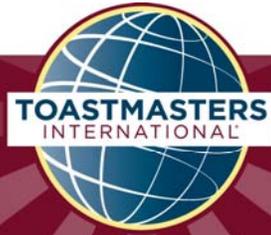






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**Minutes of the 2010-2011 Board of Directors Meeting  
Las Vegas, Nevada  
August 15-16, 2011**

**BOARD OF DIRECTORS**

The 2010-2011 Toastmasters International Board of Directors met on August 15, 2011, at 9:15 a.m. PDT, with International President Pat Johnson, DTM, presiding. The other officers and directors present were: Notaro, Lau, Yen, Schmidt, Black, Cawley, Christopher, Cook, Dalati, Doyle, Hager, Hollingshead, Kirchgessner, McCown, Ostergard, Perry, Schnider, Storkey, Suddleson and Temblique. Executive Director Daniel Rex and Secretary/Treasurer Sally Newell Cohen were also present.

Nonprofit General Counsel Greg Colvin attended on August 16.

**EXECUTIVE COMMITTEE**

The report of the Executive Committee was presented by International President-Elect Michael Notaro and covered the following items considered at its August 13-14, 2011, meeting:

1. The Committee received an update on the Toastmasters rebrand rollout at the International Convention.
2. The Committee reviewed the status of pending district reformations in districts 47 and 85 as well as reformations completed on July 1, 2011, in new districts 17, 20, 29 and 41. In addition, the Committee reviewed and approved the following: a request to reform from District 14; requests to form a reformation committee from districts 21 and 71; requests to amend boundaries in districts 25/50 and 13/38. The Committee also reviewed and approved a request from West African Toastmasters clubs to form a Territorial Council.
3. The Committee discussed a plan for improving Toastmasters International's compliance with the legal, tax and regulatory structures of the various countries and states (or provinces) in which its clubs and districts operate. The Committee recommended, pursuant to the Bylaws of Toastmasters International, Article V, Sections 6(b) and (c), that the Board delegate full authority to the Executive Committee to act with the power of the Board to establish legal entities outside of the United States as may be necessary or appropriate to further the purposes of Toastmasters International, in the judgment of the Committee, relying upon information and advice from the Executive Director and legal counsel. The Committee anticipates that matters of international legal compliance will be transacted between Board meetings and will include business of an urgent nature requiring immediate action. All actions of the Committee within this delegation of authority shall be fully effective when taken. Such actions will be reported to the directors at, or prior to, the next meeting of the Board following the action but will not require ratification by the Board to be effective. However, the Board reserves the right to review and modify any action taken by the Committee if necessary to protect the best interests of Toastmasters International.
4. The Committee reviewed and discussed a plan and timeline for the distribution of digital content based on recommendations from the Digital Content Transition Committee presented in February 2011. The plan will begin in August 2011 with the free availability of all speech contest materials.



5. The California Non-Profit Integrity Act of 2004 (NIA) established several requirements for California-based non-profit organizations. In 2005, Toastmasters International established an Audit Committee made up of a chair and co-chair. To date, only past international presidents have been appointed to the Audit Committee because of the necessary understanding of the organization and its finances. However, should the appointment of a past international president not be feasible or practical, then a past international director would be considered. The committee reviewed the new Protocol 11.4.1: Audit Committee, which documents the process for appointing Audit Committee members.
6. To ensure a smooth transition for incoming International Directors and continuity of service to the membership, the Committee approved the establishment of a formal mentoring program to begin with the 2011-2012 Board of Directors.
7. The Committee reviewed the proposed budget for fiscal year 2012 and recommended approval.
8. The Committee reviewed the "History, Function and Purpose of the Advisory Committee of Past Presidents", recommended revisions and directed staff to update the document.
9. The Committee reviewed the report from the Chair of the 2011-2012 International Leadership Committee and the sections Policy 9.1 relating to the International Leadership Committee. The Committee recommended no changes to the policy at this time. However, the Committee directed staff to develop a competency-based framework for assessing international officer and director candidates as well as a self-assessment tool based the same criteria. The Executive Committee will review the revised assessment tools in November 2011.
10. The Committee reviewed recommendations for the location of the 2014 International Convention and concurred with the Executive Director's recommendation to conduct further cost analysis of sites inside and outside of North America.
11. The Committee reviewed the 2010 IRS Form 990, the organization's annual tax return due on November 15, 2011, and authorized the Executive Director to finalize the return and file it, relying upon legal and accounting advice.

The Board voted to accept and approve the actions of the Committee. Separately, the Board voted to approve the recommendations in items 3 and 7.

## **BOARD OF DIRECTORS**

1. The report of the Strategic Planning Committee was presented by Chair, Immediate Past International President Gary Schmidt, DTM. The committee reviewed the objectives and strategies of the 2010 Strategic Plan and assessed progress to date. The committee presented strategic plan priorities for 2011 and 2012 and a proposed model for the board to use in defining and measuring the success of each strategy. The Board accepted the Strategic Planning Committee Report.



2. The new Policy and Protocol system was approved by the Board of Directors at its February 2011 meeting. However, additional discussion and review was needed for two items. The result was:
  - a. No changes to Protocol 2.0: Club and Membership Eligibility
  - b. Changes to Policy 8.5: Smedley Fund.

In addition, the Board reviewed and discussed other potential policy amendments which resulted in changes to:

- a. Policy 3.0: Ethics and Conduct
- b. Policy 8.0: Dues and Fees
- c. Policy 8.3: District Leader Expenses
- d. Policy 9.1: International Campaigns and Elections
- e. Policy 10.0: Region Advisors

All policy changes were approved by the required two-thirds vote, and are attached to these minutes.

3. The Board received reports from Recognition Committees 1, 2 and 3:
  - a. Committee 1, Districts  
Committee 1 strategized how to best support district leaders during the upcoming recognition transition and presented a set of recommendations in the areas of training, communication and reporting.  
  
The Board voted to accept the report presented by Committee 1.
  - b. Committee 2, Divisions  
Committee 2 strategized how to best support division leaders during the upcoming recognition transition and presented a set of recommendations in the areas of training, communication and reporting.  
  
The Board voted to accept the report presented by Committee 2.
  - c. Committee 3, Areas  
Committee 3 strategized how to best support area governors during the upcoming recognition transition and presented a set of recommendations in the areas of training, communication and reporting.  
  
The Board voted to accept the report presented by Committee 3.

## **CONCLUSION**

International President Johnson adjourned the meeting at 4:45 p.m., August 16, 2011.



Pursuant to Policy 11.3, items contained in the minutes of this meeting were classified as “unrestricted” upon distribution of the minutes by World Headquarters, not to include any matters marked “restricted”. The results of the Board meeting described in the Board Briefing, written and orally presented in open session on August 17, 2011, were classified “unrestricted.”

A handwritten signature in black ink, reading 'Sally Newell Cohen', is centered on the page. The signature is written in a cursive style with a prominent underline under the first 'S'.

Sally Newell Cohen  
Secretary/Treasurer

Distribution: Board of Directors  
Nonprofit General Counsel  
Executive Director

## Club and Membership Eligibility

### 1. Club Reinstatement

- A. Clubs inactive for one full dues renewal period may be reinstated within the following dues renewal period by one of two methods:
  - I. The club pays all of the following in full: current renewal dues for a minimum of six individual members, at least three of whom were individual members of the club immediately prior to its inactive status; any past due account balance; and a reinstatement fee equal to the current individual semiannual dues amount multiplied by six to cover the missed period. By this method, membership of individual members begins the date of club reinstatement; continuous membership is lost.
  - II. The club pays all of the following in full: current renewal dues for a minimum of six individual members, at least three of whom were individual members of the club immediately prior to its becoming inactive, any past due account balance, and dues for all individual members in the club during the previous report period. Membership of individual members continues from the dates they originally joined the club.
- B. Clubs inactive for two or more full dues renewal periods are required to be chartered as new clubs, meeting all chartering requirements.

### 2. Members with Disabilities

- A. Various external laws apply to facilities and organizations regarding their responsibilities, if any, to provide accommodation to support the participation of persons with disabilities. If no public accommodation is involved, the laws may not apply.
- B. Toastmasters International and each of its subordinate units, including regions, districts, divisions, and areas, shall comply with applicable laws regarding accommodations for persons with disabilities in the jurisdictions in which meetings or other functions are held.
- C. Since Toastmasters clubs are separate legal entities, their legal obligations with respect to persons with disabilities may differ from the obligations of Toastmasters International, depending on national, state, or local regulations and the availability of facilities for meetings in their communities. It may not be reasonable, feasible, or possible to provide accommodation in every instance.

- D. Where disability laws apply, it is the responsibility of the highest ranking officer at the level for which an event is planned (e.g., the district governor for a district, the club president for a club) to determine what laws and regulations may apply regarding accommodations for persons with disabilities at the event facility.
- E. If the responsible person determines that an event facility must meet a certain standard of disability accommodation, a written guarantee shall be obtained from the facility owner or operator that the facility complies with that standard and holds Toastmasters International or the club harmless if the facility should violate that standard. If a claim or suit is subsequently brought against Toastmasters International or the club regarding disability accommodation at such event, defense of the claim or suit shall be tendered immediately to the facility owner or operator.
- F. In the case of practical limitations or unforeseen circumstances that could result in some obstacle, hindrance, or other difficulty for a person with a disability at an event, Toastmasters International cannot and does not promise full participation in its programs to persons who are not able to participate through their own efforts.



## Policy 3.0

### Ethics and Conduct

#### 1. Standards

- A. All programs, activities, communications, and conduct of Toastmasters clubs and members shall be represented in an ethical manner, consistent with Toastmasters International's governing documents, mission, and values. Each club is responsible for the actions of its members.
- B. Ethics and conduct violations by an individual member, club, area, division, district, or other official group, may subject the offending person or entity to disciplinary action.
- C. Members shall not conduct or condone programs, activities, or communications which are defamatory, malicious, offensive, derogatory, damaging, false, libelous, or otherwise detrimental to the best interests of Toastmasters International. Members shall not assist, support, aid, facilitate, invite, or condone anything that interferes with the programs, proceedings, or affairs of Toastmasters International or its clubs.
- D. Each club, not Toastmasters International, is legally and practically responsible for resolving personal conduct issues within the club. Clubs are not liable for claims against the international organization and the international organization is not liable for claims against the clubs.
- E. Ethics and conduct violations may subject the offending individual to removal from club membership, a leadership role at any level, and/or good standing with Toastmasters International.
- F. If the actions of any individual member or club are in conflict with the basic principles, ideals, or standards of Toastmasters International, the club may be subject to suspension or expulsion by Toastmasters International and/or the individual member may be subject to suspension or removal from good standing, and/or other appropriate action.
- G. Members in leadership roles above the club level are subject to the ultimate authority of the Board of Directors. The Board may remove a member from good standing or expel a club, under [Article III, Sections 4, 8, and 13 of the Bylaws of Toastmasters International](#). Removal of district officers is governed by [Article VII, Section \(g\) of the District Administrative Bylaws](#) and discipline of Board members is governed by [Policy 11.12](#).

- H. Matters of personal conduct within districts above the club level are resolved by district officers when possible, with assistance from World Headquarters to the extent necessary and practically possible. The Executive Director is notified of incidents occurring above the club level and may initiate independent action to assure that proper corrective steps are being taken.

## 2. Nondiscrimination, Background, and Character

- A. Nondiscrimination is defined in [Article III, Section 7 of the Bylaws of Toastmasters International](#).
- B. When voting on the admission of a member or the election of an officer, members are entitled to consider any information about the person's background or character of which they are aware, but the prospective member is not required to make any affirmative disclosures about such matters.
- C. Toastmasters International, clubs, districts, or any officer is not responsible for the background or character of any person admitted to club membership or elected or appointed to a leadership role.

## 3. Harassment

- A. Toastmasters International prohibits all types of harassment and bullying, including, but not limited to, sexual, verbal, physical, and visual harassment (including electronically).
- B. Creating an intimidating, offensive, or hostile environment, which includes conduct, comments, or conditions of an offensive, unwelcome, or sexual nature altering the conditions under which an individual experiences the Toastmasters program is prohibited.
- C. Unwelcome physical contact, such as pushing, fighting, kicking, hitting, or shoving, is prohibited.
- D. Inappropriate touching, lewd jokes, displaying explicit or sexually suggestive material, and repeated unwelcome requests for a sexual or dating relationship are prohibited.
- E. Unwelcome advances, requests for sexual favors, and other unwelcome verbal, written, or physical conduct are prohibited.
- F. Making the submission to or the rejection of such conduct the basis of participation or advancement decisions is prohibited.
- G. Retaliating or discriminating against any member for reporting harassment is prohibited.

#### 4. Political Ethics

- A. No action shall be taken—written, verbal, or otherwise—which interferes with the right of every qualified member to seek and achieve election to office at any level.
- B. No action shall be taken that interferes with the right and duty of every delegate and of every proxy holder to vote according to his or her best judgment.
  - I. No individual member, club, district, or other group shall engage in any activity or campaign by use of threats, restrictions, intimidations, deals, candidate slates, pressures, or other unethical means which might prevent or dissuade any member from competing in an election process or from exercising his or her best judgment.
  - II. No person or entity shall publish or distribute any material which contains defamatory remarks, malicious or derogatory charges, or false or libelous statements.
  - III. Except for district conferences and the International Convention, all meetings of district officers and international directors shall be confined to such activities as assist the district officers in fulfilling their responsibilities and shall not be used for political purposes.
- C. All communications and activities endorsing a candidate, either by the candidate or by supporters of the candidate, shall focus on the candidate's Toastmasters accomplishments and personal qualifications for office. Endorsements shall not be used without the permission of the endorser.
- D. No negative information about candidates is allowed in distributed written communications or in communications at an official Toastmasters meeting.
- E. All activities, publications, letters, speeches, and conduct of campaign participants shall reflect Toastmasters International's values.
- F. No member, other than the proxy signer, shall instruct any proxy holder how to vote proxies at any election.

#### 5. Disciplinary Standards

- A. For the protection of Toastmasters International, its districts, divisions, areas, and clubs (hereafter referred to as "affiliates") and individual club members, certain standards of conduct shall be observed. Violation of these standards may be addressed by appropriate corrective, preventive, and disciplinary action, which may include removal, suspension, or progressive disciplinary action relating to the good standing of an individual member, in the good faith discretion of the Board.

- B. In determining the appropriate corrective, preventative, or disciplinary action, the Board may consider all circumstances it deems relevant including, but not limited to, the following:
  - I. The intentional misrepresentation or distortion or misleading omission by the member in dealings with or under the auspices of Toastmasters International, or any of its affiliates.
  - II. The unauthorized use of Toastmasters International property, including copyrights, trademarks, and trade names.
  - III. Threats, intimidation, coercion, or other interference with the activities of other Toastmasters individual members.
  - IV. Conduct which is disorderly or endangers the well-being of others, willful damage to property, or the illegal or improper use of Toastmasters funds while participating in activities sponsored or sanctioned by Toastmasters International or any of its affiliates.
  - V. The violation of Toastmasters International's governing documents.
- C. Violation of this Ethics and Conduct policy subjects the offending club to suspension or expulsion under [Article III, Sections 4 and 13 of the Bylaws of Toastmasters International](#), which may be mitigated if the club expels an offending member and/or removes the person from any club office or ends the club's own violations.
- D. Violation of this Ethics and Conduct policy subjects the individual member to suspension or removal from good standing, or other appropriate action, under [Article III, Sections 8 and 13 of the Bylaws of Toastmasters International](#).

## 6. Disciplinary Actions by the Board of Directors

- A. The Board may take disciplinary actions relating to the good standing of individual members of clubs under [Article III, Section 8 of the Bylaws of Toastmasters International](#), of delegates at large under [Article III, Section 4\(b\) of the Bylaws](#), and of clubs under [Article III, Section 4\(a\) of the Bylaws](#).
- B. Only the Board is authorized to suspend or expel a member or club from Toastmasters International. Disciplinary proceedings are governed by [Article III, Section 13 of the Bylaws of Toastmasters International](#).
  - I. The Board has discretion to decide the amount of evidence warranting issuance of a resolution and the level of detail in the resolution.
  - II. The initial resolution adopted by the Board may be modified as the Board sees fit so long as **the member is notified of material changes to the resolution** ~~a final version is sent to the member~~ not less than 20 days before the hearing date.

- III. The Board may accommodate reasonable changes to the hearing date if requested by the member.
- IV. If the member does not respond to the notice and does not appear at the hearing or provide a statement, the Board may take the proposed action as of the proposed effective date.
- V. Whether the member appears at the hearing or provides a statement, the member may present testimony of witnesses but is limited to presenting evidence or arguments against the proposed action.
- VI. The Board may choose to receive certain information from witnesses confidentially and not permit the member charged to know the identity of such witnesses or to cross-examine them.
- VII. The Board decides the scope of participation allowed to any attorney representing the member and the extent to which detailed information and documents pertaining to the charges and evidence are shared with the member prior to and during the hearing.
- VIII. Toastmasters International is responsible for its own hearing costs. Translation costs are the responsibility of the member, unless the Board decides otherwise.
- IX. Once the hearing ends, the member charged and any representative is excused from the room. The Board then deliberates and votes. Toastmasters International staff and legal counsel may be present if needed. The Board may decide to impose a different disciplinary action from that proposed.
- X. Disciplinary action is effective on the proposed effective date, and continues for the period specified by the Board or until the Board restores the status of the member.
- XI. The Board may, by a majority vote, reinstate a club that has been suspended or terminated for disciplinary reasons.
- XII. In the event of a disciplinary proceeding relating to the good standing of an individual member of a club (and/or the individual's status as a delegate at large), the member's club shall have the opportunity to participate as follows:
  - a. The member's club shall be entitled to the same written notice as the individual member, including any modified notice, and the same opportunity to request a reasonable change in the hearing date.
  - b. The member's club may choose to appear at the hearing or make a statement to the Board at its own cost and may present testimony of witnesses within the limits stated above.

- XIII. The Board may waive or alter provisions of this policy relating to timing, by a three-fourths vote after determining that the waiver or alteration is necessary to prevent imminent harm to Toastmasters International or any of its affiliates.
- XIV. If the member charged is a voting member of Toastmasters International as a delegate at large, under [Article III, Section 4\(b\) of the Bylaws](#) the Board may, by following the above procedure, terminate, suspend, or otherwise affect the individual's voting membership.

## 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 districted clubs is \$54, payable as \$27 semiannually.
3. The annual dues amount for members of undistricted clubs is \$42, payable as \$21 semiannually.
4. The names of the members for whom dues are paid are submitted with the dues payments.
5. A member who joins a club at a time other than in April and October pays prorated dues equal to \$4.50 per month in districted clubs, or \$3.50 per month in undistricted clubs for the period beginning with the month of the member's admission and ending with the last month of the current dues renewal period.
6. The new member fee for each new member, including charter members of new clubs, is \$20.
7. The charter application fee for a new club is \$125. New clubs pay dues six months in advance. 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. The annual renewal fee for a gavel club is \$48, 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 ~~another club's funds~~, 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 at least every three years beginning in 2009.
11. In the event of a natural disaster or other extenuating circumstance affecting one or more clubs' ability to pay membership dues, the Executive Director, 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.



Policy 8.3

**District Leader Expenses**

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

- A. District expenses are governed by [Article XII, Section 2, of the Bylaws of Toastmasters International](#).
- B. World Headquarters reimburses the travel expenses of the district governor and lieutenant governors (including for provisional districts) for the mid-year and August trainings as follows:
  - I. World Headquarters fully reimburses round-trip public transportation costs at the lowest rate between the passenger terminal nearest the training site and the home of the officer.
  - II. World Headquarters reimburses motor vehicle transportation at the current business standard mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service by the most direct route. Mileage reimbursement shall not exceed the lowest airfare rate. A person accompanying another person receiving reimbursement is not entitled to reimbursement.
  - III. World Headquarters reimburses actual costs incurred for any other mode of transportation not exceeding the lowest airfare rate.
- C. District governors attending the International Convention each receive a \$30-per diem (not exceeding \$120) when the district governor attends the Candidates' Corner, Candidates' Showcase, and the Annual Business Meeting; one complimentary basic convention registration; and one complimentary President's Dinner Dance ticket.
- D. World Headquarters does not provide reimbursement for travel or expenses for territorial council leaders.

**2. District Leader Expenses Paid by Districts**

- A. District expenses paid by districts are governed by [Article XII, Section \(a\) of the District Administrative Bylaws](#). Expense reimbursements to district leaders must be included in the district budget.
- B. For Mid-Year District Leader Training, districts may reimburse the district governor and lieutenant governors for registration, lodging, and transportation expenses not paid by World Headquarters.

- C. For August District Leader Training and International Convention, districts may reimburse the district governor, lieutenant governors, and other leaders for whom training is provided and authorized by Toastmasters International, for registration, lodging, and transportation expenses not paid by World Headquarters.
- D. For International Convention, districts may reimburse the immediate past district governor for registration, lodging, and transportation expenses not paid by World Headquarters.
- E. Districts do not reimburse any other individuals for travel outside the district or for items related to travel outside the district.
- F. Registration includes conference or convention registration and ticketed events and meals that are part of the conference or convention.
- G. Lodging includes hotel accommodations, including applicable taxes; it excludes personal telephone expenses and other incidental expenses.

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

- A. Reimbursement of travel expenses is based on full participation and attendance.
- B. ~~Travel expenses may include round trip transportation between home and the event location.~~ **Allowable travel expenses may include up to round-trip airfare or other public transportation (coach) or mileage up to the current business standard mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service, and parking.**
- C. Travel expenses exclude motor vehicle rentals, gasoline, incidental expenses, and meals.
- D. If a district leader moves out of the geographic boundaries of the district from which that district leader was elected, reimbursement is based either on the residence at the time of election or on the current residence, whichever is less.
- E. Districts do not provide any expense payments to speech contestants attending the International Convention.

## **Smedley Fund**

1. The Ralph C. Smedley Memorial Fund (Smedley Fund), which is a part of Toastmasters International, is the sole repository for charitable contributions to the organization. No other foundations or funds are permitted.
2. The Smedley Fund was established to accept contributions. The funds are restricted to educational purposes and are not used for operating expenses or capital expenditures of Toastmasters International, nor shall they ever be comingled with the general funds of the corporation.
3. Funds are used for the research, preparation, and distribution of Toastmasters International educational materials; **and** funding for research of subjects relating to communication and leadership. ~~and payment of charter or membership fees of groups handicapped by the lack of funds.~~
4. Disbursements from the Smedley Fund are made upon approval of the Executive Committee.
5. World Headquarters is responsible for communicating information about the fund and may solicit contributions and provide information about potential tax deductions. Contributors are recognized by Toastmasters International.
6. In order for Toastmasters International, as a California nonprofit public benefit corporation, to comply with charitable trust law, it must ensure that all activities associated with the Toastmasters organization worldwide, including charitable fund raising, be limited to those authorized by the Board of Directors of Toastmasters International.

## International Campaigns and Elections

### 1. 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. The ILC members are appointed by the International President-Elect in February, for terms of service beginning the following September 1. International officers and directors may recommend appointees.
- D. Three members of the ILC are past international presidents:
  - I. The past international president whose term as international president was completed 18 months prior to the February appointment serves as chair for one year.
  - II. The past international president whose term as international president was completed six months prior to the February appointment serves as vice-chair for one year and chair the following year.
  - III. One additional past international president is appointed by the International President-Elect to serve as a committee member for one 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 member from each region serves a two-year term on the ILC. 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 governor.
- 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. Region advisors, district leaders (including the immediate past district governor), and campaign managers or other lead members of an international officer or director candidate campaign team do not serve on the committee.
- I. A committee member may not be a candidate for international office for one year after leaving the ILC nor serve two consecutive terms.
- J. Committee members may be reappointed only after a two-year absence from the committee, with the exception that a vacancy of one year or less may be filled by a committee member whose full term expired within the prior two years.
- K. The ILC nominates at least one and no more than two candidates for International President-Elect, First Vice President, and International President if there is no one to succeed to that position.
- L. The ILC nominates at least two and no more than three candidates for Second Vice President.
- M. The ILC nominates at least two and no more than three candidates for the open international director positions with the exception that one candidate may be nominated if another willing and able candidate cannot reasonably be found.
- N. 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.
- O. International Leadership Committee members are fair and open-minded.
  - I. Their responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study candidate materials, review survey results, conduct candidate interviews, 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.

- II. ILC members request reimbursement for telephone calls or other reasonable expenses within 90 days.
- P. International officer and director candidates may be self-declared candidates. The committee may receive names of qualified candidates or seek them out.
- Q. If a nominated candidate withdraws, the committee may nominate a replacement.

## **2. Surveys**

- A. Beginning November 1, the International Officer Candidate Survey (IOCS) is sent to the Board of Directors, past international presidents, past international directors for a period of two years following their terms of office, district governors, and immediate past district governors.
- B. The IOCS solicits one name for each of the offices of International President-Elect and First Vice President and one or two names for Second Vice President.
- C. Beginning December 1, the International Director Candidate Survey (IDCS) is sent to district governors, immediate past district governors, region advisors, past international directors, and past international presidents within the region.
- D. The IDCS solicits names of international director candidates for that region and names of additional recommended candidates
- E. The IOCS and IDCS are conducted electronically by World Headquarters and contain a link to candidate information. Results are provided to the committee as soon as available.

## **3. Selection and Voting**

- A. Leadership assessment tools are used at the discretion of the committee and at the expense of Toastmasters International.
- B. Candidate interviews follow the timing, quantity, and schedule determined by the chair. Interviews are based on consistent interview questions developed by the committee.
- C. Committee members consider information received from surveys, results from assessment tools, and input from current and past leaders and other Toastmasters members.
- D. Each ILC member votes to nominate one candidate for International President-Elect, First Vice President, and International President if necessary and two different candidates for Second Vice President.

- E. 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.
- F. Committee member votes are confirmed in writing.
- G. To be nominated, a candidate must receive votes from at least a majority of the committee members.
- H. The chair participates in discussions about candidates and votes for each nomination.

#### 4. Nomination Results

- A. Once the candidates have been selected for nomination, the chair notifies nominated candidates and confirms their acceptance of the nomination. Candidates must verify their acceptance in writing to the chair.
- B. The chair notifies unsuccessful candidates.
- C. Survey results and leadership assessments are confidential until the information is released to the candidate and/or the public.
- 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 years.

#### 5. Schedule

Date	Action
September 1	Call for candidate declarations
October 1	Deadline to declare intent to be included in surveys
November 1	International Officer Candidate Survey sent
December 1	International Director Candidate Survey sent
February 15	ILC announces officer candidates by this date Floor candidates may announce after this date
April 15	ILC announces director candidates by this date Floor candidates may announce after this date
At least 60 days prior to Annual Business Meeting	Nominations published in the <i>Toastmaster</i> magazine and on the <a href="#">Toastmasters International website</a>

#### 6. International Campaigns in Districts

- A. International director candidates, or their representatives, may present at district events only within their region. Candidates receive equal opportunity, with allotted time defined by the district governor. International director candidates may participate in other home district activities except the district nominating committee.

- B. International officer candidates, or their representatives, do not deliver a campaign speech at district events. Unopposed international officer candidates may give an educational presentation. International officer candidates may participate in other home district activities except the district nominating committee.
- C. District publications and websites that include information written by or about candidates must not be distributed beyond their regular distribution list. District publications and websites may not contain advertisements about candidates and may not contain articles or notices about candidates from outside the district.

## **7. International Campaign Communications**

- A. Candidates for second vice president and international director may only visit clubs, districts, and district leaders within their declared home region.
- B. Candidates may produce and distribute 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.
- C. A campaign mailing is any message, unsolicited by the recipient, which promotes or publicizes a candidate.
- D. Communications by the district in connection with a candidate's presentation at a district conference and internal communications among campaign team members are not considered campaign mailings. Unsolicited subscriptions to information by or about a candidate are not permitted.
- E. Candidates shall only send two mailings:
  - I. International officer candidates send the first mailing between October 1 and November 1; international director candidates send the first mailing between October 1 and December 1.
  - II. Both international officer candidates and international director candidates send the second mailing between July 1 and the election at the Annual Business Meeting.
- F. World Headquarters provides contact information to a candidate only after having received the candidate's Letter of Intent.
  - I. The contact information is of the Board, past international presidents, past international directors and the top three district leaders.
  - II. The contact information may only be used for campaign purposes.
- G. No candidate for second vice president or international director nor their representatives may place unsolicited calls to district governors or lieutenant

governors outside the candidate's district during the month of June. Calls among campaign team members are permitted.

- H. A candidate may have a website to promote his or her candidacy.
  - I. It must stand alone and have its own URL.
  - II. A candidate's website may be linked or referenced only on the candidate's home club website, the Candidates' Corner on the [Toastmasters International website](#), and in campaign mailings made by the candidate.
  - III. A blog may be included on a candidate's website. Automatic notices are allowed.
- I. A candidate may create campaign profiles on social media for the purpose of promoting his or her campaign.
  - I. Campaign profiles must be separate from existing social media profiles that the candidate has.
  - II. A candidate may link from existing social media profiles to the candidate's campaign profile and campaign website.
  - III. Candidates may not use their non-campaign profiles for campaigning. Only the campaign profile may be used.**
- J. Candidate websites and social networking campaign profiles of both successful and unsuccessful candidates are removed within 10 days following the election.
- K. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites including social networking sites.
- L. A Candidates' Corner shall be included on the [Toastmasters International website](#). Candidate information may include a photograph, profile, website address, e-mail address, and telephone number for contact purposes.
  - I. Information about officer and director candidates who have submitted their Letters of Intent and biographical information by October 1 are placed on the Toastmasters International website Candidates' Corner by November 1.
  - II. Candidates who submit their materials after October 1 are placed on the website as soon as practicable after receipt of the information.
  - III. Only nominated candidates as determined by the International Leadership Committee remain on the Candidates' Corner after the committee's report has been announced.

- IV. Floor candidates are not included in the Candidates' Corner after the Committee's report has been announced.
- M. Only nominated candidates, as outlined above, appear in the Toastmasters International Candidates' Brochure. Floor candidates do not appear in the brochure.
- N. 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 Executive Director.

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

- A. Candidates may confirm their intention to run for office after the close of the Annual Business Meeting by submitting a Letter of Intent to World Headquarters.
  - I. A Letter of Intent must be on file with World Headquarters before a candidate may engage in public campaign activities. Campaign materials may not be distributed until after the close of the convention.
  - II. By signing the Letter of Intent, the candidate acknowledges having read and understood the campaign policies and takes responsibility for the conduct of supporters.
  - III. A Letter of Intent, biographical information, and a photograph must be received at World Headquarters by October 1 for an international officer or director candidate to be included in the candidate surveys.
- B. Eligible candidates who have not been nominated by the International Leadership Committee may run from the floor at the Annual Business Meeting under [Article VIII, Section 3, of the Bylaws of Toastmasters International](#).
  - 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.
- C. Floor candidates have the same opportunities as nominated candidates with the exception of inclusion in the Candidates' Corner on the [Toastmasters International website](#) and in the Candidates' Brochure.

## **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 networking profiles are limited only to the candidate. All quotes and

testimonials in candidate campaign materials, displays, and on websites must have the written permission of those being quoted.

- B. District governors, lieutenant governors, 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 respond to confidential surveys conducted by World Headquarters and to questions from the International Leadership Committee.
- C. Campaign materials for international officer and director candidates may be displayed in a Candidates' Corner at district conferences and the International Convention. Candidates or their representatives are responsible for the delivery, set-up, and removal of materials. Campaign materials may not be distributed at any other location.
- D. No candidate or candidate's representative may host a hospitality suite. A hospitality suite is defined as a room where refreshments are provided and attendance is open to any member.
- E. If a district or region hosts a hospitality suite, no candidate or candidate's representative, may give contributions or engage in political activities in the suite.
- F. A candidate may have a room for storing material and meeting with campaign workers, but the room may not be used for solicitation of votes.

## **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.
    - a. The violation is investigated by the Executive Director. If the Executive Director 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.
    - a. The Executive Committee investigates a level-two violation or assigns the investigation to the Executive Director staff.
    - 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.
  - a. A level-three violation is investigated by the Executive Committee, which may delegate it to the Executive Director staff.
  - b. Ramifications may include any or all penalties for level-two violations, a request for the candidate to withdraw from the race, and, in the most severe cases, removal from good standing or other disciplinary action which may disqualify the candidate.
- B. The Executive Committee's decisions are final. A candidate may not request that the Board modify or overturn the Executive Committee's decision, nor may the candidate contact Board members for the purpose of appealing that decision.

## **11. International 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 clubs no later than May 15.
- C. When amendments to the [Bylaws](#) are to be voted on, there is a method in the proxy process for a club to indicate how it wishes its votes to be cast.
- D. A credentials chair and two vice-chairs are appointed by the International President:
  - I. The appointees are current or past Board members.
  - II. A person may be reappointed after a three-year interval.
  - III. Appointees are responsible for the operation of the credentials process preceding the Annual Business Meeting.

## **12. International Candidates' Showcases**

- A. At the International Convention, a Candidates' 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 directors to serve as chair and co-chair of the Candidates' Showcase. Other directors are assigned as needed.

- C. Each candidate is limited to a two-minute presentation, and the chair interviews the candidate based on questions submitted by district leaders and directors.
- 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 Candidates' Showcase.

### **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.

## Region Advisors

### 1. Position

- A. Region advisors (RAs) consult with district leaders to help them achieve the district mission.
- B. RAs are members in good standing who have served 12 consecutive months as a district governor, lieutenant governor, or a combination thereof or have demonstrated marketing expertise applicable to Toastmasters International.
- C. Each year, one RA per region is selected by the RA Selection Committee and appointed by the Board of Directors. The RA Selection Committee is composed of Board members appointed by the International President.
- D. RAs report to the International President through World Headquarters.
- E. RA vacancies are filled by the International President, with ratification by the Executive Committee, to complete the remainder of the term. The International President may grant a temporary leave of absence in appropriate circumstances.

### 2. Term of Service

- A. The RA term lasts for 16 months: March 1 through June 30 of the following year. RAs must apply for each term and may serve no more than two consecutive terms. There is no limit on nonconsecutive terms.
- B. An RA may not campaign for, be elected to, or be appointed to any district office or role while serving as an RA.**
- BC.** An RA may not be, or campaign on behalf of, an international officer or director candidate while serving as an RA.
- €D.** An RA may resign in writing to the Executive Director or the International President.
- ∅E.** An RA may be removed from service at any time, with or without cause, by the Executive Committee.



**Minutes of the Toastmasters International Annual Business Meeting  
Las Vegas, Nevada  
August 20, 2011**

The meeting was called to order by International President Pat Johnson, DTM at 12:15 p.m. on Saturday, August 20, 2011.

Chair Johnson announced the following appointments:

- Timers – Karen Lewison, Club 2462 and Dana Wall, Club 2628
- Credentials Committee Chair – Past International President Alfred Herzing, DTM
- Credentials Committee Vice Chairs – Past International President Robert Barnhill, DTM, AS and Past International Director Tim Swearingen, DTM
- Supervisor of Ballot Counters and Tellers – International Director Theo Black, DTM
- Parliamentarian – Past International Director Herb Nowlin, DTM, Certified Parliamentarian

Credentials Committee Chair Herzing reported as follows: A total of 17,808 ballots were accredited, representing 8,811 of the 13,178 eligible clubs, with two votes each, and 186 of the 309 eligible delegates at large were present, each with one vote. The Chair declared a quorum to be present.

Parliamentarian Nowlin explained the procedural rules prescribed by the Board of Directors for the election of four officers for the 2011-2012 term and of seven directors for the 2011-2013 term. Nowlin also provided directions for delegates on the casting of ballots.

Past International President, Chris Ford, DTM, Chair of the 2010-2011 International Leadership Committee, presented the Committee's report.

The following are the results of the officer and director elections:

<b>Candidate</b>	<b>Office</b>	<b>Ballot 1</b>	<b>Ballot 2</b>	<b>Ballot 3</b>
Michael Notaro , DTM	International President (uncontested)	1		
John Lau , DTM	International President-Elect (uncontested)	1		
George Yen , DTM	First Vice President (uncontested)	1		
Jim Kokocki, DTM	Second Vice President	5,241	5,761	7,378
Mohammed Murad, DTM	Second Vice President	7,076	7,534	10,195
Mary G. Russell, DTM	Second Vice President (floor candidate)	1,389		
Mike Raffety, DTM	Second Vice President (floor candidate)	3,827	4,311	
John Barnes, DTM	International Director Region 1	3,792		



James Sultan, DTM	International Director Region 1	8,863		
J Randy Penn, DTM	International Director Region 1	4,618		
David Estrada, DTM	International Director Region 3	7,291		
David McCallister, DTM	International Director Region 3	10,223		
Andrew Little, DTM	International Director Region 5 (uncontested)	1		
Viki Kinsman, DTM	International Director Region 7	10,468		
Deborah Lee, DTM	International Director Region 7	7,090		
Wendy Harding, DTM	International Director Region 9 (uncontested)	1		
Lois Strachan, DTM	International Director Region 11	7,568		
George Thomas, DTM	International Director Region 11	9,994		
Balraj Arunasalam, DTM	International Director Region 13 (uncontested)	1		

Three separate ballots were conducted for Second Vice President because no simple majority had been reached in the first or second ballot. The candidate with the lowest number of ballots was removed from consideration after ballots one and two.

For the six uncontested offices it was moved and seconded that a secret ballot be dispensed with and a single ballot cast.

Chair Johnson announced that Notaro, Lau, Yen and Murad had been elected International President, International President-Elect, First Vice President and Second Vice President respectively, for 2011-2012.

The Bylaws of Toastmasters International authorizes the submission of proposed Bylaws amendments by "at least one percent (1%) of all the votes held by the voting membership" (Article XIV, Section 1(b)(2)). Based on the total number of clubs eligible to vote at the 2011 Annual Business Meeting, (26,356 votes), the 1% minimum requirement for any such proposal to be submitted for consideration at the 2012 Annual Business Meeting is 263, representing 131 clubs or 263 delegates at large, or any combination of those two voting memberships.

Chair Johnson also announced the following candidates elected as international director for the term of 2011-2013: Sultan, McCallister, Little, Kinsman, Harding, Thomas and Arunasalam.



There being no further business to come before the 80th Annual Business Meeting, it was adjourned at 3:25 p.m.

A handwritten signature in black ink that reads "Sally Newell Cohen". The signature is written in a cursive style with a long horizontal flourish at the end.

Sally Newell Cohen  
Secretary/Treasurer

Distribution: Board of Directors  
Nonprofit General Counsel  
Executive Director