

**Wednesday, September 29, 2021 at 2:25 p.m.  
Minutes of the Board of Directors of the Georgia  
Veterans Service Foundation, Inc.  
Atlanta, Georgia**

Present: Mr. Doug Middleton, Chairman  
Mr. Dan Zachman, Vice Chair  
Mr. Marvin Thomas, Member  
Mr. Mike Hudson, Member  
Ms. Carmen Streit-Smith, Member  
Mr. Rick White, Member  
Mr. Mark Bannister, CEO, Assistant Commissioner, GDVS  
Mr. George Canavaggio, COO, Assistant Commissioner, GDVS  
Ms. Shareka Monday-Robinson, CFO, HR Specialist GDVS  
Ms. Charlotte May, Director, Public Information Division, GDVS  
Mr. Jerry Lahr, Network Administrator, GDVS  
Ms. Julie Hammond, Confidential Secretary, GDVS

Chairman Middleton called the meeting to order at 2:25 p.m. Mr. Zachman gave the invocation. Mr. Thomas led the Pledge of Allegiance to the flag.

Ms. Hammond performed a roll call of the people listed above.

Mr. Hudson made a motion to approve the February 16, 2021 minutes which were distributed for members to review. Mr. Zachman seconded the motion. The motion passed.

Mr. Zachman made a motion to approve the September Agenda. Ms. Streit-Smith seconded the motion. The motion passed.

**OLD BUSINESS:**

There was a review of the Bylaws. Chairman Middleton explained the addition of letter "e" under Section II:

It shall be at the sole discretion of the Georgia Veterans Service Foundation to have final say of how money is distributed, where and how much and if it even is distributed at all.

**NEW BUSINESS:**

**Establishment of EIN**

The Foundation has been incorporated in the State of Georgia. There was some mix up in the past regarding the address of the company. Mr. Bannister is going to check on changing the address listing to the permanent Post Office Box that has been rented. We have been assigned an EIN.

**Establishment of Bank Account**

The bank account has been opened at Synovas Bank in Roswell. We do have a checkbook and deposit slips. The account was opened with a \$100 deposit and \$300 was donated at a later date by MOPH.

**Establishment of PO Box**

The Post Office Box has been opened for a fee of \$148.00. The address for the organization is:

Georgia Veterans Service Foundation, Inc.  
PO Box 72444  
Marietta, GA 30007-2445

**Discussion of Conflict-of-Interest Policy** (please see attached)

The policy was handed out to each member and discussed. Everyone on the Board is considered a "Director" according to the policy. Those who are elected are considered "Officers." Some minor adjustments were made to the policy. Mr. Zachman made a motion to accept the policy as amended. Ms. Streit-Smith seconded the motion. The motion passed. The final policy was given to Chairman Middleton to sign. It is a required document for the IRS Form 1023 submission packet.

**Discussion of Conflict-of-Interest Statement** (please see attached)

The forms were completed by the Board members. The originals were given to Ms. Hammond to keep on file. Copies were made for Chairman Middleton to use in the submission of IRS Form 1023.

**Discussion of GVSF Funds Request Form** (please see attached)

The form was handed out to each member and discussed. The form should be used most frequently by the Board members, but will be accepted from other requestors. A discussion ensued regarding how to use funds and the importance of using the funds as the donor intends. Documentation must be kept regarding funds received and funds spent. We will be able to accept more donations once the 501(c)3 is approved.

Mr. Zachman made a motion to accept the form as presented. Ms. Streit-Smith seconded the motion. The motion passed.

It was added that Board members are expected to donate to the organization, which will encourage outside entities to donate as well.

**Discussion of the Status of IRS Form 1023**

Chairman Middleton is working on the form submission. The form itself is short, but there are multiple documents that must be added to the form. The documentation already completed was passed around the room so that each member could review it. This meeting will assist in completing some of the necessary documentation.

**Selection of Foundation Logo**

The logos that Ms. May developed were discussed, with some suggestions made for possible changes. She is going to go back to the drawing board to make edits to options 2 and 3.

**Election of New Officers for 2021-22**

Mr. Zachman made a motion to re-appoint the officers who are currently serving in positions. Mr. Thomas seconded the motion. This resulted in the following appointments:

Chairman – Doug Middleton  
Vice Chairman – Dan Zachman  
Treasurer – Carmen Streit-Smith

Mr. Hudson volunteered to serve as Secretary. Ms. Streit-Smith made a motion for Mr. Hudson to become the Secretary. Mr. Thomas seconded the motion, which passed by voice vote.

Welcome to our newest member, Mr. Rick White.

There was no new meeting scheduled. We will wait to see the progress of the IRS Form 1023 submission.

Mr. Zachman made a motion to adjourn the meeting. The motion was seconded by Mr. Thomas. The motion passed by voice vote.

The meeting adjourned at approximately 3:41 p.m.

SIGNED:

**Doug Middleton**

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Doug Middleton, Chairman

ATTEST: Mike Hudson

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Mike Hudson, Secretary

## **Georgia Veterans Service Foundation, Inc.**

### **CONFLICT OF INTEREST POLICY AND ANNUAL STATEMENT**

**For Directors and Officers and Members of a Committee with Board Delegated Powers**

#### **ARTICLE I PURPOSES**

It is important for Georgia Veterans Service Foundation directors, officers, and staff to be aware that both real and apparent conflicts of interest or dualities of interest sometimes occur in the course of conducting the affairs of the corporation and that the appearance of conflict can be troublesome even if there is in fact no conflict whatsoever. Conflicts occur because the many persons associated with the corporation should be expected to have, and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. In these situations, a person will sometimes owe identical duties of loyalty to two or more corporations. The purpose of the conflict of interest policy is to protect the corporation's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. The policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Conflicts are undesirable because they potentially or eventually place the interests of others ahead of the corporation's obligations to its charitable purposes and to the public interest. Conflicts are also undesirable because they often reflect adversely upon the person involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, the long-range best interests of the corporation do not require the termination of all association with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved.

Each member of the board of directors and the staff of the corporation has a duty of loyalty to the corporation. The duty of loyalty generally requires a director or staff member to prefer the interests of the corporation over the directors/staffs interest or the interests of others. In addition, directors and staff of the corporation shall avoid acts of self-dealing which may adversely affect the tax-exempt status of the corporation or cause there to arise any sanction or penalty by a governmental authority.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

## **ARTICLE II** **DEFINITIONS**

### **2.1 Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

### **2.2 Financial Interest**

A person has a financial interest if the person has, directly or indirectly, thorough business, investment, or family:

- (a)** An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- (b)** A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- (c)** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## **ARTICLE III** **PROCEDURES**

### **3.1 Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### **3.2 Determining Whether a Conflict of Interest Exists**

**(a)** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**(b)** This policy is based on the IRS model Conflict of Interest policy, which is an attachment to Form 1023. It adds information needed to allow Georgia Veterans Service Foundation, Inc. to assess director independence in order to answer questions on Form 990.

### **3.3 Procedures for Addressing the Conflict of Interest**

**(a)** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

**(b)** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

**(c)** After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

**(d)** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### **3.4 Violations of the Conflicts of Interest Policy**

**(a)** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

**(b)** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or

**ARTICLE IV RECORDS**  
**OF PROCEEDINGS**

**4.1 Minutes**

The minutes of the governing board and all committees with board delegated powers shall contain:

**(a)** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

**(b)** 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 with the proceedings.

**ARTICLE V**  
**COMPENSATION**

**5.1** A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

**5.2** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

**5.3.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**ARTICLE VI ANNUAL**  
**STATEMENTS**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

**(a)** Has received a copy of the conflicts of interest policy,

(b) Has read and understands the policy,

(c) Has agreed to comply with the policy, and

(d) Understands that the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**ARTICLE VII**  
**PERIODIC REVIEWS**

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management corporations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**ARTICLE VIII**  
**USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Article VII, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**CERTIFICATE OF ADOPTION OF CONFLICT OF INTEREST**  
**POLICY AND AGREEMENT**

I do hereby certify that the above stated Conflict of Interest Policy and Agreement for Georgia Veterans Service Foundation, Inc. was approved and adopted by the board of directors on September 29, 2021 and constitutes a complete copy of the Conflict of Interest Policy of the corporation.

fullsign

10/5/2021

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Chairman of the Board  
Douglas Middleton

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Date



**GEORGIA VETERANS SERVICE FOUNDATION, INC.**  
**Director and Officer Agreement**  
**Annual Conflict of Interest Statement**

1. Name: \_\_\_\_\_ Date: \_\_\_\_\_

2. Position:

Are you a voting Director? Yes No

Are you an Officer? Yes No

If you are an Officer, which Officer position do you hold? \_\_\_\_\_.

3. I affirm the following:

I have received a copy of the Georgia Veterans Service Foundation, Inc. Conflict of Interest Policy.

\_\_\_\_\_ (initial)

I have read and understand the policy. \_\_\_\_\_ (initial)

I agree to comply with the policy. \_\_\_\_\_ (initial)

I understand that Georgia Veterans Service Foundation, Inc. is charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more tax-exempt purposes. \_\_\_\_\_ (initial)

4. Disclosures:

a. Do you have a financial interest (current or potential), including a compensation arrangement, as defined in the Conflict-of-Interest policy with Georgia Veterans Service Foundation Inc.?

Yes No

i. If yes, please describe it: \_\_\_\_\_

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy?

Yes No

b. In the past, have you had a financial interest, including a compensation arrangement, as defined in the Conflict of Interest policy with Georgia Veterans Service Foundation, Inc.?

Yes No

i. If yes, please describe it, including when (approximately): \_\_\_\_\_

ii. If yes, was the financial interest been disclosed, as provided in the Conflict of Interest policy?

Yes No

5. Are you an independent director, as defined in the Conflict of Interest policy? Yes No

a. If not ,why? \_\_\_\_\_

Signature of director: \_\_\_\_\_ Date: \_\_\_\_\_

Date of Review by Executive Committee: \_\_\_\_\_



P.O. Box 72444  
Marietta, GA 30007-2445

### FUNDS REQUEST FORM

Amount Requested: \$ \_\_\_\_\_

Date of Request: \_\_\_\_\_

Requestor Name: \_\_\_\_\_

Person Responsible for the  
Administration of the Funds: \_\_\_\_\_

Typed or Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone/ Email: \_\_\_\_\_

Requestor Street Address: \_\_\_\_\_

Requestor City, State, Zip: \_\_\_\_\_

Requestor Federal EIN: \_\_\_\_\_

Requestor Tax Exempt Status: \_\_\_\_\_

What Specific Purpose Will The Funds Be Used For?

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