

# Section VI A 12

Toastmasters International  
***POLICIES AND PROCEDURES***

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## **PROCEDURAL RULES FOR THE CALLING OF A SPECIAL MEETING OF THE MEMBERSHIP**

Article IX, Section 4, of the Bylaws of Toastmasters International gives the Board of Directors the power to call a special meeting of the voting membership if the Board decides that such a meeting is in the best interests of the corporation. In light of the expense, time, and effort required to call and hold a special membership meeting, it is anticipated that all actions to be voted on by the members will be brought before the Annual Business Meeting whenever possible, and that special meetings would be highly unusual. If a special membership meeting is called, the following procedures would be followed:

1. A special membership meeting may be called by majority vote of the Board of Directors at any proper Board meeting, or by unanimous written consent, including e-mail or other electronic methods, all as governed by Article V, Section 3, *Meetings*, of the Bylaws, or as required by the California Nonprofit Public Benefit Corporation Law.
2. If the Board decides to call a special membership meeting to consider any action, the Board shall determine the record dates for purposes of notice of the meeting and voting at the meeting in accordance with Article X, Section 8, *Record Dates*, of the Bylaws.
3. Notice of any special membership meeting shall be provided in accordance with Article X, Section 7, *Notice*, of the Bylaws, including the requirement that the general nature of the business to be transacted at the meeting will be stated in the notice, and no other business may be transacted.
4. The presence of a quorum at a special membership meeting shall be governed by Article XI, Section 1, *Annual Business Meeting, Special Meetings, Mail Votes*, of the Bylaws.
5. At the special membership meeting, unless otherwise determined by the Board in light of the circumstances giving rise to the need for a special membership meeting, the rules applicable to member representation and voting at the Annual Business Meeting stated in Article X, Sections 1 through 6, *Voting By Member Clubs, Proxies, Credentials, Voting By Delegates At Large, Resolutions and Voting*, of the Bylaws shall apply. The conduct of the special membership meeting shall be in accordance with Article XIII, Section 5, *Rules of Order*, of the Bylaws.

References: Bylaws of Toastmasters International, Article IX, Section 4  
Bylaws of Toastmasters International, Article V, Section 3  
Bylaws of Toastmasters International, Article X, Section 8  
Bylaws of Toastmasters International, Article X, Section 7  
Bylaws of Toastmasters International, Article XI, Section 1  
Bylaws of Toastmasters International, Article X, Sections 1-6  
Bylaws of Toastmasters International, Article XIII, Section 5