

TOASTMASTERS INTERNATIONAL
Rancho Santa Margarita, California

Minutes of the Meeting of the 2006-2007 Board of Directors
Westin South Coast Plaza Hotel, Costa Mesa, California
February 21-24, 2007

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The second meeting of the Board of Directors of Toastmasters International for the 2006-2007 administrative year convened at 8:00 a.m., February 21, 2007, President Johnny Uy, DTM, Chairman, presiding. The other officers and directors present were: Abayasekara, Ford, Barnhill, Schmidt, Albert, Albright, Emond, Fair, Hastings, Heinsch, Kelly, Lau, Miller, Moffitt, Mull, Notaro, Proctor, Tinker, Wagenknecht, Wallace, Wan, and Yen. Executive Director Donna H. Groh was also present.

The minutes of the August 21-23, 2006, and the August 27, 2006, Board Meetings, as well as the August 23-25, 2006, Annual Business Meeting and Convention were approved previously by electronic ballot.

It was moved, seconded, and carried, that the Minutes of the November 14-15, 2006, Executive Committee meeting be approved in the form previously distributed to all Board members.

PRESIDENT’S REPORT

President Uy reported on his Presidential activities since August 2006.

“The journey of a thousand miles begins with the first step” is a Chinese saying that I find truly apt for my year as President because my journey of thousands of miles began with a visit to the Territorial Council of China. Irene and I have since taken many more steps as we flew to District 81P in the Caribbean, Districts 16, 78, 15 and an Executive Committee Meeting in the USA, and District 80 Hong Kong and Macau. On every visit, we were met, cared for and entertained by Toastmasters – old friends and newfound friends alike. We were simply amazed at how Toastmasters reached out and made the extra effort to make us feel welcome and comfortable. We are truly grateful for their warm hospitality.

I had the opportunity to participate in 34 corporate and “thank you” visits; was interviewed 11 times by assorted newspaper, radio, TV, cable and web cast media; and delivered 20 assorted keynote speeches and educational sessions to Toastmasters and non-Toastmasters groups. But our clubs and districts around the world did the more important work as they built 301 new clubs, recruited 40,076 new members bringing our total membership to 214,807, and registered a total of 11,450 educational award completions. Simply Amazing!

If there is one thing that my travels have taught me, it is the fact that our members, clubs and districts want to succeed. They are hungry for ideas and processes to help them succeed. Since we turnover a significant number of members every year, we need to focus on the basics. We cannot assume that just because we’ve taught a certain program forever, everybody knows what to do. Basic topics like how to market Toastmasters clubs, where to find leads for new clubs, how to become a distinguished district are the most popular subjects I faced in my first six months in office. These basics are the foundation that we lay as we build clubs and membership.

World Headquarters staff has been indispensable in their support for all our programs from the club level to the Board level. While we will miss Debbie Horn and her prodigious writing skills, we now have more staff writers to develop and write our educational material. We also have a Corporate Relations Coordinator who is looking at partnership opportunities with corporations, a marketing specialist who is improving our merchandise selection and a new web master who is refining and supporting our Internet presence – all in the service of our members.

With the view of establishing a strong foundation for our clubs and members in mind, a Task Force composed of the Strategic Planning Committee plus Past International President Jon Greiner has retained the services of a consultant and has begun a project of reviewing and reshaping Toastmasters International’s governance infrastructure to create a leadership system that will sustain our success internationally for decades to come. In a desire to have complete transparency as this process unfolds, we plan to communicate broadly the ideas and recommendations generated by the task force and seek feedback from our leaders and members.

These are indeed exciting times for our organization. While the Chinese saying, “*May you live in exciting times*” was regarded as a curse in old Imperial China; I believe it is a blessing for us all in this day and age. We are meeting the challenges of change as our organization grows internationally and as new technology continues to transform the way we live – and affect our members’ willingness and ability to participate in our programs. We need to embrace and flow with change lest we go the way of the dinosaurs. The bottom line continues to be – if we provide Simply Amazing service, we will reap Simply Amazing results!

EXECUTIVE DIRECTOR'S REPORT

Over the last few years, the Board of Directors has worked to define the strategic direction of the organization, including a big audacious goal and strategic objectives that will help the organization reach that long term envisioned future. This report will highlight the progress we have made this year related to our overall strategic direction and specifically with regard to certain objectives.

One of the strategies for objective number one, **consistently achieve membership growth**, is to explore opportunities for the youth market. At the August 2006 meeting, the Board authorized funding to create materials and conduct a pilot for a new program aimed at the youth market. The nature of the program is envisioned to be a “train the trainer” model in which adults acquire the skills necessary to subsequently facilitate the program for youth groups. The target age range is children aged 12 to 16 and the program is intended to be flexible enough to be provided within schools, youth organizations or other settings. Toastmasters International would provide the age appropriate materials for the youth groups, as well as the training for the adult facilitators.

The pilot will be conducted on a limited basis in the local Southern California region and results evaluated thoroughly prior to any widespread dissemination of the program. A local university has expressed interest in participating in the pilot, both from the perspective of providing the program through the adult education extension arm of the university as well as the evaluation component.

Objective number two is to **increase the recognition of Toastmasters International as expert in the fields of communication and leadership**. One of the primary strategies to achieve this objective is to devise mechanisms to partner with corporations. To that end, a coordinator of corporate relations was hired earlier this year. The coordinator acts as the primary point of contact for district officers for questions about corporate relations or those who need information before going on a corporate visit. A brochure with guidelines for effective corporate relationship building visits has been completed and we have instituted a recognition program for corporate sponsors, awarded during corporate visits by the International President or Director. The coordinator has surveyed corporate club officers to gather information about the level of corporate support and developed an industry categorization system for companies and organizations in our membership database. We have also included a monthly “Corporate Clubs Corner” in the District Newsletter – focusing on usable tips for successful building of corporate clubs.

Another strategy related to objective number two is to create strong branding and consistent marketing initiatives. We are in the midst of a massive redesign of the website to which will provide separate spaces for our “public” and for our members. The new website will be debuted later this spring with a sneak preview provided to the Board during this February meeting.

Objective number three is to **become as well known for leadership development as for communication development**. The first manual in a more structured leadership program

was released last year and the new recognition program began in July 2006. Historically, it usually takes about three years for major program changes to become fully integrated into the majority of Toastmasters clubs. The Board will be considering ways to assist clubs with integrating the new manual into their meetings in an effort to speed up that process.

Objective number four is to **provide programs that are adaptable for different generations and cultures, and for emerging technologies**. As mentioned above, the new youth program pilot is related to this objective. Additionally, one of the strategies for this objective is to use technology to provide online resources and support. We continue to refine the ways we provide information to members and volunteers and the general acceptance of online business mechanisms has risen to the point where 80 percent of clubs paid dues online this past October. We are using electronic survey tools more frequently in efforts to “take the pulse” of various membership segments on various issues. The new website design mentioned above will be utilizing a completely new taxonomy to organize all of our content, providing enhanced navigation and search functions, making the online store completely automated and improving the look and feel of the overall site.

The fifth objective is to **achieve global market penetration**. This objective is likely to be an end result of many other objectives. Sending ambassadors to emerging markets is one tactic that seems to be effective in supporting our growth in emerging markets. International President Johnny Uy visited the Territorial Council of China this past October and was present at the first conference of Toastmasters clubs in that country. Additionally, the Executive Director participated on a study tour in China that was beneficial in learning about processes and regulations that will be important as our presence grows there.

The sixth objective is to **achieve excellence in the quality and consistency of programs, products, processes and services throughout the organization**. One of the strategies that supports this is to ensure that programs, products, processes and services evolve to meet strategic objectives. As the organization continues to grow, especially in areas outside North America, the current governance structure and processes are in need of review. The Board of Directors has designated a task force to begin looking at the governance system for international level of the organization, with the goal of assuring appropriate structure and processes to support clubs throughout the world. A consultant has been engaged to assist the task force in its work and a progress report will be provided at the February meeting.

COMMITTEE OF THE WHOLE

The Board reviewed the year-end Financial Statements and the independent auditor’s report.

EXECUTIVE COMMITTEE

1. As required by law, the committee approved the signatories on district bank accounts, including the districts involved, the names and locations of the financial institutions, and the names of the persons to be added or dropped as signatories since the prior committee meeting.
2. Senior Vice President Chris Ford, as Finance Officer of the Board, gave a report of his visit to World Headquarters, including a review of the World Headquarters operations and the Executive Director's expenses, as required by Organization Guide V 4.
3. The committee reviewed the report of the independent audit firm for fiscal year 2006 and recommended acceptance of the report.
4. The committee reviewed a request from the Territorial Council of China, and recommended they be designated as a provisional district (#85P) effective July 1, 2007, provided sufficient clubs have completed the chartering process and submitted resolutions agreeing to pay full international dues.
5. The committee reviewed a request from a group of clubs in Alaska and the Yukon Territory to be recognized as a Territorial Council and recommended approval, effective July 1, 2007. The group will be known as the Yukon Alaska Council of Toastmasters.
6. The committee reviewed a revised agenda and curricula for top three district officer training at the 2007 regional conferences and for officers from DNARs at the International Convention.
7. The committee commended the Executive Director on the recipient of the 2007 Golden Gavel Award, renowned author and speaker, Barbara De Angelis.
8. In accordance with the requirements of the California Non-Profit Integrity Act (NIA) of 2004 and the February 2005 Board resolution, the committee reviewed the compensation of the Executive Director and the CFO to assure that their compensation is reasonable compared to similar organizations. The California NIA also requires the Board to appoint an audit committee which is separate from the finance committee of the board. Past International President Alfred Herzing, DTM, served as the audit committee for the fiscal years 2005 and 2006. The Committee recommended that Mr. Herzing be appointed to serve as Chairman of the Audit Committee again for the 2007 fiscal year and that Past International President Terry Daily, DTM, also be appointed to serve on the committee.
9. The committee reviewed options for the site of the International Convention in 2010 and 2011 and concur with the recommendation for the Sydney, Australia

Convention Center for August, 2010 and Bally's Casino and Hotel in Las Vegas, Nevada for August, 2011.

10. The committee discussed the organization's investment strategy, including a review of several different investment management firms. The committee recommended changing investment managers and dividing the portfolio equally between CitiCorp and Capital Guardian Trust Group. The transition from the current manager should be started as soon as possible and managed in a way to minimize any transition related costs. Additionally, the committee recommended that \$2.0 Mil be transferred from short-term cash investments into the long-term portfolio.
11. The committee conducted its annual review of the Executive Director's performance and commended Executive Director Groh for her efforts and outstanding contributions during the past year. The committee also approved a compensation package for the Executive Director for the 2007-2008 year, relying upon written submissions, including comparative salary data. While the Executive Director was excused from the room, the Board reviewed confidential advice in writing regarding compliance with excess benefit rules under Section 4958 of the United States Internal Revenue Code.

It was moved and carried that all items of the report of the Executive Committee be accepted and the recommendations and actions of the committee be approved.

MAE COMMITTEE

The report of the Marketing and Education Committee was presented by its Chairman, Second Vice President Jana Barnhill and covered the following:

1. The committee reviewed the use of the Competent Leadership manual by individuals and its integration into club meetings and discussed ways to encourage active involvement in the Competent Leadership program by new members and more experienced members. The committee believes that participation in the program will enhance each member's Toastmasters experience and positively affect the overall performance of the club.
2. The committee reviewed how districts market new clubs and discussed the concept of creating a template for an optimal marketing structure, consisting of human and financial human resources, which could be used by all districts. The results of the discussion were forwarded to the Strategic Planning Committee for consideration.

It was moved and carried that the report of the Marketing and Education Committee be accepted and the recommendations and actions of the committee be approved.

DA COMMITTEE

The report of the District Administration Committee was presented by its Chairman, Senior Vice President Chris Ford, and covered the following:

1. The committee explored conducting area and division council and district executive committee meetings using videoconferencing and recommended that, effective July 1, 2007, Policies and Procedures VI B7, be revised as attached. The policy change will allow up to 50 percent of these meetings to be conducted using various technology options (e.g., tele or videoconference, etc.).
2. The committee discussed the use of email to ratify action taken at a district council meeting at which a quorum was not present and clarified that the words "in writing" includes email. The committee recommended that, effective February 23, 2007, the *District Administrative Bylaws*, Article X, Section (c) be revised as follows: "~~If there is no quorum at the district council meeting, any business transacted will take place as if a quorum were present and shall be deemed as valid if it thereafter is expressly approved in writing by the affirmative vote of at least a majority of the member clubs voting in a mail ballot which a quorum of on third of the member clubs in the district return ballots, on the basis of two votes per club~~". **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 in writing, personally, by mail, fax, email, 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**".

The committee further recommended that Policies and Procedures VI E 9, Section II, item number 7, second sentence, be revised as follows (deletions are struck; additions are in bold): "In the event that any business is transacted at a meeting at which a quorum is not present, the action taken shall be deemed valid as if a quorum were present, if it thereafter is expressly approved in writing, **personally, by mail, fax, email, electronic transmission or other reasonable means**, by the affirmative vote of a majority of the clubs in the district on the basis of two (2) votes per club."

3. The committee explored canceling the Top 5 District Newsletter Contest and recommended the elimination of the contest commencing with the 2007-2008 program year.
4. The committee reviewed the reformation plan for District 60 and recommended that the district proceed with the process of reformation, as outlined in policy, which will result in a final district reformation effective July 1, 2008. The committee determined, by lot, that the reformed districts will be numbered, 60 and 86.

5. The committee determined, by lot, the district number assignments for reforming Districts 46 and 47. The committee recommended that District 46 reform into Districts 46 and 83, and District 47 reform into Districts 47 and 84. The final district reformation will be effective July 1, 2008.

6. The committee reviewed policies and procedures affecting district reformation and recommended that, effective July 1, 2007, reforming districts will elect two lt. governors education and training, two lt. governors marketing and one district governor, allowing each position equal status, responsibility and volunteer service credit. The committee recommended that Policies and Procedures VI B 1 be revised as follows (deletions are struck; additions are in bold): Under Reformed Districts, Section 6 (f), “The district requesting reformation must operate with a **district governor, two Associate** lt. governors of education and training and **two an Associate** lt. governors of marketing in the year prior to reformation. **This will include a lt. governor education and training and a lt. governor marketing in each geographic area of the reforming districts all operating under the district governor. The intent of this is for the district to work together as a team during the formative year, putting into place the leadership framework for each geographic area of the reforming district in preparation for the final split.**”

Items No. 1, 2 and 6 recommended changes to policy and the District Administrative Bylaws. A separate vote was taken on each item and it was moved and carried by the required two-thirds vote that the policy and bylaws changes be adopted. It was moved and carried that the remaining items of the report of the District Administration Committee be accepted and the recommendations and actions of the committee be approved.

GAP COMMITTEE

The report of the Governance and Policy Committee was presented by its Chairman, Third Vice President Gary Schmidt, and covered the following:

1. The committee conducted the triennial review of policies governing campaigns of international officer and director candidates and recommended that Policies and Procedures VI E 1, Procedural Rules for Campaigns by International Officer and International Director Candidates, be revised as attached, effective August 18, 2007, after the close of the 2007 Annual Business Meeting.

The committee further recommended that the following items be referred to the Board for consideration at a future meeting: study the results of a survey (to be conducted by World Headquarters) to determine the effectiveness of the Candidate Showcases at the International Convention; discuss disciplinary action when campaign policies are violated; consolidate all campaign policies into a single policy.

2. The committee conducted a strategic triennial review of the Manual of Management Operations. The committee provided a list of clarifications and corrections to World Headquarters for implementation.

The committee recommended that the following policies be revised (deletions are struck; additions are in bold):

Policies and Procedures VI A 21, Electronic Transmissions Policy, effective February 23, 2007: Under the heading "FAX," change the second paragraph as follows: "Documents must be received by the specified deadline. Documents sent by fax machine shall be received at World Headquarters by **midnight** ~~5:00 p.m.~~, Pacific Time, on the deadline date. Should the deadline fall on a weekend or holiday, documents sent via fax shall be received by World Headquarters by **midnight** ~~5:00 p.m.~~, Pacific Time, on the last working day before the deadline.

Policies and Procedures VI B 2, Assignment of Clubs to Districts, Divisions and Areas, effective February 23, 2007: Under Item #3, second paragraph, change the third sentence to "Areas ~~should~~ **must** consist of four to six clubs, except where special circumstances exist."

Policies and Procedures VI H 4, District and Club Use of Internet Web Pages, effective July 1, 2007: as attached.

The committee further recommended that the following items be referred to the Board for discussion and review at a future meeting: requirement for length of training of district and club officers; dates used to determine clubs in good standing (currently May 31 and November 30); percentage allocation of travel at the district level to midyear meetings in regions.

Items No. 1 and 2 recommended changes to policy. A separate vote was taken on each item and it was moved and carried by the required two-thirds vote that the policy changes be adopted and the other recommendations and actions of the committee be approved.

STRATEGIC PLANNING COMMITTEE

The report of the Strategic Planning Committee was presented by the Chairman, Immediate Past President, Dilip Abayasekara, as follows:

In keeping with pursuing the strategic direction established by the Board, a project was initiated in August 2006 to examine and reshape our governance system to assure that appropriate structure and processes are in place to support member clubs throughout the world. The committee has outlined a process to be followed for this initiative, defined the desired characteristics of a future governance system, and begun the process of brainstorming possible areas for change.

The Board accepted the report of the Strategic Planning Committee as presented.

ADVISORY COMMITTEE OF PAST PRESIDENTS

The report of the Advisory Committee of Past Presidents was presented by its Chairman, Immediate Past President, Dilip Abayasekara, as follows:

The committee commends the Board for undertaking the initiative to examine and reshape the governance structure in order to create a system that will support clubs throughout the world and sustain the organization well into the future.

The Board accepted the report of the Advisory Committee of Past Presidents as presented.

REPORT OF THE NOMINATING COMMITTEE

International President Johnny Uy gave the report of the Nominating Committee on behalf of its Chairman, Past International President Ted Corcoran, who was not present at the meeting. The committee nominated the following international officer candidates for the 2007-2008 administrative year:

For President:	Chris Ford, DTM
For Senior Vice President:	Jana Barnhill, DTM
For Second Vice President:	Gary Schmidt, DTM
For Third Vice President:	Ken Garber, DTM
(in alphabetical order)	Pat Johnson , DTM

Pursuant to Policies and Procedures VI A 8, “Board Confidentiality Policy,” items contained in the minutes of this meeting were classified as “unrestricted” upon distribution of the minutes by World Headquarters. The results of the Board meeting described in the Board Briefing, written and orally presented in open session on February 24, 2007, were classified “unrestricted.”

President Uy announced that the next meeting of the Board of Directors will be held on August 13 – 15, 2007, at the J.W. Marriott, Phoenix, Arizona.

President Uy adjourned the meeting at 4:00 p.m., February 24, 2007.

Respectfully Submitted,

Nancy L. Langton

Nancy Langton
Secretary/Treasurer

Distribution: Board of Directors
Non Profit Legal Counsel
World Headquarters
Past International Presidents
Past International Directors
District Governors

Toastmasters International

POLICIES AND PROCEDURES VI B 7

(additions are in bold; deletions are struck out)

Origin Date: February 15, 1992
Last Updated: ~~August 18, 1999~~ **July 1, 2007**
Audited: February 19, 2004

DISTRICT AND CLUB OFFICER TRAINING, EXECUTIVE COMMITTEE MEETINGS, COUNCIL MEETINGS AND CONFERENCES, DISTRICT AND CLUB OFFICER TRAINING

Achievement of the Toastmasters International Mission requires that districts successfully train district and club officers. Whenever possible, districts should train district/club officers prior to the beginning of their term of office. All district-sponsored officer training shall incorporate the core content of the training programs for district and club officers which are distributed by Toastmasters International.

Notice of Training

District and club officer training sessions are valuable seminars in leadership. Districts should promote and market club officer and district officer training to encourage maximum attendance and participation at these sessions. Training events should be included as part of the district calendar and published in district communications, such as the district's newsletter and other district's web site.

Frequency of Training and Attendance

District Officer Training. It is recommended that initial training be held before the district year begins. If this is not possible, initial training must be held early in the district year, but no later than September 30. Initial area and division governor training must be a minimum of four hours. Area and division governors should be trained together in a central location. Geographically large districts may train area governors by division or group divisions together. One-to-one training should rarely occur. During the year, ongoing training of division and area governors should be conducted at district meetings, such as executive committee meetings.

Club Officer Training. Districts train club officers twice yearly. The first training of club officers must occur in June, July, or August. The second training of club officers must occur in December, January, or February.

Club officers should be invited and encouraged to attend. Toastmasters Leadership Institute is the recommended method of club officer training. If the district chooses this format, it must conform to the guidelines published by Toastmasters International. The terms "university" and/or "college" may not be used.

Training Opportunities, Funding, and Recognition

All district meetings and events should be used as training opportunities. Using district funds for district/club officer training is appropriate and should be a top priority when developing a district budget. As part of district and club officer training, districts may include educational sessions on communication and leadership for non-officers. District funds shall not be used to subsidize separate sessions for non-officers. Administration of training should be kept as simple and as cost effective as possible.

Districts are encouraged to recognize individuals for participation in or completion of training. However, districts may not create any educational awards, including degrees or diplomas, nor may districts create awards or programs that certify individuals.

Districts may not conduct separate, additional training events such as personal development seminars which are unrelated either to: a) the training of club or district officers; or b) achievement of the club or district mission. Districts must not compete with private, for-profit enterprises which deliver training programs. Therefore, district-sponsored training shall be available only to Toastmasters and their spouses or guests. These events shall not be open to the general public nor be used as fund-raising events.

DISTRICT EXECUTIVE COMMITTEE MEETINGS

The executive committee ensures that the district and its officers are working toward the achievement of the district mission. The executive committee has all the powers of the district council, except those reserved by the council itself. The committee: reviews and approves the District Success Plan; prepares the budget; oversees the financial operation of the district; recommends the assignment of clubs to areas/divisions, reviews recommendations/reports of district committees, including the audit committee; and assumes any other duties assigned by the district council.

Frequency of Meetings

The executive committee should meet at least four times each year.

It is recommended that all meetings be conducted in-person, face to face. If this is not always possible, at least 50 percent of the meetings must be conducted in-person, face to face. Remaining meetings may be conducted by various technology options (e.g., tele or videoconference, Web, etc.).

Notice of Meetings

Executive committee meetings should be included as part of the district calendar distributed to all district officers and clubs at the beginning of the district year. Meeting dates should also be included in other district communications, such as newsletters.

Who Attends

The voting members of the committee are the district governor, lieutenant governor education and training, lieutenant governor marketing, immediate past district governor, secretary, treasurer, public relations officer, division governors, area governors. When invited by the district governor, those having business before the committee may attend. No others may attend.

Business that must be conducted at every meeting (unless noted)

Reading of district mission

Roll call/certification of a quorum

Approval of district budget (First meeting of the year after receiving year-end account balances; executive committee members should be provided with copies of the budget at or before the meeting.)

Report of audit committee (Year-end audit presented at executive committee meeting before first district council meeting; midyear audit presented at executive committee meeting before district council annual meeting; executive committee members should be provided with copies of the audits at or before the meetings.)

Treasurer's report (executive committee members should be provided with copies of the report at or before the meeting.)

Alignment of clubs into areas/divisions (Must be completed and approved at an executive committee meeting before district council's annual meeting.)

Approval of district governor recommendations to fill vacancies in office (if any)

District governor, lieutenant governors, division governors, and area governors report on progress in the District High Performance Plan and Distinguished Programs.

Training should be conducted which focuses on club extension, club rescue, membership building in clubs, and educational achievements.

DISTRICT COUNCIL MEETINGS

The district council is the governing body of the district, subject to the general supervision of the Board of Directors. It conducts all the business of the district.

Frequency of Meetings

The district council is required to hold at least two meetings each year. The first required meeting must be held after the International Convention, but no later than December 1. The second required meeting is the district council annual meeting and must be held between March 15 and June 1. **All meetings must be conducted in-person, face to face.**

Notice of Meetings

A minimum notice of four weeks is required. However, districts should include the dates of the district council meetings and district conferences in the first mailings to clubs and in all mailings to club and district officers during the year.

Who Attends

Voting members of the district council are the district executive committee and the club president and vice president education of each club. The club president or the vice president education may designate any member of the club to act as proxy. No other proxies are allowed. Committee chairmen and others whose participation the council requires may attend. Toastmasters attending the district conference and who are not voting members of the council or their proxies may attend but not participate in council deliberations.

Business that must be conducted at every meeting (unless noted)

Reading of district mission

Credentials committee report

Report of audit committee (Year-end audit presented at first district council meeting; midyear audit presented at district council annual meeting; Copies of audits must be given to council members at or before the district council meeting.)

Adopt district budget (First district council meeting; A copy of the budget must be given to council members at or before the district council meeting.)

Treasurer's report (A copy of the report must be given to council members at or before the district council meeting).

Confirmation of appointed officers (First district council meeting)

Confirmation of executive committee action to fill vacancies in district office (if any)

Adoption of assignment of clubs to areas/divisions for following year (district council annual meeting)

Report of nominating committee (Report also must be mailed to members of district council at least two weeks before the district council annual meeting.)

Nominations from the floor and election of district officers (district council annual meeting)

Report of district officers on progress toward district goals (district governor, lieutenant governors, immediate past district governor, public relations officer)

DIVISION COUNCIL MEETINGS

The division council is the advisory group for the division. The council facilitates in club, area, division and district goal achievement and helps with administrative activities, such as division contests, meetings and training.

Frequency of Meetings

The division council should meet at least twice each year.

It is recommended that all meetings be conducted in-person, face to face. If this is not always possible, at least 50 percent of the meetings must be conducted in-person, face to face. Remaining meetings may be conducted by various technology options (e.g., tele or videoconference, Web, etc.).

Notice of Meetings

The division governor should notify clubs at least four weeks before each meeting.

Who Attends

Council members include: division governor, assistant division governor education and training, assistant division governor marketing and area governors of the division.

Business that must be conducted at every meeting (unless noted)

Area plans, goals and progress in the Distinguished Division & Area Program and the need for district/area assistance

Club plans, goals and progress in the Distinguished Club Program and the need for district/division/area assistance

Attendance at club officer training

Planning for division speech contests

AREA COUNCIL MEETINGS

The area council is the management group for the area. The council helps each club in the area provide a positive and supportive learning environment in which every member has the opportunity to develop communication and leadership skills.

Frequency of Meetings

The area council should meet at least twice each year.

It is recommended that all meetings be conducted in-person, face to face. If this is not always possible, at least 50 percent of the meetings must be conducted in-person, face to face. Remaining meetings may be conducted by various technology options (e.g., tele or videoconference, Web, etc.).

Notice of Meetings

The area governor should notify clubs at least four weeks before each meeting.

Who Attends

Council members include: area governor, assistant area governor education and training, assistant area governor marketing, area secretary, and presidents, vice presidents education and vice presidents members from each club in the area.

Business that must be conducted at every meeting (unless noted)

Club plans, goals and progress in the Distinguished Club Program and the need for district/division/area assistance

Attendance at club officer training

Planning for inter-club events (e.g., training, speech contests, etc.)

DISTRICT CONFERENCES

The purpose of a district conference is to provide educational training and leadership opportunities to all district Toastmasters, thereby achieving the district mission.

Frequency of Meetings

Districts may have only two district conferences each year, in conjunction with the required district council meetings.

Notice

Announcement of district conference dates should include notice of the district council meeting. A minimum notice of four weeks notice is required for district council meetings. However, districts should include the dates of the district council meetings and district conferences in the first mailings to clubs and in all mailings during the year.

Who Attends

All Toastmasters should be invited to attend.

Events that must occur at every District Conference (unless noted):

District Council Meeting

International Speech Contest (at the conference held in conjunction with the district council annual meeting). Districts may conduct no more than four speech contests each year and one of these must be the International Speech Contest.

Educational sessions include topics directly related to club and district success (e.g., quality club programming, membership building, club building, etc.)

POLICIES AND PROCEDURES

(deletions are struck; additions are in bold)

Origin Date: August 16, 1994

Last Updated: ~~August 22, 2004~~ **August 18, 2007**

PROCEDURAL RULES FOR CAMPAIGNS BY INTERNATIONAL OFFICER AND INTERNATIONAL DIRECTOR CANDIDATES

The intent of these procedural rules is:

- a) to provide the organization and its members with information and knowledge sufficient to enable them to choose those leaders which are in the best interest of Toastmasters International and its members;
- b) to provide for a fair and open election process, giving candidates a reasonably equal and fair opportunity to make members aware of their strengths, experience and qualifications;
- c) to provide for a fair and ethical campaign process that brings credit to the organization;
- d) to provide for a minimum of disruptions to the clubs and districts in achieving their goals and objectives; and
- e) to provide qualified Toastmasters the opportunity to run for higher office at a minimum of cost.

I. CAMPAIGNS WITHIN DISTRICTS

A. District Travel

Candidates for Third Vice President and international director shall only visit clubs, districts, and district officers within their declared home region. In the case of candidates from districts not assigned to regions, they shall not visit any clubs, districts, or district officers in the regions.

B. District Display of Campaign Literature/Materials

Campaign literature/materials may be distributed by international officer or director candidates, or their representatives. Each shall be allowed to display literature/materials only in the Candidates Corner, however audio/video presentations may not be played. The district governor shall ensure that a proper area is provided.

Campaign materials may not be ~~placed on walls, chairs or tables,~~ or handed out at educational sessions, meal functions or the District Hospitality Suite.

C. District Campaign Speeches

Candidates for international director within the region, or their representatives, shall be allowed to speak at the conference. Only candidates for international director from districts not assigned to regions shall be allowed to speak at conferences of districts not assigned to regions. Such campaign speeches should be given at an appropriate time, place, and length as identified by the district governor, provided that all candidates are given the same opportunity and are properly notified.

International director candidates from outside the region or international officer candidates, or their representatives, shall not be allowed to deliver a campaign speech.

D. District Educational Presentations

Only candidates for international director from the region containing the district from which they were nominated or from which they are seeking nomination may be allowed to give educational presentations at district conferences or other district sponsored events within that region. There is no obligation to allow any candidate to appear on the program, and the opportunity is given at the discretion of the district governor; however; all declared candidates for the same office must be given equal opportunity and be featured in any associated written materials. These presentations must conform to the needs of the district.

Opposed international officer candidates, shall not give an educational presentation.

E. Home District Activities

International officer and director candidates, whether opposed or unopposed, may participate in any activities within their home district other than the District Nominating Committee (as specified in Policies and Procedures VI E 8).

F. District Hospitality Suites

A hospitality suite is defined as a room where refreshments are provided and attendance is open to any Toastmaster. The definition of hospitality suite shall apply at all levels of Toastmasters International.

No candidate for international officer or director, or their representatives, may host a hospitality suite. The only hospitality suite permitted shall be one provided

and operated by the district, with no contributions from any candidate or campaign committee. The provision of a hospitality suite shall, however, be at the discretion of the district governor.

G. District Publications

Any declared candidate's home district publication that includes information written by or about that international officer or director candidate shall not be distributed beyond its regular distribution list.

It is not appropriate for international officer or director candidates from outside the district to submit articles or notices to be published in district publications.

International officer or director candidates, or their representatives, may not place advertisements in any district conference program or other district publication.

II. CAMPAIGNS WITHIN REGIONS

A. Region Travel

International officer candidates may attend only one regional conference per weekend. Third Vice President candidates may attend only the regional conference in their declared home region.

International director candidates may attend only their declared home regional conference. Third Vice President candidates and international director candidates from outside a region shall not attend any regional conference.

B. Region Display of Campaign Literature/Materials

Campaign literature/materials may be distributed by international officer or director candidates, or their representatives, from both inside and outside the region. Each shall be allowed to display literature/materials only in the Candidates' Corner, however, audio/video presentations may not be played. The conference chair (second-year director) shall ensure that a proper area is provided.

Campaign materials may not be ~~placed on walls, chairs or tables, or~~ handed out at educational sessions, meal functions or the region hospitality suite.

C. Region Campaign Speeches

International officer candidates or their representatives shall be allowed to speak at the regional business meeting. The speaking order will be alphabetically by the

candidates' last name. Each speaker will be allowed to speak for a maximum of two minutes.

International director candidates from the region may be allowed an opportunity to deliver a campaign speech prior to the business meeting. The time limits and placement in the program shall be determined by the conference chairman (second-year director).

International director candidates from the region shall be allowed to speak at the regional business meeting. The speaking order will be alphabetically by candidates' last name. Each speaker will be allowed a maximum of two minutes.

International director candidates from outside the region, or their representatives, shall not be allowed to deliver a campaign speech.

D. Region Educational Presentations

International director candidates from a district within the region shall have equal opportunity to appear on the educational program, provided that such presentations conform to the needs of the region.

Opposed international officer candidates shall not give an educational presentation.

E. Region Hospitality Suite

A hospitality suite is defined as a room where refreshments are provided and attendance is open to any Toastmaster. The definition of hospitality suite shall apply at all levels of Toastmasters International.

No candidate for international officer or director, or their representatives, may host a hospitality suite. The only hospitality suite permitted shall be one provided and operated by the regional conference committee with no contributions from any candidate. The provision of a hospitality suite shall, however, be at the discretion of the conference chairman (second-year director).

F. Showcases at Regional Conferences

Candidate showcases are optional, but, if held, all candidates shall be given an equal opportunity to speak. If held, showcases shall be coordinated by the international directors from the region. Showcases may only be held for the purpose of interviewing candidates, not to instruct the district governors how to cast votes.

III. CAMPAIGNING AT INTERNATIONAL CONVENTIONS

A. Display of Campaign Literature/Materials at International Conventions

Campaign literature/materials may be distributed by international officer and director candidates, or their representatives. Each candidate shall be allowed to display literature/materials only in the Candidates' Corner, however, audio/video presentations may not be played. The World Headquarters staff shall ensure that a proper area is provided.

Campaign materials may not be ~~placed on walls, chairs or tables,~~ or handed out at educational sessions, meal functions or in the hotel registration line or the Toastmasters International convention registration line.

B. Hospitality Suites at International Conventions

A hospitality suite is defined as a room where refreshments are provided and attendance is open to any toastmaster. The definition of hospitality suite shall apply at all levels of Toastmasters International.

No candidate for international officer or director, or their representatives, may host a hospitality suite. No political activities shall be allowed in any hospitality suites. A candidate may have a room for storage of material and a place to meet with their campaign workers, but the room may not be used for solicitation of votes.

IV. CAMPAIGN COMMUNICATIONS

A. Visits to Clubs, Districts, and District Officers

Candidates for Third Vice President and international director may only visit clubs, districts, and district officers within their declared home region. In the case of districts not assigned to regions, they shall not visit any clubs, districts, or district officers in regions.

B. Audio and Video Materials

International officer and director candidates may produce and distribute audio, video, and/or electronic materials, but may not play them at district and regional conferences, or at the international convention.

C. Campaign Mailings

Campaign mailings are defined as any card (**holiday, birthday, thank you, etc**), letter, fax, note, or electronic media, which include e-zines and e-mail, unsolicited

by the recipient for the purpose of promoting any candidate or the name recognition of any individual. However, communications in connection with a candidate's presentation at a district conference or the regional conference and internal communications among campaign team members are excluded from the definition of campaign mailings. Subscriptions to information by or about a candidate, including online newsletters or e-zines, whether solicited or unsolicited, are not permitted.

Campaign mailings, by or on behalf of candidates for Third Vice President, are limited to two mailings between the international convention prior to the election and December 31, and three campaign mailings between January 1 and the international convention at which the election will take place.

In order not to distract districts from focusing on becoming distinguished, candidates for international director and Third Vice President may not make any campaign mailings bearing a June postmark.

Campaign mailings, by or on behalf of candidates for international director, are limited to a maximum of three mailings. The first two mailings are limited to the time period between the International Convention prior to the election and May 31. For these mailings, candidates within regions are limited to mailings within their home region. candidates from districts not assigned to regions are limited to mailings to districts not assigned to regions. The third mailing is limited to the time period between July 1 and the International Convention at which the election will take place. There are no geographic restrictions to this third mailing.

D. Phone Calls

In order not to distract districts from focusing on becoming distinguished, candidates for Third Vice President or international director, or any person on their behalf, may not place any unsolicited phone calls to district governors, Lt. governors education and training, and Lt. governors marketing, outside their own district, during the month of June. However, phone calls in connection with a candidate's presentation at the regional conference and among campaign team members are permitted.

E. Web Sites/Candidates Brochure

A candidate may have a web site to promote their candidacy. Candidates' Web sites may be linked or referenced only on the candidate's home club and district web site. **Web sites of both successful and unsuccessful candidates must be closed down immediately following the election.**

A candidates corner shall be included on the Toastmasters International Web site. Candidate information provided may include a photograph, profile, and either a web site address, an email address, or telephone number for contact purposes.

All candidates will be placed on the TI Web site candidates corner in January. Only nominated candidates as determined by the Toastmasters International Nominating Committee, Regional Business Meetings, and, in the case of international director candidates not assigned to regions, nominated by their respective districts, ~~will be retained~~ **remain** on the TI Web site candidates corner **after the qualifying event has taken place.** Floor candidates will not be included in the candidates corner **after the qualifying event has taken place.**

Only nominated candidates, as outlined in the preceding paragraph, will appear in the TI Candidates Brochure. Floor candidates will not appear in the brochure.

Regional Web sites may reference the Toastmasters International candidates corner Web site.

F. Use of Trademarks

Candidates may use the Toastmasters trademarks, including the logo and the names “Toastmasters” and “Toastmasters International,” on campaign materials, brochures and Web sites, only after they have submitted their Letter of Intent to World Headquarters. A Letter of Intent may be submitted anytime after the close of the annual business meeting. **Use of the trademarks on any other items must have the written permission of the Executive Director.**

G. Announcement of Candidacy and Distribution of Campaign Materials

Candidates may announce their intention to run for International office after the close of the Annual Business Meeting. However, campaign materials may not be distributed until the close of the convention, i.e., after the President’s Dinner Dance is adjourned.

A Letter of Intent must be on file with WHQ before a candidate can distribute material or use the Toastmasters trademarks or participate as a candidate in other activities, such as district conference presentations, regional conference presentations and the international convention.

A Letter of Intent, biographical data and a photograph must be received at WHQ by November 30 in order for international officer candidates to be included in the International Officer Candidate survey and

for international officer and director candidates to be included in the Candidates' Corner when it becomes active on the TI Web site in January. Candidates who submit their Letter of Intent and other candidate information after November 30 will be placed on the TI Web site as soon as practical after receipt.

H. Floor Candidates

Candidates who have not been endorsed by a majority vote of their district council or been nominated at a qualifying event are still eligible to run from the floor at the regional conference and/or International Convention. A nomination from the floor of a qualified candidate may be made by an accredited delegate, with the consent of the person nominated. A Letter of Intent must be on file with WHQ for the candidate.

So that delegates will have a chance to know all candidates, floor candidates will have the same exposure as nominated candidates with the exception of inclusion in the candidates corner on the TI Web site and the Candidates Brochure.

H I. Photographs/Endorsements

Photographs in all campaign materials, literature, displays and on Web sites are limited only to the candidate. No other photographs are allowed. All photographs, quotes and testimonials appearing in candidate campaign materials, literature, displays and on Web sites must have the written permission of those in the photos or being quoted. Other than in support of a nominee who has received an endorsement by his/her the district, no district governor, Lt. governor education & training, or Lt. governor marketing shall take any action to endorse (including photographs, or quotes, or placing a candidate's name in nomination) to officially support any international officer or director candidate. Current international officers and directors shall not endorse any candidate.

Reference: Policies and Procedures VI E 8
Policies and Procedures VI A 18

Toastmasters International
POLICIES AND PROCEDURES VI H 4

Origin Date: August 20, 1997
Last Updated: ~~February 22, 2002~~ **July 1, 2007**
Audited: February 19, 2004
(deletions are struck; additions are in bold)

**DISTRICT AND CLUB CLUB, DISTRICT AND REGION/DISTRICTS NOT
ASSIGNED TO REGIONS USE OF INTERNET WEB PAGES**

The intent of this policy is to clarify the use of internet Web pages by Toastmasters **clubs, districts and regions/districts not assigned to regions. Any reference in this policy relating to regions includes districts not assigned to regions.** ~~Districts and Clubs.~~ The organization recognizes the value of Web pages for marketing and information dissemination purposes.

Club Web pages should contain information useful to current and prospective members and officers. Useful information includes, but is not limited to: the club name, the club's meeting time, location, and a contact telephone number **or email address**; the features and benefits of Toastmasters membership; membership promotion ideas for the club's members; Distinguished Club Program goals and progress; a calendar listing appropriate information about club events or **Toastmasters** events the club's members should attend; the mission of the club; a published or "last updated" date to identify the timeliness of the information; a link to the Toastmasters International Web site; and a link to the district Web site (if available). Club Web pages may also include an online version of the club's newsletter or information appropriate for publication in said newsletter. Club Web pages must include a Toastmasters International trademark acknowledgment statement as published periodically by World Headquarters. Club Web sites should not contain material that is not relevant to achieving the mission of the club. The publisher of a club Web page is the club president ~~and~~ **who** is responsible for its content.

Clubs may only place on their Web sites information about candidates for club, district, or international office who are members of that club.

Clubs may include on their Web pages the names, addresses, telephone numbers and email addresses of club officers, the creator/maintainer of the page, club support personnel and individual members after having received express written permission from each individual. Individual member information (such as member addresses, email addresses, or telephone numbers) may be placed on club Web sites only if it is placed in a password-protected area.

District Web pages should contain information useful to current and prospective members and officers. Useful information includes, but is not limited to: listings of Toastmasters club meeting times, locations, and contact telephone numbers; information about organizing new Toastmasters clubs; the features and benefits of Toastmasters

membership; membership building tips for clubs; a calendar listing appropriate information about events such as officer training, district conferences, regional conferences, the International Convention, and other significant events; the mission of the district and the mission of the club; a published or “last updated” date to identify the timeliness of the information; and a link to the Toastmasters International Web site. District Web pages may also include an online version of the district’s newsletter or information appropriate for publication in the newsletter. District Web pages must include a Toastmasters International trademark acknowledgment statement as published periodically by World Headquarters. The publisher of a district Web page is the district governor ~~and~~ **who** is responsible for its content.

Districts may include on their Web pages the names, addresses, telephone numbers, and email addresses of the district governor, Lt. governor education and training, Lt. governor marketing, the creator/maintainer of the Web page and other district officers and district support personnel after having received express written permission from each individual. Districts may not include on their Web pages any club officer or individual member addresses, email addresses or telephone numbers.

Districts may only place on their Web site information about candidates for district office in their districts and information about candidates for international office who are members of clubs within their district.

Region Web pages should contain information useful to district leadership. Useful information includes, but is not limited to: region purpose and description; articles and ideas that help/motivate district achievement of goals; district performance data; promotion of TI programs; the TI mission and vision and the district and club missions; recognition for achievements or progress toward achievements of district goals; region conference and midyear regional meeting information and contacts; district visits schedule and information; links to Web sites for districts within the region; district contacts (with written permission from the district governor and the contact person if he or she is not the district governor); district conference dates and locations; links to the TI Web site; a list of past international presidents and past international directors showing their home districts and years of service only; a published or “last updated” date to identify the timeliness of the information. Region Web pages may also include an online version of the region’s newsletter or information appropriate for publication in the newsletter. Region Web pages must include a Toastmasters International trademark acknowledgment statement as published periodically by World Headquarters. The publisher of a region Web page are the international directors who are responsible for its content.

A region Web site may not include district officer names, addresses, telephone number and email addresses (except a contact for each district, as stated above) or international officer and director candidate names and information. However, the site may provide a link to the candidates corner on the TI Web site.

Club, districts **and regions** may use the Toastmasters International trademarks on the Web pages as described in Policies and Procedures VI A 18. As the trademark owner Toastmasters International reserves the right to determine how clubs, districts **and regions** use trademarks as part of domain names.

Clubs, districts **and regions** may publish their Web pages in donated space and acknowledge the donation on the Web page. Clubs and districts may sell advertising space to offset the cost of renting space and increase club and district income. **Regions may sell advertising space to offset the cost of renting space.** (Please refer to Policies and Procedures VI D 11 regarding possible unrelated business tax on revenues exceeding \$1,000.) Individual members of Toastmasters clubs may not receive any compensation to create, maintain, or host Web pages for clubs, districts or regions.

Member information can be used only for Toastmasters related business. Therefore, a disclaimer must be included on all Web sites as follows: “the information on this Web site is for the sole use of Toastmasters’ members, for Toastmaster business only. It is not to be used for solicitation and distribution of non-Toastmasters’ materials or information.”

Clubs, districts **and regions** may not include on their Web pages copyrighted information from Toastmasters International or any other source without express written permission from the copyright owner.

References: Policies and Procedures VI A 18
Policies and Procedures VI D 11