

1 REACT International, Inc.  
2 Board of Directors Meeting  
3 Held March 7-8, 2008  
4 Suitland, MD – REACT Offices  
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6 Directors / Officers Present  
7 John Knott, Region 3, Chairman  
8 Don Manlove, Region 2, Vice Chairman  
9 Stan Walters, Region 1  
10 Dick Cooper, President  
11 Lee Besing, Secretary  
12 Norman Kaplan, Treasurer  
13 Charles A. Thompson, General Counsel  
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15 Directors / Officers Absent  
16 Region 4, Vacant  
17 Larry Fry, Region 5  
18 CC Roberts Region 6  
19 Bob Kaster, Region 7  
20 Joseph Toth, Region 8  
21 Region 9, Vacant  
22 Ed Greany, Exec. VP  
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24 Visitors:  
25 Michael Cauley (FL)  
26 Charles Hardy (WV)  
27 Bob Lumpkin (DC)  
28 James Henderson (DC)  
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30 1. **CALL TO ORDER @ 8:30am** by Chairman of the Board– J. Knott.  
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32 **2. ESTABLISHMENT OF QUORUM**

33 Secretary L. Besing to call roll to establish Directors present and absent and  
34 determine quorum. We have 4 directors present (Regions 1,2, 3, President), 3 non-  
35 voting officers (Secretary, Treasurer, General Counsel), 4 directors absent (Regions  
36 5,6,7,8), 1 officer absent (Ex. VP), Regions 4 and 7 are vacant.  
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38 3. **OPENING REMARKS** - Chairman of the Board– J. Knott. Present and discuss the  
39 planned agenda  
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41 **4. VOTE ON MINUTES OF PREVIOUS MEETING**

42 Board to vote on the minutes from August 25, 2007 Summer Board meeting  
43 previously distributed via email. No changes were presented, minutes were  
44 approved as previously distributed and published on the RI website.  
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46 **5. Officer Reports**

- 47 a. **Secretary** – Lee Besing reported all minutes are posted online  
48 b. **Executive VP** – Ed Greany reported he was willing to continue in his position  
49 if the Board so desired.

- 50           c. **Treasurer** - Norman Kaplan reported his items were on today's budget.  
51           d. **President** – Dick Cooper discussed the need for regular financial reports from  
52           the office. Dick stated he did not plan to accept another term as President.  
53           e. **General Counsel** – Chuck Thompson, no new issues pending.  
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55           **6. REGION DIRECTOR REPORTS**

- 56           • **Region 1** – Stan Walters reported he picked up some new teams and working  
57           on one new team charter and possibility of a tri-state drill with the New York  
58           Council.  
59           • **Region 2** – D. Manlove. 2 new teams, lost a couple teams, progress in  
60           attracting new members for existing teams.  
61           • **Region 3** – J. Knott. Membership retention focus of most teams.  
62           • **Region 4** – vacant position  
63           • **Region 5** – L. Fry - no written report  
64           • **Region 6** – C. Roberts – There remain only 7 teams in all of Region 6 as  
65           follows: AK-0, HI-1, WA-3, OR-1, ID-2, MT-0, WY-0. A well as none in any of  
66           the Pacific Territories: CNMI, Guam, or American Samoa. The Pacific  
67           Northwest REACT Council has been formally dissolved and all that remains is  
68           for the assets to be distributed among the member teams as decided at the  
69           PNWRC Fall Conference. That is now in progress although it was delayed for  
70           some time due to "bureaucratic inertia." This precisely are the reasons for  
71           recommending a realignment of the regions and the possible deletion of one  
72           or more.  
73           • **Region 7** – B. Kaster- no written report  
74           • **Region 8** – J. Toth- no written report  
75           • **Region 9** – vacant position  
76               o **West Indies Envoy** – K. Jagdeosingh - written report received  
77               3/08/2008 read to the board by Mr. Cooper. Situation of ham radio  
78               operator trying to take over REACT has been resolved. 2 council  
79               meetings in Trinidad & Tobago held, have several major events  
80               pending including pre-qualify event for Olympics (Amateur Boxing).  
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82           **7. REPORTS OF THE COMMITTEES OF THE BOARD**

83           Board to receive reports of the Committees of the board

- 84           a. **Finance** – N. Kaplan discussed cash flow issues caused by lower income  
85           from membership dues. New policy on persons / teams bouncing checks will  
86           result in further checks being required to be certified or money order.  
87           Investments in certain stocks / bonds have not been cashed out to prevent  
88           actual losses. N. Kaplan read from auditor's report (Singleton & Bardowski,  
89           LLC CPA) regarding office procedures to impose controls over handling of  
90           income/expenditures by same person. **Motion** by D. Manlove, Second by D.  
91           Cooper to accept the report as presented. **Motion passed.**  
92           b. **Office Review**  
93               • D. Manlove reported no changes needed in his opinion. Richmond  
94               Metropolitan REACT Team #3968 (Virginia) donated 2 new printers and  
95               LCD flat screen valued at \$414.13.  
96               • Office Lease information. N. Kaplan checking for possible lower rent /  
97               smaller size offices within same building or neighboring areas. Current

98 lease has 3-year cycle but can be terminated by the board prior to  
99 February 2009 if a move was planned, but current rates are 35% lower  
100 than prevailing commercial rates.  
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## 102 **8. CORPORATE COMMITTEE REPORTS**

103 Board to hear reports and discuss following committees

- 104 a. **Awards & Recognition** – M. Cauley – Displayed plaque and two radios to be  
105 awarded for the Radio Hero Award for the 9 year old in Oregon, plus his  
106 father. (See minutes from Summer 2008 Board Meeting for details of award.)  
107 Cobra Radio donated the GMRS radio and CB Radio for the award.
- 108 b. **Computer Services** – J. Stowers / L. Besing – written report presented.
- 109 c. **Convention & Site Selection** – need chair. No report.
- 110 d. **Five Year Planning** – D. Cooper - written report presented. Team topics have  
111 resumed being mailed. No major progress to report.
- 112 e. **Membership Development & Retention** – need chair
- 113 f. **Publications Review** – D. O'Neill – Written report presented, unable to  
114 continue reviewing REACTer due to publication time constraints.
- 115 g. **Public Relations** – R. McCracken – Written report presented. No press  
116 releases have been sent to news media. Using REACT-L email list to  
117 communicate to subscribed members. PopComm magazine continues to run  
118 gratis ads for REACT on exchange basis. **Motion** by S. Walters, second by D.  
119 Manlove, to authorize the posting of the REACT PSA on www.youtube.com.  
120 **Motion passed.** L. Besing uploaded PSA to website during board meeting  
121 following this motion.
- 122 h. **REACTer** – D. Tarbet – Discussion held re publication deadlines, need to  
123 allow more time for official review prior to being sent to press. Written report  
124 presented with suggestions for changes in content or publication frequency.  
125 All copies posted on website. Continue to encourage subscription via  
126 electronic copy vs. paper copy. Discussion held regarding changing to  
127 quarterly publication. Board said we should have staff contact Valley Printing  
128 to see how printing cost changes would affected and postage changes, but  
129 same report in 2005 showed significant savings. Mailing permit would need  
130 revised if we changed publication frequency.
- 131 i. **Training & Development** – T. Currie – written report presented.
- 132 j. **Ways & Means** – D. Cooper – written report presented.  
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## 134 **9. TEAM MANAGEMENT HANDBOOK REVISION COMMITTEE REPORT**

- 135 • C. Thompson reported this is still a work in progress.

## 136 **10. 2008 BUDGET**

- 137 • Proposed budget was distributed at the meeting. Discussion held re use of  
138 postage meter vs. on-line postage options. N. Kaplan stated that the contract on  
139 postage meeting expires in November 2008. Discussion held re applying for  
140 USPS non-profit mail permit. Discussion held re use of credit card machine or  
141 services to reduce costs. Discussion held regarding staff's voluntary reduction in  
142 hours or pay during past year.  
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145 **Motion** by D. Manlove, second by D. Cooper, that the Board discontinue the  
146 practice of paying commissions for the sale of REACTer ads. **Motion passed.**

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**Motion** by D. Cooper, second by D. Manlove, that the Board adopt the 2008 proposed budget as amended. **Motion passed.**

**11. ANNUAL AUDIT REPORT**

- N. Kaplan – Singleton & Bardowski, LLC CPA report covered & accepted by the board earlier in the meeting under agenda item #7.

**12. IRS FILINGS BY COUNCILS AND TEAMS**

- N. Kaplan. Any Teams and councils can ask RI to assist with the new electronic filing requirement. Only three teams have requested assistance as of date of this meeting.

**13. GUEST / VISITOR TIME BEFORE THE BOARD**

- Bob Lumpkin and James Henderson (Federal City REACT, Inc.) discussed their concern over lack of conventions and need for regional conferences. Their team was interested in hosting a regional conference near the DC area. Discussion held regarding need to emphasize NIMS training to be on file with RI Office for each Team member so that when asked, we can provide list of NIMS certified members in a regional area. Discussion held regarding future need for Federal City REACT, Inc. to request manpower assistance for January 2009 inaugural event, in support of DC emergency management. Board requested they write article about this and their other activities for the REACTer.

**14. REGIONAL PROBLEMS**

- Ohio Council – Director Manlove has been meeting / working with the council in person to resolve this situation. The Council has submitted copies of minutes for the period requested and re-elected council officers.

**Motion** by D. Cooper, second by D. Manlove, that upon investigation by the Board, should it be determined that the Ohio State REACT Council has complied with our requests, that the board reinstate the council to “good standing”. **Motion passed.**

- **Utah lawsuit** – resolved without further involvement by REACT International.
- **REACT Australia Inc.** - N. Kaplan reported contact from a group (w/980 members) in Murray Bridge, South Australia, purporting to be affiliated with REACT International and asked the Board for procedures.

**15. REGION 6 REALIGNMENT PROPOSAL**

- C. Roberts emailed proposal to realign this region. Discussion held regarding need to realign this or other regions. Decision to table until the agenda for the Summer Board meeting before taking final action.

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- 16. REVIEW MEMBERSHIP RENEWALS YTD**
- Comparison 2007 vs. 2008. Report distributed by N. Kaplan. Top four reasons for non-renewal of members is (1) member is deceased, (2) member re-located to area without a team, (3) member lost interest, usually because of low activity levels by their team, (4) member is no longer “compatible” with team. He said we need to track non-renewed members in an effort to retain them or learn reasons for non-renewal. Discussion held regarding past rate structure for membership dues and possible decrease in family and junior member classes to realign to that charged for International members. The theory behind a decrease in rate would be to provide incentive to register more family members, but balanced against budget needs.

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- 17. PLAQUES TO PAST BOARD MEMBERS**
- D. Cooper asked for his budget for producing plaques.

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- 18. LIABILITY INSURANCE**
- Liability insurance cost has not caused any team to drop out of REACT. Unknown what the insurance renewal cost will be at this time.

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- 19. PERSONAL & LEGAL – Board Members and Officers Only**
- Office staff will be changing office schedule to summer hours, working Tuesday thru Thursday for five months (May thru September). Phone and email messages are checked remotely on Monday / Friday and weekends to ensure anything requiring timely action is handled. This voluntary action will reduce payroll by 40% to aid the budget.

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**Motion** by D. Cooper, second by D. Manlove, to accept offer to reduce hours and wages during the 5 month period. **Motion passed.**

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- 20. NVOAD CHANGE IN CRITERIA**
- N. Kaplan reported that NVOAD has changed their membership structure to reflect the organization’s annual budget, starting at \$15m (class 1) or \$1m (class 2 – lower dues), or total number of staff and members in excess of 300. Existing member organizations, such as REACT International, with lower annual budgets will be grandfathered for some period of time. We need to know what teams are actively participating in state/local VOAD chapter events and publicize it in the REACTer.

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- 21. TEAM TOPICS**
- Team Topics was mailed in February. Future issues will be mailed in months between REACTer issues.

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- 22. DISASTER DONATION POLICY**
- C. Thompson addressed progress of establishing criteria in the form of a policy, still a work in progress. He discussed differences between accepting restricted/designated or unrestricted donation, and handling of donated funds.

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**Recessed at 4pm, Friday, March 7, 2008 until 9am Saturday, March 8, 2008**

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**Reconvened at 9:10am, Saturday, March 8, 2008 by Chairman Knott.**

No change in quorum. Visitors present were James Henderson and Michael Cauley.

**23. FUTURE OF REACT**

- Mr. Cooper opened a discussion concerning proposed ideas for restructuring REACT. Detailed notes were kept in a separate report due to the length of the discussion (5 hours) and forwarded to the chairman of the Five Year Planning Committee for implementation and future articles in the REACTer, etc. He asked other directors to help focus with one or more committees to get them kick started and running better. He distributed a 2-page list of 26 ideas, listed in random order as they occurred to him.

**24. DISCUSS BOD MEMBERS WHO MISSED 2 CONSECUTIVE MEETINGS AS OF 3/8/2008**

Bylaws Article V, Section 5.5 Resignations, paragraph (b). There were no directors affected by this clause as of this meeting.

**25. ELECTION OF CORPORATE OFFICERS - New officers take effect at the end of this meeting (unless incumbents) Election conducted by D. Cooper.**

- a. Elect **President - Motion** by D. Cooper, second by S. Walters to nominate D. Manlove as president. **Motion passed.** No other nominations. **Chairman Knott declared D. Manlove elected by acclamation.**
- b. Elect **Executive VP – Motion** by D. Manlove, second by S. Walters to nominate E. Greany. **Motion passed.** No other nominations. **Chairman Knott declared E. Greany elected by acclamation.**
- c. Elect **Treasurer - Motion** by D. Cooper, second by D. Manlove to nominate N. Kaplan. **Motion passed.** No other nominations. **Chairman Knott declared N. Kaplan elected by acclamation.**
- d. Elect **Secretary - Motion** by D. Cooper, second by D. Manlove to nominate L. Besing. **Motion passed.** No other nominations. **Chairman Knott declared L. Besing elected by acclamation.**

**26. APPOINTMENT OF OTHER CORPORATE OFFICERS**

- a. Appoint **Asst. Secretary – President D. Cooper ask board to appoint N. Kaplan, accepted by D. Manlove. Motion** by D. Cooper, second by D. Manlove to appoint N. Kaplan. **Motion passed.**
- b. Appoint **General Counsel – President D. Cooper ask board to appoint C. Thompson, accepted by D. Manlove. Motion** by D. Cooper, second by D. Manlove to appoint C. Thompson. **Motion passed.**

**27. Election of Board Officers – Election conducted by President D. Cooper.**

- a. Nomination of **Chairman - Motion** by D. Manlove, second by D. Cooper, to elect J. Knott as Chairman. **Motion passed. President D. Cooper declared J. Knott elected by acclamation.**
- b. Nomination of **Vice Chairman - Motion** by D. Manlove, second by D. Cooper to elect S. Walters as Vice Chairman. **Motion passed. President D. Cooper declared S. Walters elected by acclamation.**

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- 28. Appointment of Board Officers**
- a. Appoint **Asst. Secretary** – president D. Cooper ask board to appoint N. Kaplan, accepted by D. Manlove. **Motion** by D. Cooper, second by D. Manlove to appoint N. Kaplan. **Motion passed.**
  - b. Appoint **General Counsel** – New president D. Manlove to appoint C. Thompson. Motion by D. Cooper, second by D. Manlove to appoint C. Thompson. Motion passed.
- 29. NEXT MEETING – SUMMER MEETING**
- Discussion held about spring electronic board meeting. Meeting to be held on June 7<sup>th</sup> in the afternoon. **Motion** by D. Cooper, second by D. Manlove, to set meeting on June 7, 2008 at 3pm ET. **Motion passed.**
  - Discussion held about summer board meeting. Suggestion to hold electronic meeting to save travel costs. Meeting to be held on August 9<sup>th</sup> in the afternoon. **Motion** by D. Cooper, second by D. Manlove, to set meeting on August 9, 2008 at 3pm ET. **Motion passed.**
  - Discussion held about fall electronic board meeting. Meeting to be held on November 15<sup>th</sup> in the afternoon. **Motion** by D. Cooper, second by D. Manlove, to set meeting on November 15, 2008 at 3pm ET. **Motion passed.**
- 30. ADJOURN**
- Meeting adjourned at 3:25pm on Saturday, May 8, 2008, sine die.
- Minutes provided by Lee Besing, Secretary