

# **Bylaws of Toastmasters International**

## **Article XI: Quorum**

### **Section 1: Annual Business Meeting, Special Meetings, Mail Votes**

- a. Both one-third of all the votes held by voting members of Toastmasters International, and one-third of the member clubs, represented either in person or by delegates, alternates, or (in the case of member clubs) proxyholders, shall be required to constitute a quorum for the transaction of business at the Annual Business Meeting, at special meetings of the voting membership, and for mail votes of the voting membership.
- b. A meeting at which the required quorum is initially present may continue to transact business notwithstanding the withdrawal of enough voting members or member clubs to leave less than the required quorum, so long as any action taken thereafter is approved by at least a majority of both required quorum numbers of votes held by voting members and member clubs.

### **Section 2: Board of Directors**

A majority of the authorized number of international directors, which must include the International President, the International President-Elect, or a vice president, shall constitute a quorum at any meeting of the Board of Directors.

### **Section 3: Committees**

A majority of the members of any standing or other Board committee shall constitute a quorum, except that a quorum for the Executive Committee shall be four (4) of the five (5) members who have voting rights.

**The Board of Directors may, by policy, provide an alternative process for the Advisory Committee of Past Presidents to achieve a quorum or conduct business when a quorum is not present.**

## 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, 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 Chief Executive Officer and supervises the performance and position of the Chief Executive Officer.
  - 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 expressly 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 November, conducts the Chief Executive Officer Performance Appraisal annually every August, reviews district formation and reformation every three years, reviews member dues at least every three years, and reviews the Toastmasters International Reserves policy annually.
- G. The Executive Committee is authorized by the Board to act with the power of the Board to establish legal entities outside of the United States as may be necessary or appropriate to further the purposes of Toastmasters International, in the judgment of the Committee, relying upon information and advice from the Chief Executive Officer and legal counsel.
  - I. All actions of the Committee within this delegation of authority shall be fully effective when taken. Such actions will be reported to the directors at, or prior to, the next meeting of the Board following the action but will not require ratification by the Board to be effective. However, the Board reserves the right to review and modify any action taken by the Committee if necessary to protect the best interests of Toastmasters International.
  - II. Executive Committee members shall often be expected and are authorized to serve as officers or directors of the legal entities established outside the United States. The Chief Executive Officer, Chief Operations Officer and Chief Financial Officer may serve as officers or directors of the legal entities established outside the United States upon assignment by the Executive Committee.
- H. All signatories on Toastmasters International's corporate bank accounts, including district bank accounts, must be approved by the Executive Committee, or by unanimous written consent.
  - 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.

- I. The Chief Executive Officer, Chief Operations Officer and Controller, collectively, have authority to establish and maintain Toastmasters International district bank accounts as necessary to enable districts to conduct Toastmasters business. All Board members must be notified within 30 days of the establishment of these accounts.

## **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 Advisory Committee of Past International Presidents (ACPP) is established in the Bylaws of Toastmasters International, Article VII, Section 4. The purpose of the Advisory Committee of Past International Presidents is to submit comments and recommendations for consideration of the Board.
- B. When a quorum is not present at an ACPP meeting, any action taken must thereafter be approved by a majority vote of all ACPP members for it to take effect. Approval shall occur by mail, email or other electronic means or by voice vote at the next ACPP meeting at which a quorum is present.**
- BC.** 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.
- CD.** The Immediate Past International President is the chair of this committee. Each year, the Committee chair briefs the International President on the duties of the chair and the role and processes of the Committee.
- DE.** The Chief Executive Officer is the liaison to the Committee.
- EF.** From time to time, the International President may seek feedback from the Committee or assign a topic to the Committee or selected Committee members for consideration and feedback to the Board.
- FG.** The Committee meets annually during the International Convention. Special meetings are called with the written approval of the International President.
- GH.** At the August ACPP meeting, the International President and Chief Executive Officer present a briefing on strategic and significant issues.
- HI.** The committee chair presents a report of the August meeting each February—and, at the International President's discretion, provides a report in August—for consideration by the Board.
- IJ.** Upon request, as surveyed each year, Committee members for whom World Headquarters has a current Confidentiality Statement on file receive:
  - I. Board meeting and Executive Committee meeting minutes after the minutes have been finalized by the Secretary/Treasurer and the Board and before being made public on the Toastmasters website.

II. A briefing document consisting of agenda items to be considered by the Board, Executive Committee and Strategic Planning Committee at its meetings. This briefing does not include personnel issues, highly confidential topics and other highly sensitive items that are excluded at the discretion of the International President.

- a. The briefing document is distributed prior to each meeting.
- b. Members of the committee provide individual feedback to the committee chair.
- c. Individual members of the Committee shall not speak on behalf of the ACPD when communicating with members of the Board individually or collectively.
- d. The chair, with the written approval of the International President, may call a meeting of the Committee to discuss the feedback.
- e. The chair presents a summary of the feedback to the International President before each meeting and to the Board at each meeting.
- f. Feedback on topics being addressed by the Board may be submitted from the Committee to the Board periodically.

**JK.** All Committee members receive:

- I. Links to significant updates on the Toastmasters International website including, but not limited to, newsletters and other new or updated publications.
- II. Selected new printed materials that may be distributed to the Committee members at the August meeting.
- III. The Chief Executive Officer's Report after it has been distributed to the Board and before it has been made public on the Toastmasters website.
- IV. A document containing selected talking points used by the Board of Directors during district conference visits.

**KL.** The role and processes of the Advisory Committee of Past International Presidents are addressed annually at Board member orientation by the Immediate Past International President.

## **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 Chief Executive Officer recommends one or more auditing firms to the Audit Committee by August 1 each year and negotiates the audit firm's compensation on behalf of the Board. The two-person Audit Committee is responsible for recommending an auditing firm to the Board by September 30 each year. The Board then selects an auditing firm by November 30 each year.
- 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.