

**APFA
BOARD OF DIRECTORS TELECONFERENCE
MARCH 19, 2003**

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

Resolution Tally Sheet

Resolution: #1a
Maker: Bott
Second: Mallon
Date: 3/19/03
Time: 1645

		Y	N	P	A	N/A
BOS	Carrigan	•				
BOSI	McCauley		•			
DCA	Valenta		•			
DCAI	Madison	•				
DFW	O'Kelley		•			
IDF	Watson		•			
JFK	Nasca	•				
LAX	Nikides		•			
LAXI	Mitchell	•				
LGA	Edwards	•				
MIA	Rives (V. Chair)	•				
IMA	Trautman	•				
ORD	Mallon	•				
IOR	Moehring	•				
RDUI	Turley	•				
SFO	Napper (V. Chair)	•				
SFOI	LeWinter	•				
STL	Cooper	•				
PRES	Ward (Tie Breaker)					

YES: 13 **NO: 5** **ABSTAIN:** **ABSENT:**
STATUS: PASSED (•) **FAILED ()** **TABLED ()** **WITHDRAWN ()**

WHEREAS, it is essential that any agreement reached between APFA and the Company be submitted to the APFA membership for a ratification vote; and

WHEREAS, the APFA Board of Directors passed Resolution #2 at its Annual Convention on March 10, 2003; and

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WHEREAS, Resolution #2 directed the President and the Standing Negotiating Committee to take any and all actions to ensure that a Negotiated Agreement be reached with American Airlines, Inc., that would encompass the needed financial assistance and relief deemed necessary to avoid a possible bankruptcy filing by American Airlines, Inc.; and

WHEREAS, APFA believes that to avoid bankruptcy it is necessary to provide assurances for the financial institutions working with American Airlines, Inc., that the Union is fully aware that “time is of the essence” and the need to communicate such urgency to its members; and

WHEREAS, the APFA Constitution requires membership ratification of any proposed changes to a Collective Bargaining Agreement; and

WHEREAS, the APFA Constitution provides in Article XI. E. (2), that “*The time limit for the return of ratification ballots (the Balloting Date) shall be not less than thirty (30) days after the mailing of the ballots to the respective membership;*” and

WHEREAS, the Executive Committee and Board of Directors, in a memorandum dated March 17, 2003, was advised by the APFA Constitution Committee that there is unanimous agreement within the Committee that in drafting the Constitution the members never contemplated the potentially urgent need for ratification that can arise in the context of emergency circumstances and that had the issue been considered an expedited ratification process would have been drafted and recommended, and further that even though the explicit time frame in Article XI. E. (2) is 30 days, it would be inconsistent with the spirit of the constitution to sacrifice the interests of the membership in the name of compliance with a provision that was never intended to govern the exigent situation now confronting us; and

WHEREAS, an alternate means of ratification is not specifically excluded by Article XI of the APFA Constitution; and

WHEREAS, at the time the Constitution was adopted, telephonic balloting was not available, and the Board of Directors agrees with the Constitution Committee that the reference to mail balloting in Article XI. E. (2) was not intended to exclude newer forms of balloting as they became technologically practicable; and

Whereas, the Constitution grants the Board of Directors broad powers to take necessary actions to protect and promote the interests of APFA members; and

WHEREAS, the APFA Board of Directors recognizes and acknowledges that the current financial crisis at American Airlines, Inc., continues to escalate and that coupled with the threat of imminent war between the United States and Iraq has created a potential emergency situation with regards to the ratification process of any proposed changes to a Collective Bargaining Agreement; and

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WHEREAS, the APFA Board of Directors has determined that due to the potential exigent circumstance that an expedited balloting process must be adopted; and

WHEREAS, in order for such an expedited balloting process to be adopted it must be one that would provide the possibility of maximum membership participation as well as providing members with the ability to cast their votes and have those votes counted within a time frame that would not be possible using traditional mailed ballots, thereby causing potential harm to the APFA Flight Attendants and the Company, and therefore would not be in the best interests of the APFA represented Flight Attendants; and

WHEREAS, the APFA Constitution provides that the Board of Directors is empowered to establish the actual policies and procedures that are used by the National Ballot Committee to conduct contract ratification balloting.

BE IT THEREFORE RESOLVED, that the Board of Directors interpret Article XI. E. (2) of the APFA Constitution to allow for telephonic/electronic balloting; and

BE IT FURTHER RESOLVED, that in response to this potential unprecedented and time sensitive situation, the APFA Board of Directors shall, should circumstances warrant an emergency time frame for this critical contract ratification, adopt the following policies and procedures:

1. A telephonic/electronic ratification process shall be utilized. The National Balloting Committee is hereby directed to employ the services of the American Arbitration Association to provide such telephonic balloting of the APFA membership, and the APFA Treasurer and Secretary are directed to ensure that the National Ballot Committee is provided with full financial and staff support to ensure that all aspects of the balloting process are adhered to and expedited to the extent possible.
2. The balloting period for such ratification shall be a minimum of fifteen (15) days.
3. The APFA shall, immediately upon the Executive Committee and/or Board of Director's acceptance, post the complete proposed changes to the Collective Bargaining Agreement on the APFA web site in addition to mailing a copy of such proposed changes to each member.
4. The APFA shall request that the Company provide APFA space in each Flight Attendant operations area to permit the distribution of the complete proposed changes to the Collective Bargaining Agreement to its members for a period of no less than seven (7) days.
5. The urgency of ensuring an expedited ratification shall be communicated to the APFA membership *via* special mailing(s), InfoRep HotLine and e-mails, the APFA HotLine, and by posting(s) on each base APFA Bulletin Board.