

From: Ivery L Marable

10 February 2011

Subject: Noncompliance

To: **CEO and President**

Houston County Sports Officials Association, Inc
Houston County Umpires Association

In accordance with the Sarbanes-Oxley Act of 2002 (SOX) and the Whistleblower Act. I am required to notify the board of directors and the executive board or executive committee in writing about noncompliance that needs to be addressed.

A whistleblower policy (non-existent in the association), is two-fold. When the association's governing board is informed of noncompliance, the board is granted reasonable time to remove the noncompliance.

Currently, the association is governed as a private organization. No member-at-large on the Board of Directors or Executive Board or Committee. No committees..... Accountability, transparency, and compliance are nonexistent . Its time the association comply.

The below items requires the board of directors/executive board/committee attention:

1. Fulfill **Articles of Incorporation** requirements and become a **tax exempt** nonprofit legal entity. *Tho the time to apply for IRS 501(c) status has long since past, the board remains obligated to complete the requirement.*
2. Reduce **Conflict of Interests**.
3. **Ethics and Conduct** - Board ethics and fiduciary of care and duties needs to be addressed and improved.
4. **Bylaws** - amend to include the following:
 - a. Whistleblower Policy
 - b. Members-at-Large on board
 - c. Committees, Ad Hoc Committees
 - d. Removal of board member(s)
 - e. Arbitration/Mediation policy
 - f. Dissolution Clause
 - g. Open Meetings Policy
 - h. Open Governance

5. **Financial Accountability** - CFO

- a. **Full control** of all financial matters, to include invoicing schools and officials, official's payroll and the booking agent(s).
- b. **Monthly** financial report.
- c. **No Zeroing** of the bank account(s). *Nonprofits are allowed to maintain "reserve" funds.*
- d. **Accountability** of membership dues, new member fees, fines .
- e. **Reduce** self-auditing, self-policing
- f. **Yearly** budget or per sport budget
- g. **Comply** with IRS requirements

6. Address and comply with **GHSA Official Contest Handbook and Accountability Program**.

7. Maintain full liability protection of non-board members

//////SIGNED//////

IVERY L. MARABLE

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cc: C. Koziel, LLC
eMail to members