MINUTES OF THE ANNUAL MEETING
BOARD OF DIRECTORS
REACT INTERNATIONAL, INC.
HELD 20-22 FEBRUARY 2004
SUITLAND, MARYLAND

Officers / Directors Present
Dick Cooper, Region 2, Chairman
Chuck Thompson, President
Bob Kaster, Region 7
Lee Besing, Secretary
Norm Kaplan, Treasurer

Directors Absent
Fred J. Lanshe, Region 1
John Knott, Region 3
Paul Jackson, Region 4
Larry Fry, Region 5
Frank Jennings, Region
Eric Hutchins, Region 8
Kenny Jagdeosin, Region 9

Agenda Item 1 - Call to Order. Meeting called to order at 9:11 a.m. by Chairman Cooper.

Agenda Item 2 – Quorum. The Secretary called the roll, and determined that a quorum was not present. After discussion, the President announced that he was appointing, a temporary corporate committee entitled “Acting Executive Committee,” consisting of Chairman Cooper, President Thompson, Director Kaster, Treasurer Kaplan, and Secretary Besing to review the materials covered by the agenda and to make recommendations to be made to the full Board of directors for them to take action.

He further stated that, the Illinois Not-For-Profit-Corporations Act read as follows:

(805 ILCS 105/108.15) (from Ch. 32, par. 108.15)
Sec. 108.15. ***
(c) Unless specifically prohibited by the articles of incorporation or bylaws, directors or nondirector committee members may participate in and act at any meeting of such Board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

The President and Chairman agreed that the Board would reconvene on Saturday, 21 February, at 2:00 p.m. EST, and that in the meantime, all Directors not present would be contacted by
telephone if possible, and advised of the time of the meeting, and the means to contact the office
by teleconference. These minutes and recommendations of the Acting Executive Committee will
be furnished by fax or Email to each Director not present, for consideration ahead of the scheduled
teleconference.

At 10:11am the Board meeting was recessed until such time as a quorum could be established by a
teleconference.

The following is the results of the committee’s review…

**Agenda Item 3 – Opening Remarks** – none.

**Agenda Item 4 – Approval of Minutes from July 2003 Special Meeting of the Board.** Committee
recommends approval of minutes as distributed via email after the convention was concluded.

**Agenda Item 5 – Officer Elections.** Mr. Kaster asked if President Chuck Thompson would serve
another term, but he respectfully declined, reminding those present that he had announced at the February
2003 Annual Board Meeting that the term commenced then would be his last.

Motion made by Mr. Kaster to nominate Mr. Cooper as President. Motion made by Mr. Cooper to appoint
Ed Greany as Executive VP, Lee Besing as Secretary, Norm Kaplan as Treasurer. Committee
unanimously recommends the appointment of Dick Cooper as President, Ed Greany as Executive VP, Lee
Besing as Secretary, Norm Kaplan as Treasurer. These appointments are to take effect at the conclusion of
the Annual Board Meeting.

**Agenda Item 6 – Chairman Election.** Committee recommends that Larry Fry be elected as Chairman of
the Board, Bob Kaster as Vice Chairman, elections to be effective at the conclusion of the Annual Board
Meeting.

**Agenda Item 7 – Officer Reports** – defer to teleconferencing.

**Agenda Item 8 – Reports of Committees of the Board.** – No reports received.

**Agenda Item 9 – Corporate Committee Reports**
Publication Review – Stuart DeLuca submitted written report.

**Agenda Item 10 – Review Policies** – defer to teleconferencing.

**Agenda Item 11 – Financial Review.** Written copies of audit results were shown. Treasurer Kaplan
provided a verbal summary of CPA audit. Changes to the handling of charges for credit card sales were
made. Changes on how certain payroll related taxes are reported were made which resulted in exceeding
budget on a few items, but avoids a 20% penalty if we did not make these changes. Chairman Cooper has
signed the Audit Report on behalf of the Board. Office staff is following board policy regarding single or
dual signatures. Treasurer Kaplan distributed written copies of P&L and Balance Sheet as of January 31,
Agenda Item 12 – Insurance Coverage. Quotes are pending for new policies. Committee recommends that if a quote is received with a premium that is within the budgeted amount ($23,000) with no material change in coverage, the Treasurer should be authorized to accept the policy without further action by the Board.

Agenda Item 13 – Office Procedure Manual. Most of the routine office procedures are included in the RI Office Procedures Manual.

Agenda Item 13a – REACT Store Items. The CPA/auditor recommends that several store items be repriced. This was handled by administrative action. CPA recommends that all store items be priced at 40% above cost. This is the usual procedure, but some items may be slightly more or less. The President suggested consideration of a full-sized REACT plate, which could be used where no front license place is required under state law.

Agenda Item 14 – Budget – Treasurer Kaplan presented proposed $105,500 budget based upon last year’s expenses and anticipated income/expenses for 2004. Committee recommends approval of budget.

Agenda Item 15 – Timing of Board Meeting. Stuart DeLuca suggests that Board meet in January so that minutes could be published in March/April REACTer. This would probably mean poor weather and the annual audit would not be available for review. Committee recommends no action.

Agenda Item 16 – Consideration of Special Board Meeting in Summer 2004. Mr. Kaplan recommended returning to Suitland in August for the Special Board Meeting. Discussion held about travel distances, airport hubs, and tourist seasons. Committee recommends meeting be held Friday 6 August and Saturday 7 August in or near Dallas, Texas due to being major airport hub in the central US.

Agenda Item 17 – National VOAD Conference in Kentucky in May 18-21, 2004 – Tom Currie (Louisville, Ky.) has recommended that RI to have a display. Suggested for a display were bumper stickers, the new RI brochure, PowerPoint presentation(s), etc. A $500 registration fee applies for a booth with 1 attendee, $195/additional attendees. Mr. Currie was contacted and said that if RI didn’t want to spend that amount, he could arrange for several items to be placed in attendees’ goody bags. Mr. Kaplan may be able to attend. Committee recommends that RI send brochures to the NVOAD conference and make decision on other ideas after cost issue is resolved.

<Director Lanshe arrived at 3:30 p.m. during discussion of Agenda Item 17 above.>

Agenda Item 18 – Team Problems (Nebraska, Pennsylvania) Mr. Kaplan discussed some serious problems with a group in Scranton, Pennsylvania claiming to be a REACT Team (but isn’t registered) causing problems on CB and Ham Radio making threats against the United REACT Team in Scranton, which is causing them to quit monitoring CB. RI’s FCC Liaison (William Riley) will contact FCC to share tape recordings and report on the interference. Mr. Lanshe to investigate possible action via state law enforcement. Problem in Nebraska involves reports of improper radio operation by a registered REACT Team and will be referred to Mr. Fry for handling prior to any other official action by RI. No Board action necessary.
Agenda Item 19 – Convention 2005. No report from Convention and Site Selection / Review Committee Paul Oby. Discussion held about idea of cruise ship convention. Mr. Thompson called Ed Greany (Crest REACT) and asked if Team and/or SCRC would sponsor convention. Answer was “Yes.” No action needed until formal bid received.

Agenda Item 20 – Citizen Corps SOU/MOU Suggestion. Mr. Thompson said he has contacted FEMA, but the action officer has not been available. Continued efforts will be made.

Agenda Item 21 – Midland Proposal. Mr. Kaplan will contact Bob Leef and/or Tony Lane at Midland to determine status.

Agenda Item 22 – Nextel Proposal. Don Manlove (Richmond, Va.) was unable to attend Friday, but will make report in person on Saturday morning. <See Saturday’s minutes.>

Agenda Item 23 – Radio Hero Award – Discussion held on what the rules were for nominating someone for this award. The Board originally adopted criteria that included users of any type of radio service, but that was apparently changed by Bob Leef to limit the award only to those using radios in services supported by co-sponsor Cobra. A nominee using FRS is available if a group can receive this award. Committee recommends that RHA include groups.

Agenda Item 24 – Status of PSA (originated in Oklahoma). No progress has been made with original source in Oklahoma City, but Mr. Kaster has located possible alternate resource. He suggested developing streaming videos and make them available from the RI website for download for local use. Discussion held on possible costs. Mr. Lanshe recommended subsidizing this project. Mr. Kaplan asked for a restricted web site area for member only. Committee recommends that adding $1,000 to 2004 budget to cover public relations expenses, which could include this.

Agenda Item 25 – Membership Dues Restructuring for Extended Family Members. Discussion of proposal made by Mr. Besing in July 2003 to establish lower membership rate for extended family members (i.e. 3rd, 4th, etc. member) to encourage more families to register all of their members. Mr. Kaplan provided a worksheet with an alternative proposal. After discussion, Committee recommends that US and Canada dues, effective for 2005, for first member of family be set at $20 (unless Junior, then $18), second member of family be set at $18, and all members of family at same address after that be $5. Under this plan, only one REACTer would be sent to the family address (except that all Life Members will continue to receive REACTer). International rates (non-USA or Canada) would be set as $15 for first family member (adult), $10 for second family member (adult) and $5(US) for all other family members residing at same physical address. If first or second family member is a Life Member, the dues plan will remain the same, except of course, the Life Member’s dues are already paid.

Agenda Item 26 – REACT International Amateur Radio Club. Mr. Kaplan asked how to handle applications for “RI Amateur Radio Club.” Form for this is in Team Handbook. Mr. Thompson recommended discontinuing the RI Amateur Radio Club, as it was no longer useful (there being many Amateurs in REACT now, compared to when the RI ARC was started in 1989). Any inquiries would be referred to Teams and/or council.
Mr. Lanshe disagreed and felt the “REACT International ARC” should be retained. Mr. Lanshe said that Steve Gobay had been appointed back in mid-90’s to head this group.

Committee recommends discontinuation of “REACT International Amateur Radio Club” (Mr. Lanshe dissenting). Mr. Lanshe asked if Steve Gobay and the Pennsylvania Council could pick up responsibility for this “project.” The Committee was not receptive to this suggestion. Mr. Kaplan to find out from Dora what activities has been reported by this group in recent years. Mr. Kaplan stated there was an “application form” included in the Team Management Handbook and since the Board created the manual in the beginning, the Board must authorize any changes or deletions to this manual.

**Agenda Item 27 – Five-Year Plan.** Mr. Cooper presented a Five-Year Plan addressing growth in the areas of membership, promotion and financial income to become a more viable part of the general emergency and service organization structure in North America and other areas of the world. It set some general deadlines for establishing a structure at RI level no later than September 1, 2004. Discussion held. Committee recommends the Board accept and implement the goals in this report. Copies of the Five Year Plan will be distributed with Policies and Bylaws to each Team.

**Agenda Item 28 – Office review / operation status.** Mr. Thompson asked Mr. Kaplan if there were any issues affecting the operation of the office that the Board needs to address in order to improve or fix a problem. Mr. Kaplan said that all was working well, except that perhaps there should be some better guidelines as to when a matter needed to be referred to the entire Board. Mr. Thompson said that all matters should be referred to the President before the Board was involved, as the President was the “interface” between the officers and the Board.

**Agenda Item 29 – Office Staff Salary.** Discussion held on officer manager’s pay. Committee recommends change to “salary” basis (instead of hourly) and recommends an increase in pay (this is a confidential matter which should not be part of the minutes).

*Committee Meeting recessed at 7:15 p.m., Friday, 20 February.*

*Meeting reconvened at 10:00am, Saturday, 21 February.*

*No change in officers / directors present, 1 guest present: Don Manlove (Prince William REACT, CVRC-Commonwealth of Virginia REACT Council)*

Review of previous 3 Agenda Items from yesterday…

**Membership Dues (#25 continued).** Further discussion held on the language concerning how the rates would apply. Committee decision to extend same $5 rate to International members with same conditions (no REACTer subscription included in dues). Mr. Jagdeosingh has requested that the 2nd family member for International members be set as $10 (US). See Agenda Item #25 above for modified recommendations. New rate structure (effective 2005 renewal year) will be published in May/June issue of the REACTer.

**REACT International Amateur Radio Club (Item #26 continued).** Discussion held about changes in REACT membership regarding number of amateurs (All US directors/officers are licensed Amateurs), many of the councils have the majority of their officers as amateurs. Mr. Thompson pointed out our
bylaws recognized “Teams” as members, not individuals, other than “Life” and “Affiliate” members.

REACT International will continue to encourage our members to obtain their amateur licenses.

Review of agenda progress, teleconferencing procedures for later today, including any open items remaining from the agenda above. A copy of everything recorded prior to 7:15pm was emailed to all directors via the board email list server. All directors were contacted.

**Nextel Proposal (Item #22 continued).** Don Manlove (Richmond, Va.) Contacted Nextel. Unlimited Direct-connect minutes (nationwide calling coverage), limited daytime use 300 minutes outbound, but they want commitment for 500 phones from REACT International before promising any corporate/group/discount off their posted rates. Nights (9:01pm, 6:59am local time) and weekends are unlimited, inbound calls are always free. Group calling feature (up to 20) would have ability to talk to full group at one time (1-way page, not 2-way conversation), One radio could have supervisor (over-ride) privileges. Mr. Manlove suggested that “group status” be grouped by states / local basis rather nationwide. Phones accept text messaging from any computer. Mr. Manlove also asked Nextel for donation of certain number of units to REACT International for activation during disasters. **Committee thought if Nextel would offer a discount as a “membership benefit” to REACT members who chose to sign up, this might be worthwhile to pursue that aspect.** Discounted Ad rate to be offered to promote program. Mr. Manlove to pursue further options with Nextel and report back via Mr. Cooper.

**Agenda Item #30 – Regional Elections.** Mr. Cooper announced that directors in Regions 2, 5 and 8 are up for election / re-election in 2004. Nominations are being accepted at present time. Ballots will be mailed to all teams in each region. Mr. Cooper reminded those present that the practice in recent history has been to separate the duties of Officers from Directors, i.e. if is preferred that Directors do not serve in an Officer position at the same time. The Board of Directors appoints the RI Officers and the RI President is a voting member of the Board (part of quorum). Mr. Lanshe suggested that Don Manlove be appointed to the upcoming vacancy of Region 2 Director (which will occur if Mr. Cooper is appointed as President by the board during teleconference call later today). Mr. Manlove said he would accept appointment for remaining term and agreed to submit his nomination for election as Regional Director 2.

**Committee Meeting recessed at 12:00pm (Noon), Saturday, 21 February.**

**Meeting reconvened at 1:30pm, Saturday, 21 February.**

**No change in officers / directors present, 1 guest present: Don Manlove (Prince William REACT, CVRC-Commonwealth of Virginia REACT Council)**

Teleconference began at 2pm. Speaker Phone placed in center of table for all persons present to hear conversation, all other directors listed participated via phone.

**Board Meeting reconvened at 2:00pm, Saturday, 21 February.**

**Directors Present via Teleconference (plus those present at office)**

  - John Knott, Region 3
  - Paul Jackson, Region 4
  - Larry Fry, Region 5
  - Frank Jennings, Region 6
Opening comments by Chairman Cooper with general guidelines for this conference. All directors have email copy of committee recommendations. President Thompson will read agenda items with recommendation and make motion, Director Kaster will second motion. Keep discussion brief as possible followed by call for vote by region. Conference is being recorded. Director Kaster is recording all votes by region + president on spread sheet.

1. Call to order
2. Quorum
3. Opening Remarks (above)
4. Approval of minutes, no objection. Passed.
5. Officer Elections – Nominations by Chuck Thompson (CT), second by Robert Kaster (RK).
   a. CT & RK nominates President Dick Cooper. 2 opposed 8 in favor. Passed.
   b. CT & RK nominates Executive VP Ed Greany. Passed.
   c. CT & RK nominates Secretary Lee Besing. Passed
   d. CT & RK nominates Treasurer Norm Kaplan. Passed.
6. Chairman.
   a. CT & RK nominate Larry Fry as Chairman. Passed
   b. CT & Fred Lanshe (FL) nominate Robert Kaster as Vice Chairman. Passed.
7. Officer Reports – None
8. Reports of Committees of the Board – None
9. Corporate Committee Reports.
   a. Publications Review Committee – Stuart DeLuca
   b. 5-Year Planning Committee – Dick Cooper
10. Review Policies – Approved at July 2003 convention
11. Financial Review – No recommendation / action
12. Insurance Coverage – Working on new leads for insurance coverage with similar policy with competitive insurance premiums from Marsh Infinity Services / AIG out of Chicago. This is same agency handling ARRL’s coverage. Alternate policy from CIMA that covers only members, doesn’t cover Repeaters, etc. Motion by CT & FL to approve with accepting the AIG policy if within budget and no major difference in coverage.
   a. REACT Store Items. Re-priced trash bags and follow recommendations of auditor, look into full size license plates.
14. Budget – sent out hard copy about 15 minutes prior to conference. 2 changes to budget to add $1000 for promotion, and $3000 in payroll expenses (convert hourly to salary basis). Motion by CT & RK to adopt the budget as amended. $4k deficit shown because of change. Passed.
15. Timing of Winter Board Meetings. – No change in normal date due to unacceptable weather in DC, lack of time to review annual audit.
16. Special board meeting for Summer of 2004 – Weekend of Friday, August 6 & 7 in Dallas, Texas. Suggestion by John Knott we consider utilizing Internet Voice Software. Discussion on location. Motion by CT & RK to set Summer Meeting for August 6 & 7 in the Dallas, Texas area.
17. National VOAD Conference in Kentucky. Due to high cost of registering ($500) for booth, committee recommends sending brochures & other bag stuffing items.

18. Team problems handled by office.


20. Citizen Corps SOU/MOU. See notes above.


22. Nextel Proposal. See notes above.

23. Radio Hero Award. CT & RK motion to expand RHA to groups. Passed.

24. Status of PSA (originated in Oklahoma). See notes above. (Funds allocated in Budget)

25. Membership Dues Restructuring for Extended Family Members. See notes above for details. Kenny Jagdeosingh asked that T&T be granted $15(US) first, $10(US) second and $5(US) for all other family members. Motion by CT & RK to approve. Passed.

26. REACT International Amateur Radio Club. Committee recommended the “RIARC” be discontinued. Motion CT & RK to discontinue. Mr. Lanshe & Mr. Hutchins object. 2 opposed, 8 in favor. Passed.

27. Five-year Plan. Deferred until after mailed to all directors, consider at August meeting.

28. Office review / operation status. See notes above.

29. Office Staff Salary. Motion by CT & RK to change Dora Wilbanks from hourly to salary based with a $3,000 payroll increase (which has been placed in the budget), first increase in three years. Mr. Lanshe abstains. Motion passed.

30. Resignation / Replacement of Director. Mr. Cooper has submitted a written resignation conditional upon his election and assumption of the office of President. Don Manlove (VA) has agreed to serve the remaining term. Motion by CT & RK to appoint Mr. Manlove for remaining term Region 2.

31. Additional comments by Mr. Thompson thanking everyone for helping during his years of service and congratulating Mr. Cooper for accepting President. Mr. Thompson will remain as RI General Counsel.

32. Comments from Mr. Hutchins regarding deadline for filing for director (April 22nd) feeling that this date is late in the calendar, causing problems in submitting ballots to teams. Deadline was published in REACTer, and deadline for May/June REACTer is before this deadline for filing.

33. Question by Mr. Jackson asking what procedure / authority councils have to intervene with problems involving teams. Mr. Thompson explained board policy on subject (see policy).

34. Question by Mr. Knott asking about a problem reported with the North Carolina REACT Council. He will confer with Mr. Thompson (as General Counsel) on the situation.

35. Question by Mr. Hutchins – not recorded, not on speaker phone.

36. Question by Mr. Jagdeosingh. Answer was Mr. Thompson will not be on the board as a voting member, but will remain General Counsel.

37. Motion by CT & RK to adjourn meeting at 3:34pm. Passed.

Minutes respectfully submitted by Lee Besing, Secretary

Summary prepared for the REACTer by Chuck Thompson, General Counsel