

**APFA  
SPECIAL BOARD OF DIRECTORS MEETING  
MAY 29, 2003**

*Sheraton Grand Hotel  
Irving, Texas 75063*

Y = Yes  
N = No  
P = Pass  
A = Abstain  
N/A = Absent  
PXY = Proxy Vote

**Resolution Tally Sheet**

**Resolution: #3**  
**Maker: Nikides**  
**Second: Weston**  
**Date: 5/29/03**  
**Time: 1641**

		Y	N	P	A	N/A
BOS	Carrigan		√			
BOSI	Vargas (V.Chair)		√			
DCA	Weston	√				
DCAI	Harrison (V.Chair)		√			
DFW	O'Kelley		√			
IDF	Watson		√			
JFK	Nasca		√			
LAX	Nikides	√				
LAXI	Mitchell		√			
LGA	Hodgson (V. Chair)		√			
MIA	Washbish		√			
IMA	Trautman		√			
ORD	Mallon		√			
IOR	Moehring		√			
RDUI	Turley		√			
SFO	Syracuse	√				
SFOI	LeWinter		√			
STL	Cooper				√	
PRES	Ward (Tie Breaker)					

**YES: 3      NO: 14      ABSTAIN: 1      ABSENT:**

**STATUS: PASSED ( )      FAILED (√)      TABLED ( )      WITHDRAWN ( )**

**WHEREAS**, the APFA Constitution is the supreme law of the APFA; and

**WHEREAS**, Article I Section 8.C. states, "All APFA officers and representatives shall enforce this Constitution;" and

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**WHEREAS**, Article III, Section 3.A. states, “the Board of Directors is authorized and empowered to take any and all lawful action CONSISTENT with [the] Constitution;” and

**WHEREAS**, Article III, Section 3.A. specifically defines the scope of authority of the Board of Directors, to quote, “The Board of Directors is authorized to INTERPRET this Constitution and to establish, prescribe and adopt such other policies which may be CONSISTENT with this Constitution;” and

**WHEREAS**, Article III, Section 1.B. provides specific procedures for any changes to the Constitutional language, to quote, “An affirmative vote by a majority of those active members in good standing who return valid ballots shall be required for the passage of any proposed alteration, addition, deletion or amendment,” and, in so stating, proscribes any APFA officer, representative or agent from unilaterally altering, adding to, deleting from or amending said document; and

**WHEREAS**, during the month of March 2003, the APFA entered into discussions with AMR management which led to the Restructuring Participation Agreement (RPA), a document proposing the drastic alteration of rates of pay, work rules and benefits contained in the Collective Bargaining Agreement (CBA), as ratified by membership vote on September 12, 2001; and

**WHEREAS**, Article XI Section 1.E.2., states that “[the] time limit for the return of ratification ballots (the balloting date) shall not be less than 30 days after the mailing of the ballots to the respective membership;” and

**WHEREAS**, Article VI Section 5.A., provides for the specific method with which the membership shall be balloted, to quote, “All balloting of the membership provided for in this Constitution shall be conducted by secret mail ballot, except during a strike or lockout;” and

**WHEREAS**, the APFA Board of Directors (BOD) met *via* teleconference call on March 19, 2003, and during that call, APFA Vice President Jeff Bott introduced a resolution, to be known as resolution 1.a. of that date, which proposed an abbreviated time frame for the membership’s consideration of the changes to the CBA; and

**WHEREAS**, resolution #1a of March 19, 2003, also changed the Constitutionally mandated method in which this abbreviated balloting would take place, by providing for telephonic balloting, in violation of the Constitutionally-mandated mail balloting; and

**WHEREAS**, several of those voting in favor of resolution #1a cited the need for immediate action due to the “emergency” nature of an allegedly imminent AMR bankruptcy filing, the Board of Directors is neither allowed to premise its Constitutionally-violating actions on a perceived “emergency,” nor is the term “emergency” defined in the Constitution, nor is the Board of Directors empowered to concoct its own definition of what might constitute an “emergency;” and

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**WHEREAS**, resolution 1a was passed by a majority vote of the APFA Board of Directors on Marcy 19, 2003, and despite the stated Constitutional proscriptions, the Board of Directors continued to act in an *ultra vires* mode, taking actions outside their scope of authority; and

**WHEREAS**, on March 10, 2003, by majority vote of the Board of Directors, resolution #2 was passed, directing “the President and the negotiating team...to take any and all actions needed to reach a negotiated consensual agreement with American Airlines, Inc., in order to avoid bankruptcy.” Nothing therein abrogated the membership’s Constitutionally mandated right to vote, as required in Article XI Section 1.D., which states, “A proposed collective bargaining agreement shall be ratified by an affirmative vote by a majority of those active members in good standing covered by the applicable Agreement who return valid ballots;” and

**WHEREAS**, Article XI, Section 1.C., requires that the “affect membership shall be given the complete changes to a Collective Bargaining Agreement PRIOR TO or at the START OF the balloting period; and

**WHEREAS**, the final contractual language was not available to the APFA membership until April 8, 2003, at the very earliest, accessible that evening *via* the APFA website, fully 8 days into the balloting process, with printed mail copies not yet finished, or mailed, as of that date; and

**WHEREAS**, the company continued to change the terms of the RPA, without allowing the APFA and extension to the balloting deadline; and

**WHEREAS**, it is clear and irrefutable that the complete language of the RPA was unavailable to the membership throughout the balloting process, and that the RPA was, in fact, ever-changing throughout that process; and

**WHEREAS**, Article VI Section 5.E., states, “Ballots must be returned to the APFA by the time and date specified and will be retrieved from the appropriate post office box by members of the National Ballot Committee. Ballots received after the time and date specified shall be considered as void,” and, clearly, neither authorizes the APFA, nor its officers, to unilaterally extend a balloting, nor does it imply such authorization; and

**WHEREAS**, *via* teleconference call of April 15, 2003, the Board of Directors, by majority vote, decided to extend the voting process until 5:00 pm CDT, Wednesday, April 16, 2003, and during that teleconference call, the specific numerical results of the balloting as reported by the American Arbitration Association at 10:00 a.m. CDT, were released to the APFA Board of Directors prior to voting on resolution #1; and

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**WHEREAS**, the Constitution specifically proscribes the extension of a balloting, all votes cast during said illegal balloting extension were VOID, as a matter of the contract law that exists between the membership and the leadership of the APFA, as indicated by the clear Constitutional language; and

**WHEREAS**, the APFA membership subsequent to the Board of Directors vote of April 15, 2003 had been subjected to extreme interference, pressure and threats by American Airlines management and personnel, in a concerted Company effort to effect the vote; and

**WHEREAS**, the Company interference further eliminated any possibility of an accurate balloting of the will of the membership, and

**WHEREAS**, Article IX Section 6.A. states, “The National Balloting committee (NBC) shall oversee all facets of all elections and balloting in accordance with the APFA Constitution and Federal law,” and further states that the “duties of the NBC shall include...certifying results of the balloting to the Secretary;” and

**WHEREAS**, the APFA HotLine of April 16, 2003, stated, “The American Arbitration Association has certified the results of the balloting for the APFA/AAL Restructuring Participation Agreement,” while, clearly, the duty of certification of the balloting results rested, under Constitutional authority, with the NBC; and

**WHEREAS**, Article X Section 4.B. states, “The President shall sign and tentatively accept all Collective Bargaining Agreements on behalf of the APFA provided however, that such acceptance shall be confirmed by the Executive Committee or Board of Directors, and ratified by the affected membership as provided for in Article XI Section 1.D. or Section 2.E. of this Constitution;” and

**WHEREAS**, Article XI Section 1.D. states, “A proposed Collective Bargaining Agreement shall be ratified by a majority of those active members in good standing covered by the applicable Agreement who return ballots;” and

**WHEREAS**, Article XI Section 1.F., states, “Any letters of agreement or side letters entered into between an employer and the APFA during or outside of the Collective Bargaining negotiations which alter the rates of pay, rules or working conditions for covered Flight Attendant employees shall be subject to ratification by the Executive Committee. If the Executive Committee determines that the alteration is substantial, such letter of agreement or side letter shall be submitted for RATIFICATION TO THE MEMBERSHIP covered by the applicable Agreement pursuant to the procedures outlined in this Article XI; and

**WHEREAS**, the right to vote is an inalienable right of every APFA member, as required in the Constitution; and

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**WHEREAS**, that right can neither be traded away nor bartered by any representative in exchange for any contract provision; and

**WHEREAS**, the APFA Board of Directors acted in *ultra vires* mode by authorizing a letter of agreement, representing drastic changes to the Collective Bargaining Agreement, without following the specific Constitutional provisions listed above; and

**WHEREAS**, the current underfly negotiations are premised on an agreement illegally and unlawfully imposed upon the APFA membership, in violation of the APFA Constitution; and

**WHEREAS**, any agreement with regard to underfly provisions represents a substantive change to the RPA, the vote for which is NULL and VOID, under the APFA Constitution.

**THEREFORE BE IT RESOLVED**, that the RPA, in total, with ALL changes, be sent back to the membership for ratification; and that said ratification process be conducted in accordance with any and all applicable provisions of the Constitution, including, but not limited, to, duration of balloting, method of balloting, and oversight by the NBC; and

**BE IT FURTHER RESOLVED**, that the APFA Board of Directors authorizes the APFA President to take any and all action necessary to assure acknowledgement of the reballoting by the Company; and

**BE IT FURTHER RESOLVED**, that the APFA Board of Directors authorizes and directs the APFA President to take any and all action necessary to protest the Company's interference during the aforementioned balloting process.

**BE IT FURTHER RESOLVED**, that ratification of this resolution shall not be construed as exonerating conduct based upon the same nucleus of operation as stated herein.