

June 1, 2007

Keith Anderson, Dean Esmail, Mike Veglia, Mark Sampson, Karen Chadwick
Executive Committee
Audi Club North America
111 North Main St.
Oconomowoc, WI 53066-5201

Dear members of the Executive Committee of the Audi Club North America,

We, as representatives of the chapters of the ACNA, are writing to express our concern with the recent actions of the ACNA Executive Committee, and our hope that the Executive Committee will, in the interests of the club membership of which we are stewards, reverse specific actions that are inconsistent with the ACNA Bylaws and Code of Ethics.

It is the belief of the undersigned that the following actions of the ACNA Executive Committee are not in accordance with the bylaws of the ACNA and the ACNA code of ethics: approval of bylaw amendments for ballot inclusion without a proper Board vote; interpretation of the bylaw amendments of the last election such that they would apply retroactively to board members elected in said election; appointment of replacement members to the Board of Directors.

In light of the recent letter by Johan de Nysschen, we believe that the ACNA must demonstrate to Audi of America that it is supporting the rights of its members. This means that the Board of Directors of the ACNA must act in the best interests of the membership of the club, and not jeopardize the relationship between the ACNA and its primary sponsor, Audi of America, or the club's status with the IRS as a 501(c)(3) educational non-profit organization. We further believe that Mr. de Nysschen's letter indicates significant concern on the part of Audi of America, and thus significant risk to the club's future.

The proposed Bylaw amendments to sections IV.4.3, IV.4.5, V.5.2, VII.7.1, and XI.11.2 were presented in the 2006 ballot improperly. The Board never held legitimate discussions, or voted on approving the the Bylaw amendments as written since the Amendments as written were never presented nor voted on during a meeting of the Board of Directors. This is in direct violation of section XI of the Bylaws. This is compounded by election proceedings that were completely improper and counter to any accepted standards for a secret ballot — voter names appearing on ballots, votes visible without opening an envelope, and votes being delivered not to a disinterested third party, but rather to the Executive Director who stood to benefit from the outcome of one of the bylaw amendments.

Section V.5.2 of the bylaws states that "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." This indicates that the interpretation of the bylaw amendment by the Executive Committee of the club is incorrect.

Furthermore, during the October 30th Chapter Representative's meeting, multiple members of the executive committee stated (and reported in the minutes of that meeting) that, regarding passage of the Bylaw amendment to V.5.2, "affected Directors are NOT kicked off immediately, will be allowed to serve out their term". That promise, also, has been broken by these actions.

The ACNA Board meeting minutes from May 14, 2007 state that "It is the Executive Committee's responsibility to ensure compliance with the bylaws." This is true, according to the bylaws: "The [Executive] 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." However, this only makes sense within the context of Section 5.4 - "The Board of Directors shall interpret the bylaws". Interpretation of the recent amendments to the bylaws is the duty of the Board of Directors; compliance with said interpretation is the duty of the Executive Committee.

Even accepting the improper dismissals of two members of the Board of Directors, section V.5.2 of the Bylaws states that "Any vacancies occurring in the Board of Directors shall be filled by a vote of the majority of the directors then in office." Thus, a vote on this issue by the Executive Committee has no legal weight. No Board Meeting minutes describe any applicable vote by a majority of the Board at a meeting with a quorum in attendance.

We, the undersigned, ask that the Executive Committee and Board of Directors of the ACNA immediately reverse the improper actions described above, adhere to the Bylaws and Code of Ethics, and preserve the trust of the membership by furthering the mission of the club and avoiding harm to the status of the club.

Sincerely yours,