

# **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 PURPOSE; CODE OF CONDUCT**

The purpose of the Rotary Means Business Fellowship (“RMBF”) is to support the success of fellow Rotarians by doing business with them and referring others to them in order to build stronger businesses, communities, members, Foundation, clubs and ultimately Rotary. It is expected that all individual members of RMBF shall conduct themselves in accordance with RMBF’s and Rotary International’s Codes of Conduct.

## **ARTICLE II ORGANIZATION 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.

## **ARTICLE III MEMBERSHIP**

A. **Membership, Rotary International Policy.** As of January 2020, Rotary International expanded its criteria to allow any individual, whether they are an active Rotarian or not, to join Rotary Fellowships. Rotary International allows Fellowships to set more restrictive membership policies in order to align with the Fellowship’s values.

B. **Membership, Rotary Means Business Fellowship Policy.** Any person who is a member in good standing of a Rotary Club or a Rotaract Club may join RMBF by paying dues. Local chapters may adopt their own attendance and membership policies, which may be more restrictive or less restrictive than the RMBF.

C. **Termination of Membership.** The Board may terminate the membership of any individual upon the occurrence of any of the following:

1. Termination of an individual’s membership in Rotary International;
2. Failure to pay membership dues or assessments;
3. Violation of the Code of Conduct of either RMBF or Rotary International; or
4. Violation of RMBF’s Bylaws, Rules or Policies

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## **ARTICLE IV BOARD OF DIRECTORS**

A. **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. Board members shall serve two-year terms which shall be staggered to allow continuity within the Board.

B. **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."

C. **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.

D. **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.

E. **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.

F. **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

A. **Officers.** The Officers of RMBF shall include the following:

1. Chair
2. Vice Chair
3. Secretary
4. Treasurer
5. 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.

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

1. **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.
2. **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.
3. **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.
4. **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.
5. **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

- A. **Board Meetings.** Board meetings shall be held 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.
- B. **General Membership Meetings.**
1. **Annual Meeting.** A general membership meeting shall be held annually at a place and time decided by the Board.
    - (a) The annual meeting may be held electronically or telephonically .
    - (b) Notice of the annual meeting shall be given no less than thirty (30) days prior to the meeting.
    - (c) No quorum shall be required in order to conduct business at the general membership meeting .
    - (d) The general membership meeting shall be conducted according to Roberts Rules of Order.
    - (e) 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.
  2. **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.
  3. **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.
  4. **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.
  5. **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 FISCAL MATTERS**

**A. Fiscal Year.** The fiscal year of the Rotary Means Business Fellowship shall be the same as the Rotary year. i.e. 1 July through 30 June.

**B. Fiscal Policy, Budget, Dues, and Banking.** 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 the Fellowship's Policies and Procedures.

## **ARTICLE VIII COMPLIANCE WITH ROTARY INTERNATIONAL POLICIES**

The Rotary Means Business 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 IX HARASSMENT FREE POLICY**

The Rotary Means Business Fellowship 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).

Details on the RMB Fellowship's anti-harassment policy can be found in the Rotary Means Business Fellowship's Policies and Procedures

## **ARTICLE X 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. 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.