

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 (1), 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 (1) percent 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 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 Chief Executive Officer to each voting member at least 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 60 days prior to the meeting.

Conflicting Proposals

Section 5

In the event of two (2) or more Club Constitution amendment proposals presented to the same meeting of the voting membership, which the Board determines to be in conflict with each other, only the proposal receiving the highest majority of votes cast shall be adopted.

| POLICY AND PROTOCOL

Adopted and revised by the Board of Directors under the authority to adopt "a manual of policies and procedures containing the Board's major administrative decisions." Protocol is adopted and revised by the joint authority of the Chief Executive Officer and the International President with the concurrence of the International President-Elect.

Amended: Friday, August 23, 2019

Policy 1.0: Governing Documents

1. Documents Defined

- A. The Articles of Incorporation is a governing document of Toastmasters International and shall only be modified by the voting membership.
- B. The Bylaws of Toastmasters International is a governing document and shall only be modified by the voting membership.
- C. Policy is secondary to the Articles of Incorporation and Bylaws of Toastmasters International and is adopted and revised by the Board of Directors under the authority to adopt policies and protocol containing the Board's major administrative decisions set forth in Article V, Section 4(f) of the Bylaws of Toastmasters International.
- D. Administrative pProtocol ("Protocol") is equal in authority to Policy, unless it contradicts Policy, at which time Policy prevails. Protocol interprets and gives guidance to implement the Bylaws and Policy. Protocol is adopted and revised by the joint authority of the International President and the Chief Executive Officer, with the concurrence of the International President-Elect.

2. Policy

- A. Policy is expressed in continuing general principles regarding important, high-level, and strategic subjects, adopted and revised by the Board.
- B. The Chief Executive Officer supervises the drafting of Policy. To ensure accordance with applicable laws and the Bylaws and Policy of Toastmasters International, legal counsel reviews proposed Policy when necessary or appropriate.
- C. The content of Policy is a statement with which decisions and conduct of the corporate officers (including Protocol) must be consistent and which must be applied in the performance of the corporate officers' prescribed and authorized duties.
- D. Policy drafts are subject to consultation in the form of deliberations within the Executive Committee or other duly-authorized committee, followed by the committee's recommendation for adoption by the Board.
- E. Two-thirds of all members of the entire Board must vote in favor of proposed Policy at a meeting for the Policy to be adopted. In the absence of a meeting, proposed Policy must receive the unanimous written consent of the Board.
- F. Board Policy decisions are final, unless overruled by the voting members at the Annual Business Meeting.
- G. Policy changes are effective upon approval by the Board unless the Board sets a later effective date.
- H. Policy is maintained on the Toastmasters International website. Policy revisions are updated on the website at the earliest practicable date.
- I. The Board conducts a Policy audit at least once every three (3) years.

3. Protocol

- A. Protocol is authoritative rulemaking that provides detail to interpret and implement Bylaws and Policy.
- B. The Chief Executive Officer supervises the drafting of Protocol.
- C. The content of the Protocol varies depending on its intended use and must be consistent with Bylaws and Policy. Protocol may be a guidebook, manual or other description of program rules or information.
- D. Protocol is subject to consultation at the discretion of the Chief Executive Officer depending on the situation.
- E. Protocol is adopted by the joint, written authorization of the International President and the Chief Executive Officer, with the concurrence of the International President-Elect.
- F. Protocol decisions are final, unless overruled by the Board's adoption of Policy that contradicts the Protocol, thereby requiring a change to Protocol in order to be consistent with Policy.

- G. Protocol decisions are communicated in due course: first to the Executive Committee, then to the Board, then updated on the Toastmasters International website.

Policy 1.1: Mission Statements, Core Values, and Envisioned Future

1. Toastmasters International's purpose is defined in the Articles of Incorporation of Toastmasters International, Article II. The purpose is further defined in the Bylaws of Toastmasters International, Article I. The purpose of the District is defined in the District Administrative Bylaws, Article II. The purpose of the club is defined in the Club Constitution, Article I.
2. The mission statements, core values, and envisioned future in this Policy succinctly express the function of each organizational unit. The statements are used in marketing and public relations, in leader manuals and training, and at meetings and events.
 - A. Toastmasters International Mission
We empower individuals to become more effective communicators and leaders.
 - B. District Mission
We build new clubs and support all clubs in achieving excellence.
 - C. Club Mission
We provide a supportive and positive learning experience in which members are empowered to develop communication and leadership skills, resulting in greater self-confidence and personal growth.
 - D. Toastmasters International Core Values
 - Integrity
 - Respect
 - Service
 - Excellence
 - E. Toastmasters International Envisioned Future
To be the first-choice provider of dynamic, high-value, experiential communication and leadership skills development.

Policy 2.0: Club and Membership Eligibility

1. Club Eligibility

- A. Club admission is defined and described in Article III, Section 3 of the Bylaws of Toastmasters International.
- B. The Board of Directors has ultimate authority over club admission.
- C. The Board or the Chief Executive Officer, as the Board's authorized representative, may delay or decline the chartering of a club, with or without stated reason.
- D. All Toastmasters Member Clubs are required to comply with Toastmasters International's governing documents.
- E. All Toastmasters Member Clubs must abide by the charity and tax laws of the United States and the other countries in which they may be located so that Toastmasters clubs are organized and operated for the charitable purpose of educating individuals in communication, leadership and related skills, and not for the gain or profit of any business or other private interest.

2. Club Minimum Requirements

- A. A minimum number of 20 individual members are required to charter a new Toastmasters Member Club. Seventeen of these may not, at the time of charter, be paid members of another Toastmasters club.

I. A minimum of 20 individual members is required to charter an advanced Toastmasters club. Advanced Toastmasters clubs are clubs with a requirement that its members have already achieved an advanced Toastmasters education award, have progressed to a certain level within the Toastmasters program, or have held a certain level of leadership role. Advanced clubs follow the same charter process as other clubs. Some advanced clubs may require that members belong to another club. If dual membership in another club is required, the number of transfer members is limited to three (3) of the first 20 individual members.

B. Meetings are held at least 12 times per year.

C. Regular meetings are conducted in-person, except when a club decides to allow a minority of its individual members to attend online, or when a club has chartered as an online club in which all members may attend online.

D. Members work toward educational achievements.

E. Members give oral project speeches and evaluations.

F. Members have the opportunity to develop and practice leadership skills and earn leadership awards.

3. Individual Member Eligibility

A. The admission of individual members to clubs is governed by Article III, Section 2 of the Bylaws of Toastmasters International.

B. If World Headquarters has credible information about misconduct as described in Policy 3.0: Ethics and Conduct, by a person who is not a paid member of a Toastmasters club, who may be a former member of a Toastmasters club, or may have never been a member of a Toastmasters club, the following action may be taken:

I. The Chief Executive Officer may present the matter to the Board of Directors, which may, at its discretion (without violating Article III, Section 2 of the Bylaws of Toastmasters International) and in the best interests of the organization, determine that the person is not in good standing with Toastmasters International.

If the matter is urgent and requires immediate action, the Executive Committee, under Article V, Section 6(b) of the Bylaws, may determine the person is not in good standing with Toastmasters International.

C. The Board or Executive Committee may delegate all or any portion of the determination process to any Board Member or Board committee, or to the Chief Executive Officer, subject to the approval of the Board.

D. A determination of the good standing of a person who is not a paid member of a Toastmasters club does not require any notice, hearing, or other process as stipulated in Article III, Section 13 of the Bylaws or in Protocol 3.0. The Board, or its delegate, may offer the person an opportunity for discussion. At the time of notification, should the person become a paid member, the Board, or its delegate, is not required to follow the process as stipulated in Article III, Section 13 of the Bylaws or in Protocol 3.0.

E. If it is determined that a person is not in good standing with Toastmasters International, all clubs are prohibited from admitting the person to individual membership. World Headquarters may inform any clubs or all clubs that such person is prohibited from joining. If the person is nevertheless admitted by a club, World Headquarters may choose not to accept the dues and fees and shall instruct the club to withdraw the individual from membership.

If a person is not admitted to individual membership by a club, because of a determination denying a person good standing with Toastmasters International, there is no appeal and no recourse.

4. Good Standing of Clubs

A. Membership dues, including payment dates, amounts, and transfers, are governed by Article IV, Section 2 of the Bylaws of Toastmasters International.

B. Admission, continuation, termination, and suspension of clubs is defined in Article III, Sections 3 and 4 of the Bylaws of Toastmasters International.

C. A Member Club is considered paid and in good standing when its dues have been received by World Headquarters for the current dues period for a minimum of eight members—at least three of whom were members of the club during the previous renewal period.

I. If dues are not paid prior to the following renewal period, the club is suspended from active status, and all services and membership status for the club and its individual members are discontinued.

D. Each member club shall ensure membership dues are paid in advance, due April 1 and October 1 of each year, based on the total individual membership of the club as of those dues renewal report dates.

E. There shall be no transfer of an issued charter from an inactive club to any other group.

5. Good Standing of Individual Members

A. Good standing is defined in Article III, Section 8 of the Bylaws of Toastmasters International.

B. A paid member is one whose dues have been received by World Headquarters for the current dues period. An unpaid member is one whose dues have not been received by World Headquarters for the current dues period. Unpaid members are not considered to be in good standing by Toastmasters International.

C. Each member shall pay membership dues in advance, due April 1 and October 1 of each year.

D. An individual must be a paid member to be nominated for or to serve in any office or leadership role in Toastmasters International.

Protocol 2.0: Club and Membership Eligibility

1. Club Reinstatement

A. Clubs inactive for one (1) full dues renewal period may be reinstated within the following dues renewal period. To do so, the club, or its individual members when verified by a club officer, pay all of the following in full:

I. Current renewal dues for a minimum of eight (8) individual members, at least three (3) of whom were individual members of the club immediately prior to its inactive status;

II. Any overdue account balance;

III. And one of the following fees or dues:

a. a reinstatement fee equal to the current individual semiannual dues amount multiplied by eight (8) to cover the missed period. By this method, membership of individual members begins the date of the club reinstatement; continuous membership is lost.

b. dues for all individual members in the club during the previous reporting period. Membership of individual members continues from the dates they originally joined the club.

B. Clubs inactive for two (2) or more full dues renewal periods are required to be chartered as new clubs, meeting all chartering requirements.

2. Members with Disabilities

A. Various external laws apply to facilities and organizations regarding their responsibilities, if any, to provide accommodation to support the participation of persons with disabilities. If no public accommodation is involved, the laws may not apply.

B. Toastmasters International and each of its subordinate units, including regions, Districts, Divisions, and Areas, shall comply with applicable laws regarding accommodations for persons with disabilities in the jurisdictions in which meetings or other functions are held.

C. Since Toastmasters Member Clubs are separate legal entities, their legal obligations with respect to persons with disabilities may differ from the obligations of Toastmasters International, depending on national, state, or local regulations and the availability of facilities for meetings in their communities. It may not be reasonable, feasible,

or possible to provide accommodation in every instance.

- D. Where disability laws apply, it is the responsibility of the highest-ranking officer at the level for which an event is planned (e.g., the District Director for a District, the Club President for a club) to determine what laws and regulations may apply regarding accommodations for persons with disabilities at the event facility.
- E. If the responsible person determines that an event facility must meet a certain standard of disability accommodation, a written guarantee shall be obtained from the facility owner or operator that the facility complies with that standard and holds Toastmasters International or the club harmless if the facility should violate that standard. If a claim or suit is subsequently brought against Toastmasters International or the club regarding disability accommodation at such event, defense of the claim or suit shall be tendered immediately to the facility owner or operator.
- F. In the case of practical limitations or unforeseen circumstances that could result in some obstacle, hindrance, or other difficulty for a person with a disability at an event, Toastmasters International cannot and does not promise full participation in its programs to persons who are not able to participate through their own efforts.

3. Online Attendance at Club Meetings

- A. Online attendance is defined as any member participating and interacting in a club meeting through the use of live audio and video conferencing tools utilizing an online platform.
 - I. Participants are not in the same physical location as the rest of the club members attending the in-person meeting.
 - II. Participants must be able to communicate with all other members in attendance at the in-person meeting.
 - III. Online participation in a club meeting does not include voice-only teleconferencing, recorded video, or recorded audio.
- B. Clubs that opt to allow online attendance at the regular in-person meeting must specify this in the Addendum of Standard Club Options.
- C. Each club determines the type of online platform(s) to be used and must acquire it at the club's expense if there is a fee for use.
- D. Each member participating in online club meetings will provide their own technology at their own expense if there is a fee for use.

4. Online Clubs

- A. Online clubs are defined as having a majority of members attending meetings through the use of live, online video-conferencing tools.
 - I. Each online club determines the type of online platform(s) to be used and must acquire it at the club's expense if there is a fee for use.
 - II. Each member participating in an online club will provide their own technology at their own expense if there is a fee for use.
 - III. Voice-only teleconferencing, recorded video, or recorded audio are not acceptable forms of attendance.
- B. Online clubs must begin existence as newly chartered clubs. Existing clubs may not become online clubs, nor may online clubs change their status and become in-person clubs.
- C. Online clubs are undistricted.
- D. Online clubs must self-identify as such in the Addendum of Standard Club Options.

Protocol 2.1: Club Constitution: Modifications to Comply with Local law

1. Authority