

# APFA

## BOARD OF DIRECTORS MEETING

### SPECIAL BOARD OF DIRECTORS MEETING

March 12, 2018  
Via Teleconference

Resolution Tally Sheet	<b>Resolution #:</b> 3
	<b>Maker:</b> Wroble
	<b>Second:</b> Babi
	<b>Date:</b> 03/12/2018
	<b>Time:</b> 5:19 p.m.

**Resolution Name:** National Vice President Appointment

<input type="checkbox"/> AFFECTS POLICY MANUAL:		
<b>YES</b> = Yes	<b>ABS</b> = Abstain	<b>PXY</b> = Proxy Vote
<b>NO</b> = No	<b>N/A</b> = Absent	<b>REC</b> = Recuse
<b>PASS</b> = Pass		

COMMENTS:

	B O S	C L T	D C A - A A	D C A - U S	D F W	L A X	L G A	M I A	O R D	P H L	P H X	R D U I	S F O	S T L	PRES - Tie- Breaker
	Milenkovic	Sarnacki	Valenta	Pennell	Walsh-Martin	Nikides	Lewis	Trautman	Wroble	Kaswinkel	Babi	Sullivan	Toms	Foust	Martin
YES	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input 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 type="checkbox"/>
NO	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" 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 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"/>
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"/>
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"/>
PXY	<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"/>
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"/>

**YES:** 8      **NO:** 6      **ABSTAIN:** 0      **ABSENT:** 0

**Status:**   *Passed*      *Failed*      *Tabled*      *Withdrawn*      *Show of Hands*  

**WHEREAS**, pursuant to Article III, Section 2.A of the APFA Constitution, “the governmental powers of the APFA shall be vested in the Board of Directors, and the officers and representatives of the APFA in accordance with the provisions of the Constitution”; and

**WHEREAS**, Article III, Section 3.A of the Constitution defines and bestows the duties and the responsibilities of the APFA Board of Directors; and

**WHEREAS**, Article VI, Section 7 of the Constitution provides, in part:

**APFA**  
**BOARD OF DIRECTORS MEETING**

- A. In the event of a vacancy in the office of the National President, the National Vice President shall assume the office for the balance of the unexpired term.
- B. In the event of a vacancy in the office of the National Vice President, if the unexpired term from the date of the vacancy is more than eighteen (18) months, a membership election shall be held to fill the vacancy . . . [and] [t]he Board of Directors shall appoint an interim National Vice President to serve until the result of the election is known.

**WHEREAS**, a vacancy occurred in the office of the National President effective at the end of the day on March 2, 2018, and, in accordance with Article VI, Section 7.A of the Constitution, the National Vice President assumed the duties of the National President; and

**WHEREAS**, as a result, there now is a vacancy in the office of National Vice President; and

**WHEREAS**, the current term for the National Vice President position will expire on March 31, 2020, which is more than 18 months after the date of vacancy; and

**WHEREAS**, unrelated to this vacancy, a National Officer Re-Run Election is currently in progress which will determine who shall serve the remainder of the unexpired term of the National Vice President; and

**WHEREAS**, Article VI, Section 7.B of the Constitution provides that an Interim National Vice President appointed by the Board of Directors “shall serve until the result of the election is known,” and Article VI, Section 7.E of the Constitution similarly provides that if there is an election for an Interim National Vice President, the term of office shall commence “immediately upon election”; and

**WHEREAS**, the National Officer Re-Run Election is being supervised by the Department of Labor, which, pursuant to its authority, has determined that there will be a transition period of approximately six weeks between the date that the National Officer Re-Run Election results are certified for all National Officer positions and the date that the newly-elected officers take office; and

**WHEREAS**, the Department of Labor’s determinations are binding notwithstanding any other procedures set forth in APFA’s Constitution; and

**WHEREAS**, in light of these circumstances, the Board of Directors has interpreted Article VI, Sections 7.B and 7.E. of the Constitution so that the Interim National Vice President appointed by the Board of Directors shall serve until the newly-elected National Vice President takes office at the end of the transition period;

**THEREFORE BE IT RESOLVED**, that the APFA Board of Directors appoints Mark Littleton to serve as Interim National Vice President until an elected National Vice President takes office as a result of the National Officer Re-Run Election, which will occur on June 2, 2018 in the event there is no runoff election held for any position in the National Officer Re-Run Election, or on July 2, 2018 in the event there is a runoff election held for any position in the National Officer Re-Run Election; and

**BE IT FURTHER RESOLVED**, that this appointment shall be effective immediately.