



Minutes of the 2021-2022 Board of Directors Videoconference

July 25, 2022

The 2021-2022 Toastmasters International Board of Directors met on July 25, 2022, with Acting International President and Immediate Past International President Richard E. Peck, DTM, presiding. The other officers and directors present were: Matt Kinsey, DTM; Morag Mathieson, DTM; Louisa Davis, DTM; Dorothy Isa Du, DTM; Roy Ganga, DTM; Elmer Hill, DTM; Michael J. Holian, DTM; Karen Lucas, DTM; Melissa McGavick, DTM; Elizabeth Nostedt, DTM; Harold Osmundson, DTM; Monnica B. Rose, DTM; Gauri Seshadri, DTM; Ali Shahbaz Shah, DTM; Jeff Sobel, DTM; Lesley Storkey, 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, 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, Education Development Manager Jessie Lester, and Secretary Kate Wingrove were also present. Second Vice President Radhi Spear, DTM was absent.

1. The Board reviewed and adopted the agenda as presented.
2. The Board received an update on the organization's performance.
3. The Board received the report (attached) of the July 11, 2022 Executive Committee Videoconference as presented by International President-Elect Kinsey. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 4, 5, 6, 7 and 8.

Item #2 was related to the report of the International Leadership Committee (ILC) and was discussed subsequently.

Item #6 was related to the credential process used during District Council meetings and was discussed subsequently.

4. The Board discussed specific recommendations, received from the ILC, that are intended to improve the international-level campaign and election processes and best practices for future ILCs. The Board approved amendments to Policy 9.1: International Campaigns and Elections (attached) that provide clarity regarding the types of positions a member of the ILC shall not serve in, effective September 1, 2022.
5. The Board discussed the credential process that is used for establishing quorum at the beginning of a District Council meeting. The Board considered the discrepancies that might occur between the number

of attendees of an online District Council meeting and the credentials report on which the quorum is based. The Board approved amendments to the District Administrative Bylaws, Article X: Council Meetings, Quorum, Proxies, and Voting (attached), effective September 1, 2022.

6. The Board received the report (attached) of the July 18, 2022 Executive Committee Videoconference as presented by International President-Elect Kinsey. The Board adopted the Committee’s recommendations as presented in items #1 and 2.

Item #2 was related to the impact of the Covid-19 pandemic on District performance and was discussed subsequently.

7. The Board discussed the impact of the Covid-19 pandemic on the organization, specifically noting that almost all Districts have underperformed in the Distinguished District Program (DDP) since the beginning of the pandemic. To support Districts in building momentum towards future success, the Board approved changes to the District Recognition Program for the 2022-2023 and 2023-2024 program years, effective immediately, as follows:

| | Distinguished | Select Distinguished | President’s Distinguished | Smedley Distinguished |
|----------------------------|----------------------|-----------------------------|----------------------------------|------------------------------|
| Paid Clubs | No net club loss | Net +1 club | +3% | +5% |
| Membership | +1% | +3% | +5% | +8% |
| Distinguished Clubs | 40% | 45% | 50% | 55% |

The Board also recognized that clubs around the world are struggling to gain and retain members. To support more clubs in achieving in the Distinguished Club Program (DCP) and to support more Districts in achieving the DCP goal at all District Recognition Program achievement levels, the Board approved changes to the membership qualifying requirement for the Distinguished Club Program, from having either 20 members or a net growth of at least five (5) new, dual, or reinstating members to having either 20 members or a net growth of at least three (3) new, dual, or reinstating members, effective immediately for the 2022-2023 and the 2023-2024 program years.

8. The Board received the report (attached) of the July 20, 2022 Executive Committee Videoconference as presented by International President-Elect Kinsey. The Board adopted the Committee’s recommendations as presented in items #1 and 4.

Items #2 and 3 were related to the current financial situation of the organization and were discussed subsequently.

9. The Board reviewed Toastmasters International’s current financial situation and the impact of the COVID-19 pandemic on the organization’s ability to grow, provide service at all levels, and complete

initiatives. In that context, the Board discussed the dues and fees of the organization and decided not to increase dues at this time. The most recent dues increase occurred on October 1, 2016.

10. In 2007, Policy 8.0: Dues and Fees was amended to include a review of the dues, fees, and submission processes of the organization every three (3) years. The Board approved an amendment to Policy 8.0: Dues and Fees (attached) to change the frequency of the review of dues, fees, and submission processes from at least every three (3) years to every year, effective immediately.
11. The Board reviewed and discussed the format of the 2022-2023 speech contests and how to best support Districts in conducting safe and effective speech contests for the program year, given the continued risk of in-person gatherings due to Covid-19. The Board approved an exception to the in-person requirement for speech contests, allowing each District to select between hybrid or online only as the format for speech contests at the Area-, Division-, and District-levels. The format selected for a level will apply to all contests at that level. The Program Quality Director will consult with the District Director, the Club Growth Director, and others, as needed. The Program Quality Director will then recommend to the District Executive Committee (DEC) how the contests will be conducted. The DEC will either accept the recommendation or create an alternate solution. This meeting must happen by such a time that it meets the needs of the District, preferably no later than September 30 to allow proper budgeting.

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 2021-2022 Executive Committee Videoconference

July 11, 2022

The 2021-2022 Toastmasters International Executive Committee met on July 11, 2022, with Acting International President and Immediate Past International President Richard E. Peck, DTM, presiding. The other officers and directors present were: Matt Kinsey, DTM; Morag Mathieson, DTM; Radhi Spear, DTM; Roy Ganga, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, District Growth and Support Director Jonathan Lam, Marketing and 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, and Secretary Kate Wingrove were also present.

1. The agenda was adopted as presented.
2. The Committee received the report of the International Leadership Committee (ILC), including specific recommendations to improve the international-level campaign and election processes and best practices for future ILCs. The Committee recommends that the Board approve amendments to Policy 9.1: International Campaigns and Elections (attached) that would provide clarity regarding the types of positions a member of the ILC shall not serve in, effective September 1, 2022. The Committee directed World Headquarters to review and discuss the remaining recommendations for feasibility to present at a future meeting.
3. The Committee received an update on the organization's performance.
4. The Committee received an update on the topic of the decision-making authority of District officers in relation to deciding location and venue and signing the respective contracts. During the June 13, 2022 Executive Committee teleconference, the Committee directed World Headquarters to continue discussing potential modifications to Protocol 7.1: District Events that would address this topic. The Committee reviewed and discussed proposed modifications and the changes to Protocol 7.1: District Events (attached) were adopted by the joint authority of the International President and Chief Executive Officer with the concurrence of the International President-Elect.
5. The Committee received an update on the topic of the limitations of not allowing proxies for online District Council meetings. During the June 13, 2022 Executive Committee teleconference, the Committee directed World Headquarters to continue discussing potential modifications to District Administrative Bylaws, Article X: Council Meetings, Quorum, Proxies, and Voting that would address this topic. The Committee reviewed and discussed proposed modifications and directed World Headquarters to continue discussing potential modifications to the Governing Documents and begin the

assessment on the need for a program specific to incarcerated members. The recommendations should be presented no later than the March 2023 Executive Committee meeting.

6. The Committee reviewed and discussed the credential process that is used for establishing quorum at the beginning of a District Council meeting and the discrepancies seen between the number of attendees of an online District Council meeting and the credentials report on which the quorum is based. The Committee recommends that the Board approve modifications to District Administrative Bylaws, Article X: Council Meetings, Quorum, Proxies, and Voting (attached). The Committee reviewed and discussed proposed modifications to Protocol 7.1: District Events, effective September 1, 2022. The changes to Protocol 7.1: District Events (attached) 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 proposed modifications to District Administrative Bylaws, Article X.
7. The Committee received the recommendations of the Past Region Advisors Council related to Region Advisor transition and mentoring, improving Region Advisor visits, and supporting the District Leadership Committee. The Committee approved modifications to the Region Advisor Transition Checklist and directed World Headquarters to make modifications to the *Region Advisor Handbook* based on the recommendations from the Past Region Advisors Council. The Committee recommends that the Board direct World Headquarters to further build upon the District Leadership Committee handbook developed by the council to be made available by December 1, 2022. The Committee directed the International President to send a letter of thanks to the Past Region Advisors Council on behalf of the Board of Directors.
8. **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

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 Assessments begin 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. Floor candidates, who have completed the ILC evaluation process, for Officer or Director positions may declare intent after ILC results have been announced. Written notification indicating intent to run from the floor must be submitted to the International President no later than July 1. |
| 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. 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, **members of the District Executive Committee**~~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. **During their term of service on the ILC, committee members shall not serve as Region Advisors, members of the District Executive Committee, campaign managers, or members of an International Officer or Director candidate campaign team.**
 - ~~III~~IV. ILC members **may** 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 and 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(s), International Director, Program Quality Director(s) (PQD), Club Growth Director(s) (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(s), the International Director, DD, CGD(s), 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(s), the International Director, DD, PQD(s), IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was CGD.
 - IV. The ~~DDs–District Directors~~, ~~PQDs–Program Quality Directors~~, and ~~CGDs Club Growth Directors~~ who served in the region while the candidate was a Region Advisor.
 - V. The current ~~DD–District Director~~, ~~PQD(s)–Program Quality Director~~, and ~~CGD(s)–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 **anonymous and** 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 effectively serve as an International Officer or Director.
- 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, candidates 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 ~~must may~~ not contain advertisements about candidates and ~~must 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 ~~must 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 must 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 on-site, and/or online, or in a hybrid format at a District (including Area and Division) event by the candidate and/or a candidate's representative 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 Directors candidates may participate in other home District activities without delivering presentations, but ~~must~~ 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 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.~~
 - International Officer candidates may deliver a presentation at District (including Area and Division) events**
- d. **International Officer candidates who are opposed ~~must~~ 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 **the 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 ~~must~~ may not campaign on their 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** ~~C~~campaign materials, **other than business cards (per the branded business cards description on the Brand Portal), ~~must~~ 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~~ **A** candidate or their representative **must not** ~~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 **must** ~~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 **this election cycle** ~~the race~~, and, in the most severe cases, removal from good standing **with Toastmasters International** 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.

Amendments in **green** are approved, effective no sooner than July 1, 2022.
Amendments in **orange** are approved contingent upon the adoption of amendments to the Club Constitution by the voting membership at the 2022 Annual Business Meeting.

Protocol 7.1

District Events

1. District Events

- A. All District events, including but not limited to District conferences, club officer training, District leader training and District Council meetings, must not be held jointly with any other District.
- B. Recommendations for the location of District events may be submitted to the District Director by District Executive Committee members or the District Council. Each program year the District Director, in consultation with the Program Quality Director, determines a timeline and process for such recommendations.**
- C. The District Director decides the locations and venues for all District level events after considering recommendations and consulting with the Program Quality Director.**
- D. The District Director is the only authorized signer of District level events contracts. District event contracts must not be signed more than 18 months prior to the event date.**

2. Training

- A. All District-sponsored officer training incorporates the core content of the training programs for District leaders and club officers provided by Toastmasters International.
- B. Training events are included as part of the District calendar and published in District communications, including District newsletters and websites.
- C. If unable to attend training in their home District, a club officer may get credit for training in another District. An attending club officer is responsible for notifying both Districts.

3. Area and Division Director Training

- A. It is recommended that initial Area and Division Director training be held before the program year begins. If this is not possible, training must occur no later than September 30.
- B. The mandatory minimum duration of initial Area and Division Director training is four (4) hours.
- C. Area and Division Directors should participate in training provided by the District in which they are serving. Districts may train Area Directors by Division or by Divisions grouped together. Further, at the discretion of the District Director, training may be conducted online through use of live audio and video conferencing tools utilizing an online platform if:

- I. The cost of travel to attend training is higher than half the cost of semi-annual dues.
 - II. The distance for two (2) or more Area or Division Directors to meet in a central location is greater than 60 miles/100 kilometers.
 - III. Travel time to a central location is greater than two (2) hours round trip.
 - IV. Travel conditions place the safety of the Area and Division Directors at risk.
 - V. There are remote District leaders.
- D. Additional training for **Area and** Division ~~and Area~~ Directors shall be conducted throughout the year.
- E. Additional training of Area and Division Directors may include other elected and appointed District leaders and is conducted at Division or District meetings.**
- F. ~~Such~~All** training must focus on topics that support the achievement of the District and club mission:
- I. Supporting all clubs in achieving excellence
 - II. Effective club visits
 - III. Techniques for creating new club opportunities and building new clubs
 - IV. Success plan status review
 - V. Individual leadership development topics such as time management, conflict resolution, delegation and leadership opportunities
 - VI. Conducting effective Area and Division Council meetings to reinforce club support
 - VII. Succession planning

~~E. Such additional training of Division and Area Directors may include other elected and appointed District leaders and is conducted at Division or District meetings.~~

4. Club Officer Training

- A. Districts train club officers a minimum of twice yearly: between June 1 and August 31, and between November 1 and February 28 (or February 29 in leap years).
- B. The Toastmasters Leadership Institute (TLI) is the recommended method of club officer training. If the District chooses this format, it must conform to the guidelines published by Toastmasters International. The terms “university” and “college” ~~must shall~~ not be used **in naming the training.**

- C. All District events are training opportunities. As part of District leader and club officer training, Districts may include educational sessions on communication and leadership for all members. District funds shall not be used to subsidize separate sessions for non-officers.
- D. Districts do not create any educational awards, including degrees, diplomas, or certifications.
- E. Districts only conduct training sessions focused on the training of club officers or District leaders and the achievement of the club or District mission.
- F. Districts do not compete with for-profit enterprises that deliver training programs. District-sponsored training is available only to members and their guests. These events are not open to the general public nor used as fundraising events.

5. District Executive Committee Meetings

- A. The District Executive Committee ensures that District leaders work to achieve the District mission.
- B. The composition and duties of the District Executive Committee are defined and described in Article XI, Section (a), of the District Administrative Bylaws.
- C. **Each program year** ~~the~~ the District Executive Committee reviews and approves the District Success Plan; approves the budget and oversees the financial operation of the District; recommends the assignment of clubs to Areas and Divisions; reviews recommendations and reports of District committees, including those of the Audit Committee; **determines the method of attendance for the Annual Meeting of the District Council-meeting, whether it be online or hybrid**; and performs any duties assigned by the District Council.
- D. The District Executive Committee meets at least four (4) times each year. ~~One (1) meeting shall be conducted in-person. Additional meetings are conducted in-person or online.~~ Online participation options must be made available for remote District leaders, if needed.
- E. Online meetings occur as recommended by the District Director and agreed upon by a majority of the committee. Any agenda item that requires the District Executive Committee to vote must adhere to the following process:
 - I. Notice of the electronic vote is posted to the District website four (4) weeks in advance of the vote opening.
 - II. The District posts the proposed agenda item at least 14 days in advance of the vote.
- F. District Executive Committee meeting information is included in the District calendar and in other District communications.
- G. Only those who have business before the District Executive Committee and have been invited by the District Director attend District Executive Committee meetings.

- H. Any training at District Executive Committee meetings focuses on achieving the District mission.
- I. At District Executive Committee meetings, unless noted, the following business is conducted:
 - I. The District mission is reviewed.
 - II. Roll call is taken, and a quorum is certified.
 - III. The District budget is prepared prior to the budget submittal deadline; copies of the budget are provided at or before the meeting.
 - IV. The Audit Committee's report is presented to the District Executive Committee prior to each District Council meeting; copies of the audit are provided at or before the meeting. The Audit Committee is governed by Article XI, Section (c), of the District Administrative Bylaws.
 - V. The Profit and Loss Statement is presented; copies of the report are provided at or before the meeting.
 - VI. At the meeting prior to the **aAnnual Meeting of the** District Council's ~~annual meeting~~, the alignment of clubs into Areas and Divisions is recommended.
 - VII. The District Director's recommendations to fill any vacancies in office are approved.
 - VIII. The District Director, Program Quality Director, Club Growth Director, Division Directors, and Area Directors report on the District Success Plan and Distinguished program progress.

6. District Council Meetings

- A. The District Council is defined and described in Article XII, Section 3(c), of the Bylaws of Toastmasters International, and in Article IX of the District Administrative Bylaws.
- B. District Council meetings are governed by Article XII, Section 3(c), of the Bylaws of Toastmasters International, and by Article X of the District Administrative Bylaws.
- C. **Each program year the District Executive Committee determines whether** ~~the~~ **aAnnual Meeting of the** District Council's ~~annual meeting~~ in which the elections take place, is conducted ~~in person~~, **online or hybrid, as stated in Article X, Section (a), of the District Administrative Bylaws, Article X, Section (a) unless otherwise directed by the Board of Directors.**
- D. Other meetings of the District Council, including special meetings, are conducted online. **Online-These meetings occur as recommended by the District Director and agreed upon by a majority of the District Executive Committee.**

~~D-E.~~ Online meetings occur as recommended by the District Director and agreed upon by a majority of the District Executive Committee. Any agenda item that requires the District Council to vote must adhere to the following process:

- I. Notice of the electronic vote is posted to the District website four (4) weeks in advance of the vote opening.
- II. The District posts the proposed agenda item at least 14 days in advance of the vote.
- III. The District posts the proposed budget at least 14 days in advance of the vote.
- IV. The District posts information about proposed appointees at least 14 days in advance of the vote.

~~E-F.~~ District committee chairs and others, whose participation the council requires, may attend. At the discretion of the District Director, an option for online participation for non-voting individuals may be provided.

~~F-G.~~ Members, who are not voting members of the council ~~or their proxyholders,~~ may attend the meeting but ~~do~~ shall not participate in council deliberations.

~~G-H.~~ At District Council meetings, unless noted, the following business is conducted:

- I. The District mission is reviewed.
- II. The Credentials Committee report is presented.
- III. The Audit Committee report is presented.
- IV. The District budget is adopted at the first District Council meeting.
- V. The Profit and Loss Statement is presented.
- VI. Appointed officers are confirmed at the first District Council meeting.
- VII. The District Executive Committee's action to fill any vacancies in District office is confirmed.
- VIII. The assignment of clubs to Areas and Divisions for the following year is adopted at the **aAnnual mMeeting of the** District Council ~~annual meeting.~~
- IX. The District Leadership Committee report is presented at the **aAnnual mMeeting of the** District Council ~~annual meeting.~~
- X. Nominations from the floor are taken, and election of District officers is conducted at the **aAnnual mMeeting of the** District Council ~~annual meeting.~~

- XI. The District Director, Program Quality Director, Club Growth Director, Immediate Past District Director, and District Public Relations Manager report on progress toward District goals.

7. Division Council Meetings

- A. The Division Council manages Division activities; facilitates the achievement of club, Area, Division, and District goals; and helps with administrative activities, such as Division contests, meetings, and training.
- B. The Division Council meets at least twice each year. Meetings are conducted **on-site, in-person or online, or in a hybrid format**. The Division Director notifies attendees at least four (4) weeks before each meeting.
- C. Council members are the Division Director, Assistant Division Director Program Quality, Assistant Division Director Club Growth, and Area Directors within the Division.
- D. Unless noted, the following business is conducted at Division Council meetings:
 - I. Area Success Plan and progress in the Distinguished Area Program are presented.
 - II. Club Success Plan and progress in the Distinguished Club Program are presented.
 - III. The club officer training attendance report is presented.
 - IV. Plans for Division events, such as training and speech contests, are made.

8. Area Council Meetings

- A. The Area Council manages Area activities and supports each club in the Area in fulfilling the club mission.
- B. The Area Council meets at least twice each year. Meetings are conducted **on-site, in-person or online, or in a hybrid format**. The Area Director notifies attendees at least four (4) weeks before each meeting.
- C. Council members include the Area Director, Assistant Area Director Program Quality, Assistant Area Director Club Growth, Area Secretary, Club Presidents within the Area, Club Vice Presidents Education within the Area, and Club Vice Presidents Membership within the Area.
- D. Unless noted, the following business is conducted at Area Council meetings:
 - I. Club Success Plan and progress in the Distinguished Club Program are presented.
 - II. Club officer training attendance reports are presented.
 - III. Plans for Area events, such as training and speech contests, are made.
 - IV. In accordance with the District Council's decision to elect or appoint Area Directors as specified in the District Administrative Bylaws, Article VII,

Section C, evaluate and assess Area Director candidates in order to either:

- a. Provide one (1) or more appointment recommendations to the District Director no later than a date recommended by the District Director and approved by the District Executive Committee. That date will be announced in the District's annual call for nominations. The recommendations are subject to alignment changes by the District Council, or
- b. Elect the following year's Area Director and provide the results of the election to the District Director no later than a date recommended by the District Director and approved by the District Executive Committee. That date will be announced in the District's annual call for nominations. The elections are subject to alignment changes by the District Council.

9. Annual District Conferences

- A. The purpose of the annual District conference is to provide communication and leadership training opportunities toward achieving the club and District missions and to hold the District Council meeting. The annual conference is established in Article XII, Section 4, of the Bylaws of Toastmasters International, and further defined in Article X, Section (a), of the District Administrative Bylaws.
- B. District conference information is included in the District calendar and in other District communications.
- C. The following events occur at the annual District conference:
 - I. The District Council meeting. Voting members ~~or their proxyholders, where appropriate (District Administrative Bylaws, Article X [d]),~~ are required to attend the **aAnnual mMeeting of the District Council-meeting.**
 - II. The International Speech Contest and any other District-level speech contests. These District-level contests may only take place at this event.
 - III. Educational sessions that focus on achieving the club and District missions.

10. District Leader Training

- A. District Directors, Program Quality Directors, and Club Growth Directors have training opportunities from World Headquarters: ongoing e-learning sessions, August District Leader Training at the International Convention, and Mid-year District Leader Training.
- B. The Chief Executive Officer establishes the training schedules, determines and coordinates training sites, assigns Districts, and develops and implements training programs.
- C. Region Advisors attend the trainings and may participate as trainers. International Directors may also attend and participate as trainers, as needed.

- Amendments in **green** are approved, effective no sooner than July 1, 2022.
- Amendments in **orange** are approved contingent upon the adoption of amendments to the Club Constitution by the voting membership at the 2022 Annual Business Meeting.

District Administrative Bylaws

Article I: Authority, Applicability, and Title Designation

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

(c) District Title Designation

~~This~~ **The** District shall be **identified by the** ~~designated as set forth in the title of these administrative bylaws assigned to it by the Board of Directors~~.

Article II: Purpose

The purpose of ~~this a~~ District is to enhance the quality and performance **of its Member Clubs**, and extend the network of the Member Clubs of Toastmasters International within the boundaries of ~~this the~~ District, thereby offering greater numbers of people the opportunity to benefit from the Toastmasters educational program. **The District accomplishes this** by:

1. Focusing on the ~~critical success factors as specified by the~~ District educational and membership goals;
2. Ensuring ~~that~~ each club effectively **serves its individual members by fulfilling the club mission**. ~~its responsibilities to its individual members; and~~
3. Providing effective training and leadership-development opportunities for club officers and District leaders.
4. ~~In order to carry out the purpose, the officers of this District are empowered to~~ **manage** Toastmasters International programs and activities within ~~this the~~ District.
5. ~~and to a~~ **Acting** as stewards of Toastmasters International’s assets for ~~this the~~ District. ~~Using such powers and assets, this District shall:~~
 1. ~~Assist each Member Club to fulfill effectively its responsibility to its individual members;~~
 2. ~~Encourage and assist in the training of Member Club officers;~~

- 3-6. Developing a close relationship between Member Clubs and Toastmasters International.;
- 4-7. Promoting interest in, and extending the benefits of, individual membership in Toastmasters clubs.;
- 5-8. Helping in the organization of new Toastmasters clubs.;
- 6-9. Encouraging Member Clubs to undertake programs and projects that will cause result in greater community awareness of the Toastmasters programs and meet the needs of individual members.

Article III: Affiliation and Liability

(a) With Toastmasters Member Clubs

All Member Clubs in Toastmasters International in good standing within the boundaries of this the District, and all such clubs organized hereafter, shall be affiliated with this the District. However, this the District shall have no liability to any third party for any debt or obligation of any club, nor shall any club have any liability to any third party for any debt or obligation of this the District or any other component part of Toastmasters International.

(b) With Toastmasters International

This The District is an integral part of Toastmasters International, a California nonprofit public benefit corporation, and, as an administrative unit of that corporation, its activities and affairs shall be managed, and its powers exercised, under the ultimate direction of the Board of Directors of Toastmasters International. This The District is not an independent or autonomous legal entity. Because Toastmasters International is the exclusive owner of all the trade names, trademarks, service marks, emblems, insignia, and copyrights associated with the Toastmasters collective membership mark, no District has the authority to create a separate legal entity.

(c) Receivership

In situations where the ability of a District to accomplish the District mission is in serious jeopardy, the Board of Directors of Toastmasters International may declare the District to be in full or partial receivership. Where the situation is urgent and immediate action is required, the Executive Committee of the Board of Directors may act under Article V, Section 6, of the Bylaws of Toastmasters International, to declare a District to be in full or partial receivership. Under a declaration of receivership, all or part of the provisions of these administrative bylaws may be suspended, modified, or augmented, which may include, as appropriate, provisions regarding the conduct of financial affairs, the filling of vacancies in District officer positions, and the operation of the District Council, the District Executive Committee, and other District committees. The declaration shall delegate authority over the District in receivership to the International President, International President-Elect, First or Second Vice President, an acting District Director, the Chief Executive Officer, or a combination of the foregoing, for the period of time specified on the declaration.

Article IV: Policy

~~This~~**The** District shall not adopt any policy in conflict with any Policy of Toastmasters International, and its actions shall be consistent with the purposes and ideals of Toastmasters International. These administrative bylaws shall be deemed automatically modified and amended so that they shall at no time be in conflict or inconsistent with the Articles of Incorporation, Bylaws, or Policies established by the Board of Directors of Toastmasters International, as they now exist or hereafter may be changed or amended.

Article V: Boundaries

The geographic boundaries of ~~this~~**the** District shall be as **defined and approved by the Board of Directors follows: _____**. ~~This~~**The** District may also contain clubs that have no physical meeting location, subject to rules established by the Board of Directors.

The District Council of ~~this~~**the** District may recommend changes to such boundaries to the Toastmasters International Board of Directors for approval.

Article VI: Area and Division Organization

The Member Clubs of ~~this~~**a** District shall be organized into Areas, the number and composition of which shall be determined by the District Council at its ~~a~~**Annual m**Meeting, to become effective the following July 1. Each Area shall be under the direction of an Area Director acting under the District Director and District Council. ~~This~~**The** District shall further organize Areas together into Divisions under the supervision of Division Directors **acting under the District Director and District Council**. The number and composition of Divisions shall be **determined by the District Council** ~~accomplished at the its a~~**Annual m**Meeting, to become effective the following July 1.

Article VII: Officers

(a) District Officers

The officers of ~~this~~**the** District shall be a District Director, a Program Quality Director, a Club Growth Director, a District Public Relations Manager, a District Administration Manager, a District Finance Manager, **Division Directors, and** Area Directors, ~~and Division Directors~~. In addition to these officers, the District may have such other officers as the District Council may provide, but Toastmasters International credit toward any educational award is limited to service as a District officer named in the preceding sentence.

(b) Elective Officers

1. The elective officers of this District shall be the District Director, the Program Quality Director, the Club Growth Director, and Division Directors.
 - a. **Except for Division Directors, N**none of the ~~foregoing previously stated~~ District officers may be re-elected to the same office, **in any District**, for succeeding terms in which a full year has been served, ~~except that the~~
 - b. Division Directors may be re-elected to succeed themselves for one (1) term.
2. The election of officers shall take place at the ~~a~~**Annual m**Meeting of the District Council.

- a. The report of the District Leadership Committee shall be submitted in writing to all members of the District Council at least four (4) weeks prior to the **Annual Meeting of the District Council**~~election meeting~~.
- b. Nominations may also be made from the floor by any member of the District Council~~or their proxyholder~~ only if the floor candidate meets the requirements set forth in Article VII (e) of these administrative bylaws and has been evaluated by the District Leadership Committee for that specific role in that election cycle.
- c. All elections shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote. A majority of the votes cast is necessary for an election.

(c) Other Officers

- 1. The other officers of this District shall be the District Public Relations Manager, the District Administration Manager, the District Finance Manager, and the Area Director for each Area.
 - a. These officers may be elected or appointed.
 - b. The decision to elect or appoint is made by the District Council and ~~the decision~~ remains in effect until changed by the council.
 - c. Any changes to the decision must be made prior to November 1 of the District program year in which the elections or appointments will occur.
- 2. Officers appointed by the District Director are subject to the approval of the District Executive Committee and the District Council by September 30.
- 3. The District Public Relations Manager, the District Administration Manager, and the District Finance Manager shall be eligible for re-election or re-appointment for one (1) succeeding term, **regardless of District-only**. ~~The offices of District Administration Manager and District Finance Manager may be combined.~~
- 4. Area Directors are elected by the Area Councils or appointed by the District Director ~~taking into account~~ **considering** the recommendation of the Area Councils.
- 5. Area Directors shall be eligible for re-election or re-appointment for one (1) succeeding term, **regardless of District-only**.

(d) Qualifications

- 1. At the time of taking office:
 - a. An elective officer must have been an active member of a Toastmasters club in good standing for the entire preceding 12 months, or has been a member for 12 consecutive months within that past three (3) years, in the District in which the officer shall serve.
 - b. The District Director shall have served
 - i. at least six (6) consecutive months as a Club President and

- ii. at least 12 consecutive months as a Program Quality Director, Club Growth Director, ~~or~~ Division Director, or a combination **of the preceding thereof.**
 - c. The Program Quality Director and Club Growth Director shall have served
 - i. at least six (6) consecutive months as Club President and
 - ii. at least 12 consecutive months as a Program Quality Director, a Club Growth Director, a Division Director, ~~or~~ an Area Director, or a combination **of the preceding thereof.**
 - d. The Division Directors shall have served at least six (6) consecutive months as members of a District Council.
 - e. ~~Insofar as~~ **To the degree** practicable, the Area Directors shall have served as members of a District Council.
 - f. All District officers must be active individual members of Member Clubs in good standing within the District where they are elected or appointed to serve and must be in good standing with Toastmasters International under Article III, Section 8, of the Bylaws of Toastmasters International.
2. A member may only be a candidate for elective office in one (1) District at any given time.
 3. A member may only serve in one (1) position within any District Executive Committee, as specified in Article XI (a), at any given time.

(e) Nominations from the Floor

1. Nominations made by the District Leadership Committee shall be effective when officially announced by the District Leadership Committee Chair or District Director.
2. Additional nominations of qualified and eligible candidates may also be made from the floor at the ~~a~~Annual **mMeeting of the** District Council ~~meeting~~ with the consent of the person(s) nominated.
 - a. ~~Prior to running from the floor~~ **To be eligible as a floor candidate**, a candidate for District Director, Program Quality Director, Club Growth Director, or Division Director must have completed the District Leadership Committee's evaluation process in the same election cycle in which the candidate stands for election at the ~~a~~Annual **mMeeting of the** District Council ~~meeting~~ for that specific role ~~to be considered eligible~~.
 - b. All eligible floor candidates must declare their intent to run to the District Director at least seven (7) days prior to the elections.
 - c. Floor candidates who have not ~~gone through~~ **completed** the District Leadership Committee's evaluation process may only be nominated during the ~~a~~Annual **mMeeting of the** District Council ~~meeting~~ if the District Leadership Committee's work is invalid. **The individual must meet all other qualifications.**

- d. Floor nominations for roles other than the District Director, Program Quality Director, Club Growth Director, or Division Director may occur even when that individual has not ~~been evaluated by~~ **completed** the District Leadership Committee's **evaluation process, as long as provided** the individual meets all other ~~qualifications-eligibility requirements~~.
3. A candidate nominated by the District Leadership Committee who is not elected to the nominated office may be nominated from the floor for a maximum of one (1) additional office at the ~~a~~**Annual mMeeting of the** District Council's ~~annual meeting~~.

A candidate who is not nominated by the District Leadership Committee may stand as a floor candidate for a maximum of two (2) District officer roles at the ~~a~~**Annual mMeeting of the** District Council's ~~annual meeting~~.

4. ~~In the event that~~**If** there is no candidate(s) elected for District Director, Program Quality Director, Club Growth Director, or Division Director, the position(s) will be considered vacant and will be filled according to Article VII (g) of these administrative bylaws.

(f) Term of Office

The terms of all District officers shall commence at midnight on July 1 and end on the following June 30, at 11:59 p.m.

(g) Vacancies

1. A vacancy in any elective office shall be filled by the District Executive Committee based upon the recommendation of the District Director, or upon recommendation of the highest elected District officer if the vacancy is in the office of District Director.
 - a. Individual members who fill vacant roles shall meet all qualifications for the role as defined in Article VII, Section (d), of these administrative bylaws.
 - b. Such appointment shall become effective immediately and will run until the next succeeding District Council meeting. ~~at which time such~~**At that District Council meeting, the** appointment shall be confirmed or another individual member elected to the office.
2. If the office of Immediate Past District Director is vacated for any reason, it shall stay vacant for the remainder of the term.

(h) Resignation or Removal

1. Any officer may resign at any time.
 - a. ~~provided that any~~**The** resignation must be in writing, ~~and~~
 - b. **The resignation** will be effective on delivery to the District Administration Manager or the District Director, unless the resignation provides for a later effective date.
2. Any member of the District Executive Committee may be removed from office by a two-thirds vote, excluding the member and any members who have been recused due to a conflict of interest, of the District Executive Committee.

The member must be given the opportunity to make a statement of up to 10 minutes to the District Executive Committee prior to the vote. ~~In the interest of fairness, †~~The District Director may extend the time **as needed**.

3. Any officer may be removed from office by the District Director, unless the officer was elected by the District Council. ~~Such †~~Removal of ~~an~~ the officer shall become effective immediately.

5-4. The members of the District Executive Committee are responsible to the Toastmasters International Board of Directors, and They may be removed at any time by that Board if it finds it to be in the best interests of Toastmasters International, its Member Clubs, and their individual members.

- 4-5. Replacement officers shall be appointed by the District Director. The appointment of replacement officers is subject to the ratification by the District Executive Committee.

~~5. The members of the District Executive Committee are responsible to the Toastmasters International Board of Directors, and may be removed at any time by that Board if it finds it to be in the best interests of Toastmasters International, its Member Clubs and their individual members.~~

(i) Compensation

No District, Division, or Area officer shall receive a salary or other compensation except a return for expenses incurred for the benefit of the organization and only to the extent provided for in the adopted District budget.

Article VIII: Duties of Officers

(a) In General

1. The District officers shall have such obligations, responsibilities, and duties as may be set forth in Policies prescribed by the Board of Directors or in the Articles of Incorporation, Bylaws of Toastmasters International, in these administrative bylaws, or in standing rules or ~~policies~~ **procedures** adopted by the District Council of ~~this~~ **the** District.
2. The authority delegated by the Toastmasters International Board of Directors to District officers to act as stewards of Toastmasters International's resources in the District is **always** subject ~~at all times~~ to the ultimate direction of the Board.
3. **The District officers shall coordinate their efforts in carrying out the District mission.**
4. **All District officers shall uphold and promote the purposes of Toastmasters International in the District and shall abide by the Toastmasters International governing documents.**

(b) District Director

1. ~~†The District Director shall be ultimately responsible to the Board of Directors in the exercise of the powers and duties of that the office of District Director.~~ The District Director shall report to and take direction from the District Council in matters pertaining to District organization, programs, and procedures; ~~however, the District Director shall be ultimately responsible to the~~

~~Board of Directors in the exercise of the powers and duties of that office. The District Director shall uphold and promote the purposes of Toastmasters International in the District.~~

2. As the representative of Toastmasters International, the District Director, personally and through the Program Quality Director and Club Growth Director, shall carry out the programs approved by the Board of Directors and the District Council.
3. The District Director's responsibilities include, but are not limited to:
 - a. **Administering and overseeing the day-to-day operations of the District.**
 - b. **Chairings** all meetings of **the District Executive Committee and** the District Council. ~~and the District Executive Committee;~~
 - c. **Fillings** such appointive offices as are provided for in these administrative bylaws, subject to the approval of the District Executive Committee and confirmation by the District Council.;
 - d. **Authorize** withdrawals of District funds, in the manner and to the extent provided in Article XII of these administrative bylaws; and ~~must~~ **approve** all withdrawals chargeable to the District on the books of Toastmasters International.

~~By the published deadlines, the District Director shall submit to the Board of Directors any reports that may be required by the Board of Directors. The District Director shall provide to each Member Club in this District and to World Headquarters, copies of the adopted budget, the report of the Audit Committee, and such other reports as the Board of Directors may require. The District Director shall furnish World Headquarters with such information as the Board of Directors may require before the District shall be eligible to withdraw funds of Toastmasters International authorized by the Board of Directors for District activities and operations.~~

- e. **The District Director shall provide to each Member Club in this the District and to World Headquarters, copies of the adopted budget, the report of the Audit Committee, and such other reports as the Board of Directors may require.**
- f. **The District Director shall furnish World Headquarters with such information as the Board of Directors may require before for the District shall to be eligible to withdraw funds of Toastmasters International authorized by the Board of Directors for District activities and operations.**
- g. **the District Director shall submit to the Board of Directors, by the published deadlines, any reports that may be required by the Board of Directors.**

(c) Program Quality Director

1. The Program Quality Director is the second-ranking member of the District Executive Committee, and chairs that body and the District Council in the absence of the District Director.
2. The Program Quality Director **is responsible for all aspects of education and training within the District. These responsibilities include, but are not limited to:**
 - a. ~~a~~**Assisting the Education Committees** of the Member Clubs ~~and~~, Areas, and Divisions of the District in ~~utilizing~~ **using** the educational programs and materials of Toastmasters International. ~~and has the responsibility for:~~
 - b. ~~p~~**Promoting and supporting club quality and member retention.;**
 - c. **Supporting all members in achieving education awards and recognizing those achievements.**
 - d. ~~the training of all Division, Area and club officers;~~ **Ensuring club and District officers are properly trained to fulfill their roles and responsibilities.**
 - e. ~~the preparing and conducting of educational programs for District conferences;~~ **Planning, organizing, and directing all aspects of the District conference.**
 - f. ~~the s~~**Supervising and coordinating of District-wide speech contests; and the formulating of specific educational recognition programs.**
3. **The Program Quality Director shall perform such other duties as may be prescribed by the District Director or District Council.**
4. The Program Quality Director shall attend **District Executive Committee and District Council meetings.**

(d) Club Growth Director

1. The Club Growth Director is the third-ranking member of the District Executive Committee and chairs that body and the District Council in the absence of the District Director and Program Quality Director.
2. The Club Growth Director's **responsibilities include, but are not limited to is responsible for:**
 - a. ~~the d~~**Developing**, ~~directing~~ **direction**, and ~~coordinating~~ **coordination** of an overall marketing plan ~~necessary~~ for building new Member Clubs.;
 - b. **Overseeing District-wide efforts that result in the an** increase in ~~individual~~ membership.
 - c. **Overseeing efforts that result in and retaining clubs retention** in the District.;
 - d. ~~the r~~**Recruiting** and training ~~of~~ District marketing teams.;

- e. ~~Developing, directing, and coordinating and the formulation of specific membership-building~~ recognition programs **for membership-building.**
3. **The Club Growth Director shall perform such other duties as may be prescribed by the District Director or District Council.**
 4. The Club Growth Director shall attend **District Executive Committee and District Council** meetings.

(e) District Public Relations Manager

1. The District Public Relations Manager serves under the direction of the District Director.
2. ~~and~~**The District Public Relations Manager's responsibilities include, but are not limited to** ~~is responsible for:~~
 - a. ~~Creating and executing the development and administration of a public relations plan program that will provide improved understanding by individual members of clubs and the public of~~ **to increase public awareness of** the opportunities available for personal development in the Toastmasters International education program.
 - b. **Developing and administering a communication plan to keep members aware of Toastmasters activities throughout the District.**
 - c. **Promoting and ensuring proper use of the Toastmasters brand throughout the District in compliance with the brand standards.**
3. **The District Public Relations Manager shall perform such other duties as may be prescribed by the District Director or District Council.**
4. **The District Public Relations Manager shall attend District Executive Committee and District Council meetings.**

(h-f) District Administration Manager

1. The District Administration Manager serves under the direction of the District Director.
2. **The District Administration Manager's responsibilities include, but are not limited to:**
 - a. ~~shall h~~**Having custody of this District's administrative bylaws and all other records and documents of this the District.;**
 - b. ~~shall k~~**Keeping and distributing the minutes of the meetings of the District Council and District Executive Committee.;**
 - c. ~~The District Administration Manager shall have~~**Maintaining custody of all District correspondence.;**
 - d. ~~and shall t~~**Transmitting the same all minutes and records to their successor.**

3. The District Administration Manager ~~and~~ shall perform such other duties as may be prescribed by the District Director or District Council.
4. The District Administration Manager shall attend District Executive Committee and District Council meetings.

(i-g) District Finance Manager

1. The District Finance Manager serves under the direction of the District Director.
2. The District Finance Manager's responsibilities include, but are not limited to:
 - a. Helping District leaders in developing a budget to carry out the District mission.
 - b. ~~shall have~~ Having charge of all funds and other property of the District and ~~shall transmitting~~ the accounts and all undistributed funds to their successor.
 - c. ~~The District Finance Manager shall disburse~~ Disbursing all funds upon order of the District Director, in compliance with the Toastmasters International governing documents. ~~as provided herein,~~
 - d. Ensuring District financial information is recorded and submitted by the published deadlines.
3. ~~and~~ The District Finance Manager shall perform such other duties as may be prescribed by the District Director or District Council.
4. The District Finance Manager shall attend District Executive Committee and District Council meetings.

(f-h) Division Directors

1. The Division Directors shall represent the District Director within their Divisions.
2. The Division Director's responsibilities include, but are not limited to:
 - a. ~~coordinate the activities of Area Directors within the Division and provide~~ Providing Area officers with counsel, information, and service to the Area Directors within the Division.
 - b. ~~Coordinate~~ Coordinating the Division's activities ~~of~~ and events.
 - c. Chairing the Division Council and holding regular Division Council meetings.
3. The Division Director shall perform such other duties as may be prescribed by the District Director and District Council.
4. The Division Director shall attend District Executive Committee and District Council meetings.

(g-i) Area Directors

1. The Area Directors shall represent the District Director and the Division Director to all the clubs in their Areas and shall be are responsible for ensuring that each the Member Clubs within their Areas achieves its mission and fulfills its responsibilities to its members and shall represent the District Director and the Division Director to the clubs in their Areas.
2. The Area Director's responsibilities include, but are not limited to:
 - a. Coordinating and promoting District events with the Member Clubs within the Area.
 - b. Encouraging club quality through club visits.
 - c. ~~As a Chairing of~~ the Area Council, the Area Director shall and holding regular Area Council meetings, and shall appoint (or provide for the election by clubs in the Area of) an Area staff for the conduct of Area activities between Area Council meetings.
3. The Area Director shall perform such other duties as may be prescribed by the District Director and District Council may prescribe.
4. The Area Director shall attend District Executive Committee and District Council meetings.

~~(h) District Administration Manager~~

~~The District Administration Manager shall have custody of this District's administrative bylaws and all other records and documents of this District; shall keep the minutes of the meetings of the District Council and District Executive Committee; and shall transmit the same to the successor. The District Administration Manager shall have custody of all District correspondence, and shall perform such other duties as may be prescribed by the District Director or District Council.~~

~~(i) District Finance Manager~~

~~The District Finance Manager shall have charge of all funds and other property of the District and shall transmit the accounts and all undistributed funds to the successor. The District Finance Manager shall disburse all funds upon order of the District Director, as provided herein, and shall perform such other duties as may be prescribed by the District Director or District Council.~~

Article IX: District Council

(a) Composition

The District Council shall consist of the District Executive Committee, as defined in Article XI(a) of these administrative bylaws hereof, and the representatives Club President and Vice President Education from each Member Club in good standing in the District, who are the Club President and Vice President Education. Each Member Club is entitled to two (2) votes, and the club can determine whether the Club President or Vice President Education, holding two (2) votes, or both representatives, with one (1) vote each, will act as voting members of the District Council. These shall be the only voting members of the District Council, and References made in these administrative bylaws to "members of the District Council" shall mean only voting members.

(b) Authority

The District Council shall serve as the administrative governing body of the District, operating with powers delegated to the District Council by the Toastmasters International Board of Directors and subject at all times to the ultimate direction of the Board of Directors and the Articles of Incorporation, Bylaws, Policies, and decisions of Toastmasters International, and these administrative bylaws. The District Council shall conduct all business of the District, shall assume responsibility for the payment, with District funds, of all debts incurred in the conduct of authorized District activities, and shall not assess or impose any financial obligation on any Member Club or any individual member of a club. Members of the District Council in attendance at the annual District conference are required to attend the **aAnnual mMeeting of the District Council-meeting.**

Article X: Council Meetings, Quorum, Proxies, and Voting

(a) Regular Meetings

The District Council shall hold at least two (2) meetings during each **program** year, with the exact number and schedule of meetings to be fixed by the District Council. **The first meeting must take place no later than September 30 to approve the District budget and confirm the appointment of District leaders.** One meeting shall be ~~called~~ the “**aAnnual mMeeting,**” and shall be held ~~in-person (unless otherwise instructed by the Board of Directors)~~ between March 15 and June 1. ~~Additional meetings are conducted online.~~ Notice of any meeting shall be sent in writing to all District Council members at least four (4) weeks prior to the date of such meeting.

Each program year the District Executive Committee determines whether the aAnnual mMeeting of the District Council annual-meeting, in which the elections take place, is conducted online or hybrid. Additional-All other meetings of the District Council are conducted online.

(b) Special Meetings

Special meetings of the District Council may be called by the International President, the District Director, a majority of the District Executive Committee, or not less than one-fourth of the members of the District Council. Notice thereof shall be sent in writing to all District Council members at least two (2) weeks prior to the date of such meeting. ~~and~~ **The notice shall set forth include the purpose reason for which such the meeting is being called,** ~~but a~~ **Any otherwise valid business-otherwise valid** may be transacted at the meeting.

(c) Quorum

On the basis of two (2) votes per club, ~~One-third of the Club Presidents and Vice Presidents Education from~~ Member Clubs **in good standing** in the District, ~~or proxies as authorized by subparagraph (d) hereof,~~ shall constitute a quorum for all District Council meetings. **The continued presence of a quorum is presumed unless the chair declares otherwise.** ~~In the event that any business is transacted at any District Council meeting at which a quorum is not present, the action shall be deemed as valid as if a quorum were present if it thereafter is expressly approved in writing, personally, by mail, fax, email, electronic transmission or other reasonable means, by the affirmative vote of a majority of the Member Clubs in the District on the basis of two (2) votes per club.~~

In the event that any business is transacted at any District Council meeting at which a quorum is not present, the action shall be deemed as valid as if a quorum were present if it thereafter is expressly approved in writing, personally, by mail, fax, email, electronic transmission or other reasonable means, by the affirmative vote of a majority of the Member Clubs in the District on the basis of two (2) votes per club.

(d) Proxies

~~Either the Club President or Vice President Education of any Member Club may designate, in writing, any active individual member of the club to act as a proxyholder for them at any District Council meeting that is held in-person. In the event one of those officers is not in attendance at the meeting and has not designated, in writing, an active individual member of the club to act as their proxyholder at such meeting, the officer or proxyholder in attendance shall be deemed to hold the proxy of the other and may therefore cast two (2) votes at such meeting. The intent of this provision is to assure that every club will be represented by two (2) votes. No other proxies shall be valid at a District Council meeting. A written proxy, to be valid at a District Council meeting, must contain all the elements set forth in Toastmasters International Policy and must be delivered personally, by mail, by fax, by email, by electronic transmission, or by other reasonable means to the club member who will hold the proxy. The proxyholder must present the proxy in paper form (i.e., print out an email) to the credentials desk. If the proxy does not bear a handwritten signature, it must have the typed name of the club officer(s) giving the proxy or some other indication that the club officer(s) authorized the proxy to be given. A proxy that complies with these requirements shall be treated as valid so long as the credentials desk has no reason to believe that the proxy was not authorized. A proxyholder cannot transfer or assign a proxy to someone else. A valid proxy delivered to the proxyholder is revoked only if the club officer who gave the proxy takes one of the following subsequent actions: destroys the proxy, cancels the proxy in writing, issues another proxy authorized at a later date, or actually attends the District Council meeting.~~

(e-d) Voting

~~When the voting process is conducted, in person, each member of the District Council attending the council meeting, or that member's proxyholder as authorized by subparagraph (d) hereof, is entitled to one (1) vote. **only the Club President and/or Vice President Education of any Member Club may vote on behalf of the club as its representative. Either club officer may carry the club's two (2) votes or each of these club officers may carry one (1) vote, as determined by the club membership.** Any active individual member who carries the proxies of both the Club President and Vice President Education **The representative from any Member Club in good standing is entitled to a maximum of two (2) votes;** and any such individual member who is also entitled to a vote as a member of the District Executive Committee is entitled to three (3) votes.~~

~~When the voting process is conducted online, no proxies will be permitted. Each District Council member must cast their own vote. District Executive Committee members are entitled to one (1) vote and may cast up to two (2) additional votes as **a representative of a Member Club, Club President or Vice President Education for a maximum of three (3) votes.** All other members of the District Council shall be limited to a maximum of two (2) votes.~~

~~**Each District Council members must cast their own vote; no proxies will be are permitted.**~~

Article XI: Committees

(a) District Executive Committee

1. The **District Executive Committee consists of the** District Director, ~~the~~ Program Quality Director, ~~the~~ Club Growth Director, ~~the~~ District Public Relations Manager, ~~the~~ District Administration Manager, ~~the~~ District Finance Manager, **Division Directors,** ~~the~~ Area Directors, ~~and Division Directors,~~ ~~together with the~~ **and** Immediate Past District Director., ~~shall be the District Executive Committee,~~
2. ~~which~~ **The committee** shall have all functions and powers of the District Council except such powers as may be reserved by the District Council to itself.; ~~subject a~~ **At all times, the committee is subject** to the general direction and approval of the District Council.
3. A majority of the District Executive Committee shall constitute a quorum.
4. ~~This~~ **The** committee shall **review the report of the Alignment Committee and** recommend the **alignment** ~~division~~ **of clubs in** the District into Areas and Divisions for approval at the ~~a~~ **Annual Meeting of the District Council.**
5. The ~~District Executive C~~committee shall prepare a budget in the form prescribed by Toastmasters International, covering estimated receipts and expenditures for the ensuing year.;
 - a. ~~and~~ **The proposed budget** shall **be** ~~submitted~~ ~~it~~ to the District Council for approval in order to submit the approved budget to World Headquarters by September 30.
 - b. This proposed budget shall be acted upon by the District Council at its first meeting.
6. The District Executive Committee shall have such other duties as are delegated to it by the District Council.

(b) District Leadership Committee

1. The District Director shall appoint the District Leadership Committee Chair no later than November 1. The remaining committee members shall be appointed no later than December 1.
2. ~~and~~ **In addition to the District Leadership Committee Chair, the committee** shall consist of no fewer than five (5) members with equal representation of all Divisions in the District. No committee member may represent more than one (1) Division.
3. The committee shall operate under the procedural rules adopted by the Toastmasters International Board of Directors for the selection of candidates for the elective District offices.
4. The committee's results shall be reported in writing to the District Director no fewer than six (6) weeks before the ~~a~~ **Annual Meeting of the** District Council's ~~annual meeting.~~

5. The District Director shall submit the District Leadership Committee report to the members of the District Council at least four (4) weeks prior to the ~~a~~Annual ~~Meeting~~ **of the District Council**.

(c) Audit Committee

1. Each year the District Director shall appoint an Audit Committee consisting of at least three (3) individual members who are not members of the District Executive Committee.
2. The reports of this committee shall contain information in the format required by Toastmasters International.
3. The committee shall submit an interim mid-year audit report no later than February 15.
4. The committee shall ~~then~~ complete a year-end audit report for the fiscal year ending June 30.
5. The outgoing and incoming District Directors are jointly responsible for submitting this report to the Member Clubs and to World Headquarters by August 31.

(d) Alignment Committee

1. **Each year, the District must review, and amend, if needed, the alignment of clubs, Areas, and Divisions within its boundaries. The District Director shall appoint an Alignment Committee chair and committee members.**
2. **The Alignment Committee prepares an alignment proposal and provides the proposal to the District Executive Committee for review.**
3. **The District Council reviews and approves the final alignment at its Annual Meeting.**
4. **The District alignment is submitted to World Headquarters by July 15.**

(~~d~~-e) Other Committees

Other committees may be appointed as ~~may be deemed~~ **advised** by the District Director or the District Council. Such committees may include, among others, the following special committees: District Program Quality, District Club Growth, District Public Relations, Youth Leadership Program, Speechcraft, Administrative Policies, Awards, Speakers Bureau, District Newsletter, Past District Directors, and Club Coach Coordinating Committee.

Article XII: Finances and Records

(a) Finances

The conduct of ~~this the~~ District's financial affairs shall be subject to Policies established by the Toastmasters International Board of Directors. Payments of District expenses shall be made only for expense items benefitting the District and consistent with the purposes and Policies of Toastmasters International. Toastmasters International will transfer funds to the District upon presentation of a requisition which sets forth the purpose of the withdrawal and which is signed by the District Director and either the District Administration Manager or District Finance Manager. All disbursements of District funds ~~shall be subject to the approval of the~~

~~District Council and~~ shall be in accordance with the District budget, unless otherwise approved by the Board of Directors.

(b) Records

The outgoing District officers shall transfer to the incoming officers, in good order, the complete records of their respective offices by the beginning of the ~~administrative-program~~ year (July 1).

Article XIII: Rules of Order

Robert's Rules of Order Newly Revised shall be the final authority on parliamentary procedure insofar as Robert's Rules do not conflict with any provision of these administrative bylaws, the Articles of Incorporation, Bylaws of Toastmasters International, Policies set by the Toastmasters International Board of Directors, or applicable law.⁷ ~~provided that if~~ the District is located in a jurisdiction where Robert's Rules are not a recognized authority on parliamentary procedure, ~~this-the~~ District may use the recognized authority in the jurisdiction where ~~this-the~~ District is located in place of Robert's Rules.

Article XIV: Political Activity

~~This-The~~ District shall not take any official position on any issue of local, state, or national public policy, or otherwise engage in any legislative lobbying. ~~This-The~~ District shall not participate or intervene in any way in any campaign of any person for any public office.

Article XV: Legal Action

~~This-The~~ District shall not file any lawsuit as a party plaintiff, hire legal counsel, file any response to any lawsuit, respond to any subpoena, or take any other legal action without the prior written approval of the Chief Executive Officer of Toastmasters International. In the event ~~this-the~~ District is served with any summons, complaint, subpoena, injunction, or other form of legal process, the District officer receiving the legal process shall ~~so~~ notify World Headquarters within 24 hours of such service.

Article XVI: Governing Law

~~This-The~~ District shall be governed by, and these administrative bylaws shall be construed in accordance with, the laws of the State of California, where Toastmasters International is incorporated, regardless of where ~~this-the~~ District is located.

Article XVII: Amendments and Other Rules

- (a) Amendments to these administrative bylaws shall be made only by the Toastmasters International Board of Directors. ~~The administrative bylaws for this District shall be identical, except for the description of boundaries in Article V above, to the administrative bylaws for all other District of Toastmasters International.~~ The Chief Executive Officer of Toastmasters International shall notify the following of any amendment adopted by the Board of Directors: all Member Clubs and the District Director, the Program Quality Director, the Club Growth Director, the Immediate Past District Director, the District Public Relations Manager, the District Administration Manager, the District Finance Manager, the Division Directors, and Area Directors of each District.

- (b) The District Council of ~~this-the~~ District may propose an amendment to these administrative bylaws to the Toastmasters International Board of Directors or Executive Committee, provided that the District Council shall have given written notice of such proposal at least 30 days in advance of the District Council's action to all Member Clubs affiliated with ~~this-the~~ District, and shall thereafter give 45 days' written notice to the Board. The Toastmasters International Board of Directors or Executive Committee, whichever is the next to meet after submission of a proposed amendment, shall consider the proposal at its next meeting. No proposed amendment shall become effective without the approval of the Board of Directors or Executive Committee.
- (c) ~~Policies-Procedures~~ and standing rules applicable only to ~~this-the~~ District may be adopted by the Toastmasters International Board of Directors, or by the District Council of ~~this-the~~ District. Such ~~policies procedures~~ and rules must be submitted promptly to World Headquarters to be kept on file, and must not be in conflict with any provision of these administrative bylaws, the Articles of Incorporation, Bylaws of Toastmasters International, Policies adopted by the Board of Directors, or applicable law. The Board reserves the right to review, disapprove, or modify any such ~~policy procedure~~ or standing rule. In addition, the Board may test the feasibility of potential amendments to these administrative bylaws by allowing alterations, at specific times and locations, that may conflict with existing provisions of these administrative bylaws.

Amendments in **green** are approved, effective no sooner than July 1, 2022.
Amendments in **orange** are approved contingent upon the adoption of amendments to the Club Constitution by the voting membership at the 2022 Annual Business Meeting.

Protocol 7.1

District Events

1. District Events

- A. All District events, including but not limited to District conferences, club officer training, District leader training, and District Council meetings, must not be held jointly with any other District.

2. Training

- A. All District-sponsored officer training incorporates the core content of the training programs for District leaders and club officers provided by Toastmasters International.
- B. Training events are included as part of the District calendar and published in District communications, including District newsletters and websites.
- C. If unable to attend training in their home District, a club officer may get credit for training in another District. An attending club officer is responsible for notifying both Districts.

3. Area and Division Director Training

- A. It is recommended that initial Area and Division Director training be held before the program year begins. If this is not possible, training must occur no later than September 30.
- B. The mandatory minimum duration of initial Area and Division Director training is four (4) hours.
- C. Area and Division Directors should participate in training provided by the District in which they are serving. Districts may train Area Directors by Division or by Divisions grouped together. Further, at the discretion of the District Director, training may be conducted online through use of live audio and video conferencing tools utilizing an online platform if:
 - I. The cost of travel to attend training is higher than half the cost of semi-annual dues.
 - II. The distance for two (2) or more Area or Division Directors to meet in a central location is greater than 60 miles/100 kilometers.
 - III. Travel time to a central location is greater than two (2) hours round trip.
 - IV. Travel conditions place the safety of the Area and Division Directors at risk.
 - V. There are remote District leaders.
- D. Additional training for **Area and** Division ~~and Area~~ Directors shall be conducted throughout the year.

E. Additional training of Area and Division Directors may include other elected and appointed District leaders and is conducted at Division or District meetings.

F. ~~Such~~All training must focus on topics that support the achievement of the District and club mission:

- I. Supporting all clubs in achieving excellence
- II. Effective club visits
- III. Techniques for creating new club opportunities and building new clubs
- IV. Success plan status review
- V. Individual leadership development topics such as time management, conflict resolution, delegation and leadership opportunities
- VI. Conducting effective Area and Division Council meetings to reinforce club support
- VII. Succession planning

~~E. Such additional training of Division and Area Directors may include other elected and appointed District leaders and is conducted at Division or District meetings.~~

4. Club Officer Training

- A. Districts train club officers a minimum of twice yearly: between June 1 and August 31, and between November 1 and February 28 (or February 29 in leap years).
- B. The Toastmasters Leadership Institute (TLI) is the recommended method of club officer training. If the District chooses this format, it must conform to the guidelines published by Toastmasters International. The terms “university” and “college” ~~must shall~~ not be used **in naming the training.**
- C. All District events are training opportunities. As part of District leader and club officer training, Districts may include educational sessions on communication and leadership for all members. District funds shall not be used to subsidize separate sessions for non-officers.
- D. Districts do not create any educational awards, including degrees, diplomas, or certifications.
- E. Districts only conduct training sessions focused on the training of club officers or District leaders and the achievement of the club or District mission.
- F. Districts do not compete with for-profit enterprises that deliver training programs. District-sponsored training is available only to members and their guests. These events are not open to the general public nor used as fundraising events.

5. District Executive Committee Meetings

- A. The District Executive Committee ensures that District leaders work to achieve the District mission.
- B. The composition and duties of the District Executive Committee are defined and described in Article XI, Section (a), of the District Administrative Bylaws.
- C. **Each program year** ~~the~~ the District Executive Committee reviews and approves the District Success Plan; approves the budget and oversees the financial operation of the District; recommends the assignment of clubs to Areas and Divisions; reviews recommendations and reports of District committees, including those of the Audit Committee; **determines the method of attendance for the Annual Meeting of the District Council, whether it be online or hybrid**; and performs any duties assigned by the District Council.
- D. The District Executive Committee meets at least four (4) times each year. ~~One (1) meeting shall be conducted in person. Additional meetings are conducted in person or online.~~ Online participation options must be made available for remote District leaders, if needed.
- E. Online meetings occur as recommended by the District Director and agreed upon by a majority of the committee. Any agenda item that requires the District Executive Committee to vote must adhere to the following process:
 - I. Notice of the electronic vote is posted to the District website four (4) weeks in advance of the vote opening.
 - II. The District posts the proposed agenda item at least 14 days in advance of the vote.
- F. District Executive Committee meeting information is included in the District calendar and in other District communications.
- G. Only those who have business before the District Executive Committee and have been invited by the District Director attend District Executive Committee meetings.
- H. Any training at District Executive Committee meetings focuses on achieving the District mission.
- I. At District Executive Committee meetings, unless noted, the following business is conducted:
 - I. The District mission is reviewed.
 - II. Roll call is taken, and a quorum is certified.
 - III. The District budget is prepared prior to the budget submittal deadline; copies of the budget are provided at or before the meeting.
 - IV. The Audit Committee's report is presented to the District Executive Committee prior to each District Council meeting; copies of the audit are

provided at or before the meeting. The Audit Committee is governed by Article XI, Section (c), of the District Administrative Bylaws.

- V. The Profit and Loss Statement is presented; copies of the report are provided at or before the meeting.
- VI. At the meeting prior to the **aAnnual mMeeting of the** District Council's ~~annual meeting~~, the alignment of clubs into Areas and Divisions is recommended.
- VII. The District Director's recommendations to fill any vacancies in office are approved.
- VIII. The District Director, Program Quality Director, Club Growth Director, Division Directors, and Area Directors report on the District Success Plan and Distinguished program progress.

6. District Council Meetings

- A. The District Council is defined and described in Article XII, Section 3(c), of the Bylaws of Toastmasters International, and in Article IX of the District Administrative Bylaws.
- B. District Council meetings are governed by Article XII, Section 3(c), of the Bylaws of Toastmasters International, and by Article X of the District Administrative Bylaws.
- C. **Each program year the District Executive Committee determines whether** ~~the aAnnual mMeeting of the~~ District Council's ~~annual meeting~~ in which the elections take place, is conducted **in person, online or hybrid, as stated in Article X, Section (a), of the District Administrative Bylaws, Article X, Section (a) unless otherwise directed by the Board of Directors.**
- D. Other meetings of the District Council, including special meetings, are conducted online. **Online-These meetings occur as recommended by the District Director and agreed upon by a majority of the District Executive Committee.**
- ~~D.E. Online meetings occur as recommended by the District Director and agreed upon by a majority of the District Executive Committee.~~ Any agenda item that requires the District Council to vote must adhere to the following process:
 - I. Notice of the electronic vote is posted to the District website four (4) weeks in advance of the vote opening.
 - II. The District posts the proposed agenda item at least 14 days in advance of the vote.
 - III. The District posts the proposed budget at least 14 days in advance of the vote.
 - IV. The District posts information about proposed appointees at least 14 days in advance of the vote.

~~E~~F. District committee chairs and others, whose participation the council requires, may attend. At the discretion of the District Director, an option for online participation for non-voting individuals may be provided.

~~F~~G. Members, who are not voting members of the council ~~or their proxyholders,~~ may attend the meeting but ~~do~~ **shall** not participate in council deliberations.

~~G~~H. At District Council meetings, unless noted, the following business is conducted:

I. The District mission is reviewed.

II. The Credentials Committee report is presented.

III. Quorum is confirmed by the chair at the start of the meeting, according to Article X, Section C, of the District Administrative Bylaws.

~~IV~~III. The Audit Committee report is presented.

~~V~~IV. The District budget is adopted at the first District Council meeting.

~~VI~~V. The Profit and Loss Statement is presented.

~~VII~~IV. Appointed officers are confirmed at the first District Council meeting.

~~VIII~~VI. The District Executive Committee's action to fill any vacancies in District office is confirmed.

~~IX~~VIII. The assignment of clubs to Areas and Divisions for the following year is adopted at the **aAnnual Meeting of the** District Council ~~annual meeting.~~

~~X~~IX. The District Leadership Committee report is presented at the **aAnnual Meeting of the** District Council ~~annual meeting.~~

~~XI~~X. Nominations from the floor are taken, and election of District officers is conducted at the **aAnnual Meeting of the** District Council ~~annual meeting.~~

~~XII~~XI. The District Director, Program Quality Director, Club Growth Director, Immediate Past District Director, and District Public Relations Manager report on progress toward District goals.

7. Division Council Meetings

A. The Division Council manages Division activities; facilitates the achievement of club, Area, Division, and District goals; and helps with administrative activities, such as Division contests, meetings, and training.

B. The Division Council meets at least twice each year. Meetings are conducted **on-site, in-person or online, or in a hybrid format.** The Division Director notifies attendees at least four (4) weeks before each meeting.

- C. Council members are the Division Director, Assistant Division Director Program Quality, Assistant Division Director Club Growth, and Area Directors within the Division.
- D. Unless noted, the following business is conducted at Division Council meetings:
 - I. Area Success Plan and progress in the Distinguished Area Program are presented.
 - II. Club Success Plan and progress in the Distinguished Club Program are presented.
 - III. The club officer training attendance report is presented.
 - IV. Plans for Division events, such as training and speech contests, are made.

8. Area Council Meetings

- A. The Area Council manages Area activities and supports each club in the Area in fulfilling the club mission.
- B. The Area Council meets at least twice each year. Meetings are conducted **on-site, in-person or online, or in a hybrid format**. The Area Director notifies attendees at least four (4) weeks before each meeting.
- C. Council members include the Area Director, Assistant Area Director Program Quality, Assistant Area Director Club Growth, Area Secretary, Club Presidents within the Area, Club Vice Presidents Education within the Area, and Club Vice Presidents Membership within the Area.
- D. Unless noted, the following business is conducted at Area Council meetings:
 - I. Club Success Plan and progress in the Distinguished Club Program are presented.
 - II. Club officer training attendance reports are presented.
 - III. Plans for Area events, such as training and speech contests, are made.
 - IV. In accordance with the District Council's decision to elect or appoint Area Directors as specified in the District Administrative Bylaws, Article VII, Section C, evaluate and assess Area Director candidates in order to either:
 - a. Provide one (1) or more appointment recommendations to the District Director no later than a date recommended by the District Director and approved by the District Executive Committee. That date will be announced in the District's annual call for nominations. The recommendations are subject to alignment changes by the District Council, or
 - b. Elect the following year's Area Director and provide the results of the election to the District Director no later than a date recommended by the District Director and approved by the District Executive

Committee. That date will be announced in the District's annual call for nominations. The elections are subject to alignment changes by the District Council.

9. Annual District Conferences

- A. The purpose of the annual District conference is to provide communication and leadership training opportunities toward achieving the club and District missions and to hold the District Council meeting. The annual conference is established in Article XII, Section 4, of the Bylaws of Toastmasters International, and further defined in Article X, Section (a), of the District Administrative Bylaws.
- B. District conference information is included in the District calendar and in other District communications.
- C. The following events occur at the annual District conference:
 - I. The District Council meeting. Voting members ~~or their proxyholders, where appropriate (District Administrative Bylaws, Article X [d]),~~ are required to attend the ~~a~~Annual ~~m~~Meeting of the District Council-meeting.
 - II. The International Speech Contest and any other District-level speech contests. These District-level contests may only take place at this event.
 - III. Educational sessions that focus on achieving the club and District missions.

10. District Leader Training

- A. District Directors, Program Quality Directors, and Club Growth Directors have training opportunities from World Headquarters: ongoing e-learning sessions, August District Leader Training at the International Convention, and Mid-year District Leader Training.
- B. The Chief Executive Officer establishes the training schedules, determines and coordinates training sites, assigns Districts, and develops and implements training programs.
- C. Region Advisors attend the trainings and may participate as trainers. International Directors may also attend and participate as trainers, as needed.

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 Assessments begin 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. Floor candidates, who have completed the ILC evaluation process, for Officer or Director positions may declare intent after ILC results have been announced. Written notification indicating intent to run from the floor must be submitted to the International President no later than July 1. |
| 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. 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, **members of any District Executive Committee**~~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. **During their term of service on the ILC, committee members shall not serve as Region Advisors, members of any District Executive Committee, campaign managers, or members of an International Officer or Director candidate campaign team.**
 - ~~III~~IV. ILC members **may** 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 and 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(s), International Director, Program Quality Director(s) (PQD), Club Growth Director(s) (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(s), the International Director, DD, CGD(s), 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(s), the International Director, DD, PQD(s), IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was CGD.
 - IV. The ~~DDs–District Directors~~, ~~PQDs–Program Quality Directors~~, and ~~CGDs Club Growth Directors~~ who served in the region while the candidate was a Region Advisor.
 - V. The current ~~DD–District Director~~, ~~PQD(s)–Program Quality Director~~, and ~~CGD(s)–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 **anonymous and** 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 effectively serve as an International Officer or Director.
- 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, candidates 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 ~~must may~~ not contain advertisements about candidates and ~~must 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 ~~must 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 must 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 on-site, and/or online, or in a hybrid format at a District (including Area and Division) event by the candidate and/or a candidate's representative 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 Directors candidates may participate in other home District activities without delivering presentations, but ~~must~~ 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 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.~~
 - International Officer candidates may deliver a presentation at District (including Area and Division) events**
 - International Officer candidates who are opposed ~~must~~ 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 **the 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 must ~~may~~ not campaign on their 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 ~~C~~campaign materials, other than business cards (per the branded business cards description on the Brand Portal), must ~~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~~ **A** candidate or their representative **must not** ~~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 **must** ~~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 **this election cycle**~~the race~~, and, in the most severe cases, removal from good standing **with Toastmasters International** 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.

- Amendments in **green** are approved, effective no sooner than July 1, 2022.
- Amendments in **orange** are approved contingent upon the adoption of amendments to the Club Constitution by the voting membership at the 2022 Annual Business Meeting.

District Administrative Bylaws

Article I: Authority, Applicability, and Title Designation

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

(c) District Title Designation

~~This~~ **The** District shall be **identified by the** ~~designated as set forth in the title of these administrative bylaws assigned to it by the Board of Directors~~.

Article II: Purpose

The purpose of ~~this a~~ District is to enhance the quality and performance **of its Member Clubs**, and extend the network of the Member Clubs of Toastmasters International within the boundaries of ~~this the~~ District, thereby offering greater numbers of people the opportunity to benefit from the Toastmasters educational program. **The District accomplishes this** by:

1. Focusing on the ~~critical success factors as specified by the~~ District educational and membership goals;
2. Ensuring ~~that~~ each club effectively **serves its individual members by fulfilling the club mission**. ~~its responsibilities to its individual members; and~~
3. Providing effective training and leadership-development opportunities for club officers and District leaders.
4. ~~In order to carry out the purpose, the officers of this District are empowered to~~ **manage** Toastmasters International programs and activities within ~~this the~~ District.
5. ~~and to a~~ **Acting** as stewards of Toastmasters International’s assets for ~~this the~~ District. ~~Using such powers and assets, this District shall:~~
 1. ~~Assist each Member Club to fulfill effectively its responsibility to its individual members;~~
 2. ~~Encourage and assist in the training of Member Club officers;~~

- 3-6. Developing a close relationship between Member Clubs and Toastmasters International.;
- 4-7. Promoting interest in, and extending the benefits of, individual membership in Toastmasters clubs.;
- 5-8. Helping in the organization of new Toastmasters clubs.;
- 6-9. Encouraging Member Clubs to undertake programs and projects that will cause result in greater community awareness of the Toastmasters programs and meet the needs of individual members.

Article III: Affiliation and Liability

(a) With Toastmasters Member Clubs

All Member Clubs in Toastmasters International in good standing within the boundaries of this the District, and all such clubs organized hereafter, shall be affiliated with this the District. However, this the District shall have no liability to any third party for any debt or obligation of any club, nor shall any club have any liability to any third party for any debt or obligation of this the District or any other component part of Toastmasters International.

(b) With Toastmasters International

This The District is an integral part of Toastmasters International, a California nonprofit public benefit corporation, and, as an administrative unit of that corporation, its activities and affairs shall be managed, and its powers exercised, under the ultimate direction of the Board of Directors of Toastmasters International. This The District is not an independent or autonomous legal entity. Because Toastmasters International is the exclusive owner of all the trade names, trademarks, service marks, emblems, insignia, and copyrights associated with the Toastmasters collective membership mark, no District has the authority to create a separate legal entity.

(c) Receivership

In situations where the ability of a District to accomplish the District mission is in serious jeopardy, the Board of Directors of Toastmasters International may declare the District to be in full or partial receivership. Where the situation is urgent and immediate action is required, the Executive Committee of the Board of Directors may act under Article V, Section 6, of the Bylaws of Toastmasters International, to declare a District to be in full or partial receivership. Under a declaration of receivership, all or part of the provisions of these administrative bylaws may be suspended, modified, or augmented, which may include, as appropriate, provisions regarding the conduct of financial affairs, the filling of vacancies in District officer positions, and the operation of the District Council, the District Executive Committee, and other District committees. The declaration shall delegate authority over the District in receivership to the International President, International President-Elect, First or Second Vice President, an acting District Director, the Chief Executive Officer, or a combination of the foregoing, for the period of time specified on the declaration.

Article IV: Policy

~~This-The~~ District shall not adopt any policy in conflict with any Policy of Toastmasters International, and its actions shall be consistent with the purposes and ideals of Toastmasters International. These administrative bylaws shall be deemed automatically modified and amended so that they shall at no time be in conflict or inconsistent with the Articles of Incorporation, Bylaws, or Policies established by the Board of Directors of Toastmasters International, as they now exist or hereafter may be changed or amended.

Article V: Boundaries

The geographic boundaries of ~~this-the~~ District shall be as **defined and approved by the Board of Directors follows: _____**. ~~This-The~~ District may also contain clubs that have no physical meeting location, subject to rules established by the Board of Directors.

The District Council of ~~this-the~~ District may recommend changes to such boundaries to the Toastmasters International Board of Directors for approval.

Article VI: Area and Division Organization

The Member Clubs of ~~this-a~~ District shall be organized into Areas, the number and composition of which shall be determined by the District Council at its ~~a~~Annual ~~m~~Meeting, to become effective the following July 1. Each Area shall be under the direction of an Area Director acting under the District Director and District Council. ~~This-The~~ District shall further organize Areas together into Divisions under the supervision of Division Directors **acting under the District Director and District Council**. The number and composition of Divisions shall be **determined by the District Council** ~~accomplished at the its a~~Annual ~~m~~Meeting, to become effective the following July 1.

Article VII: Officers

(a) District Officers

The officers of ~~this-the~~ District shall be a District Director, a Program Quality Director, a Club Growth Director, a District Public Relations Manager, a District Administration Manager, a District Finance Manager, **Division Directors, and** Area Directors, ~~and Division Directors~~. In addition to these officers, the District may have such other officers as the District Council may provide, but Toastmasters International credit toward any educational award is limited to service as a District officer named in the preceding sentence.

(b) Elective Officers

1. The elective officers of this District shall be the District Director, the Program Quality Director, the Club Growth Director, and Division Directors.
 - a. **Except for Division Directors, N**none of the ~~foregoing previously stated~~ District officers may be re-elected to the same office, **in any District**, for succeeding terms in which a full year has been served, ~~except that the~~
 - b. Division Directors may be re-elected to succeed themselves for one (1) term.
2. The election of officers shall take place at the ~~a~~Annual ~~m~~Meeting of the District Council.

- a. The report of the District Leadership Committee shall be submitted in writing to all members of the District Council at least four (4) weeks prior to the **Annual Meeting of the District Council**~~election meeting~~.
- b. Nominations may also be made from the floor by any member of the District Council~~or their proxyholder~~ only if the floor candidate meets the requirements set forth in Article VII (e) of these administrative bylaws and has been evaluated by the District Leadership Committee for that specific role in that election cycle.
- c. All elections shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote. A majority of the votes cast is necessary for an election.

(c) Other Officers

- 1. The other officers of this District shall be the District Public Relations Manager, the District Administration Manager, the District Finance Manager, and the Area Director for each Area.
 - a. These officers may be elected or appointed.
 - b. The decision to elect or appoint is made by the District Council and ~~the decision~~ remains in effect until changed by the council.
 - c. Any changes to the decision must be made prior to November 1 of the District program year in which the elections or appointments will occur.
- 2. Officers appointed by the District Director are subject to the approval of the District Executive Committee and the District Council by September 30.
- 3. The District Public Relations Manager, the District Administration Manager, and the District Finance Manager shall be eligible for re-election or re-appointment for one (1) succeeding term, **regardless of District-only**. ~~The offices of District Administration Manager and District Finance Manager may be combined.~~
- 4. Area Directors are elected by the Area Councils or appointed by the District Director ~~taking into account~~ **considering** the recommendation of the Area Councils.
- 5. Area Directors shall be eligible for re-election or re-appointment for one (1) succeeding term, **regardless of District-only**.

(d) Qualifications

- 1. At the time of taking office:
 - a. An elective officer must have been an active member of a Toastmasters club in good standing for the entire preceding 12 months, or has been a member for 12 consecutive months within that past three (3) years, in the District in which the officer shall serve.
 - b. The District Director shall have served
 - i. at least six (6) consecutive months as a Club President and

- ii. at least 12 consecutive months as a Program Quality Director, Club Growth Director, ~~or~~ Division Director, or a combination **of the preceding thereof.**
 - c. The Program Quality Director and Club Growth Director shall have served
 - i. at least six (6) consecutive months as Club President and
 - ii. at least 12 consecutive months as a Program Quality Director, a Club Growth Director, a Division Director, ~~or~~ an Area Director, or a combination **of the preceding thereof.**
 - d. The Division Directors shall have served at least six (6) consecutive months as members of a District Council.
 - e. ~~Insofar as~~ **To the degree** practicable, the Area Directors shall have served as members of a District Council.
 - f. All District officers must be active individual members of Member Clubs in good standing within the District where they are elected or appointed to serve and must be in good standing with Toastmasters International under Article III, Section 8, of the Bylaws of Toastmasters International.
2. A member may only be a candidate for elective office in one (1) District at any given time.
 3. A member may only serve in one (1) position within any District Executive Committee, as specified in Article XI (a), at any given time.

(e) Nominations from the Floor

1. Nominations made by the District Leadership Committee shall be effective when officially announced by the District Leadership Committee Chair or District Director.
2. Additional nominations of qualified and eligible candidates may also be made from the floor at the ~~a~~**Annual mMeeting of the** District Council ~~meeting~~ with the consent of the person(s) nominated.
 - a. ~~Prior to running from the floor~~ **To be eligible as a floor candidate**, a candidate for District Director, Program Quality Director, Club Growth Director, or Division Director must have completed the District Leadership Committee's evaluation process in the same election cycle in which the candidate stands for election at the ~~a~~**Annual mMeeting of the** District Council ~~meeting~~ for that specific role ~~to be considered eligible.~~
 - b. All eligible floor candidates must declare their intent to run to the District Director at least seven (7) days prior to the elections.
 - c. Floor candidates who have not ~~gone through~~ **completed** the District Leadership Committee's evaluation process may only be nominated during the ~~a~~**Annual mMeeting of the** District Council ~~meeting~~ if the District Leadership Committee's work is invalid. **The individual must meet all other qualifications.**

- d. Floor nominations for roles other than the District Director, Program Quality Director, Club Growth Director, or Division Director may occur even when that individual has not ~~been evaluated by~~ **completed** the District Leadership Committee's **evaluation process, as long as provided** the individual meets all other ~~qualifications-eligibility requirements~~.
3. A candidate nominated by the District Leadership Committee who is not elected to the nominated office may be nominated from the floor for a maximum of one (1) additional office at the ~~a~~**Annual mMeeting of the** District Council's ~~annual meeting~~.

A candidate who is not nominated by the District Leadership Committee may stand as a floor candidate for a maximum of two (2) District officer roles at the ~~a~~**Annual mMeeting of the** District Council's ~~annual meeting~~.

4. ~~In the event that~~**If** there is no candidate(s) elected for District Director, Program Quality Director, Club Growth Director, or Division Director, the position(s) will be considered vacant and will be filled according to Article VII (g) of these administrative bylaws.

(f) Term of Office

The terms of all District officers shall commence at midnight on July 1 and end on the following June 30, at 11:59 p.m.

(g) Vacancies

1. A vacancy in any elective office shall be filled by the District Executive Committee based upon the recommendation of the District Director, or upon recommendation of the highest elected District officer if the vacancy is in the office of District Director.
 - a. Individual members who fill vacant roles shall meet all qualifications for the role as defined in Article VII, Section (d), of these administrative bylaws.
 - b. Such appointment shall become effective immediately and will run until the next succeeding District Council meeting. ~~at which time such~~**At that District Council meeting, the** appointment shall be confirmed or another individual member elected to the office.
2. If the office of Immediate Past District Director is vacated for any reason, it shall stay vacant for the remainder of the term.

(h) Resignation or Removal

1. Any officer may resign at any time.
 - a. ~~provided that any~~**The** resignation must be in writing, ~~and~~
 - b. **The resignation** will be effective on delivery to the District Administration Manager or the District Director, unless the resignation provides for a later effective date.
2. Any member of the District Executive Committee may be removed from office by a two-thirds vote, excluding the member and any members who have been recused due to a conflict of interest, of the District Executive Committee.

The member must be given the opportunity to make a statement of up to 10 minutes to the District Executive Committee prior to the vote. ~~In the interest of fairness, †~~The District Director may extend the time **as needed**.

3. Any officer may be removed from office by the District Director, unless the officer was elected by the District Council. ~~Such †~~Removal of ~~an~~ the officer shall become effective immediately.

5-4. The members of the District Executive Committee are responsible to the Toastmasters International Board of Directors, and They may be removed at any time by that Board if it finds it to be in the best interests of Toastmasters International, its Member Clubs, and their individual members.

- 4-5. Replacement officers shall be appointed by the District Director. The appointment of replacement officers is subject to the ratification by the District Executive Committee.

~~5. The members of the District Executive Committee are responsible to the Toastmasters International Board of Directors, and may be removed at any time by that Board if it finds it to be in the best interests of Toastmasters International, its Member Clubs and their individual members.~~

(i) Compensation

No District, Division, or Area officer shall receive a salary or other compensation except a return for expenses incurred for the benefit of the organization and only to the extent provided for in the adopted District budget.

Article VIII: Duties of Officers

(a) In General

1. The District officers shall have such obligations, responsibilities, and duties as may be set forth in Policies prescribed by the Board of Directors or in the Articles of Incorporation, Bylaws of Toastmasters International, in these administrative bylaws, or in standing rules or ~~policies~~ **procedures** adopted by the District Council of ~~this~~ **the** District.
2. The authority delegated by the Toastmasters International Board of Directors to District officers to act as stewards of Toastmasters International's resources in the District is **always** subject ~~at all times~~ to the ultimate direction of the Board.
3. **The District officers shall coordinate their efforts in carrying out the District mission.**
4. **All District officers shall uphold and promote the purposes of Toastmasters International in the District and shall abide by the Toastmasters International governing documents.**

(b) District Director

1. ~~†The District Director shall be ultimately responsible to the Board of Directors in the exercise of the powers and duties of that the office of District Director.~~ The District Director shall report to and take direction from the District Council in matters pertaining to District organization, programs, and procedures; ~~however, the District Director shall be ultimately responsible to the~~

~~Board of Directors in the exercise of the powers and duties of that office. The District Director shall uphold and promote the purposes of Toastmasters International in the District.~~

2. As the representative of Toastmasters International, the District Director, personally and through the Program Quality Director and Club Growth Director, shall carry out the programs approved by the Board of Directors and the District Council.
3. The District Director's responsibilities include, but are not limited to:
 - a. **Administering and overseeing the day-to-day operations of the District.**
 - b. **Chairings** all meetings of **the District Executive Committee and** the District Council. ~~and the District Executive Committee;~~
 - c. **Fillings** such appointive offices as are provided for in these administrative bylaws, subject to the approval of the District Executive Committee and confirmation by the District Council.;
 - d. **Authorize** withdrawals of District funds, in the manner and to the extent provided in Article XII of these administrative bylaws; and ~~must~~ **approve** all withdrawals chargeable to the District on the books of Toastmasters International.

~~By the published deadlines, the District Director shall submit to the Board of Directors any reports that may be required by the Board of Directors. The District Director shall provide to each Member Club in this District and to World Headquarters, copies of the adopted budget, the report of the Audit Committee, and such other reports as the Board of Directors may require. The District Director shall furnish World Headquarters with such information as the Board of Directors may require before the District shall be eligible to withdraw funds of Toastmasters International authorized by the Board of Directors for District activities and operations.~~

- e. **The District Director shall provide to each Member Club in this the District and to World Headquarters, copies of the adopted budget, the report of the Audit Committee, and such other reports as the Board of Directors may require.**
- f. **The District Director shall furnish World Headquarters with such information as the Board of Directors may require before for the District shall to be eligible to withdraw funds of Toastmasters International authorized by the Board of Directors for District activities and operations.**
- g. **the District Director shall submit to the Board of Directors, by the published deadlines, any reports that may be required by the Board of Directors.**

(c) Program Quality Director

1. The Program Quality Director is the second-ranking member of the District Executive Committee, and chairs that body and the District Council in the absence of the District Director.
2. The Program Quality Director **is responsible for all aspects of education and training within the District. These responsibilities include, but are not limited to:**
 - a. ~~a~~**Assisting the Education Committees** of the Member Clubs ~~and~~, Areas, and Divisions of the District in ~~utilizing~~ **using** the educational programs and materials of Toastmasters International. ~~and has the responsibility for:~~
 - b. ~~p~~**Promoting and supporting club quality and member retention.;**
 - c. **Supporting all members in achieving education awards and recognizing those achievements.**
 - d. ~~the training of all Division, Area and club officers;~~ **Ensuring club and District officers are properly trained to fulfill their roles and responsibilities.**
 - e. ~~the preparing and conducting of educational programs for District conferences;~~ **Planning, organizing, and directing all aspects of the District conference.**
 - f. ~~the s~~**Supervising and coordinating of District-wide speech contests; and the formulating of specific educational recognition programs.**
3. **The Program Quality Director shall perform such other duties as may be prescribed by the District Director or District Council.**
4. The Program Quality Director shall attend **District Executive Committee and District Council meetings.**

(d) Club Growth Director

1. The Club Growth Director is the third-ranking member of the District Executive Committee and chairs that body and the District Council in the absence of the District Director and Program Quality Director.
2. The Club Growth Director's **responsibilities include, but are not limited to is responsible for:**
 - a. ~~the d~~**Developing**, ~~directing~~ **direction**, and ~~coordinating~~ **coordination** of an overall marketing plan ~~necessary~~ for building new Member Clubs.;
 - b. **Overseeing District-wide efforts that result in the an** increase in ~~individual~~ membership.
 - c. **Overseeing efforts that result in and retaining clubs retention** in the District.;
 - d. ~~the r~~**Recruiting** and training ~~of~~ District marketing teams.;

- e. ~~Developing, directing, and coordinating and the formulation of specific membership-building~~ recognition programs **for membership-building.**
3. **The Club Growth Director shall perform such other duties as may be prescribed by the District Director or District Council.**
4. The Club Growth Director shall attend **District Executive Committee and District Council** meetings.

(e) District Public Relations Manager

1. The District Public Relations Manager serves under the direction of the District Director.
2. ~~and-The District Public Relations Manager's responsibilities include, but are not limited to-is responsible for:~~
 - a. ~~Creating and executing the development and administration of a public relations plan program that will provide improved understanding by individual members of clubs and the public of~~ **to increase public awareness of** the opportunities available for personal development in the Toastmasters International education program.
 - b. **Developing and administering a communication plan to keep members aware of Toastmasters activities throughout the District.**
 - c. **Promoting and ensuring proper use of the Toastmasters brand throughout the District in compliance with the brand standards.**
3. **The District Public Relations Manager shall perform such other duties as may be prescribed by the District Director or District Council.**
4. **The District Public Relations Manager shall attend District Executive Committee and District Council meetings.**

(h-f) District Administration Manager

1. The District Administration Manager serves under the direction of the District Director.
2. The District Administration Manager's responsibilities include, but are not limited to:
 - a. ~~shall hHave~~ custody of ~~this District's administrative bylaws and all other records and documents of this the District.~~;
 - b. ~~shall kKeeping~~ and distributing the minutes of the meetings of the District Council and District Executive Committee.;
 - c. ~~The District Administration Manager shall have~~ Maintaining custody of all District correspondence.;
 - d. ~~and shall tTransmitting the same~~ all minutes and records to their successor.

3. The District Administration Manager ~~and~~ shall perform such other duties as may be prescribed by the District Director or District Council.
4. The District Administration Manager shall attend District Executive Committee and District Council meetings.

(i-g) District Finance Manager

1. The District Finance Manager serves under the direction of the District Director.
2. The District Finance Manager's responsibilities include, but are not limited to:
 - a. Helping District leaders in developing a budget to carry out the District mission.
 - b. ~~shall have~~ Having charge of all funds and other property of the District and ~~shall transmitting~~ the accounts and all undistributed funds to their successor.
 - c. ~~The District Finance Manager shall disburse~~ Disbursing all funds upon order of the District Director, in compliance with the Toastmasters International governing documents. ~~as provided herein,~~
 - d. Ensuring District financial information is recorded and submitted by the published deadlines.
3. ~~and~~ The District Finance Manager shall perform such other duties as may be prescribed by the District Director or District Council.
4. The District Finance Manager shall attend District Executive Committee and District Council meetings.

(f-h) Division Directors

1. The Division Directors shall represent the District Director within their Divisions.
2. The Division Director's responsibilities include, but are not limited to:
 - a. ~~coordinate the activities of Area Directors within the Division and provide~~ Providing Area officers with counsel, information, and service to the Area Directors within the Division.
 - b. ~~Coordinate~~ Coordinating the Division's activities ~~of~~ and events.
 - c. Chairing the Division Council and holding regular Division Council meetings.
3. The Division Director shall perform such other duties as may be prescribed by the District Director and District Council.
4. The Division Director shall attend District Executive Committee and District Council meetings.

(g-i) Area Directors

1. The Area Directors shall represent the District Director and the Division Director to all the clubs in their Areas and shall be are responsible for ensuring that each the Member Clubs within their Areas achieves its mission and fulfills its responsibilities to its members and shall represent the District Director and the Division Director to the clubs in their Areas.
2. The Area Director's responsibilities include, but are not limited to:
 - a. Coordinating and promoting District events with the Member Clubs within the Area.
 - b. Encouraging club quality through club visits.
 - c. ~~As a Chairing of~~ the Area Council, the Area Director shall and holding regular Area Council meetings, and shall appoint (or provide for the election by clubs in the Area of) an Area staff for the conduct of Area activities between Area Council meetings.
3. The Area Director shall perform such other duties as may be prescribed by the District Director and District Council may prescribe.
4. The Area Director shall attend District Executive Committee and District Council meetings.

(h) District Administration Manager

~~The District Administration Manager shall have custody of this District's administrative bylaws and all other records and documents of this District; shall keep the minutes of the meetings of the District Council and District Executive Committee; and shall transmit the same to the successor. The District Administration Manager shall have custody of all District correspondence, and shall perform such other duties as may be prescribed by the District Director or District Council.~~

(i) District Finance Manager

~~The District Finance Manager shall have charge of all funds and other property of the District and shall transmit the accounts and all undistributed funds to the successor. The District Finance Manager shall disburse all funds upon order of the District Director, as provided herein, and shall perform such other duties as may be prescribed by the District Director or District Council.~~

Article IX: District Council

(a) Composition

The District Council shall consist of the District Executive Committee, as defined in Article XI(a) of these administrative bylaws hereof, and the representatives Club President and Vice President Education from each Member Club in good standing in the District, who are the Club President and Vice President Education. Each Member Club is entitled to two (2) votes, and the club can determine whether the Club President or Vice President Education, holding two (2) votes, or both representatives, with one (1) vote each, will act as voting members of the District Council. These shall be the only voting members of the District Council, and References made in these administrative bylaws to "members of the District Council" shall mean only voting members.

(b) Authority

The District Council shall serve as the administrative governing body of the District, operating with powers delegated to the District Council by the Toastmasters International Board of Directors and subject at all times to the ultimate direction of the Board of Directors and the Articles of Incorporation, Bylaws, Policies, and decisions of Toastmasters International, and these administrative bylaws. The District Council shall conduct all business of the District, shall assume responsibility for the payment, with District funds, of all debts incurred in the conduct of authorized District activities, and shall not assess or impose any financial obligation on any Member Club or any individual member of a club. Members of the District Council in attendance at the annual District conference are required to attend the **aAnnual mMeeting of the District Council-meeting.**

Article X: Council Meetings, Quorum, Proxies, and Voting

(a) Regular Meetings

The District Council shall hold at least two (2) meetings during each **program** year, with the exact number and schedule of meetings to be fixed by the District Council. **The first meeting must take place no later than September 30 to approve the District budget and confirm the appointment of District leaders.** One meeting shall be ~~called~~ the “**aAnnual mMeeting,**” and shall be held ~~in-person (unless otherwise instructed by the Board of Directors)~~ between March 15 and June 1. ~~Additional meetings are conducted online.~~ Notice of any meeting shall be sent in writing to all District Council members at least four (4) weeks prior to the date of such meeting.

Each program year the District Executive Committee determines whether the aAnnual mMeeting of the District Council annual-meeting, in which the elections take place, is conducted online or hybrid. Additional-All other meetings of the District Council are conducted online.

(b) Special Meetings

Special meetings of the District Council may be called by the International President, the District Director, a majority of the District Executive Committee, or not less than one-fourth of the members of the District Council. Notice thereof shall be sent in writing to all District Council members at least two (2) weeks prior to the date of such meeting. ~~and~~ **The notice shall set forth include the purpose reason for which such the meeting is being called, but a**Any **otherwise valid** business-~~otherwise valid~~ may be transacted at the meeting.

(c) Quorum

On the basis of two (2) votes per club, ~~One-third of the Club Presidents and Vice Presidents Education from~~ Member Clubs **in good standing** in the District, ~~or proxies as authorized by subparagraph (d) hereof,~~ shall constitute a quorum for all District Council meetings. **The continued presence of a quorum is presumed unless the chair declares otherwise.** ~~In the event that any business is transacted at any District Council meeting at which a quorum is not present, the action shall be deemed as valid as if a quorum were present if it thereafter is expressly approved in writing, personally, by mail, fax, email, electronic transmission or other reasonable means, by the affirmative vote of a majority of the Member Clubs in the District on the basis of two (2) votes per club.~~

In the event that any business is transacted at any District Council meeting at which a quorum is not present, the action shall be deemed as valid as if a quorum were present if it thereafter is expressly approved in writing, personally, by mail, fax, email, electronic transmission or other reasonable means, by the affirmative vote of a majority of the Member Clubs in the District on the basis of two (2) votes per club.

(d) Proxies

~~Either the Club President or Vice President Education of any Member Club may designate, in writing, any active individual member of the club to act as a proxyholder for them at any District Council meeting that is held in-person. In the event one of these officers is not in attendance at the meeting and has not designated, in writing, an active individual member of the club to act as their proxyholder at such meeting, the officer or proxyholder in attendance shall be deemed to hold the proxy of the other and may therefore cast two (2) votes at such meeting. The intent of this provision is to assure that every club will be represented by two (2) votes. No other proxies shall be valid at a District Council meeting. A written proxy, to be valid at a District Council meeting, must contain all the elements set forth in Toastmasters International Policy and must be delivered personally, by mail, by fax, by email, by electronic transmission, or by other reasonable means to the club member who will hold the proxy. The proxyholder must present the proxy in paper form (i.e., print out an email) to the credentials desk. If the proxy does not bear a handwritten signature, it must have the typed name of the club officer(s) giving the proxy or some other indication that the club officer(s) authorized the proxy to be given. A proxy that complies with these requirements shall be treated as valid so long as the credentials desk has no reason to believe that the proxy was not authorized. A proxyholder cannot transfer or assign a proxy to someone else. A valid proxy delivered to the proxyholder is revoked only if the club officer who gave the proxy takes one of the following subsequent actions: destroys the proxy, cancels the proxy in writing, issues another proxy authorized at a later date, or actually attends the District Council meeting.~~

(e-d) Voting

~~When the voting process is conducted, in person, each member of the District Council attending the council meeting, or that member's proxyholder as authorized by subparagraph (d) hereof, is entitled to one (1) vote. **only the Club President and/or Vice President Education of any Member Club may vote on behalf of the club as its representative. Either club officer may carry the club's two (2) votes or each of these club officers may carry one (1) vote, as determined by the club membership.** Any active individual member who carries the proxies of both the Club President and Vice President Education **The representative from any Member Club in good standing is entitled to a maximum of two (2) votes;** and any such individual member who is also entitled to a vote as a member of the District Executive Committee is entitled to three (3) votes.~~

~~When the voting process is conducted online, no proxies will be permitted. Each District Council member must cast their own vote. District Executive Committee members are entitled to one (1) vote and may cast up to two (2) additional votes as **a representative of a Member Club, Club President or Vice President Education for a maximum of three (3) votes.** All other members of the District Council shall be limited to a maximum of two (2) votes.~~

~~**Each District Council members must cast their own vote; no proxies will be are permitted.**~~

Article XI: Committees

(a) District Executive Committee

1. The **District Executive Committee consists of the** District Director, ~~the~~ Program Quality Director, ~~the~~ Club Growth Director, ~~the~~ District Public Relations Manager, ~~the~~ District Administration Manager, ~~the~~ District Finance Manager, **Division Directors,** ~~the~~ Area Directors, ~~and Division Directors,~~ ~~together with the~~ **and** Immediate Past District Director., ~~shall be the District Executive Committee,~~
2. ~~which~~ **The committee** shall have all functions and powers of the District Council except such powers as may be reserved by the District Council to itself.; ~~subject a~~ **At all times, the committee is subject** to the general direction and approval of the District Council.
3. A majority of the District Executive Committee shall constitute a quorum.
4. ~~This~~ **The** committee shall **review the report of the Alignment Committee and** recommend the **alignment** ~~division~~ **of clubs in** the District into Areas and Divisions for approval at the ~~a~~ **Annual Meeting of the District Council.**
5. The ~~District Executive C~~committee shall prepare a budget in the form prescribed by Toastmasters International, covering estimated receipts and expenditures for the ensuing year.;
 - a. ~~and~~ **The proposed budget** shall **be** ~~submitted~~ ~~it~~ to the District Council for approval in order to submit the approved budget to World Headquarters by September 30.
 - b. This proposed budget shall be acted upon by the District Council at its first meeting.
6. The District Executive Committee shall have such other duties as are delegated to it by the District Council.

(b) District Leadership Committee

1. The District Director shall appoint the District Leadership Committee Chair no later than November 1. The remaining committee members shall be appointed no later than December 1.
2. ~~and~~ **In addition to the District Leadership Committee Chair, the committee** shall consist of no fewer than five (5) members with equal representation of all Divisions in the District. No committee member may represent more than one (1) Division.
3. The committee shall operate under the procedural rules adopted by the Toastmasters International Board of Directors for the selection of candidates for the elective District offices.
4. The committee's results shall be reported in writing to the District Director no fewer than six (6) weeks before the ~~a~~ **Annual Meeting of the** District Council's ~~annual meeting.~~

5. The District Director shall submit the District Leadership Committee report to the members of the District Council at least four (4) weeks prior to the ~~a~~**Annual Meeting of the District Council**.

(c) Audit Committee

1. Each year the District Director shall appoint an Audit Committee consisting of at least three (3) individual members who are not members of the District Executive Committee.
2. The reports of this committee shall contain information in the format required by Toastmasters International.
3. The committee shall submit an interim mid-year audit report no later than February 15.
4. The committee shall ~~then~~ complete a year-end audit report for the fiscal year ending June 30.
5. The outgoing and incoming District Directors are jointly responsible for submitting this report to the Member Clubs and to World Headquarters by August 31.

(d) Alignment Committee

1. **Each year, the District must review, and amend, if needed, the alignment of clubs, Areas, and Divisions within its boundaries. The District Director shall appoint an Alignment Committee chair and committee members.**
2. **The Alignment Committee prepares an alignment proposal and provides the proposal to the District Executive Committee for review.**
3. **The District Council reviews and approves the final alignment at its Annual Meeting.**
4. **The District alignment is submitted to World Headquarters by July 15.**

(d-e) Other Committees

Other committees may be appointed as ~~may be deemed~~ **advised** by the District Director or the District Council. Such committees may include, among others, the following special committees: District Program Quality, District Club Growth, District Public Relations, Youth Leadership Program, Speechcraft, Administrative Policies, Awards, Speakers Bureau, District Newsletter, Past District Directors, and Club Coach Coordinating Committee.

Article XII: Finances and Records

(a) Finances

The conduct of ~~this the~~ District's financial affairs shall be subject to Policies established by the Toastmasters International Board of Directors. Payments of District expenses shall be made only for expense items benefitting the District and consistent with the purposes and Policies of Toastmasters International. Toastmasters International will transfer funds to the District upon presentation of a requisition which sets forth the purpose of the withdrawal and which is signed by the District Director and either the District Administration Manager or District Finance Manager. All disbursements of District funds ~~shall be subject to the approval of the~~

~~District Council and~~ shall be in accordance with the District budget, unless otherwise approved by the Board of Directors.

(b) Records

The outgoing District officers shall transfer to the incoming officers, in good order, the complete records of their respective offices by the beginning of the ~~administrative-program~~ year (July 1).

Article XIII: Rules of Order

Robert's Rules of Order Newly Revised shall be the final authority on parliamentary procedure insofar as Robert's Rules do not conflict with any provision of these administrative bylaws, the Articles of Incorporation, Bylaws of Toastmasters International, Policies set by the Toastmasters International Board of Directors, or applicable law.⁷ ~~provided that if~~ the District is located in a jurisdiction where Robert's Rules are not a recognized authority on parliamentary procedure, ~~this-the~~ District may use the recognized authority in the jurisdiction where ~~this-the~~ District is located in place of Robert's Rules.

Article XIV: Political Activity

~~This-The~~ District shall not take any official position on any issue of local, state, or national public policy, or otherwise engage in any legislative lobbying. ~~This-The~~ District shall not participate or intervene in any way in any campaign of any person for any public office.

Article XV: Legal Action

~~This-The~~ District shall not file any lawsuit as a party plaintiff, hire legal counsel, file any response to any lawsuit, respond to any subpoena, or take any other legal action without the prior written approval of the Chief Executive Officer of Toastmasters International. In the event ~~this-the~~ District is served with any summons, complaint, subpoena, injunction, or other form of legal process, the District officer receiving the legal process shall ~~so~~ notify World Headquarters within 24 hours of such service.

Article XVI: Governing Law

~~This-The~~ District shall be governed by, and these administrative bylaws shall be construed in accordance with, the laws of the State of California, where Toastmasters International is incorporated, regardless of where ~~this-the~~ District is located.

Article XVII: Amendments and Other Rules

- (a) Amendments to these administrative bylaws shall be made only by the Toastmasters International Board of Directors. ~~The administrative bylaws for this District shall be identical, except for the description of boundaries in Article V above, to the administrative bylaws for all other District of Toastmasters International.~~ The Chief Executive Officer of Toastmasters International shall notify the following of any amendment adopted by the Board of Directors: all Member Clubs and the District Director, the Program Quality Director, the Club Growth Director, the Immediate Past District Director, the District Public Relations Manager, the District Administration Manager, the District Finance Manager, the Division Directors, and Area Directors of each District.

- (b) The District Council of ~~this-the~~ District may propose an amendment to these administrative bylaws to the Toastmasters International Board of Directors or Executive Committee, provided that the District Council shall have given written notice of such proposal at least 30 days in advance of the District Council's action to all Member Clubs affiliated with ~~this-the~~ District, and shall thereafter give 45 days' written notice to the Board. The Toastmasters International Board of Directors or Executive Committee, whichever is the next to meet after submission of a proposed amendment, shall consider the proposal at its next meeting. No proposed amendment shall become effective without the approval of the Board of Directors or Executive Committee.
- (c) ~~Policies-Procedures~~ and standing rules applicable only to ~~this-the~~ District may be adopted by the Toastmasters International Board of Directors, or by the District Council of ~~this-the~~ District. Such ~~policies procedures~~ and rules must be submitted promptly to World Headquarters to be kept on file, and must not be in conflict with any provision of these administrative bylaws, the Articles of Incorporation, Bylaws of Toastmasters International, Policies adopted by the Board of Directors, or applicable law. The Board reserves the right to review, disapprove, or modify any such ~~policy procedure~~ or standing rule. In addition, the Board may test the feasibility of potential amendments to these administrative bylaws by allowing alterations, at specific times and locations, that may conflict with existing provisions of these administrative bylaws.



Minutes of the 2021-2022 Executive Committee Videoconference

July 18, 2022

The 2021-2022 Toastmasters International Executive Committee met on July 18, 2022, with Acting International President and Immediate Past International President Richard E. Peck, DTM, presiding. The other officers and directors present were: Matt Kinsey, DTM; Morag Mathieson, DTM; Radhi Spear, DTM; Roy Ganga, DTM; and Chief Executive Officer Daniel Rex. District Growth and Support Director Jonathan Lam, Marketing and 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, Research and Analysis Manager Holly Keily, and Secretary Kate Wingrove were also present.

1. The agenda was adopted as presented.
2. The Committee reviewed and discussed the impact of the Covid-19 pandemic on the organization, specifically noting that almost all Districts have underperformed in the Distinguished District Program (DDP) since the beginning of the pandemic. To support Districts in achieving building momentum towards future success, the Committee decided that adjustments to the recognition program for the next two years would be appropriate. The Committee recommends that the Board approve changes to the District Recognition Program for the 2022-2023 and 2023-2024 program years, effective immediately, as follows:

| | Distinguished | Select Distinguished | President's Distinguished | Smedley Distinguished |
|---------------------|------------------|----------------------|---------------------------|-----------------------|
| Paid Clubs | No net club loss | Net +1 club | +3% | +5% |
| Membership | +1% | +3% | +5% | +8% |
| Distinguished Clubs | 40% | 45% | 50% | 55% |

The Committee also recognized that clubs around the world are struggling to gain and retain members. While many clubs are achieving Distinguished Club Program (DCP) goals, they are struggling to meet the membership qualifying requirements. Lowering the net growth requirement, would increase the number of clubs eligible to participate in the DCP and thus increase the number of Distinguished Clubs. This change would support more Districts in achieving the DCP goal at all District Recognition Program achievement levels. The Committee recommends that the Board approve changes to the membership qualifying requirement for the Distinguished Club Program, from having either 20 members or a net

growth of at least five (5) new, dual, or reinstating members to having either 20 members or a net growth of at least three (3) new, dual, or reinstating members, effective immediately.

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 2021-2022 Executive Committee Videoconference

July 20, 2022

The 2021-2022 Toastmasters International Executive Committee met on July 20, 2022, with Acting International President and Immediate Past International President Richard E. Peck, DTM, presiding. The other officers and directors present were: Matt Kinsey, DTM; Morag Mathieson, DTM; Radhi Spear, DTM; Roy Ganga, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kate Wingrove were also present.

1. The agenda was adopted as presented.
2. **HIGHLY CONFIDENTIAL**
3. The Committee recommends that the Board of Directors approve an amendment to Policy 8.0: Dues and Fees (attached) to change the frequency of the review of dues, fees, and submission processes from at least every three (3) years to every year, effective immediately.
4. **RESTRICTED**

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."

A handwritten signature in black ink that reads "Kate Wingrove".

Kate Wingrove
Secretary

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

Dues and Fees

1. Membership dues payments are governed by Article IV, Section 2 of the Bylaws of Toastmasters International.
2. The annual dues amount for members of all clubs is \$90 USD, payable as \$45 USD semiannually in April and October.
3. A member who joins a club at a time other than in April and October pays prorated dues according to the following table, payable in USD:

| Join Month | Districted Clubs |
|--------------------|------------------|
| May or November | \$37.50 |
| June or December | \$30.00 |
| July or January | \$22.50 |
| August or February | \$15.00 |
| September or March | \$7.50 |

4. The names of the members for whom dues are paid are submitted with the dues payments to Toastmasters International.
5. The new member fee for each new member, including charter members of new clubs, is \$20 USD.
6. Past International Presidents receive lifetime membership in all clubs to which they belong. All Toastmasters International dues are waived.
7. The charter application fee for a new club is \$125 USD. New clubs pay dues six (6) months or more in advance to align with the April or October dues cycle. This may result in the need to submit prorated membership dues for the subsequent dues renewal period.
8. The certification fee for a Gavel Club is \$50 USD. The annual renewal fee for a Gavel Club is \$48 USD, payable each November and prorated for groups requesting certification after November.
9. Club charter fees and membership dues and fees are paid by that club or an appropriate sponsoring agency, company, or group and not from District funds, or a District leader's personal funds, except when that District leader is also a President, Vice President, or Treasurer of that club. Club charter fees may be paid by another club, however membership dues and fees may not.
10. The Board of Directors reviews the dues, fees, and submission processes **annually** ~~at least every three (3) years beginning in 2009~~.
11. In the event of a natural disaster or other extenuating circumstance affecting one (1) or more clubs' ability to pay membership dues, the Chief Executive Officer, after consultation with the International President, may postpone or reduce the membership dues for the affected clubs or take other appropriate measures. It is the responsibility of the affected clubs to contact World Headquarters for consideration.