

**THE BY-LAWS 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: NorthEast Region Quattro Club USA, Inc. 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 shall include the following three (3) states: Connecticut, New York, and Vermont in accordance with the requests of the Audi Club North America (ACNA) 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 drivetrain manufactured by Audi AG and designated as an "Audi" automobile by Audi AG.

ARTICLE II. Powers and Purpose

2.1) Powers: This chapter shall be empowered to do all things and conduct all business, not for profit, necessary to carry out the general objectives of the region as set forth in the bylaws of the region and the charter of the 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 three (3) classes of membership in the NEQ: Active, 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, and who are members in good standing of the ACNA and lives in the NEQ territory. An Active membership may be individual or family. The family membership includes a spouse and/or dependent children. 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) Associate Members: Persons other than owners, lessees, or co-owners of Audi(s) may become associate members of the NEQ if they are also associate members in good standing of the ACNA. 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 not designate a family member.

3.4) Affiliate Members: An Active or Associate Member from another ACNA Chapter that does not reside in the NEQ territory. Affiliate membership can be appointed to such individual only by a 3/4 majority vote of the board of directors. Once appointed, an Affiliate Member will have the same benefits and responsibilities of an Active or Associate member of the NEQ. Affiliate membership is at will of the board.

3.5) Membership Year: The membership year of the NEQ shall run concurrently with the membership year of the ACNA.

3.6) Dues: In addition to annual membership dues set by the ACNA, the 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.

3.7) Voting Rights and Privileges: Members in good standing shall be entitled to vote at the annual meeting and any special membership meetings. Each member shall have one vote. Members shall be invited to attend all driving schools and other events scheduled by the NEQ or the ACNA. Family Members may not vote or hold office.

3.8) Suspension and Expulsion: A member may be suspended or expelled from the Chapter by the Board of Directors for any of the following reasons:

- 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 NEQ 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.

ARTICLE IV. Board of Directors

4.1) Composition of the Board of Directors: The board of directors may be composed of Active and Affiliate members, but Associate members may not constitute more than 35% of the total number of the members comprising the board of directors. The Board shall consist of nine (9) directors to include the four (4) officers enumerated in section 5.1 below and 5 other directors. The president shall serve as chair of the board of directors and can only cast a vote in the event of a tie vote by the voting members of the board of directors.

4.2) Term: Each director shall be elected to serve a term of three (3) years. A director's term shall end upon the installation of his or her successor at the annual meeting at which the successor has been elected. No director may serve more than three consecutive terms. A former director, once he or she has served three consecutive terms may not serve an additional term unless they have been out of office for one full year. The terms of office of the elected directors shall be structured such that, absent any vacancies, no more than four nor less than three directors shall be up for election each year.

4.3) Vacancies: The president shall designate, subject to approval by the board, an active member of the chapter to fill any non-officer vacancy on the board of directors until the next regular opportunity available to the membership to elect a successor. Under no circumstances, however, will a member of the board of directors have more than one vote.

4.4) 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.

4.5) Resignation: A director may resign at any time by giving written notice thereof to the president. A resignation shall be effective immediately unless a date certain is specified for it to take effect. If an officer or director misses more than 3 board meetings during any fiscal year, it may 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 NEQ and/or in the ACNA will be considered a de facto resignation.

ARTICLE V. Officers

5.1) Officers: 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.

5.2) 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 one year 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.

5.3) Vacancies: The president shall designate, subject to approval by the board, an active member of the board to fill any vacancy. Under no circumstances, however, will a member of the board of directors have more than one vote.

ARTICLE VI. Duties of Officers

6.1) President: 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.

6.2) 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.

6.3) 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.

6.4) Treasurer: The treasurer shall be responsible for maintaining accurate financial records for the Chapter and safeguarding the 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, including reports in support of financial audit. 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.

6.5) 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.

ARTICLE VII. Nominations and Elections

7.1) Nominating Committee: A nominating committee consisting of three (3) members shall be appointed by the president (one member being designated chairperson) with the approval of the board of directors. At least three (3) months before the end of the fiscal year, the committee shall solicit recommendations of nominees for board members at the annual election and shall investigate the qualifications of the persons under consideration. The committee shall submit to the secretary a slate of one or more nominees for each of the offices about to be vacated, including: president, vice president, secretary, treasurer, and one (or more) director(s). Within ten (10) days after receipt by the secretary, he or she shall provide a copy of the committee's report to each director. The secretary shall announce the nominations (in the form of a written ballot) by mail to the membership not less than thirty (30) days prior to the annual meeting.

7.2) Additional Nominations: Additional nominations may be made by any group of not less than ten (10) members who forward such nominations, personally signed by each and accompanied by a statement of the nominee indicating willingness to serve, to the nominating committee not less than forty five (45) days prior to the annual meeting. The Nominating Committee may approve or reject the petition of the candidates. Nominations will not be accepted at the annual meeting.

7.3) Election: Election of officers and members of the board of directors shall take place at the annual meeting. The nominee for each office receiving the greatest number of votes, whether or not a majority of

all votes cast, shall be declared the successful candidate.

7.4) Notice of Election: Upon election by the board of directors or membership, the secretary shall notify each person selected of his of her election.

7.5) Installation in Office: Officers and directors shall be installed in office immediately after the announcement of the election results at the annual meeting.

ARTICLE VIII. Meetings and Notice

8.1) Annual Meeting: The annual meeting of the Chapter shall be held at a time and place to be determined by the board of directors, but under no circumstances will more than 15 months elapse between annual meetings.

8.2) Notice of Annual Meeting: The secretary shall notify the membership of the annual meeting at least fourteen (14) days before the time appointed for the meeting. The notice shall set forth the place, date, time, and purpose of the meeting.

8.3) Order of Business: The order of business at the annual meeting shall be determined by the president with input from the board.

8.3a) Solicitation of Votes on Issues by the Membership: Twelve (12) or more members from the Chapter may present a petition to the board to have a specific issue addressed and voted upon at the next scheduled meeting. The NEQ board, at its sole discretion, may approve or reject the petition.

8.4) Rules of Order: Roberts' Rules of order shall govern in all cases not provided for within these bylaws.

8.5) Board of Directors' Meetings: The board of directors shall hold regular meetings at a date and time to be set by the board at the annual meeting. No notice shall be required for regular meetings.

Special meetings of the board of directors may be called by the president as necessary. The president is required to call a special meeting of the board of directors upon receiving written request from three (3) members of the board. Notice for a special meeting shall be mailed or otherwise communicated to all members of the board at least ten (10) days prior to such meeting.

8.6) Special Membership Meetings: Special meetings of the Chapter membership may be called by the president at his discretion or at the written request of a quorum of the board of directors. Each member of the Chapter shall be duly notified as to the time, place, and purpose of the meeting at least fourteen (14) days prior to the meeting.

8.7) Quorum (Board or Directors): At any meeting of the board of directors, five (5) representatives from the board of directors shall constitute a quorum, and the 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.

8.8) Quorum (Membership Meetings): At the annual meeting, and at other Chapter membership meetings, five percent (5%) of the membership of the NEQ Chapter shall constitute a quorum for the transaction of

business. This includes vote by proxy on issues set forth by the Board.

ARTICLE IX. Committees

9.1) Authority: The president may act through committees as he or she may deem necessary or as directed by the board of directors in resolutions adopted by a majority of the members of the board. Each such committee shall have such duties and responsibilities as are granted or delegated to it from time to time by the president. Each such committee shall at all times be subject to the control and direction of the president. Committee chairpersons or members need not be directors.

9.2) Committee Reports: The chair of each committee shall file a written report with the secretary for presentation at the annual meeting of the region. Interim reports shall be filed as requested by the president or a member of the board of directors.

9.3) Meetings and Voting: Meetings of each committee may be held at such time and place as are announced at a previous meeting of the committee. Meetings of any committee may also be called at any time by the chair of the committee or by the president, on at least ten (10) days notice by mail, by telephone, by e-mail, or in person. Appearance at a meeting is deemed to be a waiver of notice unless the committee member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, and the committee member does not participate in the meeting. At all meetings of a committee of this region each member thereof shall be entitled to cast one vote on any question coming before the meeting. The presence of a majority of the membership of any committee of this chapter shall constitute a quorum at any meeting thereof for the transaction of business. A quorum shall be sufficient for the transaction of the business of such committee. Any action that could be taken at a committee meeting may be taken by written action signed by all members of the committee.

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.

10.2) Creation of a New Chapter: If twelve (12) or more members from the territory comprising the NEQ decide they wish to form a new chapter, the first step is a presentation of the petition to the NEQ board. The NEQ board, at its sole discretion, may approve or reject the petition.

10.3) Electronic Communications: A 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 board members 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 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.

10.4) Authority to Borrow, Encumber Assets: No director, officer, agent, or employee of this region 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.

10.5) Deposit of Funds: All funds of this Chapter shall be deposited from time to time to the credit of this Chapter in such 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 from time to time.

ARTICLE XI: Disposition of Funds and Assets at Dissolution

11.1) Disposition of Funds at Dissolution: In the event of dissolution of the Chapter, all funds of the NEQ shall be distributed to the ACNA.

ARTICLE XII: Ratification and Amendment of Bylaws

12.1) 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 executive director of the ACNA or his or her designee. A provision in the Chapter bylaws which becomes inconsistent through the amendment of the Articles or Incorporation or bylaws of the ACNA or through changes in established national policy becomes inoperative without effect on the validity of the remaining articles of the by-laws.

12.2) Amendments to by-laws: The board of directors or members in good standing constituting at least ten percent (10%) of the Chapter's membership may propose amendments to these by-laws. Amendments proposed by the members shall be submitted to the secretary in writing and shall be signed by each such member.

12.3) Majority Vote: These by-laws may be amended by a majority of the votes cast in a referendum of the membership, which shall be conducted by mail.

12.4) Ballots: Votes for or against a proposed amendment to these by-laws shall be cast on a standardized postcard or other form approved by the board of directors and must be signed by the member, with the name and ACNA number printed. All ballots shall be mailed to the secretary and must be received no later than the date set forth in the notice of referendum. Ballots not in accordance with the above shall be invalid.

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

12.6) Notice of Vote or Referendum Results: The secretary shall cause to be published the results of any vote or referendum on a proposed amendment to all members.

CERTIFICATION

I, Candice Cuniberti, 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 by-laws of the NorthEast Chapter of the Audi Club North America adopted by the board of directors on December 6, 2008.

Secretary, NEQ

APPROVAL

I, Karen Chadwick, hereby certify that I am the executive director for the Audi Club North America, and that the foregoing is an approved copy of the by-laws of the NorthEast Chapter of the Audi Club North America adopted by its board of directors on _____ 2008.

Executive Director, ACNA