



**Minutes of the 2012-2013 Board of Directors Meeting
Irvine, California
February 21-23, 2013**

The 2012-2013 Toastmasters International Board of Directors met on February 21, 2013, at 1 p.m. PDT, with International President John Lau, DTM, presiding. The other officers and directors present were: George Yen, DTM; Mohammed Murad, DTM; Jim Kokocki, DTM; Michael Notaro, IPIP, DTM; Balraj Arunasalam, DTM; Mike Barsul, DTM; Joseph Gomez, DTM; Don Griffith, DTM; Patricia Hannan, DTM; Wendy Harding, DTM; Mike Helm, DTM; Kristina Kihlberg, DTM; Viki Kinsman, DTM; Andrew Little, DTM; Lori Lococo, DTM; David McCallister, DTM; James Sultan, DTM; and George Thomas, DTM. Executive Director Daniel Rex, Secretary/Treasurer Sally Newell Cohen and General Counsel Greg Colvin were also present.

The meeting began with reports from International President Lau and Executive Director Rex on the status of the organization.

EXECUTIVE COMMITTEE

The report of the Executive Committee was presented by International President-Elect George Yen, DTM, and covered the following items considered at its February 19-20, 2013, meeting:

The 2012-2013 Executive Committee met on February 19-20, 2013, with International President John Lau, DTM, presiding. The other officers present were: International President-Elect George Yen, DTM; First Vice President Mohammed Murad, DTM; Second Vice President Jim Kokocki, DTM; and Immediate Past International President Michael Notaro, DTM. Executive Director Daniel Rex and Secretary/Treasurer Sally Newell Cohen were also present. General Counsel Greg Colvin was in attendance on February 19, 2013.

1. In November, the Committee reviewed the organization's performance in relation to its 2012-2013 goals as well as the districts' progress in the new District Recognition Program. At this meeting, it continued to monitor the districts' results. The Committee recognizes the achievements of the district leadership teams and encourages Toastmasters leaders at all levels to maintain their focus on club meeting quality, club and membership growth and meeting member needs.
2. The Committee confirmed the Executive Director's selection of Las Vegas, Nevada as the location of the 2015 International Convention.
3. Pursuant to the Bylaws of Toastmasters International, Article XIV, Section 1, the Board of Directors is tasked with reviewing resolutions proposed by members and determining whether to place a proposed amendment before the voting membership. The Committee reviewed an amendment proposal submitted by former Toastmasters member Jerry Dixon in relation to dues increases. The proposed changes are as follows:



- i. Dues may be increased only in years when the last reported unrestricted net assets are no greater than \$25 million.
- ii. Dues increases should be no higher than 3% per year since the last increase.
- iii. Dual members pay only one set of dues to Toastmasters International.

First, the Committee recommends that the Board not bring this proposal forward to the membership on the initiative of the Board under Article XIV, Section 1(a) for the following reasons:

- a. One percent of the voting membership is required for the request to be presented at the Annual Business Meeting. At this time, one percent represents 282 votes. Only 10 clubs signed the petition.
- b. Proposed amendments must be made by voting members, defined in Bylaws of Toastmasters International, Article III, Section 1, as member clubs and delegates at large.

Second, the Committee noted that the proposed amendment was not accompanied by a certificate submitted by the December 31 deadline showing that it had been approved by the vote of at least two-thirds of the active individual members of a club present and voting at a club business meeting at which a quorum was present, as required by Bylaws Article XIV, Section 1(b). The Committee believes this procedural requirement must be obeyed because the club must deliberate in person on the merits of the proposed amendment; members' signatures on a petition, which does not certify that such a meeting was held, are insufficient.

4. Pursuant to the Club Constitution for Member Clubs of Toastmasters International, Article XII, Section 3, the Board of Directors is tasked with reviewing resolutions proposed by members and determining whether to place a proposed amendment before the voting membership. The Committee reviewed a proposal submitted by The Edison Loquacious Toastmasters Club 3364 for an amendment striking Article V, Section 3, which states: "No voting by proxy or absentee ballot shall be permitted on any matter presented to the club membership for a vote." The effect of this amendment would be to allow proxy voting at the club level, instead of requiring members to be in attendance for purposes of quorum and voting upon club business as the Club Constitution now provides. The proponent member club met the requirement to submit a certificate by the December 31 deadline showing that it had been approved by the vote of at least two-thirds of the active individual members of a club present and voting at a club business meeting at which a quorum was present, as required by Article XII, Section 3.

The Committee recommends as follows: First, the Committee recommends that the Board not bring this proposal forward to the membership on the initiative of the Board under Article XII, Section 3(a) for the following reasons: Use of proxies to decide the business of a club undermines the culture of the Toastmasters Club experience – a face-to-face discussion in which members are all able to have an oral exchange of views before voting. Further, proxy voting in clubs could shift the concentration of



power and provide individuals or groups of individuals the votes to control elections, membership terminations, the use of club funds and dues increases.

Second, the Committee noted that the amendment is proposed by a single club and not by one percent (1%) of all the votes held by the voting membership. Therefore, this amendment will be placed before the Annual Business Meeting in 2013 only if the proponent of the amendment agrees to bear the full reasonable administrative cost to Toastmasters International of submitting it to the membership for a vote, pursuant to Article XII, Section 3(c) of the Club Constitution.

5. Policy 9.1: International Campaigns and Elections states that unsolicited subscriptions to information by or about a candidate are not permitted. However, a number of social networking sites now offer "group" functionality, i.e., closed forums where people with similar interests can communicate and share. Group owners are allowed to add members to the group with or without their consent. To ensure that members are not added to these group sites without their express permission, the Committee recommends clarifying verbiage to strengthen understanding of the intent of the policy (attached).
6. The Committee also reviewed Policy 9.1: International Campaigns and Elections, Section 7.L.I and II, which requires that candidates submit biographical information for the Candidates' Corner on the Toastmasters website no later than October 1. Policy also requires that candidates submit their Letter of Intent no later than October 15 to be included in the candidate assessment process. For consistency and to minimize confusion, the Committee recommends that biographical information deadline match the Letter of Intent deadline (attached).
7. 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.
8. The Committee reviewed Policy 8.6: Reserve Funds, and discussed the fund balances in each account to determine if the amounts are sufficient to meet the anticipated needs of the organization. The Committee recommends adjustments to the allocations, and made clarifying updates to ensure understanding (attached).
9. District 59 submitted a petition requesting the District Administrative Bylaws, Article X: Council Meetings, Quorum, Proxies, and Voting, Sections (d): Proxies and (e): Voting, be amended to extend proxy privileges in a manner similar to the Toastmasters International Annual Business Meeting to ensure that quorums are met at district council meetings. The Committee recommends that the Board test of the feasibility of amending the proxy rules in the District Administrative Bylaws by allowing an alteration, limited to the District 59 2013 spring conference, to set aside the maximum three-vote cap and allow area governors to carry proxies for the clubs in their area. The result of this alteration will be monitored.
10. As directed in Bylaws, Article V: Board of Directors, Section 4: Duties, the Board of Directors shall review the regional boundaries and regional assignment of member clubs every three



years. The Committee recommends no changes at this time. In addition, the Committee approved the boundary change proposal presented by districts 8 and 54, moving 10 counties (Clark, Coles, Crawford, Cumberland, Douglas, Edgar, Jasper, Macon, Moultrie and Shelby), which affects four clubs, from District 8 to District 54.

11. The Committee reviewed and approved requests to establish reformation committees from districts 20, 51, 60 and 86. It also reviewed and approved the reformation proposals presented by districts 21 (British Columbia) and 82 (India and Sri Lanka) and reviewed the current status of the in-process reformations in districts 14 (Georgia), 59 (Continental Europe), 70 (Australia) and 71 (United Kingdom and Ireland).
12. An increase in district reformations has led to a need for clarification and restructure of Protocol 7.0: District Structure, Section 4, Reformed or Consolidated Districts. The Committee reviewed and approved the updated language that reflects the current process (attached).
13. The Committee conducted a review of the Executive Director's performance and commended Executive Director Rex for his efforts and exceptional contributions. The Committee also approved a compensation package for the Executive Director for the 2013-2014 year, relying upon written submissions, including comparative salary data, as well as the Committee members' own observations and experiences. While the Executive Director 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 Executive Director is just and reasonable compared to similar organizations.

The Board voted to accept and approve the recommendations and actions in the report. Separately, the Board voted to approve the recommendations in items 3, 4, 5, 6, 8 and 13. The Board's action on the member proposals in items 3 and 4 were approved by the required two-thirds vote. All policy changes were approved by the required two-thirds vote and are attached to these minutes.

STRATEGIC PLANNING

Led by Strategic Planning Committee Chair Michael Notaro, DTM, IPIP, the Strategic Planning Committee continued its evaluation of the mission, vision and values statements that began in August 2012 and continued through the November meeting. Through its evaluation, the Committee identified the need to follow current best practices, which dictate that a mission statement is a declaration of an organization's specific focus, which will shift over time with environment changes, and a purpose statement, which documents the fundamental reason for an organization's existence. As a result, the Committee recommended to the Board a simplification and modernization of the organization's mission and other foundational statements. It also recommended establishing Policy 1.1: Mission Statements, Values, and Envisioned Future to clarify the difference between purpose statements, which are part of bylaws, and establish mission statements as part of policy. The Board voted to establish Policy 1.1 (attached) by the required two-thirds majority.



BOARD OF DIRECTORS

1. To maximize the strategic value of International Director visits to districts around the world, the Board developed criteria for the visits that will increase the strategic focus of the visit, aid district leaders in planning the visits, foster team-building and performance, and maximize the organization's investment. In addition, the criteria provides a foundation for evaluating the effectiveness of each visit and measures the International Director's contributions.
2. The Board discussed the organization's progress in achieving the strategies set forth in the 2010 Strategic Plan. It reviewed the tactics that have been completed and prioritized the work-in-progress and the plan topics that are yet to be completed.
3. Toastmasters International's annual budget is presented and approved each year at the August Board of Directors meeting. In order for the budget to be ready for presentation at the August meeting, the budget development process begins in April, when only two months of current-year financial performance data is available. To ensure that projections and forecasts are accurate and include important trends that develop during the course of the year, the Board voted, by the required two-thirds majority, to modify Policy 11.4: Board of Directors Committees to change the month of the Executive Committee's review of the proposed budget from August to November (attached).
4. Under certain circumstances, there may be a need for the Board to test the feasibility of potential amendments to the district administrative bylaws by allowing alterations, at specific times and locations, that may conflict with existing provisions of the administrative bylaws. To enable this flexibility, the Board voted by the required two-thirds vote to amend Article XVII: Amendments and Other Rules, Section (c) of the District Administrative Bylaws (attached).
5. The Board reviewed proposed revisions to the Club Constitution and Standard Bylaws for Member Clubs of Toastmasters International, considering that this governing document has not been revised since 1994 and does not contain language to conform precisely to the new Bylaws of Toastmasters International approved in 2009. Further, to eliminate the confusion and duplication inherent in having both a Constitution and Bylaws for clubs, the Board on advice of legal counsel considered the replacement of the club bylaw document with a simplified Addendum of Standard Club Options. When adopting the Club Constitution, the club would fill out the Addendum stating its choices as to meeting days and locations, dues and other fees, etc., and provide that data to World Headquarters. The Board voted to approve, by the required two-thirds vote, the amendments to the Club Constitution for Clubs of Toastmasters International substantially in the form prepared by staff and submit it under Article XII, Section 2, to the voting membership in August for approval.



6. The Board received reports from the Region Advisor Selection, Developing Markets and Developed Markets Committees:

a. Region Advisor Selection Committee

The Committee was tasked with selecting the best individuals for the role of Region Advisor for each region. It also reviewed the existing process and provided recommended improvements for the future.

The Board voted to accept the report and adopt the recommendations presented by the Committee, including the appointment of the Region Advisors recommended by the Committee for the 16-month term beginning March 1, 2013.

b. Developing Markets Committee

The 2010 Strategic Plan identifies Support Emerging Markets as a strategy that supports Growth and Retention, Objective 1. The Developing Markets Committee was tasked with evaluating the organization's success and opportunities with respect to developing markets, and recommending strategies to establish new developing markets and sustain growth in existing developing markets. To accomplish this, the Committee: Reviewed the history of Toastmasters' developing markets and identified successful strategies and local characteristics that fostered success as well as areas of slow or no growth, determined the attributes that support the successful growth of Toastmasters in a developing market, discussed existing and potential developing markets and developed strategies for each based on their unique characteristics and discussed the transition of an developing market to mid-stage market, and the strategies to maintain growth, passion and entrepreneurial spirit. In addition to support for Objective 1, the Committee recognized that its work also supports Objective 4 of the Strategic Plan, Global Impact.

The Committee recommends a phased approach to new market development that spans up to two years, with confirmation at regular intervals that the investment remains warranted.

The Board voted to accept the report and adopt the recommendations presented by the Developed Markets Committee and directed staff to further develop the tactics, identify the immediate markets to address and draft revisions to policy to facilitate the committee's recommendations to the district structure.

c. Developed Markets Committee

The 2010 Strategic Plan identifies Reinvigorate Mature Markets as a strategy that supports Growth and Retention, Objective 1. The Developed Markets Committee was tasked with evaluating the organization's success and opportunities with respect to developed markets and recommending strategies to reinvigorate those markets. To accomplish this, the Committee reviewed the history of selected countries that are considered to be developed markets, reviewed the growth and decline patterns in each market and discussed the forces behind the patterns, developed initiatives and methods to provide information, strategies, tactics and motivation to district leaders who are responsible for



reinvigorating growth in slow-growing markets and discussed the development and maintenance of passion and entrepreneurial spirit in developed markets.

The Committee recommends developing a consistent marketing process to be used by districts around the world that leverages the best practices identified through the research process, development of new content and systems to encourage knowledge sharing, and investment in electronic tools for training, lead management and support.

The Board voted to accept the report and adopt the recommendations presented by the Developed Markets Committee.

CONCLUSION

International President Lau adjourned the meeting at 4:30 p.m. PDT, February 23, 2013.

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." The results of the Board meeting were classified "unrestricted."

Sally Newell Cohen
Secretary/Treasurer

Distribution: Board of Directors
Nonprofit General Counsel
Executive Director

International Campaigns and Elections

1. International Leadership Committee

- A. The International Leadership Committee (ILC) is defined and described in [Article VII, Section 3](#), nominations are governed by [Article VIII](#), and elections are governed by [Article IX, of the Bylaws of Toastmasters International](#).
- B. The ILC evaluates the organization's internal leadership development program and provides recommendations for improvement to the Executive Committee.
- C. The ILC members are appointed by the International President-Elect in February, for terms of service beginning September 1 of the same year. International officers and directors may recommend appointees.
- D. Three members of the ILC are past international presidents:
 - I. The past international president whose term as international president was completed 18 months prior to the February appointment serves as chair for one year.
 - II. The past international president whose term as international president was completed six months prior to the February appointment serves as vice-chair for one year and chair the following year.
 - III. One additional past international president is appointed by the International President-Elect to serve as a committee member for one year.
- E. Vacancies in offices held by past international presidents may be filled by any past international president, except by the Immediate Past International President.
- F. One member from each region serves a two-year term on the ILC. The member is a past international director or, if a past international director who is willing and able to serve cannot reasonably be found, a past district governor.
- G. Subject to Executive Committee approval, the International President-Elect may remove a committee member (the Executive Committee may also remove a committee member), grant a committee member a leave of absence, and fill a vacancy.
- H. Region advisors, district leaders (including the immediate past district governor), and campaign managers or other lead members of an international officer or director candidate campaign team do not serve on the committee.
- I. A committee member may not be a candidate for international office for one year after leaving the ILC nor serve two consecutive terms.
- J. Committee members may be reappointed only after a two-year absence from the committee, with the exception that a vacancy of one year or less may be filled by a committee member whose full term expired within the prior two years.

- K. The ILC nominates at least one and no more than two candidates for International President-Elect, First Vice President, and International President if there is no one to succeed to that position.
- L. The ILC nominates at least two and no more than three candidates for Second Vice President.
- M. The ILC nominates at least two and no more than three candidates for the open international director positions with the exception that one candidate may be nominated if another willing and able candidate cannot reasonably be found.
- N. The chair of the ILC has the following duties and responsibilities:
 - I. The chair schedules committee meetings, orients new committee members, develops and communicates meeting agendas and the meeting calendar, sets expectations for communication among committee members, and ensures that committee activities are carried out in a timely and appropriate way.
 - II. The chair organizes communication with candidates, ensures candidates are given full and fair consideration, and develops the timetable and expectations for candidate interviews.
 - III. The ILC chair upholds leadership attributes and provides feedback to the Executive Committee, through the International President, regarding the ILC process and leadership development.
- O. International Leadership Committee members are fair and open-minded.
 - I. Their responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study candidate materials, review survey results, conduct candidate interviews, listen to reports from other committee members, make informed decisions, suggest or recruit qualified candidates until nominations are announced, and seek ways to improve leadership development.
 - II. ILC members request reimbursement for telephone calls or other reasonable expenses within 30 days after the end of their term.
- P. International officer and director candidates may be self-declared candidates. The committee may receive names of qualified candidates or seek them out.
- Q. If a nominated candidate withdraws, the committee may nominate a replacement.

2. Candidate Assessment

- A. Each officer and director candidate's competencies will be assessed by leaders who served with them in previous Toastmasters roles. The assessment will be administered each November by a professional assessment firm. The results will be provided to the ILC Chair and to each candidate.
- B. For second vice president candidates, the assessment tool is sent to:

- I. International officers who served while the candidate was an international director
 - II. International directors who served while the candidate was an international director
 - III. The region advisor from the same region who served while the candidate was an international director
 - IV. The candidate
- C. For first vice president and international president-elect candidates, the assessment tool is sent to:
- I. International officers who served while the candidate was an international officer and international director
 - II. International directors who served while the candidate was an international officer and international director
 - III. The region advisor from the same region who served while the candidate was an international director
 - IV. The candidate
- D. For international director candidates, the assessment tool is sent to:
- I. The region advisor (or the international director if there was no region advisor), lieutenant governor education and training (LGET), lieutenant governor marketing (LGM), immediate past district governor (IPDG), district treasurer and division governors who served while the candidate was district governor (DG)
 - II. The region advisor (or the international director if there was no region advisor), district governor, LGM and IPDG who served while the candidate was LGET
 - III. The region advisor (or the international director if there was no region advisor), district governor, LGET, IPDG and public relations officer who served while the candidate was LGM
 - IV. The candidate

3. Nominee Selection

- A. Candidate interviews follow the timing, quantity, and schedule determined by the chair. Interviews are based on consistent interview questions developed by the committee.
- B. Committee members take into account assessment results, interviews, input from current and past leaders and other Toastmasters members, and candidate materials during their selection process.

- C. Each ILC member votes to nominate one candidate for International President-Elect, First Vice President, and International President if necessary and two different candidates for Second Vice President.
- D. If at least one-third of the committee members requests that a second or third candidate be nominated, each committee member may vote for as many candidates as are nominated.
- E. Committee member votes are confirmed in writing.
- F. To be nominated, a candidate must receive votes from at least a majority of the committee members.
- G. The chair participates in discussions about candidates and votes for each nomination.

4. Nomination Results

- A. Once the candidates have been selected for nomination, the chair notifies nominated candidates and confirms their acceptance of the nomination. Candidates must verify their acceptance in writing to the chair.
- B. The chair notifies unsuccessful candidates.
- C. Candidate assessment results are only provided to the ILC and each respective candidate. Candidates must agree to maintain the confidentiality of their results before receiving them.
- D. All other candidate interview information is confidential, and the entire deliberative process of the ILC is confidential. Breaches of ILC confidentiality by anyone are subject to appropriate disciplinary action.
- E. All documentation, files, and reports are kept by World Headquarters for five years.

5. Schedule

| Date | Action |
|---|---|
| September 1 | Call for candidate declarations. |
| October 15 | Deadline for officer and director candidates to declare intent to be included in the assessment process. |
| November 1 | Officer and Director Candidate Assessment conducted. |
| February 15 | ILC announces officer candidates. Floor candidates for officer positions may declare intent after ILC results have been announced. |
| April 15 | ILC announces director candidates. Floor candidates for director positions may declare intent after ILC results have been announced. |
| At least 60 days prior to Annual Business Meeting | ILC nominations are published in the <i>Toastmaster</i> magazine and on the Toastmasters International website . |

6. Announcement of Candidacy and Distribution of Campaign Materials

- A. Candidates may confirm their intention to run for office after the close of the Annual Business Meeting by submitting a Letter of Intent to World Headquarters.

- I. A Letter of Intent must be on file with World Headquarters before a candidate may engage in public campaign activities. Campaign materials may not be distributed until after the close of the convention.
 - II. By signing the Letter of Intent, the candidate acknowledges having read and understood the campaign policies and takes responsibility for the conduct of supporters.
 - III. A Letter of Intent, biographical information, and a photograph must be received at World Headquarters no later than October 15 for international officer and director candidates to be included in the assessment process.
- B. Eligible candidates who have not been nominated by the ILC may run from the floor at the Annual Business Meeting under [Article VIII, Section 3, of the Bylaws of Toastmasters International](#).
- I. A Letter of Intent for the candidate must be on file with World Headquarters.
 - II. If a Letter of Intent for a floor candidate is on file, a competing nominated candidate shall be considered opposed.
- C. Floor candidates have the same opportunities as nominated candidates with the exception of inclusion in the *Toastmaster* magazine, Candidates' Corner on the [Toastmasters International website](#) and in the Candidates' Brochure.

7. International Campaign Communications

- A. Candidates for second vice president and international director may only visit clubs, districts, and district leaders within their declared home region.
- B. Candidates may produce and distribute audio, video, and electronic materials, but may not play them at district conferences or at the International Convention. Only the candidate and the candidate's representatives may distribute such materials.
- C. A campaign mailing is any message, unsolicited by the recipient, which promotes or publicizes a candidate.
- D. Unsolicited subscriptions to information by or about a candidate are not permitted.**
- ~~D.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 campaign mailings. ~~Unsolicited subscriptions to information by or about a candidate are not permitted.~~
- ~~E.F~~ Candidates shall only send two mailings:
- I. International officer candidates send the first mailing between October 1 and November 1; international director candidates send the first mailing between October 1 and December 1.

- II. Both international officer candidates and international director candidates send the second mailing between July 1 and the election at the Annual Business Meeting.
- F.G** World Headquarters provides contact information to a candidate only after having received the candidate's Letter of Intent.
- I. The contact information is of the Board, **region advisors**, past international presidents, past international directors, immediate past district governors, district governors and lieutenant governors.
 - II. The contact information may only be used for campaign purposes.
- G.H.** No candidate for second vice president or international director nor their representatives may place unsolicited calls to district governors or lieutenant governors outside the candidate's district during the month of June. Calls among campaign team members are permitted.
- H.I.** A candidate may have a website to promote his or her candidacy.
- I. It must stand alone and have its own URL.
 - II. A candidate's website may be linked or referenced only on the candidate's home club website, the Candidates' Corner on the [Toastmasters International website](#), and in campaign mailings made by the candidate.
 - III. A blog may be included on a candidate's website. Automatic notices are allowed.
- I.J** A candidate may create campaign profiles on social media for the purpose of promoting his or her campaign.
- I. Campaign profiles must be separate from existing social media profiles that the candidate has.
 - II. A candidate may link from existing social media profiles to the candidate's campaign profile and campaign website.
 - III. Candidates may not use their non-campaign profiles for campaigning. Only the campaign profile may be used.
- J.K** Candidate websites and social networking campaign profiles of both successful and unsuccessful candidates are removed within 10 days following the election.
- K.L** Candidates are prohibited from participating in Toastmasters-related discussion groups on websites including social networking sites.
- L.M.** A Candidates' Corner shall be included on the [Toastmasters International website](#). Candidate information may include a photograph, profile, website address, email address, and telephone number for contact purposes.

- I. Information about officer and director candidates who have submitted their Letters of Intent and biographical information by October 15 are placed on the Toastmasters International website Candidates' Corner by November 1.
 - II. Candidates who submit their materials after October 15 are placed on the website as soon as practicable after receipt of the information.
 - III. Only nominated candidates as determined by the ILC remain on the Candidates' Corner after the committee's report has been announced.
 - IV. Floor candidates are not included in the Candidates' Corner after the Committee's report has been announced.
- M.N** Only nominated candidates, as outlined above, appear in the Toastmasters International Candidates' Brochure. Floor candidates do not appear in the brochure.
- N.O** A candidate may use Toastmasters trademarks on campaign materials and websites, only after the candidate's Letter of Intent and biographical information has been received by World Headquarters. Use of the trademarks on any other items requires the written permission of the Executive Director.

8. International Candidate Endorsements

- A. Photographs, audio, video, and electronic representations in all campaign material and displays, the candidate's website, and the candidate's campaign social networking profiles are limited only to the candidate. All quotes and testimonials in candidate campaign materials, displays, and on websites must have the written permission of those being quoted.
- B. District governors, lieutenant governors, region advisors, and international officers and directors must not take any action to endorse or to officially support any international officer or director candidate, including with photographs or quotes, or by placing a candidate's name in nomination. They are permitted to respond to the assessment tool and to questions from the ILC.
- C. Campaign materials for international officer and director candidates may be displayed in a Candidates' Corner at district conferences and the International Convention. Candidates or their representatives are responsible for the delivery, set-up, and removal of materials. Campaign materials may not be distributed at any other location.
- D. No candidate or candidate's representative may host a hospitality suite. A hospitality suite is defined as a room where refreshments are provided and attendance is open to any member.
- E. If a district or region hosts a hospitality suite, no candidate or candidate's representative, may give contributions or engage in political activities in the suite.
- F. A candidate may have a room for storing material and meeting with campaign workers, but the room may not be used for solicitation of votes.

9. International Campaigns in Districts

- A. International director candidates, or their representatives, may present at district events only within their region. Candidates receive equal opportunity, with allotted time defined by the district governor. International director candidates may participate in other home district activities except the district nominating committee.
- B. International officer candidates, or their representatives, do not deliver a campaign speech at district events. Unopposed international officer candidates may give an educational presentation. International officer candidates may participate in other home district activities except the district nominating committee.
- C. District publications and websites that include information written by or about candidates must not be distributed beyond their regular distribution list. District publications and websites may not contain advertisements about candidates and may not contain articles or notices about candidates from outside the district.

10. International Campaign Violations

- A. Candidates are responsible for ensuring campaign supporters are familiar with campaign policies and understand that violation of policy subjects candidates to ramifications:
 - I. A level-one violation is a correctable, minor infraction.
 - a. The violation is investigated by the Executive Director. If the Executive Director cannot resolve the matter, it is turned over to the Executive Committee.
 - b. The candidate is educated and informed. When the matter is resolved, there are no further ramifications.
 - II. A level-two violation is one involving the election process or a continuing violation.
 - a. The Executive Committee investigates a level-two violation or assigns the investigation to the Executive Director staff.
 - b. An announcement of the violation is made prior to the election. This announcement occurs at an appropriate time and place as determined by the Executive Committee or on the [Toastmasters International website](#). A letter of censure may be issued to the candidate by the Executive Committee.
 - III. A level-three violation is one of campaign ethics.
 - a. A level-three violation is investigated by the Executive Committee, which may delegate it to the Executive Director staff.
 - b. Ramifications may include any or all penalties for level-two violations, a request for the candidate to withdraw from the race, and, in the most severe cases, removal from good standing or other disciplinary action which may disqualify the candidate.

- B. The Executive Committee's decisions are 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.

11. International Proxies and Credentials

- A. Proxies are defined in [Article X, Section 2 of the Bylaws of Toastmasters International](#).
- B. Annual Business Meeting proxies are available to clubs no later than May 15.
- C. When amendments to the [Bylaws](#) are to be voted on, there is a method in the proxy process for a club to indicate how it wishes its votes to be cast.
- D. A credentials chair and two vice-chairs are appointed by the International President:
 - I. The appointees are current or past Board members.
 - II. A person may be reappointed as chair after a three-year interval.
 - III. Appointees are responsible for the operation of the credentials process preceding the Annual Business Meeting.

12. International Candidates' Showcases

- A. At the International Convention, a Candidates' Showcase occurs before the Annual Business Meeting for presentations by all international officer and director candidates.
- B. Prior to the International Convention, the International President appoints directors to serve as chair and co-chair of the Candidates' Showcase. Other directors are assigned as needed.
- C. Each candidate is limited to a two-minute presentation, and the chair interviews the candidate based on questions submitted by district leaders and members of the Board of Directors.
- D. The presentation schedule, with the names of all nominated and known floor candidates for international office, is prepared by World Headquarters.
- E. There is no census or poll taken of the delegates at a Candidates' Showcase.

13. Voting by Mail

- A. The circumstances for holding an election by mail vote are stated in [Article IX, Section 4 of the Bylaws of Toastmasters International](#).
- B. The tentative process for conducting an election by mail vote is described in protocol, and such protocol shall be modified as needed and adopted as policy by the Board of Directors at such time as a mail vote is held.

Use of Reserve Funds

- ~~1. The World Headquarters building and contents shall be appraised at least every 10 years to ensure that the facility is adequately insured and sufficient funds are designated appropriately.~~
- ~~2.~~
- 3. 1. Toastmasters International's financial reserves are, through this policy, designated into four categories intended to protect the organization's fixed assets and plan for anticipated and unexpected needs.**
 - 2. The financial reserve balance is reviewed every year by the Executive Committee. The committee may recommend to the Board of Directors that adjustments be made to the allocations.**
- 23. The designated categories are:**~~The unrestricted reserves in the following designated funds are reviewed every year and may be adjusted by the Board of Directors upon the recommendation of the Executive Committee:~~
 - ~~A. The Disaster Recovery: fund is designated \$6.58 million to enable the organization to reestablish operations following a disaster.~~
 - ~~B. The Sustaining: fund is designated \$9 million to enable Toastmasters International to withstand the impact of economic downturns.~~
 - ~~C. The Operating Reserve: fund is designated \$12 million for operations if needed.~~
 - ~~D. The Infrastructure: fund is designated \$34 million for major technology and facility needs.~~
- 4. The World Headquarters building and contents shall be appraised at least every 10 years to ensure that the facility is adequately insured and sufficient funds are designated appropriately.**

District Structure

1. Club Assignments

- A. When a new club is organized, it is assigned to the district within which boundaries it meets. Exceptions are only considered with the concurrence of the district councils involved and with the approval of the Board of Directors. The assignment of a new club to an area is made by the district governor, subject to approval by the district executive committee.
- B. The transfer of the club meeting location into the geographic boundaries of another district does not change its district affiliation without the approval of the Executive Director.
- C. Area and division organization is defined and described in [Article XII, Sections 1, 3\(b\), and 3\(e\) of the Bylaws of Toastmasters International](#) and in [Article VI of the District Administrative Bylaws](#).
- D. The best interests of the clubs and district are taken into consideration when assigning clubs to areas within districts.
 - I. Consideration is given to size and types of clubs.
 - II. Areas must consist of four to six clubs, except in special circumstances.
 - III. A district may have an area with three clubs if efforts are made to charter a fourth club in the area.
- E. Districts are encouraged to assign clubs to areas based upon geographic proximity to other clubs in that area. Advanced clubs are not segregated into separate areas.
- F. The best interests of the clubs and district are taken into consideration when assigning clubs and areas to divisions. A division must have a minimum of three areas.

2. Territorial Councils

- A. The Board may create non-district administrative units called territorial councils in any undistricted territories for the purpose of forming new districts.
- B. The criteria for the creation of a territorial council is the evidence of potential growth of clubs and members in a specific geographical area within five years and the evidence of potential of at least 20 existing clubs therein for eventual district status.
- C. The clubs within a territorial council may organize an informal operating structure, electing such officers as needed to coordinate and guide a club

growth program for district status. The clubs may plan and participate in training sessions, educational programs, speech contests, and other growth-oriented activities.

- D. Finances involved in the council's operation are sustained by the clubs therein.
- E. Territorial council officers are encouraged to attend district leader trainings at mid-year and in August, although Toastmasters International does not provide reimbursement for travel or expenses.

3. Provisional Districts

- A. A territorial council may apply to the Executive Director for provisional district status when the following requirements are met:
 - I. The council has 45 or more clubs in good standing for two consecutive semiannual reporting periods.
 - II. Clubs which are council members acknowledge by written resolution an annual dues increase from the undistricted to the districted amount.
- B. Once granted provisional district status by the Board, a provisional district is entitled to administrative support from World Headquarters; official participation in the Distinguished District Program; a district reserve account; applicable membership dues income; participation in the International Speech Contest; assignment to a region; visits from international officers, directors, and/or region advisors; and travel reimbursement to official district leader training and to the International Convention.
- C. A past provisional district governor is eligible to be nominated for election to the Board.
- D. Within three years after granting provisional district status, the Board reviews the progress of the provisional district. Performance in the Distinguished District Program is considered in the decision to grant full district status.
- E. After reviewing district progress, the Board either allows the provisional district to continue to function as a district or takes such action as it considers in the best interest of Toastmasters International.
- F. When a provisional district reaches 60 or more clubs in good standing, it may apply to the Board for district status.
- G. Before becoming eligible for full district status, each newly created provisional district is required to be in operation for a minimum of nine months ending on June 30, during which time it must adopt the [District Administrative Bylaws](#); elect officers, establish an organizational structure, and subdivide itself into

areas; and operate district programs in alignment with Toastmasters International's governing documents.

- H. Any authorization to operate as a provisional district continues until full district status is granted or until it is otherwise terminated by the Board.

4. Reformed or Consolidated Districts

- A. The Board reviews the status of districts with more than 240 clubs every three years, or sooner if necessary, to determine if reformation is in the best interests of Toastmasters International and the clubs.

~~B. Only the Board initiates the reformation of districts from existing districts.~~

~~C.~~ **B.** The Board may **also** consider consolidating a district with another district or districts if it has fewer than 60 clubs or fewer than 900 members.

~~D.~~ **C.** Any district with 200 or more clubs **that wants to be considered for reformation** may submit a letter of inquiry ~~which is reviewed by the Executive Committee.~~ **to the Executive Director for review with the Executive Committee. The Executive Committee provides its recommendation to the Board.**

~~E.~~ **D.** **If the Board approves the request or directs a reformation, the district governor appoints a reformation committee to conduct a detailed needs analysis that includes the following:** ~~District records and the original district number are retained by the reformed district. Copies of records essential to their proper administration are furnished to the newly formed districts. Separate records are kept after the reformation.~~

- I. Map of proposed boundaries demonstrating that the reformed districts will have no fewer than 100 clubs each**
- II. Number of clubs, growth trends, growth potential, population, education, languages spoken, and geographic influences for both districts**
- III. Reasons why the reformation is in the best interests of the members, the clubs, the districts, and Toastmasters International**
- IV. Implementation strategy**
- V. Marketing plan projecting growth and identifying key market opportunities for both districts**
- VI. Succession plan identifying qualified future leaders in both districts**
- VII. Financial projections demonstrating the anticipated income and expense for both districts**

VIII. The needs analysis is submitted to the Executive Director for review with the Executive Committee. The Executive Committee provides its recommendation to the Board.

- ~~F. If the Board decides to form two districts from an existing district, the Board directs the district to develop a proposal for reformation that includes the proposed boundaries of the reformed districts and a recommendation for the division of all existing funds.~~
 - ~~I. The reformed district that retains the original district number is determined by lot by the Executive Director and approved by the Board prior to the reformation date.~~
 - ~~II. If the recommendations concerning division of funds conflict, all funds are divided according to the ratio of the number of active clubs in each reformed district.~~
 - ~~III. Once the reformation takes place, World Headquarters distributes any funds in the original reserve account to the reserve accounts of the reformed districts, either on the basis agreed upon or according to the ratio of the number of active clubs in each reformed district.~~
- F. The year prior to reformation, reforming districts must operate with the district elects a district governor, two lieutenant governors education and training, and two lieutenant governors marketing among whom one lieutenant governor education and training and one lieutenant governor marketing operate in each geographic area of the reforming districts under the district governor, to allow the district to work as a team, putting into place the leadership framework for each geographic area of the reforming district. Each reforming district will have one lieutenant governor education and training and one lieutenant governor marketing.**
- ~~G. In the case of a district considering reformation, upon direction from the Board, the district governor first appoints a committee to conduct a needs analysis including reasons the reformation is in the best interests of Toastmasters International, the district, and its clubs.~~
 - ~~I. The committee develops a reformation strategy based on reformed districts with 100 clubs or more; the quality and continuity of leadership to help the district sustain itself and promote future growth; the potential for growth and the continued marketing efforts to meet growth goals; high quality service to clubs and members; the existence of sufficient leaders to fulfill district leadership roles; the potential for increased educational opportunities for members; the budget impact of the division of income and expense between the reformed districts; and the impact on area and division structure and leader training.~~
 - ~~II. The district's intent is then brought to the attention of the Executive Committee.~~
 - ~~III. Each September, districts at any stage of the reformation process submit a progress report to the Executive Director who presents the information to the Executive Committee.~~

- ~~IV. The year prior to reformation, reforming districts must operate with a district governor, two lieutenant governors education and training, and two lieutenant governors marketing among whom one lieutenant governor education and training and one lieutenant governor marketing operate in each geographic area of the reforming districts under the district governor, to allow the district to work as a team, putting into place the leadership framework for each geographic area of the reforming district.~~
- ~~V. Additional requirements may be determined necessary by the Board due to special circumstances.~~

- G. The district with the oldest surviving club within its boundaries will retain the original district number.**
- H. District records through the reformation are retained by the original district. Copies of records essential to their proper administration are furnished to the newly formed district. Separate records are kept after the reformation.**
- I. Once the reformation takes place, World Headquarters distributes any funds in the original reserve account to the reserve accounts of the reformed districts, either on the basis agreed upon or according to the ratio of the number of active clubs of membership payments made by clubs in each reformed district in the program year immediately preceding the reformation.**
- J. Funds in local district bank accounts must be divided according to the ratio of the number of membership payments made by clubs in each reformed district in the program year immediately preceding the reformation. World Headquarters shall oversee the allocation of funds at the time the bank accounts are established for the new district.**
- K. ~~Each September, districts A~~ at any stage of the reformation process, **districts may be asked** to submit a progress report to the Executive Director. ~~who presents the information to the Executive Committee.~~**
- L. Additional **reformation** requirements may be determined necessary by the Board due to special circumstances.**

5. District Consolidation

- A. The consolidation of a district occurs on the initiative of the Board.**
- B. The Board reviews the status of districts with fewer than 60 clubs every three years, or sooner if necessary, to decide if consolidation is in the best interest of the organization.**
- C. When determining whether consolidation is appropriate, factors such as the number of clubs in the district, market potential within the district, past performance, leadership, and geography are considered.**
- D. If it is determined that consolidation is in the best interests of Toastmasters International and the clubs, the district is advised that it is being considered for consolidation.**

- E. If the district wishes to remain a district and not be consolidated, it is given the opportunity to develop and present a growth plan to the Board. The growth plan identifies potential markets within the district and provides a specific strategy and reasonable timeline for building 60 clubs and more.
- F. If a growth plan is accepted, the Board reviews the progress of the district each year and takes what action is in the best interests of Toastmasters International and the clubs.
- G. If a district is to be consolidated, the clubs in that district are notified of the date of consolidation. The Board takes whatever action necessary to ensure that the clubs involved have the opportunity to participate in elections or speech contests conducted by the district absorbing the clubs.

Mission Statements, Values, and Envisioned Future

1. Toastmasters International's purpose is defined in Article II: Purpose of the Articles of Incorporation of Toastmasters International. The purpose is further defined in Article I: Purpose of the Bylaws of Toastmasters International. The purpose of the district is defined in Article II: Purposes of the District Administrative Bylaws. The purpose of the club is defined in Article I: Mission and Purposes of the Club Constitution.
2. The mission statements, the value statement, and envisioned future in this policy succinctly express the function of each organizational unit. The statements are used in marketing and public relations, in leader manuals and training, and at meetings and events.

A. Toastmasters International Mission

We empower individuals to become more effective communicators and leaders.

B. District Mission

We build new clubs and support all clubs in achieving excellence.

C. Club Mission

We provide a supportive and positive learning experience in which members are empowered to develop communication and leadership skills, resulting in greater self-confidence and personal growth.

D. Toastmasters International Values

- Integrity
- Respect
- Service
- Excellence

E. Toastmasters International Envisioned Future

To be the first-choice provider of dynamic, high-value, experiential communication and leadership skills development.

Board of Directors Committees

1. Executive Committee

- A. The Executive Committee is comprised and its powers and duties are stated in [Article V, Section 6\(a\), of the Bylaws of Toastmasters International](#).
- B. The Executive Committee answers to the Board, is subject to its general direction, and has additional powers as the Board delegates.
 - I. The Executive Committee reviews the proposed annual budget and submits a final budget document to the Board and reviews financial reports and recommendations concerning major expenditures and presidential travel.
 - II. The Executive Committee reviews operations and policies that are to be carried out by the Executive Director and supervises the performance and position of the Executive Director.
 - III. The Executive Committee serves as the Strategic Planning Committee.
- C. The Board reserves unto itself, from the Executive Committee, all powers and authority except the following:
 - I. The Executive Committee has authority essential to the performance of duties imposed upon it by the [Bylaws](#) or assigned to it by the Board.
 - II. The Executive Committee has authority over those processes essentially delegated to it by the Board. Where authority to act on a matter is expressly delegated to the Executive Committee in policy adopted under [Article V, Section 4\(f\) of the Bylaws of Toastmasters International](#), the phrase “subject to the approval of the Board” in [Article V, Section 6\(c\) of the Bylaws](#) shall mean that the Executive Committee has full corporate authority to act on the matter in a timely manner and need not seek Board approval prior to taking such action. However, the Board may, upon learning of the Executive Committee’s action at the Board’s next meeting or otherwise, decide to modify, overrule, or reverse the Executive Committee’s action to the extent the Board can do so without harm to the best interests of Toastmasters International.
 - III. The Executive Committee has such authority as is necessary in the conduct of the ordinary business operations of the corporation while the Board is not in session.
- D. Meetings may be called by the International President or any other voting member of the Committee by giving reasonable notice of the date, time, and place of the meeting to all members of the Committee

- E. Minutes of all Executive Committee meetings are provided to all Board members within 30 days after each meeting.
- F. The Executive Committee reviews the proposed budget for the ensuing fiscal year every ~~August~~**November**, conducts the Executive Director Performance Appraisal annually, reviews district formation and re-formation every three years, reviews member dues at least every three years, and reviews the Toastmasters International Reserves policy ~~every November~~**annually**.
- G. All signatories on Toastmasters International's corporate bank accounts, including those located in the various districts, must be approved by the Executive Committee.
 - I. At an Executive Committee meeting, or by unanimous written consent, the committee reviews and approves a list showing, for each account, the district involved, the name and location of the financial institution, and the names of the persons to be added or removed as signatories since the prior committee meeting.
 - II. If necessary, the International President approves the addition or removal of bank signatories between Executive Committee meetings, subject to ratification by the committee at its subsequent meeting.
 - III. Replacement of a previously approved signatory is not effective until the replacement is approved by the International President, whose approval is subject to ratification by the Executive Committee.

2. Strategic Planning Committee

- A. The members of the Executive Committee comprise the Strategic Planning Committee.
- B. The Strategic Planning Committee strategically analyzes Toastmasters International's place in the future, including opportunities and threats that might affect the organization; determines goals and strategies for achieving those goals; reviews the purpose, core values, and mission of the organization; develops strategic goals for growth in line with Toastmasters International's mission; updates and produces a Strategic Plan for use by the organization; and identifies broad approaches for achieving strategic goals; and recommends operational objectives to the Board, including, but not limited to, the adoption of appropriate organizational policies and programs.
- C. The Committee gives an official report at the Board meeting concerning all functions referred to above.
- D. The Committee meets at such times as considered in the best interest of the organization, as determined by the International President.

- E. Strategic plans for Toastmasters International and any recommendations for action on programs proposed by the Strategic Planning Committee are reviewed annually by the Board.

3. Board Committees

- A. Committees are established by the Board as needed under the [Bylaws of Toastmasters International, Article VII, Section 2](#).
- B. The Board establishes committees as needed, which are subject to the general direction of the International President and the Board and are accountable to the Board through the committee chair.
- C. The name, strategic purpose, composition, presiding officer and duration of each committee shall be determined by the International President, subject to the approval of the Executive Committee and Board, unless otherwise stated in the [Bylaws of Toastmasters International](#) or in the policies of Toastmasters International.
- D. These committees may be assigned special projects outside the scope of responsibility of a standing committee and continue to act until their stated functions are completed or until they are discharged from their responsibilities by the Board.
- E. All committees are subject to the general direction of the International President and the Board.
- F. Committees are accountable only to the Board and report through the committee chair.
- G. Board committees may appoint sub-committees as needed.

4. Advisory Committee of Past International Presidents

- A. The purpose of the Advisory Committee of Past International Presidents is to submit comments and recommendations for consideration of the Board.
- B. The Immediate Past International President is the chair of this committee.
- C. The Advisory Committee of Past International Presidents holds meetings annually during the International Convention. Special meetings are called with the written approval of the International President.
- D. All Past International Presidents who maintain membership in good standing are ex-officio officers of Toastmasters International and remain members of the Committee until their resignation, death, or removal from the Committee.
- E. The Executive Director is the liaison to the Advisory Committee of Past International Presidents.

- F. Upon request, as surveyed each year, each Committee member receives Board meeting and Executive Committee meeting minutes; copies of final agendas for the Board committees, so long as the Committee member has signed the Confidentiality Statement; links to significant updates on the [Toastmasters International website](#) including, but not limited to, newsletters and other publications; and the Executive Director's Report.
- G. The committee chair presents a report each February—and, at the International President's discretion, provides a report in August—for consideration by the Board.

5. Audit Committee

- A. The Toastmasters International Audit Committee acts in accordance with the California Nonprofit Integrity Act of 2004(NIA) and any subsequent or superseding statutes.
- B. The two-person Audit Committee is responsible for engaging an auditing firm according to the requirements of the NIA and upon recommendation of the Executive Director.
- C. In order to be appointed to the Audit Committee, one must be qualified to serve on the Committee based on the requirements of the NIA.
- D. When selecting Committee members, first preference is given to past international presidents.
- E. Appointments to the Committee are made between January and August of each year by the International President and are subject to the approval of the Executive Committee.
- F. Committee members are appointed to two-year terms.
- G. The first-year Committee member serves as co-chair; the second-year Committee member serves as chair.
- H. Any vacancy is filled by the International President in office when the vacancy occurs, subject to the approval of the Executive Committee.

6. International Disciplinary Committee

- A. A Toastmasters International Disciplinary Committee may be appointed by the Board of Directors in accordance with Article III, Section 13(h) of the Bylaws of Toastmasters International, if the disciplinary matter is complex or difficult.
- B. The Committee follows Article III, Section 13(h) of the Bylaws of Toastmasters International and Policy 3.0: Ethics and Conduct while conducting some or all of the aspects of the disciplinary process with authority delegated to it by the Board of Directors.
- C. The Committee reports the results of its work and any interim steps taken to the Board of Directors promptly in writing.

- D. The Board of Directors reviews the Committee's work product and determines any appropriate action after receipt of the Committee's report(s) as soon as is reasonably feasible under the circumstances. A final decision to take disciplinary action must be made or confirmed by a three-fourths majority vote of the Board.
- E. Appointments to the Committee are made by the International President and are subject to the approval of the Board of Directors.

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: ~~Mission and Purposes~~

The ~~mission~~ **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 ~~mission~~ **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.

(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.**