Rotary Charities of Traverse City
Proposed Bylaws Amendments and Restated Articles of Incorporation
Rotary Club Member Vote: November 10, 2026

Background and purpose

As Rotary Charities approaches its 50th anniversary, we have undertaken a comprehensive review of our governing documents to ensure they reflect how the organization operates today and support its work in the years ahead. The Governance Committee conducted this review with guidance from legal counsel and was approved by the board for Club consideration on October 1, 2026.

Founded by the Rotary Club of Traverse City, Rotary Charities is a separate 501(c)(3) organization with its own Board of Trustees and fiduciary responsibilities. It remains connected to the Club as a Type I supporting organization. Club members retain an important role in governance, including electing Trustees and approving amendments to governing documents.

The proposed revisions emphasize broader participation, lower barriers to Board service, workable governance, and technical updates that clarify responsibilities and align documents with current practice and law.

Proposed amendments: What is changing and why?

Area	Current provision	Proposed amendment	Why this change?
Board eligibility	Five years of Rotary Club membership required before serving as a Trustee	Reduce eligibility to three years	Creates earlier opportunities for engaged Rotarians to contribute to community-focused Board leadership
Affiliate Trustees	Board service is limited to eligible members of the Traverse City Rotary Club	Permit up to three Affiliate Trustees from other Rotary clubs in Grand Traverse, Leelanau, Benzie, Kalkaska and Antrim counties	Brings perspectives from across the five-county service region into governance while preserving the foundational Traverse City Rotary Club relationship
Trustee terms	Three-year terms without an expressly documented maximum of three full terms	Establish a maximum of three full terms; appointed terms of two years or more count as a full term	Formalizes Board practice, supports succession, and creates opportunities for new leadership
Member quorum	A majority of members must be present to conduct official business	Reduce quorum to one-third of members, matching the Rotary Club's quorum requirement	Rotary Charities has not met quorum on the first attempt in four years. This change makes required business more practical while

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			preserving meaningful participation
Future bylaw amendments	Approval requires a majority of all members	Permit approval by a majority of votes cast at a properly called meeting with a quorum present	Allows participating members to conduct essential governance business while retaining membership oversight
Officer responsibilities	Existing language does not fully distinguish Board leadership from executive management	Clarify Board Chairperson and President & CEO responsibilities and define Secretary and Treasurer roles	Provides clearer accountability and reflects how Rotary Charities is governed and managed
Committees	Bylaws allow the Board to establish committees	Retain permissive “may” language, allowing committees to be established by Board resolution as needed	Preserves flexibility as governance needs evolve without prescribing a new committee structure in the bylaws
Articles of Incorporation	Existing Articles use language that warrants updating	Restate the Articles of Incorporation using current language aligned with the updated bylaws	Improves clarity and consistency across Rotary Charities’ foundational governing documents
Other technical updates	Certain provisions reflect older wording or do not fully address current practices	Update electronic notices and participation, financial reporting, indemnification and other procedures	Keeps governing documents clearer, more consistent and easier to administer

What remains unchanged

The foundational relationship between Rotary Charities of Traverse City and the Rotary Club of Traverse City remains intact. Rotary Charities membership continues to be tied to Club membership; the Club President or designee remains a voting Trustee; and Club members retain their role in electing the Board. Rotary Charities remains a separate charitable organization responsible for stewarding resources for communities across the five-county region.

November 10 member vote

Club members will be asked to consider the proposed amendments on November 10, 2026. The existing voting requirements apply to this vote, including the current higher threshold for approving bylaw amendments. The full proposed governing documents should be reviewed alongside this summary.
Questions? Office hours: November 3 at the Hagerty Center, 11:15 a.m.–noon and 1:00–1:30 p.m.