



TOASTMASTERS
INTERNATIONAL®



August 2010 Minutes

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**Minutes of the 2009-2010 Board of Directors Meeting
Palm Desert, California
August 9-10, 2010**

BOARD OF DIRECTORS

The August meeting of the Toastmasters International Board of Directors for the 2009–2010 administrative year convened at 8 a.m. on August 9, 2010, with International President Gary Schmidt, DTM, presiding. The other officers and directors present were: Johnson, Notaro, Lau, Barnhill, Appleyard, Asad, Black, Cawley, Christopher, Dalati, DiCarlo, Hager, Kirchgessner, McCown, Norris, Ostergard, Poh, Raffety, Russell, Suddleson, Swearingen and Weber. Executive Director Daniel Rex, Deputy Executive Director Beverly Wallace and Secretary/Treasurer Sally Newell Cohen were also present.

Nonprofit General Counsel Greg Colvin attended on August 10.

EXECUTIVE COMMITTEE

The report of the Executive Committee was presented by Senior Vice President Pat Johnson and covered the following items considered at its August 7-8, 2010, meeting:

1. The Committee reviewed the proposed budget for fiscal year 2011 and recommended approval.
2. The Committee reviewed the current status of pending district reorganizations in districts 27, 47, 51/87, 73, 79, 80/85 and 82. The Committee also reviewed a request from Korean Toastmasters clubs to form a Territorial Council. The Committee recommended to approve the request retroactive to July 1, 2010.
3. The Committee reviewed and discussed a request from District 79 to include Lebanon in its district boundaries and recommended to approve the request retroactive to July 1, 2010.

The Board voted to accept and approve recommendations in items 2 and 3. Separately, the Board voted to approve item 1, the 2011 budget.

STRATEGIC PLANNING COMMITTEE

The report of the Strategic Planning Committee was presented by Chair, Immediate Past International President Jana Barnhill, DTM, AS.

The Board reviewed and discussed the proposed 5-year Strategic Plan, a collaboration between the Strategic Planning Committee and the Board of Directors. The plan concentrates on four specific objectives: Growth and Retention, Education Programs, Revenue and Global Impact.

The Board voted to accept and approve the Strategic Planning Committee Report.



BOARD OF DIRECTORS

1. The Board reviewed and discussed recommended policy amendments. The Board voted by the required two-thirds vote to approve new and revised Policies and Procedures as follows:
 - a. Section VI A 24
 - b. Section VI E 1
 - c. Section VI E 8
 - d. District Administrative Bylaws, Article XI
 - e. Section VI E 9
 - f. Section VI F 2
 - g. Section VI F 6
 - h. Section VI H 4
 - i. Section VIII A
2. The Board discussed and reviewed additional data and analysis of the 2009-2010 year-end results to evaluate the impact of the recognition model proposed by the Recognition Committee in February 2010. The result was a decision to increase the focus on quality and distinguished clubs, while creating strong vertical alignment. The Board voted to accept and adopt the revised recognition program. Transition to the new recognition programs at the area, division and district levels will take effect on July 1, 2012. The existing programs remain in effect until that time.
3. The Board of Directors reviewed the research and analysis evaluating the current Toastmasters brand and its strength in the marketplace. The board reviewed a proposed brand positioning statement and looks forward to continued progress and implementation of the project in 2011.

CONCLUSION

Pursuant to Policies and Procedures, Section VI A 8, 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". The results of the Board meeting described in the Board Briefing, written and orally presented in open session on August 12, 2010, were classified "unrestricted."

President Schmidt adjourned the meeting at 5 p.m., August 10, 2010.

Sally Newell Cohen
Secretary/Treasurer

Distribution: Board of Directors
Nonprofit General Counsel
Executive Director

THE FUTURE. PRESENTED.



Toastmasters International
Strategic Plan 2010



MOVING IN THE RIGHT DIRECTION.



Over 85 years, Toastmasters International has grown into a global organization a quarter of a million members strong. During this period, more than 4 million people have benefited personally and professionally through participation in Toastmasters. Such growth does not come by accident; it is only through careful analysis, forecasting and strategic planning that real, lasting success can occur.

Much in the world has changed since 2003 when the last Toastmasters Strategic Plan was released. Technology is continually evolving; people around the world find more and different ways to communicate, share and inform; and the demands on leaders continue to increase. Communication and leadership skills are in greater demand than ever. Toastmasters is poised to meet those needs through the implementation of this plan.



PREPARE.



The five-year journey begins.



GUIDING PRINCIPLES.



- > Emphasize consistent, high-quality programs
- > Enable overall cultural adaptability
- > Anticipate market needs with agility
- > Practice data-driven decision-making
- > Invest in technology to meet member needs
- > Recognize the responsibility to invest in the future
- > Effectively manage change
- > Optimize operational efficiencies
- > Review and adjust strategic objectives and processes continually



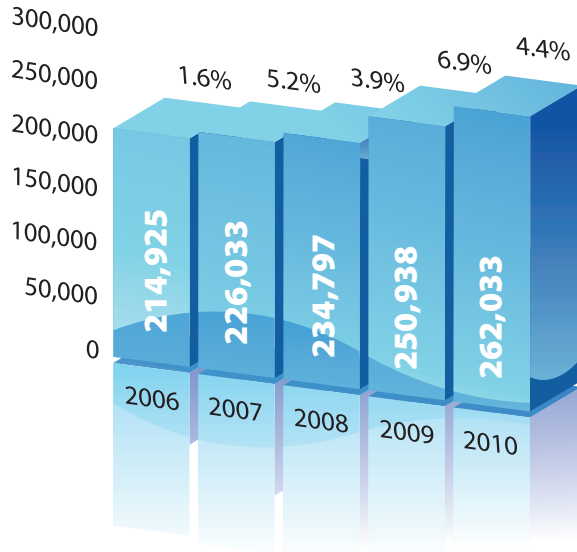
OBJECTIVE 1:

GROWTH AND RETENTION

Intelligently planned membership and club growth are fundamental to Toastmasters' future. At the same time, continually engaging members and helping them achieve their personal and professional goals will result in increased retention, and will further solidify the foundation of the organization.

GOALS

- > Increase members and clubs by 5.5% annually
- > Create measurement mechanisms to gauge retention and reasons for non-renewal



TOTAL MEMBERSHIP
March 31, 2010



OBJECTIVE 1:

GROWTH AND RETENTION

STRATEGIES

INCREASE TARGET-MARKET FOCUS

Analyze market-specific needs and pursue resulting opportunities.

REINVIGORATE MATURE MARKETS

Within mature geographic markets, reinvigorate the Toastmasters brand through internal and external repositioning.

SUPPORT EMERGING MARKETS

Evaluate and expand emerging-market initiatives by anticipating future growth.

STRENGTHEN INSTITUTIONAL RELATIONSHIPS

Create and sustain significant alliances with corporations and organizations globally.

ADVANCE COLLEGE AND UNIVERSITY OUTREACH

Generate positive brand awareness, increasing longevity of participation.

PROMOTE YOUTH PROGRAM

Capture future generations with the revised youth program.

STRENGTHEN RECOGNITION PROGRAMS

Recognize member and club achievement and quality at all levels.

REFRESH BRAND IMAGE

Establish consistent brand value to better attract and retain members.

IMPROVE CLUB QUALITY AND CONSISTENCY

Create global connectedness to increase member satisfaction and provide a consistent quality experience.



OBJECTIVE 2:

EDUCATION PROGRAMS

Toastmasters' programs provide invaluable opportunities for achievement in a consistently structured, high-quality, supportive environment. Frequent evaluation and adjustment based on market needs ensure continued value.

GOALS

- > Improve awareness that Toastmasters is the solution to developing leadership and communication skills
- > Grow education awards by 7% annually
- > Increase the number of Distinguished Clubs and Districts by an average of 3% annually

STRATEGIES

RENEW FOCUS ON LEADERSHIP

Increase relevance of Toastmasters-learned leadership in alignment with global professional needs.

AUGMENT LEADER TRAINING AND EVALUATION

Create a formal leader-evaluation program.

MODERNIZE COMMUNICATION PROGRAMS

Correlate the Toastmasters program to meet continually evolving market demands.

INITIATE ACCREDITATION

Establish affiliations and partnerships with professionally recognized organizations.



OBJECTIVE 3:

REVENUE

Additional revenue provides the opportunity to invest in education and training, which in turn supports a higher-value Toastmasters experience.

GOALS

- > Increase existing non-traditional revenue streams by an average of 2% annually
- > Create additional revenue sources
- > Increase education material and product sales by 7% annually

STRATEGIES

INCREASE NON-TRADITIONAL REVENUE SOURCES

Measure current mode of operation against the changing landscape, and reinvigorate the Smedley Fund.



OBJECTIVE 4:

GLOBAL IMPACT

With representation in 113 countries, Toastmasters is affected by a diversity of cultures and unique needs. Maintaining a global perspective in all decisions and actions is necessary to make a difference in the world around us.

GOALS

- > Provide a consistent experience for members and leaders regardless of locality
- > Improve efficiency in providing resources globally

STRATEGIES

INNOVATE, MODERNIZE AND ANTICIPATE TO MAXIMIZE THE MEMBER EXPERIENCE
Evaluate and integrate technological solutions to provide timely, accurate and cost-effective information.



PURPOSED.

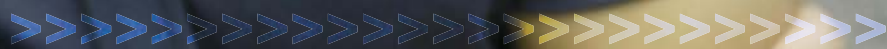


While the mission of Toastmasters remains unchanged, our strategic focus has evolved over 85 years. The common purpose is to create a better Toastmasters experience. These strategies, combined with effective planning and execution, will enable Toastmasters International to achieve these goals.



TOASTMASTERS
INTERNATIONAL®

IT'S TIME.



Make an impact in your life
and the lives of others.



Section VI A 24

Toastmasters International ***POLICIES AND PROCEDURES***

Originated: August 10, 2010

REGION ADVISORS

Region advisors (RAs) consult with district leaders to help them achieve the district mission.

I. Qualifications

- A. Must be a Toastmasters member in good standing.
- B. Must have served twelve consecutive months as a district governor, lt. governor, or a combination thereof, or have demonstrated marketing expertise applicable to Toastmasters.

II. Selection

- A. Each year, one RA per region is selected by the RA Selection Committee and appointed by the Board of Directors. The RA Selection Committee is composed of Board members appointed by the International President.
- B. RAs report to the International President through World Headquarters.
- C. RA vacancies may be filled by the International President, with ratification by the Executive Committee, to complete the remainder of the term. The International President may grant a temporary leave of absence to an RA in appropriate circumstances.

III. Term of Service

- A. Sixteen-months: March 1 through June 30 of the following year.
- B. Maximum of two consecutive terms and must re-apply for each term. No limit on non-consecutive terms.
- C. May not campaign on behalf of or be an international officer or director candidate while serving as an RA.
- D. May resign in writing to the Executive Director or the International President.
- E. May be removed from office at any time, with or without cause, by the Executive Committee.

IV. Travel and Reimbursement

- A. RAs may facilitate August and mid-year district leader training session(s) and receive reimbursement for:
 - 1. Round-trip airfare (coach or discount) or mileage
 - 2. Public transportation to and from the training site to the airport
 - 3. Applicable registration fees
 - 4. Hotel accommodations for three nights
 - 5. Per diem (\$30 per day) for three days

Section VI A 24

- B. RAs may conduct district visits, participate in corporate visits and attend other district events, after approval by the International President. May receive reimbursement for:
 - 1. Round-trip airfare (coach or discount) or mileage
 - 2. Public transportation to and from the event site to the airport
 - 3. Applicable registration fees
 - 4. Hotel accommodations for two nights
 - 5. Per diem (\$30 per day) for two days
 - C. To request reimbursement, RAs shall submit an itemized list of expense(s), accompanied by receipt(s), within thirty days. Expenses are subject to the approval of the Executive Director.
- V. Authority
- A. Where authority is granted by this policy to the International President or the Executive Committee, it is fully delegated and approval or ratification of the Board of Directors is not required.

Section VI E 1

Toastmasters International **POLICIES AND PROCEDURES**

Updated: August 15, 2010

PROCEDURAL RULES FOR BY INTERNATIONAL OFFICER AND INTERNATIONAL DIRECTOR CAMPAIGNS CANDIDATES

The intent of these procedural rules is:

- a) ~~to provide the organization and its members with information and knowledge sufficient to enable them to choose those leaders which are in the best interest of Toastmasters International and its members;~~
- b) ~~to provide for a fair and open election process, giving candidates a reasonably equal and fair opportunity to make members aware of their strengths, experience and qualifications;~~
- c) ~~to provide for a fair and ethical campaign process that brings credit to the organization;~~
- d) ~~to provide for a minimum of disruptions to the clubs and districts in achieving their goals and objectives; and~~
- e) ~~to provide qualified Toastmasters the opportunity to run for higher office at a minimum of cost.~~

General Note: References to regions shall mean the new regions effective July 1, 2010, under the Bylaw amendments adopted August 14, 2009. For the initial campaign year of 2009-10, the Executive Committee may alter the timeline if necessary or appropriate. Some rules may need to be modified by authority delegated to the International President to address special circumstances arising in the transition election years of 2010 and 2011.

I. Campaigns Within Districts

~~A. District Travel~~

~~Candidates for Second Vice President and international director shall only visit clubs, districts, and district officers within their declared home region~~

~~AB. District Campaign Speeches~~

1. ~~Candidates for international director within the region or their representatives, shall be allowed to speak at the conference. Such campaign speeches should be given at an appropriate time, place, and length as identified by the district governor, provided that all candidates are given the same opportunity and are properly notified.~~
2. ~~International director candidates from outside the region or international officer candidates or their representatives shall not be allowed to deliver a campaign speech.~~

~~BC. District Educational Presentations~~

1. ~~Candidates for international director are not allowed to give educational presentations at district conferences or other district sponsored events outside of their home region. There is no obligation to allow any candidate to appear on the program, and the opportunity is given at the discretion of the district governor; however, all declared candidates for the same office must be given equal opportunity and be featured in any associated written materials. These presentations must conform to the needs of the district.~~

Section VI E 1

2. Opposed international officer candidates shall not give an educational presentation.

~~CD~~.Home District Activities

1. International officer and director candidates, whether opposed or unopposed, may participate in any activities within their home district other than the district nominating committee (as specified in Policies and Procedures VI E 8).

~~DE~~.District Publications/Web sites

1. Any declared candidate's home district publication/Web site that includes information written by or about that international officer or director candidate shall not be distributed beyond its regular distribution list.
2. International officer or director candidates from outside the district cannot submit articles or notices to be published in district publications/Web sites.
3. International officer or director candidates, or their representatives, may not place advertisements in any district conference program or other district publication.

II. Campaign Communications

A. Visits to Clubs, Districts, and District Officers

1. Candidates for Second Vice President and international director may only visit clubs, districts, and district officers within their declared home region.

B. Audio,~~and~~ Video, **and Electronic Materials**

1. International officer and director candidates may produce and ~~physically~~ distribute audio, video, and/or electronic materials, but may not play them at district conferences or at the International Convention. Only the candidate and his/her representatives may distribute such materials. ~~, and only in person, not by mail, e-mail, or any other means of delivery. Electronic materials can be accessible only from a candidate's Web site. Accessibility from peer to peer networks, such as You Tube, MySpace and Google, is not permitted.~~

C. Campaign Mailings

1. Campaign mailings are defined as any card (holiday, birthday, thank you, etc), **postal** letter, fax, note, or electronic **messaging**, ~~media, which include e-zines and e-mail,~~ unsolicited by the recipient for the purpose of promoting **or publicizing** any candidate ~~or the name recognition of any individual. However, e~~ **Communications by the district** in connection with a candidate's presentation at a district conference and internal communications among campaign team members are **not considered** ~~excluded from the definition of campaign mailings. Subscriptions to information by or about a candidate, including but not limited to on-line newsletters, blogs or e-zines, whether solicited or unsolicited, are not permitted.~~ **Unsolicited subscriptions to information by or about a candidate are not permitted.**

Section VI E 1

2. Each candidate shall be limited to two mailings. Starting October 1, survey recipient contact information will be provided to international officer and director candidates upon receipt of a Letter of Intent.
 - a. The international officer candidates' first mailing ~~is limited to one mailing to survey recipients~~ **shall be limited to the time period** between October 1 and November 1. The international director candidates' first mailing ~~is limited to one mailing to survey recipients~~ **shall be limited to the time period** between October 1 and December 1.
 - b. The second mailing from international officer and director candidates shall be limited to the time period between July 1 and the International Convention at which the election will take place. ~~There are no recipient restrictions to the second mailing. In order not to distract districts from focusing on becoming distinguished, e Candidates for international director and Second Vice President may not make any campaign mailings bearing a June postmark.~~
 - c. World Headquarters will periodically provide nominees with contact information for the Board of Directors, past international presidents, past international directors and top three district officers to be used during their campaign.

D. Phone Calls

1. ~~In order not to distract districts from focusing on becoming distinguished, e~~ Candidates for Second Vice President or international director, or any person on their behalf, may not place any unsolicited ~~phone~~ calls to district governors ~~or~~ Lt. governors ~~education and training, and Lt. governors marketing, outside their own the~~ **candidate's** district during the month of June. However, ~~phone~~ calls in connection with official business of Toastmasters and among campaign team members are permitted.

A. Web sites

1. A candidate may have a Web site to promote ~~their~~his or her candidacy. ~~The Web site~~ **It** must stand alone and must have its own URL, i.e., www.toastmasters.org. Candidates' Web sites may be linked or referenced only on the candidate's home club Web site, ~~their home district Web site~~, the Candidates' Corner on the Toastmasters International Web site, and in campaign mailings made by the candidates. A blog can be included on a candidate's Web site. Automatic notices ~~may only be distributed by request.~~ are allowed. Candidate Web sites and social networking campaign profiles of both successful and unsuccessful candidates must be closed down ~~immediately~~ within ten days following the election.
2. **A candidate may also create campaign profiles on social media for the purpose of promoting his or her campaign. Campaign profiles must be separate from any existing social media profiles that the candidate may have. Candidates may link from existing social media profiles to their campaign profiles and/or campaign Web site.**

Section VI E 1

3. Candidates are prohibited from participating in Toastmasters-related discussion groups on social networking or Web sites.

4. A Candidates' Corner shall be included on the Toastmasters International Web site. Candidate information ~~provided~~ may include a photograph, profile, ~~and either a Web site address, an e-mail address, or~~ **and** telephone number for contact purposes.
5. Information about officer and director candidates who have submitted their Letter of Intent and biographical information **by October 1** will be placed on the Toastmasters International Web site Candidates' Corner by November 1. Candidates who submit their materials after ~~that date~~ **October 1** will be placed on the Web site as soon as practical after receipt of the information. Only nominated candidates as determined by **the** International Leadership Committee will remain in the Candidates' Corner after the Committee's report has been announced (no later than February 15 for officer candidates and no later than April 15 for director candidates). Floor candidates will not be included in the Candidates' Corner after the Committee's report has been announced.
6. Only nominated candidates, as outlined in the preceding paragraph, will appear in the **Toastmasters International** Candidates' Brochure. Floor candidates will not appear in the brochure.
7. Regional Web sites may reference the Toastmasters International Candidates' Corner Web site.

F. Use of Trademarks

1. Candidates may use the Toastmasters trademarks, including the logo and the names "Toastmasters" and "Toastmasters International," on campaign materials, ~~brochures~~ and Web sites, only after they have submitted their Letter of Intent to World Headquarters. Use of the trademarks on any other items must have the written permission of the Executive Director.

G. Announcement of Candidacy and Distribution of Campaign Materials

1. Candidates may announce their intention to run for international officer or director after the close of the Annual Business Meeting by submitting a Letter of Intent. However, campaign materials may not be distributed until the close of the convention, i.e., after the President's Dinner Dance is adjourned.
2. A Letter of Intent must be on file with World Headquarters before a candidate can distribute material or use the Toastmasters trademarks or participate as a candidate in other activities, such as district conference presentations and the International Convention. Signing the Letter of Intent signifies that the candidate has read and understands the campaign policies and is responsible for the conduct of his or her supporters. The candidate will abide by the decision of the Executive Committee on any disciplinary action taken if policy violations occur, with the understanding that there is no right of appeal.

Section VI E 1

3. A Letter of Intent, biographical data and a photograph must be received at World Headquarters by October 1 in order for international officer **and director** candidates to be included in the ~~International Officer candidate surveys for international director candidates to be included in the International Director Candidate Survey and for international officer and director candidates to be included in the Candidates' Corner when it becomes active on the Toastmasters International Web site. Candidates who submit their materials after that date will be placed on the Web site as soon as practical after receipt of the information.~~

H. Floor Candidates

1. Candidates who have not been nominated by the International Leadership Committee are still eligible to run from the floor at the Annual Business Meeting. A nomination from the floor of a qualified candidate may be made by an accredited delegate, with the consent of the person nominated. A Letter of Intent must be on file with World Headquarters for the candidate. **If a Letter of Intent for a floor candidate is on file, a competing nominated candidate shall be considered "opposed."**
2. ~~So that delegates will have a chance to know all candidates,~~ Floor candidates will have the same exposure as nominated candidates with the exception of inclusion in the Candidates' Corner on the Toastmasters International Web site and the Candidates' Brochure.

I. Photographs/Endorsements

1. Photographs, **audio, video and/or electronic representations** in all campaign material, ~~literature~~, displays, **the official candidate Web site and the candidate's campaign social networking profiles** are limited only to the candidate. ~~No other photographs are allowed.~~ All quotes and testimonials appearing in candidate campaign materials, ~~literature~~, displays and on Web sites must have the written permission of those being quoted. No district governor, Lt. governor ~~education & training, or Lt. governor marketing~~ or region advisor shall take any action to endorse (including photographs, quotes, or placing a candidate's name in nomination) or to officially support any international officer or director candidate. Current international officers and directors shall likewise not endorse or officially support any candidate. They are permitted to respond to confidential surveys conducted by Toastmasters International ~~such as the IOCS~~ and questions from the International Leadership Committee.

J. Display of Campaign ~~Literature~~/Materials

1. Campaign ~~literature~~/materials may be distributed by international officer and ~~international~~ director candidates, or their representatives, at district conferences and the International Convention. Each shall be allowed to display ~~literature~~/materials only in the Candidates' Corner, ~~however, audio/video presentations may not be played.~~
2. The following ~~people~~ are responsible for ensuring that a proper area for the Candidates' Corner is provided: the district governor at district conferences and the World Headquarters staff at the International Convention. Candidates or their representatives are responsible for the delivery, set-up and removal of materials.

Section VI E 1

Campaign materials may not be **distributed** ~~handed out~~ at **any other location.** ~~hotel registration lines or conference/convention registration lines, at educational sessions, meal functions or hospitality suites.~~

K. Hospitality Suites

1. A hospitality suite is defined as a room where refreshments are provided and attendance is open to any Toastmaster. The definition of hospitality suite shall apply at all levels of Toastmasters International.
2. No candidate for international officer or director, or their representatives, may host a hospitality suite.
3. A candidate may have a room for storage of material and a place to meet with their campaign workers, but the room may not be used for solicitation of votes.
4. If a district or region hosts a hospitality suite, there shall be no contributions from any candidate. No political activities shall be allowed in these suites.

III. Violation of Campaign Policies

- A. Candidates are responsible for ensuring their campaign workers and their supporters are familiar with the campaign policies ~~of the organization~~ and understand that violation of policy will subject candidates to the following actions:

1. Level One: ~~Minor Violation~~ — Minor Infraction – Correctable.
 - a. Investigation by staff.
 - b. If staff cannot resolve, the matter is turned over to the Executive Committee.
 - c. The candidate is educated and informed. **When the** matter is resolved, there are no further ramifications.
2. Level Two: Medium Violation – Election Processes or Continuing Violation.
 - a. Investigation by Executive Committee (could be assigned to staff by Executive Committee).
 - b. If investigation results indicate a medium violation, an announcement of the violation will be made prior to the election (at an appropriate time and place as determined by the Executive Committee) or on the Toastmasters International Web site and/or a letter of censure may be issued to the candidate by the Executive Committee.
3. Level Three: Severe Violation – Campaign Ethics.
 - a. Investigation by Executive Committee (initial investigation could be assigned to staff).
 - b. If investigation results indicate a severe violation, ramifications could include any or all penalties for medium violations, a request for the candidate to withdrawal from the race and, in the most severe case, removal from good standing or other disciplinary process as prescribed by Article III, Sec 13 of the Toastmasters International Bylaws, which would disqualify the candidate from continuing to run for office.

Section VI E 1

4. Candidates must treat the Executive Committee's decisions as final. A candidate may not request that the Board modify or overturn the Executive Committee's decision, nor may the candidate contact Board members for the purpose of appealing that decision.

Reference: Policies and Procedures VI A 97
Policies and Procedures VI E 2
Policies and Procedures VI E 8
Policies and Procedures VI F 2

Section VI E 8

Toastmasters International ***POLICIES AND PROCEDURES***

Updated: August 15, 2010

PROCEDURAL RULES FOR THE DISTRICT NOMINATING COMMITTEE

~~BE IT RESOLVED, that pursuant to the provisions of Article XI (b) of the District Administrative Bylaws, the Board of Directors adopts the following rules of procedure to be followed by the Nominating Committee until such time as these rules may be changed by further action of the Board:~~

- I. 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.** ~~at least six (6) weeks prior to the District's Annual Business Meeting.~~ The district governor shall not be a member of the Nominating Committee.
- II. The committee shall consist of no fewer than five members, one of whom shall be appointed presiding officer (~~chairman~~). If practicable, the ~~chairman~~ should be a past district governor. No member of this committee shall be nominated for a district office at the election at which the committee's report is presented. Each committee member must be a member in good standing of a club in good standing. **Each division shall be represented on the committee.** ~~Insofar as practicable, each committee member should be selected from different divisions (or areas in districts without divisions) and, insofar as practicable, each division (or area in districts without divisions) should be represented on the committee.~~ A committee member(s) may participate by ~~telephone~~ conference **call**, e-mail, or other means of communication when distance is an obstacle to participation. No member shall have served on the Nominating Committee the previous year. International officer and director candidates, current members of the Toastmasters International Board of Directors **and region advisors** shall not serve on the District Nominating Committee.
- III. To avoid the appearance of bias or impropriety, ~~it is recommended that~~ committee members having a personal ~~or professional~~ relationship with a particular candidate ~~should~~ **shall consider** abstaining from the discussion and voting, ~~as a matter of good judgment.~~
- IV. Members of the Nominating Committee shall neither participate in any campaign for district office nor endorse any candidate for district office.
- V. The Nominating Committee **shall interview all known candidates for each elected position.** ~~may ask~~ **All candidates shall be interviewed by at least two committee members jointly or individually. Each candidate shall be evaluated using standard criteria that the chair will provide to the committee members.** ~~to personally meet with the committee. If the committee invites candidates for a particular office to appear before the committee, it shall invite all candidates for that office.~~

Section VI E 8

VI. No prospective candidate shall be nominated until:

A. His/Her eligibility has been verified:

1. At the time of taking office, the district governor shall have served at least six consecutive months as club president and at least twelve consecutive months as a lt. governor, division governor, or a combination thereof.
2. At the time of taking office, the lt. governors shall have served at least six consecutive months as club president and at least twelve consecutive months as a lt. governor, a division governor, or an area governor or a combination thereof.
3. At the time of taking office, the division governors shall have served at least six consecutive months as members of a district council.
4. Insofar as practicable, the area governors shall have served as members of a district council.

B. The committee has ascertained that the candidate understands the duties and responsibilities of office, is committed to fulfilling those duties and responsibilities, and has the skills and abilities necessary to perform successfully as an officer. ~~It is highly recommended that the committee follow the guidelines and timelines provided by World Headquarters.~~

C. The committee has ascertained that the candidate will accept such nomination, subject to the individual's rights to withdraw his/her name from such nomination at the district's Annual Business Meeting, and to be nominated from the floor as a candidate for any other office.

D. The committee has received a copy of the Officer Agreement and Release Statement signed by the candidate. To be nominated or elected, all candidates for district governor, lt. governor education and training, lt. governor marketing, and division governor must sign the Toastmasters International Officer Agreement and Release Statement. The district should make all reasonable effort to have all other district officers sign the statement. All signed forms shall be sent to World Headquarters and kept as part of the district's permanent records at World Headquarters.

VII. All members of the Nominating Committee should have an equal opportunity to express their concerns and opinions in the selection of candidates. The committee chair shall cast his/her vote along with the other members of the committee for each nomination, but shall not attempt, ~~as chairman,~~ to influence the other members of the committee.

A. The committee members shall exercise their independent judgments with respect to all prospective candidates, having in mind the best interests of Toastmasters International and the district, as well as the experience, abilities, and qualifications of the prospective candidates.

VIII. Each member of the Nominating Committee shall vote for one or two candidates each for the offices of district governor and lt. governor education and training, and shall vote for

Section VI E 8

one or more candidates for the office of Lt. governor marketing and all other elective district offices. All announced candidates for a district office must be considered by the Nominating Committee. To be nominated, a candidate must receive a majority vote of the Nominating Committee.

- IX. The Nominating Committee shall nominate one or two candidates for each of the offices of district governor and Lt. governor education and training. The Nominating Committee shall nominate one or more candidates for the office of Lt. governor of marketing and all other elective district offices.
- X. Votes of the committee members shall be cast in written form. Nominating committee deliberations, including vote tallies, are confidential and shall not be divulged to anyone except the district governor, World Headquarters, and the Board of Directors.
- XI. The ~~chairman~~ of the Nominating Committee shall report the committee's results in writing to the district governor **no fewer than six weeks before the district's Annual Business Meeting.** ~~as soon as possible.~~ The district governor shall submit the report of the Nominating Committee in writing to all members of the district council as soon as possible and at least **four** ~~two (2)~~ weeks before the Annual Business Meeting. This may be done in the district newsletter or a separate **communication mailing.** At the discretion of the district governor, a statement from each nominee outlining their qualifications and abilities to perform the duties of the office may be included with the report. Only candidates nominated by the Nominating Committee may be included in the report. A district shall not publish the names of floor candidates with the Nominating Committee Report or in any other district publication.
- XII. The ~~chairman~~ of the Nominating Committee or the district governor shall notify candidates nominated for office and reconfirm their willingness to be nominated and their commitment to fulfill the duties of office if elected. The ~~chairman~~ of the Nominating Committee or district governor shall also notify any candidates who were not nominated and advise them of their eligibility to seek office as floor candidates.
- XIII. Additional qualified candidates may be nominated from the floor at the district's Annual Business Meeting.

Reference: District Administrative Bylaws, Article XI, Section (b)

District Administrative Bylaws

Article XI

Committees: Section (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~~ **chair by October 1 and committee members by November 1. The committee** shall consist of no fewer than five members. The committee shall operate under the ~~procedural rules~~ **policies** 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~~ **four** weeks prior to the annual meeting.

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Toastmasters International ***POLICIES AND PROCEDURES***

Updated: August 15, 2010

PROCEDURAL RULES FOR DISTRICT OFFICER CAMPAIGNS FOR DISTRICT OFFICE AND THE ELECTIONS OF

I. Campaigns for District Office

- A. All candidates, including floor candidates, for district office in contested races may be allowed to speak at the district conference at a time other than during the district's Annual Business Meeting. Such campaign speeches shall be given at an appropriate time, place, and length as identified by the district governor, provided that all candidates are given an equal opportunity and are properly notified.
- B. ~~All~~ Candidates may distribute campaign materials at the district conference and ~~all candidates shall be allowed to~~ display campaign materials in the Candidates' Corner at the district conference. Campaign materials may not be placed in **areas outside the Candidates' Corner.** ~~walls, chairs or tables, or handed out at educational sessions, meal functions, or the district hospitality suite.~~
- C. ~~All~~ Candidates shall be allowed to give educational presentations at district conferences, provided that such presentations conform to the needs of the district, and provided that all candidates for the same office are given an equal opportunity.
- D. The only hospitality suite permitted at a district conference shall be one provided and operated by the district, with no contribution from any candidate. The provision of a hospitality suite shall ~~however~~, be at the discretion of the district governor.
- E. Campaigning at other district meetings and events.
 - 1. ~~All~~ Candidates may distribute campaign materials at area and division speech contests ~~All candidates shall be allowed to~~ **and** display campaign materials in the Candidates' Corner at these events, if space is available for the Candidates' Corner and if all candidates have equal access to it. Campaign materials may not be placed in **areas outside** ~~on walls, chairs, or tables outside of~~ the Candidates' Corner.
 - 2. Campaign speeches are not permitted at any area speech contest, division speech contest, or other district non-election meeting. ~~except the district conference.~~ At the discretion of the area or division governor responsible for

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the speech contest, candidates present at the contest may be introduced to the audience if all candidates present are introduced.

F. ~~Advertisements in district publications~~ **Campaigning through mailings, Web sites and social networking**

1. **Advertisements in district publications, such as a newsletter, conference program, or on Web sites** by or on behalf of candidates for district office are not permitted.
2. **Campaign mailings are defined as any card (holiday, birthday, thank you, etc.), postal letter, fax, note, or electronic messaging, unsolicited by the recipient for the purpose of promoting or publicizing any candidate. Communications by the district in connection with a candidate's presentation at a district conference and internal communication among campaign team members are not considered campaign mailings. Unsolicited subscriptions to information by or about a candidate are not permitted.**
3. **Each candidate shall be limited to two mailings to club presidents, club vice presidents of education, and members of the district executive committee. The first mailing shall be limited to the time period between January 1 and March 31. The second mailing shall be limited to the time period between the announcement of district nominating committee results and the district's Annual Business Meeting.**
4. **A candidate may have a Web site to promote his or her candidacy. Candidates' Web sites may also be linked or referenced only on the candidate's home club site, and in campaign mailings made by the candidate. A blog can be included on a candidate's Web site. Automatic notices are allowed. Candidate Web sites and social networking campaign profiles of both successful and unsuccessful candidates must be closed down within ten days following the election.**
5. **A candidate may also create campaign profiles on social media for the purpose of promoting his or her campaign. Campaign profiles must be separate from any existing social media profiles the candidate may have. Candidates may link from existing social media profiles to their campaign profiles and/or campaign site.**
6. **Candidates may use the Toastmasters trademarks, including the logo and the names "Toastmasters" and "Toastmasters International," on campaign materials and Web sites.**

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II. Elections of District Officers

- A. ~~The district governor shall appoint the district nominating committee at least six (6) weeks prior to the District's Annual Business Meeting. The nominating committee shall follow the Procedural Rules established by Toastmasters International for the district nominating committee.~~
- B. ~~The chairman of the nominating committee shall report the committee's results in writing to the district governor as soon as possible. The district governor shall submit the report of the nominating committee in writing to all members of the district council as soon as possible and at least two (2) weeks before the District's Annual Business Meeting. This may be done in the district newsletter or a separate mailing. At the discretion of the district governor, a statement from each nominee outlining their qualifications and abilities to perform the duties of the office may be included with the report. Only candidates nominated by the nominating committee may be included in the report. A district shall not publish the names of floor candidates with the nominating committee report or in any other district publication.~~
- C.A. The district shall send a credential/proxy form to each club president and vice president education in the district at least ~~two (2) weeks~~ **thirty days** in advance of a District Council Meeting for use in the event either, or both, cannot attend the meeting. This form may be included in the district newsletter or in the mailing announcing the meeting. The credential/proxy form must contain:
1. District number
 2. Description of event
 3. Date and location of meeting
 4. Space for club name and number
 5. Space for name of club ~~representative~~ **president, vice president education,** or proxy holder **who will attend**
 6. Space for signature of ~~authorization of club officer and office held~~ **president or vice president education authorizing the credential or proxy**
 7. The date the credential/proxy is signed
- D.B. Voting members of the District Council are the club presidents, **club** vice presidents education, and the members of the district executive committee: district governor, Lt. governor education and training, Lt. governor marketing, the immediate past district governor, public relations officer, secretary, treasurer, division governors, and area governors.
- E.C. ~~Either~~ **The club president or** ~~and~~ **the club vice president education may each** designate, ~~in writing,~~ any active member in good standing of the club to act as a proxy ~~or proxies, and cast one or both ballots of the club for him or her~~ **at the District Council Meeting. In the event that one of those officers is not in**

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attendance at the meeting and has not designated, ~~in writing,~~ an active member of the club to act as **his or her proxy** ~~or proxies of the club~~ at ~~any council~~ **such** meeting, the other officer, **or his or her proxy holder** in attendance may cast two votes. The intent is to ~~assure~~ **ensure** that every club will be ~~able to cast~~ **represented by** two votes. No other proxies shall be valid at any such meeting. **Members of the District Executive Committee must attend to vote and may not vote by proxy.**

F.D. Each member of the District Council or club proxy for the club president or vice president education as authorized above, in attendance is entitled to one vote. Any active member who carries the proxies of both the club president and the vice president education ~~from the club~~ is entitled to two votes; and any such Toastmaster who is also a member of the District Executive Committee is entitled to three votes. All other Toastmasters shall be limited to a maximum of two votes, regardless of the number of clubs to which they belong. A Toastmaster belonging to two or more clubs may cast one vote for each of the two clubs, but again is limited to a maximum of two votes. The maximum number of votes that any Toastmaster may cast is three, regardless of the number of clubs to which that Toastmaster belongs.

G.E. One-third of the ~~club~~ presidents and vice presidents education from member clubs in the district, or their 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 votes per club. **The two votes per club in this situation must be cast by the club president and the club vice president of education, or either of them. Proxies are not allowed after the business meeting has concluded.**

H.F. If practicable, the chair in charge of the credentials desk should be a past district governor. The credentials chair will need the following materials:

1. A list of eligible clubs in good standing ~~as defined in 10(e) and 10(f).~~
2. A list of current district council members (club presidents, vice presidents education, and district officers eligible to vote).
3. ~~Ballots.~~ Ballots ~~shall~~ indicating the office being contested, or ~~be~~ sequentially numbered for each contested election. Names of candidates nominated by the Nominating Committee may be printed on district ballots. Floor candidates' names shall not appear on district ballots.

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I.G. A written proxy, to be valid at a District Council Meeting, ~~must contain all the elements set forth in Section II, Item 3 above, and~~ must be delivered personally, or by mail, fax, e-mail, electronic transmission, or 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.

J.H. The following policies and procedures for the Credentials Desk, including issuing ballots, shall be followed:

1. Instruct all who work the credentials desk to remove all campaign paraphernalia.
2. Ensure ballots are numbered sequentially, either on the stub or on a cover page, and that a list of those eligible to vote is available.
3. Cross reference all ballots issued with the current list of district council members.
4. Ensure all ballots issued are signed for upon receipt.
5. Unless the district governor has received official notification from World Headquarters that a club's charter has been revoked, that club's **officers and/or proxies are** is-entitled to voting privileges. ~~Because eClubs remain in good standing until November 30 and May 31, regardless of whether or not their current semiannual dues are paid, all clubs may vote at a district conference.~~
6. A newly chartered club ~~which has been assigned a club number~~ is entitled to ~~voting privileges~~ **be represented by its officers and/or proxies.**
7. ~~Either the club president or the vice president education may designate, in writing, any active individual members of the club to act as proxy at any District Council Meeting. District officers must be in attendance to cast a vote.~~
~~In the event one of the club officers is not in attendance at the meeting and has not designated, in writing, an active individual member of the club to act~~

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~~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 (2) votes at such meeting.~~

~~The intent of this provision is to assure that every club will be represented by two (2) votes. No other proxies shall be valid at a District Council Meeting.~~

8. ~~Each member of the District Council in attendance at a Council Meeting, or his or her proxy, is entitled to one (1) 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 (2) votes; any such individual member who is also entitled to a vote as a member of the District Executive Committee is entitled to three (3) votes. All other members of the District Council, regardless of how many clubs they belong to, shall be limited to a maximum of two (2) votes.~~

- K.I.** At the meeting, the district governor, or such person as he/she may designate, shall explain the election rules and procedures, ~~as defined below,~~ to the delegates.

- L.J.** ~~The district governor shall request all candidates, or candidates' representatives if candidates are not present, to take seats as close to the platform as possible. If present, all candidates shall speak on their~~ **his or her own** behalf. ~~However, if a candidate is not present, his or her authorized representative may speak for the candidate. However,~~ a speech may not be given by a member of the District Executive Committee, a member of the Nominating Committee, the credentials chair, or any meeting official, including the meeting Sergeant at Arms, secretary, or Parliamentarian, or others appointed, unless any such meeting official resigns before the districts' Annual Business Meeting begins.

- M.K.** The report of the District Nominating Committee shall be given by its chair, or in the chair's absence by such person as the district governor may designate. The District Nominating Committee chair or designee shall first announce the names of the members of the ~~District Nominating Committee~~. The chairman shall then read the name and club number of each candidate, in alphabetical order, for each of the offices of district governor, Lt. governor education and training, Lt. governor marketing, public relations officer if elected, secretary if elected, treasurer if elected, and division governors.

- N.L.** The following procedures ~~(14-20)~~ for the close of nominations and elections will be followed in turn for ~~each of the offices of district governor, Lt. governor education and training, Lt. governor marketing, public relations officer if all elected~~ **officers** ~~secretary if elected, treasurer if elected, and division governors.~~ For each office, the district governor will inquire whether there are any additional nominations from the floor for the office. Floor nominees, or their designees if they are not in attendance, shall state their eligibility qualifications. Floor candidates must be nominated by a member of the District Council or

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their proxy holder. To be nominated from the floor, candidates for district governor, lt. governor education and training, lt. governor marketing, and division governor must sign at the time of the floor nomination, or previously must have signed, the Officer Agreement and Release Statement published by Toastmasters International. All signed forms shall be sent to World Headquarters and kept as part of the district's permanent records at World Headquarters. When any such nominations are completed, the district governor shall declare the nominations for that office closed.

- Θ.M.** The balloting for each office shall take place immediately following the close of nominations for the office. The election shall be completed and the winner announced before moving to the next office ~~to complete nominations for that office.~~
- P.N.** Candidates nominated for one office and not elected to the office may be nominated from the floor for a lower office, in the order as stated above.
- Q.O.** After nominations for an office are closed, if there is only one candidate for the office, the district governor may entertain a motion to dispense with the secret ballot for the uncontested office and to instruct the secretary to cast a single ballot for the candidate. If there are multiple offices of division governor each with only a single nominee, the district governor may entertain a motion to dispense with the secret ballot for all such uncontested offices and to instruct the secretary to cast a single ballot for each candidate.
- R.P.** Each district officer candidate, including floor candidates, is entitled to a two-minute speech. The speeches by the candidates shall be delivered in alphabetical order of the candidate's last name, by office, beginning with the highest contested office. Each such speech shall be delivered from the platform and shall be given by the candidate, if present. If the candidate is not in attendance, the speech may be given by the candidate's representative. No other speeches, demonstrations, or other activities shall be allowed.
- S.Q.** Any candidate who receives a majority of the votes cast shall be declared elected. In the event no candidate receives a majority of the votes cast for a contested office, voting shall continue with the use of ~~S~~special ~~B~~ballots and without the name of the candidate receiving the fewest votes. Such procedure shall continue until one of the candidates receives a majority of the votes.
- T.R.** The district governor shall inform candidates that they are expected to provide one Toastmaster to assist or observe the counting of the ballots.
- U.S.** Upon adjournment of the district's Annual Business Meeting, all election results are final. Results of the election shall be displayed in the Registration Area as soon as possible following adjournment of the meeting.

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¶.T. All proxies and ballots are to be retained for twenty-four hours following the close of the meeting for review only by the district governor or district credentials chairman, as necessary, and immediately thereafter destroyed by the district governor or his or her designee.

Reference: District Administrative Bylaws, Article X

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Toastmasters International ***POLICIES AND PROCEDURES***

Updated: August 15, 2010

POLITICAL AND CAMPAIGN ETHICS

~~The intent of this Policy is to provide the opportunity for qualified Toastmasters to seek elected office in a positive and equitable environment.~~

I. Political Ethics

A. ~~It is imperative that Toastmasters International preserve and protect the democratic principles upon which the organization was founded, including the rights and freedoms to seek and hold office.~~ No action, written, oral, or otherwise, shall be taken that will interfere with the right of every individual qualified Toastmaster to seek and to achieve election to any office at any level of the organization. In addition, no action shall be taken that will interfere with the right and duty of every delegate and of every proxy-holder at all times to vote solely as his or her conscience and best judgment dictates, and no actions shall be taken which might impinge upon the powers, duties, authority and responsibilities of the district councils and of the district governors in fulfilling the mission of the district.

B. To ensure that the democratic principles are preserved and to protect the personal integrity of its members and the integrity of the organization itself:

1. 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 would or might prevent or dissuade any individual member from competing in any nomination or election process at any level or from exercising his or her voting franchise in any particular manner
2. No such person or entity shall use any such action referred to in item 1 to attempt to dictate to any district officer, district council, or member club in any respect to any degree
3. No such person or entity shall publish or distribute any newsletter or other publication which contains defamatory remarks, malicious and derogatory charges, or false or libelous statements
4. Except for district conferences and the International Convention, all other meetings of district officers and international directors shall be confined to such activities as will assist the district officers in fulfilling their responsibilities and shall not be used for political purposes, such as endorsements, distribution of campaign literature, presentations by or for candidates and hospitality room(s) by or for candidates;

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II. Campaign Ethics

~~Toastmasters International is dedicated to providing men and women opportunities to develop communication and leadership skills in a mutually supportive and positive environment. Holding and fulfilling the roles of a Toastmasters office, whether at the club, area, division, district or international level, allow members to enhance their leadership skills. In keeping with the spirit of Toastmasters International, campaigning for office at all levels should be a positive experience which fosters self-confidence and personal growth. To ensure that Toastmasters political campaigns are conducted in a positive manner:~~

- A. 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.
- B. ~~In keeping with the spirit of Toastmasters,~~ No negative information about candidates will be allowed in written communications meant to be distributed widely or in oral communications at an official Toastmasters meeting.
- C. All activities, publications, letters, speeches and conduct of campaign participants shall be represented in a standard of excellence reflecting credit on the organization.
- D. **Endorsements**
 - 1. ~~Other than in support of a nominee from his/her district, no~~ **No** district governor ~~It. governor education & training, or It. governor marketing~~ shall take any action **or expend any district resource** to endorse (including photographs or quotes) or to officially support any international officer or director candidate. No current international officer or director may endorse any international officer or director candidate. ~~District stationery may be used in support of an international director candidate, only if the candidate has been endorsed by a majority vote of the district council. No other official Toastmasters letterhead may be used in any campaign communication.~~
 - 2. No member of the District Executive Committee or member of the District Nominating Committee shall officially endorse any candidate for district office. No current international officer or director may endorse any ~~international or~~ district candidate.
- E. Activities in support of candidacy for Toastmasters office shall be conducted in an ethical manner. The candidate is accountable for the conduct of his/her campaign, and is responsible for keeping the activities of supporters within the established policies ~~and guidelines~~.

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- F. No Toastmaster (other than the proxy signer), including past international presidents and past international directors, shall direct any proxy holder how to vote proxies at any election within Toastmasters International.
 - III. Violations of this policy ~~any of the above principles concerning prohibited activities~~ by an individual member of any club, or by any club, will subject:
 - A. the offending club to suspension or expulsion in accordance with Article III, Section 4, and Article III, Section 8, of the Bylaws of Toastmasters International, unless the Club expels the offending individual member or ends its own violations and/or
 - B. the individual member to suspension or removal from good standing, or other appropriate action, in accordance with Article III, Section 8, of the Bylaws of Toastmasters International.
- Reference: Bylaws of Toastmasters International, Article III, Section 4
Bylaws of Toastmasters International, Article III, Section 8

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Toastmasters International ***POLICIES AND PROCEDURES***

Originated: August 10, 2010

BOARD OF DIRECTORS CONDUCT

- I. All Board members' actions and communications are to be ethical and consistent with Toastmasters International's bylaws, policies, protocols, mission, vision and values. Board members do not support, aid, facilitate, invite or condone anyone or anything that interferes with or is detrimental to the programs, proceedings or affairs of Toastmasters International.
- II. Violations may include, but are not limited to:
 - A. Breach of Board confidentiality
 - B. Harassment or discrimination
 - C. Illegal, dishonest, or unethical behavior
 - D. Failure to uphold Toastmasters International's bylaws, policies or protocols
 - E. Undermining a decision of the Board
- III. Disciplinary measures may include, but are not limited to:
 - A. Warning or reprimand
 - B. Correction of the infraction, if it can be corrected
 - C. Commitment to non-recurrence
 - D. Acknowledgment of infraction or violation
 - E. Apology to affected parties
 - F. Censure from Board (private or public)
 - G. Suspension of Board Forum access
 - H. Curtailment of specific nonessential Board activities
 - I. Nonreimbursement of expenses
 - J. Removal of district visit privileges
 - K. Financial restitution, to persons affected, to organization for costs of disciplinary process
 - L. Suspension of Board privileges for a specific time, retaining only voting and corporate rights
 - M. Removal from good standing with Toastmasters, thereby ending the person's membership in Toastmasters and disqualifying him or her from continuing to serve on the Board
- IV. Based on the severity of the offense, a violation may result in one or more of the following disciplinary processes.
 - A. Level One: Minor Infraction
 1. The Executive Director investigates the situation and consults with the International President.
 2. The Executive Director and/or International President engage in disciplinary communication (oral and/or written) to the Board member.
 3. If correctable, the Board member acknowledges the infraction and corrects it.

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4. If uncorrectable, the Board member acknowledges the infraction and commits to non-recurrence.
 5. The Executive Director and/or International President advises the Executive Committee of the situation, and the Executive Committee has discretion whether to report the matter to the Board or not.
 6. The Board member may make a single appeal to the Executive Committee only (not to the Board) within ten days of the disciplinary communication.
- B. Level Two: Medium Violation
1. The Executive Director investigates the situation and consults with the International President.
 2. The Executive Director and International President consult with the Executive Committee.
 3. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures, and the Executive Committee has discretion whether to report the matter to the Board or not.
 4. The International President engages in a disciplinary communication (oral and written) to the Board member.
 5. The Board member commits to non-recurrence.
 6. The Board member may make a single appeal to the Executive Committee only (not to the Board) within ten days of the written disciplinary communication.
- C. Level Three: Severe Violation
1. The Executive Director investigates the situation and consults with the International President.
 2. The Executive Director and International President consult with the Executive Committee.
 3. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures, up to and including a hearing to consider removal of the Board member's good standing.
 4. The International President presents the situation and the Executive Committee's recommendations to the Board of Directors.
 5. If the Board of Directors decides to proceed with a hearing to consider removal of the Board member's good standing, appropriate procedures are followed.
 6. If the Board of Directors decides not to proceed with a hearing to consider removal of the Board member's good standing, the International President engages in a disciplinary communication (oral and written) to the Board member, including appropriate disciplinary measures, as decided by the Board of Directors.
- V. If a Board member repeats a similar-level infraction or violation, the disciplinary process may move to the subsequent level at each occurrence.
- VI. If the International President is believed to have committed an infraction or violation, the International President-Elect shall perform his or her functions described above, instead. When a member of the Executive Committee or Board is believed to have committed an infraction or violation, he or she may attend and speak during the body's discussion of the matter, but may not vote on the matter, and shall be excused from the meeting during the final deliberations and vote.

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Toastmasters International *POLICIES AND PROCEDURES*

Updated: August 15, 2010

CLUB, DISTRICT AND REGION USE OF INTERNET WEB PAGES SITES

The intent of this policy is to clarify the use of Web pages by Toastmasters clubs, districts and regions. The organization recognizes the value of Web pages for marketing and information dissemination purposes.

I. Club, area, division, district and region Web sites should contain information useful to current and prospective members and officers including, but not limited to:

- A. Event calendar**
- B. Membership benefits**
- C. Articles that help motivate performance**
- D. Link to the club, area, division, district, or region newsletter or information appropriate for publication in the newsletter**
- E. Distinguished program goals and progress**
- F. Date of last update or publication**
- G. Link to the Toastmasters International Web site, which is the primary source for club meeting times and locations**

II. Club Web Sites

- A.** Club Web sites should **also** contain ~~information useful to current and prospective members and officers. U~~ **useful information such as** includes, but is not limited to: the club name, the club's meeting time, location, and a contact telephone number or e-mail address; ~~the features and benefits of Toastmasters membership; membership promotion ideas for the club's members; Distinguished Club Program goals and progress; a calendar listing appropriate information about club events or Toastmasters events the club's members should attend; the mission of the club; a published or "last updated" date to identify the timeliness of the information; a link to the Toastmasters International Web site; and a link to the district Web site (if applicable). Club Web sites may also include an online version of the club's newsletter or information appropriate for publication in said newsletter. Club Web sites must include a Toastmasters International trademark acknowledgment statement as published periodically by World Headquarters. Club Web sites should not contain material that is not irrelevant to achieving the mission of the club. The club president is the publisher of a club Web site is the club president who is~~ **and ultimately** responsible for its content.

- B.** ~~Clubs may only place on their Web sites information about candidates for club, district, or international office who are members of that club.~~

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- C. ~~Clubs may include on their Web sites the names, addresses, telephone numbers, and e-mail addresses of the club officers, the creator/maintainer of the page, club support personnel and individual members after having received~~**who have given**~~express written permission from each individual. Individual member information (such as member addresses, e-mail addresses, or telephone numbers) may be placed on club Web sites only if it is placed in a password-protected area.~~

III. Area and Division Web Sites

- A. **Area and division Web sites may also contain listings of Toastmasters clubs within the area or division; membership-building tips for clubs; the club and district missions; and a link to the district Web site (if applicable). The district governor is ultimately responsible for the content of area and division Web sites within the district.**
- B. **Area and division Web sites must either be part of the district Web site or published on a free or donated Web hosting site and linked to and from the district Web site. Web sites must be transferred to the incoming district governor at the beginning of the term (July 1). If a Web site cannot be transferred or the incoming district governor does not want to continue its use, the page must be removed.**

IV. District Web Sites

- A. ~~District Web sites should~~ **also** ~~contain useful to current and prospective members and officers. Useful information~~ **such as** ~~includes, but is not limited to: listings of Toastmasters club meeting times, locations, and contact telephone numbers; information about organizing~~ **how to organize** ~~new Toastmasters clubs; the features and benefits of Toastmasters membership; membership-building tips for clubs; a calendar listing appropriate information about events such as officer training, district conferences, the International Convention, and other significant events; the mission of the district and the mission of the club; and links to area and division Web sites within the district (if applicable).~~ ~~a published or "last updated" date to identify the timeliness of the information; and a link to the Toastmasters International Web site. District Web sites may also include an online version of the district's newsletter or information appropriate for publication in the newsletter. District Web sites must include a Toastmasters International trademark acknowledgment statement as published periodically by World Headquarters.~~ **District Web sites should not contain material that is irrelevant to achieving the mission of the district. The district governor is publisher of a district Web site is the district governor who is and ultimately responsible for its content.**
- ~~B. Districts may include on their Web site the names, addresses, telephone numbers, and e-mail addresses of the district governor, Lt. governor education~~

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~~and training, lt. governor marketing, the creator/maintainer of the Web site and other district officers and district support personnel **only** after having received express written permission from each individual. Districts may not include on their Web sites any club officer or individual member addresses, e-mail addresses or telephone numbers.~~

- ~~C. Districts may only place on their Web site information about candidates for district office in their districts and information about candidates for international office who are members of clubs within their district.~~

V. Region Web Sites

- ~~A. Region Web sites **may also** contain information useful to district leadership. Useful information **such as** includes, but is not limited to: region purpose and description; articles and ideas that help/motivate district achievement of goals; **links to district performance data information on the Toastmasters Web site**; promotion of ~~TI~~ **Toastmasters International** programs; the ~~TI~~ **Toastmasters International** mission and vision and the district and club missions; recognition for achievements or progress toward achievements of district goals; district visits schedule and information; links to Web sites for districts within the region; ~~district contacts (with written permission from the district governor and the contact person if he or she is not the district governor);~~ district conference dates and locations; ~~links to the TI Web site~~ **Toastmasters International Web site**; a list of past international presidents and past international directors showing their home districts and years of service only.; a published or “last updated” date to identify the timeliness of the information. Region Web sites may also include an online version of the region’s newsletter or information appropriate for publication in the newsletter. Region Web sites must include a Toastmasters International trademark acknowledgment statement as published periodically by World Headquarters. The **region advisor is the publisher of the region Web site** ~~are the international directors who are~~ **and is ultimately** responsible for its content.~~

- ~~B. A region Web site may not include district officer names, address, telephone number and e-mail addresses (except a contact for each district, as stated above) or names and information of international officer, director, and region advisor candidates. However, the Web site may provide a link to the candidates corner on the TI Web site.~~

VI. Office-Related Web Sites

Officers, including district officers and international directors and officers, may not create office-related Web sites separate from the club, area, division, district or region Web sites. Officers may reference their Toastmasters membership and position on a personal Web site.

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VII. Intellectual Property

- A. Clubs, **divisions, areas**, districts and regions may use the Toastmasters International trademarks on ~~the~~ Web sites as described in Policies and Procedures VI A 18. **All Web sites must include a Toastmasters International trademark acknowledgement statement as published periodically by World Headquarters.** As the trademark owner, Toastmasters International reserves the right to determine how ~~clubs, districts and regions~~ **use trademarks are used as part of domain names on Web sites.**
- B. **Toastmasters Web sites may not include copyrighted information from Toastmasters International or any other source without the express written permission of the copyright owner.**

VIII. Related Financial Matters

Clubs, areas, divisions, districts and regions may publish ~~their~~ **the** Web sites in donated space and acknowledge the donation on the Web site. Clubs and districts may sell advertising space to offset the cost of renting space and increase club and district income. Regions may sell advertising space to offset the cost of renting space. ~~(Please refer to Policies and Procedures VI D 11 regarding possible unrelated business tax on revenues.)~~ Individual members of Toastmasters clubs may not receive any compensation to create, maintain, or host ~~Web~~ **Toastmasters Web sites** for clubs, ~~districts or regions;~~ **however normal and reasonable costs to maintain the site may be reimbursed by the club or district.**

IX. Required Disclaimers

Member information ~~may~~ **can only** be used ~~only~~ for Toastmasters-related business. Therefore, a disclaimer must be included on all Web sites as follows: “the information on this Web site is for the sole use of Toastmasters’ members, for Toastmasters business only. It is not to be used for solicitation and distribution of non-Toastmasters’ material or information.”

~~Clubs, district and regions may not include on their Web pages copyrighted information from Toastmasters International or any other source without express written permission from the copyright owner.~~

References: Policies and Procedures VI A 18
Policies and Procedures VI D 11

Section VIII A

Toastmasters International ***POLICIES AND PROCEDURES***

Updated: August 10, 2010

SPEECH CONTESTS

- I. Toastmasters International recognizes and supports the following official speech contests:
 - A. International
 - B. Evaluation
 - C. Humorous
 - D. Table Topics
 - E. Tall Tales
 - F. Taped (for members of):
 1. undistricted clubs
 2. clubs in provisional districts
- II. Speech contests must follow these requirements:
 - A. Speech contest competitors must meet all eligibility requirements as outlined in the Speech Contest Rulebook.
 - B. Districts must conduct the International Speech Contest.
 - C. Districts may conduct up to three additional contests, which may be chosen from the list above.
 - D. The only contests permitted at the area, division, or district levels are those that originate at the club level and proceed through the area, division, and district levels.
- III. The Speech Contest Rulebook is protocol and applies to all official Toastmasters speech contests. Modifications to rules may only be made through the administrative protocol review process. Exceptions shall not be permitted.

References: Speech Contest Rulebook

In August 2010, the Board of Directors approved revisions to the area, division and district level recognition programs to increase the focus on quality and distinguished clubs, while creating strong vertical alignment. These revisions will be effective July 1, 2012.

Area Program

Qualifying requirements:

- Submit semiannual Area Governor Visit Reports for at least 75% of club base by the due date.
- No net club loss.

Distinguished Area:

- Distinguished clubs equal to at least 50% of club base.
 - An area with a base of 3 or 4 clubs will require 2 distinguished clubs.
 - An area with a base of 5 or 6 clubs will require 3 distinguished clubs.
 - An area with a base of 7 or 8 clubs will require 4 distinguished clubs.

Select Distinguished Area:

- The same requirements as Distinguished Area, plus one more distinguished club.
 - An area with a base of 3 or 4 clubs will require 3 distinguished clubs.
 - An area with a base of 5 or 6 clubs will require 4 distinguished clubs.
 - An area with a base of 7 or 8 clubs will require 5 distinguished clubs.

President's Distinguished Area:

- The same requirements as Select Distinguished Area, plus net growth of one club.

Division Program

Qualifying requirement: No net club loss.

Distinguished Division:

- Distinguished clubs equal to at least 40% of club base.

Select Distinguished Division:

- Distinguished clubs equal to at least 45% of club base.

President's Distinguished Division:

- Distinguished clubs equal to at least 50% of club base, plus net growth of one club.

District Program

Qualifying requirements:

Submit by due date:

- District Success Plan.
- Report verifying 85% of area/division governors trained.

Distinguished District:

- Distinguished clubs equal to at least 40% of club base.
- Net membership payments increase of 3%.
- Net club increase of 3%.

Select Distinguished District:

- Distinguished clubs equal to at least 45% of club base.
- Net membership payments increase of 5%.
- Net club increase of 5%.

President's Distinguished District:

- Distinguished clubs equal to at least 50% of club base.
- Net membership payments increase of 8%.
- Net club increase of 8%.

There will be no limit to the number of areas, divisions and districts that can achieve Distinguished, Select Distinguished and President's Distinguished Status.

The current recognition programs will remain in effect until these revisions are effective on July 1, 2012.



**Minutes of the Toastmasters International Annual Business Meeting
Palm Desert, California
August 14, 2010**

The meeting was called to order by International President Gary Schmidt, DTM at 7:30 a.m. on Saturday, August 14, 2010.

Immediate Past International President Jana Barnhill, DTM, AS moved to amend Paragraph 13 of the Rules of Order of the Toastmasters International Annual Business Meeting as a result of changes to the Toastmasters International Bylaws that were approved by the membership in August 2009.

The chair called for a vote to amend the Rules of Order of the Toastmasters International Annual Business Meeting as described and the membership voted in favor of passing the motion.

Chair Schmidt announced the following appointments:

- Timers – Darrell Zeller, DTM, Club 4039 and Ruth Koepp, DTM, Club 5963
- Credentials Committee Chair – Past International President Robert Barnhill, DTM, AS
- Credentials Committee Vice Chairs – Past International Director Michael Smith, DTM and Past International Director Judy Southwick, DTM
- Supervisor of Ballot Counters and Tellers – International Director Kristal DiCarlo, DTM
- Chair of Ballot Counters and Tellers – Past International Director Dee Dees, DTM
- Parliamentarian – Past International Director Herb Nowlin, DTM, Certified Parliamentarian

Credentials Committee Chair Barnhill reported as follows: A total of 17,390 ballots were accredited, representing 8,695 of the 12,609 eligible clubs, with two votes each, and 177 of the 293 eligible delegates at large were present, each with one vote. The Chair declared a quorum to be present.

Parliamentarian Nowlin explained the procedural rules prescribed by the Board of Directors for the election of four officers for the 2010-2011 term and of seven directors for the 2010-2012 term. Nowlin also provided directions for delegates on the casting of ballots.

Past International President, Johnny Uy, DTM, Chair of the 2009-2010 International Leadership Committee, presented the Committee's report.

The following are the results of the officer and director elections:

Candidate	Office	Ballot 1	Ballot 2	Ballot 3
Pat Johnson, DTM	International President (uncontested)	1		
Michael Notaro, DTM	International President-Elect (uncontested)	1		
John Lau, DTM	First Vice President (uncontested)	1		
John Rich, DTM	Second Vice President (floor candidate)	3,499		
Bash Turay, DTM	Second Vice President	3,636	3,972	

Ralph Wallace, DTM	Second Vice President	5,673	6,843	7,801
George Yen, DTM	Second Vice President (floor candidate)	4,545	6,087	9,365
Kevin Doyle, DTM	International Director Region 2	10,810		
Debra Ledsinger, DTM	International Director Region 2	6,629		
Patricia Hannan, DTM	International Director Region 4	4,628		
Jacque Schnider, DTM	International Director Region 4	12,795		
Gina Cook, DTM	International Director Region 6	13,733		
John MacDonald, DTM	International Director Region 6	3,652		
Patricia Gann, DTM	International Director Region 8	6,749		
David Hollingshead, DTM	International Director Region 8	10,581		
Roberta Perry, DTM	International Director Region 10	14,710		
Lois Sicking, DTM	International Director Region 10	2,704		
Mike Storkey, DTM (uncontested)	International Director Region 12	1		
Gea Ban Peng, DTM	International Director Region 14	12,048		
Adelina C. Royo, DTM	International Director Region 14	5,392		

Three separate ballots were conducted for Second Vice President because no simple majority had been reached in the first or second ballot. The candidate with the lowest number of ballots was removed from consideration after ballots one and two.

For the four uncontested offices it was moved and seconded that a secret ballot be dispensed with and a single ballot cast.

Chair Schmidt announced that Johnson, Notaro, Lau and Yen had been elected International President, International President-Elect, First Vice President and Second Vice President respectively, for 2010-2011.

The Bylaws of Toastmasters International authorizes the submission of proposed Bylaws amendments by "at least one percent (1%) of all the votes held by the voting membership" (Article XIV, Section 1(b)(2)). Based on the total number of clubs eligible to vote at the 2010 Annual Business Meeting, (25,218 votes), the 1% minimum requirement for any such proposal to be submitted for consideration at the 2011 Annual Business Meeting is 253, representing 127 clubs or 253 delegates at large, or any combination of those two voting memberships.



Chair Schmidt also announced the following candidates elected as international director for the term of 2010-2012: Doyle, Schnider, Cook, Hollingshead, Perry, Storkey and Gea.

There being no further business to come before the 79th Annual Business Meeting, it was adjourned at 11:50 a.m.

Sally Newell Cohen
Secretary/Treasurer

Distribution: Board of Directors
Nonprofit General Counsel
Executive Director



Rules of Order of the Toastmasters International Annual Business Meeting

Paragraph 13

Revised August 14, 2010

The International President, **the President-Elect**, the ~~three (3)~~ **two (2)** Vice Presidents, **and** the International Directors from the ~~eight (8)~~ **fourteen (14)** geographic regions and ~~the International Director from outside the United States and Canada~~ shall be elected by majority vote. In the event no candidate for a particular office receives a majority vote, the candidate having the lowest vote for that office shall be dropped from the succeeding ballot. In the case of a tie vote, the choice shall be decided by lot.”