



ARTICLES OF INCORPORATION AND BYLAWS

TOASTMASTERS INTERNATIONAL
RANCHO SANTA MARGARITA, CALIFORNIA 92688

ARTICLES OF INCORPORATION

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BYLAWS

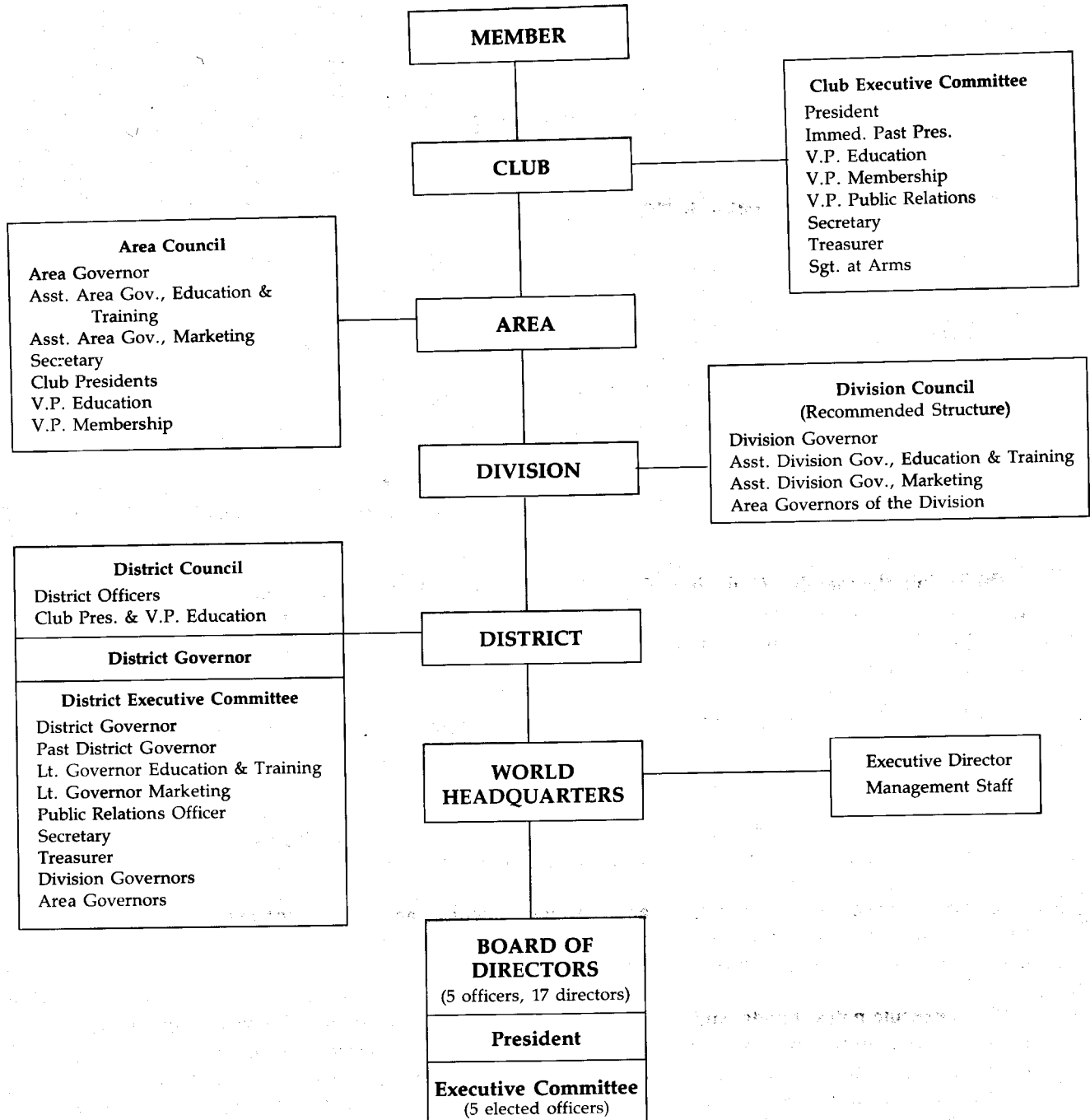
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TOASTMASTERS INTERNATIONAL ORGANIZATION SERVICE CHART

This chart traces the flow of services, material and programs upward from the Board of Directors through the various echelons of Toastmasters International to the ultimate beneficiary, the individual member.



**ARTICLES OF INCORPORATION
OF
TOASTMASTERS INTERNATIONAL***

***A nonprofit corporation incorporated in 1932 under the laws of the State of California, Corporations Code, Division 2, Part 1.**

ARTICLE I

The name of this corporation is **TOASTMASTERS INTERNATIONAL.**

ARTICLE II

The purposes for which this corporation is formed are:

(a) To form a nonprofit corporation for the purpose of incorporating an existing unincorporated association, the name of which said existing unincorporated association is **TOASTMASTERS INTERNATIONAL.**

(b) To join the member Clubs in a nonprofit corporation which does not contemplate pecuniary gain or profit to the members, for the purpose of providing educational methods, programs, materials and opportunities which will enable the individual members of the Clubs to learn and apply the principles and techniques of effective oral and written communications and related subjects.

(c) To organize and grant privileges to subordinate Chapters or Clubs in any and all of the cities, colonies and dependencies of the United States of America and in foreign countries and to make rules and regulations governing its subordinate Chapters or Clubs.

(d) To acquire, own, build, lease or otherwise acquire such property as may be necessary to carry out the administration and operation of the educational objectives of the corporation.

(e) To purchase, lease from others, and otherwise acquire, and to sell, convey, transfer, lease to others and otherwise dispose of, mortgage or otherwise encumber real or personal property incidental to the operation of this corporation.

(f) To execute notes, bonds, and all other obligations for money borrowed, property purchased, or otherwise acquired by this corporation, labor done or services performed for this corporation or any lawful purposes, and to secure the payment of the principal and interest of said notes, bonds or other obligations by mortgage, pledge, deed of trust or otherwise of any and all property owned or which may be acquired by this corporation; to have a corporate seal; and generally to transact

and carry on any other business and to exercise any other powers which may be necessary, proper or convenient to be carried on or exercised in connection with any of the foregoing purposes incident thereto.

ARTICLE III

The County in this State where the principal office for the transaction of the business of the corporation is to be located is Orange County.

ARTICLE IV

The names and addresses of the persons who are appointed to act as the first Directors of this corporation are as follows, to wit:

PAUL H. DEMAREE, 322 North Pine Street, Anaheim, California
ARTHUR H. JOHNSON, 966 Dolores Drive, Altadena, California
F. EDWARD TAYLOR, C-6 Surf Side Colony, Long Beach, California
FREDERICK H. ELY, 318 Otis Building, Santa Ana, California
JEAN BORDEAUX, 623 West Fifth Street, Los Angeles, California

ARTICLE V

Authority is hereby granted to the members of this corporation entitled to vote, to change from time to time the authorized number of Directors of this corporation by a duly adopted amendment of the bylaws of this corporation.

ARTICLE VI

The name of the existing unincorporated association which is being incorporated is TOASTMASTERS INTERNATIONAL and this corporation does not contemplate pecuniary gain or profit to the members thereof.

ARTICLE VII

No part of the income or principal of this corporation shall inure to the benefit of, or be distributed to, any member Club, Director or Officer of this corporation or to any other private individual, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal. In event of dissolution of this corporation, its assets shall be distributed to an educational organization or institution which qualifies for tax exemption under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding provisions of the Internal Revenue laws of the United States of America in effect at that time, and which organization or institution can best accomplish the general objectives for which this corporation was organized. Said educational organization or institution shall be selected by a two-thirds vote of the entire voting membership of the Board of Directors, or, in the event the Board of Directors does not make such selection, then by a Court of competent jurisdiction within the State of California.

BYLAWS OF TOASTMASTERS INTERNATIONAL

ARTICLE I

Purpose:

Sec. 1. Toastmasters International is the leading movement devoted to making effective oral communication a worldwide reality.

Through its member Clubs, Toastmasters International helps men and women learn the arts of speaking, listening and thinking—vital skills that promote self-actualization, enhance leadership potential, foster human understanding, and contribute to the betterment of mankind.

It is basic to this mission that Toastmasters International continually expand its worldwide network of Clubs, thereby offering ever-greater numbers of people the opportunity to benefit from its program.

Sec. 2. In order to carry out this mission, Toastmasters International shall:

- (a) Organize and recognize constituent Clubs and direct and guide their activities.
- (b) Utilize its constituent Clubs to provide educational programs, instructional materials, personal counseling and practice opportunities for members of its Clubs, and to afford evaluation and incentive to personal development through appropriate recognition, awards and credits.
- (c) Engage in research in speech education, communications and related fields, cooperate with accredited educational institutions and other organizations in the furtherance of its objectives and publish and disseminate educational materials in, and related to, oral and written communications.
- (d) Provide communication and leadership programs, Speechcraft courses, purposeful reading plans, leadership training, and progressive instructions in parliamentary procedure, conduct of meetings, group discussion, evaluation methods, and other techniques of communication; and award certificates indicating satisfactory completion of such educational projects as are authorized, supervised and approved by its Board of Directors.
- (e) Provide training at all levels of its organization to improve people's ability to listen, think, speak and write. For this purpose, Toastmasters International shall establish, encourage and be responsible for meetings, conventions, seminars, speech contests and such appropriate activities in the furtherance of its educational objectives as will stimulate interest, participation and personal improvement of all individual members of its member Clubs.

(f) Organize, recognize, aid, and provide instruction for special groups not eligible to receive a Toastmasters Club charter, whose participants desire training in speech, such as groups within correctional and rehabilitational institutions and hospitals, and groups which foster improvements in speech training in recognized educational institutions at all academic levels. The extent of the activities authorized by this paragraph (f) shall be determined by the Board of Directors of Toastmasters International.

ARTICLE II

Office:

Sec. 1. PRINCIPAL OFFICE: The principal place of business of the corporation shall be Rancho Santa Margarita, California.

Sec. 2. LOCATIONS: The Board of Directors shall have power and authority to change said principal place of business from one location to another in the State of California; and to establish or discontinue branch offices from time to time at any place or places it may designate in the State of California or elsewhere.

ARTICLE III

Membership:

Sec. 1. HOW CONSTITUTED: The membership of Toastmasters International shall consist of Toastmasters Clubs which, having subscribed to the purposes and ideals of Toastmasters International and having been granted a Charter, continue to function in compliance with the conditions set forth in the Articles of Incorporation, these Bylaws, the policies established by the Board of Directors, and the decisions of the Board and its authorized agents and representatives.

Sec. 2. COMPOSITION OF CLUBS: Toastmasters Clubs are composed of persons seeking to improve their ability to communicate. Membership is by Club invitation. No person shall be excluded from membership in a Club because of age (except those persons under 18 years of age), race, color, creed, sex, national or ethnic origin, sexual orientation, or physical or mental disability, so long as the individual is able to participate in the program.

Sec. 3. ADMISSION TO MEMBERSHIP: Any group desiring admission as a Club member of Toastmasters International shall make application on forms provided by the International office. Upon adoption by the group and filing with the International office of the Constitution for Clubs and fulfilling all requirements established by the Board of Directors, a Charter shall be signed by the President and the Executive Director. No Charter shall be issued until the per capita payment and new member fees stipulated in Article IV, Sec. 4 have been paid, together with a Charter fee in such amount as the Board of Directors from time to time shall determine.

Sec. 4. SUSPENSION; EXPULSION; WITHDRAWAL: Suspension or expulsion of a member Club may be ordered for cause, and only after proper hearing, by a three-fourths majority vote of the Board of Directors. Any Club desiring to withdraw from membership in Toastmasters International shall submit formal request therefor to the International office. Upon payment of all past and current obligations to Toastmasters International, and the return of its Charter to the International office, withdrawal shall be effected. There shall be no transfer of an issued Charter from an inactive Club to another group whose members are either interested in organizing a new Club or in joining an existing Club.

Sec. 5. LIABILITY OF MEMBERS: No Club, nor any individual member of any Club, shall be personally liable to any creditor, or for any indebtedness or liability, of Toastmasters International, and any and all of the creditors of the corporation shall look only to the assets of the corporation for payment.

Sec. 6. USE OF NAME: The use of the name "Toastmaster" or "Toastmasters," the emblem, all other marks, and of all materials of Toastmasters International shall be extended to Clubs and members in good standing. Use of the name "Toastmaster" or "Toastmasters," the emblem, all other marks and of all materials of Toastmasters International for purposes other than those set forth in Article II of the Club Constitution by an individual or Club without the express approval of Toastmasters International is prohibited.

Sec. 7. CLUB CONSTITUTION: As a condition of membership, each Club shall adopt the Constitution for Clubs and shall file with the International office a copy thereof bearing a certificate of the date of its adoption.

ARTICLE IV

Revenue:

Sec. 1. SOURCE: The operations of Toastmasters International shall be financed by a per capita payment, new member fees, charter fees, sales of literature and supplies, interest and any other sources of revenue. The fiscal year shall begin July 1.

Sec. 2. PER CAPITA PAYMENT:

(a) Each member Club shall pay an annual per capita payment (which payment shall include the subscription cost of the official magazine) of \$36.00 per member. This shall be paid semiannually in advance of installments of \$18.00 each, due April 1 and October 1 of each year, based on the total membership of the Club as of the date specified. At the time each new member is admitted into membership of any such Club, the Club shall remit to Toastmasters International a new member fee, as determined by the Board of Directors from time to time, and a per capita payment for such new member equal to \$3.00 per month for the period commencing with the month of admission and ending on the next semiannual report date. The Board of Directors may reduce the per capita payment and new member fees of Clubs whose members because of special circumstances cannot reasonably be expected to make full payments, on the basis of the best interests of Toastmasters International and by a three-fourths vote of the entire Board. The Secretary of each Club shall prepare,

on forms furnished by Toastmasters International, a list of all members with the mailing address of each, and shall forward the list to the Executive Director of Toastmasters International, with remittance for the per capita payment required, within ten (10) days after April 1 and October 1 of each year. Any Club which fails to forward its semiannual remittance or the remittance for a new member within sixty (60) days after it becomes payable shall be delinquent and not in good standing so long as the indebtedness remains unpaid, and such condition may be considered cause for suspension. The semiannual report shall also contain a list of all members dropped since the previous report, and such other information and data as may be required by the Board of Directors.

(b) The Secretary of a Club shall, on request of a member in good standing, furnish such member with a letter or card showing the date to which the member's per capita payment is made, which will entitle the member, when transferring to another Club, to do so without paying to the other Club any per capita payment for that semiannual period.

Sec. 3. OFFICIAL PUBLICATION: "*The Toastmaster*" shall be the official publication of Toastmasters International. It shall be issued as the Board of Directors may direct to all members of Clubs as part of the consideration for their per capita payments.

Sec. 4. NEW CLUBS: Clubs joining Toastmasters International between the periods of the semi-annual payments specified in Sec. 2 (Article IV) shall be prorated from the date of application for their Charter, conditioned, that the per capita payment for not less than six (6) months and new member fees shall be paid in advance before the Charter shall be issued. The prorated adjustment shall be made upon the per capita payment chargeable for the first regular six-month period next following the date of application.

ARTICLE V

Board of Directors:

Sec.1. HOW CONSTITUTED: The Board of Directors shall consist of the President, the Senior Vice President, the Second and Third Vice Presidents, the Immediate Past President, two (2) elected Directors from each of eight (8) geographic Regions, and the Executive Director who shall be an ex officio member without voting privileges. There may also be included on the Board of Directors, members of Toastmasters Clubs located outside the United States and Canada which may be organized into District or non-District administrative units, or other units as may be approved by the Board of Directors. The method of selection, tenure and voting privileges of such members on the Board shall be determined by the Board of Directors of Toastmasters International.

Sec. 2. POWERS: Except as otherwise provided in these Bylaws, the powers of Toastmasters International shall be exercised, its property controlled, and its affairs conducted by the Board of Directors.

Sec. 3. **MEETINGS:** Regular meetings of the Board of Directors shall be held immediately preceding and immediately following each Annual Business Meeting and Convention of Toastmasters International at the place where such Business Meeting and Convention shall be held. Other meetings of the Board shall be held at such times and places as from time to time may be determined by resolution of the Board, or upon call of the Executive Committee, or upon the request of seven (7) or more Directors. Upon receipt of such call or written request, the Executive Director shall send to each Director, by mail or telegraph, at least ten (10) days' notice of the time and place of the meeting. The notice shall include a statement of the purposes of the meeting, but the business transacted at such meeting shall not be limited by such statement.

Sec. 4. **DUTIES:** The Board of Directors shall:

(a) Establish major administrative policies governing the affairs of the corporation and devise measures for the growth and development of the organization;

(b) Decide upon the date and place for the Annual Business Meeting and Convention, and make announcement thereof in *The Toastmaster* magazine at least sixty (60) days prior to the opening date of the Convention;

(c) Appoint an Executive Director and fix compensation for service;

(d) Obtain the services of a certified public accounting firm to audit the records of the corporation at the close of each fiscal year, and to certify to the Board and to the member Clubs a report of the corporation's financial status;

(e) Appoint standing Committees and all other Committees not otherwise provided for;

(f) Adopt by a two-thirds vote of the entire voting membership of the Board, and from time to time revise by a like vote, a manual of management operations;

(g) Fill any vacancies on the Board of Directors, except vacancies occurring in any elective Office; any such vacancy to be filled from the same geographic Region as that of the Director whose Office is being filled;

(h) Divide that territory in which Toastmasters Clubs are located into eight (8) geographic Regions, as nearly as possible equal in number of Clubs after giving proper consideration to potential growth of the organization; and

(i) Review the regional boundaries and the regional assignment of undistricted Clubs in 1965 and every three (3) years thereafter, and, by a two-thirds vote of the entire voting membership of the Board of Directors, make such revision of regional boundaries and such reassignment of undistricted Clubs to Regions as may be necessary to provide, insofar as possible without abolishing the contiguousness of the several Districts within the respective Regions, that the total number of Clubs in each geographic Region will be not more than 15% of the total number of Clubs of Toastmasters International in good standing at the end of the fiscal year immediately preceding any such Board action.

Sec. 5. EMERGENCY BOARD ACTIONS: In emergency matters requiring immediate Board action, the President may call a meeting of the Board on seventy-two (72) hours telegraphic notice. The notice shall state the emergency matter or matters to be considered, but the business transacted at the meeting shall not be limited by such statement. All actions taken at such meetings shall require a minimum of eleven (11) affirmative votes.

Sec. 6. EXECUTIVE COMMITTEE: There shall be an Executive Committee of the Board of Directors, composed of the President, the three (3) Vice Presidents, the Immediate Past President, and the Executive Director who shall be an ex officio member without voting rights. In the event of a vacancy in the office of any member of the Executive Committee, the remaining members thereof shall select one of the elected Directors who has served a year on the Board to serve on the Executive Committee until the end of the current term of office. The Executive Committee shall prepare and submit to the Board of Directors a recommended budget showing the amount of anticipated receipts and expenditures for the ensuing fiscal year. The budget, in the form submitted, or as revised by the Board, when adopted by the Board, shall become the financial policy of this corporation for the ensuing fiscal year. This Committee shall have such additional powers as the Board from time to time may delegate to it, and between Board meetings shall have the power of the Board to transact business of an emergency nature requiring immediate action. All actions of the Executive Committee shall require four (4) affirmative votes. It may hold meetings at such times and places and upon such notice as it may in its discretion determine. All transactions of the Executive Committee shall be reported in full at the next meeting of the Board of Directors and shall be subject to the approval of the Board.

ARTICLE VI

Officers:

Sec. 1. OFFICERS: The Officers of Toastmasters International shall be the President, the Senior Vice President, the Second and Third Vice Presidents, the Immediate Past President, the seventeen (17) elected Directors, the Secretary-Treasurer, the Executive Director, the other members of the Board as defined in Article V, Sec. 1, and the District Governor for each District of Toastmasters International. All of the Officers are subordinate and responsible to the Board of Directors.

Sec. 2. EX OFFICIO OFFICERS: Each Past President of Toastmasters International shall be an ex officio Officer.

Sec. 3. SUBORDINATE OFFICERS: The Board of Directors may from time to time appoint and fix the tenure of such subordinate Officers, agents, or representatives as the business of the corporation may require.

Sec. 4. HONORARY OFFICERS: Honorary Officers of Toastmasters International may be elected for life or for a shorter period by unanimous vote of the Convention for extraordinary or outstanding service.

Sec. 5. PRESIDENT: The President shall serve as the Chief Executive Officer of Toastmasters International, shall be the presiding Officer of the Board of Directors and of the Executive Committee, and an ex officio member of all other Committees except the Nominating Committee and the Advisory Committee of Past Presidents. The President presides at the Annual Business Meeting and Convention of Toastmasters International and prior to the opening of the business session shall appoint such Convention Officers and Committees as may be required to transact the business of the meeting. The President shall also have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Sec. 6. VICE PRESIDENTS:

(a) **Senior Vice President.** The Senior Vice President shall assume the duties of the President in the event of that Officer's death, resignation, removal, inability to act or absence. The Senior Vice President shall also perform such other duties as usually pertain to this Office or as may be assigned by the President or the Board of Directors.

(b) **Second Vice President.** The Second Vice President shall assume the duties of the Senior Vice President in the event of that Officer's death, resignation, removal, inability to act or absence. The Second Vice President shall serve as presiding Officer of the Education Committee and perform such other duties as usually pertain to this Office or as may be assigned by the President or the Board of Directors.

(c) **Third Vice President.** The Third Vice President shall assume the duties of the Second Vice President in the event of that Officer's death, resignation, removal, inability to act or absence. The Third Vice President shall serve as presiding Officer of the Policy and Administrative Review Committee and perform such other duties as usually pertain to this Office or as may be assigned by the President or the Board of Directors.

Sec. 7. EXECUTIVE DIRECTOR: The Executive Director shall be the managing Officer of the corporation under the supervision of the Executive Committee and the control of the Board; shall be appointed by a two-thirds vote of the entire voting membership of the Board of Directors, and whose employment may be terminated by a like vote upon ninety (90) days written notice. The Executive Director shall perform the duties usually performed by the business manager of a non profit corporation; shall give bond for the faithful performance of such duties in such sum and with such sureties as the Board may determine; and shall present such reports to the Board, Officers and member Clubs as the business of the organization may require.

Sec. 8. SECRETARY-TREASURER: The Board of Directors, at its meeting immediately following the Annual Business Meeting and Convention, shall appoint a member of the World Headquarters staff to serve as Secretary-Treasurer of Toastmasters International who shall perform the duties usually performed by the Secretary-Treasurer of a nonprofit corporation.

Sec. 9. COMPENSATION: All Officers, except the Executive Director, shall serve without compensation for their services as such Officers.

Sec. 10. TENURE: The terms of Office of all Officers elected at any Annual Business Meeting and Convention shall commence at the adjournment of such convention. The President and each of the three (3) Vice Presidents shall continue in the Office for one (1) year, and each of the seventeen (17) elected Directors shall continue in Office for two (2) years, or until their successors are elected or appointed or until removed by resignation, death or action of the Board of Directors. Any Officer of Toastmasters International, other than the Executive Director, may be removed for cause at any meeting of the Board of Directors by the affirmative vote of three-fourths of the voting membership of the Board of Directors.

ARTICLE VII

Committees:

Sec. 1. FUNCTION AND COMPOSITION OF COMMITTEES: The function of each Committee of Toastmasters International shall be to assist the Board of Directors by studying and reviewing matters within its jurisdiction or specifically assigned to it by the Board, and making recommendations thereon to the Board. The presiding Officer and at least a majority of the personnel of each Standing Committee, except the Nominating Committee and the Advisory Committee of Past Presidents, shall be members of the Board of Directors; and except as otherwise provided in these Bylaws, the members and presiding Officer of each Committee shall be selected by majority vote of the Board upon the recommendation of the President. The Committee members, other than the President and Vice Presidents, may be removed at any time by the Board, and unless removed, shall serve until the adjournment of the Business Meeting at the next Annual Convention or until their respective successors are appointed. They shall be appointed at or immediately after each Annual Convention, and in any event, within thirty (30) days after the last session of each Convention; except that the members of the Nominating Committee shall be appointed by December 1 each year. All files and records of Committees shall be the property of Toastmasters International.

Sec. 2. STANDING COMMITTEES: The Standing Committees of the Board, in addition to the Executive Committee, shall be the Nominating Committee, the Advisory Committee of Past Presidents, the Education Committee and the Policy and Administrative Review Committee and such other Committees as the Board from time to time may establish.

Sec. 3. NOMINATING COMMITTEE: The Nominating Committee shall be composed of three (3) Past Presidents, one of whom shall be appointed presiding Officer, one (1) member from each geographic Region, and one (1) member from the Districts located outside the United States and Canada, none of whom shall be a member of the Board of Directors nor shall have served on the Nominating Committee during the preceding two (2) years. No member of this Committee shall be eligible for nomination as an Officer or Director at the election at which the Committee's report is presented. Members of this Committee shall be selected by the President under procedural rules adopted by the Board of Directors. It shall be the duty of this Committee to nominate Officer candidates in the manner and at the times provided in Article VIII of these Bylaws.

Sec. 4. **ADVISORY COMMITTEE OF PAST PRESIDENTS:** The Advisory Committee of Past Presidents shall be composed of all Past Presidents of Toastmasters International, with the Immediate Past President serving as presiding Officer. This Committee shall study the actions of the Board of Directors and the Executive Committee, and may submit comments and recommendations for the consideration of the Board to the Committee representative, the Immediate Past President.

Sec. 5. **EDUCATION COMMITTEE:** The Education Committee shall study and make recommendations concerning *The Toastmaster* magazine and other educational materials and processes of Toastmasters International.

Sec. 6. **POLICY AND ADMINISTRATIVE REVIEW COMMITTEE:** The Policy and Administrative Review Committee shall study and make recommendations concerning the basic instruments, policies and administrative procedures and practices of the organization.

ARTICLE VIII

Nominations:

Sec. 1. **PRESIDENT AND VICE PRESIDENTS:** The Nominating Committee shall nominate, under procedural rules adopted by the Board of Directors, at least one (1) candidate and not more than two (2) candidates for each of the Offices of President, Senior Vice President and Second Vice President. A second nominee for the Office of Second Vice President must be named, if so desired, by one-third of the members of the Nominating Committee. At least two (2) candidates and not more than three (3) candidates shall be nominated for the Office of Third Vice President. The report of the Committee shall be published in *The Toastmaster* magazine at least sixty (60) days prior to the opening date of the Convention, and shall also be presented to the Convention delegates in written form prior to the election of Officers.

Sec. 2. **DIRECTORS:** Each geographic Region shall nominate, under procedural rules adopted by the Board of Directors, one (1) or two (2) candidates for election to the Board of Directors. If a candidate at the Regional Business Meeting, at which there is a quorum, receives at least 75% of the votes cast on the first or second ballot, that candidate shall be the only nominee; otherwise, if a candidate receives a majority but less than 75% of the votes cast, the candidate receiving the next highest number of votes on the same ballot shall be an additional nominee. If, however, no candidate receives a majority of the votes cast on the first ballot, the candidate receiving the lowest number of votes shall be dropped from the ballot and the balloting shall immediately continue, with the same procedure being followed on each succeeding ballot, but only until a ballot is cast giving one of the candidates a majority of the votes cast, at which time the balloting shall end and the two (2) candidates having the highest number of votes on that final ballot shall be the two (2) nominees.

Sec. 3. **NOMINATIONS FROM THE FLOOR:** Additional nominations of qualified Officer and Director candidates may also be made from the floor at the Annual Business Meeting and Convention, with the consent of the persons so nominated.

ARTICLE IX

Elections:

Sec. 1. **TIME:** The President, the three (3) Vice Presidents, and eight (8) Directors shall be elected at each Annual Business Meeting and Convention. A Director at Large may be elected every other year.

Sec. 2. **QUALIFICATIONS:** No person shall be elected President or a Vice President unless at the time of election that person shall have served a two-year term on the Board of Directors; any qualified person may stand for election to one of said Offices at any annual election; and no person shall be elected Director unless at the time of election that person shall have served an entire term as a District Governor, except that a member of a Toastmasters Club located outside the United States and Canada may be elected to the Office of Director at Large if at the time of election such person: 1) shall have served as the Chairman or Chief Officer of a non-District administrative unit during the entire administrative year immediately before the unit became a District or provisional District, or 2) shall have served as such Officer and as District Governor during the entire administrative year in which the unit became a District or provisional District. There shall be at all times two (2) Directors from each of the eight (8) geographic Regions, and not more than one (1) of the elected Directors may be from any one Club or any one (1) District. A Director candidate must have been an active member of a Toastmasters Club in good standing in the District from which the candidate is nominated during the entire 12-month period immediately preceding such candidate's nomination at the Regional Conference or International Convention. Not more than one (1) of the elected Directors shall be elected during any one (1) year from any geographic Region. The President and Vice Presidents shall not be elected to succeed themselves in the same Office. Any of the other Directors may be elected President or a Vice President, after serving a two-year term on the Board, but may not otherwise be re-elected to the Board of Directors. For the purpose of determining the qualifications of Directors, the Club, District and geographic Region of each Director at the time of election shall be considered unchanged during the entire term of Office, notwithstanding any change of residence a Director may make during such term.

Sec. 3. **BALLOTING:** The ballots used at the annual election shall contain the names of the candidates, listed in alphabetical order by Offices and by geographic Regions, with an equal number of blank spaces for use in the event of nominations from the floor. Elections shall be carried out by delegates voting either in person or by proxy, as hereinafter provided, and under procedural rules prescribed by the Board of Directors. A majority of all votes cast shall be required for the election of the President, of each of the three (3) Vice Presidents, and of each of the Directors from the eight (8) geographic Regions, and the Director at Large. In the event any ballot cast does not show a majority for any nominee for any of those Offices, there shall be further balloting for that Office. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped, and on each succeeding ballot the same procedure shall be followed until some nominee shall have received a majority of all votes cast. In case of a tie, the choice shall be decided by lot.

Sec. 4. **ELECTION BY MAIL VOTE:** In the event an Annual Business Meeting and Convention cannot be held during any year because of a national emergency, international crisis or other reason, or in the event of absence of a quorum at any Annual Business Meeting and Convention, that year's election of Officers and Directors shall be conducted by mail vote under procedural rules to be prescribed by the Board of Directors.

ARTICLE X

Annual Business Meeting and Convention:

Sec. 1. **DELEGATES:** Each Club in good standing with Toastmasters International at the time of the Convention shall be entitled to two (2) delegates. Any such Club may, at the time of selecting its delegates, choose for each delegate one (1) alternate, such alternate being entitled to vote only in case of the absence of the delegate for whom chosen as alternate. All delegates and alternates must be active members in good standing of the Clubs they represent. Any member of any Club may attend the International Convention.

Sec. 2. **PROXIES:** Any Club, if unrepresented in the Convention by a delegate or alternate from its own membership, may designate as the proxy therefor any active member of any other member Club. Upon presentation of proper credentials, such proxy shall have the right to vote in place of the non-attending delegate or delegates represented in addition to any other right to vote which such proxy may have.

Sec. 3. **CREDENTIALS:** The authority of each delegate and alternate shall be evidenced by a certificate signed by the President or Secretary of the Club. The authority of a proxy shall be evidenced by a certificate signed by the President or Secretary of the Club whose non-attending delegate is represented by proxy. All certificates must be presented to the Credentials Committee at the Convention to entitle delegates, alternates and proxies to participate in the business of the Convention. All certificates shall be on forms furnished by the Executive Director, under the authority and supervision of the Board of Directors.

Should the Credentials Committee report adversely on any certificate, the person named therein shall have the right to appeal to the Convention. The majority decision of the Convention shall be final, with those votes involved in the question not being exercised.

Sec. 4. **DELEGATES AT LARGE:** In addition to delegates from Clubs, the Toastmasters International elective Officers, Directors, Past Presidents, Past Directors, and District Governors shall be Delegates At Large and shall be entitled to one (1) vote at any Convention at which they are present.

The authority of each Delegate at Large shall be evidenced by a credential certificate on a form approved by the Board of Directors and furnished and signed by the Executive Director or designee.

Sec. 5. **RESOLUTIONS:** Except as to proposed amendments to the Articles of Incorporation or these Bylaws, matters submitted by the Board of Directors and reports of other Officers and courtesy resolutions of thanks and appreciation, or unless otherwise ordered by the Board or by unanimous consent of the Annual Business Meeting and Convention, no matter shall be acted upon unless a proposed resolution embodying the same shall have been filed with the Board of Directors by December 31 before the Business Meeting of the next Convention. The Board of Directors shall consider each resolution so submitted and shall make its recommendations thereon to the Annual Business Meeting and Convention for such action as the Business Meeting and Convention may determine. Resolutions shall be in substantially the following form: "RESOLVED that the Business Meeting and Convention of Toastmasters International recommends to the Board of Directors that . . ." Any resolution not submitted to the Business Meeting and Convention in the manner set forth in this section shall be referred to the Board. Any motion or resolution to suspend the rules shall require a two-thirds affirmative vote of the accredited delegates present in person and voting, and shall not operate to suspend or set aside any provision of these Bylaws except by unanimous consent.

Sec. 6. VOTING: Voting in Convention shall be limited to accredited delegates, Delegates at Large, and proxies. Each Club shall be entitled to two (2) votes at the Convention.

Voting may be by ballot or voice vote, as called for by the presiding Officer, excepting that elections of Officers and Directors shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote.

ARTICLE XI

Quorum:

Sec. 1. ANNUAL BUSINESS MEETING AND CONVENTION: One-third of the Clubs of Toastmasters International, represented either by delegates or by proxies, shall constitute a quorum for the transaction of business at the Annual Business Meeting and Convention.

Sec. 2. BOARD OF DIRECTORS: A majority of the entire voting membership of the Board of Directors, including the President or a Vice President, shall constitute a quorum at any meeting of the Board of Directors.

Sec. 3. COMMITTEES: A majority of the members of any Standing or other 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.

ARTICLE XII

Districts:

Sec. 1. HOW ESTABLISHED: For the purpose of efficient administration, the Board of Directors of Toastmasters International is authorized to divide the territory covered by Clubs into Districts, or form new Districts and establish the boundaries thereof. Each District shall be designated by a number. Each District shall be divided into Areas, each under the direction of an Area Governor. The District may organize Areas into Divisions, each under the direction of a Division Governor. Each District shall adopt District Bylaws approved by the Board of Directors. Thirty-five (35) or more Clubs in good standing in a conveniently arranged territory may apply for the establishment of a District; provided, however, that the Board of Directors may authorize such application from fewer than thirty-five (35) such Clubs if it deems such authorization to be in the best interests of Toastmasters International.

Sec. 2. HOW FINANCED: District expenses shall be paid, subject to the approval of the Board of Directors, out of Toastmasters International funds authorized by the Board for District activities and operations in accordance with District expense policies adopted by a two-thirds vote of the entire voting membership of the Board. No District or Area Officer shall receive a salary or other compensation except a return for actual expenses incurred for the good of Toastmasters International.

Sec. 3. HOW GOVERNED:

(a) District Officers. The elective Officers of each District shall be a District Governor, a Lieutenant Governor Education and Training, a Lieutenant Governor Marketing and such other elective Officers as the District Constitution and Bylaws may provide. The appointive Officers of the District shall be such other Officers as are provided for by the District Constitution and Bylaws. Such Officers shall be appointed by and shall serve at the will of the District Governor, subject to the approval of the District Council. Area Governors, elected or appointed, are District Officers. The terms of all Officers shall commence on July 1 and terminate on June 30.

(b) Area Officers. Each Area of a District shall be presided over by an Area Governor. Each Area Governor may appoint active members of Clubs within the Area to serve as Area assistants.

(c) District Council. The District Council shall consist of the District Officers, immediate Past District Governor and two (2) representatives from each Club in the District. The District Council shall hold at least two (2) meetings a year, one (1) of which shall be the Annual Meeting held before June 1 for the election of District Officers.

(d) Duties of Officers. The District Governor shall be responsible to the District Council in all matters pertaining to District organization, programs and procedures, and shall be responsible to the Officers and Board of Directors of Toastmasters International in connection with the interpretation and execution of Toastmasters International policies and directives. A Lieutenant Governor shall perform the duties of the District Governor in the event of absence, and such other duties as the District Governor shall designate. The Area Governor shall be responsible to the District Governor or designee, shall represent the District Governor within the Area, and shall uphold and promote the purposes of Toastmasters International in the Area.

Sec. 4. MEETINGS: An annual conference shall be held by the District for the purpose of promoting the interests of Toastmasters International and improving the efficiency of the local Clubs, provided, that such conference shall be held at such time as will not conflict with the dates of the Annual Convention of Toastmasters International.

ARTICLE XIII

Miscellaneous:

Sec. 1. EMBLEM: The emblem of Toastmasters International shall be circular in design bearing the words "Toastmasters International" around its border, and in the center the replica of the hemisphere of the earth, and superimposed thereon the letter "T."

Sec. 2. SEAL: The seal of the corporation shall bear the inscription: "Toastmasters International Incorporated California 1932."

Sec. 3. EMBLEMS, MARKS AND COPYRIGHTS: Ownership of the emblem, the insignia, and other marks of all copyrights shall be vested irrevocably in Toastmasters International, its successors or assigns.

Sec. 4. INSIGNE: The insigne of Toastmasters International may be worn by any member in good standing. No one shall have the right to produce or have produced for distribution to others articles bearing the name, emblem, insigne, or other mark of Toastmasters International or any colorable imitation thereof, except by official designation from the Board of Directors of Toastmasters International.

Sec. 5. RULES OF ORDER:

(a) The general procedure of Toastmasters International meetings shall be in harmony with the principles set forth in "Chairman." Robert's Rules of Order Newly Revised shall be the final authority as to parliamentary procedure, insofar as they do not conflict with any provisions of these Bylaws.

(b) A Parliamentarian may be appointed at each meeting by the President.

ARTICLE XIV

Amendments:

Sec. 1. WITH NOTICE: These Bylaws may be amended at any Annual Business Meeting and Convention of Toastmasters International by a two-thirds vote of the accredited delegates present in person or by proxy and voting. All proposed amendments shall be submitted to the Board of Directors of Toastmasters International no later than December 31 before the Convention at which they are to be presented. Notice of any proposed amendments shall be mailed by the Executive Director to each member Club at least sixty (60) days before the opening date of the Convention with the recommendation of the Board of Directors thereon. Such recommendations shall also be presented to the accredited delegates at the Business Meeting and Convention before the vote is taken on the proposed amendments.

Sec. 2. WITHOUT NOTICE: These Bylaws may be amended at any Annual Business Meeting and Convention by a unanimous vote without previous notice.