

Rotary Charities of Traverse City, Inc.
Rotary Camps & Services of Traverse City, Inc.
Nomination form for the
Board of Trustees to serve 10/1/23-09/30/26

Name _____

Rotary Badge # _____

E-Mail Address _____

Years of membership in this Club? _____

Total years of Rotary membership? _____

Occupation _____

Interested in the Board of: _____ Rotary Charities
_____ Rotary Camps & Services

List leadership positions held in this Rotary Club, (i.e. officer of the club, committee chair, board of Camps & Services or Charities, etc.)

List volunteer activities you participated in as a member of this Rotary Club, (i.e. Tag Day, Rotary Show, Committee assignments, etc.)

Describe your professional and educational background.

List community organizations you have been involved in and any leadership positions held.

Why are you interested in serving on the Board of Rotary Charities/Rotary Camps & Services?

How do you think the board will benefit from your participation?

As a current member in good standing of Traverse City Rotary Club #754, I hereby request consideration for election to the Board of Trustees of Rotary Charities/Rotary Camps & Services of Traverse City.

If elected I will attend all monthly Board meetings, and special meetings called by the Chairman of the Board. I will adhere to the Conflict of Interest Policy (attached) and take an active role.

Signature

Date

Your interest is appreciated. This application form will be reviewed by the Nominating Committee, which retains the right to nominate trustees from both applicants and qualified members. You will be notified of the Nominating Committee's recommendations prior to notification of the full membership.

RETURN THIS FORM NO LATER THAN NOON SEPTEMBER 8, 2023

**TO: NOMINATING COMMITTEE
800 Cottageview Drive, Suite 1090
Traverse City, MI 49684**

OR

SCAN TO: sfoster@rotarycharities.org

CONFLICT OF INTEREST POLICY
OF
ROTARY CHARITIES OF TRAVERSE CITY
a Michigan Nonprofit Corporation

ARTICLE I

Purposes

Rotary Charities of Traverse City (“Rotary Charities”) is a Michigan nonprofit corporation exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code (“IRC” or the “Code”). The Trustees, officers, employees, members of committees, volunteers and other agents of Rotary Charities are and will be men and women of diverse business and community interests who are likely to be connected directly or indirectly through their families, with other organizations, associations, institutions and businesses with which Rotary Charities from time to time may have dealings by way of gifts, grants, loans, leases, guarantees, contracts and other transactions. Rotary Charities believes that self-monitoring is the best preventive measure to address actual or potential conflicts of interest and the appearance of conflicts of interest.

Accordingly, the purpose of this Conflict of Interest Policy (the “Policy”) is to protect the interests, reputation and integrity of Rotary Charities in a transaction or arrangement that might benefit the private interest of an interested person of Rotary Charities, including by way of gifts, grants, loans, leases, guarantees, contracts and other transactions. This Policy is intended to supplement but not replace any applicable federal and state laws that govern conflicts of interest applicable to a nonprofit corporation that is organized under the Michigan Nonprofit Corporation Act, as amended (the “Act”), which is exempt from taxation under Section 501(c)(3) of the Code.

Moreover, the Trustees, officers, employees, members of committees, volunteers and agents of Rotary Charities must operate in the best interest of the community and Rotary Charities. Such individuals must operate fairly, objectively and honestly and with the utmost integrity must give undivided allegiance when they make decisions that affect Rotary Charities. To that end, this Policy is intended to not only address and circumvent any and all actual or potential legal conflicts of interest, but any and all appearances of conflicts of interest as well.

It is the intent of this Policy to resolve all actual or potential conflicts of interest or appearances of conflicts of interest in an open and expedient manner and to that end, the requirements of this Policy shall be strictly observed.

ARTICLE II

Definitions

1. **Interested Person.** Any Trustee, officer or member of a committee of Rotary Charities with board-delegated powers, including immediate family members of any of the foregoing (specifically including spouses, children (including stepchildren) and parents),

any employee of Rotary Charities, or any volunteer on “grant-investigation team” who has a “relationship” (as defined below) is an “interested person”.

2. **Relationship.** An “interested person” has a “relationship” if he or she has, directly or indirectly:
 - a. an interest or potential investment or interest as an owner, shareholder, member, director, trustee, officer, employee and/or agent in, or compensation arrangement with, any entity (whether profit or nonprofit) or individual with which Rotary Charities has a transaction or arrangement, including, but not limited to, as a grant recipient, or with which Rotary Charities is negotiating a transaction or arrangement; or
 - b. an interest as a shareholder, member, director, trustee, officer, employee, volunteer and/or agent of any organization that applies for a grant from Rotary Charities, or is otherwise in a position to attain a personal gain resulting from a successful grant application.

A “relationship” shall constitute a “conflict of interest” only if so determined by Rotary Charities Governance Committee (the “Governance Committee”) in accordance with Article III, Section 2 below.

3. **Compensation.** “Compensation” includes, but is not necessarily limited to, direct and indirect remuneration as well as gifts or favors that are substantial in nature (which shall be defined as gifts and favors the fair market value of which is in excess of \$50, or as otherwise determined by the Board of Trustees).

ARTICLE III

Conflicts of Interest

1. **Duty to Disclose.** An interested person shall disclose the existence of any relationship and shall be given the opportunity to disclose all material facts to the Board of Trustees and the Governance Committee considering the proposed relationship. To assist in facilitating such disclosures, the following shall apply:
 - a. **Conflict of Interest Questionnaire.** The Trustees, officers, Executive Director, staff and legal counsel of Rotary Charities, and others as determined by the Board of Trustees, shall annually complete a “Conflict of Interest Questionnaire” at the Board’s Annual Organizational Meeting. Such Questionnaire shall be substantially in the form as set forth on **Exhibit A**, a copy of which is attached to this Policy. Rotary Charities shall hold all such forms on file and open to review.
 - b. **Periodic Reporting.** It shall be the responsibility of interested persons to disclose to Rotary Charities any relationships as they may arise throughout the year.
 - c. **Grant Decision Meetings.** The agenda of all grant decision meetings shall include a time prior to discussion of pending grant applications when Trustees and applicable employees shall disclose any relationships with grant applicants.

- d. Grant-Investigation Team Volunteers. Each volunteer on a “grant-investigation team” shall be asked to disclose any relationship with a potential grant applicant prior to being assigned to a grant-investigation team. No volunteer on a grant-investigation team shall be placed on any such team on which he or she serves as a board member of the potential grant recipient. In addition, no such volunteer shall serve as the “Team Reporter” during the grant cycle in which such volunteer serves as a board member of an organization with a competing grant application.

2. **Failure to Disclose a Relationship.**

- a. If the Board of Trustees or a committee thereof has reasonable cause to believe that an interested person has failed to disclose a relationship, it shall inform such interested person of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of such interested person and making such further investigation as may be warranted in the circumstances, the Board of Trustees or a committee determines that such interested person has in fact failed to disclose a relationship, it shall take appropriate disciplinary and corrective action, which may include removal from the Board of Trustees or a committee thereof, as determined by a majority of the disinterested Trustees or committee members.

3. **Determining Whether a Conflict of Interest Exists.** Each year, the Board of Trustees shall be provided with a summary of all relationships as disclosed in the Conflict of Interest Questionnaires for their review. The Board of Trustees shall also be provided with any and all other disclosures of relationships made pursuant to Section 1 above. Yearly, and upon periodic disclosures of relationships, a majority of disinterested members of the Governance Committee shall then determine whether a relationship constitutes a conflict of interest. In determining whether a conflict of interest exists, the Governance Committee shall consider the duration, level of involvement and nature of the relationship and may discuss the same with the interested person. A determination by the Governance Committee that a conflict of interest exists may be appealed to the Board of Trustees, who shall decide whether a conflict of interest exists upon the vote of a majority of disinterested Trustees.

4. **Procedures for Addressing the Conflict of Interest.** If it is determined that a conflict of interest exists, the following shall apply:

- a. Conflicts of Interest Involving Potential Grant Recipients. Trustees with a conflict of interest as to a potential grant recipient shall be allowed to participate in a grant decision meeting, but shall refrain from voting on the grant application and shall be excused from the meeting prior to such vote to afford the disinterested Trustees adequate time to discuss the grant prior to voting. Even if a conflict of interest is determined not to exist, a Trustee may nevertheless abstain from such vote in his or her discretion.
- b. Conflicts of Interest Involving a Transaction or Arrangement With Rotary Charities. The following procedures shall apply in the event of a conflict of interest involving a transaction or arrangement with Rotary Charities:

- i. An interested person may make a presentation at a meeting of the Board of Trustees, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest;
 - ii. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the transaction or arrangement;
 - iii. After exercising due diligence, the Board of Trustees shall determine whether Rotary Charities can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest; and
 - iv. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Trustees shall determine by a majority vote of the disinterested Trustees whether the transaction or arrangement is in Rotary Charities' best interest and for its own benefit and whether the transaction is fair and reasonable to Rotary Charities and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
- c. Other Conflicts of Interest and Additional Action. If none of the procedures set forth above are applicable to address the conflict of interest, or are insufficient to address the conflict of interest in the opinion of a majority of the disinterested Trustees, then and in that event, the relationship that constitutes the conflict shall be terminated, either by a resignation from the other conflicting organization, change in the contractual relationship with the conflicting organization or resignation from Rotary Charities, as determined by a majority of the disinterested Trustees.

ARTICLE IV

Records of Proceedings

The minutes of the board and all committee with board-delegated powers shall contain the names of the persons who disclosed or otherwise were found to have a conflict of interest in connection with an actual or possible conflict of interest, the nature of the conflict of interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

ARTICLE V

Compensation and Gifts

1. **Board of Trustees.** In the event that a Trustee receives compensation, directly or indirectly, from Rotary Charities, such Trustee shall be precluded from voting on matters pertaining to such compensation, excepting a reasonable fixed sum, if any, that a Trustee may receive for attendance at each regular or special meeting of the Board of Trustees.
2. **Committee Members.** In the event that a voting member of any committee whose jurisdiction includes compensation matters receives compensation, directly or indirectly, from Rotary Charities, such member shall be precluded from voting on matters pertaining to such compensation.
3. **Acceptance of Gifts.** A Trustee shall not accept, and shall discourage the Trustee's immediate family members from accepting, any gift or favor where the Trustee has reason to believe that the gift or favor is given in order to influence the Trustee's actions as a member of the Board of Trustees, or where acceptance of such gift or favor may give the appearance of influencing the Trustee's actions as a member of the Board of Trustees.

ARTICLE VI

Annual Statements

The Trustees, officers, Executive Director and members of a committee of Rotary Charities with board-delegated powers shall annually sign a statement which affirms that such person:

- a. has received a copy of the Policy;
- b. has read and understands the Policy;
- c. has agreed to comply with the Policy; and
- d. understands that Rotary Charities is a charitable organization within the meaning of Section 501(c)(3) of the Code and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

In addition, Rotary Charities' staff and volunteers on "grant investigation teams" shall be provided with information relating to this Policy, in a form as determined by Rotary Charities, so that such staff and volunteers can disclose any relationships as may be required by this Policy.

ARTICLE VII

Periodic Reviews

To ensure that Rotary Charities operates in a manner that is consistent with its tax-exempt purposes and that it does not engage in activities that could jeopardize its status as an organization that is exempt from federal income tax, periodic review shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits, if any, are reasonable, based on competent survey information and are the results of arm's-length bargaining.
- b. Whether contractual and joint venture arrangements and arrangements with management organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further Rotary Charities' tax-exempt purposes and do not result in inurement, an impermissible private benefit or an excess benefit transaction.

ARTICLE VIII

Use of Outside Experts

To conduct the periodic reviews provided for in Article VII above, Rotary Charities may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Trustees of its responsibility to ensure that periodic reviews are conducted.

This Conflict of Interest Policy of Rotary Charities of Traverse City, a Michigan nonprofit corporation, was duly approved and formally adopted by its Board of Trustees on the 6th day of February, 2008.