REACT International
Board of Directors Meeting
Held February 18-19, 2005
Suitland, Maryland

Officers / Directors Present
Larry Fry, Region 5, Chairman
Dick Cooper, President
Lee Besing, Secretary
Norm Kaplan, Treasurer
Fred Lanshe, Region 1
Don Manlove, Region 2
Frank Jennings, Region 6
Bob Kaster, Region 7

Officers/Directors Absent
Charles A. Thompson, General Counsel
Ed Greany, Exec. VP
John Knott, Region 3
Paul Jackson, Region 4
Rob Clark, Region 8
Kenny Jagdeosingh, Region 9

Visitors Present: None

1. Call to Order. Meeting called to order at 9am on Friday, February 18, 2005 by Chairman Fry.

2. Quorum. Secretary Besing established we had a quorum with five directors out of nine plus the President being present. Two other (non-voting) officers are present.

3. Opening Remarks. Chairman Fry dedicated this meeting in memory of Stuart DeLuca who passed away January 5, 2005. Mr. DeLuca was editor of the REACTer.

4. Approval of Minutes and Agenda. Mr. Fry asked if everyone had received the minutes from the August 2004 board. All had received via email and no changes were offered.

   **Motion made** by Mr. Lanshe, second by Don Manlove to approve minutes from August 2004 board meeting. **Motion passed**.

5. Officer Reports.
   a. Secretary – no report
   b. Executive VP – Written report from Mr. Greany summarized the activities by various committees or lack of. Highlights read by Mr. Cooper.
   c. Treasurer – Mr. Kaplan reported membership is down but he is tracking renewals by date received and gave written report on numbers received today. He noted that due to Federal holidays and the building being empty other than the RI office and a radio station on the floor above, he felt there was a potential risk factor having Dora Wilbanks in the
office alone. The elevator can be locked out for this floor, but discussion to be held later about allowing her these additional days off if needed. Answering machine would answer when nobody is in present. This might add 4-5 additional paid holidays for Dora and would not impact the budget. Mr. Kaplan checks the RI email account in the evening and 2-3 times a day when office is closed to ensure rapid response to inquiries.

**Motion made** by Mr. Lanshe, second by Mr. Kaster to authorize the RI office to be closed during those federal holidays where the building is empty. **Motion passed.**

d. President – Office has been running smoothly with Dora and Norman. Membership continues to need attention at the organization and local levels.

6. 2005 Convention Report. No written reports, agenda, program or other details available to the Board other than what has been published on the web site and in the January/February newsletter. Mr. Cooper said the convention committee would be meeting on Sunday, February 20, 2005. As soon as Mr. Cooper gets the information he will share with the board and other officers.

7. Region Director Reports.
   a. Region 1 – Mr. Lanshe gave update on Scranton, PA interference complaints previously brought to the RI office’s attention by local team with taped evidence.
   b. Region 2 – Mr. Manlove reported on problems with teams in Kentucky and Virginia, plus a new team in Delaware. Team in Virginia seemed to feel the last RI bylaws changes made, were not voted by teams, just approved by the board. Discussion held about procedure (set in the bylaws) allowing teams to object to changes made by the board. Policies are now available in writing for all teams to read.
   c. Region 3 – Mr. Knott send email with reports about recovery from last fall’s hurricanes.
   d. Region 4 – Mr. Jackson previously mentioned handling issues in Ohio. Working on possible MOU with State of Ohio with REACT.
   e. Region 5 – Mr. Fry reported he working on issues concerning communications between teams and councils and need for timely messages allowing for delays in reading email or getting US Mail.
   f. Region 6 – Mr. Jennings working on two teams who haven’t renewed as of yet. One team has only three members renewed, but nearly 40 others apparently affiliated (all amateur operators) who are not registered as REACT members.
   g. Region 7 – Mr. Kaster reported we are losing one team in Texas due to merger of two teams into single team. Mr. Besing to follow-up on other non-renewing teams from Texas.

   **Motion made** by Mr. Lanshe, seconded by Mr. Manlove to approve merger of Bexar County #4950 and Comal County #4804 into single team and to change the team name to Hill County REACT, keeping the charter #4804, dropping #4950. **Motion passed.**

h. Region 8 – Mr. Clark no report
i. Region 9 – Mr. Jagdeosingh reported by email about activities happening in T&T after recent storms, public service event, evolving over to VHF radios (from CB), working
with NEMA. Philippine Team remains very active. Recent communications received from former team in Australia interested in returning to the REACT family.

8. Regional problems needing Board Input.
   a. Some handled during regional reports above. Discussion held on issues in Louisiana with newest Team.
   b. Discussion held about a non-registered REACT member (from Ohio) violating West Virginia laws. President Cooper has been in close contact with WV State Police and has copy of official police report with photos. Mr. Cooper said he received fantastic cooperation with this WV State Police officer who was investigating situation. Charges have been filed.
   c. Discussion held about proposed New England Council, events that have led up to formation, need for paperwork to be approved by RI Board. Proposed area of coverage by council included an existing council in Maine. Maine Council does not wish to be absorbed by New England Council. The New England Council proposes to include states of Vermont, Connecticut, Rhode Island, New Hampshire, Massachusetts, and Maine. President Cooper stated that until the NE Council removes Maine from their proposed bylaws this council cannot be approved by RI, but that he would approve them once this action is accomplished and resubmitted to RI with current officer listing.
   d. Mr. Greany, Mr. Thompson, Mr. Lanshe working on resolving report of a non-existent Team soliciting donations on behalf of REACT. Persons have not been registered with REACT for 3 years in NY State. Triple Cities REACT was former Team name involved.
   e. Mr. Manlove discussed problems in North Carolina (region 3) with conflicts with state council and one or more local Teams. Apparently there is an attempt to form new council for regional area overlapping one or more existing councils. Nothing concrete to report that might require action by board.
   f. Mr. Kaplan reported written correspondence from a proposed team in Texas that he would share with the Texas Council. Reportedly they sent a $85 check to the council with application for charter and one of their proposed three members was currently serving in a federal prison up in Indiana. Mr. Besing (Texas Council Secretary) stated he had some knowledge of this group contacting the council in 2003 (while he was council president), more info had been requested from them, and he did not remember any check being received or cashed by the council (would have been forwarded to RI). Discussion on RI policy regarding convicted felons not being eligible for membership. Mr. Kaplan said if such person could pass a current police background check the local Team could consider making a case by case consideration, that RI office won’t make that determination.

9. Reports of the Committees of the Board.
   a. Office Review. Mr. Jennings praised Dora and Norm for their operations of the RI office. Records and physical office were in good shape.
   b. Membership. Nothing requiring action by committee.
   c. Finance. Working on potential grant applications and alternative investment proposals. Still working with Smith Barney Investments. Discussion about setting annuity to cover annual withdrawal for life members of $7k. Mr. Jennings presented proposal from McDonald Investments agent (Steven Lundquist) who felt expected growth in some specific annuity funds (Hartford) would exceed what we currently earn with Smith
Barney. (We have been earning 6.85% average from Smith Barney, down from 8.75% in years previous.) Principal would be protected from loss.

Meeting recessed at 12:04pm until 01:00pm same date.
Meeting resumed with no change in quorum at 01:00pm.

10. Corporate Committee Reports.
   a. Communications Committee – report from Mr. Riley on his concerns and activities interfacing with the FCC. He was concerned about lack of GMRS repeater coordination mechanism, allowing anyone to install such repeater and lack of a central master directory of such repeaters. Concerns stated over increasing sales of combination FRS/GMRS radios without enforcing requirement of licensing.
   b. Public Relations – Mr. Kaster stressed the need to have any PSA’s released on behalf of RI being cleared by RI President. Local team or council releases are different issue.
   c. Ways and Means – Mr. Jennings presented a summary of ideas received about team level funding. He discussed a grant writer who is interested in applying for grants on behalf of RI, with her getting compensated for a set “project fee” plus a bonus based on a percentage of total amounts raised. Discussion held on potential activities or purposes which could legitimately
   d. Awards Committee – Discussion held about Radio Hero Award, no activity reported since last reward was made..
   e. Computer Committee – Chairman Johnny Stowers is requesting news blurbs from RI for posting on the web site to keep it more current. Since official PSA releases require permission from RI President or designated person(s), they request that those person(s) provide the computer services committee with update news on a regular basis for posting to the web. Also need more updated info from the various committees to update their sections as well. Convention2005 has some stuff posted, but we are expecting more updates next week and the host also has their own team web site up with a convention news section.

11. Team Management Handbook Revision Committee Report. Three members (Chuck Thompson, Tom Currie, Stuart DeLuca) were appointed to help update. Richard Gamble and wife offered to help retype the manual. Project not completed as of yet, but is on-going.

12. REACT PSA Status – Mr. Kaster presented a DVD movie with a short 30 second PSA produced from Liquid Radio Network that was played on one of the computers for the board. PSA can be duplicated on DVD inexpensively but some commercial TV stations require more expensive tape formats instead.

   Motion made by Mr. Manlove, second by Mr. Lanshe to approve the PSA and pay for the production. Motion passed. (Note: budget was set during the August 2004 board meeting for $2500.)

13. Review of the Corporate Committee Structure and Operation. Discussion held about Directors working with committees, soliciting members to serve on committees as chairman or members of committee. Mr. Lanshe offered to help Mr. Greany to develop the less active committees.
14. Review Current Corporate Committee Chairman and Performances. Discussion held.

15. New REACTer Editor position to be filled. Pat Knight to serve as editor for the March/April issue.

Motion made by Mr. Manlove, second by Mr. Kaster to offer the Editor position to Millie Thornton as per contract. Discussion held about need to have someone oversee production in the position of Publisher. Pat Knight willing to serve in that capacity. Motion passed with one opposed (Mr. Lanshe).

Motion made by Mr. Manlove, second by Mr. Cooper to compensate Pat Knight for the March/April issue at the same rate. Motion passed with one opposed (Mr. Lanshe). Mr. Cooper stated that this issue should identify Pat Knight as editor, and Chuck Thompson as co-editor.

16. Review 2005 Budget. Treasurer Kaplan presented a proposed 2005 budget with an anticipated $19,550 deficit. Discussion held about eliminating line item #6301 “Director & Officer Expense” since it was noted that all directors and officers were paying their own expenses, other than a few needing help with travel/hotel to some of the board meetings (which is provided for in a separate line item). This reduces the deficit to $15,520. Mr. Kaplan noted that the $30,000 insurance line item was an estimate based upon a 3,000 membership base, and thus could fluctuate up/down depending upon final membership levels when reported to the insurance company. We pay a flat rate ($9-$10 estimated) per member, rather than the previous method of differential rates dependent upon what state the members resided in.

Motion made by Mr. Manlove, second by Mr. Jennings to eliminate line item #6301 Director & Officer Expense. Motion passed with one opposed (Mr. Lanshe).

Motion made by Mr. Kaster, second by Mr. Manlove to accept the budget as modified ($15,250 deficit). Motion passed with one opposed (Mr. Lanshe).

17. Annual Audit Report. Written report from auditors read by Mr. Kaplan.

Motion made by Mr. Cooper, second by Mr. Manlove to approve the auditors report by the CPA. Motion passed with one opposed (Mr. Lanshe).

Motion made by Mr. Lanshe, second by Mr. Manlove to release the past five years of audits to Mr. Jennings for use in preparing grant requests if needed. Motion passed. Dora provided these copies to Mr. Jennings following the meeting.

18. Investment Options – Discussed earlier in the meeting.

19. BBB Wise Giving Alliance – Mr. Kaplan presented a possible approval from the Better Business Bureau if we make a few changes to our operations to be able to state that we are in compliance with their charitable giving standards. Discussion held about what changes we would need to perform, whether we should make these changes regardless of achieving this stamp of approval, the increased chances of being approved. One of the items needed was to add a statement to our
website saying how we protected the privacy of the information we collected from the website or in our office (i.e. our policy is that we don’t release it.) Another item was to have three board meetings per year, spaced equally throughout the year, which would require another board meeting to be held in November (electronic meeting would meet this requirement).

**Motion made** by Mr. Manlove, second by Mr. Cooper to review our policies and procedures to comply with the Better Business Bureau Giving Alliance Standards for Charity Accountability. **Motion passed.**

20. Review Membership Renewals. As of Friday (02/18) we are about 50 teams short of this date in 2004, and 800 members short. We have 47 additional family members ($5 converted from $18 last year) and 19 additional family members who are new members ($5 rate). So far this new class has cost us $215 loss from last year’s rate structure, but Mr. Kaplan hoped that getting more new AF members would bring in younger long term members. Overall membership drop is 360 members, 5 teams with 25 have disbanded, with about 2060 members renewed as of this date. It is known and hoped that some teams will be sending in their renewals, or additional renewals to build up this number further. The RI office will follow up with those teams who haven’t filed renewals or dissolution notices with the office. Directors should get a copy of this information as well. Discussion held effectiveness of the AF program. To be revisited by board at the summer board meeting and again next winter.

21. Discuss and Vote on Affiliate Membership Policy – Not complete at this time. Affiliates brought in about $2000 last year, 5 have started new teams, some have sent in monitor reports. Affiliates pay $25/yr and receive the Reacter magazine but are not covered by RI insurance. Discussion held on business affiliate program proposed in the past. Board to revisit at summer board meeting.

22. Midland Radio Proposal. Midland has reconsidered the technical issues with their marking plan, withdrawn their offer to possible buy-out and discontinued the “Midland-1” program and the Rooster Ad Group. Mr. Leef and Mr. Kaplan explained the technicalities about how channel 1 varies from radio to radio service and the designated emergency frequencies are seldom on channel 1 of the radio.

23. Plaques to Past Board Members. Mr. Besing to work up list and get with office to get these distributed to those former members.

24. American Truckers Association – Discussion of holiday safety breaks and history between REACT and this association. Mr. Cooper suggested we should renew our contact with the current management of the ATA to ensure that we really do have a current working relationship with them. In a recent Popcom article written by Mr. McCracken, he claimed a current working relationship between ATA and REACT International. Mr. Kaplan to follow up with this task.

25. Radio Hero Award – Review of criteria for eligible winners, type of radios, etc. Mr. Besing to research past minutes to find the criteria so the board can formalize as a “policy”.

   Display case about the size of a folding table 4’ long. Mr. Kaplan visited the display and will
write up an article with photos for the REACTer. Directors discussed taking a trip into DC to visit this display.

27. REACT Month – post suggested ideas, wording of proclamations or releases on the website. Original month was November, changed to month of May.

Motion made by Mr. Lanshe, second by Mr. Manlove to declare the month of May in 2005 to be REACT Month. Motion passed.

All teams are encouraged to publicize this in their local communities. Mr. Manlove to write up article for the March/April issue of REACTer.

28. Insurance Renewal – policy will be renewed for 2005, but team rates will be reviewed during the Summer board meeting. Currently RI subsidizes this $6 rate by $3 per member out of the general fund. Mr. Kaplan said he anticipated the actual insurance fee per member being around $9.50-$10 for 2005 upon renewal.

29. New Membership Award from RI – Mr. Kaplan presented an idea for a new award category for members who achieve X hours of service for Special Recognition Award. This would be based upon the reports filed with the annual renewals. There have been some members with 50,000 or more service hours (over multi years, i.e. since first becoming a REACT member). Mr. Kaplan proposal was for the RI office / board to recognize these levels of service with a paper certificate and acknowledgement in the REACTer magazine. He anticipated a larger number to be mailed the first year, perhaps $300 worth, and the number to decrease in future once the backlog is caught up with. Also available would be to submit names and facts to the US Presidential office to apply for the “President’s Volunteer Service to America Award”.

Meeting recessed at 5:30pm until Saturday, February 18, 2005 at 9am.

Meeting resumed at 9:12am, Saturday, February 19, 2005, No change in quorum

30. Board Meetings of the Future. Discussion held on topics of alternative methods of meeting, such as electronic meetings, to reduce the financial burden of attending a meeting in person with the associated travel, hotel, and time away from employment. Mr. Besing spoke on about Mr. Knott’s proposal from the summer board meeting with Ventrilo conferencing software that allows voice and text chat, full duplex which allows two persons to speak (i.e. able to interrupt or control conversation.) Mr. Besing also mentioned Microsoft had a new product that rides on Office 2003 to allow on-line sharing of documents, chat, etc. Concerns were stated regarding privacy of such “meetings” and legality of having meetings that lock out uninvited visitors when we keep our board meetings open to the membership. Question raised by Mr. Kaplan whether software could enable visitors but not participate by voice. Discussion held on a past meeting where we used teleconferencing to allow absent directors to participate. Mr. Besing suggested that we use a system such as the database “member number” as userID and “team charter number” as the password to log into a member only area on the web site, or any on-line chat / conference area being used. Closed board meetings using the Ventrilo software could be held by simply having board members switch to different closed “meeting room” and return to the open “meeting room” upon completion of closed item business (legal, personnel, etc.). Mr. Fry asked Mr. Besing to collect information in more detail to demonstrate to the board at the summer
board meeting, including Ventrilo and/or Microsoft Office software, and/or any other methods
discovered. It was noted that to comply with the BBB standards, we needed to hold a third
meeting a year (probably in November) which could be electronic in nature.

Mr. Manlove said that Kinko’s Copy had a video room conferencing service that would set up
three physical locations for full voice/video conferencing for $100 that his company is using.
More sites would cost more. Directors would have to travel physically to the nearest Kinko’s to
participate. Mr. Cooper said we ought to investigate what other services are available, what the
cost would be to set up such conferencing as compared to travel/hotel expense of attending in
person. Mr. Fry asked Mr. Jennings to find out if these types of solutions would be a possible
grant request topic.

31. Future of REACT –

a. **Grant Writer** - Mr. Jennings said we need to find long term solutions for the problems
   of declining membership and related finance short falls. Current membership (as of
   February 18, 2005) is about half or less of the break-even level to support a budget of
   $100,000. Current overhead is $30k for insurance, $24k for payroll, $9.7k office rent,
   $1.2k legal, $3.6k accounting, $21k for the magazine, $9k for operations. Discussion
   about increasing the insurance fee from $6 to $10 in 2006 versus increasing annual dues
   per member. Mr. Kaplan said he anticipated the actual insurance fee per member being
   around $9.50-$10 for 2005 upon renewal. Further discussion held about the proposed
   grant writer, expenses needed to be paid up front, bonuses payable upon successful
   completion, possible topics for grants. Mr. Cooper said we have cash available in Smith
   Barney which could be used, outside the budget, to fund such activities. These funds do
   not include designated “Life Member” funds used to pay the annual fees / support costs
   included in the annual budgets.

b. **Public Relations** – need to have the new PSA’s available for distribution no later than
   the summer convention / board meeting. Mr. Kaster to get master copies prepared for
   DVD and streaming video distribution, plus commercial tape cassette for broadcast TV or
   cable venues. Directors need to promote participation by local members with committees
to develop ideas for membership drives, publicity drives, training programs.

c. **Membership** – Mr. Kaplan feels we need a minimum of 6k members to remain viable.
   Some Teams are apparently registering only a portion of their actual members, which
   places their Team at risk for lack of coverage by liability insurance, 501(c)3 status, etc..
   This places the burden on the rest of the Teams who pay the cost to support the others.

d. **REACTer** – This is about twenty-five percent of the annual budget. If finances do not
   improve, we may need to change the frequency of publication from bi-monthly to
   quarterly, or change to electronic format only. We need to improve advertising revenue,
   but to attract more advertisers we need a larger membership base to support their
   advertising.

e. **Credit Card Processing Fees** – We are paying a few percent when we accept payment
   by credit card for supplies or membership fees. Mr. Kaplan is renegotiating lower fees,
   but that isn’t a major portion of our budget. Using PayPal would only put the fees up
   front, and at a higher rate than we currently pay in credit card fees. Mr. Besing said he
   had proposed a secure on-line donation page to collect donations from the web site, while
   processing the actual transactions manually in the office to save the on-line processing
   fees.
32. Discuss BOD members who have missed 2 consecutive meetings per Bylaws Article V, Section 5.5(b) Resignations.
   a. John Knott – Region 3. Discussion of hardship caused by last fall’s hurricane season and damages to his house. Mr. Knott has previously missed more than two consecutive physical board meetings that according to our bylaws means he has been deemed to resign. Mr. Knott did participate electronically for the 2004 winter board meeting, but missed the summer board meeting in Dallas and the winter 2005 board meeting. Discussion about possible replacement members. Mr. Knott stated he would be running for re-election as Region 3 director at the June council meeting. This region is up for election this summer. Deadline for nomination is March 15.
   
   Motion made by Mr. Lanshe to retain Mr. Knott. Motion failed due to lack of a second.

   Mr. Knott has been deemed to have resigned due to absences, as per Bylaws Article V, Section 5.5(b) dealing with automatic resignations by directors. This position will remain vacant until a new director is elected at the June summer board meeting.

   b. Mr. Jennings reported that he had approached CC Roberts to run for region 6 director position at the summer convention. He stated that he did not plan to run for re-election due to personal health issues. Mr. Roberts has agreed to submit the forms to run for the board in the 2005 elections. Mr. Jennings stated he was not resigning, simply not running for another term of office. The other region up for election is region 9, the International Director.

33. Safety Clothing – Spiewak brought samples of their reflective safety clothing, both class-2 and class-3. REACT would be given dealer cost for the items, with Spiewak accepting orders from RI office for direct drop ship. They had an orange jacket with optional pants and liner, reflective shirts (short sleeve), vests (with sleeves or not). Initial order would be for 100 pieces, and subsequent orders could be in one piece units dropped ship. Mr. Kaplan was awaiting current price lists. Mr. Besing stated that a previous board motion authorized the office and specifically Mr. Besing and Mr. Faulkner to investigate and add product lines for sale on the on-line web store to the members, unless it required stocking inventory in the office, tying up funds in the meantime.

34. Location and date of next meeting – It was announced that the next board meeting will be in Corona, California during the summer convention. Directors and Officers should plan to arrive no later than Monday, June 20, 2005. We will hold a full day meeting on Tuesday, with a few scheduled sessions during the convention to meet with the members, councils, committees, etc. A demonstration of the planned electronic conferencing will be scheduled during the convention week.

   Motion made by Mr. Manlove, second by Mr. Cooper, that the meeting start on Tuesday, June 21, 2005 at 8:30am local time in Corona, California. Motion passed.
35. Administrative items – Board authorized office staff to change locks for office after coordinating with building management. Discussion of current location of corporate seal. Discussion of teams renewing late but failing to include late fees.

36. Adjournment – Motion by Mr. Manlove, second by Mr. Cooper to adjourn. Motion passed. Meeting adjourned at 11:48pm on Saturday, February 19, 2005.

Minutes respectfully submitted by Lee W. Besing, Secretary
Summary for REACTer by Charles Thompson.