

STATE OF MINNESOTA
COUNTY OF CARVER

DISTRICT COURT
FIRST JUDICIAL DISTRICT
CASE TYPE: OTHER CIVIL

Craig Liechty and Michael Fisher,)
)
Plaintiffs,)
)
v.)
)
Keith Anderson and Audi Car Club of)
North America, Inc.,)
)
Defendants.)

Court File No.

AFFIDAVIT OF MICHAEL FISHER

STATE OF _____)
) ss
COUNTY OF _____)

Michael Fisher, being duly sworn, states:

1. I am a lifetime member and current director in the Audi Car Club of North America, Inc. ("Audi Club").
2. This Affidavit is submitted in support of Plaintiffs' Motion for Preliminary Injunction and sets forth material facts based on personal knowledge or documentary evidence which I believe are not subject to dispute.
3. I have reviewed the Affidavit of Craig Liechty and hereby confirm and incorporate by reference the factual allegations contained therein which I have personal knowledge of.
4. My involvement in the Audi Club began in 1991 and I am proud to say that I am Member Number 622 in a club that has now grown to nearly 10,000 members. I am an active

member of the Michigan Chapter of the Audi Club and have voluntarily devoted substantial time and resources to the success and well-being of the Club. In national elections of the Audi Club members, I was elected on several occasions to serve on the Audi Club Board of Directors. By election of the Board of Directors, I have also held a number of officer positions, including President and Chairman of the Board.

**I Was Elected By Members Of The Audi Club To Serve A Three-Year
Terms On The Audi Club Board Of Directors**

5. In 2005, in accordance with the Audi Club's Bylaws, the voting members of the Audi Club elected me to a three-year term on the Board of Directors running from 2006 through 2008.

**Defendant Anderson Has Improperly Attempted To Remove Me From
My Elected Position On The Audi Club Board Of Directors
Before The Expiration Of My Elected Term On December 31, 2008.**

6. In a letter to me dated January 12, 2007, defendant Anderson stated that under some members of the executive committee's interpretation of the Amended Bylaws, Article V. Directors, 5.2. Term, that "since the language of the amendment does not contain a grandfather clause, it would not be appropriate to allow directors serving more than nine years to continue in that capacity." Anderson's January 12, 2007, letter to me goes on to state that, "as a result, the executive committee is writing to advise you that you are no longer on the Board of Directors." A true and correct copy of this January 12, 2007, letter is attached as Exhibit 1.

7. Defendant Anderson's improper and unlawful attempt to remove me from the Audi Club Board of Directors before the term for which I was elected expires violates the Audi Club Bylaws and the Minnesota Non-Profit Corporation Act, both of which expressly provide that elected directors are to hold office for the term for which they were elected.

8. Also, at the time defendant Anderson attempted to terminate my position as an elected member of the Audi Club Board of Directors, I had not served as a member of the Board of Directors for more than nine consecutive years.

9. After sending his January 12, 2007, letter, defendant Anderson has taken actions to exclude me from acting in my capacity as an elected director and to prevent me from participating in the affairs, activities, and concerns of the Audi Club Board of Directors.

10. After attempting to terminate my position on the Audi Club Board of Directors before the expiration of my elected term, defendant Anderson then improperly acted through certain members of the executive committee, without the authority and consent of a required quorum of the Board of Directors, to manage the affairs, activities and concerns of the Audi Club in violation of the Audi Club Bylaws.

11. If I am not restored to my rightfully elected position on the Audi Club Board of Directors before the expiration of my elected term, I will be irreparably harmed and have no adequate remedy at law. Defendants' wrongful and improper conduct prevents me from fulfilling my rights and obligations under the Audi Club Articles and Bylaws as an elected member of the Board of Directors, and threatens the ongoing success and operations of the Audi Club. Of specific concern is the effect my attempted removal from the Board will have on the Audi Club's very important relationship with Audi of America. It is critical that Audi of America continues to support the Audi Club and defendants' actions in attempting to remove me and Craig Liechty from the Board threaten the success of that relationship which Craig Liechty and I have worked very hard to develop.

FURTHER YOUR AFFIANT SAYETH NOT.

Michael Fisher

Subscribed and sworn to before me
this _____ day of May, 2007.

Notary Public