

**APFA
SPECIAL BOARD OF DIRECTORS MEETING
FEBRUARY 26, 2003**

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

Resolution Tally Sheet

		Y	N	P	A	N/A
Resolution:	#2		/			
Maker:	Nasca		/			
Second:	Edwards		/			
Date:	2/26/03		/			
Time:	2100		/			
	BOS Carrigan		/			
	BOSI McCauley		/			
	DCA Valenta		/			
	DCAI Madison		/			
	DFW Stewart (V. Chair)		/			
	IDF Watson		/			
	JFK Nasca	/				
	LAX Nikides		/			
	LAXI Mitchell		/			
	LGA Edwards	/				
	MIA Washbish		/			
	IMA Trautman		/			
	ORD Mallon		/			
	IOR Moehring		/			
	RDUI Turley		/			
	SFO Syracuse		/			
	SFOI LeWinter		/			
	STL Cooper	pxy				
	PRES Ward (Tie Breaker)					

YES: 3 NO: 15 ABSTAIN: ABSENT:
STATUS: PASSED () FAILED (•) TABLED () WITHDRAWN ()

WHEREAS, American Airlines, Inc. (“AA” or “the Company”), the employer for Flight Attendants represented by the Association of Professional Flight Attendants (APFA), and the airline industry as a whole, has continued to sustain substantial losses in revenue since the catastrophic events of September 11, 2001; and the Company asserts an increase in operating costs due to these events and a decrease in revenue caused by the current economic environment, and;

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WHEREAS, Don Carty, Chief Executive Officer of AA has sought to gain the support for financial assistance and relief from the organized employee groups on the property of AA (APFA, APA and TWU), through regular meetings and financial briefings with the representatives of each of the Unions on the property, and;

WHEREAS, in accordance with the APFA Constitution the Board of Directors is the governing body of the APFA and as such shall take any and all actions to promote and protect its members from unnecessary concessions, and;

WHEREAS, the APFA Board of Directors adopted Resolution #3 on February 12, 2003 at a special meeting of the Board in Washington, D.C., wherein the APFA agreed to constantly monitor and evaluate the Company's financial assistance and relief request, and;

WHEREAS, Resolution #3 further authorized the standing members of the APFA's table negotiating team, under the direction of the APFA President to pursue any and all possible options to grant financial assistance and/or relief, if deemed necessary and appropriate under all of the facts and circumstances, and;

WHEREAS, any financial assistance and relief options from APFA and its membership requires immediate in depth evaluation, careful consideration, and expert analysis by numerous individuals possessing unique skills and experience with past and present knowledge of the collective bargaining agreements between the parties, as well as a knowledge of the airline industry, to protect and fully ensure that any and all financial assistance and relief options shall be the best possible options for the APFA and its members, and;

WHEREAS, the APFA Board of Directors acknowledges and recognizes the exigent circumstances and requests for immediate financial assistance and relief request made by the Company, and has determined that it is in the best interest of the APFA membership to establish temporary committees under Article IX, Section 8.A., of the APFA Constitution to enhance and augment the standing negotiating team's table members in achieving the objectives set forth in Resolution #3 and herein.

BE IT THEREFORE RESOLVED, that in accordance with Article IX, Section 8.A., and Article III. Section 2.a., of the APFA Constitution, and to meet the objectives of Resolution #3 as well as the objectives contained above, the APFA Board of Directors hereby declares that it is in the best interest of the APFA membership to establish temporary support committees comprised of individuals meeting the experience and knowledge criteria described above to assist and augment the standing negotiating table team, and;

BE IT FURTHER RESOLVED, that the APFA Board of Directors has determined that it is in the best interest of the APFA membership to create the following five temporary committees to assist in the administration and business of APFA's objectives contained herein:

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1. Temporary Scheduling Committee
2. Temporary Pension/Health and Medical Benefits Committee
3. Temporary Bankruptcy Committee
4. Temporary Public Relations/Legislative Committee
5. Temporary Compensation Committee

BE IT FURTHER RESOLVED, that each temporary committee shall be comprised of four positions: *One member of a past or present Negotiating Team; One member of the Voting Board of Directors; Two APFA members in good standing meeting the experience and knowledge criteria for one of the above temporary committees, and;*

BE IT FURTHER RESOLVED, that all members appointed to these temporary committees shall serve at the discretion and direction of the APFA Board of Directors, who shall determine the appointments and removals of individuals as deemed necessary and appropriate, and;

BE IT FURTHER RESOLVED, that the Executive Committee is directed to amend the APFA Budget to ensure full financial support is provided for each temporary committee. The Treasurer is directed to prepare and report the actual expenditures and costs associated with each temporary committee to the APFA Board of Directors twice monthly. These financial reports shall be detailed printed financial reports and shall be provided to the APFA Board of Directors by the 15th and 30th of each month, and;

BE IT FURTHER RESOLVED, that each temporary committee shall remain active and functional until the APFA Board of Directors determines that the objectives of each particular committee have been met or it is determined that a particular temporary committee has concluded its work and is no longer necessary to assist in the business or administration of the APFA.