

1 REACT International, Inc.  
2 Board of Directors  
3 Electronic Meeting Minutes  
4 September 07, 2008 – 7pm EDT  
5

6 **Directors / Officers Present**

7 John Knott, Chairman, Region 3  
8 Don Manlove, President, Region 2  
9 Ed Greany, Exec. VP  
10 Lee Besing, Secretary  
11 Norman Kaplan, Treasurer  
12 Stan Walters, Region 1  
13 Ed Kirby, Region 4 - see minutes re appointment, item #4 below  
14 Larry Fry, Region 5  
15 B.F. Jennings, Region 6  
16 Bob Kaster, Region 7  
17 Joseph Toth, Region 8  
18

19 **Directors Absent**

20 Kenny Jagdeogsingh, Region 9 (technical difficulties with Skype)  
21

22 **Officers Absent**

23 Chuck Thompson, General Counsel (technical difficulties with Skype)  
24

25 **Visitors**

26 Johnny Stowers, visitor region 8, California, Computer Services Chair (through item #7)  
27 Ed Kirby, visitor region 4, Ohio- see minutes re appointment, item #4 below  
28 Roger Barton, visitor region 4, Indiana REACT Council  
29 Sue Barton, visitor region 4, Indiana REACT Council  
30 Michael Cauley, visitor region 3, Florida  
31

- 32 1. **Call to Order.** Meeting called to order @ 7:00 pm ET by Chairman Knott. Chairman Knott asked  
33 each participant to use their title to request recognition by the chairman for the floor before speaking,  
34 and to use the mute button if they needed to carry on a side conversation or phone call. Meeting was  
35 held using a Skype Conference Call after proper written notice had been provided to all board  
36 members and officers. One director and one officer attempted to connect, but apparently experienced  
37 technical difficulties as indicated above.  
38
- 39 2. **Roll Call.** Secretary conducted roll call by region to identify who was participating in this meeting.  
40
- 41 3. **Quorum.** Secretary confirmed quorum has been met for this meeting with 7 directors present out of  
42 9 (president is also a serving director for region 2). Officers present were President (included in  
43 above tally), Executive VP, Secretary and Treasurer. Visitors listed above, including nominee for  
44 region 4 vacancy.  
45
- 46 4. **Region 4 Vacancy.** President Manlove introduced Ed Kirby from Ohio as a candidate for vacant  
47 Region 4 Director position. Mr. Kirby confirmed he would accept if appointed. Each director was  
48 asked to speak on the proposed appointment, which would be until the next election period in 2009.

49 Email had been sent to all directors with Mr. Kirby's qualifications and background prior to the  
50 meeting start.

51  
52 **Motion made** by Stan Walters, Region 1, second by Don Manlove, Region 2 to appoint Ed Kirby to  
53 the remaining term of Region 4 Director until the next election. **Motion passed.**

- 54  
55 5. **Indiana REACT Council.** Letter was received from Indiana REACT Council president asking for  
56 guidance from the RI Board on a matter involving dispute between two teams in their council.  
57 Discussion held. Chairman Knott asked Regional 4 Director Ed Kirby to work with the Indiana  
58 Council and the affected Team(s) to attempt resolution at the Council level, in accordance with  
59 established RI policies.  
60  
61 6. **Management Companies.** Discussion held regarding outside professional managements companies  
62 to manage REACT International Business. Rates ranged from \$25/hour labor or higher, plus  
63 expenses.  
64  
65 7. **Proposal to relocate REACT International Office.** Extensive discussion held regarding proposal  
66 by President Manlove to relocate RI office operations from Suitland to his residence in Virginia as a  
67 temporary measurer to reduce overhead expenses involved in the office operations. Proposed to use  
68 mailing address of UPS store with mail forwarding for 1 year from old address. Phone #'s forwarded  
69 to new location for up to 18 months. This proposed move would eliminate 100% of the normal labor  
70 costs and office rental expenses, other than annual box rent (outlined) for a box at the local postal  
71 vendor (The UPS Store) plus a mail forwarding fee (1 time fee) and some phone charges. Some  
72 equipment leases (copier, credit card, postage) may need to be continued if they cannot be  
73 terminated. Most day-to-day office operations would be conducted by President Manlove, his wife,  
74 plus local REACT volunteers. Effort will be made to convert as much to online electronic means.  
75 Current staff (paid & volunteer) has NOT agreed to relocate.

76  
77 Current financial operations show an \$18k deficit by end of year with no changes. Chairman Knott  
78 advised that information regarding the financial status of REACT International will be included in  
79 the Team Topics being mailed next week to all teams. Director Jennings asked about the status of  
80 the Life Membership balance with our investment firm (Smith Barney). According to recent  
81 financial reports from Smith Barney, REACT International's investment account has apparently  
82 "lost" \$6k in principal due to stock market fluctuations during 2008 YTD.

83  
84 Discussion held regarding any actual cost savings if we converted REACTer from paper only to  
85 electronic only, but concerns were stated regarding lack of email addresses for the majority of  
86 registered members at present time. Option already exists to allow members to "opt out" of the paper  
87 copy and to pull it down electronically from the website. Consensus was to make no change. Team  
88 Topics will include an offer by various persons to establish a Matching Funds Donation program.

89  
90 Director Kaster stated his objection to taking action (to relocate office) until after Team Topics has  
91 been mailed and teams have time to respond to the TT request for help from the local teams.  
92 Discussion held regarding timing of move in relation to current office lease (expires 12/31/2008,  
93 deadline for not renewing is 11/30/2008) and the renewal period. Payment of current office lease is  
94 required thru the end of 2008.

95  
96 **Motion made** by Ed Kirby, Region 4, second by Stan Walters, Region 1, to accept the proposal by  
97 President Manlove to relocate REACT International office operations from Suitland to his residence

98 in Virginia as a temporary measurer to reduce overhead expenses involved in the office operations.  
99 B.F. Jennings, Region 6 Abstained, Bob Kaster, Region 7 Nay, All other Region Directors voted  
100 Aye. **Motion Passed.**

101  
102 Treasurer Norman Kaplan pointed out that a copy of the RI database needs to be in on a dedicated  
103 computer at the new office location. President Manlove stated that he would provide a computer for  
104 that purpose until the equipment from the office has been relocated. Secretary Besing stated he  
105 would work with Computer Services Committee to insure transfer of a copy of current database for  
106 that purpose. Secretary Besing suggested that we should use the new mailing address from the  
107 beginning with the renewal packets being mailed to teams, and renewals should be sent to the new  
108 location for entry and updates. Computer Services Committee Chair Johnny Stowers submitted his  
109 resignation effective immediately, citing his unwillingness to train new office staff after the move.  
110 Director Kaster read a resignation letter received during the meeting from General Counsel Chuck  
111 Thompson announcing his immediate resignation as General Counsel.

- 112
- 113 8. **Google Grant Program.** Treasurer Kaplan discussed potential program from Google which would  
114 require some changes to the REACT International website which may result in “In-Kind Grants” in  
115 the form of free advertising for REACT International through Google. Mr. Kaplan to forward this  
116 information to Mr. Besing for review and possible action. Participation in this program may be  
117 made possible thru REACT International’s membership in Techsoup.org.  
118
  - 119 9. **Navy-Marine Corps MARS Texas MOU.** Secretary Besing asked if the REACT International  
120 Board had read the MOU between Navy – Marine Corps MARS and REACT in Texas. Discussion  
121 held. No action required at this time, but a national agreement is of interest with the leadership of  
122 MARS between them and REACT International.  
123
  - 124 10. **Correspondence received.** Director Kaster read an email received during meeting from General  
125 Counsel Thompson regarding the planned move to Virginia. Copies will be forwarded to all board  
126 members and officers by Mr. Thompson following conclusion of this meeting.  
127
  - 128 11. **Goebel Award - Motion made** by Director Jennings Region 6, second by Director Manlove Region  
129 2, to have the board award the Goebel Award to Johnny Stowers (Calif.) for the many years of  
130 services rendered in support of the computer services. **Motion passed.** Mr. Stowers had been the  
131 person who designed the current membership database and has been supervising it for the past ten  
132 years. Mr. Stowers has also been the chairman of the computer services committee and lead web  
133 master for many years.  
134
  - 135 12. **Grants.** Director Jennings discussed proposal to apply for grants to underwrite the development of a  
136 new training program for use of GMRS / FRS radios by the general population / schools, etc. There  
137 would be an upfront minimal cost for the grant writer to conduct initial work, plus a small  
138 percentage of any grants received. The grant writer in question is already working with local /  
139 regional Emergency Agencies in Washington State.  
140
  - 141 13. Meeting adjourned at 9:05 pm ET, sine die.  
142  
143 Minutes respectfully submitted by Secretary Lee Besing