



# Minutes of the 2020-2021 Board of Directors

July 2021 to August 2021

The 2020-2021 Toastmasters International Board of Directors, International President Richard E. Peck, DTM; International President-Elect Margaret Page, DTM; First Vice President Matt Kinsey, DTM; Second Vice President Morag Mathieson, DTM; Immediate Past International President Deepak Menon, DTM; and International Directors Sal Asad, DTM; Sudha Balajee, DTM; Dorothy Isa Du, DTM; Roy Ganga, DTM; Karen Lucas, DTM; Melissa McGavick, DTM; Stefano McGhee, DTM; Elizabeth Nostedt, DTM; TK O'Geary, DTM; Harold Osmundson, DTM; Mohamad A. Qayoom, DTM; Aletta Rochat, DTM; Lesley Storkey, DTM; Naomi Takeuchi, DTM received the recommendations and report of the Policy Review Committee between July 2021 and August 2021. The committee was tasked with discussing potential changes to the governing documents related to four (4) different topics: Hybrid Meetings and Elections, Territorial Councils, Conflicts of Interest, and Hybrid Campaigning. An outline of the decision of the Board of Directors relating to the committee's work, including links directly to the minutes for each decision are included below:

1. On [July 21, 2021](#), the Board adopted the recommendations of the Policy Review Committee related to Hybrid Meetings and Elections. The Board voted to recommend proposed amendments to Protocol related to Hybrid Meetings and Elections. These amendments were deferred until a future meeting of the International President, Chief Executive Officer, and International President-Elect.
2. On [August 2, 2021](#), the Board adopted the recommendations of the Policy Review Committee related to Territorial Councils. The Board voted to recommend proposed amendments to Protocol related to Territorial Councils. These amendments were deferred until a future meeting of the International President, Chief Executive Officer, and International President-Elect.
3. On [August 2, 2021](#), the Board adopted the recommendations of the Policy Review Committee related to Conflicts of Interest. The Board voted to recommend proposed amendments to Protocol related to Conflicts of Interest and these amendments were deferred until the report of the next Governing Documents Review Committee.
4. On [August 2, 2021](#), the recommended proposed amendments to Protocol related to Hybrid Meetings and Elections were adopted by the joint authority of the International President and Chief Executive Officer with the concurrence of the International President-Elect, contingent upon the adoption of the Club Constitution amendments by the voting membership.
5. On [August 4 and 9, 2021](#), the Board adopted the recommendations of the Policy Review Committee related to Hybrid Campaigning. The Board voted to recommend proposed amendments to Protocol

related to Hybrid Campaigning. These amendments were deferred until a future meeting of the International President, Chief Executive Officer, and International President-Elect.

6. On [August 10-12 2021](#), the recommended proposed amendments to Protocol related to Territorial Councils were adopted by the joint authority of the International President and Chief Executive Officer with the concurrence of the International President-Elect.
7. On [August 10-12 2021](#), the recommended proposed amendments to Protocol related to Hybrid Campaigning were adopted by the joint authority of the International President and Chief Executive Officer with the concurrence of the International President-Elect.

Pursuant to Protocol 11.3: Board of Directors Confidentiality, items contained in the minutes of this meeting were classified as “unrestricted” upon distribution of the minutes by World Headquarters, not to include any matters marked “restricted.”



Kate Wingrove  
Secretary

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



# Minutes of the 2020-2021 Board of Directors Teleconference

July 21, 2021

The 2020-2021 Toastmasters International Board of Directors met on July 21, 2021, with International President Richard E. Peck, DTM, presiding. The other officers and directors present were: Margaret Page, DTM; Matt Kinsey, DTM; Morag Mathieson, DTM; Deepak Menon, DTM; Sal Asad, DTM; Sudha Balajee, DTM; Dorothy Isa Du, DTM; Roy Ganga, DTM; Karen Lucas, DTM; Melissa McGavick, DTM; Mohamad A. Qayoom, DTM; Stefano McGhee, DTM; Elizabeth Nostedt, DTM; TK O'Geary, DTM; Harold Osmundson, DTM; Aletta Rochat, DTM; Lesley Storkey, DTM; Naomi Takeuchi, DTM; and Chief Executive Officer Daniel Rex. Legal Director and Corporate Counsel Aaron Charrouf, District Growth and Support Director Jonathan Lam, Marketing Communications Director John Lurquin, Club Quality and Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, Records Management Administrator Kristen Kyriazis, Executive Administrative Assistant Casey Welsh, and Secretary Kate Wingrove were also present.

1. The Board reviewed and accepted the agenda as presented.
2. The Policy Review Committee presented their report, relating to hybrid meetings and elections, to the Board. The committee had been tasked with reviewing the governing documents and making recommendations with regard to the Annual Business Meeting and District Council annual meetings to enhance clarity and enable the regular conduct of hybrid meetings and elections. The committee made recommendations to provide guidance regarding the options of onsite and/or online meetings or a combination of both, known as "hybrid" meetings for the Annual Business Meeting and the District Council annual meeting. The following recommendations of the committee were approved by the Board of Directors:
  - Encourage Districts to regularly include education on the importance of voting, as well as when and how to do so, during Club Officer Training, effective September 1, 2021
  - World Headquarters to continue reviewing, on an annual basis, technological improvements that would support increased interactivity between online and onsite participants, effective September 1, 2021

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The Committee recommended amendments to Protocol 7.1 and Protocol 9.0 to support options of onsite, online, and hybrid meetings for the District Council annual meeting. These protocol changes are anticipated to be finalized during a future Executive Committee meeting.

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3. On July 11, 2021, the National Speakers Association presented the members of Toastmasters International with the Master of Influence award, the first time this award was presented to an organization, rather than an individual.

As there was no other business on the agenda, the meeting was adjourned.

Pursuant to Protocol 11.3: Board of Directors Confidentiality, items contained in the minutes of this meeting were classified as “unrestricted” upon distribution of the minutes by World Headquarters, not to include any matters marked “restricted.”



Kate Wingrove  
Secretary

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



# Minutes of the 2020-2021 Board of Directors Teleconference

August 2, 2021

The 2020-2021 Toastmasters International Board of Directors met on August 2, 2021, with International President Richard E. Peck, DTM, presiding. The other officers and directors present were: Margaret Page, DTM; Matt Kinsey, DTM; Morag Mathieson, DTM; Deepak Menon, DTM; Sal Asad, DTM; Sudha Balajee, DTM; Dorothy Isa Du, DTM; Roy Ganga, DTM; Karen Lucas, DTM; Melissa McGavick, DTM; Mohamad A. Qayoom, DTM; Stefano McGhee, DTM; Elizabeth Nostedt, DTM; TK O'Geary, DTM; Harold Osmundson, DTM; Aletta Rochat, DTM; Lesley Storkey, DTM; Naomi Takeuchi, DTM; and Chief Executive Officer Daniel Rex. Legal Director and Corporate Counsel Aaron Charrouf, District Growth and Support Director Jonathan Lam, Marketing Communications Director John Lurquin, Club Quality and Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, Records Management Administrator Kristen Kyriazis, Executive Administrative Assistant Casey Welsh, and Secretary Kate Wingrove were also present.

1. The Board reviewed and accepted the agenda as presented.
2. The Policy Review Committee presented their report, relating to Territorial Councils, to the Board. The committee had been tasked with reviewing the governing documents and making recommendations with regard to the role of Territorial Councils in the organization. The committee made recommendations to discontinue the use of Territorial Councils and decrease the requirements to become a Provisional District, with the goal of streamlining and simplifying the organizational structure. The following recommendations were approved by the Board of Directors:
  - Discontinue Territorial Councils by removing all references from the governing documents
  - The Board adopted amendments to the District Administrative Bylaws (attached), Policy 4.0 (attached), Policy 7.0 (attached), Policy 8.3 (attached), and Policy 8.4 (attached), effective July 1, 2022. These amendments remove references to Territorial Councils and modify references to Provisional Districts.

The Committee recommended amendments to Protocol 4.0 and Protocol 7.0 to remove references to Territorial Councils and modify references to Provisional Districts to support the new requirements. These protocol changes are anticipated to be finalized during a future meeting of the International President, Chief Executive Officer, and International President-Elect.

Existing Territorial Councils and those formed prior to July 1, 2022 will not be affected by these

changes unless they meet the new requirement for Provisional Districts, in which case they would become Provisional Districts. Based on the modification and the current status of the two Territorial Councils, it is anticipated that both Territorial Councils will become Provisional Districts.

3. The Policy Review Committee presented their report, relating to conflicts of interest, to the Board. The committee had been tasked with reviewing the governing documents and making recommendations to reduce or avoid future instances where there is a clear conflict of interest. The committee made recommendations to clarify what constitutes a conflict of interest at the club, District, and international levels.

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The committee recommended amendments to the Glossary of Governing Documents as well as to Policy 7.2 and Policy 11.11, Section 2.B.I. These recommendations were deferred to the next Governing Documents Review Committee.

The committee recommended amendments to Protocol 8.4 and Protocol 11.1 to address potential District- and international-level conflict of interest issues. These protocol changes were deferred until the report of the next Governing Documents Review Committee.

4. **HIGHLY CONFIDENTIAL**

As there was no other business on the agenda, the meeting was adjourned.

Pursuant to Protocol 11.3: Board of Directors Confidentiality, items contained in the minutes of this meeting were classified as “unrestricted” upon distribution of the minutes by World Headquarters, not to include any matters marked “restricted.”



Kate Wingrove  
Secretary

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

# District Administrative Bylaws

## Article I: Authority and Title

**(a) Authority**

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

**(b) Applicability**

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

**(c) District Title**

This District shall be designated as set forth in the title of these administrative bylaws.

## Intellectual Property

### 1. Trademarks and Copyrights

- A. The use of Toastmasters International's trademarks is defined in Article III, Section 6 and Article XIII, Sections 1 through 4 of the Bylaws of Toastmasters International.
- B. The membership marks "Toastmasters International," "Toastmaster," and "Toastmasters," and the emblem are registered for trademark protection in all countries where Districts, ~~or~~ Provisional Districts, ~~or~~ ~~Territorial Councils~~ exist, for exclusive use by or under the authority of Toastmasters International. Trademark registration prior to ~~Territorial Council~~ ~~or~~ Provisional District status is pursued if deemed appropriate by the Chief Executive Officer.
- C. The Chief Executive Officer is authorized and directed to take appropriate steps as needed to protect the copyrights and marks of Toastmasters International and to prohibit their unauthorized use or misappropriation by any unauthorized person or group in any geographical area.
- D. Individual members are provided Toastmasters International's proprietary material for educational purposes only in connection with Toastmasters activities. Any unauthorized derivative works which are created using Toastmasters International's proprietary material are the property of Toastmasters International.
- E. Unauthorized use of the marks or copyrighted materials is prohibited and may result in removal from good standing of an individual member, revocation of a club charter, removal of an officer at any level, or other disciplinary or legal action.
- F. Toastmasters International may create and use an alternate graphic image rather than the official emblem.
  - I. When used, all rights and prohibitions that apply to the emblem shall apply to such image.
  - II. The Chief Executive Officer determines whether trademark or other protective measures are taken with regard to such images.
  - III. Changes to any such alternate graphic image must be approved by the Executive Committee.

### 2. Brand Standards

- A. The Toastmasters brand is made up of several elements integral to ensuring a consistent identity for Toastmasters clubs, Districts and Toastmasters International. Its correct and consistent application accelerates engagement, raises the organization's credibility and improves brand recall. Brand elements include:
  - I. Logo
  - II. Wordmark



- III. Color Palette
  - IV. Typography
  - V. Tagline
- B. Toastmasters International publishes a Brand Manual on the Toastmasters International website. It includes all brand standards that shall be followed. The primary brand standards are:
- I. The Toastmasters logo and wordmark, as currently published by Toastmasters International, are the graphic images that represent Toastmasters clubs, Districts, and Toastmasters International.
    - a. The logo and wordmark may not be modified in any way.
    - b. Individual members, clubs and Districts may not create or use their own logos to replace or supplement the Toastmasters logo and wordmark.
    - c. Previous versions of the emblem or logo and non-compliant brand images may not be used on any club- or District-related material except when the material is part of an historical display.
    - d. A previous version of a Toastmasters banner may be displayed at a Toastmasters event as long as the most currently branded version of the banner is more prominently displayed.
    - e. When photos are posted on social media of any Toastmasters event where banners are displayed, a previous version of a Toastmasters banner shall only be shown if the most currently branded version of the banner is more prominently shown.
  - II. There are seven colors that make up Toastmasters' brand color palette. No other colors may be used in the development of marketing materials, meeting agendas and related items, electronic media, or any other material that represents Toastmasters in any way.
  - III. The Toastmasters brand is represented by four fonts. No other fonts may be used.
  - IV. Toastmasters' official tagline is "Where Leaders Are Made." While usage is not mandatory, no other tagline or theme may be used except in the promotion of special events such as District conferences and club officer and District leader training events.
- C. Misuse of brand elements is prohibited and may result in removal from good standing of an individual member, revocation of a club charter, removal of an officer at any level, or other disciplinary or legal action.

### **3. Use of Toastmasters Material**

- A. Toastmasters International is promoted through the Success Communication Series, the Success Leadership Series, The Better Speaker Series, The Leadership Excellence Series, and The Successful Club Series and Youth Leadership programs, which non-members may attend.

- B. Toastmasters International's tax-exempt and nonprofit statuses are jeopardized when the organization or clubs are perceived to be in the seminar business and in competition with for-profit enterprises.
- C. In the countries where Toastmasters clubs are covered by liability insurance, the insurance is not valid for activities outside of normal Toastmasters meetings.
- D. All programs are presented by individual members acting as representatives of their clubs, thereby preserving the identity of the programs, clubs, and organization.
- E. Non-Toastmasters may request permission from Toastmasters International to use Toastmasters' programs and materials. Individuals, educational institutions, and other organizations may only use Toastmasters' programs and materials in a manner which provides no pecuniary gain or profit, directly or indirectly, as described in Article II of the Articles of Incorporation of Toastmasters International.
- F. Districts are responsible for training club officers and for providing other training that helps clubs function more effectively, achieve excellence, and deliver on their mission.
- G. Individual members and clubs may only conduct training programs, seminars, and other events for other clubs and members with the permission of the District. Subject matter and content of any such training program, seminar, or event shall be in keeping with the club and District missions.

#### **4. Membership Contact Information**

- A. Members' contact information is only provided to appropriate members and officers as needed.
- B. Members' contact information is only used for official Toastmasters business.
- C. Access to members' contact information is governed by and limited to the provisions of the California Nonprofit Public Benefit Corporation Law, including any local data privacy laws in effect in each jurisdiction.

#### **5. Surveys**

- A. The only entity authorized to conduct surveys of members and former members and release the results of those surveys is World Headquarters with the following exceptions:
  - I. The Chief Executive Officer may grant written permission to conduct surveys of members and former members and release the results of those surveys.
  - II. Clubs may survey their own members.
  - III. Districts may seek information on educational or related programs from members within the District for their own use.
- B. The conduct of any surveys by outside entities, such as academic sources, and the release and use of survey results, is at the discretion of the Chief Executive Officer.

## District Structure

### 1. District Officers

- A. District officers and their duties are described in Article XII, Section 3, of the Bylaws of Toastmasters International and in Articles VII and VIII of the District Administrative Bylaws. Districts shall not change, modify, or add to the District officer position titles nor change the function of these positions.

### 2. District Formation

- A. New Districts are created, and existing Districts consolidated or reformed, under the authority of Article XII, Section 1, of the Bylaws of Toastmasters International only after the Board of Directors has determined the following:
  - I. Enough Member Clubs exist in the territory to be included within the proposed new or consolidated Districts.
  - II. These clubs are of sufficient membership strength to assure efficient and financially sound administration of such proposed Districts.
- B. District formations may be approved by the Board based on the following:
  - I. The Board, on its own initiative, may grant authority for ~~Territorial Councils,~~ Provisional Districts, and Districts.
  - II. Sixty clubs in good standing is the basis for development of a sound District administration.
  - III. All clubs within the boundaries ~~of a Territorial Council, or~~ of a Provisional, consolidated, or reformed District become a part of such District, and no club within that territory thereafter has the right to maintain an independent operation, except under unusual circumstances or conditions determined by the Board.
  - IV. The Board may form, consolidate, or reform Districts on its own initiative for the best interests of Toastmasters International and the clubs.
  - V. Applications for a ~~Territorial Council, Provisional District, or~~ District are submitted to the Chief Executive Officer. The Board may approve the formation upon recommendation from the Chief Executive Officer.

## District Leader Expenses

### 1. District Leader Expenses Paid by World Headquarters

- A. District expenses are governed by Article XII, Section 2, of the Bylaws of Toastmasters International.
- B. World Headquarters reimburses the travel expenses of the District Director, Program Quality Director, and Club Growth Director (including for Provisional District leaders ~~and equivalent leadership roles for Territorial Councils~~) for the mid-year and August trainings as follows:
  - I. World Headquarters fully reimburses round-trip public transportation costs at the lowest rate between the passenger terminal nearest the training site and the home of the officer.
  - II. World Headquarters reimburses motor vehicle transportation at the current charitable mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service (IRS) by the most direct route for the following individuals:
    - United States citizens residing in the United States; or
    - United States citizens residing outside of the United States who file a United States tax return; or
    - Non-United States citizens residing in the United States.

For non-United States citizens residing outside of the United States, reimbursement is governed by local regulations and/or District policy, not to exceed the current IRS standard business rate.

Mileage reimbursement shall not exceed the lowest airfare rate. A person accompanying another person receiving reimbursement is not entitled to reimbursement.
  - III. World Headquarters reimburses actual costs incurred for any other mode of transportation not exceeding the lowest airfare rate.
- C. District Directors attending the International Convention each receive a \$30 USD per diem (not exceeding \$120 USD) when the District Director attends the Candidate Corner, Candidate Showcase, and the Annual Business Meeting; and one (1) discounted convention registration.

~~D. World Headquarters does not provide reimbursement for travel or expenses for Territorial Council leaders except as specified above.~~

### 2. District Leader Expenses Paid by Districts

- A. District expenses paid by Districts are governed by Article XII, Section (a) of the District Administrative Bylaws. Expense reimbursements to District leaders must be included in the District budget.
- B. For Mid-Year District Leader Training, Districts may reimburse the District Director, Program Quality Director, and Club Growth Director for lodging and transportation expenses not paid by World Headquarters. Meals may be

reimbursed up to \$30 USD per day.

- C. For August District Leader Training, Districts may reimburse the District Director, Program Quality Director, and Club Growth Director, and other leaders for whom training is provided and authorized by Toastmasters International, for lodging and transportation expenses not paid by World Headquarters. Meals may be reimbursed up to \$30 USD per day.
- D. For International Convention, Districts may reimburse the District Director, Program Quality Director, and Club Growth Director for registration, lodging, and transportation expenses not paid by World Headquarters. Meals may be reimbursed up to \$30 USD per day.
- E. For International Convention, Districts may reimburse the Immediate Past District Director for registration, lodging, and transportation expenses not paid by World Headquarters.
- F. Districts do not reimburse any other individuals unless approved by the Chief Executive Officer.
- G. Registration includes conference or convention registration and ticketed events and meals that are part of the conference or convention.
- H. Lodging includes hotel accommodations, including applicable taxes; it excludes personal telephone expenses and other incidental expenses.
- I. All expenses listed in this section must be substantiated by receipts.

### **3. General District Leader Expense Provisions**

- A. Reimbursement of travel expenses is based on full participation and attendance.
- B. Allowable travel expenses may include up to round-trip airfare or other public transportation (coach) or mileage up to the current charitable standard mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service (IRS) by the most direct route for the following individuals:
  - United States citizens residing in the United States; or
  - United States citizens residing outside of the United States who file a United States tax return; or
  - Non-United States citizens residing in the United States.

For non-United States citizens residing outside of the United States, reimbursement is governed by local regulations and/or District policy, not to exceed the current IRS standard business rate.

- C. Travel expenses exclude motor vehicle rentals, gasoline, and incidental expenses.
- D. If a District leader's registered domicile is outside the geographic boundaries of the District in which they are serving, reimbursement is based either on the residence at the time of the election or on the farthest geographic of the District, whichever is less.
- E. If a District leader moves out of the geographic boundaries of the District from which that District leader was elected, reimbursement is based either on the residence at the time of election or on the current residence, whichever is less.

- F. Districts do not provide any expense payments to speech contestants attending the International Convention.

## District Fiscal Management

1. District financial management is governed by Article XII, Section 2 of the Bylaws of Toastmasters International and by Article XII, Section (a) of the District Administrative Bylaws, which includes requirements for transfers of funds from Toastmasters International to the District. From the membership dues collected by World Headquarters, the Board of Directors makes funds available for District activities. Funds are also collected from undistricted clubs and placed in a separate reserve account for future **formation of Provisional Districts**~~Territorial Councils~~.
  - A. These funds include the amounts available in the appropriate District or **Provisional District**~~Territorial Council~~ reserve account. For each member for whom membership dues are received, 25% is deposited in the appropriate reserve account. This amount shall be referred to as the District Membership Dues Allocation.
  - B. When a **Provisional District**~~Territorial Council~~ is established, it receives funds equal to 25% of the **Provisional District's**~~council's~~ estimated dues income for the next year.
2. All District funds, regardless of source, are Toastmasters International funds and are to be used to carry out the Toastmasters International and District missions.
3. Each District shall adopt all accounting, payment, or similar systems put in place, when instructed, by Toastmasters International.
4. Toastmasters International also funds District activities that support the District mission. These include, but are not limited to, training events for District leaders, software systems to support financial management and club building, district support functions, and marketing programs.

To support these activities, each District will contribute five (5) percent of its previous year's District Membership Dues Allocation annually. The amount will be collected from each District's reserve account evenly throughout the year on a monthly basis.

5. The District Director, either the Program Quality Director or Club Growth Director, and District Finance Manager may jointly establish District bank accounts and shall have signatory authority on all accounts established by the District and those established on behalf of the District by Toastmasters International, including any Division, Area, and conference accounts. Alternate signers are permissible only if approved by the Toastmasters International Executive Committee. When District accounts are established by Toastmasters International, Districts will be required to discontinue the use of all other accounts, when instructed by Toastmasters International.
6. Funds in District bank accounts must be available on demand. They may not be placed in any type of investment account (i.e. where the funds are at risk or the account has a maturity date).

7. If authorized by the District and included as part of the District budget, a Division, Area, or conference is allocated funds and has its own budget.
  - A. Division, Area, and conference financial activity is subject to the supervision of the District Director and must be included in the quarterly Profit and Loss Statement, mid-year audit, and year-end audit.
  - B. Monthly Division, Area, and conference financial activity reports, showing variances with explanations, must be provided to the District Director, Program Quality Director, and Club Growth Director within 30 days of the end of the month.
  - C. Funds in Division, Area, and conference bank accounts are owned by the District and by Toastmasters International. The administration of Division, Area and conference funds shall follow the same rules as District funds.
8. The Chief Executive Officer withholds District funds as needed and, with the approval of the Executive Committee, assumes financial control of a District.





# Minutes of the 2020-2021 Board of Directors Teleconference

August 4 and 9, 2021

The 2020-2021 Toastmasters International Board of Directors met on August 4, 2021, with International President Richard E. Peck, DTM, presiding. The other officers and directors present were: Margaret Page, DTM; Matt Kinsey, DTM; Morag Mathieson, DTM; Deepak Menon, DTM; Sal Asad, DTM; Sudha Balajee, DTM; Dorothy Isa Du, DTM; Roy Ganga, DTM; Karen Lucas, DTM; Melissa McGavick, DTM; Mohamad A. Qayoom, DTM; Stefano McGhee, DTM; Elizabeth Nostedt, DTM; TK O'Geary, DTM; Harold Osmundson, DTM; Aletta Rochat, DTM; Lesley Storkey, DTM; Naomi Takeuchi, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Legal Director and Corporate Counsel Aaron Charrouf, District Growth and Support Director Jonathan Lam, Club Quality and Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, Records Management Administrator Kristen Kyriazis, Executive Administrative Assistant Casey Welsh, and Secretary Kate Wingrove were also present.

1. The Board reviewed and accepted the agenda as presented.
2. The Policy Review Committee, Hybrid Campaigning subcommittee presented their report to the Board. The committee had been tasked with reviewing the governing documents and making recommendations for an effective plan and process for hybrid campaigning for both international and District leader elections while maintaining the intended fairness and equality for all candidates. The following recommendations of the committee were approved by the Board of Directors:
  - Amendments to Policy 9.1 (attached) to require international-level floor candidates to declare their intent to run from the floor by July 1 and to discontinue the use of physical campaign materials, with the exception of business cards, effective for the 2022-2023 election cycle
  - Setting the time frames for international candidate interviews to 15-, 20-, and 30-minute increments, effective for the 2022-2023 election cycle
  - Inserting a statement into the *International Officer and Director Candidates Handbook* recommending that those online interviews conducted in the month of June focus on current and Past International Presidents, current and Past International Directors, and current and Past Region Advisors, and that the period from July 1 to the weekend before the convention focus on District leaders, effective for the 2022-2023 election cycle

The committee recommended amendments to Protocol 9.1 to align with the Policy 9.1 modifications related to requiring international-level floor candidates to declare their intent to run from the floor by July 1. The changes to Protocol 9.1 (attached) were adopted by the joint authority of the International President and Chief Executive Officer with the concurrence of the International President-Elect.

The committee recommended the creation of a Meet the Candidates event during the International Convention to allow delegates to meet candidates in person. This recommendation was deferred to a future Board committee.

The 2020-2021 Toastmasters International Board of Directors met on August 9, 2021, with International President Richard E. Peck, DTM, presiding. The other officers and directors present were: Margaret Page, DTM; Matt Kinsey, DTM; Morag Mathieson, DTM; Deepak Menon, DTM; Sal Asad, DTM; Sudha Balajee, DTM; Dorothy Isa Du, DTM; Roy Ganga, DTM; Karen Lucas, DTM; Melissa McGavick, DTM; Mohamad A. Qayoom, DTM; Stefano McGhee, DTM; TK O'Geary, DTM; Harold Osmundson, DTM; Aletta Rochat, DTM; Lesley Storkey, DTM; Naomi Takeuchi, DTM; and Chief Executive Officer Daniel Rex as a continuation of the August 4, 2021 meeting. Chief Financial Officer John Bond, Legal Director and Corporate Counsel Aaron Charrouf, Director of Partnerships and Development Angela Cunningham, District Growth and Support Director Jonathan Lam, Club Quality and Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, Records Management Administrator Kristen Kyriazis, Executive Administrative Assistant Casey Welsh, and Secretary Kate Wingrove were also present. International Director Elizabeth Nostedt, DTM was absent.

3. The Board reviewed and accepted the agenda as presented.
4. The Policy Review Committee, Hybrid Campaigning subcommittee continued presenting their report to the Board. The following recommendations of the committee were approved by the Board of Directors:
  - Amendments to Policy 9.1 (attached) to provide clear guidelines regarding campaign materials and candidate presentations, to provide clear social media guidelines for international-level candidates, and for including candidate biographies on District websites, effective for the 2022-2023 election cycle
  - Conducting a survey of voting delegates after the Annual Business Meeting to learn what resources are most valuable in making an educated decision or electing international candidates
  - Creating a District Leadership Committee (DLC) Handbook and a District Officer Candidates Handbook and accompanying training

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The committee recommended amendments to Protocol 9.0 (attached) to allow an online Candidate Showcase to be prerecorded and published or held in person at the District conference prior to the District Council annual meeting, requiring candidates for District office to be provided with all available contact information for District Council members for campaign purposes, to remove references to facsimile communications and to include social media pages in unsolicited subscriptions to information by or about a candidate. The changes to Protocol 9.0 (attached) were adopted by the joint authority of the International President and Chief Executive Officer with the concurrence of the International President-Elect, effective no later than July 1, 2022.

The committee recommended amendments to Protocol 9.0 to limit candidate communications with voting delegates during the District Council meeting elections. These protocol changes are anticipated to be finalized during a future meeting of the International President, Chief Executive Officer, and International President Elect.

As there was no other business on the agenda, the meeting was adjourned.

Pursuant to Protocol 11.3: Board of Directors Confidentiality, items contained in the minutes of this meeting were classified as “unrestricted” upon distribution of the minutes by World Headquarters, not to include any matters marked “restricted.”



Kate Wingrove  
Secretary

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

## International Campaigns and Elections

### 1. Schedule

| Date  | Action   |
|---|--|
| September 1                                       | Call for candidate declarations.   |
| October 1   | Deadline for International Officer and Director candidates to declare intent.  |
| October 15  | Officer and Director Candidate Assessment conducted for declared candidates. Subsequent assessments shall be conducted for candidates sought by the ILC.   |
| April 15  | ILC announces International Officer and Director candidates by this date, when practicable.<br>Floor candidates, who have completed the ILC evaluation process, for Officer or Director positions may declare intent after ILC results have been announced. <b>Written notification indicating intent to run from the floor must be submitted to the International President no later than July 1.</b> |
| At least 60 days prior to Annual Business Meeting | ILC nominations are published in the <i>Toastmaster</i> magazine and on the Toastmasters International website.  |

### 2. International Leadership Committee

- A. The International Leadership Committee (ILC) is defined and described in Article VII, Section 3, nominations are governed by Article VIII, and elections are governed by Article IX, of the Bylaws of Toastmasters International.
- B. The ILC evaluates the organization's internal leadership development program and provides recommendations for improvement to the Executive Committee.
- C. ILC members are appointed by the International President-Elect in February for a term of service beginning in August of the same year. International Officers and Directors may recommend appointees.
- D. Three (3) members of the ILC are Past International Presidents:
  - I. The Past International President whose term as International President was completed two (2) terms prior to the February appointment serves as chair for one (1) year.
  - II. The Past International President whose term as International President was completed the term prior to the February appointment serves as co-chair for one (1) year and chair the following year.
  - III. One (1) additional Past International President is appointed by the International President-Elect to serve as a committee member for one (1) year.
- E. Vacancies in offices held by Past International Presidents may be filled by any Past International President, except by the Immediate Past International President.

- F. One (1) member from each region serves a two-year term on the ILC. The committee member shall represent the geographic region for which they were appointed and shall be considered unchanged notwithstanding any change of residence or boundary revision made during the two-year term. The member is a Past International Director or, if a Past International Director who is willing and able to serve cannot reasonably be found, a Past District Director from that region may serve.
- G. Subject to Executive Committee approval, the International President-Elect may remove a committee member (the Executive Committee may also remove a committee member), grant a committee member a leave of absence, and fill a vacancy.
- H. A vacancy of one (1) year or less may be filled by a committee member whose full term expired within the prior two (2) years, a committee member who served a full term more than two (2) years ago, or by an individual who has never served on the committee.

If the individual filling the one (1) year or less vacancy has not served on the committee previously, that individual is eligible to serve a full two-year term immediately following the one year or less time of service.

- I. Region Advisors, District leaders (including the Immediate Past District Director), and campaign managers or other lead members of an International Officer or Director candidate campaign team do not serve on the committee.
- J. A committee member may not be a candidate for international office for one (1) year after leaving the ILC nor serve two (2) consecutive terms.
- K. Committee members may be reappointed only after a two-year absence from the committee.
- L. The ILC nominates at least one (1) and not more than two (2) candidates for each of the offices of International President-Elect, First Vice President, and International President if there is no International President-Elect to succeed to that office.
- M. The ILC nominates at least two (2) candidates for the office of Second Vice President.
- N. The ILC nominates at least two (2) candidates for the open International Director positions with the exception that one (1) candidate may be nominated if no other willing and able candidate can reasonably be found.
  - I. An individual is considered willing and able if they are prepared to serve and possess the attributes and competencies to perform successfully on the Board of Directors. The attributes and competencies are published on the Toastmasters International website.
- O. The chair of the ILC has the following duties and responsibilities:
  - I. The chair schedules committee meetings; orients new committee members; develops and communicates meeting agendas and the meeting calendar; sets

expectations for communication among committee members; and ensures that committee activities are carried out in a timely and appropriate way.

- II. The chair organizes communication with candidates, ensures candidates are given full and fair consideration, and develops the timetable and expectations for candidate interviews.
  - III. The ILC Chair upholds leadership attributes and provides feedback to the Executive Committee, through the International President, regarding the ILC process and leadership development.
- P. ILC members are fair and open-minded.
- I. Committee members with a conflict of interest, such as a business or personal relationship with a candidate that creates a reasonable doubt as to the ability of the committee member to be impartial, must declare to the chair or co-chair as soon as the conflict is identified. They must also abstain from discussion and voting regarding that candidate in context of the Committee. In the event that the chair or co-chair has a conflict of interest, as specified above, the chair or co-chair must submit their resignation to the International President-Elect as soon as the conflict is identified.
  - II. Their responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study candidate materials, review assessment results, conduct candidate interviews, review Policy violations by candidates, listen to reports from other committee members, make informed decisions, suggest or recruit qualified candidates until nominations are announced, and seek ways to improve leadership development.
  - III. ILC members request reimbursement for telephone calls or other reasonable expenses within 30 days after the end of their term.
- Q. International Officer and Director candidates may be self-declared candidates. The committee may receive names of qualified candidates or seek them out.
- R. If a nominated candidate withdraws, the committee may nominate a replacement.

### **3. Candidate Assessment**

- A. Each year the ILC Chair solicits feedback about International Officer and Director candidates from ILC members and Board Members.
- B. Each International Officer Director candidate's competencies will be assessed by leaders whose dues are paid and who served with them in previous Toastmasters roles. The assessment will be administered each November by a professional assessment firm.
  - I. All candidates must complete a self-assessment on or before a date determined by the ILC Chair. Candidates who do not comply with this requirement will not be evaluated by the ILC.
- II. An assessment will be administered each time a candidate is considered for any role.

- III. The results will be provided to the ILC and each respective candidate. Candidates must, before receiving the assessment results, sign a confidentiality form, agreeing in writing to keep them completely confidential.

Candidates may designate up to three (3) individuals to also receive their assessment results. Candidates may not share their results with these individuals directly. World Headquarters will provide any individual designated by a candidate with a confidentiality form. Once World Headquarters has received a signed form from the individual, the results will be provided to that individual directly.

- IV. Breaches of assessment confidentiality by anyone are subject to appropriate disciplinary action as a level-three campaign violation.
  - V. The ILC Chair may discuss candidates and assessment results as appropriate with the chair of the Region Advisor Selection Committee and Chief Executive Officer.
- C. For Second Vice President candidates, the assessment tool is sent to:
- I. International Officers who served while the candidate was an International Director
  - II. International Directors who served while the candidate was an International Director
  - III. The Region Advisor(s) from the same region who served while the candidate was an International Director
  - IV. The candidate
- D. For First Vice President and International President-Elect candidates, the assessment tool is sent to:
- I. International Officers who served while the candidate was an International Officer and International Director.
  - II. International Directors who served while the candidate was an International Officer and International Director.
  - III. The Region Advisor(s) from the same region who served while the candidate was an International Director.
  - IV. The candidate.
- E. For International Director candidates, the assessment tool is sent to:
- I. The Region Advisor, International Director, Program Quality Director (PQD), Club Growth Director (CGD), Immediate Past District Director (IPDD), District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was District Director (DD).

- II. The Region Advisor, the International Director, DD, CGD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was PQD.
- III. The Region Advisor, the International Director, DD, PQD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was CGD.
- IV. The District Directors, Program Quality Directors, and Club Growth Directors who served in the region while the candidate was a Region Advisor.
- V. The current District Director, Program Quality Director, and Club Growth Director of the candidate's home district.
- VI. The candidate.

#### **4. Nominee Selection**

- A. Candidate interviews follow the timing, quantity, and schedule determined by the chair. Interviews are based on consistent interview questions developed by the committee.
- B. Candidate interviews will be conducted using video conferencing. A candidate must have the capability to participate fully (audio and video) in the interview to be evaluated by the ILC. Interviews will be recorded for ILC internal use. Recordings will be deleted upon the release of the International Officer and Director ILC nominations on the Toastmasters International website.
- C. Candidates must maintain confidentiality of all ILC interview questions and discussions until the release of the International Officer and Director ILC nominations on the Toastmasters International website.
- D. Committee members, when evaluating a candidate's attributes and competencies relating to service on the Board of Directors and determining which candidates to nominate, take into account: assessment results, interviews, input from current and past leaders and other Toastmasters members, candidate materials during their selection process, and Policy violations by candidates.
- E. Each ILC member votes to nominate one (1) candidate for International President-Elect, First Vice President, and International President (if necessary) and two (2) different candidates for Second Vice President.
- F. If at least one-third of the committee members requests that a second or third candidate be nominated, each committee member may vote for as many candidates as are nominated.
- G. Committee member votes are confirmed in writing.
- H. To be nominated, a candidate must receive votes from at least a majority of the committee members.
- I. The chair participates in discussions about candidates and votes for each nomination.



## **5. Nomination Results**

- A. Once the candidates have been selected for nomination, the chair or a co-chair notifies nominated candidates and confirms their acceptance of the nomination. Candidates must verify their acceptance in writing to the chair.
- B. Candidates may not run for, be elected to, or appointed to any District-level (including Area and Division) role or apply for, or be selected as, a Region Advisor after being nominated by the ILC.
- C. The chair or a co-chair notifies candidates who are not nominated and provides specific feedback related to the competencies required to be a nominated International Officer or Director. The chair or a co-chair may provide feedback to nominated candidates upon request.
- D. All other candidate interview information is confidential, and the entire deliberative process of the ILC is confidential. Breaches of ILC confidentiality by anyone are subject to appropriate disciplinary action.
- E. All documentation, files, and reports are kept by World Headquarters for five (5) years.

## **6. Announcement of Candidacy and Distribution of Campaign Materials**

- A. International Officer and Director qualifications are defined in the Bylaws of Toastmasters International, Article IX, Section 2.
- B. Candidates may submit a Letter of Intent to World Headquarters confirming their intention to run for office, on or after September 1 of that election cycle. World Headquarters provides all Letters of Intent to the ILC Chair and Co-Chairs.
  - I. The ILC Chair and Co-Chairs review each Letter of Intent to evaluate potential conflicts of interest. The ILC, by a two-thirds vote of the Chair and Co-Chairs, may reject a Letter of Intent due to disclosed conflicts of interest. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any potential International Officer or Director.
  - II. A Letter of Intent must be accepted by the ILC before a candidate may engage in public campaign activities.
  - III. By signing the Letter of Intent, the candidate acknowledges having read and understood the campaign policies and takes responsibility for the conduct of supporters. Furthermore, the candidate acknowledges that all actual, apparent, or potential conflicts of interest have been disclosed.
  - IV. A Letter of Intent, biographical information, and a photograph must be received at World Headquarters no later than October 1 for International Officer and Director candidates.
  - V. Once the ILC accepts a candidate's Letter of Intent, the candidate may not run for, apply to, be elected to, or appointed to any District-level (including Area and Division) role. Candidates serving in an elected or appointed District-level (including Area and Division) role must resign immediately. If candidates remove

themselves from the ILC evaluation process, or are not nominated by the ILC and choose not to continue as a candidate, they are eligible to serve in a District-level (including Area and Division) role.

- VI. After the ILC accepts a candidate's Letter of Intent, the candidate will be provided contact information of the Board, current and past Region Advisors, Past International Presidents, Past International Directors, Immediate Past District Directors, District Directors, Program Quality Directors, and Club Growth Directors. The contact information shall only be used for campaign purposes.
- VII. Candidates must provide World Headquarters with a copy of or link to all distributed or published campaign materials upon or before delivery.
- C. Eligible candidates who have not been nominated by the ILC may run from the floor at the Annual Business Meeting as defined in the Bylaws of Toastmasters International, Article VIII, Section 3.
  - I. A Letter of Intent for the candidate must be on file with World Headquarters.
  - II. If a Letter of Intent for a floor candidate is on file, a competing nominated candidate shall be considered opposed.

**III. Written notification indicating intent to run from the floor must be submitted to the International President no later than July 1.**

## 7. International Candidate Campaigning

- A. Candidates for Second Vice President and International Director may only visit clubs, Districts, and District leaders within their declared home region. In addition, candidate may continue to attend any meetings of clubs in which they are a paid member as of September 1 of the election cycle.
- B. Candidates **and the candidates' representatives, at District conferences or at the International Convention**, may:
  - I. ~~p~~**P**roduce, distribute, post, and make available for download educational and/or informational ~~print~~, audio, video, and electronic materials, but may not play them at District conferences or at the International Convention. ~~Only the candidate and the candidate's representatives may distribute such materials.~~
  - II. **Only distribute business cards (per the branded business cards description on the Brand Portal) as the sole print item.**
  - III. ~~Candidates may n~~**N**ot produce or distribute any **other** campaign items (such as, but not limited to, buttons, pins, USB drives, apparel, and gifts).
- C. A candidate may use Toastmasters trademarks on campaign materials and websites, only after the candidate's Letter of Intent and biographical information has been received by World Headquarters. Use of the trademarks on any other items requires the written permission of the Chief Executive Officer.
- D. Unsolicited subscriptions to information by or about a candidate are not permitted.

- E. District publications, **social media**, and websites that include information written by or about candidates must not be distributed beyond their regular distribution list. District publications, **social media**, and websites may not contain advertisements about candidates and may not contain articles or notices about candidates from outside the District. **District publications, social media, and websites may link to the list of candidate biographies on the Toastmasters International website.**
- F. Candidates shall only send campaign messaging that articulates the candidate's qualifications, vision for the organization, and strategies to accomplish that vision. This messaging may be sent in writing or delivered verbally.
  - I. Campaign Messaging Recipients are current Board Members, current and past Region Advisors, Past International Presidents, Past International Directors, Immediate Past District Directors, District Directors, Program Quality Directors, and Club Growth Directors. Candidates may not send campaign messaging to club officers and District leaders other than those specified here.
- G. Candidates may use a scheduling software provided by World Headquarters, or one of their own choosing.
  - I. Candidates choosing to make use of the software provided by World Headquarters will receive access information and instructions:
    - a. No later than April 22 for ILC nominated candidates, or
    - b. Within seven (7) days after notice to **the** Toastmasters International **President** of an intent to run from the floor by candidates who were not nominated by the ILC.
  - II. Candidates who are not using the software provided by World Headquarters must inform World Headquarters of the software they are using.
  - III. Floor candidates must be identified as such in any scheduling software the candidate chooses to use.
  - IV. Candidates are responsible for managing the operation of their calendars, including, but not limited to:
    - a. Setting up their schedule
    - b. Providing Campaign Messaging Recipients with the link to the candidate's calendar
    - c. Scheduling, cancelling, and/or rescheduling of appointments
  - V. The following types of communications are not considered campaign communications. These communications may contain links to a candidate's website and/or campaign social media profiles, but must not contain campaign materials or messages.
    - a. Confirmation or cancellation of an appointment

- b. Confirmation of appointment details
  - c. A reminder of an appointment
  - d. Rescheduling an appointment
- H. Candidates shall only use the following types of campaign communications:
- I. Physical Mailing: any tangible item that is sent by the candidate or on the candidate's behalf to a Campaign Messaging Recipient. **This mailing may not include any campaign items (such as, but not limited to, buttons, pins, USB drives, apparel, and gifts).**
    - a. International Officer and Director candidates, for whom World Headquarters has a Letter of Intent on file, may send one (1) Physical Mailing after the ILC's nomination results have been posted on the Toastmasters International website.
  - II. Electronic Mailing: any type of electronic message that is sent by the candidate or on the candidate's behalf to a Campaign Messaging Recipient.
    - a. International Officer and Director candidates, for whom World Headquarters has a Letter of Intent on file, may send one (1) Electronic Mailing after the ILC's nomination results have been posted on the Toastmasters International website.
  - III. Voice/Video Conversation: any type of live communication that includes voice and/or video between a candidate or a candidate's representative and a Campaign Messaging Recipient. This shall occur only after the ILC's nomination results have been posted on the Toastmasters International website.
    - a. International Officer and Director candidates may conduct one (1) Voice/Video Conversation with each Campaign Messaging Recipient.
    - b. Candidates or their representatives may communicate with Campaign Messaging Recipients no more than two (2) times to set an appointment for a Voice/Video Conversation.
    - c. No candidate for Second Vice President or International Director (nor their representatives) may initiate unsolicited communications to District Directors, Program Quality Directors, or Club Growth Directors outside the candidate's District during the month of June.
      - i. Communication initiated by a Campaign Messaging Recipient is considered a solicited communication. Candidates may respond to a solicited communication at any time in the election cycle.
    - d. Communications among campaign team members are permitted.
  - IV. Presentation: ~~any message delivered in person and/or by video by the candidate and/or a candidate's representative to a Campaign Messaging Recipient. A~~

~~Presentation~~ includes but is not limited to an educational session, keynote speech, **or panel discussion delivered onsite and/or online at a District (including Area and Division) event by the candidate and/or a candidate's representative, or campaign speech.**

- a. **International Officer and Director candidates are not permitted to deliver campaign speeches at any District (including Area and Division) event.**
  - b. **International Officer and Director candidates may participate in other home District activities without delivering presentations, but may not serve in any District-level (including Area and Division) role.**
  - ~~a-c.~~ ~~International Officer candidates, or their representatives, shall not deliver a campaign speech at District events. Unopposed International Officer candidates may~~ **deliver a presentation at District (including Area and Division) events** ~~present an educational session and deliver a keynote speech. International Officer candidates may participate in other home District activities but may not serve in any District-level (including Area and Division) role.~~
  - d. **International Officer candidates who are opposed may not deliver presentations at District (including Area and Division) events.**
  - ~~b-e.~~ International Director candidates, or their representatives, may deliver a presentation at District events (including Area and Division events) only within their **declared home** region **at the invitation of the District Director and only if all candidates running for the same office are given equal opportunity to do so.** ~~Candidates shall receive equal opportunity, with allotted time defined by the District (Area and Division) Director. International Director candidates may participate in other home District activities but may not serve in any District-level (including Area and Division) role.~~
  - ~~e-f.~~ Communications by the District in connection with a candidate's presentation at a District **(including Area and Division) event conference** and internal communications among campaign team members are not considered campaign communications.
- V. Electronic Campaign Places: any online location where a candidate creates a page or profile to self-promote for an International Officer or Director candidacy.
- a. A Candidate Corner shall be included on the Toastmasters International website. ~~Candidate information~~ **about nominated candidates** may include a photograph, profile, website address, ~~email address,~~ and ~~telephone number~~ **social media profile(s)** for contact purposes. Candidate information will be placed on the Toastmasters International website Candidate Corner by November 1.

- i. Information about International Officer and Director candidates who are sought by the ILC is placed on the website as soon as practicable after receipt of the information.
  - ii. Only nominated candidates as determined by the ILC remain on the Candidate Corner after the committee's report has been published on the Toastmasters International website.
  - iii. Floor candidates are not included in the Candidate Corner after the Committee's report has been published on the Toastmasters International website. Floor candidates have the same opportunities as nominated candidates with the exception of inclusion in the *Toastmaster* magazine, the Candidate Corner on the Toastmasters International website and in the Candidate Brochure.
- b. A candidate's campaign website:
- i. Must stand alone and have a unique URL each election cycle.
  - ii. A candidate may link or reference their website only on the website of the declared home club as stated on their Letter of Intent, the Candidate Corner on the Toastmasters International website, the candidate's campaign social media profiles, and in campaign communications made by the candidate.
  - iii. May include a blog with automatic notices and must have an opt-in/out option.
- c. A candidate's campaign social media profiles:
- i. Are the only social media profiles the candidate may use to campaign.
  - ii. Must be **a new account** separate from **candidate's** existing social media profiles **and be unique each election cycle** ~~that the candidate has~~.
  - iii. May contain reciprocal links to the candidate's other social media profiles and campaign website.
  - iv. Candidates and their campaign team members must not share or tag campaign posts. Campaign team members may not campaign on their personal social media profiles.**
  - v. Campaign content should only be posted on the candidates' campaign social media profile and campaign website.**
- d. A candidate's personal social media profiles may contain a single post per platform announcing their candidacy.**
- ~~d-e.~~ Online and social media participation

- i. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites including social media sites using any profile.
  - ii. Candidates are prohibited from commenting on discussions or posts or from liking discussions or posts using their candidate campaign profiles.
- e-f.** Candidates' campaign websites and campaign social media profiles must be removed within 10 days after:
- i. The announcement by the ILC of nominated candidates if the candidate has not been nominated and has not informed Toastmasters International of an intent to run from the floor, or
  - ii. The Annual Business Meeting.

VI. Physical Campaign Places: any authorized location where a candidate's or their representative(s) are located ~~materials are displayed.~~ **Physical** campaign materials, **other than business cards (per the branded business cards description on the Brand Portal)**, may not be distributed ~~at any other location.~~ ~~Candidates or their representatives are responsible for the delivery, set-up, and removal of materials.~~

- a. A Physical Campaign Place is provided to International Officer and Director candidates or their representatives at the Candidate Corner at the International Convention.
- b. Districts may provide a Physical Campaign Place to International Officer and Director candidates or their representatives at the Candidate Corner at District conferences and other District (including Area and Division) events.
- c. All International Officer and Director candidates or their representatives should be provided ~~the same~~ **an equitable** opportunity to participate in any Candidate Corner. **Candidates or their representatives must provide their own technical hardware to participate.**
- d. No candidate or their representative may host a hospitality suite. A hospitality suite is defined as a location where refreshments are provided and attendance is open to any individual member.
  - i. A candidate may have a room for storing material and meeting with campaign team members, but the room may not be used for solicitation of votes.
  - ii. If at any event, there is a hospitality suite, no candidate or their representative, may give contributions or engage in political activities in the suite.

## 8. Campaign Team Members

- A. Candidates must provide a list of all campaign team members and those who provide services **(paid or unpaid)** related to the candidate's campaign ~~(paid or unpaid)~~. Services include but are not limited to creating a website, verbal or written campaign coaching, and digital marketing. Individuals or companies that are providing services and wish to use the Toastmasters trademarks, must obtain prior written authorization from the Chief Executive Officer.
- B. Candidates are responsible for the acts and omissions of their campaign team members and those who provide services **(paid or unpaid)** related to the candidate's campaign ~~(paid or unpaid)~~.
- C. Campaign team members and individuals who provide services to the candidate must follow the same rules as the candidate as defined in this policy, other governing documents, and the International Officer and Director Candidate Handbook (such as, but not limited to, not using personal social media profiles for campaigning, sending campaign communications at other times than permitted).
- D. Campaign team members and individuals who provide services to the candidate must sign and submit to World Headquarters an Acknowledgement of Campaign Responsibilities form prior to active service on the campaign team. Candidates must notify World Headquarters of any changes to their campaign team within 24 hours.

## 9. International Candidate Endorsements

- A. Photographs, audio, video, and electronic representations in all campaign material and displays, the candidate's website, and the candidate's campaign social media profiles may be of the candidate only; no other persons are permitted. All quotes and testimonials in candidate campaign materials, displays, and on websites must have the written permission of those being quoted.
- B. District Directors, Program Quality Directors, Club Growth Directors, Region Advisors, and International Officers and Directors must not take any action to endorse or to officially support any International Officer or Director candidate, including with photographs or quotes, or by placing a candidate's name in nomination. They are permitted to complete the candidate assessment and respond to questions from the ILC.
- C. The spouse, partner, or any family member of any International Officer or Director may not take any action to endorse or to officially support other candidates, including with photographs or quotes, or by placing a candidate's name in nomination.

## 10. International Campaign Violations

- A. Candidates are responsible for ensuring campaign supporters are familiar with campaign Policies and understand that violation of Policy subjects candidates to ramifications:
  - I. A level-one violation is a correctable, minor infraction (for example: posting a photo of someone other than the candidate on the candidate's website)



- a. The violation is investigated by the Chief Executive Officer. If the Chief Executive Officer cannot resolve the matter, it is turned over to the Executive Committee.
  - b. The candidate is educated and informed. When the matter is resolved, there are no further ramifications.
- II. A level-two violation is one involving the election process or a continuing violation (for example: candidate makes a promise of future board action in exchange for votes)
  - a. The Executive Committee investigates a level-two violation or assigns the investigation to Chief Executive Officer.
  - b. An announcement of the violation is made prior to the election. This announcement occurs at an appropriate time and place as determined by the Executive Committee or on the Toastmasters International website. A letter of censure may be issued to the candidate by the Executive Committee.
- III. A level-three violation is one of campaign ethics (for example: candidate actively promoting the violation of Toastmasters Bylaws, Policy or Protocol)
  - a. A level-three violation is investigated by the Executive Committee, which may delegate it to the Chief Executive Officer.
  - b. Ramifications may include any or all penalties for level-two violations a request for the candidate to withdraw from the race, and, in the most severe cases, removal from good standing or other disciplinary action which may disqualify the candidate.
- B. The Executive Committee's decisions are final. A candidate may not request that the Board modify or overturn the Executive Committee's decision, nor may the candidate contact Board Members for the purpose of appealing that decision.

## **11. International Candidate Showcase**

- A. At the International Convention, a Candidate Showcase occurs before the Annual Business Meeting for presentations by all International Officer and Director candidates.
- B. Prior to the International Convention, the International President appoints International Directors to serve as chair and co-chair of the Candidate Showcase. Other International Directors are assigned as needed.
- C. Opposed International Officer and all International Director candidates are limited to a six-minute interview. Unopposed International Officer candidates are limited to a three-minute interview. District leaders and the Board of Directors submit questions to be asked.
- D. The presentation schedule, with the names of all nominated and known floor candidates for international office, is prepared by World Headquarters.

- E. There is no census or poll taken of the delegates at a Candidate Showcase.

## **12. International Proxies and Credentials**

- A. Proxies are defined in Article X, Section 2 of the Bylaws of Toastmasters International.
- B. Annual Business Meeting proxies are available to Member Clubs no later than July 10.
- C. When amendments to the Bylaws are to be voted on, there is a method in the proxy process for a Member Club to indicate how it wishes its votes to be cast.
- D. A Credentials Chair and two (2) Co-Chairs are appointed by the International President:
  - I. The appointees are current or past Board Members.
  - II. A person may be reappointed as chair after a three-year interval.
  - III. Appointees are responsible for the operation of the Credentials process preceding the Annual Business Meeting.

## **13. Voting by Mail**

- A. The circumstances for holding an election by mail vote are stated in Article IX, Section 4 of the Bylaws of Toastmasters International.
- B. The tentative process for conducting an election by mail vote is described in Protocol, and such Protocol shall be modified as needed and adopted as Policy by the Board of Directors at such time as a mail vote is held.

## International Elections

### 1. Annual Business Meeting

- A. Elections and the Annual Business Meeting are governed by Articles IX and X of the Bylaws of Toastmasters International.
- B. Prior to the Annual Business Meeting the International President appoints a Board Member as Supervising Director to oversee the voting process.
- C. The Supervising Director, in partnership with the Chief Executive Officer, has the following tasks related to the Annual Business Meeting:
  - I. Observes the instructions provided by the Parliamentarian and monitors the voting process.
  - II. Appoints a team of 20 members to support delegates during the voting process. Coordinates with candidate-appointed observers (one [1] per candidate) to ensure the integrity of the voting process.
  - III. Verifies the results of each vote and provides the results to the International President.
- D. The International President is the chair of the Annual Business Meeting.
- E. The Supervising Director's name is announced.
- F. The Credentials Committee Chair presents the committee report.
- G. The order of business is International Officer elections, followed by International Director elections, and Club Constitution and Bylaws amendment proposals.
- H. The International President informs candidates that each of them may stand for only one (1) office and that they may withdraw their names from nomination in order to be placed in nomination for another office at any time before the nominations for that office have closed.
- I. The International President or a person designated by the International President explains the election and voting rules and process to the delegates.
- J. The International Leadership Committee (ILC) Chair presents the committee's report. If the ILC Chair is absent, the International President designates an alternate presenter.
- K. The ILC report consists of the names, cities, regions, and countries of the ILC members and the name and city of each candidate in descending alphabetical order by name.

- L. If any Policy violations by a nominated candidate occur, the ILC chair may disclose that violation and may announce whether the violation could have affected the candidate's nomination.
- M. 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.
- N. The International President asks if there are any additional nominations from the floor for any of the International Officer positions, as permitted by Article VIII, Section 3 of the Bylaws of Toastmasters International. When all such nominations are completed, the International President declares the nominations for the International Officer positions closed.
- O. After all International Officer nominations are closed, if there is only one (1) candidate for any office, the International President entertains a motion under Article X, Section 6 of the Bylaws of Toastmasters International to dispense with the secret ballot for such uncontested office and to instruct the Secretary to cast a single vote for the candidate for each such office.
- P. If any Policy violations by an International Officer candidate have occurred, the International President may disclose such violations.
- Q. Each opposed International Officer candidate is entitled to a two-minute speech.
  - I. The speeches are delivered in alphabetical order by office, commencing with the highest contested office.
  - II. Each speech is delivered from the platform by the candidate, except when a candidate is not in attendance, in which case the speech is given by the candidate's representative.
- R. Balloting in elections is governed by Article IX, Section 3 of the Bylaws of Toastmasters International.
- S. Nominations for International Directors commences after the voting for International Officers is complete and the results have been announced.
- T. The International President or the person designated by the International President reads the names and cities of the International Director candidates.
  - I. The announcement order is the lowest numbered region to the highest numbered region.
  - II. The International President asks if there are additional nominations from the floor, as permitted by Article VIII, Section 3 of the Bylaws of Toastmasters International, and reminds the delegates that no candidate may be nominated unless such candidate consents to such nomination and meets all other requirements.
  - III. After all nominations are presented, the International President declares the nominations for International Director candidates closed, followed by

two-minute speeches by each opposed candidate (or a candidate's representative, if a candidate is not in attendance).

- IV. If any Policy violations by an International Director candidate have occurred, the International President may disclose such violations.
- V. If any candidate is unopposed, the International President entertains a motion under Article X, Section 6 of the Bylaws of Toastmasters International to dispense with the secret ballot for any uncontested office and to cast a single vote for any unopposed candidate.

~~U. The International President is advised before the election of the names of the candidates. This rule does not preclude nominations from the floor without advance notice to the International President.~~

~~V. U.~~ When the names of the candidates are announced, they are displayed to the delegates.

~~W. V.~~ Before votes for International Directors are cast, the International President announces that the election is by majority vote for each contested directorship.

~~X. W.~~ Votes are cast and counted. In the event no candidate receives a majority of the votes cast for any one (1) or more of the contested directorships, voting continues as prescribed in Article IX, Section 3 of the Bylaws of Toastmasters International.

~~Y. X.~~ After each count is calculated, the Supervising Director verifies the count and provides the results to the International President or Parliamentarian.

~~Z. Y.~~ The official final report, containing all election results, is completed, using a form provided by World Headquarters, by the Supervising Director and delivered to the International President or Parliamentarian.

~~AA. Z.~~ Final results are posted publicly at the meeting site and broadcast electronically to the membership following adjournment of the meeting.

## 2. Special Membership Meeting

- A. Special membership meetings are described in Article IX, Section 4 of the Bylaws of Toastmasters International. Whenever possible, actions to be voted on by the members are presented at the Annual Business Meeting.
- B. Special membership meetings may be called by majority vote of the Board of Directors at any Board meeting or by unanimous written consent.
- C. Special membership meetings must follow all rules that apply to the Annual Business Meeting and meet applicable requirements of California Nonprofit Public Benefit Corporation Law.

## 3. Voting by Mail

- A. The circumstances for holding an election by mail vote are stated in Article IX, Section 4 of the Bylaws of Toastmasters International. As permitted by the California Nonprofit Public Benefit Corporation Law, mail votes may be conducted by electronic transmission in compliance with Article XIII, Section 9 of the Bylaws of Toastmasters International.

- B. The Board decides—by majority vote at a Board meeting or by unanimous written consent—that circumstances warrant election of International Officers and Directors by mail vote of the voting membership.
- C. In the case of any election by mail vote of the voting membership, the Board sets the record date for purposes of determining which voting members are entitled to cast votes. The record date is not more than 60 days before the day on which the first written ballot is mailed or solicited. The voting members otherwise entitled to vote as of the close of business on such record date are entitled to vote in the election.
- D. The Board determines the means by which and the date on which ballots are distributed to those voting members entitled to vote in the election.
- E. The Board sets a reasonable date by which ballots must be received at World Headquarters to be counted in the election.
- F. The Board sets a reasonable date for completion of the nomination procedures described in Article VIII, Sections 1, 2, and 3 of the Bylaws of Toastmasters International allowing adequate time for the preparation of ballots and the solicitation and inclusion of candidate statements, as well as the reasonable equivalent of floor nominations.
- G. The Board appoints an Election Committee consisting of the corporate Secretary and two (2) other persons to be responsible for the conduct of the election.
  - I. The committee has the powers given to inspectors of elections in the California Nonprofit Public Benefit Corporation Law and is otherwise governed by that law.
  - II. The Board and World Headquarters provide all reasonable assistance to the committee.
- H. The Election Committee determines the minimum number of votes to be received (quorum) by the date set by the Board for a valid election to take place. Quorums are defined in Article XI, Section 1 of the Bylaws of Toastmasters International.
- I. The Board reviews and approves a form of written ballot and the accompanying solicitation letter to voting members from the Board.
  - I. The ballot states that it concerns the annual election of International Officers and Directors in lieu of elections normally held at the Annual Business Meeting.
  - II. The ballot specifies, for each contested position, the names of each candidate validly nominated for that position and provides space for the member to vote for, vote against, or abstain from voting with respect to each candidate. No space for write-in candidates shall be provided.
  - III. The ballot explicitly states that if a voting member specifies a choice, the member's vote is cast accordingly.

- IV. In addition to any instructions or recommendations from the Board relating to the written ballot, the solicitation letter accompanying written ballots to be sent to voting members states the date by which written ballots must be received by World Headquarters in order to be counted and the minimum number of responses to be received to meet the requirement for a valid vote.
  
- J. If, after the close of nominations, only one (1) person is nominated for a position, the Election Committee declares the person nominated and qualified to have been elected without further action.
  
- K. The Election Committee notifies each validly nominated candidate in a contested election of the opportunity to submit a written statement, of no more than 500 words, to communicate to members the nominee's qualifications and reasons for seeking office and to solicit the vote of the members.
  - I. The notice specifies a reasonable deadline for the candidate's submission of this statement to the committee.
  
  - II. Any candidate's statement not received by the committee, at the address stated in the notice, by the deadline, is not distributed to members with the written ballot.
  
  - III. World Headquarters responds to all communications requests from nominees in accordance with the California Nonprofit Public Benefit Corporation Law.
  
- L. On the date specified by the Board, the Election Committee causes written ballots and any accompanying materials—including the text of all valid candidate statements received, presented with equal prominence—to be distributed in the manner specified by the Board to every voting member entitled to vote in the election.
  
- M. Promptly after the due date, the Election Committee determines whether enough votes have been received to constitute a valid election.
  - I. If so, the Election Committee counts the votes, and the candidate receiving the number of votes required by Article IX, Section 3 of the Bylaws of Toastmasters International shall be declared elected.
  
  - II. If three (3) or more candidates are nominated for an office, the ballot may be constructed so as to provide further choices for members to make in the event that one (1) candidate does not receive a majority of the votes cast, in order to achieve a reasonable equivalent to the balloting process set forth in Article IX, Section 3 of the Bylaws of Toastmasters International.
  
- N. In the case of a tie, the winner is selected by lot.
  
- O. In counting votes, any ballots marked "withhold," "abstain," or otherwise indicating that the vote is withheld, is not cast for or against any candidate in that contest.

- P. The committee certifies in writing, under penalty of perjury, the results of the election to the Board and the members.
- Q. Those elected take office immediately upon the certification of their election.
- R. Ballots, once delivered to World Headquarters, may not be revoked.



## District Campaigns and Elections

### 1. Schedule

| Date  | Action  |
|---|---|
| No later than November 1  | District Director appoints District Leadership Committee (DLC) Chair.   |
| No later than December 1  | DLC members are recommended by the DLC Chair and approved by the District Director.   |
| No Later than January 15  | Call for candidate declarations.  |
| Determined by the DLC Chair and announced to the members of the clubs in the District | Deadline for candidates to declare intent to run.   |
| March 15 – June 1   | District Council annual meetings occur (actual dates set by each District).   |
| Six (6) weeks prior to the election date  | DLC notifies District Director of nominated candidates.   |
| Four (4) weeks prior to the election date   | DLC report and biographical forms are emailed to all members of the District Council and posted on the District website.<br><br>Eligible floor candidates shall declare their intent to run in writing to the DLC Chair after the DLC report has been published and at least one (1) week prior to the annual District Council meeting. |
| July 15   | Deadline to submit Officer Agreement and Release Statements and District Leader rosters to World Headquarters.  |

### 2. District Leadership Committee

- A. The District Leadership Committee (DLC) is defined and governed by Article XI, Section (b) of the District Administrative Bylaws.
- B. Members of the DLC acknowledge and agree to the following guidelines:
  - I. Abide by the timeline provided in Article XI of the District Administrative Bylaws.
  - II. Identify and seek qualified candidates for each position.
  - III. Commit to meet on a regular basis to conduct candidate assessments and to complete the selection process.

DLC meetings and deliberations are confidential and may not be attended by or shared with those who are not DLC members. A DLC candidate interview is attended only by the DLC members and the candidate.

- IV. Confirm that each candidate meets the candidate qualifications defined in Article VII, Section (d) of the District Administrative Bylaws.

- V. Ensure that there is a minimum of one (1) candidate each for the offices of District Director and Program Quality Director; two (2) or more candidates for the office of Club Growth Director; and a minimum of one (1) candidate for all other elective District offices.
- C. DLC composition:
- I. The District Director appoints a chair, who is a past District leader, preferably a Past District Director. The DLC Chair shall not hold any other District role (with the exception of the Immediate Past District Director) during the program year in which the report is presented.
  - II. Committee members are appointed by DLC Chair, subject to the approval of the District Director.
  - III. Each committee member and the DLC Chair must be an active and paid member.
  - IV. Each Division in the District must be equally represented on the committee.
  - V. A member from a different District in the same region may be appointed to the DLC by the District Director, as a voting member or non-voting member, to provide outside perspective and to enhance the DLC process during deliberations. This member will not represent a Division.
  - VI. The District Director, Program Quality Director, and Club Growth Director shall not serve as members of the DLC.
  - VII. International Officer and Director candidates, Board Members and Region Advisors may not serve on the DLC.
  - VIII. All committee members must complete a Committee Member Agreement and submit it to the DLC Chair before the committee begins its work.
- D. DLC members serve one (1) year on the DLC and may be reappointed after a one-year absence from the committee.
- E. Communication may be by conference call, email, or other means when geographic distance and other factors impede in-person participation.
- F. DLC members shall not participate in any campaign or endorse any candidate for District office.
- G. No DLC member may be nominated or run from the floor for any District office for the program year following the election at which the committee's report is presented.
- H. DLC members with a conflict of interest, such as a business or personal relationship with a candidate, must declare it at the Committee's first meeting or

as soon as the conflict is identified. They must also abstain from the interviews, discussion, and voting regarding that candidate in the context of the Committee.

### **3. Candidate Assessment and Selection**

- A. Before candidate assessment begins, the DLC verifies that each candidate meets the qualifications listed in Article VII of the District Administrative Bylaws.
- B. The DLC interviews and evaluates all known candidates for each elected position. The DLC reviews, in detail, the duties of the position as defined in Article VIII of the District Administrative Bylaws with each candidate. Candidates are evaluated using the Candidate Evaluation and District Officer Competencies documents. The chair provides these documents to the DLC members.
- C. All candidates are interviewed by at least two (2) committee members jointly or individually. Candidates for the same position are interviewed by the same interviewers except for the Division Director position.
  - I. Candidates for the same Division Director position (i.e., Division A, Division B, etc.) are interviewed by the same interviewers.
  - II. Division Director candidates who have completed the DLC interview process for any Division(s) are eligible as a floor candidate and may run for any Division Director position.
  - III. If a DLC member resigns or is replaced after interviews have begun, candidates who have completed their interviews do not need to be interviewed again by the newly appointed DLC member in order to meet the requirement as defined under Section 3.C. of this protocol.
- D. Online participation options for interviews must be made available if needed.
- E. The DLC members, including the chair:
  - I. Have equal opportunity to express their perspectives during candidate-selection deliberations.
  - II. Exercise independent judgment during the selection process.
  - III. Consider the experience, abilities, and qualifications of each candidate.
  - IV. Keep in mind the best interests of Toastmasters International, its Member Clubs, individual members and the District.
  - V. Discuss each candidate for each elective District office.
- F. The DLC Chair is a non-voting member of the committee and does not attempt to influence the other members of the committee.
- G. Committee members cast their votes in written form, and the committee

nominates a minimum of one (1) candidate each for the offices of District Director and Program Quality Director; two (2) or more candidates for the office of Club Growth Director; and a minimum of one (1) candidate for all other elective District offices.

- H. Votes are tallied by the DLC Chair and at least two (2) other committee members. The Chair announces the results to the committee.
- I. To be nominated, a candidate must receive a majority vote of the DLC.
- J. DLC deliberations and votes are confidential and may be shared only with the District Director, World Headquarters, and the Toastmasters International Board of Directors.

#### **4. Nomination Results**

- A. The reporting of committee results is governed by Article XI, Section (b) of the District Administrative Bylaws.
- B. The DLC Chair or the District Director notifies nominated candidates and reconfirms their willingness to be nominated and their commitment to fulfill the duties of office.
- C. The District Director distributes the committee report and the Candidate Biographical Form for each candidate to the District Council.
- D. The DLC Chair or District Director notifies candidates who were not nominated and advises them of their eligibility to seek office as floor candidates.
- E. The DLC report is incomplete if the DLC is unable to nominate the required number of candidates for any individual office(s). The nomination report is invalid if any other DLC requirement, process, or deadline is not complied with.
- F. If the DLC report is incomplete, qualified candidates may run from the floor for any position for which the DLC did not nominate the required number of candidates. Qualified candidates must notify the District Director seven (7) days prior of their intent to run from the floor. Any nominations made by the DLC are valid.
- G. If the DLC report is invalid, qualified candidates may run from the floor for all positions. Any nominations made by the DLC are invalid. The report may be presented to District Council members as an advisory report at the discretion of the District Executive Committee.
- H. Any protest related to the DLC report must be submitted to the District Director two (2) weeks prior to the elections.
- I. It is recommended that the DLC Chair or designated committee member provide feedback to all candidates for leadership development.

#### **5. Announcement of Candidacy**

- A. Members, including current members of the District Executive Committee,

may self-nominate for District office, be sought out by the DLC, or be nominated by an individual member.

- B. Floor candidates have the same opportunities and responsibilities as nominated candidates unless otherwise noted.
- C. To be nominated, elected or appointed, or run from the floor for any District officer position, candidates must:
  - I. Sign the Toastmasters International Officer Agreement and Release Statement.
  - II. Submit a completed Candidate Biography Form and photograph.
- D. All signed forms from elected or appointed leaders must be submitted to World Headquarters as soon as practicable after the elections but no later than July 15.

## 6. Campaign Communications

- A. A campaign communication is any message, in any form, (such as phone calls, postal mail, email, **and** social media, ~~and facsimile~~) unsolicited by the recipient that promotes or publicizes a candidate.
- B. Photographs, audio, video, and electronic representations in all campaign materials and displays, and on the candidate's website and social media profiles, related to this campaign may be of the candidate only; no other persons are permitted. All candidates are responsible for obtaining written permission for any quotes and testimonials used in candidate campaign materials and displays, on websites, and on social media profiles. Proof of written permission may be requested for review by the District Director.
- C. Unsolicited subscriptions to information by or about a candidate, such as a newsletter, ~~or~~blog, **or social media page**, are not permitted.
- D. Communications by the District in connection with a candidate's presentation at a District conference, and internal communication among campaign team members, are not considered campaign communications.
- E. The District Director provides contact information to declared candidates only after receiving their Officer Agreement and Release Statement.
  - I. Only District Council members' contact information is provided. **The contact information must include all available names, mailing addresses, email addresses, and phone numbers of the District Council.**
  - II. The contact information may only be used for campaign purposes.
- F. District candidates may only send two (2) campaign communications. These communications may only be sent to members of the District Council:

- I. The first communication may be sent between January 1 and two (2) weeks prior to the District Council's annual meeting.
  - II. The second communication may be sent two (2) weeks prior to and no later than the date of the District Council's annual meeting.
- G. Candidates may have a website and use social media to promote their candidacy. No District or club social media sites or websites may be used to promote any individual candidate. District and club websites may list the nominated candidates.
- H. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites, including social media sites, for campaign purposes.
- I. District candidates may use the Toastmasters trademarks, including the logo and the names "Toastmasters" and "Toastmasters International," on printed and electronic campaign materials, websites and social media sites. Use of the trademarks on any other items requires the written permission of the Chief Executive Officer.
- J. Candidates may not produce or distribute any wearable campaign items (such as buttons, pins, hats, sashes, apparel, etc.).
- K. At District conferences and District non-election meetings (such as Area and Division speech contests), nominated candidates and floor candidates may only distribute and display campaign materials in the Candidate Corner (if there is a Candidate Corner). Candidates or their representatives are responsible for the delivery, set-up, and removal of materials.
- L. At District non-election meetings (such as Area and Division speech contests), candidates may be introduced as long as all candidates present are introduced.
- M. Candidates may not host hospitality suites at any District event or contribute to a District hospitality suite. A hospitality suite is defined as a room where refreshments are provided and attendance is open to any member.
- N. Candidates may speak and give educational presentations at District conferences, at a time other than during the District Council's annual meeting, at the discretion of the District Director.
- I. All candidates must receive equal opportunity.
  - II. The time, place, and length of presentation are identified by the District Director.
  - III. Candidates shall not serve as speech contest officials.
- O. Candidates may not present campaign speeches at any District non-election meeting, or campaign at any club meetings.

- P. Advertisements in District publications, such as in newsletters, in conference programs, or on websites, by or on behalf of candidates for District office are not permitted.
- R. The names of floor candidates are not published with the DLC report or in any other District publication.

## **7. Candidate Endorsements**

- A. District Executive Committee members shall not take any action to endorse or officially support any candidate; however, District Executive Committee members who are running for District office may campaign on their own behalf.
- B. International Officer and Director candidates, members of the Toastmasters International Board of Directors and Region Advisors may not take any action to endorse or support any candidate for District office.
- C. All candidates must obtain written permission for any endorsements (i.e. quotes and testimonials) used in candidate campaign materials and displays, and on websites. Proof of written permission may be requested for review by the District Director.

## **8. Campaign Violations**

- A. All actions by individual members must comply with Policy 3.0: Ethics and Conduct and Protocol 3.0: Ethics and Conduct.
- B. Candidates are responsible for ensuring campaign supporters are familiar with campaign Policies. Candidates acknowledge that violation of Policies and Protocols may result in consequences.
  - I. A level-one violation is a minor infraction that is usually correctable (for example: posting a photo of someone other than the candidate on the candidate's website).
    - a. The violation is reported to the District Director, who investigates the matter. If the District Director cannot resolve the matter, it is turned over to the District Executive Committee.
    - b. The candidate is educated and informed about the violation. When the matter is resolved, there are no further ramifications.
  - II. A level-two violation is one involving the election process or a continuing violation (for example: candidate makes a promise of future District Executive Committee action in exchange for votes, or in violation of Policy 3.0, Section 6.D.).
    - a. The violation is reported to the District Director no later than 72 hours before the election. The District Director investigates the matter or assigns the investigation to the District Executive Committee.

- b. The District Director may, at their discretion, investigate violations that occur later than 72 hours prior to the election.
    - c. The District Executive Committee may enact these penalties:
      - 1. An announcement of the violation is made prior to the election. This announcement occurs at an appropriate time and place or on the District's website as determined by the District Executive Committee.
      - 2. A letter of censure may be issued to the candidate by the District Executive Committee.
  - III. A level-three violation is one of campaign ethics (for example: candidate actively engaging in or promoting the violation of Toastmasters Bylaws, Policy or Protocol).
    - a. The violation is reported to the District Director no later than 72 hours before the election. The District Director investigates the matter or assigns the investigation to the District Executive Committee.
    - b. The District Director may, at their discretion, investigate violations that occur later than 72 hours prior to the election.
    - c. The District Executive Committee may enact these penalties:
      - 1. Any or all penalties for level-two violations.
      - 2. Request that a candidate withdraw from candidacy.
      - 3. Engage in further discipline following the processes outlined in Protocol 3.0.
- C. Discipline, related to campaign violations, that is administered by the District Executive Committee may be appealed to the District Council. The District Council's decision is final. Such decisions may not be appealed to the Toastmasters International Board of Directors or World Headquarters. However, the Board of Directors may, on its own initiative, review the District's decision and reach a different conclusion in the best interests of Toastmasters International, its Member Clubs or individual members.
- D. After the nominations are published, any proven candidate Policy violations must be shared with the District Leadership Committee Chair. Such violations may be disclosed at the District Council's annual meeting by the DLC chair or District Director. If any violations are disclosed at the meeting, all violations of equal level must be disclosed at the meeting.

## 9. Candidate Showcase

- A. At the District conference, it is recommended that a Candidate Showcase occur before the District Council's annual meeting.



- B. Prior to the District conference, the District Director appoints members to serve as chair and co-chair of the Candidate Showcase. Other members are assigned as needed.
- C. Each candidate is given equal time to be interviewed by the chair based on questions related to the achievement of the District mission.
- D. When held, a Candidate Showcase must be fully in person or fully online to give each candidate an equal platform. **An online Candidate Showcase may be prerecorded and posted no sooner than one (1) week before the District Council's annual meeting.**
- E. The presentation schedule, with the names of all nominated candidates and known floor candidates for District office, is prepared by the District Administration Manager. The showcase begins with all candidates for the office of District Director, in alphabetical order by surname, and then proceeds to subsequent offices in order.
- F. There is no census or poll taken of the delegates at a Candidate Showcase.

#### **10. Proxies and Credentials**

- A. District proxies and voting are governed by the District Administrative Bylaws, Article X, Sections (d) and (e).
- B. The District Director sends a credential or proxy form to each Club President and Vice President Education 30 days before a District Council annual meeting in the District newsletter or in a separate mailing.
- C. Prior to the District Council annual meeting, the District Director appoints a Credentials Chair to supervise the credentials, voting, and ballot counting processes. The Credentials Chair may select members to form a Credentials Committee.
- D. The Credentials Chair is, when practicable, a Past District Director.
- E. The Credentials Chair obtains a list of paid clubs and a list of current District Council members (Club Presidents, Vice Presidents Education, and District officers eligible to vote). The Credentials Chair ensures that ballots are only issued to current District Council members or their authorized proxyholders and are signed for upon distribution.
- F. Ballots indicate the office being contested or are sequentially numbered. The names of nominated candidates may be printed on the ballots. The names of floor candidates may not be printed on the ballots. Ballot templates are available on the Toastmasters International website.
- G. The Credentials Committee ensures that no campaign materials are in the credentials area.

#### **11. Elections**

- A. The District Director or a person designated by the District Director explains the election rules and procedures to the delegates.
- B. The DLC Chair shall present the committee's report. In the chair's absence, the District Director designates another member of the DLC, when practicable, to present the report. The chair or designee announces the names of the committee members and reads the name of each nominated candidate, in alphabetical order, for each of the offices of District Director, Program Quality Director, Club Growth Director and Division Directors. The Area Directors, District Public Relations Manager, District Administration Manager, and District Finance Manager are also announced if elected.
- C. If any proven level-two or -three Policy violation(s) by a candidate have occurred, according to Section 8 of this Protocol, the District Executive Committee may disclose that violation and its consequences prior to the election.
- D. For each office, the District Director inquires whether there are additional nominations from the floor.
  - I. Floor candidates for District Director, Program Quality Director, Club Growth Director, and Division Director who have completed the evaluation process conducted by the DLC are eligible to run from the floor at the annual District Council meeting, according to Article VII, Section (e) of the District Administrative Bylaws. All eligible floor candidates must declare their intent to run to the District Director at least seven (7) days prior to the elections.
  - II. If the DLC report is invalid, candidates for District Director, Program Quality Director, Club Growth Director, and Division Director may be nominated as floor candidates without going through the DLC evaluation process.
  - III. Floor candidates must be nominated by a member of the District Council or their proxyholder. Floor candidates may self-nominate when they are a member of the District Council or a proxyholder.
  - IV. Floor candidates or, in their absence, their representatives state their eligibility qualifications.
  - V. Floor candidates for District Director, Program Quality Director, Club Growth Director, and Division Director must declare their intent to run to the District Director and sign the Officer Agreement and Release Statement at least seven (7) days-prior to the elections. Only the Officer Agreement and Release Statements of those elected are sent to World Headquarters.
  - VI. The District Director may declare any proven level-two or -three Policy violations by floor candidates to the District Council.

- VII. When nominations are complete, the District Director declares the nominations for that office closed.
- E. At the discretion of the District Director, candidate speeches should all be delivered in person or should all be delivered online to give each candidate an equal platform.
- F. After nominations are closed, candidate speeches are given. Candidates speak on their own behalves. If a candidate is not present, an authorized representative may speak for the candidate. Candidate speeches shall not contain negative information about other candidates. If there is only one (1) candidate nominated, no speech is given.
- G. A candidate's representative may not be a member of the District Executive Committee, a member of the DLC, the Credentials Chair, or any other meeting official.
- H. The balloting for each office takes place immediately following candidate speeches. The number of votes that a member may cast is governed by Article X, Section (e) of the District Administrative Bylaws.
- I. After nominations for an office are closed, if there is only one (1) candidate for the office, the District Director may entertain a motion to dispense with the secret ballot for the uncontested office and instruct the District Administration Manager to cast a single ballot for the candidate.
- J. Candidates are responsible for appointing one (1) observer to monitor the integrity of the voting and ballot counting process.
- K. Each election is completed and the winner announced before moving to the subsequent election.
- L. Candidates nominated for one (1) office and not elected to the office may be nominated from the floor for subsequent offices as follows:
  - I. Candidates must have completed the DLC interview process for each office.
  - II. Candidates must have declared their intent to run at least seven (7) days prior to the elections, for each office.
  - III. Upon approval of a new Division or new Divisions, candidates who have gone through the DLC interview process, for any Division, are eligible to run from the floor for the new Division or Divisions.
- M. Any candidate who receives a majority of the votes cast is declared elected. In the event no candidate receives a majority of the votes cast for a contested office, voting continues with the use of special ballots. Prior to the second ballot, the nominee having the lowest vote on the first ballot and any nominee receiving less than 10% of the votes cast shall be dropped, and on such

succeeding ballots the same procedure shall be followed until a nominee has received a majority of all votes cast. In case of a tie between two (2) remaining nominees, the election shall be decided by lot.

- N. Upon adjournment of the District Council's annual meeting, all election results are final. Results of the election must be displayed on the District website and may also be announced in other public forums as soon as possible following adjournment of the meeting.
- O. All proxies and ballots are retained for 24 hours following the close of the meeting for review only by the District Director or District Credentials Chair, as necessary, and immediately thereafter destroyed by the District Director or District Credentials Chair.



# Minutes of the 2020-2021 Executive Committee Hybrid Meeting

August 10-12, 2021

The 2020-2021 Toastmasters International Executive Committee met August 10-12, 2021, with International President Richard E. Peck, DTM, presiding. The other officers present were: International President-Elect Margaret Page, DTM; First Vice President Matt Kinsey, DTM; Second Vice President Morag Mathieson, DTM; Immediate Past International President Deepak Menon, DTM; and Chief Executive Officer Daniel Rex. Past International President Chris Ford and Past District Governor Jean Gamester were also present. Chief Financial Officer John Bond, Interim Chief Information Officer Mick McGurk, Legal Director and Corporate Counsel Aaron Charrouf, Director of Partnerships and Development Angela Cunningham, District Growth and Support Director Jonathan Lam, Marketing Communications Director John Lurquin, Club Quality and Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, Education Development Supervisor Jessie Lester, and Secretary Kate Wingrove were also present. No Committee members were absent.

1. The agenda was adopted as presented.
2. The International President and each International Officer presented a report of their experiences and responsibilities since the March 2021 Executive Committee meeting.
3. The Committee received an update on the financial performance of the organization.
4. The Committee received an update from Chief Executive Officer (CEO) Rex on the status of the organization as well as the World Headquarters operations, including a review of the CEO Report found on the Toastmasters website.
5. The Committee discussed the importance of teamwork to their roles on the Executive Committee and the specific ways they know they are demonstrating teamwork. The Committee discussed their ability to engage in open communication, identify blind spots, hold each other accountable in a positive way, praise one another's successes, change and adapt their positions, and support each other in ensuring mutual achievement and understanding.
6. The Committee reviewed recommendations from the International Leadership Committee (ILC) to support future ILCs in fulfilling their duties. The Committee recommends that the Board approve the following recommendations:
  - a. Update the ILC Acknowledgement of Responsibilities (attached) for clarity and conciseness

- b. Separate the duty of seeking out candidates from the duty of interviewing candidates so that those ILC members who contact a potential candidate are not the same ILC members who interview that candidate
  - c. Amendments to Policy 9.1 (attached) to refer to the third Past International President serving on the ILC as the second co-chair, amend the list of individuals the ILC may discuss candidates with to include the International President and International President-Elect, and to ensure that candidates, both those nominated and those not nominated, receive feedback
7. The Committee received an update on the plan to align undistricted in-person clubs to a District and recommends that the Board approve these undistricted club alignments for current and future clubs, retroactive to July 1, 2021:
- a. Egypt and Iraq will be aligned to District 20
  - b. Maldives will be aligned to District 82
  - c. Palestine will be aligned to District 105
  - d. Kazakhstan will be aligned to District 108
  - e. Slovenia and Israel will be aligned to District 109
  - f. Bosnia and Herzegovina will be aligned to District 110

Clubs in Belarus, Mongolia, Kyrgyzstan, and Tajikistan will remain undistricted and be reviewed in the future as part of the District Reformations discussions.

The Committee recommends that the Board instruct World Headquarters to provide updated recommendations for the geographical area of Central and South America, no later than the November 2021 Executive Committee meeting.

8. The Committee reviewed the status of reformations that took effect on July 1, 2021: Districts 60 (The City of Toronto, Ontario, Canada [South of Dixon Road]), 86 (Southern and Western Counties of Ontario, Canada) and 123 (Northern and Eastern Counties of Ontario; and the City of Toronto [North of Dixon Road]).

The Committee reviewed the status of the reformation that will take effect on July 1, 2022, in Districts 41 (Jammu & Kashmir, Ladakh, Himachal Pradesh, Punjab, Chandigarh, Uttarakhand, Haryana, Delhi & Nepal), 98 (Mumbai & Suburban Mumbai, Palghar, Thane, Nashik Division except for Ahmednagar and Nashik, Gujarat, Madhya Pradesh, Rajasthan, Daman & Diu, Dadra & Nagar Haveli), 124 (Uttar Pradesh, Bihar, Jharkhand, West Bengal, Manipur, Assam, Arunachal Pradesh, Mizoram, Meghalaya, Nagaland, Tripura, Sikkim, Bhutan & Bangladesh), 125 (Pune Division, Konkan Division except for Thane & Palghar, Aurangabad Division, Nashik Division [Ahmednagar and Nashik], Amravati Division & Goa), and 126 (Telangana, Andhra Pradesh, Chhattisgarh, Odisha & Nagpur Division).

The Committee reviewed the status of the reformation that will take effect on July 1, 2023, in Districts 105 (Abu Dhabi, Jordan and Oman) and 127 (Dubai and northern parts of the United Arab Emirates [UAE] and Lebanon).

The Committee received updates from and recommends that the Board approve the reformation proposals for:

- Districts 74 and 127 (Southern Africa), as submitted, effective July 2024
- Districts 85 and 128 (Southeast China), as submitted, effective July 2024

The Committee reviewed and recommends that the Board approve the request from District 94 (West Africa: Benin, Burkina Faso, Cameroon, Côte d'Ivoire, Gabon, Gambia, Ghana, Guinea, Liberia, Mali, Niger, Nigeria, Republic of the Congo, Senegal, Togo) to form a reformation committee.

9. The Committee discussed 2022 Mid-year Training and the risks involved with an on-site program as compared to an online program. While the Committee expressed a desire to return to on-site training programs, they recognized that the safety of our members must come first and, as such, approved an online 2022 Mid-year Training program.
10. The Committee discussed and recommends that the Board approve an exception allowing all Districts the option to conduct the Annual District Conference online or in a hybrid format through the 2021-2022 program year. The Committee also discussed and recommends that the Board approve an exception requiring all Districts to conduct the Annual District Council Meeting online through the 2021-2022 program year.
11. The Committee reviewed proposed changes to Protocol 2.3. These changes to Protocol 2.3 (attached) were adopted by the joint authority of the International President and Chief Executive Officer with the concurrence of the International President-Elect.
12. **HIGHLY CONFIDENTIAL**
13. The Committee discussed the creation of a contingency plan to accommodate for circumstances in which the Secretary and Treasurer, as employees of the organization, are not available to perform their duties.
14. The Committee received an update on the global marketing and advertising campaign. The Committee considered next steps for scaling advertising to all Districts globally and recommends that the Board approve progressing to phase three of this program, in which World Headquarters continues to lead the global marketing and advertising campaign.
15. The Committee reviewed proposed new Pathways Level 1 content which was designed to address feedback received from members to better incorporate basic public speaking skills into Pathways. Many members join Toastmasters specifically to focus on public speaking and all members rely on these skills when speaking. The Committee recommends that the Board approve the updates to Pathways Level 1 content for implementation in the fourth quarter of 2021.

16. The Committee received an update from the chairs of the following working groups: the District Conflict Resolution Working Group and the Change Management Working Group.
17. The Committee reviewed and discussed recommendations received from two Speech Contest Working Groups that were tasked with reviewing the International Speech Contest in light of the current public speaking and communication climate. The Committee applauds the work of both working groups and requests that World Headquarters conduct more research and testing regarding the recommendations and to report back to the Executive Committee no later than November 2022.
18. The Committee received an update regarding the Pathways Digital Experience, which is the delivery method of the Pathways learning experience content. World Headquarters has received feedback, suggestions, and critiques from members about the system, many of which are limited by the functionality of the current Learning Management System (LMS).

### **HIGHLY CONFIDENTIAL**

19. During the August 2, 2021, meeting of the Board of Directors, the Policy Review Committee recommended amendments to Protocol 4.0 and Protocol 7.0 related to Territorial Councils. Territorial Councils existing prior to July 1, 2022 would not be affected. The changes to Protocol 4.0 (attached) and Protocol 7.0 (attached) were adopted by the joint authority of the International President and Chief Executive Officer with the concurrence of the International President-Elect, effective July 1, 2022.
20. During the August 9, 2021, meeting of the Board of Directors, the Policy Review Committee recommended amendments to Protocol 9.0 related to Hybrid Campaigning. The changes to Protocol 9.0 (attached) were adopted by the joint authority of the International President and Chief Executive Officer with the concurrence of the International President-Elect, effective no later than July 1, 2022.
21. The Committee discussed the trend of Districts conducting events that are similar to District conferences between October and November of 2021. While they understand the desire of the District leaders to meet in-person again, they remind District leaders that District conferences are not to be held during these months. Rather they invite District leaders and members to join the Toastmasters community in celebration on the Toastmasters Day of Celebration, October 22, 2021.
22. The Committee reviewed the agenda for the August 2021 Board of Directors hybrid meeting.
23. The Committee conducted a review of the Chief Executive Officer's performance for the 2020-2021 year and commended Chief Executive Officer Rex for his efforts and contributions. The Committee recommends to the Board a compensation package for the Chief Executive Officer for the 2020-2021 year. The compensation recommendation and performance appraisal is developed each year based on comparative compensation information obtained from a human resource consulting firm, the Committee members' own observations and experiences, and performance expectations developed each year. While the Chief Executive Officer was excused from the room, the Committee reviewed confidential advice regarding compliance with 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 Chief Executive Officer is just and reasonable compared to similar organizations.

As there was no other business on the agenda, the meeting was adjourned.

Pursuant to Protocol 11.3: Board of Directors Confidentiality, items contained in the minutes of this meeting were classified as “unrestricted” upon distribution of the minutes by World Headquarters, not to include any matters marked “restricted” or “highly confidential.”



Kate Wingrove  
Secretary

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

# INTERNATIONAL LEADERSHIP COMMITTEE

## ACKNOWLEDGEMENT OF RESPONSIBILITIES

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As a member of the International Leadership Committee (ILC), I accept the following responsibilities:

- ▶ ~~To the best of my ability, a~~Abide by all Toastmasters International bylaws and policies.
- ▶ Uphold Toastmasters International's mission, values, and purpose during deliberations and decision-making.
- ▶ **Agree to receive electronic communications specifically related to the ILC and all its discussions and materials.**
- ▶ **Respond promptly to all communications.**
- ~~Be thoughtful, objective, and respectful in all ILC discussions.~~
- ~~Prepare for and participate in ILC discussions whether in person, via teleconference, or online.~~
- ▶ Attend meetings at the prescribed dates and times or provide advance notice of an absence.
- ▶ Gain and share knowledge of recent leaders at all levels of the organization to assist **those conducting** ~~in~~ the recruiting process.
- ▶ Maintain confidentiality of all ILC materials; **and** deliberations, ~~and decisions~~. **Consult with the chairs if contacted by a candidate.**
- ▶ **Prepare for and participate in ILC discussions** ~~whether in person, via teleconference, or online.~~
- ▶ Complete tasks and projects in a timely manner.
- ~~Understand that flexibility and response time are critical.~~
- ▶ **Be thoughtful, objective, and respectful in all ILC discussions.**
- ▶ ~~Commit to f~~Fully engage and participate in all deliberations and decisions.
- ~~Respond promptly to all communications.~~
- ~~Agree to receive electronic communications specifically related to the ILC and all its discussions and materials.~~

As a member of the ILC, I acknowledge that I will have access to information that is classified Highly Confidential and it is my responsibility to maintain the integrity of this information and to keep it private. I agree to strictly observe the terms of confidentiality and understand that disclosure of confidential information could result in disciplinary action.

I agree to adhere to the principles relating to Processing of Personal Data set out in the General Data Protection Regulation and act in accordance with Toastmasters International Privacy Policy.

By signing this Acknowledgement, I certify that I have read, understand and agree to carry out the ILC responsibilities. My electronic signature on this document is legally equivalent to my hand-written signature.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Amendments in **blue** were approved August 4, 2021 and August 9, 2021, effective for the 2022-2023 election cycle

Policy 9.1

**International Campaigns and Elections**

**1. Schedule**

| Date  | Action   |
|---|--|
| September 1                                       | Call for candidate declarations.   |
| October 1   | Deadline for International Officer and Director candidates to declare intent.  |
| October 15  | Officer and Director Candidate Assessment conducted for declared candidates. Subsequent assessments shall be conducted for candidates sought by the ILC.   |
| April 15  | ILC announces International Officer and Director candidates by this date, when practicable.<br>Floor candidates, who have completed the ILC evaluation process, for Officer or Director positions may declare intent after ILC results have been announced. <b>Written notification indicating intent to run from the floor must be submitted to the International President no later than July 1.</b> |
| At least 60 days prior to Annual Business Meeting | ILC nominations are published in the <i>Toastmaster</i> magazine and on the Toastmasters International website.  |

**2. International Leadership Committee**

- A. The International Leadership Committee (ILC) is defined and described in Article VII, Section 3, nominations are governed by Article VIII, and elections are governed by Article IX, of the Bylaws of Toastmasters International.
- B. The ILC evaluates the organization’s internal leadership development program and provides recommendations for improvement to the Executive Committee.
- C. ILC members are appointed by the International President-Elect in February for a term of service beginning in August of the same year. International Officers and Directors may recommend appointees.
- D. Three (3) members of the ILC are Past International Presidents:
  - I. The Past International President whose term as International President was completed two (2) terms prior to the February appointment serves as chair for one (1) year.
  - II. The Past International President whose term as International President was completed the term prior to the February appointment serves as co-chair for one (1) year and chair the following year.
  - III. ~~One (1) additional~~ **The third** Past International President is appointed **as a second co-chair** by the International President-Elect to serve as a committee member for one (1) year.

- E. Vacancies in offices held by Past International Presidents may be filled by any Past International President, except by the Immediate Past International President.
- F. One (1) member from each region serves a two-year term on the ILC. The committee member shall represent the geographic region for which they were appointed and shall be considered unchanged notwithstanding any change of residence or boundary revision made during the two-year term. The member is a Past International Director or, if a Past International Director who is willing and able to serve cannot reasonably be found, a Past District Director from that region may serve.
- G. Subject to Executive Committee approval, the International President-Elect may remove a committee member (the Executive Committee may also remove a committee member), grant a committee member a leave of absence, and fill a vacancy.
- H. A vacancy of one (1) year or less may be filled by a committee member whose full term expired within the prior two (2) years, a committee member who served a full term more than two (2) years ago, or by an individual who has never served on the committee.

If the individual filling the one (1) year or less vacancy has not served on the committee previously, that individual is eligible to serve a full two-year term immediately following the one year or less time of service.
- I. Region Advisors, District leaders (including the Immediate Past District Director), and campaign managers or other lead members of an International Officer or Director candidate campaign team do not serve on the committee.
- J. A committee member may not be a candidate for international office for one (1) year after leaving the ILC nor serve two (2) consecutive terms.
- K. Committee members may be reappointed only after a two-year absence from the committee.
- L. The ILC nominates at least one (1) and not more than two (2) candidates for each of the offices of International President-Elect, First Vice President, and International President if there is no International President-Elect to succeed to that office.
- M. The ILC nominates at least two (2) candidates for the office of Second Vice President.
- N. The ILC nominates at least two (2) candidates for the open International Director positions with the exception that one (1) candidate may be nominated if no other willing and able candidate can reasonably be found.
  - I. An individual is considered willing and able if they are prepared to serve and possess the attributes and competencies to perform successfully on the Board of Directors. The attributes and competencies are published on the Toastmasters International website.
- O. The chair of the ILC has the following duties and responsibilities:

- I. The chair schedules committee meetings; orients new committee members; develops and communicates meeting agendas and the meeting calendar; sets expectations for communication among committee members; and ensures that committee activities are carried out in a timely and appropriate way.
  - II. The chair organizes communication with candidates, ensures candidates are given full and fair consideration, and develops the timetable and expectations for candidate interviews.
  - III. The ILC Chair upholds leadership attributes and provides feedback to the Executive Committee, through the International President, regarding the ILC process and leadership development.
- P. ILC members are fair and open-minded.
- I. Committee members with a conflict of interest, such as a business or personal relationship with a candidate that creates a reasonable doubt as to the ability of the committee member to be impartial, must declare to the chair or co-chair as soon as the conflict is identified. They must also abstain from discussion and voting regarding that candidate in context of the Committee. In the event that the chair or co-chair has a conflict of interest, as specified above, the chair or co-chair must submit their resignation to the International President-Elect as soon as the conflict is identified.
  - II. Their responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study candidate materials, review assessment results, conduct candidate interviews, review Policy violations by candidates, listen to reports from other committee members, make informed decisions, suggest or recruit qualified candidates until nominations are announced, and seek ways to improve leadership development.
  - III. ILC members request reimbursement for telephone calls or other reasonable expenses within 30 days after the end of their term.
- Q. International Officer and Director candidates may be self-declared candidates. The committee may receive names of qualified candidates or seek them out.
- R. If a nominated candidate withdraws, the committee may nominate a replacement.

### **3. Candidate Assessment**

- A. Each year the ILC Chair solicits feedback about International Officer and Director candidates from ILC members and Board Members.
- B. Each International Officer Director candidate's competencies will be assessed by leaders whose dues are paid and who served with them in previous Toastmasters roles. The assessment will be administered each November by a professional assessment firm.
  - I. All candidates must complete a self-assessment on or before a date determined by the ILC Chair. Candidates who do not comply with this requirement will not be evaluated by the ILC.

- II. An assessment will be administered each time a candidate is considered for any role.
- III. The results will be provided to the ILC and each respective candidate. Candidates must, before receiving the assessment results, sign a confidentiality form, agreeing in writing to keep them completely confidential.

Candidates may designate up to three (3) individuals to also receive their assessment results. Candidates may not share their results with these individuals directly. World Headquarters will provide any individual designated by a candidate with a confidentiality form. Once World Headquarters has received a signed form from the individual, the results will be provided to that individual directly.

- IV. Breaches of assessment confidentiality by anyone are subject to appropriate disciplinary action as a level-three campaign violation.
  - V. The ILC Chair may discuss candidates and assessment results as appropriate with the chair of the Region Advisor Selection Committee, **International President, International President-Elect**, and Chief Executive Officer.
- C. For Second Vice President candidates, the assessment tool is sent to:
- I. International Officers who served while the candidate was an International Director
  - II. International Directors who served while the candidate was an International Director
  - III. The Region Advisor(s) from the same region who served while the candidate was an International Director
  - IV. The candidate
- D. For First Vice President and International President-Elect candidates, the assessment tool is sent to:
- I. International Officers who served while the candidate was an International Officer and International Director.
  - II. International Directors who served while the candidate was an International Officer and International Director.
  - III. The Region Advisor(s) from the same region who served while the candidate was an International Director.
  - IV. The candidate.
- E. For International Director candidates, the assessment tool is sent to:
- I. The Region Advisor, International Director, Program Quality Director (PQD), Club Growth Director (CGD), Immediate Past District Director (IPDD), District Finance

Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was District Director (DD).

- II. The Region Advisor, the International Director, DD, CGD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was PQD.
- III. The Region Advisor, the International Director, DD, PQD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was CGD.
- IV. The District Directors, Program Quality Directors, and Club Growth Directors who served in the region while the candidate was a Region Advisor.
- V. The current District Director, Program Quality Director, and Club Growth Director of the candidate's home district.
- VI. The candidate.

#### **4. Nominee Selection**

- A. Candidate interviews follow the timing, quantity, and schedule determined by the chair. Interviews are based on consistent interview questions developed by the committee.
- B. Candidate interviews will be conducted using video conferencing. A candidate must have the capability to participate fully (audio and video) in the interview to be evaluated by the ILC. Interviews will be recorded for ILC internal use. Recordings will be deleted upon the release of the International Officer and Director ILC nominations on the Toastmasters International website.
- C. Candidates must maintain confidentiality of all ILC interview questions and discussions until the release of the International Officer and Director ILC nominations on the Toastmasters International website.
- D. Committee members, when evaluating a candidate's attributes and competencies relating to service on the Board of Directors and determining which candidates to nominate, take into account: assessment results, interviews, input from current and past leaders and other Toastmasters members, candidate materials during their selection process, and Policy violations by candidates.
- E. Each ILC member votes to nominate one (1) candidate for International President-Elect, First Vice President, and International President (if necessary) and two (2) different candidates for Second Vice President.
- F. If at least one-third of the committee members requests that a second or third candidate be nominated, each committee member may vote for as many candidates as are nominated.
- G. Committee member votes are confirmed in writing.

- H. To be nominated, a candidate must receive votes from at least a majority of the committee members.
- I. The chair participates in discussions about candidates and votes for each nomination.

## 5. Nomination Results

- A. Once the candidates have been selected for nomination, the chair or a co-chair notifies nominated candidates, **provides specific feedback related to the competencies required to effectively serve as an International Officer or Director**, and confirms their acceptance of the nomination. Candidates must verify their acceptance in writing to the chair.
- B. Candidates may not run for, be elected to, or appointed to any District-level (including Area and Division) role or apply for, or be selected as, a Region Advisor after being nominated by the ILC.
- C. The chair or a co-chair notifies candidates who are not nominated and provides specific feedback related to the competencies required to ~~be a nominated effectively serve as an~~ International Officer or Director. ~~The chair or a co-chair may provide feedback to nominated candidates upon request.~~
- D. All other candidate interview information is confidential, and the entire deliberative process of the ILC is confidential. Breaches of ILC confidentiality by anyone are subject to appropriate disciplinary action.
- E. All documentation, files, and reports are kept by World Headquarters for five (5) years.

## 6. Announcement of Candidacy and Distribution of Campaign Materials

- A. International Officer and Director qualifications are defined in the Bylaws of Toastmasters International, Article IX, Section 2.
- B. Candidates may submit a Letter of Intent to World Headquarters confirming their intention to run for office, on or after September 1 of that election cycle. World Headquarters provides all Letters of Intent to the ILC Chair and Co-Chairs.
  - I. The ILC Chair and Co-Chairs review each Letter of Intent to evaluate potential conflicts of interest. The ILC, by a two-thirds vote of the Chair and Co-Chairs, may reject a Letter of Intent due to disclosed conflicts of interest. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any potential International Officer or Director.
  - II. A Letter of Intent must be accepted by the ILC before a candidate may engage in public campaign activities.
  - III. By signing the Letter of Intent, the candidate acknowledges having read and understood the campaign policies and takes responsibility for the conduct of supporters. Furthermore, the candidate acknowledges that all actual, apparent, or potential conflicts of interest have been disclosed.



- IV. A Letter of Intent, biographical information, and a photograph must be received at World Headquarters no later than October 1 for International Officer and Director candidates.
  - V. Once the ILC accepts a candidate's Letter of Intent, the candidate may not run for, apply to, be elected to, or appointed to any District-level (including Area and Division) role. Candidates serving in an elected or appointed District-level (including Area and Division) role must resign immediately. If candidates remove themselves from the ILC evaluation process, or are not nominated by the ILC and choose not to continue as a candidate, they are eligible to serve in a District-level (including Area and Division) role.
  - VI. After the ILC accepts a candidate's Letter of Intent, the candidate will be provided contact information of the Board, current and past Region Advisors, Past International Presidents, Past International Directors, Immediate Past District Directors, District Directors, Program Quality Directors, and Club Growth Directors. The contact information shall only be used for campaign purposes.
  - VII. Candidates must provide World Headquarters with a copy of or link to all distributed or published campaign materials upon or before delivery.
- C. Eligible candidates who have not been nominated by the ILC may run from the floor at the Annual Business Meeting as defined in the Bylaws of Toastmasters International, Article VIII, Section 3.
- I. A Letter of Intent for the candidate must be on file with World Headquarters.
  - II. If a Letter of Intent for a floor candidate is on file, a competing nominated candidate shall be considered opposed.
- III. Written notification indicating intent to run from the floor must be submitted to the International President no later than July 1.**

## 7. International Candidate Campaigning

- A. Candidates for Second Vice President and International Director may only visit clubs, Districts, and District leaders within their declared home region. In addition, candidate may continue to attend any meetings of clubs in which they are a paid member as of September 1 of the election cycle.
- B. Candidates **and the candidates' representatives, at District conferences or at the International Convention**, may:
  - I. ~~p~~Produce, distribute, post, and make available for download educational and/or informational ~~print~~, audio, video, and electronic materials, but may not play them at District conferences or at the International Convention. ~~Only the candidate and the candidate's representatives may distribute such materials.~~
  - II. **Only distribute business cards (per the branded business cards description on the Brand Portal) as the sole print item.**
  - III. ~~Candidates may n~~Not produce or distribute any **other** campaign items (such as, but not limited to, buttons, pins, USB drives, apparel, and gifts).

- C. A candidate may use Toastmasters trademarks on campaign materials and websites, only after the candidate's Letter of Intent and biographical information has been received by World Headquarters. Use of the trademarks on any other items requires the written permission of the Chief Executive Officer.
- D. Unsolicited subscriptions to information by or about a candidate are not permitted.
- E. District publications, **social media**, and websites that include information written by or about candidates must not be distributed beyond their regular distribution list. District publications, **social media**, and websites may not contain advertisements about candidates and may not contain articles or notices about candidates from outside the District. **District publications, social media, and websites may link to the list of candidate biographies on the Toastmasters International website.**
- F. Candidates shall only send campaign messaging that articulates the candidate's qualifications, vision for the organization, and strategies to accomplish that vision. This messaging may be sent in writing or delivered verbally.
  - I. Campaign Messaging Recipients are current Board Members, current and past Region Advisors, Past International Presidents, Past International Directors, Immediate Past District Directors, District Directors, Program Quality Directors, and Club Growth Directors. Candidates may not send campaign messaging to club officers and District leaders other than those specified here.
- G. Candidates may use a scheduling software provided by World Headquarters, or one of their own choosing.
  - I. Candidates choosing to make use of the software provided by World Headquarters will receive access information and instructions:
    - a. No later than April 22 for ILC nominated candidates, or
    - b. Within seven (7) days after notice to **the** Toastmasters International **President** of an intent to run from the floor by candidates who were not nominated by the ILC.
  - II. Candidates who are not using the software provided by World Headquarters must inform World Headquarters of the software they are using.
  - III. Floor candidates must be identified as such in any scheduling software the candidate chooses to use.
  - IV. Candidates are responsible for managing the operation of their calendars, including, but not limited to:
    - a. Setting up their schedule
    - b. Providing Campaign Messaging Recipients with the link to the candidate's calendar
    - c. Scheduling, cancelling, and/or rescheduling of appointments

- V. The following types of communications are not considered campaign communications. These communications may contain links to a candidate's website and/or campaign social media profiles, but must not contain campaign materials or messages.
  - a. Confirmation or cancellation of an appointment
  - b. Confirmation of appointment details
  - c. A reminder of an appointment
  - d. Rescheduling an appointment
  
- H. Candidates shall only use the following types of campaign communications:
  - I. Physical Mailing: any tangible item that is sent by the candidate or on the candidate's behalf to a Campaign Messaging Recipient. **This mailing may not include any campaign items (such as, but not limited to, buttons, pins, USB drives, apparel, and gifts).**
    - a. International Officer and Director candidates, for whom World Headquarters has a Letter of Intent on file, may send one (1) Physical Mailing after the ILC's nomination results have been posted on the Toastmasters International website.
  
  - II. Electronic Mailing: any type of electronic message that is sent by the candidate or on the candidate's behalf to a Campaign Messaging Recipient.
    - a. International Officer and Director candidates, for whom World Headquarters has a Letter of Intent on file, may send one (1) Electronic Mailing after the ILC's nomination results have been posted on the Toastmasters International website.
  
  - III. Voice/Video Conversation: any type of live communication that includes voice and/or video between a candidate or a candidate's representative and a Campaign Messaging Recipient. This shall occur only after the ILC's nomination results have been posted on the Toastmasters International website.
    - a. International Officer and Director candidates may conduct one (1) Voice/Video Conversation with each Campaign Messaging Recipient.
    - b. Candidates or their representatives may communicate with Campaign Messaging Recipients no more than two (2) times to set an appointment for a Voice/Video Conversation.
    - c. No candidate for Second Vice President or International Director (nor their representatives) may initiate unsolicited communications to District Directors, Program Quality Directors, or Club Growth Directors outside the candidate's District during the month of June.

- i. Communication initiated by a Campaign Messaging Recipient is considered a solicited communication. Candidates may respond to a solicited communication at any time in the election cycle.
    - d. Communications among campaign team members are permitted.
- IV. Presentation: ~~any message delivered in person and/or by video by the candidate and/or a candidate's representative to a Campaign Messaging Recipient. A~~ **Presentation** includes but is not limited to an educational session, keynote speech, **or panel discussion delivered onsite and/or online at a District (including Area and Division) event by the candidate and/or a candidate's representative,** ~~or campaign speech.~~
  - a. **International Officer and Director candidates are not permitted to deliver campaign speeches at any District (including Area and Division) event.**
  - b. **International Officer and Director candidates may participate in other home District activities without delivering presentations, but may not serve in any District-level (including Area and Division) role.**
  - ~~a-c.~~ **International Officer candidates, or their representatives, shall not deliver a campaign speech at District events.** Unopposed International Officer candidates may **deliver a presentation at District (including Area and Division) events** ~~present an educational session and deliver a keynote speech. International Officer candidates may participate in other home District activities but may not serve in any District-level (including Area and Division) role.~~
  - d. **International Officer candidates who are opposed may not deliver presentations at District (including Area and Division) events.**
  - ~~b-e.~~ International Director candidates, or their representatives, may deliver a presentation at District events (including Area and Division events) only within their **declared home** region **at the invitation of the District Director and only if all candidates running for the same office are given equal opportunity to do so.** ~~Candidates shall receive equal opportunity, with allotted time defined by the District (Area and Division) Director. International Director candidates may participate in other home District activities but may not serve in any District-level (including Area and Division) role.~~
  - ~~c-f.~~ Communications by the District in connection with a candidate's presentation at a District **(including Area and Division) event** ~~conference~~ and internal communications among campaign team members are not considered campaign communications.
- V. Electronic Campaign Places: any online location where a candidate creates a page or profile to self-promote for an International Officer or Director candidacy.

- a. A Candidate Corner shall be included on the Toastmasters International website. ~~Candidate~~ Information **about nominated candidates** may include a photograph, profile, website address, ~~email address,~~ and ~~telephone number~~ **social media profile(s)** for contact purposes. Candidate information will be placed on the Toastmasters International website Candidate Corner by November 1.
  - i. Information about International Officer and Director candidates who are sought by the ILC is placed on the website as soon as practicable after receipt of the information.
  - ii. Only nominated candidates as determined by the ILC remain on the Candidate Corner after the committee's report has been published on the Toastmasters International website.
  - iii. Floor candidates are not included in the Candidate Corner after the Committee's report has been published on the Toastmasters International website. Floor candidates have the same opportunities as nominated candidates with the exception of inclusion in the *Toastmaster* magazine, the Candidate Corner on the Toastmasters International website and in the Candidate Brochure.
- b. A candidate's campaign website:
  - i. Must stand alone and have a unique URL each election cycle.
  - ii. A candidate may link or reference their website only on the website of the declared home club as stated on their Letter of Intent, the Candidate Corner on the Toastmasters International website, the candidate's campaign social media profiles, and in campaign communications made by the candidate.
  - iii. May include a blog with automatic notices and must have an opt-in/out option.
- c. A candidate's campaign social media profiles:
  - i. Are the only social media profiles the candidate may use to campaign.
  - ii. Must be **a new account** separate from **candidate's** existing social media profiles **and be unique each election cycle** ~~that the candidate has~~.
  - iii. May contain reciprocal links to the candidate's other social media profiles and campaign website.
  - iv. **Candidates and their campaign team members must not share or tag campaign posts. Campaign team members may not campaign on their personal social media profiles.**

- v. **Campaign content should only be posted on the candidates' campaign social media profile and campaign website.**
- d. **A candidate's personal social media profiles may contain a single post per platform announcing their candidacy.**
- d-e. Online and social media participation
  - i. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites including social media sites using any profile.
  - ii. Candidates are prohibited from commenting on discussions or posts or from liking discussions or posts using their candidate campaign profiles.
- e-f. Candidates' campaign websites and campaign social media profiles must be removed within 10 days after:
  - i. The announcement by the ILC of nominated candidates if the candidate has not been nominated and has not informed Toastmasters International of an intent to run from the floor, or
  - ii. The Annual Business Meeting.

VI. **Physical Campaign Places: any authorized location where a candidate's or their representative(s) are located materials are displayed. Physical campaign materials, other than business cards (per the branded business cards description on the Brand Portal), may not be distributed at any other location. Candidates or their representatives are responsible for the delivery, set up, and removal of materials.**

- a. A Physical Campaign Place is provided to International Officer and Director candidates or their representatives at the Candidate Corner at the International Convention.
- b. Districts may provide a Physical Campaign Place to International Officer and Director candidates or their representatives at the Candidate Corner at District conferences and other District (including Area and Division) events.
- c. All International Officer and Director candidates or their representatives should be provided ~~the same~~ **an equitable** opportunity to participate in any Candidate Corner. **Candidates or their representatives must provide their own technical hardware to participate.**
- d. No candidate or their representative may host a hospitality suite. A hospitality suite is defined as a location where refreshments are provided and attendance is open to any individual member.

- i. A candidate may have a room for storing material and meeting with campaign team members, but the room may not be used for solicitation of votes.
- ii. If at any event, there is a hospitality suite, no candidate or their representative, may give contributions or engage in political activities in the suite.

## 8. Campaign Team Members

- A. Candidates must provide a list of all campaign team members and those who provide services (**paid or unpaid**) related to the candidate's campaign (~~paid or unpaid~~). Services include but are not limited to creating a website, verbal or written campaign coaching, and digital marketing. Individuals or companies that are providing services and wish to use the Toastmasters trademarks, must obtain prior written authorization from the Chief Executive Officer.
- B. Candidates are responsible for the acts and omissions of their campaign team members and those who provide services (**paid or unpaid**) related to the candidate's campaign (~~paid or unpaid~~).
- C. Campaign team members and individuals who provide services to the candidate must follow the same rules as the candidate as defined in this policy, other governing documents, and the International Officer and Director Candidate Handbook (such as, but not limited to, not using personal social media profiles for campaigning, sending campaign communications at other times than permitted).
- D. Campaign team members and individuals who provide services to the candidate must sign and submit to World Headquarters an Acknowledgement of Campaign Responsibilities form prior to active service on the campaign team. Candidates must notify World Headquarters of any changes to their campaign team within 24 hours.

## 9. International Candidate Endorsements

- A. Photographs, audio, video, and electronic representations in all campaign material and displays, the candidate's website, and the candidate's campaign social media profiles may be of the candidate only; no other persons are permitted. All quotes and testimonials in candidate campaign materials, displays, and on websites must have the written permission of those being quoted.
- B. District Directors, Program Quality Directors, Club Growth Directors, Region Advisors, and International Officers and Directors must not take any action to endorse or to officially support any International Officer or Director candidate, including with photographs or quotes, or by placing a candidate's name in nomination. They are permitted to complete the candidate assessment and respond to questions from the ILC.
- C. The spouse, partner, or any family member of any International Officer or Director may not take any action to endorse or to officially support other candidates, including with photographs or quotes, or by placing a candidate's name in nomination.

## 10. International Campaign Violations

- A. Candidates are responsible for ensuring campaign supporters are familiar with campaign Policies and understand that violation of Policy subjects candidates to ramifications:
  - I. A level-one violation is a correctable, minor infraction (for example: posting a photo of someone other than the candidate on the candidate's website)
    - a. The violation is investigated by the Chief Executive Officer. If the Chief Executive Officer cannot resolve the matter, it is turned over to the Executive Committee.
    - b. The candidate is educated and informed. When the matter is resolved, there are no further ramifications.
  - II. A level-two violation is one involving the election process or a continuing violation (for example: candidate makes a promise of future board action in exchange for votes)
    - a. The Executive Committee investigates a level-two violation or assigns the investigation to Chief Executive Officer.
    - b. An announcement of the violation is made prior to the election. This announcement occurs at an appropriate time and place as determined by the Executive Committee or on the Toastmasters International website. A letter of censure may be issued to the candidate by the Executive Committee.
  - III. A level-three violation is one of campaign ethics (for example: candidate actively promoting the violation of Toastmasters Bylaws, Policy or Protocol)
    - a. A level-three violation is investigated by the Executive Committee, which may delegate it to the Chief Executive Officer.
    - b. Ramifications may include any or all penalties for level-two violations a request for the candidate to withdraw from the race, and, in the most severe cases, removal from good standing or other disciplinary action which may disqualify the candidate.
- B. The Executive Committee's decisions are final. A candidate may not request that the Board modify or overturn the Executive Committee's decision, nor may the candidate contact Board Members for the purpose of appealing that decision.

## 11. International Candidate Showcase

- A. At the International Convention, a Candidate Showcase occurs before the Annual Business Meeting for presentations by all International Officer and Director candidates.
- B. Prior to the International Convention, the International President appoints International Directors to serve as chair and co-chair of the Candidate Showcase. Other International Directors are assigned as needed.



- C. Opposed International Officer and all International Director candidates are limited to a six-minute interview. Unopposed International Officer candidates are limited to a three-minute interview. District leaders and the Board of Directors submit questions to be asked.
- D. The presentation schedule, with the names of all nominated and known floor candidates for international office, is prepared by World Headquarters.
- E. There is no census or poll taken of the delegates at a Candidate Showcase.

## **12. International Proxies and Credentials**

- A. Proxies are defined in Article X, Section 2 of the Bylaws of Toastmasters International.
- B. Annual Business Meeting proxies are available to Member Clubs no later than July 10.
- C. When amendments to the Bylaws are to be voted on, there is a method in the proxy process for a Member Club to indicate how it wishes its votes to be cast.
- D. A Credentials Chair and two (2) Co-Chairs are appointed by the International President:
  - I. The appointees are current or past Board Members.
  - II. A person may be reappointed as chair after a three-year interval.
  - III. Appointees are responsible for the operation of the Credentials process preceding the Annual Business Meeting.

## **13. Voting by Mail**

- A. The circumstances for holding an election by mail vote are stated in Article IX, Section 4 of the Bylaws of Toastmasters International.
- B. The tentative process for conducting an election by mail vote is described in Protocol, and such Protocol shall be modified as needed and adopted as Policy by the Board of Directors at such time as a mail vote is held.

## Club Programs and Events

### 1. Club Coach Program

- A. The objective of this program is to coach struggling clubs back to a healthy membership, and to instruct club members in strategies to encourage continued member enthusiasm and interest in continuing with the Toastmasters Education Program.
  - I. Eligible clubs and prospective coaches may approach the District Director to request the appointment of a club coach to a given club. The District Director may also determine a club is eligible without external prompting.
  - II. Once it has been determined that a club requires coaching, the District Director arranges a meeting between the eligible club, a qualified club coach, and either the District Director, Program Quality Director, or Club Growth Director. The purpose of this meeting is to fill out and sign the Club Coach Agreement.
  - III. Once all parties have agreed to the specific terms of the Club Coach Agreement, the document is sent to World Headquarters for final approval and filing. Once this confirmation has been received, club coaching may begin.
- B. Clubs seeking a club coach must meet the following criteria in order to be considered eligible for the program:
  - I. Must have between three (3) and 12 active members in good standing.
  - II. Must not be currently suspended.
- C. Toastmasters members seeking to become club coaches must meet the following criteria prior to their appointment in order to be considered qualified:
  - I. Must be an active member in good standing with Toastmasters International, having maintained an active membership in any club other than the club to be coached for a minimum of one (1) **program** year.
    - a. Club coaches may not become members of, or hold any position in, any club they are appointed to coach for the duration of their appointment.
    - b. Club coaches may be former members of an eligible club, so long as they have not been a member of that club for a minimum of six (6) months prior to their appointment.
  - II. Must have completed Level Two (2) in any Pathways path, or achieved an Advanced Communicator Bronze (ACB) or Advanced Leadership Bronze (ALB) designation in the traditional education program.

- III. Must have served as a club officer for one (1) program year (or two [2] six [6]-month terms).
  - IV. Must have completed Club Coach Training.
  - V. Must not be coaching any other club.
- D. On completion of their assigned term of service,
- I. A club coach will be considered eligible for Distinguished Toastmaster (DTM) credit if all of the following conditions have been met:
    - a. The club coach served for a minimum of six (6) months in their assigned role.
    - b. The club coach submitted reports on club status to World Headquarters, club officers, and relevant District personnel at the appropriate times. Initial reports are to be submitted within 30 days of a club coach's assignment; ongoing reports every 60 days thereafter; and final reports following the conclusion of the assigned term.
    - c. The Club President of the coached club and District Director have both confirmed in writing that the club coach has successfully discharged their duties. Club coach evaluations may be collected to aid in this determination.
    - d. The coached club has achieved Distinguished or higher recognition in the Distinguished Club Program by June 30 of the relevant program year.
  - II. The club coach, in addition to being eligible for Distinguished Toastmaster (DTM) credit, shall also be eligible for District leader credit towards the DTM award if they are able to bring the coached club up to full charter strength (20 members) within their assigned term.
- E. Eligible undistricted clubs may seek the assistance of World Headquarters for appointment of a qualified club coach or coaches. All other requirements as applicable to eligible clubs and club coaches shall apply to club coaches coaching undistricted clubs.
- F. Any club coach who is unsuccessful after two (2) program years with their assigned club may be reappointed at the request of the Club Growth Director or District Director to continue to coach their assigned club.**
- I. Such requests for reappointment must be received by World Headquarters prior to September 30 after the club's second unsuccessful program year.**
  - II. Reappointment assignments are for up to an additional two (2) program years.**
  - III. A club coach may only be reappointed to the same club once per coaching appointment.**

## 2. **Speakathons**

- A. Speakathons are special meetings conducted by clubs seeking to provide their members with meetings dedicated to project speeches and evaluations in accordance with the Toastmasters Education Program.
  - I. One or more clubs may cooperate to conduct a Speakathon. These clubs may be from any District.
  - II. Speakathons may only be conducted at the club level, and may be conducted either online, in person, or combination thereof.
  - III. Speakathons cannot be organized by Areas, Divisions, and Districts.
  - IV. Area, Division, and District resources (including websites and social media) may be used to promote Speakathons.
- B. Members of clubs other than the host club or clubs (if jointly organized) may be invited to attend and participate in Speakathons. Attendance may also be made open to the general public, at the club's discretion.
  - I. Members of the host club or clubs may take on any meeting role, including presenting speeches and evaluations (both verbal and written).
  - II. Members from clubs other than the host club or clubs may not present speeches, but may take on other meeting roles.
  - III. Non-members are not recommended to take on any roles.
  - IV. International Director and Second Vice President candidates are not permitted to participate in Speakathons conducted jointly with clubs outside their declared home region.

## Intellectual Property

### 1. Trademarks

- A. Toastmasters International's trademarks are used to support and further its mission and support its programs.
- B. The following table itemizes who may use Toastmasters International's trademarks, the type of uses authorized and unauthorized, and the parties responsible for their use:

| User  | Authorized  | Not Authorized   | Responsible                       |
|---|---|--|-----------------------------------|
| Clubs, Areas, Divisions, and Districts        | Stationery, business cards, bulletins, newsletters, electronic media, websites, social media, program covers, agendas, and similar items only if directly related to and focused on the mission | Articles such as trophies, ribbons, banners, certificates, clothing or other items, except by specific, prior written authorization from the Chief Executive Officer   | Club President, District Director |
| Officer candidates at all levels              | Stationery, business cards, mailings, electronic media, websites, social, media, campaign literature, and similar items   | Same as above  | Candidate                         |
| Individual members and officers at all levels | Stationery, business cards, electronic media, websites, and social media, solely to indicate the person's affiliation with a Member Club  | Any personal newsletter, electronic media, bulletin, or similar item; articles such as trophies, ribbons, banners, certificates, clothing, or other items except by specific, prior written authorization from the Chief Executive Officer | Individual                        |

### 2. Websites and Social Media

- A. Club, Area, Division, District, and region websites and social media should contain information useful to current and prospective members and officers including, but not limited to, event calendars, membership benefits, performance-motivating articles, newsletters, distinguished program goals and progress, dates of latest updates, a link to the Toastmasters International website (which is the primary source for club meeting times and locations). Social media profiles should link to the official Toastmasters International profile on the same platform.

- B. Each club website and social media profile should contain the club name, meeting time and location, a contact telephone number or email address, the club mission, and a link to the District website. Club social media profiles should link to the District profile on the same platform.
  - I. Club websites and social media may not contain material irrelevant to achieving the mission of the club.
  - II. The Club President is the publisher of the club website and owner of all club-related social media. The Club President is ultimately responsible for all content that appears on these platforms.
- C. Each Area and Division website and social media profile may also contain listings of clubs within the Area or Division, membership-building tips for clubs, the club and District missions, and a link to the District website. Area and Division social media profiles should link to the District profile on the same platform.
  - I. The District Director is ultimately responsible for the content of Area and Division websites and social media within the District.
  - II. Area and Division websites must either be part of the District website or published on a free or donated Web hosting site and linked to and from the District website.
  - III. Websites and social media must be transferred to the incoming District Director by July 1. If a website or social media profile cannot be transferred or the incoming District Director does not want to continue its use, the page must be removed.
- D. Each District website should also contain information such as how to organize new Toastmasters clubs; membership-building tips for clubs; a calendar with information about events such as training, District conferences, and the International Convention; the club and District missions; and links to area and division websites within the District. District social media profiles may also contain this information.
  - I. District websites and social media may not contain material that is irrelevant to achieving the mission of the District.
  - II. The District Director is the publisher of the District website and owner of all District-, Area-, and Division-related social media. The District Director is ultimately responsible for all content that appears on these platforms.
- E. Region websites and social media profiles may also contain information such as articles and ideas to motivate the Districts' achievement of goals, links to District performance information on the Toastmasters International website, promotion of Toastmasters programs, the mission and vision of Toastmasters International, District and club missions, recognition for achievements or progress toward achievements of District goals, schedules and information about District visits, links to websites of Districts within the region, and District conference dates and locations.

- I. Region websites and social media may contain a list of Past International Presidents and Past International Directors showing only their home districts and years of service.
  - II. The Region Advisor is the publisher of the region website and owner of all region-related social media profiles. The Region Advisor is ultimately responsible for all content that appears on these platforms.
  - III. Region Advisors may appoint members from the region they serve to act as administrators of social media profiles. However, current District officers, current Board Members, and International Officer and Director candidates (including their campaign teams) may not act as administrators on any region websites or region-related social media profiles.
- F. Officers at all levels shall not create office-related websites or social media profiles separate from those of their clubs, Areas, Divisions, Districts, or regions.
  - G. Officers may reference their Toastmasters membership and position on a personal website or social media profile.
  - H. All club, Area, Division, District, and region websites and social media profiles shall include a Toastmasters International trademark acknowledgement statement as published by Toastmasters International. As the trademark owner, Toastmasters International reserves the right to determine how trademarks are used on websites and social media.
  - I. Toastmasters websites and social media may not include copyrighted information from Toastmasters International or any other source without the express written permission of the copyright owner.
  - J. Clubs, Areas, Divisions, Districts, and regions may publish websites in donated space and acknowledge the donation on the website.
  - K. Individual members may not receive any compensation to create, maintain, or host Toastmasters websites; however, normal and reasonable costs to maintain the site may be reimbursed by the club or District.
  - L. The following disclaimer must be included on all Toastmasters websites and social media pages: "Information, photos, and all other materials posted are for the sole use of Toastmasters' members, for Toastmasters business only. It is not to be used for solicitation or distribution of non-Toastmasters material or information."

### **3. Websites and Social Media Advertising**

- A. Advertising
  - To advertise on a club, District (including Area and Division), or region website or social media profile, a payment or in-kind gift is received to place a graphic, logo, text, link, or other type of media with promotional messaging.
  - I. A person (member or non-member) or organization providing sponsorship, support, or promotion to a club, District (including Area and Division), or region is not considered advertising. The person's or organization's name

may be listed on a club, District (including Area and Division), or region website or social media profile for the duration of the person's or organization's support. Examples of sponsorship, support, or promotion include, but are not limited to:

- a. Financial or in-kind contribution related to an event or activity, such as a District conference;
- b. Providing meeting space; paying for member dues or new member fees; or hosting, creating, or maintaining a club, District (including Area and Division), or region website or social media profile;
- c. Video or text encouraging support of, or attendance at, an event or activity.

II. All advertising must comply with the guidelines below.

- B. Clubs and Districts may sell advertising space on any website they operate to offset costs and increase income.
- C. Regions may sell advertising space on any website they operate to offset costs.
- D. Advertisements on websites and social media profiles for clubs, Districts (including Areas and Divisions), and regions must meet the following requirements:
  - I. Advertisements must be consistent with the Toastmasters brand and core values.
  - II. Advertisements must not be prominent or distract from the Toastmasters brand. Advertisements must not distract from the purpose of the website or social media profile.
  - III. Advertisements must not be for causes, service activities, or projects of organizations with which Toastmasters International has not formed an alliance.
  - IV. Advertisements must not be from competing organizations offering communication or leadership skills development.
  - V. Advertisements should remain current and timely. Advertisements related to an event must be removed after the event concludes, or at a pre-determined time for the advertisement.
  - VI. To protect the nonprofit status of Toastmasters International, advertisements must not be from a member or an organization owned by a member.
  - VII. Advertisers are to create their own advertisement, following their own brand guidelines.
  - VIII. The responsible person, as described in Section 2 above, has ultimate responsibility for, and final approval of, all advertisements.



- IX. The Chief Executive Officer may determine that an advertisement is inappropriate and require it to be removed from a club, District (including Area and Division), or region website or social media profile.
- E. To facilitate clarity and a positive working relationship, an agreement documenting the payment or in-kind gift, the location, and the duration of the advertisement should be created and signed by both parties.
- F. Advertising revenues may be subject to tax on unrelated business income. Clubs are responsible for any such tax implications resulting from club websites. District and regional advertising revenues may result in unrelated business income tax for Toastmasters International, and so must be reported in financial records submitted to World Headquarters, with provision made to cover any such tax from the revenues thereby generated.

#### **4. Language and Translations**

- A. English is the official business language of Toastmasters International. All club officers and District leaders must be proficient in English.
- B. Toastmasters supports additional languages by translating educational and marketing materials, as dictated by protocol, in the following languages:
  - I. Arabic
  - II. French
  - III. German
  - IV. Japanese
  - V. Korean
  - VI. Portuguese
  - VII. Simplified Chinese
  - VIII. Spanish
  - IX. Tamil
  - X. Traditional Chinese
- C. Translation and distribution of any Toastmasters International material bearing Toastmasters trademarks or copyrights must be managed by World Headquarters.
- D. Upon request Toastmasters International may translate into a new language based on the following factors:
  - I. When at least 20 chartered Member Clubs in good standing conduct their meetings primarily in the language being considered for translation and there is the potential to build more clubs whose meetings would be conducted primarily in that language, World Headquarters may translate promotional and select marketing materials, two (2) Pathways paths, the DTM project, the Mentor Path, electives, and other related materials.
  - II. When at least 45 chartered Member Clubs in good standing conduct their meetings primarily in that language and there is the potential to build more

clubs whose meetings would be conducted primarily in that language, World Headquarters may translate additional promotional and select marketing materials, five (5) additional Pathways paths, electives, and other related material.

- III. When 60 or more chartered Member Clubs in good standing conduct their meetings primarily in that language, World Headquarters may translate the remaining Pathways paths, electives, and other related materials.
  - IV. When requesting translation into a new language, a detailed needs analysis is submitted to the Chief Executive Officer that includes the following:
    - a. Gross domestic product (GDP) growth over the three (3) previous years.
    - b. Language ranking by the number of native speakers.
    - c. Urban population.
    - d. Rural population.
    - e. Average income.
    - f. Percentage of English speakers out of total population.
    - g. Analysis of market opportunity and projections of growth among in-country, proposed language speakers.
    - h. Potential local sources of funding to cover translation costs.
  - V. World Headquarters determines which materials have priority for translation.
- F. A District, Provisional District, ~~Territorial Council~~, or group of clubs that conduct their meetings in a common language may request permission to translate select existing Toastmasters club-related documentation, educational, marketing, and training materials approved by the Chief Executive Officer. Permission may be granted under the following conditions:
- I. Materials are translated, edited, and proofed by a Translations and Review Team overseen by the District, Provisional District, ~~Territorial Council~~, group of clubs, or by an individual or service designated by World Headquarters.
  - II. World Headquarters reviews and approves all translated materials prior to distribution.
  - III. An Assignment Agreement must be completed to assign copyright of the translated materials to Toastmasters International.
  - IV. World Headquarters reserves all rights to create and distribute all translated materials.

## District Structure

### 1. Club Assignments

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

e. The likelihood of eligibility for Distinguished programs (e.g., club base of the Area or Division)

E. A Division must have a minimum of three (3) Areas.

## **2. Territorial Councils**

- ~~A. The Board may create non-district administrative units called Territorial Councils in any undistricted territories for the purpose of forming new Districts.~~
- ~~B. The criteria for the creation of a Territorial Council is the evidence of potential growth of clubs and members in a specific geographical area within five (5) years and the evidence of potential of at least 20 clubs therein for eventual District status.~~
- ~~C. Once granted Territorial Council status by the Board, a Territorial Council is entitled to:
  - ~~I. Administrative support from World Headquarters~~
  - ~~II. A District number, which is the next sequential District number available, and assignment to a region~~
  - ~~III. Participate in the Distinguished District Program~~
  - ~~IV. A District reserve account and applicable membership dues income~~
  - ~~V. Travel reimbursement to official District leader training provided by World Headquarters~~~~
- ~~D. As stated in Article I: Authority and Title, of the District Administrative Bylaws, all policies and protocols governing Districts shall apply to Territorial Councils, unless otherwise directed by the Board in the best interests of the council. The clubs within a Territorial Council organize an operating structure, electing such officers, similar to Districts, to coordinate and guide club growth and support programs. Elected officers of the council may be re-elected to succeed themselves for one (1) term.~~
- ~~E. The Territorial Council may plan and conduct training sessions, educational programs, speech contests, and other growth-oriented activities.~~
- ~~F. Individual members of clubs in a Territorial Council may participate in the Video Speech Contest.~~
- ~~G. If a Territorial Council meets the minimum requirements for District status before becoming a Provisional District, it may skip that step and apply to the Board for District status.~~
- ~~H. Those performing leadership roles in a Territorial Council have the same responsibilities as the equivalent leadership roles in a fully-qualified District, subject to such limitations as Policy, Protocol, or Board action may provide.~~
- ~~I. Each year, the Board reviews the progress of Territorial Councils. If, after three (3) years, the Territorial Council has not made significant progress toward becoming a Provisional District or District, the Board may remove Territorial Council status and all related privileges. The clubs would revert to being undistricted.~~

## 2-3. Provisional Districts

- A. **The Board may create Provisional Districts in any geographic area that is undistricted. A Territorial Council may apply to the Chief Executive Officer for Provisional District status when the following requirements are met:**
- B-I.** The **criteria for the creation of a Provisional District is council has 45 25** or more clubs in good standing ~~for two (2) consecutive semiannual reporting periods.~~ **Applications for Provisional District status are submitted to the Chief Executive Officer.**
- C-B.** Once granted Provisional District status by the Board, a Provisional District is entitled to administrative support from World Headquarters; a District number, which is the next sequential District number available; official participation in the Distinguished District Program; a District reserve account; applicable membership dues income; assignment to a region; visits from International Officers, Directors, and/or Region Advisors; and travel reimbursement to official District leader training and to the International Convention.
- D-C.** Individual members of clubs in provisional districts may participate in the Video Speech Contest.
- E-D.** A Past Provisional District Director is eligible to be nominated for election to the Board.
- F-E.** Within three (3) years after granting Provisional District status, the Board reviews the progress of the Provisional District. Performance in the Distinguished District Program is considered in the decision to grant full District status.
- G-F.** After reviewing District progress, the Board either allows the Provisional District to continue to function as a District or takes such action as it considers in the best interest of Toastmasters International.
- H-G.** When a Provisional District reaches 60 or more clubs in good standing, it may apply to the Board for District status.
- I-H.** Before becoming eligible for full District status, each newly created Provisional District is required to be in operation for a minimum of nine (9) months ending on June 30, during which time it must adopt the District Administrative Bylaws; elect officers, establish an organizational structure, and subdivide itself into Areas; and operate District programs in alignment with Toastmasters International's governing documents.
- J-I.** Any authorization to operate as a Provisional District continues until full District status is granted or until it is otherwise terminated by the Board.

## 3-4. Reformed or Consolidated Districts

- A. The Board reviews the status of Districts with more than 240 clubs every three (3) years, or sooner if necessary, to determine if reformation is in the best interests of Toastmasters International and the clubs.
- B. The Board may also consider consolidating a District with another District or Districts if it has fewer than 60 clubs.
- C. Any District with 200 or more clubs that wants to be considered for reformation may,

after approval by a majority of the District Executive Committee, submit a letter of inquiry to the Chief Executive Officer for review with the Executive Committee. The Executive Committee provides its recommendation to the Board.

- D. If the Board approves the request or directs a reformation, the District Director appoints a Reformation Committee to conduct a detailed needs analysis that includes the following:
  - I. Map of proposed boundaries demonstrating that the reformed Districts will have no fewer than 100 clubs each
  - II. Number of clubs; club strength; growth trends; growth potential; population; education; languages spoken; and geographic influences, such as rivers, mountains, proximity of clubs to one another, and international borders, for both Districts
  - III. Reasons why the reformation is in the best interests of the members, the clubs, the Districts, and Toastmasters International
  - IV. Implementation strategy
  - V. Marketing plan projecting growth and identifying key market opportunities for both Districts
  - VI. Succession plan identifying qualified future leaders in both Districts
  - VII. Financial projections demonstrating the anticipated income and expense for both Districts
  - VIII. The needs analysis is submitted to the Chief Executive Officer for review with the Executive Committee. The Executive Committee provides its recommendation to the Board.
- E. Two (2) years prior to reformation, the District elects two (2) Club Growth Directors, one (1) Program Quality Director and a District Director. One (1) year prior to reformation, the District elects two (2) Club Growth Directors, two (2) Program Quality Directors and one (1) District Director. In cases when two (2) or more Districts jointly reform or when one (1) District reforms into more than two (2) Districts, the Board will provide additional direction as needed.
- F. The District with the oldest surviving club within its boundaries will retain the original District number. The other District will receive the next sequential number available. The number will be communicated to the District leaders no later than July 1 of the year prior to reformation.
- G. District records through the reformation are retained by the original District. Copies of records essential to their proper administration are furnished to the newly formed District. Separate records are kept after the reformation.
- H. Once the reformation takes place, World Headquarters distributes funds in the original reserve account to the reserve accounts of the reformed Districts, according to the ratio of the number of membership payments made by clubs in each reformed District in the program year immediately preceding the reformation.

- I. Funds in local District bank accounts must be divided according to the ratio of the number of membership payments made by clubs in each reformed District in the program year immediately preceding the reformation. World Headquarters shall oversee the allocation of funds at the time the bank accounts are established for the new District.
- J. At any stage of the reformation process, Districts may be asked to submit a progress report to the Chief Executive Officer.
- K. Additional reformation requirements may be determined necessary by the Board due to special circumstances.

#### **4-5. District Consolidation**

- A. The consolidation of a District occurs on the initiative of the Board.
- B. The Board reviews the status of Districts with fewer than 60 clubs every three (3) years, or sooner if necessary, to decide if consolidation is in the best interest of the organization.
- C. When determining whether consolidation is appropriate, factors such as the number of clubs in the District, market potential within the District, past performance, leadership, and geography are considered.
- D. If it is determined that consolidation is in the best interests of Toastmasters International and the clubs, the District is advised that it is being considered for consolidation.
- E. If the District wishes to remain a District and not be consolidated, it is given the opportunity to develop and present a growth plan to the Board. The growth plan identifies potential markets within the District and provides a specific strategy and reasonable timeline for building 60 clubs and more.
- F. If a growth plan is accepted, the Board reviews the progress of the District each year and takes what action is in the best interests of Toastmasters International and the clubs.
- G. If a District is to be consolidated, the clubs in that District are notified of the date of consolidation. The Board takes whatever action necessary to ensure that the clubs involved have the opportunity to participate in elections or speech contests conducted by the District absorbing the clubs.

Protocol 9.0

**District Campaigns and Elections**

**1. Schedule**

| Date  | Action  |
|---|---|
| No later than November 1  | District Director appoints District Leadership Committee (DLC) Chair.   |
| No later than December 1  | DLC members are recommended by the DLC Chair and approved by the District Director.   |
| No Later than January 15  | Call for candidate declarations.  |
| Determined by the DLC Chair and announced to the members of the clubs in the District | Deadline for candidates to declare intent to run.   |
| March 15 – June 1   | District Council annual meetings occur (actual dates set by each District).   |
| Six (6) weeks prior to the election date  | DLC notifies District Director of nominated candidates.   |
| Four (4) weeks prior to the election date   | DLC report and biographical forms are emailed to all members of the District Council and posted on the District website.<br><br>Eligible floor candidates shall declare their intent to run in writing to the DLC Chair after the DLC report has been published and at least one (1) week prior to the annual District Council meeting. |
| July 15   | Deadline to submit Officer Agreement and Release Statements and District Leader rosters to World Headquarters.  |

**2. District Leadership Committee**

- A. The District Leadership Committee (DLC) is defined and governed by Article XI, Section (b) of the District Administrative Bylaws.
- B. Members of the DLC acknowledge and agree to the following guidelines:
  - I. Abide by the timeline provided in Article XI of the District Administrative Bylaws.
  - II. Identify and seek qualified candidates for each position.
  - III. Commit to meet on a regular basis to conduct candidate assessments and to complete the selection process.

DLC meetings and deliberations are confidential and may not be attended by or shared with those who are not DLC members. A DLC candidate interview is attended only by the DLC members and the candidate.



- IV. Confirm that each candidate meets the candidate qualifications defined in Article VII, Section (d) of the District Administrative Bylaws.
  - V. Ensure that there is a minimum of one (1) candidate each for the offices of District Director and Program Quality Director; two (2) or more candidates for the office of Club Growth Director; and a minimum of one (1) candidate for all other elective District offices.
- C. DLC composition:
- I. The District Director appoints a chair, who is a past District leader, preferably a Past District Director. The DLC Chair shall not hold any other District role (with the exception of the Immediate Past District Director) during the program year in which the report is presented.
  - II. Committee members are appointed by DLC Chair, subject to the approval of the District Director.
  - III. Each committee member and the DLC Chair must be an active and paid member.
  - IV. Each Division in the District must be equally represented on the committee.
  - V. A member from a different District in the same region may be appointed to the DLC by the District Director, as a voting member or non-voting member, to provide outside perspective and to enhance the DLC process during deliberations. This member will not represent a Division.
  - VI. The District Director, Program Quality Director, and Club Growth Director shall not serve as members of the DLC.
  - VII. International Officer and Director candidates, Board Members and Region Advisors may not serve on the DLC.
  - VIII. All committee members must complete a Committee Member Agreement and submit it to the DLC Chair before the committee begins its work.
- D. DLC members serve one (1) year on the DLC and may be reappointed after a one-year absence from the committee.
- E. Communication may be by conference call, email, or other means when geographic distance and other factors impede in-person participation.
- F. DLC members shall not participate in any campaign or endorse any candidate for District office.
- G. No DLC member may be nominated or run from the floor for any District office for the program year following the election at which the committee's report is presented.

- H. DLC members with a conflict of interest, such as a business or personal relationship with a candidate, must declare it at the Committee's first meeting or as soon as the conflict is identified. They must also abstain from the interviews, discussion, and voting regarding that candidate in the context of the Committee.

### **3. Candidate Assessment and Selection**

- A. Before candidate assessment begins, the DLC verifies that each candidate meets the qualifications listed in Article VII of the District Administrative Bylaws.
- B. The DLC interviews and evaluates all known candidates for each elected position. The DLC reviews, in detail, the duties of the position as defined in Article VIII of the District Administrative Bylaws with each candidate. Candidates are evaluated using the Candidate Evaluation and District Officer Competencies documents. The chair provides these documents to the DLC members.
- C. All candidates are interviewed by at least two (2) committee members jointly or individually. Candidates for the same position are interviewed by the same interviewers except for the Division Director position.
  - I. Candidates for the same Division Director position (i.e., Division A, Division B, etc.) are interviewed by the same interviewers.
  - II. Division Director candidates who have completed the DLC interview process for any Division(s) are eligible as a floor candidate and may run for any Division Director position.
  - III. If a DLC member resigns or is replaced after interviews have begun, candidates who have completed their interviews do not need to be interviewed again by the newly appointed DLC member in order to meet the requirement as defined under Section 3.C. of this protocol.
- D. Online participation options for interviews must be made available if needed.
- E. The DLC members, including the chair:
  - I. Have equal opportunity to express their perspectives during candidate-selection deliberations.
  - II. Exercise independent judgment during the selection process.
  - III. Consider the experience, abilities, and qualifications of each candidate.
  - IV. Keep in mind the best interests of Toastmasters International, its Member Clubs, individual members and the District.
  - V. Discuss each candidate for each elective District office.
- F. The DLC Chair is a non-voting member of the committee and does not attempt to influence the other members of the committee.

- G. Committee members cast their votes in written form, and the committee nominates a minimum of one (1) candidate each for the offices of District Director and Program Quality Director; two (2) or more candidates for the office of Club Growth Director; and a minimum of one (1) candidate for all other elective District offices.
- H. Votes are tallied by the DLC Chair and at least two (2) other committee members. The Chair announces the results to the committee.
- I. To be nominated, a candidate must receive a majority vote of the DLC.
- J. DLC deliberations and votes are confidential and may be shared only with the District Director, World Headquarters, and the Toastmasters International Board of Directors.

#### **4. Nomination Results**

- A. The reporting of committee results is governed by Article XI, Section (b) of the District Administrative Bylaws.
- B. The DLC Chair or the District Director notifies nominated candidates and reconfirms their willingness to be nominated and their commitment to fulfill the duties of office.
- C. The District Director distributes the committee report and the Candidate Biographical Form for each candidate to the District Council.
- D. The DLC Chair or District Director notifies candidates who were not nominated and advises them of their eligibility to seek office as floor candidates.
- E. The DLC report is incomplete if the DLC is unable to nominate the required number of candidates for any individual office(s). The nomination report is invalid if any other DLC requirement, process, or deadline is not complied with.
- F. If the DLC report is incomplete, qualified candidates may run from the floor for any position for which the DLC did not nominate the required number of candidates. Qualified candidates must notify the District Director seven (7) days prior of their intent to run from the floor. Any nominations made by the DLC are valid.
- G. If the DLC report is invalid, qualified candidates may run from the floor for all positions. Any nominations made by the DLC are invalid. The report may be presented to District Council members as an advisory report at the discretion of the District Executive Committee.
- H. Any protest related to the DLC report must be submitted to the District Director two (2) weeks prior to the elections.
- I. It is recommended that the DLC Chair or designated committee member provide feedback to all candidates for leadership development.

## 5. Announcement of Candidacy

- A. Members, including current members of the District Executive Committee, may self-nominate for District office, be sought out by the DLC, or be nominated by an individual member.
- B. Floor candidates have the same opportunities and responsibilities as nominated candidates unless otherwise noted.
- C. To be nominated, elected or appointed, or run from the floor for any District officer position, candidates must:
  - I. Sign the Toastmasters International Officer Agreement and Release Statement.
  - II. Submit a completed Candidate Biography Form and photograph.
- D. All signed forms from elected or appointed leaders must be submitted to World Headquarters as soon as practicable after the elections but no later than July 15.

## 6. Campaign Communications

- A. A campaign communication is any message, in any form, (such as phone calls, postal mail, email, **and** social media, ~~and facsimile~~) unsolicited by the recipient that promotes or publicizes a candidate.
- B. Photographs, audio, video, and electronic representations in all campaign materials and displays, and on the candidate's website and social media profiles, related to this campaign may be of the candidate only; no other persons are permitted. All candidates are responsible for obtaining written permission for any quotes and testimonials used in candidate campaign materials and displays, on websites, and on social media profiles. Proof of written permission may be requested for review by the District Director.
- C. Unsolicited subscriptions to information by or about a candidate, such as a newsletter, ~~or~~ blog, **or social media page**, are not permitted.
- D. Communications by the District in connection with a candidate's presentation at a District conference, and internal communication among campaign team members, are not considered campaign communications.
- E. The District Director provides contact information to declared candidates only after receiving their Officer Agreement and Release Statement.
  - I. Only District Council members' contact information is provided. **The contact information must include all available names, mailing addresses, email addresses, and phone numbers of the District Council.**
  - II. The contact information may only be used for campaign purposes.
- F. District candidates may only send two (2) campaign communications. These

communications may only be sent to members of the District Council:

- I. The first communication may be sent between January 1 and two (2) weeks prior to the District Council's annual meeting.
  - II. The second communication may be sent two (2) weeks prior to and no later than the date of the District Council's annual meeting.
- G. Candidates may have a website and use social media to promote their candidacy. No District or club social media sites or websites may be used to promote any individual candidate. District and club websites may list the nominated candidates.
- H. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites, including social media sites, for campaign purposes.
- I. District candidates may use the Toastmasters trademarks, including the logo and the names "Toastmasters" and "Toastmasters International," on printed and electronic campaign materials, websites and social media sites. Use of the trademarks on any other items requires the written permission of the Chief Executive Officer.
- J. Candidates may not produce or distribute any wearable campaign items (such as buttons, pins, hats, sashes, apparel, etc.).
- K. At District conferences and District non-election meetings (such as Area and Division speech contests), nominated candidates and floor candidates may only distribute and display campaign materials in the Candidate Corner (if there is a Candidate Corner). Candidates or their representatives are responsible for the delivery, set-up, and removal of materials.
- L. At District non-election meetings (such as Area and Division speech contests), candidates may be introduced as long as all candidates present are introduced.
- M. Candidates may not host hospitality suites at any District event or contribute to a District hospitality suite. A hospitality suite is defined as a room where refreshments are provided and attendance is open to any member.
- N. Candidates may speak and give educational presentations at District conferences, at a time other than during the District Council's annual meeting, at the discretion of the District Director.
- I. All candidates must receive equal opportunity.
  - II. The time, place, and length of presentation are identified by the District Director.
  - III. Candidates shall not serve as speech contest officials.
- O. Candidates may not present campaign speeches at any District non-election

meeting, or campaign at any club meetings.

- P. Advertisements in District publications, such as in newsletters, in conference programs, or on websites, by or on behalf of candidates for District office are not permitted.
- Q. The names of floor candidates are not published with the DLC report or in any other District publication.
- R. Candidates or their representative(s) may not send campaign communications once the District Council annual meeting begins.**

## 7. Candidate Endorsements

- A. District Executive Committee members shall not take any action to endorse or officially support any candidate; however, District Executive Committee members who are running for District office may campaign on their own behalf.
- B. International Officer and Director candidates, members of the Toastmasters International Board of Directors and Region Advisors may not take any action to endorse or support any candidate for District office.
- C. All candidates must obtain written permission for any endorsements (i.e. quotes and testimonials) used in candidate campaign materials and displays, and on websites. Proof of written permission may be requested for review by the District Director.

## 8. Campaign Violations

- A. All actions by individual members must comply with Policy 3.0: Ethics and Conduct and Protocol 3.0: Ethics and Conduct.
- B. Candidates are responsible for ensuring campaign supporters are familiar with campaign Policies. Candidates acknowledge that violation of Policies and Protocols may result in consequences.
  - I. A level-one violation is a minor infraction that is usually correctable (for example: posting a photo of someone other than the candidate on the candidate's website).
    - a. The violation is reported to the District Director, who investigates the matter. If the District Director cannot resolve the matter, it is turned over to the District Executive Committee.
    - b. The candidate is educated and informed about the violation. When the matter is resolved, there are no further ramifications.
  - II. A level-two violation is one involving the election process or a continuing violation (for example: candidate makes a promise of future District Executive Committee action in exchange for votes, or in violation of Policy 3.0, Section 6.D.).

- a. The violation is reported to the District Director no later than 72 hours before the election. The District Director investigates the matter or assigns the investigation to the District Executive Committee.
  - b. The District Director may, at their discretion, investigate violations that occur later than 72 hours prior to the election.
  - c. The District Executive Committee may enact these penalties:
    - 1. An announcement of the violation is made prior to the election. This announcement occurs at an appropriate time and place or on the District's website as determined by the District Executive Committee.
    - 2. A letter of censure may be issued to the candidate by the District Executive Committee.
- III. A level-three violation is one of campaign ethics (for example: candidate actively engaging in or promoting the violation of Toastmasters Bylaws, Policy or Protocol).
- a. The violation is reported to the District Director no later than 72 hours before the election. The District Director investigates the matter or assigns the investigation to the District Executive Committee.
  - b. The District Director may, at their discretion, investigate violations that occur later than 72 hours prior to the election.
  - c. The District Executive Committee may enact these penalties:
    - 1. Any or all penalties for level-two violations.
    - 2. Request that a candidate withdraw from candidacy.
    - 3. Engage in further discipline following the processes outlined in Protocol 3.0.
- C. Discipline, related to campaign violations, that is administered by the District Executive Committee may be appealed to the District Council. The District Council's decision is final. Such decisions may not be appealed to the Toastmasters International Board of Directors or World Headquarters. However, the Board of Directors may, on its own initiative, review the District's decision and reach a different conclusion in the best interests of Toastmasters International, its Member Clubs or individual members.
- D. After the nominations are published, any proven candidate Policy violations must be shared with the District Leadership Committee Chair. Such violations may be disclosed at the District Council's annual meeting by the DLC chair or District Director. If any violations are disclosed at the meeting, all violations of

equal level must be disclosed at the meeting.

## 9. Candidate Showcase

- A. At the District conference, it is recommended that a Candidate Showcase occur before the District Council's annual meeting.
- B. Prior to the District conference, the District Director appoints members to serve as chair and co-chair of the Candidate Showcase. Other members are assigned as needed.
- C. Each candidate is given equal time to be interviewed by the chair based on questions related to the achievement of the District mission.
- D. When held, a Candidate Showcase must be fully in person or fully online to give each candidate an equal platform. **An online Candidate Showcase may be prerecorded and posted no sooner than one (1) week before the District Council's annual meeting.**
- E. The presentation schedule, with the names of all nominated candidates and known floor candidates for District office, is prepared by the District Administration Manager. The showcase begins with all candidates for the office of District Director, in alphabetical order by surname, and then proceeds to subsequent offices in order.
- F. There is no census or poll taken of the delegates at a Candidate Showcase.

## 10. Proxies and Credentials

- A. District proxies and voting are governed by the District Administrative Bylaws, Article X, Sections (d) and (e).
- B. The District Director sends a credential or proxy form to each Club President and Vice President Education 30 days before a District Council annual meeting in the District newsletter or in a separate mailing.
- C. Prior to the District Council annual meeting, the District Director appoints a Credentials Chair to supervise the credentials, voting, and ballot counting processes. The Credentials Chair may select members to form a Credentials Committee.
- D. The Credentials Chair is, when practicable, a Past District Director.
- E. The Credentials Chair obtains a list of paid clubs and a list of current District Council members (Club Presidents, Vice Presidents Education, and District officers eligible to vote). The Credentials Chair ensures that ballots are only issued to current District Council members or their authorized proxyholders and are signed for upon distribution.
- F. Ballots indicate the office being contested or are sequentially numbered. The names of nominated candidates may be printed on the ballots. The names of floor candidates may not be printed on the ballots. Ballot templates are available on the Toastmasters International website.



- G. The Credentials Committee ensures that no campaign materials are in the credentials area.

## 11. Elections

- A. The District Director or a person designated by the District Director explains the election rules and procedures to the delegates.
- B. The DLC Chair shall present the committee's report. In the chair's absence, the District Director designates another member of the DLC, when practicable, to present the report. The chair or designee announces the names of the committee members and reads the name of each nominated candidate, in alphabetical order, for each of the offices of District Director, Program Quality Director, Club Growth Director and Division Directors. The Area Directors, District Public Relations Manager, District Administration Manager, and District Finance Manager are also announced if elected.
- C. If any proven level-two or -three Policy violation(s) by a candidate have occurred, according to Section 8 of this Protocol, the District Executive Committee may disclose that violation and its consequences prior to the election.
- D. For each office, the District Director inquires whether there are additional nominations from the floor.
  - I. Floor candidates for District Director, Program Quality Director, Club Growth Director, and Division Director who have completed the evaluation process conducted by the DLC are eligible to run from the floor at the annual District Council meeting, according to Article VII, Section (e) of the District Administrative Bylaws. All eligible floor candidates must declare their intent to run to the District Director at least seven (7) days prior to the elections.
  - II. If the DLC report is invalid, candidates for District Director, Program Quality Director, Club Growth Director, and Division Director may be nominated as floor candidates without going through the DLC evaluation process.
  - III. Floor candidates must be nominated by a member of the District Council or their proxyholder. Floor candidates may self-nominate when they are a member of the District Council or a proxyholder.
  - IV. Floor candidates or, in their absence, their representatives state their eligibility qualifications.
  - V. Floor candidates for District Director, Program Quality Director, Club Growth Director, and Division Director must declare their intent to run to the District Director and sign the Officer Agreement and Release Statement at least seven (7) days-prior to the elections. Only the Officer Agreement and Release Statements of those elected are sent to World Headquarters.

- VI. The District Director may declare any proven level-two or -three Policy violations by floor candidates to the District Council.
- VII. When nominations are complete, the District Director declares the nominations for that office closed.
- E. At the discretion of the District Director, candidate speeches should all be delivered in person or should all be delivered online to give each candidate an equal platform.
- F. After nominations are closed, candidate speeches are given. Candidates speak on their own behalves. If a candidate is not present, an authorized representative may speak for the candidate. Candidate speeches shall not contain negative information about other candidates. If there is only one (1) candidate nominated, no speech is given.
- G. A candidate's representative may not be a member of the District Executive Committee, a member of the DLC, the Credentials Chair, or any other meeting official.
- H. The balloting for each office takes place immediately following candidate speeches. The number of votes that a member may cast is governed by Article X, Section (e) of the District Administrative Bylaws.
- I. After nominations for an office are closed, if there is only one (1) candidate for the office, the District Director may entertain a motion to dispense with the secret ballot for the uncontested office and instruct the District Administration Manager to cast a single ballot for the candidate.
- J. Candidates are responsible for appointing one (1) observer to monitor the integrity of the voting and ballot counting process.
- K. Each election is completed and the winner announced before moving to the subsequent election.
- L. Candidates nominated for one (1) office and not elected to the office may be nominated from the floor for subsequent offices as follows:
  - I. Candidates must have completed the DLC interview process for each office.
  - II. Candidates must have declared their intent to run at least seven (7) days prior to the elections, for each office.
  - III. Upon approval of a new Division or new Divisions, candidates who have gone through the DLC interview process, for any Division, are eligible to run from the floor for the new Division or Divisions.
- M. Any candidate who receives a majority of the votes cast is declared elected. In

the event no candidate receives a majority of the votes cast for a contested office, voting continues with the use of special ballots. Prior to the second ballot, the nominee having the lowest vote on the first ballot and any nominee receiving less than 10% of the votes cast shall be dropped, and on such succeeding ballots the same procedure shall be followed until a nominee has received a majority of all votes cast. In case of a tie between two (2) remaining nominees, the election shall be decided by lot.

- N. Upon adjournment of the District Council's annual meeting, all election results are final. Results of the election must be displayed on the District website and may also be announced in other public forums as soon as possible following adjournment of the meeting.
- O. All proxies and ballots are retained for 24 hours following the close of the meeting for review only by the District Director or District Credentials Chair, as necessary, and immediately thereafter destroyed by the District Director or District Credentials Chair.