

Audi Club North America Carolinas Chapter Board of Directors Statement of Understanding

Title: Director

Goal: Together with other directors, connect and engage with chapter members to enhance the Audi ownership experience by offering:

- Professionally organized and managed events highlighting Audi vehicles
- Teaching driver/safety education
- Audi service/maintenance guidance
- Social activities promoting camaraderie

As a member of the board of directors, I understand I am fiducially responsible for the oversight and governance of our chapter. I am fully committed to carrying out the vision and mission of the Audi Club of North America Carolinas Chapter. I understand that in accepting this position I will:

- Lead the way, acting in the best interests of the chapter, and serve as a model for other chapter members to follow.
- Maintain knowledge of Audi Club of North America Carolinas Chapter and share its vision.
- Read all board correspondence in a timely manner and prepare for each board of directors meeting.
- Attend all regular monthly meetings and special board meetings and participate in proceedings.
- Serve on a minimum of one standing board committee
- Engage in opportunities to connect members with each other (both in-person and online), build relationships with fellow board members and chapter members.
- Abide by the chapter's "Code of Ethics" policy.

Conflict of Interest Disclosure: I must disclose the existence of any direct or indirect financial or other material interest that impairs, or might appear to impair, my independence or objectivity in the discharge of my responsibilities and duties in any proposed or existing contract, transaction, or arrangement with Audi Club of North America Carolinas Chapter in any matter under consideration or to be considered by the board of directors, executive committee, or any other board committee.

a) Any duality of interest or possible conflict of interest on the part of any Board of Director member shall be disclosed to the other members of the Board of Directors. The board will make this a matter of record both annually and also when an interest becomes a matter of action by the Board of Directors.

b) Any member of the Board of Directors having duality of interest or possible conflict of interest on any matter shall not vote or use his personal influence on the matter, and he shall not be counted in determining the quorum for the meeting, even where permitted by law. The minutes of the meeting shall reflect that a disclosure was made, his/her abstention from voting and the quorum situation.

c) The foregoing requirements shall not be construed as preventing any member of the Board of Directors from stating his position in the matter, nor from answering pertinent questions of other members of the Board of Directors, since his knowledge may be of assistance.

Confidentiality: I acknowledge and agree that I will not directly or indirectly disclose or otherwise make available any confidential information of the Audi Club North America Carolinas Chapter to any 3rd parties or utilize confidential chapter information for any purpose except to the extent necessary to perform my duties.

In signing this document, I understand that no quotas are being set and no rigid measurement and achievement standards are being established. Every director makes a statement of faith to partner with other directors to strive for success. We trust each other to carry out the above agreement to the best of our ability.

Name

(Print)

(Signature)

(Date)

Audi Club North America Carolinas Chapter Code of Ethics

Each of us is responsible for the propriety and consequences of our actions. At all times we must act in an ethical and legal manner. Our conduct on behalf of ACNA with members, suppliers, the general public and one another must reflect our high standards of honesty, integrity and fairness.

We must be careful to avoid situations that might involve a conflict of interest or appear questionable to others. Failure to comply with the Code of Ethics will result in appropriate disciplinary actions which may include removal from the ACNA Carolinas Chapter Board of Directors, or loss of ACNA membership.

We conduct our business with the highest degree of integrity. We expect all Audi Club North America (ACNA) Board members, suppliers, advertisers, and our general membership to be open and honest in their dealings with others, to earn their trust and loyalty. The Board of Directors must set an example using the highest standards of business ethics and must understand that anything less is unacceptable.

We achieve our common objectives through teamwork. We recognize that it is only through effective cooperation among ourselves that we can achieve our goals. Our commitment is to work as a team to fulfill the expectations of our club members, suppliers, the automotive community, and our relationship with Audi Club North America, Audi of America and Audi AG. We must always remember that it is their name and logo that we use and represent in all of our business conduct.

We maintain high ethical standards. It is the intent of ACNA that membership in the club and its Chapters will satisfy members' desire for enjoying the friendship of fellow members while gaining knowledge about the vehicles that bring us together. We also recognize that ACNA can further our opportunities for community service in a framework of high ethical standards. Thus, all programs, activities, events, and publications of ACNA and its Chapters and their individual members shall be represented in a highly ethical manner, focusing on a standard of excellence which will reflect credit to the organization. Maintaining high ethical standards in any form of communication or actions by all individual members of the ACNA is a shared responsibility of each Chapter and the ACNA. If at any time the actions of any individual member are in conflict with the basic principles, ideals, or standards of ACNA, the Chapter may take appropriate disciplinary action against said member up to and including suspension or expulsion/termination. Any such disciplinary action should be used with great discretion as it is in the club's best interests to retain membership and become a more inclusive organization. The respective Chapter's Board of Directors must approve any disciplinary action taken against a member. An appeals process or route to remediation shall be a key component of any disciplinary process and shall be clearly communicated to the disciplined party. In all such cases, the ACNA Board of Directors shall have final review authority of any disciplinary action taken by

the respective Chapters. Any use of ACNA media must employ the highest applicable standards of journalistic integrity for fairness, accuracy, responsibility, and respect for ACNA and its members.

Specific Guidelines

Relationships with ACNA and Audi Dealerships should always be conducted in a way that shows the value of ACNA. We believe that the general membership of ACNA is a real asset to Audi of America and Audi AG. As car enthusiasts, we recommend Audi vehicles and dealers to others. This asset needs to be built upon and strengthened by our everyday behaviors. Nothing that we do should be detrimental to the welfare of the club or our relationships with Audi of America, Audi AG or the Audi Dealer network.

Major expenses should be planned for in advance. Chapter board and committee expenses should be budgeted. At no point should any board member spend the Club's money in a way that could be interpreted as being for personal gain.

ACNA Carolinas Chapter financial accounting shall always be conducted according to the highest formal standards of business accounting practice. Budgets should be based upon expected income. All income and expenses should be accounted for by the Club President, Treasurer, and Board members and regularly reported according to standard business accounting practices. We must be aware of the impact of law and legislation in all our financial affairs to avoid any impropriety, or appearance of impropriety, with governmental agencies. Our non-profit status as well as our financial health requires no less.

Standards of Professional Conduct

General Guidelines

To a great extent, appropriate professional conduct can be determined by "common sense" or by applying the "Golden Rule."

Specific Guidelines

Treat each other with respect, dignity, and courtesy. There are several ways in which the letter as well as the intent of these guidelines can be violated, such as:

No Verbal harassment: making derogatory comments or slurs (name calling, belittling statements, inappropriate comments, or demeaning statements about a person's relationships, opinions, or ancestry, etc.).

No Written harassment: derogatory, demeaning, or belittling statements that are disseminated to others (using e-mail, for example).

During Board meetings, committee meetings, or in our correspondence, we have a responsibility to treat each other with respect, dignity, and courtesy. We do not have to "like" each other or even "accept each other's views" on club business to be respectful. It is a basic requirement to function effectively.

Operate from a position of trust. Trust and truthfulness are vital to the successful operation of any organization. The premise should be one of trusting one another. Board members should always be honest and truthful in our dealings with one another.

Focus on a high level of achievement and contribution. Club members have entrusted the Board of Directors and National Office staff with the responsibility to manage the Club in a way that meets the greatest number of needs of the greatest number of members. This means that all actions must be of the highest quality with an intention of providing lasting value. The Board members are elected to be leaders, to generate enthusiasm and commitment among the chapter's leaders, to govern fairly and in the best interests of the club, and to meet or exceed the expectations of club members. All behaviors must exemplify these values. Trust is built by colleagues meeting their promises and by operating competently, honestly, and with integrity.

Maintain club stewardship responsibilities. To be good stewards we must work collaboratively and professionally. This requires that we remember that we are a car club, not a political organization. We must follow our Club's vision and mission.

Attend Board meetings fully prepared. Board members are expected to arrive/phone-in with all of their "homework" done. This includes: The Board Agenda (including Topics and Time Allotted) prepared and distributed along with any reports at least two days prior to the board meeting.

- Board Agenda and Committee Reports read and marked up by each board member.
- An intent to participate in the governance of the Club using:
 - Good meeting management techniques
 - Robert's Rules of Order
 - An attitude to work collaboratively
 - A commitment to treat each other with respect, dignity, and courtesy

Use electronic mail and Web postings (such as Technical Forums, and any other types of "lists") with discretion. Statements that are made without face-to-face interaction can be far more inflammatory than most people would state directly to another person. The written word requires more "formality" and discretion than can be handled with the spoken word.

Differences of opinion about directions of the Club, policies, and procedures to achieve our future directions should be discussed in Board meetings.

Personal verbal attacks, vindictive statements, interpersonal hostilities, yelling, shouting, sarcastic comments, and similar forms of inappropriate behaviors will not be tolerated. Board members who repeatedly behave in such irresponsible ways will be reprimanded or expelled (depending upon the nature of the unacceptable behaviors).

The members of the Audi Club North America Carolinas Chapter have entrusted the Board with developing, planning and setting the strategy for the chapter. Board members are the stewards for the chapter and must work collaboratively, professionally and to conduct themselves with the highest level of integrity in all aspects of chapter business.