

1 REACT International, Inc.  
 2 Special Meeting of the  
 3 Board of Directors  
 4 Held November 15, 2008 @ 3pm ET  
 5 Electronic Meeting via Skype

6  
 7 Directors / Officers Present  
 8 John Knott, Region 3, Chairman  
 9 Don Manlove, Region 2, President  
 10 Stan Walters, Region 1  
 11 Ed Kerby, Jr., Region 4  
 12 Larry Fry, Region 5  
 13 B.F. Jennings, Region 6  
 14 Bob Kaster, Region 7  
 15 Joseph Toth, Region 8  
 16 Kenny Jagdeogsingh, Region 9  
 17 Ed Greany, Exec. VP  
 18 Lee Besing, Secretary

19  
 20 Directors / Officers Absent  
 21 Norman Kaplan, Treasurer

22 Visitors:  
 23 Michael Cauley (FL)  
 24 Roy Drury (FL)  
 25 Johnny Stowers (CA)  
 26 Charles A. Thompson, (TX)  
 27 CL Hankins (IN)  
 28 Sue Barton (IN)  
 29 John Mahon (MA)

- 30  
 31 1. **Call to Order** at 3:07pm ET by Chairman Knott via Skype. Chairman Knott made opening  
 32 comments to welcome everyone present and repeated the previously announced time limit of 2hrs  
 33 for this meeting. Agendas had been distributed electronically prior to meeting.  
 34 2. **Roll Call** was conducted by Secretary Besing.  
 35 3. **Quorum** – All 9 director positions are filled, President is also a director so only 9 votes possible at  
 36 start of meeting. Non voting officers present included Executive VP, and Secretary. A quorum  
 37 was established with 9 of 9 possible votes.  
 38 4. **Minutes** – Motion made by Region 1, second by Region 2 to approve the minutes from the  
 39 September 9 meeting. Motion passed.  
 40 5. **Treasurers Report** – Copies of the Smith Barney statements and bank statements were  
 41 distributed via email. Treasurer not present at this meeting.  
 42 6. **Relocation of Office Revisited** – **Motion made** by Region 7, second by Region 8, to rescind the  
 43 previous decision to relocate the office to President Manlove’s residence in Virginia. Discussion  
 44 held. Illinois law regarding conflict of interest was read by Mr. Thompson, with opinion that any  
 45 director who is directly involved with the transaction may not vote. A copy of the relevant text  
 46 (805 ILCS 105/108.60, Chapter 32, par. 108.60) was distributed by Secretary in PDF format to all  
 47 participants during the meeting via email. President Manlove withdrew his offer to host the office  
 48 in his home. **Motion passed.** Region 2 Abstained.

49 7. **Establish Board Finance Committee** – Region 6 recommended that we establish a proposed  
 50 2009 Budget prior to 2009 ABM. Bylaws state that this committee shall consist of the Treasurer  
 51 and 2 other directors and shall present a budget to the board for approval by the Annual Board  
 52 Meeting. Chairman Knott appointed Director Walters and Director Jennings to work with  
 53 Treasurer Kaplan on this committee.  
 54

55 **Motion made** by Region 2, second by Region 7, to confirm financial committee appointment  
 56 made by Chairman. **Motion passed.**  
 57

58 Discussion held regarding by Secretary that approximately \$16.6k may be needed for remainder of  
 59 year. Some bills had been delayed due to lack of funds.  
 60

61 **Motion made** by Region 7, second by Region 1, that the treasurer be directed to take funds from  
 62 the (non-life member) Smith Barney Account to pay current payroll and bills. **Motion passed.**  
 63

64 **REACTer Costs / Number of Issues** – Secretary Besing recommended going to Quarterly issues  
 65 for 2009, and phase into “electronic only” version in 2010 (with paper subscriptions available for  
 66 extra cost?) Discussion held regarding timing of currently planned November / December 2008  
 67 issue, or January / February 2009 issue. Secretary Besing stated we would need to amend our  
 68 USPS permit to reflect a change in number of issues being mailed in 2009.  
 69

70 8. **REACT FRS Program Review** – Region 6 asked if there would be any liability created by our  
 71 support of this program. Discussion held. Mr. Thompson to advise board to be aware of need to  
 72 report income as “non-member” sources, question about product liability issues. Exec. VP Greany  
 73 reported there was no profit anticipated from this program, only the PR value, and Crest REACT  
 74 has provided the initial seed money. 520 radios were ordered initially, warranty provided by  
 75 Midland Radio. Mr. Greany said a sales tax permit had been secured from state of California since  
 76 shipping is being done from that location, and any taxes collected will be paid to the state.  
 77

78 9. **Set Date for 2009 Annual Board Meeting** – **Motion made** by Region 2, second by Region 1 that  
 79 the Annual Board Meeting be held in the RI Offices at Suitland, MD on March 6-8, 2009. R1Y,  
 80 R2Y, R3Y, R4Y, R5Y, R6Y, R7N, R8N, R9Y. **Motion passed.**  
 81

82 **Motion made** by Region 6, second by Region 1, to amend the date of the 2009 ABM to be March  
 83 13-14, 2009 to allow Region 9 director to avoid local conflict. R1Y, R2Y, R3Y, R4Y, R5Abstain,  
 84 R6Y, R7Y, R8Ab, R9Y. **Motion passed.**  
 85

86 **Motion made** by Region 1, second by Region 2, to postpone discussion of Mr. Thompson’s  
 87 funding proposal until 8:00pm ET November 30. R1Y, R2Y, R3Y, R4Y, R5A, R6A, R7A,  
 88 R8Abstain. **Motion passed.**  
 89

90 10. **Meeting adjourned** at 5:23pm ET on November 15, 2008, sine die.  
 91 Minutes respectfully submitted by Lee Besing, Secretary