



**Minutes of the 2012-2013 Board of Directors Meeting
Cincinnati, Ohio
August 19-20, 2013**

The 2012-2013 Toastmasters International Board of Directors met on August 21, 2013, at 1 p.m. EDT, with International President John Lau, DTM, presiding. The other officers and directors present were: George Yen, DTM; Mohammed Murad, DTM; Jim Kokocki, DTM; Michael Notaro, IPIP, DTM; Balraj Arunasalam, DTM; Mike Barsul, DTM; Joseph Gomez, DTM; Don Griffith, DTM; Patricia Hannan, DTM; Wendy Harding, DTM; Mike Helm, DTM; Kristina Kihlberg, DTM; Viki Kinsman, DTM; Andrew Little, DTM; Lori Lococo, DTM; David McCallister, DTM; James Sultan, DTM; and George Thomas, DTM. Executive Director Daniel Rex and Secretary/Treasurer Sally Newell Cohen were also present.

BOARD OF DIRECTORS

The meeting began with reports from International President Lau and Executive Director Rex on the status of the organization.

EXECUTIVE COMMITTEE

The 2012-2013 Executive Committee met on August 17-18, 2013, with International President John Lau, DTM, presiding. The other officers present were: International President-Elect George Yen, DTM; First Vice President Mohammed Murad, DTM; Second Vice President Jim Kokocki, DTM; and Immediate Past International President Michael Notaro, DTM. Executive Director Daniel Rex and Secretary/Treasurer Sally Newell Cohen were also present.

1. The Committee reviewed the organization's performance in relation to its 2012-2013 goals and strategic objectives as well as the districts' results in the new District Recognition Program. The Committee recognizes the achievements of the district leadership teams and encourages Toastmasters leaders at all levels to maintain their focus on club meeting quality, club and membership growth and meeting member needs.
2. The Committee received an update on the progress being made to reenergize the Accredited Speaker Program. Changes to strengthen the program while simplifying and clarifying the application process were approved by the Committee in August 2012. In addition, the Committee reviewed a Code of Ethics developed by and for the Accredited Speakers and applauds the group's efforts to promote integrity, respect, service and excellence through the program.
3. In August 2012, the Improve Club Quality and Consistency Committee, formed in support of the 2010 Strategic Plan Growth and Retention objective, recommended that a feasibility study be conducted to analyze the minimum club membership level. Policy 2.0: Club and Membership Eligibility requires a club to have a minimum of six members to remain in good standing. However, the survey of members' satisfaction in clubs greater than 30 members and less than 12 members, as well as an analysis of the Distinguished Club Program pointed to a minimum of eight members having the higher likelihood of success. The Executive Committee



recommends revising Policy 2.0 (attached) to raise the club membership minimum to eight effective April 1, 2014.

4. In February 2013, the Executive Committee clarified the process for determining which district received the original district number at the conclusion of a district reformation in Protocol 7.0: District Structure. In the past, district numbers were re-assigned after several years had passed. To improve clarity and reduce administrative confusion, the protocol was modified to direct that new districts will receive a number that is the next sequential district number available. No previously used numbers will be re-assigned.
5. The Committee reviewed the status of pending district reformations in Districts 60 and 86 in Ontario; Canada, District 70 in Australia; District 21 in British Columbia, Canada; District 59 in Continental Europe; District 71 in the United Kingdom and Ireland; and District 82, in Southern India and Sri Lanka. The Committee also approved a reformation request to clarify the shared boundary between Districts 48 and 84 in Florida. The committee also reviewed the status of the reformation of District 51, peninsular Malaysia, and recommends that District 80, Singapore and Thailand, which are separated by peninsular Malaysia, be included in the reformation process.
6. The Committee reviewed proposals from both the Korea and West Africa Territorial Councils to form provisional districts. The Committee is pleased to recommend that both territorial councils be granted provisional status effective July 1, 2013. The Korea Provisional District will be district number 93P and the West Africa Provisional District will be district number 94P.
7. The Region Advisor program, launched in 2010, is now in its fourth cycle. The Strategic Planning Committee, led by the Strategic Planning Chair Immediate Past International President Notaro, discussed the role of the Region Advisor and the progress of the program in meeting its original objectives. The Committee directed World Headquarters to continue to monitor the program's effectiveness and to provide additional information and recommendations to the Board at a future meeting.
8. The Committee approved certain district officers as signers on district accounts as submitted by each district on the District Signature Form for Withdrawal of District Funds. The district leaders are authorized to spend district funds through June 30, 2014.

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".

International President Lau adjourned the meeting at 3:40 p.m. on August 18, 2013.

The Board voted to accept and approve the recommendations and actions in the report unanimously, thereby providing the two-thirds vote majority required for the Policy change in Item 3. Separately, the Board voted to approve the recommendations in items 7.



BOARD OF DIRECTORS

1. Due to the rapid growth of organization, increasing responsibilities of the Executive Director and the imperative to develop a more contemporary structure, the Board of Directors voted by the required two-thirds majority to amend Policy 11.8: Executive Director to identify the Executive Director as either Chief Executive Officer or Executive Director (attached).
2. To eliminate the possibility of unfair advantage as a result of official visits and to ensure fairness for all candidates, the Board voted by the required two-thirds majority to amend Policy 10.0: Region Advisors (attached) to prohibit any individual from standing for election at the Annual Business Meeting in the same year in which their term ends.
3. In February 2013, the Developing Markets Committee recommended that Toastmasters International reimburse Territorial Council leaders for Mid-year and August training. By the required two-thirds majority, the Board voted to amend Policy 8.3: District Leader Expenses and directed the appropriate officers to amend Protocol 7.0: District Structure (attached) to formalize this recommendation.
4. Policy dictates when proxy notices for the Annual Business Meeting are sent via email to club presidents and secretaries. Currently, the notices are sent in May. Some districts also send proxy notices in April or May because they are required to conduct their annual elections in April or May. As a result, the two proxies are often confused. To alleviate the confusion, the Board voted by the required two-thirds majority to amend Policy 9.1: International Campaigns and Elections, which directs World Headquarters to change the proxy mailing date to no later than July 10 (attached).
5. The Board received reports from three committees:
 - a. College and Universities Committee

A committee of Past International Presidents was established to research the success of college and university clubs (CUCs). To accomplish this, the Committee interviewed district leaders, analyzed the results of a survey of Toastmasters College Club members and identified patterns from the interviews and research to develop the following recommendations:

 - Customize a calendar that accommodates the CUC academic schedule.
 - Consider customizing dues and dues collection.
 - Consider developing a model to better support CUCs.
 - Customize marketing materials and channels for CUCs.

The Board voted to accept the report presented by the College and Universities Committee.

- b. Club and District Leader Competencies Committee

The Committee was formed to identify the competencies needed for club and district leader roles that serve as the foundation for training and learning opportunities. The Committee's goal was to develop a comprehensive grid of club and district leader competencies and the chart the interdependencies between them.



To accomplish this, the Committee reviewed the leadership grid created by a 2011 Board Committee, decided on definitions of competencies, split into subcommittees focused on characteristics and attributes; skills and knowledge. Each subcommittee then created a grid for all district and club leader roles. The Committee recommended the following:

- Incorporate a list of competencies in training and education programs
- Set brief and uncomplicated measures by which leader and prospective leader performance can be evaluated

The Committee extended its assignment to evaluate the district governor, Lt. governor education and training and Lt. governor marketing roles to set consistent expectations, measure success and strengthen succession. The committee recommended:

- Role-specific titles
- Greater role accountability
- Incorporate roles into education program to enhance relevance and real-world applicability

The Board voted to accept the report and adopt the recommendations presented by the Committee Club and Leader Competencies Committee.

c. Distinguished Club Program Committee

The Committee was tasked with evaluating:

- If the DCP represents and reinforces the objectives of the organization with respect to the member experience/consistent club quality.
- Programs or measures that could boost member satisfaction and retention at the club level, as well as analyze the member lifecycle to identify opportunities and extend/enhance the experience.
- Whether or not a formal mentoring program would increase member participation in the education program, and if it would increase overall member satisfaction.

From the analysis, the Committee recommended that any changes to the DCP will require greater analysis and evaluation to ensure that the revisions create positive change with minimal negative impact. It directed staff to continue with analysis and provide the Board with an update in February.

The Committee proposed two recommendations that will be implemented immediately:

- Clubs that charter after September 1 will eligible to earn Goal 9 through training by a district representative.
- The charter submission fulfills the requirement for on-time officers list and dues payment.

The Board voted to accept the report and adopt the recommendations presented by the Distinguished Club Program Committee.



STRATEGIC PLANNING

Led by Strategic Planning Committee Chair Michael Notaro, DTM, IPIP, the Strategic Planning Committee and Board of Directors discussed item 7 of the Executive Committee minutes, regarding the role of the Region Advisor and the progress of the program in meeting its original objectives. The Board discussed methods to better support the program and promote district leader success, and approved the Committee's recommendation to direct World Headquarters to continue to monitor the program's effectiveness and to provide additional information and recommendations to the Board at a future meeting.

CONCLUSION

International President Lau adjourned the meeting at 4:30 p.m., August 20, 2013.

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 February 11, 2012, were classified "unrestricted."

Sally Newell Cohen
Secretary/Treasurer

Distribution: Board of Directors
Nonprofit General Counsel
Executive Director



**Minutes of the Toastmasters International Annual Business Meeting
Cincinnati, Ohio
August 24, 2013**

The meeting was called to order by International President John Lau, DTM, at 12 p.m. on Saturday, August 24, 2013.

Chair Lau announced the following appointments:

- Timers – Amy Wendling, Club 214 and Bev Doern, Club 4866
- Credentials Committee Chair – Past International Director Tim Swearingen, DTM
- Credentials Committee Vice Chairs – Past International Director Joe Jarzombek, DTM and Past International Director Ron Kirchgessner, DTM
- Supervising Director – International Director Viki Kinsman, DTM
- Parliamentarian – Past International Director Herb Nowlin, DTM

Credentials Committee Chair Swearingen reported as follows: A total of 21,176 ballots were accredited, representing 10,476 of the 14,244 eligible clubs, with two votes each, and 224 of the 322 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 three officers for the 2013–2014 term and of seven directors for the 2013–2015 term. Nowlin also provided directions for delegates on the casting of ballots.

Past International President, Gary Schmidt, DTM, Chair of the 2012–2013 International Leadership Committee, presented the Committee’s report.

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

Candidate	Office	Ballot 1	Ballot 2
Mohammed Murad, DTM	International President-Elect (uncontested)	1	
Jim Kokocki , DTM	First Vice President (uncontested)	1	
Theo Black, DTM	Second Vice President	4,078	
David Hollingshead, DTM	Second Vice President	5,177	
Mike Storkey, DTM	Second Vice President	11,294	
Julia Davis, DTM	International Director Region 1	6,350	
Tom Jones, DTM	International Director Region 1	7,521	10,391



J Randy Penn, DTM	International Director Region 1 (floor candidate)	6,786	10,065
Karen Blake, DTM	International Director Region 3	14,797	
Rob Christeson, DTM	International Director Region 3	5,906	
Joseph Dutkiewicz, DTM	International Director Region 5	4,443	
Alan Shaner, DTM	International Director Region 5	16,009	
Vince Caldwell, DTM	International Director Region 7	6,013	
Chris Rio, DTM	International Director Region 7	6,593	10,048
Sharon Anita Hill, DTM	International Director Region 7 (floor candidate)	7,811	10,449
Steve Chen, DTM	International Director Region 9	10,043	
Richard Peck, DTM	International Director Region 9	10,599	
Teresa Dukes, DTM	International Director Region 11	9,806	
Khaled Matlagaitu, DTM	International Director Region 11	10,882	
Deepak Menon, DTM	International Director Region 13	16,293	
Grace Shih, DTM	International Director Region 13	4,584	

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

Chair Lau announced that Murad, Kokocki and Storkey had been elected International President-Elect, First Vice President and Second Vice President respectively, for 2013–2014. Chair Lau also announced the following candidates elected as international director for the term of 2013–2015: Jones, Blake, Shaner, Hill, Peck, Matlagaitu and Menon.

Chair Lau referred to the letter to all club presidents notifying them of the proposed amendments to the Bylaws of Toastmasters International, also known as Proposal A: Amendments to the Club Constitution and the Standard Bylaws for Clubs of Toastmasters International. Notice of the proposed amendments was properly mailed to the voting membership at least 60 days before this meeting, with the Board of Directors' recommendation that they be adopted. The proposed amendments include language modifications to the standards that improve readability and clarity. Chair Lau called upon First Vice President, Mohammed Murad, DTM, who presented and explained the reasons for the



Board's recommendation and moved for adoption of the amendments. After an opportunity for discussion, a vote was taken. The results were: 19,502 "for" and 1,086 "against". Chair Lau announced that the amendments had been adopted by more than the required two-thirds vote of the votes cast in person or by proxy.

The Bylaws of Toastmasters International authorizes the submission of proposed Bylaws amendments by "at least one percent (1%) of all the votes held by the voting membership" (Article XIV, Section 1(b)(2)). Based on the total number of clubs eligible to vote at the 2013 Annual Business Meeting, (28,488 votes), the 1% minimum requirement for any such proposal to be submitted for consideration at the 2014 Annual Business Meeting is 284, representing 142 clubs or 284 delegates at large, or any combination of those two voting memberships.

There being no further business to come before the 82nd Annual Business Meeting, it was adjourned at 3:10 p.m.

Sally Newell Cohen
Secretary/Treasurer

Distribution: Board of Directors
Nonprofit General Counsel
Executive Director

Club and Membership Eligibility

1. Club Eligibility

- A. Club admission is defined and described in [Article III, Section 3 of the Bylaws of Toastmasters International](#).
- B. The Board of Directors has ultimate authority over club admission.
- C. The Board or the Executive Director, as the Board's authorized representative, may delay or decline the chartering of a club, with or without stated reason.
- D. All Toastmasters clubs are required to comply with Toastmasters International's governing documents.
- E. All Toastmasters clubs must abide by the charity and tax laws of the United States and the other countries in which they may be located so that Toastmasters clubs are organized and operated for the charitable purpose of educating individuals in communication, leadership and related skills, and not for the gain or profit of any business or other private interest.

2. Club Minimum Requirements

- A. Meetings are held at least 12 times per year.
- B. Regular meetings are conducted in-person.
- C. Members work toward communication awards.
- D. Members give oral manual speeches and evaluations.
- E. Members have the opportunity to develop and practice leadership skills and earn leadership awards.

3. Good Standing of Individual Members

- A. The admission of individual members to clubs is governed by [Article III, Section 2 of the Bylaws of Toastmasters International](#). Good standing is defined in [Article III, Section 8 of the Bylaws](#).
- B. An individual member in good standing is one whose dues have been paid by the club and received at World Headquarters by May 31 for the period of April through September and by November 30 for the period of October through March.
- C. An individual member whose dues have not been paid and received at World Headquarters is considered delinquent after the due date and remains so until dues have been paid and received by World Headquarters, at which time the individual member is reactivated.

- D. An individual new member is in good standing as soon as the new member application and appropriate fees and dues are received at World Headquarters.
- E. A person must be an individual member in good standing to be nominated for or to serve in any office or leadership role in Toastmasters International.

4. Good Standing of Clubs

- A. Membership dues, including payment dates, amounts, and transfers, are governed by [Article IV, Section 2 of the Bylaws of Toastmasters International](#).
- B. Admission, continuation, termination, and suspension of clubs is defined in [Article III, Sections 3 and 4 of the Bylaws of Toastmasters International](#).
- C. A club is in good standing when it has paid its dues to World Headquarters for a minimum of six members **(the minimum will increase to eight beginning with the April 2014 renewal period)**—at least three of whom were members of the club during the previous renewal period—by May 31 for the period of April through September and by November 30 for the period of October through March.
- D. A club whose dues have not been paid and received at World Headquarters is considered delinquent after the due date and remains so until dues have been paid.
 - I. If dues are not paid prior to the following renewal period, the club is suspended from active status, which means that all services and membership status for the club and its members are discontinued.
 - II. If dues are paid prior to the following renewal period, the club returns to good standing.
- E. There shall be no transfer of an issued charter from an inactive club to any other group.

Executive Director

1. The role of the Executive Director is defined in [Article VI, Section 6 of the Bylaws of Toastmasters International](#).

Being the corporation's chief executive officer, the Executive Director may be identified as either Chief Executive Officer (CEO) or Executive Director.

2. The Executive Director is liaison to the Strategic Planning Committee and the Advisory Committee of Past Presidents.
3. The Board or Executive Committee may delegate additional authority or responsibilities to the Executive Director.
4. The Executive Director is responsible for directing the execution of mandates established by the voting membership at the Annual Business Meeting and of policies and decisions approved by the Board.
5. The Executive Director supports the International President, Executive Committee and Board in strategic planning and implementation; in budget preparation and financial management; with minutes, reports, and proposals; and through assessments and recommendations for improvements.
6. The Executive Director oversees all aspects of Toastmasters International's administration and operation including, but not limited to, communications and service to all members; education and training program research, development, and implementation; public relations, branding, and marketing; resource creation, production, and delivery; World Headquarters operations; the International Convention; leader training; and the approval of contracts, checks, and other documents.

Policy 10.0
Region Advisors

1. Selection

- A. Each year, one Region Advisor (RA) per region will be appointed by the Board of Directors, after considering nominees recommended by the RA Selection Committee.
- B. The RA Selection Committee is composed of:
 - I. One international officer, who serves as chair, appointed by the International President.
 - II. Four international directors appointed by the International President.
 - III. Three past region advisors appointed by the International President-Elect with the approval of the Executive Committee. Potential committee members may either self-identify or be identified by the International President-Elect.
 - IV. Nominee selection will be informed by the results of district leader evaluations of each person's service as RA.
- C. Past region advisors serving on the RA Selection Committee are required to follow the confidentiality standards of the Board of Directors.

2. Position

- A. 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. RAs report to the International President through World Headquarters.
- D. 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.

3. 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.
- C. An RA may not be, or campaign on behalf of, an international officer or director candidate while serving as an RA. **An RA may not stand for election in the same year in which their RA term ends.**

- 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.
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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 **leaders and equivalent leadership roles for territorial councils**) for the mid-year and August trainings as follows:
 - I. World Headquarters fully reimburses round-trip public transportation costs at the lowest rate between the passenger terminal nearest the training site and the home of the officer.
 - II. World Headquarters reimburses motor vehicle transportation at the current 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 **except as specified above**.

2. District Leader Expenses Paid by Districts

- A. District expenses paid by districts are governed by [Article XII, Section \(a\) of the District Administrative Bylaws](#). Expense reimbursements to district leaders must be included in the district budget.
- B. For Mid-Year District Leader Training, districts may reimburse the district governor and lieutenant governors for lodging and transportation expenses not paid by World Headquarters. Meals may be reimbursed up to \$30 per day.
- C. For August District Leader Training, districts may reimburse the district governor, lieutenant governors, and other leaders for whom training is provided and authorized by Toastmasters International, for lodging and transportation expenses not paid by World Headquarters. Meals may be reimbursed up to \$30 per day.
- D. For International Convention, districts may reimburse the district governor and lieutenant governors for registration, lodging, and transportation expenses not paid by World Headquarters. Meals may be reimbursed up to \$30 per day.

- E. For International Convention, districts may reimburse the immediate past district governor for registration, lodging, and transportation expenses not paid by World Headquarters.
- F. Districts do not reimburse any other individuals for travel outside the district or for items related to travel outside the district.
- G. Registration includes conference or convention registration and ticketed events and meals that are part of the conference or convention.
- H. Lodging includes hotel accommodations, including applicable taxes; it excludes personal telephone expenses and other incidental expenses.

3. General District Leader Expense Provisions

- A. Reimbursement of travel expenses is based on full participation and attendance.
- B. Allowable travel expenses may include up to round-trip airfare or other public transportation (coach) or mileage up to the current 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, and incidental expenses.
- 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.

District Structure

1. Club Assignments

- A. When a new club is organized, it is assigned to the district within which boundaries it meets. Exceptions are only considered with the concurrence of the district councils involved and with the approval of the Board of Directors. The assignment of a new club to an area is made by the district governor, subject to approval by the district executive committee.
- B. The transfer of the club meeting location into the geographic boundaries of another district does not change its district affiliation without the approval of the Executive Director.
- C. Area and division organization is defined and described in [Article XII, Sections 1, 3\(b\), and 3\(e\) of the Bylaws of Toastmasters International](#) and in [Article VI of the District Administrative Bylaws](#).
- D. The best interests of the clubs and district are taken into consideration when assigning clubs to areas within districts.
 - I. Consideration is given to size and types of clubs.
 - II. Areas must consist of four to six clubs, except in special circumstances.
 - III. A district may have an area with three clubs if efforts are made to charter a fourth club in the area.
- E. Districts are encouraged to assign clubs to areas based upon geographic proximity to other clubs in that area. Advanced clubs are not segregated into separate areas.
- F. The best interests of the clubs and district are taken into consideration when assigning clubs and areas to divisions. A division must have a minimum of three areas.

2. Territorial Councils

- A. The Board may create non-district administrative units called territorial councils in any undistricted territories for the purpose of forming new districts.
- B. The criteria for the creation of a territorial council is the evidence of potential growth of clubs and members in a specific geographical area within five years and the evidence of potential of at least 20 existing clubs therein for eventual district status.
- C. The clubs within a territorial council may organize an informal operating structure, electing such officers as needed to coordinate and guide a club

growth program for district status. The clubs may plan and participate in training sessions, educational programs, speech contests, and other growth-oriented activities.

- D. Finances involved in the council's operation are sustained by the clubs therein.
- E. ~~Territorial council officers are encouraged to attend district leader trainings at mid-year and in August, although Toastmasters International does not provide reimbursement for travel or expenses.~~

3. Provisional Districts

- A. A territorial council may apply to the Executive Director for provisional district status when the following requirements are met:
 - I. The council has 45 or more clubs in good standing for ~~two consecutive~~ **one** semiannual reporting periods.
 - II. Clubs which are council members acknowledge by written resolution an annual dues increase from the undistricted to the districted amount.
- B. Once granted provisional district status by the Board, a provisional district is entitled to administrative support from World Headquarters; **a district number, which is the next sequential district number available**; official participation in the Distinguished District Program; a district reserve account; applicable membership dues income; participation in the International Speech Contest; assignment to a region; visits from international officers, directors, and/or region advisors; and travel reimbursement to official district leader training and to the International Convention.
- C. A past provisional district governor is eligible to be nominated for election to the Board.
- D. Within three years after granting provisional district status, the Board reviews the progress of the provisional district. Performance in the Distinguished District Program is considered in the decision to grant full district status.
- E. After reviewing district progress, the Board either allows the provisional district to continue to function as a district or takes such action as it considers in the best interest of Toastmasters International.
- F. When a provisional district reaches 60 or more clubs in good standing, it may apply to the Board for district status.
- G. Before becoming eligible for full district status, each newly created provisional district is required to be in operation for a minimum of nine months ending on June 30, during which time it must adopt the [District Administrative Bylaws](#); elect officers, establish an organizational structure, and subdivide itself into

areas; and operate district programs in alignment with Toastmasters International's governing documents.

- H. Any authorization to operate as a provisional district continues until full district status is granted or until it is otherwise terminated by the Board.

4. Reformed or Consolidated Districts

- A. The Board reviews the status of districts with more than 240 clubs every three years, or sooner if necessary, to determine if reformation is in the best interests of Toastmasters International and the clubs.
- B. The Board may also consider consolidating a district with another district or districts if it has fewer than 60 clubs or fewer than 900 members.
- C. Any district with 200 or more clubs that wants to be considered for reformation may submit a letter of inquiry to the Executive Director for review with the Executive Committee. The Executive Committee provides its recommendation to the Board.
- D. If the Board approves the request or directs a reformation, the district governor appoints a reformation committee to conduct a detailed needs analysis that includes the following:
 - I. Map of proposed boundaries demonstrating that the reformed districts will have no fewer than 100 clubs each
 - II. Number of clubs, club strength, growth trends, growth potential, population, education, languages spoken, and geographic influences for both districts
 - III. Reasons why the reformation is in the best interests of the members, the clubs, the districts, and Toastmasters International
 - IV. Implementation strategy
 - V. Marketing plan projecting growth and identifying key market opportunities for both districts
 - VI. Succession plan identifying qualified future leaders in both districts
 - VII. Financial projections demonstrating the anticipated income and expense for both districts
 - VIII. The needs analysis is submitted to the Executive Director for review with the Executive Committee. The Executive Committee provides its recommendation to the Board.

- F. The year prior to reformation, the district elects a district governor, two lieutenant governors education and training, and two lieutenant governors marketing. Each reforming district will have one lieutenant governor education and training and one lieutenant governor marketing.
- G. The district with the oldest surviving club within its boundaries will retain the original district number. **The other district will receive the next sequential number available. The number will be communicated to the district leaders no later than July 1 of the year prior to reformation.**
- H. District records through the reformation are retained by the original district. Copies of records essential to their proper administration are furnished to the newly formed district. Separate records are kept after the reformation.
- I. Once the reformation takes place, World Headquarters distributes funds in the original reserve account to the reserve accounts of the reformed districts, according to the ratio of the number of membership payments made by clubs in each reformed district in the program year immediately preceding the reformation.
- J. Funds in local district bank accounts must be divided according to the ratio of the number of membership payments made by clubs in each reformed district in the program year immediately preceding the reformation. World Headquarters shall oversee the allocation of funds at the time the bank accounts are established for the new district.
- K. At any stage of the reformation process, districts may be asked to submit a progress report to the Executive Director.-
- L. Additional reformation requirements may be determined necessary by the Board due to special circumstances.

5. District Consolidation

- A. The consolidation of a district occurs on the initiative of the Board.
- B. The Board reviews the status of districts with fewer than 60 clubs every three years, or sooner if necessary, to decide if consolidation is in the best interest of the organization.
- C. When determining whether consolidation is appropriate, factors such as the number of clubs in the district, market potential within the district, past performance, leadership, and geography are considered.
- D. If it is determined that consolidation is in the best interests of Toastmasters International and the clubs, the district is advised that it is being considered for consolidation.

- E. If the district wishes to remain a district and not be consolidated, it is given the opportunity to develop and present a growth plan to the Board. The growth plan identifies potential markets within the district and provides a specific strategy and reasonable timeline for building 60 clubs and more.
- F. If a growth plan is accepted, the Board reviews the progress of the district each year and takes what action is in the best interests of Toastmasters International and the clubs.
- G. If a district is to be consolidated, the clubs in that district are notified of the date of consolidation. The Board takes whatever action necessary to ensure that the clubs involved have the opportunity to participate in elections or speech contests conducted by the district absorbing the clubs.

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 September 1 of the same year. 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 30 days after the end of their term.
- 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. Candidate Assessment

- A. Each officer and director candidate's competencies will be assessed by leaders who served with them in previous Toastmasters roles. The assessment will be administered each November by a professional assessment firm. The results will be provided to the ILC Chair and to each candidate.
- B. 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 from the same region who served while the candidate was an international director
 - IV. The candidate
- C. 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 from the same region who served while the candidate was an international director
 - IV. The candidate
- D. For international director candidates, the assessment tool is sent to:
- I. The region advisor (or the international director if there was no region advisor), lieutenant governor education and training (LGET), lieutenant governor marketing (LGM), immediate past district governor (IPDG), district treasurer and division governors who served while the candidate was district governor (DG)
 - II. The region advisor (or the international director if there was no region advisor), district governor, LGM and IPDG who served while the candidate was LGET
 - III. The region advisor (or the international director if there was no region advisor), district governor, LGET, IPDG and public relations officer who served while the candidate was LGM
 - IV. The candidate

3. 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. Committee members take into account assessment results, interviews, input from current and past leaders and other Toastmasters members, and candidate materials during their selection process.

- C. 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.
- D. 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.
- E. Committee member votes are confirmed in writing.
- F. To be nominated, a candidate must receive votes from at least a majority of the committee members.
- G. 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. Candidate assessment results are only provided to the ILC and each respective candidate. Candidates must agree to maintain the confidentiality of their results before receiving them.
- 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 15	Deadline for officer and director candidates to declare intent to be included in the assessment process.
November 1	Officer and Director Candidate Assessment conducted.
February 15	ILC announces officer candidates. Floor candidates for officer positions may declare intent after ILC results have been announced.
April 15	ILC announces director candidates. Floor candidates for director positions may declare intent after ILC results have been announced.
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 .

6. 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 no later than October 15 for international officer and director candidates to be included in the assessment process.
- B. Eligible candidates who have not been nominated by the ILC 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 *Toastmaster* magazine, Candidates' Corner on the [Toastmasters International website](#) and in the Candidates' Brochure.

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. Unsolicited subscriptions to information by or about a candidate are not permitted.
- . 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.
- . 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.

- . 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, region advisors, past international presidents, past international directors, immediate past district governors, district governors and lieutenant governors.
 - II. The contact information may only be used for campaign purposes.
- H. 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.
- I. 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.
- J. 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.
- K. Candidate websites and social networking campaign profiles of both successful and unsuccessful candidates are removed within 10 days following the election.
- L. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites including social networking sites.
- M. A Candidates' Corner shall be included on the [Toastmasters International website](#). Candidate information may include a photograph, profile, website address, email 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 15 are placed on the Toastmasters International website Candidates' Corner by November 1.

- II. Candidates who submit their materials after October 15 are placed on the website as soon as practicable after receipt of the information.
- III. Only nominated candidates as determined by the ILC 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.
- N. Only nominated candidates, as outlined above, appear in the Toastmasters International Candidates' Brochure. Floor candidates do not appear in the brochure.
- O. 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. 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 the assessment tool and to questions from the ILC.
- 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.

9. 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.

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~~ **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 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 as chair 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 members of the Board of 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.

areas; and operate district programs in alignment with Toastmasters International's governing documents.

- H. Any authorization to operate as a provisional district continues until full district status is granted or until it is otherwise terminated by the Board.

4. Reformed or Consolidated Districts

- A. The Board reviews the status of districts with more than 240 clubs every three years, or sooner if necessary, to determine if reformation is in the best interests of Toastmasters International and the clubs.
- B. The Board may also consider consolidating a district with another district or districts if it has fewer than 60 clubs or fewer than 900 members.
- C. Any district with 200 or more clubs that wants to be considered for reformation may submit a letter of inquiry to the Executive Director for review with the Executive Committee. The Executive Committee provides its recommendation to the Board.
- D. If the Board approves the request or directs a reformation, the district governor appoints a reformation committee to conduct a detailed needs analysis that includes the following:
 - I. Map of proposed boundaries demonstrating that the reformed districts will have no fewer than 100 clubs each
 - II. Number of clubs, club strength, growth trends, growth potential, population, education, languages spoken, and geographic influences for both districts
 - III. Reasons why the reformation is in the best interests of the members, the clubs, the districts, and Toastmasters International
 - IV. Implementation strategy
 - V. Marketing plan projecting growth and identifying key market opportunities for both districts
 - VI. Succession plan identifying qualified future leaders in both districts
 - VII. Financial projections demonstrating the anticipated income and expense for both districts
 - VIII. The needs analysis is submitted to the Executive Director for review with the Executive Committee. The Executive Committee provides its recommendation to the Board.

- F. The year prior to reformation, the district elects a district governor, two lieutenant governors education and training, and two lieutenant governors marketing. Each reforming district will have one lieutenant governor education and training and one lieutenant governor marketing.
- G. The district with the oldest surviving club within its boundaries will retain the original district number.
- H. District records through the reformation are retained by the original district. Copies of records essential to their proper administration are furnished to the newly formed district. Separate records are kept after the reformation.
- I. Once the reformation takes place, World Headquarters distributes funds in the original reserve account to the reserve accounts of the reformed districts, according to the ratio of the number of membership payments made by clubs in each reformed district in the program year immediately preceding the reformation.
- J. Funds in local district bank accounts must be divided according to the ratio of the number of membership payments made by clubs in each reformed district in the program year immediately preceding the reformation. World Headquarters shall oversee the allocation of funds at the time the bank accounts are established for the new district.
- K. At any stage of the reformation process, districts may be asked to submit a progress report to the Executive Director.-
- L. Additional reformation requirements may be determined necessary by the Board due to special circumstances.

5. District Consolidation

- A. The consolidation of a district occurs on the initiative of the Board.
- B. The Board reviews the status of districts with fewer than 60 clubs every three years, or sooner if necessary, to decide if consolidation is in the best interest of the organization.
- C. When determining whether consolidation is appropriate, factors such as the number of clubs in the district, market potential within the district, past performance, leadership, and geography are considered.
- D. If it is determined that consolidation is in the best interests of Toastmasters International and the clubs, the district is advised that it is being considered for consolidation.
- E. If the district wishes to remain a district and not be consolidated, it is given the opportunity to develop and present a growth plan to the Board. The growth plan identifies potential markets within the district and provides a specific strategy and reasonable timeline for building 60 clubs and more.

- F. If a growth plan is accepted, the Board reviews the progress of the district each year and takes what action is in the best interests of Toastmasters International and the clubs.
- G. If a district is to be consolidated, the clubs in that district are notified of the date of consolidation. The Board takes whatever action necessary to ensure that the clubs involved have the opportunity to participate in elections or speech contests conducted by the district absorbing the clubs.