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## Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code  
(except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

2012

Open to Public  
Inspection

A For the 2012 calendar year, or tax year beginning , 2012, and ending

B Check if applicable		C HAYDEN ENTERPRISES GIVING FUND 963 S.W. SIMPSON AVENUE #110 BEND, OR 97702			D Employer identification number 91-1755886	
<input type="checkbox"/> Address change					E Telephone number (541) 728-0830	
<input type="checkbox"/> Name change					F Name and address of principal officer SAME AS C ABOVE	
<input type="checkbox"/> Initial return					G Gross receipts \$ 1,330,275.	
<input type="checkbox"/> Terminated					H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<input type="checkbox"/> Amended return					H(b) Are all affiliates included? If 'No,' attach a list (see instructions) <input type="checkbox"/> Yes <input type="checkbox"/> No	
<input type="checkbox"/> Application pending					H(c) Group exemption number ►	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527					J Website: ► N/A	
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►					L Year of Formation 1998 M State of legal domicile OR	

## Part I Summary

1 Briefly describe the organization's mission or most significant activities: <u>TO PROVIDE QUALITY AFFORDABLE HOUSING AT A REDUCED COST FOR PEOPLE NOT ORDINARILY ABLE TO AFFORD SUCH.</u>		
2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
3 Number of voting members of the governing body (Part VI, line 1a)	3	8
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	8
5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	0
6 Total number of volunteers (estimate if necessary)	6	250
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.
8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
9 Program service revenue (Part VIII, line 2g)	676,082.	615,206.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,036,240.	590,458.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	83,607.	82,615.
12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	6,850.	8,235.
	1,802,779.	1,296,514.
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	47,971.	87,976.
14 Benefits paid to or for members (Part IX, column (A), line 4)		
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	113,214.	
16a Professional fundraising fees (Part IX, column (A), line 11e)		
b Total fundraising expenses (Part IX, column (D), line 25) ►		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	882,375.	706,605.
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	1,043,560.	794,581.
19 Revenue less expenses. Subtract line 18 from line 12	759,219.	501,933.
20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
21 Total liabilities (Part X, line 26)	7,078,567.	7,577,794.
22 Net assets or fund balances Subtract line 21 from line 20	30,576.	27,870.
	7,047,991.	7,549,924.

## Part II Signature Block

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	Signature of officer	5/13/13		
	Type or print name and title			
Paid Preparer Use Only	Print/Type preparer's name STUART D. KATTER	Preparer's signature STUART D. KATTER	Date 5-8-13	Check <input checked="" type="checkbox"/> if self-employed PTIN P00236705
	Firm's name ► KERKOCHE KATTER & NELSON, LLP	Firm's EIN ► 93-1154108		
	Firm's address ► 45 NW HAWTHORNE AVE BEND, OR 97701-2900			

May the IRS discuss this return with the preparer shown above? (see instructions)

 Yes  No

BAA For Paperwork Reduction Act Notice, see the separate instructions.

67 22

**Part III Statement of Program Service Accomplishments**Check if Schedule O contains a response to any question in this Part III 

1 Briefly describe the organization's mission:

TO PROVIDE QUALITY AFFORDABLE HOUSING AT A REDUCED COST FOR PEOPLE NOT ORDINARILY ABLE TO AFFORD SUCH.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

 Yes  No

If 'Yes,' describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

 Yes  No

If 'Yes,' describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code \_\_\_\_\_) (Expenses \$ 636,843. including grants of \$ 87,976. ) (Revenue \$ 590,458. )PROVIDE TO NEEDY PERSONS, SUPPORT LOCAL CHARITIES, SCHOOLS, CHURCHES AND SERVICE ORGANIZATIONS IN SUPPORT OF LOCAL CHARITIES.

4b (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_ ) (Revenue \$ \_\_\_\_\_ )

4c (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_ ) (Revenue \$ \_\_\_\_\_ )

4d Other program services (Describe in Schedule O)

(Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_ ) (Revenue \$ \_\_\_\_\_ )

4e Total program service expenses ► 636,843.

**Part IV Checklist of Required Schedules**

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A

2 Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?

3 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

4 **Section 501(c)(3) organizations** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If 'Yes,' complete Schedule D, Part V

11 If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.

a Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI

b Did the organization report an amount for investments — other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII

c Did the organization report an amount for investments — program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII

d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX

e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X

f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X

12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, and XII

b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI and XII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If 'Yes,' complete Schedule F, Parts I and IV

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Parts II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Parts III and IV

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I (see instructions)

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III

20a Did the organization operate one or more hospital facilities? If 'Yes,' complete Schedule H

b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	X	
2	X	
3		X
4		X
5		X
6		X
7		X
8		X
9		X
10		X
11a		X
11b		X
11c		X
11d		X
11e		X
11f		X
12a		X
12b		X
13		X
14a		X
14b		X
15		X
16		X
17		X
18	X	
19	X	
20		X
20b		

**Part IV. Checklist of Required Schedules (continued)**

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If 'Yes,' complete Schedule I, Parts I and II.	21	X
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If 'Yes,' complete Schedule I, Parts I and III	22	X
23	Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If 'Yes,' complete Schedule J	23	X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? If 'Yes,' answer lines 24b through 24d and complete Schedule K If 'No,' go to line 25	24a	X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d	Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?	24d	
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If 'Yes,' complete Schedule L, Part I	25a	X
b	Is the organization 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	25b	X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If 'Yes,' complete Schedule L, Part II	26	X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If 'Yes,' complete Schedule L, Part III	27	X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):	28a	X
a	A current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV	28b	X
b	A family member of a current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV	28c	X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If 'Yes,' complete Schedule L, Part IV	29	X
29	Did the organization receive more than \$25,000 in non-cash contributions? If 'Yes,' complete Schedule M	30	X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If 'Yes,' complete Schedule M	31	X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If 'Yes,' complete Schedule N, Part I	32	X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If 'Yes,' complete Schedule N, Part II	33	X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If 'Yes,' complete Schedule R, Part I	34	X
34	Was the organization related to any tax-exempt or taxable entity? If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1	35a	X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35b	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Schedule R, Part V, line 2.	36	X
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If 'Yes,' complete Schedule R, Part V, line 2	37	X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If 'Yes,' complete Schedule R, Part VI	38	X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O		

BAA

Form 990 (2012)

**Part V. Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response to any question in this Part V 

		Yes	No
1 a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1 a	8	
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1 b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1 c	X	
2 a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2 a	0	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</i>	2 b		
3 a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3 a		X
b If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O	3 b		
4 a 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)?	4 a	X	
b If 'Yes,' enter the name of the foreign country ►  See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts	5 a		X
5 a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5 b		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5 c		
c If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?	6 a	X	
6 a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6 b		
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	7 a	X	
7 <b>Organizations that may receive deductible contributions under section 170(c).</b>	7 b		X
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7 c	X	
b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	7 d		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7 e		X
d If 'Yes,' indicate the number of Forms 8282 filed during the year	7 f		X
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7 g		
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7 h		
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	8		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	9 a		
8 <b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9 b		
9 <b>Sponsoring organizations maintaining donor advised funds.</b>			
a Did the organization make any taxable distributions under section 4966?	10 a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	10 b		
10 <b>Section 501(c)(7) organizations.</b> Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	11 a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	11 b		
11 <b>Section 501(c)(12) organizations.</b> Enter:			
a Gross income from members or shareholders	12 a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	12 b		
12 a <b>Section 4947(a)(1) non - exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?			
b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	13 a		
13 <b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>			
a Is the organization licensed to issue qualified health plans in more than one state? <i>Note. See the instructions for additional information the organization must report on Schedule O</i>	13 b		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13 c		
14 a Did the organization receive any payments for indoor tanning services during the tax year?	14 a	X	
b If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O	14 b		

**Part VI: Governance, Management and Disclosure** For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.  
Check if Schedule O contains a response to any question in this Part VI

### Section A. Governing Body and Management

1 a Enter the number of voting members of the governing body at the end of the tax year  
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.

1 b Enter the number of voting members included in line 1a, above, who are independent

2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?

3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?

4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?

5 Did the organization become aware during the year of a significant diversion of the organization's assets?

6 Did the organization have members or stockholders?

7 a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?

b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following

a The governing body?

b Each committee with authority to act on behalf of the governing body?

9 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O

		Yes	No
1 a	8		
1 b	8		
2	X		
3	X		
4	X		
5	X		
6	X		
7 a	X		
7 b	X		
8 a	X		
8 b	X		
9	X		

### Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

10 a Did the organization have local chapters, branches, or affiliates?

b If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?

11 a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?

b Describe in Schedule O the process, if any, used by the organization to review this Form 990. SEE SCHEDULE O

12 a Did the organization have a written conflict of interest policy? If 'No,' go to line 13

b Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?

c Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done SEE SCHEDULE O

13 Did the organization have a written whistleblower policy?

14 Did the organization have a written document retention and destruction policy?

15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?

a The organization's CEO, Executive Director, or top management official

b Other officers of key employees of the organization

If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions )

16 a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?

b If 'Yes,' did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?

	Yes	No
10 a	X	
10 b		
11 a	X	
12 a	X	
12 b	X	
12 c	X	
13	X	
14	X	
15 a	X	
15 b	X	
16 a	X	
16 b	X	

### Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► OR

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply

Own website  Another's website  Upon request  Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. SEE SCHEDULE O

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

► SHON RAE 963 S.W. SIMPSON AVE. STE 110 BEND OR 97702 (541) 728-0830

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

 Check if Schedule O contains a response to any question in this Part VII 
**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid

- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee'

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order. individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees; and former such persons

 Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		or director	Individual trustee	Officer	Key employee	Highest compensated			
(1) DAVID DAY TRUSTEE	4 0	X					0.	0.	0.
(2) MYLES CONWAY SECRETARY	4 0		X				0.	0.	0.
(3) DENNIS MURPHY TRUSTEE	4 0	X					0.	0.	0.
(4) TIM KNOPP TRUSTEE	4 0	X					0.	0.	0.
(5) HAYDEN WATSON PRESIDENT	4 0		X				0.	0.	0.
(6) SCOTT KNOX TREASURER	4 0		X				0.	0.	0.
(7) MARTHA TILLER TRUSTEE	4 0	X					0.	0.	0.
(8) SHON RAE DIRECTOR	40 0		X				0.	0.	0.
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									

## Part VII | Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)				(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099 MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
		or director	Individual trustee	Institutional trustee	Officer				Key employee
(15)									
(16)									
(17)									
(18)									
(19)									
(20)									
(21)									
(22)									
(23)									
(24)									
(25)									
<b>1 b Sub-total</b>							0.	0.	0.
<b>c Total from continuation sheets to Part VII, Section A</b>							0.	0.	0.
<b>d Total (add lines 1b and 1c)</b>							0.	0.	0.
<b>2</b> Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 0									
<b>3</b> Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual							<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> X
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes' complete Schedule J for such individual							<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> X
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If 'Yes,' complete Schedule J for such person							<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> X

## Section B. Independent Contractors

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ► 0

**Part VIII Statement of Revenue**Check if Schedule O contains a response to any question in this Part VIII 

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
<b>CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS</b>	1 a Federated campaigns	1 a			
	b Membership dues	1 b			
	c Fundraising events	1 c	65,474.		
	d Related organizations	1 d	321,551.		
	e Government grants (contributions)	1 e			
	f All other contributions, gifts, grants, and similar amounts not included above	1 f	228,181.		
	g Noncash contributions included in line 1a-1f. \$		143,903.		
	<b>h Total. Add lines 1a-1f</b>		615,206.		
<b>PROGRAM SERVICE REVENUE</b>	2 a <u>OTHER REAL ESTATE ACT.</u>	Business Code			
	b		590,458.	590,458.	
	c				
	d				
	e				
	f All other program service revenue				
	<b>g Total. Add lines 2a-2f</b>		590,458.		
	<b>3</b> Investment income (including dividends, interest and other similar amounts)		82,615.		82,615.
<b>4</b> Income from investment of tax-exempt bond proceeds					
<b>5</b> Royalties					
<b>6 a</b> Gross rents	(i) Real	(ii) Personal			
b Less: rental expenses					
c Rental income or (loss)					
d Net rental income or (loss)					
<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b Less: cost or other basis and sales expenses					
c Gain or (loss)					
d Net gain or (loss)					
<b>8 a</b> Gross income from fundraising events (not including \$ <u>65,474.</u> of contributions reported on line 1c)					
See Part IV, line 18	a	19,400.			
b Less: direct expenses	b	33,636.			
c Net income or (loss) from fundraising events		-14,236.			-14,236.
<b>9 a</b> Gross income from gaming activities See Part IV, line 19	a	22,596.			
b Less: direct expenses	b	125.			
c Net income or (loss) from gaming activities		22,471.			22,471.
<b>10 a</b> Gross sales of inventory, less returns and allowances	a				
b Less: cost of goods sold	b				
c Net income or (loss) from sales of inventory					
<b>Miscellaneous Revenue</b>	Business Code				
<b>11 a</b>					
b					
c					
d All other revenue					
<b>e Total. Add lines 11a-11d</b>					
<b>12 Total revenue. See instructions</b>		1,296,514.	590,458.	0.	90,850.

**Part IX. Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX 

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	87,976.	87,976.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	0.	0.	0.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees).				
a Management	128,054.	55,352.	72,702.	
b Legal	2,932.		2,932.	
c Accounting	995.		995.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	7,843.		7,843.	
g Other. (If line 11g amt exceeds 10% of line 25, column (A) amt, list line 11g expenses on Sch O)				
12 Advertising and promotion	27,889.		27,889.	
13 Office expenses	2,460.		2,460.	
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	3,026.		3,026.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	1,052.		1,052.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a <u>GRANT HOUSE COSTS</u>	493,515.	493,515.		
b <u>BAD DEBT</u>	21,000.		21,000.	
c <u>COMMUNITY OUTREACH</u>	11,995.		11,995.	
d <u>DUES AND SUBSCRIPTIONS</u>	2,749.		2,749.	
e All other expenses	3,095.		3,095.	
25 Total functional expenses. Add lines 1 through 24e	794,581.	636,843.	157,738.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				
Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

## Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X 

		(A) Beginning of year		(B) End of year
<b>ASSETS</b>	1 Cash – non-interest-bearing	100,380.	1	154,313.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	37,710.	3	12,090.
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net	5,903,700.	7	6,211,732.
	8 Inventories for sale or use	66,029.	8	194,794.
	9 Prepaid expenses and deferred charges	1,454.	9	1,158.
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	10a		
	b Less accumulated depreciation	10b	10c	
	11 Investments – publicly traded securities	969,294.	11	1,003,707.
	12 Investments – other securities See Part IV, line 11		12	
	13 Investments – program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
	<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34)	7,078,567.	16	7,577,794.
<b>LIABILITIES</b>	17 Accounts payable and accrued expenses	6,576.	17	4,870.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	24,000.	23	23,000.
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	
	<b>26 Total liabilities.</b> Add lines 17 through 25	30,576.	26	27,870.
<b>NET ASSETS OR FUND BALANCES</b>	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	7,047,442.	27	7,549,924.
	28 Temporarily restricted net assets	549.	28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	7,047,991.	33	7,549,924.
	<b>34 Total liabilities and net assets/fund balances</b>	7,078,567.	34	7,577,794.

BAA

Form 990 (2012)

**Part XI: Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI 

1 Total revenue (must equal Part VIII, column (A), line 12)	1	1,296,514.
2 Total expenses (must equal Part IX, column (A), line 25)	2	794,581.
3 Revenue less expenses Subtract line 2 from line 1	3	501,933.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	7,047,991.
5 Net unrealized gains (losses) on investments	5	
6 Donated services and use of facilities	6	
7 Investment expenses	7	
8 Prior period adjustments	8	
9 Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10 Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	7,549,924.

**Part XII: Financial Statements and Reporting**Check if Schedule O contains a response to any question in this Part XII 1 Accounting method used to prepare the Form 990:  Cash  Accrual  Other \_\_\_\_\_

If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both

 Separate basis  Consolidated basis  Both consolidated and separate basis

b Were the organization's financial statements audited by an independent accountant?

If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:

 Separate basis  Consolidated basis  Both consolidated and separate basis

c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b		X
2c		
3a		X
3b		

**SCHEDULE A**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

OMB No 1545-0047

**2012**

**Open to Public  
Inspection**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Name of the organization

HAYDEN ENTERPRISES GIVING FUND

Employer identification number

91-1755886

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box)

- 1  A church, convention of churches or association of churches described in section 170(b)(1)(A)(i).
- 2  A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
- 3  A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4  A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state.
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
- 6  A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8  A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9  An organization that normally receives (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h
  - a  Type I      b  Type II      c  Type III – Functionally integrated      d  Type III – Non-functionally integrated
  - e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
  - f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box
  - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11 g (i)		
11 g (ii)		
11 g (iii)		

**h** Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
<b>Total</b>									

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2012

**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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any 'unusual grants')						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 <b>Total.</b> Add lines 1 through 3						
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 <b>Public support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 <b>Total support.</b> Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)						12
13 <b>First five years.</b> 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 <b>stop here</b>						► <input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	%
16a <b>33-1/3% support test – 2012.</b> If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
16b <b>33-1/3% support test – 2011.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
17a <b>10%-facts-and-circumstances test – 2012.</b> 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 <b>stop here</b> . Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
17b <b>10%-facts-and-circumstances test – 2011.</b> 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 <b>stop here</b> . 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 <b>Private foundation.</b> 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 or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal yr beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include any 'unusual grants.')	857,894.	601,513.	557,037.	676,082.	615,206.	3,307,732.
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	750,068.	718,862.	925,022.	1,036,240.	590,458.	4,020,650.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0.
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
6 Total. Add lines 1 through 5	1,607,962.	1,320,375.	1,482,059.	1,712,322.	1,205,664.	7,328,382.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons.	617,853.	347,655.	309,214.	299,318.	321,551.	1,895,591.
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	0.	0.	0.	0.	0.	0.
c Add lines 7a and 7b	617,853.	347,655.	309,214.	299,318.	321,551.	1,895,591.
8 Public support (Subtract line 7c from line 6)						5,432,791.

**Section B. Total Support**

Calendar year (or fiscal yr beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6	1,607,962.	1,320,375.	1,482,059.	1,712,322.	1,205,664.	7,328,382.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	104,536.	71,488.	67,413.	83,607.	82,615.	409,659.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0.
c Add lines 10a and 10b	104,536.	71,488.	67,413.	83,607.	82,615.	409,659.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0.
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0.
13 Total support. (Add lines 9, 10c, 11, and 12)	1,712,498.	1,391,863.	1,549,472.	1,795,929.	1,288,279.	7,738,041.
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						<input checked="" type="checkbox"/>

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	70.21 %
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	68.79 %

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	5.29 %
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	5.05 %
19a 33-1/3% support tests - 2012. 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		<input checked="" type="checkbox"/>
b 33-1/3% support tests - 2011. 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		<input type="checkbox"/>
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.		<input type="checkbox"/>

**Part IV\*** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).



**Part II Fundraising Events.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

REVENUE		(a) Event #1 GOLF TOURNMNT (event type)	(b) Event #2 (event type)	(c) Other events NONE (total number)	(d) Total events (add column (a) through column (c))
	1 Gross receipts	74,573.			74,573.
	2 Less. Charitable contributions	55,173.			55,173.
	3 Gross income (line 1 minus line 2)	19,400.			19,400.
DIRECT EXPENSES	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	33,636.			33,636.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				33,636.
	11 Net income summary. Combine line 3, column (d), and line 10				-14,236.

**Part III Gaming.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

REVENUE		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add column (a) through column (c))
	1 Gross revenue	22,596.			22,596.
DIRECT EXPENSES	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses	125.			125.
	6 Volunteer labor	<input type="checkbox"/> Yes 0 % <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes 0 % <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes 0 % <input checked="" type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				125.
	8 Net gaming income summary. Combine lines 1, column (d) and line 7				22,471.

9 Enter the state(s) in which the organization operates gaming activities OR

a Is the organization licensed to operate gaming activities in each of these states?

Yes  No

b If 'No,' explain

-----

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?

Yes  No

b If 'Yes,' explain

-----

11 Does the organization operate gaming activities with nonmembers?  Yes  No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?  Yes  No

13 Indicate the percentage of gaming activity operated in  
 a The organization's facility  
 b An outside facility

13a	%
13b	100.0 %

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

15a Does the organization have a contact with a third party from whom the organization receives gaming revenue?  Yes  No

b If 'Yes,' enter the amount of gaming revenue received by the organization ► \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ► \$ \_\_\_\_\_

c If 'Yes,' enter name and address of the third party:

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

16 Gaming manager information:

Name ► \_\_\_\_\_

Gaming manager compensation ► \$ \_\_\_\_\_

Description of services provided ► \_\_\_\_\_

Director/officer  Employee  Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?  Yes  No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ \_\_\_\_\_

**Part IV Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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\_\_\_\_\_

\_\_\_\_\_

**SCHEDULE I**  
(Form 990)Department of the Treasury  
Internal Revenue Service

Name of the organization

HAYDEN ENTERPRISES GIVING FUND

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 or 22.  
► Attach to Form 990.**2012**Open to Public  
Inspection

Employer identification number

HAYDEN ENTERPRISES GIVING FUND

91-1755886

OMB No 1545-0047

 Yes  No

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

SEE PART IV

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	1(b) EIN	1(c) IRC section if applicable	1(d) Amount of cash grant	1(e) Amount of non-cash assistance	1(f) Method of valuation (book, FMV, appraisal, other)	1(g) Description of non-cash assistance	1(h) Purpose of grant or assistance
1 (1) PUBLIC CHARITY - 963 SW SIMPSON STE 110 - BEND, OR 97701	1 (b) VARIOUS	1 (c)	1 (d) 87,976.	1 (e) 0.	1 (f)	1 (g)	1 (h) HOUSING ASSISTANCE
1 (2)							
1 (3)							
1 (4)							
1 (5)							
1 (6)							
1 (7)							
1 (8)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

► 57

► 57

TEEA3901L 11/30/12

Schedule I (Form 990) (2012)

**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

**Part IV Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

**PART I, LINE 2 - PROCEDURES FOR MONITORING USE OF GRANTS FUNDS IN U.S.**

**GRANT APPLICATION PROCESS AND OTHER PROCEDURES.**

BAA

Schedule I (Form 990) (2012)

**SCHEDULE L**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Transactions With Interested Persons**

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

**HAYDEN ENTERPRISES GIVING FUND**

Employer identification number  
**91-1755886**

**Part I Excess Benefit Transactions** (section 501(c)(3) and section 501(c)(4) organizations only).  
Complete if the organization answered 'Yes' on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction		(d) Corrected?	
			Yes	No		
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 ► \$ \_\_\_\_\_

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ► \$ \_\_\_\_\_

**Part II Loans to and/or From Interested Persons.**

Complete if the organization answered 'Yes' on Form 990-EZ, Page V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?	(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?	(i) Written agreement?
						Yes	No		
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
Total					► \$				

**Part III Grants or Assistance Benefiting Interested Persons.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of Assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2012

**Part IV. Business Transactions Involving Interested Persons.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) HAYDEN WATSON	CHAIRMAN	212,122.	HOME CONSTRUCTION & MG	X	
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

**Part V. Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

**SCHEDULE-M**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Noncash Contributions**

OMB No 1545-0047

**2012**

Open To Public  
Inspection

Name of the organization

**HAYDEN ENTERPRISES GIVING FUND**

Employer identification number

**91-1755886**

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art – Works of art				
2 Art – Historical treasures				
3 Art – Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities – Publicly traded				
10 Securities – Closely held stock				
11 Securities – Partnership, LLC, or trust interests				
12 Securities – Miscellaneous				
13 Qualified conservation contribution – Historic structures				
14 Qualified conservation contribution – Other				
15 Real estate – Residential	X	66	131,984.	FAIR VALUE
16 Real estate – Commercial				
17 Real estate – Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (MARKETING -----)	X	11	11,919.	
26 Other ► (-----)				
27 Other ► (-----)				
28 Other ► (-----)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

**29**

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

b If 'Yes,' describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If 'Yes,' describe in Part II

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

	Yes	No
30a	X	
31	X	
32a	X	

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.**

Schedule M (Form 990) 2012

**Part II: Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

**SCHEDULE O**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

**HAYDEN ENTERPRISES GIVING FUND**

Employer identification number

**91-1755886**

**FORM 990, PART IX, LINE 11A - STATEMENT OF FUNCTIONAL EXPENSES**

HAYDEN ENTERPRISES GIVING FUND CONTRACTS WITH WATSON DEVELOPMENT LIMITED FOR  
MANAGEMENT SERVICES.

**FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS**

THE BOARD MEMBERS REVIEWED THE FORM 990 IN A REGULARLY SCHEDULED PUBLIC MEETING. THE  
BOARD THEN APPROVED THE RETURN FOR FILING. INFORMATION IS MADE TO THE PUBLIC ON  
WEBSITE. (WWW.HAYDENGIVINGFUND.ORG)

**FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS**

ALL BOARD MEMBERS ARE REQUIRED TO SIGN A CONFLICT POLICY AND LIST ANY KNOWN  
CONFLICTS. IF NEW CONFLICTS ARISE, EACH MEMBER IS REQUIRED TO DISCLOSE CONFLICT AT A  
REGULAR MEETING.

**FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE**

DOCUMENTS ARE AVAILABLE UPON REQUEST.

**BYLAWS  
OF  
HAYDEN ENTERPRISES GIVING FUND**

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**ARTICLE 1  
NAME**

The name of this Corporation is the **HAYDEN ENTERPRISES GIVING FUND**.

**ARTICLE 2  
OFFICES**

**Section 2.1. Principal Office.** The principal office for the transaction of the activities and affairs of the Corporation ("Principal Office") is located at 963 SW Simpson Avenue, Suite 110, Bend, Oregon 97702. The Board of Directors ("Board") may change the Principal Office from one location to another.

**Section 2.2. Other Offices.** The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

**ARTICLE 3  
PURPOSE AND POWERS**

**Section 3.1. Purpose.** This Corporation is a public benefit nonprofit corporation and is not organized for the private gain of any person. The Corporation shall not discriminate against any person on the basis of race, gender, color or religion. It is organized within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

**Section 3.2. Powers.** Subject to the foregoing purposes, the Articles of Incorporation of the Corporation, and the requirements of Section 501(c)(3) of the Code, as amended, the Corporation shall have and may exercise all the rights and powers of a nonprofit corporation under the Oregon Nonprofit Corporation Act.

**ARTICLE 4  
MEMBERSHIP**

The corporation shall have no members.

**ARTICLE 5  
BOARD**

**Section 5.1. General Powers.** The Board shall have the general power to manage and control

the affairs and property of the Corporation and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board.

### **Section 5.2. Number, Appointment and Term of Office.**

- (a) **Number.** The number of directors in the Corporation shall be no less than three (3), and no more than eleven (11), members.
- (b) **Appointment.** Election to the Board shall be by majority vote of the members of the Board which shall occur, except in the case of filling vacancies, at each annual meeting thereof. Each director shall hold office for a term of one (1) year and thereafter until his successor is elected and qualified.
- (c) **President of the Board.** At the first regular meeting or special meeting called for such purpose, following the annual meeting of the Board, the Board shall elect a President from among the directors then on the Board. The President shall not hold any other office. The President shall preside at all meetings of the Board.
- (d) **Officers.** The Board may designate from among its members an Executive Director of the Corporation, Secretary, Treasurer and such other officers as it may consider appropriate with such duties as it may prescribe.
- (e) **Removal.** Directors may be removed at any time, with or without cause, by the unanimous vote of all other directors then in office, except the director to be removed, at any meeting of the Board. The notice of such meeting shall state that the purpose or one of the purposes of the meeting is the removal of the director or directors involved.
- (f) **Vacancies.** Any vacancy occurring on the Board prior to the expiration of a term shall be filled by such person as shall be elected by a majority vote of the remaining members of the Board. A director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.
- (g) **Resignation.** Any director may resign at any time by delivering written notice of resignation to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified therein to be effective at a later time and acceptance of the resignation shall not be necessary.

**Section 5.3. Compensation.** The directors shall be uncompensated for acting as such unless approved by majority vote of the Board with the exception of the Executive Director. A director may receive reimbursement for actual and reasonable expenses incurred in performing his duties upon the approval of the Board.

### **Section 5.4. Annual, Regular and Special Meetings.**

- (a) **Annual Meeting.** The annual meeting of the Board shall be held each calendar year at a date, time and place to be determined by the Board.
- (b) **Regular.** The Board may from time to time establish regular meetings of the Board, the specific date, time and place of which shall be determined by the President.

(c) **Special Meetings.** Special meetings of the Board may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any reasonable date, hour and place for holding any special meeting of the Board called by them.

**Section 5.5. Notice of Meetings.** Notice of the annual meeting of the Board shall be given at least thirty (30) days before the meeting; notice of a regular meeting shall be given at least ten (10) days before the meeting; and written or oral notice of a special meeting shall be given at least 24 hours before the meeting. The notice shall in each case specify the date, time and place of the meeting and notice shall be sufficient if mailed at the required time. Written notice may be delivered by facsimile, electronic mail, or U.S. mail. Mailed notices shall be directed to the director's address shown on the corporate records or to the director's actual address ascertained by the person giving notice. Oral notice may be delivered in person or by telephone. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, neither the business to be transacted at nor the purpose of any meeting of the Board need be specified in the notice.

**Section 5.6. Quorum and Proxies.** A majority of the total number of directors in office at the time of a meeting of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless a different number is required by law, the Articles of Incorporation, or these Bylaws. A minority of the directors, in the absence of a quorum, may adjourn and reconvene from time to time but may not transact any business. Proxies shall not be permitted.

**Section 5.7. Action without a Meeting.** Any action that is required or permitted to be taken by the directors at a meeting may be taken without a meeting if a consent in writing setting forth the action is approved by all of the directors entitled to vote on the matter. Approval will be accepted in writing by facsimile, electronic mail, or U.S. mail. The action shall be effective on the date when the last approval is received.

**Section 5.8. Meeting by Telephone Conference.** The Board may hold a meeting by conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute presence in person at the meeting.

**Section 5.9. Executive Session.** The Board may, with the approval of a majority of a quorum, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Corporation is or may become involved and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open discussion.

**Section 5.10. Specific Powers.** In addition to the duties imposed by these Bylaws, or by any resolution of the Corporation that may be hereafter adopted, the Board shall have the power to and be responsible for the following, in way of explanation, but not limitation:

- (a) Preparation and adoption of annual budget.
- (b) Hiring and dismissing of the personnel necessary for the operation of the Corporation and its property and, where appropriate, providing for the compensation for such personnel and for the purchase of equipment, supplies and materials to be used by such personnel in the performance of their duties.
- (c) Opening banks accounts on behalf of the Corporation and designating the signatories required.
- (d) Paying the costs of all services rendered to:
  - a. Keeping books with detailed accounts of the receipts and expenditures affecting the Corporation and its administration, specifying the expenses incurred.

## **ARTICLE 6 COMMITTEES**

Committees to perform such tasks and to serve for such periods as may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present are hereby authorized. Such committees shall perform such duties and have such powers as may be provided in the resolution. Each committee shall be composed as required by law and shall operate in accordance with the terms of the resolution of the Board designating the committee or with rules adopted by the Board.

## **ARTICLE 7 OFFICERS**

**Section 7.1. Officers.** The officers of the Corporation shall include a President, an Executive Director of the Corporation, a Secretary and a Treasurer. Such other officers as may be deemed necessary may be elected by the Board and shall have such powers and duties as may be prescribed by the Board. The same individual may hold two or more offices, excepting the offices of President and Executive Director.

**Section 7.2. Election and Term of Office.** The officers shall be elected by a majority vote of the members of the Board at every annual meeting of the Board thereafter, except that new offices may be created and filled at any meeting of the Board. Each officer shall hold office for a term of one (1) year and thereafter until his successor shall have been duly elected and qualified.

**Section 7.3. Removal.** Any officer may be removed upon an affirmative vote of two-thirds of the entire Board, whenever in its judgment the best interests of the Corporation would be served thereby.

**Section 7.4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

**Section 7.5. Resignation.** An officer may resign at any time by delivering written notice of resignation to the President. Such resignation shall be effective upon receipt unless it is specified to be effective at a later time. The Board may reject any postdated rejection by notice in writing to the resigning officer.

**Section 7.6. Compensation.** The officers shall be uncompensated for acting as such unless approved by majority vote of the Board.

**Section 7.7. Responsibilities of Officers.**

- (a) **Executive Director.** The Executive Director shall be the Chief Executive Officer of the Corporation and, in general, shall supervise and control all of the business and affairs of the Corporation. He shall perform all the duties required of him by the Bylaws of this Corporation and such as shall be assigned to him from time to time by the Board. He shall sign all deeds, mortgages and contracts in any way affecting the real property or any right or interest therein; he shall supervise the making of all other contracts and instruments necessary in the general conduct of the business and affairs of this Corporation; and he shall make such reports to the Board as may be required by the Board, or as in the President and Chief Executive Officer's judgment may be of assistance to the Board in the performance of its duties. He may sign, with the President or any other officer and or agent of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board has authorized to be executed; and he shall perform all such other duties as may be prescribed by the Board from time to time.
- (b) **Secretary.** The Secretary shall keep the minutes of the meetings of the Board; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to him by the President or by the Board.
- (c) **Treasurer.** The Treasurer shall be the chief financial and accounting officer of the Corporation and shall supervise and monitor the finances of the Corporation. He may sign, with the President or any other officer and or agent of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board has authorized to be executed; and he shall perform all such other duties as may be prescribed by the Board from time to time. The Treasurer shall (a) cause to be kept correct and complete records of account showing the financial condition of the Corporation, (b) be legal custodian of all moneys, notes, securities, and other valuables that may come into the possession of the Corporation, (c) cause all funds of the Corporation to be deposited in depositories that the Board may designate, (d) pay funds out only on the check of the Corporation signed in the manner authorized by the Board, (e) present to the Board regular statements of the Corporation's financial position and cash flows, (f) ensure that the Corporation files

all necessary tax returns, and (g) maintain the record of all gifts, grants, contributions, gross receipts from admissions, sales of merchandise, performance of services, or furnishing of facilities, in an activity that is not an unrelated trade or business and the sources of all the foregoing funds.

## **ARTICLE 8** **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 8.1. Agreements, Contracts, Deeds and Leases.** All instruments of the Corporation shall be executed by the Executive Director of the Corporation or by such other person or persons as may be designated by resolution of the Board. The directors and officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation. No contract, transaction or act shall be taken on behalf of the Corporation if such contract, transaction, or act would result in denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Board shall have full authority to invest any property of the Corporation at its discretion. However, no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of tax exemption under IRC Section 503 or Section 504 and its regulations as they now exist or as they may hereafter be amended.

**Section 8.2. Checks, Drafts and Similar Documents.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation may be signed by the President, Executive Director or any other officer and or agent of the Corporation authorized by the Board and in such manner as shall from time to time be determined by resolution of the Board.

**Section 8.3. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

**Section 8.4. Gifts and Contributions.** The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States and any other relevant jurisdiction.

## **ARTICLE 9** **HOUSING GRANTS**

**Section 9.1. Function.** Housing Grants shall provide homeownership opportunities to low-income families through a 30-year no interest home loan and no down payment.

**Section 9.2. Oversight.** Housing Grants shall be awarded by a majority vote of the Board and be disbursed by the Executive Director of the Corporation.

**Section 9.3. Notice of and Advertising Funding Opportunities.** Funds available for Housing Grants are to be advertised through (1) the Corporation's website (2) the President, Officers and Board of the Corporation and (3) local Housing Authorities and or other partners or agents of the Corporation.

**Section 9.4. Eligible Applicants.**

- (a) Applicant's total gross Median Family Income (MFI) before taxes must be at or below eighty (80) percent of the current Area Median Income (AMI).
- (b) Applicant must be able to pay a monthly-no-interest mortgage payment.
- (c) Applicant must demonstrate involvement in the local community, schools or through volunteer efforts.
- (d) Applicant must show intent to stay in the area.

**Section 9.5. Award Cycle, Notification and Number of Annual Awards.** Housing Grant awards shall be provided based on available funding from the Corporation. There will be no maximum or minimum number of Housing Grants available per calendar year.

**Section 9.6. Application Procedure and Evaluation.**

- (a) **Procedure.** Each applicant for funding must complete the Corporation's Homeowner Application and Homeowner Budget Worksheet in its entirety. The completed application must be provided to the Corporation in writing my mail, facsimile, or electronic mail.
- (b) **Evaluation.** All applications will be reviewed concurrently and systematically by a Selection Committee appointed by the Executive Director. Qualified applicants will be interviewed by an Interview Panel that will include: the Selection Committee and the Executive Director. Applicants will be nominated by a majority vote of the Interview Panel. The following guidelines will be used to prioritize funding requests:
  - a. The degree and severity of the need.
  - b. The applicants that best meet the defined grant making priorities and funding criteria.

**ARTICLE 10**  
**COMMUNITY GIVING GRANTS**

**Section 10.1. Function.** Community Giving Grants shall provide assistance and financial support to low-income families, persons in need and at-risk youth, provide funding for

emergency relief and support other organizations aligned with the Corporation's mission.

**Section 10.2. Oversight.** Community Giving Grants shall be awarded by a majority vote of the Board and be disbursed by the Executive Director of the Corporation.

**Section 10.3. Notice of and Advertising Funding Opportunities.** Funds available for Community Giving Grants are to be advertised through (1) the Corporation's website and (2) the President, Officers and Board of the Corporation.

**Section 10.4. Eligible Applicants.**

- (a) Applicant organizations must be a non-profit tax-exempt organization pursuant to IRS Section 501(c)(3).
- (b) Applicants must meet the Corporation's mission, defined grant making priorities and funding criteria.
- (c) Persons in need applicants shall be required to provide:
  - a. Their past two (2) income tax returns demonstrating the Applicant's total gross Median Family Income (MFI) before taxes is at or below eighty (80) percent of the current Area Median Income (AMI).
  - b. Their current legal name and physical address.
  - c. Documentation that the purpose for which aid is requested is being made on a true charitable basis.
  - d. The relationship, if any, between the applicant and (1) members, officers, or trustees of the Corporation, and (2) a grantor or substantial contributor to the Corporation or a member of the family of either.
  - e. Persons in need grant disbursements shall be limited to the amount of Two Thousand Dollars (\$2,000) and under unless approved by the majority vote of the board.
- (d) The following applicants shall be excluded from consideration:
  - a. General operating expenses of an organization.

**Section 10.5. Award Cycle, Notification and Number of Annual Awards.** Community Giving Grant awards shall be provided based on available funding from the Corporation. There will be no maximum or minimum number of Community Giving Grants available per calendar year.

- (a) **Timing.** The timing of the award cycles will be determined by a majority vote of the members of the Board.
- (b) **Notification.** The Board shall inform the President of awarded grants and their amounts within one (1) week of the Board's award decision. Applicants will be notified of the status of their application within thirty (30) days of the Board's award decision.
- (c) **Annual Awards.** There will be no maximum or minimum number of Community

Giving Grants available per calendar year.

### **Section 10.6. Application Procedure, Requirements and Evaluation.**

- (a) **Procedure.** Each applicant for funding must complete the Corporation's Community Giving Grant application in its entirety. The completed application must be provided to the Corporation in writing my mail, facsimile, electronic mail or via the Corporation's website.
- (b) **Requirements.** Each application must meet the following criteria to be considered for funding:
  - a. The grant aligns with at least one (1) of the Corporation's priority funding areas defined as: Housing, Emergency Relief, Human Services or Education.
  - b. The grant impacts or benefits at least one (1) group, organization or community in the following demographic: low-income, at-risk, or facing unexpected hardship.
  - c. The grant impacts or benefits at least one (1) group, organization or community located in Oregon, Washington or Idaho.
- (c) **Evaluation.** All applications will be reviewed concurrently and systematically by a Committee appointed by the President. Applicants will be nominated by a majority vote of the Committee. Community Giving grants will be awarded by majority vote of the Board. The following guidelines will be used to prioritize funding requests:
  - a. The degree and severity of the need.
  - b. The applicants that best meet the defined grant making priorities and funding criteria.
  - c. The potential impact and benefit to the group, organization or community.

**Section 10.7. Use of Funds.** Awarded funds must be utilized by the recipient as specifically stated in writing by the Corporation. The Board shall in its deliberative capacity maintain the discretion to fund a portion of or the full amount of requested funds for a given application.

## **ARTICLE 11**

### **BOOKS AND RECORDS**

**Section 11.1. General.** The Corporation shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board and committees having any of the authority of the Board.

**Section 11.2. Accounts and Reports.** The following management standards of performance will be followed unless the Board by resolution specifically determines otherwise:

- (a) Accrual accounting, as defined by generally accepted accounting principles, shall be employed.
- (b) Accounting and controls should conform to the established American Institute of Certified Public Accountants (AICPA) guidelines and principles; segregation of

accounting duties should be maintained, and disbursements by check shall require one (1) signature. Cash disbursements shall be limited to amount of Twenty-Five Dollars (\$25) and under unless approved by the majority vote of the board.

(c) Cash accounts of the Corporation shall not be commingled with any other accounts.

**Section 11.3. Borrowing.** The Board shall have the power to borrow money for any legal purpose of the Corporation.

## **ARTICLE 12 FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE 13 INDEMNIFICATION OF INTERESTED PARTIES**

**Section 13.1. General.** The Corporation shall to the fullest extent permitted by law indemnify any person who is identified as an interested party of the Corporation (“Interested Party”) against any and all liability incurred by such person in connection with any claim, action, suit, or proceeding or any threatened claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal proceeding such person had no reasonable cause to believe the conduct was unlawful. Liability and expenses include reasonable attorneys’ fees, judgments, fines, costs and amounts actually paid in settlement. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal proceeding, had reasonable cause to believe that such conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights to which any such Interested Party may be entitled under any statute, bylaw, agreement, or otherwise.

**Section 13.2. Officer and Directors.** A director or officer of the Corporation shall not be disqualified by the director’s office from contracting with the Corporations as vendor, purchaser, or otherwise; nor shall any contract or arrangement entered into by or on behalf of the Corporation in which any director or officer is in any way interested be avoided on that account, provided that such contract or arrangement shall have been approved or ratified by a majority vote of the Board without counting in such majority the director so interested, although such director may be counted toward a quorum, and the interest shall have been disclosed or known to the approving or ratifying directors.

**Section 13.3. Actions by or in the Right of the Corporation.** In connection with any proceeding brought by or in the right of the Corporation, the Corporation may not indemnify any person who is or was a director or officer of the Corporation if such person has been adjudged by a court of law to be liable to the Corporation, unless the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability, in view of all of the circumstances of the case such person is fairly and reasonably entitled to indemnity.

**Section 13.4. Self-Interested Transactions.** The Corporation may not indemnify any person who is or was a director or officer of the Corporation in connection with any proceeding charging improper personal benefit to such person in which such person has been adjudged liable on the basis that personal benefit was improperly received by such person, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all circumstances of the case such person is fairly and reasonably entitled to indemnity.

**Section 13.5. Determination of the Propriety of Indemnification.** The determination that indemnification is proper shall be made by the majority vote of a quorum consisting of the directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the Board, consisting of at least two directors who were not parties to the proceeding. If there are not two directors who were not parties to the proceeding, the full Board shall select special legal counsel to determine whether indemnification is proper.

**Section 13.6. Evaluation of Expenses.** An evaluation as to the reasonableness of expenses shall be made by the majority vote of a quorum consisting of directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the Board, consisting of at least two directors who were not parties to the proceeding. If there are not two directors who were not parties to the proceeding, the full Board, including directors who were parties to the proceeding, shall evaluate the reasonableness of expenses.

**Section 13.7. Notice to the Attorney General.** A director or officer shall not be indemnified by the Corporation until twenty (20) days after the effective date of written notice to the Attorney General of the proposed indemnification.

**Section 13.8. Advance of Expenses.** Expenses incurred with respect to any claim, action, suit, or other proceeding of the character described in this article may be advanced by the Corporation prior to the final disposition of such proceeding if (a) the director or officer provides written affirmation to the Corporation of such person's good faith belief that such person satisfies the criteria for indemnification, and (b) the director or officer gives the Corporation a written undertaking to repay the advanced amount if it is ultimately determined that the director or officer is not entitled to indemnification under this article. The undertaking shall be a general

obligation of the director or officer, but need not be secured and may be accepted by the Board without reference to the director or officer's financial ability to make repayment.

**Section 13.9. Insurance.** The Board shall have the power to purchase insurance on behalf of any individual who is or was an officer or director of the Corporation against liability asserted against or incurred by such individual arising out of such individual's status as a director or officer of the Corporation, whether or not the Corporation would have the power to indemnify such individual against liability under the provisions of this article.

## **ARTICLE 14 AMENDMENTS TO BYLAWS**

The Bylaws of the Corporation may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the Board present at any annual, regular or special meeting, if at least seven (7) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.

## **ARTICLE 15 CONSTRUCTION AND DEFINITIONS**

Unless the context otherwise requires, the general provisions, rules of construction and definitions in the Oregon Nonprofit Corporation Act shall govern these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

## **ARTICLE 16 MISCELLANEOUS**

**Section 16.1. Parliamentary Rules.** Except as may be modified by Board resolution establishing modified procedures, Robert's Rules of Order (current edition) shall govern the conduct of Corporation proceedings when not in conflict with Oregon law, the Articles of Incorporation, or these Bylaws.

**Section 16.2. Conflicts.** If there are conflicts or inconsistencies between the provisions of Oregon law, the Articles of Incorporation, and these Bylaws, the provision of Oregon law, the Articles of Incorporation, and the Bylaws (in that order) shall prevail.

**Section 16.3. Neutrality.** The Corporation shall be nonpartisan and nonsectarian.

**Section 16.4. Compliance with IRC Section 501(c).** Notwithstanding any other provision of these Bylaws, no director, officer, employee or representative of this Corporation shall take any action to carry on any activity by or on behalf of the Corporation not permitted to be taken or

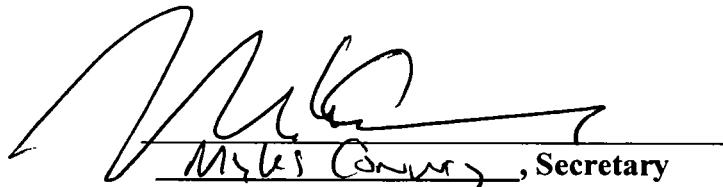
carried on by an organization exempt under IRC Section 501(c) and its regulations as they now exist or as they may hereafter be amended.

**Section 16.5. Inspection by Directors.** Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Corporation and the physical properties owned or controlled by the Corporation. The right of inspection by a Director includes the right to make extracts and copies of documents at the expense of the Corporation.

**Section 16.6. Notices.** Unless otherwise provided in these Bylaws, all notices, demands, bills, statements or other communications under these Bylaws shall be in writing and shall be deemed to have been duly given if delivered personally, by electronic mail with return receipt requested, or if sent by registered or certified mail with return receipt requested, first class postage prepaid: If to the Corporation or the Board, at the principal office of the Corporation or Board, if any, or at such other address as shall be designated by the notice in writing to the members pursuant to the Section.

#### **CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the presently elected and acting Secretary of the **Hayden Enterprises Giving Fund**, an Oregon nonprofit corporation, and the above amended Bylaws are the Bylaws adopted by the Board, effective the 10th day of September 2012.



Miles Connor, Secretary