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Toastmasters International
POLICIES AND PROCEDURES

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**PROCEDURAL RULES FOR MEMBER VOTING BY MAIL
IN LIEU OF ANNUAL BUSINESS MEETING**

Article IX, Section 4, of the Bylaws of Toastmasters International permits Toastmasters International to hold its annual election of officers and directors by a mail vote of the membership if the 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 the Annual Business Meeting. The term "members" in this Procedural Rule means voting members of the corporation Toastmasters International (i.e., member clubs and Delegates at Large). The following procedures shall govern any such mail vote:

1. By majority vote of the Board at any proper Board meeting or by unanimous written consent, the Board may resolve that circumstances warrant election of officers and directors by mail vote of the membership, all as governed by Article V, Section 3, *Meetings*, of the Bylaws.
2. In the case of any election by mail vote of the membership, the Board shall take all of the following actions:
 - a. Set the record date for purposes of determining which members are entitled to cast votes, which shall not be more than 60 nor less than 20 days before the day on which the first written ballot is mailed or solicited, and the members otherwise entitled to vote as of the close of business on such record date shall be entitled to vote in the election.
 - b. Determine the means by and the date on which written ballots will be distributed to those members entitled to vote in the election. The preferred means of distribution within the United States shall be by the United States Postal System. The preferred means of distribution outside the United States shall be by a specialty mailing service. The preferred means shall be used if available under the conditions then prevailing. If the preferred means cannot be reasonably relied upon to deliver ballots to some or all members within the ordinarily expected time, the Board may determine an alternative means of distributing ballots to the affected members, which must comply with the California Nonprofit Public Benefit Corporation Law.
 - c. Set the date on which, by close of business, ballots must be received at World Headquarters to be counted in the election; such date shall provide a reasonable time from the time such ballots will be distributed, in light of the circumstances then prevailing (including the means of distribution), for members to return their ballots.

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- d. Set the date for completion of the nomination procedures described in Article VIII, Section 1, *International President and Vice Presidents*, and Section 2, *Directors*, allowing adequate time for the preparation of ballots and the solicitation and inclusion of candidate statements under paragraph 8 below. In no event shall nominations be made later than 50 days before the date set for ballots to be received at World Headquarters to be counted in the election. Since no meeting of the voting membership will be held, Article VIII, Section 3, *Nominations from the Floor*, is inapplicable.
3. These Procedural Rules shall in no way affect the qualifications for Office stated in the Bylaws of Toastmasters International.
4. The Board shall appoint the corporate Secretary-Treasurer and/or other person(s) as an Election Committee of three to be responsible for the conduct of the election with fairness to all members. The committee members shall perform their duties hereunder impartially, in good faith, to the best of their abilities, and as expeditiously as is practical. The committee shall have the powers given to inspectors of elections in, and shall otherwise be governed by, the California Nonprofit Public Benefit Corporation Law. The Board and World Headquarters shall provide all reasonable assistance to the committee.
5. The Election Committee shall determine the minimum number of votes that must be received by the date set by the Board for return of ballots in order for a valid election to take place. This number shall equal the quorum required to be present (in person or by proxy) at a meeting for an election of officers and directors to validly occur under Article XI, Section 1, of the Bylaws.
6. The Board shall review and approve a form of written ballot and the accompanying solicitation letter to members from the Board. The ballot shall state that it concerns the annual election of officers and directors in lieu of elections normally held at the Annual Business Meeting. The ballot shall specify, for each contested position, the names of each candidate validly nominated for that position, and provide space for the member to vote for, against, or abstain with respect to each candidate. The ballot will explicitly state that if a member specifies a choice, the member's vote will be cast accordingly. The solicitation letter accompanying written ballots to be sent to members shall state, in addition to any instructions or recommendations from the Board relating to the written ballot, the time by which written ballots must be received by Toastmasters International in order to be counted and the minimum number of responses that must be received to meet the requirement for a valid vote as determined under paragraph 5 of these Procedural Rules. The Board shall determine whether pre-addressed return envelopes will be enclosed with the written ballots and, if so, whether postage will be prepaid by Toastmasters International.
7. If, after the close of nominations, only one person is nominated for a position, the Election Committee shall declare the person nominated and qualified to have been elected without further action.
8. The Election Committee shall notify each validly nominated candidate in a contested election of the opportunity to submit a written statement of not more than 500 words to communicate

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to members the nominee's qualifications and reasons for seeking office, and to solicit the vote of the members. The notice shall specify a deadline for the candidate's submission of such statements to the committee not less than 30 days after the date of such notice. Any such candidate whose statement is not received by the committee, at the address stated in the notice by the deadline, shall not be entitled to have his or her statement distributed to members with the written ballot. Toastmasters International shall respond to all other communications requests from nominees in accordance with the California Nonprofit Public Benefit Corporation Law.

9. On the date specified by the Board therefor, the Election Committee shall cause written ballots and any accompanying materials (including the text of all valid candidate statements received under paragraph 8, presented with equal prominence) to be distributed in the manner specified by the Board to every member of Toastmasters International entitled to vote in the election.
10. Promptly after the date by which ballots were required to be received by Toastmasters International in order to be counted, the Election Committee shall determine whether enough votes have been received to constitute a valid election. If not, the balloting will remain open until the minimum number of votes has been received. If so, they shall then count the votes, and the candidate receiving the highest number of valid votes shall be declared the winner, whether or not such candidate received a majority of all votes cast. In the case of a tie, the winner shall be selected by drawing lots. In counting votes, any ballots marked "withhold," "abstain," or otherwise marked to indicate that the vote in a particular contest is withheld shall not be voted for or against any candidate in that contest. The committee shall certify in writing, under penalty of perjury, the results of the election to the Board and the members. Those elected shall take Office immediately upon the certification of their election.
11. After the results of the election have been certified, the Election Committee shall promptly cause each candidate in the election to be informed of those results, and shall publish those results in the next issue of *The Toastmaster* magazine.
12. Written ballots, once delivered to Toastmasters International, may not be revoked.

References: Bylaws of Toastmasters International, Article IX, Section 4
Bylaws of Toastmasters International, Article V, Section 3
Bylaws of Toastmasters International, Article VIII, Sections 1, 2 and 3
Bylaws of Toastmasters International, Article XI, Section 1