



Minutes of the 2015-2016 Board of Directors Teleconference April 13, 2016

The 2015-2016 Toastmasters International Board of Directors convened on April 13, 2016, with International President Jim Kokocki DTM, presiding. The other officers and directors present were: Mike Storkey, DTM; Balraj Arunasalam, DTM; Lark Doley, DTM; Mohammed Murad, IPIP, DTM; Crystal Allbritton, DTM; Steven Chen, DTM; Russell L. Drake, DTM; Ede Ferrari-D'Angelo, DTM; Magnus Jansson, DTM; Ross Mackay, DTM; Patrick Oei, DTM; Margaret Page, DTM; Nagaraja Rao, DTM; Gloria Shishido, DTM; Charlie Starrett, DTM; Joan Watson, DTM; and Dennis E. Wooldridge, DTM. Chief Executive Officer Daniel Rex, Chief Operations Officer Sally Newell Cohen and Secretary/Treasurer Jennifer Quinn were also present. International Director Teresa S. Dukes, DTM was absent.

1. The Board of Directors reviewed and unanimously voted to accept the agenda for the teleconference.
2. The Board periodically reviews suggested modifications to the Bylaws of Toastmasters International, District Administrative Bylaws and Policies. The Board voted, by the required two-thirds vote, to propose amendments to the Bylaws of Toastmasters International to be considered by the membership at the Annual Business Meeting in August 2016. The proposed amendments accomplish the following:
 - a. Confirm that Toastmasters International is legally domiciled in California, and remove the requirement that World Headquarters be located in California as stipulated in Article II: Office, Section 1 (attached). In addition, the amendments enable the Board of Directors to strategically place World Headquarters in a location that provides access to a growing, diverse and talented workforce without being restricted to an extremely high-cost environment as stipulated in Article II: Office, Section 2 (attached).
 - b. Formally recognize the Audit Committee as a standing committee of the Board of Directors in Article VII: Committees, Section 2 (attached) and define its processes are governed in accordance with the California Nonprofit Integrity Act of 2004 as stipulated in Article VII: Committees, Section 5 (attached). This amendment records the organization's commitment to following the most stringent requirements governing financial oversight and audit.
3. The Board also discussed district visits. Modifications were made to several sections of Protocol 11.5: Board of Directors Visits. The Board will continue to discuss the topic at a future meeting; as a result, the modified Protocol will be published when all changes are final.



Pursuant to Policy 11.3, items contained in the minutes of this meeting were classified as "unrestricted" upon distribution of the minutes by World Headquarters, not to include any matters marked "restricted".

A handwritten signature in black ink, appearing to read "Jennifer Quinn", is located to the right of the distribution list.

Jennifer Quinn
Secretary/Treasurer

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

Bylaws of Toastmasters International

Bylaws of Toastmasters International

Article I: Purpose

Section 1

Toastmasters International is the leading movement devoted to making effective oral communication a worldwide reality.

Through its member clubs, Toastmasters International helps men and women learn the arts of speaking, listening and thinking—vital skills that promote self-actualization, enhance leadership potential, foster human understanding, and contribute to the betterment of mankind.

It is basic to this mission that Toastmasters International continually expand its worldwide network of member clubs, thereby offering ever-greater numbers of people the opportunity to benefit from its program.

Section 2

In order to carry out this mission, Toastmasters International shall:

- (a) Organize, recognize, direct, and guide member clubs as private associations of individuals seeking to improve their speaking, listening, thinking, and leadership skills.
- (b) Utilize its member clubs to provide private educational programs, instructional materials, and practice opportunities for those individuals invited to join its clubs, and to afford evaluation and incentive to personal development through appropriate awards and recognition.
- (c) Engage in research in speech education, leadership training, communications and related fields, cooperate with accredited educational institutions and other organizations in the furtherance of its objectives and publish and disseminate educational materials in, and related to, oral communications.
- (d) Provide communication and leadership programs, Speechcraft courses, leadership training, and instruction in parliamentary procedure, conduct of meetings, group discussion, evaluation methods, and other techniques of communication; and award certificates indicating satisfactory completion of such educational projects as are authorized, supervised, approved, and modified from time to time by its Board of Directors.
- (e) Provide private training at all levels of its organization to improve people's ability to listen, think, speak, and lead. For this purpose, Toastmasters International shall establish, encourage, and supervise meetings, conventions, seminars, speech contests and such appropriate activities in the furtherance of its educational objectives as will stimulate interest, participation, and personal improvement of all individual members of its clubs.

- (f) Organize, recognize, aid, and provide instruction for special groups who cannot afford or who are otherwise ineligible for a Toastmasters club charter, whose participants desire training in speech, such as youth groups, groups within correctional and rehabilitational institutions and hospitals, and groups which foster improvements in speech training in recognized educational institutions at all academic levels. The extent of the activities authorized by this paragraph shall be determined from time to time by the Board of Directors of Toastmasters International.

Article II: Office

Section 1: ~~Principal Office~~ Legal Domicile

~~The principal place of business of the corporation (“World Headquarters”) shall be Rancho Santa Margarita, California.~~ **Toastmasters International shall be a nonprofit public benefit corporation under the laws of the State of California, United States of America.**

Section 2: Locations

The Board of Directors shall have power and authority to **set and to change the location of the said** principal place of business **of the corporation (“World Headquarters”) from time to time from one location to another in the State of California;** and to establish or discontinue branch offices from time to time at any place or places it may designate ~~in the State of California or elsewhere.~~

Article III: Membership

Section 1: How Constituted

The voting members of Toastmasters International shall consist of the following two classes of members, as the term “member” is defined in Section 5056 of the California Corporations Code:

- (a) Member clubs, defined as Toastmasters clubs which, having subscribed to the purposes and ideals of Toastmasters International and having been granted a charter, continue to function in compliance with the conditions set forth in the Articles of Incorporation, these Bylaws, the Club Constitution, the policies established by the Board of Directors, and the decisions of the Board and its authorized agents and representatives. Each member club shall be entitled to two votes in all matters presented to the voting membership for a decision.
- (b) Delegates at large, who shall consist of the Toastmasters International President, International President-Elect, the vice presidents, the international directors, past international presidents, past international directors, and district directors, subject to the conditions of membership stated in Article III, Section 4, below. Each delegate at large shall be entitled to one vote in all matters presented to the voting membership for a decision.

Other persons and entities that are affiliated with Toastmasters International, but are not voting members of the corporation Toastmasters International under Section 5056 of the California Corporations Code, are the following:

Individual members of clubs, who vote only in their respective clubs; and

Gavel clubs, and other entities and programs that Toastmasters International may establish pursuant to Article I, Section 2, Paragraph (f) above.

Section 2: Composition of Member Clubs

Member clubs are private associations composed of persons seeking to improve their ability to communicate and/or lead. Individual membership in any club is by club invitation, and is open only to individuals who remain in good standing with Toastmasters International under Article III, Section 8, below. No person shall be excluded from membership in a club because of age (except those persons under 18 years of age), race, color, creed, gender, national or ethnic origin, sexual orientation, or physical or mental disability, so long as the individual, through his or her own effort, is able to participate in the program. However, clubs may restrict their membership in other ways, e.g., to the employees of a particular company or agency, residents of a specific community, or people sharing a special interest.

Section 3: Admission and Continuation of Member Clubs

Any group desiring admission as a member club of Toastmasters International shall make written application on forms provided by World Headquarters. Upon adoption by the group and filing with World Headquarters of a properly certified constitution for member clubs and upon fulfillment of all requirements established by the Board of Directors, a charter shall be signed by the International President and the Executive Director. Membership shall commence upon issuance of a charter. No charter shall be issued until the membership dues and new individual member fees stipulated in Article IV have been paid, together with a charter fee. The amount of the new individual member fee and the charter fee, and all other policies for admission and continuation of member clubs may be established and modified from time to time by the Board of Directors.

Section 4: Termination and Suspension

The provisions of this section shall govern termination and suspension of voting members of this corporation. The Board of Directors shall prescribe, and may modify from time to time, policies for termination, suspension, and restoration of voting membership status, consistent with these Bylaws. Neither termination nor suspension shall relieve the voting member of any accrued but unpaid obligations of such voting member to this corporation. Voting memberships in this corporation, or any right arising therefrom, may not be transferred or assigned under any circumstances. Any such attempted transfer shall be void. For instance, there shall be no transfer of an issued charter from an inactive member club to another group whose members are interested in organizing a new club.

(a) **Member clubs**

Voting membership in this corporation shall terminate upon the occurrence of any of the following events or conditions:

- (1) nonpayment of amounts owed to this corporation or failure to meet other minimum requirements for member clubs set by the Board of Directors from time to time and administered by World Headquarters;
- (2) voluntary withdrawal, expressed in writing and delivered to World Headquarters; or
- (3) expulsion for cause, after a proper hearing, by a three-fourths majority vote of the Board of Directors, under the procedure set forth in Article III, Section 13 below.

A terminated club is not in good standing and is required to return its charter to World Headquarters. Voting membership in this corporation may be suspended upon the occurrence of events or conditions set forth in policies adopted and modified by the Board from time to time. During the period of suspension, a member club shall not have any of the rights of a voting member of this corporation, and shall not be considered in good standing.

(b) **Delegates at large**

Voting membership in this corporation shall terminate upon the occurrence of any of the following events or conditions:

- (1) termination of the person's service as an officer of this corporation for any reason, except for past international presidents and past international directors;
- (2) death;
- (3) voluntary resignation, expressed in writing and delivered to World Headquarters; or
- (4) failure to maintain good standing with Toastmasters International under Article III, Section 8, below.

Voting membership in this corporation may be suspended upon the occurrence of events or conditions set forth in policies adopted and modified by the Board from time to time. During the period of suspension, a delegate at large shall not have any of the rights of a voting member of this corporation, and shall not be considered in good standing.

Section 5: Liability

No member club, delegate at large, nor any individual member of any club, shall be personally liable to any creditor, or for any indebtedness or liability, of Toastmasters International, and any and all of the creditors of the corporation shall look only to the

assets of the corporation for payment. Furthermore, this corporation is not legally responsible for any liability or debt incurred by any member club, delegate at large, or any individual member of any club. This corporation may provide certain benefits to member clubs, such as group tax exemption rulings and insurance coverage, and may establish policies for member clubs, but these actions shall not cause this corporation to be liable for the acts or omissions of any member club.

Section 6: Use of Collective Membership Marks

Toastmasters International is the owner of a number of collective membership marks, including the following: "TOASTMASTER", "TOASTMASTERS", "TOASTMASTERS INTERNATIONAL", and the "official emblem". Member clubs have the right to use these collective membership marks pursuant to restrictions and requirements set by the Board of Directors from time to time. These marks can only be used by the member clubs to indicate membership in the clubs. Member clubs shall not permit any individual member of a club or any other person or entity to use the collective membership marks without prior written approval from the Executive Director of Toastmasters International. The clubs recognize that all use of the collective membership marks by the member clubs inures to the benefit of this corporation. Member clubs shall take no action which jeopardizes or imperils the validity of the collective membership marks or impairs the value of such marks. Member clubs shall use the collective membership marks only in the form and manner as prescribed by this corporation, and shall not use any other trademark or service mark in connection with the collective membership marks without prior written approval of the Executive Director. A member club shall promptly notify World Headquarters of any unauthorized use of any of the corporation's collective membership marks, trade names, trademarks, service marks, and/or copyrights which come to the club's attention. The corporation shall have the sole right and discretion to bring infringement or unfair competition proceedings involving its collective membership marks, trademarks, service marks, trade names, and copyrights. Use of any of said marks, names, or copyrights by a member club or by an individual member of a club in a manner which does not comply with the policies established by the Board of Directors is prohibited.

Section 7: Nondiscrimination

This corporation shall not discriminate, in the conduct of its programs and activities, against any person on the basis of age (except those persons under 18 years of age), race, color, creed, gender, national or ethnic origin, sexual orientation, or physical or mental disability, so long as the individual, through his or her own effort, is able to participate in the program or activity.

Section 8: Good Standing of Individual Members of Clubs

Upon an individual's initial admission to membership in any member club, that individual shall be presumed to be in good standing with Toastmasters International. An individual member shall continue in good standing with Toastmasters International so long as he or she is a member of a club and:

- (a) the club of such member is not suspended or terminated;

- (b) the club pays when due the new individual member fees and membership dues payments for such member to Toastmasters International;
- (c) the club continues to recognize the individual as a member in good standing of the club; and
- (d) the individual member has not been suspended or removed from good standing with Toastmasters International by action of the Board of Directors as set forth below.

The Board of Directors of Toastmasters International may suspend or remove from good standing any individual member of any club, or take any other appropriate reasonable action with respect to the good standing of any individual member of a club, by a three-fourths majority vote of the Board, under the procedure set forth in Article III, Section 13 below. Any suspension or removal of an individual member from good standing with Toastmasters International shall operate as a suspension or expulsion from each and every club with which that individual member is affiliated, and that individual shall not be eligible for membership in any club unless and until his or her good standing with Toastmasters International has been restored by a three-fourths majority vote of the Board of Directors.

Section 9: Designated Representatives of Clubs

Member clubs shall exercise all the rights and obligations of membership, including the right to vote, through a designated representative. The designated representative of a member club, unless otherwise provided in these Bylaws, shall be the president of the member club.

Section 10: Membership Roster

This corporation shall keep a membership roster containing the name of each voting member and the last address provided to this corporation by the voting member for purposes of notice. The roster shall indicate whether a voting member is in good standing from time to time.

Section 11: Voting Members' Rights

Subject to these Bylaws and this corporation's other policies, voting members of this corporation shall have the right to vote, as set forth in these Bylaws, on:

- (a) the election of the International President-Elect, the International President when there is no International President-Elect to succeed to that office, the vice presidents, and the other international directors of this corporation;
- (b) the removal of international directors pursuant to Section 5222 of the California Corporations Code;
- (c) any amendment to these Bylaws and any amendment to the Articles of Incorporation of this corporation;

- (d) the disposition of all or substantially all of the assets of this corporation;
- (e) any merger of this corporation;
- (f) any dissolution of this corporation; and
- (g) any other matters that may properly be presented to members for a vote, pursuant to this corporation's Articles, Bylaws, member Club Constitution, or action of the Board of Directors, or by operation of law.

Section 12: Dues and Assessments

Each member club must pay to this corporation, within the time and on the terms set by the Board of Directors, membership dues and such other fees and charges as the Board may establish from time to time, as a condition of voting membership. For delegates at large, payment of membership dues to Toastmasters International on their behalf by their respective clubs shall be sufficient to maintain their voting membership in this corporation. Voting memberships in this corporation shall not be subject to mandatory assessments by this corporation or any part of this corporation.

Section 13: Disciplinary Proceedings

The following procedure for termination or suspension of a member club or a delegate at large by the Board of Directors under Article III, Section 4, is designed to qualify as fair and reasonable under Section 5341(c) of the California Corporations Code. The procedure also applies to the suspension, removal, or other action by the Board with respect to the good standing of an individual member of a club. The term "member" in this section shall refer to the member club, the delegate at large, or the individual member of a club, as the case may be.

- (a) The Board of Directors shall pass a resolution stating
 - (1) the proposed disciplinary action;
 - (2) the reasons therefore;
 - (3) the proposed date for the disciplinary action to take effect; and
 - (4) the date, time, and place for a hearing before the Board by the member. The date for the hearing shall be not less than five (5) days before the proposed effective date.
- (b) The Executive Director shall send written notice of the hearing to the member by first class mail to the last address of the member shown on this corporation's records or by any other means reasonably calculated to provide actual notice, containing the matters stated in the Board resolution. Such notice shall be sent not less than twenty (20) days before the hearing date.

- (c) The Board may take interim disciplinary actions pending the hearing, if necessary to protect the vital interests of Toastmasters International or to prevent any imminent harm to Toastmasters International or any of its affiliates.
- (d) The member may choose to appear at the hearing (in person, by telephone conference call, and/or through a representative), or make a written, videotaped, or audio taped statement to the Board, at the member's own cost. The Board may place reasonable restrictions on the length of the member's presentation. Any statement in writing or other physical form must be received by the Executive Director not less than forty-eight (48) hours before the hearing date.
- (e) After the hearing is ended and the member has been excused, the Board shall discuss and vote on the proposed disciplinary action. The deliberations shall be limited to considering only the evidence presented during the hearing and the charges stated in the Board resolution. To take disciplinary action, a three-fourths majority of the Board must be persuaded that, more probably than not, one or more of the allegations charged in the resolution are true. The decision of the Board of Directors shall be final.
- (f) The disciplinary procedures set forth in *Robert's Rules of Order Newly Revised* shall not apply to disciplinary matters considered by the Board of Directors. The reference to Robert's Rules in Article XIII, Section 5(a), below, applies only to parliamentary procedure for the conduct of business meetings.
- (g) The Board has complete and sole discretion to decide questions that may arise regarding this disciplinary procedure in order to ensure that it is conducted in good faith and in a fair and reasonable manner, considering the best interests of the organization and the individual and clubs affected. The Board is authorized to adopt and modify from time to time specific policies for disciplinary proceedings, and the rights of the member charged are limited to those stated in such policies and in this section, and no other rights should be presumed or inferred. The member charged does not have any absolute right to legal counsel, to identify or confront witnesses against the member, or to more information about the charges or the evidence beyond that provided in the notice of hearing. All types of evidence, including statements from persons who are not present at the hearing, may be considered. All proceedings shall be conducted and materials shall be presented to the Board in English. A decision by the Board to permit or not permit certain forms of participation in one disciplinary situation shall not bind the Board to the same approach in another situation.
- (h) If the disciplinary matter is complex or difficult, due to the number of persons charged, the extent of the evidence, the need for pre-hearing negotiations, the nature of the charges or the defense, or other circumstances, the Board may delegate authority to the Executive Committee, or to a disciplinary committee appointed under Article VII below, to conduct some or all of the aspects of the disciplinary process set forth above, substituting such committee for the Board in each instance. However, a final decision to take disciplinary action must be made or confirmed by a three-fourths majority vote of the Board. If the hearing described

in Paragraph (d) above has taken place before such committee, a subsequent hearing need not be held before the Board unless the Board increases the severity of the action taken.

Article IV: Revenue

Section 1: Source

The operations of Toastmasters International shall be financed by membership dues, new individual member fees, charter fees, sales of literature and supplies, interest, and any other sources of revenue. The corporation's fiscal year shall begin January 1.

Section 2: Membership Dues Payment

- (a) Each member club shall pay membership dues in advance, due April 1 and October 1 of each year, based on the total individual membership of the club as of those dues renewal report dates.
- (b) At the time that a new individual member is admitted into a club, the club shall remit to Toastmasters International a new individual member fee and prorated membership dues for the period commencing with the month of the person's admission and ending on the next dues renewal report date.
- (c) The amount of such dues and fees shall be determined by the Board of Directors from time to time by a two-thirds vote of the entire Board. The Board shall establish and may modify from time to time policies for the collection of dues payments, including proration of new clubs' payments, postponement or reduction of membership dues in the event of a natural disaster or other extenuating circumstances affecting a member club's ability to pay, or other appropriate measures.
- (d) The secretary of a member club shall, on request of an individual member in good standing, furnish such person with a letter or card showing the date to which the individual member's membership dues is made, which will entitle the person, when transferring to another club, to do so without paying to the other club any membership dues payment for that semiannual period.

Section 3: Official Publication

The *Toastmaster* magazine shall be the official publication of Toastmasters International. No change in the member clubs' financial obligations to this corporation shall be effective until the earlier of the date of publication in the *Toastmaster* or the date of posting on the Toastmasters International website.

Article V: Board of Directors

Section 1: How Constituted

The authorized number of international directors of this corporation shall be not less than seventeen (17) and not more than twenty-five (25), the exact number to be set by the

Board of Directors. The Board of Directors shall consist of the International President, the International President-Elect, the First and Second Vice Presidents, the Immediate Past International President, and one (1) international director from each geographic region. Except for the Immediate Past International President and the International President, all of the international directors shall be elected by the voting membership of Toastmasters International. A voting member of the Board of Directors may be referred to as an “international director” and collectively they may be referred to as “international directors” in these Bylaws. The Executive Director of Toastmasters International shall not be an international director but shall be an ex officio member of the Board without voting privileges.

Section 2: Powers

Except as otherwise provided in these Bylaws, the powers of Toastmasters International shall be exercised, its property controlled, and its affairs conducted by or under the direction of the Board of Directors.

Section 3: Meetings

- (a) Regular meetings of the Board of Directors shall be held immediately preceding and immediately following each Annual Business Meeting of Toastmasters International at the place where such Annual Business Meeting shall be held.
- (b) Other meetings of the Board shall be held at such times and places as from time to time may be determined by resolution of the Board, or upon call of the Executive Committee, or upon the request of eight (8) or more international directors. Upon receipt of such call or written request, the Executive Director shall give to each international director, by first-class mail, telephone (including a voice messaging system), facsimile transmission or other electronic transmission such as email (in compliance with Article XIII, Section 9, below), or personal delivery, at least ten (10) days’ notice of the date, time, and place of the meeting. The notice shall include a statement of the purposes of the meeting, but the business transacted at such meeting shall not be limited by such statement.
- (c) The act of a majority of the international directors present at a meeting at which a quorum, as defined in Article XI, Section 2, is present shall be the act of the Board of Directors, except as otherwise provided in these Bylaws or in the California Nonprofit Public Benefit Corporation Law. Where the vote of a majority or a greater number “of the Board” is required for a particular action, the vote shall be calculated using the number of international directors present at a duly-noticed meeting at which a quorum is present. Where the vote of a majority or a greater number “of the entire Board” is required for a particular action, the vote shall be calculated using the total number of international directors then in office. The chair of the meeting may vote at any time.
- (d) The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the international directors not present provides a written waiver of

notice, a consent to holding the meeting, or an approval of the minutes in writing, which may include electronic mail or facsimile transmitted by a director in compliance with Article XIII, Section 9, below. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any international director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

- (e) A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of international directors, if any action taken is approved by at least a majority of the required quorum for such meeting.
- (f) Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such international directors. Written consent shall include electronic mail or facsimile transmitted by an international director in compliance with Article XIII, Section 9, below.
- (g) International directors may participate in a meeting through use of conference telephone or electronic video screen communication so long as all directors participating in such meeting can hear one another. International directors may also participate in a meeting through use of electronic transmission from and to the corporation in compliance with Article XIII, Section 9, below so long as
 - (1) each director participating in the meeting can communicate with all of the other directors concurrently; and
 - (2) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

Section 4: Duties

The Board of Directors shall:

- (a) Devise strategic measures for the growth and development of the organization;
- (b) Direct the conduct of the activities and affairs of the corporation and the exercise of all its corporate powers;
- (c) Appoint an Executive Director and fix compensation for his or her service;

- (d) Obtain the services of a certified public accounting firm to audit the records of the corporation at the close of each fiscal year, and to certify to the Board and to the member clubs a report of the corporation's financial status;
- (e) Appoint standing committees and all other committees not otherwise provided for;
- (f) Adopt by a two-thirds vote of the entire Board, and from time to time revise by a like vote, policies containing the Board's major administrative decisions governing the affairs of the corporation; any Board action on governing documents such as these Bylaws, the Articles of Incorporation, and the member Club Constitution shall also require a two-thirds vote of the entire Board;
- (g) Fill any vacancies on the Board of Directors for the unexpired portion of the term vacated (or decide not to do so), except that
 - (1) a vacancy in the Immediate Past International President's office or the International President-Elect's office shall not be filled,
 - (2) in the event of a vacancy in the International President's office, the Board may choose to leave the position vacant and assign the Immediate Past International President or the International President-Elect, while retaining his or her office, to serve also as Acting International President or the Board may appoint the International President-Elect to immediately succeed to the position of International President, thereby vacating the office of International President-Elect, and provided that any vacancy shall be filled by a person who has met the qualifications for that position stated in Article IX, Section 2, for the preceding twelve (12) months, and further provided that if the number of international directors in office is less than a quorum for any reason, vacancies on the Board may be filled in a manner complying with Section 5224 of the California Corporations Code;
- (h) Divide that territory in which member clubs are located into geographic regions, as nearly as possible equal in number of clubs after giving proper consideration to potential growth of the organization and further, to accomplish the staggered terms of international directors, divide the regions into two groups and assign each group to even or odd successive election years in a manner that is reasonably fair and balanced;
- (i) Review the regional boundaries and the regional assignment of undistricted member clubs in 2010, and not more than every three (3) years thereafter, and, by a two-thirds vote of the entire Board, make such revision of regional boundaries and such reassignment of undistricted clubs to regions as may be necessary to provide, insofar as possible without abolishing the contiguousness of the several districts within the respective regions, that the total number of member clubs in each geographic region shall be not more than fifteen percent (15%) of the total number of member clubs in good standing at the end of the fiscal year immediately preceding any such Board action; and

- (j) Conduct the programs, activities, and affairs of the corporation so as to further the charitable and educational purposes of Toastmasters International, to abide by the requirements of law applicable to nonprofit corporations, and to ensure that any management powers delegated to others shall be exercised under the ultimate direction of the Board.

Section 5: Board Actions on Shorter Notice

If time does not permit ten (10) days' notice, the International President may call a meeting of the Board on seventy-two (72) hours' notice given personally, by telephone (including a voice messaging system), by facsimile transmission, or by other electronic transmission such as email in compliance with Article XIII, Section 9, below. The notice shall state the matter or matters to be considered, but the business transacted at the meeting shall not be limited by such statement.

Section 6: Executive Committee

- (a) There shall be an Executive Committee of the Board of Directors, composed of the International President, the International President-Elect, the two (2) vice presidents, the Immediate Past International President, and the Executive Director who shall be an ex officio member without voting rights. In the event of a vacancy in the office of any voting member of the Executive Committee which is not filled by appointment or election of a new officer to fill that vacancy, the Board of Directors shall, by majority vote of the entire Board, select one of the international directors who has served a year on the Board to serve on the Executive Committee until the term of the vacated office expires.
- (b) The Executive Committee shall prepare and submit to the Board of Directors a recommended budget showing the amount of anticipated receipts and expenditures for the ensuing fiscal year. The budget, in the form submitted, or as revised by the Board, when adopted by the Board, shall become the financial policy of this corporation for the ensuing fiscal year. This committee shall have such additional powers as the Board from time to time may delegate to it, and between Board meetings shall have the power of the Board to transact business of an urgent nature requiring immediate action, subject to the limitations on powers of committees of the Board stated in Section 5212 of the California Corporations Code.
- (c) All actions of the Executive Committee shall require four (4) affirmative votes, which may include the vote of the chair of the meeting. Meetings and actions of the Executive Committee shall be governed by and held and taken in accordance with the provisions of this Article V concerning meetings and actions of the Board of Directors, with such changes in the content of those bylaws as are necessary to substitute the Executive Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of the Executive Committee and shall be filed with the corporate records. All transactions of the Executive Committee shall be reported in full at the next meeting of the Board of Directors and shall be subject to the approval of the Board.

Section 7: Standards of Conduct

(a) **General**

An international director shall perform the duties of a director, including duties as a member of any Board committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of an international director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by

- (1) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;
- (2) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (3) a Board committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of an international director in accordance with this section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which this corporation, or assets held by it, are dedicated.

(b) **Investments**

Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital.

No investment violates this paragraph where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

(c) **Loans**

Without the approval of the Attorney General of California, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any international director or officer, unless permitted by Section 5236 of the California Corporations Code; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

(d) **Self-dealing Transactions**

The Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its international directors has a material financial interest, unless the transaction comes within Section 5233(b) of the California Corporations Code.

Article VI: Officers

Section 1: Officers

The officers of Toastmasters International shall be the International President, the International President-Elect, the First and Second Vice Presidents, the Immediate Past International President, the international directors, the Secretary-Treasurer, the Executive Director, and the district director for each district of Toastmasters International. All of the officers are subordinate and responsible to the Board of Directors.

Section 2: Ex Officio Officers

Each past international president of Toastmasters International shall be an ex officio officer, so long as he or she qualifies as a delegate at large under Article III, Section 4(b) above.

Section 3: Subordinate Officers

The Board of Directors may from time to time appoint and fix the tenure of such subordinate officers, agents, or representatives as the business of the corporation may require. Except for the officers who are also international directors, the Board of Directors may alter and re-establish from time to time the titles of any officers of this corporation by policy, notwithstanding the titles that may be ascribed to such officers in Article XII, pertaining to districts, or elsewhere in the Bylaws. If such titles are altered, by amendment to these Bylaws or by policy, those who occupied an office under a previous title may be referred to either by the altered title or by a previous title, as necessary or appropriate under the circumstances.

Section 4: International President

The International President shall serve as the presiding officer of the Board of Directors and of the Executive Committee, and an ex officio member of all other committees except the International Leadership Committee and the Advisory Committee of Past

Presidents. The International President presides at the Annual Business Meeting of Toastmasters International and prior to the opening of that meeting shall appoint such officers and committees as may be required to transact the business of the meeting. The International President shall also have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 5: International President-Elect, Vice Presidents

(a) **International President-Elect**

The International President-Elect shall perform such duties as usually pertain to this office or as may be assigned by the International President or the Board of Directors, by resolution or through Board-established policies. The International President-Elect shall assume the duties of the International President to chair the Board of Directors and the Executive Committee if the International President is temporarily absent or unable to act.

(b) **First Vice President**

The First Vice President shall perform such duties as usually pertain to this office or as may be assigned by the International President or the Board of Directors, by resolution or through Board-established policies.

(c) **Second Vice President**

The Second Vice President shall perform such duties as usually pertain to this office or as may be assigned by the International President or the Board of Directors, by resolution or through Board-established policies.

(d) If the position of the International President, the International President-Elect, or any of the vice presidents is vacated for any reason, or if that officer is absent or unable to act, and prior to the filling of any vacancy in such officer position, the duties of such officer (other than the International President's duties as chair, provided for in (a) above) shall be reassigned to other international directors by the Board of Directors or by the Executive Committee.

Section 6: Executive Director

The Executive Director shall be the chief executive officer of this corporation under the supervision of the Executive Committee and the control of the Board; shall be appointed by a two-thirds vote of the entire Board, and may be terminated with or without cause by a majority vote of the entire Board upon reasonable written notice, subject to any rights the Executive Director may have under a written contract of employment, if any. The Executive Director shall perform the duties usually performed by the business manager of a nonprofit corporation; shall give bond for the faithful performance of such duties in such sum and with such sureties as the Board may determine; and shall present such reports to the Board, officers and member clubs as the business of the organization may require. The Board shall prescribe, from time to time, the authority and duties of the Executive Director.

Section 7: Secretary-Treasurer

The Board of Directors, at its meeting immediately following the Annual Business Meeting, shall appoint an employee of World Headquarters to serve as Secretary-Treasurer of Toastmasters International who shall perform the duties usually performed by the Secretary-Treasurer of a nonprofit corporation without additional compensation for serving in that office.

Section 8: Compensation

No officers, except the Executive Director and the Secretary-Treasurer, shall receive any compensation from this corporation.

Section 9: Tenure of International Officers and Directors

- (a) The terms of office of all members of the Board of Directors elected at any Annual Business Meeting or other voting membership meeting shall commence at the adjournment of such meeting and shall expire at the adjournment of the subsequent Annual Business Meeting at which their successors take office. The International President-Elect shall continue in that office for one (1) year; upon the adjournment of the next Annual Business Meeting he or she shall assume the office of International President and continue in that office for one (1) year; and upon the adjournment of the next following Annual Business Meeting he or she shall assume the office of Immediate Past International President and continue in that office for one (1) year. Each of the two (2) vice presidents shall continue in his or her office for one (1) year. Each of the international directors shall continue in office for two (2) years. All members of the Board of Directors shall serve until their successors are elected or appointed or otherwise take office, or until the international director's resignation, death, or removal.
- (b) Resignations by international directors or other officers shall be effective upon receipt in writing by the Secretary-Treasurer of this corporation, unless a later effective date is specified in the resignation. If an international director or other officer is incapacitated but he or she executed an appropriate power of attorney document prior to becoming incapacitated, the person holding the power of attorney may submit the resignation on behalf of the incapacitated director or other officer.
- (c) The voting membership of Toastmasters International (as defined by Article III, Section 1, above) may remove any person from his or her position as an international director at any time, with or without cause, by majority vote. The Board of Directors by a three-fourths vote of the entire Board may remove any person from his or her position as an officer listed in Section 1 of this article (other than the Executive Director), with or without cause at any time. The Board may, by a three-fourths vote of the entire Board, remove a person from his or her position as an international director elected by the voting membership only
 - (1) as provided in Section 5221 of the California Corporations Code; or

- (2) if the director is not in good standing with Toastmasters International as defined in Article III, Section 8, above; or
- (3) if the director is no longer an active individual member of a member club.
- (d) A vacancy shall be deemed to exist on the Board of Directors in the event that the actual number of international directors is less than the authorized number for any reason.

Article VII: Committees

Section 1: Function and Composition of Committees

The function of each committee of the Board of Toastmasters International (other than the Executive Committee and the International Leadership Committee) shall be to assist the Board of Directors by studying and reviewing matters within its jurisdiction or specifically assigned to it by the Board, and making recommendations thereon to the Board. The Board of Directors may provide for such committees as it deems necessary or convenient for the proper governance and operation of Toastmasters International. Except as otherwise expressly provided in these Bylaws, the Board of Directors shall determine, for each committee, through policies:

- (a) how the committee shall be designated or named;
- (b) any restrictions or conditions on who shall preside over the committee, including whether such an individual shall be a member of the Board of Directors;
- (c) the composition of the committee, including whether a majority of its members shall be members of the Board of Directors;
- (d) the term in office and process for selecting the presiding officer and the members of the committee and their successors, if any; and
- (e) the duration of existence of any committee, whether fixed or indefinite. Any committee member may be removed at any time by the Board. Except for committees described in these Bylaws, the Board shall have the power to discontinue any committee. All files and records of all committees shall be the property of Toastmasters International.

Section 2: Standing Committees

The standing committees of the Board shall be the Executive Committee, the International Leadership Committee, **and** the Advisory Committee of Past Presidents, **the Audit Committee** and such other committees as the Board from time to time may establish. Only the Executive Committee may act with the authority of the Board, as limited by Article V, Section 6, Paragraph (b) above. The Board may prescribe policies for the governance and operation of committees.

Section 3: International Leadership Committee

The International Leadership Committee shall be composed of three (3) past international presidents, one of whom shall be appointed presiding officer; and one (1) individual member of a club from each geographic region who is a past international director or a past district director; none of whom shall be a member of the Board of Directors nor shall have served on the International Leadership Committee during the preceding two (2) years. No member of this committee shall be eligible for nomination as an international officer or director at any election for which the committee is nominating candidates or at any international election held within one (1) year after the end of the committee member's term. Members of this committee shall be appointed by the International President-Elect subject to ratification by the Executive Committee, members may be removed, and vacancies shall be filled, under policies set by the Board of Directors. It shall be the duty of this committee to review, evaluate and identify leadership development potential and opportunities throughout the organization and to nominate international officer and director candidates in the manner and at the times provided in Article VIII of these Bylaws. The members of the International Leadership Committee shall be appointed no later than, and shall commence their service on, September 1 each year. Members of this committee shall be divided into groups corresponding to the two groups of regions, and shall serve staggered terms of two (2) years, except for the past international presidents, who shall serve terms prescribed under policies set by the Board of Directors.

Section 4: Advisory Committee of Past Presidents

The Advisory Committee of Past Presidents shall be composed of all past international presidents of Toastmasters International, with the Immediate Past International President serving as presiding officer. This committee may submit comments and recommendations for the consideration of the Board to the committee representative, the Immediate Past International President.

Section 5: Audit Committee

The Audit Committee shall be comprised and function in accordance with the California Nonprofit Integrity Act of 2004 and any subsequent or superseding statutes. The Board of Directors shall remain responsible for oversight and supervision of the Audit Committee as an advisory committee to the Board.

Article VIII: Nominations

Section 1: International President and Vice Presidents

The International Leadership Committee shall nominate each year, under policies set by the Board of Directors, at least one (1) candidate 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. A second nominee for the office of First Vice President must be named, if so desired, by one-third of the members of the Committee. At least two (2) candidates shall be nominated for the office of Second Vice President. The report of the Committee shall be published in the Toastmaster magazine at least sixty (60) days prior to the Annual

Business Meeting, and shall also be presented to the meeting in written form prior to the election of officers.

Section 2: International Directors

The International Leadership Committee shall nominate, for each geographical region that has an international director's term expiring in that year, under policies set by the Board of Directors, at least two (2) candidates for election to the Board of Directors, but may nominate one (1) candidate only if no other willing and able candidate can reasonably be found.

Section 3: Nominations from the Floor

Nominations made by the International Leadership Committee shall be effective when officially announced by the International Leadership Committee. Additional nominations of qualified international officer and director candidates may also be made from the floor at the Annual Business Meeting, with the consent of the persons so nominated.

Article IX: Elections

Section 1: Time

The International President-Elect, the two (2) vice presidents, the international directors from one of the two groups of the regions, and the International President if there is no International President-Elect to succeed to that office, shall be elected at each Annual Business Meeting.

Section 2: Qualifications

- (a) All persons elected under Article IX, Section 1, above, must be in good standing with Toastmasters International under Article III, Section 8 of these Bylaws and must be active individual members in a member club at the time of their election and throughout their terms of office.
- (b) No person shall be elected International President-Elect or International President unless at the time of election that person shall have served at least one complete term as a vice president. No person shall be elected a vice president unless at the time of election that person shall have served a two-year term on the Board of Directors. Any qualified person may stand for election to one, and only one, of said offices at any Annual Business Meeting. No person shall be elected to any of the other international director positions unless at the time of election that person either
 - (1) shall have served an entire term as a district director or
 - (2) shall have served as the chairman or chief officer of a non-district administrative unit during the entire administrative year immediately before the unit became a district or provisional district or shall have served as such officer and as district director during the entire administrative year in which the unit became a district or provisional district.

- (c) There shall be one (1) international director from each of the geographic regions. An international director candidate must have been an active member of a Toastmasters club in good standing in the region from which the candidate is nominated during the entire 12-month period immediately preceding such candidate's nomination by the International Leadership Committee or at the Annual Business Meeting. For the purpose of determining the qualifications of international directors, the club and geographic region of each director at the time of election shall be considered unchanged during the entire term of office, notwithstanding any change of residence a director may make during such term or boundary revision.
- (d) The International President, International President-Elect and vice presidents shall not be elected to succeed themselves in the same office. Any of the other international directors may be elected International President, International President-Elect or a vice president after serving a two-year term on the Board, but may not otherwise be re-elected to the Board of Directors.

Section 3: Balloting

The ballots used at the Annual Business Meeting shall contain the names of the candidates, listed in alphabetical order by offices and by geographic regions, with an equal number of blank spaces for use in the event of nominations from the floor. The voting members of Toastmasters International shall vote, and the election shall be conducted, in the manner provided in Article X, under policies set by the Board of Directors. A majority of all votes cast shall be required for the election of the International President-Elect, each of the two (2) vice presidents, the International President if applicable, and each of the international directors. In the event any ballot cast does not show a majority for any nominee for any of those offices, there shall be further balloting for that office. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped, and on each succeeding ballot the same procedure shall be followed until a nominee shall have received a majority of all votes cast. In case of a tie between two remaining nominees, the election shall be decided by lot.

Cumulative voting is not permitted.

Section 4: Manner of Holding Elections

The date, time, and place of the Annual Business Meeting of the voting membership of this corporation shall be set by the Board of Directors. The Board may also call a special meeting of the voting membership if the Board decides that such a meeting is in the best interests of the corporation, under policies set by the Board. In the event that an Annual Business Meeting cannot be held during any year because of a national emergency, international crisis, or other reason, or in the event that a quorum is not present at any Annual Business meeting, that year's election of international officers and directors shall be conducted by mail vote under policies set by the Board. Any policies adopted by the Board under this section shall comply with the California Nonprofit Public Benefit Corporation Law.

Article X: Annual Business Meeting

Section 1: Voting By Member Clubs

Each member club in good standing with Toastmasters International on the record date established by Article X, Section 8, shall be entitled to two (2) votes at the Annual Business Meeting, which shall be cast by the club's duly authorized delegate or alternate if the club wishes to be considered present and voting at the meeting. Delegates and alternates must be in good standing with Toastmasters International under Article III, Section 8 of these Bylaws. Any other individual member of any club may attend the Annual Business Meeting as a nonvoting observer.

Section 2: Proxies

Any member club, if unrepresented at the Annual Business Meeting by a delegate or alternate from among its own active individual members, may designate as its proxyholder, in writing, any active individual member of any other member club. Upon presentation of proper credentials, such proxyholder shall have the right to vote for the club represented in addition to any other right to vote which such proxyholder may have. All forms of proxy designation must conform to policies set by the Board of Directors in compliance with the California Nonprofit Public Benefit Corporation Law. All proxyholders must be in good standing with Toastmasters International under Article III, Section 8 of these Bylaws.

Section 3: Credentials

The authority of each delegate and alternate shall be evidenced by a certificate signed by the president or secretary of the member club. The authority of a proxyholder shall be evidenced by a certificate signed by the president or secretary of the club represented by proxy. All certificates must be presented to the credentials committee at the Annual Business Meeting to entitle delegates, alternates, and proxyholders to participate in and vote at the meeting. All certificates shall be on forms furnished by the Executive Director, under the authority and supervision of the Board of Directors.

Should the credentials committee report adversely on any certificate, the person named therein shall have the right to appeal to the Annual Business Meeting. The majority decision of the votes cast on the appeal to the Annual Business Meeting shall be final, with those votes in question not being exercised.

Section 4: Voting By Delegates At Large

Each delegate at large, as defined in Article III, Section 1, Paragraph (b), in good standing with Toastmasters International on the record date established by Article X, Section 8, shall be entitled to one (1) vote at any Annual Business Meeting at which he or she is present. Delegates at large may not vote by proxy.

The authority of each delegate at large shall be evidenced by a credential certificate on a form furnished by the Executive Director, under the authority and supervision of the Board of Directors.

Section 5: Resolutions

- (a) For proposed amendments to the Articles of Incorporation, these Bylaws, or the member Club Constitution, a proposed resolution embodying the same must be presented in writing to and received by the Board of Directors no later than December 31 before the Annual Business Meeting, except for matters submitted by the Board of Directors, reports of other officers, and courtesy resolutions of thanks and appreciation, or unless otherwise ordered by the Board or by unanimous consent of the Annual Business Meeting. Resolutions shall be in substantially the following form: "The Annual Business Meeting of Toastmasters International hereby RESOLVES that...". Bylaw amendment resolutions are subject to additional requirements set forth in Article XIV of these Bylaws. No proposed amendment to the Articles of Incorporation shall be submitted to the voting members without first receiving approval by the Board of Directors.
- (b) No other matter shall be acted upon by the Annual Business Meeting unless a proposed resolution embodying the same shall have been presented in writing to the Board of Directors by December 31 before the Annual Business Meeting. Resolutions shall be in substantially the following form: "RESOLVED that the Annual Business Meeting of Toastmasters International recommends to the Board of Directors that..."
- (c) The Board shall make its recommendations on those resolutions that proceed to the Annual Business Meeting for such action as the voting membership of this corporation may determine. Any resolution not presented in writing to the Board in full compliance with this section will not be eligible for submission and shall not be submitted to the Annual Business Meeting unless the Board, in its sole discretion, decides to handle the resolution otherwise.
- (d) Any motion or resolution to suspend the rules at the Annual Business Meeting shall require a two-thirds vote of the votes cast in person (or, in the case of member clubs, by proxy), and shall not operate to suspend or set aside any provision of these Bylaws except by unanimous consent.

Section 6: Voting

Voting at the Annual Business Meeting shall be limited to accredited delegates representing member clubs or their alternates, proxyholders for clubs, and delegates at large. Voting may be by ballot or voice vote, as called for by the presiding officer, except that elections of international officers and directors shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote of the voting membership. If the secret ballot is dispensed with in the case of an unopposed candidate, the secretary of the meeting may be instructed to vote a single ballot for that candidate. Every decision or act made or done by a majority of the votes cast in person (or, in the case of member clubs, by proxy) at an Annual Business Meeting or other duly held meeting of the voting membership at which the required quorum is present, is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

Section 7: Notice

The Executive Director shall give or cause to give notice of each meeting of the voting membership, including the Annual Business Meeting, to each voting member who, as of the record date for notice of the meeting (see Article X, Section 8), would be entitled to vote at such meeting. The notice shall be given, addressed to the last address provided by the voting member to this corporation for purposes of notice, either personally or by telegram, telephone, facsimile transmission, or mail not less than twenty (20) nor more than ninety (90) days before the date of such meeting.

The notice shall state the place, date, and time of the meeting and

- (a) in the case of special meetings, the general nature of the business to be transacted, and no other business may be transacted; or
- (b) in the case of the Annual Business Meeting, the names of all those who are nominees for international officer and director positions as of the date of the notice, and those matters which the Board, as of the date of the notice, intends to present for action by the voting members, but any proper matter may be presented at the Annual Business Meeting for such action.

Unless the vote of the voting membership is unanimous, any of the following votes shall be valid only if the general nature of the action approved was stated in the notice of the meeting at which the vote occurred:

- (a) to remove an international director without cause;
- (b) to fill a vacancy on the Board of Directors;
- (c) to amend this corporation's Bylaws;
- (d) to amend this corporation's Articles of Incorporation; or
- (e) to voluntarily dissolve this corporation.

Section 8: Record Dates

A voting member holding a membership as of the close of business on the record date shall be deemed a voting member of record. The record date for the purpose of determining which voting members are entitled to notice of the Annual Business Meeting or any other voting members' meeting shall be the ninetieth day before the date of the meeting. The record date for the purpose of determining which voting members are entitled to vote at the Annual Business Meeting or any other voting members' meeting shall be the seventh day before the date of the meeting. Record dates for any other purpose shall be set by the Board of Directors in accordance with the California Nonprofit Public Benefit Corporation Law.

Article XI: Quorum

Section 1: Annual Business Meeting, Special Meetings, Mail Votes

- (a) Both one-third of all the votes held by voting members of Toastmasters International, and one-third of the member clubs, represented either in person or by delegates, alternates, or (in the case of member clubs) proxyholders, shall be required to constitute a quorum for the transaction of business at the Annual Business Meeting, at special meetings of the voting membership, and for mail votes of the voting membership.
- (b) A meeting at which the required quorum is initially present may continue to transact business notwithstanding the withdrawal of enough voting members or member clubs to leave less than the required quorum, so long as any action taken thereafter is approved by at least a majority of both required quorum numbers of votes held by voting members and member clubs.

Section 2: Board of Directors

A majority of the authorized number of international directors, which must include the International President, the International President-Elect, or a vice president, shall constitute a quorum at any meeting of the Board of Directors.

Section 3: Committees

A majority of the members of any standing or other Board committee shall constitute a quorum, except that a quorum for the Executive Committee shall be four (4) of the five (5) members who have voting rights.

Article XII: Districts

Section 1: How Established

For the purpose of efficient administration, the Board of Directors of Toastmasters International is authorized to divide the territory covered by member clubs into districts, or form new districts and establish the boundaries thereof. Each district shall be designated by a number. Each district shall be divided into areas, each under the direction of an area director. The district may organize areas together into divisions, each under the direction of a division director. Each district shall abide by the District Administrative Bylaws issued, and modified from time to time, by the Board of Directors.

Section 2: How Financed

District expenses shall be paid, subject to the approval of the Board of Directors, out of Toastmasters International funds authorized by the Board for district activities and operations in accordance with district expense policies adopted by the Board. No district, area, or division officer shall receive a salary or other compensation, but may receive reimbursement for travel and other expenses incurred on behalf of Toastmasters International, as set forth in the district expense policies.

Section 3: How Administered

(a) **District Officers**

The elective officers of each district shall be a district director, a program quality director, a club growth director and such other elective or appointive officers as the District Administrative Bylaws may provide. Appointive officers shall be appointed by and shall serve at the will of the district director, subject to the approval of the district council. Division and area directors, elected or appointed, are also district officers. The terms of all district officers shall commence on July 1 at 12:01 a.m. and terminate on June 30 at midnight. All district officers must be active individual members of member clubs and must be in good standing with Toastmasters International under Article III, Sec. 8 above.

(b) **Division and Area Officers**

Each division of a district shall be presided over by a division director. Each division director may appoint individual members of clubs within the division to serve as division assistants. Each area of a district shall be presided over by an area director. Each area director may appoint individual members of clubs within the area to serve as area assistants.

(c) **District Council**

The district council shall consist of the district officers, immediate past district governor and two (2) representatives from each member club in the district. The district council shall hold at least two (2) meetings a year, one (1) of which shall be the Annual Meeting held before June 1 for the election of district officers. At midnight on June 30, 2016, the word "governor" in this Section 3(c) shall be replaced by the word "director" and this sentence shall be automatically removed from these Bylaws.

(d) **Duties of Officers**

Although the district director shall report to and take direction from the district council in matters pertaining to district organization, programs, and procedures, the district director, as an officer of this corporation, is ultimately responsible to the Board of Directors of Toastmasters International for the exercise of his or her powers and duties. A program quality director or club growth director shall perform the duties of the district director in the event of his or her absence, and such other duties as the district director shall designate. The division director shall be responsible to the district director or his or her designee, shall represent the district director within the division, and shall uphold and promote the purposes of Toastmasters International in the division. The area director shall be responsible to the district director or his or her designee, shall represent the district director within the area, and shall uphold and promote the purposes of Toastmasters International in the area.

(e) **Legal Status of Districts, Divisions, and Areas**

Districts, divisions, and areas are integral parts of Toastmasters International, a California nonprofit public benefit corporation, and, as administrative units of that corporation, their activities and affairs shall be managed, and their powers exercised, under the ultimate direction of the Board of Directors of Toastmasters

International. The powers and duties delegated by the Board to district councils and to district, division, and area officers, and their terms of service, are subject at all times to the ultimate authority of the Board. Districts are not independent or autonomous legal entities, and district directors are officers of this corporation. Toastmasters International is the exclusive owner of all the trade names, trademarks, service marks, emblems, insignia, and copyrights associated with the Toastmasters collective membership mark. The Board has sole authority to approve uses of all such intellectual properties; therefore, no district has the authority to create a separate legal entity.

Section 4: Meetings

An annual conference shall be held by the district for the purpose of promoting the interests of Toastmasters International and improving the efficiency of the local member clubs, provided that such conference shall be held at such time as will not conflict with the dates of the Annual Business Meeting and Convention of Toastmasters International.

Article XIII: Miscellaneous

Section 1: Emblem

The emblem of Toastmasters International shall be circular in design bearing the words "Toastmasters International" around its border, and in the center the replica of the hemisphere of the earth, and superimposed thereon the letter "T."

Section 2: Seal

The seal of the corporation shall bear the inscription: "Toastmasters International Incorporated California 1932."

Section 3: Emblems, Marks and Copyrights

Ownership of the emblem, the insignia, and all other trademarks, service marks, trade names, and copyrights created or obtained by Toastmasters International shall be vested irrevocably in Toastmasters International, its successors or assigns.

Section 4: Insignia

The insignia of Toastmasters International may be worn by any individual member of a member club, so long as the person is in good standing with this corporation under Article III, Section 8, above. No one shall have the right to produce or have produced for distribution to others articles bearing the name, emblem, insignia, or other mark of Toastmasters International or any colorable imitation thereof, except by official designation from the Board of Directors of Toastmasters International.

Section 5: Rules of Order

- (a) *Robert's Rules of Order Newly Revised* shall be the final authority as to parliamentary procedure, insofar as they do not conflict with any provisions of the Articles of Incorporation, these Bylaws, policies adopted by the Board of Directors or the voting membership, or laws applicable to nonprofit corporations.

- (b) A parliamentarian may be appointed by the International President at each meeting of the Board or of the voting membership.

Section 6: Indemnification and Insurance

(a) Right of Indemnity

To the fullest extent allowed by Section 5238 of the California Corporations Code, this corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this article, “agent” shall have the same meaning as in Section 5238(a), including this corporation’s directors, officers, employees, other agents, and persons formerly occupying such positions; “proceeding” shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and “expenses” shall have the same meaning as in Section 5238(a), including reasonable attorneys’ fees.

(b) Approval of Indemnity

On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of international directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification. If the Board cannot do so because there is no quorum of international directors who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the voting members. At that meeting, the voting members shall determine whether, in the specific case, the applicable standard of conduct stated in such section has been met, and, if so, the voting members shall authorize indemnification.

(c) Advancing Expenses

To the fullest extent allowed by Section 5238 of the California Corporations Code, and except as otherwise determined by the Board of Directors in specific instances, the Board shall authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

- (1) the requested advances are reasonable in amount under the circumstances; and
- (2) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this section. Unless the Board finds compelling reasons to do otherwise, the undertaking shall be unsecured, and no interest shall be charged on the obligation created thereby.

(d) **Insurance**

The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

Section 7: Contracts, Notes, and Checks

All contracts entered into on behalf of this corporation, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation, including its districts, shall be signed only by that person or those persons on whom such power has been conferred by the Board of Directors.

Section 8: Annual Reports to International Directors and Voting Membership

Within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to all of the international directors and to the voting members containing the following information:

- (a) the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and
- (e) any information required by Section 6322 of the California Corporations Code. The foregoing report shall be accompanied by any report thereon of independent accountants.

Section 9: Electronic Transmissions

Unless otherwise provided in these Bylaws, and subject to policies approved by the Board from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided

- (a) for electronic transmissions from the corporation, the corporation has obtained an unrevoked consent from the recipient to the use of such means of communication;

- (b) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and
- (c) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Article XIV: Amendments

Section 1: With Notice

These bylaws may be amended at any Annual Business Meeting or special meeting of Toastmasters International by a two-thirds vote of the votes cast in person or (in the case of member clubs) by proxy. Proposed amendments may be placed before the voting membership as follows:

- (a) Proposed amendments may be submitted by the Board of Directors to the voting membership of Toastmasters International at any time up to sixty (60) days before the Annual Business Meeting or special meeting at which they will be considered.
- (b) Proposed amendments may also be submitted by voting members to the Annual Business Meeting of Toastmasters International in the following manner: Proposed amendments must be presented in writing to and received by the Board of Directors no later than December 31 before the Annual Business Meeting at which they are to be submitted, in compliance with Article X, Section 5, above. If the amendment is proposed by one or more member clubs, each club shall have approved the proposed amendment by the vote of at least two-thirds of the active individual members of the club present and voting at a club business meeting at which a quorum is present; such approval shall be evidenced by a certificate containing the proposed amendment signed by all the active individual club members who voted to approve the proposed amendment. If the amendment is proposed by a delegate at large, such proposal shall be evidenced by a certificate containing the amendment and bearing the signature of the delegate at large. Each proponent shall submit such a certificate to the Board of Directors no later than the December 31 deadline. The proposed amendment shall be placed before the voting members of Toastmasters International only if the proposed amendment and certificate(s) are presented to and received by the Board no later than December 31 and one of the following conditions is met:
 - (1) The Board of Directors votes to place the proposed amendment before the voting membership; or
 - (2) The amendment is proposed by at least one percent (1%) of all the votes held by the voting membership of Toastmasters International; or

(3)

- (i) the proponent(s) of the amendment agree to bear the full reasonable administrative cost to Toastmasters International of submitting the proposed amendment to the voting membership for a vote; and
- (ii) no other Bylaw amendment proposed by any proponent of the amendment shall be placed before the voting membership at the same meeting; and
- (iii) if an amendment on substantially the same subject has been voted on by the voting membership within five (5) calendar years before the meeting at which the amendment will be submitted, such prior proposed amendment shall have received no less than thirty percent (30%) of the votes cast;

provided that no proposed amendment shall be placed before the voting members if it has been rendered moot; substantially duplicates or is encompassed by another proposed amendment at the same meeting; is illegal; is designed to further a personal claim, grievance, or interest; is beyond the power of this corporation to effectuate; or is not a proper subject for bylaws under California law.

- (c) Notice of any proposed amendments to be submitted to the voting membership of Toastmasters International for a vote shall be mailed by the Executive Director to each voting member at least sixty (60) days before the meeting, together with any recommendation of the Board of Directors thereon. Any such recommendation shall also be presented to the voting members at the meeting before the vote is taken on the proposed amendments. No amendments to the proposed amendment may be made during the meeting, nor at any time after sixty (60) days prior to the meeting.
- (d) Any amendment to these Bylaws which would materially and adversely affect the rights of either the member clubs as a class, or the delegates at large as a class, as to voting or transfer of membership rights, in a manner different than such amendment affects the other class, shall require the approval of a two-thirds vote of the class affected, based on the number of votes from that class cast in person or (in the case of member clubs) by proxy.
- (e) In the event of two or more Bylaw amendment proposals presented to the same meeting of members, which the Board determines to be in conflict with each other, only the proposal receiving the highest majority of votes cast shall be adopted.

Section 2: Without Notice

These bylaws may be amended at any voting membership meeting by a unanimous vote of the voting membership without previous notice.