

Dear ACNA Executive Committee Member,

It is very disconcerting to ask these questions and be met with nothing but silence. Specifically, the current Executive Committee has not responded to any of my emails in the past eight months. Not a peep from any of you, with the exception of Karen Chadwick who has recently gone silent on me. Now comes the news of the lawsuit filed against Keith Anderson by Craig Leichthy and Mike Fisher. (see attachments) Immediately following the filing of the lawsuit, the Executive Committee announces that it has selected two replacements for the BOD, even though the bylaws specifically state that the EC has no authority to do so. It would appear that openness, honesty and transparency are qualities that the Executive Committee is now actively avoiding. This must change immediately.

If you, as a member of the Executive Committee, are firm in your convictions that what you are doing is right, then you should be able to answer all these questions without any qualms or hesitation. If you are unwilling to answer these questions, it is time to re-evaluate what you are doing and how you are leading the ACNA. If you refuse to answer these questions, then how can you state that what you are doing is for the good of the ACNA?

At this point I am all but convinced that you are no longer operating with the interests of the ACNA in mind. To the contrary, it would seem that you are endangering the club by flagrantly violating the bylaws with no regards for the effects of your actions and little care for the club and its members. Not only do these violations put the 501(c)3 status at risk, but they further damage the relationship with AOA. If AOA should pull their support of the ACNA, they can also remove any right to use the Audi name and associated trademarks. I don't think I need to enumerate how adversely that would affect the club. I am giving you yet another chance to voice your position about the events and try to convince me and other interested members that you are not operating strictly out of self-interest.

I am re-submitting my original questions, along with a few new ones, to each of the members of the ACNA Executive Committee. I would very much like an acknowledgment, if not forthright, honest answers from each and every one of you. To completely ignore these queries is at best unprofessional, and certainly not what I expect from those who have pledged to serve the club and all its members. Right now, I have but one side of the story; if you want to make yours known, then now would be the time. Should you decide not to respond, I will assume the worst case applies to all the questions that I have posed. If you feel this is not the case, you must supply answers with due haste.

Regards,

Jonathan Porath  
Member 18443

The original questions, with answers as have been provided by members of the BOD.

11.) During the teleconference with the chapter representatives on October 30, Mark Sampson and Keith Anderson both told the reps that the term limit bylaw amendment would not cause the removal of Craig Leichthy or Mike Fisher from the Board of Directors. When pressed that the amendment, as written, provided no such sunset clause, both Mark Sampson and Keith Anderson stated that they will ignore this and absolutely not do anything to remove Craig Leichthy or Mike Fisher from the BOD. As members of the Executive Committee that is attempting to oust Mr. Leichthy and Mr. Fisher, they appear to have had an abrupt about face. What prompted such a change of opinion and caused them to pursue an action that they promised the Chapter Representatives, and thus the entire club, that they would absolutely not pursue?

A - Unknown

12.) The Executive Committee met to discuss the removal of Mike and Craig at some point in December. Was then-director and Executive Committee Chairman Craig Leichthy notified and invited to this meeting? Did he participate in the meeting?

A-Craig did participate in the meeting. He was asked to resign from the BOD because the term-limit bylaw amendment has been voted in place. Craig refused to do so and excused himself from the rest of the meeting. The remaining members of the EC- Mr. Anderson, Mr. Sampson, Mr. Veglia and Ms. Chadwick then made a motion to remove Craig from the BOD, it was seconded, voted upon and passed.

13.) Although the Executive Committee is entrusted with bylaw compliance, the board of directors holds power of bylaw interpretation. After the amendment passed, did the BOD discuss and decide upon the effect of the bylaw amendment would have upon Craig and Mike? If not, who interpreted the bylaw amendment to require the removal of Mr. Leichty and Mr. Fisher and authorized the Executive Committee to exact compliance?

A-Since there has been no BOD meeting, they have not offered any interpretation of the bylaw amendment. The EC is acting on its own, without authority or accountability to either the BOD or the members.

15.) Above all else, the bylaws do not appear to have any provision whatsoever to remove a board member. Only the removal of Executive Committee members are included in the bylaws, and only then by a vote by the Board of Directors. When was the authority granted to the Executive Committee to remove a BOD member and who granted that authority?

A-This authority was never granted. The EC is acting without authority or the power to perform these acts, in direct violation of the bylaws.

16.) As stated above, only the BOD has the authority to remove an Executive Committee member from office. Although the four members of the Executive Committee do not regard Craig as a BOD member, he is still Chairman of the Executive Committee, just as Dean Esmail remains the Vice President. Why has the EC not notified Craig of EC meetings and allowed him to participate?

A-The EC does not recognize Craig as a member of the EC. Per the bylaws and lawsuit, they, once again, do not hold the power to make this decision. Once again they are acting without regard for the bylaws, code of ethics or respect for the office of the Chairman.

17.) According to the ACNA BOD meeting minutes dated February 2005, the Executive Committee cannot approve expenditures; it can only make recommendations to the board of directors. Again, who approved the funding for the ACNA raffle? If it was the Executive Committee, have other expenditures been approved by the Executive Committee?

A - The EC approved the funding. What else has been approved is as yet unknown.

18.) According to the ACNA BOD meeting minutes dated February 2005, the Executive Committee must provide both an agenda and minutes to the BOD for the EC meetings. Has the EC the done so for all the meetings that they have held since the last BOD meeting in November 2006?

A-Neither agendas nor minutes have been filed with any members of the 2007 board of directors. The EC is operating with no oversight whatsoever.

Now, on to the new questions:

19.) Have minutes been maintained of the EC meetings? When will they be made available to the 2007 BOD ?

A-Unknown

20.) How long have you been aware of the discussions, legal letters and the potential lawsuit against the ACNA from Mr. Leichty and Mr. Sampson? When were you made aware of the January 29 2007 letter

from Mr. Juliano? When were you made aware of the May 4 letter from Mr. Ponessa? Did the Executive Committee vote to disregard Mr. Ponessa's letter and allow the lawsuit to occur?

A - Unknown

21.) The Executive Committee met with the management of AOA to discuss plans for the upcoming year and to make the annual presentation. Why was the board not notified of the meeting with AOA? Why were they not allowed to contribute to the presentation? Who created the presentation to AOA?

A - Unknown

22.) Was there a discussion and decision by the EC not to notify the BOD of the presentation meeting with AOA? If not, when did you learn that they would not participate either in the meeting or contribute to the presentation?

A - Unknown

23.) What was the reason given to AOA for the full board not appearing at the presentation as it has at all past presentation meetings?

A - Unknown

24.) At any of the EC meetings, did Ms. Chadwick vote on any of the motions? Did Ms Chadwick vote on the decision to remove Craig Leichty and Mike Fisher? Did she vote to appoint Dean Esmail and Giovanni Tomassi? Did Ms. Chadwick vote to purchase the Audi TT for the raffle?

A-Unknown

25.) Has there been any discussion by the EC about paying the legal bills for the lawsuit using ACNA funds? Has the EC voted to approve these funds?

A-Unknown

26.) Has the EC or BOD been participating in the AOA/ACNA monthly teleconferences? If not, why haven't Mr. Sampson, Mr. Anderson and Ms. Chadwick followed through with this as they promised AOA per the October 2006 BOD minutes? If not, was AOA notified that the calls would not take place as planned?

A - Unknown

27.) Article 5.2 of the ACNA bylaws states: "Any vacancies occurring in the Board of Directors shall be filled by a vote of the majority of the directors then in office." What makes the Executive Committee believe that they have the authority to appoint anybody to the Board of Directors?

A-Unknown

28) If the Executive Committee believes that "The purpose of the amendment to Article V.5.2 is to help the club to grow and expand under new leadership." Then why did they pass over John Horner in their 'election' of the two new BOD members? After all, he was the first runner up in the election.

A-Unknown

29) How is it in the best interest of the club to 'elect' two new board members via means that seem dubious at best, immediately following the serving of a summons for litigation on this very subject? At first blush, it would seem to be the most reckless and irresponsible time to do this. What is the rationalization of the EC for the timing of this 'election'?

A - Unknown

30.) Who wrote the bylaw amendments? I have asked this before and it was never answered. I asked Mike Collier and he said he did not know. Who made a motion to accept the bylaw amendments and who seconded?

A-Unknown

31.) There are no BOD minutes that make mention of the approval of the proposed bylaw amendments. When and how did the BOD vote on these amendments without having a regular meeting?

A-The bylaws as written were never discussed during a regular board meeting. Nor were they voted upon during a regular board meeting. I spoke with Mike Collier about this and he stated that the bylaw amendments were voted upon via email without any prior discussion. This violates the voting procedures as stated in the ACNA bylaws. At the next normal board meeting Mr. Collier stated that what had occurred was polling and was not an actual vote. Mr. Anderson stated that it was already voted upon via email. Mr. Collier reminded the board that the vote was illegal but his statement was disregarded. Mr. Collier asked about discussion of the bylaw amendments, and Keith Anderson stated "We're discussing it now, aren't we?" This violates the bylaws, the code of ethics and Robert's Rules of Order. As such, it would seem that the BOD never actually voted upon the bylaw amendments as written and therefore they are not valid.

Thank you for your attention in these matters. I look forward to hearing from each of the Executive Committee members separately on these issues.

Regards,

Jonathan Porath  
Member 18443