

1 REACT International, Inc.
2 Board of Directors Meeting
3 Held August 19, 2006
4 St. Louis, Missouri
5

6 Officers / Directors Present

7 Larry Fry, Region 5, Chairman
8 Fred Lanshe, Region 1
9 Don Manlove, Region 2
10 CC “Rob” Roberts Region 6
11 Bob Kaster, Region 7
12 Dick Cooper, President
13 Lee Besing, Secretary
14 Charles A. Thompson, General Counsel
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16 Officers/Directors Absent

17 John Knott, Region 3
18 Paul Jackson, Region 4
19 Rob Clark, Region 8
20 Kenny Jagdeosingh, Region 9
21 Ed Greany, Exec. VP
22 Norman Kaplan, Treasurer
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24 Visitors Present:
25 None
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- 27 1. **Call to Order.** Meeting called to order at 8:05am on Saturday, August 19, 2006 by Chairman
28 Fry.
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- 30 2. **Quorum.** Secretary Besing established the quorum with five directors (out of seven filled
31 positions) plus the President (voting member). Two other (non-voting) officers are present
32 (Secretary & General Counsel).
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- 34 3. **Opening Remarks.** Chairman Fry welcomed the Board to St. Louis, asked for attention to detail
35 and to minimize sidebar talk in order for us to finish this agenda in the time allotted.
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- 37 4. **Approval of Minutes and Agenda.**
 - 38 a. Mr. Fry verified that everyone had received the minutes from the March 2006 board
39 meeting sent previously via email. No changes were offered. **Approved as written.**
 - 40 b. **Agenda** was distributed in writing, slightly modified from electronic version sent out via
41 email as preliminary.
- 42 5. **Region 4 Election Situation** – Questions were raised after the director elections were complete,
43 regarding membership verification of Paul Jackson. His team (in Ohio) confirmed that they did
44 not renew his membership this year, did not consider him to be a member and objected to his
45 election. He had paid his dues personally to RI HQ in April 2006. Since then, he became
46 registered as a member of another team (in Indiana) and is now verified as a registered member.
47 At the time of the nomination he had not been dropped from membership by the computer, but at

48 the time of the election he was not a member. Paul Jackson has offered his resignation from this
49 position. Recommendation from Charles Thompson, General Counsel, was to refund Paul
50 Jackson's funds paid by credit card be refunded to Mr. Jackson, and as a result of his
51 membership status at the time of election, and the nomination for director should be declared
52 void. A procedure must be established in the future to verify membership status in compliance
53 with bylaws. RI Bylaws state clearly that a director must be a registered member of a team in the
54 region and that means not only at time of nomination or election, but for the duration of his/her
55 term of office as well.

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57 **Motion** by Mr. Manlove, second by Mr. Kaster, based on recommendation of counsel, that Mr.
58 Jackson was not a registered member of a local team at the time of his election that RI office had
59 improperly accepted his payment of dues direct from Mr. Jackson, and the RI office must refund
60 the monies paid by Mr. Jackson for his dues. **Motion Passed.**

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62 6. **Director Elections** – Mr. Cooper announced that Region 1 Fred Lanshe, Region 4 Paul Jackson,
63 Region 7 Bob Kaster were elected by vote of the Teams. (See Previous item #5 regarding
64 voiding of election of Region 4 Mr. Jackson due to conflict with bylaws.) Discussion regarding
65 our policy covering procedure dates for election and counting of votes.

66
67 **7. Region Director Reports.**

- 68 a. **Region 1** – Fred Lanshe. New York Council keeping Teams on alert status due to terrorist
69 concerns. Working on 2 possible new Teams in Pennsylvania.
70 b. **Region 2** – Mr. Manlove. Nothing to report, very little action needing attention.
71 c. **Region 3** – Mr. Knott. No report.
72 d. **Region 4** – Vacant. See Item #5 above. Mr. Manlove reported that situation in Lima, Ohio
73 (Allen County) has been resolved.
74 e. **Region 5** – Mr. Fry. Lost some Teams, down about 10% in membership.
75 f. **Region 6** – Mr. Roberts. 1 of the 2 teams that had been reported as non-renewed, has since
76 renewed. Team in Alaska has not yet renewed. Pacific Northwest Council is resolving a
77 incorporation problem with the state of Washington (paperwork / fees failed to be paid by
78 council).
79 g. **Region 7** – Mr. Kaster. Region lost some Teams. Approved charter in Colorado Springs,
80 Colorado, charter pending.
81 h. **Region 8** – Mr. Clark. No report.
82 i. **Region 9** – Mr. Jagdeosingh. No report. Mr. Roberts reported 1 new team chartered in the
83 Philippines, 2 or 3 more teams pending.

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85 **8. Officer Reports.**

- 86 a. **Secretary** – Mr. Besing submitted a copy of the previous meeting's minutes via email prior
87 to start of this meeting.
88 b. **Treasurer** – Mr. Kaplan submitted written report in the form of a budget comparison with
89 actual income/expenses YTD, stated checking balance of \$600-700 (savings / investments
90 not included in that figure) and he expected expenses of around \$16,000 through end of 2006
91 and recommends Board consider a dues increase for 2007. Membership level as of end of
92 July 2006 currently at 2280, including 230 International members and 58 members of 3
93 teams that elected to not be covered by RI insurance policy.

- 94 c. **Executive VP** – Mr. Greany. Written report filed. Working on training and membership
95 issues. Said Mr. Currie wants to expand RI’s E-Comm Training course to another level. Still
96 looking for suitable volunteers to serve on committees and as chairpersons. Stated he was
97 happy with progress made with new REACTer editor. Needs to re-establish the Publications
98 Review committee operations. Other issues will be addressed by agenda later this meeting.
- 99 d. **President** – Mr. Cooper read lengthy statement his concern about the level of participation
100 by Board members and Committee Chairpersons, restated his original conditions that he had
101 applied pending his re-election as President at the March 2006 Board Meeting (after initially
102 declining to be elected), dissatisfaction with status of a list of projects / activities that had
103 been proposed or initiated. Lengthy discussion held. Mr. Cooper said we needed to look to
104 the future and adapt our program to grow in that direction.
- 105 e. **General Counsel** – Mr. Thompson made a few points as follows:
106 1. Mr. Thompson recommended that the folks in Pennsylvania who recently
107 reactivated a Pennsylvania corporation named “REACT International” be
108 advised they are in violation of multiple copyrights and request that they cease
109 and desist. Mr. Lanshe reported to the Board that this event had recently
110 happened with the intent of serving as a backup for RI should RI fail.
111 2. Mr. Besing and Mr. Thompson both endorsed the concept of encouraging more
112 Teams to adopt the use of Amateur Radio and take the needed emergency
113 training to comply with FEMA’s new requirement of ISO-100 and NIMS-700.
114 3. Mr. Thompson endorsed Mr. Cooper’s comments about needing to revamp the
115 program to fit better in the future volunteer environment.
- 116
- 117 9. **Corporate Committee Reports.** Mr. Greany expressed (in report) his dissatisfaction with
118 progress of most of the committees.
- 119 a. **Convention Site Committee** – No proposals have been received for 2007.
- 120 b. **Publications Review** – Mr. Cooper stated that this committee should be reviewing all
121 documents, including REACTer, prior to publication by RI to ensure that quality and
122 accuracy is maintained.
- 123 c. **Public Relations** –
- 124 d. **Training and Development** –
- 125 e. **Membership Retention and Development** –
- 126 f. **Ways and Means** – Working on some ideas with Guidestar.org, TechSoup.org,
127 VolunteerMatch.org and possible grants currently available from Homeland Security at the
128 local/regional levels.
- 129 g. **Awards Committee** –
- 130 h. **Communications** –
- 131 i. **Computer Services Committee** – Mr. Besing reported verbally on behalf of Mr. Stowers
132 1. **Email** - We have experienced ongoing problems with e-mail addresses and high
133 levels of SPAM going to RI addresses. RI mail server host had been blacklisted
134 and blocked by AOL but situation was eventually resolved. We recommend
135 changing 100% of RI e-mail addresses for all positions and persons, encoding or
136 changing the way addresses are displayed on the web site.
- 137 2. **Web site** – Proposed new RI website is now back under development by David
138 Perry (Maryland) in cooperation with Computer Services Committee.
- 139 3. **Office Computers** – what is status of proposed upgrade of hardware and
140 Internet Access via Blackhawk’s wireless connection to the Internet.

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10. **Team Management Handbook** Revision Committee Report. Chuck Thompson still working with Mr. Currie and making progress in cleaning up and updating / upgrading the document. Will consider asking other individuals to help revise sections once the basic document has been converted to the new electronic format. Mr. Thompson was unable to set a firm completion date at this time.
11. **REACTer Editor Report.** Don Tarbet reported next issue will be delayed while waiting for the Board Meeting Minutes and his vacation plans during the end of August. He expects this issue to be 24 pages. He studied change of publication frequency (quarterly or monthly) and makes recommendation of ‘no change’ at this time. Mr. Cooper expressed his satisfaction with the progress of the REACTer since Mr. Tarbet had taken over as editor.
12. **CPA and Financial Report Frequency.** Mr. Fry expressed his concern that he has not received any updates on our investments from Smith Barney. No changes recommended by CPA at this time. CPA report included the fact of the AFCEA donation funds were being held as “restricted” funds and that resolution needed in order to release those funds.
13. **Review membership Renewals YTD 2006.** Mr. Kaplan sent report of 2280 members renewed, including 230 International members. This is an increase from the 1847 members reported at the March 2006 meeting. We have 210 teams and 22 councils. This is an increase of 41 teams from the 169 Teams in March.
14. **Survey of Members – Past & Present.** Mr. Cooper reported on informal survey conducted by Mr. Currie regarding various topics regarding the REACT-L email list. Response was too low to translate into reality. He recommended we use a web based service “surveymonkey.com” to conduct various surveys, but question was raised about covering those members who do not have computer Internet access.
15. **Liability Insurance Policy.** Mr. Thompson is following a hot lead for another insurance carrier who might be willing to bid on and provide 2007’s insurance policy at a lower cost per member. His team had received a local policy from same carrier, and that carrier expressed interest in bidding on larger group policy. Discussion held about changing policy that allows local teams to ‘opt out’ of RI’s insurance coverage, and the effect it would have on a claim / suit brought against RI as a result of a local team’s actions.

Motion by Mr. Manlove, second by Mr. Roberts to reduce Team 2007 Insurance fees from \$12.00 to \$11.00/member per Team. Discussion held. **Motion passed.**
16. **Bylaws Amendment – to reclassify Puerto Rico from Region 9 to Region 3.** Section 5.2(1)8 needs revised to remove “in Puerto Rico”.

Motion by Mr. Roberts, second by Mr. Manlove, to revise section 5.2(A)2 to remove “in Puerto Rico”. **Motion passed.** Mr. Thompson will write up the notice to the members regarding this amendment and publish in the REACTer.

- 187 **Motion** by Roberts, second by Mr. Manlove, that the Board amend Policy 5-02 to move Puerto
188 Rico from Region 9 to Region 3 and to add Guam, CNMI of Marianas Islands and American
189 Somoa to the list of Region 6 territories. **Motion passed.**
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- 191 17. **Disaster Donation Policy.** Base guideline was suggested at the March 2006 meeting, but no
192 action has happened since. A donation of \$3,000 plus a few individual donations, was received to
193 assist in Hurricane Katrina relief efforts. Question was raised about what the exact wording of
194 the donor’s letter was. Mr. Cooper read email from Mr. Kaplan that paraphrased that letter but
195 did not have original letter at the meeting. After discussion it was the consensus of the Board to
196 retain the funds and write a letter to the donor explaining how the funds were used. Mr.
197 Thompson will write the letter.
198
- 199 18. **Meeting Attendance Requirement by Officers.** Discussion held. While attendance at RI Board
200 meetings is encouraged, it is not required by our bylaws. Board elects / removes such positions
201 via Board action / resolution passed at a meeting of the Board.
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- 203 19. **Director Qualifications** – Discussion held about verifying membership status of candidates
204 nominated for Director Election or appointment by the Board, before such action happened such
205 as what was reported in Agenda Item #5 of this meeting. Mr. Cooper to discuss situation with RI
206 Office staff.
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- 208 20. **REACT Conventions – Past & Future** –. No bids were received. Mr. Fry discussed recent
209 conversations by Wisconsin Council w/ representatives from Minnesota Council regarding costs
210 involved for the host and attendees, including pre-convention expenses to have RI Board meet
211 prior to convention start. Mr. Fry felt that if you had less than 100 attendees it would be almost
212 impossible for a convention to be successful financially. He felt it would require the backing of a
213 council and/or team that was well funded. Regional area conventions over a weekend might still
214 be viable, but an overall convention with today’s higher transportation and lodging costs may not
215 be feasible.
216
- 217 21. **Discussion Electronic Board Meetings** – Mr. Besing has sent email instructions to new director
218 Mr. Lanshe for www.GoTeamSpeak.com to download the software. We’ve been holding
219 informal meetings at 10pm ET on Sunday PM weekly. Started off strong in April, but
220 participation has declined in recent months. Discussion held about changing day/time to increase
221 participation. Consensus made to change to Wednesday nights, first and third Wednesdays of
222 the month, same time structure, and to open up participation to the general REACT membership.
223 Change to take effect on September 6, 2006. Mr. Knott and Mr. Besing to provide training /
224 support for the new members, who should calibrate / test their computer setup prior to such
225 meeting.
226
- 227 22. **Team Topics** – Mr. Kaplan has not put out one since the last board meeting. Suggestion was to
228 combine with the October renewal package.
229
- 230 23. **Member Award from RI** – cost and criteria. Discussion held about the level of paperwork /
231 documentation needed to support this activity by the local team. Discussion held about
232 establishing a points program, such as used by Mr. Lanshe’s team for participation and

233 attendance. Suggestion made by Mr. Thompson to establish an award for 20 consecutive
234 membership years.

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236 **Motion** by Mr. Manlove, second by Mr. Lanshe to develop a 20-year service award to be
237 awarded to members who have completed 20 or more years of service (may be from combined
238 teams, no multipliers for consecutive membership) to REACT as of 2006. Future awards will be
239 sent annually as the RI Office Database records such information. **Motion passed.**

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241 24. **President’s Volunteer Service Award** – No status report from Mr. Kaplan about RI’s status to
242 become a registered agency to be able to issue this award. Item was discussed at March meeting.

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244 25. **Corporate Donation Program** – Status. Donations web page ready to go live now that we have
245 a privacy policy in place. Current web page www.reactintl.org/donations is not linked from
246 main web site at present time. Discussion held about establishing various levels of corporate
247 sponsorship for cash donations with four levels of recognition (\$100-\$999 Bronze, \$1000-\$2499
248 Silver, \$2500-\$4999 Gold sponsor, \$5000+ Platinum) with funds able to be designated to
249 projects established by the Board and posted on the Donations web page..

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251 **Motion** by Mr. Roberts, second by Mr. Manlove, to establish a Corporate Donations Policy are
252 presented and amended. **Motion passed.**

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254 26. **Plaques to Past Board Members** – Status. Mr. Besing asked to develop list of former directors /
255 officers since service in 2001 when last round of recognition plaques were awarded.

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257 27. **NDCAT Program** – Mr. Manlove asked that we contact Mr. Kaplan to see if the motion (to
258 approach ARRL’s Rapid Response Committee) passed during the March 2006 meeting had been
259 placed in action.

260
261 **Motion** by Mr. Manlove, second by Mr. Roberts that the concept of a National Disaster
262 Communications Assistance Team (NDCAT) is beyond the capability of REACT International at
263 this time, and therefore the establishment of the DCAT concept is left to local teams. **Motion**
264 **passed.** (Nay – Mr. Lanshe)

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266 28. **SOS Program** – Mr. Greany reported about the National SOS Program (www.nationalsos.com)
267 and a press release was generated with Mr. Cooper’s permission.

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269 **Motion** by Mr. Roberts, second by Mr. Manlove that REACT International endorses the
270 National SOS Program. **Motion passed.**

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272 29. **BBB Rating** – REACT International has fully complied with the requirements to become a listed
273 non-profit organization with the US BBB after we had adopted and published a privacy policy
274 and established a third Board meeting (electronic) in October. This action (when finalized) will
275 enable RI to list BBB as reference to potential donors. Mr. Cooper to follow up with Mr. Kaplan
276 to get paperwork completed and report back.

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278 30. **New REACT Website** – still working with David Perry (Baltimore Metro REACT) on a
279 redesign. Will try to have updates completed by end of 2006.

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31. **2007 Dues** – Mr. Kaplan has recommended dues increase of \$5/member (Regular, Family, Junior) and \$3/member (Additional Family and International). Discussion held about the loss of membership the last time we increased the insurance fees, and worse loss the last time membership dues were increased. Mr. Thompson recommended no increase in dues because of this situation, even though it may place our budget in the red. The long-term solution is for RI to increase membership, not membership fees.

32. **Discuss changes regarding officers and/or directors** – Bylaws Article V, Section 5.5 Resignations, paragraph (b). There were 2 directors affected by this clause. Region 9 Kenny Jagdeosingh and Region 8 Rob Clark. Mr. Jagdeosingh emailed his apology for his absence with explanation. Mr. Clark was deemed to have resigned in accordance with the bylaws.

Motion by Mr. Manlove, second by Mr. Lanshe to decline accepting his deemed resignation as outlined in Bylaws Section 5.5(b), based upon Mr. Jagdeosingh’s absence being caused by internal Trinidad & Tobago political matters that could result in a great impact on REACT in that area (brother-in-law running for Prime Minister) where a political meeting got rescheduled to conflict with the board meeting. **Motion passed.**

33. **Location and Date of Next Board Meeting** – Board will hold fall electronic meeting to be held in October using GoTeamSpeak software. Next in-person Annual Board meeting to be held at the RI Offices in Suitland, MD, on February 16-17. Directors to fly / drive in by Thursday, February 15, meet on Friday February 16 and Saturday February 17, depart on Sunday February 18 (preferably not morning). This reserves Sunday AM for possible last minute issues.

34. **Adjournment** – Meeting adjourned at 3:10 pm on Saturday, August 19, 2006.

Minutes respectfully submitted by Lee W. Besing, Secretary