

No. 26-

IN THE
Supreme Court of the United States

MAURA A. JENKINS,

Petitioner,

v.

HARRISBURG ROTARY CLUB, AKA ROTARY CLUB
OF HARRISBURG; ROTARY INTERNATIONAL,

Respondents.

ON PETITION FOR A WRIT OF CERTIORARI TO THE
UNITED STATES COURT OF APPEALS FOR THE THIRD CIRCUIT

PETITION FOR A WRIT OF CERTIORARI

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QUESTION PRESENTED

In the case of *Board of Dirs. of Rotary Int'l v. Rotary Club of Duarte*, The Supreme Court of the United States affirmed Rotary International's control over the local Rotary Club and upheld the decision of The California Court of Appeals to not allow Rotary International to continue to discriminate against women. *Bd. of Dirs. of Rotary Int'l v. Rotary Club of Duarte*, 481 U.S. 537, 543-44 (1987).

In the current case, Rotary International ("RI") and Harrisburg Rotary Club A.K.A. Rotary Club of Harrisburg ("HRC") discriminated against Maura Jenkins ("Jenkins") for her religion / religious beliefs. Jenkins was the only employee working at HRC where she was terminated from employment because of a private faith-based Facebook post which is alleged to have violated RI's code of conduct. The United States Court of Appeals for the Third Circuit upheld the District Court's entry of summary judgment against Jenkins. The Third Circuit emphasized that RI-HRC did not have a parent-subsidiary corporate relationship to qualify as a single employer to meet the numerosity requirement of 42 U.S.C. § 2000e et seq. ("Title VII"). The United States Circuit courts are split as to what the proper test is for treating two entities as a single employer under Title VII.

The question presented is:

For the purposes of joining two entities to meet the numerosity requirement of Title VII, what are the proper factors to be considered, including is parent-subsidiary ownership required?

PARTIES TO THE PROCEEDING AND CORPORATE DISCLOSURE STATEMENT

Petitioner Plaintiff Appellant is Maura A. Jenkins, an individual person. Maura is the Plaintiff in the District Court and Appellant in the Third Circuit.

Respondent Harrisburg Rotary Club A.K.A. Rotary Club of Harrisburg (“HRC”), is a non-governmental corporate party, does not have any publicly held corporation owning 10% or more of its stock, and is registered with the PA Bureau of Charitable Affairs. Rotary International (“RI”), is a non-governmental corporate party, and does not have any publicly held corporation owning 10% or more of its stock. HRC and RI are Defendants in the District Court and Appellees in the Third Circuit.

LIST OF ALL PROCEEDINGS

U.S. Court of Appeals for the Third Circuit, Maura A. Jenkins, Appellant v. Harrisburg Rotary Club, AKA Rotary Club of Harrisburg; Rotary International, No. 25-3195, Order and Opinion issued July 13, 2026.

U.S. District Court for the Middle District of Pennsylvania, Maura A. Jenkins Plaintiff v. Harrisburg Rotary Club A.K.A. Rotary Club Of Harrisburg, and Rotary International Defendants, No. 1:24-CV-01724, Order and Opinion issued October 16, 2025.

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The Third Circuit's opinion affirming the district court's order is available at *Jenkins v. Harrisburg Rotary Club*, No. 25-3195, 2026 U.S. App. LEXIS 20518 (3d Cir. July 13, 2026) and reprinted at App.1a-9a.

STATEMENT OF JURISDICTION

The Third Circuit entered judgment on July 13, 2026. The Lower courts had jurisdiction under 28 U.S.C. § 1331 and 28 U.S.C. § 1291. This Court has jurisdiction under 28 U.S.C. § 1254(1).

PERTINENT CONSTITUTIONAL PROVISIONS AND STATUTES

Relevant portions of 42 U.S.C. § 2000e et seq. (Title VII of the Civil Rights Act of 1964), including:

§ 2000e. Definitions, “(b) The term “employer” means a person engaged in an industry affecting commerce who has fifteen or more employees for each working day in each of twenty or more calendar weeks in the current or preceding calendar year, and any agent of such a person, but such term does not include (1) the United States, a corporation wholly owned by the Government of the United States, an Indian tribe, or any

department or agency of the District of Columbia subject by statute to procedures of the competitive service (as defined in section 2102 of title 5 of the United States Code), or (2) a bona fide private membership club (other than a labor organization) which is exempt from taxation under section 501(c) of the Internal Revenue Code of 1954 [26 USCS § 501(c)]... (j) The term “religion” includes all aspects of religious observance and practice, as well as belief, unless an employer demonstrates that he is unable to reasonably accommodate to an employee’s or prospective employee’s religious observance or practice without undue hardship on the conduct of the employer’s business.” 42 U.S.C. § 2000e.

§ 2000e-2. Unlawful employment practices, “(a) Employer practices. It shall be an unlawful employment practice for an employer— **(1)** to fail or refuse to hire or to discharge any individual, or otherwise to discriminate against any individual with respect to his compensation, terms, conditions, or privileges of employment, because of such individual’s race, color, religion, sex, or national origin; or **(2)** to limit, segregate, or classify his employees or applicants for employment in any way which would deprive or tend to deprive any individual of employment opportunities or otherwise adversely affect his status as an employee, because of such individual’s race, color, religion, sex, or national origin.” 42 U.S.C. § 2000e-2.

INTRODUCTION

Prior to transitioning in the 1980s, Rotary International (“RI”) discriminated against women and prohibited local Rotary clubs from admitting women as members. Fast-forward to 2023, and RI is directing local rotary clubs to discriminate against employees based on their religious beliefs, specifically those of Petitioner Maura A. Jenkins.

“In 1977 the Rotary Club of Duarte, California, admitted Donna Bogart, Mary Lou Elliott, and Rosemary Freitag to active membership. International notified the Duarte Club that admitting women members is contrary to the Rotary constitution. After an internal hearing, International's board of directors revoked the charter of the Duarte Club and terminated its membership in Rotary International.” *Bd. of Dirs. of Rotary Int'l v. Rotary Club of Duarte*, 481 U.S. 537, 541 (1987).

The Supreme Court of the United States affirmed RI's control over the local Rotary Club and upheld the decision of The California Court of Appeals to not allow RI to continue to discriminate against women. *Id.* at 543-44. Duarte dealt with Rotary International's discrimination against women under the California Unruh Civil Rights Act. Cal. Civ. Code § 51. *Ibid.*

In the current case, Petitioner Maura A. Jenkins looks to the Supreme Court of the United States to overturn the decision of the lower courts, to affirm RI's control over the local Harrisburg Rotary Club (“HRC”), and to join RI and HRC to meet the

numerosity requirement of 42 U.S.C. § 2000e et seq. (“Title VII”). The United States Circuit courts are split as to what the proper test is for treating two entities as a single employer under Title VII.

STATEMENT OF THE CASE

I. The hiring of Maura A. Jenkins

Petitioner Maura A. Jenkins (“Jenkins”) interviewed for the position of Club Administrator in December of 2022. Before being hired, Jenkins was very open about her religious beliefs and about her faith in Jesus Christ. Jenkins was vetted deeply for the open position. Multiple HRC board members mentioned to Jenkins that Jenkins’s faith was a big positive factor in her being considered for the open position of Club Administrator.

II. Jenkins’s Facebook post

On August 17, 2023, Jenkins posted a private faith-based meme on her personal, private Facebook page. The post was not public, but rather was private, and could only be viewed by Jenkins’s Facebook friends. The post is a 1950s-era meme of a young girl, likely four or five years old, standing at a kitchen table where her mother was sitting in an apron with her head down working. The meme depicts the little girl saying, ‘Mommy, I think I’m a boy,’ and the mother replying, ‘WELL YOU’RE NOT.’ The private post that Jenkins made only to her Facebook friends, was a religious faith-based post meant to emphasize how parents should Biblically guide their children.

III. Jenkins's termination

On Monday, August 21, 2023, the HRC Board of Directors held an 'Emergency Board Meeting.' Una Martone had held several positions with RI and was involved with the termination of Jenkins. Later the same day, Jenkins received a termination letter terminating her employment. The termination letter contains the following statements,

"This letter is to inform you that your employment with the Rotary Club of Harrisburg is being terminated, effective immediately. This action is based on a violation of our organization's Diversity, Equity, and Inclusion Code of Conduct;" "You recently made a Facebook post that opposes the beliefs of transgender individuals. The Rotary Club of Harrisburg is committed to maintaining a diverse and inclusive membership that values and respects all individuals, regardless of their sexual orientation, gender identity, or any other characteristic protected by law;" "Your action also violated Rotary International's Code of Conduct, which explicitly outlines expectations for professional behavior, respect for members, and adherence to its DEI policy;" "We take these matters seriously and believe in upholding a safe and inclusive environment for all our members or prospective members. Your actions are inconsistent with our core values and the standards we maintain. As a result, we have no choice but to terminate your employment

with The Rotary Club of Harrisburg, effective immediately.”

IV. Proceedings below

Jenkins filed her initial Complaint in this cause of action on October 9, 2024, within 90 days of receiving her Right to Sue from the EEOC. On December 18, 2024, Jenkins filed an Amended Complaint. The Counts in the Amended Complaint include, COUNT I, TITLE VII OF THE CIVIL RIGHTS ACT OF 1964 42 U.S.C. § 2000e, et seq., DISCRIMINATION AND RETALIATION, Maura A. Jenkins v. Harrisburg Rotary Club A.K.A. Rotary Club of Harrisburg, and COUNT II, TITLE VII OF THE CIVIL RIGHTS ACT OF 1964, 42 U.S.C. § 2000e, et seq., DISCRIMINATION AND RETALIATION, Maura A. Jenkins v. Rotary International.

It is not disputed that Harrisburg Rotary Club had only one employee at the time of the employment termination of Plaintiff Appellant Jenkins, and concurrently that Rotary International had well in excess of 15 employees. The Honorable United States District Court for the Middle District of Pennsylvania granted Defendant Respondents’ Motions for Summary Judgment against Jenkins. A major issue of discussion by the Honorable United States District Court for the Middle District of Pennsylvania in its Memorandum Opinion is whether RI and HRC should be treated as one entity to meet the numerosity requirement of Title VII. App. 14a-27a.

Jenkins appealed to the United States Court of Appeals for the Third Circuit. The Third Circuit

affirmed Defendant Respondents' Motions for Summary Judgment against Jenkins. App. 1a-9a.

ARGUMENT

In affirming Defendant Respondents' Motions for Summary Judgment against Jenkins, the United States Court of Appeals for the Third Circuit stated the following in the Nonprecedential Opinion:

“The Rotary Club of Harrisburg in Camp Hill, Pennsylvania, is a non-religious, nonpolitical volunteer service club. In late 2022, the club decided to hire a part-time employee to serve as its administrator with responsibilities for managing the books, preparing weekly newsletters, updating its social media accounts, attending and coordinating weekly meetings, and offering general administrative support. In January 2023, the club hired Maura Jenkins, a Christian, to fill that role.” App. 2a-3a.

“As to Jenkins's first challenge, the Magistrate Judge did not improperly shift the burden of proof at summary judgment.” App. 7a.

“Jenkins's second challenge is that she has shown enough evidence of direction by Rotary International over the personnel decisions by the Rotary Club of Harrisburg to create a triable issue that they qualify as a single employer under one of the Nesbit single employer tests. The problem for Jenkins is that the Nesbit tests were developed in the

context of corporate employers. See *Nesbit*, 347 F.3d at 85. And the *Nesbit* test that she relies on requires a parent-subsidary relationship among the corporations as well as direction by the parent corporation. See *id.* at 85–86 (allowing a finding of a single employer “when a parent company has directed the subsidiary’s discriminatory act of which the plaintiff is complaining”). So, while Jenkins has produced some evidence of direction by Rotary International, she has not produced any evidence that Rotary International is the parent corporation of the Rotary Club of Harrisburg. Nor has she advocated for a variation of the *Nesbit* tests applicable outside of the corporate context that would cover relationships among membership organizations. But cf. 42 U.S.C. § 2000e(b) (excepting from the definition of ‘employer’ “a bona fide private membership club (other than a labor organization) which is exempt from taxation under section 501(c) of Title 26”). Thus, she has not produced enough evidence to survive summary judgment... For the foregoing reasons, we will affirm the entry of summary judgment.” App. 8a-9a.

From *Nesbit*, “three situations in the Title VII context when a company and its affiliates forfeit limited liability and thus are deemed a single employer: (1) where a company has split itself into entities with less than fifteen employees with the intent to evade Title VII’s reach; (2) **when a parent company has**

directed the subsidiary's discriminatory act of which the plaintiff is complaining;

or (3) when a court would otherwise pierce the corporate veil (i.e., look behind the corporate form to hold a corporation's shareholders personally liable) [Third Circuit slightly different test on third part not discussed here].” *Nesbit v. Gears Unlimited, Inc.*, 347 F.3d 72, 85 (3d Cir. 2003). Emphasis added.

The test from *Nesbit* emphasizes direction:

“When the companies sought to be aggregated for Title VII purposes are in a parent-subsidiary relationship, *we shall deem a parent and subsidiary a single employer when the parent has directed the subsidiary to perform the allegedly discriminatory act in question. By directing such an act, the parent disregards the separate corporate existence of the subsidiary and thus forfeits the right to be treated as a separate entity for Title VII purposes. Moreover, in such a situation the parent itself has committed the act in question and thus should share responsibility with the subsidiary. See Papa, 166 F.3d at 941.*” *Id.* at 86. Emphasis added.

In the current case, Jenkins contends that the facts clearly indicate that RI directed HRC’s “***discriminatory act of which the plaintiff is complaining.***” *Id.* at 85. Emphasis added. The termination letter given to Jenkins states, “Your action also violated Rotary International’s Code of Conduct.” The Rotary International Code of Conduct

is included in the January 2024, 573 page Rotary International Code of Policies, much of which is direction to local Rotary Clubs.

In the current case, the Third Circuit enumerated, “the Nesbit test that she [Jenkins] relies on requires a parent-subsidary relationship among the corporations as well as direction by the parent corporation.” App. 8a. The Third Circuit goes on to state, “So, while Jenkins has produced some evidence of direction by Rotary International, she has not produced any evidence that Rotary International is the parent corporation of the Rotary Club of Harrisburg.” App. 8a. The Third Circuit appears to imply an additional requirement of an ownership relationship for a parent-subsidary relationship. Nesbit appears to put more emphasis on directing the discriminatory act by stating, “By directing such an act, the parent disregards the separate corporate existence of the subsidiary and thus forfeits the right to be treated as a separate entity.” *Nesbit v. Gears Unlimited, Inc.*, 347 F.3d 72, 86 (3d Cir. 2003).

The Third Circuit also states, “Nor has she [Jenkins] advocated for a variation of the Nesbit tests applicable outside of the corporate context that would cover relationships among membership organizations.” App. 8a-9a. However, this Honorable Supreme Court of the United States has already established that Rotary International and local Rotary Clubs are business establishments. In *Duarte*, this Honorable Court upheld the California Court of Appeal holding, “It held that both Rotary International and the Duarte Rotary Club are business establishments subject to the provisions of

the Unruh Act.” *Bd. of Dirs. of Rotary Int’l v. Rotary Club of Duarte*, 481 U.S. 537, 542 (1987). “The Court of Appeal identified several “businesslike attributes” of Rotary International, including its complex structure, large staff and budget, and extensive [*543] publishing activities. *Id.* at 542-43.

As this Honorable Court did not give RI a free pass to claim membership organization status and discriminate against women, so in this case this Honorable Court should not give RI and HRC a free pass and allow them to claim membership organization status to discriminate against employee religious beliefs.

I. The Split in the Federal Circuit Courts as to the proper test and factors for joining two entities to meet the numerosity requirement of Title VII.

In *Arbaugh v. Y & H Corp.*, this Court held that, “Title VII’s 15-employee threshold is an element of a plaintiff’s claim for relief, not a jurisdictional issue.” *Arbaugh v. Y & H Corp.*, 546 U.S. 500, 503 (2006).

The Federal Circuit Courts are very split on the proper test and factors for joining two entities to meet the numerosity requirement of Title VII. Many, but not all, of the Federal Circuit Courts have adopted a test similar to the four-factor integrated-enterprise / single-employer test enumerated by this Court in *Radio & Television* (adopted from the National Labor Relations Board for jurisdiction of labor disputes regarding radio stations). *Radio & Television Broad. Technicians Local Union v. Broad. Serv. of Mobile, Inc.*, 380 U.S. 255, 256 (1965). The test enumerated is, “The controlling criteria, set out and elaborated in

Board decisions, are interrelation of operations, common management, centralized control of labor relations and common ownership.” *Ibid.*

The First Circuit utilizes an integrated-enterprise / single-employer test to determine if two entities may be joined to meet the numerosity requirement of Title VII. This test utilizes four factors, “(1) interrelation of operations; (2) common management; (3) centralized control of labor relations; and (4) common ownership.” *Romano v. U-Haul Int’l*, 233 F.3d 655, 662 (1st Cir. 2000). The First Circuit in *Romano* emphasizes, “the interrelation of employment decisions” between the two entities. *Id.* at 666.

The Second Circuit utilizes a similar integrated enterprise / single-employer test. This test utilizes four factors, “(1) interrelation of operations, (2) centralized control of labor relations, (3) common management, and (4) common ownership or financial control. *Garcia v. Elf Atochem North America*, 28 F.3d 446, 450 (5th Cir. 1994).” *Cook v. Arrowsmith Shelburne, Inc.*, 69 F.3d 1235, 1240 (2d Cir. 1995). The Second Circuit in *Cook* emphasizes, “centralized control of labor relations.” *Id.* at 1241.

The Third Circuit utilizes a three-part test adopted from the Seventh Circuit as discussed above “(1) where a company has split itself into entities with less than fifteen employees with the intent to evade Title VII’s reach; (2) when a parent company has directed the subsidiary’s discriminatory act of which the plaintiff is complaining; or (3) when a court would otherwise pierce the corporate veil” *Nesbit v. Gears Unlimited, Inc.*, 347 F.3d 72, 85 (3d Cir. 2003). The Third Circuit has a slightly different test on the third factor which is not discussed here.

The Fourth Circuit utilizes a single factor test enumerated in the Johnson age discrimination case, “A parent company is the employer of a subsidiary's personnel only if it controls the subsidiary's employment decisions or so completely dominates the subsidiary that the two corporations are the same entity.” *Johnson v. Flowers Indus., Inc.*, 814 F.2d 978, 980 (4th Cir. 1987).

The Fifth Circuit utilizes an integrated-enterprise / single-employer test as enumerated in Trevino v. Celanese Corp. *Trevino v. Celanese Corp.*, 701 F.2d 397, 404 (5th Cir. 1983).

The Sixth Circuit utilizes an integrated-enterprise / single-employer test as enumerated in Armbruster v. Quinn. *Armbruster v. Quinn*, 711 F.2d 1332, 1337 (6th Cir. 1983). The Sixth Circuit also enumerates a “joint-employer” concept in footnote 4 of the discrimination case Swallows v. Barnes & Noble Book Stores, “Thus, the “joint employer” concept recognizes that the business entities involved are in fact separate but that they *share* or co-determine those matters governing the essential terms and conditions of employment. *Browning-Ferris*, 691 F.2d at 1123 (citations omitted).” *Swallows v. Barnes & Noble Book Stores*, 128 F.3d 990, 993 (6th Cir. 1997).

The Seventh Circuit in Papa v. Katy Indus. developed the three-part test adopted by the Third Circuit [Third Circuit slightly different test on the third factor]. *Papa v. Katy Indus.*, 166 F.3d 937, 940-41 (7th Cir. 1999).

The Eighth Circuit utilizes an integrated-enterprise / single-employer test as enumerated in Baker v. Stuart Broadcasting Co. *Baker v. Stuart Broad. Co.*, 560 F.2d 389, 392 (8th Cir. 1977).

The Ninth Circuit in *Childs v. Local 18* established utilizing an integrated-enterprise / single-employer test by referencing the Eighth Circuit. *Childs v. Local 18, Int'l Bhd. of Elec. Workers*, 719 F.2d 1379, 1382 (9th Cir. 1983).

The Tenth Circuit enumerates utilizing an integrated-enterprise / single-employer test in *Sandoval v. Boulder Reg'l Communs. Ctr.* *Sandoval v. Boulder Reg'l Communs. Ctr.*, 388 F.3d 1312, 1322 (10th Cir. 2004). The Tenth Circuit emphasized the most important factor to generally be centralized control of labor relations. *Ibid.*

The Eleventh Circuit enumerates utilizing an integrated-enterprise / single-employer test in *McKenzie v. Davenport-Harris Funeral Home.* *McKenzie v. Davenport-Harris Funeral Home*, 834 F.2d 930, 933 (11th Cir. 1987).

The District of Columbia Circuit enumerates utilizing an integrated-enterprise / single-employer test in *East v. Graphic Arts.* *East v. Graphic Arts Indus. Joint Pension Tr.*, No. 95-450 (AER), 1995 U.S. Dist. LEXIS 21873, at *3-4 (July 14, 1995). The District of Columbia Circuit emphasized, “In the absence of centralized control of labor relations, interrelation of operations and common management must be substantial in order to find that separate entities constitute a single employer.” *Id.* at 4.

The circuit courts are very split on the proper test and factors to determine if two entities can be joined to meet the numerosity requirement of Title VII.

II. The Third Circuit's decision conflicts with prior decisions.

The Third Circuit's decision appears to add a new element of ownership for two entities to be joined to meet the numerosity requirement of Title VII, rather than just direction of the discriminatory act. The United States Court of Appeals for the Third Circuit stated the following in the Nonprecedential Opinion, "So, while Jenkins has produced some evidence of direction by Rotary International, she has not produced any evidence that Rotary International is the parent corporation of the Rotary Club of Harrisburg." App. 8a. However, the test from *Nesbit* addresses control, and not the new element of ownership of the parent company. *Nesbit v. Gears Unlimited, Inc.*, 347 F.3d 72, 86 (3d Cir. 2003).

The United States Court of Appeals for the Third Circuit stated the following in the Nonprecedential Opinion, "Nor has she [Jenkins] advocated for a variation of the *Nesbit* tests applicable outside of the corporate context that would cover relationships among membership organizations. But cf. 42 U.S.C. § 2000e(b) (excepting from the definition of 'employer' 'a bona fide private membership club (other than a labor organization) which is exempt from taxation under section 501(c) of Title 26')." App. 8a-9a. The Third Circuit's decision conflicts with the prior decision of this Court in *Duarte* in which this Honorable Supreme Court of the United States has already established, "that both Rotary International and the Duarte Rotary Club are business establishments subject to the provisions of the Unruh Act." Bd. of Dirs. of Rotary Int'l v. Rotary Club of

Duarte, 481 U.S. 537, 542 (1987). “The Court of Appeal identified several “businesslike attributes” of Rotary International, including its complex structure, large staff and budget, and extensive [*543] publishing activities. *Id.* at 542-43.

III. This case is ideal to resolve the circuit court conflicts on the proper test and factors to determine if two entities can be joined to meet the numerosity requirement of Title VII, including is parent-subsidiary ownership required.

As enumerated above, there are at least three major different tests being utilized by the circuit courts to determine if two entities can be joined to meet the numerosity requirement of Title VII, plus multiple nuanced differences within the major tests. This case is ideal to resolve the circuit court conflicts on the proper test, including is parent-subsidiary ownership required.

Furthermore, this Honorable Court could also use this case to further resolve the business attributes of Rotary International and local Rotary clubs, as well as the control of Rotary International over local Rotary Clubs.

CONCLUSION

The petition for a writ of certiorari should be granted.

Respectfully submitted,

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OCTOBER 2026

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**APPENDIX A — NONPRECEDENTIAL OPINION
OF THE UNITED STATES COURT OF APPEALS
FOR THE THIRD CIRCUIT, FILED JULY 13, 2026**

UNITED STATES COURT OF APPEALS
FOR THE THIRD CIRCUIT

No. 25-3195

MAURA A. JENKINS,

Appellant,

v.

HARRISBURG ROTARY CLUB,
AKA ROTARY CLUB OF HARRISBURG;
ROTARY INTERNATIONAL

Submitted: July 1, 2026

Filed: July 13, 2026

On Appeal from the United States District Court,
M.D. Pa. Judge Sean A. Camoni, No. 1:24-cv-01724

Before: SHWARTZ, PHIPPS, and McKEE, *Circuit Judges*

NONPRECEDENTIAL OPINION*

PHIPPS, *Circuit Judge*.

* This disposition is not an opinion of the full Court and pursuant to I.O.P. 5.7 does not constitute binding precedent.

Appendix A

A service club terminated its only employee, a part-time administrator, for an online post that she made reflecting her religious beliefs about gender. The service club did so because the international organization of which it was a member had a policy against insulting or offending people based on gender identity. The former part-time employee then sued the local club and the international organization under Title VII for retaliation and religious discrimination. But Title VII does not cover employers with fewer than fifteen employees, *see* 42 U.S.C. § 2000e(b), and the former part-time administrator had not been employed by the international organization. To overcome those obstacles, in opposing summary judgment, the former part-time administrator invoked the single-employer tests announced in *Nesbit v. Gears Unlimited, Inc.*, 347 F.3d 72, 85-87 (3d Cir. 2003), and argued that the two entities were a single employer for purposes of Title VII. The District Court rejected that argument and entered summary judgment against the former part-time administrator, who now appeals that final order. On *de novo* review, we will affirm the entry of judgment for the reasons below.

FACTUAL BACKGROUND

The Rotary Club of Harrisburg in Camp Hill, Pennsylvania, is a non-religious, non-political volunteer service club. In late 2022, the club decided to hire a part-time employee to serve as its administrator with responsibilities for managing the books, preparing weekly newsletters, updating its social media accounts, attending and coordinating weekly meetings, and offering general

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administrative support. In January 2023, the club hired Maura Jenkins, a Christian, to fill that role.

The Rotary Club of Harrisburg is a member of Rotary International, a global service organization headquartered in Evanston, Illinois, employing over fifteen employees. To be in good standing with Rotary International, a member club must adopt Rotary International's Diversity, Equity, and Inclusion Code of Conduct. That DEI Code of Conduct applies to all club meetings as well as "anywhere else a member represents Rotary and on . . . social media." Rotary International's Diversity, Equity, and Inclusion Code of Conduct (App. 857). The DEI Code of Conduct encourages the use of preferred pronouns and the celebration of different genders. It also contains a provision entitled "Adult Harassment Issues," which requires reporting "any allegation of harassment," inclusive of offenses based on gender identity:

Rotary [International] is committed to maintaining an environment that is free of any form of harassment, 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, disability, religion, socioeconomic status, culture, sex, sexual orientations, or gender identity).

If you are notified of any allegation of harassment involving an adult, or you feel you have been harassed, follow these steps:

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1. If anyone's safety is in doubt, contact local law enforcement.
2. Notify a club officer (club president or secretary), district leader (district governor or district governor-elect), or zone leader (RI director).
3. Report the incident to Rotary International's Club and District Support team. . . .
4. Any allegation of harassment or abuse that involves young people must be reported to Rotary International . . . within 72 hours.

Id. (App. 858) (footnote omitted).

On August 17, 2023, Jenkins posted a meme to her personal Facebook page consistent with her religious belief that God created only two genders, assigned biologically at birth. That meme depicted a mother and child in a 1950s-style kitchen with the child, who had long hair and was wearing a dress and red bow, saying to the mother, "Mommy, I think I'm a boy," and the mother responding, "WELL, YOU'RE NOT." Facebook Post (App. 580). Above that picture were the words, "It's that simple." *Id.* (App. 580).

Within days, on August 21, 2023, a member of the Rotary Club of Harrisburg, Una Martone, who had also performed volunteer service for Rotary International, reported Jenkins's post as violative of

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Rotary International's DEI Code of Conduct. Martone emailed the president of the Rotary Club of Harrisburg and two of its board members a screenshot of Jenkins's post and the following message:

I was disheartened to see this post on the personal [F]acebook page of our club's Executive Director (see below). While this is her personal space, the sentiment she's expressing is in opposition to the Rotary Club of Harrisburg and Rotary International's values of inclusion and belonging.

Email from Una Martone to Ellen C. Brown, Elizabeth Mihmet & Scott Stevens (Aug. 21, 2023, 10:20 AM) (App. 616). That evening, after holding an emergency meeting to discuss the post, the board of the Rotary Club of Harrisburg terminated Jenkins because her post "oppose[d] the beliefs of transgender individuals" in violation of Rotary International's DEI Code of Conduct. Letter from Ellen C. Brown, President, Rotary Club of Harrisburg, to Maura Jenkins (Aug. 21, 2023) (App. 54).

PROCEDURAL HISTORY

After reporting her termination to the Equal Employment Opportunity Commission and receiving a right-to-sue letter, Jenkins sued the Rotary Club of Harrisburg and Rotary International in the District Court. *See* 42 U.S.C. § 2000e-5(b), (e). Her amended complaint alleging religious discrimination and retaliation in violation of Title VII was within the District Court's

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jurisdiction, *see* 28 U.S.C. § 1331, and the parties consented to having a magistrate judge preside over the case, *see id.* § 636(c); Fed. R. Civ. P. 73(a).

The Rotary Club of Harrisburg and Rotary International separately moved to dismiss Jenkins’s claims. They asserted that the allegations in the amended complaint were insufficient to establish that they were an ‘employer’ covered by Title VII, which sets a fifteen-employee threshold for status as an employer:

The term “employer” means a person engaged in an industry affecting commerce who has fifteen or more employees for each working day in each of twenty or more calendar weeks in the current or preceding calendar year, and any agent of such a person. . . .

42 U.S.C. § 2000e(b). Before Jenkins responded to those motions, the Magistrate Judge denied them without prejudice and ordered the parties to conduct limited discovery on the employer issue.

Afterward, the Rotary Club of Harrisburg and Rotary International separately moved for summary judgment on the grounds that they were not Jenkins’s employer for purposes of Title VII. In response, Jenkins argued that under the single-employer tests announced in *Nesbit v. Gears Unlimited, Inc.*, 347 F.3d 72 (3d Cir. 2003), Harrisburg Rotary Club and Rotary International qualified as a single employer. *See id.* at 85-87 (allowing two “nominally distinct” entities to be treated as a single

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employer to satisfy Title VII’s numerosity requirement in three scenarios: (i) “when a company has split itself into entities with less than fifteen employees intending to evade Title VII’s reach”; (ii) “when a parent company has directed the subsidiary’s discriminatory act of which the plaintiff is complaining”; and (iii) when the companies are “so united that nominal employees of one company are treated interchangeably with those of another”). The Magistrate Judge rejected that contention because Jenkins did not provide evidence to meet any of the *Nesbit* single-employer tests. *Jenkins v. Harrisburg Rotary Club*, 2025 WL 2940772, at *4-5 (M.D. Pa. Oct. 16, 2025).

Through a timely notice of appeal, Jenkins invoked this Court’s appellate jurisdiction to present two challenges to that final order. *See* 28 U.S.C. § 1291; Fed. R. App. 4(a)(1)(A). First, she asserts that the Magistrate Judge improperly shifted the burden to her as the non-moving party at summary judgment. Second, she argues that she produced adequate evidence of one of the *Nesbit* tests—direction by a parent company of a subsidiary’s discriminatory act.

DISCUSSION

As to Jenkins’s first challenge, the Magistrate Judge did not improperly shift the burden of proof at summary judgment. To avoid summary judgment, Jenkins had to establish that the Rotary Club of Harrisburg and Rotary International were her employers for purposes of Title VII. *See Arbaugh v. Y&H Corp.*, 546 U.S. 500, 516 (2006) (“[T]he threshold number of employees for application of

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Title VII is an element of a plaintiff's claim for relief."). And a moving party may obtain summary judgment by demonstrating that "the nonmoving party has not made 'a showing sufficient to establish the existence of an element essential to that party's case . . . *on which that party will bear the burden of proof at trial.*'" *Mall Chevrolet, Inc. v. Gen. Motors LLC*, 99 F.4th 622, 630 (3d Cir. 2024) (alteration in original) (quoting *Celotex Corp. v. Catrett*, 477 U.S. 317, 322 (1986)). Thus, the Magistrate Judge did not err in examining whether Jenkins, as the non-moving party, was able to produce evidence that would create a triable question on the employer issue.

Jenkins's second challenge is that she has shown enough evidence of direction by Rotary International over the personnel decisions by the Rotary Club of Harrisburg to create a triable issue that they qualify as a single employer under one of the *Nesbit* single-employer tests. The problem for Jenkins is that the *Nesbit* tests were developed in the context of corporate employers. *See Nesbit*, 347 F.3d at 85. And the *Nesbit* test that she relies on requires a parent-subsidary relationship among the corporations as well as direction by the parent corporation. *See id.* at 85-86 (allowing a finding of a single employer "when a parent company has directed the subsidiary's discriminatory act of which the plaintiff is complaining"). So, while Jenkins has produced some evidence of direction by Rotary International, she has not produced any evidence that Rotary International is the parent corporation of the Rotary Club of Harrisburg. Nor has she advocated for a variation of the *Nesbit* tests applicable outside of the corporate context that would cover relationships among

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membership organizations. *But cf.* 42 U.S.C. § 2000e(b) (excepting from the definition of ‘employer’ “a bona fide private membership club (other than a labor organization) which is exempt from taxation under section 501(c) of Title 26”). Thus, she has not produced enough evidence to survive summary judgment.

CONCLUSION

For the foregoing reasons, we will affirm the entry of summary judgment.

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**APPENDIX B — JUDGMENT OF THE UNITED
STATES COURT OF APPEALS FOR THE
THIRD CIRCUIT, FILED JULY 13, 2026**

UNITED STATES COURT OF APPEALS
FOR THE THIRD CIRCUIT

No. 25-3195

MAURA A. JENKINS,

Appellant,

v.

HARRISBURG ROTARY CLUB,
AKA ROTARY CLUB OF HARRISBURG;
ROTARY INTERNATIONAL

Submitted: July 1, 2026

Filed: July 13, 2026

On Appeal from the United States District Court, M.D. Pa.
Judge Sean A. Camoni, No. 1:24-cv-01724

Before: SHWARTZ, PHIPPS, and McKEE, *Circuit Judges*

JUDGMENT

This cause came to be considered on the record on appeal from the United States District Court for the Middle District of Pennsylvania and was submitted on July 1, 2026. On consideration whereof,

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It is now hereby ORDERED and ADJUDGED by this Court that the judgment of the United States District Court for the Middle District of Pennsylvania entered on October 16, 2025, is hereby AFFIRMED. Costs shall be taxed in this matter against Appellant. All of the above in accordance with the Opinion.

ATTEST:

s/ Patricia S. Dodszuweit
Clerk

Dated: July 13, 2026

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**APPENDIX C — ORDER OF THE UNITED STATES
DISTRICT COURT FOR THE MIDDLE DISTRICT
OF PENNSYLVANIA, FILED OCTOBER 16, 2025**

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF PENNSYLVANIA

NO. 1:24-CV-01724

MAURA A. JENKINS,

Plaintiff,

v.

HARRISBURG ROTARY CLUB A.K.A.
ROTARY CLUB OF HARRISBURG, AND
ROTARY INTERNATIONAL,

Defendants.

Filed October 16, 2025

(CAMONI, M.J.)

ORDER

For the reasons set forth in the accompanying
Memorandum Opinion, IT IS HEREBY ORDERED that:

- (1) Defendants' Motions for Summary Judgment,
Docs. 35, 38, are **GRANTED**;

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- (2) Judgment is entered in FAVOR of Defendants and AGAINST Plaintiff; and
- (3) The Clerk of Court is **DIRECTED** to **CLOSE** this case.

Date: October 16, 2025

s/Sean A. Camoni
Sean A. Camoni
United States Magistrate Judge

**APPENDIX D — MEMORANDUM OPINION OF
THE UNITED STATES DISTRICT COURT FOR
THE MIDDLE DISTRICT OF PENNSYLVANIA,
FILED OCTOBER 16, 2025**

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF PENNSYLVANIA

NO. 1:24-CV-01724

MAURA A. JENKINS,

Plaintiff,

v.

HARRISBURG ROTARY CLUB A.K.A.
ROTARY CLUB OF HARRISBURG, AND
ROTARY INTERNATIONAL,

Defendants.

Signed October 16, 2025

(CAMONI, M.J.)

MEMORANDUM OPINION

This matter comes before the Court upon Defendants Rotary International (“RI”) and Rotary Club of Harrisburg’s (“RCH”) Motions for Summary Judgment. Docs. 35, 38. Plaintiff Maura Jenkins opposed, and the Defendants replied. Docs. 42, 44, 46, 47. The Court has carefully considered the parties’ submissions and reaches its decision without oral argument under Federal Rule of Civil Procedure 78(b). For the reasons below, the Court grants the Defendants’ Motions for Summary Judgment.

*Appendix D***I. BACKGROUND**

The Court begins with the undisputed and disputed facts. Pursuant to the Middle District of Pennsylvania’s Local Rules and the Federal Rules of Civil Procedure, the Court deems admitted Defendants’ statements of material facts to the extent that the Plaintiff’s responses fail to controvert them.¹

A. Undisputed Facts

Plaintiff alleges Title VII employment discrimination claims. Amended Complaint, Doc. 8 at 1. RCH, a community service organization, is a member club of RI, an association of member Rotary clubs throughout the world. RCH’s Statement of Undisputed Material Facts (“SUMF”), Doc. 38-1 ¶¶ 11, 16; Pl.’s Response to RCH’s SUMF, Doc. 45 ¶¶ 11, 16. Both entities are separate and

1. To one third of the Defendants’ statements of material facts, the Plaintiff responded, “cannot confirm or deny.” Doc. 43 ¶¶ 2-5, 7-8, 10-11, 14-16, 18, 20-21, 23, 26-32, 44, 52, 54, 61, 63, 84; Doc. 45 ¶¶ 11-14, 16-21, 23-28, 35. These responses fail to dispute Defendants’ statements of facts, and so those facts are deemed admitted for the purpose of summary judgment. M.D. Pa. L.R. 56.1 (“All material facts set forth in the statement required to be served by the moving party will be deemed to be admitted unless controverted by the statement required to be served by the opposing party.”); Fed. R. Civ. P. 56(e)(2) (“If a party fails . . . to properly address another party’s assertion of fact . . . the court may . . . consider the fact undisputed for purposes of the motion”); *Beard v. Helman*, 722 F. Supp. 3d 521, 527-28 (M.D. Pa. 2024) (“Where nonmovants fail to support denials with record citations, a common sanction is to deem these allegations admitted.”).

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distinct. RI's SUMF, Doc. 37 ¶ 9; Pl.'s Response to RI's SUMF, Doc. 43 ¶ 9(c).

In 2023, Plaintiff Maura Jenkins worked as a club administrator for RCH, until it terminated her employment. Doc. 38-1 ¶¶ 29-30; Doc. 45 ¶¶ 29-30. RCH terminated the Plaintiff, its only employee, because the Plaintiff violated RI's Code of Conduct via a Facebook post. Doc. 38-1 ¶¶ 27, 30, 47; Doc. 45 ¶¶ 27, 30, 47. That Facebook post depicted a small child saying, "Mommy, I think I'm a boy," to which the child's mother responded, "Well you're not." Doc. 38-1 ¶¶ 40-41; Doc. 45 ¶¶ 40-41.

RCH first learned about the Plaintiff's Facebook post from Una Martone, a former volunteer for RI. Doc. 37 ¶¶ 53-54, 58; Doc. 43 ¶¶ 53-54, 58. Martone emailed the "Rotary Club of Harrisburg Leadership," criticizing the Plaintiff's Facebook post as "unacceptable." Ex. 16, Doc. 37-16 at 2. The email's recipients did not include any officer or director of RI. Doc. 37 ¶ 61; Doc. 43 ¶ 61. A few days after receiving Martone's email, RCH convened a board meeting. Doc. 37 ¶ 67; Doc. 43 ¶ 67. The RCH board voted by a majority to terminate the Plaintiff's employment. Doc. 37 ¶ 71; Doc. 43 ¶ 71.

B. Disputed Facts

The parties primarily dispute: (1) whether RI was the Plaintiff's employer (under the single employer theory of liability); and (2) whether Martone was an employee, representative, or agent of RI. Pl.'s Br., Doc. 42 at 6-8; RCH's Br., Doc. 39 at 2-5; RI's Br., Doc. 36 at 19.

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The Plaintiff maintains that RI employed her because, among other reasons, “the facts referenced in [the Plaintiff’s] Amended Complaint are already admitted as true.” Doc. 45 ¶ 8(b)(ii)-(iii).² The Plaintiff also asserts that RI “played a substantial role in managing [RCH] and in the employment termination of Plaintiff . . . , including but not limited to direct actions through RI’s employee and/or Agent Una Martone.” *Id.* ¶ 8(c).

The Defendants disagree. Doc. 39 at 2; Doc. 36 at 19. They contend that RI and RCH are separate and distinct legal entities, and that RCH is not a subsidiary of RI, but is an independent, autonomous club. Doc. 37 ¶ 9; Doc. 38-1 ¶ 15. The Defendants agree with each other that: (1) neither RCH, “nor its members, agents, or employees, have

2. The Plaintiff seems to assert that because the Defendants argue there are no disputed issues of fact that would defeat summary judgment under Rule 56, that Defendants have “admitted as true” all allegations in the Amended Complaint. This contention has no basis in any legal authority the Court is aware of. Elsewhere, Plaintiff argues that this Court must accept all of the allegations in the Amended Complaint as true under Rule 12(b), citing to Supreme Court and Third Circuit precedents. *See, e.g.*, Doc. 44 at 2, citing *Leatherman v. Tarrant Cnty. Narcotics Intel. & Coordination Unit*, 507 U.S. 163, 164, 113 S.Ct. 1160, 122 L.Ed.2d 517 (1993) and *Nesbit v. Gears Unlimited, Inc.*, 347 F.3d 72, 76 (3d Cir. 2003), *inter alia*. Plaintiff provides no explanation why the Court should apply the Rule 12(b) motion to dismiss standard to decide a Rule 56 motion for summary judgment. All of the cases Plaintiff relies on for this proposition deal with motions to dismiss, not summary judgments, and are therefore irrelevant. The Court will not accept as true Plaintiff’s allegations for the purposes of deciding this motion, but will instead apply the appropriate summary judgment standard of review.

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any authority to ‘act, negotiate, or contract on behalf of [RI].’” Doc. 38-1 ¶ 21 (quoting Doc. 37 ¶ 16); (2) “[RI] plays absolutely zero role in the management of or governing of the daily and internal activities—including the hiring, firing, training, and/or supervising of employees—of [RCH].” *Id.* ¶ 22 (citing Doc. 37 ¶ 25); (3) no RCH officer served as an employee, officer or director of RI, or were in any capacity authorized to act on RI’s behalf. Doc. 37 ¶¶ 26-28; Doc. 38-1 ¶ 25; and (4) Martone was never an employee of RCH or RI. Doc. 37 ¶ 52; RCH’s Reply Br., Doc. 47 at 3-4.

C. Procedural History

On October 9, 2024, the Plaintiff filed a complaint, alleging a violation of Title VII of the Civil Rights Act of 1964. Doc. 1. Finding deficiencies, the Court granted the Plaintiff leave to amend. Doc. 6. The Plaintiff filed the Amended Complaint against the Defendants, alleging religious discrimination and retaliation in violation of Title VII. Doc. 8 ¶¶ 61-132. The Defendants moved to dismiss. Docs. 23, 28. Following a conference with the parties, the Court ordered a limited three-month period of discovery on the issue “surrounding who was Jenkins’s employer, including whether the defendants were acting as a single entity and whether [RCH] was acting as an agent of [RI].” March 12, 2025, Order, Doc. 31 at 1. After discovery, the Defendants moved for summary judgment. Docs. 35, 38. The motions are fully briefed. Docs. 42, 44, 46, 47. The parties have consented to the jurisdiction of a United States Magistrate Judge to conduct all proceedings in this case, pursuant to 28 U.S.C. § 636(c) and Federal Rule

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of Civil Procedure 73, including entry of final judgment.³ Doc. 22.

II. LEGAL STANDARD

Summary judgment is appropriate where “there is no genuine dispute as to any material fact and the movant is entitled to judgment as a matter of law.” Fed. R. Civ. P. 56(a). A dispute is “genuine” when “a reasonable jury could return a verdict for the nonmoving party.” *Anderson v. Liberty Lobby, Inc.*, 477 U.S. 242, 248, 106 S.Ct. 2505, 91 L.Ed.2d 202 (1986). A fact is “material” only if it has the ability to “affect the outcome of the suit under governing law.” *Kaucher v. County of Bucks*, 455 F.3d 418, 423 (3d Cir. 2006) (citing *Anderson*, 477 U.S. at 248, 106 S.Ct. 2505). Disputes over irrelevant or unnecessary facts will not preclude a grant of summary judgment. *Anderson*, 477 U.S. at 248, 106 S.Ct. 2505.

3. RI seeks to renew its motion to dismiss. Doc. 36 at 4. The parties, however, have completed discovery on the issues raised in the Defendants’ motions to dismiss pursuant to this Court’s March 12, 2025, Order. Doc. 31 at 1. Because RI asks the Court to consider facts arising from discovery, and because the Court considers matters outside the pleadings to decide motions for summary judgment and not motions to dismiss, the Court denies the Defendant’s request to renew its motion to dismiss as moot. *See Schmidt v. Skolas*, 770 F.3d 241, 249 (3d Cir. 2014) (“To decide a motion to dismiss, courts generally consider only the allegations contained in the complaint.”); Fed. R. Civ. P. 12(d) (“If, on a motion under Rule 12(b)(6) . . . matters outside the pleadings are presented to and not excluded by the court, the motion must be treated as one for summary judgment under Rule 56.”).

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The moving party bears the burden of showing that no genuine dispute exists such that summary judgment is warranted. *See Celotex Corp. v. Catrett*, 477 U.S. 317, 322-23, 106 S.Ct. 2548, 91 L.Ed.2d 265 (1986). Once the movant adequately supports its motion, the burden shifts to the nonmoving party to “go beyond the pleadings and by her own affidavits, or by the depositions, answers to interrogatories, and admissions on file, designate specific facts showing that there is a genuine issue for trial.” *Id.* at 324, 106 S.Ct. 2548.

“In considering a motion for summary judgment, a district court may not make credibility determinations or engage in any weighing of the evidence.” *Marino v. Indus. Crating Co.*, 358 F.3d 241, 247 (3d Cir. 2004) (citing *Anderson*, 477 U.S. at 255, 106 S.Ct. 2505). Rather, “[a]ll facts and inferences are construed in the light most favorable to the non-moving party.” *Boyle v. County of Allegheny*, 139 F.3d 386, 393 (3d Cir. 1998). Credibility determinations are “the province of the factfinder.” *Big Apple BMW, Inc. v. BMW of N. Am., Inc.*, 974 F.2d 1358, 1363 (3d Cir. 1992). The court’s role, at the summary judgment stage, is “to determine whether there is a genuine issue for trial.” *Anderson*, 477 U.S. at 249, 106 S.Ct. 2505. There can be “no genuine issue as to any material fact,” however, if a party “fails to make a showing sufficient to establish the existence of an element essential to that party’s case, and on which that party will bear the burden of proof at trial.” *Celotex*, 477 U.S. at 322, 106 S.Ct. 2548.

*Appendix D***III. DISCUSSION**

Under Title VII, an “employer” is an entity with “fifteen or more employees.” 42 U.S.C. § 2000e(b). This “threshold number of employees for application of Title VII is an element of a plaintiff’s claim.” *Arbaugh v. Y&H Corp.*, 546 U.S. 500, 516, 126 S.Ct. 1235, 163 L.Ed.2d 1097 (2006). Here, the Plaintiff “fails to make a showing sufficient to establish the existence” of this essential element. *Celotex*, 477 U.S. at 322, 106 S.Ct. 2548. Viewing the facts in the light most favorable to the Plaintiff, no reasonable jury would consider RI and RCH a single entity such that they were the Plaintiff’s “employer” under Title VII’s definition. *See Anderson*, 477 U.S. at 248, 106 S.Ct. 2505. For the reasons below, the Court will grant the Defendants’ motions for summary judgment. *See Celotex*, 477 U.S. at 322-23, 106 S.Ct. 2548 (“[T]he plain language of Rule 56(c) mandates the entry of summary judgment, . . . against a party who fails to make a showing sufficient to establish the existence of an element essential to that party’s case.”).

A. There is no genuine dispute that RCH does not qualify as an employer under Title VII’s threshold element.

The parties agree that RCH had only one employee when it terminated the Plaintiff’s employment and currently has no employees. Doc. 38-1 ¶ 27; Doc. 45 ¶ 27. Because RCH has fewer than fifteen employees, under Title VII, RCH is not an employer. *See* 42 U.S.C. § 2000e(b). The Plaintiff’s Title VII claim against RCH,

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therefore, fails as a matter of law. But, the Plaintiff argues, RCH and RI were a “single entity” under the circumstances and therefore qualify as an “employer” under Title VII because the total number of employees can be aggregated. Doc. 42-2 at 6. The undisputed facts do not support the Plaintiff’s theory.

B. There is no genuine dispute that the Defendants are not a single employer to satisfy Title VII’s numerosity requirement.

In the Third Circuit, *Nesbit v. Gears Unlimited, Inc.* governs the limited circumstances in which a Court may consider two nominally separate entities as a single employer to reach Title VII’s numerosity requirement. 347 F.3d 72, 85-89 (3d. Cir. 2003). Failing to proffer evidence that RCH meets the threshold employee number, the Plaintiff seeks to combine the Defendants as a single employer to meet the minimum employee threshold. Doc. 45 ¶ 27 (“[F]or the purpose of Title VII, [RCH] and RI should be treated as one entity.”).

Under *Nesbit*, consolidation of separate entities as a single employer is appropriate when: (1) a company splits itself into multiple entities to evade coverage under Title VII; (2) a parent company, in a parent-subsidiary relationship, directs the subsidiary to perform the allegedly discriminatory act in question; or (3) companies have operations that are so united that nominal employees of one company are treated interchangeably with those of another. 347 F.3d at 86-87. Here, the parties do not suggest that the Defendants split themselves into multiple entities

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to evade Title VII. Doc. 36 at 34; Doc. 42 at 5. The facts, viewed in the light most favorable to the Plaintiff, more closely suggest the latter two scenarios under *Nesbit*. Under either scenario, however, the Plaintiff fails to demonstrate that the Defendants should be treated as a single employer.

First, under the second scenario, the Plaintiff fails to submit evidence that a parent-subsidary relationship existed between the Defendants. In fact, the Plaintiff admits that RI is a separate and distinct legal entity. Doc. 37 ¶ 9; Doc. 43 ¶ 9(c). Moreover, the Plaintiff fails to cite to evidence that can sufficiently demonstrate that RI directed RCH to commit a Title VII discriminatory act. *See Nesbit*, 347 F.3d at 86. Instead, the Plaintiff argues that RI exercised control over RCH to terminate her employment by adopting RI's code of conduct. *See* Doc. 42 at 7-8 (citing to Exs. 25, 26, 28). But an employment relationship cannot be created by a member club—or the club's employees—adopting an association's code of conduct. To draw an analogy, the American Bar Association would not qualify as employer of a law firm's employees by virtue of the firm unilaterally adopting the ABA's Model Rules of Professional Conduct.

In no sense does the subscription to a code of conduct form an employment relationship. That relationship depends on “the level of control the [employer] exerted over the [employee]; which entity paid the employee's salaries, hired and fired them, and had control over their daily employment activities.” *Covington v. Int'l Ass'n of Approved Basketball Officials*, 710 F.3d 114, 119 (3d Cir.

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2013) (citation modified). Here, RI exercised no control over RCH and its operations. Doc. 38 ¶ 22 (citing Doc. 37 ¶ 25 (“[RI] plays [no] role in . . . the hiring, firing, training, and/or supervising of employees—of RCH.”)). Thus, the Plaintiff fails to sufficiently demonstrate *Nesbit*’s second scenario.⁴

Second, under the third *Nesbit* scenario, the Plaintiff fails to controvert the Defendants’ declaration that they share no operation. Doc. 38-1 ¶¶ 21-22 (citing Doc. 37 ¶¶ 16, 25). This Court has declined to aggregate separate entities for a Title VII claim even where it found management were interconnected. *Spalla v. Elec. Mfg. Servs. Grp.*, No. 16-821, 2017 WL 569178, at *5, 2017 U.S. Dist. LEXIS 19750, at *10 (M.D. Pa. Feb. 13, 2017) (finding no single employer consolidation even where two entities shared officers); *Nesbit*, 347 F.3d at 89 (“In the absence of more significant operational entanglement, common ownership and *de minimis* coordination in hiring are insufficient bases to disregard the separate corporate forms”). Here,

4. The Plaintiff additionally argues that RI directed her termination by “direct actions through RI’s employee and/or Agent Una Martone.” Doc. 45 ¶ 8(c). To support this argument, she underscores Martone’s signature contained in the email addressed to RCH’s Leadership. Doc. 45 ¶ 8(c) (citing Doc. 37-16 at 2). The Plaintiff reasons that because Martone signed the email listing Martone’s credentials as “Training Leader, Rotary International,” Martone is RI’s employee. *Id.* ¶ 8(c)(i)(e). But an email signature alone does not establish that Martone was RI’s employee. See *Covington*, 710 F.3d at 119. Indeed, Defendants assert that “Martone was never an employee of RCH or RI.” Doc. 37 ¶ 52. Plaintiff fails to effectively controvert that assertion with anything of substance from the record.

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the Defendants share no common officers or directors. Doc. 37 ¶¶ 26-28; Doc. 38-1 ¶ 25; Doc. 43 ¶¶ 26-28; Doc. 45 ¶ 25.⁵ They do not coordinate any hiring or terminating of employees. Doc. 38-1 ¶ 22 (citing Doc. 37 ¶ 25). Neither does the Plaintiff offer evidence to suggest that the Defendants overlap in personnel decisions. *See Showers v. Endoscopy Ctr. of Cent. Pa., LLC*, 58 F. Supp. 3d 446, 457-59 (M.D. Pa. 2014) (finding genuine issue of material fact as to whether two entities are consolidated where the two entities had increased overlap in management and personnel decisions, shared the same building, and were more likely to be treated as a single unit by third parties). In fact, RCH, its members, agents, or employees, have no authority to “act, negotiate, or contract on behalf of RI.” Doc. 38-1 ¶ 21 (quoting Doc. 37 ¶ 16). Without any evidence of overlap between the Defendants, the Plaintiff fails to demonstrate *Nesbit*’s third scenario.

5. The Plaintiff’s responses to Defendants’ Statements of Facts are muddled, confusing, and largely ineffectual. The Plaintiff frequently admits that she “cannot confirm or deny” Defendants’ assertions, “outside of Defendant submittal(s).” *See, e.g.*, Doc. 45 ¶ 25. Far too often, the Plaintiff attempts to lead the Court on a goose chase, cross-referencing to previous responses that are often irrelevant. For example, in response to the assertion that “none of [RCH’s] board members served as an employee, agent, or officer of Rotary International” during the Plaintiff’s employment, the Plaintiff directs the Court to assertions about Una Martone, whom the Plaintiff has never alleged to be a board member of RCH. *Id.* Because the Plaintiff failed to controvert such facts with “references to the parts of the record” that support her position, those facts could be deemed admitted. L.R. 56.1.

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The Plaintiff claims that “the record is flooded with evidence” that RI exercised control over RCH, but does not identify a single piece of record evidence to support that claim. Doc. 42-2 at 6. Instead, Plaintiff cites to multiple paragraphs in her Responses to Defendants’ Statement of Facts,⁶ almost all of which contain further cross-references and re-directions. It is up to the Plaintiff to directly and clearly provide the Court with record evidence that contradicts Defendants’ asserted undisputed facts. That is what she is required to do as a litigant facing summary judgment. “Judges are not like pigs, hunting for truffles buried in’ the record.” *Doebler’s Pa. Hybrids, Inc. v. Doeblner*, 442 F.3d 812, 820 (3d Cir. 2006). Nonetheless, the Court has attempted to decipher the Plaintiff’s Responses (Docs. 43, 45) and has discerned no genuine issues of material fact in dispute as to the essential elements of the claims challenged, and has certainly found no support for the contention that the “record is flooded” with evidence that the Defendants operated as a single entity or that RI controlled RCH.

The Plaintiff thus fails to establish any disputed issues of material fact regarding the issue of whether the Defendants can be considered a single employer or that RI can be considered the Plaintiff’s employer, rendering Title VII inapplicable to either Defendant.

6. The Plaintiff neglected to include a docket citation to specify which of her two Responses she was asking the Court to search. Ultimately, it is of no matter, as both documents are substantially the same, though the paragraph numbers differ.

*Appendix D***IV. CONCLUSION**

Because the Plaintiff fails to show any operational entanglement, common ownership, or coordination in hiring between the Defendants, the Court cannot “disregard the separate corporate forms of” RI and RCH. *Nesbit*, 347 F.3d at 89. There is no genuine issue of material fact as to whether RI and RCH may be consolidated under the single employer test. The Defendants, therefore, cannot be viewed as a single employer to meet Title VII’s numerosity requirement. And the Plaintiff does not otherwise dispute that RCH had only one employee, herself, rendering RCH not an “employer” under 42 U.S.C. § 2000e(b). Likewise, Plaintiff raises no other allegation that RI was Plaintiff’s “employer,” outside of the claim that the two entities acted jointly. Thus, the undisputed facts show that Plaintiff cannot establish an essential element of her Title VII claims. Accordingly, the Court will grant the Defendants’ motions for summary judgment.

Date: October 16, 2025

s/Sean A. Camoni

Sean A. Camoni

United States Magistrate Judge