

Section II 2

Toastmasters International
RESOLUTION

Last updated: August 21, 2002

Audited: February 19, 2004

RESOLVED, that the Board of Directors of Toastmasters International does hereby:

1. Adopt and approve the publication of a Manual of Management Operations in the form submitted to this meeting.
2. Order that a copy of the Manual as submitted to this meeting and as approved for publication be marked for identification by the Secretary and filed in the records of the corporation.
3. Direct that the original Manual of Management Operations, as it may from time to time be revised and amended, be kept in the custody of the Executive Director and that a copy be retained by the auditors.
4. Order that it is the responsibility of the Executive Director to maintain the Manual in an up-to-date manner on the Toastmasters International web site at all times. It is the responsibility of the Governance and Policy Committee to conduct an audit of this Manual at least once every three (3) years, commencing February 1998.
5. Direct that in each event of a revision or change in the Manual, members in good standing of a Club in good standing shall be notified of the changes to the Manual of Management Operations on the web site at the earliest practicable date of inclusion.
6. Direct that the Manual be published with no fewer than the following subdivisions: Table of Contents, Introduction, Personnel, Governing Documents, Organization Guides, Policies and Procedures, Chronology of Decisions, and Miscellaneous.
7. Order that no change or addition to the Manual will become effective until approved by the Board of Directors and published for inclusion in the Manual.
8. Adopt the policy with reference to the Manual that proposed changes where necessary or appropriate be reviewed by legal counsel, before Board approval, for advise as to whether the proposed changes accord with applicable laws and with the Bylaws, policies and principles of Toastmasters International.
9. Direct that the Manual of Management Operations be retained by each Board member upon completion of his or her term of office. Minutes of Board meetings will be mailed to former Board members only if they are a member in good standing of a Club in good standing and only if they sign a statement of confidentiality as part of a written request to receive such mailings as provided by the Executive Director.

BE IT FURTHER RESOLVED, that a copy of these resolutions be incorporated in and made a part of the Manual of Management Operations.