

ACNA issue summary

Since August 2006, the Executive Committee of the ACNA have embarked on a program to consolidate power, take control of the Board of Directors and wield absolute control over the management and direction of the ACNA. Towards these ends, they have engaged in a series of activities that have violated the ACNA bylaws, disregarded the Code of Ethics and endangered the existence of the ACNA by creating exposure to litigation and/or legal involvement with governing authorities such as the IRS.

The 2006 ACNA EC consisted of Keith Anderson – President, Mark Sampson – Treasurer, Mike Veglia – Secretary, Dean Esmail – Vice President, Karen Chadwick – Executive Director and Craig Leichty – Chairman. Throughout most of this, Craig Leichty had little to no participation on the EC. In fact, he was one of the subjects of illegal removal from the BOD and EC.

In August, 2006 discussion of the bylaw amendments was tabled because the board meeting had already run long. It was discussed that an email would be sent around to vote on the bylaws. Mike Collier stated that it could only be used for polling purposes as the amendments had not been discussed in a regular board meeting and email voting went against ACNA bylaws. The email was sent, the BOD voted to pass the bylaw amendments. The amendments were placed into the ballot, despite Mike Collier's and others objections that the voting procedure was illegal and that no discussion had taken place.

Note: this means that the bylaw amendments are not legally binding. The discussion and vote for the amendments does not appear in any BOD minutes because they never took place.

In October Mark Sampson and Keith Anderson both told the ACNA Chapter Reps that the amendments were not intended to drive anybody, including Mike Fisher and Craig Leichty off the BOD. When pressed, both Mr. Anderson and Mr. Sampson stated they would ignore that part of the bylaw and would absolutely not take any action to remove either Mr. Leichty or Mr. Fisher from the BOD.

In December 2006, the Executive Committee met and requested Mr. Leichty to resign from the BOD as a result of the passing of the bylaw amendments. Mr. Leichty refused. The EC then elected to remove Mr. Leichty and Mr. Fisher from the BOD.

Note: The EC does not interpret the bylaws. That duty is performed by the BOD, per section 5.xx of the bylaws. In addition, the EC does not have the power to remove a member of the BOD. Furthermore, the EC specifically does not have the power to remove a member of the EC, per section 5.x of the bylaws. Yet, the EC did all three of the acts, as well as renegeing on their promise to the chapter reps.

In January 2007, Mr. Juliano, sent a letter to the EC stating his legal opinion on their recent actions. That letter warned that the bylaws were possibly invalid and

unenforceable and that the actions of the EC were, without question, in violation of the bylaws. This letter was ignored by the EC.

In March, the EC arranged to meet with AoA to discuss the upcoming year and make their annual presentation to AoA executives. They excluded all BOD members not on the EC from both the meeting and the preparation of the presentation. In the past, this was performed by the full BOD. Even worse, prior to the meeting, AoA was made aware that the BOD had not been invited and why.

At some point in 2007, the EC also approved funding for the purchase of an Audi TT for the club raffle. The BOD voted in February of 2005 that the Executive Committee shall not approve expenditures, only make recommendations. This item was voted upon and approved by Mr. Anderson, Mr. Esmail and Mr. Sampson, so they had full knowledge of the restrictions placed upon the EC.

In May 2007, Mr. Ponessa, attorney for Mr. Leichty and Mr. Fisher told the EC that the dismissals were in violation of the ACNA bylaws and the Minnesota Non-Profit Corporate Act. Failure to correct their actions would result in a lawsuit.

May 11, 2007, Mr. Ponessa filed a lawsuit in Minnesota seeking reinstatement of Mr. Leichty & Mr. Fisher.

May 14, 2007 Johan de Nysschen mails a letter to all ACNA members expressing his concern about the behavior of the EC.

May 17, 2007, the ACNA EC announces that Mr. Leichty and Mr. Fisher have left the BOD. The EC has 'elected' Mr. Esmail and Mr. Tomassi to the BOD. The bylaws specifically state that replacing a BOD member is a function of the BOD, not the EC. As an aside, first runner-up from the election and Keith Anderson opponent, John Horner is notably skipped.

May 23, 2007 the BOD meets for the first time since November 2006 and the EC elects themselves in as the EC again, with Mr. Tomassi, a complete newcomer to the national scene, being the Chairman. Although Mr. Anderson stated that a quorum attended the BOD meeting, this quorum included the two illegally elected BOD members, Mr. Tomassi and Mr. Esmail.