

TOASTMASTERS INTERNATIONAL
Rancho Santa Margarita, California

Minutes of a Special Meeting of the Board of Directors
January 2, 2008

This meeting was held under Article V, Sec. 3, of the corporation's Bylaws. Notice was properly given to all directors at least 10 days in advance of this meeting. Under the Bylaws, Article XI, Sec. 2, a quorum was present, consisting of at least 12 directors, a majority of the authorized number of directors (23) including the International President and Vice Presidents. In addition to President Ford, the following members of the Board participated in the meeting: Uy, Barnhill, Schmidt, Johnson, Albert, Holliday, Howard, Murad, Nicholson, Proctor, Rich, Smith, Snyder, Southwick, Thompson, Tinker, Wagenknecht, Wan and Yen. The other members of the Board, Kelly and Mull, were absent. Executive Director Donna H. Groh also participated in the meeting.

The actions taken in this meeting were unanimously approved by all Board members present. Therefore, as required by Article V, Sec 3(c), the actions taken were approved by at least a majority of the directors present.

The meeting was held by conference telephone and under Article V, Sec 3(g), the chair took roll call and confirmed that all directors participating could hear one another.

The main purpose of the meeting was to exercise the Board's authority under Article V, Sec 4(g), to fill a vacancy on the Board of Directors for the unexpired portion of the term vacated and to make certain related determinations. On motion made by Director Proctor and seconded by Director Wagenknecht, the Board

RESOLVED to accept the recommendation of the Executive Committee to establish a prioritized list of eligible candidates for the International Director position vacated by the Board's removal of Mr. John Moffitt, District 56, Region III, on December 20, 2007. International President Chris Ford is hereby authorized and directed to offer the appointment to the first named person on the list, Alene Haynes, DTM, District 56, Region III, at the earliest opportunity. If Ms. Haynes does not accept, the Board has authorized Mr. Ford to continue to the next named person on the list. Should any candidate decline the offer or, if the person's response discloses something that in Mr. Ford's judgment would make the appointment inappropriate, then he shall offer the appointment to the next person on the list, and so forth.

RESOLVED FURTHER that Ms. Haynes and the other candidates have met the qualifications to serve as International Director stated in Bylaws Article XI, Sec. 2, for the 12 months preceding this action. The appointee shall take office on the day after his/her acceptance [Ms. Haynes accepted on January 4, 2008] and shall serve for the remainder of Mr. Moffitt's term ending in August, 2008, or until his/her successor is

Deleted: {00084675.DOC; 1}

elected or appointed, or until his/her resignation, death or removal. The appointee will serve on the Marketing and Education Committee during that time.

FURTHER RESOLVED that the Board made the following reasonable interpretation concerning this appointment: The appointee may be from any district in Region III, including District 16, the district of the other currently-serving International Director from Region III. The qualifications stated in Bylaws Article IX, Sec. 2(c) state: "Not more than one (1) of the elected international directors may be from ... any one (1) district." The word "elected" indicates that two elected directors may not be from the same district, but the Bylaws do not prevent filling a vacancy, by appointment rather than election, with a director who is from the same district as the other seated director from that region.

No other business was conducted.



Nancy Langton
Secretary-Treasurer

Distribution: Board of Directors
District Governors
Past International Presidents
Past International Directors
World Headquarters Staff
Nonprofit Legal Counsel