

**APFA**  
**SPECIAL BOARD OF DIRECTORS MEETING**  
**November 29, 2019**

**Via Teleconference**

**1213            Teleconference on the Record**

**1220            Ground Rules**

After confirming that each individual dialed into the teleconference, were alone and not recording, APFA National President Bassani reviewed the Ground Rules for today's call including some points regarding Robert's Rules of Order. There were questions regarding how speakers would be recognized. It was determined that the National Secretary would call on each Base President alphabetically by Base, followed by National Officers.

**1226            Meeting Called to Order and Roll Call**

National President Bassani called the meeting via teleconference to order and asked the National Secretary to take the roll. All members of the Board of Directors were present.

**1228            Opening Remarks**

National President Bassani welcomed everyone to the special teleconference convened to discuss budgetary issues of the Union. She stated that there are resolutions on the agenda that do not speak to the budget issues and should not be considered.

The National President spoke to reasons for the budget being off course right now. APFA's dues structure has remained largely the same since 2001 while changes triggered by the merger and the JCBA have increased the amount that the Union pays out on a monthly basis significantly. She stated that some costs were not forecasted correctly in the annual budget by the Budget Committee, yet it was approved by the Board of Directors.

She spoke to the compilation of expenses that make up the complex running of a large union with no increase in income and large increase in expenses. The APFA is currently in negotiations with American Airlines, which is a large cost for the Union. APFA has one of the healthiest negotiations' funds of any flight attendant union of our size.

The National President mentioned that budgetary cuts have already been made by her including renegotiating agreements with professionals utilized by the Union, and this information has been sent to the Board. Many APFA representatives will not be on a full month removal, and some department representatives will work remote to save on hotel expense. Many of the resolutions being put forward today will produce even more cost savings for the Union.

National President Bassani reemphasized that some resolutions on today's agenda do not address the budgetary concerns, and some resolutions are not consistent with the APFA Constitution. She

also noted the language in Article III of the Constitution and that the final control of APFA shall be vested in the membership.

In closing, the National President commended the Board for taking the Union's financial issues seriously. The APFA has previously had to tighten their belt and will likely need to do so again in the future. She stated that we must come together as a unified group to create solutions. The membership has endowed their trust in us to run the Union effectively and we owe them nothing less.

At this point, legal requested that the meeting be taken off record.

### **1233 Meeting Off Record**

### **1257 Meeting Back On Record**

#### **1257 Resolution #1 – Approve the Agenda**

**Maker: Bassani**

**Second: Geiss**

Resolution #1 approving the agenda was put forth for a roll call vote and passed unanimously. 13 yes, 0 no.

#### **1257 Constitutional Adherence WITHDRAWN**

National President Bassani withdrew this resolution as it does not comply with budgetary issues.

#### **1259 Resolution #2 – Board Financial Training**

**Maker: Gunter**

**Second: Bassani**

National Treasurer Gunter read the resolution into the record. This resolution speaks to the Base Presidents being elected by the membership and are required by the APFA Constitution to approve the annual budget. The current budget approved by the Board was not based in realistic forecasting to offset the known increases to come regarding the Union's payroll. An example would be budgeting each full month trip removal as 90 hours, when in reality the maximum bid is 110. The resolution speaks to the need for the Board to have a clear understanding of finances and asks the Board to create policy to provide mandatory financial training prior to the next convention in March of 2020, and each following year as new Board members are elected.

National Secretary Hillman began the roll call vote. The BOS Base President made a motion to Call the Question\*, which was seconded by the CLT Base President. The National Secretary took the vote for the Motion, which passed – 13 yes, 0 no.

\* Note: "Call the Question" is a motion under Robert's Rules of Order, that if seconded, prevents any further discussion and requires an immediate vote.

National President Bassani asked the National Secretary to now take the vote for Resolution #2. Resolution #2 failed – 0 yes, 13 no.

**1305                    Resolution #3 – Equitable Budget Reallocation**  
**Maker:                Bassani**  
**Second:               Hillman**

National President Bassani read the resolution into the record. This resolution speaks to the current Officers administration being elected mid-term and assuming all debts and inequities of a mid-term election. Recognizing the need for a financial review of the National Treasurer's department, the National President announced to the Executive Committee in August 2019 a CPA firm was being hired to conduct a thorough review of the financial standing. This review was prevented due to APFA's annual audit being completed. The National President then called for an independent review in November 2019. This review recommended budgetary cuts in all departments and bases which all leadership agrees are necessary. The resolution asks the Board to mandate each Base and Department, including National Officers to make cuts that comply with the percentages necessary in the manner they see fit. This would eliminate the inequitable decrease in the National Officers' salaries.

Maker Bassani spoke to the resolution. She stated that everyone agrees on the need for budgetary cuts across the board. The National Officers, however are the only representatives with an actual salary decrease and no way to make up the difference. There are other ways cuts can be made in the departments to comply with necessary percentages.

National Secretary Hillman began the roll call vote. The BOS Base President made a motion to Call the Question, which was seconded by the CLT Base President. The National Secretary took the vote for the Motion, which passed – 13 yes, 0 no.

National President Bassani asked the National Secretary to now take the vote for Resolution #3. Resolution #3 failed – 1 yes, 12 no.

**1311                    Resolution #4 – Paycut Equality**  
**Maker:                Hillman**  
**Second:               Bassani**

National Secretary Hillman read Resolution #4 into the record. This resolution speaks to the mandatory budget cuts for each department. These cuts call for personal salary reductions of the salaries of National Officers' salaries. The cuts are received in the spirit of sharing equally and equitably to solidify the financial standing of APFA. The resolution asks the Board to approve that no APFA Representative in any position be paid more monthly hours than the highest paid National Officer's monthly hours.

Speaking to the resolution, Maker Hillman stated that the job of union leaders is to protect members' pay.

National Secretary Hillman began the roll call vote. The BOS Base President made a motion to Call the Question, which was seconded by the CLT Base President. The National Secretary took the vote for the Motion, which passed – 11 yes, 2 absent.

National President Bassani asked the National Secretary to now take the vote for Resolution #4. Resolution #4 failed – 1 yes, 12 no.

**1317            Resolution #5 – Former National Officer Payouts**  
**Maker:        Bassani**  
**Second:       Geiss**

National President Bassani read Resolution #5 into the record. This resolution speaks to Resolution #2 that was passed at the August 26, 2019 Special Board of Directors Meeting and two demand letters sent on September 4, 2019 and September 18, 2019 to the three former Officers named in that resolution. The resolution makes note of the requests for documents made by these former Officers, and the extension for repayment allowed by the Base Presidents. The resolution includes reference to the meeting held with these officers and the National Treasurer, Legal Counsel and the APFA Independent Auditor. To date no payment has been made. The resolution asks the Board to move forward with administrative action to recoup the overpayments if no payment or payment plan is received within 14 days.

National Secretary Hillman began the roll call vote. The BOS Base President made a motion to Call the Question, which was seconded by the CLT Base President. The National Secretary took the vote for the Motion, which passed – 13 yes, 0 no.

National President Bassani asked the National Secretary to now take the vote for Resolution #5. Resolution #5 failed – 1 yes, 12 no.

**1322            Resolution #6 – Elimination of Replicon**  
**Maker:        Geiss**  
**Second:       Gunter**

National Vice President Geiss read Resolution #6 into the record. This resolution speaks to the Contract Chairperson introducing an initial electronic expense program with a substantial set-up fee of \$25,000.00. A second program was contracted after it was determined the initial program was incompatible with APFA's accounting system. This second program also had a substantial set up fee of \$31,000.00, and their per user fee has increased from \$4.00 to \$14.00 per month. These two programs have cost the APFA \$66,151.00 to date and there were concerns that the latest software may not meet the DOL or LMRDA standards for our Union. This resolution asks that the Board, while searching for areas to cut unnecessary cost, agree to dissolve the contract with the current program and continue the use of paper expense forms for union representatives.

Maker Geiss spoke to the resolution. While the Board is looking to cut unnecessary costs everywhere especially while in negotiations, the excessive expense of these programs is not fiduciarily responsible or necessary.

National Secretary Hillman began the roll call vote. The BOS Base President made a motion to Call the Question, which was seconded by the CLT Base President. The National Secretary took the vote for the Motion, which passed – 13 yes, 0 no.

National President Bassani asked the National Secretary to now take the vote for Resolution #6. Resolution #6 failed – 0 yes, 13 no.

**1327            Resolution #7 – Elimination of Carry-Over**  
**Maker:        Gunter**  
**Second:       Geiss**

National Treasurer Gunter read Resolution #6 into the record. This resolution speaks to the Board’s fiduciary responsibility, and the fact that when the 2020 budget was approved, there was no account taken for the bid max of 110. The budget was approved based on a 90-hour maximum. The resolution recognizes this oversight by the Board and asks that pay for carry-over flying be eliminated for those on full month removal.

National Secretary Hillman began the roll call vote. The BOS Base President made a motion to Call the Question, which was seconded by the CLT Base President. The National Secretary took the vote for the Motion, which passed – 13 yes, 0 no.

National President Bassani asked the National Secretary to now take the vote for Resolution #7. Resolution #7 failed – 0 yes, 13 no.

**1331            Resolution #8 – Emergency Removal of Pick-up Trips**  
**Maker:        Bassani**  
**Second:       Hillman**

National President Bassani read Resolution #8 into the record. This resolution speaks to the agreement APFA has made to cut extra spending, and the fact that those representative on full month trip removal have the ability to pick up additional trips. The resolution asks the Board to require that every effort be made to schedule meetings on allotted APFA paid days rather than on days the representative picked up additional trips which would require additional APFA paid trip removal.

National President Bassani spoke to the resolution. The resolution’s intent is to ask all representatives to be more fiscally responsible. She noted that there will be times when emergency meetings are called that require additional trip removals, but the ask is to be more fiscally responsible since this is an added cost to APFA, and every effort should be made to reschedule the meeting or have another representative cover the meeting.

National Secretary Hillman began the roll call vote. The BOS Base President made a motion to Call the Question, which was seconded by the CLT Base President. The National Secretary took the vote for the Motion, which passed – 13 yes, 0 no.

National President Bassani asked the National Secretary to now take the vote for Resolution #8. Resolution #8 failed – 0 yes, 13 no.

**1336 Remove 5-hour PNC Days – WITHDRAWN**

National Vice President Geiss withdrew this resolution based on the Board’s approval of the 6-hour “PA” day during the Fall Board Meeting.

**1337 Resolution # 9 – Double-Dipping on AP Removal**  
**Maker: Gunter**  
**Second: Geiss**

National Treasurer Gunter read Resolution #9 into the record. This resolution speaks to the APFA Board’s fiduciary responsibility to reduce costs. The resolution references the Board’s allowance of ‘double-dipping’ which is the practice to pick up additional trips on days where an APFA removal already exists, and this subsequent trip may also be removed with pay by the APFA. This resolution asks that the ability to pick up on top of union paid trips cease immediately since the membership is not afforded the same option.

National Secretary Hillman began the roll call vote. The BOS Base President made a motion to Call the Question, which was seconded by the CLT Base President. The National Secretary took the vote for the Motion, which passed – 13 yes, 0 no.

National President Bassani asked the National Secretary to now take the vote for Resolution #9. Resolution #9 failed – 1 yes, 12 no.

**1342 Resolution #10 – APFA Meetings and Trainings**  
**Maker: Hillman**  
**Second: Gunter**

National Secretary Hillman read Resolution #10 into the record. This resolution speaks to APFA leadership taking steps to be fiduciarly responsible and asks the Board to hold APFA meetings and trainings in the conference room at APFA headquarters whenever possible, eliminating the high cost for hotel meeting rooms.

National Secretary Hillman began the roll call vote. The BOS Base President made a motion to Call the Question, which was seconded by the CLT Base President. The National Secretary took the vote for the Motion, which passed – 13 yes, 0 no.

National President Bassani asked the National Secretary to now take the vote for Resolution #10. Resolution #10 failed – 1 yes, 12 no.

**1345 Resolution #11 – PHL Base Office**  
**Maker: Geiss**  
**Second: Bassani**

National Vice President read Resolution #11 into the record. This resolution speaks to the APFA Constitution mandating that the Board of Directors shall determine ‘Office Locations’ by a 2/3 majority vote. The resolution states that the PHL is the only base with an offsite office and is an unnecessary expenditure of approximately \$14,400 annually. The resolution asks that the Board

close the PHL office immediately and the savings be added back to the PHL budget, allowing for additional union representation for our members.

The National Vice President spoke to the resolution. CLT and PHX closed their respective office when the merger took place. It is her understanding that the PHL office was to also close at the end of their lease, however, the office lease continued to be renewed. The National Vice President believes it was an oversight and this cost savings will benefit the APFA and the PHL base budget.

National Secretary Hillman began the roll call vote. The BOS Base President made a motion to Call the Question, which was seconded by the CLT Base President. The National Secretary took the vote for the Motion, which passed – 13 yes, 0 no.

National President Bassani asked the National Secretary to now take the vote for Resolution #11. Resolution #11 failed – 0 yes, 13 no.

**1350                    Resolution #12 – Exit Packages Repay and Cease**  
**Maker:                Bassani**  
**Second:                Gunter**

National President Bassani read Resolution #12 into the record. This resolution speaks to the APFA Constitution being the supreme law of the APFA and that all actions taken must be consistent with the Constitution. The resolution speaks to alleged exit packages funded by the membership's dues monies which added to the financial deficit of the Union's general fund when this administration took office. The resolution asks the Board to authorize an independent investigation into these alleged practices and if found to be true, that the membership be made whole by repayment of exit packages funded by membership dues by the persons making the ultimate decisions to approve the alleged packages, and that any such similar conduct cease and desist immediately.

The maker made some changes to the wording of the resolution to which there was no objection. National President Bassani stated that the Board has the fiduciary, fiscal and moral responsibility to safeguard the dues money for the membership.

National Secretary Hillman began the roll call vote. The BOS Base President made a motion to Call the Question, which was seconded by the CLT Base President. The National Secretary took the vote for the Motion, which passed – 13 yes, 0 no.

National President Bassani asked the National Secretary to now take the vote for Resolution #12. Resolution #12 failed – 0 yes, 12 no, 1 abstain.

**1357                    Resolution #13 – Paperbid Awards**  
**Maker:                Trautman**  
**Second:                Nikides**

The Miami Base President read Resolution #13 into the record. This resolution speaks to the APFA Policy Manual Section 5.C.8.a.(3) and the current restructuring of the trip removal policy

to ensure fiscal responsibility while maintaining service to the membership. The resolution updates the allocation of full month, and any subsequent removals, permitted at the respective base.

The maker spoke to the resolution. With the massive restructuring and cuts at each base, it is important that the Base President in charge of their respective budget should have final authority as to the allocation of the trip removals, changing the current policy of extending trip removals to Base Vice Presidents, after Base Presidents.

National Secretary Hillman began the roll call vote. The BOS Base President made a motion to Call the Question, which was seconded by the CLT Base President. The National Secretary took the vote for the Motion, which passed – 13 yes, 0 no.

National President Bassani asked the National Secretary to now take the vote for Resolution #13. Resolution #13 passed – 13 yes, 0 no.

**1401            Resolution #14 – APFA Strategic Budget**  
**Maker:        Milenkovic**  
**Second:       Norvell**

The Boston Base President read Resolution #14 into the record. This resolution speaks to the Board of Directors being the governing body of the APFA and their ability, per the Constitution, to take any and all lawful action consistent with the Constitution to protect the APFA and its members, and its authority to interpret the Constitution and to adopt policies for the management of the APFA; and to take any and all appropriate action to promote the welfare of the APFA members. The resolution also speaks to the review of the current state of APFA’s budget and overspending by the current National Offices and APFA Headquarters Departments. This resolution asks the Board to authorize emergency budgetary changes provided by the Budget Committee and outlines these changes to be implemented immediately and to be in effect through at least the end of the fiscal year which is March 31, 2020.

National President Bassani asked to go off record for a legal opinion.

**1404   Meeting off Record**

**1406   Meeting on the Record**

National Secretary Hillman began the roll call vote. The BOS Base President made a motion to Call the Question, which was seconded by the CLT Base President. The National Secretary took the vote for the Motion, which passed – 13 yes, 0 no.

National President Bassani asked the National Secretary to now take the vote for Resolution 13. Resolution #13 passed – 13 yes, 0 no.

**1410            Resolution #15 – Budget Oversight Committee (BOC)**  
**Maker:        Milenkovic**  
**Second:       Norvell**



The Boston Base President read Resolution #15 into the record. This resolution speaks to the Board's authority to take lawful action consistent with the Constitution to protect APFA, and their ability to change duties and specific job descriptions of committees, and to appoint special committees. The resolution authorizes the Board to restructure the duties of the Budget Committee and form a Budget Oversight Committee. The duties of this committee are outlined in this resolution which are mainly centered on trip removal approvals and to confirm each department remains within their respective budget.

National President Bassani asked to take the meeting off record for legal opinion.

**1415 Meeting off the Record**

**1435 Meeting back on the Record**

The maker read into the record an amendment to Resolution #15 to which there was no objection.

National Secretary Hillman began the roll call vote. The BOS Base President made a motion to Call the Question, which was seconded by the CLT Base President. The National Secretary took the vote for the Motion, which passed – 13 yes, 0 no.

National President Bassani asked the National Secretary to now take the vote for Resolution #15. Resolution #15 passed – 12 yes, 1 no.

**1456 Resolution #16 – BOD Financial Oversight**  
**Maker: Sullivan**  
**Second: Toms**

Prior to the maker reading the resolution into the record, there was some discussion regarding the procedures for amending the resolution and distributing the amended document to the Board.

The RDU Base President read Resolution #16 into the record. This resolution speaks to the Board's authority to safeguard and protect the APFA, and to take appropriate action to promote the welfare of the members of the APFA, and the duties of the National Treasurer outlined in the APFA Constitution. The resolution speaks to overspending by the National Officers and Headquarters Departments and the Board's lack of confidence in the Officers ability to adhere to the APFA Code of Conduct. The resolution goes on to set guidelines for the remainder of the current fiscal year, and the Board's authorization to review certain contracts between the APFA and other parties along with other documents.

A request was made to take the meeting off record.

**1503 Meeting off the Record**

**1733 Meeting back on the Record**

The National Secretary took roll call again to confirm all were present. National President Bassani noted that while the meeting was off record, there was discussion regarding Constitutional adherence issues by the Board and the resolution currently on the floor, which was amended.

After it was determined that all had received the amended resolution, Maker Sullivan reread the amended resolution into the record.

National President Bassani asked the maker if it was her desire to fully substitute the prior resolution that was read into the record as Resolution 16. Maker Sullivan agreed to which there was no objection from the Board.

**1745 Meeting Off Record**

**1800 Meeting Back On Record**

Maker Sullivan reread the amended portions of Resolution #16 to which there was no objection.

National President Bassani stated that there have been sweeping allegations made against the current National Officers in this resolution that have no basis in fact, and the Board has not provided any specifics or any documentation or evidence to support their assertions.

National Secretary Hillman began the roll call vote. The BOS Base President made a motion to Call the Question, which was seconded by the CLT Base President. The National Secretary took the vote for the Motion, which passed – 13 yes, 0 no.

National President Bassani asked the National Secretary to now take the vote for Resolution #16. Resolution #16 passed – 12 yes, 1 no.

**1805 Resolution #17 – Adjourn**

**Maker: Bassani**

**Second:**