

**EISNERAMPER**

**SOCIETY FOR CORPORATE  
GOVERNANCE, INC.**

**FINANCIAL STATEMENTS**

**March 31, 2018 and 2017**



## INDEPENDENT AUDITORS' REPORT

The Board of Directors  
Society for Corporate Governance, Inc.  
New York, New York

### Report on the Financial Statements

We have audited the accompanying financial statements of the Society for Corporate Governance, Inc. (the "Society"), which comprise the statements of financial position as of March 31, 2018 and 2017, the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

### *Management's Responsibility for the Financial Statements*

The Society's management is responsible for the preparation and fair presentation of these financial statements, in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditor's Responsibility*

Our responsibility is to express an opinion on these 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### *Opinion*

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Society for Corporate Governance, Inc. as of March 31, 2018 and 2017, and the changes in its net assets and its cash flows for the years then ended, in accordance with accounting principles generally accepted in the United States of America.



EISNERAMPER LLP  
New York, New York  
June 13, 2018



# SOCIETY FOR CORPORATE GOVERNANCE, INC.

## Statements of Financial Position

|   | March 31,           |                             |
|---|---------------------|-----------------------------|
|   | <u>2018</u>         | <u>2017</u>                 |
| <b>ASSETS</b>   |                     |                             |
| Cash and cash equivalents                                 | \$ 1,567,593        | \$ 1,589,595                |
| Chapter cash  | 805,691             | 804,240                     |
| Accounts receivable (Note B)                              | 31,414              | 113,446                     |
| Prepaid expenses and other asset                          | 364,834             | 198,203                     |
| Investments (Note C)                                      | 1,292,693           | 1,164,661                   |
| Property and equipment (Note D)                           | <u>48,844</u>       | <u>51,256</u>               |
|   | <u>\$ 4,111,069</u> | <u>\$ 3,921,401</u>         |
| <b>LIABILITIES AND NET ASSETS</b>                         |                     |                             |
| Accounts payable, accrued expenses, and other liabilities | \$ 166,667          | \$ 182,405                  |
| Dues paid in advance                                      | 1,175,055           | 1,125,661                   |
| Deferred conference revenue                               | 212,325             | 183,107                     |
| Accrued pension cost (Note E)                             | <u>283,234</u>      | <u>348,263</u>              |
| Total liabilities   | <u>1,837,281</u>    | <u>1,839,436</u>            |
| Commitments (Note G)                                      |                     |                             |
| Net assets:   |                     |                             |
| Unrestricted:   |                     |                             |
| General, undesignated                                     | 841,312             | 716,708                     |
| Board-designated fund                                     | <u>1,394,074</u>    | <u>1,365,257</u>            |
| Total unrestricted net assets                             | <u>2,235,386</u>    | <u>2,081,965</u>            |
| Temporarily restricted net assets                         | <u>38,402</u>       | <u>                    </u> |
| Total net assets  | <u>2,273,788</u>    | <u>2,081,965</u>            |
|   | <u>\$ 4,111,069</u> | <u>\$ 3,921,401</u>         |

# SOCIETY FOR CORPORATE GOVERNANCE, INC.

## Statements of Activities

|  | Year Ended<br>March 31,    |                            |
|--|----------------------------|----------------------------|
|  | <u>2018</u>                | <u>2017</u>                |
| <b>Unrestricted support and revenue:</b>   |                            |                            |
| Membership dues and entrance fees  | \$ 1,960,384               | \$ 1,810,061               |
| National conference and seminars   | 2,122,290                  | 1,888,058                  |
| Chapter events and programs  | 294,023                    | 273,254                    |
| Sponsorship and royalty revenue  | 119,986                    | 82,639                     |
| Interest and dividends   | 31,895                     | 18,677                     |
| Realized and unrealized gains on investments   | 10,695                     | 28,992                     |
| Rental income (Note G)   |                            | 103,895                    |
| Grant income   | 10,786                     |                            |
| Other income   | <u>10</u>                  | <u>500</u>                 |
| Total unrestricted support and revenue   | <u>4,550,069</u>           | <u>4,206,076</u>           |
| <b>Expenses:</b>   |                            |                            |
| Program services:  |                            |                            |
| Business development   | 218,053                    | 181,795                    |
| Chapter development  | 108,226                    | 84,567                     |
| Chapter events and programs  | 290,235                    | 269,010                    |
| Events   | 1,860,714                  | 1,480,680                  |
| Membership   | 503,460                    | 384,622                    |
| Research and advocacy  | <u>505,060</u>             | <u>417,646</u>             |
| Total program services   | <u>3,485,748</u>           | <u>2,818,320</u>           |
| General and administrative - operations  | 929,219                    | 943,239                    |
| General and administrative - rental of 521 Fifth Avenue                              |                            | <u>99,905</u>              |
|  | <u>929,219</u>             | <u>1,043,144</u>           |
| Total expenses   | <u>4,414,967</u>           | <u>3,861,464</u>           |
| <b>Increase in unrestricted net assets before adjustment related to pension plan</b> | <b>135,102</b>             | <b>344,612</b>             |
| Pension-related changes other than periodic costs (Note E)                           | <u>18,319</u>              | <u>120,882</u>             |
| Increase in unrestricted net assets  | 153,421                    | 465,494                    |
| Temporarily restricted grant income  | <u>38,402</u>              | <u>          </u>          |
| <b>Increase in net assets</b>  | <b>191,823</b>             | <b>465,494</b>             |
| Net assets, beginning of year  | <u>2,081,965</u>           | <u>1,616,471</u>           |
| <b>Net assets, end of year</b>   | <b><u>\$ 2,273,788</u></b> | <b><u>\$ 2,081,965</u></b> |

See notes to financial statements.



# **SOCIETY FOR CORPORATE GOVERNANCE, INC.**

## **Notes to Financial Statements March 31, 2018 and 2017**

### **NOTE A - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **[1] Organization:**

Society for Corporate Governance, Inc. (the "Society"), was incorporated in the State of New York in 1946, as a not-for-profit service organization, for which its primary sources of income are membership dues and conference fees. The Society's purpose is to promote and assist the voluntary exchange of information and experience among its members, relating to the duties and practices of the role of corporate secretary and other governance professionals.

The Society has 21 regional chapters throughout the United States. All financial information relating to the Society's chapters has been included in these financial statements.

The Society is exempt from federal income tax under the provisions of Section 501(c)(6) of the Internal Revenue Code (the "Code") and from state and local taxes under comparable laws.

#### **[2] Basis of accounting:**

The financial statements of the Society have been prepared using the accrual basis of accounting and conform to accounting principles generally accepted in the United States of America ("U.S. GAAP"), as applicable to not-for-profit organizations.

#### **[3] Use of estimates:**

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, as well as the disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

#### **[4] Cash and cash equivalents:**

For financial-reporting purposes, the Society considers all highly liquid instruments purchased, with an original maturity of three months or less, to be cash and cash equivalents, except for those cash and cash equivalents maintained in the Society's investment portfolio.

#### **[5] Investments:**

The Society's investments in certificates of deposit, equity and debt securities, and mutual funds are reported at their fair values in the statements of financial position based on quoted market prices.

The Society's investments, in general, are subject to various risks, such as interest-rate, market, and credit risks. Due to the level of risk associated with certain investment vehicles, it is at least reasonably possible that changes in the values of those securities could occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Investment transactions are recorded on a trade-date basis. Realized gains and losses on investments sold, and unrealized appreciation and depreciation on investments held, are reported in the statements of activities as increases or decreases in unrestricted net assets. Realized gains and losses on investments are determined by comparison of the costs of acquisition to proceeds received at the time of disposition. Unrealized gains and losses on investments are determined by comparing each investment's cost to the fair value at the end of each year. The earnings from dividends and interest are recognized when earned.

## **SOCIETY FOR CORPORATE GOVERNANCE, INC.**

### **Notes to Financial Statements March 31, 2018 and 2017**

#### **NOTE A - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **[6] Property and equipment:**

Property and equipment are stated at their original costs at the dates of acquisition. The Society capitalizes items of property and equipment that have a cost of \$1,000 or more and a useful life greater than one year, whereas minor costs of repair and maintenance are expensed as incurred. Depreciation of property and equipment is provided using the straight-line method over the estimated useful life of the respective assets, which range from three to eight years, the estimated useful life of the assets. Likewise, leasehold improvements are amortized over the remaining lease term, or the useful lives of the improvements, whichever is shorter.

Management evaluates the recoverability of the investment in long-lived assets on an on-going basis and recognized any impairment in the year of determination. Long-lived assets were tested for impairment as of March 31, 2018 and 2017, respectively, and in the opinion of management, there were no impairments. It is reasonably possible that relevant conditions could change in the near term and necessitate a change in management's estimate of the recoverability of these assets.

##### **[7] Accrued vacation:**

Accrued vacation is included as a liability in the financial statements and represents the Society's obligation for the potential cost of unused employee vacation time that would be payable in the event that these employees leave the Society; the obligation is recalculated every year. At March 31, 2018 and 2017, the accrued vacation obligation was approximately \$55,900 and \$40,200, respectively, and was reported as part of accounts payable and accrued expenses in the accompanying statements of financial position.

##### **[8] Deferred rent:**

Rental income and rental expense are recognized using the straight-line method over the term of the lease. The difference between rent expense incurred and the rental amounts paid, which is attributable to scheduled rent increases, is reported as a "deferred rent" obligation and is included as part of accounts payable, accrued expenses, and other liabilities in the statements of financial position.

##### **[9] Net assets:**

The net assets of the Society and the changes therein are classified and reported as follows:

###### *i. Unrestricted:*

Unrestricted net assets represent those resources that are not subject to restrictions and are available for current operations. The Board of Directors has designated a portion of unrestricted net assets to be known as the Board-designated fund, for future capital acquisition or projects and to act as a secondary cash reserve, to be determined and approved by the Board of Directors.

###### *ii. Temporarily restricted:*

Temporarily restricted net assets represent those resources the use of which has been restricted to specific purposes. When a restriction expires, that is, when a purpose restriction is accomplished, temporarily restricted net assets are reclassified as unrestricted net assets and reported in the statements of activities as "net assets released from restrictions." It is Society's policy to report temporarily restricted income received and expended in the same year in the unrestricted net-asset category.

## **SOCIETY FOR CORPORATE GOVERNANCE, INC.**

### **Notes to Financial Statements March 31, 2018 and 2017**

#### **[10] Revenue recognition:**

*i. Membership dues and entrance fees:*

Membership dues are recognized as income over the membership period, and amounts received applicable to a subsequent year are reported as dues paid in advance.

*ii. National conference and seminars, chapter events and programs:*

National conference, seminars, chapter events and program fees are recognized as revenues in the applicable period the event takes place. Amounts received in advance of an event taking place are reported as deferred conference revenue.

*iii. Rental income:*

Rental income, which represents sublease rental income on 521 Fifth Avenue, is recognized as income when earned (see Note G).

*iv. Sponsorship and royalty revenue:*

The Society earns sponsorship revenue from sponsorships obtained for its newsletter and events. Royalty revenue is generated mainly from sales of a joint publication with the American Bar Association.

*v. Grant income:*

Grant income is recognized as revenue upon the receipt of cash or unconditional pledges. Grant income is available for unrestricted use unless specifically restricted by the donor.

#### **[11] Other membership services expenses:**

Other membership services expenses are primarily related to (i) the Society's research and reference services for members; (ii) educational programs; (iii) the preparation of positions on proposed regulations; and (iv) ongoing monitoring of areas that affect the professional responsibilities of members.

#### **[12] Functional allocation of expenses:**

The costs of providing the various programs and the supporting services have been summarized on a functional basis in the statements of activities. Accordingly, certain costs have been allocated by management among the programs and management and general categories using appropriate measurement methodologies. The Society does not incur fundraising expenses. See Note F for a summary of expenses accumulated by natural classification.

## **SOCIETY FOR CORPORATE GOVERNANCE, INC.**

### **Notes to Financial Statements March 31, 2018 and 2017**

#### **NOTE A - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **[13] Reclassification:**

Certain amounts in 2017 have been reclassified to conform to the current year's presentation.

##### **[14] Income taxes:**

The Society follows the provisions of the Financial Accounting Standards Board's (the "FASB") Accounting Standards Codification ("ASC") Topic 740, *Income Taxes*, relating to accounting and reporting for uncertainty in income taxes. Because of the Society's general not-for-profit status, management believes ASC Topic 740 has not had, and is not expected to have, a material impact on the Society's financial statements.

##### **[15] Upcoming accounting pronouncement:**

In August 2016, the FASB issued Accounting Standards Update ("ASU") No. 2016-14, *Presentation of Financial Statements of Not-for-Profit Entities*. ASU 2016-14 amends financial-statement presentations and disclosures, with the goal of assisting not-for-profit organizations in providing more relevant information about their resources (and the changes in those resources) to donors, grantors, creditors, and other users. ASU 2016-14 includes qualitative and quantitative requirements in the following areas: (i) net asset classifications, (ii) investment returns, (iii) expense categorizations, (iv) liquidity and availability of resources, and (v) the presentation of operating cash flows. The new standard is effective for fiscal reporting period beginning after December 15, 2017. The Society will adopt this accounting pronouncement in fiscal 2019.

##### **[16] Subsequent events:**

The Society evaluated subsequent events through June 13, 2018, the date on which the financial statements were available to be issued.

#### **NOTE B - ACCOUNTS RECEIVABLE**

At each fiscal year-end, accounts receivable, which represent sponsorship and other receivables, are due within one year. Based on prior history, management believes that substantially all receivables are fully collectible and, accordingly, no allowance for doubtful amounts has been established.

# SOCIETY FOR CORPORATE GOVERNANCE, INC.

## Notes to Financial Statements March 31, 2018 and 2017

### NOTE C - INVESTMENTS

At each fiscal year-end, investments consisted of the following:

|                                | March 31,           |                     |
|--------------------------------|---------------------|---------------------|
|                                | 2018                | 2017                |
|                                | <u>Fair Value</u>   |                     |
| Certificates of deposit        | \$ 667,661          | \$ 672,257          |
| Corporate bonds and bond funds | 264,223             | 198,177             |
| Equity securities              | 12,170              | 12,257              |
| Equity index mutual funds      | <u>348,639</u>      | <u>281,970</u>      |
|                                | <u>\$ 1,292,693</u> | <u>\$ 1,164,661</u> |

The FASB's ASC Topic 820, *Fair Value Measurements*, establishes a three-level valuation hierarchy of fair-value measurements. These valuation techniques are based on observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect market assumptions. These two types of inputs create the following fair-value hierarchy:

- Level 1: Valuations are based on observable inputs that reflect quoted market prices in active markets for identical investments, at the reporting date.
- Level 2: Valuations are based on (i) quoted prices for similar investments in active markets; or (ii) quoted prices for those investments, or similar investments, in markets that are not active; or (iii) pricing inputs other than quoted prices that are directly or indirectly observable at the reporting date.
- Level 3: Valuations are based on pricing inputs that are unobservable and include situations where there is little, if any, market activity for the investments, or the investments cannot be independently valued.

The availability of available market data is monitored to assess the appropriate classification of financial instruments within the fair-value hierarchy. Changes in economic conditions or valuation techniques may require the transfer of financial instruments from one level to another. In such instances, the transfer is reported at the beginning of the reporting period. For fiscal-years 2018 and 2017, there were no transfers among the fair-value hierarchy levels.

The following table summarized the fair values of the investments at each fiscal year-end, in accordance with the ASC Topic 820 valuation levels:

|                                | March 31,         |                   |                     |                   |                   |                     |
|--------------------------------|-------------------|-------------------|---------------------|-------------------|-------------------|---------------------|
|                                | 2018              |                   |                     | 2017              |                   |                     |
|                                | Level 1           | Level 2           | Total               | Level 1           | Level 2           | Total               |
| Certificates of deposit        |                   | \$ 667,661        | \$ 667,661          |                   | \$ 672,257        | \$ 672,257          |
| Corporate bonds and bond funds |                   | 264,223           | 264,223             |                   | 198,177           | 198,177             |
| Equity securities              | \$ 12,170         |                   | 12,170              | \$ 12,257         |                   | 12,257              |
| Equity index mutual funds      | <u>348,639</u>    |                   | <u>348,639</u>      | <u>281,970</u>    |                   | <u>281,970</u>      |
|                                | <u>\$ 360,809</u> | <u>\$ 931,884</u> | <u>\$ 1,292,693</u> | <u>\$ 294,227</u> | <u>\$ 870,434</u> | <u>\$ 1,164,661</u> |

# SOCIETY FOR CORPORATE GOVERNANCE, INC.

## Notes to Financial Statements March 31, 2018 and 2017

### NOTE D - PROPERTY AND EQUIPMENT

At each fiscal year-end, property and equipment consisted of the following:

|                               | <u>March 31,</u> |                  |
|-------------------------------|------------------|------------------|
|                               | <u>2018</u>      | <u>2017</u>      |
| Furniture and equipment       | \$ 114,585       | \$ 91,232        |
| Less accumulated depreciation | <u>(65,741)</u>  | <u>(47,531)</u>  |
|                               | <u>48,844</u>    | <u>43,701</u>    |
| Leasehold improvements        | 230,755          | 230,755          |
| Less accumulated depreciation | <u>(230,755)</u> | <u>(223,200)</u> |
|                               | <u>0</u>         | <u>7,555</u>     |
|                               | <u>\$ 48,844</u> | <u>\$ 51,256</u> |

During fiscal-years 2017, the Society wrote off \$57,152 of fully depreciated equipment.

# SOCIETY FOR CORPORATE GOVERNANCE, INC.

## Notes to Financial Statements March 31, 2018 and 2017

### NOTE E - EMPLOYEE-BENEFIT PLANS

#### [1] Defined-benefit pension plan:

The Society maintains a defined-benefit pension plan that entitles employees to a retirement benefit payable at normal retirement age, as determined under a defined-benefit formula. As of December 31, 2009, the defined-benefit plan was amended to freeze the accrual of future benefits. The amendment did not reduce employee benefits already accrued through the freeze date, but no future accrual service will be credited and no future changes in compensation will be taken into account in the determination of a participant's accrued benefit. Furthermore, current or future employees may not become active participants of the plan. As a result of the plan freeze, the plan's projected benefit obligation is equal to its accumulated benefit obligation.

The following table sets forth the changes in the plan's benefit obligations and plan assets and the components of the plan amounts recognized in the financial statements:

|  | <b>March 31,</b>           |                     |
|--|----------------------------|---------------------|
|  | <b>2018</b>                | <b>2017</b>         |
| Change in projected benefit obligation:                            |                            |                     |
| Projected benefit obligation at beginning of year                  | <b>\$ 2,293,280</b>        | \$ 2,365,112        |
| Service cost   | <b>4,780</b>               | 9,215               |
| Interest cost  | <b>81,496</b>              | 74,134              |
| Actuarial loss (gain)  | <b>40,801</b>              | (39,816)            |
| Expense charges  | <b>(4,780)</b>             | (9,215)             |
| Benefits paid  | <b><u>(277,887)</u></b>    | <u>(106,150)</u>    |
| Projected benefit obligation at end of year                        | <b><u>2,137,690</u></b>    | <u>2,293,280</u>    |
| Change in plan assets:   |                            |                     |
| Fair value of plan assets at beginning of year                     | <b>1,945,017</b>           | 1,876,581           |
| Actual return on plan assets                                       | <b>170,576</b>             | 140,301             |
| Employer contributions   | <b>21,530</b>              | 43,500              |
| Benefits paid  | <b><u>(282,667)</u></b>    | <u>(115,365)</u>    |
| Fair value of plan assets at end of year                           | <b><u>1,854,456</u></b>    | <u>1,945,017</u>    |
| Funded status at end of year (underfunded)                         | <b><u>\$ (283,234)</u></b> | <u>\$ (348,263)</u> |
| Adjustment to net assets, reported in the statement of activities: |                            |                     |
| Net gain   | <b><u>\$ (18,319)</u></b>  | <u>\$ (120,882)</u> |
| Components of net periodic benefit cost:                           |                            |                     |
| Service cost   | <b>\$ 4,780</b>            | \$ 9,215            |
| Interest cost  | <b>81,496</b>              | 74,134              |
| Expected return on plan assets                                     | <b>(136,738)</b>           | (115,040)           |
| Amortization of net loss   | <b>4,943</b>               | 12,305              |
| Settlement loss  | <b><u>20,339</u></b>       | <u>          </u>   |
| Periodic benefit cost  | <b><u>\$ (25,180)</u></b>  | <u>\$ (19,386)</u>  |

# SOCIETY FOR CORPORATE GOVERNANCE, INC.

## Notes to Financial Statements March 31, 2018 and 2017

### NOTE E - EMPLOYEE-BENEFIT PLANS (CONTINUED)

#### [1] Defined-benefit pension plan: (continued)

The Society of Actuaries (the "SOA") released new mortality tables for benefit-plan sponsors to use when measuring their plan's costs and obligations. These new tables, RP-2014 (mortality tables) and MP-2014 (longevity improvement scale) reflect increased life expectancies. Accordingly, as required by U.S. GAAP, the Society has adopted the new mortality tables. During fiscal-year 2018, the Society reported a settlement loss representing the sum of all the annuity purchases during the fiscal year in excess of the sum of the service cost and interest cost.

The plan assets at each year-end consisted of the following:

|                               | <b>March 31,</b>           |                     |
|-------------------------------|----------------------------|---------------------|
|                               | <b>2018</b>                | <b>2017</b>         |
| Guaranteed Investment Account | <b>\$ 448,684</b>          | \$ 520,981          |
| Equity securities             | <b>1,207,474</b>           | 1,230,349           |
| Fixed-income securities       | <b>198,298</b>             | 193,687             |
| Total plan assets at year-end | <b><u>\$ 1,854,456</u></b> | <u>\$ 1,945,017</u> |

The plan trustees' primary investment objective is to optimize the long-term return on the plan assets at an acceptable level of risk with a low level of expense. During fiscal-year 2018, the plan assets were fully invested in a mix of money market, debt and equity securities owned and managed by the Mutual of America's General Account investment managers. The benchmark investment objective is an annual return of 7.00%, the current actuarial preretirement valuation rate needed to meet the long-term pension obligations.

The weighted-average assumptions used are as follows:

|  | <b>March 31,</b> |             |
|--|------------------|-------------|
|  | <b>2018</b>      | <b>2017</b> |
| Discount rate                            | <b>3.65%</b>     | 3.55%       |
| Expected long-term return on plan assets | <b>7.00%</b>     | 6.25%       |
| Rate of compensation increase            | <b>0.00%</b>     | 0.00%       |

The funding policy is to make the minimum annual contributions required by applicable regulations. Management contributed \$21,530 for fiscal-year 2018.

Based on expected future service, the benefit distributions expected to be paid in future fiscal-years are:

| <b>Year Ending<br/>March 31,</b> | <b>Expected Benefit<br/>Distributions</b> |
|----------------------------------|---|
| 2019                             | \$ 269,000                                |
| 2020                             | 120,000                                   |
| 2021                             | 119,000                                   |
| 2022                             | 118,000                                   |
| 2023                             | 117,000                                   |
| 2024-2028                        | 1,111,000                                 |

# SOCIETY FOR CORPORATE GOVERNANCE, INC.

## Notes to Financial Statements March 31, 2018 and 2017

### NOTE E - EMPLOYEE-BENEFIT PLANS (CONTINUED)

#### [2] 401(k) savings plan:

The Society also maintains a defined-contribution retirement plan, established under Section 401(k) of the Code for eligible employees. Employees may contribute any whole percentage amount of their gross compensation, subject to the Code's limitations. Total employer contributions for fiscal-years 2018 and 2017 were \$67,739 and \$77,218, respectively. All contributions to the plan are immediately vested.

### NOTE F - NATURAL EXPENSE CLASSIFICATIONS

The total expenses for fiscal-years 2018 and 2017, respectively, are detailed below in natural expense classifications:

|                                   | Year Ended<br>March 31, |                     |
|-----------------------------------|-------------------------|---------------------|
|                                   | 2018                    | 2017                |
| Salaries                          | \$ 1,701,308            | \$ 1,304,393        |
| Payroll taxes and benefits        | 311,182                 | 334,108             |
| Awards and gifts                  | 31,515                  | 41,472              |
| Bank charges and credit card fees | 109,853                 | 102,650             |
| Board and committees              | 27,740                  | 26,931              |
| Chapter meeting expenses          | 290,235                 | 269,010             |
| Communications                    | 29,008                  | 31,308              |
| Conferences and seminars          | 1,260,191               | 1,006,706           |
| Depreciation and amortization     | 25,765                  | 23,418              |
| Dues and annual fees              | 3,056                   | 7,746               |
| Insurance                         | 10,452                  | 11,917              |
| Licensing                         | 68,735                  | 55,473              |
| Membership development            | 40,364                  | 68,473              |
| Occupancy                         | 127,334                 | 244,342             |
| Office services and supplies      | 80,718                  | 80,948              |
| Other                             | 75,339                  | 60,477              |
| Postage and shipping              | 5,011                   | 4,129               |
| Printing and compiling            | 4,580                   | 3,068               |
| Professional development          | 5,000                   | 5,190               |
| Professional fees                 | 171,465                 | 145,874             |
| Promotion and advertising         | 174                     | 300                 |
| Travel and entertainment          | 35,487                  | 33,531              |
| Website                           | 455                     |                     |
|                                   | <u>\$ 4,414,967</u>     | <u>\$ 3,861,464</u> |

## SOCIETY FOR CORPORATE GOVERNANCE, INC.

### Notes to Financial Statements March 31, 2018 and 2017

#### NOTE G - COMMITMENTS

##### [1] Leases:

In August 2011, the Society entered into an agreement to lease office space at 240 West 35th Street in New York City through the period ending in April 2019. The lease requires a base rent of \$96,420, with an escalating increase, excluding escalations for operating expenses and real estate taxes. The Society also paid \$32,140 as a security deposit to the landlord.

The Society subleased its former office space at 521 Fifth Avenue, for a term beginning in November 2011 through June, 2016, the same month that the Society's lease terminated. In consideration of the Society's entering into and executing the sublease, the subtenant obtained a personal guarantee for the full and faithful performance of all of the terms and conditions of the sublease. Rental income from the subtenant, for fiscal-year 2017, including escalations, amounted to \$103,895.

Subsequent to year end in April 2018, the Society entered into a lease agreement for office space at 52 Vanderbilt Avenue for a period of seven years.

The future minimum annual payments under the lease agreements described above are as follows:

| <u>Year</u> | <u>Amount</u>       |
|-------------|---------------------|
| 2019        | \$ 239,320          |
| 2020        | 158,436             |
| 2021        | 162,397             |
| 2022        | 166,457             |
| 2023        | 170,618             |
| Thereafter  | <u>460,850</u>      |
|             | <u>\$ 1,358,078</u> |

Total occupancy costs, including escalations, for fiscal-years 2018 and 2017 were \$127,334 and \$244,342, respectively.

##### [2] Employment agreement:

On January 1, 2015, the Society entered into a three-year employment agreement with its President and Chief Executive. In February 2018, an extension to this agreement was signed for the period March 31, 2018 through March 31, 2021.

##### [3] Conference contracts:

In order to secure future National conference space, the Society enters into agreements to secure sufficient rooms for the events. These agreements require minimum amounts due for early cancellation. As of March 31, 2018, the future minimum commitments under these contracts through 2021 are approximately \$548,000.

##### [4] Other contracts:

In the normal course of its business, the Society enters into various contracts for professional and other services, which are typically renewable on a year-to-year basis.

#### NOTE H - CREDIT RISK

Financial instruments that potentially subject the Society to concentrations of credit risk consist principally of cash and cash-equivalents deposited in financial institutions in amounts which, from time to time, may exceed federal insurance limits. However, management believes that the Society does not face a significant risk of loss on these accounts that would result from failures of these financial institutions.