

**Bylaws of
Rotary Means Business Fellowship**



A Fellowship of Rotary International

Amended By Law : December 2024

ROTARY MEANS BUSINESS GARIMA FELLOWSHIP

Chairperson : Rtn Shaline Serpes _____

Secretary : Rtn Sonal Somaya _____

Treasurer : Rtn Meeta Khemkha _____

Vice Chair : Rtn Archana Sand _____

IPP : Rtn Shruti Dharamsi _____

Director : Rtn Suchita Ambardekar _____

Director : Rtn Swati Mehta _____

Director : Rtn Padma Kapoor _____

Notes: _____

Accepted in AGM 28th January, 2025 by Members : Signed by Chairperson

Proposed By : 1. _____

2. _____

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") Garima is to support the success of fellow Female 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 female 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, BOD and such other units as determined by the Board of Directors to be necessary.

Association -- Eventually: Corporation (non-profit)

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.

- 1) The said member should have business licence or certificate to offer Good/services.
- 2) They should have office & dedicated area to provide the goods & services.
- 3) Entrepreneur, Partner in a partnership firm, Director in Private Limited and Proprietor appointed Director will be allowed it to be become RMB Garima.

B. Membership, Rotary Means Business Garima Fellowship Policy. Any Female who is a member in good standing of a Rotary Club, Innerwheel or a Rotaract Club may join RMB Garima by paying dues. RMB Garima adopt their own attendance and membership policies.

Female entrepreneurs or business owners who are not members of the Rotary Club may also become members of RMB Garima. However, to be eligible for voting rights within RMB Garima, it is mandatory to obtain membership in the Rotary Club, Inner Wheel, or any other affiliated Rotary organizations.

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 Local Rotary Club and 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

ARTICLE IV : BOARD OF DIRECTORS

1. **Members of the Board; Term of office :** The Board of Directors of RMBF (the "Board") shall comprise no fewer than five (5) and no more than eleven (11) members. Each board member shall serve a term of one year, with terms staggered to ensure continuity within the Board. The tenure of board members shall align with India's financial year, beginning in April and concluding in March of the following year.

Selection Schedule

- No later than March 1 of each year, the Fellowship shall solicit nominations for the Board of Directors from the general Fellowship membership.
 - No later than April 1 of each year, all candidates may submit to the general fellowship membership a statement of qualifications, not to exceed 500 words, and a photograph.
 - 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. Selection shall open on the date that the list of candidates is distributed.
 - Selection shall close on May 25th.
 - The results of the selection shall be announced no later than June 1.
2. **Selection of Chairperson :** All Board of Directors members in good standing of RMBF shall have the right to select by majority's preference for the Chairperson position.
 3. **Election of Board of Directors :** The procedure for nomination and election or selection from members of the RMBF of Garima 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."
 4. **Voting Rights and Process :** All members in good standing of RMBF shall have the right to select by majority's preference for the Director position.
 5. **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 two conservatives' meetings or three (3) Board meetings during a Rotary year.
 6. **Vacancies on the Board :** The Board may fill any vacancy that occurs on the Board, or in the even 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.
 7. **Finance Committee:** The Board may appoint and maintain a Finance Committee which shall, at a minimum, include the Treasurer . A team shall be created by 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.

ARTICLE V: BOD

A. RMBF may include the following:

1. Chair
2. Vice Chair
3. Secretary
4. Treasurer
5. Chair IPP/IPP (Immediate Past President) , at the discretion of the Board
6. Event & PR Director
7. Membership (Prospect and Old) Director
8. Knowledge Director
9. Business Growth Director

The Chairperson of RMBF shall be appointed by the Board at a duly scheduled meeting and by selection of the Board. BOD shall be appointed for one-year terms. BOD may serve more than one term as determined by the Board. Except for Chair IPP, in order to be an Officer of RMBF, an individual must be a Director in good standing of RMBF.

B. Duties of BOD. The BOD 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. The Vice Chair can / may become the Chair
2. Vice Chair: Lead meetings of the Board and RMBF membership in the absence of the Chairman, fulfil 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, 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. IPP: Will be on Board or Advisor to the Board for continuity. As part of Board, duties and assignments will be assigned as agreed to by the RMBF Board and Chair IPP.

ARTICLE VI MEETINGS

A. Board Meetings.

Board meetings shall be held monthly 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.

Annual Meeting :

- A general membership meeting shall be held annually at a place and time decided by the Board. The annual meeting may be held electronically or telephonically
- Notice of the annual meeting shall be given no less than thirty (30) days prior to the meeting.
- 50% quorum shall be required in order to conduct business at the general membership meeting .
- The general membership meeting shall be conducted according to Roberts Rules of Order.
- The Treasurer shall present the Financial Report at the Annual Meeting
- 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.
- 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.

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 will be sent in electronic form via email to any Fellowship member who requests it.

Rotary International Policy on Attendance

Pursuant to Rotary International's policy, membership meetings shall be open to all Rotarians. Meeting not attended for 2 months will lead to termination of membership.

In special case – and on approval of Board of Directors special leave shall be granted.

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.

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.

Handover Process to New Board :

- The handover of the above mention has to be done before last date of the financial year and in “The Sukriya”.
- The account & bank statement should be signed by Chairperson, Secretary, Treasurer & Vice Chair.
- The Other Important document need to be signed by The Chairperson and Secretary .
- The Assets i.e. projector, sound system, gong gavel, Stamp of Garima, Bank cheque book, etc.
- The Charter Certificate & PAN card and notarised agreement will be handed over to be chair person.
- All this after the handover from the old core committee to new committee should be filed.

Board of Directors Meeting

1. **Quorum :** The quorum for a Board of Directors meeting shall be 50% of the total Board.
2. **How conducted :** Meetings of the Board of Directors shall be conducted according to Roberts Rules of Order. When you for the BOD meeting either regular meeting id held or electronic way, or in director office. If director office is at resident, then have to all licence & certificate display in the meeting area.
3. **Schedule :** The Board of Directors shall set the schedule of their meetings. At a minimum, the Board of Directors shall meet once in each month. One Meeting every month before and after regular meeting total 12 meeting in a year. Notice for meeting should be provided 7 days before the meeting
4. **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.
5. **Call for Special Meeting :** Meeting of Board can be called by the chair person, Sec or 25 % of BOD. invite should be 24 hours

ARTICLE VII FISCAL MATTERS

A. Fiscal Year. The fiscal year of the Rotary Means Business Garima Fellowship shall be Rotary year as per the Indian Financial Year i.e. beginning in April and concluding in March of the following year.

B. Fiscal Policy, Budget, Dues, and Banking: All fiscal policies and financial decisions will be made by the appropriate BOD(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.

C. Revenue : Membership fees shall be used to manage and pay for expenses for regular meetings. Sponsorship funds shall be used for the fellowship and learning of the members in the same rotary year. One-time registration fees of INR 5000/- shall be used for purchase of any asset like projector, sound system, RMB Badges etc.

D. 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:

- Maximum Rupee limit requiring one signature: INR 45000/- (expenses pre-approved in Board Meeting)
- Maximum Rupee limit requiring two signatures beyond INR 45000/-

E: Dues: Dues for the Rotary Means Business Fellowship of Rotary International should be paid from the funds of the chapter. Members are required to pay an annual membership fee to the Garima Club in order to maintain their membership status. The fees need to be paid in the month of April – beginning of the year. New member shall pay one (1) time installation fees to RMB Garima. The membership fees will be charged on pro rata basis at the time of joining.

F: Cost to attend meeting and fellowship programs : The cost to attend Rotary Means Business (RMB) meetings shall be determined at the discretion of RMB Garima. RMB Garima reserves the right to revise the meeting fees periodically, based on the member experience and operational needs. RMB Garima may also collect meeting fees for the entire year in advance, with the ability to levy additional charges as deemed necessary.

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 twenty five percent (25%) of the RMBF Garima membership or fifty (50) 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 Garima members voting.

ROTARY MEANS BUSINESS GARIMA FELLOWSHIP

Rotary Means Business provides a structure to bring “business” back into Rotary in a way that supplements rather than competes with the service and fellowship aspects of Rotary.

When we are able to provide opportunities to strengthen the businesses represented at Rotary, our members will be doing more business creating stronger clubs.

Stronger clubs automatically mean Rotary is stronger and the Rotary Foundation is financially stronger. Therefore, we are able to do more to support our community and promote Rotary’s image that will gain members and allow Rotary Clubs to accomplish more locally and worldwide.

RMB Guided by the 4 Way Test

Rotary Means Business provides the structure that helps develop the strength.

- 1) RMB brings Rotarians back to one of the founding Rotarians’ main emphases: BUSINESS NETWORKING: and strengthens our Vocational Lanes.
- 2) RMB provides chances for expanded business and professional opportunities by bringing Rotarians together in a broader, cross-club social business networking Environment. Only great things can come from providing a group of Rotarians the chance to learn more about each other and our businesses.
- 3) RMB provides opportunities for qualified guests to experience the value of Rotary, learn more about Rotary, and possibly become Rotarians.
- 4) RMB supports member retention as Rotarians see the value added by Rotary and experience RMB Fun and Fellowship

RMB Garima Mission Statement

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

“If any one tells you that it is reprehensible to make a dollar or two for the wife and babies from club associates in straightforward business transactions, tell that person that some foreign substance has gotten into his carburettor.”

(Paul P. Harris, January 1911)

Networking

Networking meetings are monthly at locations determined the Board of Directors which may be the Host's business for RMB Garima. There is always plenty of great food and beverages.

Below is the format at a Rotary Means Business meeting for RMB Garima. The format of meetings in other areas can vary.

Meetings are scheduled to be held at RMB Garima preferred locations. The meeting location and time are announced on the RMB Garima Event Calendar. Once the event is posted, an email or whatsapp goes out to all members of RMB Garima Members. In addition, announcements can be made by digital platform (whatsapp or email and social media) . The host will be responsible for organizing the meeting to include refreshments, name tags, sign-in sheet, etc.

The event is typically 2 hours long. The first half hour is comprised of networking and partaking of refreshments. The next half hour is opened with some short announcements and business items. Next, members and guests can provide a short statement about which Rotary club they are from, the name of their business and a very short statement of the products and services they provide. This is limited to 30 seconds to 1-minute max. Following that, two members will deliver an 8-minute presentation each. And it will end with announcements of business done and Thank You Note.

