

1 REACT International, Inc.  
2 Special Meeting of the  
3 Board of Directors  
4 Held November 30, 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  
23 **Visitors:**

- 24 • Michael Cauley (FL)
- 25 • Roy Drury (FL)
- 26 • Johnny Stowers (CA)
- 27 • Charles A. Thompson, (TX)
- 28 • Jason Boone (OH)
- 29 • CL Hankins (IN)
- 30 • Sue Barton (IN)
- 31 • Dan Davidson (OH)
- 32 • Ron Mayes (KS)
- 33 • Brian Gutscher (OH)

- 34  
35 1. **Call to Order** at 08:00 ET by Chairman Knott via Skype. Chairman Knott made opening comments  
36 to welcome everyone present.  
37
- 38 2. **Roll Call** was conducted by Secretary Besing.  
39
- 40 3. **Quorum** – All 9 director positions are filled and present for this meeting. President is also a director  
41 so only 9 votes possible at start of meeting. Non-voting officers present included Executive VP and  
42 Secretary. A quorum was established with 9 of 9 possible votes.  
43
- 44 4. **Fund Raising Proposal** – Mr. Thompson stated that his written proposal to the board should stand  
45 “as written”.  
46

47 **Motion made** by Region 7, second by Region 6, that we go into executive session to discuss a  
48 quorum issue. R1N, R2N, R3N, R4A, R5Y, R6Y, R7Y, R8Y, R9Y. **Motion passed.**

49  
50 Closed Session Items began at 8:04PM ET as follow:

- 51
- 52 • Mr. Kaster raised his concerns regarding length of membership requirement for a member to  
53 serve as a director. Mr. Walter's current team membership shows only 2 years of service, not  
54 the 3 years specified in the RI Bylaws. Mr. Walters had previously stated he had been a  
55 member of a REACT Team (from late 1972 thru 1975) that was sponsored by the Jacksonville  
56 VFD in Maryland, but there are no records in the RI offices that go back that far.
- 57
- 58 • **Motion made** by Region 2, second by Region 8, to recognize Mr. Walter's service and  
59 leadership skills and to make a one time exception to the 3 year service requirement in the  
60 bylaws and confirm his appointment as director to Region 1. Discussion held. R1A, R2Y,  
61 R3Y, R4A, R5N, R6N, R7N, R8Y, R9N. **Motion failed.**
- 62
- 63 • **Motion made** by Region 7, second by Region 6, to have the board vote to determine if Mr.  
64 Walters was correctly appointed to the board. Discussion held. R1A, R2N, R3N, R4A, R5N,  
65 R6N, R7N, R8N, R9Y. **Motion failed.**
- 66
- 67 • **Motion made** by Region 9, second by Region 7, to set aside the previous motion due to  
68 confusion over the intent and wording and allow Region 7 to remake the motion. R1A, R2Y,  
69 R3Y, R4A, R5A, R6Y, R7Y, R8Y, R9Y. **Motion passed.**
- 70
- 71 • **Motion made** by Region 7, second by Region 6, that the board declare that Mr. Walter's  
72 appointment was invalid. R1A, R2N, R3N, R4N, R5Y, R6Y, R7Y, R8N, R9Y. **Motion failed**  
73 with tied vote.
- 74
- 75 • **Motion made** by Region 2, second by Region 8, to end executive session and return to open  
76 session. R1Y, R2Y, R3Y, R4Y, R5Y, R6Y, R7Y, R8Y, R9Y. **Motion passed.**
- 77

78 Return to open meeting @ 9:51PM ET

79  
80 **Motion made** by Region 5, second by Region 7 to accept the proposal with no amendments. R1N,  
81 R2N, R3N, R4N, R5Y, R6Y, R7Y, R8N, R9A. **Motion failed.**

82  
83 Chairman Knott asked Mr. Thompson if he would be willing to consider a modified version of his  
84 original proposal. Mr. Thompson declined, saying the proposal was now dead.

85  
86 Mr. Thompson complained that his original proposal to the board had been shared with the general  
87 membership. Chairman Knott replied that the original e-mail message was not exclusive to the board,  
88 had been sent to only 8 of the 9 directors by Mr. Thompson, had been sent to only 1 RI officer (out of  
89 3), and had included at least 4 non-board members as part of the original message.

90  
91 Mr. Thompson then stated that he had \$10k on hand for matching funds available for some sort of  
92 fund raising project by REACT International and that he would keep those funds available until July  
93 1, 2009. These funds will be held by React Communications Corporation (RCC) until matching funds  
94 are raised. RCC will no longer offer to cover the administrative expenses associated with a future

95 campaign. He stated that if we met this goal of \$10k as of July 1, 2009, there would be an additional  
96 \$20k donation made available to REACT International in 2010.

97  
98 **Motion made** by Region 1, second by Region 2, that the board establish a committee to work with  
99 Mr. Thompson to raise the matching funds prior to his deadline of July 1, 2009. R1Y, R2Y, R3Y,  
100 R4Y, R5A, R6Y, R7A, R8Y, R9Y. **Motion passed.**

101  
102 Chairman Knott reported that the currently established board finance committee (to set a budget for  
103 2009) be tasked with working with Mr. Thompson in the \$10k fund raising project. Current members  
104 of the committee are Treasurer Kaplan, Director Jennings, and Director Walters. Mr. Thompson  
105 stated that he would not work with this committee, but would make the original \$10k available for  
106 matching.

107  
108 **Motion made** by Region 1, second by Region 8, that the current board finance committee, along with  
109 Mr. Ron Mayes (KS), would be tasked develop a fund raising program to raise the matching funds.  
110 Discussion held. Mr. Mayes indicated that he was willing to serve on this committee. Mr. Thompson  
111 stated he would not work with this committee, but would make \$10k in matching funds available if  
112 we raised the funds independently of his efforts. R1Y, R2Y, R3Y, R4Y, R5Y, R6Y, R7Y, R8Y, R9Y.  
113 **Motion passed.**

114  
115 Mr. Mayes asked permission to submit his ideas for reorganization of REACT International in writing  
116 to the board. Chairman Knott stated we could call a special electronic board meeting to consider his  
117 ideas. Mr. Mayes confirmed that 8PM ET on January 18, 2009 would be convenient for him.

118  
119 Roll call conducted to confirm availability of directors for calling a special electronic board meeting  
120 8PM ET on January 18, 2009. R1Y, R2Y, R3Y, R4Y, R5Y, R6Y, R7Y, R8N, R9Y. Written notice  
121 will be sent to all board members in compliance with the bylaw requirements.

122  
123 **Motion made** by Region 4, second by Region 1 to adjourn. R1Y, R2Y, R3Y, R4Y, R5Y, R6Y, R7Y,  
124 R8Y, R9Y. **Motion passed.**

125  
126 5. **Meeting adjourned** at 10:38PM ET on November 30, 2008, sine die.

127  
128 Minutes respectfully submitted by Lee Besing, Secretary