



TOASTMASTERS
INTERNATIONAL®

Board of Directors Minutes

February 2010

February 10-12, 2010

Board of Directors Minutes

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Minutes of the 2009-2010 Board of Directors
February 10-12, 2010

BOARD OF DIRECTORS

The February meeting of the Toastmasters International Board of Directors for the 2009–2010 administrative year convened at 1 p.m. on February 10, 2010, with President Gary Schmidt, DTM, presiding. The other officers and directors present were: Johnson, Notaro, Lau, Barnhill, Appleyard, Asad, Black, Christopher, Cawley, Dalati, DiCarlo, Hager, Kirchgessner, McCown, Norris, Ostergard, Poh, Raffety, Russell and Suddleson. Executive Director Daniel Rex, Deputy Executive Director Beverly Wallace, Nonprofit General Counsel Greg Colvin, and Secretary/Treasurer Sally Newell Cohen were also present. Director Weber was absent the entire meeting. Director Swearingen was absent on February 10 and present thereafter.

1. The meeting began with the Board voting to adopt the record of the January 5, 2010, Executive Committee electronic vote culminating in the authorization of Daniel Rex, Executive Director and Beverly Wallace, Deputy Executive Director as signors on the corporation's investment accounts for Capital Guardian Trust Company (CGTC) and MorganStanley SmithBarney, adopting the terms of the official resolutions provided by those institutions.
2. The Board voted to adopt and accept the Minutes of the January 12, 2010, Board teleconference meeting as presented.

EXECUTIVE COMMITTEE

The report of the Executive Committee was presented by Senior Vice President Pat Johnson and covered the following items considered at its February 8-10, 2010, meeting:

1. The Committee reviewed sample harassment policies to determine the need to update existing policy. The Committee directed staff to draft revised and new policies that create a baseline definition of what constitutes harassment, strengthen the policy regarding investigation and consequences of various forms of harassment (Policies and Procedures, Section VI F 1.1) and preserve the private, non-profit club atmosphere, avoiding an overly legalistic approach. Staff is to provide recommendations by August 2010.
2. The Committee reviewed recommendations defining Board policy that necessitates a two-thirds vote, as compared to detailed administrative protocol where lesser authority may be required or other items that do not require authority beyond the Executive Director. The Committee recommended revisions to Policies and Procedures, Section VI A 7 as well as new Section VI A 11, defining Board policy, administrative protocol and other forms of rule-making. The Committee directed staff to review all current Policies and Procedures, categorizing content as policy, protocol or other, and present its

findings to the Executive Committee by March 2010. Staff will then draft revisions of fifty percent of Toastmasters International Policies and Procedures by August 2010 to reflect the categorization agreed to by the Executive Committee, for presentation to the Board.

3. The Committee reviewed and discussed recommended policy amendments to comply with Bylaw changes adopted in August 2009 (Global Representation and Support) and to resolve certain legal discrepancies. The Committee recommended revisions to Policies and Procedures as follows:
 - a. Section V 3
 - b. Section V 4
 - c. Section V 5
 - d. Section V 10
 - e. Section V 16
 - f. Section VI A 10
 - g. Section VI B 1
 - h. Section VI B 8
 - i. Section VI C 5
 - j. Section VI C 6
 - k. Section VI D 6
 - l. Section VI D 8
 - m. Section VI D 9
 - n. Section VI D 10
 - o. Section VI E 6
 - p. Section VI E 7
 - q. Section VI F 1.2
 - r. Section VI F 2
 - s. Section VI G 1
 - t. Section VI H 2
 - u. Section VI H 4

4. The Committee reviewed the concepts presented by staff to develop and support the newly established region advisor marketing role. Staff was directed to continue to draft policy and protocol for review by the Executive Committee.
5. The Committee reviewed the current status of pending district reformation inquiries and the scheduled reformations in districts 51/87, 73, 79 and 80/85.
6. The Committee reviewed a revision of the Secretary/Treasurer policy, Policies and Procedures, Section V 6, to specify his/her powers and duties, and allow delegation to an Assistant Treasurer as necessary. The Committee also reviewed a further revision to Policies and Procedures, Section V 5, to clarify his/her financial reporting duties. The Committee recommended both policy changes.
7. To establish a clear disciplinary process for Board members, the Committee directed staff to review standards of conduct for international officers and directors, draft policy addressing levels of authority and develop progressive discipline, scaled to the impact of the conduct. Staff will deliver its recommendations to the Executive Committee for consideration in August 2010.
8. The Committee reviewed the proposed 2010 International Convention Schedule of Events.
9. The Committee received an update on the status of the Brand Refresh initiative in advance of the findings presentation to the Board on February 12, 2010.
10. The Committee reviewed and approved the authorization of Daniel Rex, Executive Director; Beverly Wallace, Deputy Executive Director; and John Bond, Controller as signors on the corporation's bank accounts at Citibank, adopting the terms of the official resolution provided by Citibank.
11. The Committee conducted a review of the Executive Director's performance and commended Executive Director Rex for his efforts and outstanding contributions. The Committee also approved a compensation package for the Executive Director for the 2010-2011 year, relying upon written submissions, including comparative salary data, as well as the Committee members' own observations and experiences. While the Executive Director was excused from the room, the Committee reviewed confidential advice regarding compliance with excess benefit rules under Section 4958 of the United States Internal Revenue Code, made factual findings and adopted extended resolutions as appropriate. Also, in accordance with the California Nonprofit Integrity Act (NIA) of 2004, the Committee determined that the compensation of the Executive Director is just and reasonable compared to similar organizations.
12. The Committee ratified, approved and confirmed the actions taken by Executive Director, Daniel Rex; the Audit Committee, comprised of Past International Presidents, Jon Greiner and Pauline Shirley; and the officers for and on behalf of the corporation, to

transition its outside accounting services, terminating Moore Stephens and retaining SingerLewak as the corporation's independent auditor for the fiscal year ended December 2009 including negotiation of the auditor's compensation and engagement of non-audit services, such as tax preparation.

The Board voted to accept and approve recommendations and actions in Items 1, 4, 5, 7, 8, 9, 10 and 12. Separately, the Board voted by the required two-thirds to approve the actions and recommended policy changes of Items 2 and 6. Later in the week, the Board voted by the required two-thirds to approve the recommended policy changes in Item 3, noting that the new office of International President-Elect will continue to be referred to as Senior Vice President until August 2010.

BOARD OF DIRECTORS

1. The Board reviewed the proposed 2010 International Convention Schedule of Events.
2. The Board voted to approve and adopt the actions taken in Item 11 from the Executive Committee report, later in the afternoon.
3. The Board received reports from Committees #1, #2 and #3:
 - a. Committee #1, Recognition Programs
The Committee reviewed potential improvements to the area, division and district recognition programs. The recommendations of the Executive Committee from its November 2009 meeting were to keep the Distinguished Club Program (DCP) unchanged, while encouraging a "clean slate" evaluation of the other distinguished programs, and creating alignment of the area, division and district programs with the DCP.

During the program review, the Committee studied survey results from the Distinguished Club Program and the Distinguished District Program, as well as data from the past three years of performance history.

The Board voted to accept the report presented by Committee #1 as continuing work in progress.

- b. Committee #2, Campaigns and Social Media
The Committee reviewed the existing policies regarding district and international campaigns, campaign violations and campaign governance with the intent of creating consistency, relevance and fairness. In addition, the Committee reviewed existing policy regarding Internet page usage and the electronic use of trademarks. The Committee suggested consideration of specific policy revisions that staff will draft and present to the Board within 60 days.



The Board voted to accept the report presented by Committee #2 as continuing work in progress.

c. Committee #3, Region Advisor Selection

The Committee conducted a review of the selection process in order to determine best practices and define improvements for future RA selection committees. The areas included in the review were timelines, tools, candidate nomination and selection processes, committee assignments and documents and forms. The Committee also conducted the RA selection process and will announce the Region Advisors as soon as they are confirmed.

The Board voted to accept the report presented by Committee #3 as continuing work in progress.

STRATEGIC PLANNING COMMITTEE

The report of the Strategic Planning Committee was presented by its Chairman, Immediate Past President Jana Barnhill. The Committee engaged the Board of Directors in a development process for a new strategic plan. The Board began the process by discussing Toastmasters' mission, vision and values and then participated in an environmental scan. The Board then conducted an analysis of Toastmasters' strengths, weaknesses, opportunities and threats, and from that devised a list of high-level issues and goals. The Committee will present a new strategic plan to the membership later in 2010.

The Board voted to accept the report of the Strategic Planning Committee.

ADVISORY COMMITTEE OF PAST PRESIDENTS

The Advisory Committee of Past Presidents met at the International Convention in Mashantucket, Connecticut on August 13, 2009. Immediate Past President Jana Barnhill presented a report to the Board.

1. Then- President Jana Barnhill addressed the outstanding team performance in 2008-2009, breaking records for membership, new clubs, distinguished clubs and distinguished districts.
2. The Committee held a discussion regarding Proposal A: Global Representation and Support.
3. Executive Director Daniel Rex reported on matters related to World Headquarters, including personnel, financial and capacity issues.
4. The Committee also discussed the state of the organization and commended the Board and staff for the work being done.



CONCLUSION

Pursuant to Policies and Procedures, Section VI A 8, items contained in the minutes of this meeting were classified as “unrestricted” upon distribution of the minutes by World Headquarters, not to include any matters marked “restricted”. The results of the Board meeting described in the Board Briefing, written and orally presented in open session on February 13, 2010, were classified “unrestricted.”

President Schmidt announced that the next Board meeting will be held by teleconference on Thursday, February 25, 2010, at 6 p.m. Pacific Time.

President Schmidt adjourned the meeting at 1:40 p.m., February 12, 2010.

Respectfully submitted,

Sally Newell-Cohen
Secretary-Treasurer

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

Section VI A 7

Toastmasters International
POLICIES AND PROCEDURES

Origin Date: August 12, 1958

Last Updated: February 11, 2010

RULES OF PROCEDURE OF THE BOARD OF DIRECTORS

Rule 1 - The time of any meeting of the Board of Directors, unless otherwise ordered by the President upon reasonable notice to the members, shall be eight a.m.

Rule 2 - The business of the Board is usually disposed of in the following order:

1. Approval of minutes
2. Receipt of Reports and Resolutions
3. Unfinished business
4. New business
5. Announcements
6. Adjournment

The President may alter the foregoing order of business from time to time. The President shall announce the business that is in order and no business shall be taken up or considered until the class to which it belongs is declared in order.

The Executive Director, subject to the approval of the President, shall cause an agenda of items of business in conformity to this rule to be prepared and distributed to Board members in advance of each meeting.

Rule 3 - The President or his/her alternate shall act as chairman of the Board of Directors. The chairman's duty is to preside and preserve order at each meeting, and the chairman may speak on all questions of order in preference to any member of the Board. The chairman shall decide all questions of order, subject to an appeal to the Board.

Rule 4 - A member desiring to speak shall address the Chairman of the Board and proceed only when recognized by the chairman. No member shall be entitled to speak twice on any question until each member desiring to speak has been heard.

Rule 5 - Except as otherwise required by law or by the Articles or Bylaws of Toastmasters International, a majority vote of the members present constituting a quorum shall be sufficient to adopt any motion or resolution; provided, that a two-thirds vote of the members present constituting a quorum shall be necessary to suspend these rules.

Section VI A 7

Rule 6 - The vote upon any question shall be counted by voice vote, except that, if the chairman is in doubt or a division is requested, the vote shall be counted by hands; provided, that a roll call vote shall be taken upon the request of any two (2) members and shall be recorded in the minutes.

Any member, upon request, may have a dissenting vote recorded. Except for the Chairman of the Board, each Board member shall vote in the affirmative or negative on every question on which a vote is taken. The chairman shall be required to vote only when his/her vote will affect the result.

Rule 7 - Every motion initiating new policy or modifying the existing policy requires a two-thirds majority for adoption. "Policies" are statements established by Board action, setting forth expressed, continuing, general principles on specific subjects, with which decisions and conduct of the corporate officers must be consistent and which must be applied by them in the performance of their prescribed and authorized duties. Policies shall include but not be limited to statements of continuing principles on legal matters, corporate affairs, permanent structure of the organization, educational objectives and services rendered, finances, and accountability for administration. Below the level of policies, there are two levels of authoritative rulemaking: (a) administrative protocols, providing detail to interpret and implement Board policies, and (b) other management decisions made by the Executive Director.

Since the policies are made only by the Board as a whole, they shall not include decisions on any individual matter acted upon by any corporate officer within the authorized performance of his/her duties.

Rule 8 - All surveys necessary for completion of Board assignments shall be made by World Headquarters rather than by individual Board members or committees.

Rule 9 - The reports of Standing and Special Committees responsible to the Board shall be received and filed. In order to be considered binding, any recommendation of a committee which requires action by the Board shall be contained in a written statement attached to the report and called for action during the proper order of business.

Rule 10 - Except by a two-thirds vote, the Board shall not act upon any matter pertaining to the exclusive jurisdiction of a Standing Committee or other committee which has been referred to that committee until such committee has been given an opportunity to make an appropriate recommendation to the Board.

Rule 11 - Committee and/or minority reports shall be addressed to the Board of Directors and shall be arranged as follows:

1. Indicate what the issue is about. (Subject)
2. A statement of why a specific action is proposed. (Purpose)
3. Reference to policy issues. (Policies affected)

Section VI A 7

4. A clear statement of the proposed action requested. (Requirements)

5. Attach exhibits. (Support Data)

Rule 12 - Copies of all significant committee correspondence shall be promptly transmitted to the Executive Director and the committee staff liaison.

Rule 13 - Committee files and materials will be maintained as part of the permanent records at World Headquarters.

Rule 14 - The assignment of members and projects to committees shall terminate upon the adjournment of the business session of the Annual Convention unless otherwise ordered by the Board; provided, that committee projects to be performed in connection with any Annual Convention shall continue as assigned until completed.

Rule 15 - Prior to the first Board meeting following the Convention, the newly elected President may prepare recommended committee projects and recommendations of committee personnel and timetables for committee performance during the year, commencing with the first session of the Board following the Convention.

Rule 16 - At the first session of every Board meeting the Board of Directors will convene as a "Committee of the Whole" to receive reports of the President and Executive Director and for discussion of any general matters of business. Board members may ask questions of the committee and its members. At the discretion of the President, a recess may be called for the purpose of committee meetings. Copies of the draft of minutes will be sent to the President, Senior Vice President, Immediate Past President, and Legal Counsel for review, approval or corrections and returned to World Headquarters if necessary. Minutes of the meetings of the Board of Directors shall be submitted to Board members within sixty (60) days after each Board meeting.

Rule 17 - The procedure of the Board of Directors shall be governed by these rules, including any amendments hereafter adopted; provided, that the provisions of the latest edition of Robert's Rules of Order, Newly Revised, shall govern any procedural situation not covered by these rules either expressly or by necessary implication.

Rule 18 - The policy shall be expressed in the Manual of Management Operations. In the event of question, the latest expression of policy by the Board of Directors or the Convention, as the case may be, shall prevail.

Rule 19 - These rules may be amended or suspended at any time by a two-thirds vote of the members present constituting a quorum.

Rule 20 - The President shall at the time he/she is assigning projects to established Committees inform all Board members of these assignments.

Section VI A 7

Rule 21 - Within thirty (30) days after each Executive Committee meeting, World Headquarters, after review by the Senior Vice President, International President, and Legal Counsel, if necessary, shall furnish each member of the Board of Directors a copy of the minutes of said meeting, including the committee's recommendations on items reviewed.

Section VI A 11

Toastmasters International
POLICIES AND PROCEDURES

Origin Date: February 11, 2010

BOARD POLICY AND ADMINISTRATIVE PROTOCOL

A. Board Policies

Policies contain the major decisions of the Board of Directors and govern the affairs of the corporation. They are expressed as continuing general principles on important high-level and strategic subjects, adopted and revised by the Board of Directors. To establish or modify policy:

1. The policy is drafted, under the supervision of the Executive Director, by staff or legal counsel, or it is drafted by a committee of the Board as assigned by the International President.
2. The content of the policy is a statement, generally no longer than two pages, setting forth continuing general principles on high-level and strategic subjects, with which decisions and conduct of the corporate officers (including protocol) must be consistent and which must be applied by them in the performance of their prescribed and authorized duties.
3. New or revised policies are subject to consultation in the form of deliberations within the Executive Committee or other duly-authorized committee, followed by the committee's recommendation for adoption by the Board.
4. The policy or procedure is considered and may be modified by the Board. Two-thirds of all members of the Board must vote in favor of the proposed policy at a meeting for it to be adopted or, in the absence of a meeting, it must receive the unanimous written consent of the Board.
5. The Board decision on a policy is final, unless it is overruled by the voting members of the corporation at the Annual Business Meeting.
6. When adopted, each policy is given a section number and maintained on the TI Web site, accessible to members and the public.

Section VI A 11

B. Administrative Protocols

Administrative protocol interprets and implements Board-approved policies. It provides specific guidance that regulates the operational details needed to fulfill general principles such as policy or bylaws provisions. Administrative protocol is adopted and revised by the joint authority of the Executive Director and the International President with the concurrence of the International President-Elect.*

To establish or modify administrative protocol:

1. The protocol is drafted by staff under the supervision of the Executive Director.
2. The content of the protocol may vary depending on its intended use and must be consistent with Board-approved policies. It may be a guidebook, manual or other description of program rules or information. However, not all information from TI is administrative protocol. Protocol may contain significant programmatic choices that broadly apply to the organizational affairs of TI.
3. Protocol is subject to consultation at the discretion of the Executive Director depending on the situation. Some protocol may need to be issued quickly with limited consultation if the matter is urgent. Other protocol may be presented to and reviewed by the Executive Committee, another committee of the Board or even the entire Board, as a proposed document with comments requested.
4. The protocol must be adopted by the joint written authorization of the Executive Director and the International President, with the concurrence of the International President-Elect.*
5. The decision of the Executive Director, International President and International President-Elect* is final, unless it is overruled by the Board's adoption of a policy that contradicts the protocol, thereby requiring a change to protocol to be consistent with policy.
6. When adopted, the written approval of the administrative protocol is maintained in a chronological summary of such decisions. Decisions on protocol are communicated in due course, first to the Executive Committee and then to the Board.

* The Senior Vice President until August 2010

Section VI A 11

C. Other Information

Other publications and information, including content posted on the TI Web site, that are not organizational policy or administrative protocol, are authorized by the Executive Director.

Section V 3

Toastmasters International
ORGANIZATION GUIDES

Last Updated: February 11, 2010

PRESIDENT

The President is elected by delegates at the Annual Convention and, as such, is the chief elected officer of the corporation.

The President is Chairman of the Board of Directors and of the Executive Committee, and an ex-officio member, without voting rights, of all other Committees except the International Leadership Committee and the Advisory Committee of Past Presidents. The President has such powers and duties as are prescribed by the Bylaws and may be prescribed or delegated by the Board of Directors or the Executive Committee. The World Headquarters staff will assist the President in the performance of duties.

The President presides at all meetings of the Board of Directors and of the Executive Committee, and at the Annual Business Meeting and Convention of Toastmasters International. Prior to the opening of the business session, the President will appoint such Convention Officers and Committees as may be required to transact the business of the meeting.

The President is accountable to the Board of Directors for the proper performance of duties and the discharge of functions, the Board being accountable to the voting membership of the corporation.

The President is responsible for the direction and coordination of the activities of the Board Committee Chairmen except as limited by the Bylaws or orders of the Board.

The President leads the other members of the Executive Committee and the Executive Director in the performance of their duties, consistent with the Bylaws of Toastmasters International and with the orders of the Board of Directors, and may allocate to them such duties as the President may deem expedient. The President will work closely with the Executive Director in the accomplishment of objectives requiring their combined attention.

The President is responsible for the relations of the corporation with the public and is the official spokesman for Toastmasters International and the Board, both in relations with the general public and the membership. Within the limits of amounts budgeted for that purpose, the President may make expenditures in furtherance of public relations of the corporation without further approval by the Board of Directors.

The President has no authority to make or sign any contract, documents, or agreement on behalf of the corporation except as the Board of Directors may otherwise order in specific instances.

Reference: Bylaws of Toastmasters International, Article VI, Section 4

Section V 4

Toastmasters International
ORGANIZATION GUIDES

Last Updated: February 11, 2010

PRESIDENT-ELECT

The President-Elect performs the duties outlined for Office in the Bylaws of Toastmasters International, and in addition:

- (A) The President-Elect shall, as Liaison Officer of the Board, be responsible for obtaining information from World Headquarters where this exceeds the mandatory provisions of Section 6334 of the California Nonprofit Public Benefit Corporation Law.
- (B) During an annual visit to World Headquarters, the President-Elect, as Finance Officer of the Board, will review the World Headquarters operations, including the Executive Director's expenses.

The President-Elect shall make such test checks as is considered necessary to determine appropriateness of expenditures and adherence to policy as defined in Policies and Procedures VI D 10, and shall report thereon to the Executive Committee annually.

- (C) The President-Elect is the Secretarial Review Officer of the Board. In this capacity, the President-Elect assists in the review and approval of the Executive Committee and Board minutes before publication.
- (D) Additional duties allocated by the President.

Reference: Policies and Procedures VI D 10
Bylaws of Toastmasters International, Article VI, Section 5(a)

Section V 5

Toastmasters International
ORGANIZATION GUIDES

Last Updated: February 11, 2010

EXECUTIVE DIRECTOR

Working with the International President, and within the provisions outlined in the Manual of Management Operations, the Executive Director is responsible for the planning, organizing, execution, coordination, and review of all educational, promotional, and communication programs of the organization, and management of World Headquarters operations.

As the chief executive officer and senior paid administrator, the Executive Director ensures that all actions taken by the individual and the World Headquarters staff are consistent with the Mission Statement, Policies and Procedures VI A 1, as herein expanded:

1. To recruit members through membership and club extension programs, to ensure that all people who need Toastmasters-taught skills are given the opportunity to join, within the limits of Article III, Sec. 2, of the Bylaws.
2. To execute the plans to become the major volunteer organization devoted to the improvement and development of individual communication and leadership skills.
3. To earn, deserve and retain a favorable image in the eyes of our membership, the public, government and private agencies, and among our employees.
4. To ensure that the professional management places the best interests of our membership and the community at large ahead of its own.
5. To recommend an organizational structure, both at administrative and volunteer levels, that will satisfy to the highest degree possible, the needs and interests of the worldwide membership.
6. To establish an ongoing program of research and development that will identify effective new programs and learning methods that can be applied in our membership service structure.

EXECUTIVE COMMITTEE, BOARD AND EXTERNAL RELATIONSHIPS

1. Keeps the President, the Executive Committee and the Board of Directors fully informed of the conditions and operations of the organization and all the important factors influencing its involvement and performance.
2. Reassesses and recommends the proper organization of the Board of Directors and the deliberative method that will ensure maximum interaction and intelligent and effective study of policies and programs of the organization.

Section V 5

3. Provides necessary liaison and staff support to the Chairman and members of the Board of Directors, and to standing and ad hoc committees, to ensure the successful accomplishment of their responsibilities.
4. Arranges the preparation of member, club or district resolutions and recommendations to the President for appropriate Board action.
5. Supervises the secretarial function of the organization, maintaining official minutes of the Board of Directors and other official meetings of the organization; provides top security of all files, legal and historical documents, membership and mailing lists.
6. Responsible for the administration of the World Headquarters operation, and for the proper interpretation and fulfillment of all functions, responsibilities, authorities and relationships.
7. As an ex-officio member without vote, is the liaison to the Board of Directors, the Executive Committee and the Strategic Planning Committee.
8. Maintains open lines of communication with all levels of the membership through available communications channels.
9. Maintains relations with other organizations, industry and government, public service organizations, and vendors as are desirable or necessary in the best interests of Toastmasters International, in conformity with the overall objectives and policies of the organization.

MANAGERIAL FUNCTIONS

Within the limits established in the Articles of Incorporation and Bylaws and the policies of the organization, the Executive Director is responsible for, and has authority over, the following managerial functions:

Administrative Function

1. Working through a professional staff, arranges for the formulation of plans and programs for approval by the Board of Directors, as well as those basic policies and programs that lead to the achievement of the objectives of the organization.
2. Operating through World Headquarters managers, directs the implementation of the programs and activities of the organization, and directs the execution of policies and mandates established by the Annual Business Meeting, the Board of Directors and the Executive Committee.
3. Develops and recommends to the Executive Committee, an annual budget, and upon approval operates within it. A detailed draft of the budget will be delivered to the Executive Committee each year based on the current year's figures and projected growth patterns. The Executive Director shall be guided by the Committee's wishes in finalizing the budget that is to be delivered to the Board of Directors for its approval.

Section V 5

The Executive Director shall submit financial reports to the Board of Directors at least quarterly, covering the significant financial operations of the corporation.

4. Manages all facets of income and expenditures annually in concert with the approved budget and Policies and Procedures VI A 14. Ensures that all funds, physical assets, and other property of the organization are appropriately safeguarded and administered. Executes bylaws provisions regarding the official annual audit.
5. Evaluates the administrative operations and procedures, recommending the purchase of major equipment and the development of systems impacting staff and member performance in accordance with established policies and procedures.
6. Conducts, as necessary, research surveys and research studies, prepares reports and publishes the results on subjects deemed of importance to the Board of Directors or World Headquarters staff.

Personnel Function

1. Supervises the World Headquarters personnel administration function; counsels with the Executive Committee regarding employees' salaries; responsible for employment, promotions and terminations, with one exception: actions regarding the employment and termination of management-level personnel are not taken without prior consultation with the President and a majority of the Executive Committee.
2. Ensures maximum utilization of the World Headquarters staff managers by providing an effective training and development program and by clearly defining the results expected of them, their duties and responsibilities. Each manager's performance, based upon a formally written job description, will be reviewed by the Executive Director annually.

Programming Function

1. Provides for effective and efficient distribution of educational services and supplies to Districts, Clubs, and individual Toastmasters.
2. Supervises the business management of the official magazine, the *Toastmaster*. Provides editorial oversight of the magazine to include a review of graphic presentations, the articles and their content.
3. Provides for development of educational programs and activities that will advance the communication and leadership skills of the membership in keeping with the purposes and objectives of our organization.
4. Directs the planning, organization, and implementation of membership, retention, and extension programs.

Section V 5

Public Relations Function

1. Consistent with the requirements of Policies and Procedures VI A 15:
 - A. Directs the development and implementation of all communications to the membership and elected Officers, including newsletters, general mailings, and news releases.
 - B. Plans, coordinates and conducts a public relations program to enhance the public acceptance of the organization and its objectives.

Convention and Conference Function

1. Supervises the organization of the annual International Convention and annual mid-year training, including development of the educational programs and administration of all other activities that take place, consistent with the provisions of Policies and Procedures VI A 16.
2. Develops and coordinates the training and educational sessions for District Officers.
3. Selects the annual recipient of the Golden Gavel Award, consistent with Policies and Procedures VI H 1.

Strategic Planning Function

1. Serves as secretary to the Strategic Planning Committee, as the staff liaison. Maintains a historical record of actions considered and recommended by the committee. Records and ensures appropriate minutes reflecting actions of the committee will be provided on a current basis to each committee member. Status reports will be provided the committee, at each meeting, on all actions approved by the Board of Directors, or directed by the Executive Committee.
2. Develops strategic planning proposals, or revisions to current plans, supported with background material, and submits to committee members thirty (30) days prior to meetings.
3. Strategic planning will be consistent with provisions and objectives of Organization Guide Section V 11.

REQUIREMENT FOR POSITION

Extensive experience of a responsible nature in a large scale multi-function organization; and graduation from a college or university with a degree in business administration, public administration, or related equivalent experience in business or public life, as determined by the Executive Committee, which provides the following knowledge, skills or abilities:

- Thorough knowledge of the principles of management;

Section V 5

- Thorough knowledge of current administrative techniques and concepts, and their practical application;
- Thorough knowledge of Toastmasters International programs, organizational structure and policies;
- Ability to supervise and coordinate the effective use of staff and financial resources;
- Ability to develop and maintain enthusiasm within the World Headquarters staff;
- Ability to interpret Toastmasters International policies, programs, and objectives to the membership;
- Ability to plan, lay out, and direct major complex plans, programs and projects; and
- Ability to communicate effectively, both orally and in writing.

Reference: Policies and Procedures VI A 1
Bylaws of Toastmasters International, Article VI, Section 6
Policies and Procedures VI A 14
Policies and Procedures VI A 15
Policies and Procedures VI A 16
Policies and Procedures VI H 1
Organization Guide V 11

Section V 10

Toastmasters International
ORGANIZATION GUIDES

Last Updated: February 11, 2010

EXECUTIVE COMMITTEE

DURATION OF
EXISTENCE:

The duration of existence of this Committee shall be indefinite.

CHAIRMAN:

International President. If the International President is temporarily absent or unable to act, the President-Elect serves as Chairman.

COMPOSITION:

International President, President-Elect, two (2) Vice Presidents, Immediate Past International President and the Executive Director who shall be an ex officio member without voting rights (Article V, Sec. 6(a), of the Bylaws of Toastmasters International).

TERM OF OFFICE:

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

STAFF
COMMITTEE

LIAISON:

Executive Director

HOW NAMED
AND

ESTABLISHED:

As stated in the Bylaws of Toastmasters International.

STRATEGIC
PURPOSE:

To coordinate the activities of the Board of Directors; to provide financial oversight including the preparation and submission of a recommended budget and review of budget variances and auditors' reports; to conduct strategic planning; to provide oversight of organizational policy and operations; and to transact business of an urgent nature requiring immediate action, subject to the limitations on powers of committees of the Board stated in Section 5212 of the California Corporations Code, between Board of Directors meetings. The Executive Committee is answerable to the Board of Directors and subject to its general direction. It will have additional powers as the Board may delegate to it from time to time.

Section V 10

FUNCTIONS:

1. To review the proposed annual budget and submit a final budget document to the Board, to review financial reports and recommendations concerning major expenditures and presidential travel.
2. To review operations and policies that are to be executed by the Executive Director. The Executive Committee exercises such controls over the performance and position of the Executive Director as are stipulated by Organization Guide V 5, and in accordance with the Bylaws.
3. To serve as the organization's Strategic Planning Committee, as outlined in Organization Guide V 11.
4. The Board of Directors reserves unto itself from the Executive Committee all powers and authority except: (a) authority essential to the performance of duties imposed upon the Executive Committee by the Bylaws or assigned to it by the Board; (b) those processes essentially delegated to the Committee by the Board; (c) such authority as is necessary in the conduct of the ordinary business operations of the Corporation while the Board is not in session.

MEETINGS: The Committee meets in November, before the Board of Directors meeting in February, and before the first Board of Directors Meeting in August at the International Convention.

Other meetings may be called by the President or any other voting members of the Committee by giving notice of the date, time and place of the meeting to all members of the Committee either:

- (a) by 10 day's notice given personally, by telephone (including a voice messaging system) by facsimile transmission, or by other electronic transmission such as e-mail. The notice shall include a statement of the purposes of the meeting, but the business transacted at such meeting shall not be limited by such statement; or
- (b) by 72 hours' notice given personally, by telephone (including a voice messaging system) by facsimile transmission, or by other electronic transmission such as e-mail. The notice shall state the matter or matters to be considered, but the business transacted at the meeting shall not be limited by such statement.

REPORTING: All transactions and decisions are to be reported at the next meeting of the Board with minutes of all Executive Committee meetings provided to all Board members within thirty (30) days after each meeting.

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

Section V 10

- Proposed Budget for the ensuing fiscal year: Annually in August.
- Executive Director Performance Appraisal: Annually.
- District formation and re-formation: Every three years beginning in February 2000.
- Review of member dues at least every three years beginning February 2009.
- Review of Toastmasters International Reserves policy. Annually in November.

Reference: Bylaws of Toastmasters International, Article V, Section 6
Bylaws of Toastmasters International, Article VI, Section 5(a)
Organization Guide V 5
Organization Guide V 11

Section V 16

Toastmasters International
ORGANIZATION GUIDES

Last Updated: February 11, 2010

ADVISORY COMMITTEE OF PAST PRESIDENTS

DURATION OF

EXISTENCE: The duration of existence of this committee shall be indefinite.

CHAIRMAN: Immediate Past International President

COMPOSITION: Past International Presidents who maintain membership in a club in good standing, who are ex-officio Officers of Toastmasters International.

TERM OF

OFFICE: By virtue of having served as President of Toastmasters International, Past International Presidents who maintain membership in a club in good standing remain members of the committee until their resignation, death, or removal from the committee.

STAFF LIAISON: Executive Director

**HOW NAMED
AND**

ESTABLISHED: As stated in the Bylaws of Toastmasters International.

STRATEGIC

PURPOSE: To submit such comments and recommendations for consideration of the Board as the committee may wish to make.

MATERIALS

RECEIVED: Upon request, as surveyed each year, each committee member shall receive routinely the following:

- Minutes of Board meetings, Minutes of Executive Committee meetings, and Minutes of the Annual Business Meeting, and copies of final agendas for the Board committees, so long as the person has signed the Confidentiality Statement as required by Policies and Procedures VI A 8.
- Links to significant updates on TI Web site including, but not limited to, newsletters and other publications.
- Executive Director's Report.

MEETINGS: The committee shall meet annually during the Annual Convention.

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Special meetings may be called upon the written approval of the President.

REPORTING: The Chairman of the committee will present a report in February each year, and may, at the International President's discretion, provide a report in August, for consideration by the Board of Directors. The content of any report of the committee whether expressed orally or in writing, reflected in the Board minutes or otherwise, shall be subject to modification by the Board.

Reference: Bylaws of Toastmasters International, Article VII, Section 4
Policies and Procedures, Section VI A 8

Section VI A 10

Toastmasters International
POLICIES AND PROCEDURES

Origin Date: February 13, 1993

Last Updated: February 11, 2010

Effective: July 1, 2010

VISITS TO DISTRICTS BY INTERNATIONAL OFFICERS AND DIRECTORS

Each district within a region may receive one reimbursed visit by an international officer or director annually. Visits are scheduled in advance and approved by the International President. The district is then notified of the visit. Districts must accept visits by either an international officer or 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 media.

During any visit, the district must:

1. Arrange a meeting between the international officer or 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 officer or director).
2. Provide the officer or 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 officer or 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 media interviews.

References: Policies and Procedures, Section VI D 8

Section VI B 1

Toastmasters International
POLICIES AND PROCEDURES

Origin Date: August 12, 1958

Last Updated: February 11, 2010

FORMATION OF PROVISIONAL DISTRICTS, CONSOLIDATION AND REFORMATION OF EXISTING DISTRICTS, AND FORMATION OF NON-DISTRICT ADMINISTRATIVE UNITS

Administrative units of Toastmasters International should provide the highest potential for continued club and membership growth. Thus, it is the policy of the Board of Directors that new districts should be created and existing districts consolidated or reformed only after the Board of Directors has determined that there are enough existing clubs in the territory to be included within the proposed new or consolidated districts, and that these clubs are of sufficient membership strength to assure efficient and financially sound administration of such proposed districts. In addition, a district once formed should continue to operate as a district only so long as it meets certain minimum standards.

Therefore, in the absence of unusual circumstances and conditions which convince the Board that special action on its part is justified, no new district shall be created and no existing district or districts shall be consolidated or reformed except in accordance with procedural rules and regulations adopted by the Board of Directors and in accordance with the following guidelines:

1. The Board, on its own initiative, may grant authority initially for territorial council operations, for provisional district operations, and eventually for full district operations; and
2. Forty-five is the minimum number of clubs that may apply for provisional district formation, although the Board establishes 60 clubs in good standing and an average of 20 members per club as the basis for development of a sound district administration; and
3. All clubs within the boundaries of any provisional, consolidated or reformed district shall become a part of such district and no club within that territory shall thereafter have the right to maintain an independent operation, unless there are unusual circumstances or conditions which convince the Board that special action on its part is justified; and
4. Nothing in policy shall be construed as abrogating the right of the Board to form, consolidate or reform districts on its own initiative for the best interests of Toastmasters International; and
5. Applications to form a territorial council or provisional district and applications to be granted full district status shall be submitted to the Executive Director, who shall report his or her recommendation to the Board before the Board shall authorize either provisional or full district status for the clubs in any territory, or the creation of any non-district administrative unit.

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TERRITORIAL COUNCILS

1. In addition to districts, the Board of Directors may create non-district administrative units, such as territorial councils, in any undistricted territories for the purpose of forming new districts.
2. The criteria for the creation of a territorial council by the Board of Directors shall be the evidence of potential growth of clubs and members in a specific geographical area within five years, and evidence of the desire of at least 20 existing clubs therein for eventual district status.
3. The clubs within a territorial council may organize an informal operating structure, electing such officers as needed to coordinate and guide a club growth program for district status. In addition, the clubs may plan and participate in training sessions, educational programs, speech contests and any other activities which will contribute to an effective group effort toward district status.
4. Any finances involved in the council's operation will be sustained by the member clubs therein.
5. World Headquarters will provide such information, materials and assistance as will support the council and its officers in fulfilling its purpose.

PROVISIONAL DISTRICTS

1. Council may apply for provisional district status when the following requirements are met: (a) the council has 45 or more clubs in good standing for two (2) consecutive semiannual reporting periods; (b) the council submits an application to the Executive Director requesting granting of provisional district status who then shall report his or her recommendations to the Board of Directors; and (c) clubs, which are council members, accept an annual dues increase from \$42.00 to \$54.00 (U.S.). A council considering applying to become a provisional district should direct a request to the Executive Director to begin the process.
2. When the Board grants provisional district status, such a provisional district is entitled to: (a) administrative materials, official district mailings, and regular district progress reports from World Headquarters; (b) official participation in the Distinguished District Program; (c) establishment of a district reserve account and the payment of \$13.50 per member annually (\$6.75 for each membership dues payment) to the district treasury; and (d) training of top three (3) district officers. A provisional district governor is eligible to be nominated for election to the Board of Directors.
3. Within three (3) years after granting provisional district status, the Board of Directors shall review the progress of the provisional district. Performance in the Distinguished District Program and achieving distinguished district status shall be considered in the decision whether to grant full district status. After reviewing district progress, the Board of Directors

Section VI B 1

may allow the provisional district to continue to function as a district or to take such action as it considers to be in the best interests of Toastmasters International.

4. When a provisional district reaches 60 or more clubs in good standing, it may apply to the Board of Directors for district status.
5. If granted, and depending on geography, full district entitlements would include: participation in the International Speech Contest; if practical, assignment to a region of Toastmasters International, and if so assigned, visits from international officers and directors and region advisors, reimbursement for travel to official district leader trainings and International Conventions.

REFORMATION OF DISTRICTS

1. The forming of two or more districts from an existing district or districts shall be at the initiative of the Board of Directors only. The Board shall review the status of districts with more than 240 clubs every three years or sooner, if necessary, to determine if reformation is in the best interests of the organization. If it is determined that reformation of a district may be in the best interests of the organization, then that district will be directed to proceed as outlined in Policies and Procedures VI B 1.1.

CONSOLIDATED OR REFORMED DISTRICT

1. In the event that any existing district has less than sixty (60) clubs or a membership total of less than 900, the Board shall, on its own initiative, consider consolidating said district with another existing district or districts.

Reference: Policies and Procedures, Section VI B 1.1

Section VI C 5

Toastmasters International
POLICIES AND PROCEDURES

Origin Date: February 18, 1977

Last Updated: February 11, 2010

MEMBERSHIP AND ELIGIBILITY REQUIREMENTS IN TOASTMASTERS INTERNATIONAL

1. For the purpose of defining membership and eligibility requirements, the following definitions shall apply:

An individual member in good standing is one whose dues have been paid by the club and received at World Headquarters by May 31 for the April through September period and November 30 for the October through March period.

An individual new member is deemed to be in good standing as soon as the new member application and appropriate fees and dues are received at World Headquarters.

A club in good standing is one that has paid its dues to World Headquarters by May 31 for the April through September period and November 30 for the October through March period.

The Bylaws of Toastmasters International provide that the club's dues renewal is due and payable on April 1 and October 1.

2. These definitions shall apply in all situations where the terms "individual member in good standing" and "club in good standing" are used, including:
 - (a) an individual member running for office;
 - (b) an individual member participating in speech contests; and
 - (c) a club voting at district and international conferences.
3. A club will remain delinquent after May 31 and after November 30 until dues have been paid. If dues are not paid prior to the next renewal period, the club will be dropped from active status for lack of payment. If dues are paid prior to the next renewal period, the club will be considered in good standing.
4. An individual member will remain delinquent after May 31 and after November 30 until dues have been paid and submitted by the club to World Headquarters, at which time the individual member becomes reactivated.
5. A person must be an individual member in good standing of a Toastmasters club in good standing to be nominated for or to serve in any office in Toastmasters International.

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Toastmasters International
POLICIES AND PROCEDURES

Origin Date: October 26, 1962

Last Updated: February 11, 2010

DISTRICT FISCAL MANAGEMENT

The intent of this policy bulletin is to outline the use of district funds consistent with the district mission.

Purpose and Ownership of District Funds

All district funds, regardless of the source of these funds, are Toastmasters International funds. These funds are to be used to carry out the mission of Toastmasters International and the mission of the district.

These funds are to be used by districts in ways which benefit the members of Toastmasters International within the district, and promote education, growth and development of membership and new clubs. In order to protect Toastmasters International should the need arise, the Executive Committee of Toastmasters International is authorized to direct World Headquarters to withhold funds available to a district and/or assume financial control of a district.

District Funding Priorities

To guide districts in preparing a budget and allocating funds, the following priorities are established. District funds may be used only for:

1. District and club officer training.
2. Club extension.
3. Club rescue.
4. Supporting clubs in their membership growth efforts.
5. Promotion of Toastmasters International educational programs within clubs.
6. Communication within the district, including district bulletins, directories, newsletters, web sites, etc.
7. Administrative supplies and district management materials.
8. Awards and recognition.

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9. Authorized district officer travel to officially recognized events: mid-year trainings and the International Convention in August. District funds cannot be used for any other meetings outside the district.
10. District conferences, other district meetings and speech contests.

When districts prepare a budget and allocate funds, they shall treat the first item on this list as the most important when compared to the others and allocate sufficient funds to it. Then, the second item on the list shall be considered for funding before the remaining items and so on. Items at the beginning of the list may not receive the most funds, but should receive sufficient funds before considering allocations for remaining items.

Ownership and Transfer of District Records

All district funds, bank statements, canceled checks, and any other financial records are the property of the district administration in office and Toastmasters International.

Such funds and records shall be delivered to the new district treasurer or new district governor no later than July 1 of the new district administrative year, however, the district should start the process early to ensure a smooth transition.

The outgoing district treasurer and the outgoing district governor may retain copies of any records necessary to complete the district year-end audit. Any funds, statements, or other financial documents received after July 1 shall be given immediately to the new district treasurer or new district governor.

Minimum Required in Reserve for Newly Elected District Administrations

In order to ensure initial operating funds for the newly elected district officers in each succeeding administration, no requisition on the account of any district shall be honored which would reduce the balance in the district reserve during the period from April 1 to June 30 to a sum less than 25% of that district's membership dues income for the prior year.

Requirements and Deadlines for Withdrawing Funds From District Reserve Account

A district governor may draw on the available reserve balance only if the following district minimum requirements have been received at World Headquarters:

July 15:

- list of all elected and appointed district officers
- district signature form for withdrawal of district funds
- calendar of district events for the year
- changes in club assignments to areas and/or divisions

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August 31:

- Year-end audit for the preceding district year
- Treasurer's report for the period January 1 through June 30

September 30:

- District Budget. A district's budget must match the District Success Plan and provide full funding in the categories of membership and club extension, and officer training. Therefore, district budget expenses shall be limited as follows:
 - Membership and club extension: no budget limit
 - Communication and public relations: maximum 25 percent of total budget
 - Officer training: maximum 30 percent of total budget
 - Speech contests and awards: maximum 10 percent of total budget
 - Administrative: maximum 20 percent of total budget
 - Travel: maximum 30 percent of total budget
 - Other: maximum 10 percent of total budget

November 15:

- Treasurer's report for the period July 1 through September 30

November 30:

- Financial records for the preceding district year. After the year-end audit has been approved by the district council, the district shall send to World Headquarters the following financial records required by the Internal Revenue Service as soon as possible but no later than November 30: canceled checks, bank statements, paid invoices, records of revenues, cash receipts journals, and cash disbursement journals.

February 15:

- Mid-year Audit for the period July 1 through December 31.

May 15:

- Treasurer's report for the period July 1 through March 31.

If any of these items as described are not received by the required date, no requisition for funds or supply orders being charged against the district reserve account will be honored until the item(s) is received at World Headquarters.

Financial Controls

Districts must also have in place the following financial controls:

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- 1) The estimated district budget must be signed by the district governor, Lt. governor education and training, Lt. governor marketing and treasurer.
- 2) All district checks must be signed by both the district governor and the district treasurer. Checks made payable to the district governor or district treasurer should be signed or approved in writing by a Lt. governor.
- 3) District treasurer's reports, showing variances with explanations, must be provided as follows:
 - a. Monthly reports to the district governor and Lt. governors.
 - b. A treasurer's report presented at each Executive Committee Meeting and each District Council Meeting.
 - c. Reports to World Headquarters for the three months ending September 30, the mid-year audit for the six months ending December 31, the nine months ending March 31, the six months ending June 30, and the year-end audit for the twelve months ending June 30.

All reports are due within 45 days of the end of the month.

- 4) All district expenses must be supported by receipts or documentation. Each check issued by the district must be assigned to a budget line item at the time the check is written.
- 5) All expense reimbursement claims must be approved by the district governor.
- 6) A single expenditure in excess of \$500 must be authorized in writing in advance by the district governor and at least one Lt. governor, in consultation with the district treasurer. Failure to obtain proper authorization could be cause for non-reimbursement by a district to a district officer or individual Toastmaster.
- 7) Receipts are required for all reimbursements. If a receipt is lost, a detailed explanation of the expenditure is required. Mileage reimbursements authorized as part of the district budget require an explanation detailing the date, miles traveled, and reason for the trip(s).
- 8) Reimbursement by a district should be made within 60 days after receipt of an authorized reimbursement request based on the availability of funds. Reimbursement claims should be made within 60 days of incurring the expense or by July 31 for expenses incurred in June. If a district officer or other individual Toastmaster fails to submit a reimbursement claim within 60 days, this could be cause for non-reimbursement by a district.

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- 9) Commingling of district funds with funds in personal accounts, club accounts, or any other accounts is prohibited.
- 10) To avoid the appearance of bias or impropriety, it is recommended that the district governor should not appoint as district treasurer anyone having a significant personal or professional relationship with the district governor.

Division and Area Fiscal Management

If authorized by the district and included as part of the district budget, a division/area may be allocated funds and have its own division budget. Although a division/area may have its own budget, division/area financial activity is subject to the supervision of the district governor and must be included in the quarterly treasurer's reports, mid-year audit, and year end audit submitted by the district to World Headquarters. Monthly division/area treasurer's reports, showing variances with explanations, must be provided to the district governor and Lt. governors within 45 days of the end of the month. Since the funds in division/area bank accounts are district and Toastmasters International funds, these accounts shall have in addition to division/area signatories, the district governor, at least one Lt. governor, and the district treasurer as signatories. The administration of division/area funds is subject to the funding priorities, ownership, financial controls, and all other related provisions contained in this policy.

Fund-Raising by Districts

From time to time, districts may conduct fund-raising activities to offset costs for educational sessions and to raise funds to further the purposes of Toastmasters International. Revenue derived from fund-raising can be used for the training of club and district officers, for seminars or clinics connected with the Toastmasters education program, for the purchase of supplies and educational program materials, and/or to defer the cost of speakers at major events. Toastmasters International permits districts to secure sponsorship opportunities that may be available for district events as a viable strategy to help offset program costs. Guidelines are provided for sponsorship, product sales and required speaker contracts in the District Leadership Handbook. (See Policies and Procedures VI D 11 for fund-raising guidelines.)

Any residual funds raised in connection with a district event or activity (such as a conference) sponsored by a club, area or division, belong to the district. If the event or activity results in a loss, that is also assumed by the district.

District Travel Reimbursement

Any reimbursement for travel to district officers must be included in the district budget and approved by the district council. In the event a district officer moves out of the geographic boundaries of the district from which he or she was 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.

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If included as part of the district budget and approved by the district council, a district may make reimbursements for travel expenses outside the district as follows:

- Official mid-year training held between November 15 and January 31: Registration and lodging expenses for the district governor, Lt. governor education and training, and Lt. governor marketing. In the case of re-forming districts, registration and lodging may be provided to the associate Lt. governor education and training and associate Lt. governor marketing.
- International Convention: If not provided by Toastmasters International, a district may reimburse registration, lodging, and travel expenses for the district governor, Lt. governor education and training, Lt. governor marketing, and immediate past district governor. A district also may reimburse only travel for the International Speech contestant, if reimbursement is not provided by Toastmasters International.

Districts shall not provide any additional reimbursement to speech contestants attending the International Convention, and districts shall not reimburse any other individuals for travel outside the district or for items related to travel outside the district.

Travel expense may include round trip transportation between home and the event location. Travel expense excludes car rentals, gasoline, incidentals and meals. Registration may include conference/convention registration and any ticketed events/meals that are part of the conference/convention. Lodging may include only the cost of a hotel guestroom and related taxes and excludes personal telephone or other incidental expenses.

Budget and Audit Preparation and Approval

A complete district budget shall be presented by the District Executive Committee to the district council for approval at the first District Council Meeting of the district year. The district governor shall appoint a District Audit Committee by November 1. The audit committee shall submit, by February 15, an interim audit report for the period July 1 to December 31, and a final audit report for the entire year by August 31. A complete district audit for the prior year ending June 30 shall be presented at the first District Council Meeting following the Convention.

A complete mid-year audit shall be presented to the district council at the District's annual meeting. Any amendments to the budget or audits shall be submitted to World Headquarters within 30 days. Districts shall make available copies of the budget and audits to members of the district council prior to or at the business meeting.

District audits shall account for all district income and expenses. All district bank accounts and funds shall be included in the district budget and audits, including any accounts held at the division and area level. All outstanding liabilities and obligations shall be recorded as part of the mid-year and year-end audits.

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If a district budget or audit does not include a complete accounting of district income, funds, and expenses, then no requisition for funds will be honored unless and until the budget or audit is made complete and an amendment to it is submitted to World Headquarters.

Bank Signatories Requirements and Approval

The district governor, at least one lt. governor, and the district treasurer shall have signatory authority on all accounts established by the district, including any division and area accounts.

All signatories on corporate bank accounts of Toastmasters International, including those located in the various districts, shall be duly approved by the Executive Committee of the Board of Directors. At an Executive Committee meeting, or by unanimous written consent, the committee shall review and approve a list showing, for each account, the district involved, the name and location of the financial institution, and the names of the persons to be added or dropped as signatories since the prior committee meeting. If necessary, the International President may approve the addition or deletion of bank signatories between Executive Committee meetings, subject to ratification by the committee at its next meeting.

Replacement of a previously approved signatory is not effective until the replacement is approved by the International President, whose approval is subject to ratification by the Executive Committee.

Reference: Bylaws of Toastmasters International, Article XII, Section 2
Policies and Procedures VI B 4
Policies and Procedures VI D 11

Section VI D 8

Toastmasters International
POLICIES AND PROCEDURES

Origin Date: August 12, 1958
Last Updated: February 11, 2010

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

Air/Ground Travel

Each international 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 in the county where the principal office of the corporation is located, the ground travel reimbursed in this schedule is deemed to be 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, mid-year 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.

Section VI D 8

The per diem allowance for attendance at the February Board of Directors Meeting, the November Committee Meeting, 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. 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 when hotel costs are paid by the individual and \$30 per day when hotel costs are not paid by the individual.

District Visits

Each district may receive up to one (1) reimbursed visit each district year, from either an international officer or director.

The directors from each region 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
- Per diem

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.

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

Mid-year Training

International officers and directors are eligible to be reimbursed for one (1) mid-year training attendance per year as follows:

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

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 airport (if applicable)
- Per diem

Section VI D 8

Hotel accommodations 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 and director 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 airport (if applicable)
- Per diem

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

International Convention

Each officer and director is entitled to:

- Round-trip air fare (coach or discount) or mileage
- Per diem
- 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/director.

For any newly elected officer or director, the per diem allowance will include 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 newly elected officers and directors shall receive one (1) complimentary President's Dinner Dance ticket.

International President (outgoing) shall receive:

- A complimentary hotel suite (1-2 bedrooms)
- Two (2) complimentary convention registrations
- Two (2) complimentary tickets to each of the official Toastmasters International meal functions and speech contests
- Entertainment costs in his or her hotel suite
- Reasonable actual expenses

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Immediate Past International President shall receive:

- Two (2) complimentary convention registrations
- Two (2) complimentary President's Dinner Dance tickets

Incoming President shall receive:

- A complimentary hotel suite (1-2 bedrooms)
- Two (2) complimentary convention registrations
- Two (2) complimentary tickets to each of the official Toastmasters International meal functions and speech contests

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, the International President or the Executive Committee.

Requests for reimbursement should be submitted monthly or immediately following each meeting.

In order to assure 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 during the term of office moves out of the region from which he or she was elected, reimbursement for travel 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.

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

Section VI D 9

Toastmasters International
POLICIES AND PROCEDURES

Origin Date: August 12, 1958
Last Updated: February 11, 2010

EXPENSE PAYMENTS AVAILABLE FOR DISTRICT OFFICERS AND SPEECH CONTESTANTS

Travel expenses and other allowances, as described below, are furnished by Toastmasters International to district officers who attend the events described in this policy, and to contestants who participate in the semifinal level of the International Speech Contest. 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. Mid-Year Training

Toastmasters International shall reimburse the travel expenses of the district governor, the lt. governor education and training, and the lt. governor marketing to the mid-year training 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 training site and the home of each officer;
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 shall certify the attendance of these officers to World Headquarters before any officer receives a travel allowance reimbursement.

B. International Convention and District Leader Training

1. Travel Expenses - Toastmasters International shall reimburse the travel expenses of the district governor, lt. governor education and training and lt. governor of marketing from districts and provisional districts to the Convention and district leader training as follows:

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- (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).

The district governor shall certify attendance of these officers 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 officer's visit meeting. The total per diem allowance shall not exceed \$120.00 for each district governor.
3. Registration and President's Dinner Dance - Each district governor in attendance at the Convention shall receive the Convention registration and a ticket to the President's Dinner Dance, without charge.
4. Territorial Council officers are encouraged to attend training, although Toastmasters International does not provide reimbursement for travel or expenses.

D. Speech Contestants' Travel Expenses

Toastmasters International shall pay the travel expenses of each contestant who participates in the International Speech Contest at the semifinal level at the International Convention. The travel allowance shall be computed in the manner and subject to the same restrictions as district leaders.

E. Miscellaneous

1. In order to assure 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.

Section VI D 10

Toastmasters International
POLICIES AND PROCEDURES

Origin Date: February 14, 1959

Last Updated: February 11, 2010

EXPENSE REIMBURSEMENT FOR EMPLOYEES OF TOASTMASTERS INTERNATIONAL

Employees of Toastmasters International, including the Executive Director, shall be entitled to reimbursement for meal, travel, living and incidental expenses incurred by them in connection with the conduct of their duties in the following manner and on the following basis:

1. Travel on official business in the employee's automobile shall be reimbursed at the current mileage reimbursement rate in effect for federal income tax purposes by the United States Internal Revenue Service, but there shall be no reimbursement for such travel between employee's residence and World Headquarters.
2. The employee shall be reimbursed for meal expenses of himself/herself and guests, if such expenses involve Toastmasters International business.
3. Travel, other than in the employee's automobile, on official business away from World Headquarters shall be reimbursed on the basis of actual cost, up to a maximum of coach class air travel cost, except that the Executive Director shall be reimbursed up to a maximum of first class air travel cost.
4. Living expenses while on travel status shall be reimbursed on the basis of actual cost.
5. All expense accounts for which reimbursement is requested shall be on a detailed accounting basis, including the general nature of the business, the place where conducted, and the names of guests.
6. All expense accounts, including those of the Executive Director, shall be in writing and shall be approved and signed by the Deputy Executive Director or the Controller. They shall be available for inspection at all times, and the expense account of the Executive Director, which shall be reviewed by the President-Elect (who shall report his/her findings to the Executive Committee) in accordance with Organization Guide V 4.

Reference: Organization Guide V 4

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Toastmasters International
POLICIES AND PROCEDURES

Origin Date: February 20, 1981

Late Updated: February 11, 2010

PRE-ELECTION PRESENTATIONS
OF CANDIDATES AT THE ANNUAL CONVENTION

1. General

At the Annual Convention of Toastmasters International, a Candidate Showcase shall be scheduled before the Annual Business Meeting and Elections to provide for presentations by all officer and director candidates.

2. Procedures

- a. Prior to the Convention, the International President will appoint directors to serve as a chair and a co-chair of the entire Showcase process. Other directors may be assigned as needed.
- b. Each candidate will be limited to a two-minute or less presentation, and the chairman will interview the candidate(s), based on questions submitted by district leaders and directors.
- c. The schedule of Showcase presentations will be prepared by World Headquarters and shall contain the names of all nominated and floor candidates for International office.
- d. There shall be no census or poll taken of the delegates at these showcases.

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Toastmasters International
POLICIES AND PROCEDURES

Origin date: August 25, 1959

Last Updated: February 11, 2010

PROCEDURAL RULES FOR ELECTION PRESCRIBED BY THE BOARD OF DIRECTORS AND BYLAWS OF TOASTMASTERS INTERNATIONAL FOR THE ANNUAL MEETING OF CONVENTION DELEGATES

1. Following the report of the Credentials Committee, the President shall notify the delegates and candidates at this time that a candidate may stand for only one office at this election, and therefore if a candidate shall fail to be elected to one office, such candidate shall not be eligible to be nominated for another office at this convention. The President shall further remind the delegates that a candidate may withdraw his or her name from nomination and have it placed in nomination for another office at any time before the nominations for that office have closed. The President, or such person as he/she may designate, shall explain the election rules and procedures to the delegates and/or the voting on issues procedure where it shall apply.
2. The President shall request all candidates to take seats as close to the platform as possible.
3. The report of the International Leadership Committee (ILC) shall be given by its chairman or in the chairman's absence by such person as the President may designate.
4. The ILC Chairman or designee shall first announce the names of the two (2) other past president members and the names, cities, regions, and countries of the fourteen (14) other members of the committee. The chairman shall then read the name and city of each candidate in alphabetical order for each of the international officer positions in descending order.
5. Any candidate nominated by the ILC may withdraw from such nomination at any time after the committee's report is read and before the nominations are closed for the office to which the candidate has been nominated, and may be nominated from the floor for any other office for which nominations are still open.
6. The President shall inquire whether there are any additional nominations from the floor for any of the officer positions. When all such nominations, if any, are completed, the President shall declare the nominations for the officer positions closed, except for candidate speeches.
7. After all officer nominations are closed, if there is only one candidate for any office, the President shall entertain a motion to dispense with the secret ballot for such uncontested

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office or offices and to instruct the secretary to cast a single ballot for the candidate for each such office for which there is no contest. If such motion passes, the President shall request the delegates to preserve the printed ballot for such office or offices for use in the event that ballot form may be needed later for other voting by secret ballot.

8. Each opposed officer candidate is entitled to a two-minute speech. The speeches for the several candidates shall be delivered in alphabetical order by offices, commencing with the highest contested office. Each such speech shall be delivered from the platform and shall be given by the candidate, except that if a candidate is not in attendance, the speech may be given by the candidate's representative.
9. Any officer candidate who receives a majority of the votes cast shall be declared elected. In the event no candidate receives a majority of the votes cast for any one or more of the contested offices, voting shall continue with the use of special ballot no. 1 and without the name of the candidate who received the fewest votes for each of such still contested offices. Such procedure shall continue until one of the candidates for each such still contested office receives a majority of the votes. In case of a tie between two remaining nominees, the election shall be decided by lot.
10. Nominations for directors shall commence immediately after the first secret ballot for officers is cast. As soon as the counters have completed their work, the results of the first ballot shall be announced. If a second ballot is required, the director nomination procedure shall be interrupted for the casting of a second ballot for such undecided office(s). The same procedure shall be followed if additional ballots are required for any office(s).
11. The President, or such persons as he/she may designate, shall read the names, cities and districts of the director candidates. The announcement order will alternate every two years from the lowest numbered region to the highest and the highest numbered region to the lowest. The President shall inquire whether there are additional nominations from the floor after first reminding the delegates that no candidate may be nominated unless such candidate consents to such nomination and meets all other requirements. After all nominations have been presented, the President shall declare the nominations for director candidates closed, followed by two-minute speeches by all opposed candidates (or a candidate's representative, if a candidate is not in attendance) as outlined above. If any candidate is unopposed, the President shall entertain a motion to dispense with the secret ballot for such uncontested office(s), and that a single ballot be cast for such unopposed candidate(s). Any contests with three (3) or more director candidates will be given priority in the election to allow ample time for vote counting and further balloting, if necessary.
12. Insofar as it may be possible, the President shall be advised in advance of the election as to the names of the candidates. This rule shall not, however, preclude "last minute" nominations from the floor of eligible candidates without advance notice to the President.
13. As the names of the candidates are presented, they shall be appropriately displayed to the delegates.

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14. Before the ballots for directors are cast, the President shall announce that the election is by majority vote for each contested directorship.
15. The ballots for directors shall be cast by the voters, collected by the tellers and counted by the counters. In the event no candidate receives a majority of the votes cast for any one or more of the contested directorships, voting shall continue with the use of a special ballot and without the name of the candidate who received the fewest votes for each of such contested directorships. Such procedure shall continue until one of the candidates for each such contested directorship receives a majority of the votes. The final results shall be displayed on the convention announcement board as soon as possible following adjournment of the meeting.
16. Prior to the opening of the International Convention, the President shall appoint a member of the Board of Directors to supervise the collection and counting of ballots at the Annual Business Meeting. The supervising director's name shall be announced as soon as possible after the commencement of the Annual Business Meeting.
17. Each candidate for office shall be informed that he or she is expected to provide one Toastmaster to assist in the counting operation.
18. Prior to the election, the supervising director, in conjunction with the World Headquarters staff, shall have:
 - (a) Sought out sufficient volunteers to collect and count ballots so that the operation may proceed with minimum delay (normally about 25-30 persons).
 - (b) Instructed the counters in the procedures to be used.
 - (c) Arranged for a suitable room with sufficient tables and chairs to facilitate the counting operation.
 - (d) Obtained the supplies normally used in the collection and counting of ballots: collection boxes, storage bags, rubber bands, scratch pads, pencils, paper tape adding machine and reporting forms.
19. All official results are to be recorded on forms provided by World Headquarters.
20. The supervising director, in conjunction with the World Headquarters staff, shall designate a head teller to oversee the collection and delivery of ballots to the counting room. (It is important that this person have sufficient help for the prompt collection of ballots.)
21. Voting procedure:

The order of business shall be the conduct of elections followed by voting on constitution/bylaws amendment proposals.

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- (a) Each contested office is voted separately and ballots collected prior to voting the next office.
- (b) Each constitution/bylaws amendment is voted separately and ballots collected prior to taking a vote on an additional issue.
- (c) In determining whether any officer or director candidate or any club constitution amendment receives a majority vote or any Toastmasters International bylaws amendment receives the required two-thirds vote, no ballot which is unintelligible, blank, not timely cast, or cast for a then ineligible candidate shall be considered.
- (d) After the count has been verified for each counter, the count is run on an adding machine or in a spread sheet and the total count for the candidate is entered on a final report form.
- (e) A copy of the final report form for each office will be delivered to the President or Parliamentarian as soon as it is available.
- (f) An official final report form, which contains the results of all contests in the election, will be completed by the supervising director and delivered, with the ballots and all completed forms, to the President or Parliamentarian.
- (g) All ballots are to be delivered to the World Headquarters staff and retained for twenty-four (24) hours following the close of the Annual Business Meeting and immediately thereafter destroyed by the President or World Headquarters.

Reference: Bylaws of Toastmasters International, Article IX, Section 3

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Toastmasters International
POLICIES AND PROCEDURES

Origin Date: February 10, 1996

Last Updated: February 11, 2010

PROCEDURES FOR HANDLING PERSONAL CONDUCT MATTERS

These procedures supplement Policies and Procedures VI F 1, F1.1, and F 2, regarding standards of ethics and conduct (including harassment) for members of Toastmasters clubs, as well as the disciplinary procedures for members and officers set forth in Policies and Procedures VI F 4 (removal from good standing), in Policies and Procedures VI F 5 (expulsion of clubs and clubs' expulsion of members), and in officer removal provisions contained in governing documents for Toastmasters International, the districts, and the clubs.

These procedures describe the various abilities and limitations existing at the club, district, and international levels when personal conduct issues arise. Ultimately, the goal is to better protect the organization by indicating how these matters can be solved fairly and expeditiously (a) without overburdening local club and district officers, international officers, or World Headquarters, and (b) without inviting unintended and excessive legal liability for Toastmasters International and the clubs.

Legal Organization of Toastmasters International

Clubs are unincorporated associations which are separate legal entities from Toastmasters International. Our governing documents state that the clubs are not liable for claims against the international organization and the international organization is not liable for claims against the clubs. Therefore, if an issue regarding personal conduct arises within a club, the club is legally and practically responsible for resolving it, not Toastmasters International.

Club officers may seek guidance from district officers, international officers and directors, or from World Headquarters, but such guidance is purely advisory; circumstances where Toastmasters International would give mandatory direction should be extremely rare. If Toastmasters International officers or staff were to intervene directly and systematically in club matters, this could invite a claimant to try to hold Toastmasters International legally liable (i.e., for delayed or insufficient corrective action). The only sanction for club misconduct available to Toastmasters International involves club expulsion action taken at the Board of Directors level. This sanction is ordinarily reserved for only the most severe, persistent, or defiant conduct causing harm to the organization at large and is not an efficient mechanism for addressing certain types of conduct.

Likewise, removal of an individual member of a club from good standing with Toastmasters International requires action to be taken at the Board of Directors level, a sanction also ordinarily reserved for only the most severe, persistent or defiant conduct causing harm to the organization at large.

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Those persons holding office above the club level (area, division, district, or international officers or directors) are subject to the ultimate authority of the Board of Directors. However, most such

officers function as part-time volunteers at a subordinate level, limited by geography and a short term of office, and so the ability of Toastmasters International to supervise their conduct is quite limited. The organization has no paid employees except those working at World Headquarters, further limiting the practical ability of Toastmasters International to oversee the work of volunteer officers in the districts.

Therefore, matters of personal conduct arising within districts above the club level should be resolved by district officers if they can be, with assistance from World Headquarters to the extent necessary and practically possible. The Executive Director should always be notified of incidents occurring above the club level, and may initiate independent action to assure that proper corrective steps are being taken. Again, action by the Board of Directors to remove a district-level officer is reserved ordinarily for only the most severe, persistent or defiant conduct causing harm to the organization at large.

Communication of Standards and Procedures to Officers and Members

If the content of the written policies and procedures adopted by Toastmasters International regarding personal conduct can be communicated broadly throughout the organization, we can achieve a certain degree of prevention since officers and members will then be more likely to conform their behavior to these standards. If a problem arises, it should be handled initially at the lowest or most proximate practical level to the incident following the indicated procedures. If the resolution is not satisfactory to someone, he or she is assured that the matter may be safely reported to a higher level. If the person does not make such a report, the higher level should not be held responsible for the situation.

Admission and Selection of Members and Officers

Because Toastmasters members and officers are comprised of part-time, adult volunteer participants, neither the clubs nor Toastmasters International can reasonably be expected to investigate the character or background of every person proposed to be a member or an officer. The financial resources of Toastmasters International and the clubs are extremely limited. When voting upon the admission of a member or the election of an officer, members are entitled to consider any information about the person's background or character of which they may be aware, but the prospective new member or officer is not required to make any affirmative disclosures about such matters. Clubs are formed for the mutual education and improvement of their members, regardless of their backgrounds. To illustrate the point, some clubs are formed within correctional institutions and others may include members with past criminal records. Therefore, neither Toastmasters International, nor the club, nor any club officer, nor any district officer, nor any international officer should be held responsible for the background or character of any person admitted to club membership or elected or appointed to a club, district, or international office.

Reference: Policies and Procedures, Section VI F 1
Policies and Procedures, Section VI F 1.1

Section VI F 1.2

Policies and Procedures, Section VI F 2
Policies and Procedures, Section VI F 4
Policies and Procedures, Section VI F 5

Section VI F 2

Toastmasters International
POLICIES AND PROCEDURES

Origin Date: August 18, 1992
Last Updated: February 11, 2010

POLITICAL AND CAMPAIGN ETHICS

The intent of this Policy is to provide the opportunity for qualified Toastmasters to seek elected office in a positive and equitable environment.

POLITICAL ETHICS

It is imperative that Toastmasters International preserve and protect the democratic principles upon which the organization was founded, including the rights and freedoms to seek and hold office. No action, written, oral, or otherwise, shall be taken that will interfere with the right of every individual qualified Toastmaster to seek and to achieve election to any office at any level of the organization. In addition, no action shall be taken that will interfere with the right and duty of every delegate and of every proxy-holder at all times to vote solely as his or her conscience and best judgment dictates, and no actions shall be taken which might impinge upon the powers, duties, authority and responsibilities of the district councils and of the district governors in fulfilling the mission of the district.

To ensure that the democratic principles are preserved and to protect the personal integrity of its members and the integrity of the organization itself:

1. No individual member, club, district or other group shall engage in any activity or campaign by use of threats, restrictions, intimidations, "deals," candidate slates, pressures, or other unethical means which would or might prevent or dissuade any individual member from competing in any nomination or election process at any level or from exercising his or her voting franchise in any particular manner;
2. No such person or entity shall use any such action referred to in item 1. to attempt to dictate to any district officer, or district council, or member club in any respect to any degree;
3. No such person or entity shall publish or distribute any newsletter or other publication which contains defamatory remarks, malicious and derogatory charges, or false or libelous statements;
4. Except for district conferences and the International Convention, all other meetings of district officers and international directors shall be confined to such activities as will assist the district officers in fulfilling their responsibilities and shall not be used for political purposes, such as endorsements, distribution of campaign literature, presentations by or for candidates and hospitality room(s) by or for candidates;

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CAMPAIGN ETHICS

Toastmasters International is dedicated to providing men and women opportunities to develop communication and leadership skills in a mutually supportive and positive environment. Holding and fulfilling the roles of a Toastmasters Office, whether at the club, area, division, district or international level, allow members to enhance their leadership skills. In keeping with the spirit of Toastmasters International, campaigning for office at all levels should be a positive experience which fosters self-confidence and personal growth. To ensure that Toastmasters political campaigns are conducted in a positive manner:

1. All communications and activities endorsing a candidate, either by the candidate or by supporters of the candidate, shall focus on the candidate's Toastmasters accomplishments and personal qualifications for office. Endorsements shall not be used without the permission of the endorser.
2. In keeping with the spirit of Toastmasters, no negative information about candidates will be allowed in written communications meant to be distributed widely or in oral communications at an official Toastmasters meeting.
3. All activities, publications, letters, speeches and conduct of campaign participants shall be represented in a standard of excellence reflecting credit on the organization.
4. (a) 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 international officer or director candidate. No current international officer or director may endorse any international officer or director candidate. District stationery may be used in support of an international director candidate, only if the candidate has been endorsed by a majority vote of the district council. No other official Toastmasters letterhead may be used in any campaign communication.
4. (b) No member of the District Executive Committee or member of the District Nominating Committee shall officially endorse any candidate for district office. No current international officer or director may endorse any international or district candidate.
5. Activities in support of candidacy for Toastmasters office shall be conducted in an ethical manner. The candidate is accountable for the conduct of his/her campaign, and is responsible for keeping the activities of supporters within the established policies and guidelines.
6. No Toastmaster (other than the proxy signer), including past international presidents and past international directors, shall direct any proxyholder how to vote proxies at any election within Toastmasters International.

Violation of any of the above principles concerning prohibited activities by an individual member of any club, or by any club, will subject: a) the offending club to suspension or

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expulsion in accordance with Article III, Section 4, and Article III, Section 8, of the Bylaws of Toastmasters International, unless the Club expels the offending individual member or ends its own violations; and/or b) the individual member to suspension or removal from good standing, or other appropriate action, in accordance with Article III, Section 8, of the Bylaws of Toastmasters International.

Reference: Bylaws of Toastmasters International, Article III, Section 4
Bylaws of Toastmasters International, Article III, Section 8

Section VI G 1

Toastmasters International
POLICIES AND PROCEDURES

Origin Date: August 25, 1959

Last Updated: February 11, 2010

MID-YEAR TRAINING

Mid-year training will be held each year for district governors and lt. governors. The Executive Director shall:

- Establish the training schedule
- Determine and coordinate training sites
- Assign districts to specific meetings
- Develop and implement the training program

Region advisors will attend the mid-year training and may participate as trainers. International Directors also may attend mid-year training and may participate as trainers, as needed. Attendees and trainers shall be reimbursed as stated in the appropriate policies.

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

Section VI H 2

Toastmasters International
POLICIES AND PROCEDURES

Origin Date: August 12, 1958

Last Updated: February 11, 2010

PINS FOR INTERNATIONAL OFFICERS AND DIRECTORS

It is the policy of Toastmasters International:

1. To provide for Toastmasters International officers and directors perpetual pins which shall be passed on to succeeding officers and directors.
2. To give a past director pin to each outgoing director.
3. To give to each outgoing President of Toastmasters International a Past International President pin and an appropriately inscribed plaque in recognition of service to the organization.

Section VI H 4

Toastmasters International
POLICIES AND PROCEDURES

Origin Date: August 20, 1997
Last Updated: February 11, 2010

CLUB, DISTRICT AND REGION USE OF INTERNET WEB PAGES

The intent of this policy is to clarify the use of Internet Web pages by Toastmasters clubs, districts and regions. The organization recognizes the value of Web pages for marketing and information dissemination purposes.

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

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

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

District Web pages should contain information useful to current and prospective members and officers. Useful information includes, but is not limited to: listings of Toastmasters club meeting times, locations, and contact telephone numbers; information about organizing new Toastmasters clubs; the features and benefits of Toastmasters membership; membership building tips for clubs; a calendar listing appropriate information about events such as officer training, district conferences, the International Convention, and other significant events; the mission of the district and the mission of the club; a published or "last updated" date to identify the timeliness of the information; and a link to the Toastmasters International Web site. District Web pages may also include

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an online version of the district's newsletter or information appropriate for publication in the newsletter. District Web pages must include a Toastmasters International trademark acknowledgment statement as published periodically by World Headquarters. The publisher of a district Web page is the district governor who is responsible for its content.

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

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

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

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

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

Clubs, districts and regions may publish their Web pages in donated space and acknowledge the donation on the Web page. Clubs and districts may sell advertising space to offset the cost of renting space and increase club and district income. Regions

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may sell advertising space to offset the cost of renting space. (Please refer to Policies and Procedures VI D 11 regarding possible unrelated business tax on revenues.) Individual members of Toastmasters clubs may not receive any compensation to create, maintain, or host Web pages for clubs, districts or regions.

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

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

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

Section V 6

Toastmasters International
ORGANIZATION GUIDES

Last Updated: February 11, 2010

Effective Date: February 11, 2010

SECRETARY-TREASURER

The Secretary-Treasurer shall be a member of the World Headquarters staff and shall be appointed annually at the recommendation of the Executive Director, by the Board of Directors at its first meeting following the Convention, under the Bylaws of Toastmasters International, Article VI, Section 7.

As Secretary, he or she shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or the Bylaws. The Secretary-Treasurer shall issue the minutes of the Board of Directors and the Executive Committee prepared under the supervision of the Executive Director, subject to review by the President-Elect.

As Treasurer, he or she shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or the Bylaws. However, he or she may delegate, at the direction of the Executive Director, some or all of the powers and duties of the Treasurer, including the functions of a chief financial officer, to an Assistant Treasurer whose job description as a member of World Headquarters staff includes such powers and duties.

Reference: Bylaws of Toastmasters International, Article VI, Section 7