

1 MINUTES OF THE ANNUAL MEETING  
2 BOARD OF DIRECTORS  
3 REACT INTERNATIONAL, INC.  
4 HELD 20-22 FEBRUARY 2004  
5 SUITLAND, MARYLAND  
6

7 **Officers / Directors Present**

8 Dick Cooper, Region 2, Chairman  
9 Chuck Thompson, President  
10 Bob Kaster, Region 7  
11 Lee Besing, Secretary  
12 Norm Kaplan, Treasurer  
13

14 **Directors Absent**

15 Fred J. Lanshe, Region 1  
16 John Knott, Region 3  
17 Paul Jackson, Region 4  
18 Larry Fry, Region 5  
19 Frank Jennings, Region  
20 Eric Hutchins, Region 8  
21 Kenny Jagdeosingh, Region 9  
22

23 **Agenda Item 1 - Call to Order.** Meeting called to order at 9:11 a.m. by Chairman Cooper.  
24

25 **Agenda Item 2 – Quorum.** The Secretary called the roll, and determined that a quorum was not present.  
26 After discussion, the President announced that he was appointing, a temporary corporate committee  
27 entitled “Acting Executive Committee,” consisting of consisting of Chairman Cooper, President  
28 Thompson, Director Kaster, Treasurer Kaplan, and Secretary Besing to review the materials covered by  
29 the agenda and to make recommendations to be made to the full Board of directors for them to take  
30 action.  
31

32 He further stated that, the Illinois Not-For-Profit-Corporations Act read as follows:  
33

34 (805 ILCS 105/108.15) (from Ch. 32, par. 108.15)

35 Sec. 108.15. \*\*\*

36 (c) Unless specifically prohibited by the articles of  
37 incorporation or bylaws, directors or nondirector committee members  
38 may participate in and act at any meeting of such Board or  
39 committee through the use of a conference telephone or other  
40 communications equipment by means of which all persons  
41 participating in the meeting can communicate with each other.  
42 Participation in such meeting shall constitute attendance and  
43 presence in person at the meeting of the person or persons so  
44 participating.  
45

46 The President and Chairman agreed that the Board would reconvene on Saturday, 21 February, at  
47 2:00 p.m. EST, and that in the meantime, all Directors not present would be contacted by

48 telephone if possible, and advised of the time of the meeting, and the means to contact the office  
49 by teleconference. These minutes and recommendations of the Acting Executive Committee will  
50 be furnished by fax or Email to each Director not present, for consideration ahead of the scheduled  
51 teleconference.

52  
53 At 10:11am the Board meeting was recessed until such time as a quorum could be established by a  
54 teleconference.

55  
56 The following is the results of the committee's review...

57  
58 **Agenda Item 3 – Opening Remarks** – none.

59  
60 **Agenda Item 4 – Approval of Minutes from July 2003 Special Meeting of the Board.** Committee  
61 recommends approval of minutes as distributed via email after the convention was concluded.

62  
63 **Agenda Item 5 – Officer Elections.** Mr. Kaster asked if President Chuck Thompson would serve  
64 another term, but he respectfully declined, reminding those present that he had announced at the February  
65 2003 Annual Board Meeting that the term commenced then would be his last.

66  
67 Motion made by Mr. Kaster to nominate Mr. Cooper as President. Motion made by Mr. Cooper to appoint  
68 Ed Greany as Executive VP, Lee Besing as Secretary, Norm Kaplan as Treasurer. Committee  
69 unanimously recommends the appointment of Dick Cooper as President, Ed Greany as Executive VP, Lee  
70 Besing as Secretary, Norm Kaplan as Treasurer. These appointments are to take effect at the conclusion of  
71 the Annual Board Meeting.

72  
73 **Agenda Item 6 – Chairman Election.** Committee recommends that Larry Fry be elected as Chairman of  
74 the Board, Bob Kaster as Vice Chairman, elections to be effective at the conclusion of the Annual Board  
75 Meeting.

76  
77 **Agenda Item 7 – Officer Reports** – defer to teleconferencing.

78  
79 **Agenda Item 8 – Reports of Committees of the Board.** – No reports received.

80  
81  
82 **Agenda Item 9 – Corporate Committee Reports**  
83 Publication Review – Stuart DeLuca submitted written report.

84  
85 **Agenda Item 10 – Review Policies** – defer to teleconferencing.

86  
87 **Agenda Item 11 – Financial Review.** Written copies of audit results were shown. Treasurer Kaplan  
88 provided a verbal summary of CPA audit. Changes to the handling of charges for credit card sales were  
89 made. Changes on how certain payroll related taxes are reported were made which resulted in exceeding  
90 budget on a few items, but avoids a 20% penalty if we did not make these changes. Chairman Cooper has  
91 signed the Audit Report on behalf of the Board. Office staff is following board policy regarding single or  
92 dual signatures. Treasurer Kaplan distributed written copies of P&L and Balance Sheet as of January 31,  
93 2004. No recommendations made.

94

95 **Agenda Item 12 – Insurance Coverage.** Quotes are pending for new policies. Committee recommends  
96 that if a quote is received with a premium that is within the budgeted amount (\$23,000) with no material  
97 change in coverage, the Treasurer should be authorized to accept the policy without further action by the  
98 Board.

99

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

102

103 **Agenda Item 13a – REACT Store Items.** The CPA/auditor recommends that several store items be  
104 repriced. This was handled by administrative action. CPA recommends that all store items be priced at  
105 40% above cost. This is the usual procedure, but some items may be slightly more or less. The President  
106 suggested consideration of a full-sized REACT plate, which could be used where no front license plate is  
107 required under state law.

108

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

111

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

115

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

120

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

128

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

130

131 **Agenda Item 18 – Team Problems (Nebraska, Pennsylvania)**

132 Mr. Kaplan discussed some serious problems with a group in Scranton, Pennsylvania claiming to be a  
133 REACT Team (but isn’t registered) causing problems on CB and Ham Radio making threats against the  
134 United REACT Team in Scranton, which is causing them to quit monitoring CB. RI’s FCC Liaison  
135 (William Riley) will contact FCC to share tape recordings and report on the interference. Mr. Lanshe to  
136 investigate possible action via state law enforcement. Problem in Nebraska involves reports of improper  
137 radio operation by a registered REACT Team and will be referred to Mr. Fry for handling prior to any  
138 other official action by RI. No Board action necessary.

139

140 **Agenda Item 19 – Convention 2005.** No report from Convention and Site Selection / Review Committee  
141 Paul Oby. Discussion held about idea of cruise ship convention. Mr. Thompson called Ed Greany (Crest  
142 REACT) and asked if Team and/or SCRC would sponsor convention. Answer was “Yes.” No action  
143 needed until formal bid received.

144  
145 **Agenda Item 20 – Citizen Corps SOU/MOU Suggestion.** Mr. Thompson said he has contacted FEMA,  
146 but the action officer has not been available. Continued efforts will be made.

147  
148 **Agenda Item 21 – Midland Proposal.** Mr. Kaplan will contact Bob Leef and/or Tony Lane at Midland to  
149 determine status.

150  
151 **Agenda Item 22 – Nextel Proposal.** Don Manlove (Richmond, Va.) was unable to attend Friday, but will  
152 make report in person on Saturday morning. <See Saturday’s minutes. >

153  
154 **Agenda Item 23 – Radio Hero Award** – Discussion held on what the rules were for nominating  
155 someone for this award. The Board originally adopted criteria that included users of any type of radio  
156 service, but that was apparently changed by Bob Leef to limit the award only to those using radios in  
157 services supported by co-sponsor Cobra. A nominee using FRS is available if a group can receive this  
158 award. Committee recommends that RHA include groups.

159  
160 **Agenda Item 24 – Status of PSA (originated in Oklahoma).** No progress has been made with original  
161 source in Oklahoma City, but Mr. Kaster has located possible alternate resource. He suggested developing  
162 streaming videos and make them available from the RI website for download for local use. Discussion  
163 held on possible costs. Mr. Lanshe recommended subsidizing this project. Mr. Kaplan asked for a  
164 restricted web site area for member only. Committee recommends that adding \$1,000 to 2004 budget to  
165 cover public relations expenses, which could include this.

166  
167 **Agenda Item 25 – Membership Dues Restructuring for Extended Family Members.**  
168 Discussion of proposal made by Mr. Besing in July 2003 to establish lower membership rate for extended  
169 family members (i.e. 3rd, 4th, etc. member) to encourage more families to register all of their members.  
170 Mr. Kaplan provided a worksheet with an alternative proposal. After discussion, Committee recommends  
171 that US and Canada dues, effective for 2005, for first member of family be set at \$20 (unless Junior, then  
172 \$18), second member of family be set at \$18, and all members of family at same address after that be \$5.  
173 Under this plan, only one REACTer would be sent to the family address (except that all Life Members  
174 will continue to receive REACTer). International rates (non-USA or Canada) would be set as \$15 for first  
175 family member (adult), \$10 for second family member (adult) and \$5(US) for all other family members  
176 residing at same physical address. If first or second family member is a Life Member, the dues plan will  
177 remain the same, except of course, the Life Member’s dues are already paid.

178  
179 **Agenda Item 26 – REACT International Amateur Radio Club.** Mr. Kaplan asked how to handle  
180 applications for “RI Amateur Radio Club.” Form for this is in Team Handbook. Mr. Thompson  
181 recommended discontinuing the RI Amateur Radio Club, as it was no longer useful (there being many  
182 Amateurs in REACT now, compared to when the RI ARC was started in 1989). Any inquiries would be  
183 referred to Teams and/or council.

184

185 Mr. Lanshe disagreed and felt the “REACT International ARC” should be retained. Mr. Lanshe said that  
186 Steve Gobay had been appointed back in mid-90’s to head this group.

187  
188 Committee recommends discontinuation of “REACT International Amateur Radio Club” (Mr. Lanshe  
189 dissenting). Mr. Lanshe asked if Steve Gobay and the Pennsylvania Council could pick up responsibility  
190 for this “project.” The Committee was not receptive to this suggestion. Mr. Kaplan to find out from Dora  
191 what activities has been reported by this group in recent years. Mr. Kaplan stated there was an  
192 “application form” included in the Team Management Handbook and since the Board created the manual  
193 in the beginning, the Board must authorize any changes or deletions to this manual.

194  
195 **Agenda Item 27 – Five-Year Plan.** Mr. Cooper presented a Five-Year Plan addressing growth in the  
196 areas of membership, promotion and financial income to become a more viable part of the general  
197 emergency and service organization structure in North America and other areas of the world. It set some  
198 general deadlines for establishing a structure at RI level no later than September 1, 2004. Discussion  
199 held. Committee recommends the Board accept and implement the goals in this report. Copies of the Five  
200 Year Plan will be distributed with Policies and Bylaws to each Team.

201  
202 **Agenda Item 28 – Office review / operation status.** Mr. Thompson asked Mr. Kaplan if there were any  
203 issues affecting the operation of the office that the Board needs to address in order to improve or fix a  
204 problem. Mr. Kaplan said that all was working well, except that perhaps there should be some better  
205 guidelines as to when a matter needed to be referred to the entire Board. Mr. Thompson said that all  
206 matters should be referred to the President before the Board was involved, as the President was the  
207 “interface” between the officers and the Board.

208  
209 **Agenda Item 29 – Office Staff Salary.** Discussion held on officer manager’s pay. Committee  
210 recommends change to “salary” basis (instead of hourly) and recommends an increase in pay (this is a  
211 confidential matter which should not be part of the minutes).

212  
213 *Committee Meeting recessed at 7:15 p.m., Friday, 20 February.*

214  
215 *Meeting reconvened at 10:00am, Saturday, 21 February.*

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

218  
219 **Review of previous 3 Agenda Items from yesterday...**

220  
221 **Membership Dues (#25 continued).** Further discussion held on the language concerning how the rates  
222 would apply. Committee decision to extend same \$5 rate to International members with same conditions  
223 (no REACTer subscription included in dues). Mr. Jagdeosingh has requested that the 2nd family  
224 member for International members be set as \$10 (US). See Agenda Item #25 above for modified  
225 recommendations. New rate structure (effective 2005 renewal year) will be published in May/June issue  
226 of the REACTer.

227  
228 **REACT International Amateur Radio Club (Item #26 continued).** Discussion held about changes in  
229 REACT membership regarding number of amateurs (All US directors/officers are licensed Amateurs),  
230 many of the councils have the majority of their officers as amateurs. Mr. Thompson pointed out our

231 bylaws recognized “Teams” as members, not individuals, other than “Life” and “Affiliate” members.  
232 REACT International will continue to encourage our members to obtain their amateur licenses.  
233

234 Review of agenda progress, teleconferencing procedures for later today, including any open items  
235 remaining from the agenda above. A copy of everything recorded prior to 7:15pm was emailed to all  
236 directors via the board email list server. All directors were contacted.  
237

238 **Nextel Proposal (Item #22 continued).** Don Manlove (Richmond, Va.) Contacted Nextel. Unlimited  
239 Direct-connect minutes (nationwide calling coverage), limited daytime use 300 minutes outbound, but  
240 they want commitment for 500 phones from REACT International before promising any  
241 corporate/group/discount off their posted rates. Nights (9:01pm, 6:59am local time) and weekends are  
242 unlimited, inbound calls are always free. Group calling feature (up to 20) would have ability to talk to  
243 full group at one time (1-way page, not 2-way conversation), One radio could have supervisor (over-ride)  
244 privileges. Mr. Manlove suggested that “group status” be grouped by states / local basis rather  
245 nationwide. Phones accept text messaging from any computer. Mr. Manlove also asked Nextel for  
246 donation of certain number of units to REACT International for activation during disasters. **Committee**  
247 **thought if Nextel would offer a discount as a “membership benefit” to REACT members who chose**  
248 **to sign up, this might be worthwhile to pursue that aspect.** Discounted Ad rate to be offered to  
249 promote program. Mr. Manlove to pursue further options with Nextel and report back via Mr. Cooper.  
250

251 **Agenda Item #30 – Regional Elections.** Mr. Cooper announced that directors in Regions 2, 5 and 8 are  
252 up for election / re-election in 2004. Nominations are being accepted at present time. Ballots will be  
253 mailed to all teams in each region. Mr. Cooper reminded those present that the practice in recent history  
254 has been to separate the duties of Officers from Directors, i.e. if is preferred that Directors do not serve in  
255 an Officer position at the same time. The Board of Directors appoints the RI Officers and the RI  
256 President is a voting member of the Board (part of quorum). Mr. Lanshe suggested that Don Manlove be  
257 appointed to the upcoming vacancy of Region 2 Director (which will occur if Mr. Cooper is appointed as  
258 President by the board during teleconference call later today). Mr. Manlove said he would accept  
259 appointment for remaining term and agreed to submit his nomination for election as Regional Director 2.  
260

261 *Committee Meeting recessed at 12:00pm (Noon), Saturday, 21 February.*  
262

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

264 *No change in officers / directors present, 1 guest present: Don Manlove (Prince William REACT,*  
265 *CVRC-Commonwealth of Virginia REACT Council)*  
266

267 **Teleconference began at 2pm. Speaker Phone placed in center of table for all persons present to**  
268 **hear conversation, all other directors listed participated via phone.**  
269

270 **Board Meeting reconvened at 2:00pm, Saturday, 21 February.**  
271

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

273 John Knott, Region 3  
274 Paul Jackson, Region 4  
275 Larry Fry, Region 5  
276 Frank Jennings, Region 6

277 Eric Hutchins, Region 8

278 Kenny Jagdeosingh, Region 9

279

280 Opening comments by Chairman Cooper with general guidelines for this conference. All directors have  
281 email copy of committee recommendations. President Thompson will read agenda items with  
282 recommendation and make motion, Director Kaster will second motion. Keep discussion brief as possible  
283 followed by call for vote by region. Conference is being recorded. Director Kaster is recording all votes  
284 by region + president on spread sheet.  
285

286

1. Call to order

287

2. Quorum

288

3. Opening Remarks (above)

289

4. Approval of minutes, no objection. Passed.

290

5. Officer Elections – Nominations by Chuck Thompson (CT), second by Robert Kaster (RK).

291

a. CT & RK nominates President Dick Cooper. 2 opposed 8 in favor. Passed.

292

b. CT & RK nominates Executive VP Ed Greany. Passed.

293

c. CT & RK nominates Secretary Lee Besing. Passed

294

d. CT & RK nominates Treasurer Norm Kaplan. Passed.

295

6. Chairman.

296

a. CT & RK nominate Larry Fry as Chairman. Passed

297

b. CT & Fred Lanshe (FL) nominate Robert Kaster as Vice Chairman. Passed.

298

7. Officer Reports – None

299

8. Reports of Committees of the Board – None

300

9. Corporate Committee Reports.

301

a. Publications Review Committee – Stuart DeLuca

302

b. 5-Year Planning Committee – Dick Cooper

303

10. Review Policies – Approved at July 2003 convention

304

11. Financial Review – No recommendation / action

305

12. Insurance Coverage – Working on new leads for insurance coverage with similar policy with  
306 competitive insurance premiums from Marsh Infinity Services / AIG out of Chicago. This is  
307 same agency handling ARRL's coverage. Alternate policy from CIMA that covers only  
308 members, doesn't cover Repeaters, etc. Motion by CT & FL to approve with accepting the  
309 AIG policy if within budget and no major difference in coverage.

310

13. Office Procedure Manual – Status okay.

311

a. REACT Store Items. Re-priced trash bags and follow recommendations of auditor, look  
312 into full size license plates.

313

14. Budget – sent out hard copy about 15 minutes prior to conference. 2 changes to budget to add  
314 \$1000 for promotion, and \$3000 in payroll expenses (convert hourly to salary basis). Motion  
315 by CT & RK to adopt the budget as amended. \$4k deficit shown because of change. Passed.

316

15. Timing of Winter Board Meetings. – No change in normal date due to unacceptable weather in  
317 DC, lack of time to review annual audit.

318

16. Special board meeting for Summer of 2004 – Weekend of Friday, August 6 & 7 in Dallas,

319

320 Texas. Suggestion by John Knott we consider utilizing Internet Voice Software. Discussion on  
321 location. Motion by CT & RK to set Summer Meeting for August 6 & 7 in the Dallas, Texas  
area.

- 322 17. National VOAD Conference in Kentucky. Due to high cost of registering (\$500) for booth,  
323 committee recommends sending brochures & other bag stuffing items.
- 324 18. Team problems handled by office
- 325 19. Convention 2005 – Subject to final application being received, Ed Greany expected to submit  
326 a bid for the 2005 convention in California. No action needed.
- 327 20. Citizen Corps SOU/MOU. See notes above.
- 328 21. Midland Proposal. See notes above.
- 329 22. Nextel Proposal. See notes above.
- 330 23. Radio Hero Award. CT & RK motion to expand RHA to groups. Passed.
- 331 24. Status of PSA (originated in Oklahoma). See notes above. (Funds allocated in Budget)
- 332 25. Membership Dues Restructuring for Extended Family Members. See notes above for details.  
333 Kenny Jagdeosingh asked that T&T be granted \$15(US) first, \$10(US) second and \$5(US) for  
334 all other family members. Motion by CT & RK to approve. Passed.
- 335 26. REACT International Amateur Radio Club. Committee recommended the “RIARC” be  
336 discontinued. Motion CT & RK to discontinue. Mr. Lanshe & Mr. Hutchins object. 2 opposed,  
337 8 in favor. Passed.
- 338 27. Five-year Plan. Deferred until after mailed to all directors, consider at August meeting.
- 339 28. Office review / operation status. See notes above.
- 340 29. Office Staff Salary. Motion by CT & RK to change Dora Wilbanks from hourly to salary  
341 based with a \$3,000 payroll increase (which has been placed in the budget), first increase in  
342 three years. Mr. Lanshe abstains. Motion passed.
- 343 30. Resignation / Replacement of Director. Mr. Cooper has submitted a written resignation  
344 conditional upon his election and assumption of the office of President. Don Manlove (VA)  
345 has agreed to serve the remaining term. Motion by CT & RK to appoint Mr. Manlove for  
346 remaining term Region 2.
- 347 31. Additional comments by Mr. Thompson thanking everyone for helping during his years of  
348 service and congratulating Mr. Cooper for accepting President. Mr. Thompson will remain as  
349 RI General Counsel.
- 350 32. Comments from Mr. Hutchins regarding deadline for filing for director (April 22nd) feeling  
351 that this date is late in the calendar, causing problems in submitting ballots to teams. Deadline  
352 was published in REACTer, and deadline for May/June REACTer is before this deadline for  
353 filing.
- 354 33. Question by Mr. Jackson asking what procedure / authority councils have to intervene with  
355 problems involving teams. Mr. Thompson explained board policy on subject (see policy).
- 356 34. Question by Mr. Knott asking about a problem reported with the North Carolina REACT  
357 Council. He will confer with Mr. Thompson (as General Counsel) on the situation.
- 358 35. Question by Mr. Hutchins – not recorded, not on speaker phone
- 359 36. Question by Mr. Jagdeosingh. Answer was Mr. Thompson will not be on the board as a voting  
360 member, but will remain General Counsel.
- 361 37. Motion by CT & RK to adjourn meeting at 3:34pm. Passed.
- 362
- 363

364 Minutes respectfully submitted by Lee Besing, Secretary

365 Summary prepared for the REACTer by Chuck Thompson, General Counsel