



Board of Directors

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Javan Gordon, M.Ed, Vice Chairman
Dr. Lachanze Roberts, Ph.D, Treasurer
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Todd Davis, MD

Youth Advisory Council

John Wesley "Trey" Scales III
Latoya Pritchett
Larry Brooks
Jordan McGee Scales
Jillian Corinne Payne-Johnson
Brandon Smith
Alease Barry
Rondell Freeman
Amon Barry

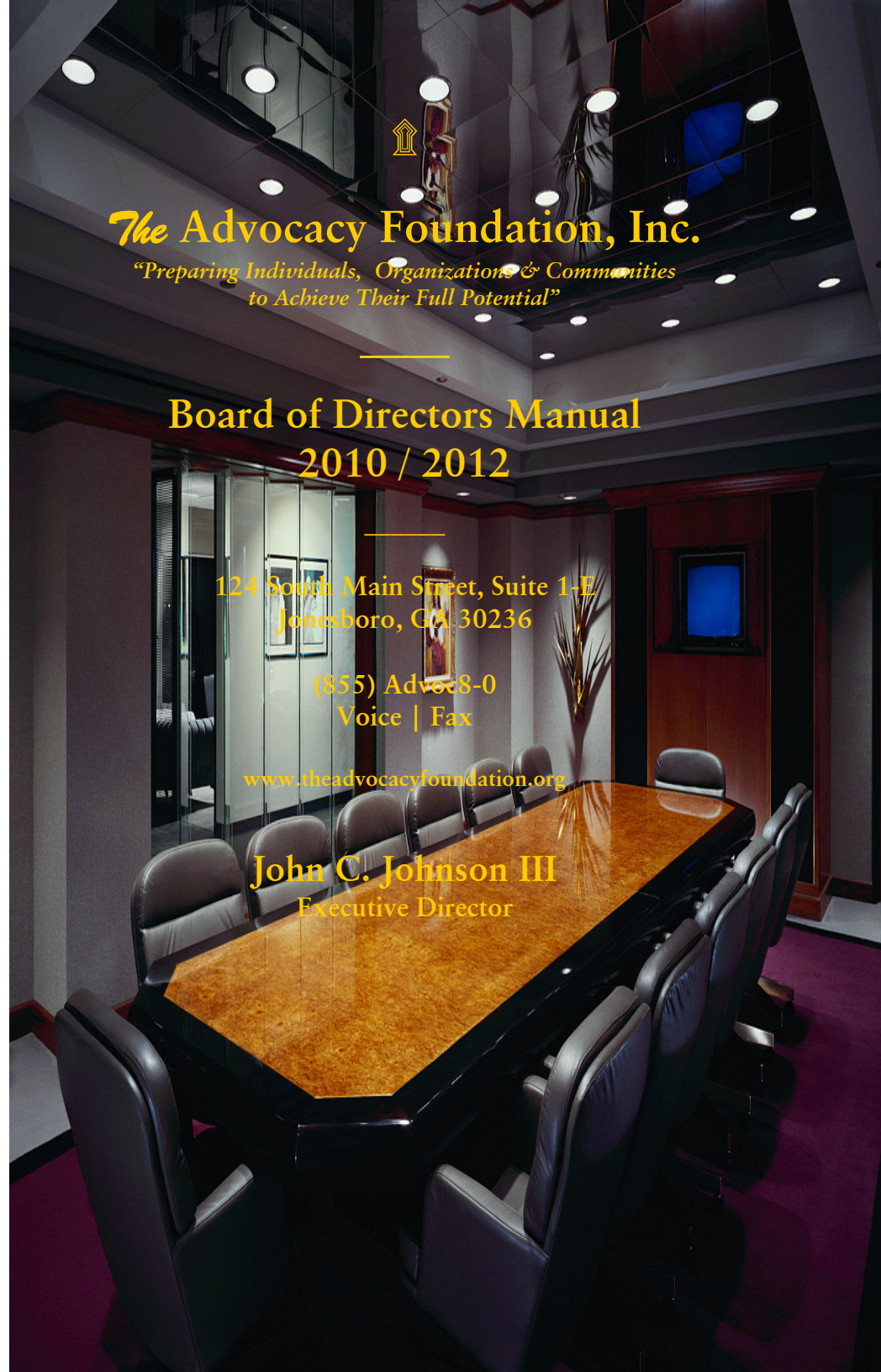
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<http://www.theadvocacyfoundation.org>

Eph. 6:10-18

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The Advocacy Foundation, Inc.

*"Preparing Individuals, Organizations & Communities
to Achieve Their Full Potential"*

Board of Directors Manual 2010 / 2012

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John C. Johnson III
Executive Director

A Message from *The Executive Director*



In September of this year, new Board Members will be appointed to the Board of Directors of *The Advocacy Foundation, Inc.* We are expecting this year's board to be an active one. Each board member will be asked to serve on the committee of her/his choice. We are requesting you give serious consideration to nomination for committee positions for next year's board as well. As you know, we are currently engaged in four major community-based projects:

The Youth Advocacy Support Services Coalition – Project CONNECT;

The Advocacy Center for Seniors – Project Healthy Living;

The Advocacy Center for the Young Disabled – The Pyramid Center;

The Project Coordinators – Community Empowerment Project.

A Summary of each project is set forth in this board manual.

Since its founding in 2003, *The Advocacy Foundation, Inc.* has become recognized as an effective provider of support to those who receive our services, having real impact within the communities we serve. The next several years promise to be exciting ones for all of us, including our collaborative partners. The Board of Directors will play a central role in this important work.

Your review of this manual is greatly appreciated. Always feel welcome to contact me at the above address, phone or e-mail with any questions, comments or concerns.

Jack Johnson

John C. (Jack) Johnson III
Executive Director

The Youth Advisory Council

John Wesley “Trey” Scales, III

Latoya Pritchett

Larry Brooks

Jordan McGee Scales

Jillian Corinne Payne-Johnson

Brandon Smith

Alease Barry

Rondell Freeman

Amon Barry

Special Thanks to the
Nonprofit Advisors Group

for its Support of our Programs, including:

The Adolescent Advocacy Center

The Collaborative US

The Advocacy Foundation, Inc.

"Preparing Individuals and Communities to Achieve Their Full Potential"

The Advocacy Foundation, Inc., which has been conceptualized, developed and tested since 2003, filed its Articles of Incorporation on March 31, 2006. The organization is currently engaged in four major community-based projects:

- I. Building Resilient Youth – A Multidisciplinary Approach (BRY-AMA);
- II. The Advocacy Center for Seniors - Project Healthy Living;
- III. The Advocacy Center for the Young Disabled – The Pyramid Center;
- IV. The Nonprofit Advisors Group – Community Empowerment Project.

Building Resilient Youth – A Multidisciplinary Approach

"Preparing Young Persons and Their Families to Achieve Their Full Potential"

Mission

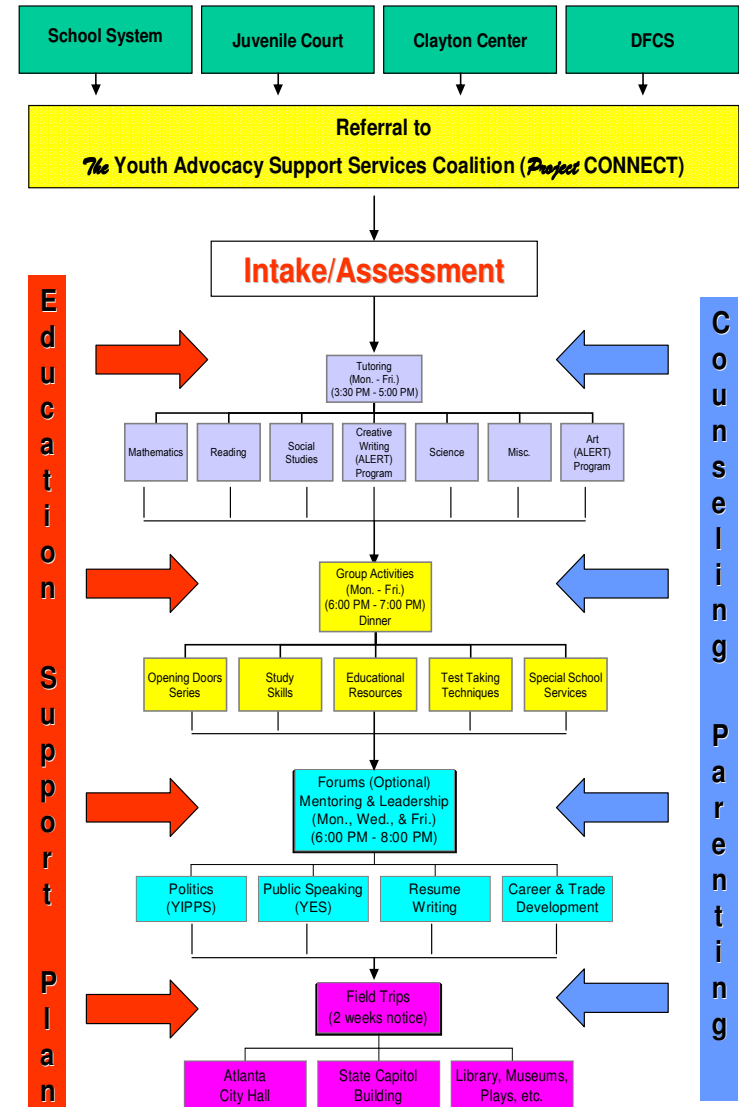
To Help Balance the Scales of Justice for Young Persons and Their Families by providing Educational Support, Character Development, and Mentorship Opportunities.

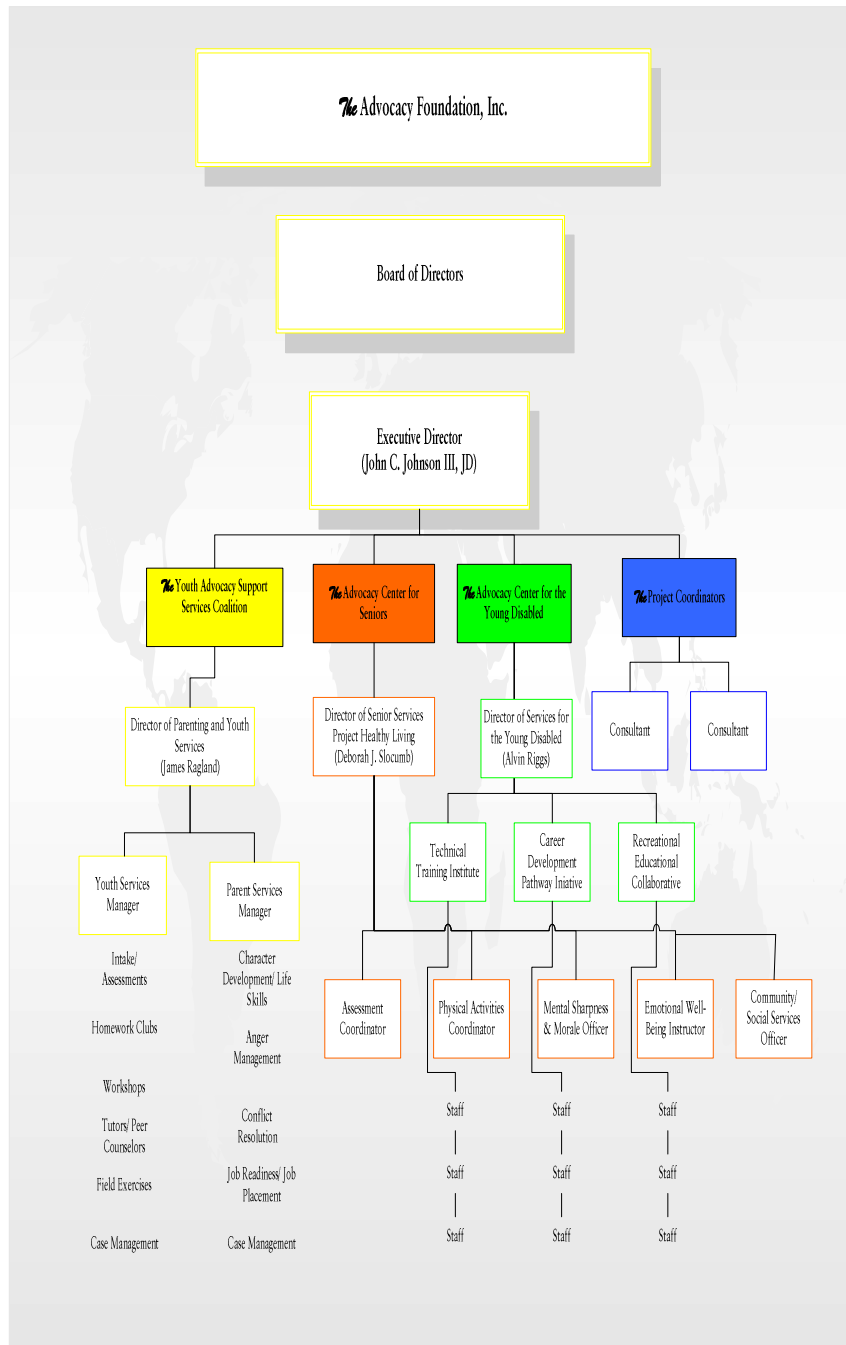
Mentorship, Collaboration and Youth Development

Project CONNECT

Project CONNECT is a multi-year, multi-faceted, program designed to address the needs of troubled youth and assist in the breaking of dysfunctional family cycles. The program initiates a relationship based on respect, trust, and honesty. Youth participants are supported *unconditionally* as they struggle to realize their full potential. Each youth requires concerted support over an extended period of time in order to make real changes in his/her self-esteem, goals, habits, behaviors, and belief systems. In many cases, young persons need to break negative family patterns regarding their education, literacy, pregnancy, substance abuse, etc. The majority of the participants in the program need remedial and tutorial assistance in basic subjects such as reading and mathematics as well.

Program Flowchart





The Advocacy Center for Seniors

Mission:

To Assist Senior Citizens to Achieve and Maintain Self-Sufficiency and Healthy Living

Project Healthy Living

Project Healthy Living aims to improve the elderly and disabled person’s quality of life by strategically addressing their physical, mental, and spiritual/emotional well-being through programs and activities related to health care, housing, transportation, and education.

Deborah J. Slocumb, Project Director

The Advocacy Center for the Young Disabled

Mission:

To Assist Young Disabled Persons to Achieve and Maintain Self-Sufficiency

The Pyramid Center

The Advocacy Center for the Young Disabled (“*The Pyramid Center*”), or “*ACYD*”) is an innovative component of our organization dedicated to providing a comprehensive approach to training opportunities, job readiness training, and recreational and educational programming geared primarily for the young disabled population. *The ACYD* will initially implement three community-based programs:

- 1) *The* Technical Training Institute;
- 2) *The* Career Development Pathway Initiative; and
- 3) *The* Recreational/ Educational Collaborative.

Alvin Riggs, Project Director

The Project Coordinators

CBO Development – for Profit

“Systems Design, Implementation and Compliance”

Mission

To Provide Opportunities for Individuals and Communities to Rise-Up Beyond the Ranks of the Underprivileged and Become Empowered to Take Control of Their Own Destinies.

Community Empowerment Project

Technical Assistance, Development and Expertise

Best Practices Development
Board Development
Budget Development
Collaborative Development and Marketing
Data Development (Empirical Evidence)
Demographic Analysis/ Emerging Trends Analysis
EEOC Management
Employee Relations
Evidence-Based Reporting and Initiatives Development
Federal, State and Local Regulatory Compliance
Financial Systems Development and Implementation
Invoicing, Accounts Receivable, Accounts Payable, Taxation, Auditing, etc.
Free Initial Consultation
Office/ Letterhead & Marketing Materials Development
Personnel Development
Priority Needs Surveys
Programming Development
Project Coordination
Research and Development
Scope of Services/ Projects Development
Site Visit Preparation
Strategic Planning and Management
Turn-Around Management

The Advocacy Foundation, Inc.

Board of Directors

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Youth Advisory Council

John Wesley “Trey” Scales III
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Jordan McGee Scales
Jillian Corinne Payne-Johnson
Brandon Smith
Aleash Barry
Rondell Freeman
Amon Barry

11. Action Items/ Register
12. Adjournment

January Meeting – Marketing and Fundraising

1. Executive Director’s Annual Report Contents;
2. Current Funding Sources;
3. Sample Grant Proposal(s);
4. Updated Marketing Materials;
5. Fundraising Report;
6. Old Business;
7. New Business;
8. Action Items/ Register
9. Adjournment

April Meeting – Evaluations, Assessments and Taxes

1. Annual Audit/ Form 990;
2. Annual Organizational Assessment (Module 5.14);
3. Executive Director’s Annual Report;
4. Executive Director’s Evaluation;
5. Staff Assessments/ Evaluations;
6. Old Business;
7. New Business;
8. Annual Calendar of Upcoming Events;
9. Action Items/ Register
10. Adjournment

BY-LAWS

OF

***The* ADVOCACY FOUNDATION, INC.**

Article I - Name, Purpose

Section 1 - Name: The name of the organization shall be *The* Advocacy Foundation, Inc.

Section 2 - Purpose: *The* Advocacy Foundation, Inc. is organized exclusively for charitable, educational, social/human service, and community economic development purposes. This will include such purposes as to support, organize, create and coordinate programs, services, activities and training for adults, senior citizens, the handicapped, youth, and those considered at or below the poverty level; to promote and/or create programs that are of direct benefit to economically disadvantaged persons; to reduce the use of drugs in and around public housing premises, including the prevention, intervention, referral and treatment programs, etc.; to engage in community economic development as a means of residential empowerment; and to improve the overall quality of life for disadvantaged persons within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Article II - Membership

Section 1 - Membership: Membership shall consist only of the members of the board of directors.

Article III - Annual Meeting

Section 1 - Annual Meeting: The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2 - Special Meetings: Special meetings may be called by the Chair or the Executive Committee.

Section 3 – Notice: Notice of each meeting shall be given to each voting member, by mail, not less than ten days before the meeting.

Article IV – Board of Directors

Section 1 - Board Role, Size, Compensation: The Board is responsible for overall policy and direction of the Council, and delegates responsibility for day-to-day operations to the Council Director and committees. The Board shall have up to fifteen (15) and not fewer than seven (7) members. The board receives no compensation other than reasonable expenses.

Section 2 – Meetings: The Board shall meet at least four (4) times per year, at an agreed upon time and place.

Section 3 - Board Elections: Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

Section 4 – Terms: All Board members shall serve two (2) year terms, but are eligible for re-election, for a maximum of two (2) consecutive terms.

Section 5 – Quorum: A quorum must be attended by at least sixty percent (60%) of the Board members before business can be transacted or motions made or passed.

Section 6 – Notice: An official Board meeting requires that each Board member have written notice two weeks in advance.

Section 7 - Officers and Duties: There shall be four (4) officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-President, Secretary and Treasurer.

The Vice-Chair will chair committees on special subjects as designated by the board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8 - Vacancies: When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9 - Resignation, Termination and Absences: Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 - Special Meetings: Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

The Advocacy Foundation, Inc.

**Annual Board Meeting Calendar
And Agenda Items**

July Meeting – State of The Organization Report

1. Mission Statement;
2. Articles of Incorporation;
3. Organizational Bylaws;
4. Roles and Responsibilities;
5. Election of Officers;
- Two year terms; Two Consecutive Term Limit
6. Annual Meeting Calendar Review;
7. Action Items/ Register;
8. Website Review;
9. Old Business;
10. New Business;
11. Adjournment.

October Meeting – Strategic Planning

1. Strategic Plan (5 Year);
2. 501(c)(3) Application;
3. Targeted Grant Opportunities;
4. Committee Assignments;
5. Proposed Budget/ Treasurer's Report;
6. Fundraising Plan;
7. Policies and Procedures Review;
8. Staff Evaluation Activities;
9. Old Business;
10. New Business;

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 Organization 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.

Article V - Committees

Section 1 – Creation of Committees: The Board may create committees as needed, such as fundraising, housing, etc. The Board Chair appoints all committee chairs.

Section 2 – Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3 - Finance Committee: The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall begin July 1 and end June 30 of the succeeding year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

Article VI - Amendments

Section 1 – Two-Thirds Majority: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

Article VII – Parliamentary Authority

Roberts Rules of Order, Newly Revised, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order this Board may adopt, and are not in conflict with the By-Laws of The Advocacy Foundation, Inc. or the Articles of Incorporation of The Advocacy Foundation, Inc.

Article VIII – Indemnification

The organization shall:

1. indemnify any person, made a party to an action by or in the right of the organization to procure a judgement in its favor, by reason of the fact that he or she, his or her testator or intestate, is or was a director or officer of the organization, against the reasonable expenses, including attorney fees, actually and necessarily incurred by him or her in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have breached his or her duty to the organization under the state Not-for-Profit Corporation Law, and
2. indemnify any person, made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the organization to procure a judgement in its favor, whether civil or criminal, including an action by or in the right of any other organization of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of the organization served in any capacity at the request of

the organization, by reason of the fact that he or she, his or her testator or intestate, was a director or officer of the organization, or served such other organization, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity, against judgements, fines, amounts paid in settlement and reasonable expenses, including attorney fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such officer or director acted in good faith, for a purpose which he or she reasonably believed to be in, or, in the case of service for any other organization or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the organization, and in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful, in each case to the fullest extent permissible under the applicable Not-for-Profit Corporation Law or the indemnification provisions of any successor statute.

These Bylaws were approved at a meeting of the Board of Directors of The Advocacy Foundation, Inc.

on _____, 2006.

Chair

Vice-Chair

Treasurer

Secretary

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

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee who's jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, 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 the Organization 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 Organization 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 organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or

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.

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 Organization 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 shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization'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.

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 possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records of Proceedings

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

Board Duties and Responsibilities

The following description was adapted from materials from BoardSource. Note that materials apply to both for-profit and nonprofit unless otherwise noted.

Board Chair

1. Is a member of the Board
2. Serves as the Chief Volunteer of the organization (*nonprofit only*)
3. Is a partner with the Chief Executive in achieving the organization's mission
4. Provides leadership to the Board of Directors, who sets policy and to whom the Chief Executive is accountable.
5. Chairs meetings of the Board after developing the agenda with the Chief Executive.
6. Encourages Board's role in strategic planning
7. Appoints the chairpersons of committees, in consultation with other Board members.
8. Serves *ex officio* as a member of committees and attends their meetings when invited.
9. Discusses issues confronting the organization with the Chief Executive.
10. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
11. Reviews with the Chief Executive any issues of concern to the Board.
12. Monitors financial planning and financial reports.
13. Plays a leading role in fundraising activities (*nonprofit only*)
14. Formally evaluates the performance of the Chief Executive and informally evaluates the effectiveness of the Board members.
15. Evaluates annually the performance of the organization in achieving its mission.
16. Performs other responsibilities assigned by the Board.

Vice Chair

This position is typically successor to the Chair position. In addition to the responsibilities outlined in the Committee Member job description, this position:

1. Is a member of the Board
2. Performs Chair responsibilities when the Chair cannot be available (see Chair Job Description)
3. Reports to the Board's Chair
4. Works closely with the Chair and other staff
5. Participates closely with the Chair to develop and implement officer transition plans.
6. Performs other responsibilities as assigned by the Board.

Board Treasurer

1. Is a member of the Board
2. Manages finances of the organization
3. Administrates fiscal matters of the organization

4. Provides annual budget to the board for members' approval
5. Ensures development and board review of financial policies and procedures

Board Secretary

1. Is a member of the Board
2. Maintains records of the board and ensures effective management of organization's records
3. Manages minutes of board meetings
4. Ensures minutes are distributed to members shortly after each meeting
5. Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings

Committee Chair

1. Is a member of the Board
2. Sets tone for the committee work.
3. Ensures that members have the information needed to do their jobs.
4. Oversees the logistics of committee's operations.
5. Reports to the Board's Chair.
6. Reports to the full Board on committee's decisions/recommendations.
7. Works closely with the Chief Executive and other staff as agreed to by the Chief Executive.
8. Assigns work to the committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes.
9. Initiates and leads the committee's annual evaluation.

Board Member

1. Regularly attends board meetings and important related meetings.
2. Makes serious commitment to participate actively in committee work.
3. Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
4. Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.
5. Gets to know other committee members and builds a collegial working relationship that contributes to consensus.
6. Is an active participant in the committee's annual evaluation and planning efforts.
7. Participates in fund raising for the organization (*nonprofit only*).

Conflict of Interest Policy

Article I – Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II – Definitions

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. Financial Interest

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

- a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization 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 Organization 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

1. Duty to Disclose

In connection with any actual or possible conflict of interest, and 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.

2. Determining Whether a Conflict of Interest Exists