

Conflicts of Interest Policy

For

The Georgia Planning Memorial Foundation, Inc.

The Bylaws of The Georgia Planning Memorial Foundation, Inc. (the "Foundation") provide a basic statement on Conflicts of Interest. This Conflicts of Interest Policy for the Georgia Planning Memorial Foundation, Inc. ("Conflicts of Interest Policy") is intended to complement and supplement that statement contained in the organization's Bylaws.

Any director, officer, assistant officer, appointee, or employee who has an interest in a contract or other transaction presented to the Board of Directors ("Board") or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such interests include, but are not limited to, interests between members of the Board and communities or individuals that are potential recipients of aid from the Foundation. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of two-thirds (2/3) of the members entitled to vote, whether the disclosure shows that a conflict of interest does not exist or cannot be reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transactions. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon if any, the abstention from voting and participation, and whether a quorum was present.

In addition, the majority of the organization's Board of Directors will be non-salaried and will not be related to salaried personnel or to parties providing services. Salaried individuals can not vote on their own compensation and all compensation decisions will be made by a majority vote of the other board members. Any salaries or other forms of compensation paid or provided to our organization's officers, directors, trustees, or employees will not exceed a value which is reasonable and commensurate with their qualifications, duties, and working hours, and such compensation will be comparable to that ordinarily paid or provided to individuals in similar positions.

Signature of Officer or
Person Holding Power of
Attorney

Type or Print Name and Title

Date

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