

By-Laws of the Rotary Means Business Fellowship

PREAMBLE

The following Bylaws of the Rotary Means Business Fellowship provide rules for conducting the business, operation and activities of said Fellowship.

ARTICLE I - NAME; NON-PROFIT

Section 1.1. **Name.** The name of this Rotary Fellowship shall be **Rotary Means Business Fellowship**. In these By-Laws, the Fellowship may also be referred to as “RMBF” in lieu of the complete Fellowship name.

Section 2.2. **Non-Profit.** RMBF shall organize as a 501(c)(4) entity.

ARTICLE II - PURPOSE; CONDUCT; NOT AN AGENCY

Section 2.1. **Purpose.** The purpose of the Rotary Means Business Fellowship (“RMBF”) is to support the success of fellow Rotary members by doing business with them and referring others to them in order to build stronger businesses, communities, members, Foundation, clubs and ultimately Rotary.

Section 2.2. **Code of Conduct.** It is expected that all members of RMBF shall conduct themselves in accordance with RMBF’s and Rotary International’s Codes of Conduct.

Section 2.3. **Not an Agency.** This Rotary Fellowship shall operate in compliance with Rotary International’s policies for Rotary Fellowships, but it shall not be an agency of, or controlled by, Rotary International.

ARTICLE III MEMBERSHIP

Section 3.1. **Membership Qualification.** The Rotary Fellowship shall have at least 25 members representing at least five countries. Membership in RMBF shall be open to any qualified active Rotarian. Associate Membership may be offered to any qualified individual who agrees in writing to always honor Rotary’s 4-Way Test in any dealing with other RMB Fellowship members. The Fellowship will be inclusive to participants from all backgrounds regardless of their age, ethnicity, race, color, abilities, religion, socioeconomic status, culture, sex, sexual orientation, and gender identity.

Section 3.2. **Term** Membership shall be offered on an annual, lifetime, or honorary basis. Associate membership may be offered on an annual basis. Other memberships may be offered at the discretion of RMBF’s Board of Directors.

Section 3.3 **Termination.** The Board of Directors, by affirmative vote of two-thirds, may suspend or terminate a membership for cause after an appropriate hearing.

Section 3.4 **Resignation.** Any member may resign by submitting a written resignation.

Section 3.5 **Reinstatement.** Upon written request signed by a former member and filed with the Secretary, the Board may, by the affirmative vote of two-thirds, reinstate such former member to membership upon such terms as the Board may deem appropriate.

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ARTICLE IV BOARD OF DIRECTORS

Section 4.1. **Members of the Board; Term of office.** The Board of Directors of RMBF (the "Board") shall consist of not less than five (5) and not more than eleven (11) members. Directors' seats shall be distributed and assigned to reflect the proportion of local chapters in each geographic area, as outlined on the Fellowship's Policies and Procedures. At a minimum, at least three geographic regions must be represented. Candidates must be active Fellowship members with dues paid currently. Once elected, Board members must become Lifetime members. Board members shall serve two-year terms which shall be staggered to allow continuity within the Board. Directors' terms are renewable. After six consecutive years of service, Directors are ineligible to serve until three years have passed.

Section 4.2. **Election of Board of Directors.** The procedure for nomination and election of members of the RMBF Board of Directors is set forth in the Board's "Rotary Means Business Fellowship Board of Directors Election Policy," which is included in the "Rotary Means Business Fellowship Policies and Procedures."

Section 4.3. **Voting Rights and Process.** All members in good standing of RMBF shall have the right to one vote per Director position on the ballot. A member may only cast one vote for a candidate; cumulative voting shall not be allowed. Votes may be submitted via regular mail, electronic submission, overnight carrier or other means so long as a ballot is received by the time in the election notice. No vote may be submitted by proxy.

Section 4.4. **Removal of Director.** A Board member may be removed if the Director is unfit to serve, is no longer a member of RMBF, or fails to attend three (3) Board meetings during a Rotary year.

Section 4.5. **Vacancies on the Board.** The Board may fill any vacancy that occurs on the Board, or in the event the number of Directors is increased or the failure of an election to fill an unexpired term of a Director. Vacancies may be filled by the Board by unanimous written consents of the remaining Directors or a majority vote at a duly called meeting of the Board.

Section 4.6. **Finance Committee.** The Board may appoint and maintain a Finance Committee which shall, at a minimum, include the Treasurer and two (2) other Directors or members of RMBF at the discretion of the Board. The Finance Committee may, on request of the Chair or a majority of the Board, prepare and submit an annual budget prior to the beginning of each year. On request of the Board, the Finance Committee may also serve as an Audit Committee

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ARTICLE V OFFICERS

Section 5.1. **Officers.** The Officers of RMBF shall include the following:

- a. Chair
- b. Vice Chair
- c. Secretary
- d. Treasurer
- e. Chair Emeritus, at the discretion of the Board

The Officers of RMBF shall be appointed by the Board at a duly scheduled meeting and by majority vote of the Board. Officers shall be appointed for one-year terms. Officers may serve more than one term as determined by the Board. Except for Chair Emeritus, in order to be an Officer of RMBF, an individual must be a Director in good standing of RMBF. The Chair must be an active Rotary Member in good standing.

Section 5.2.. **Duties of Officers.** The Officers of RMBF shall have the following duties:

- a. **Chair:** Preside at meetings of the Board and general membership, act as primary liaison to Rotary International, the RMBF membership and the public, prepare agendas for Board and RMBF membership meetings, act as signatory on RMBF's financial accounts, and sign legal documents.
- b. **Vice Chair:** Lead meetings of the Board and RMBF membership in the absence of the Chairman, fulfill other duties and activities as requested by the Chairman, develop programs to recruit and retain members, maintain current and past membership rolls, act as initial contact for membership issues, act as signatory on RMBF's financial accounts and sign legal documents.
- c. **Secretary:** Record and maintain files of all RMBF Board meetings, sign legal documents, prepare report for annual RMBF membership meeting, publish newsletter, and manage all communications to the RMBF membership.
- d. **Treasurer:** Manage all RMBF funds, financial accounts and investments, manage accounts receivable and payable, collect and record dues from members and chapters of RMBF, chair a finance committee of RMBF, act as signatory on RMBF's financial accounts, prepare periodic financial reports for Board and prepare an annual financial report for the annual membership meetings.
- e. **Chair Emeritus:** Provide continuity for the RMBF Board, and other duties and assignments as agreed to by the RMBF Board and Chair Emeritus. If the Chair Emeritus is not a currently serving Director, the Chair Emeritus shall act only in a non-voting, advisory capacity.

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ARTICLE VI MEETINGS

Section 6.1. **Board Meetings.** Board meetings shall be held at least quarterly and at other times as decided by the Board. For a Board meeting, a quorum shall exist if fifty percent (50%) of the members of the Board are present in person or by electronic or telephonic means. Board meetings shall be conducted according to Roberts Rules of Order. A special meeting may be called by the Chairman or two (2) Directors.

Section 6.1. **General Membership Meetings.**

- a. **Annual Meeting.** A general membership meeting shall be held annually at a place and time decided by the Board.
 - (1) The annual meeting may be held electronically or telephonically .
 - (2) Notice of the annual meeting shall be given no less than thirty (30) days prior to the meeting.
 - (3) No quorum shall be required in order to conduct business at the general membership meeting .
 - (4) The general membership meeting shall be conducted according to Roberts Rules of Order.
 - (5) At the annual meeting, the Chair shall present an Annual Report, which shall also be posted on RMBF's website prior to the annual meeting, and the Treasurer shall present an Annual Financial Report.
- b. **Special Meeting.** A special meeting of the general membership may be called by a majority of the Board of Directors or by twenty-five percent (25%) of the current general membership of RMBF . The notice of the special meeting shall include the purpose of the special meeting.
- c. **Rotary International Policy on Attendance .** Membership meetings shall be open to all active members of the Fellowship whose dues are paid to date.
- d. **Notice of Meetings.** A notice shall be given electronically for all general membership meetings. All such notices shall be sent no less than seven (7) nor more than ninety (90) days prior to a meeting.
- e. **Voting.** A member shall be entitled to vote at a General Membership Meeting if he or she is in good standing in the RMBF and has paid annual or lifetime dues as of the date of the meeting.

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ARTICLE VII ELECTION OF DIRECTORS

Section 7.1. **Election.** The election of Directors shall be operated as outlined on the Rotary Means Business Fellowship Policies and Procedures. The relevant passages are appended to these By-Laws for the information of Rotary Fellowships, but are not a part of the By-Laws.

Section 7.2. **Vacancy.** A vacancy in RMBF's Board of Directors, or any office, shall be filled by action of the Rotary Fellowship's Board of Directors.

Section 7.3. **Removal.** A Director or Officer may be removed from office by a two-thirds vote of the RMBF's Board of Directors, or, by a two-thirds vote of the membership.

Section 7.4 **Disputes.** All election and governance disputes shall be resolved amicably by the fellowship. Guidance from an independent third party may be sought to help resolve disputes. RI will not intervene.

ARTICLE VIII CHAPTERS

Section 8.1 **Local Chapters.** Since the approval as an official Rotary Fellowship, Rotary Means Business Fellowship's core structure has been to encourage and foster local chapters.

Section 8.2. **Visual Identity.** RMBF chapters must use RMBF's RI-approved name and visual identity with a chapter-specific identifier. Since the visual identity parameters are updated periodically, those rules are not included in the By-Laws, but are outlined in the Fellowship's Policies and Procedures.

Section 8.3. **Compliance.** While RMBF oversees its chapters, each chapter is responsible for complying with the policies set forth by Rotary International and the Rotary Fellowship. Chapters may set their own membership policies regarding RMBF associate members. RMBF may enforce each chapter's compliance with RI policies.

Section 8.4 **Chapter Dues.** RMBF may collect nominal dues from its chapters to offset administrative expenses incurred as a result supporting chapters. The amount of annual dues will be set by the Board of Directors.

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ARTICLE IX FISCAL MATTERS

Section 9.1. **Fiscal Year.** The fiscal year of RMBF shall be the same as the Rotary year, i.e.1 July through 30 June.

Section 9.2. **Dues.** RMBF's dues shall be set by the Board of Directors and shall be due on 1 July of each year. The Rotary Fellowship's dues shall be of a reasonable amount.

Section 9.3. **Banking.** Funds shall be deposited in a financial institution approved by the Board of Directors.

Section 9.4. **Budget.** Annual budget may be presented and approved at the annual meeting. An annual report is due to RI by 1 September of each year. Publication of the annual report of activities and financials will be presented annually to members.

Section 9.5. **Authority.** All fiscal policies and financial decisions will be made by the appropriate officer(s) under the guidance of the Board of Directors. In making fiscal decisions, the Board of Directors shall follow any policies outlined in RMBF's Policies and Procedures.

ARTICLE X HARASSMENT-FREE ENVIRONMENT

Section 10.1. RMBF is committed to maintaining an environment that is free of harassment. Harassment is broadly defined as any conduct, verbal or physical, that denigrates, insults or offends a person or group based on any characteristic (age, ethnicity, race, color, abilities, religion, socioeconomic status, culture, sex, sexual orientations or gender identity).

All members and individuals attending or participating in RMBF's meetings, events or activities should expect an environment free of harassment and shall help maintain an environment that promotes safety, courtesy, dignity, and respect to all. All allegations of criminal activity should be referred to appropriate local law enforcement authorities.

Section 10.2 RMBF shall promptly address allegations of harassment brought before it and shall not retaliate against those making the allegation. The Fellowships Board, or a committee appointed by the chair for this purpose, shall review and respond to each allegation of harassment within a reasonable time-frame, typically one month. If the chair or other leaders of RMBF is/are the alleged offender, the immediate past chair (or most recent chair), directly or by appointment of a committee for this purpose, shall review and respond to the allegation. If the alleged offender is a member of the RMBF board, he or she is expected to recuse himself or herself from the discussion. The review and/or investigation shall be dependent on the circumstances including the severity and pervasiveness of the behavior.

RMBF shall report allegations of harassment to the alleged offender's club president and district governor.

Section 10.3 RMBF shall protect the safety and wellbeing of all youth participating in its activities and comply with Rotary International's youth protection policies. Membership or affiliation shall not be granted to a person who is known to have engaged in sexual abuse or harassment or who is prohibited from being a member of a Rotary or Rotaract Club.

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ARTICLE XI COMPLIANCE WITH RI POLICIES

Section 11.1. These standard bylaws may be amended only by the RMBF Board of Directors, and must subsequently be approved by a vote of the general membership.

Section 11.2. RMBF must adopt RI's amendments to the standard bylaws once the general secretary communicates such amendments to Rotary Fellowships.

Section 11.3. Notwithstanding the above provision, RMBF may adopt amendments and administration procedures not in conflict with the provisions of these bylaws and the constitution and bylaws of Rotary International. See Article XII for the amendment procedure.

Section 11.4. RMBF shall comply with Rotary International's policies for Rotary Fellowships and Rotary Fellowships Standard Bylaws, as set forth in the Rotary International Code of Policies. RMBF's Board of Directors and Executive Officers shall familiarize themselves with these policies and any amendments to these policies as adopted by the RI Board of Directors from time to time.

ARTICLE XII AMENDMENTS

Section 12.1. An amendment to these Bylaws may be proposed by the Board of Directors or by a petition from the membership which is signed or approved by the greater of ten percent (10%) of the RMBF membership or one hundred (100) members, in good standing in RMBF. A proposed Bylaw amendment shall be distributed by any means to the general membership of RMBF, and a vote on the proposed Bylaw amendment may be held by the general membership no less than thirty (30) days after distribution. The proposed amendment will be considered passed if it is approved by a majority of the RMBF members voting.

ARTICLE XIII EFFECTIVE DATE

Section 13.1. Once approved by both the Board of Directors and the general membership, these By-Laws will become effective on 1 January, 2027, and shall replace any By-Laws currently in effect at that time.

Approved by the Board of Directors on 06 May, 2024

Approved by the general membership on _____

Sachin Gururaj, Chair

Rajamohan Dhandapani, Secretary