

This is posted with permission from Marc Nguyen, president of the Potomac-Chesapeake Chapter of the ACNA

From: Marc Nguyen [mailto:quattrosarky@metronets.com]  
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CraigLiechty@hotmail.com; KarenChadwick; Mike Fisher Cc: [Vikki@audiclubna.org](mailto:Vikki@audiclubna.org)

Subject: Re: Amended ACNA bylaw 5.2

Keith and members of the Board,

As the head of the Potomac-Chesapeake Chapter, one of the largest if not the largest chapter in the country, I am disturbed to see this attempt at removing Craig and Mike from the Board. Since the last Board election and bylaw vote, along with some other events that have taken place over the past year, I have had to personally question the sincerity, honesty, and integrity of some members of the Board and whether they truly have the best interests of the club in mind. To a point that I have seriously considered resigning my position with PCC. Most of the chapter volunteers and many chapter members I have spoken to at events this year have echoed similar feelings. We feel betrayed by this attempt to remove Mike and Craig after being told in the October 30 chapter rep meeting that this was not the intent of the amendment to section 5.2 of the bylaws.

I think that ACNA is at a crossroads and if corrective actions to mend fences and start representing the entire membership are not taken soon, the club will cease to exist as it does today. The work all of us have put into building a 10,000 member club will be lost along with a 1000 member strong Potomac Chapter, but given the direction I see I am willing to walk away and put my time and efforts elsewhere. I hope that the Board is able to start taking some positive steps soon.

For now, I will continue as is, but request an explanation of how the attempted removal of Craig and Mike and appointment of replacement Board members without a full Board vote is in accordance with ACNA bylaws. I have reviewed them and point to sections 5.2 and 5.4 copied below. From the text in bold, I understand that a MAJORITY of the Board must vote on filling director positions and that the ENTIRE Board must be involved in the interpretation of the bylaws. It seems that a few members of the board are interpreting the bylaws and implementing as they see fit.

5.2. Term. Each director of this organization shall be elected to serve a term of not more than two consecutive three-year terms. A director shall hold office for the term for which he or she was elected until the end of the meeting at which his or her successor has been elected. Any vacancies occurring in the Board of Directors shall be filled by a vote of the majority of the directors then in office. Members may not serve on the Board of Directors as an Officer or Director in an appointed or elected capacity for more than

nine consecutive years. The member that served nine consecutive years as a director or officer may then elect to run for a position after a one year absence from Board of Directors.

5.4. Management of Affairs of Organization. The property, affairs, activities, and concerns of the organization shall be managed by the Board of Directors, which, without limiting the scope of the foregoing, shall have the power to appoint the officers of the Club, to appoint and direct agents, to grant general or limited authority to officers, employees and agents of the Club, to make, execute and deliver contracts and other instruments and documents in the name of and on behalf of the Club. In addition, the Board of Directors may exercise all the powers of the Club and do all lawful acts and things which are not reserved to the members, by law, or the bylaws of the Club. The Board of Directors shall interpret the bylaws.

In addition, section 7.1 specifies that the Executive Committee will ensure compliance of the bylaws, but how can the committee enforce anything without the full board agreeing to an interpretation of the bylaws as specified in 5.4. Section 7.2 also indicates that the President may conduct business on behalf of the club, but with support of the board.

7.1. Executive Committee. The Chairman, President, Vice President, Secretary, Treasurer and Executive Director shall constitute the Executive Committee. The Committee shall be responsible for proper conduct of the administrative affairs of the Club, the proper functioning of the Committees, and shall ensure compliance with the Bylaws. All decisions of the Committee shall be a majority vote unless otherwise provided by these Bylaws.

6.2. President of the Board. The President of the Board shall be the Chief executive officer of this Club and shall be responsible for the general supervision, direction and management of the affairs of the Club. The President may execute on behalf of this organization all contracts, deeds, conveyances, and other instruments, which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this organization. The President shall preside at all meetings of the Board of Directors and shall be an ex-officio member of all standing committees of the Board.

I look forward to hearing from you soon.

Regards,

Marc