1. Call to Order at 08:32 ET by Chairman Knott. Chairman Knott made opening comments to welcome everyone present.

2. Roll Call was conducted by Secretary Besing.

3. Quorum – A quorum was established with 7 of 9 possible votes. 14 visitors present.

   a. Motion by Region 2, second by Region 1 to accept minutes from November 25, 2007. Motion Passed.
   b. Motion by Region 1, second by Region 2 to accept the January 18, 2009 minutes. Motion passed.

5. REACT International Officer Reports
   a. Treasurer - Copies of Bank Statements, resolved the problem with BBT sending statements to another REACT Team. An update (to team’s account) by BBT was applied to REACT
International’s account by mistake. Error has been corrected, back statements are being generated, all funds accounted for.

6. Regional Director Reports
   a. **Region 1** – Mr. Walters reported contact with all but 6 teams in region via email. One team got their town to adopt FRS1 for official emergency use. He also contacted any Pennsylvania Legislature members who had a team in their district, to discuss proposed cell phone bill, urging them to amend the bill to not affect use of 2-way radios by volunteers.
   b. **Region 2** – Mr. Manlove reported 21 of 22 teams have renewed as of today in this region. Planning to work with teams / councils near DC area on a table top exercise, to be held in Spring 2009. In January 2009, the Inauguration Ceremonies Committee officially requested help from REACT Teams in Virginia and Maryland to monitor traffic along several major highways and conduct safety breaks at designated rest stops / check points on the day before and day of the inauguration in DC. One Virginia location had 38,000 visitors, another 23,000 visitors. Contact with Homeland Security / FEMA was expedited due to these teams’ members having already passed routine background checks.
   c. **Region 3** – Mr. Knott reported 15 teams, with 1 charter application granted today in southern Georgia. Teams very active, starting to see growth in membership.
   d. **Region 4** – Mr. Kerby reported 20 of 30 teams have renewed so far. One Indiana team merged with another, new team starting in Elkhart soon. Slow growth experienced. Problems pending between two teams and involving the Ohio State REACT Council, to be addressed by the Board later in this meeting.
   e. **Region 5** – Mr. Larry Fry reported that 18 of 30 teams had renewed as of today. Three new life members were approved in past year. Mr. Fry dealt with a team that changed its name and then “moved” across the state border to avoid membership in council, but didn’t update their bylaws for the new team name or location. Team has not renewed for 2009, under either name. Mr. Fry expressed concern about the need for the Regional Director to have oversight whenever a team requests name change or location change. Mr. Fry worked with one team to prevent disbanding, trying to find new members, but failed.
   f. **Region 6** – Mr. Jennings reported a new team just chartered. Mr. Jennings said he has been trying to visit with as many teams possible. Some of the newly chartered Snake River REACT team officers are affiliated / employed with local / state / federal emergency agencies and the team was being invited to man the county’s DEM Communications Center as volunteer staff. That county installed new radios to facilitate communications between county agencies.
   g. **Region 7** – Mr. Kaster reported one team disbanded at the end of last year (McLennan County, TX) and they donated their remaining treasury to RI. He said we gained one new team in 6023 Central Oklahoma REACT. He said that multiple charter requests have been sent out to individuals in this region, but he hasn’t seen any being returned for action.
   h. **Region 8** – Mr. Toth was representing REACT International at the IWCE Convention in Las Vegas, at the request of the RI Board of Directors.
   i. **Region 9** – Mr. Jagdeosingh – absent.

7. Reports of the Committee of the Board
   a. **Finance** – Mr. Kaplan, Mr. Jennings, Mr. Walters held electronic meetings regarding Budget and Fund Raising Ideas. Life Member Investment account balances down due to investments in the stock market.
   b. **Operations Review** – Mr. Manlove reported he would like to convert much of the office and the renewal process to electronic to reduce long term costs and improve efficiency. Website member area will have electronic copies of documents. Looking for an affordable programmer to aid in this project, or off the shelf software where possible. Staff currently in office Mon-Fri (6a-3p ET). Mr. Manlove monitoring voice mail from after hours calls to the office while Mr. Kaplan checks emails after hours.
      1. Office Staff Comments – Asked that all directors keep in closer contact with her.
2. Office Lease Information – Mr. Kaplan negotiated 3.5% reduction in lease, currently paying $907/month for 2009.

8. Corporate Committee Reports
   b. Bylaws – J. Stowers – recommended two proposed amendments (dealing with vacancy of director position, election of directors) and four policy changes be considered by the BoD. Mr. Stowers stated he was supplying a new copy of the bylaws in a larger type size to be posted to the website.
   c. Computer Committee – R. Drury / L. Besing – submitted electronic report covering RI website conversion, email status, database updates to reduce entry errors. New site is in temp location www.reactintl.org/v2009. New Blog area is up at www.reactintl.org/blog. New member only area at www.reactintl.org/members. Members of committee worked late into the night on both computers in office during the weekend, adding a new DCA-7020 Brother Laser copier / scanner / printer (donation obtained by Mr. Manlove), replacing a failing hard drive in Mr. Kaplan’s workstation, and performing other updates needed or requested by the office staff.
   d. REACTer Editor – D. Tarbet – REACTer issue delayed due to technical difficulties, and then delayed further to allow insertion of Annual Board Meeting Minute summary report.

9. Review Membership Renewal Status YTD - Written renewal reports for all Regions (processed as of 03/10/2009) were provided to the Board before the meeting.

10. 2009 Budget Proposed
    a. Committee presentation by Mr. Kaplan, Mr. Jennings, and Mr. Walters. Motion by Region 5, second by Region 7, to adopt the proposed 2009 budget of $72,670 projected income and $72,446.01 projected expense. Motion passed.
    b. Review Status of Investments – Copies of current Smith Barney investment accounts were distributed to all directors. Discussion held.

11. Annual Audit Report – Copy of report (from Singleton & Bardowski, LLC CPA) was distributed to all directors. The CPA agreed to reduce their 2008 audit fee by $560, and froze their 2009 rate at the original 2008 rate of $3,200.00 for their auditing services and $80/hr for payroll services. Motion by Region 2, second by Region 1 to accept the Annual Audit Report. Motion passed.
    a. IRS Filings By Council and Teams - All Teams and councils must file IRS TD Form 990 each year. Organizations with less than $25,000 gross receipts file Form 990N (electronic postcard form) and all other must file either the 990 long or short form. Teams which fail to file Form 990N for three years will lose their Section 501(c)(3) exempt status while those required to file Form 990 long or short may be subjected to significant penalties. All Teams and councils (no exceptions) must have their own Employer ID Number (EIN), and this must be on file with the RI office for inclusion in the RI annual report to the IRS. RI office is available to assist Teams in filing Form 990N (electronic postcard). Articles in REACTer or other RI publications will be forthcoming. Discussion help regarding requiring Teams to submit copies of their filings to RI.

12. Regional Problems That Need To Be Discussed
    a. Massachusetts – Director Walters reported that the 3 teams in this state now wish to form a council. Discussion held regarding need for them to design acceptable bylaws for the proposed council before the RI Board can recognize them as a council.
    b. Quad County REACT (Ohio) presented 2 complaints to the Board,
        • The first regarding a letter written by Mr. Jason Boone, President of the Ohio State REACT Council. The letter was sent to the team’s regional Chamber of Commerce claiming that their REACT Team charter was no longer valid. Mr. Dyke claimed that the President of the Ohio State REACT Council wrote the letter, with the knowledge / assistance of the RI President. President Manlove denied any knowledge of the letter.
        • Their second complaint was that their annual renewal packet had been delayed from the RI Office last fall by RI President, but they had finally received their renewed paperwork last week.
Resolution requested: Quad County asked that they receive an apology letter from the Board, from the Ohio State REACT Council, and that letters be sent to the Chamber of Commerce explaining that the council’s letter was unauthorized and that Quad County REACT was still a team in good standing, and requested the resignation or removal of the RI President. Mr. Dyke further asked that the Board act on the problems believed have been caused by the Ohio State REACT Council, the Council’s president, and RI President.

Motion by Region 6, second by Region 7, that the Board issue letters of apology to Quad County REACT Team, their local Chamber of Commerce, and other affected local law enforcement agencies, advising that the Council’s letter of January 8, 2009 from the Ohio State REACT Council was not authorized. Motion Passed.

Motion by Region 6, second by Region 2, that the Board immediately suspend official recognition of the Ohio State REACT Council pending further investigation by the REACT International Board of Directors in accordance with the RI Bylaws. Discussion held. Mr. Kerby (Region 4) to chair a committee with Mr. Fry (Region 5) and Mr. Walters (Region 1) to conduct an expedited investigation of actions by the Ohio State REACT Council and Multi-County REACT Response Team C-260, including any officers involved. Motion Passed.

Mr. Thompson recommended that the apology letters be signed by Chairman Knott rather than be signed by the secretary. Secretary Besing wrote two of the letters, one to the team and one to the chamber of commerce, allowing Quad County to hand carry the signed letters. Letters to the Council and other agencies to be mailed after the meeting concludes.

13. Qualification of Director Walters
   a. Mr. Stowers (CA) filed a complaint regarding the previous appointment of Mr. Walters to Region 1 Director (in November 2007). Mr. Stowers stated it was his opinion that Mr. Walters had not met the qualifications of 3 consecutive years of REACT membership (to be a director). He stated that he felt the original intent of the bylaws was “3 years consecutive membership” not just “3 years membership” even though the bylaws didn’t include the term “consecutive”. Mr. Knott presented correspondence he had received in 2007 from our General Counsel (Mr. Thompson) prior the appointment, giving approval of the plan to appoint Mr. Walters. Testimony was provided regarding Mr. Walter’s previous service and the opinion of the Board majority that the bylaws had been followed when the appointment was made.
   b. Motion by Region 7, second by Region 5, that the board determines the appointment of Mr. Walters (to Region 1 Director) to be invalid. R5Y, R6Y, R7Y, R1N, R2N, R3N, R4N. Motion Failed.

Meeting recessed at 6:00pm until Saturday @ 8:30am
Meeting reconvened, Saturday @ 8:30am, no change in quorum.

14. Proposed Amendments To The Bylaws / Policies
   a. Mr. Greany – Proposed amendment to section 5.6, Vacancies. Current procedure is for the board to appoint a person from the affected region when there is a vacancy. Proposal is to require a regional election to be held only if more than one candidate was available for consideration. Past history has shown we seldom have more than one candidate at a time willing to apply for a vacancy or election. Pro: This change would enable regional teams to choose the successor if there were choices, rather than leaving it up to the board. Con: Could result in months of delay while the ballots were mailed, collected and counted, before a new director could be seated. No motion made.
   b. Mr. Stowers – Proposed amendment to section 5.2, Number, Term of Office and Qualifications. Proposed amendment would require three consecutive years of membership in a single team. Pro: Would possibly increase the levels of REACT experience held by a candidate for the board. Con: Would possibly restrict the number of members available for election / appointment to the board.
Discussion held regarding value of recent years (consecutive) experience vs. experience from many years ago, discussion pro and con of same team vs. multiple team membership. Suggestion made to compare service time since the 1998 database rebuild, because records prior to that time were not complete. Proposal returned to committee for incorporation of suggestions made by Board members during this meeting and will be brought back at the next board meeting for consideration at that time.

c. Mr. Stowers – Proposed four new policies. Would formalize the guidelines for this committee, rather than being set by the RI President. Guidelines were copied from what Mr. Cooper had posted to website 5-6 years ago. Would have the effect of establishing these committee as semi-permanent committees.

1. 7.1A Guidelines for Bylaws Committee
2. 7.1B Guidelines for Training and Development Committee
3. 7.1C Guidelines for Computer Services Committee
4. 7.1D Guidelines for Membership Development and Retention Committee

Discussion: Mr. Thompson pointed out Bylaws section 7.2 specifies that these committees are appointed by the RI President, guidelines set by the RI President, and can be created / modified / abolished by the RI President, and if these policies were not written in such a manner, they would conflict with the bylaws section. It was suggested they be amended to use number series 7.2.xx and add the disclaimer regarding bylaws section 7.2(a) and 7.2(b) mentioned above. All proposed policies were forwarded to the President for consideration.

15. Junior ROTC Disaster Skills Training - Mr. Greany – E-mailed report presented from Irene Long (Crest REACT, CA) regarding a California based Junior ROTC (JROTC) adopting a disaster / emergency communications training program. She stated there was interest by Department of Defense (DoD) to involve REACT International’s support in developing a disaster / emergency radio communications training module to be implemented nationally by the JROTC. The proposal also asked that local teams assist local JROTC units with developing such training methods plus over see their annual training drill.

Discussion held: Concern expressed regarding the need for careful wording to not “require” local teams to participate in such support project, but to “encourage” local teams to participate / support. Mr. Besing suggested that what was needed was a carefully worded MOU to open doors at the local level to enable teams willing / interested in participating in such program. Many cities / towns often have one JROTC group at each major high school, which might be too much commitment being asked for some smaller teams. Suggestion made to ask Mr. Tom Currie (RI Training Committee Chair) to see if he would be willing to work with Irene Long to help develop such module.

Consensus of the Board was to investigate the opportunity further, and to invite Irene Long and/or involved individuals to participate in a Skype electronic board meeting at some point in the very near future.

16. NVOAD Future Membership - Mr. Manlove reported that the 2009 NVOAD Member Fees (for our membership tier) has been raised to $1,200/yr, with additional proposed increases stepping up to $5,000/yr within the next few years. NVOAD also asked us to help underwrite their upcoming annual convention with a $5,000 sponsorship. No motion was made to approve either amount. Discussion held: It was the consensus of the Board that the REACT organization gets the most value from VOAD at the local level, rather than the national level. The approved 2009 RI budget has no provision for NVOAD dues, thus we will be unable to renew our membership.

17. Citizens Corps Involvement - Mr. Manlove recommended that REACT International investigate the possibility of becoming a member of Citizen Corps as an organization. Consensus of the Board to authorize President Manlove to contact Citizen Corps to collect facts and report back to the Board for possible action.

18. REACTer Editor
   a. Mr. Walters reported that the RI Editor had agreed to reduce his editor rates by 20%, from $50/page to $40/page. Discussion held regarding the possibilities of obtaining a Volunteer
Editor(s). Two persons were identified as volunteering to perform these duties. Discussion held regarding qualities needed, and quality of the publication, reliability of using volunteers.

b. Mr. Thompson advised the Board that several years ago, he had been directed to review the REACTer before publication for legal items, style, etc. He noted that he had not been allowed to perform that task since 7 September 2008, when he resigned as General Counsel. President Manlove reported that, following that date, he had assigned the REACTer to be previewed by Mr. Walters, Mr. Greany and Mr. Besing.

c. Mr. Besing asked that we set firm publication deadlines for each quarterly issue, preferably closer to the start of each quarter, allowing ample time for preview by officers prior to sending to the press.

19. **Early Bird Contest Prizes** - Mr. Jennings stated that one of the goals of the two representatives (Director Toth, Mr. Mayes of Wichita, KS) to the IWCE convention in Los Vegas, is to get commitment for door prizes that can be used for early bird contests or to reward top donation fund raisers, etc. It was thought that if we resumed offering such prizes, that more teams would renew early or participate in any fund raising programs.

20. **Review Matching Fund Plan / Fund Raising Proposal** - Mr. Jennings – Asked the Board reconsider the original proposal to create a matching fund by Mr. Thompson. **Discussion held:** Mr. Thompson elaborated his position regarding how the original proposal was made, how he felt it had been maligned by certain individuals. He stated that the November 30, 2008 $10k offer was withdrawn after he received no contact from RI Board / Fund Raising Committee in the six weeks subsequent to the November meeting. Mr. Thompson had originally kicked off the initial fund matching idea by offering $1k in personal matching funds. With respect to Mr. Thompson’s original plan, Mr. Jennings, Mr. Kaster and Mr. Jagdeoosingh confirmed their original pledges. Mr. Walters asked Mr. Manlove if he was still opposed to approaching teams for donations to a matching fund program, and Mr. Manlove responded that he was no longer opposed to such action. Mr. Manlove and Mr. Walters then each pledged $500 toward a matching fund effort.

**Motion by** Region 7, second by Region 2, to adopt the original fund raising proposal (paragraphs a-h of original proposal) made by Mr. Thompson and to authorize Mr. Thompson to run a fund raising drive for the benefit of REACT International, and to authorize Mr. Thompson access to necessary internal information (team mailing addresses, etc.) needed to conduct such drive. **Motion passed.**

21. **REACT Mission Statement** – Mr. Jennings stated that he felt we should periodically review the official RI Mission Statement. **Discussion held.** The statement on the RI website pertains to the overall organizational goals, not specific local team mission statements. It could be used as a starting point for local team. Tabled until next board meeting. **Article by the Board should be printed in the REACTer to discuss / explain mission statements.**

22. **General Counsel - Motion by** Region 6, second by Region 7, to appoint Mr. Thompson as REACT International General Counsel. Mr. Thompson indicated he was willing to be reappointed. **Motion Passed.**

23. **Office Relocation** – Mr. Jennings presented the idea of looking at possibly moving the Office to the Midwest area near Wichita. **President Manlove established a Site Search Committee** consisting of Directors Kaster and Jennings plus Mr. Stowers, with additional individuals to be added to the committee as needed. Concept offered by Mr. Stowers was to scout out possible locations between Mississippi River and I-25 (runs north/south thru Denver, Colorado). Concern stated about location near airport, affordable hotels, and stable environment (regarding local flooding, weather, etc.). Mr. Kerby said he was aware of office space in Lima, Ohio running less than $300/month, or a building owned by a REACT Team having trouble making their mortgage payments, but both locations were east of that proposed area. Current office space in Suitland is using approx 800 sq feet. Mr. Besing suggested that Executive Office Spaces in some office buildings would allow renting a smaller office but still provide reasonable access to common shared conference room and other facilities. Mr. Thompson suggested that buying a building in today’s depressed real estate market, might be cheaper than paying rent for an office.

24. **Personnel & Legal** – Office Manager needs 4-6 weeks off for medical reasons. Mr. Kaplan offered to cover the time span to ensure office operations continue.
25. **Liability Insurance** – Board needs to continue educating members on value of insurance and the types of coverage it offers. Anticipate NO increase in premiums for 2009. Broker will visit RI HQ in late May, and will likely ask for the past 5 issues of the REACTer to review.

26. **Summer Board Meeting** – Mr. Besing suggested that we should schedule multiple electronic meetings for the upcoming year, and could always exercise the option in the bylaws to schedule a special in-person meeting should the need arise. Discussion held regarding hotel and travel costs for in-person meetings vs. electronic meetings.

   **Motion by** Region 4, second by Region 5, to call a special electronic meeting for Sunday, June 14, 2009 at 9pm ET. **Motion passed.**

   **Motion by** Region 1, second by Region 5, to call a special electronic meeting for Sunday, September 13, 2009 at 9pm ET. **Motion passed.**

27. **Renewal / Registration Review**
   a. **Earlier Start Date** - Discussion held about sending renewal packets a month earlier (by the end of September) in order to encourage teams to renew before December 31st.
   b. **Simplifying Renewals** - Discussion held about keeping some of the team info update requests, separate from the renewal paperwork to simplify it. Some teams hold elections in the late Fall, that don’t take affect until after first of the next year, so they may delay their renewal until then.
   c. **Credit Card Service** - Mr. Besing requested permission to set up a PayPal account for REACT International in order to facilitate online purchasing, donations, registrations, etc. Information needed to setup account, includes online access to our BBT account. Discussion held regarding fees charged ($0.30/transaction plus 2.9% of transaction amount) which were similar to that paid to credit card processor services, but without any monthly minimum service charges.

   **Motion by** Region 2, second by Region 1, to authorize Mr. Besing to setup a PayPal account on behalf of REACT International. **Motion passed.**

d. **Postage Service** - Mr. Jennings requested that we investigate using Internet Postage services and eliminate the annual cost of rental for the Pitney Bowe postage machine. We are under contract to Pitney Bowe for the current machine, but question was raised regarding termination date of contract. Question raised regarding convenience factor of affixing stamps vs. imprint postage. Consensus of the Board was to direct the RI President to investigate options of returning the PB postage machine and implementing an Internet Postage method.

28. **Discuss Board Members Who Have Missed 2 Consecutive Non-Electronic Board Meetings** - See Bylaws Article V. Section 5.5 Resignations paragraph (b). No current directors were affected by this clause.

29. **Election of 2009 RI Officers**
   a. **President** – 2 year term (Mr. Manlove was originally elected in 2008)
   b. **Exec. VP** – Mr. Greany was elected for a 1 year term.
   c. **Treasurer** – Mr. Kaplan was elected for 1 year term.
   d. **Secretary** – Mr. Besing was elected for 1 year term.

30. **Appointment of Subordinate RI Officers**
   a. **Asst. Secretary** – Norman Kaplan reappointed
   b. **Asst. Treasurer** – none required
   c. **General Counsel** – **Motion by** Region 2, second by Region 7, to appoint Mr. Thompson as Vice President / General Counsel. **Motion Passed.**

31. **Appointment of RI Committee Chair** - President Manlove appointed the following:
   a. **Award** – Michael Cauley (FL)
   b. **Bylaws** – Johnny Stowers (CA)
   c. **Computer Services** – Roy Drury (FL) Other members Lee Besing (TX), Michael Cauley (FL).

      Agreed to refer offer by Mr. Stowers (to rejoin CS Committee) to CS Chair.
   d. **Five Year Plan** – vacant
   e. **Membership Development and Retention** – vacant
   f. **Public Relations** – Ron McCracken (FL/Canada)
   g. **Publications Review** – Daughn O’Neil (HI)
   h. **Training and Development** – Tom Currie (KY)
365  i. Ways and Means – vacant
366  
367  32. Election of Board Chairman and Vice Chairman
368  a. Chairman – Motion by Region 4, Second by Region 2 to elect John Knott as Chairman. Motion passed.
369  b. Vice Chairman – Motion by Region 1, second by Region 2 to elect Larry Fry as Vice Chairman. Motion passed.
370  
371  33. For the Good of the Organization - Mr. Kaster asked the Chairman who (referring to directors / officers) had the authority to act in variance from a Board resolution, appointment, order, etc. The response from the Chairman was “no one” unless the Board resolution was illegal.
374  
375  34. ADJOURN – Motion made by Region 2, second by Region 5 to adjourn. Motion Passed.
376  Meeting adjourned at 2:47pm ET on March 14, 2009, sine die.
376  Minutes respectfully submitted by Lee Besing, Secretary