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Form **990-EZ**

**Short Form
Return of Organization Exempt From Income Tax**

OMB No 1545-1150

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)
▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.
▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2009 calendar year, or tax year beginning January 1, 2009, and ending December 31, 20 09

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization Helpful Hands, Inc		D Employer identification number 80-0430434
		Number and street (or P.O. box, if mail is not delivered to street address) Room/suite 1190 MacTavandash Drive		E Telephone number 407-366-2975
		City or town, state or country, and ZIP + 4 Oviedo, FL 32765		F Group Exemption Number ▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ). **G** Accounting Method Cash Accrual Other (specify) ▶

I Website: ▶ _____ **H** Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

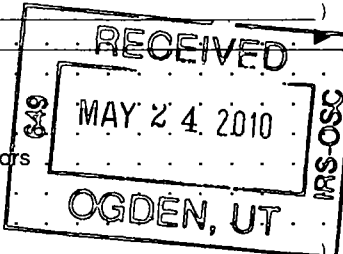
J Tax-exempt status (check only one) — 501(c) (3) ◀ (insert no.) 4947(a)(1) or 527

K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts. If \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ _____

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

		1	2	3	4	5a	5b	5c	6a	6b	6c	7a	7b	7c	8	9	10	11	12	13	14	15	16	17	18	19	20	21							
Revenue	1	Contributions, gifts, grants, and similar amounts received														5859																			
	2	Program service revenue including government fees and contracts														0																			
	3	Membership dues and assessments														0																			
	4	Investment income														0																			
	5a	Gross amount from sale of assets other than inventory																																	
	b	Less cost or other basis and sales expenses																																	
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)														0																			
	6	Special events and activities (complete applicable parts of Schedule G) If any amount is from gaming, check here <input type="checkbox"/>																																	
	a	Gross revenue (not including \$ _____ of contributions reported on line 1)																																	
b	Less direct expenses other than fundraising expenses																																		
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)														0																				
7a	Gross sales of inventory, less returns and allowances																																		
b	Less: cost of goods sold																																		
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)														0																				
8	Other revenue (describe ▶ _____)														0																				
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8														5859																				
Expenses	10	Grants and similar amounts paid (attach schedule)														500																			
	11	Benefits paid to or for members														0																			
	12	Salaries, other compensation, and employee benefits														0																			
	13	Professional fees and other payments to independent contractors														500																			
	14	Occupancy, rent, utilities, and maintenance														0																			
	15	Printing, publications, postage, and shipping														2964.6																			
	16	Other expenses (describe ▶ sales taxes, awards)														269.45																			
17	Total expenses. Add lines 10 through 16														4234.05																				
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)														1624.95																			
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)														0																			
	20	Other changes in net assets or fund balances (attach explanation)														0																			
	21	Net assets or fund balances at end of year. Combine lines 18 through 20														1624.95																			



Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

		(A) Beginning of year	(B) End of year
22	Cash, savings, and investments	0	1624.95
23	Land and buildings	0	0
24	Other assets (describe ▶ _____)	0	0
25	Total assets	0	1624.95
26	Total liabilities (describe ▶ _____)	0	0
27	Net assets or fund balances (line 27 of column (B) must agree with line 21)	0	1624.95

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Part V Other Information (Note the statement requirements in the instructions for Part V.)

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		✓
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	✓	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a	Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?		✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		✓
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a		
b	Did the organization file Form 1120-POL for this year?		✓
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		✓
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b		
39	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on line 9 39a		
b	Gross receipts, included on line 9, for public use of club facilities 39b		
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ _____ ; section 4912 ▶ _____ ; section 4955 ▶ _____		
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		✓
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T		✓
41	List the states with which a copy of this return is filed. ▶ _____		
42a	The organization's books are in care of ▶ <u>Cathy Melendez</u> Telephone no. ▶ <u>407-687-5978</u> Located at ▶ <u>1991 Westbourne Dr, Oviedo, FL 32765</u> ZIP + 4 ▶ <u>32765</u>		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		✓
	If "Yes," enter the name of the foreign country. ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.? If "Yes," enter the name of the foreign country. ▶ _____		
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 — Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43		
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

- | | Yes | No |
|--|--------------------------|-------------------------------------|
| 46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 49a Did the organization make any transfers to an exempt non-charitable related organization? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| b If "Yes," was the related organization a section 527 organization? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				

f Total number of other employees paid over \$100,000 ▶ _____

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		

d Total number of other independent contractors each receiving over \$100,000 ▶ _____

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

▶ Cathy Melendez Signature of officer | 5-14-10 Date

▶ **Cathy Melendez Treasurer** Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ _____ Date _____ Check if self-employed Preparer's identifying number (See instructions) _____

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ _____ EIN ▶ _____ Phone no ▶ _____

May the IRS discuss this return with the preparer shown above? See instructions ▶ Yes No

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")					5,859	5,859
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3					5,859	5,859
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						5,859

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4					5,859	5,859
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0
11 Total support. Add lines 7 through 10						5,859
12 Gross receipts from related activities, etc. (see instructions)					12	0
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input checked="" type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33½% support test—2009. If the organization did not check the box on line 13, and line 14 is 33½% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 33½% support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33½% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33 1/3 % support tests—2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3 % support tests—2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

BYLAWS OF
HELPFUL HANDS, INC.

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be **Helpful Hands, Inc.** It shall be a nonprofit organization incorporated under the laws of the State of Florida

Section 2 — Purpose: **Helpful Hands, Inc.** is organized exclusively for charitable and informational purposes.

The purpose of this corporation is:

- **to provide charitable support to area residents experiencing a need for social, emotional, physical, or economic assistance.**
- **to provide informational activities to increase public awareness regarding needs of area residents.**

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for membership: Application for voting membership shall be open to any current resident, property owner, or business operator within the general Oviedo area / surrounding community that supports the purpose statement in Article I, Section 2. Any person seeking membership must complete and submit a membership application. Membership is granted after review and approval of the membership application by a majority of the Executive Officers of the Board of Directors (hereinafter “Officers”), **and** by approval by a majority vote of the Board of Directors (hereinafter “Board”).

Section 2 — Annual dues: As of the writing of these Bylaws, annual dues are \$10 and are to be paid at the annual meeting of members in January of each year. Dues will not be pro-rated for members joining throughout the year.

Section 3 — Rights of voting members: Each voting member shall be eligible to cast one vote.

Section 4 — Resignation and termination: Resignation from membership must be in writing, delivered to the Secretary. A member shall be terminated from membership due to excess absences, non-payment of dues, or non-attendance at three (3) or more Helpful Hands, Inc. events or meetings in one year. A member may be removed for other reasons by a three-fourths vote of the remaining members or by agreement of a simple majority of the Officers.

Section 5 — Non-voting membership: The Board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Regular meetings: Regular meetings of the members shall be held at least quarterly, at a time and place designated by the President.

Section 2 — Annual meetings: An annual meeting of the members shall take place in the month of **January** at a time and place designated by the President. At the annual meeting the members will elect officers and directors, if any, receive reports on the finances and activities of the organization, and determine the direction of the organization for the coming year.

Section 3 — Notice of meetings: Electronic, or verbal notice of each meeting shall be given to each voting member not less than one week prior to the meeting.

Section 4 — Voting: All issues to be voted on shall be decided by a simple majority of the voting members present at the meeting, or by proxy, in which the vote takes place.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The Board is responsible for overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the staff and committees. **The Board shall have up to twenty-one (21), but not fewer than six (6) members.** The Board receives no compensation other than reasonable expenses.

Section 2 — Terms: All Board members shall serve three-year terms, but are eligible for re-election for up to two consecutive terms.

Section 3 — Meetings and notice: The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires that each Board member have written notice at least one week in advance.

Section 4 — Board elections: Officers shall be elected or re-elected by the voting members at the annual meeting. Officers will be elected by a simple majority of voting members present at the annual meeting.

Section 5 — Election procedures: Any qualified member of the Board may submit his/her name for an Officer position after serving one year/term on the Board.

Section 6 — Quorum: A quorum for business transactions to take place and motions to pass shall exist when at least ten-percent (10%) of the Board members are present.

Section 7 — Executive Officers and Duties: There shall be four (4) Executive Officers (herein “Officers”) of the Board of Directors (herein “Board”), consisting of a President, a Vice-President of Administration, a Vice-President of Marketing, and a Secretary. Except for the power to amend the Articles of Incorporation and Bylaws, the Officers shall have all the powers and authority of the Board in the intervals between meetings of the Board.

The duties of the Officers are as follows:

- *The President* shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Officers to preside at each meeting in the following order: Vice-President of Administration, Vice-President of Marketing, Secretary. The President shall, together with a Vice-President, sign all contracts and obligations authorized by the Board. The President shall act as spokesperson for the organization or appoint another member of the Board as a spokesperson for a specific purpose.
- Each *Vice-President* shall chair committees on special subjects as designated by the President. In the event the President is unable to perform the functions of his/her office, the Vice-President of Administration shall succeed to the President’s powers and duties until such time as the President is able to resume the functions of his/her office.
- *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. This person shall make a report at each Board meeting.

Section 8 — Treasurer. In addition to the Officers named in Article IV, Section 7, above, there shall be a *Treasurer* who will not be a member of the Executive Officers of the Board of Directors. The Treasurer shall assist in the preparation of the budget, and make financial information available to Board members and the public. He/She shall be custodian of all monies belonging to the organization or under its control and shall deposit the same in the name and to the credit of the organization in a bank or banks designated by the Board of Directors. The Treasurer shall also have the custody of all stocks, bonds, securities, and other valuables belonging to the organization and shall keep an accurate record thereof and shall keep such books as are necessary for discharge of his/her duties. He/She shall present to the Board a Treasurer’s report at each Board meeting. Any commingling of funds of with any other organization, person, or entity is expressly prohibited.

Section 9 — Vacancies: When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new members from present Board members one week in advance of a Board meeting. These nominations shall be sent out to the Officers who will present qualified applicants to the Board to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the vacating Board member's term.

Section 10 — Resignation, termination, and absences: Resignation from the Board must be in writing, and sent to the Secretary. A Board member shall be terminated from the Board due to excess absences, non-payment of dues, or non-attendance at three (3) or more Helpful

Hands, Inc. events or meetings in one year. A Board member may be removed for other reasons by a three-fourths vote of the remaining members.

Section 11 — Special meetings. Special meetings of the Board shall be called upon the request of the President, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member at least one week in advance.

ARTICLE V — COMMITTEES

Section 1 — Committee formation. The Board may create committees as deemed necessary, such as fundraising, housing, public relations, data collection, etc.

Section 2 — Finance Committee: The Vice-President of Administration is the Chair of the Finance Committee, which includes the Treasurer and one other Board member. The Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget with staff and other Board members. The Finance Committee, together with the Vice-President of Marketing shall develop all fundraising plans. The Board must approve by a simple majority the fundraising plans and the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or Officers. The fiscal year shall be the calendar 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, the Board, and the public.

ARTICLE VI — EXECUTIVE DIRECTOR

Section 1 — Executive Director: As of the writing date of these Bylaws, no paid Director will be utilized in Helpful Hands, Inc.

ARTICLE VII – CONFLICTS OF INTEREST POLICY

The purpose of this Conflicts of Interest Policy is to protect the interests of the organization in regard to transactions or arrangements that might benefit the private interest of an Officer or Board member of the organization. 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.

DEFINITIONS:

Section 1 — “Interested person”: Any member of the organization who has a direct or indirect financial interest, as defined below, is an interested person.

Section 2 — "Financial interest": A member 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, or
- 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.

PROCEDURES:

Section 1 — Finding of conflict: A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Officers, the Board, or the appropriate committee finds a conflict of interest exists.

Section 2 — Duty to disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts.

Section 3 — Determining a conflict of interest exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the Officers, the Board, or the appropriate committee shall discuss and decide if a conflict of interest exists.

Section 4 — Alternative transactions or arrangements in the event of a finding that a conflict of interest exists: A disinterested member of the Board or committee may explore alternatives to the proposed transaction or arrangement. After exercising due diligence, it may be determined 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. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Board members 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 the Board shall make its decision as to whether to enter into the transaction or arrangement.

Section 5 — Violations of the Conflicts of Interest Policy: If there is reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, the Board shall inform the member of the basis for such belief and afford the member an

opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 6 — Acknowledgement of receipt of Conflicts of Interest Policy. Each Officer and Board member 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.

Section 7 — 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. When conducting the periodic reviews, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the organization for ensuring periodic reviews are conducted.

ARTICLE VII – AUDIT

The books and records of the organization shall be kept in accordance with sound business practices and may be audited annually by a Certified Public Accountant.

ARTICLE VII – DIRECTORS INDEMNITY INSURANCE

An indemnification insurance policy covering all Officers, Board members, and staff may be purchased and renewed annually, at the discretion of the Officers.

ARTICLE VII — AMENDMENTS

These Bylaws may be amended by two-thirds majority of the Board. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE VIII – DISSOLUTION

The organization may be dissolved by a vote of fifty-one percent (51%) of the voting members.

In the event the organization is dissolved by a vote of the voting members or by government action, its assets remaining after payment of, or provision for payment of, all debts and liabilities shall be distributed to such corporations which are organized and operated exclusively for charitable purposes and which none established their tax exempt status under 501-c-3 of the Internal Revenue Code of 1954, as amended.

CERTIFICATION

These Bylaws were approved at a meeting of the Board of directors by a two thirds majority vote on **March 2, 2009**.

In Witness where of, we the undersigned Board representatives, have hereto set our hands 24th day of February 2010, for the purpose of this revision of the Bylaws of Helpful Hands, Inc.

Signature: Regina Bereswill

Printed Name: REGINA BERESWILL

Title: PRESIDENT

Date: Feb 24, 2010

Signature: Cindy

Drago _____

Printed Name: CINDY DRAGO

Title: VP Administration

Date: Feb 24, 2010