

TOASTMASTERS INTERNATIONAL®

District Administrative Bylaws

(Parenthetical letters are Section references)

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Administrative Bylaws

of District _____

of

TOASTMASTERS
INTERNATIONAL®

Article I

Authority and Title:

(a) **Authority.** These District Administrative Bylaws are promulgated under the authority of Article XII of the Bylaws of Toastmasters International, by its Board of Directors, relating to district administration.

(b) **District title.** This district shall be designated as set forth in the title of these administrative bylaws.

Article II

Mission and Purposes:

The mission of this district is to enhance the quality and performance and extend the network of the member clubs of Toastmasters International within the boundaries of this district, thereby offering greater numbers of people the opportunity to benefit from the Toastmasters educational program by:

- Focusing on the critical success factors as specified by the district educational and membership goals.
- Ensuring that each club effectively fulfills its responsibilities to its individual members.
- Providing effective training and leadership-development opportunities for club and district officers.

In order to carry out the mission, the officers of this district are empowered to manage Toastmasters International programs and activities within this district, and to act as stewards of Toastmasters International's assets for this district. Using such powers and assets, this district shall:

1. Assist each member club to fulfill effectively its responsibility to its individual members;
2. Encourage and assist in the training of member club officers;
3. Develop a close relationship between member clubs and Toastmasters International;
4. Promote interest in, and extend the benefits of, individual membership in Toastmasters clubs;
5. Help in the organization of new Toastmasters clubs; and
6. Encourage member clubs to undertake programs and projects that will cause greater community awareness of the Toastmasters programs and meet the needs of individual members.

Article III

Affiliation and Liability:

(a) With Toastmasters clubs. All member clubs in Toastmasters International in good standing within the boundaries of this district, and all such clubs organized hereafter, shall be affiliated with this district. However, this district shall have no liability to any third party for any debt or obligation of any club, nor shall any club have any liability to any third party for any debt or obligation of this district or any other component part of Toastmasters International.

(b) With Toastmasters International. This district is an integral part of Toastmasters International, a California nonprofit public benefit corporation, and, as an administrative unit of that corporation, its activities and affairs shall be managed, and its powers exercised, under the ultimate direction of the Board of Directors of Toastmasters International. This district is not an independent or autonomous legal entity.

(c) Receivership. In situations where the ability of a district to accomplish the mission set forth in Article II is in serious jeopardy, the Board of Directors of Toastmasters International may declare the district to be in full or partial receivership. Where the situation is urgent and immediate action is required, the Executive Committee of the Board of Directors may act under Article V, Sec. 6, of the Bylaws of Toastmasters International to declare a district to be in full or partial receivership. Under a declaration of receivership, all or part of the provisions of these District Administrative Bylaws may be suspended, modified, or augmented, which may include, as appropriate, provisions regarding the conduct of financial affairs, the filling of vacancies in district officer positions, and the operation of the district council, the district executive committee, and other district committees. The declaration shall delegate authority over the district in receivership to the International President, to an international vice president, to an acting district governor, to the Executive Director, or to a combination of the foregoing, for the period of time specified on the declaration.

Article IV

Policy:

This district shall not adopt any policy in conflict with any policy of Toastmasters International, and its actions shall be consistent with the purposes and ideals of Toastmasters International.

These administrative bylaws shall be deemed automatically modified and amended so that they shall at no time be in conflict or inconsistent with the Articles of Incorporation, bylaws or policies established by the Board of Directors of Toastmasters International, as they now exist or hereafter may be changed or amended.

Article V

Boundaries:

The geographic boundaries of this district shall be as follows: _____

The district council of this district shall have the authority to change such boundaries, subject to the approval of the Board of Directors of Toastmasters International.

Article VI

Area and Division Organization:

The member clubs of this district shall be organized into areas, the number and composition of which shall be determined by the district council at its annual meeting, to become effective the following July 1. Each area shall be under the direction of an area governor acting under the district governor and district council. This district may further organize areas together into divisions under the supervision of division governors. Any such division of the district into divisions shall be accomplished at the annual meeting to become effective the following July 1.

Article VII

Officers:

(a) **District officers.** The officers of this district shall be a district governor, a lieutenant governor education and training, a lieutenant governor marketing, a public relations officer, a district secretary, a district treasurer, area governors, and may include division governors at the discretion of the district council. 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.** The elective officers of this district shall be the district governor, the lieutenant governor education and training, the lieutenant governor marketing, and any division governors. No district officer may be re-elected to the same office for succeeding terms in which a full year has been served, except that the division governors may be re-elected to succeed themselves for one term. The election of officers shall take place at the annual meeting of the district council. The report of the district nominating committee shall be submitted in writing to all members of the district council at least two weeks prior to the election meeting. Nominations may also be made from the floor by any member of the district council. 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. The other officers of this district shall be the public relations officer, the district secretary, the district treasurer, and the area governor for each area. These officers may be elected or may be appointed by and serve at the will of the district governor, subject to the approval of the district executive committee and confirmation by the district council. The public relations officer, the district secretary and the district treasurer shall be eligible for re-election or re-appointment for one succeeding term only. The offices of district secretary and district treasurer may be combined. Area governors may be elected by the area councils. Area governors shall be eligible for re-election or re-appointment for one succeeding term only.

(d) Qualifications. At the time of taking office, the district governor shall have served at least six consecutive months as a club president and at least 12 consecutive months as a lieutenant governor or division governor or a combination thereof. The lieutenant governors shall have served at least six consecutive months as club president and at least 12 consecutive months as a lieutenant governor, a division governor or an area governor or a combination thereof. The division governors shall have served at least six consecutive months as members of a district council. Insofar as practicable, the area governors shall have served as members of a district council. The term "lieutenant governor" in this paragraph shall refer only to the offices of lieutenant governor education and training or lieutenant governor marketing. 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, of the Bylaws of Toastmasters International.

(e) Term of office. The terms of all district officers shall commence at 12:01 a.m. on July 1 and end on the following June 30, at midnight.

(f) Vacancies. A vacancy in any elective office shall be filled by the district executive committee based upon the recommendation of the district governor, or upon recommendation of the highest elected district officer if the vacancy is in the office of district governor. Such appointment shall become effective immediately and will run until the next succeeding district council meeting at which time such appointment shall be confirmed or another individual member elected to the office. If the office of immediate past district governor is vacated for any reason, it shall stay vacant for the remainder of the term.

(g) Resignation or removal. Any officer may resign at any time, provided that any resignation must be in writing, and will be effective on delivery to the district secretary or the district governor, unless the resignation provides for a later effective date. Any member of the district executive committee may be removed from office by a two-thirds vote of the district executive committee. Any appointed officer may be removed from office at the district governor's discretion by the district governor. Such removal of an appointed officer shall become effective immediately; appointment of a replacement shall be made by the same procedure as the original appointment. The members of the district executive committee are responsible to the Board of Directors of Toastmasters International, and 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, to do so.

(h) 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.

Article VIII

Duties of Officers:

(a) **In general.** The district officers shall have such obligations, responsibilities, and duties as may be set forth in policies and procedures prescribed from time to time by the Board of Directors or in the Articles of Incorporation or Bylaws of Toastmasters International, in these administrative bylaws, or in standing rules or policies adopted by the district council of this district. The authority delegated by the Board of Directors of Toastmasters International to district officers to act as stewards of Toastmasters International's resources in the district is subject at all times to the ultimate direction of the Board.

(b) **District governor.** The district governor shall report to and take direction from the district council in matters pertaining to district organization, programs, and procedures, but the district governor shall be ultimately responsible to the Board of Directors in the exercise of his or her powers and duties. The district governor shall uphold and promote the purposes of Toastmasters International in the district. As the representative of Toastmasters International, the district governor, personally and through the lieutenant governors, shall carry out the programs approved by the Board of Directors and the district council. The district governor presides at all meetings of the district council and the district executive committee; fills such appointive offices as are provided for in these administrative bylaws, subject to the approval of the district executive committee and confirmation by the district council; authorizes withdrawals of district funds, in the manner and to the extent provided in Article XII of these administrative bylaws; and must approve all withdrawals chargeable to the district on the books of Toastmasters International. By the published deadlines, the district governor shall submit to the Board of Directors any reports that may be required by the Board of Directors. The district governor shall provide to each member club in this district and to World Headquarters, copies of the adopted budget, the report of the audit committee, and such other reports as the Board of Directors from time to time may require. The district governor shall furnish World Headquarters with such information as the Board of Directors from time to time may require before the district shall be eligible to withdraw funds of Toastmasters International authorized by the Board of Directors for district activities and operations.

(c) **Lieutenant governor education and training.** The lieutenant governor education and training is the second-ranking member of the district executive committee, and presides over that body and the district council in the absence of the district governor. The lieutenant governor education and training assists the education committees of the member clubs and areas and divisions of the district in utilizing the educational programs and materials of Toastmasters International and has the responsibility for: the training of all division, area and club officers; the preparing and conducting of educational programs for district conferences; the supervising and coordinating of district-wide speech contests; and the formulating of specific educational recognition programs. The lieutenant governor education and training shall attend district council meetings.

(d) **Lieutenant governor marketing.** The lieutenant governor marketing is the third-ranking member of the district executive committee and presides over that body and the district council in the absence of the district governor and lieutenant governor education and training. The lieutenant governor marketing is responsible for: the development, direction, and coordination of an

overall marketing plan necessary for building new member clubs; the increase in individual membership and retaining members in the district; the recruitment and training of district marketing teams; and the formulation of specific membership building recognition programs. The lieutenant governor marketing shall attend district council meetings.

(e) Public relations officer. The public relations officer serves under the direction of the district governor and is responsible for the development and administration of a public relations program that will provide improved understanding by individual members of clubs and the public of the opportunities available for personal development in the Toastmasters International Communication and Leadership Programs.

(f) Division governors. The division governors shall coordinate the activities of area governors within the division and provide area officers with a supervisory head for counsel, information, and service.

(g) Area governors. The area governors shall be responsible for the member clubs within their areas and shall represent the district governor and, if applicable, the division governor to the clubs in their areas. As presiding officer of the area council, the area governor shall hold regular area council meetings, and shall appoint (or provide for the election by clubs in the area of) an area staff for the conduct of area activities between area council meetings. The area governor shall perform such other duties as the district governor and district council may prescribe.

(h) District secretary. The district secretary shall have custody of this district's administrative by-laws and all other records and documents of this district; shall keep the minutes of the meetings of the district council and district executive committee; and shall transmit the same to the successor. The district secretary shall have charge of all district correspondence, and shall perform such other duties as may be prescribed by the district governor or district council.

(i) District treasurer. The district treasurer shall have charge of all funds and other personal property of the district and shall transmit the accounts and all undistributed funds to the successor. The district treasurer shall disburse all funds upon order of the district governor, as provided herein, and shall perform such other duties as may be prescribed by the district governor or district council.

Article IX

District Council:

(a) Composition. The district council shall consist of the district executive committee, as defined in Article XI(a) hereof, and the club president and vice president education from each member club in the district. These shall be the only voting members of the district council, and references made in these administrative bylaws to "members of the district council" shall mean only voting members.

(b) Authority. The district council shall serve as the administrative governing body of the district, operating with powers delegated to the district council by the Board of Directors of Toastmasters International and subject at all times to the ultimate direction of the Board of Directors and the Articles of Incorporation, bylaws, policies, and decisions of Toastmasters International, and these administrative bylaws. The district council shall conduct all business of the district, shall assume responsibility for the payment, with district funds, of all debts incurred in the presentation of district council meetings and other district functions, and shall not assess or impose any financial obligation on any member club or any individual member of a club.

Article X

Council Meetings, Quorum, Proxies, and Voting:

(a) **Regular meetings.** The district council shall hold at least two regular meetings during each year, with the exact number and schedule of meetings to be fixed by the district council from time to time. One of the required meetings shall be called the “annual meeting,” and shall be held between March 15 and June 1. The other required meeting shall be held as soon as practical after the Annual Business Meeting of Toastmasters International, but in no event later than December 1. Notice of any regular meeting shall be sent in writing to all district council members at least four weeks prior to the date of such meeting. Both meetings shall include in their schedule educational programs or sessions for all district council members attending.

(b) **Special meetings.** Special meetings of the district council may be called by the International President, the district governor, a majority of the district executive committee, or not less than one-fourth of the members of the district council. Notice thereof shall be sent in writing to all district council members at least two weeks prior to the date of such meeting, and shall set forth the purpose for which such meeting is called, but any business otherwise valid may be transacted at the meeting.

(c) **Quorum.** One-third of the club presidents and vice presidents education from member clubs in the district, or proxies as authorized by subparagraph (d) hereof, shall constitute a quorum for all district council meetings. In the event that any business is transacted at any district council meeting at which a quorum is not present, the action shall be deemed as valid as if a quorum were present if it thereafter is expressly approved in writing, personally, by mail, fax, e-mail, electronic transmission or other reasonable means, by the affirmative vote of a majority of the member clubs in the district on the basis of two (2) votes per club.

(d) **Proxies.** Either the club president or vice president education of any member club may designate, in writing, any active individual member of the club to act as a proxy for him or her at any district council meeting. In the event one of those officers is not in attendance at the meeting and has not designated, in writing, an active individual member of the club to act as his or her proxy at such meeting, the officer or proxyholder in attendance shall be deemed to hold the proxy of the other and may therefore cast two votes at such meeting. The intent of this provision is to assure that every club will be represented by two votes. No other proxies shall be valid at a district council meeting. A written proxy, to be valid at a district council meeting, must contain all the elements set forth in Toastmasters International policy and must be delivered personally, by mail, by fax, by e-mail, by electronic transmission, or by other reasonable means to the club member who will hold the proxy. The proxy holder must present the proxy in paper form (i.e., print out an e-mail) to the credentials desk. If the proxy does not bear a handwritten signature, it must have the typed name of the club officer(s) giving the proxy or some other indication that the club officer(s) authorized the proxy to be given. A proxy that complies with these requirements shall be treated as valid so long as the credentials desk has no reason to believe that the proxy was not authorized. A proxy holder cannot transfer or assign a proxy to someone else. A valid proxy delivered to the proxy holder is revoked only if the club officer who gave the proxy takes one of the following subsequent actions: he or she destroys the proxy, cancels the proxy in writing, issues another proxy authorized at a later date, or actually attends the district council meeting.

(e) Voting. Each member of the district council in attendance at a council meeting, or his or her proxy as authorized by subparagraph (d) hereof, is entitled to one vote. Any active individual member who carries the proxies of both the club president and vice president education from a member club is entitled to two votes; and any such individual member who is also entitled to a vote as a member of the district executive committee is entitled to three votes. All other members of the district council shall be limited to a maximum of two votes.

Article XI

Committees:

(a) District executive committee. The district governor, the lieutenant governor education and training, the lieutenant governor marketing, the public relations officer, the district secretary, the district treasurer, the area governors, and any division governors, together with the immediate past district governor, shall be the district executive committee, which shall have all functions and powers of the district council except such powers as may be reserved by the district council to itself; subject at all times to the general direction and approval of the district council. A majority of the district executive committee shall constitute a quorum. This committee shall recommend the division of the district into areas and divisions (optional) for approval at the annual meeting. The district executive committee shall prepare a budget in the form prescribed by Toastmasters International, covering estimated receipts and expenditures for the ensuing year, and shall submit it to World Headquarters by September 30. This proposed budget shall be acted upon by the district council at its first meeting. The district executive committee shall have such other duties as are delegated to it by the district council.

(b) District nominating committee. The district governor shall appoint a district nominating committee, at least six weeks prior to the annual meeting of the district council, which shall consist of no fewer than five members. The committee shall operate under the procedural rules adopted by the Toastmasters International Board of Directors for the selection of candidates for the elective district offices and shall submit its report in writing to all members of the district council at least two weeks prior to the annual meeting.

(c) Audit committee. Each year the district governor shall appoint an audit committee consisting of at least three individual members who are not members of the district executive committee. The reports of this committee shall contain information in the format required by Toastmasters International. The committee shall submit an interim mid-year audit report no later than February 15. The committee shall then complete a year-end audit report for the fiscal year ending June 30. The outgoing and incoming district governors are jointly responsible for submitting this report to the member clubs and to World Headquarters by August 31.

(d) Other committees. Other committees may be appointed from time to time as may be deemed advisable by the district governor or the district council. Such committees may include, among others, the following special committees: district education and training, district marketing, district public relations, Youth Leadership program, Speechcraft, administrative policies and procedures, awards, speakers bureau, district newsletter, and past district governors committee.

Article XII

Finances and Records:

(a) **Finances.** The conduct of this district's financial affairs shall be subject to policies established by the Toastmasters International Board of Directors from time to time. Payments of district expenses shall be made only for expense items benefitting the district and consistent with the purposes and policies of Toastmasters International. Toastmasters International will transfer funds to the district upon presentation of a requisition which sets forth the purpose of the withdrawal and which is signed by the district governor and either the district secretary or district treasurer. All disbursements of district funds shall be subject to the approval of the district council and shall be in accordance with the district budget, unless otherwise approved by the Board of Directors.

(b) **Records.** The outgoing district officers shall transfer to the incoming officers, in good order, the complete records of their respective offices by the beginning of the administrative year (July1).

Article XIII

Rules of Order:

Robert's Rules of Order Newly Revised shall be the final authority on parliamentary procedure insofar as Robert's Rules do not conflict with any provision of these Administrative Bylaws, the Articles of Incorporation or Bylaws of Toastmasters International, policies and procedures set by the Board of Directors of Toastmasters International from time to time, or applicable law, provided that if the district is located in a jurisdiction where Robert's Rules are not a recognized authority on parliamentary procedure, this district may use the recognized authority in the jurisdiction where this district is located in place of Robert's Rules.

Article XIV

Political Activity:

This district shall not take any official position on any issue of local, state, or national public policy, or otherwise engage in any legislative lobbying. This district shall not participate or intervene in any way in any campaign of any person for any public office.

Article XV

Legal Action:

This district shall not file any lawsuit as a party plaintiff, hire legal counsel, file any response to any lawsuit, respond to any subpoena, or take any other legal action without the prior written approval of the Executive Director of Toastmasters International. In the event this district is served with any summons, complaint, subpoena, injunction, or other form of legal process, the district officer receiving the legal process shall so notify World Headquarters within 24 hours of such service.

Article XVI

Governing Law:

This district shall be governed by, and these administrative bylaws shall be construed in accordance with, the laws of the State of California, where Toastmasters International is incorporated, regardless of where this district is located.

Article XVII

Amendments and Other Rules:

(a) Amendments to these administrative bylaws shall be made only by the Board of Directors of Toastmasters International. The administrative bylaws for this district shall be identical, except for the description of boundaries in Article V above, to the administrative bylaws for all other districts of Toastmasters International. The Executive Director of Toastmasters International shall notify the following of any amendment adopted by the Board of Directors: all member clubs and the district governor, the lieutenant governors, the immediate past district governor, the public relations officer, the district secretary, the district treasurer, the division governors and area governors of each district.

(b) The district council of this district may propose an amendment to these administrative bylaws to the Board of Directors or Executive Committee of Toastmasters International, provided that the district council shall have given written notice of such proposal at least 30 days in advance of the district council's action to all member clubs affiliated with this district, and shall thereafter give 45 days' written notice to the Board. The Board of Directors or Executive Committee of Toastmasters International, whichever is the next to meet after submission of a proposed amendment, shall consider the proposal at its next meeting. No proposed amendment shall become effective without the approval of the Board of Directors or Executive Committee.

(c) Policies and standing rules applicable only to this district may be adopted by the Board of Directors of Toastmasters International, or by the district council of this district. Such policies and rules must be submitted promptly to World Headquarters to be kept on file, and must not be in conflict with any provision of these administrative bylaws, the Articles of Incorporation or Bylaws of Toastmasters International, policies adopted by the Board of Directors, or applicable law. The Board reserves the right to review, disapprove, or modify any such policy or standing rule.

Glossary of Governing Documents

The following glossary collects definitions found throughout the governing documents for convenient 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.

Annual Business Meeting: The regular yearly meeting of the voting members of Toastmasters International, held during the International Convention, for the election of officers and directors and the conduct of other corporate business. See TI Bylaws, Articles IX and X.

Areas: Administrative units within each district of Toastmasters International, each of which is under the direction of an area governor. The district may organize areas together into divisions.

Articles of Incorporation: The Amended and Restated Articles of Incorporation of Toastmasters International, as filed with the California Secretary of State.

Board or Board of Directors: The Board of Directors of Toastmasters International, a California non-profit public benefit corporation, consisting of not less than 17 and not more than 25 voting directors, with the exact number set from time to time by the Board of Directors. The Bylaws specify that the directors are the International President, the International President-Elect, the First and Second Vice Presidents, the Immediate Past International President, and one international director from each geographic region. The Executive Director of Toastmasters International normally attends and participates in meetings of the Board of Directors but is not a director with voting privileges. (This will be the configuration of the Board in 2011, when the transition to worldwide regions is complete.) See TI Bylaws, Article V, Sec. 1.

Bylaws: Depending on the context, either: (1) the Bylaws of Toastmasters International, a California non-profit public benefit corporation; or (2) the Standard Club Bylaws for member clubs.

Charter: A document issued by World Headquarters and signed by the International President and the Executive Director that commences membership in Toastmasters International of a member club.

Clubs or Member Clubs: Groups which have subscribed to the purposes and ideals 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 and procedures 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 TI Bylaws, Article III.

Constitution or Club Constitution: Toastmasters Club Constitution for member 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.

Corporation, this or the: Toastmasters International, a California nonprofit public benefit corporation.

Delegates and Alternates: Individuals, from among a member club's active individual members, duly authorized by the club to cast the club's two votes at the Annual Business Meeting. Delegates and alternates must be in good standing with Toastmasters International. Other individual members of a club who attend the Annual Business Meeting do so as nonvoting observers. See TI Bylaws, Article X, Sec. 1.

Delegates at Large: The Toastmasters International President, the International President-Elect, the vice presidents, the international directors, past international presidents, past international directors, and district governors, subject to the conditions of membership stated in the Bylaws, each entitled to cast a single vote if present at the Annual Business Meeting. See TI Bylaws, Article III, Sec. 1(b), and Article X, Sec. 4.

Designated Representative: The person (generally, the president of a member club) through whom a member club exercises its rights and obligations as a voting corporate member of Toastmasters International. See TI Bylaws, Article III, Sec. 9.

Director: A voting member of the Board of Directors of Toastmasters International.

Disciplinary Proceedings: Proceedings in which the Board of Directors may terminate or suspend a member club or a delegate at large, or may suspend, remove, or take other action with respect to the good standing of an individual member of a club. See TI Bylaws, Article III, Sec. 13.

District Administrative Bylaws: The central document governing administration of the districts of Toastmasters International, issued and modified from time to time by the Board of Directors.

Districts: Administrative units of Toastmasters International, organized based on the territory covered by groups of adjacent member clubs, whose boundaries are established and modified subject to the approval of the Board of Directors. Each district is designated by a number. Each district is divided into areas, and in some districts, areas are organized together into divisions. Districts are governed by the District Administrative Bylaws and are not independent or autonomous legal entities. See TI Bylaws, Article XII.

Divisions: Administrative units into which some districts of Toastmasters International are divided, each under the direction of a division governor and consisting of a number of adjacent areas.

Dues: Depending on the context, either (1) the dues paid by individual members to the clubs to which they belong, or (2) the per capita dues paid by the member clubs twice yearly to Toastmasters International, which are set by a two-thirds vote of the entire Board of Directors from time to time. See TI Bylaws, Article III, Sec. 12, and Article IV, Sec. 2.

Executive Committee: Depending on the context, any of the following: (1) The Executive Committee of the Board of Directors, which exercises the power of the Board in some circumstances, and consists of the International President, the International President-Elect, the two Vice Presidents, the Immediate Past International President, and the Executive Director (as an ex officio member without voting rights); or (2) the executive committee of a district of Toastmasters International, consisting of the district governor, the lieutenant governor education and training, the lieutenant governor marketing, the public relations

officer, the district secretary, the district treasurer, the area governors, and any division governors, together with the immediate past district governor; or (3) the executive committee of a member club, consisting of the officers of the club named in the Club's Constitution; e.g., a club president, a vice president education, a vice president membership, a vice president public relations, a club secretary, a club treasurer (or a club secretary/treasurer), a sergeant at arms, and the immediate past club president. See TI Bylaws, Article V, Sec. 6.

Executive Director: The Executive Director of Toastmasters International, who is the chief executive officer of the corporation under the supervision of the Executive Committee and the control of the Board of Directors and is appointed by the Board of Directors. See TI Bylaws, Article VI, Sec.6.

Ex Officio: Used in the Bylaws to indicate that an individual participates on a board or committee by virtue of holding a position with Toastmasters International (e.g., the Executive Director), but is not a legal member of that board or committee and has no voting rights.

Good standing of individual members of clubs: Membership status required in order for individual members of clubs to vote at the club level or otherwise participate in Toastmasters International activities open to individual members of clubs. Good standing is presumed on initial admission of an individual member into a club, and thereafter continues so long as the individual remains a member of the club, the club is not suspended or terminated, the club pays when due the fees and payments relating to such member, the club continues to recognize the individual as a member in good standing of the club, and the individual member has not been suspended or removed from good standing with Toastmasters International by action of at least a three-fourths majority of the Board of Directors. See TI Bylaws, Article III, Sec. 8.

Indemnification: The general requirement for Toastmasters International to advance and to pay the expenses (for example, attorney's fees, fines, and settlements) of directors, officers, employees, and other agents that result from judicial or administrative proceedings relating to the person's role with Toastmasters International. See Article XIII, Sec. 6.

Individual members of clubs: Persons who are members of clubs that are members of Toastmasters International. The legal term "member" is a designation which is limited to the member clubs themselves and delegates at large. See TI Bylaws, Article III, Sec. 1.

International President: The President of Toastmasters International, who is the presiding officer of the corporation and an ex officio member of most corporate committees and who presides over the Executive Committee, the Board of Directors, and the Annual Business Meeting. Upon the expiration of his or her one-year term, the International President automatically assumes the office of Immediate Past International President. See TI Bylaws, Article VI, Sec. 4 and Sec. 9.

International President-Elect: The International President-Elect assumes 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. Upon the expiration of his or her one-year term, the International President-Elect automatically assumes the office of International President. The International President-Elect is elected by the members. See TI Bylaws, Article VI, Sec. 5(a) and Sec. 9, and Article IX.

Member, Membership: The voting members of the corporation Toastmasters International under Section 5056 of the California Corporations Code. Individuals who join Toastmasters clubs may be referred to informally as “members” in various documents, but the voting corporate members with full rights under California law and the governing documents of Toastmasters International are only the member clubs and delegates at large. Gavel clubs and other entities and programs that Toastmasters International may establish from time to time are not corporate members. See TI Bylaws, Article III, Sec. 1.

Nondiscrimination: The policy of Toastmasters International not to 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. See TI Bylaws, Article III, Sec. 7.

Officers: Depending on the context, the officers of: (1) Toastmasters International, who are 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 governor for each district of Toastmasters International; or (2) a district of Toastmasters International, who are the district officers, consisting of the district governor, the lt. governor education and training, the lt. governor marketing, the public relations officer, the district secretary, the district treasurer, area governors, and possibly including division governors at the discretion of the district council (each past district governor shall be an ex officio officer of the district); or (3) a member club of Toastmasters International, who are a club president, a vice president education, a vice president membership, a vice president public relations, a club secretary, a club treasurer (or a club secretary/treasurer), a sergeant at arms, and the immediate past club president. See TI Bylaws, Article VI and Article XII, Sec. 3.

Policies and Procedures: The major administrative decisions governing the affairs of the organization, known as “policies and procedures,” are adopted and revised by a two-thirds vote of the entire Board of Directors of Toastmasters International. See TI Bylaws, Article V, Sec. 4(f).

Proxy: A person designated by a member club to exercise that member’s right to vote at a meeting pursuant to a proxy designation that conforms to policies and procedures set by the Board of Directors. Any member club, if unrepresented at the Annual Business Meeting by a delegate or alternate from among its own active individual club members, may designate as its proxyholder, in writing, any active individual member in good standing of any other member club. Upon presentation of proper credentials, the proxyholder has the right to vote for the club represented in addition to any other right to vote which the proxyholder may have. See TI Bylaws, Article X, Sec. 2.

Quorum: The minimum number of the members required to be present for a meeting to legally transact business. The Bylaws of Toastmasters International contain an Article stating the quorum requirements for the Annual Business Meeting and other member meetings, for the Board of Directors, and for Board committees. The District Administrative Bylaws and Club Constitution also contain quorum requirements for meetings at the district and club levels. See TI Bylaws, Article XI.

Record Dates: Different dates used for determining voting membership rolls for certain purposes. Under the Bylaws of Toastmasters International, a member holding a membership as of the close of business on the record date is deemed a voting member of record. The record date to determine which members are

entitled to notice of a members' meeting is the ninetieth day before the date of the meeting. The record date to determine which members are entitled to vote at a members' meeting is the seventh day before the date of the meeting. See TI Bylaws, Article X, Sec. 8.

Regions: Geographic areas representing the territory of groups of member clubs, the boundaries of which may be modified from time to time by a two-thirds vote of the entire Board of Directors. Each region should have as nearly as possible an equal number of clubs, and no region should have more than 15% of the total number of member clubs in good standing at the end of the fiscal year immediately preceding any modification. See TI Bylaws, Article V, Sec. 4(h) and 4(i).

Secretary-Treasurer: The Board of Directors, at its meeting immediately following the Annual Business Meeting, shall appoint an employee of World Headquarters to perform, for one-year terms, the duties usually performed by the secretary and treasurer of a nonprofit corporation. Such duties include supervising the keeping of the minute books of Toastmasters International and supervising the charge and custody of all funds of the organization and the maintenance of correct accounts of the organization's properties and business transactions. The Secretary-Treasurer does not receive additional compensation for serving in that office. See TI Bylaws, Article VI, Sec.7.

Standing Committees: Depending on the context, any of the following: (1) the Executive Committee, the International Leadership Committee, and the Advisory Committee of Past Presidents, and such other committees as the Board of Directors may establish from time to time (except for the Executive Committee, these committees are advisory and do not exercise the power of the Board of Directors); or (2) the executive committee, nominating committee, and audit committee of a district of Toastmasters International, or such other committees the district from time to time may establish; or (3) the executive, education, membership, public relations, and social and reception committees of a member club of Toastmasters International. See TI Bylaws, Article VII.

Transition Provisions: Special transition provisions applicable through 2011 are set forth at the end of each Article of the Bylaws as needed.

Vice President: Depending on context, either the First Vice President or the Second Vice President of Toastmasters International. See TI Bylaws, Article VI, Sec. 5.

Vote...of the Board: A vote in which the required majority or greater percentage necessary for action is calculated using the number of directors present at a duly noticed meeting, provided that there is a quorum of directors at the meeting. See TI Bylaws, Article V, Sec. 3(c).

Vote...of the entire Board: A vote in which the required majority or greater percentage necessary for action is calculated using the total number of directors then in office rather than merely the number of directors present at a meeting where there is a quorum. See TI Bylaws, Article V, Sec. 3(c).

World Headquarters: The principal place of business of Toastmasters International, in Rancho Santa Margarita, California.