

**OFFICIAL MINUTES OF THE
APFA SPECIAL BOARD OF DIRECTORS MEETING
RADISSON HOTEL DFW SOUTH
IRVING, TEXAS 75062**

AUGUST 25, 2004

MEETING ONE

1015 Call to Order

President Ward calls the Special Meeting of the APFA Board of Directors to order. The participants and spectators were reminded to shut off all cell phones.

1017 Roll Call

Secretary Hildreth took the roll call. All Board Members were present. Steven Moldof was present, as well as a gallery of Vice Chairpersons, Executive Committee Members and APFA members in good standing.

1019 Point of Order

LAX Chair Nikides asks to be recognized and reads into the record the APFA Code of Conduct as a guide and inspiration during this meeting.

1024 Agenda Review and Approval

Resolution #1, maker Secretary Hildreth, to approve the agenda is put forth. Due to the lack of ten (10) days notice, as per the APFA Constitution, there are no agenda items. Therefore, Resolution #1A, maker Mallon-ORD, is put forth adding the DOL Findings as an amended agenda item. Several additional topics were offered to be included in the amended agenda. A clarification of procedure was asked of legal counsel concerning the placement of agenda items. Additional discussion ensued involving several members of the Board regarding a dispute of agenda item order. The amended agenda items and their order of discussion were agreed to. A motion was put forth and approved to place Old Business following New Business on the amended agenda.

Resolution #1A is put forth for vote. This resolution passes unanimously.

Resolution #1 is put forth to approve the agenda. This resolution passes unanimously.

1044 Department of Labor

President Ward states that the Board of Directors will be meeting off the record to formulate a resolution with regard to the Department of Labor's decision concerning the APFA.

1047 Meeting Off the Record

The National Officers and gallery leave the room.

1255 Meeting Back on Record

President Ward asks the maker, Hodgson-LGA, to read Resolution #2 into the record.

Resolution #2

Whereas, in accordance with Article III, Section 3.A of the APFA Constitution, the APFA "Board of Directors is authorized and empowered to take any and all lawful action" ... "to safeguard and protect the APFA", as well as "the rights, privileges, duties, and responsibilities of the APFA"; and

Whereas, Article VI, Section 5.H. (2) of the APFA Constitution declares that "The candidate receiving the majority of valid votes cast for an office in the run-off election shall be deemed elected to that office and be so notified by the Secretary"; and

Whereas, on August 12, 2004, by order of the Office of Labor-Management Standards of the U.S. Department of Labor (hereafter, "DOL"), District Director Kermit Perkins and Investigator Ann Woodward, validated, opened, counted and certified sixteen (16) additional ballots for the office of APFA President; and

Whereas, on that day and in the presence of the above DOL representatives who certified this August 12, 2004, "Additional Ballot Count", representatives of Whitley Penn, CPAs and Professional Consultants to the APFA, added the DOL tally of sixteen challenged ballots to the formerly recorded, certified tally of March 12, 2004; and

Whereas, when combined with the previous totals, candidate Tommie Hutto-Blake received a total of 7407 valid ballots and candidate John Ward received a total of 7400 valid ballots; and

Whereas, pursuant to the authority of Section 601 of the Labor-Management Reporting and Disclosure Act of 1959 (LMRDA), the Office of Labor-Management Standards (OLMS) conducted an investigation of this March 12, 2004, run-off election for officers of the APFA; and

Whereas, in a letter dated August 17, 2004, under the signature of John H. Heaney, Chief, Division of Enforcement, U.S. Department of Labor, states that, “it is the OLMS position that APFA should immediately install candidate Tommie Hutto-Blake to the position of APFA President, and

Whereas, the DOL in the above referenced letter of August 17, 2004, further determined, with respect to the election complaints filed by the unsuccessful runoff election candidates for the other APFA National Officer positions, that there were no violations of law that may have affected the outcome of those elections; and,

Whereas, Chief Heaney’s letter further states that, “APFA’s voluntary installation of Ms. Hutto-Blake to president (sic) for the remainder of the term will remedy the violations of Section 401(e) that occurred during the runoff election”, giving APFA a deadline of August 26, 2004;

Therefore, be it resolved, that the Governing Body of the APFA, the Board of Directors, directs the APFA National Balloting Committee to immediately decertify the ballot count of March 12, 2004, on August 25, 2004, for the office of President and in conjunction with Whitley Penn to re-certify the National Run Off Election for president in accordance with the above findings and the DOL tabulations counted effective August 12, 2004.

Be it further resolved, that the APFA Board of Directors by authority of the APFA Constitution and this said Resolution, immediately installs Tommie Hutto-Blake to the office of APFA President; and

Be it further resolved, that the APFA Secretary shall notice Candidate Hutto-Blake that she is deemed elected to the office of President effective immediately for the remainder of the term; and

Be it further resolved, that this Resolution shall be immediately prepared for notice and publishing to the APFA Membership on the APFA Hotline and the APFA Web site; and

Be it further resolved, that the APFA Secretary shall notify the Department of Labor of this election re-certification and installation immediately upon the completion of both actions.

President Ward asks if there is any further discussion on this resolution. There is no additional discussion brought forth.

Resolution #2 is put forth, to the APFA Board of Directors, for vote by Secretary Hildreth. Resolution #2 passes unanimously.

John Ward asks to address the Board of Directors and gallery wherein he shared a personal message with the Board and gallery.

1250 Meeting One Adjourned