

**The A.D. King Board of Directors** manages the foundation and supervises the disposition and solicitation of donations. The Board is the ultimate corporate authority for the A. D. King Foundation, Inc. (article IV, sec. 1 of the [A. D. King Foundation](#)) and currently consists of 19 Directors:

1. Mrs. Naomi King: Chair Emeritus—Founder/Family
2. Rev. Derek King: -----Family (pending confirmation)
3. Rep Roberta Abdul-Salaam-- Community
4. Mr. Eddie Beal (Esq) --- --Family
5. Mr. Jarret Ellis (Esq): ----Family
6. Dr. Babs Onabanjo—--Founder
7. Dr. (Rev) Paul Albert Brinson--- Family/Community
8. Dr. Charles Steele Jr.----- SCLC
9. Mr. Nicholas A. Stonestreet--- --Business Community
10. Hon. Andy Young----- Business Community
11. Mr. Joe Beasley-----Business Community
12. Dr. Rev. Cameron Madison Alexander.....Business Community
13. Rep. Sharon Beasley-Teague ..... Community
14. Hon. Joseph Sanya .....Business Community
15. Ms. Brenda Davenport -----Ebenezer Baptist Church
16. Mr. Mike Tope Agbeyo----- -Business Community
17. Ms. Marjo Etheridge ----- Business Community
18. Dr. Lawrence Carter --- Community Chapter/ Historian
19. Rev. Stephon Ferguson .....Community

The Board of Directors from 1 to 15 shall have a four-year term; the rest from 16 to 19 shall have a two year term.

#### **Advisory Board:**

The Board advises the Board of Directors in its strategic decision-making process. Sometimes questions will be posed to the whole group; sometimes individual members will be consulted. They share an active dialog with the Board of Directors. They provide essential strategic services based on their field of expertise.

#### **The Board is made up of twenty three members and is chaired by President/Ceo**

1. Ms. Sika Pauline Zulu
2. Mr. Adekunle H Ajayi
3. Anitra Hill
4. Latresha Mair
5. Ms. Adrian Rhodes

6. Ms. Kitty J. Pope
7. Mr. Percy Butler
8. Ms. Sherry Mallory
9. Ms. Emelia Orubele
10. Ms. Thelma Horton
11. Ms. Debi Moss-Green
12. Ms. Abiodun Proctor Beecroft
13. Ms. Cassie Haugabook
14. Ms. Vanessa Turner
15. Ms. Mr. Latron Price
16. Dr. Greg. McPherson
17. Ms. Kay Thompson
18. Ms. Ibi Onabanjo
19. Dr. Ophelia Guice
20. Mr. Korede Adetifa
21. Ms. Latonya Roberts
22. Hon. Jo Hilliard
23. Mr. Anthony Wright
24. Mr. Soji Tinubu

**ByLaws:**

## **ARTICLE I - NAME**

This organization shall be known as the A. D. King Foundation, Inc. (the Foundation). The registered agent and registered office will be determined by a resolution of the Board of Directors. The main web site of the Foundation shall be <http://www.adkingfoundation.com>.

## **ARTICLE II - STATEMENT OF PURPOSE**

**The mission Statement:** The **A.D. King Foundation mission** is to honor the legacy of the Rev. Dr. A.D. Williams King's life purpose of promoting non-violent conflict resolution. His legacy includes laying the foundation to build bridges of mutual understanding, cooperation, goodwill, respect and love for humanity over the raging turbulence all humanity experiences when we engage in war, regardless of gender, race, religion and culture. The AD King Foundation mission is to extend that bridge to achieve peaceful co-existence in a loving, gracious, beloved global community and **to promote youth empowerment development and non-violent conflict resolution throughout the world.**

**Vision:** The A.D. King Foundation vision is to build a beloved global community of people committed to peaceful conflict resolution for the greater good of all of humanity, transcending race, gender, color or national origin. The fundamental guiding principles of hope, faith and love as the catalyst to create partnerships, volunteer collaborations, public, community and private outreach programs that will educate, inspire and empower humanity. Specifically, the vision will include creating opportunities for youth mentoring, empowerment and educational development.

Related page see <http://www.adkingfoundation.com/outreach.html>

## **ARTICLE III - MEMBERSHIP**

The Foundation does not have members.

## **ARTICLE IV - THE BOARD OF DIRECTORS**

### **Section 1. General Powers.**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Foundation shall be managed under, the direction of the Board of Directors.

### **Section 2. Number, Tenure, and Qualification.**

The number of Directors of the Foundation shall be at least nine (9). Directors are selected according to the process specified in Section 3 below. Each Director shall hold office until the

expiration of his or her term as specified in Section 3 below, or until their earlier resignation, removal from office, or death.

### **Section 3. Selection.**

(A) Governance priorities. The Board must comprise of members with a diverse set of talents, experience, and competencies that will best fulfill the mission and needs of the Foundation. The Board and its Directors are understood to act as fiduciaries with regard to the Foundation, and their duties include, but are not limited to, the fiduciary duty of care and the fiduciary duty of loyalty.

(B) Governance definitions. "Community," as used in the Bylaws, shall be defined by the Board, consistent with the mission statement. "Chapters," as used in these bylaws, shall be defined by the Board, consistent with the mission statement, and will function as independent associations that operate in coordination with the Foundation to implement the mission statement. A chapter may be required to incorporate formally in order to engage in cooperative fund-raising or other business or non-profit arrangements with the Foundation.

(C) Community-selected Directors. One community-selected Director will be approved through community voting for a four-year. The Board of Directors shall determine the dates, rules and regulation of the voting procedures, which, beginning in 2013, shall take place in odd-numbered years. The Board shall determine who is qualified to vote for community-selected Directors. The Board will approve candidates who receive the most votes, subject to Subsection (A), supra. and other provisions of these Bylaws. In the event that a candidate is selected who does not meet the requirements of Subsection (A) or other requirements of these Bylaws, or of applicable state or federal law, the Board will (i) not approve the selected candidate, (ii) declare a vacancy on the Board, and (iii) appoint the candidate receiving the next most votes to fill the resulting vacancy, subject to this section and to Section 6 below. Community-selected Directors must resign from any chapter-board, governance, chapter-paid, or Foundation-paid position for the duration of their terms as Directors, but may continue to serve chapters in informal or advisory capacities. Directors selected by the community under this subsection shall serve two-year terms.

(D) Chapter-selected Directors. Beginning in July 2013, two Directors will be selected by chapters in even-numbered years according to a procedure approved by a majority of the chapters and approved by the Board. Amendments to this procedure also must be approved by a majority of the chapters and approved by the Board. Business-selected Directors must resign from any chapter-board, governance, chapter-paid, or Foundation-paid position for the duration of their terms as Directors, but may continue to serve chapters in informal or advisory capacities. Chapter-selected members must meet the requirements of applicable state or federal law for Board membership. In the event that a candidate is selected who does not meet the requirements of Subsection (A) or other requirements of these Bylaws, or of applicable state or federal law, the Board will (i) not approve the selected candidate, (ii) declare a vacancy on the Board, and (iii) request that the chapters select a new Director to fill the resulting vacancy, subject to this section and to Section 6 below. Directors selected by the chapters under this subsection shall serve two-year terms.

(E) Board-appointed Directors. Beginning in January 2013, four Directors will be appointed by the Board from a list of candidates selected by the Nominating Committee. The Nominating Committee shall be appointed by the full board and shall include as members (i) at least two Directors selected during the prior January's community or chapter selection process, and (ii) the President/Ceo. The Nominating Committee may consist of any number of members, including Directors and external experts. The Nominating Committee shall select candidates by October 15. Both the nomination and the appointment of Board-appointed Directors shall be conducted consistent with the provisions of Subsection (A), above, and with applicable state or federal law. Board-appointed Directors must resign from any chapter-board, governance, chapter-paid, or Foundation-paid position for the duration of their terms as Directors. Directors selected by the Board under this subsection shall serve one-year terms. The Board may reappoint a Board-appointed Director from year to year, for successive one-year terms.

(F) Community Founder Director Position. Beginning in January 2013, the Board may appoint Dr. Babs Onabanjo as Community Founder Director for a four-year term. The Board may reappoint Onabanjo to the Community Founder Director position from year to year to successive four-year terms. In the event that Onabanjo is not appointed as Community Founder Director, the Community Founder Director position will remain vacant, and the Board shall not fill the vacancy. This also applied to the Family board appointed Directors, Founder Directors and Business Community Directors.

(G) Board Majority. A majority of the Board Director positions, other than the Community Founder Director and Family appointed positions, shall be selected or appointed from the community and the chapters.

#### **Section 4. Meetings.**

Meetings of the Board of Directors may be scheduled at such times and at such places as the Directors deem appropriate and shall be conducted at least annually. A quorum shall consist of a least the majority of Directors. The Chair may call a special meeting of the Directors for any purpose upon notice being given at least ten days in advance of the meeting. Meetings may be held by electronic means such as telephone or chat as long as all Directors are able to participate fully in any discussions with all the other members of the Board. Any meeting that is adjourned may be continued without the presence of a quorum of the Board as long as all the Directors are given reasonable notice of the time and place such adjournment shall resume. A resolution signed by all the Directors shall have the same force as if it were passed at a duly called meeting of the Board of Directors. A majority of the Board of Directors shall constitute a quorum at any meeting of the Foundation.

##### **(a) Special Meetings.**

Special meetings of the Board of Directors may be called by the chair of the board, by the vice-chair or by any three Directors. The person or persons who call a special meeting of the Board of Directors may fix the place for holding such special meeting.

##### **(b) Notice.**

Notice of any special meeting shall be given at least ten (10) days before the meeting by written notice delivered personally, or by email, chat, or fax to each Director at his business address, unless in case of emergency, the chair of the Board of Directors or the vice-chair of the Foundation shall prescribe a shorter notice to be given personally or by communicating to each Director at his email address, residence or business address in like manner. Any Director may waive notice of any meeting, before or after the meeting, as provided in these Bylaws.

(c) Manner of Acting.

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Such actions shall take the form of resolutions and shall be included in the corporate records of the Foundation.

(d) Presumption of Assent.

A Director of the Foundation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

(e) Constructive Presence at a Meeting.

A member of the Board of Directors may participate in a meeting of such board by means of a conference telephone or online, by means of which all persons participating in the meeting can communicate with each other at the same time. Participating by such means shall constitute presence in person at a meeting.

(f) Action Without a Meeting.

Any action required by law to be taken at any meeting of the Directors of the Foundation may be taken without a meeting consistent with the consent procedures described herein.

(g) Consent procedures

(1) Action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action receives the affirmative vote of the majority of the board members. The action must be evidenced by one or more written consents describing the action taken and affirmatively signed by the majority of the board members. Electronic signatures are acceptable. (2) Action taken under this section is effective when the action is affirmatively signed by a majority of the board members unless the consent specifies a different effective date. (3) A consent signed under this section has the effect of a meeting vote and may be described as such in any document. (4) Any consent resolution which has not received affirmative votes from the majority of the board members or has not received negative votes from the majority of the board members shall be presented for a vote at the next board meeting. (5) Modifications to the bylaws or articles of incorporation cannot be made with consent resolutions.

## **Section 5. Resignations.**

Any Director of the Foundation may resign at any time by giving written notice to the Board of Directors, to the chairman of the board, to the vice-chair, or to the secretary of the Foundation. Any such resignation shall take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the Board of Directors.

## **Section 6. Vacancies.**

Any vacancy occurring in the Board of Directors, other than a vacancy in the Founding Director position but including any vacancy created by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director appointed to fill a vacancy shall serve as Director for the unexpired portion of the term for that position.

## **Section 7. Replacement of Board Members.**

Should a Director resign, become incapacitated or otherwise be unable to serve, the remaining Directors may appoint an interim representative.

## **Section 8. Removal.**

Any Director may be removed by a majority vote of the full membership of the Board.

## **Section 9. Delegation and Expenses.**

(a) Any action required or permitted to be taken by the Board of Directors under these Bylaws or any provision of law may be delegated by the Board to the Chair or to any committee of the Board.

(b) Committees may include as committee members persons from the community and other professionals who are not Board members, provided the membership of the committee is approved by the Board.

(c) Directors may not be compensated for their roles as Directors. They may be allowed expenses, by resolution of the Board, for attending meetings, if necessary. No Director shall be employed or otherwise receive compensation from the Foundation for their duties as Directors. Only executives such president, ceo, cfo, treasurer, secretary and other executive positions may be paid.

## **Section 10. Voting Means.**

Voting on all matters, including the election of Directors and officers, may be conducted by mail, electronic mail, facsimile transmission, chat software, video conferencing, wiki software, or other similar verifiable means. Proxy voting shall not be allowed.

## **Section 11. Reserved Powers.**

The Board of Directors shall be empowered to make any and all regulations, rules, policies, user agreements, terms of use, and other such decisions as may be necessary for the continued functioning of the Foundation not inconsistent with these bylaws.

# **ARTICLE V - OFFICERS AND DUTIES**

## **Section 1. Number.**

The Board of Directors shall elect from among its members a Chair and Vice Chair. The Board of Directors shall also elect an Executive Secretary and Treasurer, who do not need to be Directors.

### **(a) CHAIR.**

The Chair shall, when present, preside at all meetings of the Board of Directors. The Chair shall have general supervision of the affairs of the corporation and shall make reports to the Board of Directors at meetings and other times as necessary to keep Directors informed of corporation activities. The Chair may sign, with the secretary or any other proper officer of the Foundation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Foundation, or shall be required by law to be otherwise signed or executed. The Chair shall in general perform all duties as from time to time may be assigned to them by the Board of Directors.

Chair: Current: [Mrs. Naomi Barber King](#)

### **(b) VICE CHAIR.**

The Vice Chair shall perform the duties and have the powers of the Chair when the Chair is absent or unable to perform their duties. Other duties of the Vice Chair may be designated by the Board of Directors or the Chair.

Vice-Chair: Current: [Dr. Rev. Paul A. Brinson](#)

### **(c) EXECUTIVE SECRETARY.**

The Executive Secretary shall keep accurate records of all Foundation meetings; ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; maintain corporate records and perform all duties of the office of the Executive Secretary and such other duties as may be assigned by the Chair or the Board of Directors.

### **(d) TREASURER.**



The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation; receive and give receipts for monies due and payable to the Foundation from any source whatsoever, and deposit all such monies in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; review the financial operations of the organization and advise with the Executive Secretary on financial matters, including audits; make financial reports to the Board of Directors at regular and special meetings; and perform such other duties as assigned by the Chair or the Board of Directors.

Treasurer: Current: Dr. Alveda C. King

### **Section 2. Term.**

These officers shall be elected for one year terms of office by majority vote of the Board and may be re-elected at the expiration of their term.

### **Section 3. Removal.**

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Foundation would be served thereby.

### **Section 4. Vacancies.**

A vacancy, however occurring, in any office may be filled by the Board of Directors for the unexpired portion of the term.

### **Section 5. Resignations.**

Any officer of the Foundation may resign at any time by giving written notice to the Board of Directors, to the Board Chair, to the Vice-chair, or to the Secretary of the Foundation. Any such resignation shall take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the Board of Directors.

## **ARTICLE VI - ASSETS**

### **Section 1. Dedication of Assets.**

The property of this Foundation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Foundation shall ever inure to the benefit of any Director, officer or members thereof or to the benefit of any private individual.

### **Section 2. Distribution of Assets.**

Upon the dissolution or winding-up of this Foundation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Foundation shall be distributed to a nonprofit fund, foundation, or Foundation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of subsequent federal tax laws.

## **ARTICLE VII - CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

### **Section 1. Contracts.**

The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, unless otherwise restricted by law. Such authority may be general or confined to specific instances.

### **Section 2. Loans.**

No loans shall be contracted on behalf of the Foundation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

### **Section 3. Checks, Drafts, Etc.**

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

### **Section 4. Deposits.**

All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **ARTICLE VIII - INDEMNIFICATION**

The Foundation shall indemnify any Director or officer or any former Director or officer to the full extent permitted by law.

## **ARTICLE IX - WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any Director of the Foundation under the provisions of these bylaws or under the provisions of its articles of

incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, or by electronic means sufficient to authenticate the sender, date and time, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE X - MISCELLANEOUS**

### **Section 1. Amendment.**

These bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the entire Board of Directors at any regular meeting or special meeting, provided that at least ten days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

### **Section 2. Seal.**

The Foundation seal shall be circular in form and shall contain the name of the Foundation, the year of its creation and the words, "CORPORATE SEAL, GEORGIA." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise.

### **Section 3. Fiscal Year, Audit, and Review.**

The fiscal year of the Foundation shall be July 1 - June 30 of each year. The accounts of the Foundation shall be audited annually by a Certified Public Accountant. The accounts of the Foundation shall be reviewed quarterly by a Certified Public Accountant.

### **Section 4. Delivery of Notices.**

Whenever any notice is required by the Bylaws, it shall be deemed to be sufficient if mailed via first class mail to the last known address of the intended recipient or to the last known email address of the member. Such notice may be waived in writing by the intended recipient.

## **SIGNATURES**

/s/ Babs Onabanjo, /s/ Alveda King /s/ -----, /s/ -----, /s/ -----.

## **LICENSE**

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## **Values:**

### Independence

As a non-profit, we mostly depend on gifts to operate (donations, grants, sponsorship, etc.). It is very important to us to ensure our organization stays free of influence in the way it operates. For this reason, we strictly follow a donation policy, reserve the right to refuse donations which could generate constraints, and try to multiply the diversity of revenue sources.

### Commitment to openness and diversity

Though US-based, the organization is international in its nature. Our board of directors, staff members, and volunteers are involved without discrimination based on their religion, political beliefs, sexual preferences, nationalities, etc... Not only do we accept diversity, but we actually look forward to it.

### Transparency

We must communicate A.D. King Foundation information in a transparent, thorough and timely manner, to our communities and more generally, to the public.

### Our community is our biggest asset

We are a community-based organization. We must operate with a mix of staff members, and of volunteers, working together to achieve our mission. We support community-led collaborative projects, and must respect the work and the ideas of our community. We must listen and take into account our communities in any decisions taken to achieve our mission.

## **Policy:**

### **Conflict of Interest Policy for Board Members, Officers, and Executives**

The Foundation is a charitable organization whose board members, officers, and executives are chosen to serve the public purposes to which it is dedicated. These persons have a duty to conduct the affairs of the Foundation in a manner consistent with such purposes and not to advance their personal interests. This conflict of interest policy is intended to permit the Foundation and its board members, officers, and executives to identify, evaluate, and address any real, potential, or apparent conflicts of interest that might, in fact or in appearance, call into question their duty of undivided loyalty to the Foundation.

## 1. Covered Persons

This policy applies to the Foundation's board members, officers, and executives. Each Covered Person shall be required to acknowledge, not less than annually, that he or she has read and is in compliance with this policy on the [pledge of personal commitment](#). This form shall be available for public consideration.

## 2. Covered Transactions

This policy applies to transactions between the Foundation and a Covered Person, or between the Foundation and another party with which a Covered Person has a significant relationship, or between another party and the Covered Person if the transaction could reasonably be expected to impact the Foundation. A Covered Person is considered to have a significant relationship with another party if:

- a) the other party is a family member, including a spouse, parent, sibling, child, stepchild, grandparent, grandchild, great-grandchild, in-law, or domestic partner;
- b) the other party is an entity in which the Covered Person has a material financial interest. This includes entities in which the Covered Person and all individuals or entities having significant relationships with the Covered Person own, in the aggregate, more than 10 percent; or
- c) the Covered Person is an officer, director, partner, or employee of the other party.

A Covered Transaction also includes any other transaction in which there may be an actual or perceived conflict of interest, including any transaction in which the interests of a Covered Person may be seen as competing or at odds with the interests of the Foundation.

## 3. Disclosure, Refrain from Influence, and Recusal

When a Covered Person becomes aware of a proposed Covered Transaction, he or she has a duty to take the following actions:

- a) immediately disclose the existence and circumstances of such Covered Transaction to the Foundation's board in writing
- b) refrain from using his or her personal influence to encourage the Foundation to enter into the Covered Transaction
- c) physically excuse himself or herself from any discussions regarding the Covered Transaction except to answer questions, including board discussions and decisions on the subject

In order to assist the Foundation in identifying potential Covered Transactions, each Covered Person annually shall complete a [Conflict of Interest Questionnaire](#) provided by the Foundation, and shall update such Questionnaire as necessary to reflect changes during the course of the year. Questionnaires shall be submitted to the Foundation's legal counsel who shall be responsible for their custody. Completed Questionnaires shall be available for inspection by any board member, and may be reviewed by the Foundation's legal counsel.

## 4. Standard for Approval of Covered Transactions

The Foundation may enter into a Covered Transaction where a) such Transaction does not constitute an act of self dealing, and b) the board determines, acting without the participation or influence of the Covered Person and based on comparable market data, that such transaction is fair and reasonable to the Foundation. The board shall document the basis for this determination

in the minutes of the meeting at which the Covered Transaction is considered, and shall consult with the Foundation's legal advisor as necessary to ensure that the Transaction does not constitute an act of self dealing.

#### 5. Administration of Policy

This policy shall be administered by the board, which shall be responsible for the following:

- a) reviewing reports regarding the Conflict of Interest Questionnaires
- b) receiving disclosures of proposed Covered Transactions
- c) reviewing proposed Covered Transactions to determine whether they meet the above-described standard
- d) maintaining minutes, pledge of personal commitment, and such other documentation as may be necessary and appropriate to document its review of Covered Transactions
- e) reviewing the operation of this policy and making changes from time to time as it may deem appropriate

### **Conflict of Interest**

#### **PLEDGE OF PERSONAL COMMITMENT**

As a member of the board of directors of the A.D. King Foundation, I, \_\_\_\_\_, am committed to goal to establish and maintain the highest level of public confidence in its accountability. I have personally committed to follow the standards set out below, which represent the A.D. King Foundation [conflict of interest policies](#):

I will conduct my activities with the board of directors of A.D. King Foundation so that I do not advance or protect my own interests, or the private interests of others with whom I have a relationship, in a way that is detrimental to the interests of, or to the fundamental mission of, A.D. King Foundation.

In every instance in which I represent the A.D. King Foundation, I will conduct my activities in a manner to best promote the interests of A.D. King Foundation.

In all matters that come before the board of directors for a vote that may favorably impact my own financial interests, or the private interests of others with whom I have a financial relationship, or any organization of which I am a part, I will reveal that relationship and abstain from a vote in the matter.

When a conflict of interest arises, or when a potential conflict of interest emerges, I will promptly disclose that conflict, or potential conflict, to the President/CEO of A.D. King Foundation and to the Chairman of its board of directors and seek a resolution of that issue.

Entered into on this the \_\_\_\_\_ day of \_\_\_\_\_, 20 .

\_\_\_\_\_  
Member, Board of Directors

A.D. King Foundation

## Conflict of Interest Questionnaire

### Conflict of Interest Questionnaire

A.D. King Foundation (“ADKF”) requires each board member and foundation manager annually

- 1) to review the ADKF's [Conflict of interest policy](#) (the “Policy”);
- 2) to disclose any possible personal, familial, or business relationship that reasonably could give rise to a conflict of interest or the appearance of a conflict of interest in the **Conflict of Interest Questionnaire**; and
- 3) to acknowledge by his or her signature that he or she is acting in accordance with the letter and spirit of such Policy on the [Pledge of personal commitment](#).

The information provided on this form shall be available for inspection by members of the Board and ADKF’s legal counsel, but shall otherwise be held in confidence except when, after consultation with the applicable board member or foundation manager, the Board determines that ADKF’s best interest would be served by disclosure.

Please respond to the following questions to the best of your knowledge.

1. Please list all corporations, partnerships, associations or other organizations of which you are an officer, director, partner, or employee, and describe your affiliation with such entity.
2. Please list all corporations, partnerships, or other entities in which you have a material financial interest as defined in the Policy.
3. Please list any proposed business dealings between ADKF and you, your family members, and/or entities. Describe each such relationship listed and the actual and potential financial benefits as you can best estimate them.
4. Are you aware of any other relationships, arrangements, transactions, or matters which could create a conflict of interest or the appearance of conflict? If so, please describe.
5. Please list all business dealings that you, your family members, and/or entities have had with ADKF in the past two years.

I have read the ADKF [Conflict of interest policy](#). I am currently, and agree to remain, in compliance with the Policy.

Entered into on this the \_\_\_\_\_ day of \_\_\_\_\_, 20 .

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Member, Board of Director  
A.D. ng Foundation, Inc.

### **Donor Privacy Policy:**

The A.D. King Foundation (The Foundation) maintains the highest level of respect for the privacy of its donors. In furtherance of our commitment to honor your rights, we have developed this **Donor Privacy Policy** to guide our volunteers and staff on how they may and may not use your personal information. This policy may be updated from time to time.

## **Policy**

### What information we collect

The Foundation collects and uses various personal information from donors that includes: amount donated, address, telephone number, donor comments and e-mail address. Tax laws in the United States and the State of Georgia require The Foundation to keep contact information and contribution level of donors on file.

### How we use that information

The Foundation will never publish, sell, trade, rent or share names (unless released for publication), e-mail or mail addresses, or telephone numbers of our donors. The Foundation will use contact information (e-mail, telephone number and address) of donors for these purposes only:

- Distribute receipts for donations
- Thank donors for their donation
- Inform donors about upcoming fundraising and other activities of The Foundation
- Internal analysis and record keeping
- Reporting to relevant U.S. and State agencies (these reports are not for public inspection)
- Contact donors about changes to this policy

However, properly anonym zed donor information is used for promotional and fundraising activities. We allow donors the option to have their name publicly associated with their donation unless the donor explicitly chooses the "anonymous" field when donating online. In all other cases the default is for staff and volunteers to assume all donations are not to be publicly announced unless the donor explicitly indicates otherwise. Comments given in donor forms are



published in public lists and may be used in promotional materials while comments sent to us via email, fax or telephone are kept strictly confidential.

#### Financial information

All access to donor financial information is strictly limited to professional staff that needs to process those data. No such data are given to any person, organization or group who does not need to access those data.

The Foundation only uses online payment processing services with world class security and strong reputations. The A.D. King Foundation does not store, nor does it have access to, your credit card information, bank account numbers, or other account data sent to those processing services.

Donations to the A.D. King Foundation go to a bank lockbox. This provides the highest possible level of security and confidentiality.

#### Contact us

If you have questions about this Donor Privacy Policy or if you wish to be removed from our e-mail/postal contact lists, then please email [donate@adkingfoundation.com](mailto:donate@adkingfoundation.com) or write to:

A.D. King Foundation Inc.  
2505 Creel Rd  
Atlanta, GA 30349  
USA

## **Donor Bill of Rights**

The Foundation subscribes to the Donor Bill of Rights.

Philanthropy is based on voluntary action for the common good. It is a tradition of giving and sharing that is primary to the quality of life. To assure that philanthropy merits the respect and trust of the general public, and that donors and prospective donors can have full confidence in the not-for-profit organizations and causes they are asked to support, we declare that all donors have these rights:

1. To be informed of the organization's mission, of the way the organization intends to use donated resources, and of its capacity to use donations effectively for their intended purposes.
2. To be informed of the identity of those serving on the organization's governing board, and to expect the board to exercise prudent judgment in its stewardship responsibilities.
3. To have access to the organization's most recent financial statements.
4. To be assured their gifts will be used for the purposes for which they were given.
5. To receive appropriate acknowledgment and recognition.
6. To be assured that information about their donations is handled with respect and with confidentiality to the extent provided by law.
7. To expect that all relationships with individuals representing organizations of interest to the donor will be professional in nature.
8. To be informed whether those seeking donations are volunteers, employees of the organization or hired solicitors.
9. To have the opportunity for their names to be deleted from mailing lists that an organization may intend to share.
10. To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.

The text of this statement in its entirety was developed by the American Association of Fund-Raising Counsel (AAFRC), Association for Healthcare Philanthropy (AHP), Council for Advancement and Support of Education (CASE), and National Society of Fund Raising Executives (NSFRE).

### **Definition of duty entertainment**

The phrase "duty entertainment" refers to expenses incurred for food, beverages and general entertainment or thank-you acknowledgments. It includes, for example, costs associated with tickets, taxicabs to events, thank-you flowers or gifts, entry fees, etc. Typical examples of duty entertainment might include flowers sent to a donor, lunch with a job candidate, or attendance at a networking function. It is not intended to be frivolous or purposeless spending: it is always to be used in pursuit of the Foundation's goals and best interests.

Duty entertainment does not encompass food and beverages provided as part of normal working operations: for example, catered lunches or snacks provided as part of meetings in the office. It also does not include meals provided for staff who are working extended hours, involved in training or staff development sessions, etc. Those expenses are classified under meeting expenses.

Duty entertainment also does not include normal travel expenses for individuals. For example, a person eating in a restaurant while traveling on Foundation business would have that expense processed and classified under travel, not duty entertainment.

Examples of allowable duty entertainment:

- A board member takes a major donor to dinner.
- The President/CEO sends flowers to a major donor.
- The CFOO takes a direct report to lunch for a performance check-in.

## **Statement of policy**

In general, the purpose of duty entertainment expenditures is to enhance the overall reputation of the A.D. King Foundation with donors and other stakeholders, and to enhance staff and volunteer engagement and development.

The A.D. King Foundation is largely funded by donations from the general public. Therefore, all duty entertainment expenses must be reasonable and must be able to withstand public scrutiny. In general, the A.D. King Foundation requires its representatives to exercise good judgment when incurring duty entertainment expenses. If in doubt as to whether a particular expense is advisable, we ask Foundation representatives to consult in advance with the Executive Director or CFOO.

In general, the use of Foundation funds for duty entertainment is discouraged, with the following exceptions:

- Expenses tied directly to fundraising (e.g., cultivation or stewardship of donors and potential donors). These may be incurred only by board members, the Executive Director, the Deputy Director, or fundraising staff. All other fundraising-related duty entertainment expenses must be approved in advance by the ED, DD, or fundraising staff.
- Modest expenses tied directly to staff development (e.g., an annual or biannual lunch with a direct report or intern). These may only be incurred by the person's supervisor, not by a colleague.
- Modest expenses tied directly to staff engagement (e.g., cakes for birthdays, flowers for significant life events). These may only be incurred by the person's supervisor, not by a colleague.
- Modest expenses tied directly to volunteer engagement (e.g., lunch with a volunteer, provision of modest refreshments for a meet-up).

As a charity, the A.D. King Foundation aims to maintain a modest profile, and its marketing/sales activities are limited. In general, Foundation representatives are discouraged from incurring duty entertainment expenses related to our business relationships, including those with consultants, contractors and service providers.

## **Procedures and Guidelines**

- Please see the Purchasing and Disbursement Process policy for guidelines related to submission of expense claims and the approvals process.

- It is the responsibility of the person incurring the expense to ensure the expense is reasonable and for legitimate ADKF business. If unsure whether an expense is allowable, it is the responsibility of the person incurring it to request clarification in advance.
- It is the responsibility of the person incurring the expense, when submitting it for approval, to provide the names of all participants (e.g., those present at the dinner or event), and a brief rationale for the expenditure. Both are to be kept on file by the accounting department, and will not be made publicly-available.
- It is the responsibility of the person approving the expense to ensure the expense is reasonable and is legitimate ADKF business, and that names of participants and a brief rationale have been provided with the expense submission.
- It is permissible to expense alcohol, within reason. Alcohol provided as part of a social function (e.g., a fundraising event in the office) must be approved in advance by the ED. Provision of alcohol must comply with relevant law.
- At any gathering, only the most senior person present is permitted to expense. For example, only the CEO can decide to expense a gathering including the CEO, CFOO, office manager and accountant. At the same gathering minus the CEO, only the CFOO could make the decision to expense.
- Staff are not permitted to expense gatherings with peers without prior approval. So, a gathering of the head of communications, head of business development and general counsel, may only be expensed with prior approval from the CEO or CFOO.
- Duty entertainment expenses will be monitored on an ongoing basis, and, if they are deemed excessive, reimbursement may be denied.

#### **Travel Policy:**

## **PURPOSE**

The purpose of this policy is to ensure consistent and fair treatment of people required to travel on behalf of the ADKF. This policy applies only to travelers whose expenses are being paid by the ADKF; it does not apply to travelers whose expenses are being paid by another organization or by the traveler him or herself.

The guiding principles are:

1. ADKF travelers will be reimbursed for legitimate, reasonable travel expenses when directly connected with or pertaining to ADKF business based on established allowances in this policy.

2. ADKF travelers are expected to generally be conscientious in their use of ADKF funds, and to travel by economical and efficient means.

## **STATEMENT OF POLICY**

1. All travel arrangements (air, rail, vehicle rental and lodging), including all changes and cancellations of travel arrangements, must be made through ADKF's designated travel service provider, except with advance approval from the Executive Director or Chair of the Board of Directors.
2. The lowest available airfares shall be sought when making bookings. All travelers are expected to use economy class.
3. The standard for rail travel is economy class.
4. Rental vehicles may be used where economical and practical.
5. ADKF travelers shall be reimbursed actual and reasonable expenses for accommodation.
6. Taxi fares are reimbursable; however the ADKF encourages travelers to use more economical alternatives where practical.
7. ADKF travelers have a choice of submitting actual receipts for meals, or of receiving a standard daily meal allowance, for meals not provided during the trip.
8. Other expenses are reimbursable provided they are legitimate, necessary and reasonable travel expenses directly connected with or pertaining to ADKF business.
9. Travelers may, on occasion, combine personal and ADKF travel on the same trip provided there is no additional cost to ADKF.
10. Travelers must submit travel expense reports, with all required information, to the ADKF within 1 month of completion of the trip, unless a longer delay is approved by the chair or the executive director. Every effort will be made to reimburse travelers within five working days of receipt.

## **PROCEDURES AND GUIDELINES**

### **1. TRAVEL ARRANGEMENTS - GENERAL**

All travel arrangements (air, rail, vehicle rental and lodging), including all changes and cancellations of travel arrangements, must be made through ADKF's designated travel service provider, except with advance approval from the Executive Director or Chair of the Board of Directors or whenever the service provider cannot easily provide this service.

## 2. AIR TRAVEL

The lowest available airfares shall be sought when making bookings. All travelers are expected to use economy class.

Business class may be used for flights exceeding nine hours in duration, if required to accommodate a traveler's special physical or medical needs. Use of business class must be approved in advance by the CEO. If approval is not given, the traveler may choose to fly business class regardless, and to personally pay the actual difference in cost.

## 3. RAIL TRAVEL

The standard for rail travel is economy class.

## 4. VEHICLE RENTAL

Rental vehicles may be used where economical and practical. All vehicle rentals must be for economy-class vehicles, unless three or more people are traveling together and/or when travelers have to carry excess baggage and/or equipment for ADKF purposes. Rental vehicles must be returned on time and with a full tank of gas to avoid additional hourly costs and excessive refueling charges.

## 5. LODGING

ADKF travelers shall be reimbursed the actual and reasonable expenses for accommodation while traveling on ADKF business. A single room with a private bath is the standard.

Although travelers generally stay in commercial accommodation, travelers may choose to make arrangements for private, non-commercial accommodation (e.g. lodging with friends or family). In these instances, the traveler may claim \$30.00 US per night. Receipts are not required for reimbursement of this amount.

## 6. TAXIS AND OTHER LOCAL TRANSPORTATION

Taxi fares are reimbursable; however the ADKF encourages travelers to use more economical alternatives where practical.

## 7. ALLOWANCES FOR MEALS AND INCIDENTALS

ADKF travelers have a choice of submitting actual receipts for meals, or of receiving standard daily meal allowances, for meals not provided during the trip. If meals are provided, the per diem below will not be given.

The standard meals & incidental expenses rate will be at 75% of the State Dept and GSA rates.

- [http://www.gsa.gov/Portal/gsa/ep/contentView.do?contentId=17943&contentType=GSA\\_BASI\\_C](http://www.gsa.gov/Portal/gsa/ep/contentView.do?contentId=17943&contentType=GSA_BASI_C)
- <http://www.state.gov/m/a/als/prdm/78350.htm>

The breakdown of meals related to the global daily per diem will be as followed:

Breakfast: 20%

Lunch: 30%

Dinner: 50%

For example, in year 2007, the standard USA State rate in Atlanta Georgia, is 54 dollars. A. D. King Foundation meals and incidental rate in 2007 in Atlanta Georgia is consequently 40 dollars (8 dollars for breakfast, 12 dollars for lunch, and 20 dollars for dinner).

## 8. OTHER EXPENSES

Other expenses are reimbursable provided they are legitimate, necessary and reasonable travel expenses directly connected with or pertaining to ADKF business.

Miscellaneous expenses that are reimbursable include:

- Internet connectivity charges
- Charges for business-related telephone calls
- International Travel Costs: Actual costs of acquiring passports, visas, necessary photographs, birth certificates, required inoculations, immunizations, health cards and fees for the conversion of funds to foreign currencies are reimbursable.
- Excess Baggage: Charges for excess baggage are reimbursable when the traveler is transporting ADKF materials or when the extended period of travel necessitates excess personal baggage.
- Laundry: Travelers will be reimbursed for reasonable and actual expenses for laundry services that are necessary due to an absence from home for five or more days or when unusual and documented circumstances mandate these services.
- Gratuities: Normal, reasonable gratuity amounts (e.g., for taxis or restaurants)
- Tolls and parking fees
- Dependent care: Travelers will be reimbursed actual and reasonable dependent care expenses. Dependent care includes persons under 18 years of age or persons with mental or physical disability.
  - When the traveler is a volunteer, he or she will be reimbursed actual and reasonable dependent care expenses
  - When the traveler is a staff member, he or she will be reimbursed actual and reasonable dependent care expenses up to a daily maximum of \$70.00 US per household. Dependent care allowance shall apply only for expenses that are incurred as a result of travelling and are additional to expenses the employee would incur when not travelling.

Miscellaneous expenses that are not reimbursable include:

- Pet care expenses
- Personal travel insurance
- Insurance coverage for privately owned vehicles
- Expenses for the repairs of privately owned vehicles
- Expenses related to damages to uninsured rental cars and privately owned vehicles
- Interest charges levied on overdue invoices or credit card statements

- Barbers, hairdressers, toiletry items, health club fees, prescriptions and non-prescription medications
- Hotel pay-per-view video and mini-bar expenses
- Expenses related to lost or stolen items
- ATM fees
- Meals included in another reimbursable item (e.g. conference fee, transportation charge, accommodation)
- Personal telephone calls, with the exception of one brief call to the traveler's home location, per day.
- In general, personal expenses are not reimbursable, and are assumed to include any expenses which are not a necessary consequence of travel on behalf of the ADKF.

## 8. COMBINING PERSONAL AND ADKF TRAVEL

Travelers may, on occasion, combine personal and ADKF travel on the same trip provided there is no additional cost to ADKF. Incremental costs are not reimbursable.

If the traveler takes an indirect route or interrupts a direct route for other than ADKF business, reimbursement will be at either the actual charge or the charge that would have been incurred by traveling the direct route by the most economical means, whichever is less.

Any personal portion of the cost of a rental car must be subtracted from the total rental bill before requesting reimbursement. The personal portion is calculated by prorating the cost of the rental over the number of days for personal use and number of days for business use.

Expenses related to a traveler's spouse or family members are considered personal and are not reimbursable, except:

- When a spouse or family member is formally representing ADKF and has been expressly invited for that purpose;
- The traveler is relocating on behalf of ADKF, in which case the traveler's spouse is entitled to reimbursement for one trip to and from the new location.

## 9. TRAVEL EXPENSE REPORTS

Travelers must submit travel expense reports, with all required information, to the ADKF within 1 month of completion of the trip. Every effort will be made to reimburse travelers within five working days of receipt.

Receipts are always the preferred form of documentation.

ADKF expects that in general, a good faith effort will be made by travelers to collect and retain all required receipts. If a receipt equal to or greater than \$25.00 US is not issued or is lost, the traveler is expected to substantiate the amount of the lost receipt in whatever way seems practical and reasonable (e.g., credit card statement or the like).



# **A. D. King Foundation Code of Conduct**

*All A. D. King staff and members of the board of Directors are required to abide by this Code of Conduct. It is also intended to provide guidance for volunteers.*

## **1. Treat other people with respect.**

In general, people acting on the Foundation's behalf should aim to be honest and ethical in their dealings with each other, with community members, project users, partners, suppliers and the public.

The Foundation will not practice or tolerate discrimination on the basis of place of origin, ethnicity, citizenship, gender, age, political or religious affiliation, sexual orientation, marital status, family relationship, or economic or medical status. The Foundation aims to treat all people with respect, and to foster a productive environment free of harassment, intimidation and discrimination.

People acting on the Foundation's behalf may not bring weaponry to Foundation premises, behave violently, or threaten violence.

## **2. Respect confidentiality.**

People acting on the Foundation's behalf must respect and maintain the confidentiality of sensitive information they have gained due to their association with the Foundation. This may include personal information about community members or members of the general public, and/or information about the internal workings of the Foundation or its partners or suppliers.

## **3. Protect Foundation property.**

People acting on the Foundation's behalf should seek to take good care of Foundation property, and not expose it to loss, damage, misuse or theft. Foundation property should be used solely for legitimate Foundation purposes and not for personal benefit. Generally, people should use common sense and moderation when using Foundation resources.

## **4. Maintain accurate, honest and complete books and records.**

The Foundation's books, records, accounts and financial statements must be maintained in appropriate detail, and must conform both to applicable law and to the Foundation's internal systems of controls.

## **5. Represent the best interests of the Foundation.**

People acting on the Foundation's behalf should aim to advance the Foundation's legitimate interests, and should never do anything that could bring the Foundation into disrepute.

## **Budget Projections:**

- [ 1 ] *Includes board meeting expenses, D&O insurance.*
- [ 2 ] *Includes salaries for President CEO and Vice-President; some fundraising and travel expenses; consultants and contractors; staff and volunteer development.*
- [ 3 ] *Includes salaries for technical staff, servers, and contractor expenses.*
- [ 4 ] *Includes salaries for finance/admin staff, audit fees, fundraising expenses, office rent, office supplies, bank fees, etc.*
- [ 5 ] *Includes salaries for program staff, public outreach expenses, and communications expenses.*
- [ 6 ] *Includes salary for General Counsel, and external counsel and consultant fees, filing fees, etc.*
- [ 7 ] *Includes travel for board, advisory board and staff.*
- [ 8 ] *Repayment of Start-Up cost of \$275,000.00*

**Revenue Projections:**

- [ 1 ] *Donations of more than 10K \* \$10m*
- [ 2 ] *Donations less than 10K. \*\$5m*
- [ 3 ] *Income from trademark deals, etc. \* \$1m*
- [ 4 ] *Includes income from sponsorships, interest, and foreign exchange gains. \*\$2.5m*
- [ 5 ] *In-kind donations. \*\$500,000.00*

**Volunteer opportunities**

*If you believe you can serve in any capacity as a volunteer to the foundation, send an email to:*  
[Babsonabanjo@adkingfoundation.com](mailto:Babsonabanjo@adkingfoundation.com)

The [A. D. King Foundation](#) has ample opportunities for volunteering. Several projects badly need support.

**Volunteering: Fundraising Manager**

Title

Fundraising Manager

Project Goals

1. Develop a fundraising survey & Analysis.
2. Work with fundraising team to define areas of inquiry and needs
3. Source for grants, federal, state, local and private, including foundations
4. Source for sponsorship and form partnerships with public donors
5. Compile and analyze results.

Length of Commitment

December 30th

Scheduling

As needed. The A. D. King Foundation Office is open from 9am to 5pm, Monday through Friday.

#### Worksite

A. D. King Foundation Office, 2505 Creel Rd, Atlanta, GA 30349. Tel: 678-736-4933 or Fax: 770-873-9265

#### Qualifications sought

1. Experience working in a professional environment
2. Ability to solve problems and find solutions
3. Ability to work independently

#### Benefits to volunteer

1. Experience in survey management
2. Experience working within a professional fundraising and technical environment
3. Regular interaction with volunteers across the nation
4. Acquire a thorough experience in fund-raising & grant sourcing and writing

For further information, e-mail [Babsonabanjo@adkingfoundation.com](mailto:Babsonabanjo@adkingfoundation.com)

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