a pre-arranged fee.
    - b. Online presentations qualify, as long as an audience of 20 or more viewed the presentation in real time.
    - c. The speaker must be the principal author/owner of a substantial portion of the content used.
      - i. Content owned by an outside source and used as the major portion of a presentation does not qualify.
      - ii. Speaking engagements must not have been presented as part of the speaker's regular employment, unless self-employed.
- B. International Officers or Directors, candidates for International Officer or Director, Region Advisors, and applicants for Region Advisor are not eligible to apply to the Accredited Speaker Program.

### 2. Application Process

- A. World Headquarters accepts Accredited Speaker Program applications between January 1 and January 31 each year.
  - I. Applications submitted before January 1 and after January 31 are not considered.
- B. Those who meet eligibility requirements and submit a complete application as outlined here are eligible to become candidates for the Accredited Speaker designation.

- I. The official Accredited Speaker Application Form must be completed.
  - a. ~~It must~~ must include a list of 25 eligible speaking engagements, as outlined in Section 1.A.II.
- II. A link to a video presentation that is 20 to 60 minutes in length, spoken in English, and recorded before a live, non-Toastmasters audience
  - a. Online presentations qualify, as long as an audience of 20 or more viewed the presentation in real time.
  - b. A copy of any presentation slides included in the video submission must be included with the application.
- III. Five (5) recommendations from five (5) different clients for paid speaking engagements
- IV. A Level 1 application fee of \$100 USD
  - a. This fee is non-refundable and non-transferable.
- V. Links to any applicable websites and/or social media profiles dedicated to the applicant's professional speaking career
  - a. Applicants cannot be denied eligibility for the program solely because they do not have a professional website or social media profile(s).
- C. In February, World Headquarters reviews all eligible applications to ensure they are complete and meet outlined requirements.
- D. If an application is incomplete or missing information, or the video does not meet outlined requirements, the applicant will be notified and permitted seven (7) days to correct the error.
- E. If the applicant does not, or is unable to, correct the error within seven (7) days, they will not be considered for Level 1 that year and must re-submit a complete application during a new application cycle if they would like to re-apply.
- I. Their \$100 USD application fee will not be refunded or applied to a future application.

### 3. Accredited Speaker Program Process

- A. The Accredited Speaker Program consists of Level 1 and Level 2.
- B. Eligible applicants who submit a completed application in January advance to Level 1.
- C. Level 1 of the Accredited Speaker Program follows the below progression.
  - I. Complete applications submitted to World Headquarters are shared with Level 1 judges.

- a. Level 1 judges are Accredited Speaker Program Council members, as selected by the council chairs, with approval of the First Vice President.
- II. The Accredited Speaker Program Council members (Level 1 judges) thoroughly review all elements of each application.
  - a. All components of the application may be taken into consideration when determining whether to give the applicant a passing score.
  - b. When viewing applicant videos, council members use the [Accredited Speaker Program Judge's Guide and Ballot](#) to score the video presentation and provide the applicant with written feedback.
- III. After reviewing all the application materials and using the [Judge's Guide and Ballot](#) to score the video presentation, council members provide the applicant with a final score out of 100.
  - a. 80 or above is a passing score.
- IV. To advance to Level 2, candidates must receive a passing score from four (4) out of five (5) council members (Level 1 judges).
  - a. All applicants who receive a passing score from four (4) out of five (5) judges will advance to Level 2.
  - b. All applicants who do not receive a passing score from four (4) out of five (5) judges will not advance to Level 2 and must re-submit a complete application during a new application cycle if they would like to apply again.
    - i. Their \$100 USD application fee will not be refunded or applied to a future application.
- D. Level 2 of the Accredited Speaker Program follows the below progression:
  - I. All applicants who advance become Level 2 candidates and are invited to give a live presentation, spoken in English, during the Accredited Speaker Program at the Toastmasters International Convention in front of a panel of judges.
    - a. Candidates who accept the invitation to present at the Accredited Speaker Program must submit a Level 2 application fee of \$150 USD.
      - i. This fee is nonrefundable and nontransferable.
    - b. Candidates who are unable to accept the invitation to present at the Accredited Speaker Program the same year they passed Level 1 may present at Level 2 any year within three (3) years of their original application.

- i. Candidates participating in Level 2 in a different year than when they passed Level 1 must inform Word Headquarters of their intent by May 1 of the year they plan to participate.
  - ii. Upon informing World Headquarters, these candidates will be required to pay the \$150 USD Level 2 application fee.
- II. Based on the number of Level 2 candidates in a given year, World Headquarters may conduct the Accredited Speaker Program in multiple groups during the International Convention.
  - a. Each group will have its own panel of judges.
- III. Level 2 judges are Accredited Speaker Program Council members, as selected by council chairs, with the approval of the First Vice President.
- IV. Council members are provided with each candidate's basic information and context regarding area of expertise as submitted at Level 1.
  - a. Additional application information, including candidate video submissions, list of speaking engagements, recommendation forms, and details regarding education and awards will not be provided to Level 2 judges.
- V. Council members (Level 2 judges) use the [Accredited Speaker Program Judge's Guide and Ballot](#) to score candidates' live presentations and provide written feedback during the Accredited Speaker Program.
- VI. Following the live presentations, council members (Level 2 judges) assign each candidate a score out of 100.
  - a. 80 or above is a passing score.
- VII. For a candidate to receive the Accredited Speaker designation, they must receive a passing score from four (4) out of five (5) council members (Level 2 judges).
- VIII. Council chairs serve as chief judges for the Accredited Speaker Program and review results to determine which candidates received the designation. They inform all candidates of results before they are announced.
  - a. All Level 2 candidates who receive a passing score from four (4) out of five (5) judges receive the Accredited Speaker designation.
  - b. Level 2 candidates who do not receive a passing score from four (4) out of five (5) judges do not receive the Accredited Speaker designation.
    - i. Candidates who present at Level 2 but do not receive the designation may reapply beginning at Level 2 and present again at the International Convention (must be within three [3] years of the original attempt).

- ii. Returning candidates must inform Word Headquarters of their intent by May 1 of the year they plan to participate.
- iii. Candidates who return at Level 2 must pay the \$150 USD Level 2 application fee each time they return.
- iv. The number of times a candidate may return and attempt beginning at Level 2 is twice. Following this, the candidate must re-apply at Level 1 with a complete application.

#### **4. Accredited Speakers**

- A. Accredited Speaker applicants and Accredited Speakers agree to adhere to all Toastmasters International governing documents, including Policy 3.0: Ethics and Conduct, Protocol 3.0: Ethics and Conduct, and this Policy.
- B. Accredited Speakers must not damage the Toastmasters International or Accredited Speaker brands in any way.
  - I. When presenting at Toastmasters events or about Toastmasters, Accredited Speakers must use materials in presentations that accurately reflect the Accredited Speaker Program and the Toastmasters International brand.
- C. Accredited Speakers must not charge fees for assisting Toastmasters members in pursuing the Accredited Speaker designation. However, if an Accredited Speaker offers other professional services as part of their business, and a Toastmasters member pursuing the Accredited Speaker designation wishes to utilize that service, the Accredited Speaker may charge the corresponding fee for the service.
- D. All Accredited Speakers are encouraged to use the Accredited Speaker logo and must abide by the guidelines regarding its authorized and unauthorized uses.
  - I. Authorized uses of the Accredited Speaker logo are
    - a. Toastmasters members who hold the Accredited Speaker designation
      - i. Professional websites (must include a link to the Toastmasters International Accredited Speaker page)
      - ii. Presentation slides
      - iii. Speaker one-sheets
      - iv. Social media profiles (e.g., Facebook, LinkedIn)
      - v. Email signatures
      - vi. Stationery
      - vii. The back of business cards
    - b. Promotion of the Accredited Speaker program by Toastmasters clubs, Areas, Divisions, and Districts.
    - c. To promote the participation of Accredited Speakers at Toastmasters events.

- II. Unauthorized uses of the Accredited Speaker logo
  - a. The front of business cards
  - b. Logos or visual representations for a club, Area, Division, or District, including those that specifically support members who strive to achieve the Accredited Speaker designation
  - c. On articles such as trophies, ribbons, banners, certificates, clothing, or other items, except with specific, written approval and authorization from the Chief Executive Officer.

## **5. Accredited Speaker Program Council**

- A. The Accredited Speaker Program Council works in conjunction with World Headquarters to oversee the Accredited Speaker Program, judge each level of the program, provide onboarding and support to new Accredited Speakers, report any known violations of conduct regarding an Accredited Speaker to World Headquarters, and suggest potential program improvements to World Headquarters.
- B. The Accredited Speaker Program Council consists of two (2) council chairs and council members appointed in multiples of five (5), as determined by the number of applicants.
  - I. Council chairs must be appointed by the First Vice President, subject to ratification by the Executive Committee.
    - a. The council chair term lasts 26 months: starting on September 1 and ending on October 31 of the second program year.
      - i. Council chair terms are staggered, with one (1) council chair appointed each year.
      - ii. Should a council chair be unable to complete the 26-month term for any reason, the vacancy is filled by an Accredited Speaker who meets all council chair requirements. The individual filling the less-than-two-year vacancy is appointed by the First Vice President, subject to ratification by the Executive Committee. At the discretion of the First Vice President, the individual may be appointed to serve a full two-year term following the less-than-two-year time of service.
  - II. Council members must be appointed by the council chairs with the approval of the First Vice President, subject to ratification by the Executive Committee.
    - a. For Level 1, five (5) council members are appointed for every eight (8) applicants each year.
    - b. For Level 2, an additional five (5) council members are appointed for each Accredited Speaker Program segment that will be held at the International Convention.

- c. Should a member of the council be unable to complete their role at Level 1 or Level 2 for any reason, the vacancy is filled by an Accredited Speaker or another Toastmasters member who meets the requirements. The individual filling the vacancy is appointed by the council chairs with the approval of the First Vice President, subject to ratification by the Executive Committee.
- C. Council chairs must be Accredited Speakers who are active Toastmasters members of clubs in good standing.
- D. Council members must be, in order of preference:
  - I. Accredited Speakers who are active Toastmasters members of clubs in good standing
  - II. World Champions of Public Speaking
  - III. Past International Presidents
  - IV. Past International Directors
  - V. Past educational or keynote speakers at the International Convention.
- E. Council chairs and council members must conduct themselves in accordance with Policy 3.0: Ethics and Conduct and Protocol 3.0: Ethics and Conduct, and maintain confidentiality about the Accredited Speaker Program Council's work.
- F. Council members must disclose all potential conflicts of interest, including mentoring and coaching relationships with candidates that could create a reasonable doubt as to the ability of the council member to be impartial, to the chairs before serving as a judge at either Level 1 or 2. The chairs review the potential conflict of interest and determine if it constitutes an actual conflict of interest. If a conflict of interest is determined to exist, the council member must not serve as a judge.

In the event that either council chair has a potential conflict of interest, as specified above, the council chair must declare it to the First Vice President as soon as the potential conflict of interest is identified. The First Vice 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 council chair is asked to resign.

## **6. Council Chair Responsibilities**

- A. The responsibilities of the Accredited Speaker Program Council chairs include:
  - I. Inviting council members to serve at both Level 1 and Level 2, with the approval of the First Vice President
  - II. Conducting a judges' orientation during both Level 1 and Level 2 of the Accredited Speaker Program
    - a. Council chairs must be onsite for the Accredited Speaker Program at the International Convention.

- b. No travel allowances will be provided by World Headquarters.
- III. Conducting online orientation(s) for new Accredited Speakers, using materials and resources provided or approved by World Headquarters
  - a. Council chairs must coordinate with World Headquarters to determine the timing for the orientation.
  - b. Council chairs may request assistance from council members in the orientation and support of new Accredited Speakers.
- IV. Supporting all new and existing Accredited Speakers
  - a. Be available and willing to answer questions about use of the logo, use of the Accredited Speaker title, speaking at District conferences, representing the Accredited Speaker Program, and adhering to Policy 3.0.
  - b. Connect Accredited Speakers with World Headquarters for questions that are outside of the council chairs' purview or expertise.
- V. Reporting any known violations of conduct regarding an Accredited Speaker to World Headquarters
- VI. Serving as Chief Judge for both Levels 1 and 2 of the Accredited Speaker Program
- VII. Providing feedback on their experience to World Headquarters, including proposed rule changes

## 7. Council Member Responsibilities

- A. For Level 1, the responsibilities of Accredited Speaker Program Council members include:
  - I. Judging Level 1 of the Accredited Speaker Program using the [Accredited Speaker Program Judge's Guide and Ballot](#)
  - II. Providing program feedback to World Headquarters, including proposed rule changes
  - III. Assisting council chairs in the orientation for new Accredited Speakers, upon request
  - IV. Reporting any known violations of conduct involving an Accredited Speaker to World Headquarters
- B. For Level 2, the responsibilities of Accredited Speaker Program Council members include:
  - I. Judging Level 2 of the Accredited Speaker Program at the International Convention using the [Accredited Speaker Program Judge's Guide and Ballot](#)

- a. Level 2 Accredited Speaker Program Council members will each be provided with two (2) complimentary tickets to the Accredited Speaker Program at the Toastmasters International Convention.
  - b. Accredited Speaker Program Council members are responsible for all other costs incurred for attending the International Convention, including travel, lodging, and event registration.
- II. Providing program feedback to World Headquarters, including proposed rule changes
- III. Assisting council chairs in the orientation for new Accredited Speakers, upon request
- IV. Reporting any known violations of conduct involving an Accredited Speaker to World Headquarters

## 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, 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~~**A** meal reimbursement of up to \$50 USD (per day, with receipts, not exceeding \$200 USD) when the District Director interviews candidates **running for election to the Toastmasters International Board of Directors** (onsite or online) and attends the Board Briefing, Candidate Showcase, and the Annual Business Meeting; and
- II. ~~e~~**O**ne (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, Program Quality Director, and Club Growth Director for lodging ~~and transportation~~ 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, Program Quality Director, and Club Growth Director, and other leaders for whom training is provided and authorized by Toastmasters International, for lodging ~~and transportation~~ 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, Program Quality Director, and Club Growth Director for registration, ~~and lodging, and transportation~~ 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, 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.

## 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 and may not be used for operating expenses of Toastmasters International or its capital expenditures, nor shall they ever be commingled with the general or other funds of the corporation. Disbursements from the Smedley Fund are made only as determined by a two-thirds vote of the Board of Directors.
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 noneducational materials (e.g., club banners, lecterns, etc.).
  - B. The Board of Directors establishes the approved categories of disbursement and the categories of needs to which Smedley Fund monies may be allocated.
  - C. No subsidy application relating to a specific need will be considered more than once per three (3) program years.
  - D. Subsidy applications for items on which the Board of Directors has already issued an organization-wide directive will not be considered.
5. 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.

6. 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 in order 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.

## Ethics and Conduct

### 1. Standards

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

- I. The Board may expel a club under Article III, Sections 4, 8, and 13, of the Bylaws of Toastmasters International.
- J. Matters of personal conduct within Districts outside the club level are resolved by District officers when possible, with assistance from World Headquarters to the extent necessary and practically possible. The Chief Executive Officer is notified of incidents occurring outside the club level and may initiate independent action to assure that proper corrective steps are being taken.
- K. When contacting World Headquarters for advice, or when submitting an allegation of a violation of Toastmasters Bylaws, Policy, or Protocol, members shall not knowingly provide misleading or inaccurate information, nor shall they knowingly withhold information relevant to the discussion.
- L. World Champions of Public Speaking and Accredited Speakers
  - I. World Champions of Public Speaking and Accredited Speakers are expected to act in accordance with Toastmasters International's core values and exhibit conduct that meets or exceeds Toastmasters Policy.
  - II. Each individual is expected to act in a manner that enhances the reputation of the program they participated in and title that they received.
  - III. World Champions of Public Speaking and Accredited Speakers may not sell or promote products, merchandise, or services from the platform at Toastmasters events, whether onsite, online, or hybrid, at any level: club, Area, Division, or District. Products, merchandise, or services may be sold prior to or subsequent to a presentation. The availability or sale of such items may be announced by the emcee or Toastmaster of the event. The speaker and the leader responsible for the event will work together to determine a mutually acceptable sales process and range of products.
  - IV. World Champions of Public Speaking and Accredited Speakers do not request or accept engagement fees for speaking at Toastmasters events, whether onsite, online, or hybrid. Reasonable travel, meals, lodging, and event registration expenses may be requested and received. The speaker and the leader responsible for the event will work together to determine reasonability.
  - V. World Champions of Public Speaking and Accredited Speakers may collect contact information from members and leaders to use for future communications. World Champions of Public Speaking and Accredited Speakers must not contact Toastmasters members or leaders with unsolicited communication offering any type of service or product.
- M. Region Advisors
  - I. Region Advisors are expected to act in accordance with Toastmasters International's core values and exhibit conduct that meets or exceeds Toastmasters Policy.

- II. Each individual is expected to act in a manner that enhances the reputation of the program they have participated in and title that they have received.
- III. When presenting at Toastmasters events, whether onsite, online, or hybrid, Region Advisors must not engage in activities from which they may derive personal or financial gain. These activities include, but are not limited to, sale of any products, merchandise, or services, promotion of non-Toastmasters programs, requesting or receiving fees or donations for speaking at Toastmasters events at any level: club, Area, Division, or District.
- IV. Region Advisors may not collect contact information from members and leaders to use for non-Toastmasters communications. Region advisors must not contact Toastmasters members or leaders with unsolicited communication offering any type of service or product.

N. Past Board Members and Past Region Advisors

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

- a. May not sell or promote products, merchandise, or services from the platform. Products, merchandise, or services may be sold prior to or subsequent to a presentation. The availability or sale of such items may be announced by the emcee or Toastmaster of the event. The speaker and the leader responsible for the event will work together to determine a mutually acceptable sales process and range of products.
  - b. Do not request or accept engagement fees for speaking. Reasonable travel meals, lodging, and event registration expenses may be requested and received. The speaker and the leader responsible for the event will work together to determine reasonability.
  - c. Maintain an awareness of current organizational Policies, Protocols, and methods.
  - d. Uphold and promote the decisions of the current Board of Directors.
- VI. Past Board Members and Past Region Advisors must not collect contact information from members to use for non-Toastmasters communications.
  - VII. Past Board Members and Past Region Advisors must not contact Toastmasters members, including the current Board of Directors, with unsolicited communication offering any type of service or product.

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

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

## **3. Harassment and Bullying**

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

- A. Creating an intimidating, offensive, or hostile environment, which includes conduct, comments, or conditions of an offensive, unwelcome, or sexual nature altering the conditions under which an individual experiences the Toastmasters program is prohibited. Specifically:
  - I. Persistent singling out of individuals.
  - II. Shouting or raising one's voice at individuals in public or private.
  - III. Not allowing individuals to speak or express themselves.

- IV. Personal insults and use of offensive nicknames.
  - V. Repeated criticism of personal matters.
  - VI. Ignoring or interrupting individuals at meetings.
  - VII. Spreading rumors and gossip regarding individuals.
- B. Unwelcome physical contact or physical abuse such as pushing, fighting, kicking, hitting, or shoving, and threats of physical abuse, are prohibited.
  - C. Inappropriate touching, lewd jokes, displaying or writing explicit or sexually suggestive material, and repeated unwelcome requests for a sexual or dating relationship are prohibited.
  - D. Unwelcome advances, requests for sexual favors, and other unwelcome verbal, written, or physical conduct, including obscene gestures, are prohibited.
  - E. Making the submission to or the rejection of such conduct the basis of participation or advancement decisions is prohibited.
  - F. Retaliating or discriminating against any member for reporting harassment is prohibited.

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

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

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

- A. Maintain Professional Decorum and Integrity
  - I. The Toastmasters International Code of Ethics and Conduct applies to social media participation, including standards for communications.
  - II. As a Toastmaster, it is important that all members conduct themselves in a professional manner at all times in accordance with the core values. This includes the use of social media. Accordingly, it is important that Toastmasters members, Toastmasters leaders, World Headquarters staff, and site visitors be treated with respect at all times. Never engage in personal attacks – threatening, insulting, or intimidating other users; “flaming” (berating another user); or “trolling” (posting derogatory, inflammatory, or provocative content attempting to bait others into responding). This includes any attacks against moderators or fellow Toastmasters.
  - III. Disagreements can and will occur. The proper focus of any conflict should be on the issue at hand and not on the individual. Please

remember to be courteous when disagreeing with others. Debate and differing opinions may be appropriate. Personal attacks against others, however, are not allowed.

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

contain criticism, complaints, accusations, allegations, etc., are not permitted and may be subject to disciplinary action. Rather than broadcast via social media and online platforms, differences are more properly directed through official channels established to address such problems, including personal conversations, phone calls, and emails. The goodwill and social fabric of Toastmasters International must be maintained in all communications.

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

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

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

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

- A. Submit a written complaint containing reasonably credible information to the responsible volunteer leader at the next level. (For example, a club member would complain to the Club President, a Club President to an Area Director, etc.)

- I. If the individual is not satisfied with the response received, or if the next-level volunteer leader to whom the issue would be reported is the subject of the individual's concern, or the individual is otherwise uncomfortable speaking with the next-level volunteer leader, the individual may then make the complaint in writing to the Chief Executive Officer.
  - II. If the complaint is about the Chief Executive Officer, the individual may submit the complaint to the International President.
- B. Board Members should submit their complaint in writing directly to the International President, and if the International President is the subject of the complaint, to the Chief Executive Officer.

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

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

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

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

## **6. Political Ethics**

- A. No action shall be taken—written, verbal, or otherwise—which interferes with the right of every qualified member to seek and achieve election to office at any level.
- B. No action shall be taken that interferes with the right and duty of every delegate and of every proxy holder to vote according to their best judgment.
  - I. No individual member, club, District, or other group shall engage in any activity or campaign by use of threats, restrictions, intimidations, deals, candidate slates, pressures, or other unethical means which might prevent or dissuade any member from competing in an election process or from exercising their best judgment.
  - II. No person or entity shall publish or distribute any material which contains defamatory remarks, malicious or derogatory charges, or false or libelous statements.
  - III. Except for District conferences and the International Convention, all meetings of District officers and Board Members shall be confined to

such activities as assist the District officers in fulfilling their responsibilities and shall not be used for political purposes.

- C. All communications and activities endorsing a candidate, either by the candidate or by supporters of the candidate, shall focus on the candidate's Toastmasters accomplishments and personal qualifications for office. Endorsements shall not be used without the permission of the endorser.
- D. No negative information about candidates is allowed in distributed written communications or in communications at an official Toastmasters meeting.
- E. All activities, publications, letters, speeches, and conduct of campaign participants shall reflect Toastmasters International's core values.
- F. Only the club officer who assigns the proxy may instruct the proxyholder how the club wishes to vote at any election. Credentials team members may only provide information on the logistics of voting and may not direct the votes of any delegate or proxyholder.

## **7. Disciplinary Standards**

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

- D. Violation of this Ethics and Conduct Policy subjects the individual member to suspension or removal from good standing, or other appropriate action, under Article III, Sections 8 and 13, of the Bylaws of Toastmasters International.

## 8. Disciplinary Actions by the Board of Directors

- A. The Board may take disciplinary actions relating to the good standing of individual members of clubs under Article III, Section 8, of the Bylaws of Toastmasters International, of Delegates at Large under Article III, Section 4(b), of the Bylaws, and of clubs under Article III, Section 4(a), of the Bylaws.
- B. Only the Board is authorized to suspend or expel a member or club from Toastmasters International. Disciplinary proceedings are governed by Article III, Section 13, of the Bylaws of Toastmasters International.
  - I. The Board has discretion to decide the amount of evidence warranting issuance of a resolution and the level of detail in the resolution.
  - II. The initial resolution adopted by the Board may be modified as the Board sees fit so long as the ~~charged~~-member **at issue** is notified of material changes to the resolution not less than 20 days before the hearing date.
  - III. The Board may accommodate reasonable changes to the hearing date if requested by the ~~charged~~-member **at issue**.
  - IV. If the ~~charged~~-member **at issue** does not respond to the notice and does not appear at the hearing or provide a statement, the Board may take the proposed action as of the proposed effective date.
  - V. Whether the ~~charged~~-member **at issue** appears at the hearing or provides a statement, the ~~charged~~-member **at issue** may present written statement(s) from witnesses regarding the charge(s) only. These statements are to be considered testimony, which is a form of evidence that is obtained from a witness who makes a solemn statement or declaration of fact.
  - VI. The Board may choose to receive certain information from witnesses confidentially and not permit the ~~charged~~-member **at issue** to know the identity of such witnesses or to cross-examine them.
  - VII. The Board decides the scope of participation allowed to any attorney representing the ~~charged~~-member **at issue** and the extent to which detailed information and documents pertaining to the charges and evidence are shared with the ~~charged~~-member **at issue** prior to and during the hearing.
  - VIII. Toastmasters International is responsible for its own hearing costs. Translation costs are the responsibility of the ~~charged~~-member **at issue**, unless the Board decides otherwise.
  - IX. Once the hearing ends, the ~~charged~~-member **at issue** and any representative(s) are excused from the meeting. The Board then deliberates and votes. Toastmasters International staff and legal counsel may be present if needed. The Board may decide to impose a different disciplinary action from that proposed.

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

## District Structure

### 1. Club Assignments

- A. Area and Division organization is defined and described in Article XII, Sections 1, 3(b), and 3(e), of the Bylaws of Toastmasters International, and in Article VI of the District Administrative Bylaws.
- B. When a new Member Club is organized, it is assigned to the District within which boundaries it meets. Exceptions are only considered with the concurrence of the District Councils involved and with the approval of the Board of Directors.
  - I. The assignment of a new club to an Area is made by the District Director, subject to approval by the District Executive Committee.
  - II. Changes to the alignment of a new club must be reported to World Headquarters by the District Director within 30 days of the club's charter date. Any changes received after 30 days will not be reflected until the following July 1.
- C. When a club moves its meeting location into the geographic boundaries of another District, its District affiliation does not change until the next July 1. This change must be reported to World Headquarters and both District Directors within 30 days of that date.
- D. The best interests of the clubs and District are taken into consideration when assigning clubs to Areas.
  - I. Areas consist of four (4) to six (6) clubs as of July 1, of which a minimum of four (4) must be in good standing.
    - a. Areas within Provisional Districts consist of three (3) to six (6) clubs as of July 1, of which a minimum of three (3) must be in good standing.
  - II. Under no circumstances may an Area have more than six (6) clubs on July 1.
  - III. **An Area shall not be comprised solely of Advanced clubs**~~shall not be segregated into Areas.~~
  - IV. Areas may be ~~segregated~~ **grouped** by language, subject to the approval of the District Council.
  - V. Districts assign clubs to Areas based upon:
    - a. Geographic proximity to other clubs
    - b. The ability of an Area Director to effectively provide service, without requiring the clubs to change how meetings are conducted to accommodate an Area Director visit

- c. Club size and strength (e.g., paid, active, disbanding)
  - d. Prospective clubs and expected growth
  - e. The likelihood of eligibility for Distinguished programs (e.g., club base of the Area or Division)
- E. A Division must have a minimum of four (4) Areas.
- I. Districts may have no more than nine (9) Divisions unless they are operating under a reformation plan that has been approved by the Board of Directors.
  - II. Provisional Districts must have a minimum of two (2) Divisions.
  - III. Divisions within Provisional Districts must have a minimum of three (3) Areas.

## 2. **Provisional Districts**

- A. The Board may create Provisional Districts in any geographic area that is undistricted.
- B. The criteria for the creation of a Provisional District is 25 or more clubs in good standing.
- C. Applications for Provisional District status are submitted to the Chief Executive Officer.
- D. Once granted Provisional District status by the Board, a Provisional District is entitled to administrative support from World Headquarters; a District number, which is the next sequential District number available; official participation in the Distinguished District Program; a District reserve account; applicable membership dues income; assignment to a region; visits from International Officers, Directors, and/or Region Advisors; and travel reimbursement to official District leader training and to the International Convention.
- E. Individual members of clubs in Provisional Districts may participate in the Video Speech Contest.
- F. A Past Provisional District Director is eligible to be nominated for election to the Board.
- G. Within three (3) years after granting Provisional District status, the Board reviews the progress of the Provisional District. Performance in the Distinguished District Program is considered in the decision to grant ~~full~~ District status.
- H. After reviewing District progress, the Board either allows the Provisional District to continue to function as a District or takes such action as it considers in the best interest of Toastmasters International.
- I. When a Provisional District reaches ~~75-60~~ or more clubs in good standing, it may apply to the Board for ~~full~~ District status. **For three (3) years after granting District status, the Board reviews the progress of the District**

**annually. Performance in the Distinguished District Program is considered in the decision to maintain District status.**

- J. Before becoming eligible for ~~full~~-District status, each newly created Provisional District is required to be in operation for a minimum of nine (9) months ending on June 30, during which time it must adopt the District Administrative Bylaws; elect officers, establish an organizational structure, and subdivide itself into Areas and Divisions; and operate District programs in alignment with Toastmasters International's governing documents.
- K. Any authorization to operate as a Provisional District continues until ~~full~~-District status is granted or until it is otherwise terminated by the Board.

### **3. Reformed or Realigned Districts**

- A. The Board reviews the status of Districts with more than 240 clubs every three (3) years, or sooner if necessary, to determine if reformation is in the best interests of Toastmasters International and the clubs.
- B. The Board may also consider realigning a District with another District or Districts if ~~it the District or Districts have~~ fewer than ~~100-60~~ clubs.
- C. Any District with 200 or more clubs that wants to be considered for reformation must have demonstrated a new club growth in the preceding two (2) program years. With approval by a majority of the District Executive Committee, a letter of inquiry can be submitted to the Chief Executive Officer for review by the Executive Committee. The Executive Committee provides its recommendation to the Board.
- D. If the Board approves the request or directs a reformation, the District Director appoints a Reformation Committee to conduct a detailed needs analysis that includes the following:
  - I. Map of proposed boundaries demonstrating that the reformed Districts will ideally have no fewer than 120 clubs each
  - II. Number of clubs; club strength; growth trends; growth potential; population; education; languages spoken; and geographic influences, such as rivers, mountains, proximity of clubs to one another, and international borders, for both Districts
  - III. Reasons why the reformation is in the best interests of the members, the clubs, the Districts, and Toastmasters International
  - IV. Implementation strategy
  - V. Marketing plan projecting growth and identifying key market opportunities for both Districts
  - VI. Succession plan identifying qualified future leaders in both Districts
  - VII. Financial projections demonstrating the anticipated income and expense for both Districts

VIII. The needs analysis is submitted to the Chief Executive Officer for review with the Executive Committee. The Executive Committee provides its recommendation to the Board.

- E. Two (2) years prior to reformation, the District elects two (2) Club Growth Directors, one (1) Program Quality Director and a District Director. One (1) year prior to reformation, the District elects two (2) Club Growth Directors, two (2) Program Quality Directors and one (1) District Director. In cases when two (2) or more Districts jointly reform or when one (1) District reforms into more than two (2) Districts, the Board will provide additional direction as needed.
- F. The District with the oldest surviving club within its boundaries will retain the original District number. The other District will receive the next sequential number available. The number will be communicated to the District leaders no later than July 1 of the year prior to reformation.
- G. District records through the reformation are retained by the original District. Copies of records essential to their proper administration are furnished to the newly formed District. Separate records are kept after the reformation.
- H. Once the reformation takes place, World Headquarters distributes funds in the original reserve account to the reserve accounts of the reformed Districts, according to the ratio of the number of membership payments made by clubs in each reformed District in the program year immediately preceding the reformation.
- I. Funds in local District bank accounts must be divided according to the ratio of the number of membership payments made by clubs in each reformed District in the program year immediately preceding the reformation. World Headquarters shall oversee the allocation of funds at the time the bank accounts are established for the new District.
- J. At any stage of the reformation process, Districts may be asked to submit a progress report to the Chief Executive Officer.
- K. Additional reformation requirements may be determined necessary by the Board due to special circumstances.

#### **4. District Realignment**

- A. The realignment of a District occurs on the initiative of the Board.
- B. The Board reviews the status of Districts with fewer than **100-60** clubs every three (3) years, or sooner if necessary, to decide if a realignment is in the best interest of the organization.
- C. When determining whether a realignment is appropriate, factors such as the number of clubs in the District, market potential within the District, past performance, leadership, and geography are considered.
- D. If it is determined that realignment is in the best interests of Toastmasters International and the clubs, the District is advised that it is being considered for consolidation.

- E. If the District wishes to remain a District and not be realigned, it is given the opportunity to develop and present a growth plan to the Board. The growth plan identifies potential markets within the District and provides a specific strategy and ~~reasonable~~ timeline **of up to three (3) years** for building to ~~100-60~~ clubs and more. **The growth plan is used as a baseline and is updated throughout the three (3) year period to determine if the District is on track to reach 100 clubs or more.**
- F. If a growth plan is accepted, the Board reviews the progress of the District each year **against the baseline and updated plans** and takes what action is in the best interests of Toastmasters International and the clubs.
- G. If a District is to be realigned, the clubs in that District are notified of the date of the realignment. The Board takes whatever action necessary to ensure that the clubs involved have the opportunity to participate in elections or speech contests conducted by the District absorbing the clubs.

## 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 Program Quality Director; two (2) or more candidates for the office of 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, Program Quality Director, and Club Growth Director shall not serve as members of the DLC.
  - VII. International Officer and Director candidates, Board Members, and Region Advisors 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 Program Quality Director; two (2) or more candidates for the office of 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, 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, 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, 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, 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 (~~e-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.

## 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 ~~charged~~-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 ~~charged~~-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 ~~charged~~-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 ~~charged~~-member **at issue**.

- II. After receiving the Notice of Hearing, the ~~charged~~-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 ~~charged~~-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 ~~charged~~-member **at issue** requests, the ~~charged~~-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 ~~charged~~-member **at issue**.
  - f. The ~~charged~~-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 ~~charged~~-member **at issue** and club members are notified in writing of the action taken within one (1) week of the Disciplinary Hearing.
- VI. The ~~charged~~-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 ~~charged~~-member **at issue** requests, the ~~charged~~-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 ~~charged~~-member **at issue**.
  - g. The ~~charged~~-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 ~~charged~~-member **at issue**.
  - II. After receiving the Notice of Hearing, the ~~charged~~-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 ~~charged~~-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 ~~charged~~-member **at issue** requests, the ~~charged~~-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 ~~charged~~-member **at issue**.
  - f. The ~~charged~~-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 ~~charged~~-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 ~~charged~~-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 ~~charged~~-member(s) **at issue**. To proceed with the investigation, the identities of the ~~charged~~-member **at issue** and complainant will be disclosed to each other.

If the incident took place in a District outside the ~~charged~~-member **at issue**'s home District, the investigating officer is required to inform the ~~charged~~-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 ~~charged~~-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 ~~charged~~-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 ~~charged~~-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 ~~charged~~-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 ~~charged~~-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 ~~charged~~-member **at issue** have the opportunity to participate in the hearing.
- O. The complainant and the ~~charged~~-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 ~~charged~~-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 ~~charged~~-member **at issue**, and witnesses. Witnesses may be suggested by the complainant, the ~~charged~~-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 ~~charged~~-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 ~~charged~~-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 ~~charged~~-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 ~~charged~~-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 ~~charged~~-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 ~~charged~~ 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, 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.