ACLU OF ARIZONA AND ACLU FOUNDATION OF ARIZONA

CONSOLIDATED FINANCIAL STATEMENTS AND INDEPENDENT AUDITOR'S REPORT

FISCAL YEARS ENDED MARCH 31, 2011 AND 2010

September 8, 2011

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> Rural Water Association of Arizona

Independent Auditor's Report

Board of Directors
ACLU of Arizona and ACLU Foundation of Arizona

We have audited the accompanying consolidated statements of financial position of the ACLU of Arizona and ACLU Foundation of Arizona (the Organization) as of March 31, 2011 and 2010, and the related statements of activities and cash flows for the years then ended. These financial statements are the responsibility of the Organization's management. 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 audit 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 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of ACLU of Arizona and ACLU Foundation of Arizona as of March 31, 2011 and 2010, and the changes in their net assets and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements of the ACLU of Arizona and the ACLU Foundation of Arizona as a whole. The Consolidating Schedules and the Schedules of Functional Expenses are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Phoenix, Arizona September 8, 2011

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ACLU OF ARIZONA AND ACLU FOUNDATION OF ARIZONA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION MARCH 31, 2011 AND 2010

ASSETS		2011		2010 (Restated)	
CURRENT ASSETS					
Cash and cash equivalents	\$	624,004	\$	397,954	
Investments		46,013		331,488	
Receivable from American Civil Liberties Union, Inc. and					
ACLU Foundation, Inc.		124,286		100,542	
Pledges receivable - current portion		700		12,387	
Other accounts receivable		3,340		-	
Prepaid expenses		23,536		12,609	
TOTAL CURRENT ASSETS		821,879		854,980	
PROPERTY AND EQUIPMENT					
Furniture and equipment		77,275		40,235	
TOTAL PROPERTY AND EQUIPMENT		77,275		40,235	
Less: Accumulated depreciation		(25,662)		(26,510)	
NET PROPERTY AND EQUIPMENT		51,613		13,725	
OTHER ASSETS					
Pledges receivable (non-current)		_		40,000	
Less: Discount on pledges receivable (non-current)		_		(6,879)	
TOTAL OTHER 400FT0				00.404	
TOTAL OTHER ASSETS		_		33,121	
TOTAL ASSETS	\$	873,492	\$	901,826	

Read the accompanying notes to the financial statements.

ACLU OF ARIZONA AND ACLU FOUNDATION OF ARIZONA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (CONTINUED) MARCH 31, 2011 AND 2010

<u>LIABILITIES</u>	2011	2010 (Restated)	
CURRENT LIABILITIES Accounts payable Accrued payroll and related costs Capital lease - current portion	\$ 7,325 19,827 2,498	\$ 6,801 18,791 1,934	
TOTAL CURRENT LIABILITIES	29,650	27,526	
LONG-TERM LIABILITIES Capital lease	2,342	4,840	
TOTAL LONG-TERM LIABILITIES	2,342	4,840	
TOTAL LIABILITIES	31,992	32,366	
NET ASSETS			
Unrestricted, undesignated Temporarily restricted Permanently restricted TOTAL NET ASSETS	794,261 37,287 9,952 841,500	718,646 141,963 8,851 869,460	
TOTAL LIABILITIES AND NET ASSETS	\$ 873,492	\$ 901,826	

ACLU OF ARIZONA AND ACLU FOUNDATION OF ARIZONA CONSOLIDATED STATEMENTS OF ACTIVITIES FOR THE YEARS ENDED MARCH 31, 2011 AND 2010

2011 Temporarily Permanently SUPPORT AND OTHER REVENUES Unrestricted Restricted Restricted Total **PUBLIC SUPPORT Donations** \$ 394,420 \$ 700 \$ \$ 395,120 **Bequests** 21,315 21,315 Special event revenue 391 391 Legal services donated 1,159,939 1,159,939 Other in-kind donations 2,820 2,820 TOTAL PUBLIC SUPPORT 1,578,885 700 1,579,585 **OTHER REVENUES** Grant revenue 370,108 25,000 395,108 Shared membership fees 156,209 156,209 Legal fees awarded 20,562 20,562 Investment income, net 3,614 1,101 4,715 **TOTAL OTHER REVENUES** 550,493 25,000 1,101 576,594 NET ASSETS RELEASED FROM RESTRICTIONS 130,376 (130,376)TOTAL SUPPORT AND OTHER REVENUES 2,259,754 (104,676) 1,101 2,156,179 **EXPENSES** Program services 1,728,630 1,728,630 Management and general 329.769 329,769 Fundraising and development 125,740 125,740 **TOTAL EXPENSES** 2,184,139 2,184,139 **CHANGE IN NET ASSETS** 75,615 (104,676)1,101 (27,960)NET ASSETS, Beginning of year 718,646 141,963 8,851 869,460

NET ASSETS, End of year

794,261

\$

37,287

\$

9,952

\$

841,500

2010 (Restated)

		Tei	nporarily		nanently		
Un	restricted		estricted				Total
\$	225,446	\$	53,008	\$	_	\$	278,454
	85,095		-		_		85,095
	2,600		-		_		2,600
	198,191		-		-		198,191
			-		_		
	511,332		53,008		-		564,340
	, , , , , , , , , , , , , , , , , , , ,			***************************************			······································
	124,897		75,425		-		200,322
	160,883		-		-		160,883
	36,868		-		-		36,868
	11,167		-		1,842		13,009
	333,815		75,425		1,842		411,082
	·				······································		
	92,505		(92,505)		-		
	937,652		35,928		1,842		975,422
	609,222		_		_		609,222
	127,991		-		-		127,991
	132,178				_		132,178
	869,391		_		_		869,391
	000,001						
	68,261		35,928		1,842		106,031
	650,385		106,035		7,009		763,429
\$	718,646	\$	141,963	\$	8,851	\$	869,460

ACLU OF ARIZONA AND ACLU FOUNDATION OF ARIZONA CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED MARCH 31, 2011 AND 2010

CASH FLOWS FROM OPERATING ACTIVITIES:		2011	(R	2010 (Restated)	
Change in Net Assets	\$	(27,960)	\$	106,031	
Adjustment to reconcile change in net assets to net cash provided by operating activities:					
Depreciation (Increase)/decrease in assets: Receivable from American Civil Liberties Union		9,161		3,954	
Foundation, Inc.		(23,744)		(65,203)	
Pledges receivable, net of discount		44,808		(11,594)	
Other receivable		(3,340)		1,500	
Prepaid expenses		(10,927)		(2,981)	
Increase/(decrease) in liabilities:		(10,027)		(=,00.)	
Accounts payable		524		6,215	
Accrued payroll and taxes		1,036		(18,603)	
NET CASH PROVIDED/(USED) BY OPERATING ACTIVITIES		(10,442)		19,319	
CASH FLOWS FROM INVESTING ACTIVITIES:					
Proceeds from investment activities		285,475		4,413	
Purchase of equipment		(47,049)		(3,330)	
NET CASH PROVIDED BY INVESTING ACTIVITIES		238,426		1,083	
CASH FLOWS FROM FINANCING ACTIVITIES:					
Principal payments on capital lease obligations		(1,934)		(1,497)	
NET CASH USED BY FINANCING ACTIVITIES		(1,934)		(1,497)	
Net increase in cash and cash equivalents		226,050		18,905	
Cash and cash equivalents at beginning of year		397,954		379,049	
Cash and cash equivalents at end of year	\$	624,004	\$	397,954	

Read the accompanying notes to the financial statements.

NOTE 1 - NATURE OF ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Organization

The ACLU of Arizona (the "Organization") is comprised of two separate corporate entities, the ACLU of Arizona, (the "Union") and the ACLU Foundation of Arizona, (the "Foundation")

The ACLU of Arizona is a not-for-profit membership organization which was incorporated in 1968 as a 501(c)4 organization. The Union's purpose is to maintain and protect civil liberties in Arizona through legislative advocacy and public education. The Union lobbies at the local and state levels, working to influence public policies that threaten individual rights. The Union also is responsible for engaging and informing members on how to safeguard personal freedoms and build political power.

The Board of Directors of the Union authorizes the creation of volunteer-run chapters who serve as the eyes and ears of the ACLU around the state. There are currently three active chapters in Arizona.

The ACLU Foundation of Arizona is a not-for-profit corporation organized to maintain and protect civil liberties in Arizona through public education and litigation. The Foundation was incorporated in 1971 as a 501(c)3 organization. The Foundation defends constitutional guarantees outlined in the Bill of Rights, and works to extend rights to segments of the population that have traditionally been denied their rights, including Native Americans and other people of color; lesbians, gay men, bisexual and transgendered people; women; mental-health patients; prisoners; people with disabilities; and the poor.

The Union and the Foundation share equipment, office space, personnel and operating costs. The Union and the Foundation reimburse each other to support their respective share of operations.

The Financial Accounting Standards Board (FASB) sets U.S. generally accepted accounting principles (GAAP) to ensure consistent reporting. References to GAAP are to the FASB Accounting Standards Codification (FASB ASC).

A summary of the Union's and Foundation's more significant accounting policies follows.

Basis of Consolidation

ACLU of Arizona and ACLU Foundation of Arizona have adopted the provisions of FASB ASC 958-810, *Not-for-Profit Entities – Consolidation*, which requires consolidated financial statements for certain related entities. Accordingly, the financial statements include the consolidated transactions and balances of the Union and Foundation and have been prepared in accordance with the accrual basis of accounting. Significant transactions and balances between the Union and the Foundation have been eliminated.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of Accounting

The accompanying general purpose financial statements of the Organization have been prepared on the accrual basis of accounting, and accordingly, reflect all significant receivables, payables, and other assets and liabilities. Revenues and gains are recognized when earned, and expenses and losses are recognized when incurred.

Basis of Presentation

The accompanying financial statements are presented in accordance with FASB ASC 958-205, *Not-for-Profit Entities – Presentation of Financial Statements*. Under FASB ASC 958-205, the Organization is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

Unrestricted net assets - Net assets that are not subject to donor-imposed stipulations.

Temporarily restricted net assets - Net assets subject to donor-imposed stipulations that may or will be met either by actions of the Union or Foundation and/or the passage of time.

Permanently restricted net assets - Net assets subject to donor-imposed stipulations that they be maintained permanently. Generally, the donors of these assets permit the organization to use all or part of the income earned on related investments for general or specific purposes. Only the Foundation had permanently restricted net assets during the fiscal years presented here.

<u>Cash and Cash Equivalents</u> - For purpose of the statements of cash flows, all highly liquid investments with a maturity of three months or less when purchased are considered cash equivalents. Cash held in financial institutions in interest-bearing accounts are insured up to a maximum limit of \$250,000 by the Federal Deposit Insurance Corporation (FDIC), and cash held in non-interest-bearing accounts in financial institutions currently have unlimited coverage by the FDIC.

<u>Investments</u> - Investments are recorded at fair market value as determined by quoted market prices. Investment income or loss (including realized and unrealized gains and losses on investments, interest and dividends) is included in the change of net assets in the accompanying statements of activities.

<u>Pledges Receivable</u> - Pledges receivable are unconditional promises to give with collection for time periods from one to five years. Pledges receivable are reported at their outstanding principal balance, discounted to present value, net of allowance for doubtful accounts as of March 31, 2011 and 2010, based on the Foundation's evaluation of collectability which is reviewed on a case-by-case basis. Amounts deemed to be uncollectible are charged to bad debt expense upon approval by management. Subsequent collection of these receivables is recorded by the Foundation as revenue.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

<u>Property and Equipment</u> - Land, buildings, equipment and furniture with a cost of \$1,000 or more and an estimated life of more than one year are capitalized. Property and equipment are stated at cost or, if acquired through donation, at fair value on the date of acquisition. Expenditures for routine repairs and maintenance are charged to operations as incurred. Expenditures which substantially extend the useful life of an asset are capitalized. Depreciation is calculated on the straight-line method over the following useful lives:

Furniture 7 years Equipment 5 years Software 3 years

<u>Donated Services</u> - Donated services are recognized as contributions in accordance with FASB ASC 958-605, *Not-for-Profit Entities – Revenue Recognition*, at their estimated fair value if the services (a) create or enhance the Organization's non-financial assets or (b) require specialized skills, are performed by people with those skills, and would otherwise be purchased. The contributed services are reflected as unrestricted revenues with an equal and offsetting amount in unrestricted expenses in the statements of activities resulting in no net impact on the changes in net assets during the year.

The Foundation handles litigation cases by using the services of cooperating attorneys who donate their services to the Foundation and its clients. These services are reported in the financial statements as described above.

Additionally, a substantial number of unpaid volunteers have contributed significant amounts of time to develop the programs of the Union and the Foundation. For example, there are three active chapters within the state that are completely volunteerrun. Chapter members organize public education events to advocate on a wide range of public policies that impact civil liberties issues. The value of this time is not reflected in the financial statements because it does not meet the requirements of FASB ASC 958-605 for recognition.

<u>Major Revenue Sources</u> - The Union's major sources of revenue are base renewable income (shared membership fees) and bequests. The Foundation's major sources of revenue are donated legal services, contributions, legal fee awards and grants from the National ACLU Foundation.

<u>Concentration of Credit Risk</u> - The Organization places its cash with established financial institutions. At times, cash may be in excess of FDIC insurance limits.

<u>Estimates</u> - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosure of certain contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Tax Status - The Union and the Foundation are exempt from Federal and Arizona income taxes. The Union is exempt under Section 501(c)4 of the Internal Revenue Code, as amended, and the Foundation is exempt under Section 501(c)3 of the Internal Revenue Code, as amended. Neither the Union nor the Foundation accrued any income or excise tax because they did not have any unrelated business or net investment income activities subject to those taxes.

Expense Allocation – Directly identifiable expenses are charged to programs and supporting services. Expenses related to more than one function are charged to programs and supporting services on the basis of periodic time and expense studies. Management and general expenses include those expenses that are not directly identifiable with any other specific function but provide for the overall support and direction of the Organization.

NOTE 2 - CASH AND CASH EQUIVALENTS

With the exception of petty cash for the Foundation of \$50, the Union and Foundation maintain their cash with three different financial institutions. The carrying amounts of deposits and the bank balances for the Union and the Foundation for the fiscal years ended March 31, 2011 and 2010 were as follows:

Union:	2011	2010
Carrying amount	\$ 351,191	\$ 244,402
Bank balance	352,182	245,986
Foundation:		
Carrying amount	272,763	153,502
Bank balance	316,189	156,885

As of March 31, 2011 and 2010, bank balances for both the Union and the Foundation were within the amounts covered by the FDIC and were not at risk.

NOTE 3 - INVESTMENTS

<u>Fair Value Measurement</u> – FASB ASC 820-10, *Fair Value Measurements*, defines fair value, establishes a framework for measuring fair value, and establishes a fair value hierarchy which prioritizes valuation techniques. 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. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market. Valuation techniques that are consistent with the market, income or cost approach, as specified by FASB ASC 820-10, are used to measure fair value. The fair value hierarchy prioritizes valuation techniques used to measure fair value into three broad levels:

NOTE 3 – INVESTMENTS (CONTINUED)

- Level I investments Valuation based on unadjusted quoted prices within active markets for identical assets accessible by the Organization (e.g., prices derived from New York Stock Exchange, NASDAQ or Chicago Board of Trade). The Union and the Foundation have no such investments.
- Level 2 investments Valuation based on quoted market prices for similar assets within active or inactive markets or information other than quoted market prices observable through market data for substantially the full term of the asset.
- Level 3 investments Valuation based on inputs other than quoted market prices
 that reflect assumptions about the asset that market participants would use when
 performing the valuation based on the best information available in the
 circumstances. The Union and the Foundation have no such investments.

As of March 31, 2011 and 2010, all investments for the Union and the Foundation consisted of level 2 investments in the form of certificates of deposit and a trust held by the American Civil Liberties Union Foundation, Inc. (National ACLUF). Net investment income for the year ended March 31, 2011 of \$4,715 is composed of interest income of \$4,165, with \$550 in realized and unrealized investment income. Net investment income for the year ended March 31, 2010 of \$13,009 is composed of interest income of \$12,062 and a net unrealized gain on investments of \$947.

NOTE 4 - PLEDGES RECEIVABLE

The Union did not report any pledges receivable at March 31, 2011 or 2010. The Foundation reported the following pledges receivable at March 31, 2011 and 2010:

Foundation:	2011		2011	
Pledges receivable	\$	700	\$	52,387
Less: Discount to present value				(6,879)
Net pledges receivable	\$	700	\$	45,508

The management of the Organization considers the receivables to be 100 percent collectible; therefore, no allowance for doubtful accounts is reported. At March 31, 2010, the Foundation had one 5-year pledge for \$50,000 that was discounted to present value using an 8% discount rate. However, during the year ended March 31, 2011, the donor withdrew his pledge. Therefore, it was removed from the Foundation's books. All other pledges are expected to be collected within one year.

NOTE 5 - PROPERTY AND EQUIPMENT

Property and equipment owned by the Union and Foundation as of March 31, 2011 and 2010 are as follows:

Furniture & equipment:	2010	Additions	Deletions	2011	
Union	\$ -	\$ 6,950	\$ -	\$ 6,950	
Foundation	40,235	40,099	(10,009)	70,325	
Total Cost	40,235	47,049	(10,009)	77,275	
Less: Accumulated depreciation:					
Union	-	(579)	-	(579)	
Foundation	(26,510)	(8,582)	10,009	(25,083)	
Total Accumulated Depreciation	(26,510)	(9,161)	10,009	(25,662)	
Net Property and Equipment	\$ 13,725	\$ 37,888	\$ -	\$ 51,613	

Depreciation expense for the Union for the years ended March 31, 2011 and 2010 were \$579 and \$0 respectively. Depreciation expense for the Foundation for the years ended March 31, 2011 and 2010 were \$8,582 and \$3,954 respectively.

NOTE 6 - ACCRUED PAYROLL AND RELATED COSTS

The Union and the Foundation carry forward compensated absences for accrued vacation. Per the Organization's personnel policy, no more than 5 days of vacation can be carried over past hire date anniversary. The accrued compensated absences, wages and related costs payable for the years ended March 31, 2011 and 2010 are as follows:

	2011		 2010
Compensated absences	\$	11,140	\$ 5,711
Accrued wages		6,832	4,955
Other related costs	1,855		 8,125
Total accrued payroll & taxes	\$	19,827	\$ 18,791

NOTE 7 - CAPITAL LEASE OBLIGATIONS

During the 2008 fiscal year, the Foundation entered into a capital lease agreement for a new copier. The obligation has an implied interest rate of 25.88% payable in monthly installments of \$289, aggregating to \$17,340 through December 2012 and is collateralized by the leased equipment.

NOTE 7 - CAPITAL LEASE OBLIGATIONS (CONTINUED)

As of March 31, 2011, the total remaining lease payments under the non-cancelable operating lease were as follows:

\$ 3,468
2,601
6,069
1,229
\$ 4,840
\$

The asset acquired under a capital lease is recorded at \$9,676, and the accumulated depreciation on the asset as of March 31, 2011 and 2010 was \$6,289 and \$4,354 respectively.

NOTE 8 - TEMPORARILY RESTRICTED NET ASSETS

As of March 31, 2011 and 2010, the Union did not have any temporarily restricted net assets.

The Foundation receives non-exchange grants from the American Civil Liberties Union Foundation, Inc. as well as private donations earmarked for specific projects. These projects are tracked as they progress, and any unexpended monies for those earmarked projects are carried forward as temporarily restricted net assets.

As of March 31, 2011 and 2010, the temporarily restricted net assets for the Foundation included:

	 2011	2010
Pledges receivable, discounted	\$ 700	\$ 45,508
Private gifts - Student Rights Project	-	4,427
National Detention Watch grant	21,727	58,466
National Women's Jail Project grant	-	12,000
National School to Prison Pipeline grant	4,338	8,119
REAL ID grant	-	1,518
Staff Enhancement Development Director grant	 10,522	 11,925
Total Temporarily Restricted Net Assets	\$ 37,287	\$ 141,963

NOTE 9 - PERMANENTLY RESTRICTED NET ASSETS

As of March 31, 2011 and 2010, the Union did not have any permanently restricted net assets.

The Foundation shares in the Bill of Rights Trust pool with other affiliates and the National ACLU Foundation which is classified as permanently restricted. In accordance with the terms of the Trust, the Foundation is permitted to withdraw 4 percent of their balance each year. As of March 31, 2011 and 2010, the Foundation's share of that trust was \$9,952 and \$8,851 respectively.

NOTE 10 - RETIREMENT PLAN

<u>Defined Benefit Plan</u> -The American Civil Liberties Union Retirement Plan is a defined benefit multi-employer plan which covers eligible employees of the national organization of the American Civil Liberties Union, Inc., and the American Civil Liberties Union Foundation, Inc., and state affiliates, which includes the Union and the Foundation. Effective April 1, 2009, this plan was frozen for new participants. All funds of the plan are held by Principal Mutual Life Insurance Company under a benefit index payment plan.

The defined beneft plan includes numerous participating affiliates. It is not practicable for the actuary to compute accumulated and projected benefit obligations for individual affiliates. Accumulated and projected benefit obligations and other required disclosures for the plan covering all participating entities are presented in the National ACLU consolidated financial statements. Contributions to the plan for the years ended March 31, 2011 and 2010, were as follows:

Defined Beneft Plan Contribution:	2011		2010	
Union	\$ 459		\$	2,429
Foundation		3,073		4,136
Total defined benefit plan contribution	\$	3,532	\$	6,565

<u>401(k) Plan</u> - On July 1, 2000, the American Civil Liberties Union, Inc. and the American Civil Liberties Union Foundation, Inc., and affiliates, established a 401(k) pension plan for the benefit of regular employees. This plan is available for eligible employees hired before April 1, 2009. Benefits depend solely on amounts contributed to the plan plus investment earnings. Employees are eligible to participate in the 401(k) plan on the first day of the calendar quarter following thirty days of service. Employees may contribute up to the maximum allowed by current legislation.

NOTE 10 - RETIREMENT PLAN (CONTINUED)

ERISA 404(c) Plan – This plan is available for eligible employees hired after April 1, 2009. Employees that are at least 21 years old and not enrolled in any other ACLU qualified plan are eligible to participate immediately. Plan participants may contribute up to 80% of their pay each year up to a maximum amount permitted per the current tax laws. The Organization contributes 2% of the participant's gross wages, as well as matching the first 1% employee deferral and 50% of the next 5% deferred. Participants are always 100% vested in their employee deferrals. The Plan follows a two year vesting schedule for employer contributions and matches. Contributions to the ERISA 404(c) plan for the Union and Foundation for the years ended March 31, 2011 and 2010, were as follows:

404(c) Plan Contribution:		2011		2011 2		:010
Union	\$	1,254	\$	-		
Foundation		3,326		482		
Total 404(c) contribution	\$	4,580	\$	482		

NOTE 11 - RELATED PARTY TRANSACTIONS

The Organization shares both membership and tax-deductible donations with the National ACLU and the National ACLU Foundation. The net receivable for the years ended March 31, 2011 and 2010 were as follows:

Due from National:	2011	2010
Union:		
BRI share	\$ 12,399	\$ 14,481
Bequests	1,093	171
Membership dues	(1,145)	<u> </u>
Total due from National to Union	12,347	14,652
Foundation:		
Revenue sharing	86,939	105,140
Grants	25,000	12,000
Bequests		(31,250)
Total due from National to Foundation	111,939	85,890_
Total due from National	\$124,286	\$100,542

NOTE 11 - RELATED PARTY TRANSACTIONS (CONTINUED)

For the years ended March 31, 2011 and 2010, the Foundation incurred \$169,833 and \$153,186 respectively of net expenses on behalf of the Union to pay for operating costs. During the year, the Union transferred cash to the Foundation based on an estimate of shared expenses. At the financial position dates of March 31, 2011 and 2010, there were outstanding related party balances for the shared expenses as follows:

2011	2010		
\$ (7,310)	\$ 20,393		
	•		
7,310	(20,393)		
\$ -	\$ -		
	\$ (7,310)		

NOTE 12 - COMMITMENTS AND CONTINGENT LIABILITIES

<u>Commitments</u> – The Organization has an agreement to lease office space under an operating lease expiring April 30, 2016. The Union's and Foundation's portions of the lease expense for the years ended March 31, 2011 and 2010 were:

Lease expense:	2011	2010
Union	\$ 7,502	\$ 10,912
Foundation	47,425	24,074
Total lease expense	\$ 54,927	\$ 34,986

The total future minimum lease payments are as follows:

Year ending March 31,	
2012	\$ 63,075
2013	64,525
2014	49,844
2015	50,931
2016	52,200
Thereafter	5,800
	\$286,375

NOTE 12 - COMMITMENTS AND CONTINGENT LIABILITIES (CONTINUED)

<u>Risk Management</u> - The Organization is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. The Organization carries commercial insurance for all such risks of loss. There were no claims during the audit periods. The insurance coverage is reviewed annually for adequate loss protection. The Organization is insured by Farmer's Insurance Group for potential worker-related accidents, by National Legal Aid and Defender's Association for professional liability, and by the State Compensation Fund of Arizona for Workmen's Compensation.

<u>Litigation</u>- The Union and Foundation are contingently liable for claims and judgments resulting from lawsuits incidental to normal operations. In the opinion of the Organization's management, their insurance coverage is deemed adequate to cover claims relating to normal operations, and decisions that might adversely impact the Organization would not have a material effect on the financial statements. Accordingly, no provision for possible losses is reflected in the financial statements. The Union and Foundation were not involved, as of the close of field work, in any pending or threatened litigation that could materially affect the Organization's financial position and results of operations at March 31, 2011 or 2010.

NOTE 13 - CONCENTRATIONS

For the fiscal years ended March 31, 2011 and 2010, the Union and the Foundation received a large portion of their revenue from the National ACLU and ACLU Foundation including shared revenues and grants. These concentrations were as follows:

	2011	2010
Union	87%	86%
Foundation	24%	32%

NOTE 14 – PRIOR PERIOD RESTATEMENT

The Beginning Net Assets Unrestricted and Permanently Restricted balances do not agree to the prior year financial statements due to the addition of a previously unreported asset. The National ACLU Foundation controls a Bill of Rights Trust (BORT) in which affiliates share ownership. Prior to the fiscal year ended March 31, 2011, management felt that the Foundation's share of the BORT was immaterial to the financial statements and, therefore, did not include their share of the BORT in any prior financial statements. Therefore, a prior period adjustment had to be made. In order to provide complete and accurate comparative statements, the financial statements for the year ended March 31, 2010 have been restated. The corrections are as follows:

NOTE 14 – PRIOR PERIOD RESTATEMENT (CONTINUED)

		2010
Beginning Net Assets, as previously reported: Unrestricted	æ	640 003
	\$	649,903
Temporarily restricted		106,035
Permanently restricted		
Total Beginning Net Assets		755,938
Correction to Investments:		
Article V BORT (unrestricted)		482
Article IV BORT (permanently restricted)		7,009
Beginning Net Assets, as restated:		
Unrestricted		650,385
Temporarily restricted		106,035
Permanently restricted		7,009
Total Beginning Net Assets,		
as restated	\$	763,429

NOTE 15 - SUBSEQUENT EVENTS

The Organization has evaluated events through September 8, 2011, which is the date of the audit report, and there are no subsequent events requiring disclosure. However, the Organization would like to report that on July 19, 2011, the Foundation was awarded \$60,318 in legal fees from the settlement of a complaint filed in the United States District Court for the District of Arizona.

SUPPLEMENTARY INFORMATION

ACLU OF ARIZONA AND ACLU FOUNDATION OF ARIZONA CONSOLIDATING SCHEDULES OF FINANCIAL POSITION MARCH 31, 2011 AND 2010

	2011						
<u>ASSETS</u>		ACLU		ACLU FOUNDATION		MORANDUM TOTAL ONLY	
CURRENT ASSETS							
Cash and cash equivalents	\$	351,191	\$	272,813	\$	624,004	
Investments		35,376		10,637		46,013	
Receivable from American Civil Liberties Union, Inc.							
and ACLU Foundation, Inc.		12,347		111,939		124,286	
Due from related entities		-		7,310		7,310	
Pledges receivable - current portion		-		700		700	
Other accounts receivable		-		3,340		3,340	
Prepaid expenses		3,179		20,357		23,536	
TOTAL CURRENT ASSETS		402,093		427,096		829,189	
PROPERTY AND EQUIPMENT							
Furniture and equipment		6,950		70,325		77,275	
TOTAL PROPERTY AND EQUIPMENT		6,950		70,325		77,275	
Less: Accumulated depreciation		(579)		(25,083)		(25,662)	
NET PROPERTY AND EQUIPMENT		6,371		45,242		51,613	
OTHER ASSETS							
Pledges receivable (non-current)		-				-	
Less: Discount on pledges receivable						-	
TOTAL OTHER ASSETS		-	1000 ACC 100	_		-	
TOTAL ASSETS	\$	408,464	\$	472,338	\$	880,802	

_	_		
٠,	n	7	-

ELIM	INATIONS	CONSOLIDATE:				
\$	_	\$	624,004			
	-		46,013			
	-		124,286			
	(7,310)		-			
	-		700			
	-		3,340			
			23,536			
	(7,310)		821,879			
	<u>-</u>		77,275			
Nation 1	-		77,275			
	-		(25,662)			
	-		51,613			
	_		-			
	-					
			_			
\$	(7,310)	\$	873,492			

ACLU OF ARIZONA AND ACLU FOUNDATION OF ARIZONA CONSOLIDATING SCHEDULES OF FINANCIAL POSITION (CONTINUED) MARCH 31, 2011 AND 2010

	2010 (Restated)						
<u>ASSETS</u>		ACLU		ACLU FOUNDATION		MORANDUM TOTAL ONLY	
CURRENT ASSETS							
Cash and cash equivalents	\$	244,402	\$	153,552	\$	397,954	
Investments		135,088		196,400		331,488	
Receivable from American Civil Liberties Union, Inc.							
and ACLU Foundation, Inc.		14,652		85,890		100,542	
Due from related entities		20,393				20,393	
Pledges receivable - current portion		-		12,387		12,387	
Other accounts receivable		-				-	
Prepaid expenses		2,890		9,719		12,609	
TOTAL CURRENT ASSETS		417,425		457,948		875,373	
PROPERTY AND EQUIPMENT							
Furniture and equipment				40,235		40,235	
TOTAL PROPERTY AND EQUIPMENT		-		40,235		40,235	
Less: Accumulated depreciation				(26,510)		(26,510)	
NET PROPERTY AND EQUIPMENT				13,725		13,725	
OTHER ASSETS							
Pledges receivable (non-current)		_		40,000		40,000	
Less: Discount on pledges receivable			H-10	(6,879)		(6,879)	
TOTAL OTHER ASSETS		-		33,121		33,121	
TOTAL ASSETS	\$	417,425	\$	504,794	\$	922,219	

ELIM	IINATIONS	CON	SOLIDATED TOTAL		
\$	- -	\$	397,954 331,488		
	- (20,393)	100,54 -			
	-		12,387		
	(20,393)		12,609 854,980		
			40.005		
			40,235 40,235		
	-		(26,510)		
	-	13,725			
	-		40,000 (6,879)		
			33,121		
\$	(20,393)	\$	901,826		

ACLU OF ARIZONA AND ACLU FOUNDATION OF ARIZONA CONSOLIDATING SCHEDULES OF FINANCIAL POSITION (CONTINUED) MARCH 31, 2011 AND 2010

	2011						
LIABILITIES	ACLU		ACLU FOUNDATION		MEMORANDUM TOTAL ONLY		
CURRENT LIABILITIES							
Accounts payable	\$	880	\$	6,445	\$	7,325	
Accrued payroll and related costs	·	3,948	,	15,879	·	19,827	
Due to related entities		7,310		· <u>-</u>		7,310	
Capital lease - current portion		<u>-</u>		2,498		2,498	
TOTAL CURRENT LIABILITIES	-	12,138		24,822		36,960	
LONG-TERM LIABILITIES							
Capital lease		_		2,342	·	2,342	
TOTAL LONG-TERM LIABILITIES				2,342		2,342	
TOTAL LIABILITIES		12,138		27,164		39,302	
NET ASSETS							
Unrestricted, undesignated		396,326		397,935		794,261	
Temporarily restricted		,		37,287		37,287	
Permanently restricted				9,952		9,952	
TOTAL NET ASSETS	Person	396,326		445,174		841,500	
TOTAL LIABILITIES AND NET ASSETS	\$	408,464	\$	472,338	\$	880,802	

ELIMINATIONS	CONSOLIDATED TOTAL
- - (7,310) ————	\$ 7,325 19,827 - 2,498
(7,310)	29,650
	2,342
	2,342
(7,310)	31,992

-	794,261
-	37,287
 -	 9,952
 -	 841,500
\$ (7,310)	\$ 873,492

ACLU OF ARIZONA AND ACLU FOUNDATION OF ARIZONA CONSOLIDATING SCHEDULES OF FINANCIAL POSITION (CONTINUED) MARCH 31, 2011 AND 2010

	2010 (Restated)						
<u>LIABILITIES</u>	ACLU		ACLU FOUNDATION		MEMORANDUM TOTAL ONLY		
CURRENT LIABILITIES							
Accounts payable	\$	3,803	\$	2,998	\$	6,801	
Accrued payroll and related costs	Ψ	5,005	Ψ	18,791	Ψ	18,791	
Due to related entities		_		20,393		20,393	
Capital lease - current portion		_		1,934		1,934	
TOTAL CURRENT LIABILITIES		3,803		44,116		47,919	
LONG-TERM LIABILITIES							
Capital lease				4,840		4,840	
TOTAL LONG-TERM LIABILITIES	<u> </u>	-		4,840		4,840	
TOTAL LIABILITIES		3,803		48,956		52,759	
NET ASSETS							
Unrestricted, undesignated		413,622		305,024		718,646	
Temporarily restricted		-		141,963		141,963	
Permanently restricted		-		8,851		8,851	
TOTAL NET ASSETS		413,622		455,838		869,460	
TOTAL LIABILITIES AND NET ASSETS	\$	417,425	\$	504,794	\$	922,219	

2010	(Restated)

ELIM	INATIONS	CONSOLIDATED				
	-	\$	6,801			
	-		18,791			
	(20,393)		-			
	-		1,934			
	(20,393)		27,526			
	-		4,840			
	_		4,840			
	(20,393)		32,366			
	-		718,646			
	-		141,963			
			8,851			
	-		869,460			
\$	(20,393)	\$	901,826			

ACLU OF ARIZONA AND ACLU FOUNDATION OF ARIZONA CONSOLIDATING SCHEDULES OF ACTIVITIES FOR THE YEARS ENDED MARCH 31, 2011 AND 2010

	2011					
			ACLU		MEMORANDU TOTAL	
SUPPORT AND OTHER REVENUES		ACLU	FC	DUNDATION		ONLY
PURI IC CURRORT						
PUBLIC SUPPORT	Ф	200	Ф	204.000	Φ	205 420
Donations	\$	200	\$	394,920	\$	395,120
Bequests		21,315		-		21,315
Special event revenue		-		391		391
Legal services donated		-		1,159,939		1,159,939
Other in-kind donations		-		2,820		2,820
TOTAL PUBLIC SUPPORT		21,515		1,558,070		1,579,585
OTHER REVENUES						
Grant revenue		_		395,108		395,108
Shared membership fees		156,209		, _		156,209
Legal fees awarded		, -		20,562		20,562
Investment income, net		2,309		2,406		4,715
TOTAL OTHER REVENUES		158,518		418,076		576,594
TOTAL SUPPORT AND OTHER REVENUES		180,033		1,976,146		2,156,179
EXPENSES						
Program services		115,089		1,613,541		1,728,630
Management and general		60,537		269,232		329,769
Fundraising and development		21,703		104,037		125,740
TOTAL EXPENSES		197,329		1,986,810		2 194 130
TOTAL EXPENSES		197,329		1,900,010		2,184,139
CHANGE IN NET ASSETS		(17,296)		(10,664)		(27,960)
NET ASSETS, Beginning of year		413,622		455,838		869,460
NET ASSETS, End of year	\$	396,326	\$	445,174	\$	841,500

ELIMINATIONS	CONSOLIDATED TOTAL
\$ - - - - -	\$ 395,120 21,315 391 1,159,939 2,820
-	1,579,585
- - - -	395,108 156,209 20,562 4,715
	576,594
	2,156,179
<u>-</u>	1,728,630 329,769
	125,740
-	2,184,139 (27,960)
	869,460
\$ -	\$ 841,500

ACLU OF ARIZONA AND ACLU FOUNDATION OF ARIZONA CONSOLIDATING SCHEDULES OF ACTIVITIES (CONTINUED) FOR THE YEAR ENDED MARCH 31, 2011 AND 2010

	2010 (Restated)					
					MEMORANDUM	
				ACLU		TOTAL
SUPPORT AND OTHER REVENUES		ACLU	FO	UNDATION	ONLY	
PUBLIC SUPPORT						
Donations	\$	435	\$	278,019	\$	278,454
Bequests		18,699		66,396		85,095
Special event revenue		_		2,600		2,600
Legal services donated		_		198,191		198,191
Other in-kind donations		_	F	·		-
TOTAL PUBLIC SUPPORT		19,134	,	545,206		564,340
OTHER REVENUES						
Grant revenue		_		200,322		200,322
Shared membership fees		160,883		-		160,883
Legal fees awarded		_		36,868		36,868
Investment income, net		7,371		5,638		13,009
TOTAL OTHER REVENUES		168,254		242,828		411,082
TOTAL SUPPORT AND OTHER REVENUES		187,388		788,034		975,422
<u>EXPENSES</u>						
Program services		106,431		502,791		609,222
Management and general		47,319		80,672		127,991
Fundraising and development		28,430		103,748		132,178
TOTAL EXPENSES		182,180		687,211		869,391
CHANGE IN NET ASSETS		5,208		100,823		106,031
NET ASSETS, Beginning of year		408,414		355,015		763,429
NET ASSETS, End of year	\$	413,622	_\$	455,838	\$	869,460

2010 (Restated)

ELIMINATIONS	CONSOLIDATED TOTAL
\$ - - - -	\$ 278,454 85,095 2,600 198,191
<u>-</u>	564,340
- - -	200,322 160,883 36,868 13,009
	411,082 975,422
——————————————————————————————————————	375,422
- - -	609,222 127,991 132,178
-	869,391
-	106,031
	763,429
<u> </u>	\$ 869,460

ACLU OF ARIZONA SCHEDULE OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED MARCH 31, 2011

	Program Costs					
	Legislative		Public Education		Total Program Costs	
Salaries and related expenses Accounting and outside services Occupancy Printing, publications and postage Membership development Office Travel, meals and entertainment Insurance Depreciation Interest Board and volunteer Public education forums	\$	46,168 625 - 60 - 3,629 1,481 - - - -	\$	42,856 3,933 - 15,416 - 41 757 - - - - 88	\$	89,024 4,558 - 15,476 - 3,670 2,238 - - - - 123
Total Expenses	\$	51,998	\$	63,091	\$	115,089

Support Services

Adı	ministrative Costs		mbership Support	Total	
\$	36,087	\$	14,466	\$	139,577
	3,481		-		8,039
	13,538		-		13,538
	606		915		16,997
	-		6,273		6,273
	2,106		-		5,776
	2,189		49		4,476
	693		-		693
	579		-		579
	199		ene.		199
	1,059		-		1,059
					123
		_		_	
\$	60,537	_\$	21,703	_\$	197,329

ACLU FOUNDATION OF ARIZONA SCHEDULE OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED MARCH 31, 2011

	Program Costs					
		Legal	E	Public Education		Total Program Costs
Salaries and related expenses Accounting and outside services Occupancy Printing, publications and postage Litigation Information technology Office expenses Travel Event Depreciation Insurance Professional education Interest Board and volunteer Gifts Public education forums	\$	246,498 7,151 - 4,227 1,182,955 1,595 1,125 12,115 - - 2,327 - 26 -	\$	124,182 7,918 - 11,679 - 203 307 5,308 - - - 4 - - 5,921	\$	370,680 15,069 - 15,906 1,182,955 1,798 1,432 17,423 - - 2,331 - 26 - 5,921
Bad debt expense (pledges)		<u>-</u>		-		
Total Expenses	\$	1,458,019	\$	155,522	_\$_	1,613,541

Support Services

Adr	ministrative Costs	De	Fund velopment	Total		
\$	86,404	\$	50,762	\$	507,846	
	19,531		28,525		63,125	
	60,528		-		60,528	
	3,425		3,070		22,401	
	-		-		1,182,955	
	20,573		6,578		28,949	
	12,567		2,544	16,543		
	3,313		7,720		28,456	
	-		4,787		4,787	
	8,582		-		8,582	
	3,693		-		3,693	
	1,471		-		3,802	
	1,347		-		1,347	
	2,962		-		2,988	
	195		51		246	
	-		-		5,921	
	44,641				44,641	
\$	269,232	\$	104,037	\$	1,986,810	

ACLU OF ARIZONA SCHEDULE OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED MARCH 31, 2010

	Program Costs					
	Legislative		Public Education		Total Program Costs	
Salaries and related expenses Accounting and outside services Occupancy Printing, publications and postage Membership development Office Travel, meals and entertainment Equipment rental Insurance Board and volunteer Scholarships Public education forums	\$	18,334 482 2,883 19 - 408 441 315 499 - -	\$	49,035 280 7,347 21,305 - 1,111 1,783 747 96 401 850 95	\$	67,369 762 10,230 21,324 - 1,519 2,224 1,062 595 401 850 95
Total Expenses	\$	23,381	\$	83,050	\$	106,431

Support Services

Adn	ninistrative Costs	mbership Support		Total
\$	34,065 4,840 3,187 1,799 50 1,046 555 1,218 504 55	\$ 13,783 93 2,276 1,690 9,014 461 260 249 32 572	\$	115,217 5,695 15,693 24,813 9,064 3,026 3,039 2,529 1,131 1,028 850
	_	 		95
\$	47,319	\$ 28,430	_\$_	182,180

ACLU FOUNDATION OF ARIZONA SCHEDULE OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED MARCH 31, 2010

		Prog	ram Costs		
					Total
			Public	F	Program
	Legal	Ed	ducation	Costs	
Salaries and related expenses	\$ 166,955	\$	79,599	\$	246,554
Accounting and outside services	1,587		1,057		2,644
Occupancy	13,387		6,842		20,229
Printing, publications and postage	1,686		4,081		5,767
Litigation	202,371		-		202,371
Information technology	7,799		1,303		9,102
Office expenses	2,474		1,153		3,627
Travel	2,669		413		3,082
Event	-		-		-
Depreciation	1,779		909		2,688
Insurance	2,174		235		2,409
Professional education	1,494		-		1,494
Interest	887		453		1,340
Equipment rental	375		191		566
Board and volunteer	13		533		546
Recruitment	-		-		-
Gifts	-		-		-
Public education forums	 <u></u>		372		372
Total Expenses	\$ 405,650	\$	97,141	\$	502,791

Support Services

ninistrative Costs	De	Fund velopment	Total		
\$ 53,874	\$	74,467	\$	374,895	
14,669		282		17,595	
3,570		5,949		29,748	
555		3,684		10,006	
-		-		202,371	
838		8,768		18,708	
3,028		1,087	7,74		
985		2,691		6,758	
-		4,003		4,003	
475		791		3,954	
551		204		3,164	
967		-		2,461	
237		394		1,971	
100		166		832	
230		230		1,006	
175		712		887	
418		320		738	
_	page			372	
\$ 80,672	\$	103,748	\$	687,211	