

Section VI A 7

Toastmasters International
POLICIES AND PROCEDURES

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RULES OF PROCEDURE OF THE BOARD OF DIRECTORS

Rule 1 - The time of any meeting of the Board of Directors, unless otherwise ordered by the President upon reasonable notice to the members, shall be eight a.m.

Rule 2 - The business of the Board is usually disposed of in the following order:

1. Approval of minutes
2. Receipt of Reports and Resolutions
3. Unfinished business
4. New business
5. Announcements
6. Adjournment

The President may alter the foregoing order of business from time to time. The President shall announce the business that is in order and no business shall be taken up or considered until the class to which it belongs is declared in order.

The Executive Director, subject to the approval of the President, shall cause an agenda of items of business in conformity to this rule to be prepared and distributed to Board members in advance of each meeting.

Rule 3 - The President or his/her alternate shall act as chairman of the Board of Directors. The chairman's duty is to preside and preserve order at each meeting, and the chairman may speak on all questions of order in preference to any member of the Board. The chairman shall decide all questions of order, subject to an appeal to the Board.

Rule 4 - A member desiring to speak shall address the Chairman of the Board and proceed only when recognized by the chairman. No member shall be entitled to speak twice on any question until each member desiring to speak has been heard.

Rule 5 - Except as otherwise required by law or by the Articles or Bylaws of Toastmasters International, a majority vote of the members present constituting a quorum shall be sufficient to adopt any motion or resolution; provided, that a two-thirds vote of the members present constituting a quorum shall be necessary to suspend these rules.

Section VI A 7

Rule 6 - The vote upon any question shall be counted by voice vote, except that, if the chairman is in doubt or a division is requested, the vote shall be counted by hands; provided, that a roll call vote shall be taken upon the request of any two (2) members and shall be recorded in the minutes.

Any member, upon request, may have a dissenting vote recorded. Except for the Chairman of the Board, each Board member shall vote in the affirmative or negative on every question on which a vote is taken. The chairman shall be required to vote only when his/her vote will affect the result.

Rule 7 - Every motion initiating new policy or modifying the existing policy requires a two-thirds majority for adoption. "Policies" are statements established by Board action, setting forth expressed, continuing, general principles on specific subjects, with which decisions and conduct of the corporate officers must be consistent and which must be applied by them in the performance of their prescribed and authorized duties. Policies shall include but not be limited to statements of continuing principles on legal matters, corporate affairs, permanent structure of the organization, educational objectives and services rendered, finances, and accountability for administration. Below the level of policies, there are two levels of authoritative rulemaking: (a) administrative protocols, providing detail to interpret and implement Board policies, and (b) other management decisions made by the Executive Director.

Since the policies are made only by the Board as a whole, they shall not include decisions on any individual matter acted upon by any corporate officer within the authorized performance of his/her duties.

Rule 8 - All surveys necessary for completion of Board assignments shall be made by World Headquarters rather than by individual Board members or committees.

Rule 9 - The reports of Standing and Special Committees responsible to the Board shall be received and filed. In order to be considered binding, any recommendation of a committee which requires action by the Board shall be contained in a written statement attached to the report and called for action during the proper order of business.

Rule 10 - Except by a two-thirds vote, the Board shall not act upon any matter pertaining to the exclusive jurisdiction of a Standing Committee or other committee which has been referred to that committee until such committee has been given an opportunity to make an appropriate recommendation to the Board.

Rule 11 - Committee and/or minority reports shall be addressed to the Board of Directors and shall be arranged as follows:

1. Indicate what the issue is about. (Subject)
2. A statement of why a specific action is proposed. (Purpose)
3. Reference to policy issues. (Policies affected)

Section VI A 7

4. A clear statement of the proposed action requested. (Requirements)

5. Attach exhibits. (Support Data)

Rule 12 - Copies of all significant committee correspondence shall be promptly transmitted to the Executive Director and the committee staff liaison.

Rule 13 - Committee files and materials will be maintained as part of the permanent records at World Headquarters.

Rule 14 - The assignment of members and projects to committees shall terminate upon the adjournment of the business session of the Annual Convention unless otherwise ordered by the Board; provided, that committee projects to be performed in connection with any Annual Convention shall continue as assigned until completed.

Rule 15 - Prior to the first Board meeting following the Convention, the newly elected President may prepare recommended committee projects and recommendations of committee personnel and timetables for committee performance during the year, commencing with the first session of the Board following the Convention.

Rule 16 - At the first session of every Board meeting the Board of Directors will convene as a "Committee of the Whole" to receive reports of the President and Executive Director and for discussion of any general matters of business. Board members may ask questions of the committee and its members. At the discretion of the President, a recess may be called for the purpose of committee meetings. Copies of the draft of minutes will be sent to the President, Senior Vice President, Immediate Past President, and Legal Counsel for review, approval or corrections and returned to World Headquarters if necessary. Minutes of the meetings of the Board of Directors shall be submitted to Board members within sixty (60) days after each Board meeting.

Rule 17 - The procedure of the Board of Directors shall be governed by these rules, including any amendments hereafter adopted; provided, that the provisions of the latest edition of Robert's Rules of Order, Newly Revised, shall govern any procedural situation not covered by these rules either expressly or by necessary implication.

Rule 18 - The policy shall be expressed in the Manual of Management Operations. In the event of question, the latest expression of policy by the Board of Directors or the Convention, as the case may be, shall prevail.

Rule 19 - These rules may be amended or suspended at any time by a two-thirds vote of the members present constituting a quorum.

Rule 20 - The President shall at the time he/she is assigning projects to established Committees inform all Board members of these assignments.

Section VI A 7

Rule 21 - Within thirty (30) days after each Executive Committee meeting, World Headquarters, after review by the Senior Vice President, International President, and Legal Counsel, if necessary, shall furnish each member of the Board of Directors a copy of the minutes of said meeting, including the committee's recommendations on items reviewed.