

# **C**lub Constitution and the Standard Bylaws for Clubs of Toastmasters International.®



**Toastmasters International.®**

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210-C  
As Amended August 18, 1994

# *T*oastmasters Club Constitution for Member Clubs of Toastmasters International

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# Standard Club Bylaws

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# *T*oastmasters Club Constitution for Member Clubs of Toastmasters International

## Article I

### **Mission and Purposes:**

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

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

# Article II

## Membership:

*Sec. 1.* All individual members of this Club shall be at least 18 years of age. No person shall be excluded from individual membership in, or from any program or activity of, this Club because of age (except those persons under 18 years of age), race, color, creed, gender, national or ethnic origin, sexual orientation, or physical or mental disability, so long as the individual, through his or her own effort, is able to participate in the program. However, the Bylaws of this Club 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.

*Sec. 2.* This Club is a private association, and membership herein shall be by invitation only. Any individual member may sponsor an eligible prospective individual member, and invite him or her to join this Club, so long as the person is not currently suspended or removed from good standing with Toastmasters International under Article III, Sec. 8, of the Bylaws of Toastmasters International. Application for individual membership shall be made on the form provided by Toastmasters International. Such application, accompanied by the initiation fee and applicable dues, shall be returned to the Club Secretary who shall read it to this Club. The applicant shall be declared elected to individual membership upon the favorable vote of at least a majority of the active individual members of this Club present and voting at a business meeting of the Club membership. The individual membership of this Club may be divided into three classifications: active, inactive and honorary.

*Sec. 3.* All active individual members shall be entitled to all rights and privileges of this Club, and all individual members shall share in its responsibilities. These responsibilities shall include support of its purposes and constructive contribution to its program and activities.

*Sec. 4.* Inactive individual membership is provided for as follows:

(a) Inactive individual membership in this Club may be conferred by the Executive Committee of this Club on any individual member requesting an extended absence from Club meetings, or who wishes to maintain individual membership without regular attendance at Club meetings. An individual member may also be classified as inactive for continued absence without notice. An inactive individual member may be restored to active individual membership by the Club Executive Committee upon request, provided there is a vacancy on the active roster of this Club.

(b) Inactive individual members shall have no voting privileges, shall not hold office, shall not be counted toward a quorum of the Club membership, and shall not participate in International Speech Contests. However, this Club may count any inactive individual members toward qualification for minimum Toastmasters International standards for member Clubs. Inactive individual members shall pay at least such portion of their Club dues as this Club pays to Toastmasters International as the per capita payment for such inactive individual member, and shall pay any additional amount specified in the Bylaws of this Club. Except as provided herein, the rights, obligations, and conditions of inactive membership shall be as stated in the Bylaws of this Club.

*Sec. 5.* Honorary individual membership may be conferred upon any qualified person by the favorable vote of at least two-thirds of the active individual members of this Club at a Club business meeting. Such membership shall be restricted to persons whose activities and public statements are consistent with the purposes of Toastmasters International. Honorary individual members have no voting privileges, shall not hold office, shall not be counted toward a quorum of the Club membership, and shall not participate in speech contests. Honorary individual members shall be exempt from all Club fees and dues, and their per capita payments to Toastmasters International shall be paid by this Club. Except as provided herein, the rights, obligations, and conditions of honorary membership shall be as stated in the Bylaws of this Club.

*Sec. 6.* Inactive and honorary individual members are not eligible to serve in any Club office. They are not entitled to places on the regular speakers' program but may serve as substitutes when requested by the Club President or the Toastmaster of the meeting. They may also participate in Club discussions and serve as evaluators.

*Sec. 7.* This Club may establish, from time to time, routine procedures for dropping individual members who fail to pay Club dues, who miss a certain number of meetings, or who fall below other minimum standards as determined by the Club or Toastmasters International. In addition, this Club may expel, suspend, or decline to renew Club membership of any individual member (a) who does not support this Club's purposes; (b) who does not constructively contribute to this Club's program and activities; (c) who acts in a manner inconsistent with standards of conduct set by this Club or by Toastmasters International; or (d) for other just cause. Such standards include ethical, political, and other standards of conduct that may be established by the Toastmasters International Board of Directors from time to time and published as policy bulletins. This Club shall follow such policies and procedures as may be adopted by the Toastmasters International Board for Club expulsions, suspensions, or other disciplinary actions. 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

### **Initiation Fees and Dues:**

*Sec. 1.* The initiation fee for individual membership in this Club shall be as stated in the Bylaws of this Club. Such fee shall be payable when an individual membership application is filed with the Club Secretary. The fee shall be returned if the application is not accepted. Immediately upon acceptance of a new individual member, the Club Secretary shall so notify World Headquarters of Toastmasters International, and each new individual member, on payment of this fee and applicable dues, and being received into this Club, shall be presented with a copy of the Communication and Leadership manual and such other materials as may be provided for new individual members by Toastmasters International.

*Sec. 2.* Any fee for reinstatement of a former individual member shall be stated in the Bylaws of this Club.

*Sec. 3.* Any individual member in good standing desiring to transfer to another Toastmasters Club may request the Club Secretary to furnish a letter or card showing the date to which the individual member's per capita payment to Toastmasters International is paid. When an applicant for individual membership in this Club transfers from another Toastmasters Club and presents a letter or card from said Club showing individual membership in good standing and that a per capita payment to Toastmasters International is paid for the current period, the applicant may be elected to individual membership without payment of the initiation fee, and upon payment of any transfer fee stated in the Bylaws of this Club.

*Sec. 4.* The dues of this Club for active and inactive individual members shall be as stated in the Bylaws of this Club. Such dues shall be payable in advance at such time as this Club shall designate. Dues shall be paid by all individual members and by the dates specified to maintain individual membership in this Club.

## Article IV

### **Meetings and Notice:**

*Sec. 1.* Regular meetings of this Club, which shall include any business meeting of active individual members, shall be held as provided in the Bylaws of this Club.

*Sec. 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 President.

*Sec. 3.* Meetings of the Club Executive Committee shall be held as provided in the Bylaws of this Club.

*Sec. 4.* No notice shall be required for regular business meetings held as provided in the Bylaws of this Club. Notice of any change in the time or place of any regular meeting, and notice of all special meetings, shall be given by mail, telephone, 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.

*Sec. 5* If this Club shall permanently change the time or place of regular meetings as provided in the Bylaws of this Club, the Club Secretary shall immediately provide notice of such change to World Headquarters.

## Article V

### Quorum and Voting:

*Sec. 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.

*Sec. 2.* Each active individual member shall be entitled to one vote on any matter presented to the Club membership for a vote.

*Sec. 3.* No voting by proxy or absentee ballot shall be permitted on any matter presented to the Club membership for a vote.

*Sec. 4.* Unless a greater vote is required by this Constitution or by the Bylaws of this Club 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:

*Sec. 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.

*Sec. 2.* In addition to the Officers provided in this Constitution, this Club may have such other Officers as may be provided in the Bylaws of this Club, but Toastmasters International credit toward any educational award is limited to service as a Club Officer named in this Constitution.

**Sec. 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 its Bylaws that Officers shall serve for half-year terms. The terms of Officers serving an annual term shall commence at 12:01 a.m. on July 1 and end on June 30 at midnight. The terms of Officers serving a half-year term shall either commence at 12:01 a.m. on July 1 and end on December 31 at midnight, or commence at 12:01 a.m. on January 1 and end on June 30 at midnight.

**Sec. 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.

**Sec. 5.** Nominations for Club Officers shall be made by a Club Nominating Committee appointed by the Club President at least two (2) weeks prior to the election. This Committee shall consist of three (3) active individual members. 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 Chairman of the Club Nominating Committee shall be the Immediate Past Club President, unless the best interests of the Club require otherwise.

**Sec. 6.** For Officers who serve terms of one (1) year, elections shall be held at the first meeting in May in each year, to take office the following July. For Officers who serve terms of a half-year, elections shall be held at the first meetings in May and November in each year, to take office the following July or January, respectively.

**Sec. 7.** Any Officer of this Club may resign, provided that any such resignation must be made in writing and delivered to the Club President or Club Secretary. Unless any such resignation is, by its terms, effective on a later date, it shall be effective on delivery to such Club Officer, and no acceptance by this Club shall be required to make it effective. Any Officer of this Club may be removed from office at any time, with or without cause, by majority vote of all active individual members present and voting at a business meeting of this Club.

**Sec. 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.

**Sec. 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:

**Sec. 1.** The Club President is the chief executive officer of this Club and is responsible for fulfilling the mission of this Club. The President presides at meetings of this Club and the Club Executive Committee; appoints all Committees; and has general supervision of the operation of this Club. The President shall be an ex officio member of all Committees of this Club except the Club Nominating Committee and shall serve as one of this Club's representatives on the Area and District Councils. The President shall transmit to this Club for its approval or disapproval all ideas and plans proposed by the Area and District Councils which may affect this Club or its individual members; and shall take no action binding upon this Club without either specific prior authorization or subsequent ratification by this Club.

**Sec. 2.** The Vice President Education is the second ranking Club Officer and is responsible for planning, organizing and directing a Club program which meets the educational needs of the individual members. The Vice President Education chairs the Education Committee. The Vice President Education also serves as one of this Club's representatives on the Area and District Councils and shall take no action binding upon this Club without either specific prior authorization or subsequent ratification by this Club.

**Sec. 3.** The Vice President Membership is the third ranking Club Officer and is responsible for planning, organizing and directing a program that ensures individual member retention and growth in Club individual membership. The Vice President Membership chairs the Membership Committee. The Vice President Membership serves as one of this Club's representatives on the Area Council and shall take no action binding upon this Club without either specific prior authorization or subsequent ratification by this Club.

**Sec. 4.** The Vice President Public Relations is the fourth ranking Club Officer and is responsible for developing and directing a publicity program that informs individual members and the general public about Toastmasters International. The Vice President Public Relations chairs the Public Relations Committee.

**Sec. 5.** The Club Secretary is responsible for Club records and correspondence. The Club Secretary has custody of the Club's Charter, Constitution, and Bylaws and all other records and documents of this Club; keeps an accurate record of the meetings and activities of this Club and of the Club Executive Committee; maintains an accurate and complete roster of individual members of this Club, including the address and status of each individual member; and transmits the same to the successor in office. The Club Secretary provides notices of meetings as required by this Constitution, and immediately notifies World Headquarters of Toastmasters International of any change in the roster of individual members.

**Sec. 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.

**Sec. 7.** The Sergeant at Arms is responsible for Club property management, meeting room preparation, and hospitality. The Sergeant at Arms chairs the Social and Reception Committee.

**Sec. 8.** The Immediate Past Club President provides advice and counsel as requested by the Club President.

**Sec. 9.** In the event the Club President and/or Vice President Education shall be unable to attend a meeting of the District Council, they shall certify the proxy credentials of the official representative or representatives of this Club attending said District Council meeting. Such representative(s) shall be active individual members of this Club.

**Sec. 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, District Administrative Bylaws, manuals, or other directives of Toastmasters International, or as may be assigned by this Club.

## Article VIII

### Committees:

**Sec. 1.** The Standing Committees of this Club shall be the Executive, Education, Membership, Public Relations, and Social and Reception Committees.

**Sec. 2.** The Club Executive Committee shall consist of the Officers of this Club named in this Constitution, with the Club President serving as the chairman. This Committee shall have charge of all business and administrative affairs of this Club and shall consider all matters concerning the welfare of this Club. All actions of the Executive Committee shall be submitted to this Club at the next business meeting for ratification. Any decision of the Executive Committee which this Club fails to ratify shall be null and void.

*Sec. 3.* The Education Committee shall have charge of the general educational program of this Club. It shall prepare, or cause to be prepared, all program schedules of this Club and shall publish the assignments at least three (3) weeks in advance. 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.

*Sec. 4.* The Membership Committee shall consider all applications for individual membership and report thereon to this Club, and shall arrange for proper induction of all new individual members. This Committee shall be responsible for maintaining Club individual membership and attendance. It shall be the goal of this Committee to ensure that the individual membership of this Club is at all times at charter strength or better.

*Sec. 5.* The Public Relations Committee shall arrange the preparation and dissemination of news releases regarding this Club's activities and educational programs and shall also promote opportunities for community participation in Toastmasters' learning programs. It shall also be responsible for all internal publications of this Club, including the Club newsletter.

*Sec. 6.* The Social and Reception Committee shall be responsible for all social functions of this Club and such other duties as may be assigned to it. It shall act as a reception committee at all meetings.

*Sec. 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, District Administrative Bylaws, manuals, or other directives of Toastmasters International, or as may be assigned by this Club.

## Article IX

### **Rules of Order:**

*Sec. 1.* Insofar as they do not conflict with the Articles of Incorporation or Bylaws of Toastmasters International, policies or procedures adopted by the Toastmasters International Board of Directors, this Club Constitution, the Bylaws of this Club, or laws applicable to nonprofit corporations, Robert's Rules of Order Newly Revised shall be the final authority as to parliamentary procedure, provided that if this Club is located in a jurisdiction where Robert's Rules are not a recognized authority on parliamentary procedure, the Bylaws of this Club shall specify in place of Robert's Rules the name of the recognized authority in the jurisdiction where this Club is located.

*Sec. 2.* A Parliamentarian may be appointed at each meeting by the Club President.

# Article X

## **Affiliation:**

**Sec. 1.** Upon receiving a Charter from Toastmasters International, and so long as this Club remains in good standing with Toastmasters International, this Club shall be a member of Toastmasters International, entitled to all the rights and powers, and subject to all the duties and requirements, of member Clubs as may be stated from time to time in the Articles of Incorporation and Bylaws of Toastmasters International, in the District Administrative Bylaws, in this Constitution, and in policy bulletins issued by the Toastmasters International Board of Directors.

**Sec. 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.

**Sec. 3.** This Club shall make per capita membership payments and other payments on all individual members as required by Toastmasters International, provided that there shall be no change affecting the financial obligations of this Club to Toastmasters International except after notice by publication in *The Toastmaster* magazine.

**Sec. 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.

**Sec. 5.** This Club is entitled to representation at all Toastmasters International Annual Business Meetings as provided in the Bylaws of Toastmasters International, and at any other meetings of the voting members of Toastmasters International, at Regional Conferences, and at District and Area Council meetings. This Club shall select its representatives in sufficient time for the Club President or Club Secretary to validate the proper credentials for them. In the event this Club is not represented at the Annual Business Meeting or the Regional Conference by personal representatives selected from this Club, the Executive Committee of this Club shall appoint and authorize a proxy with authority to act. Proxies for District Council Meetings shall be selected as set forth in Article VII, Sec. 9, above. Such representative or proxy shall be an active individual member of a Toastmasters International member Club and must be in good standing with Toastmasters International under Article III, Sec. 8, of the Bylaws of Toastmasters International.

*Sec. 6.* The Articles of Incorporation and the Bylaws of Toastmasters International, as they may be amended by their terms from time to time, and this Constitution, as it may be amended from time to time as provided in Article XII below, shall govern this Club and all other Toastmasters Clubs affiliated with Toastmasters International. This Club shall adopt no policy and shall take no action in conflict with the Articles of Incorporation or Bylaws of Toastmasters International, with this Constitution, or with any policy or purpose of Toastmasters International. This Constitution shall at no time be in conflict with the Articles of Incorporation, Bylaws or policies of Toastmasters International as they may be amended from time to time. This Club shall not have the power to amend any reference in its Bylaws to this Constitution.

## Article XI

### **Legal Status and Dissolution:**

*Sec. 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.

*Sec. 2.* In the event of dissolution of this Club, distribution of any funds, after payment of any indebtedness, shall be made either by contribution to any educational research or memorial fund maintained by Toastmasters International, or by contribution to another Toastmasters Club or to a Toastmasters District.

*Sec. 3.* This Constitution and the Bylaws of this Club 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.

# Article XII

## Amendments to Club Constitution:

*Sec. 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.

*Sec. 2.* Proposed amendments may be submitted by the Board of Directors to the voting membership of Toastmasters International at any time up to sixty (60) days before the membership meeting at which they will be considered.

*Sec. 3.* Proposed amendments may also be submitted by Toastmasters Clubs to the Annual Business Meeting of Toastmasters International as follows: Proposed amendments must be presented in writing to and received by the Board of Directors no later than December 31 before the Annual Business Meeting at which they are to be submitted. The proposing Club, or each proposing Club if there is more than one, shall have approved the proposed amendment by the vote of at least two-thirds of the active individual members of the Club present and voting at a Club business meeting at which a quorum is present; such approval shall be evidenced by a certificate stating the proposed amendment signed by all the active individual Club members who voted to approve the proposed amendment. Each proposing Club shall submit such a certificate to the Board of Directors no later than the December 31 deadline. The proposed amendment shall be placed before the voting members of Toastmasters International only if the proposed amendment and certificate(s) are presented to and received by the Board no later than December 31 and one of the following conditions is met:

(a) The Board of Directors votes to place the proposed amendment before the voting membership;  
or

(b) The amendment is proposed by at least one percent (1%) of all the votes held by the voting membership of Toastmasters International, including member Clubs and Delegates at Large; or

(c) (1) the proponent(s) of the amendment agree to bear the full reasonable administrative cost to Toastmasters International of submitting the proposed amendment to the voting membership for a vote; and (2) no other Club Constitution amendment proposed by any proponent of the amendment shall be placed before the voting membership at the same meeting; and (3) if an amendment on substantially the same subject has been voted on by the voting membership within five (5) calendar years before the meeting at which the amendment will be submitted, such prior proposed amendment shall have received no less than thirty percent (30%) of the votes cast;

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

**Sec. 4.** Notice of any proposed amendments to be submitted to the voting membership of Toastmasters International for a vote shall be mailed by the Executive Director to each voting member at least sixty (60) days before the meeting, together with any recommendation of the Board of Directors thereon. Any such recommendation shall also be presented to the voting members at the meeting before the vote is taken on the proposed amendments. No amendments to the proposed amendment may be made during the meeting, nor at any time after sixty (60) days prior to the meeting.

**Sec. 5.** In the event of two or more Club Constitution amendment proposals presented to the same meeting of members, which the Board determines to be in conflict with each other, only the proposal receiving the highest majority of votes cast shall be adopted.

# Bylaws

OF THE CENTURY TOASTMASTERS

## Toastmasters Club

OF SAN DIEGO, CALIFORNIA

CLUB NO. 9273 DISTRICT NO. 5

## Article I

### **Name:**

The name and location of this Club shall be as set forth above in the title of these Bylaws. Such name and location may be changed as provided in Article VII below.

## Article II

### **Membership:**

*Sec. 1.* Subject to the nondiscrimination requirements set forth in Section 1 of Article II of the Club Constitution, individual membership in this Club shall be restricted to **NO** **RESTRICTIONS.**

*Sec. 2.* Honorary individual memberships in this Club shall be conferred for a term of **ONE (1)** year(s) and otherwise as provided in the Club Constitution.

# Article III

## Fees and Dues:

**Sec. 1.** The initiation fee for individual membership in this Club shall be \$ 5, payable as provided in the Club Constitution.

*(The dues collected from a new individual member in addition to the initiation fee shall include the new individual member fee and per capita payment to Toastmasters International, plus any Club dues.)*

**Sec. 2.** The dues of this Club for active individual members shall be \$ 25 per person per 6 MONTHS. Such dues shall be payable in advance on or before 3/15 AND 9/15.

*(Club dues shall include the amount of the Toastmasters International per capita payment.)*

**Sec. 3.** Reinstatement to individual membership of a former individual member shall call for a payment of a reinstatement fee of \$ ZERO (0).

*(The reinstatement fee is optional and, if collected, is retained by the Club. If the Club does not charge a reinstatement fee, place a "0" on the line above.)*

**Sec. 4.** The fee for an individual member of another Toastmasters Club who transfers into this Club shall be \$ ZERO (0). Other conditions of transfer into this Club shall be as stated in the Club Constitution.

*(The transfer fee is optional and, if collected, is retained by the Club. If the Club does not charge a transfer fee, place a "0" on the line above.)*

**Sec. 5.** The dues of this Club for inactive individual members shall be \$ ZERO (0) per person per N/A.

*(The Club may set the dues for inactive individual members at any amount up to the amount of dues for active individual members, provided that inactive individual member dues must include the per capita payment required of this Club to Toastmasters International attributable to such inactive individual member, as provided in the Club Constitution.)*

# Article IV

## Meetings:

**Sec. 1.** Regular meetings of this Club, which shall include any business meeting of active individual members, shall be held every WEDNESDAY, at such hour and place as this Club from time to time shall designate.

**Sec. 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 President.

**Sec. 3.** The Executive Committee of this Club shall meet at least MONTHLY, at such hours and places as it may determine.

## Article V

### Election of Officers:

**Sec. 1.** The Officers of this Club shall be as provided in the Club Constitution, with selection, duties, and terms as provided therein. In addition, this Club shall have as Officers N/A.

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**Sec. 2.** The additional Officers of this Club provided in the preceding Section shall be selected and have duties as follows: N/A

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*(If this Club does not wish to elect additional Officers, write "none" above in both Sec. 1 and Sec. 2.)*

**Sec. 3.** This Club elects Officers for the following terms of office (check one):

Half-year terms, from July 1 to December 31 and from January 1 to June 30.

Full-year terms, from July 1 to June 30.

*(Clubs meeting every week throughout the entire year may choose half-year terms; all other Clubs must choose full-year terms. The beginning and end of the terms are set forth in Article VI, Sec. 3, of the Club Constitution.)*

# Article VI

## Rules of Order:

*Sec. 1.* Since Robert's Rules are not a recognized authority on parliamentary procedure in the jurisdiction where this Club is located, N/A shall be deemed substituted for Robert's Rules in Article IX, Sec. 1, of the Club Constitution with respect to this Club.

*(Complete this Article only if this Club is located in a jurisdiction where Robert's Rules of Order, Newly Revised are not recognized parliamentary authority.)*

# Article VII

## Amendments:

*Sec. 1.* Subject to the review of Toastmasters International, and provided the proposed amendment is within the scope of permitted amendments, these Bylaws may be amended, including amendments to change the name or location of this Club, at any duly called and noticed business meeting of this Club at which a quorum is present, by the affirmative vote of at least two-thirds of the active individual members present and voting. Any such amendment must be proposed in writing by an active individual member at the meeting immediately preceding that at which the amendment is to be voted on.

*Sec. 2.* The scope of these Bylaws, and any amendments to these Bylaws, is limited to the matters specifically placed within the discretion of this Club by the Club Constitution or by a policy of the Board of Directors of Toastmasters International. This Club shall not have the power to amend any reference in these Bylaws to the Club Constitution.

*Sec. 3.* Upon its adoption by this Club, the Club Secretary shall immediately mail a copy of any Bylaws amendment to the Executive Director at World Headquarters of Toastmasters International for review. If Toastmasters International finds that the amendment does not exceed the scope of permitted amendments to the Bylaws of this Club and is not otherwise improper, the amendment shall be filed in the records of Toastmasters International. If Toastmasters International determines that the amendment exceeds the scope of permitted amendments or is otherwise improper, Toastmasters International shall so notify this Club, and the amendment shall be null, void, and of no effect.

# Certificate of Secretary

I, MATT GREENBERGS, certify that I am presently the duly elected and acting Secretary of CENTURY Toastmasters Club, Club Number 9273, an unincorporated association, and that the above Bylaws, consisting of 25 pages, are the Bylaws of this Club as adopted at a duly called and noticed business meeting of this Club at which a quorum was at all times present, by the affirmative vote of at least two-thirds of the active individual members present and voting, on OCTOBER 8, 2003.

DATED: \_\_\_\_\_  
\_\_\_\_\_ CLUB SECRETARY

# Glossary of Governing Documents

*The following glossary collects definitions found throughout the governing documents (Articles of Incorporation, Bylaws of Toastmasters International, District Administrative Bylaws, Toastmasters Club Constitution and Standard Club Bylaws) for convenient reference. However, this glossary does not contain every term used in the governing documents, nor are these summary definitions intended to substitute for the full definitions given in the governing documents themselves. If any question should arise concerning the definition of any term in this glossary, the reader is advised to consult the governing documents. Nothing in this glossary shall be considered in legally or judicially construing the meaning of any term in the governing documents.*

**Annual Business Meeting:** The regular yearly meeting of the voting members of Toastmasters International, held during the International Convention.

**Areas:** Administrative units within each District of Toastmasters International, each of which is under the direction of an Area Governor. The District may organize Areas together into Divisions.

**Articles of Incorporation:** The Amended and Restated Articles of Incorporation of Toastmasters International, as filed with the California Secretary of State.

**Board or Board of Directors:** The Board of Directors of Toastmasters International, a California nonprofit public benefit corporation, consisting of 23 voting Directors, who are the International President, the Senior Vice President, the Second and Third Vice Presidents, the Immediate Past International President, two International Directors from each of eight geographic Regions, and two elected International Directors from outside the United States and Canada. The Executive Director of Toastmasters International is an ex officio member of the Board without voting privileges.

**Bylaws:** Depending on the context, either: (1) the Bylaws of Toastmasters International, a California nonprofit public benefit corporation; or (2) the Standard Club Bylaws for member Clubs.

**Charter:** A document issued by World Headquarters and signed by the International President and the Executive Director that commences membership in Toastmasters International of a member Club.

**Clubs or Member Clubs:** Groups which have subscribed to the purposes and ideals of Toastmasters International and have been granted a Charter and continue to function in compliance with the conditions set forth in the Articles of Incorporation, the Bylaws, the Club Constitution, the policies established by the Board of Directors, and the decisions of the Board and its authorized agents and representatives. Clubs are unincorporated associations, existing as legal entities separate from, but affiliated with, Toastmasters International.

**Constitution or Club Constitution:** Toastmasters Club Constitution for member Clubs of Toastmasters International, which is standard for all Clubs and must be adopted by a Club in order to become a member Club within Toastmasters International.

**Corporation, this or the:** Toastmasters International, a California nonprofit public benefit

corporation.

**Delegates at Large:** The Toastmasters International President, the Vice Presidents, the International Directors, Past International Presidents, Past International Directors, and District Governors, subject to the conditions of membership stated in the Bylaws.

**Designated representative:** The person through whom member Clubs exercise their rights and obligations of membership; generally the President of the member Club.

**Director:** A voting member of the Board of Directors of Toastmasters International.

**District Administrative Bylaws:** The central document governing administration of the Districts of Toastmasters International, issued and modified from time to time by the Board of Directors.

**Districts:** Administrative units of Toastmasters International, organized based on the territory covered by groups of adjacent member Clubs, whose boundaries are established and modified subject to the approval of the Board of Directors. Each District is designated by a number. Each District is divided into Areas, and in some Districts, Areas are organized together into Divisions. Districts are governed by the District Administrative Bylaws.

**Divisions:** Administrative units into which some Districts of Toastmasters International are divided, each under the direction of a Division Governor and consisting of a number of adjacent Areas.

**Executive Committee:** Depending on the context, any of the following: (1) The Executive Committee of the Board of Directors, which exercises the power of the Board in some circumstances, and consists of the International President, the three Vice Presidents, the Immediate Past International President, and the Executive Director as an ex officio member without voting rights; or (2) the Executive Committee of a District of Toastmasters International, consisting of the District Governor, the Lieutenant Governor Education and Training, the Lieutenant Governor Marketing, the Public Relations Officer, the District Secretary, the District Treasurer, the Area Governors, and any Division Governors, together with the Immediate Past District Governor; or (3) the Executive Committee of a member Club, consisting of the Officers of the Club named in the Club's Constitution; i.e., 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.

**Executive Director:** The Executive Director of Toastmasters International, who is the managing officer of the corporation under the supervision of the Executive Committee and the Board of Directors and is appointed by the Board of Directors.

**Good standing of individual members of Clubs:** Membership status required in order for individual members of Clubs to vote at the Club level or otherwise participate in Toastmasters International activities open to individual members of Clubs. Good standing is presumed on admission of an individual member into a Club, and thereafter continues so long as the individual remains a member of the Club, the Club is not suspended or terminated, the Club pays when due fees and payments relating to such member, the Club continues to recognize the individual as a member in good standing, and the individual member has not been suspended or removed from good standing with Toastmasters International by action of the Board of Directors.

**Individual members:** Persons who are members of Clubs that are members of Toastmasters International.

**International President:** The President of Toastmasters International, who is the chief executive officer of the corporation and who presides over the Board of Directors and the Annual Business Meeting.

**Manual of Management Operations:** A manual adopted and modified from time to time by the Board of Directors of Toastmasters International, containing policies for the administration of the organization.

**Officers:** Depending on the context, the Officers of: (1) Toastmasters International, who are the International President, the Senior Vice President, the Second and Third Vice Presidents, the Immediate Past International President, the 18 International Directors, the Secretary-Treasurer, the Executive Director, and the District Governor for each District of Toastmasters International; or (2) a District of Toastmasters International, who are the District Officers, consisting of the District Governor, the Lieutenant Governor Education and Training, the Lieutenant Governor Marketing, the Public Relations Officer, the District Secretary, the District Treasurer, Area Governors, and possibly including Division Governors at the discretion of the District Council (each Past District Governor shall be an ex officio Officer of the District); or (3) a member Club of Toastmasters International, who are 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.

**Quorum:** The minimum number of the voting members required to be present for a meeting to legally transact business. The Bylaws of Toastmasters International contain an Article stating the quorum requirements for the Annual Business Meeting and other member meetings, for the Board of Directors, and for Board Committees. The District Administrative Bylaws and Club Constitution also contain quorum requirements for meetings at the District and Club levels.

**Regions:** Geographic areas representing the territory of groups of member Clubs, the boundaries of which may be modified from time to time by a two-thirds vote of the entire Board. Each Region should have as nearly as possible an equal number of Clubs, and no Region should have more than 15% of the total number of member Clubs in good standing at the end of the fiscal year immediately preceding any modification.

**Standing Committees:** Depending on the context, any of the following: (1) the Executive Committee, the Nominating Committee, the Advisory Committee of Past Presidents, the Marketing and Education Committee, the Governance and Policy Committee, and the District Administration Committee of Toastmasters International, and such other Committees as the Board from time to time may establish (except for the Executive Committee, these Committees are advisory and do not exercise the power of the Board of Directors); or (2) the Executive Committee, Nominating Committee, and Audit Committee of a District of Toastmasters International; or (3) the Executive, Education, Membership, Public Relations, and Social and Reception Committees of a member Club of Toastmasters International.

**Vote...of the Board:** A vote in which the required majority or greater percentage necessary for action shall be calculated using the number of Directors present at a duly noticed meeting at which a quorum is present.

**Vote...of the entire Board:** A vote in which the required majority or greater percentage necessary for action shall be calculated using the total number of Directors then in office.

**World Headquarters:** The principal place of business of Toastmasters International, in Rancho Santa Margarita, California.

# Certificate of Club Adoption

The undersigned, being the validly elected and duly acting President and Secretary of the CENTURY Toastmasters Club of SAN DIEGO, do hereby certify that on the 8th day of OCTOBER, 2003, this Club adopted and agreed to be bound by the terms of this Constitution, 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