

**APFA
SPECIAL BOARD OF DIRECTORS MEETING
July 26 - 27, 2004**

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

Resolution Tally Sheet

		Y	N	P	A	N/A		
Resolution:	#18	BOS	Carrigan	/				
Maker:	Ward	BOSI	McCauley	/				
Second:	Watson	DCA	Weston	/				
Date:	7/27/04	DCAI	Horan	/				
Time:	2024	DFW	O'Kelley	/				
		IDF	Watson	/				
		JFK	Edwards (V. Chair)	/		/		
		LAX	Nikides	/				
		LAXI	Mitchell	/				
		LGA	Hodgson	/				
		MIA	Washbish	/				
		IMA	Trautman	/				
		ORD	Mallon	/				
		IOR	Moehring	/				
		RDUI	Turley	/				
		SFO	Syracuse	/				
		SFOI	Chaisson (V. Chair)	/				
		STL	Bertolini (V. Chair)	/		/		
		PRES	Ward (Tie Breaker)					

YES: 18 NO: ABSTAIN: ABSENT:
STATUS: PASSED (/) FAILED () TABLED () WITHDRAWN ()

WHEREAS, Resolution #3 adopted by the APFA Executive Committee on April 13, 2004, purports to recognize the right of the APFA Treasurer to retain legal counsel in furtherance of the duties of the APFA Treasurer; and

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WHEREAS, pursuant to Article III, Section 3.A. of the APFA Constitution, the Board of Directors is authorized to interpret the APFA Constitution; and

WHEREAS, pursuant to Article III, Section 4.A. of the Constitution, the Executive Committee's interpretation of the Constitution is subject to the approval of the Board of Directors; and

WHEREAS, the APFA Constitution addresses the retention of counsel and does not permit the APFA Treasurer to retain counsel; and

WHEREAS, pursuant to Article III, Section 3.L.(22), the Board of Directors may take any and all appropriate action deemed necessary by the Board and in accordance with the Constitution to promote the welfare of the members of APFA, and this shall include the right to reverse an action or decision of the Executive Committee except in two specific instances, neither of which exception is applicable here.

THEREFORE BE IT RESOLVED, that Resolution #3 adopted by the Executive Committee on April 13, 2004 is reversed and vacated to the extent that it purports to authorize or recognize the APFA Treasurer to retain legal counsel;

BE IT FURTHER RESOLVED, that the APFA Treasurer is not authorized to retain legal counsel.