



Audi Club of North America Rocky Mountain Chapter, Inc.

BYLAWS

ARTICLE I. Name.

1.1 Name. The name of the organization shall be the Audi Club of North America Rocky Mountain Chapter, Inc (the Club). The registered office of this organization shall be located and the records of this organization shall be kept at such place as shall be determined from time to time by the Board of Directors.

ARTICLE II. Powers and Purpose.

2.1 Powers. This organization is organized exclusively as a not-for-profit organization under section 501(c)(3) of the Internal Revenue Code.

2.2 Purpose. The purpose of the Club is to enhance the Audi ownership experience for our members by teaching driver/safety education and providing technical, care/maintenance tips, product information, parts discounts, free classified ads for members and to promote camaraderie through regional/national activities and events.



ARTICLE III. Memberships, Dues and Duties.

3.1. Definitions. An "Audi" automobile is defined as an automobile manufactured by Audi AG.

3.2. Membership. Active membership is defined as being a member in good standing of the Audi Club of North America.

3.3 Chapter territory. The Rocky Mountain Chapter (RMC) is defined as the region encompassed by the state boundaries of Colorado, Montana, New Mexico, and Wyoming.

3.4. Privileges and Voting Rights. Active members in good standing shall be entitled to exercise voting rights and are entitled to all privileges of the Club, except that Honorary Members and Associate Members shall not be entitled to vote or hold elective chapter office. Ballots will be sent to active members to elect the Board of Directors per Article VIII or for purposes of amending these bylaws per Article XI.

3.5. Suspension and Expulsion. Any member may be suspended by a 2/3 vote of the Board of Directors of the Club for infractions of the Club rules, or for action adverse to the general objectives or best interests of the Club. including but not limited to:

- Dangerous driving or other conduct at a driving or other event deemed not appropriate by the event master or an officer or director of the region.
- Failure to pay any applicable event fee.
- Violation of any of the Chapter's rules or the rules of the ACNA.
- Suspension or expulsion from the ACNA.
- Any conduct or behavior deemed detrimental to the Chapter or to the ACNA.
- Any conduct or behavior deemed detrimental to the RMC not-for-profit status.
- A member suspended from participation in the Chapter may be allowed by the board to cure the violation prior to expulsion.

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. 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. Notice of 7 calendar days will be required for regular meetings. Special board sessions shall not require advanced notice.

4.2. Annual Meeting. There shall be an annual meeting on a date set by the Board of Directors in each year for receiving the annual reports of officers, directors, and committees, and the transaction of other business. The place of meeting shall be designated by the Board of Directors and published on the club website. The meeting place will be geographically rotated on a reasonable basis to encourage attendance by all classes of active members.

4.3. Special Meetings. Special meetings of the members of this organization may be called at any time by the Chairman, Board of Directors, or upon written request from at least 50 members or 10% of the membership of the Club, whichever is less. Anyone entitled to call a special meeting of the members may make written request to the Chairman 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 within 25 miles of the county where the current Club office is located. 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 Chairman, 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 of the special meeting date. The business transacted at the special meeting is limited to the purposes stated in the notice of the meeting.

4.4. 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 proxies.

4.5. 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. Cumulative voting shall not be permitted. The presence of 50 members or 5% of the membership of the Club, whichever is less, in person or by proxy shall constitute a quorum of any meeting thereof. The members present and entitled to vote at any meeting, although less than a quorum may adjourn the meeting from time to time. 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.



ARTICLE V. Directors.

5.1. Number and Method of Election. The Board of Directors of this Club shall consist of at least three but not more than seven persons. The members may, by an affirmative change in the bylaws, increase the number of the Board of Directors to more than nine. The Directors of this organization shall be elected by eligible voting members.

5.2. Term. Each director of this organization shall be elected to serve a term of not more than three consecutive two-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 six consecutive years. The member that served six consecutive years as a director or officer may then elect to run for a position after a one year absence from Board of Directors.

5.3. Honorary Directors. The Board of Directors may, from time to time, elect one or more honorary directors of this organization who shall be advisory members of the Board of Directors. Any such election shall be for such terms and based on such criteria, as the Board of Directors deems appropriate. All honorary directors shall be non-voting directors of this organization.

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.

5.5. Quorum. At every meeting of the Board of Directors, 51% of the Board of Directors shall constitute a quorum. A vote of a majority of the directors present at any such meeting at which a quorum is present shall be an act of the Board of Directors. In the absence of a quorum, the President may adjourn any meeting from time to time until a quorum is present.

5.6. Presiding Officer. The President or Vice President shall preside at all meetings of the Board of Directors. In the absence of the President or Vice President, the Chairman shall preside. In the absence of all three, a temporary chair may be chosen by the members of the Board of Directors present. In the absence of the Secretary a temporary secretary shall be appointed by the chair of the meeting.

5.7. Resignation. Any director may resign at any time either by oral tender of resignation at any meeting of the Board of Directors or by such tender to the President, or by giving written notice thereof to the President. Any resignation shall be effective immediately unless a date is specified for it to take effect. Resignation of a director is effective the date of notification to the President. If an officer or director misses more than 3 board meetings during any calendar year, it will be considered a de facto resignation from the board and the board may take steps to fill the vacancy. Failure of a board member to meet any of the requirements for membership in the RMC and/or in the ACNA will be considered a de facto resignation.

ARTICLE VI. Officers.

6.1. Officers and Tenure. The officers of this Club 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 the Board of Directors to serve for terms of two years and/or until their successors are chosen. Any officer may at any time be removed by



the Board of Directors with or without 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. Individuals failing to perform designated or appointed duties may be removed from the board by a 2/3 vote.

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 may preside at all meetings of the Board of Directors and shall be an ex-officio member of all standing committees of the Board.

6.3. *Chairman of the Board.* The Chairman of the Board may be elected by the Board of Directors with preference given to the candidate that is the immediate past president or such other persons as may be elected by the Board.

6.4. *Vice President.* The Vice President shall assist and/or perform the duties of the President in the latter's absence or disability. Actions taken by the Vice President on behalf of the Club, whenever the President is unable to serve, shall have the same force and effect as if they were executed by the President.

6.5. *Secretary.* The Secretary shall keep accurate minutes of all meetings of the Board of Directors and shall be the custodian of the records, documents and papers of this Club. The Secretary shall supervise the safe keeping of all Club records. The Secretary shall have and may exercise any and all other powers and duties pertaining to law, regulation or practice to this office, or imposed by these Bylaws. The Secretary shall also perform such other duties as may be assigned to the Secretary from time to time by the Board of Directors. Minutes will be distributed to all directors no later than 10 days following any minuted meeting, unless directed by the board.

6.6. *Treasurer.* The Treasurer shall be responsible for maintaining accurate financial records for this Club and safeguarding of Club assets. The Treasurer shall present a report of the organization'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, or members, as requested from time to time. The Treasurer shall be responsible for the timely filing of required federal, state and local tax returns. The Treasurer will regulate the investment of Club funds and insure that no single financial institution has deposits on hand in excess of FDIC limits. The treasurer will be required to provide all financial information including tax and investment information regarding the club to requesting agents within 30 days of receipt of request. Requests for club financial information are to be received by the President or chapter representative to the national organization. All reports are to be reviewed by the board prior to submittal. The Treasurer shall perform such other duties as may be assigned to them from time to time by the Board of Directors.

6.7. *Executive Director.* The Executive Director shall be appointed by the Board of Directors and shall perform such day-to-day duties as determined by the Board of Directors.

6.8. *Authority.* Authority to enter into contract or operating agreement. No director, officer, agent or employee of the Club shall have any power or authority to enter into an operating or contractual agreement on its behalf, to pledge its support or involvement 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.

6.9. *Additional Powers.* Any officer of this Club, in addition to the powers conferred upon them by these Bylaws, shall have such powers and perform such additional duties as may be prescribed by the Board of Directors.



ARTICLE VII. Executive Board and Committees.

7.1. Executive Committee. The Chairman, 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 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.

7.2. Committees. The Board of Directors may appoint such committees 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 from time to time by the Board of Directors. Committee members need not be directors of the Club.

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 Chairman or the President, on at least five days' notice by mail, or two days' oral 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 of a committee shall be sufficient for the transaction of the business of such committee. Committee actions, excepting the Executive Committee, are not binding until approved by the Board of Directors.



ARTICLE VIII. Election of Directors.

8.1. Nominating Committee. The Board of Directors may appoint a nominating committee, consisting of active members, which may nominate candidates for the Board of Directors. The nominating committee shall strive to maintain geographic diversity within the Board. All nominees for a Board of Director position must have been a member in good standing for at least two years prior to the annual meeting. The list of candidates will be included, on a ballot that will be mailed out to all members. The list of candidates, with biographies, will be posted on the Club website.

8.2. Conduct and Results of Election. The Executive Director will determine each voting member was a member in good standing at the date of the election. The Executive Director and two nominees appointed by the Board will count the ballots and certify the results to the Board. Upon election by the Board of Directors, the Secretary shall notify each person of their election. The Executive Director will maintain the documentation of the election for a period of one year after the election date, for examination of any active member at the principal office of the Club. The results of the election will be posted on the Club website and in the next issue of the Club newsletter.



ARTICLE IX. Indemnification.

9.1. Indemnification of Officers and Directors. To the full extent permitted by any applicable law, this organization shall indemnify 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 Club, 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 against any liability asserted against such person and incurred by such person in any such capacity.



ARTICLE X. Miscellaneous.

10.1. Fiscal Year. The fiscal year of this Club shall begin on January 1 and end on the succeeding December 31.

10.2. Electronic Communications. A member, director 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 that means constitutes presence in person at the meeting.

10.3. Authority to Borrow, Encumber Assets. No director, officer, agent or employee of this Club shall have any power or authority to borrow money, execute an operating or capital lease 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 organization shall be deposited from time to time to the credit of this organization in 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. 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)(3j) 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.

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

10.7. Expense Reimbursement. Any active board member may be reimbursed for expenses made in good faith in support of the club, and with a receipt, up to \$50. Amounts in excess of that amount require a vote by the board.

10.8. Exclusivity of Sponsorships. No sponsorships shall be exclusive to one vendor, manufacturer, business, or dealership to the exclusion of any other vendor, manufacturer, business, or dealership.



ARTICLE XI. Amendment of Bylaws.

11.1. Majority Vote. These Bylaws may be amended by a majority of the votes cast in a referendum of the active members, in a manner as directed by the Board of Directors.

11.2. Proposed Amendments. The Board of Directors or a consortium constituting at least 75 members or 8% of the membership of the Club, whichever is less, may propose amendments to these Bylaws. Amendments proposed by the active members shall be submitted to the Secretary in writing and shall be signed by each of the active members requesting the amendment.

11.3. Ballots. Votes for or against a proposed amendment to these Bylaws shall be cast in a manner approved by the Board of Directors and must be signed and dated by the member, with the printed members name and membership number. All ballots shall be mailed to the Club office and must be received no later than the date set forth in the notice of referendum. Ballots not executed and presented in accordance with the above shall not be counted.

11.4. Tabulation of Votes. The Executive Director and two nominees of the Board shall tabulate the votes cast in the referendum within fifteen days of the due date and certify the results to the Board.

11.5. Notice of Vote or Referendum Results. The Secretary shall publish the results of the referendum. The results will be posted on the Club web-site and in the next issue of the Club magazine.

CERTIFICATION

I, _____, do hereby certify that I am the duly elected, qualified or acting Secretary for the Audi Club of North America, and that the foregoing is a true and correct copy of the bylaws adopted by the Board of Directors on _____, 20__.

Secretary