Maryland Association Of Certified Public Accountants, Inc. And Related Organizations

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For The Years Ended June 30, 2011 And 2010

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Independent Auditors' Report

To The Board Of Directors
And Members
Maryland Association Of Certified Public Accountants, Inc.
Dulaney Center II
901 Dulaney Valley Road, Suite 710
Towson, Maryland 21204

We have audited the accompanying combined statements of financial position of the Maryland Association Of Certified Public Accountants, Inc. and Related Organizations, as of June 30, 2011 and 2010, and the related combined statements of activities and cash flows for the years then ended. These combined financial statements are the responsibility of the Association's management. Our responsibility is to express an opinion on these combined financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the combined financial statements referred to above present fairly, in all material respects, the financial position of the Maryland Association Of Certified Public Accountants, Inc. and Related Organizations as of June 30, 2011 and 2010, and the changes in their net assets and cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 7 to the financial statements, certain errors resulting in understatement of previously reported net assets as of June 30, 2010, were discovered by management of the Association during the current year. Accordingly, an adjustment has been made to net assets as of July 1, 2009 to correct the error.

Hertzbach & Company P.A.

Certified Public Accountants

Baltimore, Maryland October 6, 2011

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Members: American Institute of Certified Public Accountants & Maryland Association of Certified Public Accountants

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COMBINED
FINANCIAL
STATEMENTS

Maryland Association Of Certified Public Accountants, Inc. And Related Organizations Combined Statements Of Financial Position

June 30,	2011		2010 (AS RESTATED)		
Assets					
CURRENT ASSETS Cash And Cash Equivalents Investments In Marketable Securities	\$	1,264,902 1,947,777	\$	1,545,800 1,654,357	
Accounts Receivable: Dues		1,311,677		911,787	
Other (Net Of Allowance For Uncollectible Accounts Of \$14,822 - 2011 And \$15,136 - 2010) Inventory And Prepaid Expenses		480,561 103,819		450,513 110,987	
Total Current Assets	······	5,108,736		4,673,444	
PROPERTY, EQUIPMENT, AND SOFTWARE Office Furniture And Equipment Leasehold Improvements Software And Website Development Costs	***************************************	504,776 79,745 313,366		515,694 79,745 296,870	
Less: Accumulated Depreciation	/////////////////////////////////////	897,887 774,195		892,309 756,898	
Total Property, Equipment, And Software	***************************************	123,692	H-7-11111111111111111111111111111111111	135,411	
OTHER ASSETS Deposits	***************************************	3,755		3,755	
Total Other Assets	***************************************	3,755		3,755	
TOTAL ASSETS	\$	5,236,183	\$	4,812,610	
Liabilities And Net Assets					
Accounts Payable And Accrued Expenses Unearned Revenue:	\$	721,720	\$	673,803	
Dues Other	***************************************	2,155,395 337,477	···········	2,150,107 362,997	
TOTAL LIABILITIES	<u> </u>	3,214,592		3,186,907	
UNRESTRICTED NET ASSETS		2,021,591	***************************************	1,625,703	
TOTAL LIABILITIES AND NET ASSETS	_\$	5,236,183	\$	4,812,610	

Maryland Association Of Certified Public Accountants, Inc. And Related Organizations Combined Statements Of Activities

For The Years Ended June 30,		2011	(AS	2010 RESTATED)
REVENUE				
Membership Dues	\$	2,061,153	\$	2,047,250
Professional Development Program Fees	·	4,021,562		3,769,646
Self-Regulation Fees		153,395		194,525
Investment Income		378,045		176,168
Advertising And Sponsorships		226,455		138,987
Other		99,709		85,657
Total Revenue		6,940,319		6,412,233
EXPENSES				
Professional Development Programs		3,900,327		3,542,640
Self-Regulation And Legislation		375,718		393,775
Committees And Member Functions		44,984		25,576
Marketing And Communications		467,795		579,520
Administration		1,755,607		1,608,824
Total Expenses		6,544,431		6,150,335
INCREASE IN UNRESTRICED NET ASSETS		395,888		261,898
UNRESTRICTED NET ASSETS, BEGINNING OF YEAR AS PREVIOUSLY REPORTED		1,625,703		1,169,143
PRIOR PERIOD ADJUSTMENT			***************************************	194,662
UNRESTRICTED NET ASSETS, BEGINNING OF YEAR AS RESTATED	***************************************	1,625,703		1,363,805
UNRESTRICTED NET ASSETS, END OF YEAR	\$	2,021,591	\$	1,625,703

Maryland Association Of Certified Public Accountants, Inc. And Related Organizations Combined Statements Of Cash Flows

			······································	2010
For The Years Ended June 30,		2011	(AS	RESTATED)
CASH FLOWS FROM OPERATING ACTIVITIES: Membership Dues Received Professional Development Program Fees Received Other Fees Received Interest And Dividends Received Salaries And Benefits Paid To Employees Cash Paid To Suppliers	\$	1,667,366 3,945,069 503,223 52,747 (2,423,697) (3,964,081)	\$	2,053,394 3,646,970 501,389 51,299 (2,256,505) (3,629,099)
Net Cash And Cash Equivalents Provided By (Used In) Operating Activities		(219,373)		367,448
CASH FLOWS FROM INVESTING ACTIVITIES Proceeds From Sale Of Investments In Marketable Securities Purchases Of Investments In Marketable Securities Purchases Of Property, Equipment, And Software Proceeds From Sale Of Property, Equipment, And Software	4	1,268,600 (1,233,947) (97,243) 1,065		1,060,860 (1,088,332) (43,239) 373
Net Cash Used In Investing Activities		(61,525)		(70,338)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		(280,898)		297,110
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR		1,545,800		1,248,690
CASH AND CASH EQUIVALENTS - END OF YEAR	\$	1,264,902	\$	1,545,800
RECONCILIATION OF INCREASE IN UNRESTRICTED NET ASSETS TO NET CASH AND CASH EQUIVALENTS PROVIDED BY OPERATING ACTIVITIES Increase In Unrestricted Net Assets ADJUSTMENTS TO RECONCILE INCREASE IN UNRESTRICTED	\$	395,888	\$	261,898
NET ASSETS TO NET CASH AND CASH EQUIVALENTS PROVIDED BY (USED IN) OPERATING ACTIVITIES Depreciation Expense Gain On Sale Of Property, Equipment, And Software Provision For Bad Debts Net Realized And Unrealized Gains On Investments In Marketable Securities (Increase) Decrease In: Accounts Receivable Inventory And Prepaid Expenses Increase (Decrease) In: Accounts Payable And Accrued Expenses Unearned Revenue		104,128 (1,065) (314) (325,519) (427,344) 7,168 47,917 (20,232)		95,528 (373) 468 (127,226) (4,121) 2,121 166,443 (27,290)
Net Cash And Cash Equivalents Provided By (Used In) Operating Activities	\$	(219,373)	\$	367,448

Maryland Association Of Certified Public Accountants, Inc. And Related Organizations Notes To Combined Financial Statements

June 30, 2011 And 2010

1. SUMMARY OF ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

<u>ORGANIZATION</u> – The Maryland Association Of Certified Public Accountants, Inc. (MACPA) provides professional development, regulatory, promotional and advocacy services to its members, supporting their efforts to conform to the highest standards of professional service and conduct. Most of the members are Certified Public Accountants practicing in firms or employed by companies, non-profit organizations, schools, or government agencies located in Maryland. MACPA revenues will be influenced by changes in the profession and the regional economy.

PRINCIPLES OF COMBINATION – These combined financial statements include the resources and activities of the state office of the MACPA, its seven chapters, its wholly-owned for-profit subsidiary, Business Learning Institute, Inc. (BLI, Inc.), and the related organization of the Maryland Association of Certified Public Accountants Educational Foundation, Inc. (Foundation), which has been combined in accordance with accounting standards for not-for-profit organizations. As used in herein, the "Association" includes the MACPA, BLI, Inc., and the Foundation.

All significant intercompany accounts and transactions have been eliminated in combination.

<u>ACCOUNTING ESTIMATES</u> – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and revenue and expenses during the year. Actual results could differ from those estimates.

<u>CASH AND CASH EQUIVALENTS</u> – Cash and cash equivalents include balances with banks, overnight investments, and money market accounts.

<u>INVESTMENTS IN MARKETABLE SECURITIES</u> – The Association records investments in marketable securities at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurement. Realized and unrealized gains and losses are recorded in the statement of activities as components of investment income.

<u>PROPERTY</u>, <u>EQUIPMENT</u>, <u>AND SOFTWARE</u> — Property, equipment, and software, including website development costs, are stated at cost. Depreciation and amortization are computed over the estimated useful lives using the straight-line method. Leasehold improvements are amortized over the term of the lease or the estimated useful lives of the improvements, whichever is shorter. The estimated useful lives of the related assets are as follows:

Software And Website Development Costs

2 - 5 years

Office Furniture And Equipment

3 - 10 years

Leasehold Improvements

4 - 10 years

Depreciation expense for the years ended June 30, 2011 and 2010 was \$104,128 and \$95,528, respectively.

ACCOUNTS RECEIVABLE - Management estimates the net realizable value of accounts receivable by reviewing the Association's detail accounts receivable, current and past-due. Based upon this review, management estimates the amount that may not be collectible. This estimate is the basis for the allowance for doubtful accounts management records each year.

<u>RECLASSIFICATIONS</u> - Certain amounts in 2010 have been reclassified in order to conform to the 2011 presentation.

Maryland Association Of Certified Public Accountants, Inc. And Related Organizations Notes To Combined Financial Statements (Continued)

June 30, 2011 And 2010

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

<u>DONATIONS</u> – The Association reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions. In addition, any interest and dividend income or realized capital gains generated from temporarily restricted net assets is recorded and classified as unrestricted net assets.

The Association reports gifts of land, buildings, and equipment as unrestricted support unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, the Association reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service. All donations are recorded as revenue when received.

<u>REVENUE</u> – Membership dues are recognized as revenue over the membership year, which coincides with the Association's fiscal year. Any uncollected dues at the end of each year are written off, and the related memberships are terminated. Dues billed in advance of the membership year are deferred until earned.

Revenue and expenses relating to professional development programs, including continuing education and consulting, are recognized when the programs are presented. Registration fees received and expenses incurred prior to presentation are deferred.

Firms enrolled in the peer review program are assessed annual dues (self-regulating fees) for ongoing administrative costs. Revenue is recognized as the dues are assessed. Fees associated with triennial peer review examinations are recognized when the final report is accepted.

<u>CONTRIBUTED SERVICES</u> – Many volunteers have contributed their time and services to the activities of the Association. The value of these contributed services is not reflected in these financial statements.

<u>EXPENSES</u> – Costs incurred in the planning stage of developing a website and costs incurred for website maintenance are expensed as incurred. Costs of advertising and promotional campaigns are expensed as incurred.

The costs of providing various programs and activities have been summarized on a functional basis in the statements of activities. Certain costs have been allocated among the programs and supporting services benefited.

INVENTORY - Inventories are stated at the lower of cost or market determined by the first-in, first-out method.

2. CASH AND CASH EQUIVALENTS

Cash equivalents include the following interest-bearing accounts at June 30, 2011 and 2010:

	<u>20</u>	<u>2011</u>		
Overnight Investments Money Market Accounts	\$	85,65 <u>4</u>	\$	1,287,596 29,175
	\$	85,654	\$	1,316,771

Maryland Association Of Certified Public Accountants, Inc. And Related Organizations Notes To Combined Financial Statements (Continued)

June 30, 2011 And 2010

2. CASH AND CASH EQUIVALENTS (CONTINUED)

The balance in overnight investments can exceed the cash balance reported in the statements of financial position because of the float of the Association's outstanding checks.

The Association maintains cash balances at a financial institution located in the Baltimore metropolitan area and, at times, balances may exceed federally insured limits. The Association has never experienced any losses related to these balances. All of the Association's non-interest bearing cash balances were fully insured at June 30, 2011 due to a temporary federal program in effect from December 31, 2010 through December 31, 2012. Under the program, there is no limit to the amount of insurance for eligible accounts.

3. INVESTMENTS

The Association adopted ASC 820, Fair Value Measurements and Disclosures. ASC 820 among other things, defines fair value, establishes a consistent framework for measuring fair value and expands disclosure for each major asset and liability category measured at fair value on either a recurring or nonrecurring basis. ASC 820 clarifies that fair value is an exit price, representing the amount expected to be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. To increase consistency and comparability in fair value measurements and related disclosures, ASC 820 sets forth a three-tier hierarchy for the inputs used to measure fair value based on the degree to which such inputs are observable in the marketplace, as follows:

- (i) Level 1 observable inputs such as quoted prices in active markets;
- (ii) Level 2 inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and
- (iii) Level 3 unobservable inputs for which there is little or no market data, which require the reporting entity to develop its own assumptions.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Fair value for investments in marketable securities is determined by reference to quoted prices in active markets for identical assets.

The preceding method described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Association believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the investments in marketable securities at June 30, 2011 and 2010:

Maryland Association Of Certified Public Accountants, Inc. And Related Organizations Notes To Combined Financial Statements (Continued)

June 30, 2011 And 2010

3. INVESTMENTS (CONTINUED)

Assets At Fair Value As Of June 30, 2011

	Leve	<u>el 1</u>	Level 2		Level 3			<u>Total</u>
Debt Securities: Residential Securities Commercial Securities U.S. Treasury Notes Corporate Bonds	19 19	52,071 98,527 93,086 <u>84,771</u>	\$	- Industrial in the control of the c	\$	- - -	\$	52,071 198,527 193,086 134,771
Total Debt Securities	5	78 <u>.455</u>						578,455
Equity Securities: Financial Services Industry Consumer Goods Industry Technology Industry Other	1: 1: 7	95,601 52,572 39,581 16,769	\$		\$	- - -	\$	95,601 152,572 189,581 716,769
Total Equity Securities	1,15	54.523	***************************************	~				1,154,523
Mutual Funds: Growth Funds Income Funds Other Funds		38,288 36,305 30,206	\$	- -	\$		\$	88,288 66,305 60,206
Total Mutual Funds	2	14,799					**************************************	<u>214,799</u>
Total Assets At Fair Value	\$ 1,9	<u>47,777</u>	\$	-	\$	<u> </u>	\$	1,947,777

Assets At Fair Value As Of June 30, 2010

		Level 1	Le	evel 2	Le	evel 3	<u>Total</u>
Debt Securities: Residential Securities Commercial Securities U.S. Treasury Notes Corporate Bonds	\$	79,968 164,784 156,004 147,430	\$	- - -	\$	-	\$ 79,968 164,784 156,004 147,430
Total Debt Securities		548,186				<u> </u>	 <u>548,186</u>
Equity Securities: Financial Services Industry Consumer Goods Industry Technology Industry Other	\$	114,596 108,840 218,816 478,868	\$	- - -	\$	- - -	\$ 114,596 108,840 218,816 478,868
Total Equity Securities		921,120					 921,120
Mutual Funds: Growth Funds Income Funds Other Funds	\$	63,374 71,651 50,026	\$	<u>-</u>	\$	<u>.</u> -	\$ 63,374 71,651 50,026
Total Mutual Funds	***************************************	<u> 185,051</u>					 185,051
Total Assets At Fair Value	<u>\$</u>	1,654,357	\$	-	\$	-	\$ 1,654,357

Maryland Association Of Certified Public Accountants, Inc. And Related Organizations Notes To Combined Financial Statements (Continued)

June 30, 2011 And 2010

3. INVESTMENTS (CONTINUED)

Debt Securities Mature As Follows:

	<u>2011</u>	<u>2010</u>
Within Three Years Over Three To Ten Years	\$ 286,020 292,435	\$ 200,326 347,860
	\$ 578,455	\$ 548,186
Investment Income Consisted Of:		
	<u>2011</u>	<u>2010</u>
Interest And Dividends Realized And Unrealized Gains/Losses	\$ 52,526 325,519	\$ 51,299 124,869
	\$ 378,045	\$ 176,168

Investment management fees totaling \$26,797 and \$24,022 are included in administration expenses for the years ended June 30, 2011 and 2010, respectively.

Debt securities and a money market account with a total value of \$584,594 and \$550,043 at June 30, 2011 and 2010, respectively, are pledged to secure the bank line of credit described in Note 8.

4. INCOME TAXES

The Internal Revenue Service has determined that the MACPA is exempt from federal income tax under Section 501(c)(6) and that the Foundation is exempt from federal income taxes under Section 501(c)(3). The income of BLI, Inc. is subject to federal and state income taxes. BLI, Inc. had no income tax expense for the years ended June 30, 2011 and 2010 and had a net operating loss (NOL) carryover of \$482,832 and \$399,205 as of June 30, 2011 and 2010, respectively. These carryovers begin to expire in 2023. Due to the uncertainty of the realization of the deferred tax asset associated with the NOL carryover, a full valuation allowance has been provided at June 30, 2011 and 2010.

<u>UNCERTAIN TAX POSITIONS</u> – The Association has adopted ASC 740, *Income Taxes*. Based on its evaluation, the Association has concluded that there are no significant uncertain tax positions requiring recognition in the financial statements. The tax years ended June 30, 2008 through June 30, 2011 remain open to examination by tax jurisdictions to which the Association is subject. The Association's policy is to record interest and penalties related to unrecognized tax benefits in income tax expense. No interest or penalties have been recorded as a result of tax uncertainties.

Maryland Association Of Certified Public Accountants, Inc. And Related Organizations Notes To Combined Financial Statements (Continued)

June 30, 2011 And 2010

5. LEASE COMMITMENTS

The Association is presently obligated under leases for office and classroom space in Dulaney Center in Towson which expire June 30, 2014, and a lease for office and classroom space in Columbia which expires May 31, 2012.

Future minimum lease payments under the terms of the lease are as follows:

Year Ending June 30,

2012 2013 2014	\$ 273,395 245,838 252,243
Total Future Minimum Lease Payments	\$ 771,476

The lease agreements also require payments based upon the landlords' costs of insurance, real estate taxes, and operating expenses. Rent expenses, including executory costs paid to the landlords, totaling \$304,343 and \$284,273 are included in administration expenses for the years ended June 30, 2011 and 2010, respectively.

6. RETIREMENT PLAN

The Association has a retirement plan that qualifies under section 401(k) of the Internal Revenue Code. The plan covers employees who have attained the age of 21 and have completed one year of service. The Plan is a safe harbor plan that includes a safe harbor contribution and a profit sharing contribution that is vested over six years. The plan is funded in the following ways:

- Safe-harbor contributions made by the Association equal to 3% of participants' compensation.
- Profit sharing contributions made by the Association to all eligible participants at a rate determined annually by the Board of Directors. Profit sharing contribution rates for the each of the years ended June 30, 2011 and 2010 was 3% of annual compensation.
- Discretionary personal contributions made by individual employees.
- The Association pays a match of 25 cents on every dollar of employee contributions. Employee contributions of up to 4% of annual compensation are eligible for a match for a maximum Association payment of 1% of an employee's annual compensation.

Retirement plan expenses totaling \$115,477 and \$111,829 are included in administration expenses for the years ended June 30, 2011 and 2010, respectively.

Retirement plan assets totaled \$2,337,237 and \$2,282,320 as of June 30, 2011 and 2010, respectively, and are not recorded on the Association's financial statements.

Maryland Association Of Certified Public Accountants, Inc. And Related Organizations Notes To Combined Financial Statements (Continued)

June 30, 2011 And 2010

7. EDUCATIONAL FOUNDATION

The Foundation is a public charitable and educational organization as described under Section 501(c)(3) of the Internal Revenue Code. The Foundation's assets are to be expended for its exempt charitable and educational purposes which include providing scholarships to accounting students based on need, merit and the desire to pursue a career as a Certified Public Accountant. The MACPA made contributions to the Foundation of \$7,302 and \$7,321 for the years ended June 30, 2011 and 2010, respectively. The Foundation's financial statements are consolidated with the Association's and include:

	<u>2011</u>	<u>2010</u>
Cash And Investments Contributions Receivable	\$ 242,464 791	\$ 211,056 3,385
Total Assets	\$ 243,255	\$ 214,441
Total Liabilities	\$ Na.	\$ L
Unrestricted Net Assets	\$ 243,255	\$ 214,441
Total Revenues And Gains Total Expenses	\$ 40,115 28,813	\$ 33,779 19,779
Increase In Unrestricted Net Assets	\$ 28,813	\$ 19,779

Unrestricted net assets, revenues, and expenses for the year ended June 30, 2010 have been restated to reflect the combination of the Foundation's activity which was omitted from the financial statements. The inclusion of the Foundation increased the net assets at June 30, 2011 and 2010 by \$243,255 and \$214,441, respectively.

8. LINE OF CREDIT

The Association may borrow up to \$250,000 under terms of a revolving line of credit with a bank. The line bears interest at the bank's prime rate, and is secured by an investment account described in Note 3. No draws were made on the line during the years ended June 30, 2011 and 2010.

9. SUBSEQUENT EVENTS

Management has evaluated subsequent events and transactions for potential recognition or disclosure through October 6, 2011, the date the financial statements were available to be issued. There were no events that required recognition or disclosure in the financial statements.