

1 REACT International, Inc.  
 2 Special Meeting of the  
 3 Board of Directors  
 4 Held January 18, 2009 at 8:10pm 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 – Joined in progress at 9:15pm
- 16 • Kenny Jagdeosingh, Region 9 – Lost connection at 8:30pm
- 17 • Ed Greany, Exec. VP
- 18 • Lee Besing, Secretary
- 19 • Norman Kaplan, Treasurer – Joined in progress at 8:15pm
- 20

21 **Visitors:**

- 22 • Charles A. Thompson, (TX)
- 23 • Sue Barton (IN)
- 24 • Ron Mayes (KS)
- 25 • Johnny Stowers (CA)
- 26

- 27 1. **Call to Order** at 08:10 ET by Chairman Knott via Skype. Chairman Knott made opening  
 28 comments to welcome everyone present.  
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- 30 2. **Roll Call** was conducted by Secretary Besing.  
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- 32 3. **Quorum** – All 9 director positions are filled and 8 are present for this meeting. President is  
 33 also a director so only 8 votes possible at start of meeting. Non-voting officers present  
 34 included Executive VP, Treasurer and Secretary. A quorum was established with 8 of 9  
 35 possible votes.  
 36
- 37 4. **Minutes – Motion** by Region 2, Region 4, to approve minutes from November 30, 2008.  
 38 **Motion passed. Motion** by Region 1, Region 2 to approve minutes from November 15,  
 39 2008. **Motion passed.**  
 40
- 41 5. **Treasurer Report** – Treasurer Kaplan reported that as of January 16, we have had 53 teams  
 42 renew with 566 members, showing a decline in membership for those particular teams from  
 43 the last two years. We’ve received 7 new team charters with 21 new members (total), and  
 44 have 3-4 more pending charters. Mr. Kaplan reported that the finance committee has looked  
 45 into the possibility of a raffle nationwide, but discovered a complication that each state has

46 different laws to govern a raffle. They will be sending letters out to contact major equipment  
47 companies for prizes to recognize donations by teams or members. Donations by teams will  
48 be compared by average donation per member in team, not size of donation from team.  
49 Budget report: 2009 rent increase has been reduced by 3.5% after negotiation with office  
50 lease holder. Office salary has accepted 10% voluntary decrease in salary. Recommend  
51 changing to four issues of REACTer per year (to save up to \$9,000/yr) and search for  
52 volunteer editor (to save up to \$4,800/yr). Last meeting of Finance Committee was mid-  
53 December 2008.

54

55 **Connection problems** – call dropped @ 8:30pm – reconnected all attendees other than Mr.  
56 Jagdeosingh.

57

58 Mr. Thompson reminded the board that in bylaws section 7.1, the finance committee to be  
59 established year round with Treasurer and 2 directors. Section 7.1e allows special or  
60 temporary committees to be appointed by the board. Previous minutes indicated that the  
61 board's finance committee was also the fund raising committee when the appointment of a  
62 non-board member was made to the group. The board's intention was to create a special  
63 committee for the purpose of reviewing and implementing fund raising ideas.

64

65 6. **Discussion of Spam / Inappropriate Web Content** – Director Fry complained about excess  
66 spam and porn email messages being received at his RI address. Discussion held. Filters on  
67 Mr. Fry's account will be bumped up and Mr. Besing will get in contact with Mr. Fry to  
68 discuss.

69

70 Mr. Toth joined meeting in progress @ 9:15pm.

71

72 7. **Presentation by Mr. Ron Mayes** – Mr. Mayes sent presentation by email to all board  
73 members previously. Secretary Besing sent copies to visitors attending this meeting.

74 a. Mr. Mayes talked about current issue of highway safety via cell phones, trying to  
75 recruit members with education about cell phones. Recommended attracting  
76 (affiliate) individual members who will simply use cell phones to call for help  
77 properly or to report other needs for help via cell phones, rather than focused on use  
78 of 2-way radio operators. Recommended creating a program aimed at being  
79 responsive to the individual member, expandable to the team level at a later time.

80 b. Mr. Mayes talked about changing marketing efforts at RI level to get the word out,  
81 adapting to the current market. He stressed the need to improve communications  
82 from leadership to the membership.

83 c. Mr. Mayes said we needed to change the style of communications with the  
84 membership, to show improvements, positive reasons other than “we surviving”.  
85 When we change the REACTer, put it in a positive mode saying we are improving  
86 quality while reducing number of issues to save money, making it more efficient.

87 d. Mr. Mayes suggested we need to streamline the RI leadership level to fewer board  
88 members to reflect today's reduced membership. The number of teams per directors  
89 has dropped since the original change in 1998 in most regions. He suggested bylaw  
90 revisions to return to “at large” elected directors rather than regional based directors.  
91 He advocated we seek outside “professional” directors, as was the practice years ago.

92 He suggested there was an advantage to having a full time executive director to create  
 93 continuity, working to obtain relationships with manufacturers or other organizations.  
 94 He recognized that we don't have the budget to cover paid position at this time. He  
 95 said outsourcing these types of tasks to unpaid volunteers wasn't working. He  
 96 mentioned trade shows where we could meet the marketing managers, etc. to pitch  
 97 our organization to various major companies. He stated that one way of reducing  
 98 board level positions would be to combine RI officer level positions with RI director  
 99 positions. He stressed the need to find the budget to reimburse limited travel expenses  
 100 for those directors.

- 101 e. Mr. Mayes discussed the need for the annual membership convention / meeting to  
 102 help attract /develop new potential leaders for the organization, perhaps in a three-day  
 103 weekend type meeting to fit the work week.
- 104 f. Mr. Mayes suggested we need to change organizational focus away from CB to  
 105 Cellular usage types of members, and then educate those members to learn better  
 106 techniques to utilize their cell phones and learn about 2-way radio options.

108 8. **Appointment of Legal Counsel** – President Manlove reported that he had contacted a Mr.  
 109 K. Dean Richards, following the resignation of Mr. Thompson as General Counsel  
 110 (September 7, 2008), to discuss Mr. Richards providing legal counsel services to REACT  
 111 International. Questions were raised by Mr. Stowers and Mr. Thompson regarding Mr.  
 112 Richards' current status as a practicing / licensed attorney in California or other states. It was  
 113 highly recommended that we run background checks on anybody we're considering for this  
 114 position. Proposal for appointment was placed on hold pending further investigation.

116 9. **Bylaws Proposal** – Mr. Greany discussed Section 5 covering the current method of filling a  
 117 director vacancy by having directors from the other regions fill the vacancy by appointing an  
 118 individual from that region. He suggested we should go back to a method of having the  
 119 teams in that region to elect a new director to fill vacancy. Mr. Greany read a proposed  
 120 wording and then forwarded it to the board and bylaws committee. Discussion held  
 121 regarding the number of teams typically responding to the voting when an election is held for  
 122 director. Mr. Kaplan stated historically when there is only one candidate running in a region,  
 123 most teams in that region chose to not return their ballot.

125 10. **REACTer – Motion made** by Region 6, second by Region 5, to reduce the number issues of  
 126 the REACTer from 6 to 4 (quarterly) issues per year, effective 2009. Mr. Kaster asked if  
 127 there were any permit changes needed. Mr. Kaplan stated he would have to file a permit  
 128 change request with the USPS to cover this action and pay a one time fee of \$250. This  
 129 change would save about \$9,000/yr in printing / editing / mailing costs. R1Y, R2Y, R3Y,  
 130 R4Y, R5A, R6Y, R7Y, R8Y, R9A. **Motion passed.**

132 Discussion held about locating a volunteer editor to eliminate the current budgeted cost for a  
 133 paid editor. Current editor had previously agreed to a (unspecified) reduction in his current  
 134 charges to help. Discussion held to improve the value content of individual issues, by  
 135 increasing from 16 pages to 20 or 24 pages. Increasing individual size would result in more  
 136 room for advertising space and slight increase per issue for postage costs.

- 138 11. **Outside Directors** – Current bylaws allow for the recruitment and appointment of two  
139 outside directors. Discussion held. Mr. Kaplan suggested we needed to locate someone with  
140 skill set for PR and Advertising to serve as an outside director. Other skill sets might include  
141 grant writing / fund raising skills.  
142
- 143 12. **IWCE Convention - Motion made** by Region 6, Region 2, to authorized Mr. Toth & Mr.  
144 Mayes to represent REACT International by attending the upcoming International Wireless  
145 Communications Expo (IWCE) being held March 16-20, 2009 in Las Vegas. (Mr. Toth  
146 would be attending this expo in lieu of attending the annual board meeting.) R1Y, R2R,  
147 R3Y, R4Y, R5Y, R6Y, R7Y, R8Y, R9A. **Motion Passed.**  
148
- 149 13. **March 13-14 Board Meeting** – Mr. Kaplan stated that he would be traveling out of town on  
150 vacation during the time period of the Annual / Winter board meeting, but would ensure that  
151 all needed materials would be available for the board during the meeting.  
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- 153 14. **Motion made by Region 7, Region 2 to adjourn.**  
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- 155 15. **Meeting adjourned** at 11:05pm ET on November 30, 2008, sine die.  
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- 157 Minutes respectfully submitted by Lee Besing, Secretary