

# Club Constitution for Clubs of Toastmasters International



(As Amended August 24, 2013)

## Certificate of Club Adoption

The undersigned, being the validly elected and duly acting president and secretary of the \_\_\_\_\_ Toastmasters club of \_\_\_\_\_, do hereby certify that on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, this club adopted and agreed to be bound by the terms of this constitution, including the addendum of standard club options, effective upon the date that Toastmasters International issues a charter to this club, by the vote of at least a majority of the active individual members of this club present and voting at a duly called and noticed club business meeting at which a quorum was at all times present.

I acknowledge that my electronic signature on this document is legally equivalent to my handwritten signature.

Dated: \_\_\_\_\_ CLUB PRESIDENT

Dated: \_\_\_\_\_ CLUB SECRETARY

## ARTICLE I:

### Purpose

The mission of a Toastmasters club is to provide a mutually supportive and positive learning environment in which every individual member has the opportunity to develop oral communication and leadership skills, which in turn foster self-confidence and personal growth.

In order to carry out this purpose, this club shall:

- ▶ Help its individual members improve their abilities to communicate effectively
- ▶ Provide for its individual members' instructions, educational materials and opportunities which will give them skill and experience in the preparation and delivery of speeches
- ▶ Encourage its individual members to read and to listen analytically
- ▶ Provide for its individual members' fair and constructive evaluation of their efforts toward self-improvement
- ▶ Increase its individual members' knowledge of the rules of parliamentary procedure and their skills in conducting meetings and participating in group discussions
- ▶ Afford leadership training for its individual members
- ▶ Provide opportunities and encouragement for its individual members to appear before audiences and to express their thoughts creditably

## ARTICLE II:

### Membership

#### Composition

##### Section 1

All individual members of this club shall be at least 18 years of age. No person shall be excluded from individual membership in, or from any program or activity of, this club because of age (except those persons under 18 years of age), race, color, creed, gender, national or ethnic origin, sexual orientation, or physical or mental disability, so long as the individual, through his or her own effort, is

able to participate in the program. However, the addendum of standard club options (hereafter referred to as the "Addendum") under the constitution may provide for other restrictions on the composition of the individual membership, e.g., to the employees of a particular company or agency, residents of a specific community, or people sharing a special interest.

#### Admission to Membership

##### Section 2

This club is a private association, and membership herein shall be by invitation only. Any individual member may sponsor an eligible prospective individual member, and invite him or her to join this club, so long as the person is not currently suspended or removed from good standing with Toastmasters International under Article III, Section 8, of the Bylaws of Toastmasters International. Application for individual membership shall be made on the form provided by Toastmasters International. Such application, accompanied by the new member fee and applicable dues, shall be returned to the club secretary who shall read it to this club. The applicant shall be declared elected to individual membership upon the favorable vote of at least a majority of the active individual members of this club present and voting at a business meeting of the club membership. The individual membership of this club may be divided into three classifications: active, inactive, and honorary.

#### Member Responsibilities

##### Section 3

All active individual members shall be entitled to all rights and privileges of this club, and all individual members shall share in its responsibilities. These responsibilities shall include support of its purposes and constructive contribution to its program and activities.

#### Inactive and Honorary Membership

##### Section 4

Inactive individual membership is provided for as follows:

- (a) Inactive individual membership in this club may be conferred by the executive committee of this club on any individual member requesting an extended absence from club meetings, or who wishes to maintain individual membership without regular attendance at club meetings. An individual member may also be classified as inactive for continued absence without

notice. An inactive individual member may be restored to active individual membership by the club executive committee upon request, provided there is a vacancy on the active roster of this club.

- (b) Inactive individual members shall have no voting privileges, shall not hold office, shall not be counted toward a quorum of the club membership, and shall not participate in International Speech Contests. However, this club may count any inactive individual members toward qualification for minimum Toastmasters International standards for member clubs. Inactive individual members shall pay at least such portion of their club dues as this club pays to Toastmasters International as the membership payment for such inactive individual member, and shall pay any additional amount specified in the Addendum.

#### **Section 5**

Honorary individual membership may be conferred upon any qualified person by the favorable vote of at least two-thirds of the active individual members of this club at a club business meeting. Such membership shall be restricted to persons whose activities and public statements are consistent with the purposes of Toastmasters International. Honorary individual members have no voting privileges, shall not hold office, shall not be counted toward a quorum of the club membership, and shall not participate in speech contests. Honorary individual members shall be exempt from all club fees and dues, and their membership payments to Toastmasters International shall be paid by this club. Except as provided herein, the rights, obligations, and conditions of honorary membership shall be as stated in the Addendum.

#### **Section 6**

Inactive and honorary individual members are not eligible to serve in any club office. They are not entitled to places on the regular speakers' program but may serve as substitutes when requested by the club president or the Toastmaster of the meeting. They may also participate in club discussions and serve as evaluators.

#### **Discipline/Expel/Suspend/Decline to Renew Membership**

##### **Section 7**

This club may establish, from time to time, routine procedures for dropping individual members who fail to pay club dues, who miss a certain number of meetings, or who fall below other minimum standards as determined by the club or Toastmasters International.

This club may discipline, expel, suspend, or decline to renew club membership of any individual member

- ▶ Who does not support this club's purposes
- ▶ Who does not constructively contribute to this club's program and activities
- ▶ Who acts in a manner inconsistent with standards of conduct set by this club or by Toastmasters International
- ▶ For other just cause

Such standards include ethical, political, and other standards of conduct that may be established or modified by the Toastmasters International Board of Directors from time to time. This club shall follow such policy and protocol as may be adopted by Toastmasters International, containing standards and procedures for the continuation of individual members.

If this club does not expel an individual member for violations of Toastmasters International standards of conduct, after written request to do so is made by the International President, this club may be expelled from Toastmasters International unless its failure to act can be justified to the satisfaction of the Board of Directors.

## **ARTICLE III:**

### **New Member Fees and Dues**

#### **New Member Fee**

##### **Section 1**

The new member fee for individual membership in this club shall be as stated in the Addendum. Such fee shall be payable when an individual membership

application is filed with the club secretary. The fee shall be returned if the application is not accepted. Immediately upon acceptance of a new individual member, the club secretary shall notify World Headquarters of Toastmasters International, and each new individual member, on payment of this fee and applicable dues, and being received into this club, shall be presented with a new member kit as may be provided for new individual members by Toastmasters International.

#### **Reinstatement Fee**

##### **Section 2**

Any fee for reinstatement of a former individual member shall be stated in the Addendum.

#### **Transfer to Other Club**

##### **Section 3**

Any individual member in good standing desiring to transfer to another Toastmasters club may request the club secretary to furnish a letter or card showing the date to which the individual's membership payment to Toastmasters International is paid. When an applicant for individual membership in this club transfers from another Toastmasters club and presents a letter or card from said club showing individual membership in good standing and that their membership payment to Toastmasters International is paid for the current period, the applicant may be elected to individual membership without payment of the new member fee, and upon payment of any transfer fee stated in the Addendum.

#### **Club Dues**

##### **Section 4**

The dues of this club for active and inactive individual members shall be as stated in the Addendum. Such dues shall be payable in advance at such time as this club shall designate. Dues shall be paid by all individual members and by the dates specified to maintain individual membership in this club.

## **ARTICLE IV:**

### **Meetings and Notice**

#### **Regular Meetings**

##### **Section 1**

Regular meetings of this club, which shall include any business meeting of active individual members, shall be held as provided in the Addendum.

#### **Special Meetings**

##### **Section 2**

Special business meetings of this club may be called by a majority vote of the active individual members present and voting at any regular meeting at which a quorum is present, or by the club executive committee or club president.

#### **Club Executive Committee Meetings**

##### **Section 3**

Meetings of the club executive committee shall be held as provided in the Addendum.

#### **Notice**

##### **Section 4**

No notice shall be required for regular business meetings held as provided in the Addendum. Notice of any change in the date, time or place of any regular meeting, and notice of all special meetings, shall be given by first-class mail, telephone, (including voice messaging system) facsimile transmission or other electronic transmission such as email, personal delivery or other reasonable means at least four (4) days in advance of such meeting to all individual members of this club. Notice of special meetings shall include a statement of the general purposes of the meeting, but any membership business otherwise valid may be transacted at the meeting.

##### **Section 5**

If this club shall permanently change the time or place of regular meetings as provided in the Addendum, the club secretary shall immediately provide notice of such change to World Headquarters.

## **ARTICLE V: Quorum and Voting**

### **Quorum**

#### **Section 1**

A majority of the active individual membership shall constitute a quorum for the transaction of all business of this club. A majority of the club executive committee shall constitute a quorum for the transaction of the committee's business.

### **Voting**

#### **Section 2**

Each active individual member shall be entitled to one vote on any matter presented to the club membership for a vote.

#### **Section 3**

No voting by proxy or absentee ballot shall be permitted on any matter presented to the club membership for a vote.

#### **Section 4**

Unless a greater vote is required by this constitution in a particular matter, the affirmative vote of at least a majority of those active individual members who are present and voting at a duly held business meeting at which a quorum is present shall be the act of this club.

## **ARTICLE VI: Officers**

### **Officers**

#### **Section 1**

The officers of this club shall be a club president, a vice president education, a vice president membership, a vice president public relations, a club secretary, a club treasurer (or a club secretary-treasurer), a sergeant at arms, and the immediate past club president.

### **Education Credit**

#### **Section 2**

In addition to the officers provided in this constitution, this club may have such other officers as may be provided in the Addendum, but Toastmasters International credit toward any educational award is limited to service as a club officer named in this constitution.

### **Term of Office**

#### **Section 3**

Officers shall serve for terms of one (1) year, provided that if, and only if, this club meets weekly throughout the year, this club may provide in the Addendum that officers shall serve for half-year terms. The terms of officers serving an annual term shall commence at 12:01 a.m. on July 1 and end on June 30 at midnight. The terms of officers serving a half-year term shall either commence at 12:01 a.m. on July 1 and end on December 31 at midnight, or commence at 12:01 a.m. on January 1 and end on June 30 at midnight.

### **Immediate Past President**

#### **Section 4**

Except for the immediate past club president, the officers of this club shall be elected by the active individual members of this club. If the office of immediate past club president is vacated for any reason, it shall stay vacant for the remainder of the term.

### **Nominations**

#### **Section 5**

Nominations for club officers shall be made by a club nominating committee appointed by the club president at least two (2) weeks prior to the election. This committee shall consist of three (3) active individual members, when practicable. This committee shall present its report at the regular business meeting immediately preceding the business meeting at which the election is to take place, and shall present only the names of active individual members who have consented to serve if elected. Further nominations may be made from the floor at the time of the election by any active individual member. All elections shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote, with a majority vote of all active individual members present and voting necessary to elect each

officer. The chair of the club nominating committee shall be the immediate past club president, unless the best interests of the club require otherwise.

### **Term of Office**

#### **Section 6**

For officers who serve terms of one (1) year, elections shall be held at the first meeting in May in each year, when practicable, to take office the following July. For officers who serve terms of a half-year, elections shall be held at the first meetings in May and November in each year, when practicable, to take office the following July or January, respectively.

### **Resignation or Removal**

#### **Section 7**

Any officer of this club may resign, provided that any such resignation must be made in writing and delivered to the club president or club secretary. Unless any such resignation is, by its terms, effective on a later date, it shall be effective on delivery to such club officer, and no acceptance by this club shall be required to make it effective. Any officer of this club may be removed from office at any time, with or without cause, by majority vote of all active individual members present and voting at a business meeting of this club.

### **Vacancy in Office**

#### **Section 8**

Any vacancy in an office, except for the immediate past club president, shall be filled by a special election held at the next business meeting following the announcement of the vacancy.

### **Re-election**

#### **Section 9**

Club presidents elected for a term of one (1) year may not be re-elected for a successive term. Club presidents elected for a term of a half-year may be re-elected for one successive term of a half-year.

## **ARTICLE VII: Duties of Officers**

### **Club President**

#### **Section 1**

The club president is the chief executive officer of this club and is responsible for fulfilling the mission of this club. The president presides at meetings of this club and the club executive committee, appoints all committees, and has general supervision of the operation of this club. The president shall be an ex officio member of all committees of this club except the club nominating committee and shall serve as one of this club's representatives on the area and district councils. The president shall transmit to this club for its approval or disapproval all ideas and plans proposed by the area and district councils which may affect this club or its individual members; and shall take no action binding upon this club without either specific prior authorization or subsequent ratification by this club.

### **Vice President Education**

#### **Section 2**

The vice president education is the second ranking club officer and is responsible for planning, organizing, and directing a club program which meets the educational needs of the individual members. The vice president education chairs the education committee. The vice president education also serves as one of this club's representatives on the area and district councils and shall take no action binding upon this club without either specific prior authorization or subsequent ratification by this club.

### **Vice President Membership**

#### **Section 3**

The vice president membership is the third ranking club officer and is responsible for planning, organizing, and directing a program that ensures individual member retention and growth in club individual membership. The vice president membership chairs the membership committee. The vice president membership serves as one of this club's representatives on the area council and shall take no action binding upon this club without either specific prior authorization or subsequent ratification by this club.

## Vice President Public Relations

### Section 4

The vice president public relations is the fourth ranking club officer and is responsible for developing and directing a publicity program that informs individual members and the general public about Toastmasters International. The vice president public relations chairs the public relations committee.

## Club Secretary

### Section 5

The club secretary is responsible for club records and correspondence. The club secretary has custody of the club's charter, constitution, and addendum and all other records and documents of this club; keeps an accurate record of the meetings and activities of this club and of the club executive committee; maintains an accurate and complete roster of individual members of this club, including the address and status of each individual member and transmits the same to the successor in office. The club secretary provides notices of meetings as required by this constitution, and immediately notifies World Headquarters of Toastmasters International of any change in the roster of individual members.

## Club Treasurer

### Section 6

The club treasurer is responsible for club financial policies, procedures, and controls. The club treasurer receives and disburses, with the approval of this club, all club funds; pays to Toastmasters International all financial obligations of this club as they come due; and keeps an accurate account of all transactions. The club treasurer shall make financial reports to this club and to the club executive committee quarterly and upon request, and shall transmit the accounts and all undistributed funds to the successor in office at the end of the club treasurer's term.

## Sergeant at Arms

### Section 7

The club sergeant at arms is responsible for club property management, meeting room preparation, and hospitality. The sergeant at arms chairs the social and reception committee.

## Immediate Past Club President

### Section 8

The immediate past club president provides advice and counsel as requested by the club president.

## Council Representatives

### Section 9

In the event the club president and/or vice president education shall be unable to attend a meeting of the district council, they shall certify the proxy credentials of the official representative or representatives of this club attending said district council meeting. Such representative(s) shall be active individual members of this club.

## Additional Duties

### Section 10

In addition to the duties stated in this constitution, each of the officers of this club shall have such duties and responsibilities as may be provided in the Articles of Incorporation, and Bylaws of Toastmasters International, District Administrative Bylaws, Policy and Protocol, manuals, or other directives of Toastmasters International, or as may be set forth in Addendum or as assigned by this club.

## ARTICLE VIII:

### Committees

#### Standing

##### Section 1

The standing committees of this club shall be the executive, education, membership, public relations, and social and reception committees.

#### Club Executive

##### Section 2

The club executive committee shall consist of the officers of this club named in this constitution, with the club president serving as the chair. This committee

shall have charge of all business and administrative affairs of this club and shall consider all matters concerning the welfare of this club. All actions of the executive committee shall be submitted to this club at the next business meeting for ratification. Any decision of the executive committee which this club fails to ratify shall be null and void.

## Education

### Section 3

The education committee shall have charge of the general educational program of this club. It shall prepare, or cause to be prepared, all program schedules of this club and shall publish the assignments at least three (3) weeks in advance, when practicable. This committee shall assist in the utilization and interpretation of program and educational materials available from Toastmasters International. It shall arrange for the exchange of speakers and educational programs with other clubs and encourage speaking engagements of individual members before non-Toastmasters groups.

## Membership

### Section 4

The membership committee shall consider all applications for individual membership and report thereon to this club, and shall arrange for proper induction of all new individual members. This committee shall be responsible for maintaining club individual membership and attendance. It shall be the goal of this committee to ensure that the individual membership of this club is at all times at charter strength or better.

## Public Relations

### Section 5

The public relations committee shall arrange the preparation and dissemination of news releases regarding this club's activities and educational programs and shall also promote opportunities for community participation in Toastmasters International's learning programs. It shall also be responsible for all internal publications of this club, including the club website, social media, and newsletter.

## Social and Reception

### Section 6

The social and reception committee shall be responsible for all social functions of this club and such other duties as may be assigned to it. It shall act as a reception committee at all meetings.

## Additional Duties

### Section 7

In addition to the duties stated in this constitution, each of the committees of this club shall have such duties and responsibilities as may be provided in the Articles of Incorporation and Bylaws of Toastmasters International, District Administrative Bylaws, Policy and Protocol, manuals or other directives of Toastmasters International, or as may be set forth in this club's bylaws or as assigned by this club.

## ARTICLE IX:

### Rules of Order

#### Parliamentary Authority

##### Section 1

Insofar as they do not conflict with the Articles of Incorporation or Bylaws of Toastmasters International, Policy and Protocol adopted by Toastmasters International, this club constitution, and Addendum, or laws applicable to nonprofit corporations, *Robert's Rules of Order Newly Revised* shall be the final authority as to parliamentary procedure, provided that if this club is located in a jurisdiction where Robert's Rules are not a recognized authority on parliamentary procedure, the Addendum shall specify in place of Robert's Rules the name of the recognized authority in the jurisdiction where this club is located.

#### Parliamentarian

##### Section 2

A parliamentarian may be appointed at each meeting by the club president.

## ARTICLE X:

### Affiliation

#### International Affiliation

##### Section 1

Upon receiving a charter from Toastmasters International, and so long as this club remains in good standing with Toastmasters International, this club shall be a member of Toastmasters International, entitled to all the rights and powers, and subject to all the duties and requirements, of member clubs as may be stated from time to time in the Articles of Incorporation and Bylaws of Toastmasters International, in the District Administrative Bylaws, in this constitution, and in Policy and Protocol issued by Toastmasters International.

#### District Affiliation

##### Section 2

This club shall also be affiliated with such district of Toastmasters International as the Board of Directors may designate, and shall be represented on that district council as provided in the District Administrative Bylaws.

#### Financial Obligations

##### Section 3

This club shall make membership payments and other payments on all individual members as required by Toastmasters International. No change in the member club's financial obligations to Toastmasters International shall be effective until the earlier of the date of publication in the *Toastmaster* magazine or the date of posting on the Toastmasters' website.

#### Separate Legal Entity

##### Section 4

This club is an independent legal entity, separate from Toastmasters International and every other member club of Toastmasters International, subject only to the express terms and conditions of affiliation stated in this constitution and in the Toastmasters International documents identified in Section 1 of this article. As such, this club is fully responsible for its own debts, liabilities, and other obligations, and any creditor of this club shall look only to the assets of this club for payment, and not to Toastmasters International, nor to any other member club of Toastmasters International, nor to any individual member of this club.

#### Representation at Annual Business Meeting and Other Meetings

##### Section 5

This club is entitled to representation at all Toastmasters International Annual Business Meetings as provided in the Bylaws of Toastmasters International, and at any other meetings of the voting members of Toastmasters International, and at district and area council meetings. This club shall select its representatives in sufficient time for the club president or club secretary to validate the proper credentials for them. In the event this club is not represented at the Annual Business Meeting by personal representatives selected from this club, the executive committee of this club shall appoint and authorize a proxy with authority to act under Article X, Section 2 of the Bylaws of Toastmasters International. Such selection shall be submitted to this club at the next business meeting for ratification. Proxies for district council meetings shall be selected as set forth in Article VII, Section 9, above. Such representative or proxy must be in good standing with Toastmasters International under Article III, Section 8, of the Bylaws of Toastmasters International.

#### Relationship with Other Governing Documents

##### Section 6

The Articles of Incorporation and Bylaws of Toastmasters International, as they may be amended by their terms from time to time, and this constitution, as it may be amended from time to time as provided in Article XII below, shall govern this club and all other Toastmasters clubs affiliated with Toastmasters International. This club shall adopt no policy and shall take no action in conflict with the Articles of Incorporation and Bylaws of Toastmasters International, with this constitution, or with any Policy and Protocol of Toastmasters International as they may be amended from time to time.

#### Addendum of Standard Club Options

##### Section 7

This club shall, upon adoption of this constitution and from time to time thereafter as appropriate, complete the Addendum of Standard Club Options attached to this constitution in order to specify the detailed choices it has made to govern the operations of the club. The Addendum shall be adopted and modified by a vote of at least a majority of the active individual members of the club present and voting at a duly called an noticed club business meeting at which a quorum was at all time present.

## ARTICLE XI:

### Legal Status and Dissolution

#### Affiliation with Others and Use of Funds

##### Section 1

This club is an unincorporated association formed solely for the purpose of privately educating its individual members. This club is not legally affiliated with any company, agency, or special interest group from which this club may draw its individual members. The use of the funds of this club shall be limited to educational purposes. They may not be used for social or political purposes, or for the benefit of any individual.

#### Dissolution

##### Section 2

In the event of dissolution of this club, distribution of any funds, after payment of any indebtedness, shall be made either by contribution to any educational research or memorial fund maintained by Toastmasters International, or by contribution to another Toastmasters club or to a Toastmasters district.

#### Compliance with California Law and Local Jurisdictional Law

##### Section 3

The constitution of this club and the Addendum shall be governed by and interpreted in accordance with the laws of the State of California, where Toastmasters International is incorporated, regardless of the location of this club. However, in jurisdictions where some modification of this constitution is necessary in order for this club to function legally within that jurisdiction, and Toastmasters International has issued a Policy or Protocol authorizing such modification specifically for that jurisdiction, this constitution shall be deemed modified accordingly.

## ARTICLE XII:

### Amendments to Club Constitution

#### How Amended

##### Section 1

This constitution may be amended only by a majority of the votes cast at an Annual Business Meeting or a special meeting of the voting membership of Toastmasters International.

#### Proposals from International Board

##### Section 2

Proposed amendments may be submitted by the Board of Directors to the voting membership of Toastmasters International at any time up to sixty (60) days before the membership meeting at which they will be considered.

#### Proposals from Clubs

##### Section 3

Proposed amendments may also be submitted by Toastmasters clubs to the Annual Business Meeting of Toastmasters International as follows: Proposed amendments must be presented in writing to and received by the Board of Directors no later than December 31 before the Annual Business Meeting at which they are to be submitted. The proposing club, or each proposing club if there is more than one, shall have approved the proposed amendment by the vote of at least two-thirds of the active individual members of the club present and voting at a club business meeting at which a quorum is present; such approval shall be evidenced by a certificate stating the proposed amendment signed by all the active individual club members who voted to approve the proposed amendment. Each proposing club shall submit such a certificate to the Board of Directors no later than the December 31 deadline. The proposed

amendment shall be placed before the voting members of Toastmasters International only if the proposed amendment and certificate(s) are presented to and received by the Board no later than December 31 and one of the following conditions is met:

- (a) the Board of Directors votes to place the proposed amendment before the voting membership or
- (b) the amendment is proposed by at least one percent (1%) of all the votes held by the voting membership of Toastmasters International, including member clubs and delegates at large or
- (c) (1) the proponent(s) of the amendment agree to bear the full reasonable administrative cost to Toastmasters International of submitting the proposed amendment to the voting membership for a vote and
- (2) no other club constitution amendment proposed by any proponent of the amendment shall be placed before the voting membership at the same meeting and
- (3) if an amendment on substantially the same subject has been voted on by the voting membership within five (5) calendar years before the meeting at which the amendment will be submitted, such prior proposed amendment shall have received no less than thirty percent (30%) of the votes cast.

Provided that no proposed amendment shall be placed before the voting members if it has been rendered moot; substantially duplicates or is encompassed by another proposed amendment at the same meeting; is illegal; is designed to further a personal claim, grievance, or interest; is beyond the power of Toastmasters International to effectuate; or is not a proper subject for this constitution under California law.

#### **Notice**

##### **Section 4**

Notice of any proposed amendments to be submitted to the voting membership of Toastmasters International for a vote shall be mailed by the Executive Director to each voting member at least sixty (60) days before the meeting, together with any recommendation of the Board of Directors thereon. Any such recommendation shall also be presented to the voting members at the meeting before the vote is taken on the proposed amendments. No amendments to the proposed amendment may be made during the meeting, nor at any time after sixty (60) days prior to the meeting.

#### **Conflicting Proposals**

##### **Section 5**

In the event of two or more club constitution amendment proposals presented to the same meeting of members, which the Board determines to be in conflict with each other, only the proposal receiving the highest majority of votes cast shall be adopted.