

1 REACT International, Inc.

2 Special Meeting of the Board of Directors

3 September 13, 2009, 9PM ET

4 Electronic Meeting held via Skype

- 5 • Meeting recessed until September 27, 2009
- 6 • Meeting recessed until October 18, 2009
- 7 • Meeting finally adjourned October 18, 2009

8
9 **Directors / Officers Present:**

- 10 • John Knott (FL), Region 3, Chairman
- 11 • Larry Fry (WI), Region 5, Vice Chairman
- 12 • Stan Walters (PA) , Region 1
- 13 • Don Manlove (VA), Region 2, President
- 14 • Ed Kerby, Jr. (OH), Region 4
- 15 • B.F. Jennings (WA), Region 6
- 16 • Bob Kaster (OK), Region 7 – Old (See Agenda Item #6)
- 17 • Charlie Land (TX), Region 7 – New (See Agenda Item #6)
- 18 • Joseph Toth (CA), Region 8
- 19 • Kenny Jagdeogsingh (TT), Region 9

20
21 **Officers:**

- 22 • Ed Greany (CA), Exec. VP
- 23 • Charles A Thompson (TX), VP / General Counsel
- 24 • Lee Besing (TX), Secretary
- 25 • Norman Kaplan (MD), Treasurer – (audio problems on September 13, connected via phone to another
- 26 director.)

27
28 **Visitors:**

- 29 • Roy Drury (FL), Computer Services Chair
- 30 • Michael Cauley (FL), Awards Chair
- 31 • Charles Hardy (WV)

- 32
33 1. **Call to Order** at 09:25pm ET on September 13, 2009 by Chairman Knott via Skype.
- 34
35 2. **Roll Call** was conducted by Secretary Besing.
- 36
37 3. **Quorum** – A quorum was established with 9 of 9 possible votes. 4 non-voting officers present. (Mr. Land
- 38 was visitor until seated as Region 7 Director. Mr. Kaster became a visitor after that action. See agenda
- 39 item #6 below.)
- 40
41 4. **Prior Meeting Minutes** – Minutes from June 14, 2009, were distributed to all directors electronically
- 42 following that meeting. Copy was re-sent to all members electronically during this meeting upon request
- 43 of Chair. Action deferred until recessed meeting was reconvened on September 27, 2009.
- 44
45 5. **Treasurer Report** – Electronic copy of treasurer report sent to board. No action taken.
- 46
47 6. **Director Election Results – Motion** by Region 2, second by Region 4, that the Board accepts the results
- 48 of the 2009 elections for Region 1, 4, 7. R1Y, R2Y, R3Y, R4Y, R5Y, R6Y, R7Y, R8Y, R9Y. **Motion**
- 49 **Passed.**

50
51 **Mr. Land was seated as Region 7 Director at this time.**

53 7. **Dues Proposal** – Mr. Kaplan – Discussion held regarding last year’s motion to reduce dues structure for
 54 2nd Family or Junior member in the USA from \$18 to \$15, as a one year trial. Mr. Kaplan proposed to end
 55 that trial and return to original rate for 2010, saying trial did not result in significant new members.
 56 Concern expressed regarding potential loss of members if rates were restored to original levels, due to
 57 current economic conditions.

58
 59 **Motion by** Region 1, second by Region 9, that the membership dues structure be unchanged for FY2010.
 60 R1Y, R2Y, R3Y, R4Y, R5Y, R6Y, R7Y, R8Y, R9Y. **Motion Passed.**

61
 62 8. **Awards – Radio Hero Award Nomination** – Mr. Cauley discussed nomination submitted from
 63 Oklahoma City REACT for the incident: On Thursday, August 28, 2009, Air Force Staff Sergeant Daniel
 64 Gordon used a police radio to request help for 3 people that had been injured in a head-on collision.

65
 66 **Motion by** Region 6, second by Region 2, that the Board awards the Radio Hero Award to Staff Sgt
 67 Daniel Gordon. R1Y, R2Y, R3Y, R4Y, R5Y, R6Y, R7Y, R8Y, R9Y. **Motion passed.**

68
 69 9. **Insurance – Directors & Officers Liability Coverage.** Mr. Greany discussed the types of coverage we
 70 currently have and recommended that D&O Liability Coverage be obtained. D & O coverage would cost
 71 an additional \$710/yr in premium if added to the present General Liability policy. Discussion held
 72 regarding potential liability vs. current budget shortfalls.

73
 74 **Motion by** Region 4, second by Region 6, that the Board directs the Treasurer to collect more information
 75 and obtain quotes from both our current insurance company and other companies, and bring that
 76 information to the next meeting. R1Y, R2Y, R3Y, R4Y, R5Y, R6Y, R7Y, R8Y, R9Y. **Motion passed.**

77
 78 10. **Committee Reports Submitted**
 79 a. **Awards Committee** – See previous Agenda Item #8 above.
 80 b. **Computer Services** – written report submitted by Mr. Drury. Discussion held with additional
 81 explanation provided verbally by Mr. Drury and Mr. Besing.

82
 83 11. **Corporate Committee Reports Submitted**
 84 a. **Membership** – Mr. Greany requested executive session for presentation of final report of the RI
 85 Membership Committee re Ohio Special Investigation. All visitors except Mr. Kaster were
 86 dropped from call at this time. Mr. Greany read the report and committee’s recommendations to
 87 the board.

88
 89 **Motion by** Region 1, second by Region 4, that the board send letters of admonition to be sent to
 90 both affected teams. R1Y, R2A, R3Y, R4Y, R5Y, R6Y, R7Y, R8Y, R9Y. **Motion passed.**

91
 92 **{Mr. Kaplan left the meeting at this point (12am ET)}**

93
 94 **Executive Session Entered**

95
 96 Discussion continued on the remaining points of recommendation.

97
 98 **Motion by** Region 9, second by Region 4, that the Board defers further action until another
 99 meeting in 2 weeks (Sept 27) to take action on the committee’s recommendations. R1Y, R2A,
 100 R3N, R4Y, R5Y, R6Y, R7Y, R8N, R9Y. **Motion Passed.**

101
 102 **Motion by** Region 1, second by Region 5, that the Chairman recess this meeting until 9pm ET on
 103 September 27, 2009. R1Y, R2Y, R3Y, R4Y, R5Y, R6Y, R7Y, R8Y, R9Y. **Motion Passed.**

104
 105 *Meeting recessed at 12:23am ET, September 14, 2009, until 9pm ET on September 27, 2009.*

106 *Meeting reconvened at 09:03pm, September 27, 2009 by Chairman Knott.*

107

108 No changes in quorum for September 27, 2009 session, still in executive session.

109

110 **Directors / Officers Present:**

- 111 • John Knott (FL), Region 3, Chairman
- 112 • Larry Fry (WI), Region 5, Vice Chairman
- 113 • Stan Walters (PA) , Region 1
- 114 • Don Manlove (VA), Region 2, President
- 115 • Ed Kerby, Jr. (OH), Region 4
- 116 • B.F. Jennings (WA), Region 6
- 117 • Charlie Land (TX), Region 7
- 118 • Joseph Toth (CA), Region 8
- 119 • Kenny Jagdeogsingh (TT), Region 9

120

121 **Officers:**

- 122 • Ed Greany (CA), Exec. VP
- 123 • Charles A Thompson (TX), VP / General Counsel
- 124 • Lee Besing (TX), Secretary

125

126 **Officers Not Present:**

- 127 • Norman Kaplan (MD), Treasurer

128

129 **Visitors:**

- 130 • Bob Kaster (OK), Chairman of RI Membership Committee

131

132 **Meeting reconvened in closed Executive Session with 9 possible votes.** 3 non-voting officers present. No
133 visitors other than Mr. Kaster included at this point. Discussion continued regarding status of special
134 investigation committee report and membership committee.

135

136 **Motion** by Region 7, second by Region 6, that the Board directs the Special Investigative Committee, as
137 originally composed or with additional members appointed by the chairman, to review and re-write its report
138 to include a more detailed report, documenting the evidence used to support their conclusions, and for the
139 report be submitted to the full board. Discussion held. The 3 members of SI committee stated they all felt
140 same results would be reached even with a more in-depth review. R1Y, R2Y, R3Y, R4Y, R5Y, R6Y, R7Y,
141 R8Y, R9Y. **Motion Passed.**

142

143 **Motion** by Region 7, second by Region 1, that the Board directs any members of the board or officers with
144 information, not in possession of the Special Investigative Committee; be immediately forward such
145 information to the Special Investigative Committee Chair. Discussion held. R1Y, R2Y, R3Y, R4Y, R5Y,
146 R6Y, R7Y, R8Y, R9Y. **Motion Passed.**

147

148 Mr. Fry requested that Mr. Dyke (Quad County) be requested in writing by the Board, that he (Mr. Dyke)
149 submit any additional written documentation he may have to support his claims expressed during the March
150 13, 2009 annual board meeting. Mr. Thompson asked that the letter be written by an authorized officer setting
151 a reasonable short deadline. **Chairman Knott instructed Mr. Thompson as General Counsel to draft such**
152 **letter.**

153

154 **Motion** by Region 1, second by Region 2, that the Board leaves executive session mode; returning to open
155 board session. R1Y, R2Y, R3Y, R4Y, R5Y, R6Y, R7Y, R8Y, R9Y. **Motion Passed.**

156

157 *Board left Executive Session at 10:46pm ET, resumed open session. No additional persons were added.*

158
 159 12. **Agenda Item #4 deferred from first session** – Chairman Knott confirmed that everyone had received the
 160 June 14, 2009 minutes that were re-sent electronically during the September 13, 2009 session of this
 161 meeting.

162
 163 **Motion** by Region 2, second by Region 5, that the Board approves the special board meeting minutes of
 164 June 14, 2009. R1Y, R2Y, R2Y, R3Y, R4Y, R5Y, R6Y, R7A, R8Y, R9Y. **Motion passed.**

165
 166 13. **Date of Annual Board Meeting** – Discussion held regarding Annual Board Meeting location and date.
 167 Mr. Jagdeosingh stated 2nd weekend of March 2010 was better than the 1st weekend. Discussion held
 168 regarding advantages of holding at RI Office in Suitland, MD, vs. another location. Mr. Thompson read
 169 from the bylaws which stated the Board could set an alternate meeting location other than the REACT
 170 International office. Mr. Toth suggested holding the Annual Board Meeting in coordination with the
 171 timing of the IWCE Expo in Las Vegas (March 9-11, 2010). Mr. Greany and Mr. Besing suggested we
 172 look into contacting the local Las Vegas United REACT Team to assist in obtain suitable meeting space.
 173 Suggestion was made that perhaps Kenwood or another major radio exhibitor might be convinced to help
 174 with cost of meeting space for the Board meeting.

175
 176 **Motion** by Region 4, second by Region 2, that the Board sets the Annual Board Meeting date to be on
 177 March 12 -13, 2010, exact location to be determined later. R1Y, R2Y, R3Y, R4Y, R5Y, R6Y, R7Y, R8Y,
 178 R9Y. **Motion passed.**

179
 180 14. **Other Items** – Mr. Jennings recommended we consider holding a summer in-person board meeting in the
 181 central US to allow attendance by teams as a sort of mini-convention.

182
 183 **Motion** by Region 7, second by Region 2, that the Chairman recess this meeting until 9pm ET, October
 184 18, 2009. R1Y, R2Y, R3Y, R4Y, R5Y, R6Y, R7Y, R8Y, R9Y. **Motion passed.**

185
 186 *Meeting recessed at 11:18pm ET, September 27, 2009, until 9pm ET on October 18, 2009.*
 187 *Meeting reconvened at 09:32pm ET, October 18, 2009 by Chairman Knott.*

188
 189 Quorum changed to reflect 8 out of 9 possible votes for *October 18, 2009* session

190
 191 **Directors Present:**

- 192 • John Knott (FL), Region 3, Chairman
- 193 • Larry Fry (WI), Region 5, Vice Chairman
- 194 • Stan Walters (PA) , Region 1
- 195 • Don Manlove (VA), Region 2, President
- 196 • Ed Kerby, Jr. (OH), Region 4
- 197 • B.F. Jennings (WA), Region 6
- 198 • Charlie Land (TX), Region 7
- 199 • Joseph Toth (CA), Region 8

200
 201 **Directors Not Present:**

- 202 • Kenny Jagdeosingh (TT), Region 9

203
 204 **Officers:**

- 205 • Lee Besing (TX), Secretary
- 206 • Charles A Thompson (TX), VP / General Counsel

207
 208 **Officers Not Present:**

- 209 • Ed Greany (CA), Exec. VP
- 210 • Norman Kaplan (MD), Treasurer

- 211
212 **15. Continued – Report by Special Investigation Committee & Membership Committee –**
213
214 **Motion** by Region 1, second by Region 6, that the Board moves back into Executive Session. R1Y, R2Y,
215 R3Y, R4Y, R5A, R6Y, R7, R8Y. **Motion passed.**
216
217 **Motion** by Region 7, second by Region 4, that the Board accepts the report from the Special Investigation
218 Committee. R1Y, R2Y, R3Y, R4Y, R5Y, R6Y, R7Y, R8Y. **Motion passed.**
219
220 Chairman Knott will write the recommended letters in accordance with the recommendations in the
221 Special Investigation Committee report. Chairman Knott stated he would request the assistance of General
222 Counsel Thompson in reviewing / writing these letters.
223
224 **Executive Session ended at 10:50pm ET.**
225
226 **16. Continued – Other Items – Location of Annual Board Meeting**
227 Chairman Knott suggested we consider Las Vegas to be our primary preferred site, with Suitland, MD or
228 Atlanta, GA as a backup plan. Director Toth said he would seek to obtain free exhibit hall passes for the
229 Directors and Officers, and would contact a vendor to see if interested in helping with cost of meeting
230 space. No final decision made.
231
232 **17. Continued – Other items – report from Computer Services Committee**
233 Secretary Besing reported that the Computer Services Committee has activated PayPal on the RI website
234 and can be used now for payment of dues, team renewals, purchase of supplies from RI, etc. The
235 Computer Services Committee has already activated a web store on the RI website.
236
237 **18. ADJOURN – Motion made** by Region 2, second by Region1 to adjourn. R1Y, R2Y, R3Y, R4Y, R5Y,
238 R6Y, R7Y, R8Y. **Motion passed.**
239
240 Meeting adjourned at 11:02pm ET on October 18, 2009, sine die.
241 Minutes respectfully submitted by Lee Besing, Secretary
242
243 Please send your comments, corrections, etc. to me via email and reference line numbers (shown on left)
244 to make it easier for me to find the lines you are talking about in your messages....
245