

Bylaws of
Rotary Means Business
Fellowship



a Fellowship of
Rotary International

Original: June 2012
Revised: June 2013
Approved: November 2013

Bylaws of Rotary Means Business Fellowship

Name

Rotary Means Business Fellowship

Purpose

Rotary Means Business encourages Rotarians to support the success of their fellow Rotarians by doing business with them, and by referring others to them.

Code of Conduct

As a Rotarian engaged in a business or profession, I agree to:

1. Exemplify the core value of integrity in all behaviors and activities.
2. Use my vocational experience and talents to serve in Rotary.
3. Conduct all of my personal, business, and professional affairs ethically, encouraging and fostering high ethical standards as an example to others.
4. Be fair in all dealings with others, and treat them with the respect due to them as fellow human beings.
5. Promote recognition and respect for all occupations which are useful to society
6. Offer my vocational talents: to provide opportunities for young people, to work for the relief of the special needs of others, and to improve the quality of life in my community
7. Honor the trust that Rotary and fellow Rotarians provide, and not do anything that will bring disfavor or reflect adversely on Rotary or fellow Rotarians.
8. Not seek from a fellow Rotarian a privilege or advantage not normally accorded others in a business or professional relationship

© Rotary International 2011

By-Laws for the Rotary Means Business Fellowship

This document is the By-Laws of the Rotary Means Business Fellowship, a Fellowship of Rotary International. While local chapters are free to use these by-laws as a guide to forming their own governing documents, they are not required to follow these parameters.

Based on the experience of the NorCal chapter, (District 5130) which formed the Fellowship, this document contains a section containing suggested guidelines for the local chapter's governing documents.

Organizational Structure

Initially: Association -- Eventually: Corporation (non-profit)

Membership

Any person who is a current member of a Rotary Club in good standing is qualified to be a member of the Rotary Means Business Fellowship. Active members of Rotaract clubs are also qualified to be a member of the Rotary Means Business Fellowship.

Bylaws of Rotary Means Business Fellowship

Membership Termination

Membership in the Rotary Means Business Fellowship may be terminated on occurrence of any of the following causes:

1. Termination of membership in Rotary
2. Failure to pay dues or assessments
3. Violation of the Code of Conduct
4. Violation of Rotary Means Business Fellowship Rules or Local Chapter Rules

Process for Termination of Membership

Rotary Means Business Fellowship members who terminate their membership in Rotary, or who fail to pay dues or assessments within 90 days of the due date shall have their membership in Rotary Means Business automatically terminated.

Complaints about a member's violation of the Code of Conduct or of Rotary Means Business Fellowship rules must be submitted to the Rotary Means Business Fellowship Board of Directors in writing, and must be signed by a member in good standing of the Rotary Means Business Fellowship. Verbal or anonymous complaints will not be accepted.

The Board will then investigate the complaint. If the Board determines that the violation has occurred, the Board may then either warn the member that corrective action is required, or may terminate the member, at the Board's discretion.

In the case of Rotary membership termination or failure to pay dues or assessments, the member may join another Rotary Club or pay the moneys owed. This will eliminate the cause for termination, and the member may be reinstated in the Rotary Means Business Fellowship.

In the case of termination due to an alleged violation of the Code of Ethics or Fellowship Rules or By-Laws, the accused member shall have the right to appeal termination to the Fellowship's Board of Directors. The member wishing to appeal termination shall submit such appeal in writing no later than five (5) days before the effective date of the termination.

The Board of Directors shall consider the appeal in good faith. The Board of Directors decision on the appeal shall be final.

Effect of Termination

All rights of a member in the Fellowship shall cease on the termination of such member's membership.

Officers

Officers of the Rotary Means Business Fellowship shall include:

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

The officers shall be appointed by the Board of Directors. Candidates for officer are permitted to self-nominate. Officers shall serve a one-year term. Officers are permitted to serve more than one term, if reappointed by the Board.

Bylaws of Rotary Means Business Fellowship

Duties of Officers

Chair

Preside at Board and general membership meetings
Primary public liaison
Liaison to Rotary International
Prepare Board and general membership meeting agendas
Signer on bank account

Vice Chair and Membership Director

Chair activities as listed, in the absence of the Chair
Other duties as requested by the Chair
Develop programs to recruit and retain members
Maintain membership rolls, both current and past
Initial contact on any membership problems
Signer on bank account

Secretary

Record and maintain file of all Board minutes
Sign legal documents
Prepare annual report for membership
Publish and/or edit newsletter
Manage all communications to membership

Treasurer

Manage all Fellowship funds, including bank accounts, investments
Manage accounts receivable and accounts payable
Collect dues
Manage and direct Finance Committee
Prepare financial report for Board of Directors no less than once per fiscal quarter
Prepare annual financial report for general membership
Signer on bank account

Past Chair

Provide continuity for the Board of Directors
Other duties as volunteered, or as assigned by the Chair

Board of Directors

The Board of Directors of the Rotary Means Business Fellowship may be any number from five to eleven. The Board must take a roll-call vote to change the quantity of Directors. The Board of Directors shall be elected by the general membership of the Fellowship. Directors shall serve two-year terms, and those terms should be staggered to allow continuity within the Board.

Bylaws of Rotary Means Business Fellowship

Compensation

The Directors shall serve without compensation, except they may be reimbursed for certain documented expenses in support of Fellowship activities, including but not limited to printing, photocopying, postage, certain travel, and costs to create and maintain the website and other means of electronic communication.

The Board may set specific limits up to which pre-approved expenses may be paid without Board approval. Any expenses over the pre-set limit require prior Board approval.

Personal costs for mileage, parking, and tolls shall not qualify for reimbursement.

Board of Directors Election

Election Schedule

No later than March 1 of each year, the Fellowship shall solicit nominations for the Board of Directors from both the Nominating Committee and the general Fellowship membership.

No later than April 1 of each year, all candidates may submit to the nominating committee a statement of qualifications, not to exceed 500 words, and a photograph, if desired.

No later than May 1 of each year, the Fellowship will distribute a list of candidates, and their statements of qualifications, to the general membership. Voting shall open on the date that the list of candidates is distributed.

Voting shall close on the last Friday prior to June 1, at 0:00GMT.

The results of the election shall be announced no later than 24:00GMT on the first Monday following June 1.

The voting schedule may change if the dates coincide with the Rotary International Convention.

Nomination Process

The Fellowship shall have a nominating committee, which shall be composed, at minimum, of those past chairs of the Fellowship willing to serve, as well as the current Chair. The nominating committee shall be free to invite additional members at their discretion.

The Nominating Committee shall recommend Board of Directors candidates to the general membership. The general membership shall also have the right to propose candidates. Candidates shall have the right to self-nominate. Candidates proposed by the Nominating Committee or by Fellowship members must confirm, in writing, their willingness to serve, in order to be listed on the ballot.

Voting Rights and Process

All members in good standing of Rotary Means Business shall have the right to one vote per candidate or proposal on the ballot. Cumulative voting shall not be authorized for the election of directors or for any other purpose.

Votes may be submitted via email or postal mail, or voting may take place on the Fellowship website. Proxies shall not be accepted. All votes must be received by the stated deadline, in order to be counted.

Bylaws of Rotary Means Business Fellowship

Removal of Directors

Removal for Cause

The Board may declare vacant the office of a Director on the occurrence of any of the following events:

1. The Director has been declared of unsound mind by a final order of Court
2. The Director has been convicted of a felony
3. The Director no longer qualifies for membership in the Rotary Means Business Fellowship
4. The Director has failed to attend three (3) meetings of the Board without a valid excuse.

Vacancies in the Board

Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.

Filling Vacancies by Directors

If the number of Directors remaining in office is at least a quorum, a vacancy on the Board of Directors may be filled by any of the following methods:

1. The unanimous written consent of the Directors then in office
2. The affirmative vote of a majority of the Directors then in office at a meeting
3. A vote of the members

Filling Vacancies by Members

Vacancies resulting in less than a quorum on the Board of directors, and/or vacancies created by removal of Directors who were removed by membership shall be filled only by the approval of the members. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

Finance

Finance Committee

The Board of Directors shall appoint a Finance Committee, which shall, at a minimum, be composed of the Treasurer plus two other members of the Board, or general members, at the discretion of the Board.

The Finance Committee shall prepare an annual budget and present it to the Board. The Finance Committee may recommend methods to create revenue, including dues or fees. The Finance Committee may also recommend necessary and optional expenditures.

Fiscal Year

The fiscal year shall be the same as the Rotary International fiscal year.

Revenue

The Board of Directors is charged with developing a revenue stream adequate to effectively meet any and all expenditures without creating a deficit. The Board is authorized to create any legitimate revenue opportunity which meets the standards set by Rotary International. Said revenues streams

Bylaws of Rotary Means Business Fellowship

may include, but are not limited to: fund-raising activities, sponsors, dues, attendance fees, other fees, advertising, and sale of items.

Authority to Spend

The Board of Directors may set spending tier limits. The limits set by the Board of Directors shall remain in place until changed by a vote of the Board of Directors. The tiers should include:

1. Maximum dollar limit requiring one signature
2. Maximum dollar limit requiring two signatures
3. Minimum dollar amount requiring a vote of the Board of Directors.

Dues

Dues for the Rotary Means Business Fellowship of Rotary International may be set by the Board of Directors. Dues for local Chapters are at the discretion of the local Chapter.

Cost to attend meetings

Cost to attend Rotary Means Business meetings are at the discretion of the organization (Fellowship or local Chapter) hosting the meeting.

Board Meetings

Quorum

The quorum for a Board of Directors meeting shall be 50% of the total Board.

How conducted

Meetings of the Board of Directors shall be conducted according to Roberts Rules of Order. All Board meetings shall be open to current members of the Fellowship. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, internet meeting software, or other technology which may be invented after the adoption of these By-Laws, so long as all members participating in such meeting can hear or fully communicate with one another. Such participation shall constitute personal presence at the meeting.

Schedule

The Board of Directors shall set the schedule of their meetings. At a minimum, the Board of Directors shall meet once in each calendar quarter.

Call of Unscheduled Meetings

Meetings of the Board that have not been previously scheduled may be called by the Chairperson or any two (2) Directors.

Bylaws of Rotary Means Business Fellowship

General Meetings

Quorum

There shall be no minimum quorum for general meetings.

How conducted

The business portion of any general meeting, including elections, shall be conducted according to Roberts Rules of Order. The networking and promotional portions of general meetings may be conducted in the manner determined by the group leadership.

Attendance

Rotary International's policy requires that the Rotary Means Business Fellowship be open to active Rotarians and their spouses. All members of the Rotary Means Business Fellowship may attend all regular and Board meetings.

Annual Meeting

Quorum

There shall be no minimum quorum for the Annual Meeting.

How conducted

The business portion of the Annual Meeting, including elections, shall be conducted according to Roberts Rules of Order.

Financial Report

The Treasurer shall present the Financial Report at the Annual Meeting

Annual Report

The Chairperson shall present the Annual Report at the Annual Meeting

Special Meetings

Special meetings of the members may be called by a majority vote of the Board of Directors, or by the Chairperson, or by twenty-five (25%) percent of the members represented by the average attendance at general meetings. The person(s) or group calling the meeting must state the purpose of the meeting.

Notice of Meetings

Notice of every non-scheduled meeting of members or of the Board shall be communicated by the usual method of meeting notice, except that the Board may choose not to use methods of communication that are generally accessible to non-members, such as social media. Notice of the special meetings shall be sent not less than seven (7) days nor more than ninety (90) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat.

Bylaws of Rotary Means Business Fellowship

Annual Report

The Rotary Means Business Fellowship shall publish an annual report, including a financial report no later than the date of the Annual Meeting. The Annual report will be published on the Rotary Means Business website, and will be sent in electronic form via email to any Fellowship member who requests it.

RMB Branding

The Rotary Means Business Fellowship of Rotary International currently owns the rights to the following URL's and has developed a Rotary Means Business logo. The Fellowship, in conjunction with Rotary International, will develop policies and procedures for local Chapters to use these tools.

www.RotaryMeansBusiness.org

www.RotaryMeansBusiness.com

www.RotaryMeansBusiness.net

www.RotaryMeansBusiness.info

Authorized local chapters of Rotary Means Business may request permission from the Fellowship to use the approved RMB logo and other Rotary Means Business branding items. Use of all RMB branding items must adhere to Rotary International's policies of the use of Rotary branding.

Amendments to the By-Laws

Amendments to the By-Laws will normally be considered at the Fellowship's annual meeting. Emergency amendments to the By-Laws may be considered at any time of the year, subject to the procedures outlined here.

Amendments to the By-Laws maybe proposed by a majority vote of The Board of Directors, or by petition, signed or approved by at least five members in good standing of the Rotary Means Business Fellowship.

Proposed amendments must be distributed to the general membership of the Fellowship at least 30 days prior to any vote. Amendments require an affirmative vote of at least 2/3 of the members voting in order to take effect. Non-emergency amendments will take effect 90 days after approval. Emergency amendments may take effect after a shorter waiting period, which must be stated in the written information distributed to Fellowship members prior to the vote.

Modification of Rules

The Board of Directors may, from time to time, adopt, modify or delete rules, regulations and resolutions provided they are not inconsistent Rotary International. Changes to Rules require a majority vote of the Board of Directors.

^^

Bylaws of Rotary Means Business Fellowship

Suggested Rules for Local Chapters of Rotary Means Business

Local chapters of Rotary Means Business are free to create their own organizational structure and governing documents. The suggestions in this section are based on the experience of the original Rotary Means Business NorCal chapter, as it was developing the Fellowship.

Organizational Structure

Each local chapter of Rotary Means Business may determine their chapter's legal structure

Membership

(This is required for all RMB Local Chapters) Any person who is a current member of a Rotary Club in good standing is qualified to be a member of the Rotary Means Business Fellowship and/or any local chapter of Rotary Means Business. *(This is recommended by RI for all RMB Local Chapters)* Active members of Rotaract are also qualified to be a member of any local chapter of Rotary Means Business.

Membership Termination

It is suggested that each local Chapter develop a list of causes for termination of membership, as well as an open and transparent process for terminating membership.

Officers

Each Chapter may choose a larger or smaller group of Officers than the Fellowship, but it is recommended that each local Chapter have, at minimum, a Chair and a Treasurer. The local Chapter may choose to have the officers appointed by the Board, or directly elected by the general membership. Length of terms are at the discretion of the local Chapter

Board of Directors

Local Chapters should have a leadership group. The group may be called a Board of Directors, a Steering Committee, or any name chosen by the local chapter. The number of members for the leadership is up to the local chapter. Staggered two-year terms are recommended for continuity, but each local Chapter may choose different length of terms if desired.

Compensation

To avoid any conflicts of interest, it is strongly recommended that the Directors serve without compensation, except they shall be allowed and paid certain actual and necessary documented expenses. The specific allowed expenses and specific disallowed expenses should be outlined in the Chapter's governing documents.

Board of Directors Nomination and Election Process

The nomination and election process outlined in the Fellowship's By-Laws is designed for an international group with few actual face-to-face meetings. Local Chapters should choose a simpler nomination and election process for nominating and electing Directors and Officers. The key is to ascertain that the method chosen is fair, open, and transparent.

Bylaws of Rotary Means Business Fellowship

It is suggested that the election of Directors of local chapters be held at the general chapter membership meeting closest to the beginning of the Rotary year, but no later than June 15. If there are any contested offices, election should be in writing by secret ballot. If there are no contested offices, election may be by voice vote, show of hands, or acclamation.

Removal of Directors and Vacancies

There should be a process for removal of Directors, and for filling vacancies on the Board

Finance Committee

Smaller local Chapters of Rotary Means Business may not need Finance Committees, budgets, bank accounts, etc. However, as you grow, an effective system to manage the Chapter's finances will be important. When setting up the local Chapter's initial structure, it would be wise to allow for a financial structure and individuals or committees to help steer the Chapter to fiscal health.

Dues

Dues for the Rotary Means Business Fellowship of Rotary International may be set by the Board of Directors. Dues, if any, for local Chapters are at the discretion of the local Chapter.

Cost to attend meetings

Cost to attend Rotary Means Business meetings are at the discretion of the organization (Fellowship or local Chapter) hosting the meeting.

Leadership Group Meetings

There should be a general outline of the parameters for leadership group (Board of Directors, Steering Committee, etc.) meetings, including quorum, schedule, how called, how conducted, etc.

General Meetings

There should be a general outline of the parameters for general meetings, including quorum, schedule, how called, how conducted, etc.

Attendance

Attendance policies for meetings of individual Rotary Means Business chapters will vary among those chapters. Some local chapters limit attendance to Rotarians. Other chapters see Rotary Means Business as a recruiting tool, and invite prospective Rotarians or guests to their meetings. Local Chapters may set their own rules regarding attendance by non-Rotarians, including limiting the number of meetings a non-Rotarian may attend, or prohibiting non-Rotarians altogether.

Annual Meeting

All local Chapters should plan to hold at least one annual business meeting. Often the business meeting is just a section within a regularly scheduled networking meeting. Certain annual activities, such as financial reports and elections, should be scheduled during the annual business meeting.

Bylaws of Rotary Means Business Fellowship

Special Meetings

There should be a mechanism to call special meetings.

Notice of Meetings

The laws of many states and countries require notice for certain meetings. (“open meeting” laws.) The local Chapter should make sure their meeting notice requirements meet their local government’s requirements.

RMB Branding

All Rotary Means Business logos, URLs, and other branding items are the property of the Rotary Means Business Fellowship, and subject to Rotary International’s policy on the use of those items.

Modification of Rules

The local Chapter governing documents should include a provision for the local leadership group to modify those documents, or any rules, regulations and resolutions adopted by the leadership group or membership, provided they are not inconsistent Rotary International.