



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 as a tax-exempt business league under Section 501(c)(6) of the Internal Revenue Code.

Name.

The name of this corporation is the Rotary Means Business Fellowship ("RMBF").

Principal Office.

The principal office for the transaction of the activities and affairs of the corporation is located at 2529 Caballo Court, Santa Rosa, CA 95401. The Board of Directors may, by resolution, change the principal office within the State of California. Any change of location shall be noted by the Secretary in the minutes and reported as required by law.

Other Offices.

The corporation may also have offices at such other places, within or outside the State of California, where it is qualified to do business, as its activities may require and as the Board of Directors may designate.

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ARTICLE I PURPOSE; TAX-EXEMPT STATUS

Section 1.01 Tax-Exempt Purpose

The Rotary Means Business Fellowship ("RMBF") is organized as a business league under Section 501(c)(6) of the Internal Revenue Code. The purpose of RMBF is to promote the common business interests of members of the Rotary International community by:

- a. Improving business conditions and practices within the Rotary business community;
- b. Advancing the professional development and business knowledge of Rotarians engaged in business activities;
- c. Fostering ethical business practices and professional standards among Rotarian business professionals;
- d. Promoting networking and collaboration that benefits the entire line of business represented by Rotarian entrepreneurs, professionals, and business owners;
- e. Providing education and resources that enhance business success across the Rotary business community; and
- f. Ultimately supporting initiatives that strengthen the business environment for all Rotarian business professionals.

Section 1.02 Operational Restrictions

RMBF shall not engage in regular business of a kind ordinarily carried on for profit. The organization shall operate exclusively to promote common business interests and shall not perform particular services for individual members that would otherwise be available commercially. No part of the net earnings of RMBF shall inure to the benefit of any private shareholder or individual, except that reasonable compensation may be paid for services actually rendered and necessary expenses may be reimbursed.

Section 1.03 Code of Conduct

All individual members of RMBF shall conduct themselves in accordance with RMBF's Code of Conduct, Rotary International's Code of Conduct, and all applicable laws and regulations governing tax-exempt organizations.

ARTICLE II ORGANIZATIONAL STRUCTURE

RMBF shall consist of a Board of Directors, committees of the Board of Directors, Officers, and such other units as determined by the Board of Directors to be necessary for the effective operation of the organization.

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ARTICLE III MEMBERSHIP

Section 3.01. **Membership Qualification.**

The Rotary Fellowship shall have at least 25 members representing at least five countries. 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.

- a. General membership in RMBF shall be open to any qualified active member in good standing of a Rotary or Rotaract club.
- b. 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.
- c. Common Business Interest Requirement: All members must share common business interests as business owners, professionals, entrepreneurs, or individuals engaged in business activities within the Rotary community. Membership shall not be limited to specific brands, products, or narrow business segments.

Section 3.02 **Membership Benefits**

Benefits provided to members shall be incidental to the exempt purpose of promoting common business interests and shall not constitute the primary activity of the organization. Any services provided shall benefit the entire line of business represented by the membership rather than particular individuals.

Section 3.03. **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 3.04 **Termination of Membership**

The Board of Directors, by affirmative vote of two-thirds, may suspend or terminate the membership of any individual upon the occurrence of any of the following:

- a. Termination of an individual's active engagement in business activities;
- b. Failure to pay membership dues or assessments;
- c. Violation of the Code of Conduct of either RMBF or Rotary International;
- d. Violation of RMBF's Bylaws, Rules, or Policies; or
- e. Conduct detrimental to the tax-exempt status of the organization.

Section 3.05 **Resignation.**

Any member may resign by submitting a written resignation.

Section 3.06 **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 4.01. **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.

Section 4.02 **Term Limits.**

After six consecutive years of service, Directors are ineligible to be a candidate for election until three years have passed since the end of his or her previous term.

Section 4.03. **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 4.04. **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 4.05. **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 4.06. **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 4.07. **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

Section 4.08 **Conflict of Interest**

- a. The Board shall adopt and maintain a written conflict of interest policy requiring annual disclosure of potential conflicts by all directors and officers.
- b. Directors with conflicts of interest on specific matters shall recuse themselves from discussion and voting on such matters.
- c. The Board shall review and approve any compensation arrangements with directors, officers, or key employees to ensure reasonableness.
- d. See the Policies and Procedures for the complete Conflict of Interest policy.

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Section 4.09 Indemnification

To the fullest extent permitted by law, RMBF shall indemnify its Directors, officers, employees, and agents, and may advance expenses to such persons, for any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative, by reason of their service to RMBF as a Director, officer, employee, or agent, provided such person acted in good faith and in a manner reasonably believed to be in the best interests of the corporation. The right to indemnification shall not be exclusive of other rights. The corporation may purchase and maintain insurance on behalf of such persons against any liability asserted against or incurred by them in such capacity.

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ARTICLE V OFFICERS

Section 5.01. **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 executive Officers (Chair, Vice Chair) and regular Officers (Secretary, Treasurer) of RMBF shall be nominated by any member of the Board at a duly scheduled meeting and approved by majority vote of the Board. The Chair Emeritus may be nominated by any member of the Board and voted on by the entire Board, or may be appointed by the Chair, requiring no vote of approval by the Board. Officers shall be appointed for one-year terms. Officers may serve more than one term, but no more than three consecutive years in the same role. Unless approved unanimously by the Board, consecutive successor officers for the same executive position may not represent the same region.

If qualified candidates can not be identified for all officerships, on a 2/3 vote of the Board, the offices of Secretary and Treasurer may be combined to a joint Secretary-Treasurer. This combined office approval must be renewed each year by a 2/3 vote of 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 Rotarian in good standing.

Section 5.02. **Duties of Officers.**

The Officers of RMBF shall perform their duties as outlined in the RMBF Policies and Procedures.

Section 5.03 **Officer Restrictions**

No person serving as Secretary, Treasurer/Chief Financial Officer, or Vice-Chair may serve concurrently as Chair or President, to comply with California Corporations Code provisions.

ARTICLE VI ELECTION OF DIRECTORS

Section 6.01. **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 6.02. **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 6.03. **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 6.04 **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.

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ARTICLE VII CHAPTERS

Section 7.01 **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 7.02. **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 7.03. **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 7.04 **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 VIII MEETINGS

Section 8.01. **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.

Section 8.02. **General Membership Meetings.**

a. **Annual Meeting.**

A general membership meeting shall be held annually at a place and time decided by the Board.

- (i) The annual meeting may be held electronically or telephonically .
- (ii) Notice of the annual meeting shall be given no less than thirty (30) days prior to the meeting.
- (iii) No quorum shall be required in order to conduct business at the general membership meeting .
- (iv) The general membership meeting shall be conducted according to Roberts Rules of Order.
- (v) 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 the Chairman, two (2) 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 .**

Pursuant to Rotary International's policy, membership meetings shall be open to all Rotarians and their spouses, partners and significant others. Only active members of the Fellowship whose dues are paid to date may vote.

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.

Section 8.03 **Electronic Notices & Consents**

Members and Directors may receive notices and other communications by electronic transmission, subject to their consent and as allowed under California law.

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ARTICLE IX FISCAL MATTERS

Section 9.01. **Fiscal Year.**

The fiscal year of RMBF shall be 1 July through 30 June, consistent with the Rotary year.

Section 9.02. **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 9.03. **Banking.**

Funds shall be deposited in a financial institution approved by the Board of Directors.

Section 9.04 **Fiscal Policy and Budget**

All fiscal policies and financial decisions shall be made by appropriate officers under Board guidance, following policies outlined in the Fellowship's Policies and Procedures.

Section 9.05. **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 9.06. **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.

Section 9.07 **Political Activities and Lobbying**

- a. RMBF may engage in lobbying activities and political activities consistent with maintaining its tax-exempt status under Section 501(c)(6).
- b. Political activities shall not constitute the organization's primary purpose.
- c. The organization shall comply with all reporting requirements regarding political expenditures and lobbying activities.

Section 9.08 **Member Notification Requirements**

The organization shall annually notify members of the non-deductible portion of dues allocated to lobbying and political activities as required by IRC Section 6033(e), or alternatively pay proxy taxes at the highest corporate rate.

Section 9.09 **Dissolution**

Upon dissolution of RMBF, the Board of Directors shall distribute remaining assets, after payment of debts and obligations, to one or more organizations exempt under Section 501(c)(6) of the Internal Revenue Code with similar purposes, or as otherwise determined by the Board in accordance with applicable law. Assets may only be distributed to members proportionally if consistent with applicable law and the organization's exempt purposes. Notwithstanding, assets must be distributed consistent with both IRS and California law relating to requirements for tax exempt and nonprofit mutual benefit corporations.

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ARTICLE X TAX-EXEMPT STATUS MAINTENANCE

Section 10.01 **Exclusive Operation**

RMBF shall operate exclusively as a business league under Section 501(c)(6) of the Internal Revenue Code and shall not jeopardize its tax-exempt status through prohibited activities.

Section 10.02 **Prohibited Activities**

RMBF shall not:

- a. Engage in regular business of a kind ordinarily carried on for profit as its primary activity;
- b. Provide particular services to individual members that would otherwise be available commercially;
- c. Operate for the primary benefit of private interests;
- d. Distribute earnings to private shareholders or individuals except as reasonable compensation for services.

Section 10.03 **State and Federal Filing Requirements**

RMBF shall timely file with the California Secretary of State, Attorney General/Registry of Charitable Trusts, Franchise Tax Board, and IRS all reports required by law, including but not limited to:

- a. Statement of Information (biennially)
- b. Registry and renewal filings (CT-1, RRF-1 or equivalent)
- c. IRS Form 990-series, and
- d. Any other filings required by law of California nonprofit mutual benefit corporations and 501(c)(6) tax-exempt organizations.

Section 10.04 **Public Disclosure**

RMBF shall make its Form 990 returns and exemption application available for public inspection in accordance with IRC Section 6104 and applicable regulations.

Section 10.05 **Operational Test Compliance**

The organization shall ensure that its activities satisfy the operational test for business leagues by demonstrating that activities are directed toward improving business conditions for the entire line of business rather than performing particular services for individual members.

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ARTICLE XI HARASSMENT-FREE ENVIRONMENT

Section 12.01. 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 that promotes safety, courtesy, dignity, and respect to all. All allegations of criminal activity should be referred to appropriate local law enforcement authorities.

Section 12.02 RMBF shall promptly address allegations of harassment 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 harassment to the alleged offender's club president and district governor.

Section 12.03 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.

ARTICLE XII COMPLIANCE WITH RI POLICIES NOT AN AGENCY

RMBF shall operate in compliance with Rotary International's policies for Rotary Fellowships, provided that such compliance does not conflict with maintaining the organization's tax-exempt status under Section 501(c)(6). In cases of conflict, federal tax law requirements shall take precedence.

Section 13.01. 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 13.02. RMBF must adopt RI's amendments to the standard bylaws once the general secretary communicates such amendments to Rotary Fellowships.

Section 13.03. 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 13.04. 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.

Section 13.05 This Rotary Fellowship shall not be an agency of, or controlled by, Rotary International.

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ARTICLE XIII AMENDMENTS

Section 14.01. **Proposal of Amendments**

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.

Section 14.02 **Amendment Process**

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.

Section 14.03 **Tax-Exempt Status Protection**

No amendment shall be adopted that would jeopardize the organization's tax-exempt status under Section 501(c)(6) of the Internal Revenue Code.

ARTICLE XIV EFFECTIVE DATE

Once approved by both the Board of Directors and the general membership, all sections of these By-Laws except Section 3.01(b) take effect immediately, and shall replace any By-Laws currently in effect at that time. Section 3.01 (b) of these By-Laws will become effective on 1 January, 2027, unless Rotary International rescinds these requirements.

Approved by the Board of Directors on _____

Approved by the general membership on _____

Rajamohan Dhandapani, Chair

Leonardo Santos, Secretary