



Minutes of the 2023-2024 Board of Directors Videoconference

January 25, 2024

The 2023-2024 Toastmasters International Board of Directors met on January 25, 2024, with International President, Morag Mathieson, DTM presiding. The other officers and directors present were: Radhi Spear, DTM; Aletta Rochat, DTM; Stefano McGhee, DTM; Matt Kinsey, DTM; Anwasha Banerjee, DTM; Pawas Chandra, DTM; Farzana Chohan, DTM; Kimberly Dueck, DTM; Dawn Frail, DTM; Jean Gamester, DTM; Helen He, DTM; Benjamin McCormick, DTM; Kimberly Myers, DTM; Sondra Nunez, DTM; Jesse Oakley III, DTM; Dana Richard, DTM; Violetta Rios, DTM; Frank Tsuru, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Operations and Information Officer Heidi Hollenbeck, Chief Marketing and Development Officer John Lurquin, District Growth and Support Director Jonathan Lam, Member Support Director Danielle Mitchell, Board Support Director Mona Shah, District Growth and Support Project Coordinator Lauren Esler, Executive Assistant to the Chief Executive Officer Amber Villa, Region Advisor Program Coordinator Katie Welsh, and Secretary Kristen Kyriazis were also present. No Board Members were absent.

1. The agenda was adopted as presented.
2. The Board received the report (attached) of the January 8, 2024, Executive Committee videoconference as presented by International President-Elect Spear. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 6 and 7. The remaining items were considered separately by the Board.

The Board adopted item #4.

The Board adopted item #5.

3. The Board received an update on the organization's performance.
4. The Board reviewed the applicant recommendations of the Region Advisor Selection Committee. The Committee was tasked with selecting the best-qualified individuals for the role of Region Advisor for each region. It was also tasked with reviewing the Region Advisor selection process and providing recommendations to improve the process in the future. The process recommendations will be provided in a future Board meeting. The Board approved the appointment of the 2024-2025 Region Advisors for Regions 1-14, along with two alternates. Appointments are contingent upon acceptance of the role. The final list of Region Advisors will be provided after all appointments have been confirmed in writing.
5. The Board received an update from the chairs of the following: District Structure Committee and Recognition Committee.

6. The Board considered a closed club incentive that will enable clubs that closed in 2023 to return to good standing. These clubs will be able to return to good standing when 12 members, three of which were previously existing members, pay the dues for the current period, starting from the month the club returns to good standing, and the following dues period. Further, these clubs that return to good standing will be counted as a new club in the District for purposes of the District Recognition Program. As with newly chartered clubs, these clubs will be eligible for up to two mentors, who will receive mentor credit if they complete six months of service. The Board voted to approve the closed club incentive effective February to June 2024.

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

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



Kristen Kyriazis
Secretary

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



Minutes of the 2023-2024 Executive Committee Videoconference

January 8, 2024

The 2023-2024 Toastmasters International Executive Committee met on January 8, 2024, with International President Morag Mathieson, DTM, presiding. The other officers present were: International President-Elect Radhi Spear, DTM; First Vice President Aletta Rochat, DTM; Second Vice President Stefano McGhee, DTM; Immediate Past International President Matt Kinsey, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Operations and Information Officer Heidi Hollenbeck, Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, Accounting Supervisor Greg Wingrove, and Secretary Kristen Kyriazis were also present. No Committee Members were absent.

1. The agenda was adopted as presented.
2. The Committee reviewed a proposed process for handling reinstatement requests from individuals who have been impacted as a result from a disciplinary decision by the Board of Directors, as presented by Past International President Pat Johnson, chair of the International Disciplinary Committee. The Committee recommends the Board adopt the process.
3. The Committee received an update on the organization's performance.
4. The Committee reviewed and discussed a Smedley Fund subsidy application requesting a disbursement from the Smedley Fund to provide the materials, including shipping, for the operation of Youth Leadership Programs in cooperation with government schools in Tamil Nadu, India. The Committee recommends that the Board approve the disbursement as presented.
5. The Committee reviewed and discussed the guidance from legal counsel regarding conflicts of interest, as addressed in the Toastmasters International governing documents. The Committee recommends the Board adopt the glossary definition of "conflict of interest" (attached) and the amendments to the District Administrative Bylaws, Article VII: Officers (attached), Policy 6.1: Accredited Speaker Program (attached), Policy 7.2: District Management (attached), Policy 9.1: International Campaigns and Elections (attached), Policy 10.0: Region Advisors (attached), and Policy 11.11: Board of Directors Conflict of Interest (attached), effective immediately. Amendments to Protocol 3.0: Ethics and Conduct (attached), Protocol 9.0: District Campaigns and Elections (attached), and Protocol 11.1: Board of Directors Meetings (attached) were adopted by the joint authority of the International President and the Chief Executive Officer, with concurrence of the International President-Elect, effective immediately.
6. In November 2023, the Committee provided World Headquarters with feedback regarding the matter of District budgets and the requests by Districts for exceptions. The Committee reviewed and discussed

the proposed amendments to Protocol 8.4: District Fiscal Management. The amendments to Protocol 8.4 (attached) were adopted by the joint authority of the International President and the Chief Executive Officer, with the concurrence of the International President-Elect, effective for District budgets for the 2024-2025 program year.

7. The Committee received an update from the chairs of the following: District Structure Committee, Recognition Committee, and Region Advisor Selection Committee.

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

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



Kristen Kyriazis
Secretary

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

Glossary of Governing Documents (Excerpt)

The following glossary collects definitions found throughout the governing documents for reference. However, this glossary does not contain every term used in the governing documents, nor are these summary definitions intended to substitute for the full definitions given in the governing documents themselves. If any question should arise concerning the definition of any term in this glossary, the reader is advised to consult the governing documents. Nothing in this glossary shall be considered in legally or judicially construing the meaning of any term in the governing documents.

Clubs or Member Clubs

Groups which have subscribed to the mission and purpose of Toastmasters International and have been granted a charter and continue to function in compliance with the conditions set forth in the Articles of Incorporation, the Bylaws, the Club Constitution, the Policies established by the Board of Directors, and the decisions of the Board and its authorized agents and representatives. Clubs are private unincorporated associations, existing as legal entities separate from, but affiliated with, Toastmasters International.

See the Bylaws of Toastmasters International, Article III.

Conflict of Interest

The following definition does not apply to existing policies that provide specific definitions concerning financial conflicts of interests at the District and international levels. Member Clubs should reference local laws and regulations for assistance regarding potential financial conflicts of interest.

A conflict of interest arises when, in the judgment of those determining whether a conflict of interest exists, an individual's financial, personal, political, social, or professional interests in a matter reduces the likelihood that such individual, in their role at Toastmasters International, can remain impartial and make a decision in the best interests of Toastmasters International. The individual's personal or other interests may be direct or indirect and include matters involving or benefiting the individual's family members or businesses with which the individual is closely associated.

For the purpose of determining if a conflict of interest exists, family members include the individual's spouse or partner; parents, grandparents, and other living ancestors; siblings (whether whole or half blood); children (whether natural or adopted); grandchildren; great grandchildren; and spouses or partners of siblings, children, grandchildren, and great grandchildren.

Constitution or Club Constitution

Toastmasters Club Constitution for Clubs of Toastmasters International, which is standard for all clubs and must be adopted by a club in order to become a Member Club within Toastmasters International.

District Administrative Bylaws

Article VII: Officers

(a) District Officers

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

(b) Elective Officers

1. The elective officers of this District shall be the District Director, the Program Quality Director, the Club Growth Director, and Division Directors.
 - a. Except for Division Directors, none of the previously stated District officers may be re-elected to the same office, in any District, for succeeding terms in which a full year has been served.
 - b. Division Directors may be re-elected to succeed themselves for one (1) term.
2. The election of officers shall take place at the Annual Meeting of the District Council.
 - a. The report of the District Leadership Committee shall be submitted in writing to all members of the District Council at least four (4) weeks prior to the Annual Meeting of the District Council.
 - b. Nominations may also be made from the floor by any member of the District Council only if the floor candidate meets the requirements set forth in Article VII (e) of these administrative bylaws and has been evaluated by the District Leadership Committee for that specific role in that election cycle.
 - c. All elections shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote. A majority of the votes cast is necessary for an election.

(c) Other Officers

1. The other officers of this District shall be the District Public Relations Manager, the District Administration Manager, the District Finance Manager, and the Area Director for each Area.
 - a. These officers may be elected or appointed.
 - b. The decision to elect or appoint is made by the District Council and remains in effect until changed by the council.
 - c. Any changes to the decision must be made prior to November 1 of the District program year in which the elections or appointments will occur.

2. Officers appointed by the District Director are subject to the approval of the District Executive Committee and the District Council by September 30.
3. The District Public Relations Manager, the District Administration Manager, and the District Finance Manager shall be eligible for re-election or re-appointment for one (1) succeeding term, regardless of District.
4. Area Directors are elected by the Area Councils or appointed by the District Director considering the recommendation of the Area Councils.
5. Area Directors shall be eligible for re-election or re-appointment for one (1) succeeding term, regardless of District.

(d) Qualifications

1. At the time of taking office:
 - a. An elective officer must have been an active member of a Toastmasters club in good standing for the entire preceding 12 months, or has been a member for 12 consecutive months within that past three (3) years, in the District in which the officer shall serve.
 - b. The District Director shall have served
 - i. at least six (6) consecutive months as a Club President and
 - ii. at least 12 consecutive months as a Program Quality Director, Club Growth Director, Division Director, or a combination of the preceding.
 - c. The Program Quality Director and Club Growth Director shall have served
 - i. at least six (6) consecutive months as Club President and
 - ii. at least 12 consecutive months as a Program Quality Director, a Club Growth Director, a Division Director, an Area Director, or a combination of the preceding.
 - d. The Division Directors shall have served at least six (6) consecutive months as members of a District Council.
 - e. To the degree practicable, the Area Directors shall have served as members of a District Council.
 - f. All District officers must be active individual members of Member Clubs in good standing within the District where they are elected or appointed to serve and must be in good standing with Toastmasters International under Article III, Section 8, of the Bylaws of Toastmasters International.
2. A member may only be a candidate for elective office in one (1) District at any given time.

3. A member may only serve in one (1) position within any District Executive Committee, as specified in Article XI (a), at any given time.
4. A member may not be a candidate for District positions elected by the District Council while actively competing in a current Toastmasters speech contest cycle.

(e) Nominations from the Floor

1. Nominations made by the District Leadership Committee shall be effective when officially announced by the District Leadership Committee Chair or District Director.
2. Additional nominations of qualified and eligible candidates may also be made from the floor at the Annual Meeting of the District Council with the consent of the person(s) nominated.
 - a. To be eligible as a floor candidate, a candidate for District Director, Program Quality Director, Club Growth Director, or Division Director must have completed the District Leadership Committee's evaluation process in the same election cycle in which the candidate stands for election at the Annual Meeting of the District Council for that specific role.
 - b. All eligible floor candidates must declare their intent to run to the District Director at least seven (7) days prior to the elections.
 - c. Floor candidates who have not completed the District Leadership Committee's evaluation process may only be nominated during the Annual Meeting of the District Council if the District Leadership Committee's work is invalid. The individual must meet all other qualifications.
 - d. Floor nominations for roles other than the District Director, Program Quality Director, Club Growth Director, or Division Director may occur even when that individual has not completed the District Leadership Committee's evaluation process, provided the individual meets all other qualifications.
3. A candidate nominated by the District Leadership Committee who is not elected to the nominated office may be nominated from the floor for a maximum of one (1) additional office at the Annual Meeting of the District Council.

A candidate who is not nominated by the District Leadership Committee may stand as a floor candidate for a maximum of two (2) District officer roles at the Annual Meeting of the District Council.

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

(f) Term of Office

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

(g) Vacancies

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

(h) Resignation or Removal

1. Any officer may resign at any time.
 - a. The resignation must be in writing.
 - b. The resignation will be effective on delivery to the District Administration Manager or the District Director, unless the resignation provides for a later effective date.
2. Any member of the District Executive Committee may be removed from office by a two-thirds vote, ~~excluding the member and any members who have been recused due to a conflict of interest,~~ of the District Executive Committee. **The member being considered for removal and any members of the committee who have been recused due to a conflict of interest, as determined by a majority of the District Executive Committee, are not counted towards determining the outcome of the vote.**

The member must be given the opportunity to make a statement of up to 10 minutes to the District Executive Committee prior to the vote. The District Director may extend the time as needed.

3. Any officer may be removed from office by the District Director unless the officer was elected by the District Council. Removal of the officer shall become effective immediately.
4. The members of the District Executive Committee are responsible to the Toastmasters International Board of Directors. They may be removed at any time by that Board if it finds it to be in the best interests of Toastmasters International, its Member Clubs, and their individual members.
5. Replacement officers shall be appointed by the District Director. The appointment of replacement officers is subject to the ratification by the District Executive Committee.

(i) **Compensation**

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

Accredited Speaker Program

1. Eligibility

- A. Active members of a club in good standing who meet all requirements outlined here are eligible to apply for the Accredited Speaker Program. They must have:
 - I. Completed all levels in a single path in the Toastmasters Pathways learning experience, or have earned Advanced Communicator Bronze or Advanced Toastmaster Bronze
 - II. Presented a minimum of 25 eligible speaking engagements to non-Toastmasters audiences within the past three (3) years (from the date of application)
 - a. 15 of the 25 speaking engagements must have been paid engagements.
 - i. Travel or expense reimbursements, gifts, donations, or per diems qualify for a maximum of seven (7) of the 15 paid speaking engagements.
 - ii. At least eight (8) of the 15 paid speaking engagements must have been speeches or presentations for which the speaker was directly compensated a pre-arranged fee.
 - b. Online presentations qualify, as long as an audience of 20 or more viewed the presentation in real time.
 - c. The speaker must be the principal author/owner of a substantial portion of the content used.
 - i. Content owned by an outside source and used as the major portion of a presentation does not qualify.
 - ii. Speaking engagements must not have been presented as part of the speaker's regular employment, unless self-employed.
- B. International Officers or Directors, candidates for International Officer or Director, Region Advisors, and applicants for Region Advisor are not eligible to apply to the Accredited Speaker Program.

2. Application Process

- A. World Headquarters accepts Accredited Speaker Program applications between January 1 and January 31 each year.
 - I. Applications submitted before January 1 and after January 31 are not considered.
- B. Those who meet eligibility requirements and submit a complete application as outlined here are eligible to become candidates for the Accredited Speaker designation.

- I. The official Accredited Speaker Application Form must be completed.
 - a. Must include a list of 25 eligible speaking engagements, as outlined in Section 1.A.II
 - II. A link to a video presentation that is 20 to 60 minutes in length, spoken in English, and recorded before a live, non-Toastmasters audience
 - a. Online presentations qualify, as long as an audience of 20 or more viewed the presentation in real time.
 - b. A copy of any presentation slides included in the video submission must be included with the application.
 - III. Five (5) recommendations from five (5) different clients for paid speaking engagements
 - IV. A Level 1 application fee of \$100 USD
 - a. This fee is non-refundable and non-transferable.
 - V. Links to any applicable websites and/or social media profiles dedicated to the applicant's professional speaking career
 - a. Applicants cannot be denied eligibility for the program solely because they do not have a professional website or social media profile(s).
- C. In February, World Headquarters reviews all eligible applications to ensure they are complete and meet outlined requirements.
- D. If an application is incomplete or missing information, or the video does not meet outlined requirements, the applicant will be notified and permitted seven (7) days to correct the error.
- E. If the applicant does not, or is unable to, correct the error within seven (7) days, they will not be considered for Level 1 that year and must re-submit a complete application during a new application cycle if they would like to re-apply.
- I. Their \$100 USD application fee will not be refunded or applied to a future application.

3. Accredited Speaker Program Process

- A. The Accredited Speaker Program consists of Level 1 and Level 2.
- B. Eligible applicants who submit a completed application in January advance to Level 1.
- C. Level 1 of the Accredited Speaker Program follows the below progression.
 - I. Complete applications submitted to World Headquarters are shared with Level 1 judges.

- a. Level 1 judges are Accredited Speaker Program Council members, as selected by the council chairs, with approval of the First Vice President.
- II. The Accredited Speaker Program Council members (Level 1 judges) thoroughly review all elements of each application.
 - a. All components of the application may be taken into consideration when determining whether to give the applicant a passing score.
 - b. When viewing applicant videos, council members use the [Accredited Speaker Program Judge's Guide and Ballot](#) to score the video presentation and provide the applicant with written feedback.
- III. After reviewing all the application materials and using the [Judge's Guide and Ballot](#) to score the video presentation, council members provide the applicant with a final score out of 100.
 - a. 80 or above is a passing score.
- IV. To advance to Level 2, candidates must receive a passing score from four (4) out of five (5) council members (Level 1 judges).
 - a. All applicants who receive a passing score from four (4) out of five (5) judges will advance to Level 2.
 - b. All applicants who do not receive a passing score from four (4) out of five (5) judges will not advance to Level 2 and must re-submit a complete application during a new application cycle if they would like to apply again.
 - i. Their \$100 USD application fee will not be refunded or applied to a future application.
- D. Level 2 of the Accredited Speaker Program follows the below progression:
 - I. All applicants who advance become Level 2 candidates and are invited to give a live presentation, spoken in English, during the Accredited Speaker Program at the Toastmasters International Convention in front of a panel of judges.
 - a. Candidates who accept the invitation to present at the Accredited Speaker Program must submit a Level 2 application fee of \$150 USD.
 - i. This fee is nonrefundable and nontransferable.
 - b. Candidates who are unable to accept the invitation to present at the Accredited Speaker Program the same year they passed Level 1 may present at Level 2 any year within three (3) years of their original application.

- i. Candidates participating in Level 2 in a different year than when they passed Level 1 must inform World Headquarters of their intent by May 1 of the year they plan to participate.
 - ii. Upon informing World Headquarters, these candidates will be required to pay the \$150 USD Level 2 application fee.
- II. Based on the number of Level 2 candidates in a given year, World Headquarters may conduct the Accredited Speaker Program in multiple groups during the International Convention.
 - a. Each group will have its own panel of judges.
- III. Level 2 judges are Accredited Speaker Program Council members, as selected by council chairs, with the approval of the First Vice President.
- IV. Council members are provided with each candidate's basic information and context regarding area of expertise as submitted at Level 1.
 - a. Additional application information, including candidate video submissions, list of speaking engagements, recommendation forms, and details regarding education and awards will not be provided to Level 2 judges.
- V. Council members (Level 2 judges) use the [Accredited Speaker Program Judge's Guide and Ballot](#) to score candidates' live presentations and provide written feedback during the Accredited Speaker Program.
- VI. Following the live presentations, council members (Level 2 judges) assign each candidate a score out of 100.
 - a. 80 or above is a passing score.
- VII. For a candidate to receive the Accredited Speaker designation, they must receive a passing score from four (4) out of five (5) council members (Level 2 judges).
- VIII. Council chairs serve as chief judges for the Accredited Speaker Program and review results to determine which candidates received the designation. They inform all candidates of results before they are announced.
 - a. All Level 2 candidates who receive a passing score from four (4) out of five (5) judges receive the Accredited Speaker designation.
 - b. Level 2 candidates who do not receive a passing score from four (4) out of five (5) judges do not receive the Accredited Speaker designation.
 - i. Candidates who present at Level 2 but do not receive the designation may reapply beginning at Level 2 and present again at the International Convention (must be within three [3] years of the original attempt).

- ii. Returning candidates must inform Word Headquarters of their intent by May 1 of the year they plan to participate.
- iii. Candidates who return at Level 2 must pay the \$150 USD Level 2 application fee each time they return.
- iv. The number of times a candidate may return and attempt beginning at Level 2 is twice. Following this, the candidate must re-apply at Level 1 with a complete application.

4. Accredited Speakers

- A. Accredited Speaker applicants and Accredited Speakers agree to adhere to all Toastmasters International governing documents, including Policy 3.0: Ethics and Conduct, Protocol 3.0: Ethics and Conduct, and this Policy.
- B. Accredited Speakers must not damage the Toastmasters International or Accredited Speaker brands in any way.
 - I. When presenting at Toastmasters events or about Toastmasters, Accredited Speakers must use materials in presentations that accurately reflect the Accredited Speaker Program and the Toastmasters International brand.
- C. Accredited Speakers must not charge fees for assisting Toastmasters members in pursuing the Accredited Speaker designation. However, if an Accredited Speaker offers other professional services as part of their business, and a Toastmasters member pursuing the Accredited Speaker designation wishes to utilize that service, the Accredited Speaker may charge the corresponding fee for the service.
- D. All Accredited Speakers are encouraged to use the Accredited Speaker logo and must abide by the guidelines regarding its authorized and unauthorized uses.
 - I. Authorized uses of the Accredited Speaker logo are
 - a. Toastmasters members who hold the Accredited Speaker designation
 - i. Professional websites (must include a link to the Toastmasters International Accredited Speaker page)
 - ii. Presentation slides
 - iii. Speaker one-sheets
 - iv. Social media profiles (e.g., Facebook, LinkedIn)
 - v. Email signatures
 - vi. Stationery
 - vii. The back of business cards
 - b. Promotion of the Accredited Speaker program by Toastmasters clubs, Areas, Divisions, and Districts.
 - c. To promote the participation of Accredited Speakers at Toastmasters events.

- II. Unauthorized uses of the Accredited Speaker logo
 - a. The front of business cards
 - b. Logos or visual representations for a club, Area, Division, or District, including those that specifically support members who strive to achieve the Accredited Speaker designation
 - c. On articles such as trophies, ribbons, banners, certificates, clothing, or other items, except with specific, written approval and authorization from the Chief Executive Officer.

5. Accredited Speaker Program Council

- A. The Accredited Speaker Program Council works in conjunction with World Headquarters to oversee the Accredited Speaker Program, judge each level of the program, provide onboarding and support to new Accredited Speakers, report any known violations of conduct regarding an Accredited Speaker to World Headquarters, and suggest potential program improvements to World Headquarters.
- B. The Accredited Speaker Program Council consists of two (2) council chairs and council members appointed in multiples of five (5), as determined by the number of applicants.
 - I. Council chairs must be appointed by the First Vice President, subject to ratification by the Executive Committee.
 - a. The council chair term lasts 26 months: starting on September 1 and ending on October 31 of the second program year.
 - i. Council chair terms are staggered, with one (1) council chair appointed each year.
 - ii. Should a council chair be unable to complete the 26-month term for any reason, the vacancy is filled by an Accredited Speaker who meets all council chair requirements. The individual filling the less-than-two-year vacancy is appointed by the First Vice President, subject to ratification by the Executive Committee. At the discretion of the First Vice President, the individual may be appointed to serve a full two-year term following the less-than-two-year time of service.
 - II. Council members must be appointed by the council chairs with the approval of the First Vice President, subject to ratification by the Executive Committee.
 - a. For Level 1, five (5) council members are appointed for every eight (8) applicants each year.
 - b. For Level 2, an additional five (5) council members are appointed for each Accredited Speaker Program segment that will be held at the International Convention.

- c. Should a member of the council be unable to complete their role at Level 1 or Level 2 for any reason, the vacancy is filled by an Accredited Speaker or another Toastmasters member who meets the requirements. The individual filling the vacancy is appointed by the council chairs with the approval of the First Vice President, subject to ratification by the Executive Committee.
- C. Council chairs must be Accredited Speakers who are active Toastmasters members of clubs in good standing.
- D. Council members must be, in order of preference:
 - I. Accredited Speakers who are active Toastmasters members of clubs in good standing
 - II. World Champions of Public Speaking
 - III. Past International Presidents
 - IV. Past International Directors
 - V. Past educational or keynote speakers at the International Convention.
- E. Council chairs and council members must conduct themselves in accordance with Policy 3.0: Ethics and Conduct and Protocol 3.0: Ethics and Conduct, and maintain confidentiality about the Accredited Speaker Program Council's work.
- G-F. Council members must disclose all potential conflicts of interest, including mentoring and coaching relationships with candidates that could create a reasonable doubt as to the ability of the council member to be impartial, to the chairs before serving as a judge at either Level 1 or 2. The chairs review the potential conflict of interest and determine if it constitutes an actual conflict of interest. If a conflict of interest is determined to exist, the council member must not serve as a judge.**

In the event that either council chair has a potential conflict of interest, as specified above, the council chair must declare it to the First Vice President as soon as the potential conflict of interest is identified. The First Vice President, in consultation with the Executive Committee, reviews the potential conflict of interest and determines if it constitutes an actual conflict of interest. If a conflict of interest is determined to exist, the council chair is asked to resign.

6. Council Chair Responsibilities

- A. The responsibilities of the Accredited Speaker Program Council chairs include:
 - I. Inviting council members to serve at both Level 1 and Level 2, with the approval of the First Vice President
 - II. Conducting a judges' orientation during both Level 1 and Level 2 of the Accredited Speaker Program
 - a. Council chairs must be onsite for the Accredited Speaker Program at the International Convention.

- b. No travel allowances will be provided by World Headquarters.
- III. Conducting online orientation(s) for new Accredited Speakers, using materials and resources provided or approved by World Headquarters
 - a. Council chairs must coordinate with World Headquarters to determine the timing for the orientation.
 - b. Council chairs may request assistance from council members in the orientation and support of new Accredited Speakers.
- IV. Supporting all new and existing Accredited Speakers
 - a. Be available and willing to answer questions about use of the logo, use of the Accredited Speaker title, speaking at District conferences, representing the Accredited Speaker Program, and adhering to Policy 3.0.
 - b. Connect Accredited Speakers with World Headquarters for questions that are outside of the council chairs' purview or expertise.
- V. Reporting any known violations of conduct regarding an Accredited Speaker to World Headquarters
- VI. Serving as Chief Judge for both Levels 1 and 2 of the Accredited Speaker Program
- VII. Providing feedback on their experience to World Headquarters, including proposed rule changes

7. Council Member Responsibilities

- A. For Level 1, the responsibilities of Accredited Speaker Program Council members include:
 - I. Judging Level 1 of the Accredited Speaker Program using the [Accredited Speaker Program Judge's Guide and Ballot](#)
 - II. Providing program feedback to World Headquarters, including proposed rule changes
 - III. Assisting council chairs in the orientation for new Accredited Speakers, upon request
 - IV. Reporting any known violations of conduct involving an Accredited Speaker to World Headquarters
- B. For Level 2, the responsibilities of Accredited Speaker Program Council members include:
 - I. Judging Level 2 of the Accredited Speaker Program at the International Convention using the [Accredited Speaker Program Judge's Guide and Ballot](#)

- a. Level 2 Accredited Speaker Program Council members will each be provided with two (2) complimentary tickets to the Accredited Speaker Program at the Toastmasters International Convention.
 - b. Accredited Speaker Program Council members are responsible for all other costs incurred for attending the International Convention, including travel, lodging, and event registration.
- II. Providing program feedback to World Headquarters, including proposed rule changes
- III. Assisting council chairs in the orientation for new Accredited Speakers, upon request
- IV. Reporting any known violations of conduct involving an Accredited Speaker to World Headquarters
- ~~C. Council members must disclose all potential conflicts of interest, including mentoring and coaching relationships with candidates, before serving as a judge at either Level 1 or 2.~~

District Management

1. District Records

- A. The legal status of Districts, Divisions, and Areas is stated in Article XII, Section 3(e), of the Bylaws of Toastmasters International. District records are governed by Article XII, Section (a), of the District Administrative Bylaws. District, Division, and Area records are the property of Toastmasters International and not of any individual, District, Division, or Area.
- B. The District Council is responsible for the storage and preservation of such records, which are made reasonably available to members for review.
- C. The Chief Executive Officer maintains District records received from the Districts.
- D. Communications received by a District are District records and are Toastmasters International property. The District Director determines whether the content of these communications is shared with other District leaders.

2. District Financial Conflicts of Interest

- A. The purpose of this Policy is to protect the District's and Toastmasters International's interests when a District contemplates entering a transaction that might benefit the private interest of a District officer.
- B. District officers are defined and described in Article XII, Section 3(a), of the Bylaws of Toastmasters International, and in Article VII, Section (a), of the District Administrative Bylaws.
- C. A potential conflict of interest occurs if a District contemplates a material financial transaction between the District and a District officer, or between the District and a person or company with which a District officer is affiliated.
 - I. A material financial transaction is defined as a total of more than \$100 USD, or equivalent, within the District's annual budget year.
 - II. A person is considered affiliated if the District officer is related to the person by blood, adoption, or marriage.
 - III. A company is considered affiliated if the District officer (or a relative of the District officer) is a director, officer, employee, or agent of the company or owns one (1) percent or more of the value of the company.
- D. A District officer involved in such a transaction must abstain from voting or participating in any District decision regarding that transaction. Such District officer may only present the proposed transaction to the District and respond to questions.
- E. The District may engage in such a transaction if each District officer involved discloses to the District Executive Committee, prior to the transaction, all relevant facts concerning the transaction including the District officer's affiliation with the parties involved in the transaction.

- F. The District Executive Committee reviews the relevant facts.
- G. The transaction is approved only if a majority of the District Executive Committee concludes that the proposed transaction is fair and reasonable; for the purpose and benefit of the District; not for the excess benefit of the District officer involved nor for the benefit of the person or company affiliated with the District officer; and the most beneficial arrangement that the District could obtain under the circumstances with reasonable effort.
- H. The District Executive Committee may refer the transaction to the District Council for approval, following the same procedure, if deemed appropriate.
- I. The minutes of a meeting at which such a transaction is considered records the matters discussed and the voting results.
- J. Certain transactions shall not be approved, including without limitation the lending of the District's money, the guarantee or extension of the District's credit, and funds for the personal use or benefit of the recipient (in addition to other transactions which may violate the California Nonprofit Public Benefit Corporations Code).

3. Past Leaders

- A. Past leaders provide District support while working under the direction of the District Director by promoting focus on the District mission, acting as an advisor or mentor, encouraging District leaders, helping during District meetings, encouraging leadership participation, and chairing District committees.
- B. Past leaders shall not interfere in District affairs, disrupt District meetings, nor actively support traditions that do not achieve the District mission.
- C. A Past District Directors Committee, if present, supports the District and its leaders, shall not engage in District political activity, and works under the direction and on tasks assigned by the District Director.

4. District Receivership

- A. Receivership is governed by Article III, Section (c), of the District Administrative Bylaws.
- B. In the case of a solely financial problem, receivership may be partial and may involve placing the conduct of financial affairs directly under the control of the Chief Executive Officer until the problem is solved.
- C. In the case of a problem regarding the officers within the District that is beyond the capability of the District Council or District Executive Committee to resolve, a partial or full receivership may be necessary in addition to action by the Board of Directors (or by the Executive Committee under urgent circumstances).
- D. Resignation or removal of one or more District officers is governed by Article VII, Section (h), of the District Administrative Bylaws.
- E. If it appears that a District's ability to accomplish its mission is in jeopardy, the Chief Executive Officer brings the matter to the attention of the Executive Committee.

- I. The Executive Committee decides unanimously whether receivership, other action, or no action is appropriate.
 - II. If action is necessary, the Executive Committee decides whether the action to be taken is urgent or may be considered by the Board.
 - III. The appropriate international Director is consulted before any decision of the Executive Committee or the Board is made.
- F. A declaration of receivership affirms the potential removal of a District leader; the provisions of the District Administrative Bylaws to be suspended, modified, or augmented; a list of the leaders who are delegated the authority to fill vacancies, convene meetings, approve expenditures, and make decisions regarding the affairs of the District; and the period of time during which receivership applies.

5. District Corporate Relations

To maintain long-term corporate relationships with the sponsoring corporations, the District officers may conduct activities similar to the following for corporate clubs:

- A. Provide events relevant to the corporate clubs
- B. Host networking and marketing events for corporate clubs' executives, human resource managers, and other professionals
- C. Create an expectation of excellence

International Campaigns and Elections

1. Schedule

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

2. International Leadership Committee

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

appointed and shall be considered unchanged notwithstanding any change of residence or boundary revision made during the two-year term. The member is a Past International Director or, if a Past International Director who is willing and able to serve cannot reasonably be found, a Past District Director from that region may serve.

- G. Subject to Executive Committee approval, the International President-Elect may remove a committee member (the Executive Committee may also remove a committee member), grant a committee member a leave of absence, and fill a vacancy.
- H. A vacancy of one (1) year or less may be filled by a committee member whose full term expired within the prior two (2) years, a committee member who served a full term more than two (2) years ago, or by an individual who has never served on the committee.

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

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

- II. The chair organizes communication with candidates, ensures candidates are given full and fair consideration, and develops the timetable and expectations for candidate interviews.
 - III. The ILC Chair upholds leadership attributes and provides feedback to the Executive Committee, through the International President, regarding the ILC process and leadership development.
- P. ILC members are fair and open-minded.

- I. Committee members with a **potential** conflict of interest, such as a business or personal relationship with a candidate that **could** creates a reasonable doubt as to the ability of the committee member to be impartial, must declare **it** to the chair or co-chair as soon as the **potential** conflict is identified. **The chair and co-chairs review the potential conflict of interest and determine, by a two-thirds vote, if it constitutes an actual conflict of interest. If a conflict is determined to exist, the committee member may be asked to**~~They must also~~ abstain from discussion and voting regarding that candidate in context of the Committee **or to resign from the committee.**

In the event that the chair or co-chair has a **potential** conflict of interest, as specified above, the chair or co-chair **must declare it** ~~submit their resignation~~ to the International President-Elect as soon as the **potential** conflict is identified. **The International President-Elect, in consultation with the Executive Committee, reviews the potential conflict of interest and determines if it constitutes an actual conflict of interest. If a conflict of interest is determined to exist, the chair or co-chair is asked to resign.**

- II. Their responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study candidate materials, review assessment results, conduct candidate interviews, review Policy violations by candidates, listen to reports from other committee members, make informed decisions, suggest or recruit qualified candidates until nominations are announced, and seek ways to improve leadership development.
 - III. During their term of service on the ILC, committee members shall not serve as Region Advisors, members of any District Executive Committee, campaign managers, or members of an International Officer or Director candidate campaign team.
 - IV. ILC members may request reimbursement for telephone calls or other reasonable expenses within 30 days after the end of their term.
- Q. International Officer and Director candidates may be self-declared candidates. The committee may receive names of qualified candidates or seek them out.
- R. If a nominated candidate withdraws, the committee may nominate a replacement.

3. Candidate Assessment

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

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

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

- II. International Directors who served while the candidate was an International Officer and International Director.
 - III. The Region Advisor(s) from the same region who served while the candidate was an International Director.
 - IV. The candidate.
- E. For International Director candidates, the assessment tool is sent to:
- I. The Region Advisor(s), International Director, Program Quality Director(s) (PQD), Club Growth Director(s) (CGD), Immediate Past District Director (IPDD), District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was District Director (DD).
 - II. The Region Advisor(s), the International Director, DD, CGD(s), IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was PQD.
 - III. The Region Advisor(s), the International Director, DD, PQD(s), IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was CGD.
 - IV. The DDs, PQDs, and CGDs who served in the region while the candidate was a Region Advisor.
 - V. The current DD, PQD(s), and CGD(s) of the candidate's home District.
 - VI. The candidate.

4. Nominee Selection

- A. Candidate interviews follow the timing, quantity, and schedule determined by the chair. Interviews are based on consistent interview questions developed by the committee.
- B. Candidate interviews will be conducted using video conferencing. A candidate must have the capability to participate fully (audio and video) in the interview to be evaluated by the ILC. Interviews will be recorded for ILC internal use. Recordings will be deleted upon the release of the International Officer and Director ILC nominations on the Toastmasters International website.
- C. Candidates must maintain confidentiality of all ILC interview questions and discussions until the release of the International Officer and Director ILC nominations on the Toastmasters International website.
- D. Committee members, when evaluating a candidate's attributes and competencies relating to service on the Board of Directors and determining which candidates to nominate, take into account: assessment results, interviews, input from current and past leaders and other Toastmasters members, each candidate's Toastmasters membership and leadership history,

each candidate's Toastmasters education award and recognition history, candidate materials during their selection process, and Policy violations by candidates.

- E. Each ILC member votes to nominate one (1) candidate for International President-Elect, First Vice President, and International President (if necessary) and two (2) different candidates for Second Vice President.
- F. If at least one-third of the committee members requests that a second or third candidate be nominated, each committee member may vote for as many candidates as are nominated.
- G. Committee member votes are anonymous and confirmed in writing.
- H. To be nominated, a candidate must receive votes from at least a majority of the committee members.
- I. The chair participates in discussions about candidates and votes for each nomination.

5. Nomination Results

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

6. Announcement of Candidacy and Distribution of Campaign Materials

- A. International Officer and Director qualifications are defined in the Bylaws of Toastmasters International, Article IX, Section 2.
- B. Candidates may submit a Letter of Intent to World Headquarters confirming their intention to run for office, on or after September 1 of that election cycle. World Headquarters provides all Letters of Intent to the ILC Chair and Co-Chairs.
 - III-I. By signing the Letter of Intent, the candidate acknowledges having read and understood the campaign policies and takes responsibility for the conduct of supporters. Furthermore, the candidate**

acknowledges that all actual, apparent, or potential conflicts of interest have been disclosed.

- ~~II.~~ The ILC Chair and Co-Chairs review each Letter of Intent to evaluate potential conflicts of interest. The ILC, by a two-thirds vote of the Chair and Co-Chairs, may reject a Letter of Intent due to disclosed conflicts of interest. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the ~~judgment or conduct likelihood~~ of any potential International Officer or Director **remaining impartial and making a decision in the best interests of Toastmasters International.**
 - ~~III.~~ A Letter of Intent must be accepted by the ILC before a candidate may engage in public campaign activities.
 - ~~III.~~ ~~By signing the Letter of Intent, the candidate acknowledges having read and understood the campaign policies and takes responsibility for the conduct of supporters. Furthermore, the candidate acknowledges that all actual, apparent, or potential conflicts of interest have been disclosed.~~
 - IV. A Letter of Intent, biographical information, and a photograph must be received at World Headquarters no later than October 1 for International Officer and Director candidates.
 - V. Once the ILC accepts a candidate's Letter of Intent, the candidate may not run for, apply to, be elected to, or appointed to any District-level (including Area and Division) role. Candidates serving in an elected or appointed District-level (including Area and Division) role must resign immediately. If candidates remove themselves from the ILC evaluation process, or are not nominated by the ILC and choose not to continue as a candidate, they are eligible to serve in a District-level (including Area and Division) role.
 - VI. After the ILC accepts a candidate's Letter of Intent, the candidate will be provided contact information of the Board, current and past Region Advisors, Past International Presidents, Past International Directors, Immediate Past District Directors, District Directors, Program Quality Directors, and Club Growth Directors. The contact information shall only be used for campaign purposes.
 - VII. Candidates must provide World Headquarters with a copy of or link to all distributed or published campaign materials upon or before delivery.
- C. Eligible candidates who have not been nominated by the ILC may run from the floor at the Annual Business Meeting as defined in the Bylaws of Toastmasters International, Article VIII, Section 3.
- I. A Letter of Intent for the candidate must be on file with World Headquarters.
 - II. If a Letter of Intent for a floor candidate is on file, a competing nominated candidate shall be considered opposed.

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

7. International Candidate Campaigning

- A. Candidates for Second Vice President and International Director may only visit clubs, Districts, and District leaders within their declared home region. In addition, candidates may continue to attend any meetings of clubs in which they are a paid member as of September 1 of the election cycle.
- B. Candidates and the candidates' representatives, at District conferences or at the International Convention, may:
 - I. Produce, distribute, post, and make available for download educational and/or informational audio, video, and electronic materials, but may not play them at District conferences or at the International Convention.
 - II. Only distribute business cards (per the branded business cards description on the Brand Portal) as the sole print item.
 - III. Not produce or distribute any other campaign items (such as, but not limited to, buttons, pins, USB drives, apparel, and gifts).
- C. A candidate may use Toastmasters trademarks on campaign materials and websites, only after the candidate's Letter of Intent and biographical information has been received by World Headquarters. Use of the trademarks on any other items requires the written permission of the Chief Executive Officer.
- D. Unsolicited subscriptions to information by or about a candidate are not permitted.
- E. District publications, social media, and websites that include information written by or about candidates must not be distributed beyond their regular distribution list. District publications, social media, and websites must not contain advertisements about candidates and must not contain articles or notices about candidates from outside the District. District publications, social media, and websites may link to the list of candidate biographies on the Toastmasters International website.
- F. Candidates shall only send campaign messaging that articulates the candidate's qualifications, vision for the organization, and strategies to accomplish that vision. This messaging may be sent in writing or delivered verbally.
 - I. Campaign Messaging Recipients are current Board Members, current and past Region Advisors, Past International Presidents, Past International Directors, Immediate Past District Directors, District Directors, Program Quality Directors, and Club Growth Directors. Candidates must not send campaign messaging to club officers and District leaders other than those specified here.
- G. Candidates may use a scheduling software provided by World Headquarters, or one of their own choosing.

- I. Candidates choosing to make use of the software provided by World Headquarters will receive access information and instructions:
 - a. No later than April 22 for ILC nominated candidates, or
 - b. Within seven (7) days after notice to the Toastmasters International President of an intent to run from the floor by candidates who were not nominated by the ILC.
- II. Candidates who are not using the software provided by World Headquarters must inform World Headquarters of the software they are using.
- III. Floor candidates must be identified as such in any scheduling software the candidate chooses to use.
- IV. Candidates are responsible for managing the operation of their calendars, including, but not limited to:
 - a. Setting up their schedule
 - b. Providing Campaign Messaging Recipients with the link to the candidate's calendar
 - c. Scheduling, cancelling, and/or rescheduling of appointments
- V. The following types of communications are not considered campaign communications. These communications may contain links to a candidate's website and/or campaign social media profiles, but must not contain campaign materials or messages.
 - a. Confirmation or cancellation of an appointment
 - b. Confirmation of appointment details
 - c. A reminder of an appointment
 - d. Rescheduling an appointment
- H. Candidates shall only use the following types of campaign communications:
 - I. Physical Mailing: any tangible item that is sent by the candidate or on the candidate's behalf to a Campaign Messaging Recipient. This mailing must not include any campaign items (such as, but not limited to, buttons, pins, USB drives, apparel, and gifts).
 - a. International Officer and Director candidates, for whom World Headquarters has a Letter of Intent on file, may send one (1) Physical Mailing after the ILC's nomination results have been posted on the Toastmasters International website.
 - II. Electronic Mailing: any type of electronic message that is sent by the candidate or on the candidate's behalf to a Campaign Messaging Recipient.

- a. International Officer and Director candidates, for whom World Headquarters has a Letter of Intent on file, may send one (1) Electronic Mailing after the ILC's nomination results have been posted on the Toastmasters International website.
- III. Voice/Video Conversation: any type of live communication that includes voice and/or video between a candidate or a candidate's representative and a Campaign Messaging Recipient. This shall occur only after the ILC's nomination results have been posted on the Toastmasters International website.
- a. International Officer and Director candidates may conduct one (1) Voice/Video Conversation with each Campaign Messaging Recipient.
 - b. Candidates or their representatives may communicate with Campaign Messaging Recipients no more than two (2) times to set an appointment for a Voice/Video Conversation.
 - c. No candidate for Second Vice President or International Director (nor their representatives) may initiate unsolicited communications to District Directors, Program Quality Directors, or Club Growth Directors outside the candidate's District during the month of June.
 - i. Communication initiated by a Campaign Messaging Recipient is considered a solicited communication. Candidates may respond to a solicited communication at any time in the election cycle.
 - d. Communications among campaign team members are permitted.
- IV. Presentation: includes but is not limited to an educational session, keynote speech, or panel discussion delivered on-site, online, or in a hybrid format at a District (including Area and Division) event by the candidate and/or a candidate's representative.
- a. International Officer and Director candidates are not permitted to deliver campaign speeches at any District (including Area and Division) event.
 - b. International Officer and Directors candidates may participate in other home District activities without delivering presentations, but must not serve in any District-level (including Area and Division) role.
 - c. Unopposed International Officer candidates may deliver a presentation at District (including Area and Division) events.
 - d. International Officer candidates who are opposed must not deliver presentations at District (including Area and Division) events.
 - e. International Director candidates, or their representatives, may deliver a presentation at District (including Area and Division) events only within their declared home region at the invitation of the District Director and only if all candidates running for the same office are given equal opportunity to do so.

- f. Communications by the District in connection with a candidate's presentation at a District (including Area and Division) event and internal communications among campaign team members are not considered campaign communications.
- V. Electronic Campaign Places: any online location where a candidate creates a page or profile to self-promote for an International Officer or Director candidacy.
- a. A Candidate Corner shall be included on the Toastmasters International website. Information about nominated candidates may include a photograph, profile, website address, and social media profile(s) for contact purposes. Candidate information will be placed on the Toastmasters International website Candidate Corner by November 1.
 - i. Information about International Officer and Director candidates who are sought by the ILC is placed on the website as soon as practicable after receipt of the information.
 - ii. Only nominated candidates as determined by the ILC remain on the Candidate Corner after the committee's report has been published on the Toastmasters International website.
 - iii. Floor candidates are not included in the Candidate Corner after the Committee's report has been published on the Toastmasters International website. Floor candidates have the same opportunities as nominated candidates with the exception of inclusion in the *Toastmaster* magazine, the Candidate Corner on the Toastmasters International website, and in the Candidate Brochure.
 - b. A candidate's campaign website:
 - i. Must stand alone and have a unique URL each election cycle.
 - ii. A candidate may link or reference their website only on the website of the declared home club as stated on their Letter of Intent, the Candidate Corner on the Toastmasters International website, the candidate's campaign social media profiles, and in campaign communications made by the candidate.
 - iii. May include a blog with automatic notices and must have an opt-in/out option.
 - c. A candidate's campaign social media profiles:
 - i. Are the only social media profiles the candidate may use to campaign.
 - ii. Must be a new account separate from the candidate's existing social media profiles and be unique each election cycle.

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

VI. Physical Campaign Places: any authorized location where a candidate or their representative(s) are located. Physical campaign materials, other than business cards (per the branded business cards description on the Brand Portal), must not be distributed.

- a. A Physical Campaign Place is provided to International Officer and Director candidates or their representatives at the Candidate Corner at the International Convention.
- b. Districts may provide a Physical Campaign Place to International Officer and Director candidates or their representatives at the Candidate Corner at District conferences and other District (including Area and Division) events.
- c. All International Officer and Director candidates or their representatives should be provided an equitable opportunity to participate in any Candidate Corner. Candidates or their representatives must provide their own technical hardware to participate.

- d. A candidate or their representative must not host a hospitality suite. A hospitality suite is defined as a location where refreshments are provided and attendance is open to any individual member.
 - i. A candidate may have a room for storing material and meeting with campaign team members, but the room must not be used for solicitation of votes.
 - ii. If at any event, there is a hospitality suite, no candidate or their representative, may give contributions or engage in political activities in the suite.

8. Campaign Team Members

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

9. International Candidate Endorsements

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

candidates, including with photographs or quotes, or by placing a candidate's name in nomination.

10. International Campaign Violations

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

11. International Candidate Showcase

- A. At the International Convention, a Candidate Showcase occurs before the Annual Business Meeting for presentations by all International Officer and Director candidates.

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

12. International Proxies and Credentials

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

13. Voting by Mail

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

Region Advisors

1. Role and Responsibility

- A. The purpose of a Region Advisor (RA) is to provide support, leadership development, skill building, mentoring, and coaching to expand District leaders' capacity to achieve the District mission through frequent communication and approved District visits.
- B. RAs report to the International President through World Headquarters. RAs provide monthly reporting to the International President using a format provided by World Headquarters.
- C. An RA must not campaign for, be elected to, or be appointed to any District office or role while serving as an RA.
- D. An RA must not be, or campaign on behalf of, an International Officer or Director candidate while serving as an RA. An RA must not stand for election at the Annual Business Meeting in the same year in which their RA term ends.
- E. RA participation in social media must be in accordance with the RA Social Media Participation Chart and RA Social Media Best Practices included in the *Region Advisor Handbook*.

2. Qualifications

- A. Individuals who apply for or who are appointed to be RAs are paid members who have served 12 months as Immediate Past District Director (IPDD), 12 months as District Director (DD), and who have served 12 months in one (1) of the following two (2) roles: Program Quality Director (PQD) or Club Growth Director (CGD), or a combination thereof.
- B. Individuals who are serving in an elected or appointed District-level (including Area and Division) role must not apply in the same program year in which they are completing their term.
- C. Individuals for whom an International Officer or Director Letter of Intent is on file at World Headquarters must not apply for or be selected as an RA.

3. Term of Service

- A. The RA term lasts for 15 months: April 1 through June 30 of the following year. RAs must apply for each term and may serve no more than two (2) consecutive terms. There is no limit on nonconsecutive terms.
- B. 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.
- C. An RA may resign in writing to the International President.
- D. An RA may be removed from service at any time, with or without cause, by the Executive Committee.

4. Confidentiality

- A. An RA may receive organizational communication which must be kept confidential unless otherwise instructed. Such items must not be copied, shown to, or discussed with anyone except as authorized by the International President or Chief Executive Officer. The same restrictions are applicable when such communication is also sent to Past Region Advisors.

Once a year, the Chief Executive Officer sends a notice to all Past Region Advisors whose dues payments are current, giving them the option to continue receiving organizational communication which they must agree to keep confidential. Only those Past Region Advisors responding in writing that they wish to receive such materials subject to the confidentiality restriction, by signing the Confidentiality Statement, are sent such materials, until the following annual notice is sent to them.

- B. A breach of confidentiality must be immediately reported to the Chief Executive Officer, who reports it to the International President. Violators may be subject to further disciplinary action.

5. Region Advisor Selection Committee

- A. The RA Selection Committee is composed of:

- I. One (1) International Officer, who serves as chair, appointed by the International President.
- II. At least two (2) International Directors appointed by the International President. Each member will serve a two-year term when practicable. For each year, one (1) member will be a first-year International Director and one (1) will be a second-year International Director.
- III. No fewer than eight (8) members representing a combination of past RAs or Past International Directors 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.
 - a. District leader evaluations of each RA's service are used when selecting past RAs to serve on the committee.

- B. RA Selection Committee members are fair and open-minded.

- I. All committee members must complete a confidentiality form and submit it to World Headquarters.
- II. Committee members with a **potential** conflict of interest, such as a business or personal relationship with an applicant that **could** create a reasonable doubt as to the ability of the committee member to be impartial, must declare **it** to the chair as soon as the **potential** conflict is identified. **The chair reviews the potential conflict of interest and determines if it constitutes an actual conflict of interest. If a conflict of interest is determined to exist They-the committee member** must ~~also~~ abstain from discussion and voting regarding that applicant in context of the Committee.

In the event that the chair has a **potential** conflict of interest, as specified above, the chair must **declare it** ~~submit their resignation~~ to the International President as soon as the **potential** conflict is identified. **The International President, in consultation with the Executive Committee, reviews the potential conflict of interest and determines if it constitutes an actual conflict of interest. If a conflict of interest is determined to exist, the chair is asked to resign.**

- III. Committee members' responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study applicants' applications, watch applicants' training videos, review assessment results, conduct applicant interviews, consider any additional information available, make informed decisions, suggest or recommend qualified applicants to the chair, and seek ways to improve selection process.

C. Applicant Assessment

- I. Each RA applicant's competencies will be assessed by leaders whose dues are paid and who served with them in previous Toastmasters roles. The assessment will be administered by a professional assessment firm after the application process has closed. The results will be provided to the RA Selection Committee and to each respective applicant. Before receiving the assessment results, applicants must agree in writing to keep them completely confidential.

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

Breaches of assessment confidentiality by anyone are subject to appropriate disciplinary action.

- II. The RA Selection Committee Chair may discuss applicants and assessment results as appropriate with the Board of Directors, International Leadership Committee Chair, and Chief Executive Officer.
- III. The assessment tool is sent to:
 - a. The International Director, RA, PQD, CGD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the applicant was DD.
 - b. The International Director, RA, DD, CGD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the applicant was PQD.
 - c. The International Director, RA, DD, PQD, IPDD, District Finance Manager, District Administration Manager, District Public Relations

Manager, and Division Directors who served while the applicant was CGD.

- d. The DD, PQD, CGD, and District Public Relations Manager of Districts the applicant served as an RA.
 - e. The International Officers and Directors who served while the applicant was International Officer and/or Director.
 - f. The International Officers and Directors who served while the applicant served as an RA.
 - g. RAs who served with the applicant while the applicant served as an RA.
 - h. The DD, PQD, and CGD of Districts in which the applicant has been a member during each of the last five (5) years.
 - i. The applicant.
- D. Each year, the Board of Directors appoints RAs after considering applicants recommended by the RA Selection Committee.
- I. The Committee recommends one (1) RA for regions with eight (8) or fewer Districts.
 - II. The Committee recommends two (2) RAs for regions with nine (9) or more Districts. The Committee recommends District assignments to RAs.
 - III. The Committee may recommend the appointment of an additional RA for any region in order to meet region-specific needs and further the interests of Toastmasters International.

6. Past Region Advisors Council

- A. Each program year a Past Region Advisors Council (PRAC) will be established to submit Region Advisor Program recommendations, through World Headquarters, for consideration by the Board of Directors.
- B. The council consists of two (2) council chairs and no fewer than 14 members with equal representation of all Toastmasters International regions.
 - I. Council chairs and council members are paid members who have served as an RA and must conduct themselves in accordance with Policy 3.0: Ethics and Conduct and Protocol 3.0: Ethics and Conduct and maintain confidentiality about the council's work.
 - II. Council chairs are appointed for each program year by the First Vice President, subject to ratification by the Executive Committee.
 - a. Council chairs serve a two-year term.
 - i. Council chair terms are staggered, with one (1) council chair appointed each year.

- ii. Should a council chair be unable to complete the two-year term for any reason, the vacancy is filled by a Past Region Advisor who meets all council chair requirements. The individual filling the less-than-two-year vacancy is appointed by the First Vice President, subject to ratification by the Executive Committee. At the discretion of the First Vice President, the individual may be appointed to serve a full two-year term following the less-than-two-year time of service.
- III. Council members are appointed by the council chairs with the approval of the First Vice President, subject to ratification by the Executive Committee.
 - a. Council members serve a one-year term from July 1 to June 30. At the discretion of the First Vice President, a council member may be appointed to serve a succeeding year.
 - b. Should a member of the council be unable to complete their term for any reason, the vacancy is filled by a Past Region Advisor who meets the requirements. The individual filling the vacancy is appointed by the council chairs with the approval of the First Vice President, subject to ratification by the Executive Committee.
- IV. Past Region Advisors who are serving in an elected or appointed District-level (including Area and Division) role or on the Board of Directors must not serve as a PRAC member in the same program year.
- V. Past Region Advisors for whom an International Officer and Director Letter of Intent is on file at World Headquarters must not serve as a PRAC member.

Board of Directors and Key Employee Conflict of Interest

1. Purpose

- A. The purpose of this Policy is to protect Toastmasters International's interests when it is contemplating entering a transaction that might benefit the private interests of a Board Member, a corporate officer, the senior management or senior financial official, a key employee (defined in the Acknowledgment and Financial Interest Disclosure Statement), a person with substantial influence over Toastmasters International, or another interested person.
- B. The Board oversees an annual review of the administration of this Policy.
 - I. The review may be written or verbal.
 - II. The reviewers consider the level of compliance with the Policy, the continuing suitability, and whether the Policy should be modified, improved and updated.

2. Definitions

- A. "Insider" refers to a person with substantial influence over Toastmasters International.
 - I. Each member of the Board or other governing body is an insider.
 - II. The President, Chief Executive Officer, Chief Operating Officer, Treasurer and Chief Financial Officer, or any person with the responsibilities of any of these positions (whether or not the person is an officer of Toastmasters International under the Bylaws and the California Corporations Code) are insiders.
 - III. Any other person whom the Board, based on the facts and circumstances, determines to have substantial influence over Toastmasters International is an insider. Such persons include the founder, a substantial contributor, a person with managerial authority, or a person with control over a significant portion of Toastmasters International's budget (such as a key employee).
 - IV. Any person who met any of the above definitions at any time during the five (5) years before the proposed transaction is an insider.
- B. "Interested person" refers to insiders and the following:
 - I. Spouses **or partners** (including their siblings), ancestors, children, grandchildren, great-grandchildren, siblings, and the spouses of their children, grandchildren, great-grandchildren, and siblings of any insider.
 - II. Any entity in which any combination of insiders owns more than 35% of the combined voting power, if the entity is a corporation; profits interest, if a partnership or limited liability company of any type; or beneficial interest, if a trust or estate.

- C. “Interest” refers only to those financial commitments, investments, obligations, economic benefits, or other relationships between an interested person and Toastmasters International that are subject to Internal Revenue Code Section 4958, California Corporations Code Sections 5233 through 5236, or any other applicable federal, state, or local law or regulation governing conflicts of interest or fiduciary duties that require any action by Toastmasters International.
- D. “Person” refers to any individual or entity, including a trust, estate, partnership, limited liability company of any type, association, company, or corporation.
- E. “Transaction” refers to any transaction, agreement, or arrangement between an interested person and Toastmasters International, or between Toastmasters International and any third party where an interested person has an interest in the transaction or any party to it.

Transactions specifically identified as presenting no conflict of interest by applicable law, or by a Toastmasters International Policy or Protocol, to govern certain similar transactions and impartially administered, are excluded from the term transaction for purposes of this Policy.

Toastmasters International does not engage in any transaction prohibited by law.

3. Process

- A. Each interested person discloses to the Board or Executive Committee or other Board committee empowered to approve a specific transaction or type of transaction, in either case, (“Committee”), all material facts regarding such person’s interest (including relevant affiliations) in the transaction.
 - I. The interested person makes that disclosure promptly upon learning of the proposed transaction.
 - II. Insiders make disclosures on behalf of interested persons related to them unless the related interested person does so.
 - III. Committee powers and procedures depend on state corporate law and the authority properly delegated to the Committee by the Board.
- B. With regard to an interested person, the Board or Committee determines if a conflict of interest exists. The insider and any other interested person involved with the transaction is not present during the Board or Committee’s discussion or determination of whether a conflict of interest exists, except as provided below.
- C. The Board or Committee follows the process below to decide what measures are needed to protect Toastmasters International’s interests in light of the nature and seriousness of the conflict; to decide whether to enter the transaction; and, if so, to ensure that the terms of the transaction are appropriate.
- D. An insider who is a voting member of the Board does not vote on any transaction in which that insider has an interest, and the remaining Board or Committee members decide the matter.

- E. The Board or Committee asks questions of and receives presentations from the insiders and any other interested person, but deliberates and votes on the transaction in their absence.
- F. The Board or Committee ascertains that all material facts regarding the transaction and the interested person's conflict of interest have been disclosed to the Board or Committee and compiles appropriate data to ascertain whether the proposed transaction is fair and reasonable to Toastmasters International.
- G. After exercising due diligence, which may include investigating alternatives that present no conflict, the Board or Committee determines whether the transaction is in Toastmasters International's best interest, for its own benefit, and whether it is fair and reasonable; a majority of disinterested Board Members or Committee may approve the transaction.
- H. Decisions regarding a voting member of the Board with a material financial interest in a transaction may be made initially by a Committee in a case where it is not reasonably practicable to obtain advance Board approval, but must be ratified by the Board at the following meeting.
- I. If the transaction does not involve a voting member with a material financial interest, the transaction may be approved by the Board or Committee by majority vote of those present at a meeting for which quorum requirements have been met.
- J. The minutes of any meeting of the Board and any Committee contain the name of each interested person who disclosed or was otherwise determined to have an interest in a transaction; the nature of the interest and whether it was determined to constitute a conflict of interest; any alternative transactions considered; the Board Members or Committee who were present during the debate on the transaction, those who voted on it, and to what extent interested persons were excluded from the deliberations; any comparability data or other information obtained and relied upon by the Board or Committee and how the information was obtained; and the result of the vote, including, if applicable, the terms of the transaction that were approved and the date they were approved.
- K. Each Board Member, corporate officer, senior management official, senior financial official, and key employee and others that Toastmasters International identifies annually signs a statement that affirms that the person has received, read, understands, and agrees to comply with this conflict of interest policy and that discloses the person's financial interests and family relationships that could give rise to a conflict of interest.
- L. All such statements by Board Members are filed with the minutes of the meetings of the Board or Committee; statements by others are retained in their personnel files.
- M. If the Board has reasonable cause to believe that an insider has failed to disclose actual or possible conflicts of interest, including those arising from a transaction with a related interested person, it shall inform such insider of the basis for this belief and afford the insider an opportunity to explain the alleged failure to disclose. If, after hearing the insider's response and making further investigation as warranted by the circumstances, the Board or Committee determines that the insider has failed to disclose an actual or possible conflict

of interest, the Board or Committee takes appropriate disciplinary and corrective action.

- N. In situations in which a transaction involving a conflict of interest is discovered after it has already occurred or begun, the Board or Committee conducts a review as described above and determines whether disciplinary or corrective action is possible or warranted. In appropriate cases, the Board or Committee may determine that ratification of the transaction is in Toastmasters International's best interest, for its own benefit, and is fair and reasonable.

Ethics and Conduct

1. Violation Reporting

- A. If an ethics or conduct violation arises, it is to be handled initially at the closest practical level to the incident.
- B. If the resolution of a violation is not satisfactory, the matter may be safely reported to the next level. Club-level matters not resolved at the club level are reported to World Headquarters.
- C. If the matter is not reported, the next level is not to be held responsible for the situation.
- D. The person receiving the report shall conduct a confidential investigation and shall initiate appropriate action to resolve the matter.
- E. Regardless of the level at which an incident occurs, if any person involved in the matter believes it was not resolved in accordance with the governing documents of Toastmasters International, or if the process is not feasible, such person may promptly report the situation to the Chief Executive Officer or to the International President if the Chief Executive Officer is charged with a violation.
- F. Any claim, threat of lawsuit, or lawsuit involving an ethics violation occurring outside the club level must be reported promptly to the Chief Executive Officer.
- G. In jurisdictions where laws are stricter than the Toastmasters International governing documents, members and clubs are required to observe the stricter standards.
- H. Suspected violations of criminal law, such as embezzlement, theft, assault, or trespass should be reported to the appropriate law enforcement authorities in the jurisdiction. Any such violation occurring outside the club level must be reported to World Headquarters.
- I. The *Policy Violations Quick Reference Guide* applies to all violations at the club, District, and international level. Modifications to the guide shall only be made through the administrative protocol review process. Exceptions are not permitted.

2. Club Procedure to Discipline a Member

- A. Disciplinary actions conducted by a club relating to an individual member are addressed in Article II, Section 6, of the Club Constitution. Each club is responsible for handling its own disciplinary matters following Toastmasters Policy and Protocol. District leaders have no club-level authority and shall not be involved in club-level disciplinary matters. World Headquarters, at the request of club officers, provides counsel and direction in matters of process.
- B. The process set forth below in C through J applies if a club considers disciplining an individual member. This includes, but is not limited to, situations in which the International President requests that the club initiate proceedings against a particular member.

- C. An individual member who wishes to express concern about any ethics and conduct or other violations involving a member of the club or the Club Executive Committee may submit a complaint containing reasonably credible information to the Club President, who becomes the investigative officer. If the Club President is the charged member, has a conflict of interest, or is exhibiting undue bias, the next highest-ranking club officer replaces the Club President throughout the remainder of the proceedings. A conflict of interest occurs when the Club President has a business or personal relationship with the charged member **that impacts the Club President's ability to remain impartial and make a decision in the best interests of the club**. In such cases, the Club President must not participate in the investigation.
- D. If the investigative officer believes the member complaint to be reasonably credible, a confidential investigation must be completed within a reasonable time (within 21 days). The investigative officer discusses the findings from the investigation with the complaining member and the charged member (separately or together) in an effort to reach a mutually agreeable resolution. If a resolution is reached, the matter is closed.
- E. If a resolution is not reached, the investigative officer refers the matter to the Club Executive Committee. The Club Executive Committee determines, by a majority vote, whether:
 - I. Sufficient evidence of alleged violations exists
 - II. A disciplinary hearing takes place.
 - III. The disciplinary hearing is conducted by the Club Executive Committee or the club members.
- F. The following disciplinary actions are available to the club:
 - I. Request a public apology
 - II. Letter of censure
 - III. Suspension of up to 90 days
 - IV. Decline to renew membership
 - V. Terminate membership in the club
 - VI. Refer the matter to World Headquarters for further investigation
- G. A Notice of Hearing is required to conduct a disciplinary hearing. The Notice of Hearing shall include the following:
 - I. Location, date and time of the hearing
 - II. A list of the charges
 - III. The specific Policy or Protocol referring to the charges
 - IV. The potential disciplinary actions available to the club, as listed above
- H. This is the disciplinary hearing procedure when conducted by the Club Executive Committee.
 - I. The Club Executive Committee creates the Notice of Hearing and provides the Notice of Hearing in writing to the charged member.

- II. After receiving the Notice of Hearing, the charged member has 15 days to respond to the charges, either orally or in writing.
- III. The Club Executive Committee distributes copies of the Notice of Hearing and any response from the charged member to all members of the Club Executive Committee no fewer than seven (7) days prior to the disciplinary hearing.
- IV. After the 15-day response time, the Club Executive Committee holds the disciplinary hearing.
 - a. The chair of the disciplinary hearing shall be the Immediate Past Club President unless unable to do so, in which case the highest-ranking club officer who is present will serve as chair. The investigative officer may not chair the hearing.
 - b. The Club Executive Committee must have a quorum present (majority).
 - c. At the disciplinary hearing, the investigative officer will present the list of charges to the Club Executive Committee.
 - d. If the charged member requests, the charged member is given an opportunity to appear before the committee to address the charges for a period of time as determined by the committee, provided that such time is equal to or greater than the amount of time taken to present the charges.
 - e. Club Executive Committee members may ask clarifying questions of the investigative officer and charged member.
 - f. The charged member is excused for discussion and voting.
 - g. The Club Executive Committee, by majority vote, determines if the charges are substantiated.
 - h. If the charges are substantiated, the Club Executive Committee, by majority vote, determines the appropriate disciplinary action(s) to be taken.
 - i. In order to terminate membership, two-thirds of the Club Executive Committee who are present and voting must vote in favor of termination.
- V. The charged member and club members are notified in writing of the action taken within one (1) week of the Disciplinary Hearing.
- VI. The charged member may appeal the Club Executive Committee's decision to the club in writing and within 15 days of the date of notice. Below is the procedure to hold an appeal hearing:
 - a. The Club Executive Committee sends notice of a special business meeting to all club members to conduct the appeal hearing, along

with a copy of the original Notice of Hearing, no fewer than seven (7) days prior to the appeal hearing.

- b. The chair of the appeal hearing shall be the Immediate Past President unless unable to do so, in which case the highest-ranking club officer who is present will serve as chair. The investigative officer may not chair the hearing.
 - c. The club must have a quorum present (majority).
 - d. At the appeal hearing, the investigative officer will present the list of charges to the club members.
 - e. If the charged member requests, the charged member will be given the opportunity to appear before the club members to address the charges for a period of time as determined by the committee, provided that such time is equal to or greater than the amount of time taken to present the charges.
 - f. Members of the club may ask clarifying questions of the investigative officer and the charged member.
 - g. The charged member is excused for discussion and voting.
 - h. A majority of members present and voting is required to overturn the Club Executive Committee's decision.
 - i. If a member's appeal of a terminated club membership is successful, the Club President must notify World Headquarters in writing within seven (7) days.
- I. Below is the disciplinary hearing procedure when conducted by the club members.
- I. The Club Executive Committee creates the Notice of Hearing and provides the Notice of Hearing in writing to the charged member.
 - II. After receiving the Notice of Hearing, the charged member has 15 days to respond to the charges, either orally or in writing.
 - III. The Club Executive Committee distributes copies of the Notice of Hearing, and any response from the charged member, to all members of the club no fewer than seven (7) days prior to the disciplinary hearing.
 - IV. After the 15-day response time, the club members hold a disciplinary hearing.
 - a. The chair of the disciplinary hearing shall be the Immediate Past Club President unless unable to do so, in which case the highest-ranking club officer who is present will serve as chair. The investigative officer may not chair the hearing.
 - b. The club must have a quorum present (majority).

- c. At the disciplinary hearing, the investigative officer will present the list of charges to the club members.
 - d. If the charged member requests, the charged member is given an opportunity to appear before the club to address the charges for a period of time as determined by the Club Executive Committee, provided that such time is equal to or greater than the amount of time taken to present the charges.
 - e. Members of the club may ask clarifying questions of the investigative officer and the charged member.
 - f. The charged member is excused for discussion and voting.
 - g. The club members, by majority vote, determine if the charges are substantiated.
 - h. If the charges are substantiated, the club members, by majority vote, determine the appropriate disciplinary action(s) to be taken.
 - i. In order to terminate membership in the club, two-thirds of the club members who are present and voting must vote in favor of termination.
- V. The charged member and club members are notified of the action taken.
- VI. There is no appeal of a decision made by the club members.
- J. When an individual is removed from membership in a club, the Club President must notify World Headquarters in writing within seven (7) days. If the Club President is the member removed, the next highest-ranking officer is responsible for notifying World Headquarters.

3. District Procedure to Discipline a Member

- A. Resignation or removal of a District officer is addressed in Article VII, Section (h), of the District Administrative Bylaws.
- B. An individual member who wishes to express concern about any ethics and conduct or other violation involving a member of the District Executive Committee, other appointed District leader, or an individual Toastmasters member participating in District activities, may submit a complaint, in writing, to the investigating officer, who is typically the District Director, and World Headquarters. The written complaint includes the following:
 - I. All parties involved
 - II. Description of what occurred
 - III. A list of the violation(s) and the specific Policy or Protocol referring to the violation(s)
 - IV. Documentation supporting the violation(s)
 - V. The desired resolution(s)

If the District Director is the charged member, has a conflict of interest, or is exhibiting undue bias, the next highest-ranking District officer replaces the District Director throughout the remainder of the proceedings. **A conflict of**

interest occurs when the District Director has a business or personal relationship with the charged member that impacts the District Director's ability to remain impartial and make a decision in the best interests of the District.

In these circumstances and in consultation with World Headquarters, the next highest ranking District leader may appoint any Past District Director, including any Past Region Advisor or Past member of the Board of Directors who is a member of a club within the region, to act as the investigating officer.

If no one is selected from within the Region, in consultation with World Headquarters, any Past Region Advisor or past member of the Board of Directors may be assigned to act as the investigating officer.

- C. The investigating officer completes a confidential investigation within seven (7) days. The investigating officer discusses the findings from the investigation with the complaining member (complainant) and the charged member (separately or together) in an effort to reach a mutually agreeable resolution. If a resolution is reached, the matter is closed.
- D. If a resolution is not reached, the investigating officer appoints a District Disciplinary Committee and informs World Headquarters. World Headquarters provides counsel and direction in matters of process.
- E. The District Disciplinary Committee has five (5) members: the Immediate Past District Director (chair), a Past District Director (co-chair), and three (3) DEC members, selected for their impartiality. If the Immediate Past District Director (IPDD) is involved in the complaint, a Past District Director chairs the committee and the IPDD is excused. Where there is no IPDD or insufficient PDDs, the investigating officer may appoint any Past District Director, including any Past Region Advisor or Past member of the Board of Directors who is a member of a club within the region, to act as the chair and/ or co-chair.

If no one is selected from within the Region, in consultation with World Headquarters, any Past Region Advisor or past member of the Board of Directors may be assigned to act as the chair and/ or co-chair.

- F. The District Disciplinary Committee receives copies of the original complaint, the charged member's response and the results of the investigating officer's confidential investigation and carries out further investigations at its discretion.
- G. If the District Disciplinary Committee determines that sufficient evidence of alleged violations exists, charges are developed, and the member is notified that a hearing will take place. The hearing may be onsite, online, or in a hybrid format. All discussion and materials are subject to confidentiality.
- H. A Notice of Hearing is required to conduct a disciplinary hearing. The Notice of Hearing is sent by the District Disciplinary Committee Chair and shall include the following:
 - I. Date, time, and location, including onsite address and/or online information
 - II. A list of the charges with supporting documentation

- III. The specific Policy or Protocol referring to the charges
- I. After receiving the Notice of Hearing, the charged member has 15 days to respond to the charges, in writing to the District Disciplinary Committee Chair.
- J. After the 15-day response time, the District Disciplinary Committee holds the disciplinary hearing.
- K. The complainant and the charged member have the opportunity to participate in the hearing. The District Disciplinary Committee determines the time limit for discussions, as well as the amount of and the manner in which evidence is received, whether in person or in writing.
- L. The complainant and the charged member provide any written, physical, or other evidence (other than oral testimony); and a list of witnesses to the District Disciplinary Committee no later than 96 hours prior to the hearing.
- M. The hearing is a closed hearing. The only people permitted in attendance are the District Disciplinary Committee members, the complainant, the charged member, and witnesses. Witnesses may be suggested by the complainant, the charged member and the committee. If witnesses are in attendance, they speak only to the charges and evidence presented.
- N. At the hearing, the co-chairs:
 - I. Confirm that a quorum is present.
 - II. Indicate the hearing is not a court of law, and that the disciplinary process is being followed as outlined in Toastmasters' governing documents.
 - III. Advise participants that recording of the hearing is prohibited.
 - IV. State that all discussion is limited to the charges and evidence presented.
 - V. Present findings from the investigation. The findings may contain sensitive and confidential information. The committee may keep the source of information confidential.
 - VI. Provide the charged member with response time equal to the presentation of the charges. The chair may extend the time in the interest of fairness. The charged member speaks to all charges and is then excused.
 - VII. Provide any witnesses who are speaking a predetermined amount of time to speak. The chair may extend the time in the interest of fairness. Witnesses may speak to all charges during one session and then be excused from the hearing.
 - VIII. Excuse all parties present except the District Disciplinary Committee to discuss the charges, evidence and response of the charged member.

- a. The District Disciplinary Committee discusses, and determines, by majority vote, whether the charges were substantiated.
- b. If the charges are substantiated, the District Disciplinary Committee discusses potential disciplinary action(s) and determines, by majority vote, the recommended disciplinary action.

IX. Disciplinary actions may include one (1) or more of the following:

- a. Private written censure of the member by the District Executive Committee
- b. Suspension from participation in District activities – not to exceed 18 months
- c. Suspension or removal from District office
- d. Suspension from eligibility to be elected or appointed to District office – not to exceed 18 months
- e. Request that the Board of Directors conduct a disciplinary hearing to consider removing the individual from good standing with Toastmasters International.

X. The District Disciplinary Committee makes a motion setting out the proposed disciplinary action to the District Executive Committee. The District Executive Committee may ask clarifying questions, and proceed to vote on the proposed disciplinary action. Voting takes place following the voting procedures outlined in Protocol 7.1: District Events.

XI. Removal from office requires a two-thirds vote of the entire District Executive Committee. Other disciplinary action must be approved by a majority vote of those present and voting.

O. The charged member and World Headquarters are notified in writing within 24 hours of the conclusion of the District Executive Committee meeting of any disciplinary action.

P. The disciplinary process and the outcome are confidential, unless the circumstances of the case indicate that disclosure may be required, such as:

- I. Potential of harm to members or guests
- II. When the best interest of Toastmasters International may require discreet communications to others

Prior to any disclosure, the District Director (or next highest-ranking District officer) must consult with World Headquarters to determine if further disclosure is necessary. World Headquarters will provide direction as to the audience and scope of the disclosure.

Q. If the District Executive Committee approves disciplinary action, the investigating officer provides the appeal criteria to the charged member, who then has 15 days to appeal to the Board of Directors.

R. The Board of Directors may, on its own initiative, review the District Executive Committee's decision and reach a different conclusion in the best interests of Toastmasters International, its Member Clubs and individual members.

4. Procedure to Discipline Accredited Speakers and World Champions of Public Speaking

- A. An individual member who wishes to express concern about any ethics and conduct or other violation involving an Accredited Speaker or World Champion of Public Speaking, may submit a complaint, in writing and containing reasonably credible information to World Headquarters. If the complaint is deemed to be reasonably credible, a disciplinary review following the steps in this Protocol may be conducted.
- B. Violations include, but are not limited to: harassment; discrimination; intimidation or the creation of a hostile environment; illegal, dishonest, or unethical behavior described in the Policy 3.0: Ethics and Conduct; and failure to uphold Toastmasters International's Bylaws, Policies, or Protocols.
- C. Disciplinary actions may include, but are not limited to:
- A warning or reprimand
 - A requirement to acknowledge the infraction or violation
 - A requirement to correct the infraction
 - A commitment to non-recurrence
 - An apology to affected parties
 - Provision of financial restitution to persons affected or to the organization for costs of the disciplinary process
 - Suspension of title for a specific time or permanently
 - Removal from good standing with Toastmasters International for a specific time or permanently
- D. Disciplinary review and action are based on the severity of the potential violation:
- I. A level-one violation is a minor infraction (for example: inappropriate or disrespectful behavior with individual Toastmasters members or staff. Inappropriate or disrespectful behavior at Toastmasters events.)
- a. The International President reviews the information, conducts an investigation and consults with the Executive Committee and others as needed, and engages in disciplinary communication (orally and/or in writing) to the Accredited Speaker or World Champion of Public Speaking.
 - b. If correctable, the individual acknowledges the infraction and corrects it.
 - c. If not correctable, the individual acknowledges the infraction and commits in writing to non-recurrence.
 - d. The International President informs the Board of Directors.
- II. A level-two violation is a severe violation (for example: excessive, inappropriate, or disrespectful behavior at a Toastmasters event, or relating to World Headquarters; consistently missing or being unprepared for Toastmasters-related speaking engagements; promoting the violation of Toastmasters Bylaws, Policies, or Protocol; deliberately misusing the

Accredited Speaker or World Champion of Public Speaking title, embarrassing the organization, tarnishing the reputation of the program).

- a. The International President reviews the information, conducts an investigation and consults with the Board of Directors and others as needed.
- b. The Board of Directors determines the appropriate disciplinary measure, up to and including a hearing to consider revocation of the Accredited Speaker or World Champion of Public Speaking.
- c. The Board may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
- d. If the Board decides to proceed with the Disciplinary Committee's recommendation, appropriate procedures are followed.
- e. There is no appeal of the Board's decision.

5. Procedure to Discipline Region Advisors

- A. All Region Advisors' actions and communications are to be ethical and consistent with Toastmasters International's Bylaws, Policies, Protocols, mission, vision, and core values.
- B. Region Advisors do not knowingly support, aid, facilitate, invite, or condone anyone or anything that interferes with or is detrimental to the programs, proceedings, or affairs of Toastmasters International.
- C. Violations include, but are not limited to, a breach of confidentiality; harassment; discrimination; illegal, dishonest, or unethical behavior; failure to uphold Toastmasters International's Bylaws, Policies, or Protocols; and undermining a decision of the Board.
- D. Disciplinary measures include, but are not limited to, a warning; a reprimand; correction of the infraction; commitment to non-recurrence; acknowledgement of the infraction or violation; apology to affected parties; private or public censure from the International President; removal from the role of Region Advisor; and removal from good standing.
- E. Disciplinary action for a violation is based on the severity of the offense:
 - I. A level-one violation is a minor infraction (for example: inappropriate or disrespectful behavior at a meeting, or relating to the World Headquarters staff; consistently missing or being unprepared)
 - a. The International President investigates a level-one violation and consults with the Chief Executive Officer.
 - b. The International President engages in disciplinary communication (oral and/or written) to the Region Advisor.
 - c. If correctable, the Region Advisor acknowledges the infraction and corrects it.

- d. If not correctable, the Region Advisor acknowledges the infraction and commits to non-recurrence.
 - e. The International President advises the Executive Committee of the situation.
 - f. The Region Advisor may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the disciplinary communication.
- II. A level-two violation is a medium violation (for example: an inadvertent breach of confidentiality; commits, promotes, or ignores a violation of Toastmasters Bylaws, Policy, or Protocol)
- a. The International President investigates a level-two violation and consults with the Chief Executive Officer.
 - b. The International President and Chief Executive Officer consult with the Executive Committee.
 - c. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures; the Executive Committee reports that matter to the Board.
 - d. The Executive Committee may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
 - e. The International President engages in a disciplinary communication (oral and written) to the Region Advisor.
 - f. The Region Advisor commits to non-recurrence.
 - g. The Region Advisor may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the written disciplinary communication.
- III. A level-three violation is a severe violation (for example: excessive inappropriate or disrespectful behavior at a meeting, or relating to the World Headquarters staff; promoting the violation of Toastmasters Bylaws, Policy, or Protocol)
- a. The International President investigates a level-three violation and consults with the Chief Executive Officer.
 - b. The International President and Chief Executive Officer consult with the Executive Committee.
 - c. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures, up to and including a hearing to consider removal of the Region Advisor's good standing with Toastmasters International.

- d. The Executive Committee may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
- e. If the Executive Committee recommends a hearing to consider removal of the Region Advisor's good standing, the International President presents the situation and the Executive Committee's recommendation to the Board.
- f. If the Board decides to proceed with a hearing to consider removal of the Region Advisor's good standing, appropriate procedures are followed.
- g. If the Board decides not to proceed with a hearing to consider removal of the Region Advisor's good standing, the International President engages in disciplinary communication (oral and written) to the Region Advisor, including appropriate disciplinary measures, as decided by the Board.
- h. There is no appeal of the Board's decision.

6. Procedure to Discipline Past Board Members and Past Region Advisors

- A. All actions and communications are to be ethical and consistent with Toastmasters International's Bylaws, Policies, Protocols, mission, vision, and core values.
- B. Past Board Members and Past Region Advisors do not support, aid, facilitate, invite, or condone anyone or anything that interferes with or is detrimental to the programs, proceedings, or affairs of Toastmasters International.
- C. Violations include, but are not limited to, a breach of confidentiality; harassment; discrimination; illegal, dishonest, or unethical behavior; failure to uphold Toastmasters International's Bylaws, Policies, or Protocols; and undermining a decision of the Board.
- D. Disciplinary measures include, but are not limited to, a warning; a reprimand; correction of the infraction; commitment to non-recurrence; acknowledgement of the infraction or violation; apology to affected parties; private or public censure from the International President; and removal from good standing.
- E. Disciplinary action for a violation is based on the severity of the offense:
 - I. A level-one violation is a minor infraction (for example: inappropriate or disrespectful behavior at a meeting or events, or relating to the World Headquarters staff).
 - a. The International President investigates a level-one violation and consults with the Chief Executive Officer.
 - b. The International President engages in disciplinary communication (oral and/or written) to the member.
 - c. If the infraction is correctable, the member acknowledges it and corrects it.

- d. If the infraction is not correctable, the member acknowledges it and commits to non-recurrence.
 - e. The International President advises the Executive Committee of the situation.
 - f. The member may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the disciplinary communication.
- II. A level-two violation is a medium violation (for example: an inadvertent breach of confidentiality; or committing, promoting, or ignoring a violation of Toastmasters Bylaws, Policy, or Protocol).
- a. The International President investigates a level-two violation and consults with the Chief Executive Officer.
 - b. The International President and Chief Executive Officer consult with the Executive Committee.
 - c. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures; the Executive Committee reports that matter to the Board.
 - d. The Executive Committee may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
 - e. The International President engages in disciplinary communication (oral and written) to the member.
 - f. The member commits to non-recurrence.
 - g. The member may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the written disciplinary communication.
- III. A level-three violation is a severe violation (for example: excessive inappropriate or disrespectful behavior at a meeting or events, or relating to the World Headquarters staff; or promoting the violation of Toastmasters Bylaws, Policy, or Protocol).
- a. The International President investigates a level-three violation and consults with the Chief Executive Officer.
 - b. The International President and Chief Executive Officer consult with the Executive Committee.
 - c. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures, up to and including a hearing to consider removal of the member's good standing with Toastmasters International.

- d. The Executive Committee may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
- e. If the Executive Committee recommends a hearing to consider removal of the member's good standing, the International President presents the situation and the Executive Committee's recommendation to the Board.
- f. If the Board decides to proceed with a hearing to consider removal of the member's good standing, appropriate procedures are followed.
- g. If the Board decides not to proceed with a hearing to consider removal of the member's good standing, the International President engages in disciplinary communication (oral and written) to the member, including appropriate disciplinary measures, as decided by the Board.
- h. There is no appeal of the Board's decision.

7. Recognition Program Violations

- A. The Chief Executive Officer is authorized to delay, deny, or withdraw the granting of any recognition award, or the acceptance at World Headquarters of any documentation in support of any such award, if it appears that there were misrepresentations by or on behalf of the individual, club, Area, Division, or District seeking the award.
 - I. The final decision to deny or withdraw an award is the responsibility of and must be confirmed by the International President.
 - II. There is no right of appeal beyond the International President.
- B. If there are misrepresentations in the submission of a club's renewals, charter fees, or membership applications, that club shall be suspended from all performance results for the remainder of the program year.
 - I. The District Director, Program Quality Director, and Club Growth Director shall be immediately notified of the action and provided the reasons for suspension.
 - II. If all three (3) officers, or a majority of the officers and the Immediate Past District Director, or a majority of the District Executive Committee, certify in writing that, in their judgment, there was no misrepresentation, then the club can be reinstated to the performance results.
 - III. Clubs suspended from a District's year-end performance results must be reinstated before July 15 in order to receive credit for recognition as a Distinguished Club, Distinguished Area, Distinguished Division, and Distinguished District.
- C. Districts may create, administer, and promote District-specific recognition programs if and only if they act to supplement, and do not compete with or replace, official Toastmasters International recognition programs.

District Campaigns and Elections

1. Schedule

Date	Action
No later than November 1	District Director appoints District Leadership Committee (DLC) Chair.
No later than December 1	DLC members are recommended by the DLC Chair and approved by the District Director.
No Later than January 15	Call for candidate declarations.
Determined by the DLC Chair and announced to the members of the clubs in the District	Deadline for candidates to declare intent to run.
March 15 – June 1	Annual Meeting of the District Council occurs (actual date set by each District).
Six (6) weeks prior to the election date	DLC notifies District Director of nominated candidates.
Four (4) weeks prior to the election date	DLC report and biographical forms are emailed to all members of the District Council and posted on the District website. Eligible floor candidates shall declare their intent to run in writing to the District Director after the DLC report has been published and at least seven (7) days prior to the Annual Meeting of the District Council.
July 15	Deadline to submit Officer Agreement and Release Statements and District Leader rosters to World Headquarters.

2. District Leadership Committee

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

DLC meetings and deliberations are confidential and must not be attended by or shared with those who are not DLC members. A DLC candidate interview is attended only by the DLC members and the candidate.
 - IV. Confirm that each candidate meets the candidate qualifications defined in Article VII, Section (d), of the District Administrative Bylaws.

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

interest is determined to exist the committee member ~~They~~ must ~~also~~ abstain from the interviews, discussion, and voting regarding that candidate in the context of the Committee.

In the event the DLC Chair has a potential conflict of interest, as specified above, the chair must declare it to the District Director as soon as the potential conflict of interest is identified. The District Director reviews the potential conflict of interest and determines if it constitutes an actual conflict of interest. If a conflict of interest is determined to exist, the chair is asked to resign.

3. Candidate Assessment and Selection

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

- F. The DLC Chair is a non-voting member of the committee and does not attempt to influence the other members of the committee.
- G. Committee members cast their votes in written form, and the committee nominates a minimum of one (1) candidate each for the offices of District Director and Program Quality Director; two (2) or more candidates for the office of Club Growth Director; and a minimum of one (1) candidate for all other elective District offices.
- H. Votes are tallied by the DLC Chair and at least two (2) other committee members. The Chair announces the results to the committee.
- I. To be nominated, a candidate must receive a majority vote of the DLC.
- J. DLC deliberations and votes are confidential and may be shared only with the District Director, World Headquarters, and the Toastmasters International Board of Directors.

4. Nomination Results

- A. The reporting of committee results is governed by Article XI, Section (b), of the District Administrative Bylaws.
- B. The DLC Chair or the District Director notifies nominated candidates and reconfirms their willingness to be nominated and their commitment to fulfill the duties of office.
- C. The District Director distributes the committee report and the Candidate Biographical Form for each candidate to the District Council.
- D. The DLC Chair or District Director notifies candidates who were not nominated and advises them of their eligibility to seek office as floor candidates.
- E. The DLC report is incomplete if the DLC is unable to nominate the required number of candidates for any individual office(s). The nomination report is invalid if any other DLC requirement, process, or deadline is not complied with.
- F. If the DLC report is incomplete, qualified candidates may run from the floor for any position for which the DLC did not nominate the required number of candidates. Qualified candidates must notify the District Director seven (7) days prior of their intent to run from the floor. Any nominations made by the DLC are valid.
- G. If the DLC report is invalid, qualified candidates may run from the floor for all positions. Any nominations made by the DLC are invalid. The report may be presented to District Council members as an advisory report at the discretion of the District Executive Committee.
- H. Any protest related to the DLC report must be submitted to the District Director no later than two (2) weeks prior to the elections.
- I. It is recommended that the DLC Chair or designated committee member provide feedback to all candidates for leadership development.

5. Announcement of Candidacy

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

6. Campaign Communications

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

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

- Q. Candidates shall not present campaign speeches at any District non-election meeting, or campaign at any club meetings.
- R. Advertisements in District publications, such as in newsletters, in conference programs, or on websites, by or on behalf of candidates for District office are not permitted.
- S. The names of floor candidates are not published with the DLC report or in any other District publication.
- T. Candidates or their representative(s) shall not send campaign communications once the Annual Meeting of the District Council begins.

7. Candidate Endorsements

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

8. Campaign Violations

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

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

9. Candidate Showcase

- A. At the District conference, it is recommended that a Candidate Showcase occur before the Annual Meeting of the District Council.

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

10. Credentials

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

11. Elections

- A. The District Director or a person designated by the District Director explains the election rules and procedures to the delegates.
- B. The DLC Chair shall present the committee's report. In the chair's absence, the District Director designates another member of the DLC, when practicable, to

present the report. The chair or designee announces the names of the committee members and reads the name of each nominated candidate, in alphabetical order, for each of the offices of District Director, Program Quality Director, Club Growth Director, and Division Directors. The Area Directors, District Public Relations Manager, District Administration Manager, and District Finance Manager are also announced if elected.

- C. If any proven level-two or -three Policy violation(s) by a candidate have occurred, according to Section 8 of this Protocol, the District Executive Committee may disclose that violation and its consequences prior to the election.
- D. For each office, the District Director inquires whether there are additional nominations from the floor.
 - I. Floor candidates for District Director, Program Quality Director, Club Growth Director, and Division Director who have completed the evaluation process conducted by the DLC are eligible to run from the floor at the Annual Meeting of the District Council, according to Article VII, Section (e), of the District Administrative Bylaws. All eligible floor candidates must declare their intent to run to the District Director at least seven (7) days prior to the elections.
 - II. If the DLC report is invalid, candidates for District Director, Program Quality Director, Club Growth Director, and Division Director may be nominated as floor candidates without going through the DLC evaluation process.
 - III. Floor candidates must be nominated by a member of the District Council. Floor candidates may self-nominate when they are a member of the District Council.
 - IV. Floor candidates or, in their absence, their representatives state their eligibility qualifications.
 - V. Floor candidates for District Director, Program Quality Director, Club Growth Director, and Division Director must declare their intent to run to the District Director and sign the Officer Agreement and Release Statement at least seven (7) days prior to the elections. Only the Officer Agreement and Release Statements of those elected are sent to World Headquarters.
 - VI. The District Director may declare any proven level-two or -three Policy violations by floor candidates to the District Council.
 - VII. When nominations are complete, the District Director declares the nominations for that office closed.
- E. A candidate nominated by the District Leadership Committee who is not elected to the nominated office may be nominated from the floor for a maximum of one (1) additional office at the Annual Meeting of the District Council. A candidate who is not nominated by the District Leadership Committee may stand as a floor candidate for a maximum of two (2) District officer roles at the Annual Meeting of the District Council.

- I. Candidates must have completed the DLC interview process for each office.
 - II. Candidates must have declared their intent to run at least seven (7) days prior to the elections, for each office.
 - III. Upon approval of a new Division or new Divisions, at the Annual Meeting of the District Council, candidates who have gone through the DLC interview process, for any Division, are eligible to run from the floor for the new Division or Divisions. In this circumstance the requirement to declare intent prior to the Annual Meeting of the District Council is waived.
- F. At the discretion of the District Director, candidate speeches should all be delivered onsite or should all be delivered online to give each candidate an equal platform.
 - G. After nominations are closed, candidate speeches are given. Each candidate speaks on their own behalf. If a candidate is not present, an authorized representative may speak for the candidate. Candidate speeches shall not contain negative information about other candidates. If there is only one (1) candidate nominated, no speech is given.
 - H. A candidate's representative shall not be a member of the District Executive Committee, a member of the DLC, the Credentials Chair, or any other meeting official.
 - I. The balloting for each office takes place immediately following candidate speeches. The number of votes that a member may cast is governed by Article X, Section (e), of the District Administrative Bylaws.
 - J. After nominations for an office are closed, if there is only one (1) candidate for the office, the District Director may entertain a motion to dispense with the secret ballot for the uncontested office and instruct the District Administration Manager to cast a single ballot for the candidate.
 - K. Candidates are responsible for appointing one (1) observer to monitor the integrity of the voting and ballot counting process.
 - L. Each election is completed and the winner announced before moving to the subsequent election.
 - M. Any candidate who receives a majority of the votes cast is declared elected. In the event no candidate receives a majority of the votes cast for a contested office, voting continues with the use of special ballots. Prior to the second ballot, the nominee having the lowest vote on the first ballot and any nominee receiving less than 10% of the votes cast shall be dropped, and on such succeeding ballots the same procedure shall be followed until a nominee has received a majority of all votes cast. In case of a tie between two (2) remaining nominees, the election shall be decided by lot.
 - N. Upon adjournment of the Annual Meeting of the District Council, all election results are final. Results of the election must be displayed on the District

website and may also be announced in other public forums as soon as possible following adjournment of the meeting.

- O. All ballots are retained for 24 hours following the close of the meeting for review only by the District Director or District Credentials Chair, as necessary, and immediately thereafter destroyed by the District Director or District Credentials Chair.

Board of Directors Meetings

1. Board meetings are conducted onsite, online, or in a hybrid format in accordance with the following procedures. Any situation not covered by the Bylaws, Policy, or Protocol follows the latest edition of *Robert's Rules of Order Newly Revised*.
2. The Chief Executive Officer prepares and distributes agenda information, subject to the approval of the International President, to Board Members in advance of each meeting.
3. Board meetings typically consist of the approval of minutes, reports, resolutions, unfinished business, new business, and announcements.
 - A. The International President or next highest-ranking officer presides as the Board Chair and maintains order. The chair decides all questions of order, subject to Board appeal. The chair announces the business that is in order, and no business is considered until it is declared in order. The chair may call a recess for the purpose of committee meetings.
 - B. A committee considers topics assigned by the International President or the Board and originates new topics within the scope of its stated functions. Each committee reports its findings and recommendations to the Board.
 - C. Board Members address the chair and proceed only when recognized. No Board Member is entitled to speak more than once on any issue until each member has had the opportunity to speak.
 - D. Votes are taken by voice except if the chair is in doubt or a division is requested, in which case the vote is counted by hands or roll call. A roll call vote is taken upon the request of any two (2) Board Members.
 - ~~E.I. Any Board Member, upon request, may have a dissenting vote recorded in the minutes. Every Board Member, including the chair, is entitled to vote or abstain on every issue on which a vote is taken.~~
 - II. Any Board Member, upon request, may have a dissenting vote recorded in the minutes.**
- E. Upon distribution of the agenda and background information, any Board Member with a potential conflict of interest in a matter up for consideration, such as a business or personal relationship that could create a reasonable doubt as to the ability of the Board Member to be impartial, must declare it to the chair. The chair reviews the potential conflict of interest and determines if it constitutes an actual conflict of interest. If it is determined a conflict of interest exists, abstention by the Board Member is required if the member has a conflict of interest.**
 - I. If the matter involves the consideration of entering into a transaction, the processes outlined in Policy 11.11: Board of Directors Conflict of Interest are followed.**

- F. Committee reports are written and called for action during the proper order of business.
 - G. If a topic is exclusively assigned to a committee, that committee is given the opportunity to make a recommendation to the Board before the Board acts on the matter.
 - H. Committee and minority reports are addressed to the Board and include the topic, purpose, Policy references, proposal, and supporting information.
 - I. The International President may prepare Board and committee topics in consultation with the Executive Committee. The International President informs all Board Members of Board and committee assignments at the time topics are assigned.
 - J. During discussions, Board Members may ask questions of the committee members.
4. The Chief Executive Officer provides Board meeting minutes to the Board within 45 days after each Board meeting. The minutes will contain a record of business conducted by the Board, including discussion and decisions. Minutes are subject to Policy and Protocol that govern Board confidentiality. Prior to distribution, the International President, International President-Elect, and legal counsel, if necessary, review the meeting minutes.
 5. The Chief Executive Officer provides Executive Committee meeting minutes to the Board within 30 days after each Executive Committee meeting. The minutes will contain a record of business conducted by the committee, including discussion and decisions. Minutes are subject to Policy and Protocol that govern Board confidentiality. Prior to distribution, the International President, International President-Elect, and legal counsel, if necessary, review the meeting minutes.
 6. The Board may receive suggestions for Board agenda items from Board Members, the International President, the Chief Executive Officer, Board committees, or any Toastmasters member. Board Members are encouraged to submit potential agenda items using the Board Item Submission Request form.
 7. A suggested list of agenda items consisting of ongoing business and potential new business is developed by the Chief Executive Officer and is submitted to the International President. The International President determines the final list of agenda items. However, the Board may vote to direct the International President to include an item on the agenda.
 8. The Chief Executive Officer develops background information on each agenda item for the Board's study or review. This information is provided a minimum of 14 days in advance of scheduled onsite or hybrid Board meetings, and 72 hours in advance of online Board meetings. The proposed annual budget is provided a minimum of 10 days in advance of the scheduled discussion.
 9. Agendas and background information for Executive Committee meetings are provided to the Board at the same time as the Executive Committee, with the exception of the proposed annual budget.
 10. In Board deliberations, each Board Member has the opportunity to present an opinion.

District Fiscal Management

1. District Funds

A. District funds are to be used to support the District mission. District officers are required to use funds effectively according to the District Success Plan, as well as Toastmasters Policy and Protocol. Expenses shall be incurred according to the following priorities:

- I. Education and Training
- II. Marketing outside Toastmasters
- III. Club growth and club retention
- IV. Membership growth and membership retention
- V. District communication and public relations

While the above five (5) categories are considered the highest priority, the following expense categories are also considered important to the District mission; however, the level of priority for the categories below is not strictly mandated and may be determined on an annual basis by the District:

- Recognition
- Travel and lodging
- Food and meals
- Speech contests conducted by the District
- Administration and District meetings

B. District funds may be used for the International Convention and Mid-year Training, but must not be used for other events or meetings outside the District. District funds must not be used for membership payments, or club dues or fees. District funds must not be donated to any charitable fund, including the Ralph C. Smedley Memorial Fund®.

C. Any noncompliance with regard to District fund usage may result in possible disciplinary actions and/or the withholding of District funds and reimbursements.

2. District Financial Records

A. All District funds, bank statements, canceled checks, and other financial records are the property of the District and of Toastmasters International.

B. Such funds and records are delivered to the new District Finance Manager or new District Director no later than July 1 of the new District program year under Article XII, Section (b), of the District Administrative Bylaws.

C. The outgoing District Finance Manager and the outgoing District Director retain copies of any records necessary to complete the District year-end audit. Any funds, statements, or other financial documents received after July 1 are given immediately to the new District Finance Manager or new District Director.

3. District Reserve Account

A. At the end of the program year, the District reserve account balance shall remain equal to or greater than 25% of that District's membership dues income

for the prior year. This amount shall be referred to as the Required Retention. If the Required Retention is not met in a particular year, the deficit shall be included in the subsequent year's budget, or otherwise agreed upon with the Chief Executive Officer, to allow the District to regain compliance.

- B. If the District reserve exceeds 1.25 times the Required Retention at the end of the program year, 50% of that amount shall be reduced from the District reserve and reallocated to Toastmasters International for purposes related to the organization's mission.
- C. District reserve accounts are only available for funds requisitions or supply orders when the following requirements have been fulfilled:
 - I. A list of all elected and appointed District leaders (along with their signed Officer Agreement and Release Statements), ~~the District signature form for withdrawal of District funds, a bank provided list of authorized signers for all District accounts,~~ a calendar of District events for the year, and the alignment of clubs into Areas and Divisions are received at World Headquarters by July 15.
 - II. **The District signature form for withdrawal of District funds and a list of authorized signers for all District accounts, provided by the bank, are received at World Headquarters by August 15.**
 - ~~III.~~ The year-end audit for the preceding District year and financial records for January 1 through June 30 are received at World Headquarters by August 31.
 - ~~IV.~~ The District budget is received at World Headquarters by September 30.
 - ~~V.~~ The Profit and Loss Statement for the period of July 1 through September 30 is received at World Headquarters by October 31.
 - ~~VI.~~ The mid-year audit and financial records for the period of July 1 through December 31 are received at World Headquarters by February 15.
 - ~~VII.~~ The Profit and Loss Statement for the period of July 1 through March 31 is received at World Headquarters by April 30.
 - ~~VIII.~~ A list of assets signed by the Immediate Past District Director and current District Director is submitted to World Headquarters by August 31 of each year.
 - ~~IX.~~ Account reconciliations are completed in the online District accounting system within 30 days of each month end.

4. Financial Controls

- A. The financial duties of District officers and other financial controls are set forth in Articles III, VIII, IX, XI, and XII of the District Administrative Bylaws.
- B. The annual District Membership Dues Allocation shall be budgeted to equal the actual prior year's District Membership Dues Allocation, or an amount otherwise approved by the Chief Executive Officer.

- C. A budgeted loss, whereby budgeted expenses exceed budgeted revenues, is not permitted.
- D. District checks must be signed by the District Director and District Finance Manager. Checks made payable to the District Director or District Finance Manager must be signed or approved in advance in writing by the Program Quality Director or Club Growth Director. Alternate signers are permissible only if approved by the Toastmasters International Executive Committee.
- E. If District account signers are cohabitants, spouses, children, grandchildren, siblings, and/or spouses of their children, grandchildren, and siblings, their signatures or approvals must always be countersigned or approved by another approved signer who is not one (1) of the above.
- F. The District Profit and Loss Statement must be provided at each District Executive Committee and District Council meeting.
- G. Within 30 days of the relevant month end, the District Finance Manager must submit the District Profit and Loss Statement, with narrative explanations:
 - monthly, to the District Director, Program Quality Director, and Club Growth Director; and
 - quarterly, to World Headquarters.

On receipt of these documents, the aforementioned directors shall review them for accuracy and discuss any variance. Concerns or questions should be raised directly with the District Finance Manager within 30 days of receipt or as soon as the director becomes aware.

- H. All District expenses must be supported by receipts or documentation and be allocated to a budget line item at the time the expense is incurred.
- I. All expense reimbursement claims must be approved by the District Director, apart from those submitted by the District Director. The District Director's reimbursement claims must be approved by the Program Quality Director or Club Growth Director.
- J. A single expenditure in excess of \$500 USD must be authorized in advance in writing by both the District Director and the Program Quality Director or Club Growth Director.
- K. Itemized point-of-sale receipts are required for all reimbursements. Credit card statements and bank statements are not receipts. When no receipt is available, a detailed explanation of the expenditure is required to be considered for reimbursement. Mileage reimbursements require documentation consisting of the travel date, distance, and travel purpose.
- L. Reimbursement requests must be made within 60 days of incurring the expense and by July 31 for expenses incurred in June. Districts must reimburse requestors within 30 days after receipt of an authorized reimbursement request.
- M. Commingling of District funds with funds in personal accounts, club accounts, or any other accounts is prohibited.

N. All District bank accounts and funds are included in the District budget, including any accounts held at the Division, Area, and conference level.

5. District Budget

- A. The District Director, Program Quality Director, Club Growth Director, and District Finance Manager prepare the District budget between June 1 and August 31.
- B. Before signing, the District Finance Manager will send the proposed budget to World Headquarters for initial review. The District Director, Program Quality Director, Club Growth Director, and District Finance Manager must sign the reviewed District budget by September 30, certifying that they have participated in the preparation of the budget.
- C. Under Article XI, Section (a), of the District Administrative Bylaws, the District Executive Committee gives preliminary approval to the District budget. The District Director submits the budget to World Headquarters between September 1 and September 30.
- D. The District Director must distribute copies of the budget prior to the District Council meeting.
- E. By September 30, at the District Council meeting, the District Finance Manager or another member of the District Executive Committee presents the District budget for approval.
- F. A District's budget must align with the District Success Plan.
- G. District budget expenses shall be limited as follows:

Category of Expenses	Nature of Expenses	Limit (% of District Membership Dues Allocation)
Education and Training	Training club officers Training District, Division, and Area Directors Training club sponsors, mentors, and coaches Educational workshops	max. 15%
Marketing outside Toastmasters	Marketing the Toastmasters program outside the organization	min. 5%, max. 10% (may be exceeded with prior approval from the Chief Executive Officer)
Club Growth	Building new clubs Rebuilding clubs Membership growth Membership retention Club coaching	max. 15%

Public Relations	Internal and external communications Public relations within the District	max. 10%
Recognition	Acknowledge and honor District, Division, Area, club, and member achievement	max. 20%
Travel	Reimbursement of travel-related expenses incurred by members of the District Executive Committee, keynote speakers, and members in the course of their District-approved duties	max. 25% (may be exceeded with prior approval from the Chief Executive Officer)
Lodging	Reimbursement of lodging-related expenses incurred by members of the District Executive Committee, keynote speakers, and members in the course of their District-approved duties	max. 15%
Food and Meals	Any food items purchased, as approved by the District	max. 15%
Speech Contests	Expenses incurred in support of District-, Division-, and Area-level speech contests	max. 5%
Administration	Items related to the general upkeep of the District and facilitation of District officers' duties	max. 10%
District Leader Training	Expenses related to attendance at Mid-year and August trainings	No max, but uses annual guidelines published by WHQ

The following items must necessarily break even or turn a profit (revenue earned must be equal to or greater than expenses incurred):

- Annual Conference
- District Store
- Fundraising

Any shortfall or deficit in these three (3) items will be made up by the deduction of the loss from the following year's District Membership Dues Allocation, unless otherwise exempted by the Chief Executive Officer.

Districts may request a one-year increase in the maximum limit for the categories of travel, lodging, and marketing outside Toastmasters. The Chief Executive Officer will only approve the request if it is determined that the increase is the best solution to support the District mission.

6. District Audit

- A. The Audit Committee's composition, functions, and deadlines are described in Article XI, Section (c), of the District Administrative Bylaws.
- B. Between July 1 and November 1, the District Director appoints a District Audit Committee prior to the mid-year audit.
- C. The mid-year audit accounts for all District financial transactions between July 1 and December 31. Between January 1 and January 31, the District Finance Manager provides documents and financial records for the mid-year audit period to the District Audit Committee.
- D. The year-end audit accounts for all District financial transactions between July 1 and June 30. Between July 1 and August 15 of the new program year, the District Finance Manager provides documents and financial records for the year-end audit period to the District Audit Committee.
- E. The above-noted audit documents and financial records include:
 - I. The District Profit and Loss Statement, including all District income and expenses
 - II. All District bank statements and District reserve statements, including those held at the Division, Area, and conference levels
 - III. Statements of outstanding liabilities and obligations, accruals, and fixed assets
 - IV. Financial records and supporting documentation associated with District finances, including but not limited to cancelled checks, paid invoices, cash receipts, and disbursement journals.
- F. The District Audit Committee presents the mid-year audit report to the District Executive Committee by February 15. Once presented to the District Executive Committee, the mid-year audit report and financial records will be submitted by the District Audit Committee or District Finance Manager to World Headquarters by February 15. The District Audit Committee or the District Executive Committee then present the mid-year audit report at the District Council meeting, distributed four (4) weeks prior to the meeting.
- G. The District Audit Committee presents the year-end audit report to the District Executive Committee by August 31. Once presented to the District Executive Committee, the year-end audit report and financial records will be submitted by the District Audit Committee or District Finance Manager to World Headquarters by August 31. By September 30, the District Audit Committee or District Executive Committee present the year-end audit report at the District Council meeting, distributed prior to the meeting.

7. Electronic Payments, Cash Advances, and Debit Cards

- A. Checks, debit cards, electronic funds transfers or similar forms of payment are used for District obligations.
- B. Debit cards may be used as a method of payment for District obligations. Only the District Director or District Finance Manager may use such cards.

Payments made by the District Director must be authorized in advance in writing by the District Finance Manager and Program Quality Director or Club Growth Director. Payments made by the District Finance Manager must be authorized in advance in writing by the District Director and Program Quality Director or Club Growth Director.

- C. Where payment by check or debit card is not possible, electronic funds transfer or other similar forms of payments may be used. These types of transactions may only be conducted when approved in advance by the Chief Executive Officer.
- D. Cash advances for budgeted District expenses (limit \$100 USD) may be extended so that members need not spend personal funds on behalf of the District.

All advances must have prior written approval from the District Director and District Finance Manager, or Program Quality Director or Club Growth Director and District Finance Manager if the advance is for the District Director. Receipts must be submitted to the District Finance Manager and the advance reconciled within five (5) business days.

8. Other District Expenses

Toastmasters International’s nonprofit, tax-exempt status depends upon devoting the organization’s resources to its educational and charitable mission. Districts periodically incur non-routine expenses that must be appropriately managed to preserve this status.

Expenses that are essentially personal gifts must provide no more than “incidental private benefit” and must have a reasonable relationship to activities that directly support the mission. Examples are tokens of appreciation, expressions of sympathy and modest incentives. These items are appropriate if they promote goodwill and a positive atmosphere for the delivery of the Toastmasters program, but must never be lavish or excessive. Cash and cash equivalents, including but not limited to non-Toastmasters gift certificates, gift cards, or any other stored-value products, are not permitted.

The following examples are representative of non-routine expenses, but are not all-inclusive.

Category	Examples
Tokens of Appreciation	<ul style="list-style-type: none"> • Thank You cards • Flowers up to \$25 USD • Toastmasters gift certificates • Toastmasters products • Gifts up to \$25 USD
Expressions of Sympathy	<ul style="list-style-type: none"> • Sympathy cards • Flowers up to \$25 USD
Incentives	<ul style="list-style-type: none"> • Toastmasters products • Toastmasters gift certificates • Registration (i.e., Conference, TLI)