

# APFA

## BOARD OF DIRECTORS MEETING

### 2012 ANNUAL CONVENTION

February 27 - March 1, 2012  
The Argonaut Hotel  
San Francisco, California

Resolution Tally Sheet	<b>Resolution #:</b> 15
	<b>Maker:</b> Moyer
	<b>Second:</b> Casadey
	<b>Date:</b> 02/29/2012
	<b>Time:</b> 16:15

**Resolution Name: Fiduciary Responsibility of Elected/Appointed Representatives**

*AFFECTS POLICY MANUAL:*

<b>YES</b> = <i>Yes</i>	<b>ABS</b> = <i>Abstain</i>	<b>PXY</b> = <i>Proxy Vote</i>
<b>NO</b> = <i>No</i>	<b>N/A</b> = <i>Absent</i>	<b>REC</b> = <i>Recuse</i>
<b>PASS</b> = <i>Pass</i>		

*COMMENTS:*

	B O S	B O S I	D C A	D F W	I D F	J F K	L A X	L A X I	L G A	M I A	I M A	O R D	I O R	R D U I	S F O	S T L	PRES — <i>Tie-Breaker</i>
	McCauley	Vargas	Prayon	O'Kelley	Bedwell	Nasca	Nikides	Wildish	Casadey	Moyer	Trautman	Breckenridge	Kilcran	MacPherson	Salas	Martin	Glading
YES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
NO	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
PASS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ABS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
N/A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
PXY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
REC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**YES:** 2      **NO:** 14      **ABSTAIN:** 0      **ABSENT:** 0

**Status:** *Passed*     *Failed*     *Tabled*     *Withdrawn*     *Show of Hands*

**WHEREAS**, the APFA is an institution that collects dues money from its members primarily if not solely for the purpose of conducting operations commensurate with representing their professional interests; and

**WHEREAS**, in concert with the above, it is then reasonable to conclude that elected officials of the APFA are to act solely in a manner that defends, safeguards, or preferably enhances the

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professional interests of APFA and its members; and

**WHEREAS**, APFA General Counsel is present at every Board of Directors meeting for advice and counsel regarding any contemplated actions of the Association; and

**WHEREAS**, it is a high priority of responsibility for elected officials of the APFA to safeguard Association finances, as well as protect it from legal harm, in a manner that no resource would be improperly allocated, abused, or utilized frivolously; and

**WHEREAS**, the cost of rerunning an election or representing the Association in a lawsuit can be quite significant, so much so that the Association could be left in the untenable situation of not having ample resources to competently represent the professional interests for which it is primarily charged;

**BE IT THEREFORE RESOLVED**, that if any representative of the APFA willfully disregards the advice of counsel and engages in any action that results in financial harm to the APFA, that member may be held financially responsible for related costs incurred by the APFA necessary to protect itself.