



# CLUB CONSTITUTION FOR CLUBS OF **TOASTMASTERS** **INTERNATIONAL**

Amended August 2017



**WHERE LEADERS  
ARE MADE**



# CLUB CONSTITUTION FOR CLUBS OF TOASTMASTERS INTERNATIONAL

Amended August 2017

# Certificate of Club Adoption

The undersigned, being the validly elected and duly acting president and secretary of the \_\_\_\_\_ Toastmasters club, 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.

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

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

# TABLE OF CONTENTS

## Toastmasters Club Constitution for Clubs of Toastmasters International

<b>Article I: Purpose</b>	9
<b>Article II: Membership</b>	9
<b>Composition</b>	
Section 1	9
<b>Admission to Membership</b>	
Section 2	9
<b>Member Responsibilities</b>	
Section 3	10
<b>Inactive and Honorary Membership</b>	
Section 4	10
Section 5	10
<b>Discipline/Expel/Suspend/Decline to Renew Membership</b>	
Section 6	11
<b>Article III: New Member Fees and Dues</b>	11
<b>New Member Fee</b>	
Section 1	11
<b>Reinstatement Fee</b>	
Section 2	11
<b>Transfer to Other Club</b>	
Section 3	11
<b>Club Dues</b>	
Section 4	12
<b>Article IV: Meetings and Notice</b>	12
<b>Regular Meetings</b>	
Section 1	12
<b>Special Meetings</b>	
Section 2	12
<b>Club Executive Committee Meetings</b>	
Section 3	12
<b>Notice</b>	
Section 4	12
Section 5	12
<b>Article V: Quorum and Voting</b>	13
<b>Quorum</b>	
Section 1	13
<b>Voting</b>	
Section 2	13
Section 3	13
Section 4	13

<b>Article VI: Officers</b>	13
<b>Officers</b>	
Section 1	13
<b>Educational Credit</b>	
Section 2	13
<b>Term of Office</b>	
Section 3	13
<b>Immediate Past President</b>	
Section 4	14
<b>Nominations</b>	
Section 5	14
<b>Term of Office</b>	
Section 6	14
<b>Resignation or Removal</b>	
Section 7	14
<b>Vacancy in Office</b>	
Section 8	14
<b>Re-election</b>	
Section 9	14
<b>Article VII: Duties of Officers</b>	15
<b>Club President</b>	
Section 1	15
<b>Vice President Education</b>	
Section 2	15
<b>Vice President Membership</b>	
Section 3	15
<b>Vice President Public Relations</b>	
Section 4	15
<b>Club Secretary</b>	
Section 5	15
<b>Club Treasurer</b>	
Section 6	16
<b>Sergeant at Arms</b>	
Section 7	16
<b>Immediate Past Club President</b>	
Section 8	16
<b>Council Representatives</b>	
Section 9	16
<b>Additional Duties</b>	
Section 10	16
<b>Article VIII: Committees</b>	16
<b>Standing</b>	
Section 1	16
<b>Club Executive</b>	
Section 2	17

<b>Education</b>	
Section 3 .....	17
<b>Membership</b>	
Section 4 .....	17
<b>Public Relations</b>	
Section 5 .....	17
<b>Social and Reception</b>	
Section 6 .....	17
<b>Additional Duties</b>	
Section 7 .....	17
<b>Article IX: Rules of Order</b> .....	18
<b>Parliamentary Authority</b>	
Section 1 .....	18
<b>Parliamentarian</b>	
Section 2 .....	18
<b>Article X: Affiliation</b> .....	18
<b>International Affiliation</b>	
Section 1 .....	18
<b>District Affiliation</b>	
Section 2 .....	18
<b>Financial Obligations</b>	
Section 3 .....	18
<b>Separate Legal Entity</b>	
Section 4 .....	19
<b>Representation at Annual Business Meeting and Other Meetings</b>	
Section 5 .....	19
<b>Relationship with Other Governing Documents</b>	
Section 6 .....	19
<b>Addendum of Standard Club Options</b>	
Section 7 .....	19
<b>Article XI: Legal Status and Dissolution</b> .....	20
<b>Affiliation with Others and Use of Funds</b>	
Section 1 .....	20
<b>Dissolution</b>	
Section 2 .....	20
<b>Compliance with California Law and Local Jurisdictional Law</b>	
Section 3 .....	20
<b>Article XII: Amendments to Club Constitution</b> .....	20
<b>How Amended</b>	
Section 1 .....	20
<b>Proposals form from International Board</b>	
Section 2 .....	20

<b>Proposals from Clubs</b>	
Section 3 .....	21
<b>Notice</b>	
Section 4 .....	21
<b>Conflicting Proposals</b>	
Section 5 .....	21

### **Addendum of Standard Club Options**

1. Name .....	20
2. Membership Composition .....	20
3. Membership Dues and Fees .....	20
4. Regular Meetings .....	21
5. Executive Committee Meetings .....	21
6. Additional Officers .....	21
7. Terms of Office .....	21
8. Rules of Order .....	21

# TOASTMASTERS CLUB CONSTITUTION FOR MEMBER CLUBS OF TOASTMASTERS INTERNATIONAL

## ARTICLE I: Purpose

The purpose of a Toastmasters Member 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 persons 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 individuals, through their own effort, are 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 that individual 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 shall be returned to a club officer 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 new member fee and membership dues shall then be remitted to Toastmasters International by the club or by the individual member when verified by a club officer. The individual membership of this club may be divided into three (3) classifications: active, inactive, and honorary.

## **Active Membership/Member Responsibilities**

### **Section 3**

Active individual membership is conferred upon a paid member in good standing with Toastmasters International. Active individual members attend club meetings, have voting privileges, may be elected as an officer of the club, shall be counted towards a quorum of the club membership, may participate in speech contests if they fulfill the other eligibility criteria, and may have a place on the regular speaker's program.

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 speech contests. 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.

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. They are not entitled to places on the regular speakers' program and cannot participate in club discussions or serve as evaluators, but may serve as substitutes when requested by the Club President or the Toastmaster of the meeting.

No dues or fees for honorary individual members are collected nor are any dues paid to Toastmasters International. The term of honorary membership is specified by the club in the addendum.

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

### **Section 6**

This club may establish 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. 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: Club Dues and New Member Fees**

### **Club Dues**

#### **Section 1**

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.

### **Club New Member Fee**

#### **Section 2**

The club new member fee for individual membership shall be as stated in the addendum. Such fee shall be payable when an individual membership application is filed with a club officer. The fee shall be returned if the application is not accepted. Immediately upon acceptance of a new individual member, a club officer shall notify World Headquarters and each new individual member, on payment of this fee and the applicable dues, shall be received into this club.

### **Reinstatement Fee**

#### **Section 3**

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

## **Transfer to Another Club**

### **Section 4**

Any individual member in good standing desiring to transfer to another Toastmasters club may request a club officer to furnish documentation 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 documentation 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 to Toastmasters International, and upon payment of any transfer fee stated in the addendum.

## **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 (1) 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 midnight on July 1 and end on June 30 at 11:59 p.m. The terms of officers serving a half-year term shall either commence at midnight on July 1 and end on December 31 at 11:59 p.m., or commence at midnight on January 1 and end on June 30 at 11:59 p.m.

## **Immediate Past Club 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 Leadership 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 Leadership Committee shall be the Immediate Past Club President, unless the best interests of the club require otherwise.

## **Elections**

### **Section 6**

For officers who serve terms of one (1) year, elections shall be held at the first club 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 club 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 at which quorum is present.

## **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 chairs 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 Leadership 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 Club 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 Club 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 Club 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 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 Sergeant at Arms is responsible for club property management, meeting room preparation, and hospitality. The Sergeant at Arms chairs the Club 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.

## **Representation on the District Council**

### **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 proxyholders 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, Bylaws of Toastmasters International, District Administrative Bylaws, Policy and Protocol, manuals, or other directives of Toastmasters International, or as may be set forth in the 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 Club Executive Committee shall be submitted to this club at the next business meeting for ratification. Any decision of the Club Executive Committee which this club fails to ratify shall be null and void.

## **Education**

### **Section 3**

The Club 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 Club 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 Club 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 Club 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 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 addendum 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, Bylaws of Toastmasters International, Policy and Protocol adopted by Toastmasters International, The Club Constitution, and the club's addendum, or laws applicable to nonprofit corporations, *Robert's Rules of Order Newly Revised* shall be the final authority as to parliamentary procedure. However, if this club is located in a jurisdiction where Robert's Rules are not a recognized authority on parliamentary procedure, the addendum shall specify the name of the recognized authority in this club's jurisdiction.

### 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 in the Articles of Incorporation, Bylaws of Toastmasters International, District Administrative Bylaws, in the Club Constitution, and 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 for all individual members as required by Toastmasters International. The amount of the international dues is set by the Board of Directors and shall remain in place until such time as the Board changes that amount and notifies the membership.

### 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 the 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 proxyholders 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 proxyholders selected from this club, the executive committee of this club shall appoint and authorize a proxyholder 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. Proxyholders for District Council meetings shall be selected as set forth in Article VII, Section 9, above. Such proxyholder 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 and the Club Constitution, as it may be amended as provided in Article XII below, shall govern this club and all other Toastmasters Member Clubs affiliated with Toastmasters International. This club shall adopt no policy and shall take no action in conflict with the Articles of Incorporation, Bylaws of Toastmasters International, the Club Constitution, or any Policy and Protocol of Toastmasters International as they may be amended.

## **Addendum of Standard Club Options**

### **Section 7**

This club shall, upon adoption of the Club 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 and 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 the Ralph C. Smedley Memorial Fund® or any other fund maintained by Toastmasters International, or by contribution to another Toastmasters Member Club or to a Toastmasters District.

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

### **Section 3**

The Club Constitution and the club's 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 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 Member 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 (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 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 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.

## ADDENDUM OF STANDARD CLUB OPTIONS

This club shall, upon adoption of this constitution and thereafter as needed, complete this Addendum of Standard Club Options to specify the detailed choices it has made to govern its operations. Any changes must be approved by a vote of at least a majority of the active individual members of the club present and voting at a duly called and noticed club business meeting, at which a quorum was at all times present.

Last modified by required vote of club on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

### 1. Name

The name of this club is \_\_\_\_\_.

### 2. Membership Composition

Subject to the nondiscrimination requirements set forth in the Club Constitution for Clubs of Toastmasters International, [Article II](#), Section 1, individual membership in this club:

- ☐ Shall have no restrictions.
- ☐ Shall be restricted to \_\_\_\_\_.

Honorary individual membership in this club shall be conferred for a term of \_\_\_\_\_ year(s) and otherwise as provided in the Club Constitution for Clubs of Toastmasters International, [Article II](#), Section 5.

### 3. Membership Dues and Fees

Toastmasters International dues and fees are set forth in [Policy 8.0: Dues and Fees](#) and shall be submitted to World Headquarters in United States Dollars. This club may also collect from its individual members club dues and fees [④](#) as defined below. Club dues and fees are collected in \_\_\_\_\_.

Check those that apply:

- ☐ No club dues are collected in addition to the Toastmasters International dues.
- ☐ Club dues for active individual members are \_\_\_\_\_ per person per \_\_\_\_\_.  
Such dues shall be payable on or before \_\_\_\_\_.
- ☐ This amount includes payment for Toastmasters International membership dues.
- ☐ Club dues for inactive individual members are \_\_\_\_\_ per person per \_\_\_\_\_.  
Such dues shall be payable on or before \_\_\_\_\_.
- ☐ This amount includes payment for Toastmasters International membership dues.
- ☐ The new member fee is \_\_\_\_\_ per person for individual membership in this club.
- ☐ This amount includes payment for the Toastmasters International new member fee.
- ☐ The reinstatement fee is \_\_\_\_\_ per person for reinstatement to individual membership of a former individual member.
- ☐ The transfer fee is \_\_\_\_\_ per person for transfer of individual membership from another Toastmasters Member Club into this club.

#### 4. Regular Meetings

Regular meetings of this club, which shall include any business meeting of active individual members, shall be held every \_\_\_\_\_, at \_\_\_\_\_:

- ☐ In person at the location of \_\_\_\_\_.
- ☐ Online attendance of a minority of individual members is accepted.
- ☐ Online only using platforms and services as this club from time to time shall designate ⓘ.

#### 5. Executive Committee Meetings

The Executive Committee of this club shall meet at least \_\_\_\_\_, at such hours and places as it may determine.

#### 6. Additional Officers

The officers and standing committees of this club shall be as provided in the Club Constitution for Clubs of Toastmasters International, Articles VI, VII and VIII, with selection, duties, and terms as provided therein. Separate from the officer roles named in the Club Constitution, this club shall have:

- ☐ No additional officer roles ⓘ.
- ☐ Additional officer roles, with duties as determined by the Executive Committee of this club, named as follows: \_\_\_\_\_.

#### 7. Terms of Office

This club elects officers for the following terms of office:

- ☐ Full-year terms, from July 1 to June 30.
- ☐ Half-year terms, from July 1 to December 31 and from January 1 to June 30. (Clubs must meet every week throughout the entire year to choose half-year terms.)

#### 8. Rules of Order

In accordance with the Club Constitution for Clubs of Toastmasters International, Article IX, this club shall recognize its final authority on parliamentary procedure as:

- ☐ *Robert's Rules of Order Newly Revised*.
- ☐ \_\_\_\_\_, since *Robert's Rules of Order Newly Revised* is not a recognized authority on parliamentary procedure in the jurisdiction where this club is located.



[www.toastmasters.org](http://www.toastmasters.org)