

**Exhibit 1 to Minutes of Action of MGAJC, Inc. Dated December 14, 2017**

**MIDDLE GEORGIA ACCESS TO JUSTICE COUNCIL, INC.  
CONFLICT OF INTEREST POLICY**

**I. Policy and Purpose**

Middle Georgia Access to Justice Council, Inc., a Georgia nonprofit corporation ("MGAJC"), is firmly committed to carrying out its mission and activities with the highest ethical standards. MGAJC's policy is that no person, while serving MGAJC as a Director, Officer, Committee member, or in any other leadership capacity, may take personal advantage of his or her position with MGAJC. Activities performed by a person in a leadership capacity with MGAJC must serve the best interests of MGAJC and may not favor the personal interests of such person. Every person serving in a leadership capacity with MGAJC must disclose any circumstances that either constitutes or appears to constitute a prohibited conflict of interest between such person's duty of loyalty to MGAJC and such person's personal interests. To affirm its policy against prohibited conflicts of interest and to establish certain disclosure and record-keeping procedures, the Board of Directors has adopted this comprehensive conflict of interest policy ("Policy") on behalf of MGAJC as of December 14, 2017.

**II. Implementation of Policy, Prohibited Conflicts of Interest, and Disclosure**

Each MGAJC Director, Officer, Committee member, and any other person designated by the Board of Directors who has accepted a leadership position with MGAJC ("Leader") must comply with this Policy throughout his or her term as a Leader. Compliance with this Policy requires a Leader to avoid and disclose any prohibited conflicts of interest or appearance of prohibited conflicts of interest between his or her individual financial, business, or investment interests and the interests of MGAJC. Examples of potential prohibited conflicts of interest include, but are not limited to, the following common business arrangements: landlord-tenant; attorney-client; accountant-client; investment advisor-client; vendor-vendee; banking; insurance; construction; janitorial; and many other contractual relationships. On an annual basis (or on an interim basis if necessary due a new appointment or a newly arising actual or potential conflict of interest) each Leader must (i) disclose on a form of disclosure acceptable to MGAJC (see **Exhibit A**) any actual or potential prohibited conflicts of interest such Leader may have with MGAJC as of the date set forth on the submitted form; and (ii) acknowledge and agree to this Policy and the terms of the disclosure statement.

Except as provided in section III below, a prohibited conflict of interest generally is any arrangement, transaction, or other circumstance that directly or indirectly benefits or may benefit the personal financial, business, or investment interests of a Leader or a member of his or her family including, but not limited to, (i) any direct financial or close personal interests in a company (excluding publicly traded companies in which a Leader owns 5% or less of the outstanding voting stock) or product that could be affected by a decision of a Leader in his or her capacity as an Officer or employee of MGAJC, or in his

or her capacity as a member of the MGAJC Board, an MGAJC Committee, or any other MGAJC governing body; (ii) acceptance of any material gift, entertainment, services, loans, or promises of future benefits from any individual or organization that could benefit financially from the Leader's connection with MGAJC or from MGAJC's activities; and (iii) compensation in the form of fees, commissions, awards, stipends, or other remuneration if such payment is affected directly or indirectly by the Leader's work with MGAJC or actions taken on behalf of MGAJC.

Except as provided in section III below, during his or her term of office a Leader must not accept from MGAJC any form of compensation or other financial benefit whatsoever, including, but not limited to, fees for services or goods provided to MGAJC; grants for research, study, hardship, or other circumstances; fees for consulting; payments for work-for-hire; scholarships; or monetary or other awards.

### **III. Arrangements Not Constituting Prohibited Conflict of Interest**

Not all conflicts of interest are prohibited. In particular, salary, bonuses, and other forms of compensation and benefits that have been authorized and approved by the Board of MGAJC to be provided to an employee in the ordinary course of business do not create a prohibited conflict of interest even where the employee receiving such compensation and benefits also serves as a Leader; provided, however, that any Leader who is an employee should not participate in the deliberation or vote with respect to his or her individual salary and bonus. Reimbursement of previously authorized and approved expenses incurred personally by a Leader on behalf of MGAJC does not constitute a prohibited conflict of interest.

If an arrangement, transaction, or circumstance that might otherwise constitute a prohibited conflict of interest has been previously or is contemporaneously approved by the Board of Directors or a by Committee appointed by the Board of Directors in compliance with any or all of the requirements of section IV below, O.C.G.A. §§ 14-3-860 through -865, and Internal Revenue Code § 4958 and the Treasury Regulations thereunder, as such provisions may be applicable depending upon the circumstances, then such arrangement, transaction, or circumstance does not constitute a prohibited conflict of interest.

### **IV. Procedure to Approve Potential Conflict of Interest**

If a Leader and MGAJC propose to enter into an arrangement, transaction, or circumstance that otherwise would constitute or would appear to constitute a prohibited conflict of interest, then such arrangement, transaction, or circumstance nevertheless may be authorized and approved in compliance with this policy if, in addition to meeting any other requirements of applicable law, the following conditions are met: (i) the Leader proposing to enter into the otherwise prohibited conflict of interest arrangement, transaction, or circumstance with MGAJC provides written notice to the Board of Directors of MGAJC (by executing and delivering a revised form of Exhibit A to the Board); and (ii) such Leader refrains from any deliberation or voting with respect to MGAJC's decision

to participate or not to participate in such arrangement, transaction, or circumstance and the manner of terms of such participation. Minutes of appropriate meetings regarding such matters should reflect clearly that such disclosure was made, and that such Leader recused him- or herself from deliberations and abstained from voting on the matter.

#### **V. Miscellaneous**

A copy of this Policy shall be provided to each newly elected or newly appointed Leader of MGAJC. Each newly elected or newly appointed Leader must execute and deliver a written acknowledgement of the terms of this policy before beginning his or her term of office. At least annually, each Leader must reaffirm his or her acknowledgment of this policy. Any time a new, potential prohibited conflict of interest arises, the affected Leader must notify the Board in writing so that further action (if any) may be taken by the Board of Directors. The Board of Directors may in its discretion choose to post this Policy on the MGAJC website, may include it in any IRS or public filings, and may include it in any employee or other handbooks.

Approved: December 14, 2017

**BOARD OF DIRECTORS  
MIDDLE GEORGIA ACCESS TO JUSTICE COUNCIL, INC.**

**By:** \_\_\_\_\_

Name: William P. Adams

Title: President/CEO and Chairman of the Board

**EXHIBIT A**

**MIDDLE GEORGIA ACCESS TO JUSTICE COUNCIL, INC.**

**CONFLICT OF INTEREST DISCLOSURE STATEMENT  
AND  
AGREEMENT TO COMPLY WITH CONFLICT OF INTEREST POLICY**

I have been selected to serve as \_\_\_\_\_  
("Leader") with Middle Georgia Access to Justice Council, Inc., a Georgia nonprofit corporation  
("MGAJC").

I understand that my sources of income, financial arrangements, business relationships, investments, and other personal concerns may give rise to prohibited conflicts of interest or apparent prohibited conflicts of interest as described in the Conflict of Interest Policy ("Policy") adopted by the Board of Directors of MGAJC as of December 14, 2017; provided, however, that if I am a full- or part-time employee of MGAJC simultaneously serving in a leadership position with MGAJC, my salary, bonuses, and other forms of compensation and benefits that are provided to me in the ordinary course of business do not create a prohibited conflicts of interest.

Except as contemplated above or as otherwise expressly provided in the Policy, I hereby agree to disclose to the best of my actual knowledge any and all prohibited conflicts of interest or apparent prohibited conflicts of interest I currently have or reasonably may appear to have, either (i) directly or indirectly due to a family or close personal relationship, in my individual role as a Leader of MGAJC or (ii) indirectly due to my personal financial interest in any company (excluding publicly-traded companies in which I own 5% or less of the outstanding voting stock), service, or product connected with MGAJC.

I agree to disclose to the Board of Directors any such potential prohibited conflicts of interest that arise after the date I have signed this Agreement so that the Board of Directors may take appropriate action (if any is required).

I agree that if any such prohibited conflict of interest arises in the future and the Board of Directors nevertheless proposes to go forward with a potential conflicting interest arrangement, transaction, or circumstance, I will recuse myself from all deliberations on the matter and that I will not participate in any vote concerning any aspect of MGAJC's participation in the arrangement, transaction, or circumstance.

At the present time, the following are the arrangements, transactions, and circumstances of which, to the best of my knowledge, give rise to a prohibited conflict of interest with my role as a Leader with MGAJC: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_.

(Identify nature of conflicting interest matter and amount/value. Attach additional sheets if necessary.)

I understand that the information I provide in this statement and in any supplements or updates to this to other members of the Board of Directors and, to the extent required by law, made publicly available.

\_\_\_\_\_  
Signed

\_\_\_\_\_  
Date

\_\_\_\_\_  
Name

\_\_\_\_\_  
Position

Please submit completed form to  
Print Name: William P. Adams  
Chair of the Board of Directors  
Middle Georgia Access to Justice Council, Inc.