



THE BYLAWS OF THE NORTHEAST CHAPTER OF THE AUDI CLUB NORTH AMERICA

ARTICLE I. Name, Territory, and Definition

1.1) Name: The name of the organization shall be: Audi Club North America - Northeast doing business as Northeast Chapter of the Audi Club North America (ACNA), and be abbreviated as NEQ.

1.2) Territory: The territory of the NEQ includes the following three (3) states: Connecticut, New York, and Vermont authorized by the Audi Club North America (ACNA) and the members participating in the formation of the Northeast Chapter.

1.3) Definition: An "Audi" automobile is defined as an automobile manufactured by Audi AG or its successor, having an engine and drive train manufactured by Audi AG and designated as an "Audi" automobile by Audi AG.

ARTICLE II. Powers and Purpose

2.1) Powers: The Chapter shall be empowered conduct business and activities, as a chapter of a not-for-profit organization under section 501(c)(3) of the Internal Revenue Code, necessary to carry out the general objectives of the NEQ as set forth in the ACNA Articles of Incorporation issued to the ACNA under the statutes of the State of Minnesota and in these bylaws as approved by ACNA.

2.2) Purpose: The purpose of the chapter shall be to promote driver safety, education, and the appreciation and enjoyment of Audi automobiles.

ARTICLE III. Membership and Dues

3.1) Eligibility and Requirements: There shall be four classes of membership in the NEQ: Active, Family, Associate and Affiliate. In order to maintain membership in the NEQ, the member must be a member in good standing with the ACNA.

3.2) Active Members: Active membership shall be restricted to owners, lessees, or co-owners of Audi automobiles, who are 18 years of age or older, who are members in good standing of the ACNA and reside in the NEQ Chapter territory. If an active member sells or transfers ownership of all of his or her Audi(s), he or she shall become an Associate member.

3.3) Family Members. A family member is a person, 18 years of age or older, joining in conjunction with an Active, Associate or Affiliate member. A family member must reside in the same dwelling as the Active member.

3.4) Associate Members: A persons, 18 years or older, other than owners, lessees, or co-owners of Audi(s) are Associate members of the NEQ if they are also Associate members in good standing of the ACNA and reside in the NEQ territory. Associate members enjoy all the benefits of the chapter. Their



membership in the Chapter shall be subject to the same restrictions as are imposed from time to time on Associate members by the ACNA. Associate members may vote and serve on the board of directors.

3.5) Affiliate Members: An Affiliate member is defined as an Active or Associate member of ACNA who does not reside in the NEQ territory. Affiliate membership can be appointed to such individual only by a 2/3 majority vote of the board of directors. Once appointed, an Affiliate Member will have benefits similar to an Active or Associate member of the NEQ. Affiliate members may vote and hold an elective office in the NEQ. Affiliate members may not hold office in another chapter while an Affiliate member of NEQ. Affiliate membership is at the will of the board. ACNA members not residing in NEQ territory that are assigned to NEQ via a request submitted to ACNA shall only be considered NEQ members when recognized by the NEQ board of directors as Affiliate members.

3.6) Membership Year: The membership year of the NEQ shall run concurrently with the membership year of the ACNA, and commence upon payment of ACNA dues and continue for the term purchased by the payment.

3.7) Dues: In addition to annual membership dues set by the ACNA, the NEQ board of directors, with approval of ACNA, may establish annual Chapter membership dues in an amount to be determined from time to time for the purpose of defraying costs directly associated with providing services to Chapter members. Timely payment of such dues, if established, is required to maintain membership in the Chapter.

3.8) Privileges and Voting Rights: Active, Family, Associate, and Affiliate members shall be entitled to exercise voting rights and are entitled to all privileges of the Chapter at the annual meeting and any special membership meetings. Members shall be invited to attend all driving schools and other events scheduled by the NEQ or the ACNA.

3.9) Suspension and Expulsion. Any member may be suspended from Chapter Membership or board participation by a 2/3 vote of the Board of Directors of the Chapter for infractions of the Club rules, and policies or for misconduct which is action adverse to the general objectives, principles or best interests of the Chapter. Upon written notice of such suspension, the suspended member shall be afforded reasonable opportunity to be heard in person or through a representative, by the Board of Directors suspending such member or a committee or designee appointed by it for the purpose, concerning the alleged misconduct. The Board of Directors may thereafter continue the suspension, expel the member, or take whatever action, in its sole discretion that it deems appropriate under the circumstances, and its decision shall be final.



ARTICLE IV. Meetings

4.1) Annual Meeting: An annual meeting of the chapter shall be held in the first month of the calendar year, at which time the election of officers to serve for the ensuing year will take place.

4.2) Notice of Annual Meeting: The secretary shall notify the chapter membership of the annual meeting at least fourteen (14) days in advance of the meeting by whatever means are deemed appropriate by the Board of Directors. The notice shall set forth place, date, time, purpose and relevant electronic access when applicable.

4.3) Order of Business: The order of business at the annual meeting shall be determined by the President with input from the board and must include the annual report and the treasurer's financial report.

4.4) Meeting Place. Meetings shall be held at such locations as are determined from time to time by the Board of Directors. The Board of Directors shall hold regular meetings at a date and time to be set by the Board. Regular meetings of the Board of Directors may be conducted via means of commonly used remote communications methods.

4.5) Annual Report. There shall be an annual report presented at the annual meeting highlighting the actions of officers, directors, and committees, and the transaction of other business, including financial statements. The report shall also be distributed by mail and/or electronic means to all active members.

4.6) Special Meetings. Special meetings of the members of this organization may be called at any time by the President, the Board of Directors by majority vote, or upon written request from at least 5% of the membership of the Chapter. Anyone entitled to call a special meeting of the members must make written request to the President to call the meeting, setting forth time and purpose thereof, to be held no later than 90 days after receiving the request. If a special meeting is demanded by the members, the meeting shall be held in a physical location or by remote communication method to be designated in the notice. If the Secretary fails to give notice of the special meeting within 30 days from the date on which the request is received by the President, the member(s) who requested the meeting may fix the time and place of the meeting and give notice thereof at least 30 days in advance. The business transacted at the special meeting is limited to the purposes stated in the notice of the meeting. Any actions resulting from a special meeting must be ratified by a 50% +1 majority of the membership then voting in a Chapter referendum to be held not more than 60 days following the meeting.

4.7) Proxy Voting. The notice of any type of meeting at which members may vote by proxy shall so inform the members and shall describe the procedure for appointing, verifying and counting proxies. Proxy voting is not allowed for Board of Director meetings.



4.8) Voting Quorum. At all types of meetings of the members, each active member shall be entitled to cast one vote on any question coming before the meeting. Members may vote by proxy. The presence of 5% of the Chapter's membership in person or by proxy shall constitute a quorum of any meeting thereof. If less than a quorum is represented, no business will be conducted and the meeting will be adjourned. A majority vote of the members present and entitled to vote at any meeting at which a quorum is present shall be sufficient to transact any business. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which the adjournment takes place.

4.9) Rules of Order: Roberts' Rules of Order Newly Revised shall govern in all cases not provided for within these bylaws.



ARTICLE V. Directors

5.1) Number and Method of Election The Board shall consist of nine (9) directors to include the four (4) officers and 5 other directors. The board of directors may be composed of Active, Associate and Affiliate members, but Associate, and Affiliate members, may not constitute more than 1/3 of the total number of the members comprising the board of directors. The Directors of this organization shall be elected by eligible voting members in the last quarter of the calendar year

5.2) Term: Each director of this organization shall be elected to serve a term of not more than two consecutive three (3) year terms. A director shall hold office for the term for which he or she was elected until the board meeting at which his or her successor has been installed. A former director, once he or she has served two consecutive terms may not serve an additional term unless he or she has been out of office for one full year.

5.3) Vacancies: Any vacancies occurring in the Board of Directors shall be filled by a vote of the majority of the directors then in office to fill the unexpired term. Members appointed by the Board to serve an unexpired term of less than three years are eligible to serve two three year terms as elected by the membership.

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

5.5) Resignation: Any director may resign at any time by giving written notice thereof to the president. Any resignation shall be effective immediately unless a date is specified for it to take effect. Failure of a board member to meet any of the requirements for membership in the NEQ and/or in the ACNA will be considered a de facto resignation.

5.6) Attendance. Officers and Directors must attend seventy-five percent of scheduled meetings of the Board of Directors each fiscal year. Absences beyond seventy-five percent may be excused by a majority vote of the Board of Directors for extenuating circumstances.

5.7) Conflict of Interest. Any director or officer shall abstain from voting or taking any official action directly affecting a business or other undertaking in which the director or officer has a substantial financial interest or is engaged as an attorney, adviser, consultant, representative or agent. It is the responsibility of the affected person to inform the Board of Directors of any potential conflict of interest or even the appearance of a conflict of interest.

5.8) Anti-Nepotism. No person shall serve as a director or officer while a member of their immediate family serves on the Board of Directors without prior notice and approval by a majority of the Board of Directors. A "member of the immediate family" shall mean an individual's spouse, parent, stepparent, grandparent, son or daughter, stepson or stepdaughter, or grandson or granddaughter.



ARTICLE VI. Officers

6.1) Officers and Tenure: The officers of this Chapter shall be as set forth in these Bylaws and such additional officers as the Board of Directors may from time to time designate. Officers shall be elected by and from the Board of Directors at the Annual Meeting to serve for a term of one year or until their successors are installed. Any officer may at any time be removed by the Board of Directors with just cause. No person may hold more than one office at the same time. No officer shall serve in the same office more than three consecutive terms with the exception of the Treasurer with Board approval. The Officers of the NEQ Board will be board members and shall be a president, a vice president, a secretary, and a treasurer, each to serve a term of one (1) year or until a successor is elected and installed in office.

6.2) President of the Board: The president shall be the chief executive and operating officer of the Chapter. He or she shall preside at all meetings of the board of directors and of the membership. He or she shall be responsible for the general operations of the Chapter. He or she may execute on behalf of the Chapter 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 the Chapter. The president shall be an ex-officio member of all standing committees of the Board. The president shall prepare an annual report to be presented at the annual meeting.

6.3) Vice President: In the absence or incapacity of the president, the vice president shall perform the duties of and have the same authority as the president. He or she shall perform such other duties as usually pertain to the office of the vice president and/or as assigned from time to time by the president and/or the board of directors.

6.4) Secretary: The secretary shall make and keep a permanent record of the proceedings at all meetings of the membership and of the board of directors and shall be the custodian of the records of the Chapter. In the absence of the secretary, a temporary secretary shall be appointed by the chairperson of the meeting. These records shall be transferred to the new secretary at the time and place of the annual meeting. He or she shall also perform such other duties as may be assigned from time to time by the president and/or the board of directors.

6.5) Treasurer: The treasurer shall be responsible for maintaining accurate financial records for the Chapter and safeguarding the financial assets of the Chapter. He or she will provide a report of the Chapter's financial transactions and status to the board of directors at its annual meeting, and from time to time shall make such other reports to the board of directors as it may require. The financial records shall be transferred to the new treasurer at the time and place of the annual meeting. The treasurer has primary responsibility for establishing and maintaining the Chapter's bank account, and for signing checks drawn on the Chapter's account. However, to ensure continuity and in the absence of the treasurer, the president shall have authority to sign checks drawn on the Chapter's account. The treasurer shall also perform such other duties as may be assigned from time to time by the president and/or the board of directors.

6.6) Additional Powers: Any officer of this Chapter, in addition to the powers conferred upon him or her by these bylaws, shall have such powers and perform such additional duties as may be prescribed by the Chapter's Board of Directors. Under no circumstances will a member of the board of directors have more than one vote.



ARTICLE VII. Executive Board and Committees

7.1. Executive Committee. The President, Vice President, Secretary, and Treasurer, shall constitute the Executive Committee. The Committee shall be responsible for proper conduct of the administrative affairs of the Chapter, 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. The Executive Committee may meet between regular and special Board meetings to conduct business on behalf of the full Board. Any actions taken by the Executive Committee must be ratified at the next meeting of the full Board.

7.2. Standing Committees. The president shall appoint and the board shall approve all standing committees and ad hoc groups as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted or delegated to it by the Board of Directors. Committee members need not be directors of the Chapter. Standing committees may from time to time include:

- Nominating
- Communications and marketing
- Policies and Procedures
- Membership
- Driving Schools
- Instructor
- Finance
- Audit
- Ethics
- Dealership Relations
- Social.

7.3. Meetings and Voting. Meetings of any committee may be held at such time and place as are announced by the committee. Meetings of any committee may also be called at any time by the chairperson of the committee or by the President, on at least five days' notice by mail, email, or two days' verbal notice by telephone or in person. The presence of a majority of the membership of any committee shall constitute a quorum at any meeting. A majority vote of the members in attendance at the meeting of a committee shall be sufficient for the transaction of the business of such committee. Committee actions are not binding until approved by the Board of Directors.



ARTICLE VIII. Nominations and Election of Directors and Officers

8.1) Nominating Committee: The president shall present to the board of directors for ratification a nominating committee, consisting of three (3) active members, which may nominate candidates for the Board of Directors and officers. By October first of each year the committee shall solicit recommendations of nominees for board members and shall investigate the qualifications of the persons under consideration. All nominees for Board of Director positions must have been a member in good standing for at least two years prior to the election. By no later than October 31st the complete list of candidates including those described in section 8.2 shall be submitted to the board of directors for approval. The list of candidates will be included on a ballot that will be mailed and/or distributed electronically to all members no later than November 21st. The list of candidates, with biographies, will be posted on the chapter website. The election will take place from December first to the fifteenth.

8.2) Additional Nominations: Additional nominations may be made by any group of members of not less than ten (10) who forward such nominations, personally signed by each and accompanied by a statement of the nominee indicating willingness to serve, to the nominating committee no later than October 21st. Candidates must have been a member in good standing for at least two years prior to the election.

8.3) Conduct and Results of Election: It shall be determined if each voting member was a member in good standing at the date of the election. A disinterested third party will be used to count the ballots and certify the results to the Board. Upon election to the Board of Directors, the Secretary shall notify each person of their election and maintain the documentation of the election for one year after the election. The results of the election will be posted on the Chapter web-site. Voting and membership confirmation via third party electronic or web based method is deemed to meet the requirements of this section. The President may, from time to time, appoint a voting committee to assist in this process. Voting will be either via electronic (remote communications) means OR by paper ballot. The two methods shall not be combined.

8.4) Installation in Office: Directors shall be installed in office at the annual meeting or on January 30 following the election, whichever comes first. Immediately following the installation of the new directors, the board of directors shall elect and install new officers.



ARTICLE IX. Indemnification.

9.1) Indemnification of Officers and Directors. To the full extent permitted by any applicable law, this organization shall indemnify and defend each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, or administrative claim, litigation, arbitration or investigative proceeding including a proceeding by or in the right of this Chapter, by reason of the present or former capacity of such person as

(a) a director, officer, employee or member of a committee of this organization, or

(b) a director, officer, partner, trustee, employee, or agent of another organization who while a director, officer, or employee of this organization, is or was serving the other organization at the request of this organization whose duties as a director, officer or employee of this organization involve or involved such service to the other organization, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided under this section.

9.2) Insurance. This organization may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or member of a committee of this organization in addition to coverage already provided by ACNA against any liability asserted against such person and incurred by such person in any such capacity.



ARTICLE X. Miscellaneous

10.1) Fiscal Year: Unless otherwise set by the board of directors, the fiscal year of this region shall coincide with the fiscal year of the ACNA to begin on January 1 and end on the succeeding December 31.

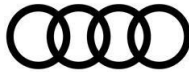
10.2) Electronic Communications: A member, board member or committee member may participate in a meeting by any means of communication by which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by electronic means constitutes presence in person at the meeting. A conference among members, directors, or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the members, Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by such means constitutes presence in person at the meeting.

10.3) Authority to Borrow, Encumber Assets: No director, officer, agent, or employee of this Chapter shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of such purposes and may be general or limited to specific instances.

10.4) Deposit of Funds: All funds of this Chapter shall be deposited from time to time to the credit of this Chapter in such federally insured banks, trust companies, or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors.

10.5) Use of Funds. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. Any payments to ACNA members for work that might be performed by volunteers must have prior approval by Board of Directors. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or Corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(o)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code or prohibited by the Minnesota Nonprofit Statues.

10.6) Dissolution. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes to the ACNA within the meaning of IRS Revenue Code section 501(c)(3), ACNA



bylaws, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XI: Ratification and Amendment of Bylaws

11.1) Ratification: The bylaws of the NEQ shall not contain any provisions inconsistent with the Articles of Incorporation and bylaws of the ACNA. The bylaws of the Chapter are subject to approval by the ACNA Board of Directors.

11.1.1) Severability: If any provision in the Chapter bylaws is invalid or unenforceable, or becomes invalid or unenforceable through the amendment of the Articles of Incorporation or bylaws of the ACNA, or through changes in established ACNA national policy, all remaining provisions of the Chapter bylaws shall remain in full force and effect.

11.2) Amendments to bylaws: The board of directors or members in good standing constituting at least five percent (5%) of the Chapter's membership may propose amendments to these bylaws. Amendments proposed by the members shall be submitted to the Secretary in writing and shall be signed by each such member.

11.3) Majority Vote: These bylaws may be amended by a majority of the votes cast in a referendum of the membership, which shall be conducted by electronic ballot or other form approved by the Board of Directors.

11.4) Ballots: Votes for or against a proposed amendment to these bylaws shall be cast in a manner approved by the Board of Directors. All ballots shall be mailed, e-mailed, or submitted by the manner approved by the Board of Directors to the secretary no later than the date set forth in the referendum. Ballots not executed and presented in accordance with the above shall be invalid. The NEQ Board of Directors shall define what constitutes a valid ballot and communicate the criteria to the membership prior to voting taking place. Electronic balloting shall be an approved method of balloting and notification of the membership

11.5) Tabulation of Votes: The Secretary and two directors designated by the president shall tabulate the votes cast in the referendum within fifteen days of the return date.

11.6) Notice of Vote or Referendum Results: The notice of the ballot and the results of the referendum shall be published on the Chapter web-site.



CERTIFICATION

I, Gregory Miceli do hereby certify that I am the duly elected Secretary for the Northeast Chapter of the Audi Club North America and that the foregoing is a true and correct copy of the bylaws of the Northeast Chapter of the Audi Club North America adopted by the board of directors on January 18, 2020.

Gregory Miceli
Secretary, NEQ

APPROVAL

The membership approved the changes to the current bylaws during a ballot sent December, 2019 and the NEQ Board of Directors approves these amended bylaws dated 1/18/20