TOASTMASTERS
INTERNATIONAL®

Board of Directors Minutes

August 2009

August 2009

Board of Directors Minutes

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Minutes of the 2008-2009 Executive Committee
Mashantucket, Connecticut
August 7-8, 2009

The 2008-2009 Executive Committee met on August 7-8, 2009, with President Jana Barnhill, DTM, AS, presiding. The other officers present were: Senior Vice President Gary Schmidt, DTM; Second Vice President Pat Johnson, DTM; Third Vice President Michael Notaro, DTM and Immediate Past President Chris Ford, DTM. Executive Director Daniel Rex, Deputy Executive Director Beverly Wallace, Nonprofit General Counsel Greg Colvin and Secretary/Treasurer Cindy Mount were also present.

1. The Committee reviewed two proposed budgets for fiscal year 2010, one in the event Proposal A passes and one if it does not, and recommended approval contingent on the result of the vote at the upcoming Annual Business Meeting.

2. The Committee reviewed the presentation of income and expense projections and cash reserves and discussed the timing of the next dues increase. The Committee agreed there is presently no need for a dues increase.

3. The Committee reviewed the development and first module of e-learning for district officers. The Committee recognized the positive feedback received since its release on July 27, 2009.

4. The Committee discussed policies concerning individual Web sites and trademark use, including blogs and social networking. The Committee directed staff to continue and complete consultations with expert legal counsel and to draft policy allowing individual members, including international directors and officers, to have an unofficial online presence as a "fan site" subject to terms and conditions set by Toastmasters International. Final policies and administrative rules will be presented to the Board in February 2010.

5. **Restricted**:

6. The Committee discussed and approved the Executive Director's performance appraisal process. The Committee reviewed a draft of a new appraisal document and directed that staff make recommended changes and bring it back to the Committee for review in November 2009. The Committee decided to conduct the main appraisal in February each year, with attention to any compensation adjustments to be made effective March 1. The annual effective date for any adjustment to Mr. Rex's compensation shall be changed in his employment agreement to March 1, beginning in 2010.

7. The Committee discussed the Toastmasters International recognition programs. Staff will bring a new model to the Committee for review in November 2009.

8. The Committee reviewed and approved the district signatories for bank accounts, as required by policy.

9. **Restricted**:

10. The Committee reviewed a request to reform District 34 and made no change at this time.

11. International President Jana Barnhill reported on her activities since February 2009.

12. Executive Director Daniel Rex provided a progress summary of Toastmasters International since February 2009.

13. The Committee reviewed Organization Guides V 12 and V 14 and recommended those policies be amended as attached, effective August 10, 2009.

The Executive Committee adjourned and reconvened as the Strategic Planning Committee, Chris Ford, DTM, presiding officer. The Committee discussed Proposal A, including development and policy changes if Proposal A passes or if it does not pass.

Respectfully Submitted,

Cindy L. Mount
Secretary/Treasurer

Toastmasters International
ORGANIZATION GUIDES

Last Updated: ~~February 21, 2003~~ **August 10, 2009**
Audited: February 23, 2007

DISTRICT ADMINISTRATION COMMITTEE

DURATION OF EXISTENCE: The duration of existence of this Committee shall be indefinite.

CHAIRMAN: Senior Vice President. In the absence of the Senior Vice President, the International President will appoint a temporary chairman from among the members of the Board of Directors.

COMPOSITION: The Senior Vice President; not more than Six International Directors, appointed by the International President.

TERM OF OFFICE: Members serve a one-year term which ends at the conclusion of the International Convention.

STAFF COMMITTEE LIAISON: Manager, Volunteer Support Services.

STRATEGIC PURPOSE: To recommend ways to help districts achieve the District Mission, including the review of existing programs and the review of proposed programs to empower districts to extend the network of clubs, serve existing clubs, train club and district officers, and improve the educational programming in existing clubs.

FUNCTIONS:

1. To discuss and recommend district leadership materials and programs that will enable volunteer district officers to help clubs improve programming and retain members.

2. To discuss and recommend ways to help district officers function more efficiently and effectively so they can achieve the District Mission.

3. To review and recommend recognition programs at the area, division, and district levels so that the maximum number of districts possible is motivated to achieve critical goals and are recognized for achieving distinguished status.

4. To discuss and consider new policies and procedures affecting districts to better enable district leaders to make effective use of resources.

5. To discuss and recommend ways for districts to train district and club officers so that the club, district, and Toastmasters International Missions may be achieved by volunteer leaders.

6. To review and change district boundaries periodically and as needed.

MEETINGS: The Committee meets during Board of Directors meetings in February and in August before the International Convention. Special meetings may be called upon the written approval of the President

REPORTING: The Committee gives an official report at each Board of Directors meeting concerning all functions referred to above.

CALENDAR: The following shall be reviewed by the Committee at the intervals indicated.

- The Distinguished District, Division, and Area Programs: Every three years beginning in February 1999.
- Training Programs for Division Governors and Area Governors: Every three years beginning in August 2006.

Section V 14

Toastmasters International
ORGANIZATION GUIDES

Last Updated: ~~February 13, 1998~~ **August 10, 2009**
Audited: February 23, 2007

GOVERNANCE AND POLICY COMMITTEE

DURATION OF EXISTENCE: The duration of existence of this Committee shall be indefinite.

CHAIRMAN: Third Vice President. In the absence of the Third Vice President, the International President will appoint a temporary chairman from among the members of the Board of Directors.

COMPOSITION: The Third Vice President; not more than six International Directors, appointed by the International President.

TERM OF OFFICE: Members serve a one-year term which ends at the conclusion of the International Convention.

STAFF COMMITTEE LIAISONS: Director, Operations and Administration

STRATEGIC PURPOSE: To ensure that the governing documents and policies of the organization are up-to-date, consistent, and that they meet the objectives and Mission of Toastmasters International; to guide the Executive Committee, Board of Directors, and staff in matters dealing with interpretation and recommended changes in the governing documents and policies, and to guide them in legal matters affecting the organization.

FUNCTIONS:

1. To examine and originate proposals for review or amendments to the governing documents and policies of the organization.
2. ~~To review the form of policy changes prepared by other Committees of the Board.~~

2. To prepare the form of all resolutions that are to be presented to the delegates at the Annual Business Meeting, amending the governing documents, and the policies of the organization.

3. To review **and change** region ~~and district~~ boundaries, periodically and as needed.

4. To discuss and review specific referrals of a legal, constitutional or nonprofit nature.

MEETINGS: The Committee meets during Board of Directors meetings in February and in August before the International Convention. Special meetings may be called upon the written approval of the President.

REPORTING: The Committee gives an official report at each Board of Directors Meeting concerning all functions referred to above.

CALENDAR: The following shall be reviewed by the Committee at the intervals indicated.

- Triennial audit of the Manual of Management Operations beginning in February 1998 (ref: Introduction II, 2)

- Triennial review of regional boundaries and the regional assignment of undistricted member clubs to ensure that the total number of member clubs in each geographic region is not more than 15% of the total number of member clubs in good standing at the end of the fiscal year immediately preceding any action by the Board, beginning in August 1998. (ref: Article V, Section 4 (i), Bylaws of than 15% of the total number of member Clubs in good standing at the end of the fiscal year immediately preceding any action by the Board, beginning in August 1998. (ref: Article V, Sec. 4 (i), Bylaws of Toastmasters International; Policies and Procedures Section VI, A 98)

- Triennial review of policies governing campaigns of international officer and director candidates beginning in February 2004.

Minutes of the 2008-2009 Board of Directors
Mashantucket, Connecticut
August 10-12, 2009

The August meeting of Toastmasters International's Board of Directors for the 2008-2009 administrative year was held on August 10-12, 2009, with President Jana Barnhill, DTM, AS, Chairman, presiding. The other officers and directors present were: Schmidt, Johnson, Notaro, Ford, Appleyard, Asad, DiCarlo, Holliday, Howard, Murad, Nicholson, Norris, Poh, Raffety, Rich, Russell, Smith, Snyder, Southwick, Swearingen, Thompson and Weber. Executive Director Daniel Rex, Deputy Executive Director Beverly Wallace, Director of Member Support Darci Maenpa, Director of Communications Sally Newell –Cohen, Controller Jane McPherson, Secretary/Treasurer Cindy Mount and Nonprofit General Counsel Greg Colvin were also present.

The Minutes of the February 11-14, 2009 Board meeting were approved previously by electronic unanimous written consent.

PRESIDENT'S REPORT

What an incredible year this has been! In a year that could have gone either way, Toastmasters around the world dug deep and found The Courage to Conquer! From economic downturns to natural disasters, from leadership challenges to personal struggles, our members have shown that in good times and bad, Toastmasters truly does provide people the skills, support and confidence they need to conquer whatever they may be facing.

Organizationally, we had a tremendous first quarter. Then the economy suffered a devastating blow, causing us to be concerned about the effect it might have on us. Imagine our elation when staff tabulated the final numbers and saw that we had not only survived the depressed climate, we had conquered it!

The year ended with a record number 56 Distinguished Districts! An all-time high of 1,073 new clubs were chartered. Our membership surpassed 250,000 for the first time and Toastmasters is now represented in 106 countries! Another important milestone was reached with the most-ever Distinguished Clubs. In addition, our members are continuing to reap the benefits of the program. This is especially true with our Advanced Leader awards, which showed an increase of over 90 percent! Thanks to all the club and district officers who led these tremendous efforts.

Many of our districts continue to grow by great numbers. As a result, three districts were given the approval to proceed with plans to reform: Districts 51, 73 and 79.

It has also been a very exciting year at World Headquarters. Daniel Rex has now completed his first year as Executive Director and has done a courageous job! He has taken a critical look at our operations and has guided WHQ toward an increased focus on member service and support. With that clear focus, they have developed several new programs, including e-learning modules to supplement and enhance district officer training. They are finalizing the youth program and preparing for a major upgrade in their database systems. They have also worked closely with the Board of Directors in developing the governance proposal. All these initiatives have been taken with one aim in mind: to better support every member around the world in this growing global organization. I am increasingly grateful to our staff for the tremendous amount of work they accomplish to support all of our members.

Bob and I had the privilege to travel this year to Districts 53, 14, 62, 3, 2, 49, 54, 22, 28, 42, 72, 73 and 70. In addition we visited Regions II and VIII. We were absolutely over-whelmed by the gracious reception we received at every place. A tremendous job was done utilizing both of us for corporate as well as media visits to promote our organization. We were welcomed in homes and had the wonderful opportunity to meet thousands of our members and hear their stories of how Toastmasters has changed their lives. We are so thankful to each place we visited for the memories you have provided us.

It is difficult to express just how humbling the experience of serving as your International President has been. From the bottom of my heart, I thank you for the privilege. It has been an honor to work with you and for you. This organization has an exciting future and a great leader following me to guide us there. May we all have The Courage to Conquer!

EXECUTIVE DIRECTOR'S REPORT

Toastmasters International has just completed a remarkable year. Membership payments overall grew by 5.5% while the world experienced a massive economic downturn. 1,073 new clubs were chartered, an all-time high. Fifty-six districts were Distinguished or better, surpassing all previous years. Yes, Toastmasters is the answer to tough times, for both individuals and organizations.

The World Headquarters team has increased its focus on providing exceptional service and resources to the Toastmasters member. Every individual – whether that person is a club or district officer or a member of the Board – is a member who merits outstanding service and resources.

Our renewed emphasis is to provide an optimal experience at each member development stage, beginning with the prospective member who is looking for a club on the Web site, applying for membership in the club, receiving a New Member Kit, and even talking with a team member on

the phone. The role of the World Headquarters team is to anticipate and meet members' needs and wants.

To properly support this refocusing on the members, World Headquarters was reorganized this year. These new divisions better support this emphasis: Member Support, Communications, Technology Services and Finance.

EXECUTIVE COMMITTEE

The Executive Committee's August 7-8, 2009 meeting report was presented by Senior Vice President Gary Schmidt:

1. The Committee reviewed two proposed budgets for fiscal year 2010, one in the event Proposal A passes and one if it does not, and recommended approval contingent on the result of the vote at the upcoming Annual Business Meeting.

2. The Committee reviewed the presentation of income and expense projections and cash reserves and discussed the timing of the next dues increase. The Committee agreed there is presently no need for a dues increase.

3. The Committee reviewed the development and first module of e-learning for district officers. The Committee recognized the positive feedback received since its release on July 27, 2009.

4. The Committee discussed policies concerning individual Web sites and trademark use, including blogs and social networking. The Committee directed staff to continue and complete consultations with expert legal counsel and to draft policy allowing individual members, including international directors and officers, to have an unofficial online presence as a "fan site" subject to terms and conditions set by Toastmasters International. Final policies and administrative rules will be presented to the Board in February 2010.

5. **Restricted**:

6. The Committee discussed and approved the Executive Director's performance appraisal process. The Committee reviewed a draft of a new appraisal document and directed that staff make recommended changes and bring it back to the Committee for review in November 2009. The Committee decided to conduct the main appraisal in February each year, with attention to any compensation adjustments to be made effective March 1. The annual effective date for any adjustment to Mr. Rex's compensation shall be changed in his employment agreement to March 1, beginning in 2010.

7. The Committee discussed the Toastmasters International recognition programs. Staff will bring a new model to the Committee for review in November 2009.

8. The Committee reviewed and approved the district signatories for bank accounts, as required by policy.

9. **Restricted**:

10. The Committee reviewed a request to reform District 34 and made no change at this time.

11. International President Jana Barnhill reported on her activities since February 2009.

12. Executive Director Daniel Rex provided a progress summary of Toastmasters International since February 2009.

13. The Committee reviewed Organization Guides V 12 and V 14 and recommended those policies be amended as attached, effective August 10, 2009.

By a separate two-thirds vote, Item 13 was approved. The Board voted to approve the remainder of the Executive Committee report and its recommendations and actions.

STRATEGIC PLANNING COMMITTEE

The report of the Strategic Planning Committee was presented by Chairman, Immediate Past President Chris Ford:

The Committee discussed Proposal A, including development and policy changes if Proposal A passes or if it does not pass.

The Board voted to accept the Strategic Planning Committee report.

DISTRICT ADMINISTRATION COMMITTEE (DA)

The District Administration Committee report was presented by Chairman, Senior Vice President Gary Schmidt:

1. District Campaign Policy Violations

   a. The Committee discussed the feasibility of implementing consequences for district campaign violations. Policies should be consistent with international campaign policies and speech contest eligibility rules.

b. The Committee recommended the creation of a Campaign Ethics Committee (CEC). The CEC would have five members: the current district governor, four past district governors, past international directors or past international presidents when possible. The CEC would be appointed by the district governor and would serve from January through the district conference.

The Committee directed staff to present policies and protocols for the CEC to the Board in February 2010.

2. District Nominating Committee Policies and Procedures

The Committee reviewed existing district nominating committee policies and procedures to determine if they are still relevant, suggested updates to Policy VI E 8 and training tools and directed staff to review and update the policy to present to the Board in February 2010.

3. District Boundaries

a. The Committee approved boundary changes for Districts 25 and 55 effective July 1, 2010.
b. The Committee approved the reformation plans for Districts 73 and 79.
c. The Committee selected new district numbers for District 51. District 51P remains District 51 and the new District 51R becomes District 87 effective July 1, 2010.

The Board voted to approve the District Administration Committee report and its recommendations and actions.

MARKETING AND EDUCATION COMMITTEE (MAE)

The Marketing and Education Committee report was presented by Chairman, Second Vice President Pat Johnson:

1. Social Networking and Electronic Media

a. The Committee discussed the use of social media by candidates, and whether or not to modify campaign policy, eliminating the restrictions and allowing social media to be used by candidates.
    i. The Committee recommended that candidates be allowed to use social media; however, they must adhere to the policies and administrative protocols that staff has been directed to develop in partnership with legal counsel. The purpose of the candidate's online presence, regardless of platform, is to promote the individual, help membership get to know the candidate better and serve as a forum for contact.

ii. The Committee recommended that after candidates sign a Letter of Intent, they also sign an agreement to follow the policies and protocols. The committee provided staff with ideas for proposed guidelines and directed staff to bring the protocols back to the Board in February 2010, together with policies for Board approval.

b. The Committee discussed extending trademark policy to include all Internet sites that could be defined as Web sites, blogs, social media sites or other similar entities. In light of the approval by the Board, of Item 4 from the Executive Committee report (to send to legal counsel for policy development), the Committee recommended reconsideration of whether international directors should have their own personal sites/social networking presence. The concerns of the committee were:

1. Potential for perpetual campaigning
2. Consistency of message

When policies and protocols are presented in February 2010, the Board should take these concerns into consideration.

2. International Speech Contest Rulebook

The committee determined that a reformation of the International Speech Contest Rulebook is necessary and directed staff to redraft the 2011 Rulebook for consideration at the February 2010 Board meeting, including the following changes:

a. Streamline content
   i. Organize content by topic instead of contest type
   ii. Include a section for common rules
   iii. Move forms to the TI Web site in a secure location

b. Eliminate ambiguity
   i. Remove “may” and exchange with “are permitted”
   ii. Uses of “should” will be exchanged for “shall” when appropriate

c. Add appendix
   i. Include FAQ
   ii. Clarifying statements will be cross-referenced with the related content
   iii. Include checklists for both the contestant and contest chair

d. Add new rules
   i. Cell phones must be shut off and put away
   ii. Texting during events is prohibited
   iii. Only authorized video/audio taping is allowed during events

e. Require that all judges be members of Toastmasters International (to match the Manual), and if Proposal A passes, this change must be made in the 2010 Rulebook.

f. Combine the Rulebook and the Manual in a single document, and consider treating that document as administrative protocol (as the Manual presently is) rather than formal policy.

3. Translation Policy

The Committee reviewed and recommended changes to translation policy Section VI A 6, as attached.

By a separate two-thirds vote, Item 3 was approved. The Board voted to approve the remainder of the Marketing and Education Committee report and its recommendations and actions.

GOVERNANCE AND POLICY COMMITTEE (GAP)

The Governance and Policy Committee report was presented by Chairman, Third Vice President Michael Notaro:

1. International Leadership Committee (ILC) Implementation

   Based on a review of the Nominating Committee survey, the Committee directed staff to create protocols containing administrative details for the International Leadership Committee, which may include but are not limited to:
   i. Assessment and training tools
   ii. Communication norms
   iii. Staff support

2. International Leadership Committee Policies and Procedures

   The Committee recommended a number of minor wording changes to the new Section VI E 2 Policies and Procedures and the new Section V 15 Guidelines for the ILC, attached, to replace the current Nominating Committee policy documents. The Committee recommended the following significant changes to the versions previously distributed:
   i. Text stating that the chairman is not bound by the Guidelines was removed from the Policies document
   ii. Text stating that Guidelines are advisory rather than mandatory was added to the Guidelines document
   iii. All Committee members must sign a confidentiality agreement.

iv. For the initial year of ILC operations, 2009-2010, flexibility was delegated to the Executive Committee to alter the campaign timeline as necessary or appropriate.

3. The Committee reviewed the text of Section VI E 1, part IV, which has been in effect for one year, and directed staff to further develop and expand the factors taken into consideration when judging violations of international campaign rules for candidates.

By a separate two-thirds vote, Item 2 was approved pending the passing of Proposal A at the Annual Business Meeting. The Board voted to approve the remainder of the Governance and Policy Committee report and its recommendations and actions.

CLOSING MATTERS

Pursuant to Policies and Procedures VI A 8, "Board Confidentiality Policy," the Board voted to classify items contained in the minutes of this meeting as "unrestricted" upon distribution of the minutes by World Headquarters, not to include any personnel or disciplinary matters marked "restricted". The results of the Board meeting described in the Board Briefing, written and orally presented in open session on August 12, 2009, were classified "unrestricted."

President Barnhill announced that the next meeting of the Board of Directors will be held on August 16, 2009, at MGM at Foxwoods, Mashantucket, Connecticut.

Respectfully submitted,

Cindy L. Mount
Secretary-Treasurer

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

Section VI A 6

Toastmasters International
POLICIES AND PROCEDURES

Origin Date: August 18, 1992
Last Updated: ~~February 22, 2002~~ **August 12, 2009**
Audited: February 23, 2007

TRANSLATION AND INTERPRETATION

The Mission of Toastmasters International is to make effective oral communication a worldwide reality. The organization understands its duty of affording people from all over the world the opportunity to improve their speaking, listening, thinking, and leadership skills.

~~The intent of this policy is to expend resources where the potential for the growth of Toastmasters International is the greatest, as determined by the Board of Directors from time to time. Toastmasters International will continue to provide materials in other languages whenever feasible and practical.~~

The intent of this policy is to use resources to provide educational and administrative materials in other languages whenever feasible and practical, as determined by the Board of Directors of Toastmasters International.

Therefore, the following items set forth the organization's policy on translation and interpretation:

1. English is the official language of Toastmasters International.
2. Non-English speaking Toastmasters attending Toastmasters International events (such as District officer training) shall provide their own translators.
3. The International Speech Contest shall be conducted in English.
4. Toastmasters International does not have the World Headquarters staff resources or financial sources at this time to provide oral or written translation services. Communications sent to or sent by World Headquarters will be in English. It is understood, however, that change to policy ~~will~~ **could** be considered in the future as the translation environment changes.
5. Translation of all educational and administrative materials can be accomplished only with the ~~advance~~ **prior** written permission of Toastmasters International.

When a club, territorial council, or district wants to translate materials for publication, the translations shall be done in cooperation with and only with the advance written permission of World Headquarters. **Permission to translate Toastmasters materials will be granted on a case-by-case basis in accordance with this policy. Toastmasters International is not obligated to grant translation rights to anyone.**

Any and all educational and administrative materials that are translated, and **all plans for production and distribution of translated materials,** shall be approved **and designated**~~, produced, and distributed~~ by World Headquarters.

World Headquarters may give permission to translate as follows:

1. When at least 10 chartered clubs in good standing currently conduct their meetings **primarily** ~~only~~ in that language being considered for translation and there is the potential to build even more clubs in good standing and whose meetings would be conducted **primarily** ~~only~~ in that language, World Headquarters may grant permission to translate promotional brochures, the Competent Communication manual, the Competent Leadership manual, and **at least** two Advanced Communication manuals.
2. When at least 35 chartered clubs in good standing currently conduct their meetings **primarily** ~~only~~ in that language and there is the potential to build even more clubs in good standing and whose meetings would be conducted only in that language, World Headquarters may give permission to translate the remaining materials in the New Member Kit, **at least** two additional Advanced Communication manuals and the manual "When You are the Club President."
3. When 60 or more clubs in good standing currently conduct their meetings **primarily** ~~only~~ in that language, World Headquarters may give permission to translate the remaining Advanced Communication and the Club Officer manuals, the High Performance Leadership Program, and other materials. World Headquarters retains the right to determine which materials have priority for translation.

The requirements for translating materials, after advance written permission for translation from World Headquarters has been given, are:

a) The materials are to be translated, edited, and proofed by the end user**, or by an individual or service designated by World Headquarters.**

b) A release form shall be signed by the translator to protect the organization's copyrights.

~~c) The translated materials are to be sent to World Headquarters in camera ready form.~~

~~d)~~ c) World Headquarters ~~will~~ **shall reserve all rights to** print, package, warehouse, and distribute ~~and/or ship through catalog sales~~ all translated materials.

Minutes of the Toastmasters International Annual Business Meeting
Mashantucket, Connecticut
August 14, 2009

The meeting was called to order by President Barnhill at 8:00 a.m. on Friday, August 14, 2009. Immediate Past International President Chris Ford, DTM, gave the inspiration.

Chairman Barnhill announced that the minutes of the 77th Annual Business Meeting held in Calgary, Canada, August 11-13, 2008, were approved by unanimous electronic consent by the Board of Directors in the form in which they were distributed.

Chairman Barnhill announced the following appointments:

- Parliamentarian: Past International Director Herb Nowlin, DTM
- Credentials Committee: Past International Director Ken Tanner, DTM Chairman and Past International Directors Lark Doley, DTM and Danie Hardie, DTM, Co-Chairman
- Ballot Counters and Tellers: International Director, Charlotte Howard, DTM, Chairman and Past International Director Dee Dees, DTM, Co-Chairman
- Timers: John Horan, ACG, Club 9617 and Val Albert, DTM, Club 6983

Credentials Committee Chairman Ken Tanner reported as follows: a total of 12,863 ballots were accredited, representing 6,347 of the 12,110 eligible clubs, with two votes each, and 169 of the 285 eligible delegates at large were present, each with one vote. The Chairman declared a quorum to be present.

Parliamentarian Nowlin explained the procedural rules prescribed by the Board of Directors: for the election of four officers of the 2009-2010 term and of nine directors for the 2009-2011 term and one proposal for an amendment of the Bylaws of Toastmasters International. Nowlin also provided directions for delegates on the casting of ballots.

Past International President Dilip Abayasekara, DTM, Chairman of the 2008-2009 Nominating Committee, presented the report of the Nominating Committee. The following officer candidates were nominated:

- President: Gary Schmidt, DTM, Clackamas, Oregon
- Senior Vice President: Pat Johnson, DTM, Victoria, British Columbia, Canada
- Second Vice President: Michael Notaro, DTM, Alameda, California

- Third Vice President in alphabetical order: Dietmar Wagenknecht, DTM, Lake Bluff, Illinois and Ralph Wallace, DTM, Albuquerque, New Mexico. John Lau, DTM from Kuching, Malaysia, was nominated from the floor.

There being no further nominations from the floor for any of the four offices, the chairman declared the nominations for all offices closed. It was moved and seconded that a secret ballot be dispensed with for each of the three uncontested offices, and that the secretary be instructed to cast a single ballot for candidate Schmidt for President, a single ballot for candidate Johnson for Senior Vice President, and a single ballot for candidate Notaro for Second Vice President. The motion carried, and Chairman Barnhill announced that Schmidt, Johnson and Notaro had been elected President, Senior Vice President, and Second Vice President, respectively, for 2009-2010.

Speeches of two minutes each were made by the three candidates for Third Vice President. The counters reported balloting for the office of Third Vice President was:

- 7,069 for John Lau
- 4,317 for Ralph Wallace
- 1,267 for Dietmar Wagenknecht

Chairman Barnhill announced that John Lau had been elected Third Vice President for 2009-1010.

Chairman Barnhill announced the names of eight candidates for the Board of Directors nominated from and by the eight regions and three candidates nominated from and by three of the districts not assigned to regions. Heath Suddleson, DTM from Potomac, Maryland, was nominated from the floor as an additional candidate for international director from Region 7. There being no further director nominations from the floor, the chairman declared the nominations for directors closed.

There being only one candidate for director from Regions 1, 2, 3, 4, 5, 6 and 8, it was moved and seconded that a secret ballot be dispensed with for the election of the directors from those regions, and that the secretary be instructed to cast a single ballot for Emmy Hager, DTM of Auburn, Washington, as a director from Region 1; for Kenneth Cawley, DTM of San Jose, California, as a director from Region 2; for Pamela McCown, DTM from Pasadena, Texas, as a director from Region 3; for Theo Black, DTM from Wayzata, Minnesota, as director from Region 4; for Ron Kirchgessner, DTM of Greenwood, Indiana, as a director from Region 5; for Susan Dalati, DTM, from Manotick, Ontario, Canada, as a director from Region 6; and for Pamela Christopher, DTM, from Union Grove, North Carolina, as a director from Region 8. Chairman Barnhill announced the motion carried and Hager, Cawley, McCown, Black, Kirchgessner, Dalati and Christopher were elected directors for a two-year term ending in August 2011.

Speeches for the two contested directorships were made by the candidates. Results of the balloting were:

- Districts Not Assigned to Regions:
  - Keith Ostergard, DTM 6,592
  - Mike Storkey, DTM 5,448
  - Jack Tsai, DTM 655

- Region 7:
  - Heath Suddleson, DTM 5,838
  - Viki Kinsman, DTM 5,000
  - Heather Perkins, DTM 1,706

Because no candidate from Region 7 received a majority on the first ballot, the candidate receiving the fewest votes was dropped and a second ballot was conducted with the two remaining candidates. Results of the second ballot for were:

- Region 7:
  - Heath Suddleson 7,037
  - Viki Kinsman 5,738

Chairman Barnhill announced the following candidates elected as director for the term of 2009-2011. Keith Ostergard, DTM from Beijing, China, as director from districts not assigned to regions; and Heath Suddleson, DTM from Potomac, Maryland, as director from Region 7.

Chairman Barnhill referred to the letter to all club presidents notifying them of the proposed amendments to the Bylaws of Toastmasters International, also known as Proposal A: Global Representation and Support. Notice of the proposed amendments was properly mailed to the voting membership at least 60 days before this meeting, with the Board of Directors' recommendation that the amendments be adopted. The amendments would replace the current structure of eight regions, based in the United States and Canada, with more regions spanning the entire world. The Board of Directors would have one director from each region, and all directors and officers would continue to be elected by the worldwide voting membership at the Annual Business Meeting. The amendments contained other provisions to improve the governance of the organization, including the nominations process, the roles and duties of officers, and wording changes for clarity and consistency. Chairman Barnhill called upon Third Vice President Michael Notaro, DTM, who presented and explained the reasons for the Board's recommendation and moved adoption of the amendments. After an opportunity for discussion

was given and debate occurred, a vote was taken. The results were: 8,912 “for” and 3,936 “against.” Chairman Barnhill announced that the amendments had been adopted by 69%, more than the required two-thirds vote of the votes cast in person or by proxy.

The Bylaws of Toastmasters International authorizes the submission of proposed Bylaws amendments by “at least one percent (1%) of all the votes held by the voting membership” (Article XIV, Section 1(b)(2)). Based on the total number of clubs eligible to vote at the 2009 Annual Business Meeting, (24,220 votes), the 1% minimum requirement for any such proposal to be submitted for consideration at the 2010 Annual Business Meeting is 243, representing 122 clubs or 243 delegates at large, or any combination of those two voting memberships.

Chairman Barnhill announced that the 79th Toastmasters International Annual Business Meeting will be held at the Desert Springs JW Marriott Resort and Spa, in Palm Desert, California on August 13, 2010.

There being no further business to come before the 78th Annual Business Meeting, it was adjourned sine die at 11:45 a.m.

Respectfully Submitted,

Cindy L. Mount
Secretary- Treasurer

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

Minutes of the 2009-2010 Executive Committee
Mashantucket, Connecticut
August 15, 2009

The 2009-2010 Executive Committee met on August 15, 2009 with President Gary Schmidt, DTM presiding. The other officers present were: Senior Vice President Pat Johnson, DTM; Second Vice President Michael Notaro, DTM; Third Vice President John Lau, DTM and Immediate Past President Jana Barnhill, DTM, AS. Executive Director Daniel Rex and Deputy Executive Director Beverly Wallace were also present.

The Committee reviewed Organization Guide V 17 and recommended the affected policies be amended as attached, effective August 16, 2009.

Respectfully Submitted,

Cindy L. Mount
Secretary/Treasurer

Section V 17

Toastmasters International
ORGANIZATION GUIDES

Last Updated: August 16, 2009

SPECIAL COMMITTEES

Effective August 16, 2009, Sections V 12 District Administrative Committee, V 13 Marketing and Education Committee and V 14 Governance and Policy Committee, are hereby deleted. Henceforth, Special Committees shall be created as needed to assist the Board of Directors with the conduct of its work. The periodic review functions calendared in Sections V 12, V 13 and V 14 shall be reassigned by the Board to such Special Committees, to the Executive Committee or to senior staff officials, as appropriate.

Special Committees may be established by the Board of Directors from time to time under the Bylaws of Toastmasters International, Article VII, Section 2. These Committees shall be assigned special projects outside the scope of responsibility of a Standing Committee and shall continue to act until their stated function has been completed or until they are discharged from responsibility by the Board.

All such Committees are subject to the general direction of the President and the Board of Directors, and they are accountable only to the Board to which they shall report through their Chairman. They may appoint sub-Committees from their membership and receive their reports.

Reference: Bylaws of Toastmasters International, Article VII, Section 2

Minutes of the 2009-2010 Board of Directors
Mashantucket, Connecticut
August 16, 2009

The first meeting of the 2009-2010 Toastmasters International Board of Directors was held on August 16, 2009, with President Gary Schmidt, DTM, presiding. The other officers and directors present were: Johnson, Notaro, Lau, Barnhill, Hager, Norris, Cawley, Russell, McCown, Swearingen, Black, Appleyard, Kirchgessner, Raffety, Dalati, DiCarlo, Suddleson, Weber, Christopher, Asad, Poh, Ostergard. Executive Director Daniel Rex, Deputy Executive Director Beverly Wallace, Director of Communications Sally Newell-Cohen, Director of Member Support Darci Maenpa and Secretary-Treasurer Cindy Mount were also present.

The minutes of the August 15, 2009, Executive Committee meeting were presented to all Board members. The Board voted by the required two-thirds to approve the minutes and the Committee's recommendation to amend Organization Guide V 17 effective August 16, 2009, deleting Sections V 12, V 13, and V 14.

In view of the passage of Proposal A, the Board voted by the required two-thirds to adopt Section VI A 97, Interim Policy to Implement 2009 Bylaw Amendments, effective August 16, 2009.

An orientation session was conducted followed by a corporate visit discussion.

The Board voted to change the status of Policy VI E 2 and V 15 from restricted to unrestricted due to the passing of Proposal A, effective August 16, 2009.

President Schmidt requested that the directors consult on the district visitation schedule for their respective regions, and that the schedules be provided to the International President and the Executive Director no later than September 1, 2009.

President Schmidt announced that the next meeting of the Board of Directors will be held February 10-13, 2010.

The meeting was adjourned at 2:00 p.m.

Respectfully Submitted,

Cindy L. Mount
Secretary/Treasurer

Section VI A 97

Toastmasters International
POLICIES AND PROCEDURES

Origin Date: August 16, 2009

INTERIM POLICY TO IMPLEMENT 2009 BYLAW AMENDMENTS

Introduction

Purpose: With the adoption of Proposal A by the voting membership on August 14, 2009, a number of the organization's Policies and Procedures are now inconsistent with the Bylaws of Toastmasters International (TI) as amended. For the most part, the Board of Directors has refrained from drafting new policies to go into effect contingent upon the passage of Proposal A, and so that work still needs to be done. The global nature of the governance reshaping will take a full two years to implement; the Bylaw amendments contain transition sections indicating how the main changes will be phased in. However, a greater level of detail is needed to guide the organization's decisions, beginning now. The organization needs to know which parts of existing policy will continue to apply and which will not, and when they will change.

Effect: This interim policy collects, in one place, the key changes to policy approved by the Board shortly after the adoption of Proposal A. The Board is not attempting to completely revise the policies listed below at this time, but to indicate which portions are obsolete and should be disregarded, and which portions are being altered to be consistent with the new Bylaws. Therefore, the text of this interim policy hereby supersedes each referenced portion of existing policy.

Timing: In general, the most sweeping changes in the Bylaw amendments—the new assignment of districts to regions—will be effective on July 1, 2010. However, the new international directors to be elected from those regions will not take office until later, half of them in August 2010 and half in August 2011. Nevertheless, the director and officer campaigns and nominations (particularly the work of the International Leadership Committee (ILC)), have their beginnings in 2009. Each policy change cited below has an effective date. Other changes may be made at the February 2010 Board meeting, or sooner if necessary.

1. Regional Assignment of Districts

VI A 99 Map of Regions (attached)

This indicates how the existing districts are assigned to the 14 regions described in Proposal A. The new assignment is effective July 1, 2010, although certain earlier uses of the new regions are specifically provided for in this interim policy.

VI A 98 Regional Assignment of Districts and Undistricted Clubs (to be provided at the Board Meeting on Sunday, August 16)

This is the official new assignment of districts and clubs to regions decided upon by the Board exercising its power under TI Bylaws Art. V, Sec. 4(h), corresponding to the map in V A 99. The assignment is effective July 1, 2010, except as otherwise provided in this policy. Club totals are as of June, 30 2009.

Furthermore, the regions are hereby assigned to election years for the purpose of international director elections as follows: even-numbered regions to even-numbered years beginning in 2010 and odd-numbered regions to odd-numbered years beginning in 2011.

2. Elimination of Regional Conferences and Nominations

VI E 3 Regional Nomination of Directors

This policy is completely inoperative, effective immediately.

VI E 4 Nomination and Election of Directors Not Assigned to Regions

This policy is completely inoperative, effective immediately.

VI E 5 Proxies

This policy continues in effect, but removing the reference to regional conferences and modifying paragraph 1. so that it reads: "Proxy forms for the Annual Business Meeting of Toastmasters International shall be distributed to club presidents no later than May 15 each year."

VI G 1 Regional Conferences, Midyear Meetings, Candidate Showcases

Part 1 of this policy, pertaining to regional conferences, is completely inoperative, effective immediately.

Part 2, pertaining to midyear meetings, is suspended for the 2009-2010 program year, allowing for flexibility in the planning and operation of regional midyear meetings prior to the Board's meeting in February, 2010, when a new policy on regional midyear meetings will be considered. The plans and operation of midyear meetings during the 2009-2010 program year shall be jointly decided by the Executive Director and the International President, consulting with members of the Executive Committee and Board as necessary and appropriate. Midyear meetings held prior to July 1, 2010, shall be convened only for the districts and clubs assigned to the existing regions.

Part 3, on candidate showcases, will continue in effect for the August 2010 International Convention and is expected to be revised in time for the August 2011 convention.

VI G 2 Regional Conference Financing

This policy is no longer necessary and so is hereby repealed.

3. Replace the Nominating Committee with the International Leadership Committee

V 15 Nominating Committee

This Organization Guide section is deleted and replaced by the ILC Guidelines adopted by the Board on August 12, 2009, contingent upon passage of Proposal A.

VI E 2 Rules for the Nominating Committee

This section is deleted and replaced by the ILC Policies and Procedures adopted by the Board on August 12, 2009, contingent upon passage of Proposal A.

4. Campaign Rules

VI E 1 Rules for Campaigns by International Officer and Director Candidates

This section contains many clauses dealing with campaign activities within districts (I), within regions (II), and numerous rules for campaign communications (III). They differ depending on whether candidates are from districts assigned or not assigned to regions, are unopposed, and are nominated in other ways. Application of this section will need to be adapted to the new regional system immediately, because candidates for 2010 may announce right after the Annual Business Meeting in 2009, and by this policy must announce by November 30, 2009.

This section will remain in effect through the August 2010 international elections but shall be interpreted liberally and flexibly by World Headquarters and by the international officers and directors, with the understandings that:

a. References to districts not assigned to regions and their campaign procedures are inapplicable, and references to regions shall mean the new regions effective July 1, 2010, so that all director candidates shall be deemed to be within a region, effective immediately.

b. References to regional conferences and regional business meetings are obsolete and inoperative.

c. References to Third Vice President shall mean Second Vice President and references to the Nominating Committee shall mean the ILC.

d. The deadline for international officer candidates to submit a Letter of Intent to be included in the candidate survey is changed from November 30 to the date set in the ILC Policies and Procedures.

e. All the districts and clubs will be assigned to new regions, including many that have never been in regions, and so some rules may need to be modified by authority delegated to the International President to address special circumstances arising in the transition election years of 2010 and 2011.

5. District Administration and Speech Contests

VI A 10 District Visits by International Directors

The reference to "each district within a Region" receiving a visit under this policy shall refer to the existing districts assigned to regions as of August 2009, until the new regions are effective July 1, 2010, after which a new policy issued by the Board shall take effect.

VI D 8 Expense Payments for International Officers and Directors

Again, the reference to "each district located within a region" means the existing districts assigned to regions as of August 2009, until the new regions are effective July 1, 2010. Also, references to regional conferences (and their planning meetings) are obsolete and inoperative.

VI D 9 Expense Payments for District Officers and Speech Contestants

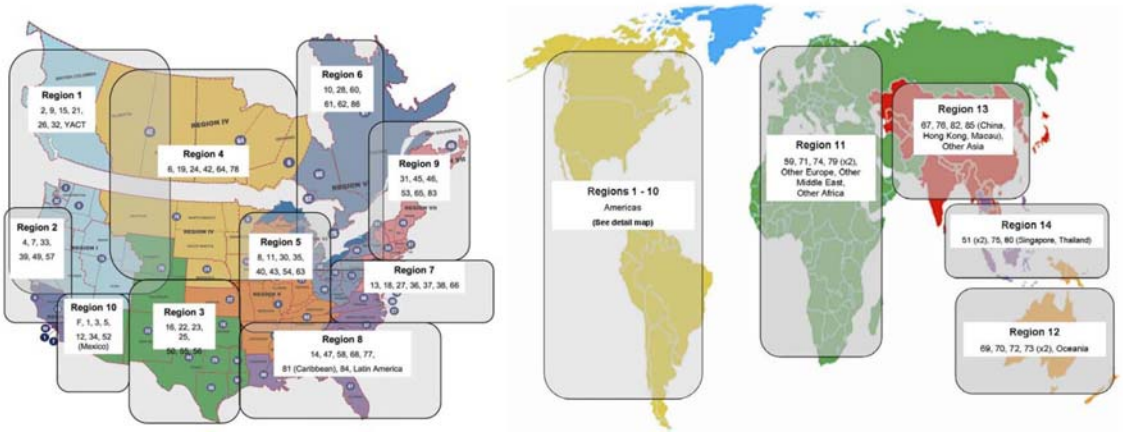
This policy is obsolete and will be replaced at the February 2010 Board meeting by a new policy covering midyear training in regions and expenses of attending the International Convention. In the meantime, authority is delegated to the Executive Director and the International President, acting jointly, consulting with members of the Executive Committee and Board as necessary and appropriate, to design a temporary reimbursement policy and process for such expenses.

6. Region Advisors [NEW]

Certain decisions regarding the position of Region Advisor Marketing were made by the Board in February 2009, pending the August 2009 vote on Bylaw amendments. Although those decisions were not framed and voted upon as administrative policy, the organization will follow them until policy is finalized at the February 2010 Board meeting. Matters not addressed in the minutes of the February 2009 Board meeting, needing resolution prior to the February 2010 Board meeting, may be decided by the
Executive Director and the International president jointly, consulting with members of the Executive Committee and Board as necessary and appropriate.

TOASTMASTERS
INTERNATIONAL®

Toastmasters Regions



Toastmasters International
ORGANIZATION GUIDES

Last Updated: August 16, 2009

REGIONAL ASSIGNMENT OF DISTRICTS AND UNDISTRICTED CLUS EFFECTIVE JULY 1, 2010

Club totals as of June 30, 2009

Region 1	
District	No. of Clubs
2	168
9	63
15	91
21	253
26	167
32	72
YACT	28
	842

Region 2	
District	No. of Clubs
4	214
7	171
33	171
39	173
49	64
57	145
	938

Region 3	
District	No. of Clubs
16	80
22	106
23	94
25	134
50	164
55	148
56	168
Total	894

Region 4	
District	No. of Clubs
6	283
19	96
24	67
42	261
64	99
78	112
	918

Region 5	
District	No. of Clubs
8	99
11	151
30	180
35	96
40	177
43	74
54	75
63	94
	946

Region 6	
District	No. of Clubs
10	103
28	122
60	175
61	185
62	94
86	183
	862

Region 7	
District	No. of Clubs
13	71
18	105
27	222
36	197
37	161
38	137
66	138
	1031

Region 8	
District	No. of Clubs
14	278
47	218
58	121
68	50
77	96
81	102
84	181
Latin America	18
	1064

Region 9	
District	No. of Clubs
31	162
45	102
46	133
53	144
65	104
83	142
Newfoundland/Labrador	11
	798

Region 10	
District	No. of Clubs
F	184
1	117
3	193
5	134
12	113
34	194
52	110
	1045

Region 11	
District	No. of Clubs
59	154
71	211
74	123
79	267
Other Europe	32
Other Middle East	12
Other Africa	19
	818

Region 12	
District	No. of Clubs
69	172
70	256
72	244
73	169
	841

Region 13	
District	No. of Clubs
67	145
76	92
82	164
85	84
Korea	15
Hong Kong/Macau	48
	548

Region 14	
District	No. of Clubs
51	346
75	159
Singapore/Thailand	194
	699

Reference: Bylaws of Toastmasters International, Article V, Sec. 4(h) and 4(i)

Section VI E 3

Toastmasters International
POLICIES AND PROCEDURES

~~*Origin Date*: August 26, 1967~~
~~*Last Updated*: February 19, 2005~~
~~*Audited:* February 23, 2007~~

~~***PROCEDURAL RULES FOR REGIONAL NOMINATION OF DIRECTORS***~~

~~I. DELEGATES - PROXIES - CREDENTIALS~~

~~A. Delegates and Alternates~~

~~Each club in good standing with Toastmasters International at the time of the regional conference shall be entitled to two (2) delegates, and to cast two (2) votes for any candidate, either in person or by proxy.~~

~~Any such club may, at the time of selecting its delegates, choose for each delegate one alternate. That alternate is entitled to vote only in case of the absence of the delegate for whom he or she was chosen to be an alternate. All delegates and alternates must be active members in good standing of the clubs they represent. Other than those outlined in Policies and Procedures VI E 1, any member of any club may attend the regional conference.~~

~~B. Proxy~~

~~Any club, if not represented at the regional conference by a delegate or alternate from its own membership, may designate as its proxy the club's current district governor or any active member of any other member club in that region. Upon presentation of proper credentials, such proxy shall have the right to vote in place of the non-attending delegate or delegates he or she represents in addition to any other right to vote which that person may have.~~

~~C. Credential/Proxy Certificates~~

~~Normally, in March, credential or proxy certificates for both the regional conference and International business meeting shall be mailed by World Headquarters to each club president of record.~~

~~The authority of each delegate and alternate shall be evidenced by a certificate signed by the president or secretary of the club for whose non-attending delegate he or she is proxy. All certificates must be presented to the credentials committee at the~~

~~regional conference to entitle delegates, alternates, and proxies to participate in the business of the regional conference. All certificates shall be on forms furnished by the Executive Director, under the authority and supervision of the Board of Directors. No copies, facsimiles, or any electronic submissions of the form will be honored.~~

~~D. Credentials Committee~~

~~The presiding officer shall appoint a credentials committee consisting of one representative from each district represented at the regional conferences. No campaign paraphernalia for any candidate at any level will be worn by the credentials committee when they are performing their credentials duties.~~

~~Should the credentials committee report adversely on the credentials of any proposed delegate or proxy, such delegates or proxy shall have the right to appeal the ruling at the regional conference business meeting. The majority decision by the approved delegates of the regional conference shall be final, with those votes involved in the question not being exercised.~~

~~II. QUORUM~~

~~A quorum shall be deemed present if one-third of the clubs in the region are represented, either in person or by proxy; except that, in any region which includes clubs not assigned to regions, a quorum shall be deemed present if one-third of the clubs in the region which are within the United States and Canada are represented, either in person or by proxy.~~

~~A. If There Is a Quorum~~

~~If there is a quorum, nomination shall be by secret ballot, unless a secret ballot is dispensed with by majority vote.~~

~~B. If There Is No Quorum~~

~~If there is no quorum at the regional conference, 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 in which a quorum of one-third of the member clubs in the region return ballots, on the basis of two votes per club. Ballots, to be valid, must be received at World Headquarters no later than three weeks after the date of mailing from World Headquarters.~~

~~III. NOMINATION OF CANDIDATES~~

~~A. Presiding Officer~~

~~The presiding officer at the regional conference business meeting shall be the second year director. If the second year director is not available, the presiding officer shall be the first year director.~~

~~B. Nomination Procedures by Districts~~

~~Names of qualified candidates may be placed in nomination at the regional conference by the district governors or their appointed representatives. Districts which have an elected director on the Board of Directors whose term of office will continue for the next year may not nominate a candidate. No district shall be required to nominate a candidate at each annual regional conference. If a district does nominate a candidate, the candidate must be selected by the majority vote of the district council at any regular or special council meeting prior to the regional conference. If such a selection is made at more than one council meeting, then and in that event, the selection made at the council's meeting closest in time to the regional conference shall govern.~~

~~C. Other Nomination Procedures~~

~~Any accredited delegate at the regional conference may place in nomination the name of a qualified candidate as long as said nominee consents.~~

~~Following the close of nominations, a speech shall be made by each international director candidate in alphabetical order of candidates' last name, except that if a candidate is not in attendance, the speech may be given by the candidate's representative. There shall be one presentation per candidate and a two-minute limit for each presentation.~~

~~Presentations by officer candidates or their representatives may be made at the appropriate time during the meeting. Presentations shall be made in alphabetical order of candidates' last name, by office. There shall be one presentation per candidate and a two-minute limit for each presentation.~~

~~IV. SELECTION OF NOMINEES~~

~~Each region shall nominate one or two candidates for election to the Board of Directors in the following manner:~~

~~A. First Ballot~~

~~If any candidate at the regional conference business meeting, at which there is a quorum, receives at least 75% of the votes cast on the first ballot, that candidate shall be the only nominee. In determining whether a candidate received either 75% or a majority of the votes, no ballot which is unintelligible, blank, not timely cast, or cast for a then ineligible candidate, shall be considered.~~

~~If any candidate receives a majority, but less than 75% of the votes cast on the first ballot, that candidate and the candidate receiving the next highest number of votes on the first ballot shall be the two (2) nominees;~~

~~B. Second Ballot~~

~~If no candidate receives a majority of votes cast on the first ballot, the candidate receiving the lowest number of votes cast shall be dropped from the ballot and a second ballot shall immediately be cast. If any candidate receives at least 75% of the votes cast on the second ballot, that candidate shall be the sole nominee. If any candidate receives a majority but less than 75% of the votes cast on the second ballot, the two (2) candidates receiving the highest number of votes shall be the two (2) nominees.~~

~~C. Succeeding Ballots~~

~~If no candidate receives a majority of the votes cast on either the first or the second balloting, the candidate receiving the lowest number of votes cast on the second balloting shall be dropped from the ballot and balloting shall immediately continue. The same procedure of dropping the candidate with the lowest number of votes on each succeeding ballot shall be followed, but only until a ballot is cast giving one of the candidates a majority of the votes cast. If such is the case, the balloting shall end and the two (2) candidates having the highest number of votes on that final ballot shall be the two (2) nominees.~~

~~D. Tie Votes~~

~~Tie votes between candidates receiving the lowest number of votes in the balloting described above shall result in a separate ballot between those candidates.~~

~~E. At the Close of the Balloting~~

~~The presiding officer at each regional conference shall announce that, in addition to the official region candidate, or candidates, other candidates from that region for director may be nominated from the floor of the Convention of Toastmasters International by accredited delegates from that region.~~

~~V. MISCELLANEOUS~~

~~A. Endorsement/Support of Candidates~~

~~A district council may endorse the candidacy of a member of the district for international office. This endorsement in no way implies that any delegate(s) must or will vote for that candidate.~~

~~Other than in support of a nominee from their district, no district council shall vote on any resolution to endorse or officially support any candidate.~~

~~Other than in support of a nominee from his/her district, no district governor, lt. governor education & training, or lt. governor marketing shall take any action to endorse (including photographs or quotes) or to officially support any candidate.~~

~~B. Reporting Nominations to World Headquarters~~

~~The presiding officer at each regional conference shall promptly certify to the Executive Director of Toastmasters International the name or names of the official director candidate(s) from that region so that the name(s) will be included on the printed ballot to be used at the Annual Business Meeting of the corporation at the Convention. The official notification entitled "candidates for officers and directors of Toastmasters International" shall, in the case of regions nominating two (2) candidates, indicate the percentage of nominating votes received by each of the two (2) candidates for director.~~

~~Reference: Bylaws of Toastmasters International, Article VIII, Section 2~~
~~Policies and Procedures VI E 1~~

Section VI E 4

Toastmasters International
POLICIES AND PROCEDURES

~~*Origin Date*: August 23, 1979~~
~~*Last Updated*: August 22, 2004~~

~~PROCEDURAL RULES FOR NOMINATION AND ELECTION OF DIRECTORS NOT ASSIGNED TO REGIONS~~

~~1. One director from the districts not assigned to regions will be elected to the Board of Directors of Toastmasters International each year at the Annual Convention of Toastmasters International.~~

~~2. Candidates for the office of director from districts not assigned to regions must meet existing qualifications for directors provided in the Bylaws of Toastmasters International and should submit an intent to be a candidate to World Headquarters no later than December 31.~~

~~3. All districts not assigned to regions may nominate a candidate for director, except a district which has an elected director on the Board of Directors whose term of office will continue for the next year, may not nominate a candidate. No district shall be required to nominate a candidate for director, but if a candidate is nominated, such candidate shall be selected by a majority vote of the district council no later than at the district's annual meeting and elections.~~

~~4. Other than in support of a nominee from its district, no district council shall vote on any resolution to endorse or officially support any candidate.~~

~~Other than in support of a nominee from his/her district, no district governor, lt. governor education & training, or lt. governor marketing shall take any action to endorse (including photographs or quotes) or to officially support any candidate.~~

~~5. Names of official candidates must be submitted by the respective districts to World Headquarters no later than July 1 accompanied by biographical information and a photograph of the candidate.~~

~~6. In addition to the official candidates selected by their respective districts, other candidates, with their consent, may be nominated from the floor of the Annual Business Meeting at the convention of Toastmasters International by accredited delegates from the districts not assigned to regions.~~

~~7. Official attendance and reimbursement for travel expenses for the directors elected from a district not assigned to regions shall be for attendance at meetings of the Board of Directors and at the Annual Convention of Toastmasters International. Reimbursement for travel expenses and per diem for attendance at these events shall be made on the same basis and to the extent as made to the other officers and directors of the board for their attendance as provided in Policies and Procedures VI D 8.~~

~~Reference: Bylaws of Toastmasters International, Article VIII, Section 2~~
~~Policies and Procedures VI D 8~~

Section VI E 5

Toastmasters International
POLICIES AND PROCEDURES

Origin Date: November 5, 1966
Last Updated: August 16, 2009
Audited: February 1998

PROXIES

1. Proxy forms for ~~both the Regional Conference and~~ the Annual Business Meeting of Toastmasters International shall be **distributed to club presidents no later than May 15 each year.** ~~mailed by World Headquarters in March to each club president.~~

2. In the event amendments to the Bylaws of Toastmasters International are to be submitted at the next Annual Business Meeting of Toastmasters International, spaces will be provided on the Proxy Certificate for the Annual Business Meeting for the club to indicate to its proxy how it wishes its votes to be cast.

3. World Headquarters shall, *on one occasion only*, furnish a duplicate proxy certificate to any club when request is received from the club president or the district governor or his/her designee.

4. A Credentials chairman and two Vice chairmen shall be appointed by the International President. Those appointments shall be made with consideration to ability to serve. The appointees shall be current or past Board members. A person may be reappointed chairman after a three-year interval. These appointees are responsible for the operation of the Credentials Desk for the Business Meeting at the Annual Convention of Toastmasters International.

Reference: Bylaws of Toastmasters International, Article X, Sec. 2 and Sec. 3

Section VI G 1

Toastmasters International
POLICIES AND PROCEDURES

Origin Date: August 25, 1959
Last Updated: August 16, 2009
Audited: February 23, 2007

~~***REGIONAL CONFERENCES;***~~ *MIDYEAR MEETINGS;* ***AND***
CANDIDATE SHOWCASES AT THE INTERNATIONAL CONVENTION

There are ~~three~~ **two** official meetings permitted by Toastmasters International at the regional level. They are:

~~1. Regional conferences~~

2. Midyear meetings

3. Candidate showcases at the International Convention

~~1. Regional Conferences~~

~~A regional conference is an official function of Toastmasters International. The principal purpose of the regional conference is the proper training of district officers, and no other program consideration shall interfere with this. Appropriate training sessions will be presented for:~~

~~(a) the district governors-elect, the lt. governors education and training-elect, the lt. governors marketing-elect;~~

~~(b) public relations officers and treasurers; and~~

~~(c) all other members in attendance. The Board of Directors will determine the substance of the sessions and the techniques applied in their presentation. In general, each session will present a concept of training oriented to the Toastmasters program and slanted to the interest level of each group. World Headquarters will coordinate the development and presentation of this program and will provide a regional conference guide concerning the conference outline and timetable. The regional conference chairman shall submit to World Headquarters prior to publication to the general membership, but no later than two (2) months before the regional conference date, a tentative schedule covering all educational, social and other programs to be conducted at the regional conference.~~

~~No matter how small the district officer group may be, participation in this training session is limited to the district governors-elect, the lt. governors education and training-elect, and the lt. governors marketing-elect.~~

~~Toastmasters International will conduct annual regional conferences in each of the regions. The President of Toastmasters International will assign two (2) international directors to each regional conference. One will be a second-year director and will be named chairman; the other will be a first-year director and will be named vice chairman~~.

~~In the interests of economy and convenience, directors will normally be assigned to the conference of the region in which they reside. The two directors, with the assistance of the World Headquarters staff, will have complete responsibility for the conduct of their respective conference. The President, immediate past president, or one of the vice presidents of Toastmasters International and/or a qualified member of the World Headquarters staff is to be present as a resource person at each conference. It is suggested that such officer or staff member be utilized in a community relations capacity, where possible. At least one of the directors, and preferably both of them, will attend a planning session with the host district chairman and the host district officers.~~

~~An International Speech Contest will be held at each regional conference to select a winner to participate at the International Convention. The official International Speech Contest rules will be followed.~~

~~A business session will also be held at each conference for the purpose of:~~

~~(a) nominating a director candidate or candidates for election to the Board of Directors;~~

~~(b) the selection, two years in advance, of a host district and an alternate host district for the regional conference; and~~

~~(c) the adoption of courtesy or appreciation resolutions for the successful presentation of the regional conference. The region is not a governing body of Toastmasters International and is not empowered to adopt motions or resolutions calling for action either on the part of the Board of Directors or on the part of the districts in the region as a unit. The business section will be conducted according to the provisions of Article VIII, Section 2 of the Bylaws and Policies and Procedures VI E 3 of this Manual.~~

~~Each newly elected director will be provided a set of forms from World Headquarters pertaining to the selection of a host district chairman approximately 18 months in advance of the conference and with a set of forms pertaining to the selection of a site for the conference approximately 16 months in advance. The conference site shall be a major metropolitan area that will provide significant marketing visit opportunities for attending officers/directors. The site shall be in a location where significant marketing potential exists.~~

~~By the following December 1 (approximately 18 months prior to the conference), the first-year director, who will be the region conference chairman, shall forward recommendations for host district chairman. The person(s) recommended will be from the host district and, where possible, will reside in the immediate vicinity of the conference site. Where this is not possible, the first-year director will consult with the World Headquarters staff. The host district chairman will be responsible to the regional conference chairman in the performance of all assigned duties. The host district chairman should have served as an international officer, director, district governor, or district conference chairman within the preceding five years and should plan to participate in the region's conference prior to the year in which that individual is to serve as host district chairman. The final selection of the host district chairman shall be made by World Headquarters, in consultation with the first-year director. No person shall be eligible to serve as host district chairman who, during the administrative year in which the conference is held, will be the district governor of the host district, a candidate for district governor of that district, a candidate for any international office, or a candidate for international director.~~

~~By February 1 (approximately 16 months prior to the conference), the first-year director shall prepare and forward to World Headquarters a list of nominated qualifying hotels in qualifying cities in order of preferred priority. World Headquarters shall review the material and, in consultation with the first-year director, shall select the city and hotel and inform the host district governor of the decision by April 1.~~

~~A list of the district officers eligible for expense payments to attend regional conferences is published in Policies and Procedures VI D 9 of this Manual. Payment of such expenses shall be based on attendance at the entire training sessions, seminars, or special meetings at which particular officers are scheduled to be present. Failure to attend can be reason for non-payment of a part or all of an expense grant.~~

~~Since a region is not an entity in and of itself, no region shall adopt sets of general policies, rules, regulations, instructions, guidelines or similar documents, nor shall they be maintained or continued in effect by any region.~~

~~Awards Presented at Regional Conferences~~

~~Recognition is an important part of the Toastmasters International Communication and Leadership program. Since a regional conference is a Toastmasters International event, any awards or recognition presented at a regional conference must be presented by Toastmasters International. A Communication and Leadership (C&L) award may be given as part of a regional conference. The criteria for the selection of an award recipient shall be the same as the district C&L award, with the recipient being a prominent non-Toastmaster. If a C&L award is to be given at the regional conference, then the award recipient must be selected by the two international directors from the region, in consultation with the host district. The award will be presented at minimum cost to the regional conference.~~

~~Except for recognition for speech contests, no other awards may be presented by an individual, club or district during the regional conference. World Headquarters shall be notified of any C&L Award recipient.~~

The section pertaining to Midyear Meetings is suspended for the 2009-2010 year.

1. Midyear Meetings

In addition to the regional conference defined above, each region shall conduct one midyear meeting after November 15, but no later than January 31. This meeting will be an official event sanctioned by Toastmasters International and must appear on the official visit list presented by international directors to the International President for approval in September prior to the meeting. The senior vice president may approve the midyear meeting date for the following year. No other inter-district meetings within a region are permitted, except those sanctioned by Toastmasters International and held at the International Convention.

The purpose of the midyear meeting is to help each district have a successful year. The meeting shall include district officer training, educational and planning sessions, and offer support to the districts to help them achieve their goals and objectives. Topics shall be tied to the critical success factors--building clubs, increasing membership and promoting educational completions. Breakout sessions shall be limited to district officers only.

Participants include district governors, lt. governors education and training and lt. governors marketing from districts within the region and the following specific individuals only by invitation from the chairmen or the International President: other district officers and selected individuals providing educational presentations. Since the purpose of this meeting is strictly for training district officers, other individuals who are not making presentations are not permitted to attend. Opposed candidates for international officer and any candidate for international director shall not be invited. Political activities and club meetings are prohibited.

The meeting will be conducted and chaired by two (2) international directors, with the second-year director acting as chairman and the first-year director acting as vice chairman.

As chairmen, the international directors will set the agenda for this meeting with input from the district governors. A copy of the agenda will be sent to the International President prior to the meeting for approval.

It is the intent of Toastmasters International that the midyear meeting be self-supporting. If there are any excess funds as a result of the midyear meeting, they shall be distributed equally to the participants. If there is a shortage of funds as a result of the midyear meeting, such shortages shall be borne equally by the participants. The regional conference account shall be used for the collection and disbursement of funds for the midyear meeting.

2. Candidate Showcases at the International Convention

The districts within each region and the districts not assigned to a region may meet with their international directors to conduct combined candidate showcases at the International Convention.

These official showcases shall be conducted the evening prior to the Annual Business Meeting at the International Convention. The schedule for the makeup of these combined showcases is detailed in Policies and Procedures Section VI E 6.

Prior to the Convention, the International President will appoint two international directors for each combined showcase to serve as chairman and co-chairman. These two directors will work with the other directors from their combined showcases to prepare a program for the showcases.

There shall be no census or poll taken of the delegates at these showcases.

Reference: Policies and Procedures VI D 9
Policies and Procedures VI D 8
Policies and Procedures VI D 6
Policies and Procedures VI E 6

Section VI G 2

Toastmasters International
POLICIES AND PROCEDURES

~~*Origin Date*: August 18, 1972~~
~~*Last Updated*: August 22, 2001~~
~~*Audited*: February 19, 2004~~

~~*REGIONAL CONFERENCE FINANCING*~~

~~The Finance Committee of each Regional Conference may draw from the Regional funds held at World Headquarters. If sufficient funds are not available, the Finance Committee may collect from each district in the region a working fund deposit, in addition to advance registration fees, in such amount as is needed for planning and advance activities. The deposits will be returned to the respective districts at the conclusion of the Conference to the extent that such funds are available after the payment of all expenses. The Regional Conference is a Toastmasters International event and all funds are the property of Toastmasters International. All excess funds, after the return of the working fund deposits, shall be forwarded to World Headquarters. The following year's Conference Chairman may then draw against those funds for "start up" purposes. A District may open a temporary bank account for the purpose of controlling the finances of a Conference it is hosting, but an individual, district or region shall not maintain a bank account for the purpose of holding funds for future Regional Conferences.~~

~~Each Regional Conference is expected to be self-supporting, but in the event there is a deficit, such deficit shall be paid from the regional funds at World Headquarters. In the event that sufficient funds are not available, the deficit shall be borne equally by the districts in that region, and, if necessary, after review by the Board, may be deducted from the several districts' accounts at World Headquarters.~~

~~Revenue for incidental and miscellaneous expenses of the Regional Conference may be obtained from registration fees and modest overrides on meal event tickets.~~

~~The Host District Chairman shall be responsible for the preparation and presentation to World Headquarters of a detailed Regional Conference income and expense statement in that year. This statement and any such excess funds shall be received at World Headquarters as soon as possible, but not later than August 31 of that year.~~

~~When the venue for a Regional Midyear Meeting requires a deposit to secure the meeting site, World Headquarters may use funds in that region's account to make the deposit directly to the venue. After the midyear meeting concludes, the deposit shall be returned to World Headquarters and placed back in that region's account.~~

Toastmasters International
ORGANIZATION GUIDES

~~*Last Updated*: February 22, 2002~~
~~*Audited*: February 23, 2007~~

~~NOMINATING COMMITTEE~~

~~The Nominating Committee is a Standing Committee of Toastmasters International. The members of this Committee shall be appointed by the President. Directors may submit a list of recommendations of qualified members for consideration. "Qualified members," under the bylaws, are individual members of a club who are not members of the Board of Directors and who have not served on the Nominating Committee during the preceding two (2) years. Past International Directors, Past District Governors, or others with substantial experience in the affairs of Toastmasters International are preferred.~~

~~Three Past Presidents shall be appointed to the Nominating Committee. The Past President in the first year following service on the Board of Directors shall be appointed as a committee member, and in the second year following service on the Board shall be appointed committee Chairman. A third Past President will be appointed by the President.~~

~~The Nominating Committee shall nominate Officer Candidates for election at the Annual Business Meeting in accordance with Article VII, Section 3, of the Bylaws. It shall be governed by Procedural Rules VI E 2 adopted by the Board of Directors.~~

~~The Committee shall report through its Chairman to the member clubs and to the Convention delegates in accordance with the above mentioned Procedural Rules.~~

~~Reference: Bylaws of Toastmasters International, Article VII, Section 3~~
~~Policies and Procedures VI E 2~~

Toastmasters International
ORGANIZATION GUIDES

Origin Date: August 14, 2009

INTERNATIONAL LEADERSHIP COMMITTEE GUIDELINES

The International Leadership Committee (ILC) chairman has overall responsibility for the functioning of the ILC. To ensure consistency from year-to-year, these guidelines are provided to the ILC chairman and are advisory rather than mandatory**.**

Responsibilities of the Chairman

1) The primary responsibilities of the Chairman are to:
   a) Treat all candidates fairly during the selection process.
   b) Train the new ILC members.
   c) Provide active leadership of the committee to ensure that all interested and qualified prospective candidates are given full and fair consideration with special emphasis on leadership development.
   d) Uphold the attributes of leadership, which are as follows:
      i) Core Values – be a role model and living example of the Toastmasters core values.
         - *Integrity*
         - *Dedication to Excellence*
         - *Service to Our Members*
         - *Respect for the Individual*
      ii) Vision – envisions growth of Toastmasters;
      iii) Accountability – takes ownership of actions and decisions made;
      iv) Advocacy – supports the Mission and Vision of Toastmasters,
      v) Decision Making – collaborative, yet can think and draw conclusions independently,
      vi) Problem Solving – gathers facts and draws conclusions without passing judgments,

vii) Operational Procedures – understands infrastructure of Toastmasters and helps write procedures, if necessary.

2) Schedule and direct committee meetings; develop an annual calendar and disseminate this information to committee members at the beginning of the term.
3) Develop meeting agendas and any internal or external reports, such as professional, personal, and educational references.
4) Develop a timetable/schedule for candidate interviews by committee members. Determine how long and how many times each candidate will be called by committee members. Advise committee members to avoid frequent and long conversations; communication points-of-contact should be reasonable and meaningful.
5) Have the committee develop consistent questions that will be asked by committee members during candidate interviews. This will help ensure that decisions are based on relevant and similar information.
6) Ensure that committee activities are carried out in a timely and appropriate manner.
7) Provide feedback to the Executive Committee on the ILC process and leadership development, through the International President.

Responsibilities of and Recommendations for Committee Members

1) Keep a fair and open mind.
2) Participate in meetings.
3) Study all candidate materials, review survey results and conduct interviews with candidates in order to make an informed decision.
4) Keep all committee deliberations and information confidential.
5) Continually look for ways to improve leadership development.
6) Suggest qualified candidates to the committee.
7) Recommend reading of materials on leadership development (list of books and articles to be included on the TI Web site).
8) Participate in learning opportunities provided by Toastmasters on leadership development.
9) Attend educational sessions at the International Convention on the subject of leadership development, if in attendance.

Notes

1) The committee should meet at least monthly throughout the year and more frequently as circumstances dictate.
2) Meetings will be held via telephone conference or other electronic communication methods; work can also be done via email and the on-line forum.
3) Identify candidates from various sources, including names of possible candidates from last year's committee.
4) Be sure you have required information from every viable candidate, such as biographical information, data sheet, references (can be from members or non-members), and personal interviews by committee members.
5) Committee members will have a password protected, confidential on-line forum provided by World Headquarters to communicate with fellow committee members.

Reference: Bylaws of Toastmasters International, Article VII, Sec. 3 and Article VIII
Policies and Procedures VI E 2

Toastmasters International

POLICIES AND PROCEDURES

Origin Date: August 14, 2009

INTERNATIONAL LEADERSHIP COMMITTEE

I. PURPOSE

The purpose of the International Leadership Committee is to:

A. Identify, evaluate and nominate qualified members to serve on the Board of Directors. Nominees must reflect the best interests of the membership and must be able to support and foster Toastmasters' strategic goals and objectives.

B. Identify characteristics of effective Toastmasters leaders, which will result in identifying potential future leaders.

C. Evaluate the organization's internal leadership development program and provide recommendations for improvement to the Executive Committee.

II. COMMITTEE APPOINTMENT AND COMPOSITION

A. The committee will be appointed by the International President-Elect in February, for terms of service to begin on the following September 1. International officers and directors then in office may recommend appointees. The then-current International President-Elect will fill any vacancies as they occur and have removal authority. Appointments and filling vacancies are subject to ratification by the Executive Committee. Vacancies will be filled only for the unexpired portion of the member's term. The International President-Elect has authority to declare a vacancy or to grant a committee member a temporary leave of absence in appropriate circumstances. The Executive Committee may also remove a committee member if the International President-Elect does not.

B. The committee will be composed of three past international presidents and, from each region, for a two year term**,** one past international director or, if a past international director who is willing and able to serve cannot reasonably be found, a past district governor, not an immediate past district governor.

C. Each year,

    1. The past international president whose term as international president was completed 18 months prior to the February appointment will serve as chairman for one year.
    2. The past international president whose term as international president was completed six months prior to the February appointment will serve a two-year term as a member and will serve as vice-chairman for the first year, ascending to chairman the following year.
    3. One additional past international president will be appointed by the International President-Elect to serve as a member for one year.

D. Region advisors, district officers (including the immediate past district governor) and members on an international campaign team (i.e., campaign managers for an international officer or director candidate or other lead member on a campaign team) may not serve on the committee.

E. No committee member may run for international office for one year after leaving the ILC.

F. Committee members may not serve two consecutive terms but may be reappointed after a two-year absence from the committee, except that a one-year or less vacancy may be filled by a committee member whose full term expired within the prior two years.

G. Vacancies in offices held by past international presidents may be filled by any past international president, except the Immediate Past International President.

H. The committee chairman has overall responsibility for developing meeting agendas, scheduling meetings and functioning of the ILC. Guidelines will be provided to the chairman to assist in this effort. Working within the guidelines will help with continuity of the committee year after year.

III. NOMINATIONS

A. Each year, the committee will nominate at least one candidate and not more than two candidates for the International President-Elect and First Vice President (and International President if there is no one to succeed to that position) and at least two and not more than three candidates for the Second Vice President position.

B. The goal of the committee is to nominate at least two, but no more than three candidates for the international director positions which are expiring in that year. The intent is to have all elections contested, but this is not a legal requirement. One candidate can be nominated only if another willing and able candidate cannot reasonably be found.

C. Votes of the committee members must be confirmed in writing. Each member of the committee must vote for one candidate each for the offices of President-Elect and First Vice President (and International President as the case may be), and vote for two different candidates for the office of Second Vice President. If at least one-third of the members of the committee desires that a second or third candidate be nominated for a position, then each committee member will have the opportunity to vote for as many candidates as will be nominated.

D. The chairman of the committee will cast his/her vote along with the other members of the committee for each nomination and as a member may attempt to influence other members, but shall not use his/her position as chairman to tilt the selection process for or against any candidate.

E. All candidates must have submitted a Letter of Intent, data sheet, photograph and references to World Headquarters in order to be nominated.

F. There is no restriction on candidates from the same district or same club for international officer or international director within the same nomination cycle.

G. A call for nominations will be made on or about September 1 each year. Candidates can self-declare, any member can submit the name of a qualified candidate to the committee for consideration, or the committee can seek out nominees; however, the specific manner in which the name was submitted will

remain confidential. Qualifications for international officer and director are set forth in the Bylaws of Toastmasters International.

H. In order to be nominated, a candidate must receive votes from at least a majority of the members of the committee.

I. The chairman will contact each candidate selected by the committee to confirm that the candidate will accept the nomination. The candidate must verify his/her acceptance in writing to the chairman. A nominated candidate reserves the right to withdraw his/her name from such nomination at any time, including at the Annual Business Meeting, and to be nominated from the floor as a candidate for any other office for which he/she may be qualified. The chairman will contact unsuccessful candidates and advise them of their status.

J. Committee members must exercise their independent judgments with respect to all prospective candidates, having in mind the best interests of Toastmasters International, as well as the experience, abilities and qualifications of the prospective candidates. Committee members may consider information received from surveys, results from profile tools, and input from current and past leaders and other Toastmasters members.

K. Nothing in this policy is intended to prevent the committee from selecting the best available candidates in its judgment. Accordingly, the committee may recruit candidates at any time up until its nominations are announced (no later than February 15 for international officer candidates and no later than April 15 for international director candidates.) However, in the event of an unexpected circumstance, such as withdrawal, illness or disciplinary removal, the committee may nominate a replacement candidate at any time up to the Annual Business Meeting. (Note: Late nominations should be made with full awareness of the impact, if any, on the form of legal notice given to members regarding the Annual Business Meeting and on the form of proxies solicited prior to the Meeting.)

L. The ILC reports of nominations for both international officers and international directors will be published in *The Toastmaster* magazine and on the

Toastmasters International Web site at least 60 days prior to the Annual Business Meeting.

M. All committee deliberations and information received by the committee, including survey results, will be kept confidential. All committee members must sign a confidentiality agreement. Any breach of confidentiality shall be reported immediately to the chair of the committee and to the Executive Committee through the International President. Depending on the severity, a breach of confidentiality may warrant corrective and/or disciplinary action, ranging from an oral warning from the chair of the committee, to removal from the committee, to removal from good standing with Toastmasters International under Article III, sec. 18 of the Bylaws.

IV. CAMPAIGN TIMELINE

Date	***Action***
September 1	*Call for candidate declarations*
October 1	*Deadline to declare your intent in order to be included in the officer and director surveys.*
November 1	*International Officer Candidate Survey (IOCS) is conducted electronically. Due by December 15.*
December 1	*International Director Candidate Survey (IDCS) is conducted electronically. Due by January 15.*
No later than February 15	*ILC announces officer candidates; floor candidates can announce after that date.*
No later than April 15	*ILC announces director candidates, floor candidates can announce after this date.*

V. SURVEYS/OTHER TOOLS

A. The chairman of the committee will set the schedule for committee conference calls and communications among committee members and with candidates.

B. An International Officer Candidate Survey (IOCS) will be taken beginning November 1 of the Board of Directors, past international presidents, past international directors for a period of two years following their term of office, current district governors and immediate past district governors. The survey will close on December 15. The survey will ask for one name for each of the offices

of International President-Elect and First Vice President and one or two names for Second Vice President.

C. An International Director Candidate Survey (IDCS) will be taken beginning December 1 in each region. Recipients are the district governors, immediate past district governors, region advisors and all past international directors and past international presidents residing in that region. The survey will close on January 15. The survey will ask for names of candidates under consideration from that region, as well as provide opportunity for a name to be written in.

D. Surveys will be conducted electronically by World Headquarters. Survey recipients of both the IOCS and the IDCS will be provided with a link to candidate information, qualifications, desired attributes, etc. Survey results are to be disseminated to the entire committee as soon as results are available.

E. Other leadership profile or assessment tools identified by World Headquarters may be used at the discretion of the committee at the expense of Toastmasters International. Survey results and leadership assessments or profiles are non-binding and advisory only and will remain strictly confidential within the committee. Any such leadership profile tools that are used must be applied to all candidates equally. The results of any such leadership profile tools will not be shared with the candidate or anyone outside the committee.

VI. OTHER DUTIES OF THE INTERNATIONAL LEADERSHIP COMMITTEE

A. When not working on nomination of candidates, committee members will be focusing on leadership development issues and improvements.

B. Methods for gathering data could include surveys (requested by the chairman and conducted by World Headquarters), interviews, phone calls and face-to-face communication.

C. Feedback and suggestions from the committee will be presented by the committee chairman to the Executive Committee, through the International President.

VII. NOMINATING COMMITTEE FILES

As soon as the committee's reports have been made, the entire file of the ILC will be sent to World Headquarters and will be kept for a period of five years, unless otherwise directed by the Board. The information in the files will remain highly confidential.

VIII. COMMITTEE MEMBER EXPENSES

It is expected that most, if not all of the costs would be generated and borne at the World Headquarters level. There may be occasional circumstances where reasonable reimbursements are necessary, such as telephone calls, postage, and any other identified expenses. If so, reimbursement requests must be submitted to World Headquarters within 90 days after the expense is incurred. Reimbursement requests received after 90 days will not be honored except where special circumstances exist.

IX. TRANSITION POLICIES AND PROCEDURES

A. Prior to the Executive Committee meeting in August 2009, the Senior Vice President and the Second Vice President will begin to identify the first transitional appointments to the ILC they would make if they are elected to serve as International President and Senior Vice President, respectively, at the 2009 Annual Business Meeting.

B. After the 2009 Annual Business Meeting, the Executive Committee will convene to vote on ratifying the first ILC appointments and if so ratified, the International President will announce the formation of the ILC as soon as reasonably practicable after the Annual Business Meeting.

C. The committee members corresponding to the regions will be appointed after the 2009 Annual Business Meeting as specified in Art. VII, Sec. 5 of the Bylaws: members corresponding to the directors to be elected in 2010 for terms of one year and members corresponding to the directors to be elected in 2011 for two years.

D. The International President elected at the 2009 Annual Business Meeting will appoint three past international presidents to serve as follows: (1) the past

international president who departed the office of International President two years earlier will be appointed to serve a one-year term as a member and chairman of the committee, (2) the past international president who departed office one year earlier will be appointed to serve a two-year term as a member of the committee, the first year as vice-chairman and the second as chairman, and (3) one additional past international president will be appointed to serve as a member of the committee for one year.

E. Prior to the Executive Committee meeting in February 2010, the Senior Vice President will identify the second transitional appointments to the ILC, for service beginning September 1, 2010, and report to the Executive Committee whether such appointees have been contacted and confirmed their ability and willingness to serve.

F. The committee members corresponding to the directors to be elected in 2012 will be appointed by the Senior Vice President in February 2010. The Senior Vice President will also appoint two past international presidents to serve as follows: (1) the past international president who departed the office of International President six months earlier will be appointed to serve a two-year term as a member of the committee, the first year as vice-chairman and the second as chairman, and (2) one additional past international president will be appointed to serve as a member of the committee for one year.

G. In February 2010, the Executive Committee will vote on ratifying the second ILC appointments and if so ratified, the appointees will begin service on September 1, 2010.

H. The Executive Committee may alter the campaign timeline in Section IV if necessary or appropriate for the initial year of 2009-2010.

I. Section IX shall be automatically removed after February 2010.

Reference: Bylaws of Toastmasters International, Article VII, Sec. 3 and Article VIII
Policies and Procedures V 15

Section VI E 1

Toastmasters International
POLICIES AND PROCEDURES

Origin Date: August 16, 1994
Last Updated: August 16, 2009

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 (TI) 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.

General Note: References to regions shall mean the new regions effective July 1, 2010, under the Bylaw amendments adopted August 14, 2009. For the initial campaign year of 2009-10, the Executive Committee may alter the timeline if necessary or appropriate. Some rules may need to be modified by authority delegated to the International President to address special circumstances arising in the transition election years of 2010 and 2011.

I. CAMPAIGNS WITHIN DISTRICTS

A. District Travel

Candidates for Second Vice President and international director shall only visit clubs, districts, and district officers within their declared home region

B. District Campaign Speeches

Candidates for international director within the region or their representatives, shall be allowed to speak at the conference. 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.

C. District Educational Presentations

Candidates for international director are not allowed to give educational presentations at district conferences or other district sponsored events outside of their home 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**.**

D. 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).

E. District Publications/Web sites

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

International officer or director candidates from outside the district cannot submit articles or notices to be published in district publications/Web sites.

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

II. CAMPAIGN COMMUNICATIONS

A. Visits to Clubs, Districts, and District Officers

Candidates for Second Vice President and international director may only visit clubs, districts, and district officers within their declared home region.

B. Audio and Video Materials

International officer and director candidates may produce and physically distribute audio, video, and/or electronic materials, but may not play them at district conferences or at the International Convention. Only the candidate and his/her representatives may distribute such materials, and only in person, not by mail, e-mail, or any other means of delivery.

Electronic materials can be accessible only from a candidate's Web site. Accessibility from peer to peer networks, such as You Tube, MySpace and Google, is not permitted.

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 and internal communications among campaign team members are excluded from the definition of campaign mailings. Subscriptions to information by or about a candidate, including but not limited to on-line newsletters, blogs or e-zines, whether solicited or unsolicited, are not permitted.

Each candidate shall be limited to two mailings. Starting October 1, survey recipient contact information will be provided to international officer and director candidates upon receipt of a Letter of Intent.

The international officer candidates' first mailing is limited to one mailing to survey recipients between October 1 and November 1. The international director candidates' first mailing is limited to one mailing to survey recipients between October 1 and December 1.

The second mailing from international officer and director candidates shall be limited to the time period between July and the International Convention at which the election will take place. There are no recipient restrictions to the second mailing.

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

World Headquarters will periodically provide nominees with contact information for the Board of Directors, past international presidents, past international directors and top three district officers to be used during their campaign.

D. Phone Calls

In order not to distract districts from focusing on becoming distinguished, candidates for Second 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 official business of Toastmasters**,** and among campaign team members are permitted.

E. Web sites

A candidate may have a Web site to promote their candidacy. The Web site must stand alone and must have its own URL. Candidates' Web sites may be linked or referenced only on the candidate's home club Web site, their home district Web site, the candidates' corner on the TI Web site, and in campaign mailings made by the candidates. A blog can be included on a candidate's Web site, but no subscriptions to the blog or automatic notices are allowed**.** Web sites of both successful and unsuccessful candidates must be closed down immediately following the election.

A candidates' corner shall be included on the TI Web site. Candidate information provided may include a photograph, profile, and either a Web site address, an e-mail address, or telephone number for contact purposes.

Information about officer and director candidates who have submitted their Letter of Intent and biographical information will be placed on the TI Web site candidates' corner by November 1. Candidates who submit their materials after that date will be placed on the Web site as soon as practical after receipt of the information. Only nominated candidates as determined by International Leadership Committee will remain in the candidates' corner after the Committee's report has been announced (no later than February 15 for officer candidates and no later than April 15 for director candidates). Floor candidates will not be included in the candidates' corner after the Committee's report has been announced.

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 TI 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. 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 officer or director after the close of the Annual Business Meeting by submitting a Letter of Intent. 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 World Headquarters before a candidate can distribute material or use the Toastmasters trademarks or participate as a candidate in

other activities, such as district conference presentations and the International Convention. Signing the Letter of Intent signifies that the candidate has read and understands the campaign policies and is responsible for the conduct of his or her supporters. The candidate will abide by the decision of the Executive Committee on any disciplinary action taken if policy violations occur, with the understanding that there is no right of appeal.

A Letter of Intent, biographical data and a photograph must be received at World Headquarters by October 1 in order for international officer candidates to be included in the International Officer Candidate Survey, for international director candidates to be included in the International Director 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 Candidates who submit their materials after that date will be placed on the Web site as soon as practical after receipt of the information.

H. Floor Candidates

Candidates who have not been nominated by the International Leadership Committee are still eligible to run from the floor at the Annual Business Meeting. 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 World Headquarters 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 of the TI Web site and the Candidates' Brochure.

I. Photographs/Endorsements

Photographs in all campaign material, literature, displays and on Web sites are limited only to the candidate. No other photographs are allowed. All quotes and testimonials appearing in candidate campaign materials, literature, displays and on Web sites must have the written permission of those being quoted. No district governor, lt. governor education & training, or lt. governor marketing or region advisor shall take any action to endorse (including photographs, quotes, or placing a candidate's name in nomination) or to officially support any international officer or director candidate. Current international officers and directors shall likewise not endorse or officially support any candidate. They are permitted to respond to confidential surveys conducted by TI such as the IOCS and questions from the International Leadership Committee.

J. Display of Campaign Literature/Materials

Campaign literature/materials may be distributed by international officer and international director candidates, or their representatives, at district conferences, and the International Convention. Each shall be allowed to display literature/materials only in the candidates' corner, however, audio/video presentations may not be played.

The following people are responsible for ensuring that a proper area for the candidates' corner is provided: the district governor at district conferences; and the World Headquarters staff at the International Convention. Candidates or their representatives are responsible for the delivery set-up and removal of materials.

Campaign materials may not be handed out at hotel registration lines or conference/convention registration lines, at educational sessions, meal functions or hospitality suites.

K. Hospitality Suites

A hospitality suite is defined as a room where refreshments are provide 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.

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.

If a district or region hosts a hospitality suite, there shall be no contributions from any candidate. No political activities shall be allowed in these suites.

III. VIOLATION OF CAMPAIGN POLICIES

Candidates are responsible for ensuring their campaign workers and their supporters are familiar with the campaign policies of the organization and understand that violation of policy will subject candidates to the following actions:

Level One – Minor Violation – Minor Infraction. Correctable

- Investigation by staff.
- If staff cannot resolve, the matter is turned over to the Executive Committee.
- The candidate is educated and informed. When matter is resolved, there are no further ramifications.

Level Two – Medium Violation – Election Processes or Continuing Violation.

- Investigation by Executive Committee (could be assigned to staff by Executive Committee).
- If investigation results indicate medium violation, an announcement of the violation will be made prior to the election (at an appropriate time and place as determined by the Executive Committee) or on the TI Web site and/or a letter of censure may be issued to the candidate by the Executive Committee**.**

Level Three – Severe Violation – Campaign Ethics

- Investigation by Executive Committee (initial investigation could be assigned to staff).
- If investigation results indicate severe violation, ramifications could include and or all the penalties for medium violations, a request for the candidate to withdrawal from the race and, in the most severe case, removal from good standing or other disciplinary process as prescribed by Art III, Sec 13 of the TI Bylaws, which would disqualify the candidate from continuing to run for office.

Candidates must treat the Executive Committee's decisions as final. A candidate may not request that the Board modify or overturn the Executive Committee's decision, nor may the candidate contact Board members for the purpose of appealing that decision.

Reference: Policies and Procedures VI A 97
Policies and Procedures VI E 2
Policies and Procedures VI E 8
Policies and Procedures VI F 2

Section VI A 10

Toastmasters International
POLICIES AND PROCEDURES

Origin Date: February 13, 1993
Last Updated: August 16, 2009

VISITS TO DISTRICTS BY INTERNATIONAL DIRECTORS

This policy applies to the existing districts assigned to regions as of August 2009, until the new worldwide regions are effective July 1, 2010, after which a new policy issued by the Board shall take effect.

Each district within a Region will receive one reimbursed visit by either the International President or an International Director either at the Fall or Spring District Conference each district year. This visit is scheduled in advance by the International Director and approved by the International President. The district is then notified of the visit. As an administrative arm of Toastmasters International, a district must accept a reimbursed visit by either the International President or an International Director.

Additional district visits, which would be non-reimbursed, require the approval of the International President.

The purpose of this visit is:

1. To meet with the club, area and district officers, as well as with individual members,educate them about Toastmasters International and its available programs by providing creative ideas;

2. To help the district formulate a results-oriented growth plan and suggest ways of putting such a plan into action;

3. To meet civic, business and industrial leaders to discuss how the Toastmasters program can help them achieve their goals. In short, to pave the way to building new clubs; and

4. To publicize the district and Toastmasters International through radio, television and newspapers.

Information for the visit, including biographical data on the visiting director or President and the role of the director or President, will be sent to the district governors of districts receiving any visit prior to the visit date.

During any visit, the district must:

1. Arrange a meeting between the President/Director and the district leadership (District Governor, Lt. Governor Education and Training, Lt. Governor Marketing and other District leaders agreed on by the District Governor and the President/Director).

2. Provide the President/Director with time on the main luncheon or dinner program to deliver a motivational address; or to provide a keynote address to the full assembly.

3. When possible, utilize the President/Director as a seminar presenter in an educational session.

4. When possible, arrange meetings with civic, corporate and government leaders to discuss the Toastmasters program. These are excellent opportunities for building new clubs.

5. When possible, arrange radio, television and newspaper interviews.

References: Policies and Procedures VI D 8

Toastmasters International
POLICIES AND PROCEDURES

Origin Date: August 12, 1958
Last Updated: August 16, 2009

EXPENSE PAYMENTS AVAILABLE FOR EACH INTERNATIONAL OFFICER AND DIRECTOR OF TOASTMASTERS INTERNATIONAL

Air/Ground Travel

Each officer and director is entitled to receive coach class or lower discount rate round-trip air fare between commercial airports nearest his or her home and destination when traveling on official Toastmasters International business. If travel is made by automobile, reimbursement for mileage will be made at the current mileage reimbursement rate in effect for federal income tax purposes by the United States Internal Revenue Service (not to exceed the cost of coach class air fare). The President and spouse are entitled to receive coach class or lower discount rate round-trip air fare. However, when traveling more than three time zones, air fare may be reimbursed for business or first class.

Whenever a meeting of the Board of Directors and/or Executive Committee is held at the principal office of the corporation, the term "air fare to destination," as used in this schedule, is deemed to include public transportation between Los Angeles International Airport, Orange County Airport, or other airports within the immediate vicinity of the Board meeting site and the meeting hotel.

There are no provisions for reimbursement of taxi fares, car rentals, or shuttle/bus service at other meetings (Convention, district visits, regional conferences, midyear meetings, etc.). Whenever possible, officers and directors should arrange for transportation to and from the airport with the host district.

Per Diem

Each officer and director is entitled to receive a per diem allowance for expenses while away from home on official business of Toastmasters International. Unless otherwise limited in sections below, the allowances will be:

- For the days he or she is required to be in attendance at the meeting;
- Plus one (1) day of travel to it;

- And one (1) day of travel returning from it.

In lieu of the above described per diem allowance, the President may be reimbursed for reasonable, actual expenses incurred in the interests of Toastmasters International. The Executive Director will be responsible for the selection of suitable accommodations for the President, or for the reimbursement of an amount equal to the cost of those accommodations, if the President wishes to select other or costlier accommodations.

The per diem allowance for attendance at the February Board of Directors Meeting, the November Committee Meeting, the regional conferences, and the International Convention is $30 per day. The organization will provide one (1) hotel room (single or double, including room tax) at the meeting/convention rate for those days when attendance is required. Room charges and tax for required days will be paid directly to the hotel by World Headquarters**. I**n the case of the Regional Conference lodging, those expenses will be borne by each Region. Incidental expenses and any additional night(s) lodging are the responsibility of the officer or director and must be paid when checking out.

The per diem allowance for attendance at approved/reimbursable district visits and midyear meetings is $100 per day.

District Visits

It is the policy of Toastmasters International that each district located within a region[1] will receive one (1) reimbursed visit each district year, at the district's fall or spring conference, from either a director or from the International President (or his or her representative).

The directors shall prepare a schedule of visits to districts, including those districts scheduled to be visited by the International President. After the schedule is prepared, it shall be forwarded to the International President for approval.

Reimbursement for each visit shall be:

- Round-trip air fare (coach class or discount) or mileage

- Two (2) days per diem @ $100 per day (for lodging, meals, and incidentals)

Additional unreimbursed district visits by directors may be approved by the International President.

Marketing Opportunities

If the host district has arranged for a minimum of five (5) marketing visits to be made by a director/officer during a district visit, the director/officer shall be entitled to one (1) additional day's per diem of $100.

[1] This means the existing districts assigned to regions as of August 2009, until the new regions are effective July 1, 2010, after which a new policy issued by the board shall take effect.

Documentation of sufficient corporate visits shall be provided to World Headquarters to qualify for the additional reimbursement.

~~Regional Conference Planning Meeting~~

~~The regional conference planning meeting shall take place during the reimbursable district visit. When scheduling visits, the conference chairman should be assigned to visit the host district during the April/May Conference. If the International President is scheduled to make an official visit to the host district that year, the conference chairman shall be entitled to reimbursement of expenses for an additional visit. The reimbursement for this additional visit shall be for travel and a maximum of two (2) days per diem @ $100 per day.~~

~~Since the midyear meeting is usually held in the same facility as the regional conference, the regional conference planning meeting should take place during the midyear meeting.~~

Midyear Meeting

Subject to the approval of the International President as part of the district visitation schedule, International Directors are eligible to be reimbursed for one (1) official midyear meeting to be held between November 15 and January 31, as follows:

- Round-trip air fare (coach or discount) or mileage
- Two (2) days per diem @ $100 per day

~~Regional Conferences~~

~~For the regional conferences, each officer and director in attendance on an official basis is entitled to receive the following:~~

- ~~Round-trip air fare (coach or discount) or mileage~~
- ~~Four (4) days per diem @ $30 per day~~
- ~~Registrations and conference meals for officers/directors and spouses~~
- ~~One (1) hotel room (single or double, including room tax) for three (3) nights~~

~~Registrations, conference meals, and hotel rooms shall be included in the regional conference expenses. Regional conference planners are encouraged to arrange complimentary sleeping rooms when making arrangement with the host hotel.~~

November Executive Committee Meeting

Each officer in attendance is eligible for reimbursement for the following:

- Round-trip air fare (coach or discount) or mileage
- Public transportation to and from conference hotel and Los Angeles or other local airport (if applicable)
- Four (4) days per diem @ $30 per day

Hotel accommodations for three (3) nights, including room tax, shall be paid by Toastmasters International. Incidental expenses and additional night(s) lodging are the responsibility of the officer.

February Board of Directors Meeting

Each officer in attendance is eligible for reimbursement for the following:

- Round-trip air fare (coach or discount) or mileage
- Public transportation to and from the conference hotel and Los Angeles or other local airport (if applicable)
- Seven (7) days per diem @ $30 per day

Hotel accommodations for six (6) nights, including room tax, shall be paid by Toastmasters International. Incidental expenses and additional night(s) lodging are the responsibility of the officer.

Each director in attendance is eligible for reimbursement for the following:

- Round-trip air fare (coach or discount) or mileage
- Public transportation to and from conference hotel and Los Angeles or other local airport (if applicable)
- Five (5) days per diem @ $30 per day

Hotel accommodations for four (4) nights, including room tax, shall be paid by Toastmasters International. Incidental expenses and additional night(s) lodging are the responsibility of the Director.

International Convention

Each officer and director is entitled to:

- Round-trip air fare (coach or discount) or mileage

- Per diem allowance of $30 per day for the days he or she is required to be in attendance at the Convention, plus one (1) day of travel to it and one (1) day of travel returning from it (except for the special limitations below concerning newly elected officers and directors)

- Hotel accommodations for the nights he or she must be in attendance (including room tax) paid by Toastmasters International. Incidental expenses and additional night(s) lodging are the responsibility of the officer

As to any outgoing officer or director whose term expires and whose successor has been installed, the $30 per diem allowance and hotel allowance for attendance at the convention will be the same as for carry-over directors. He or she will be allowed the return portion of the travel allowance.

As to any newly elected officer or director, the per diem allowance of $30 will include only the day or days he or she is in attendance at the Board meeting following the Convention, plus the day or days, if any, between his or her installation and the Board meeting, plus one day to return home. In addition, he or she will be reimbursed for a hotel room (single or double, including room tax) at the meeting/convention rate for those days, between his or her installation and the Board meeting. He or she is also entitled to receive a travel allowance equal to the return portion of a coach or discount round-trip air fare to the airport nearest his or her home or mileage for the return portion of the trip (whichever is less).

Other than the outgoing President, incoming President, and the immediate past president, each officer, director, and past international president in attendance at the convention shall receive the following at no charge:

- One (1) complimentary convention registration

- One (1) complimentary President's Dinner Dance ticket

The incoming officers and directors shall receive one (1) complimentary President's Dinner Dance ticket.

The President in attendance shall receive a complimentary hotel suite (1-2 bedrooms), two (2) complimentary convention registrations, and two (2) complimentary tickets to each of the official Toastmasters International meal functions and speech contests. In addition, the President shall be entitled to entertainment costs in his or her hotel suite and actual expenses whenever possible.

The immediate past president shall be entitled to two (2) complimentary convention registrations and two (2) complimentary President's Dinner Dance tickets.

The incoming President shall receive a complimentary hotel suite (1-2 bedrooms), two (2) complimentary convention registrations, and two (2) complimentary tickets to each of the official Toastmasters International meal functions and speech contests.

The outgoing President may present a statement of the expenses incurred by himself or herself by reason of his or her attendance at the Convention, and the Board shall authorize reimbursement of such expenses subject to its power to approve or disapprove of any item thereof.

Other Reimbursable Items

Each officer and director shall be entitled to reasonable reimbursement for communications, postage, and stationery expenses incurred in connection with the conduct of the duties of the Toastmasters International office.

Reimbursement Procedure

Reimbursement is made only upon presentation to World Headquarters of an itemized list of expenditures, accompanied by receipts, and subject to the approval of the Executive Director or Secretary-Treasurer, according to policy, the International President or the Executive Committee.

Requests for reimbursement should be submitted monthly or immediately following each meeting. All reimbursement requests should be received at World Headquarters by June 30. Reimbursements received after July 30, except for Convention expenses, may not be reimbursed.

In order to assure effective and cost effective management of expenses, World Headquarters shall create appropriate procedures for reimbursement and/or direct payment of expenses and may designate a preferred travel agent for booking authorized travel.

Residency Requirements for Reimbursements

In the event an International Director moves out of the region from which he or she was nominated during the term of office, reimbursement for travel to official district visits, the International Convention, or for any other travel or official Toastmasters business, will be calculated either from the director's residence at the time of election or the director's current residence, whichever is less. Any additional costs will be at the director's expense.

Miscellaneous

For the purpose of this Schedule, the words "Officers and Directors of Toastmasters International" refer only to International Officers and directors, or those who are elected at an Annual Business Meeting and Convention, or those who are appointed to fill a vacancy on the Board of Directors.

A copy of this schedule shall be given to each director candidate as part of the portfolio of minutes, agenda, and other documents which he or she receives.

Reference: Policies and Procedures VI G 1
Policies and Procedures VI D 9
Policies and Procedures VI A 10

Toastmasters International
POLICIES AND PROCEDURES

Origin Date: August 12, 1958
Last Updated: August 16, 2009

EXPENSE PAYMENTS AVAILABLE FOR
DISTRICT OFFICERS AND SPEECH CONTESTANTS

This policy is obsolete and will be replaced at the February 2010 Board meeting by a new policy covering midyear training in regions and expenses of attending the International Convention. In the meantime, authority is delegated to the Executive Director and the International President, acting jointly, consulting with members of the Executive Committee and Board as necessary and appropriate, to design a temporary reimbursement policy and process for such expenses.

Travel expenses and other allowances, as described below, are furnished by Toastmasters International to district officers who attend the training described in this policy and such other sessions as the Board of Directors may designate at the Annual Convention, and to contestants who participate in regional and International Speech Contests. Failure to attend any part of any session, seminar or special meeting at which particular officers are scheduled to be present, can be reason for non-payment of a part or all of an expense payment. In the event a district officer moves outside the geographic boundaries of the district from which he or she is elected, reimbursement shall be based on either the residence of the officer at the time of election or the officer's current residence, whichever is less.

Reimbursement of travel expenses is based on full participation and attendance. If an officer attends only part of an event, World Headquarters will reimburse that officer proportionally.

A. REGIONAL CONFERENCES AND DISTRICT OFFICERS TRAVEL EXPENSES

Toastmasters International shall reimburse the travel expenses of the district governor-elect, the lt. governor education and training-elect, and the lt. governor marketing-elect to the regional conference as follows:

1. Air, Bus or Train - Full reimbursement, round-trip at the lowest rate (coach, or discount if applicable) between the commercial airports or passenger terminals nearest the regional conference site and the home of each officer-elect;

2. Car – At the current mileage reimbursement rate in effect for federal income tax purposes by the United States Internal Revenue Service by the most direct route. Mileage reimbursement shall not exceed the lowest airfare rate (coach, or discount if applicable);

3. Any other mode of transportation - Actual costs incurred not exceeding the lowest airfare rate (coach, or discount if applicable).

The district governor-elect shall certify the attendance of these officers at the regional conference to World Headquarters before any officer receives a travel allowance reimbursement.

For those regional conferences held outside the 1955 continental limits of the United States and Canada, full reimbursement will be made provided that the rotation in years of such conference sites does not exceed the total number of districts within the region. Otherwise, reimbursement will be made based on the following, and subject to, these conditions:

1. A vote must be taken at the regional conference prior to the meeting held outside the 1955 continental limits confirming the selection as the site of the regional conference; and

2. If the vote is affirmative, each eligible district officer and speech contestant in the region attending the conference will receive the lowest rate (coach, or discount if applicable) round-trip air travel ticket between the commercial airports nearest the regional conference site and the home of each eligible district officer and speech contestant NOT TO EXCEED the equivalent of the highest average reimbursement paid to any regional conference participant the previous year. The eligible district officers and speech contestant from the host district will be eligible for travel expense reimbursement.

   District officers voting at the previous year's Regional conference must be informed that, for some, the highest average reimbursement paid in that year may not cover their full air travel fare to the regional conference held outside the 1955 continental limits the next year.

B. ANNUAL CONVENTION AND DISTRICT OFFICERS TRAVEL EXPENSES AND OTHER ALLOWANCES FOR DISTRICTS WITHIN REGIONS

1. Travel Expenses - Toastmasters International shall reimburse the travel expenses of the district governor traveling from a district within the United States or Canada to the Convention as follows:

   (a) Air, Bus or Train - Full reimbursement, round-trip at the lowest rate (coach, or discount if applicable) between the commercial airports or passenger terminals nearest the Convention site and the home of each officer;

   (b) Car - At the current mileage reimbursement rate in effect for federal income tax purposes by the United States Internal Revenue Service by the most direct route. Mileage reimbursement shall not exceed the lowest airfare rate (coach, or discount if applicable);

(c) Any other mode of transportation - Actual costs incurred not exceeding the lowest airfare rate (coach, or discount if applicable).

It shall also reimburse travel expenses to the Convention of the lt. governor education and training, or the lt. governor marketing if the former cannot attend, traveling from a district within the United States or Canada, equal to one-half of the entitlement as computed above. The district governor shall certify attendance of these officers at the Convention to World Headquarters before any officer receives a travel allowance reimbursement.

2. Per Diem - Toastmasters International shall provide to each district governor a $30.00 expense allowance for each day he or she attends the convention and the sessions designated by the Board of Directors. The designated sessions are the candidates corner, the candidates showcase, the Annual Business Meeting, the district governors luncheon and, if applicable, the International President's visit meeting. District governors are also encouraged to attend the Board Briefing and educational sessions dealing with district activities such as the Distinguished District Program panel if available. The total per diem allowance shall not exceed $120.00 for each district governor.

3. Registration and Banquet - Each district governor in attendance at the Convention shall receive the Convention registration and a ticket to the President's Dinner Dance, without charge.

C. TRAINING AND EXPENSE PAYMENTS FOR DISTRICT OFFICERS FROM DISTRICTS NOT ASSIGNED TO REGIONS, PROVISIONAL DISTRICTS AND TERRITORIAL COUNCILS

1. Training

(a) Training of district officers from districts not assigned to regions and provisional districts. Training of district officers from these districts shall be an official function of Toastmasters International. Appropriate training sessions shall be presented for and limited to only district governors, lt. governors education and training, and lt. governors marketing. Training will be conducted in August prior to the beginning of the International Convention. The President, Immediate Past President, or one of the vice presidents together with the two international directors from districts not assigned to regions, and a member of the World Headquarters staff are to be present as resource persons at this training.

(b) Territorial Council officers are encouraged to attend training, although Toastmasters International does not provide reimbursement for travel or expenses.

(c) The Board of Directors will determine the substance of training sessions and the techniques applied in their presentation. In general, each session will present a concept of training oriented to the Toastmasters program and slanted to the interest

level of the group. World Headquarters will coordinate the development and presentation of training.

2. Travel Expenses

   (a) Districts not assigned to regions and provisional districts. Toastmasters International shall reimburse the travel expenses of the district governor, the lt. governor education and training and the lt. governor marketing to the training session as follows:

      (1) Air - Full reimbursement, round trip at the lowest rate (coach, or discount, if applicable) between the commercial airports nearest the International Convention site and the home of each officer.

      (2) Car - At the current mileage reimbursement rate in effect for federal income tax purposes by the US Internal Revenue Service by the most direct route. Mileage reimbursement shall not exceed the lowest airfare rate (coach, or discount if applicable).

      (3) Any other mode of transportation - Actual costs incurred not exceeding the lowest airfare rate (coach, or discount, if applicable).

   (b) Territorial Councils. Toastmasters International does not provide reimbursement for travel or expenses.

3. Per Diem - Toastmasters International shall provide each district governor a $30.00 expense allowance for each day he or she attends the convention and the sessions designated by the Board of Directors. The designated sessions are the candidates corner, the candidates showcase, the Annual Business Meeting, the district governors luncheon and, if applicable, the International President's visit meeting. District governors are also encouraged to attend the Board Briefing and educational sessions dealing with district activities such as the Distinguished District Program panel if available. The total per diem allowance shall not exceed $120.00 for each district governor.

4. Registration and Banquet - Each district governor in attendance at the International Convention shall receive a Convention registration and a ticket to the President's Dinner Dance without charge.

D. SPEECH CONTESTANTS' TRAVEL EXPENSES

Toastmasters International shall pay the travel expenses of each contestant who participates in the International Speech Contest at a regional conference or at the International Convention. The travel allowance shall be computed in the manner and subject to the same restrictions provided in

paragraphs A, B (1) and E for travel expenses of the district governor, and shall be paid to the contestant as soon as practical after the close of the speech contest for which he or she is entitled to such travel allowance.

E. MISCELLANEOUS

1. In order to assure effective and cost effective management of expenses, World Headquarters shall create appropriate procedures for reimbursement and/or direct payment of expenses and may designate a preferred travel agent for booking authorized travel.

2. A person riding with another person receiving reimbursement is not entitled to reimbursement.

3. No claim for travel expense reimbursement will be recognized by World Headquarters if postmarked later than July 31 for the regional conference, and September 30 for the Annual Convention.