REACT International 1 2 **Board of Directors Meeting** 3 Held June 21-24, 2005 4 Corona, California 5 6 Officers / Directors Present 7 Larry Fry, Region 5, Chairman 8 Frank Jennings, Region 6 *term ended at this meeting CC Roberts *elected to Region 6 at this meeting 9 10 Bob Kaster, Region 7 Rob Clark, Region 8 11 Dick Cooper, President 12 Ed Greany, Exec. VP 13 14 Lee Besing, Secretary Norm Kaplan, Treasurer 15 Charles A. Thompson, General Counsel 16 17 18 Officers/Directors Absent - See Agenda Item #36 19 Region 1 Vacant 20 Don Manlove, Region 2 Region 3 Vacant 21 22 Region 4 Vacant 23 Kenny Jagdeosingh, Region 9 24 25 **Visitors Present:** 26

Bob Leef (California)

28 29 30

27

1. **Call to Order**. Meeting called to order at 8:30am on Friday, June 21, 2005 by Chairman Fry.

2. **Quorum**. Secretary Besing established the quorum with five directors (out of eight filled positions). Four other (non-voting) officers are present, including the General Counsel.

31 32 33

34

35

36

37

3. **Opening Remarks**. Chairman Fry welcomed the Board to Corona, offered some housekeeping items about today's meeting. He read guidelines from President Cooper asking that we all try to stay on topic follow the agenda and expedite the meeting. He asked that we introduce ourselves since there were some new directors in the room. Chairman Fry reminded everyone that the General Counsel was an officer of REACT International, just as the other four (President, Executive Vice President, Secretary, and Treasurer).

38 39 40

Motion made by Mr. Clark, second by Mr. Cooper, to form an advisory committee comprised of the five officers for this meeting. Discussion held. **Motion passed**.

41 42 43

44

4. Approval of Minutes and Agenda. Mr. Fry verified that everyone had received the minutes from the February 2005 board meeting sent previously via email. No changes were offered. Approved as written.

45 46 47

5. Officer Reports.

- a. **Secretary** no report
- b. **Treasurer** 2004 Annual report was distributed in writing to all present. Financials (year-to-date) were previously mailed to each director and officer.
- c. **Executive VP** no report
- d. **President** no report.
- e. **General Counsel** –Not involved in any legal litigation or other legal matters.

6. Region Director Reports.

- a. Region 1 Vacant
- b. **Region 2** Mr. Manlove absent
- c. **Region 3** Vacant
- d. **Region 4** Mr. Jackson absent
- e. **Region 5** Mr. Fry. Lost 2 out of 37 teams in region, mostly due to older age of membership in teams. Growth of teams has been stagnant.
- f. **Region 6** Mr. Jennings. No change, pending new teams have not materialized yet, but has possible new lead in Washington State. Purchased 20 copies of the DVD PSA to distribute. CC Roberts has pending inquiry from two hams on "the big island" to start a new team.
- g. **Region 7** Mr. Kaster. Gave summary of teams renewing / merging / dropping in his region. No new news out of Louisiana.
- h. **Region 8** Mr. Clark. Has been receiving inquiries from hams taking ARRL Ecomm course level 3. Dealt with inter-team problems in Nevada. Approved 2 new teams in California. Lost some teams during renewal process.
- i. **Region 9** Mr. Jagdeosingh Mr. Besing read email report received from Mr. Jagdeosingh saying he hoped to have new team in Australia soon, working on other islands in the Caribbean area.

7. Regional Problems Needing Board Decisions/Recommendations.

- a. **Regional Director Assistants**. Discussion held about allowing Regional Directors to appoint assistant directors to aid in establishing local authority / responsibility in different areas of a region, reporting back to the Region Director and thence to the Board. General Counsel Thompson said the bylaws did not prohibit this action and he thought this action would be proper, especially in the International Region plus perhaps Region 6 due to the need to cover far flung territories around the globe. **Consensus** by the Board was that any Regional Director was authorized to appoint assistant directors as needed, reporting back to him/her and thence to the Board. Regional Director will be responsible for the actions of any Assistant Director in such cases.
- b. No other reports to discuss in this agenda item.
- 8. **Announce Election Results.** Our CPA firm counted the official ballots received. Ballots were received and winners were declared from **Region 9 Kenny Jagdeosingh** and **Region 6 CC Roberts**. No ballots were received from Teams in Region 3. John Knott reported that his Team didn't receive a ballot. Mr. Kaplan reported that ballots were mailed to all teams in Region 3 and that Mr. Knott was the only nominee filed for that Region. Mr. Roberts was seated as Region 6 Director (Mr. Jennings stayed on as observer). Quorum not affected. Discussion held about possible reasons for the lack of participation from Teams, and lack of any returned ballots from Region 3. General Counsel Thompson stated while the bylaws did not specifically require any

votes to be received, only that nominees complete the specified application not later than a deadline set by the board. Since no votes were received (24 ballots were sent out), it could be implied that the candidate was not elected.

Motion made by Mr. Cooper, second by Mr. Kaster, that if a nomination is properly submitted for a region, there is only one candidate, and ballots are properly mailed to the region, if no ballots are received back, the single candidate will be considered as not elected. **Motion passed.**

9. **Financial Report** – Grants. Mr. Jennings paid \$500 out of pocket to hire the grant writer in Washington state (mentioned during the February 2005 WBM) to do some research on possible grant sources. He emailed the recommendations to the board prior to the meeting. They point to the need for local teams to work local sources, state / region levels to work at that area, and RI to work at national level organizations such as Homeland Security. The grant writer listed some potential categories and sources for which we could apply.

Discussion held about governmental grants versus private corporate sources or foundations. C.C. Roberts offered one example of possible foundation source in Hawaii. Board will work to develop templates for use by teams. Grant applications need to be worked at the team level with interaction with local / regional corporations and local emergency authorities such as the local representatives for Citizens Corps.

Motion made by Mr. Roberts, second by Mr. Kaster to approve the statement that grant applications need to be worked at the local level, and the Board will fund the development of grant application templates and guidelines for use at the local level. **Motion passed.**

10. Corporate Committee Reports. By Mr. Greany

- a. **Convention Site Committee** –Paul Oby. Report by Mr. Greany regarding apparent lack of support from this committee in organizing this year's convention. One example given was lack of advance knowledge of the need to play the national anthems of all non-US Teams during opening session.
- b. **Publications Review** Need to reorganize this committee with additional members and a designated chair. The new REACTer editor should be a member of this committee. Mr. Kaplan asked that Mr. Greany update the list of various committee names and chairs with the RI office and Computer Services Committee.
- c. Public Relations -
 - 1. Mr. Kaster reported that Eric Hutchins expressed interest to serve on this committee.
 - 2. It was mentioned that the new editor should be a member of this committee.
 - 3. All PSAs on the National / International level must be cleared thru REACT International President. State and local releases should be cleared on that level before release.
 - 4. Discussion about REACT Month (May), how to obtain proclamations from local and state officials. Mr. Greany showed the proclamation from Corona, California, for this convention.
 - 5. Mr. Besing stated that we could use email to get the word out to those who have email. Mr. Kaplan stated about 40% of the registered teams did not have email capabilities listed with RI. **Consensus** was that we still need to use the REACTer and completed renewal

- packets to send out information about the need for Teams to supply accurate email addresses for their members and Team, plus their Team's website.
- 6. Mr. Cooper announced that he had approved a new ad rate schedule for the REACTer in conjunction with Ron McCracken and Pat Knight. Some test marketing is being conducted at present time to see if the rates are competitive. New rates are based upon square inch coverage size of each ad. RI office needs a copy of the new ad rates to send to current and prospective advertisers.
- d. Membership Retention and Development -
 - 1. Mr. Bob Hoban (Nevada) was chair. Mr. Jackson was Director Liaison. Mr. Jackson had reported to Mr. Clark that Mr. Hoban hasn't been responding to his inquiries. Mr. Jackson recommended change of chair for this committee. Mr. Clark has been in contact with Mr. Hoban and agrees with Mr. Jackson's assessment. Mr. Greany has some candidates in mind.
 - 2. Mr. Kaplan said we lost 675 members from 2004 as of 06/2005. The bulk of the "dropped" members were members of renewed teams. Some were deceased members, others moved out of their old team's area. Mr. Clark said he has been in contact with any "dropped" teams within his region to find out why they didn't renew in an effort to get them back in the family.
 - 3. Mr. Greany to work with this committee and new members to choose a new chairman.
- e. Ways and Means -
 - 1. Mr. Jennings discussed having letterhead /stationary that includes our affiliations with other organizations.
 - 2. Mr. Kaplan said that ARRL developed a poster that contained logos/names of affiliates that we can adapt to our own use.
- f. **Awards Committee** no report
- g. **Communications** no report
- h. Computer Services Committee Chairman Johnny Stowers. Working with David Perry of Baltimore REACT to develop a "new look" for the RI Website. Work is still in the conception phase but a mock-up example is available on-line. Mr. Besing stated that the committee wants more new material, press releases, and other items to keep the website fresher. It was suggested that this committee work more closely with REACTer editor to obtain such materials in a timely manner.
- 11. **Review of the Corporate Committee Structure and Operation.** Current system needs improvement or change to make it work better. Much discussion held about getting the right person in the right position to make each committee move forward in a productive manner. Discussion held about how many committees have only 1 person per committee, rather than an active group of persons working as a committee. Discussion held about the need for these committees to function year round, not just during convention.
- 12. **Team Management Handbook Revision Committee Report.** Mr. Thompson discussed the level of work to not only take the work previously done by former office staff and others, but to convert, adapt, and update to modern current standards. He reported that we had about 60-70 sets of the old style dividers but recommended revising structure of handbook and making electronic version available.

13. **Discuss Business To Be Conducted At The 2005 Conventions.** Mr. Cooper to include information about opportunity to volunteer to serve on various committees. Mr. Besing to obtain the appropriate national anthems and provide them to convention host committee for playing during open session.

Meeting recessed for Lunch @ 12pm, returned at 01:30pm. No change in quorum.

14. Complaint Against Fred Lanshe from Tom Currie regarding alleged SPAM messages. President Cooper presented a written report on his investigation into Mr. Lanshe's activities and possible violations of the CAN-SPAM Act of 2003. Discussion held about why unsolicited bulk email messages were in violation of this Act. Mr. Lanshe will be counseled by President Cooper on the topic in an effort to eliminate future violations. Long-range implication for other REACT members, directors and officers is the need for them to exercise care to become familiar with and comply with these regulations in order to not bring unfavorable attention. When sending email that has REACT in the address or signature line, that sender is representing REACT with that message.

15. **Discuss personnel Work Schedule at RI Office.** Closed session discussion. Directors, officers and Bob Leef (former Executive Vice President) were present. Mr. Kaplan explained offer from the office manager to voluntarily adjust the weekly work schedule to reduce "paid hours" thru September 2005 by 2 days a week. This will reduce payroll expenses 40% for the three months (July-September) while the normal workload is lighter.

16. **REACT PSA DVD Status** – Mr. Kaster reported that the best price he found on reproduction of the BetaCamSP tapes in small quantities was around \$30 each, plus shipping. Mr. Kaster said he was told that all of the major commercial TV stations required the use of this media rather than a copy of the DVD.

17. **New REACTer Editor Position.** Millie Thornton resigned prior to first issue. Pat Knight (Texas) has continued to serve as "acting editor" for March/April and May/June issue. Ms. Knight will remain on as "acting editor" until we find a permanent replacement. Ms. Thornton has recommended a writer named Mary Elizabeth Brooks. Another possible candidate mentioned was Eric Hutchins. Mr. Kaster recommended that we advertise this position as being open in the next issue of the REACTer magazine before making a decision. He stated that he wanted to see resumes from the candidates and samples of their writing and work to be assured they can handle the job while keeping to the higher standards we are accustomed to receiving.

President Cooper appointed Mr. Thompson as Chairman of an Editor Selection Committee to review any applicants and make a recommendation to the Board. Members of committee will be Pat Knight, Bob Kaster and possibly Elaine Kaplan. Mr. Thompson will forward the committee's recommendation to the President.

18. **REACTer Publication Frequency / Mode**. Acting Editor Pat Knight presented a report on price differences for various sized issues (16,20,24,32 pages), postage costs, and frequency of distribution. She passed out a spreadsheet with comparison figures. Changing number of issues per year would have would have required obtaining a change in our mailing permit. Pat recommended increasing size of each issue to 24 pages, and dropping frequency to quarterly

starting in 2006. She suggested possible content ideas to filling the extra pages. Mr. Greany stated that this would increase the benefits to the membership by increasing the size of each issue and in order to budget for this increased size, we will be changing the publication frequency to quarterly. Mr. Besing reported that some members had emailed him asking if they could voluntarily request to receive web only (PDF) versions of the REACTer instead of paper copy on the grounds it could save RI some budget money. **No decision made** at this time.

- 19. **Review 2005 Budget**, revised to reflect current membership figures. Mr. Kaplan mailed a spreadsheet to the directors prior to the meeting projecting a \$18,500 shortfall in income versus expenses (deficit) if no major changes were made. Original budget called for a \$14,500 deficit.
- 20. **New RI Policy Requested by Insurance Company**. Mr. Kaplan reported that our insurance carrier has requested that RI institute a program of surveying our membership to verify what percentage of members of each team who own automobiles also have auto insurance. (i.e. 10 out of 10, 8 out of 10, whatever) Failure to implement this policy could cause premium to increase 15% or could cause policy cancellation. Discussion held on privacy issues, difficulty of surveying each member of the team before reporting back an aggregate report (no personal info) to RI.

Motion made by Mr. Roberts, second by Mr. Cooper to establish an RI policy requiring teams to report the number of members owning motor vehicles who do or do not have insurance on their team annual membership renewal form, providing such action is not determined a violation of privacy. **Motion passed**.

21. **Privacy Policy**. Follow-up to the topic previously discussed during the 2005 Annual Board Meeting. Mr. Kaplan and Mr. Greany wrote a proposed privacy policy for RI to adopt. The proposed policy covers web access, web orders, emailed orders to the office, membership info kept in the office, donor information and what we do to protect this information and how long. President Cooper appointed Mr. Greany, Mr. Thompson and Mr. Kaplan to a privacy policy committee.

Motion made by Mr. Cooper, second by Mr. Roberts, that RI adopt a privacy policy as recommended by the privacy policy committee. **Motion passed**.

- 22. **Logo Issues, Proper Use, etc.** Ron McCracken sent copies of the silver REACT member decal with proposed changes to at "® org" after the "REACT" and change the "Member of" to be "Ask Me About" along the top. Consensus of Board to approve change of stickers when a new supply is ordered.
- 23. **Director Responsibilities.** Mr. Kaplan reminded the directors of their need to follow-up on each application and respond back to the office in a timely fashion whenever team charter packets are mailed to persons within their regions. Mr. Thompson reminded directors of the policy that specifies a different process where there is, or is not a council involved. Discussion held on current procedure. Mr. Besing asked that email addresses be included for all persons copied or addressed in the letters, to improve and expedite the process. If the council is involved, the council is required to forward its recommendations within the 30 calendar days. Mr. Kaplan said

284

285

286

287 288 289

290

291

> 297 298 299

296

300 301 302

303

304 305 306

307

313 314 315

312

316 317 318

319

320

321 322 323

> 324 325 326

327

only 18% of charter packets being sent out are being returned, completed, and become teams. He asked that directors work on improving this percentage.

- 24. Amateur Disaster Frequencies Mr. Kaplan discussed sharing the knowledge of current ARES emergency disaster frequencies with our general membership and discuss training so that the hams in our Teams know what frequencies to turn to during what conditions. Mr. Besing reported that Pat Knight was familiar with what ARES frequencies were used when and for what, and suggested he contact her during the convention.
- 25. East Coast Drill Mr. Kaplan is working with a group to plan a mock region wide, coastal wide, disaster using various modes of communications (local and HF) to respond. Details are still being worked out. Teams would need to get info out of their areas to the Council, Regional Director and or RI Officers.
- 26. **Publication Review Committee** Mr. Cooper reminded the board that we have this committee to review any materials being distributed at the national / international level to help us put our best PR foot forward.
- 27. Corporate Donation or Similar Funding Program for RI. Mr. Cooper showed a structure to set up corporate sponsors based upon various levels of donations to RI - Gold, Silver, etc.
 - Motion made by Mr. Roberts, second by Mr. Kaster, to adopt the program in principal (i.e., develop a corporate donation schedule and use web based donation pages to allow donations with designated areas to apply the funds) and direct Mr. Cooper to implement once developed. Motion passed. Ways and Means Committee to be involved in the planning stage. **Motion** passed.
- 28. Paperwork Reduction for Renewals Mr. Cooper asked for a review of the forms used during the renewal process that could be combined or reduced. Mr. Thompson stated that he had previously reviewed and combined the many forms while he was President in an effort to reduce to the minimum amount of paperwork. Comparison with ARRL's renewal system. Mr. Besing stated the Computer Services Committee is working on a method to allow members to review their personal or team data online to make it easier for members or teams to keep their information updated.
- 29. Item dropped from agenda.
- 30. Report of Better Business Bureau Giving Alliance from 2005 WBM We need to develop the privacy policy (under construction) and figure out a way to fund or arrange a third meeting in person or electronically. Mr. Fry stated we needed to take steps to comply with this requirement. Mr. Thompson suggested holding an electronic meeting would adversely affect in-person attendance at our other board meetings.
 - **Motion made** by Mr. Roberts, second by Mr. Cooper, that the board hold a special meeting via electronic mode in October or November to handle any urgent matters that cannot wait until the February Board meeting. Motion passed.

- 31. **American Truckers Association** Follow-up from 2005 WBM no report or progress.
 - 32. **Liability Insurance Premiums** Mr. Kaplan reported our premium renewal starts June 24, 2005, and the premium went up to \$10.50 per member for the current year's policy. He anticipates the next year's increase will be up to at least \$12/member. He recommended that we set an annual insurance fee of \$11/member, an increase of \$5/member from the current level assessed for 2005. This fee applies to each member including Life members.

Motion made by Mr. Roberts, second by Mr. Clark, to set the 2006 Insurance Charge paid by the Team at \$12 per member. **Motion passed**.

- 33. **Proposed New Member Award from RI** Mr. Kaplan followed up on his presentation at the 2005 WBM to send awards to members who have achieved certain levels of volunteer service to REACT over a lifetime of membership i.e., during their time of membership in REACT, accumulated to date. Discussion held on methods of measuring types of service, i.e. monitoring time, working events, meetings, support time, etc.) in support of REACT. Mr. Kaplan said he was open to suggestions on how to fairly measure and compare volunteer time spent.
- 34. **Radio Hero Award** Discussion held about original criteria established with Cobra Radio and possible expansion of eligible winners to other modes of communications using radios that may or may not meet the original criteria (CB, GMRS, and FRS only). Mr. Thompson read from the 2001 Summer Board minutes stated that the original criteria included for all legal bands and radios. The criteria changed when presented to Cobra, but the board's approval.
- 35. **Board Meetings and Board Communications of the future** Mr. Besing reported on the various options he had investigated using the Internet to conduct meetings. Each methodology has its own level of required technical expertise and broadband Internet service being preferred as compared with dial-up access. He is continuing to investigate options. Mr. Thompson recommended that we hold an electronic "chat room" for a meeting in October to practice / test this option and that we appoint Mr. Besing and some others to pre-test the method chosen.
 - a. **Ventrilo** (www.ventrilo.com) provides a multi-person audio conferencing mode in a chat room type basis for no cost to the participants or server (for non-profit use only). Chat rooms could be open to anyone (you see who logs in) or by invitation only. Duplex operation allows the "meeting chair" to interrupt someone who is talking to help keep order. Text chat between members is allowed, but primarily voice is used. No video involved. John Knott has a server established in Florida at "react.homeip.net".
 - b. **Groove Virtual Office** (www.groove.net) is an option to allow electronic meetings sharing paperwork between members of a committee, board, group, etc. This program is not free and there is a license cost per user available at a discount rate from www.TechSoup.org. He was still investigating the abilities of this program. There is a free 60-day trial license available.
 - c. **Microsoft has Live Meeting** that works with Office 2003 and 2003 Server (for a cost).
 - d. **Microsoft Messenger** built into most of the newer Windows operating systems, available as a free download from www.Microsoft.com (search for "messenger").
 - e. **AOL Instant Messenger (AIM)** provides chat abilities, limited to one-on-one chat, available by free download at www.aol.com
 - f. Florida has MIRC chat room abilities with room set aside for Board.

- g. Communicate from Manchester DDA (www. manchesterdda.com) in the UK. Info still pending.
 h. Echolink (www.echolink.net) provides voice communications for licensed Amateur use
 - h. **Echolink** (<u>www.echolink.net</u>) provides voice communications for licensed Amateur use only.

Motion made by Mr. Cooper, second by Mr. Roberts, to authorize the test of the chat room method and establish an electronic board meeting at 3pm Eastern Time on Saturday, October 22, 2005. **Motion passed.**

36. Discuss changes regarding officers and/or directors –

- a. Paul Jackson (**Region 4**) has now missed two sequential non-electronic board meetings and was deemed to have resigned per our bylaws. Mr. Jackson had suffered leg/hip injury last winter causing an absence at the 2005 WBM. Complications caused his inability to travel long distances, which prevented him from attending this meeting.
- b. Kenny Jagdeosingh (**Region 9**) has now missed two sequential non-electronic board meetings and was deemed to have resigned per our bylaws.

Motion made by Mr. Roberts, second by Mr. Cooper that Mr.Jagdeosingh's resignation NOT be accepted by the board in light of the fact that he had just been re-elected by the teams in his region for a three-year term. **Motion passed**.

- c. Fred Lanshe (former **Region 1** Director) became ineligible to serve as a Director per bylaws due to his failure to remain a member of a team the region he/she represented. Mr. Lanshe's team's charter lapsed on April 1, 2005 (due to no renewal forms being filed by his team). It was renewed in June immediately prior to the convention. There is no "grace" period stated in the bylaws to cover this situation, and Mr. Lanshe ceased being a Director on 1, April 2005.
- d. **Region 3** Director position was previously vacant. John Knott had filed for the position but did not receive any votes from any teams in his region. Mr. Cooper had discussion with Mr. Knott over the reasons for his absences. Mr. Knott is willing to serve as Director for Region 3 should the board approve.

Motion made by Mr. Cooper, second by Mr. Kaster, to appoint Mr. Knott to the remainder of the unfilled 3-year term for Region 3. **Motion passed.**

- e. Mr. Cooper announced that he planned not to run for another 2-year term as RI President when his term expires in February 2006.
- f. **Region 1** Director Mr. Cooper plans to approach some individuals and councils asking for recommendations to be forwarded to the Board.
- g. **Region 6** Director Mr. Roberts plans to resign as Life Member Chair due to his election as Region 6 Director.
- 37. **Location and Date of Next Board Meeting** Electronic Special meeting on October 22, 2005 at 3pm Eastern Time (mode to be announced). Annual Board Meeting on March 3-4, 2006 in Suitland, Maryland.

422	placed in the office, not to be removed from the office. This replaced the seal misplaced by
423	former director Mr. Lanshe.
424	
425	Motion made by Mr. Cooper, second by Mr. Kaster to appoint Mr. Kaplan to the position of
426	Assistant Secretary in addition to his position of Treasurer. Motion passed .
427	
428	Motion made by Mr. Cooper, second by Mr. Kaster to that the Board of Directors issue a
429	proclamation to present to the 2005 Convention Planning Committee. Motion passed .
430	
431	Meeting recessed at 6:40pm until open board meeting session during convention or any other
432	business that may arise during the convention.
433	Meeting called to order at 2:00pm on Friday, June 24, 2005. No change in quorum.
434	
435	39. Open Board Meeting. Discussion held. Mr. Cooper made some announcements, read a summary
436	of actions taken by the Board during their meeting this month.
437	
438	Motion made by Mr. Cooper, second by Mr. Kaster to adjourn the meeting. Motion passed .
439	
440	40. Adjournment – Meeting adjourned at 2:45pm on Friday, June 24, 2005.
441	
442	Minutes respectfully submitted by Lee W. Besing, Secretary
443	Summary for REACTer by Charles Thompson.

38. **Administrative Items** – Mr. Fry presented Mr. Kaplan with a replacement corporate seal to be