



**Minutes of the 2014-2015 Board of Directors Meeting  
Anaheim, California  
February 19-21, 2015**

The 2014-2015 Board of Directors convened at 10 a.m. Pacific Standard Time on February 19, 2015 with International President, Mohammed Murad, DTM presiding. The other officers and directors present were: International President-Elect Jim Kokocki, DTM; First Vice President Mike Storkey, DTM; Second Vice President Balraj Arunasalam, DTM; Immediate Past International President George Yen, DTM; Chief Executive Officer Daniel Rex; Karen Blake, DTM; Ede Ferrari D'Angelo, DTM; Sharon Anita Hill, DTM; Tom Jones, DTM; Ross Mackay, AS, DTM; Deepak Menon, DTM; Khaled Matlagaitu, DTM; Patrick Oei, DTM; Richard Peck, DTM; Alan Shaner, DTM; Gloria Shishido, DTM; Charlie Starrett, DTM; Joan Watson, DTM; and Dennis E. Wooldridge, DTM. Secretary/Treasurer Sally Newell Cohen and Nonprofit General Counsel Greg Colvin were also present.

#### **BOARD OF DIRECTORS**

The meeting began with reports from International President Murad and Chief Executive Officer Rex on the status of the organization.

#### **EXECUTIVE COMMITTEE**

The report of the Executive Committee was presented by International President-Elect Jim Kokocki, DTM, and covered the following items considered at its February 17-18, 2015, meeting:

The 2014-2015 Executive Committee met on February 17-18, 2015, with International President Mohammed Murad, DTM, presiding. The other officers present were: International President-Elect Jim Kokocki, DTM; First Vice President Mike Storkey, DTM; Second Vice President Balraj Arunasalam, DTM; Immediate Past International President George Yen, DTM; and Chief Executive Officer Daniel Rex. Secretary/Treasurer Sally Newell Cohen was also present.

1. The Committee reviewed the organization's performance for the first seven months of the 2014-2015 program year. The Committee recognizes and appreciates the achievements of the clubs and districts around the world in growing membership and clubs.
2. The Committee received updates on the strategic projects in progress at World Headquarters. Specifically, it reviewed the Revitalized Education Program (REP), which continues to be in development. The Committee received an update on progress made since November 2014. In addition, the Committee approved the budget for the new Virtual Learning Environment. The anticipated additional expense, which was not included in 2015 budget that was approved in November 2014, will be \$250,000.
3. The Committee reviewed the progress of newly established reformation committees, status of reformations in progress and reformation-related requests:



- The Committee approved requests from District 85 (China), District 4 (Northern California), District 42 (Alberta and Saskatchewan, Canada), District 51 (Peninsular Malaysia) and District 95 (Eastern Europe) to begin reformation processes that will conclude on July 1, 2016, with the establishment of the new districts.
  - Districts 6 (Minnesota, U.S. and Ontario Canada) and 64; and District 64 and District 78 (Montana, North Dakota, South Dakota and parts of Wyoming and Minnesota), will amend boundaries on July 1, 2015.
  - The Committee reviewed the status of reformations that will take effect on July 1, 2015 in Yukon/Alaska Council of Toastmasters and District 32 (Western Washington State) and District 96 (Northern British Columbia); District 41 (India); and District 70 (Australia).
  - The Committee reviewed the status of reformation committees established in Founders District (Southern California), District 30 (Chicago, Illinois); Districts 60 and 86 (Ontario, Canada); and District 79 (Saudi Arabia).
4. The Committee received presentations from investment managers Capital Group and MorganStanley. The Committee reviewed the investment portfolio. In addition, the Committee reviewed the asset allocations and rate of return as is required in Policy 8.7: Investments.
  5. In 2013, the Smedley Fund Reinvigoration Committee developed a series of recommendations to reinvigorate the program and increase donations. It also directed World Headquarters to analyze the feasibility and level of effort required to execute the recommendations. To ensure appropriate resources to achieve the organization's objectives, the Committee approved the addition of a new Smedley Fund Coordinator staff position, not included in the 2015 budget review in November 2014.
  6. The Committee confirmed the Chief Executive Officer's selection of Vancouver, British Columbia, as the location of the 2017 International Convention.
  7. Each February the International President, in consultation with the Executive Committee, assigns Board members to participate in committee work between March and June. Two committees will convene: Policy and Protocol Review Committee (as directed by Policy 1: Governing Documents, which stipulates that the Board must conduct a policy and protocol audit every three years) and Member Engagement Committee (for the purpose of studying leadership motivation at the club level). The membership and presiding officer of each committee was determined by the International President in accordance with Policy 11.4, Section 3.C.
  8. In response to increasing requests for an accommodation for virtual, or non-in person, clubs, in August 2014, the Board directed World Headquarters to research the topic and present a recommendation in February 2015. Based on the complexity of integrating the virtual club experience into the existing education and recognition programs, the Committee recommends continued research and evaluation with a final recommendation to be presented in August 2015.



9. The Committee conducted a review of the Chief Executive Officer's performance and commended Chief Executive Officer Rex for his efforts and exceptional contribution. The Committee also approved a compensation package for the Chief Executive Officer for the 2015-2016 year, relying upon written submissions, including comparative salary data, as well as the Committee members' own observations and experiences. While the Chief Executive Officer was excused from the room, the Committee reviewed confidential advice regarding compliance with excess benefit rules under Section 4958 of the United States Internal Revenue Code, made factual findings and adopted extended resolutions as appropriate. Also, in accordance with the California Nonprofit Integrity Act (NIA) of 2004, the Committee determined that the compensation of the Chief Executive Officer is just and reasonable compared to similar organizations.
10. The meeting convened as the Strategic Planning Committee and continued the development of a new strategic plan to be released in August 2015.

The Board voted to accept and approve the recommendations and actions in the report.

## **BOARD OF DIRECTORS**

1. The Board received reports from three committees:
  - a. Region Advisor Selection Committee  
The Committee was tasked with selecting the best-qualified individuals for the role of Region Advisor for each region. It also reviewed the existing process and provided recommended improvements for the consideration of future committees.

The Board voted to accept the report presented by the Region Advisor Selection Committee.

- b. Strategic Club Creation and Retention Committee  
Club success is critical to the organization; the club experience has the greatest impact on member satisfaction and achievement. To ensure that all clubs have the greatest likelihood to grow and flourish, the processes followed during club formation and the first stages of the club life cycle are critical. The Strategic Club Creation and Retention Committee was tasked with identifying the factors that may negatively impact a club's ability to succeed during the club formation process, identifying the factors that will increase the likelihood of success during the club's early life and developing recommendations that will result in specific strategies to increase club strength during formation and manage mid-stage or dissolution activities. Its recommendations focused on the areas of:
    - Strategic support for chartering and retention of new clubs
    - Identification of corporate or community champions
    - Training and education
    - Strengthening new club sponsor and mentor roles



- Early identification to minimize club loss
- Reconsideration of the District Recognition Program critical success factors
- Additional topics that could be considered for future committees

The Board voted to accept the report presented by the Strategic Club Creation and Retention Committee as a work in progress.

c. District Efficiencies Committee

The Committee was tasked with identifying district activities that support the mission, determining the percentage of district resources that are focused on these activities and identifying what percentage of districts' efforts is spent on activities that do not directly support the mission. From the results, the Committee developed recommendations that will result in increased emphasis and resource allocation on mission-focused activities along with recommendations that will result in less emphasis on and fewer resources dedicated to non-mission-focused activities.

The Committee recommendations focused on the areas of:

- District Conferences and Speech Contests
- District Elections and Leader Selection
- Finance
- Marketing and Public Relations
- Training

The Committee requests that World Headquarters conduct research, study the feasibility and present a prioritized list and timeline for each set of recommendations at the August 2015 Board meeting.

The Board voted to accept the report presented by the District Efficiencies Committee as a work in progress.

2. The Board of Directors approved, by the required two-thirds vote, the insertion into the District Administrative Bylaws of language clarifying that districts do not have the authority to create separate Toastmasters' legal entities in Article III: Affiliation and Liability, (b) With Toastmasters International, to go into immediate effect.
3. To increase awareness about expected behavior regarding bullying, the Board of Directors approved, by the required two-thirds vote, clarifying language and examples of behaviors that will not be tolerated, to be included in Policy 3.0: Ethics and Conduct, Item 1: Standards, Item 3: Harassment and Bullying.
4. In August 2014, the Board discussed management of district funds and specifically, the instances where districts placed their funds in investment accounts. At the time, the Board agreed that was not a proper use of funds as there is no need for districts to amass funds or risk fund balances. At this meeting, the Board made changes to Policy 8.4: District Fiscal Management to clarify that districts may not place funds in investment accounts. Additional changes were made to give



district leaders the explicit authority to establish district bank accounts. The Board voted to approve, by the required two-thirds vote, these amendments to Policy 8.4: District Fiscal Management.

All of the proposed and already-in-effect amendments to the governing documents set forth above are attached to these minutes.

5. The Strategic Planning Committee and Board of Directors participated in a review of the organization's envisioned future as well as a refinement of the goals and objectives that will serve as the blueprint for the 2015 Strategic Plan.

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".

International President Murad adjourned the meeting at 5:15 p.m. on February 21, 2015.

Sally Newell Cohen  
Secretary/Treasurer

Distribution: Board of Directors  
Nonprofit General Counsel  
Chief Executive Officer

# DISTRICT ADMINISTRATIVE BYLAWS

## 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: Purpose

The purpose 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 purpose, 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. **Because 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, no district has the authority to create a separate 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, Section 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 four 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, Section 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 bylaws 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 the nominating committee chair no later than October 1. The remaining committee members shall be appointed no later than November 1 and 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. The committee's results shall be reported in writing to the district governor no fewer than six weeks before the district's annual meeting. The district governor shall submit the nominating committee report to the members of the district council at least four 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. In addition, the Board may test the feasibility of potential amendments to these administrative bylaws by allowing alterations, at specific times and locations, that may conflict with existing provisions of these administrative bylaws.

## Ethics and Conduct

### 1. Standards

- A. All programs, activities, communications, and conduct of Toastmasters clubs and members shall be represented in an ethical manner, consistent with Toastmasters International's governing documents, mission, and values. Each club is responsible for the actions of its members.
- B. ~~Ethics and conduct violations by an individual member, club, area, division, district, or other official group, may subject the offending person or entity to disciplinary action.~~  
**Any Toastmasters club, area, division, district or other official group that violates ethics and conduct standards may be subject to disciplinary action.**
- C. ~~E. Ethics and conduct violations may subject the offending individual to removal from club membership, a leadership role at any level, and/or good standing with Toastmasters International. Any individual member, at any level, who violates ethics and conduct standards, may be subject to disciplinary action up to and including removal from good standing with Toastmasters International.~~
- D. ~~C.~~ Members shall not conduct or condone programs, activities, or communications which are defamatory, malicious, offensive, derogatory, damaging, false, libelous, or otherwise detrimental to the best interests of Toastmasters International. Members shall not assist, support, aid, facilitate, invite, or condone anything that interferes with the programs, proceedings, or affairs of Toastmasters International or its clubs.
- E. ~~D.~~ Each club, not Toastmasters International, is legally and practically responsible for resolving personal conduct issues within the club. Clubs are not liable for claims against the international organization and the international organization is not liable for claims against the clubs.
- F. If the actions of any individual member or club are in conflict with the basic principles, ideals, or standards of Toastmasters International, the club may be subject to suspension or expulsion by Toastmasters International and/or the individual member may be subject to suspension or removal from good standing, and/or other appropriate action.
- G. Members in leadership roles above the club level are subject to the ultimate authority of the Board of Directors. The Board may remove a member from good standing or expel a club, under [Article III, Sections 4, 8, and 13 of the Bylaws of Toastmasters International](#). Removal of district officers is governed by [Article VII, Section \(g\) of the District Administrative Bylaws](#) and discipline of Board members is governed by [Policy 11.12](#).
- H. Matters of personal conduct within districts above the club level are resolved by district officers when possible, with assistance from World Headquarters to the extent necessary and practically possible. The Executive Director is notified of incidents occurring above the club level and may initiate independent action to assure that proper corrective steps are being taken.



## 2. Nondiscrimination, Background, and Character

- A. Nondiscrimination is defined in [Article III, Section 7 of the Bylaws of Toastmasters International](#).
- B. When voting on the admission of a member or the election of an officer, members are entitled to consider any information about the person's background or character of which they are aware, but the prospective member is not required to make any affirmative disclosures about such matters.
- C. Toastmasters International, clubs, districts, or any officer is not responsible for the background or character of any person admitted to club membership or elected or appointed to a leadership role.

## 3. Harassment and Bullying

Toastmasters International prohibits all types of harassment and bullying. **This**, including **esing**, but **is** not limited to, sexual, verbal, physical, and visual harassment and bullying (including electronically).

- A. Creating an intimidating, offensive, or hostile environment, which includes conduct, comments, or conditions of an offensive, unwelcome, or sexual nature altering the conditions under which an individual experiences the Toastmasters program is prohibited. **Specifically:**
  - I. **Persistent singling out of a person.**
  - II. **Shouting or raising one's voice at a person in public or private.**
  - III. **Not allowing a person to speak or express himself or herself.**
  - IV. **Personal insults and use of offensive nicknames.**
  - V. **Repeated criticism of personal matters.**
  - VI. **Ignoring or interrupting a person at meetings.**
  - VII. **Spreading rumors and gossip regarding a person.**
- B. Unwelcome physical contact **or physical abuse** such as pushing, fighting, kicking, hitting, or shoving, **and threats of physical abuse, are is** prohibited.
- C. Inappropriate touching, lewd jokes, displaying explicit or sexually suggestive material, and repeated unwelcome requests for a sexual or dating relationship are prohibited.
- D. Unwelcome advances, requests for sexual favors, and other unwelcome verbal, written, or physical conduct, **including obscene gestures**, are prohibited.

- E. Making the submission to or the rejection of such conduct the basis of participation or advancement decisions is prohibited.
- F. Retaliating or discriminating against any member for reporting harassment is prohibited.

#### **4. Whistle-blower Protection**

If any individual member of Toastmasters International reasonably believes that Toastmasters' policies have been violated, or that any Toastmasters activities, policies or practices are illegal (i.e., in violation of any applicable law, regulation or rule), that person is encouraged to follow the procedure below. An individual member may only make a report in good faith that is objectively reasonable, and not for the purpose of harassing, disrupting or interfering with the affairs of the organization or the participation of other members.

An individual member who wishes to express concern about any Toastmasters policy violation, activity, policy or practice may:

- A. Submit a written complaint containing reasonably credible information to the responsible volunteer leader at the next level. (For example, a club member would complain to the club president, a club president to an area governor, etc.)
  - I. If the individual is not satisfied with the response he or she receives, or if the next-level volunteer leader to whom the issue would be reported is the subject of the individual's concern, or the individual is otherwise uncomfortable speaking with the next-level volunteer leader, the individual may then make the complaint in writing to the Executive Director.
  - II. If the complaint is about the Executive Director, the individual may submit his or her complaint to the International President.
- B. International officers and directors should submit their complaint in writing directly to the International President, and if the International President is the subject of the complaint, to the Executive Director.

No individual who has submitted a complaint in good faith shall be subject to retaliation. Moreover, an individual who retaliates against someone who has submitted a complaint is subject to discipline up to and including removal from good standing with Toastmasters International.

Reports of complaints and related investigations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. Criminal matters should be reported to law enforcement.

Complaints not resolved to the satisfaction of the individual may be reported promptly to the Executive Director or International President. The Executive Director or International President will determine if further investigation is warranted and may recommend corrective action.

A whistle-blower who does not make a report that is in good faith may be subject to discipline, up to and including removal from good standing with Toastmasters International, or other appropriate action less than removal, to protect the best interests of Toastmasters International and its members.

## 5. Political Ethics

- A. No action shall be taken—written, verbal, or otherwise—which interferes with the right of every qualified member to seek and achieve election to office at any level.
- B. No action shall be taken that interferes with the right and duty of every delegate and of every proxy holder to vote according to his or her best judgment.
  - I. No individual member, club, district, or other group shall engage in any activity or campaign by use of threats, restrictions, intimidations, deals, candidate slates, pressures, or other unethical means which might prevent or dissuade any member from competing in an election process or from exercising his or her best judgment.
  - II. No person or entity shall publish or distribute any material which contains defamatory remarks, malicious or derogatory charges, or false or libelous statements.
  - III. Except for district conferences and the International Convention, all meetings of district officers and international directors shall be confined to such activities as assist the district officers in fulfilling their responsibilities and shall not be used for political purposes.
- C. All communications and activities endorsing a candidate, either by the candidate or by supporters of the candidate, shall focus on the candidate's Toastmasters accomplishments and personal qualifications for office. Endorsements shall not be used without the permission of the endorser.
- D. No negative information about candidates is allowed in distributed written communications or in communications at an official Toastmasters meeting.
- E. All activities, publications, letters, speeches, and conduct of campaign participants shall reflect Toastmasters International's values.
- F. No member, other than the proxy signer, shall instruct any proxy holder how to vote proxies at any election.

## 6. Disciplinary Standards

- A. For the protection of Toastmasters International, its districts, divisions, areas, and clubs (hereafter referred to as "affiliates") and individual club members, certain standards of conduct shall be observed. Violation of these standards may be addressed by appropriate corrective, preventive, and disciplinary action, which may include removal, suspension, or progressive disciplinary action relating to the good standing of an individual member, in the good faith discretion of the Board.

- B. In determining the appropriate corrective, preventative, or disciplinary action, the Board may consider all circumstances it deems relevant including, but not limited to, the following:
- I. The intentional misrepresentation or distortion or misleading omission by the member in dealings with or under the auspices of Toastmasters International, or any of its affiliates.
  - II. The unauthorized use of Toastmasters International property, including copyrights, trademarks, and trade names.
  - III. Threats, intimidation, coercion, or other interference with the activities of other Toastmasters individual members.
  - IV. Conduct which is disorderly or endangers the well-being of others, willful damage to property, or the illegal or improper use of Toastmasters funds while participating in activities sponsored or sanctioned by Toastmasters International or any of its affiliates.
  - V. The violation of Toastmasters International's governing documents.
- C. Violation of this Ethics and Conduct policy subjects the offending club to suspension or expulsion under [Article III, Sections 4 and 13 of the Bylaws of Toastmasters International](#), which may be mitigated if the club expels an offending member and/or removes the person from any club office or ends the club's own violations.
- D. Violation of this Ethics and Conduct policy subjects the individual member to suspension or removal from good standing, or other appropriate action, under [Article III, Sections 8 and 13 of the Bylaws of Toastmasters International](#).

## **7. Disciplinary Actions by the Board of Directors**

- A. The Board may take disciplinary actions relating to the good standing of individual members of clubs under [Article III, Section 8 of the Bylaws of Toastmasters International](#), of delegates at large under [Article III, Section 4\(b\) of the Bylaws](#), and of clubs under [Article III, Section 4\(a\) of the Bylaws](#).
- B. Only the Board is authorized to suspend or expel a member or club from Toastmasters International. Disciplinary proceedings are governed by [Article III, Section 13 of the Bylaws of Toastmasters International](#).
- I. The Board has discretion to decide the amount of evidence warranting issuance of a resolution and the level of detail in the resolution.
  - II. The initial resolution adopted by the Board may be modified as the Board sees fit so long as the member is notified of material changes to the resolution not less than 20 days before the hearing date.

- III. The Board may accommodate reasonable changes to the hearing date if requested by the member.
- IV. If the member does not respond to the notice and does not appear at the hearing or provide a statement, the Board may take the proposed action as of the proposed effective date.
- V. Whether the member appears at the hearing or provides a statement, the member may present testimony of witnesses but is limited to presenting evidence or arguments against the proposed action.
- VI. The Board may choose to receive certain information from witnesses confidentially and not permit the member charged to know the identity of such witnesses or to cross-examine them.
- VII. The Board decides the scope of participation allowed to any attorney representing the member and the extent to which detailed information and documents pertaining to the charges and evidence are shared with the member prior to and during the hearing.
- VIII. Toastmasters International is responsible for its own hearing costs. Translation costs are the responsibility of the member, unless the Board decides otherwise.
- IX. Once the hearing ends, the member charged and any representative is excused from the room. The Board then deliberates and votes. Toastmasters International staff and legal counsel may be present if needed. The Board may decide to impose a different disciplinary action from that proposed.
- X. Disciplinary action is effective on the proposed effective date, and continues for the period specified by the Board or until the Board restores the status of the member.
- XI. The Board may, by a majority vote, reinstate a club that has been suspended or terminated for disciplinary reasons.
- XII. In the event of a disciplinary proceeding relating to the good standing of an individual member of a club (and/or the individual's status as a delegate at large), the member's club shall have the opportunity to participate as follows:
  - a. The member's club shall be entitled to the same written notice as the individual member, including any modified notice, and the same opportunity to request a reasonable change in the hearing date.

- b. The member's club may choose to appear at the hearing or make a statement to the Board at its own cost and may present testimony of witnesses within the limits stated above.
- XIII. The Board may waive or alter provisions of this policy relating to timing, by a three-fourths vote after determining that the waiver or alteration is necessary to prevent imminent harm to Toastmasters International or any of its affiliates.
- XIV. If the member charged is a voting member of Toastmasters International as a delegate at large, under [Article III, Section 4\(b\) of the Bylaws](#) the Board may, by following the above procedure, terminate, suspend, or otherwise affect the individual's voting membership.

## District Fiscal Management

1. District financial management is governed by [Article XII, Section 2 of the Bylaws of Toastmasters International](#) and by [Article XII, Section \(a\) of the District Administrative Bylaws](#), which includes requirements for transfers of funds from Toastmasters International to the district. From the membership dues collected by World Headquarters, the Board of Directors makes funds available for district activities.
  - A. These funds include the amounts available in the respective district reserve accounts.
  - B. They include \$18.00 annually computed and available at the rate of \$9.00 semiannually for each member for whom membership dues are received within the district.
  - C. They include \$1.50 per month for each member from whom prorated membership dues are received within the district, but no more than \$9.00 every six months.
2. All district funds, regardless of source, are Toastmasters International funds and are to be used to carry out the Toastmasters International and district missions.
3. The district governor, at least one lieutenant governor, and treasurer **may jointly establish district bank accounts and** shall have signatory authority on all accounts established by the district and those established on behalf of the district by Toastmasters International, including any division, area, and conference accounts. Alternate signers are permissible only if approved by the Toastmasters International Executive Committee.
4. **Funds in district bank accounts must be available on demand. They may not be placed in any type of investment account (i.e. where the funds are at risk or the account has a maturity date).**
4. **5.** If authorized by the district and included as part of the district budget, a division, area, or conference is allocated funds and has its own budget.
  - A. Division, area, and conference financial activity is subject to the supervision of the district governor and must be included in the quarterly **treasurer's reports Profit and Loss Statement**, mid-year audit, and year-end audit.
  - B. Monthly division, area, and conference financial activity reports, showing variances with explanations, must be provided to the district governor and lieutenant governors within 30 days of the end of the month.
  - C. Funds in division, area, and conference bank accounts are owned by the district and by Toastmasters International. The administration of division, area and conference funds shall follow the same rules as district funds.
- ~~5.~~ **6.** The Executive Director withholds district funds as needed and, with the approval of the Executive Committee, assumes financial control of a district.