REACT International, Inc.
Annual Meeting of the Board of Directors
March 12-13, 2010, 8:34AM CT
DFW Drury Inn, Irving, Texas

Directors / Officers Present:
- John Knott (FL), Region 3, Chairman
- Stan Walters (PA), Region 1
- Don Manlove (VA), Region 2, President
- Ed Kerby, Jr. (OH), Region 4
- B.F. Jennings (WA), Region 6
- Charlie Land (TX), Region 7

Directors not present:
- Larry Fry (WI), Region 5, Vice Chairman
- Joseph Toth (CA), Region 8
- Kenny Jagdeosingh (TT), Region 9

Officers:
- Ed Greany (CA), Exec. VP
- Charles A Thompson (TX), VP / General Counsel
- Lee Besing (TX), Secretary

Officers Not Present:
- Norman Kaplan (MD), Treasurer

Visitors:
- Mike Cauley (FL) Computer Services Committee Chair
- Roy Drury (FL) Computer Services Committee Chair
- Charles Hardy (WV)
- Bob Hitch (TX) (Friday only)
- Bob Hoban (NV) (Friday only)

1. **Call to Order** at 08:34 am CT by Chairman Knott.
2. **Roll Call** was conducted by Secretary Besing.
3. **Quorum** – A quorum was established with 6 of 9 possible votes. 3 non-voting officers present. Note: Director & Officer positions listed above were effective at start of meeting. Elections will be held prior to conclusion of this meeting which may or may not result in changes to titles held by individual directors / officers.
4. **Introduction of Guests**
5. **Opening Remarks** – Chairman Knott welcomed members and visitors to the meeting.
6. **Prior Meeting Minutes / Distribution of the Agenda** –
   a. Agenda was distributed and accepted
   b. Previous meeting of January 31, 2010 had been recessed and never resumed. January 31, 2010 meeting declared closed.
c. Minutes from January 31, 2010, were distributed to all directors electronically following that meeting. **Motion by Region 1, second by Region 2 to approve the minutes from January 31, 2010. Motion Passed.**

7. **Officers Report**
   a. **President** – Mr. Manlove reported that Quad County REACT (Ohio) had submitted their 2010 Team renewal fees and a check for $500 toward the cost of their hotel room reservations last year (March 2009). The team stated they had only asked for a 1-day room reservation, not a 2-day, and did not use the rooms for the second day. Reservations were made thru REACT International’s office by Mr. Kaplan. Bill for their hotel room was $832. Discussion held. No documentation available to support either statement regarding reservation requests. **Motion made by Region 7, second by Region 1, to accept the team’s check for the hotel bill and declare the situation closed. Motion Passed.**

    Mr. Hoban, from Las Vegas United REACT, stated his team hadn’t received their 2010 renewal packet to date, but brought his check to pay for their renewal. President Manlove promised that the Office would get the replacement packet in the mail next week. Mr. Hoban gave his team’s renewal check to Mr. Thompson since the Treasurer was not present. Director Walters agreed to take the Las Vegas renewal check in person to the RI Office on Monday on his way back home.

   b. **EVP** – Mr. Greany stated he had distributed most of the committee reports via email to the board and will be reviewed later in the agenda.
   c. **VP-GC** – Mr. Thompson stated no pending legal action requiring board attention at this time.
   d. **Treasurer** - Budget to be discussed later in meeting.
   e. **Secretary** – See minutes.

8. **Regional Director Reports** - All Region Directors present summary of region activities and comments.
   a. **1-(Director Walters)** made statements regarding his local team’s active status and personal volunteer positions in his community, including chairman of his county’s VOAD chapter. Has worked to help support efforts to prevent bad legislation regarding cell phones, texting, and excluding 2-way radios from such legislation. He received 6-8 inquiries in Region 1 for new teams, but has experienced difficulties converting to actual live teams, but is working on prospects in NY and PA. Reviewed activities of various teams showing how they did different types of events as their mission. Mr. Walters represented REACT International at a meeting of GERC (Global Emergency Radio Coalition) which is a conglomerate of the larger radio communications group.

   b. **2-(Director/President Manlove)** Working with 3 groups trying to convert to teams, one in New Jersey, Virginia and West Virginia. Lost one team due to member moving away from area.

   c. **3-(Director/Chairman Knott)** Working on 5 new teams and trying assist local team to re-establish the Puerto Rico council. Winter weather has impacted even the Florida area.

   d. **4-(Director Kerby)** Reported that the Ohio Council has reformed and will be holding a meeting soon if not already. New teams in both Ohio and Indiana. Indiana Council still indicating interest in hosting 2012 convention, but no paperwork has been received to make a formal bid.

   e. **5-(Director Fry)** No Report

   f. **6-(Director Jennings)** Reported teams are maintaining active status or merging, but not gaining new younger members. Working to convert leads to members or new teams. Has made presentations at VOAD meetings regarding proper use of FRS/GMRS 2-way radios and checking batteries frequently, earthquake awareness, etc.
g. **7-(Director Land)** One team in Texas was upset about getting a letter from the RI Office regarding incomplete renewals and was threatening to resign. Teams in central Texas are working with state emergency management and ARES for future deployments for hurricanes and other emergencies.

h. **8-(Director Toth)** No Report

i. **9-(Director Kenny)** All teams in TT will be renewed shortly. Unable to fly due to medical restrictions at present time.

9. **Committee's of the Board Reports** - Board to receive reports from Committees of the Board (Finance, Membership and Office Review)
   a. **Finance** – to be reviewed under agenda item #16
   b. **Membership** – Discussion re letter sent to teams about incomplete renewals. Status of teams cannot be changed without review of the Membership committee.
   c. **Office Review** – No report.

10. **Corporate Committee Reports** - Board to officially receive and review reports submitted by corporate (administrative) REACT committees.
    - **Awards and Recognition** – Michael Cauley displayed the plaque for the Radio Hero Award to be presented to Sgt. David Gordon (US Air Force) for his actions to assist a police officer after the officer was struck by a vehicle. Sgt. Gordon used the police officer’s radio in the patrol car to summon help. Committee is reviewing other suggested nominees for future awards, but wants to focus on more current events, rather than events years in the past.
    - **Bylaws committee** – no report received. Looking for new chairman.
    - **Training and Development** – Written report received from Mr. Currie and reviewed. The board discussed ideas for possible expansion of our training abilities. Computer Services Committee asked to make the EComm Course available from the public portion of the RI Website, instead of requiring an email with auto responder or linked only inside the member only area. Mr. Drury, CSC Chairman reported that change would be completed in 15 minutes from now.
    - **50th Anniversary Patch Design Committee** – Mr. Holmes reported he had suitable designs to submit to the Board, but had not done so as of this point in the meeting.
    - **Computer Services Committee** - Database Report
    - **Convention and Site Selection**- No actual bids received, but inquiries have been made. Indiana State Council and Las Vegas United REACT have indicated strong interest. Discussion held regarding current format of application packet. General Counsel Thompson suggested we needed to review and revise the application packet to streamline and modernize.
    - **Publications Review**- Daughn O’Neil reviewing materials being prepared on behalf of REACT International, but has not been reviewing the REACTer due to time constraints involved in producing the newsletter.
    - **REACTer** – Editor Tarbet emailed a report to the board summarizing the number of pages, issues produced, etc. Discussion on new ad rates, updated ads for current in-kind ads. National Comm is no longer exchanging ads with REACT International. We pulled that ad from the current issue. Pop Comm still exchanging ads with us, but we no longer get the ad response card. Mr. Greany has contacted various radio manufacturers in an attempt to get them to fill the now available space.
    - **Public Relations**- Ron McCracken keeping very active via email to members, working with Pop Comm magazine.
    - **Membership Development and Retention** - Mr. Greany stated the process of handling new inquiries needs to be streamlined, with higher importance to ensure timely and proper response. Mr. Greany now has prepared an electronic version of a team charter application packet, to improve response via email to applicants.

11. **Guest/Visitor Time Before the Board** – No visitor requested to present any issues at this time.
12. **2010 Proposed Budget** – Review and Discuss proposed budget from Treasurer Kaplan. Motion by Region 2, second by Region 7, to table this topic until after the 2009 Audit has been completed by the CPA. Proposed budget was emailed to all board members.

13. **2009 CPA Audit** – Not completed yet, estimated completion end of April 2010. President Manlove read email from our CPA regarding status pending of our audit and the need for our office staff to prepare a list of items prior to her audit work.

14. **Collection of Required IRS Documentation** – Mr. Manlove reviewed Treasurer Kaplan’s team demand letter (with a check list of items to be submitted back to RI) that Mr. Kaplan had sent out to teams who didn’t submit 100% of their requested information. Due to teams being extremely upset with receiving this letter and threatening to drop their charters, President Manlove and Executive VP Greany personally called the teams who had received these letters to reassure them, and instructed the office to cease mailing that letter until further notice by the board.

  Motion made by Region 7, second by Region 2 that the Chairman appoint a committee to review this letter and revise it as needed, and for REACT International to send a retraction letter to those teams who have received this letter already. **Motion Passed.**

15. **Office Relocation Proposal (Delayed for Saturday Discussion)** – President Manlove proposed a contract for office space in a free standing building at 12114 Boydton Rd. Dinwiddie, Virginia. [http://tinyurl.com/NewREACTBldg](http://tinyurl.com/NewREACTBldg) links to a photo on Google.com. Location is near Richmond, Virginia, about 138 miles south of current office in Suitland. Contract was for $600/month including basic utilities, excluding phone / internet. President Manlove proposed using Comcast Cable Internet and Vonage for telephone, porting the current number and using “efax” method of faxing. He stated there were two teams close by that could help support the office, and had a proposed employee to work part time similar to our current operations. Estimate cost of moving would be just under $900, with volunteer help from local teams.

  Motion made by Region 7, second by Region 2, to approve the appointment of Mr. Land to the REACT International Finance Committee. Other members are Mr. Walters, Mr. Jennings and the Treasurer (Mr. Kaplan). **Motion Passed.**

16. **Investment Strategy** – Mr. Land discussed various strategies to preserve our investments by diversifying if we feel that our investments were at risk. Chairman Knott appointed Mr. Land to serve on the Finance Committee. **Motion made** by Region 1, second by Region 2, to approve the appointment of Mr. Land to the REACT International Finance Committee. **Motion Passed.**

17. **Long Term Financial Plans** – Mr. Land asked that we take a longer term approach, multi-year, to our financial planning rather single year. Chairman Knott stated this would be a function of the Finance Committee and welcomed him to that committee.

18. **WPRT970 Radio License** – Discussion held. This was a nationwide (US Only) business band license issued about 9 years ago to REACT International for 2 repeaters (temporary locations) and 500 users on 464.500/469.500, 464.550/469.550, and 500 users on 151.625 simplex. The request under consideration was to reverse a previous board decision (2002) to not allow teams to use this license for their routine team license, and to establish guidelines for a coordinated usage on a permission basis only. Teams would have to purchase or obtain FCC type certified equipment before they could ask to use this license. Mr. Greany observed that the narrow band standards were changing in 2013 which would obsolete much of today’s older business band equipment. Mr. Land said we should be finding new ways for teams to communicate between each other. President Manlove stated he would create a new communications committee for the purposes of researching and developing proposed policy on this topic, which would then be brought to the Board for review.

19. **Surveys** – Mr. Jennings suggested we run surveys in the REACTer on various topics. Mr. Drury stated we had that ability now on the Member Only Area of the website.
20. Revision of Bookkeeping System – Currently we use QuickBooks 2007 in the office, with plans in place to upgrade in near future to 2010 version from TechSoup.org. Discussion regarding controlling creation of new account #’s and set administrative controls under the new software. Mr. Thompson offered to donate the funds to purchase the QuickBooks 2010 software for a 3 user license, to be used in the office. The board quickly accepted his offer to pay the $90 needed for this upgrade.

21. Financial Reports – tabled for later discussion after the 2009 audit has been completed.

22. Charter Renewal Window Period – Discussion held regarding idea of mailing out annual renewals in September 2010, instead of late October, and possibly move initial deadline from January 31st back to December 31st. RI Office will be directed to start renewal cycle sooner. No change in cycle made.

23. Regional Annual Picnics – Discussion about encouraging teams to hold regional picnics / meetings. Concern was stated over extreme travel distances involved in some regions.

24. Code of Ethics / Oath for Officers / Directors – Mr. Jennings thought we need to establish a policy / written code of conduct for directors / officers, personal interactions between same, professional conduct standards, etc.

   Motion made by Region 7, second by Region 2, to form a temporary board committee to draft a code of ethics for consideration at the next board meeting. Motion passed.

25. Directors Holding Officer Positions – Director Jennings stated that he objected to the principle of directors also holding an RI Officer position. Discussion held as to original intent of the bylaws when redrafted in 1998. It was pointed out that the bylaws do not prohibit such act, and that in today’s smaller membership base to draw volunteers from, downsizing the board by choosing to appoint a director to an officer position may be one side effect. No action taken.

26. Minutes Contents – Director Land discussed recent comments made by other directors and officers regarding what they regarded to be insufficient minutes being approved by the board. It was pointed out that the board had approved the minutes in question, and if the officer or director had objected at the time they were up for consideration, why had they not offered an amendment at that time?

   Motion made by Region 1, second by Region 2, to recess until 9am CT on Saturday, March 13, 2010. Motion Passed. Meeting recessed at 5pm until 9am CT, Saturday March 13th.

27. Electronic Renewal Process – Mr. Drury, Computer Services Committee Chair, presented an advance view of the new database system via a series of screenshots, explaining the new functionality and procedures in place to insure better data integrity, such as double checking input types for email fields, ability to cross check amateur radio licenses against an online source, limiting who has access to what types of data, such as allowing region directors to have access to teams / member info in their region only.

28. REACTer – Director Walters discussed current status of REACTer magazine, quality of articles and appearance. Current issue was remade with different layout / font by another member, Dawn Drury. Our printing company stated this was the first issue in many years, since the editors were Stuart DeLuca, and later Pat Knight, that they did not have to tweak / correct prior to printing.

   Motion made by Region 1, second by Region 2, to change our editor from Mr. Don Tarbet to Mrs. Dawn Drury, at the rate of $400/issue on a month to month contract. Motion Passed.

29. REACTer Ad Rates – President Manlove / Exec. VP Greany. Diagrams were distributed showing each page divided into 10 business card size ads, with a rate schedule of $15/ad space for REACT members,
with a discounted rate of $40/ad space discount for a yearly (4 consecutive issues) contract. Commercial ads rates for non-members will be negotiated on a case by case basis.

Motion made by Region 2, second by Region 1, that the board adopts this schedule of rates. Motion passed.

30. Ohio REACT Council Status – Director Kerby stated the situation in Ohio appears to be stable at present time.

31. Marketing Ideas To Promote REACT – Director Land discussed recent conversation with prospective new team group, explaining what REACT Teams typically do, that CB Channel 9 monitoring wasn’t required any longer. He suggested more information needs to be put in the application packet and on the website for prospective teams / members to educate them. General Counsel will investigate what changes we can make without impacting our current 501(c)(3) non-profit status. Directors Land and Walters will work on developing updated materials to be distributed via the web, hard copy and via the PR Committee. Mr. Roy Drury, Computer Services Committee, Tampa Bay REACT President, presented a power point slide outlining some proposed changes to the image of REACT International, or focus / vision of REACT International with emphasis being NIMS compliant, and providing additional training sources to encourage our members to become professional radio communicators.

32. Board Member Goals for 2010 – Director Land will develop ideas for goals that directors should strive to achieve, such as visiting x number of teams in their region each year, etc.

33. Equipment Upgrades in RI Office – President Manlove / Mr. Drury Computer Services Committee. Recommended upgrade of office computers after we relocate the offices to be more modern Operating Systems, Office Software (word), etc.

34. Assistant Regional Directors – President Manlove discussed previous board motions to allow regional directors to appoint their own assistants. Policy 5.02 with the list of regions needs to be updated to correct Puerto Rico from Region 9 to Region 3. Region 9 Director currently uses assistant directors. Chairman Knott suggested this needs to be in a written policy outlining the authority of assistant directors. Exec. VP Greany suggested that policy 5.01 needs amended to reflect the “rights and duties of a director”. Assistant Directors would not be voting directors. Director Kerby and President Manlove to develop draft of proposed wording for presentation to the board at the next meeting.

35. Affiliate Program Review – Treasurer Kaplan sent report on subject of getting affiliate members covered by our liability insurance coverage. Question was raised about unattached Life Members falling in to the same category.

36. Shipping Cost Savings Comparison – Ed Greany discussed the cost and method of shipping for items in the Web Store. He discussed various categories for USPS shipping in envelopes, one size fits all boxes, etc.

Motion made by Region 1, second by Region 2, to move into closed executive session. Motion passed.

37. Executive Session @ 2:50pm – Room closed / Video shut off temporarily. Vice President / General Counsel Thompson addressed the board regarding:
   a. Reports of a member of a team in Wisconsin who hasn’t renewed for last 2 yrs, but was still wearing a REACT uniform and representing himself as a member of REACT.
   b. Personal complaint regarding behavior of the president.

Motion made by Region 1, second by Region 2, to resume normal session. Motion passed. Open session resumed at 3:50pm CT. No change in quorum. Video and audio broadcast resumed.
38. **Plaques for Previous Board Members** – Mike Cauley working on updating the list for those needing plaques. Director Jennings provided a list used previously.

39. **Board Members Who Have Missed 2 Consecutive Non-electronic Board Meetings**, in compliance with Bylaws Section Article V, Section 5.5 Resignations, paragraph (b). 2 Directors have been affected by this clause, Director Joe Toth (8) and Director Kenny JagdeoSingh (9).

   **Motion made** by Region 1, second by Region 2, to decline the resignations of Director Joe Toth (Region 8) and Director Kenny JagdeoSingh (Region 9). **Motion Passed**.

40. **Officer Elections**
   a. President (2 yr term) Don Manlove nominated. No other nominations. Elected by acclamation.
   c. VP/General Counsel (1 yr term) Chuck Thompson nominated. No other nominations. Elected by acclamation.
   d. Treasurer (1 yr term) Charles Land nominated. No other nominations. Elected by acclamation.
   e. Secretary (1 yr term) Lee Besing nominated. No other nominations. Elected by acclamation.
   f. Appoint Asst. Secretary (1 yr term) Michael Cauley (FL) nominated. No other nominations. Elected by acclamation.
   g. Appoint 2 Asst. Treasurers (1 yr term) Stan Walters and Frank Jennings nominated. No other nominations. Elected by acclamation.
   h. Appoint 1 Asst. Treasurer Norman Kaplan nominated. No other nominations. Elected by acclamation.

41. **Election of Board Officers**
   b. Vice Chairman (1 yr term) Larry Fry nominated. Ed Kerby, Jr. nominated. Ballots counted. Ed Kerby, Jr. elected.

42. **Future Board Meeting Dates**
   a. Set Date / Location / Method of Summer Board Meeting. To be determined
   b. Set Date / Method of next Electronic Board Meeting(s) To be determined

43. **Adjourn – Motion made** by Region 2, second by Region 4 to adjourn. **Motion Passed**.

   **Meeting adjourned** at 4:41 pm CT on March 13 31, 2010, sine die.

   Minutes respectfully submitted by Lee Besing, Secretary

   Please send your comments, corrections, etc. to me via email and reference line numbers (shown on left) to make it easier for me to find the lines you are talking about in your messages....