



## **Audi Club North America Standards of Business and Professional Conduct and Code of Ethics**

### **Part I. Standards of Business Conduct**

#### **General Guidelines**

***We conduct our business with the highest degree of integrity.*** We expect all Audi Club North America (ACNA) National Board members, National Office staff, 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 and National Office staff must set an example using the highest standards of business ethics and must understand that anything less is unacceptable. As a practical matter, ethical conduct cannot be assured by written policies or club Bylaws or codes of ethics and conduct; it must be demonstrated as an integral part of how we operate, a tradition that is passed from one generation of Board members and National Office staff to another. We do this by mentoring new Board and staff members.

***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 both 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 and at least match that of the Audi AG products we admire and those who create them.

Maintaining high ethical standards in any form of communication or actions by any and all individual members of a Chapter is the responsibility of the respective Chapters. If at any time the actions of any individual member or Chapter are in conflict with the basic principles, ideals, or standards of ACNA, the Chapter may be subject to suspension or revocation of its charter and/or the individual member may be subject to suspension or expulsion/termination, or other appropriate action.

Individual members of Chapters shall not use any form of communication in a derogatory or personally damaging way, nor conduct any program, activities, publications, speeches and behaviors which are offensive or in poor taste or otherwise considered detrimental to the best interests of ACNA. In addition, no such person or entity shall publish or distribute any newsletter or other publication (printed or electronic) that contains defamatory remarks, malicious and derogatory charges, or false or libelous statements. 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.

***Board and National Office staff travel expenses*** should always be budgeted and whenever possible pre-approved. Major expenses should be planned for in advance. Committee travel and expenses should likewise be budgeted. The person or persons traveling and estimated expenses should be approved prior to traveling. At no point should any Board member spend the Club's money in a way that could be interpreted as for personal gain.

***Club financial accounting*** should always be conducted according to the highest standards of business accounting practice. Budgets should be based upon expected income from membership dues and other sources of revenue. All income and expenses should be accounted for by the Club President, Treasurer, and Executive Director 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.

***Handling ACNA records*** should be done with regard to legal requirements for records retention. Legal or business documents should be submitted to the National Office for a determination of the length of time they need to be stored and for secure storage.

***Involvement in a lawsuit affecting ACNA*** should be reported immediately to the President or Executive Director. If any member receives a subpoena, notice to appear, or is served papers in any matter affecting the Club, said member should immediately notify the President or Executive Director for advice in how to respond. Taking any action before receiving legal counsel could jeopardize the Club's standing in a legal action.

## **Part II. 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." This states that one should "do unto others as you would have them do unto you." This includes statements or behaviors that directly or indirectly have negative consequences for the other person. The Golden Rule holds us accountable to think about the possible affects of what we say or do to other persons or organizations before we speak or act.

### **Specific Guidelines**

***Treat each other with respect, dignity, and courtesy.*** Do not say or do anything that impugns the motives of another Board member, National Office staff, club member, or supplier. Do not treat that person with contempt or disrespect. There are several ways in which the letter as well as the intent of these guidelines can be violated, such as:

***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.).

***Written harassment:*** derogatory, demeaning, or belittling statements that are disseminated to others (using e-mail, for example).

During National 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. Dysfunctional behaviors, in contrast, prevent us from achieving our more important responsibilities as defined in ***Part I, Standards of Business Conduct.***

***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-as defined in our Charter, Bylaws, and Code of Ethics.

***Attend Board meetings fully prepared.*** Board members are expected to arrive with all of their "homework" done. This includes:

The Board Agenda (including Topics, Expected Outcomes, Owners, and Time Allotted) prepared and distributed along with the Committee Reports at least two weeks prior to the Board meeting.

Board Agenda and Committee Reports read and marked up by each Board member.

Committee and Task Force assignments completed with recommendations prepared and distributed in advance. This should also include any options and differing viewpoints (where applicable).

An intent to participate in the governance of the Club using:

- Good meeting management techniques
- Robert's Rules of Order (when needed)
- 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. Further, rumors, speculations, and outright inflammatory statements are far more difficult to confront and discuss in the world of electronic mail and Web postings. The written word requires more "formality" and discretion than can be handled with the spoken word.

Board members who initiate irresponsible statements or who "fan the flames" of such misbehaviors are acting in "conduct detrimental to the welfare of the Club" and may be subject to expulsion. [NOTE: This is not taking a position that dialogue should be suppressed, nor that freedoms of expression should be abridged. Rather, it is holding the

Board members to a higher standard of seeking the truth and the betterment of the Club for the good of all Club members. We are a car club for the benefits of the members, not a political organization.]

*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 have entrusted the Board with developing, planning and setting the strategy for the club. Board members are the stewards for the club and must work collaboratively, professionally and to conduct themselves with the highest level of integrity in all aspects of club business.