

1 REACT International, Inc.  
2 Annual Meeting of the Board of Directors  
3 March 12-13, 2010, 8:34AM CT  
4 DFW Drury Inn, Irving, Texas  
5

6 **Directors / Officers Present:**

- 7 • John Knott (FL), Region 3, Chairman
- 8 • Stan Walters (PA) , Region 1
- 9 • Don Manlove (VA), Region 2, President
- 10 • Ed Kerby, Jr. (OH), Region 4
- 11 • B.F. Jennings (WA), Region 6
- 12 • Charlie Land (TX), Region 7

13  
14 **Directors not present:**

- 15 • Larry Fry (WI), Region 5, Vice Chairman
- 16 • Joseph Toth (CA), Region 8
- 17 • Kenny Jagdeosingh (TT), Region 9

18  
19 **Officers:**

- 20 • Ed Greany (CA), Exec. VP
- 21 • Charles A Thompson (TX), VP / General Counsel
- 22 • Lee Besing (TX), Secretary

23  
24 **Officers Not Present:**

- 25 • Norman Kaplan (MD), Treasurer

26  
27 **Visitors:**

- 28 • Mike Cauley (FL) Computer Services Committee Chair
- 29 • Roy Drury (FL) Computer Services Committee Chair
- 30 • Charles Hardy (WV)
- 31 • Bob Hitch (TX) (Friday only)
- 32 • Bob Hoban (NV) (Friday only)

- 33
- 34 1. **Call to Order** at 08:34 am CT by Chairman Knott.
  - 35
  - 36 2. **Roll Call** was conducted by Secretary Besing.
  - 37
  - 38 3. **Quorum** – A quorum was established with 6 of 9 possible votes. 3 non-voting officers present. Note:  
39 Director & Officer positions listed above were effective at start of meeting. Elections will be held prior to  
40 conclusion of this meeting which may or may not result in changes to titles held by individual directors /  
41 officers.
  - 42
  - 43 4. **Introduction of Guests**
  - 44
  - 45 5. **Opening Remarks** – Chairman Knott welcomed members and visitors to the meeting.
  - 46
  - 47 6. **Prior Meeting Minutes / Distribution of the Agenda** –  
48 a. Agenda was distributed and accepted  
49 b. Previous meeting of January 31, 2010 had been recessed and never resumed. January 31, 2010  
50 meeting declared closed.

- 51 c. Minutes from January 31, 2010, were distributed to all directors electronically following that
- 52 meeting. **Motion by** Region 1, second by Region 2 to approve the minutes from January 31,
- 53 2010. **Motion Passed.**
- 54
- 55
- 56

57 **7. Officers Report**

- 58 a. **President** – Mr. Manlove reported that Quad County REACT (Ohio) had submitted their 2010 Team
- 59 renewal fees and a check for \$500 toward the cost of their hotel room reservations last year (March
- 60 2009). The team stated they had only asked for a 1-day room reservation, not a 2-day, and did not use
- 61 the rooms for the second day. Reservations were made thru REACT International’s office by Mr.
- 62 Kaplan. Bill for their hotel room was \$832. Discussion held. No documentation available to support
- 63 either statement regarding reservation requests. **Motion made** by Region 7, second by Region 1, to
- 64 accept the team’s check for the hotel bill and declare the situation closed. **Motion Passed.** As of
- 65 Thursday, 03/11, 104 of 128 renewal packets have been processed. Office staff (Dora and Norman)
- 66 have been working weekends to try to catch up from their snow days off, and working on the auditor’s
- 67 request of items to be done prior to conducting the annual audit at the end of March.
- 68

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

- 74
- 75 b. **EVP** – Mr. Greany stated he had distributed most of the committee reports via email to the board and
- 76 will be reviewed later in the agenda.
- 77 c. **VP-GC** – Mr. Thompson stated no pending legal action requiring board attention at this time.
- 78 d. **Treasurer** - Budget to be discussed later in meeting.
- 79 e. **Secretary** – See minutes.
- 80

81 **8. Regional Director Reports** - All Region Directors present summary of region activities and comments.

- 82 a. **1-(Director Walters)** made statements regarding his local team’s active status and personal volunteer
- 83 positions in his community, including chairman of his county’s VOAD chapter. Has worked to help
- 84 support efforts to prevent bad legislation regarding cell phones, texting, and excluding 2-way radios
- 85 from such legislation. He received 6-8 inquiries in Region 1 for new teams, but has experienced
- 86 difficulties converting to actual live teams, but is working on prospects in NY and PA. Reviewed
- 87 activities of various teams showing how they did different types of events as their mission. Mr.
- 88 Walters represented REACT International at a meeting of GERC (Global Emergency Radio Coalition)
- 89 which is a conglomerate of the larger radio communications group.
- 90 b. **2-(Director/President Manlove)** Working with 3 groups trying to convert to teams, one in New
- 91 Jersey, Virginia and West Virginia. Lost one team due to member moving away from area.
- 92 c. **3-(Director/Chairman Knott)** Working on 5 new teams and trying assist local team to re-establish
- 93 the Puerto Rico council. Winter weather has impacted even the Florida area.
- 94 d. **4-(Director Kerby)** Reported that the Ohio Council has reformed and will be holding a meeting soon
- 95 if not already. New teams in both Ohio and Indiana. Indiana Council still indicating interest in
- 96 hosting 2012 convention, but no paperwork has been received to make a formal bid.
- 97 e. **5-(Director Fry)** No Report
- 98 f. **6-(Director Jennings)** Reported teams are maintaining active status or merging, but not gaining new
- 99 younger members. Working to convert leads to members or new teams. Has made presentations at
- 100 VOAD meetings regarding proper use of FRS/GMRS 2-way radios and checking batteries frequently,
- 101 earthquake awareness, etc.

- 102 g. **7-(Director Land)** One team in Texas was upset about getting a letter from the RI Office regarding  
 103 incomplete renewals and was threatening to resign. Teams in central Texas are working with state  
 104 emergency management and ARES for future deployments for hurricanes and other emergencies.  
 105 h. **8-(Director Toth)** No Report  
 106 i. **9-(Director Kenny)** All teams in TT will be renewed shortly. Unable to fly due to medical restrictions  
 107 at present time.  
 108  
 109  
 110 9. **Committee's of the Board Reports** - Board to receive reports from Committees of the Board (Finance,  
 111 Membership and Office Review)  
 112 a. Finance – to be reviewed under agenda item #16  
 113 b. Membership – Discussion re letter sent to teams about incomplete renewals. Status of teams cannot be  
 114 changed without review of the Membership committee.  
 115 c. Office Review – No report.  
 116  
 117 10. **Corporate Committee Reports** - Board to officially receive and review reports submitted by corporate  
 118 (administrative) REACT committees.  
 119 • **Awards and Recognition** – Michael Cauley displayed the plaque for the Radio Hero Award to be  
 120 presented to Sgt. David Gordon (US Air Force) for his actions to assist a police officer after the officer  
 121 was struck by a vehicle. Sgt. Gordon used the police officer’s radio in the patrol car to summon help.  
 122 Committee is reviewing other suggested nominees for future awards, but wants to focus on more  
 123 current events, rather than events years in the past.  
 124 • **Bylaws committee** – no report received. Looking for new chairman.  
 125 • **Training and Development** – Written report received from Mr. Currie and reviewed. The board  
 126 discussed ideas for possible expansion of our training abilities. Computer Services Committee asked  
 127 to make the EComm Course available from the public portion of the RI Website, instead of requiring  
 128 an email with auto responder or linked only inside the member only area. Mr. Drury, CSC Chairman  
 129 reported that change would be completed in 15 minutes from now.  
 130 • **50<sup>th</sup> Anniversary Patch Design Committee** – Mr. Holmes reported he had suitable designs to  
 131 submit to the Board, but had not done so as of this point in the meeting.  
 132 • **Computer Services Committee** - Database Report  
 133 • **Convention and Site Selection**- No actual bids received, but inquiries have been made. Indiana  
 134 State Council and Las Vegas United REACT have indicated strong interest. Discussion held  
 135 regarding current format of application packet. General Counsel Thompson suggested we needed to  
 136 review and revise the application packet to streamline and modernize.  
 137 • **Publications Review**- Daughn O’Neil reviewing materials being prepared on behalf of REACT  
 138 International, but has not been reviewing the REACTer due to time constraints involved in producing  
 139 the newsletter.  
 140 • **REACTer** – Editor Tabet emailed a report to the board summarizing the number of pages, issues  
 141 produced, etc. Discussion on new ad rates, updated ads for current in-kind ads. National Comm is no  
 142 longer exchanging ads with REACT International. We pulled that ad from the current issue. Pop  
 143 Comm still exchanging ads with us, but we no longer get the ad response card. Mr. Greany has  
 144 contacted various radio manufacturers in an attempt to get them to fill the now available space.  
 145 • **Public Relations**- Ron McCracken keeping very active via email to members, working with Pop  
 146 Comm magazine.  
 147 • **Membership Development and Retention** - Mr. Greany stated the process of handling new  
 148 inquiries needs to be streamlined, with higher importance to ensure timely and proper response. Mr.  
 149 Greany now has prepared an electronic version of a team charter application packet, to improve  
 150 response via email to applicants.  
 151  
 152 11. **Guest/Visitor Time Before the Board** – No visitor requested to present any issues at this time.  
 153

- 154 12. **2010 Proposed Budget** – Review and Discuss proposed budget from Treasurer Kaplan. Motion by  
155 Region 2, second by Region 7, to table this topic until after the 2009 Audit has been completed by the  
156 CPA. Proposed budget was emailed to all board members.  
157
- 158 13. **2009 CPA Audit** – Not completed yet, estimated completion end of April 2010. President Manlove read  
159 email from our CPA regarding status pending of our audit and the need for our office staff to prepare a list  
160 of items prior to her audit work.  
161
- 162 14. **Collection of Required IRS Documentation** – Mr. Manlove reviewed Treasurer Kaplan’s team demand  
163 letter (with a check list of items to be submitted back to RI) that Mr. Kaplan had sent out to teams who  
164 didn’t submit 100% of their requested information. Due to teams being extremely upset with receiving  
165 this letter and threatening to drop their charters, President Manlove and Executive VP Greany personally  
166 called the teams who had received these letters to reassure them, and instructed the office to cease mailing  
167 that letter until further notice by the board.  
168
- 169 **Motion made** by Region 7, second by Region 2 that the Chairman appoint a committee to review this  
170 letter and revise it as needed, and for REACT International to send a retraction letter to those teams who  
171 have received this letter already. **Motion Passed.**  
172
- 173 15. **Office Relocation Proposal (Delayed for Saturday Discussion)** – President Manlove proposed a  
174 contract for office space in a free standing building at 12114 Boydton Rd. Dinwiddie, Virginia.  
175 <http://tinyurl.com/NewREACTBldg> links to a photo on Google.com. Location is near Richmond, Virginia,  
176 about 138 miles south of current office in Suitland. Contract was for \$600/month including basic utilities,  
177 excluding phone / internet. President Manlove proposed using Comcast Cable Internet and Vonage for  
178 telephone, porting the current number and using “efax” method of faxing. He stated there were two teams  
179 close by that could help support the office, and had a proposed employee to work part time similar to our  
180 current operations. Estimate cost of moving would be just under \$900, with volunteer help from local  
181 teams.  
182
- 183 16. **Investment Strategy** – Mr. Land discussed various strategies to preserve our investments by diversifying  
184 if we feel that our investments were at risk. Chairman Knott appointed Mr. Land to serve on the Finance  
185 Committee. **Motion made** by Region 1, second by Region 2, to approve the appointment of Mr. Land to  
186 the REACT International Finance Committee. Other members are Mr. Walters, Mr. Jennings and the  
187 Treasurer (Mr. Kaplan). **Motion Passed.**  
188
- 189 17. **Long Term Financial Plans** – Mr. Land asked that we take a longer term approach, multi-year, to our  
190 financial planning rather single year. Chairman Knott stated this would be a function of the Finance  
191 Committee and welcomed him to that committee.  
192
- 193 18. **WPRT970 Radio License** – Discussion held. This was a nationwide (US Only) business band license  
194 issued about 9 years ago to REACT International for 2 repeaters (temporary locations) and 500 users on  
195 464.500/469.500, 464.550/469.550, and 500 users on 151.625 simplex. The request under consideration  
196 was to reverse a previous board decision (2002) to not allow teams to use this license for their routine team  
197 license, and to establish guidelines for a coordinated usage on a permission basis only. Teams would have  
198 to purchase or obtain FCC type certified equipment before they could ask to use this license. Mr. Greany  
199 observed that the narrow band standards were changing in 2013 which would obsolete much of today’s  
200 older business band equipment. Mr. Land said we should be finding new ways for teams to communicate  
201 between each other. President Manlove stated he would create a new communications committee for the  
202 purposes of researching and developing proposed policy on this topic, which would then be brought to the  
203 Board for review.  
204
- 205 19. **Surveys** – Mr. Jennings suggested we run surveys in the REACTer on various topics. Mr. Drury stated we  
206 had that ability now on the Member Only Area of the website.

- 207  
208 20. **Revision of Bookkeeping System** – Currently we use QuickBooks 2007 in the office, with plans in place  
209 to upgrade in near future to 2010 version from TechSoup.org. Discussion regarding controlling creation of  
210 new account #'s and set administrative controls under the new software. Mr. Thompson offered to donate  
211 the funds to purchase the QuickBooks 2010 software for a 3 user license, to be used in the office. The  
212 board quickly accepted his offer to pay the \$90 needed for this upgrade.  
213
- 214 21. **Financial Reports** – tabled for later discussion after the 2009 audit has been completed.  
215
- 216 22. **Charter Renewal Window Period** – Discussion held regarding idea of mailing out annual renewals in  
217 September 2010, instead of late October, and possibly move initial deadline from January 31<sup>st</sup> back to  
218 December 31<sup>st</sup>. RI Office will be directed to start renewal cycle sooner. No change in cycle made.  
219
- 220 23. **Regional Annual Picnics** – Discussion about encouraging teams to hold regional picnics / meetings.  
221 Concern was stated over extreme travel distances involved in some regions.  
222
- 223 24. **Code of Ethics / Oath for Officers / Directors** – Mr. Jennings thought we need to establish a policy /  
224 written code of conduct for directors / officers, personal interactions between same, professional conduct  
225 standards, etc.  
226
- 227 **Motion made** by Region 7, second by Region 2, to form a temporary board committee to draft a code of  
228 ethics for consideration at the next board meeting. **Motion passed.**  
229
- 230 25. **Directors Holding Officer Positions** – Director Jennings stated that he objected to the principle of  
231 directors also holding an RI Officer position. Discussion held as to original intent of the bylaws when  
232 redrafted in 1998. It was pointed out that the bylaws do not prohibit such act, and that in today's smaller  
233 membership base to draw volunteers from, downsizing the board by choosing to appoint a director to an  
234 officer position may be one side effect. No action taken.  
235
- 236 26. **Minutes Contents** – Director Land discussed recent comments made by other directors and officers  
237 regarding what they regarded to be insufficient minutes being approved by the board. It was pointed out  
238 that the board had approved the minutes in question, and if the officer or director had objected at the time  
239 they were up for consideration, why had they not offered an amendment at that time?  
240
- 241 **Motion made** by Region 1, second by Region 2, to recess until 9am CT on Saturday, March 13, 2010.  
242 **Motion Passed.** *Meeting recessed at 5pm until 9am CT, Saturday March 13<sup>th</sup>.*  
243
- 244 27. **Electronic Renewal Process** – Mr. Drury, Computer Services Committee Chair, presented an advance  
245 view of the new database system via a series of screenshots, explaining the new functionality and  
246 procedures in place to insure better data integrity, such as double checking input types for email fields,  
247 ability to cross check amateur radio licenses against an online source, limiting who has access to what  
248 types of data, such as allowing region directors to have access to teams / member info in their region only.  
249
- 250 28. **REACTer** – Director Walters discussed current status of REACTer magazine, quality of articles and  
251 appearance. Current issue was remade with different layout / font by another member, Dawn Drury. Our  
252 printing company stated this was the first issue in many years, since the editors were Stuart DeLuca, and  
253 later Pat Knight, that they did not have to tweak / correct prior to printing.  
254
- 255 **Motion made** by Region 1, second by Region 2, to change our editor from Mr. Don Tabet to Mrs. Dawn  
256 Drury, at the rate of \$400/issue on a month to month contract. **Motion Passed.**  
257
- 258 29. **REACTer Ad Rates** – President Manlove / Exec. VP Greany. Diagrams were distributed showing each  
259 page divided into 10 business card size ads, with a rate schedule of \$15/ad space for REACT members,

260 with a discounted rate of \$40/ad space discount for a yearly (4 consecutive issues) contract. Commercial  
261 ads rates for non-members will be negotiated on a case by case basis.

262

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

265

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

268

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

279

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

282

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

286

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

294

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

298

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

302

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

304

305 37. **Executive Session @ 2:50pm** – Room closed / Video shut off temporarily. Vice President / General  
306 Counsel Thompson addressed the board regarding:

307 a. Reports of a member of a team in Wisconsin who hasn't renewed for last 2 yrs, but was still  
308 wearing a REACT uniform and representing himself as a member of REACT.

309 b. Personal complaint regarding behavior of the president.

310

311 **Motion made** by Region 1, second by Region 2, to resume normal session. **Motion passed.** Open session  
312 resumed at 3:50pm CT. No change in quorum. Video and audio broadcast resumed.

- 313  
314 38. **Plaques for Previous Board Members** – Mike Cauley working on updating the list for those needing  
315 plaques. Director Jennings provided a list used previously.  
316
- 317 39. **Board Members Who Have Missed 2 Consecutive Non-electronic Board Meetings**, in compliance  
318 with Bylaws Section Article V, Section 5.5 Resignations, paragraph (b). 2 Directors have been affected by  
319 this clause, Director Joe Toth (8) and Director Kenny Jagdeosingh (9).  
320
- 321 **Motion made** by Region 1, second by Region 2, to decline the resignations of Director Joe Toth (Region  
322 8) and Director Kenny Jagdeosingh (Region 9). **Motion Passed.**  
323
- 324 40. **Officer Elections**
- 325 a. President (2 yr term) Don Manlove nominated. No other nominations. Elected by  
326 acclamation.
  - 327 b. Exec. VP (1 yr term) Ed Greany nominated. Director Jennings nominated Warren Conlee  
328 (AZ). Ballots counted. Ed Greany elected.
  - 329 c. VP/General Counsel (1 yr term) Chuck Thompson nominated. No other nominations. Elected  
330 by acclamation.
  - 331 d. Treasurer (1 yr term) Charles Land nominated. No other nominations. Elected by  
332 acclamation.
  - 333 e. Secretary (1 yr term) Lee Besing nominated. No other nominations. Elected by acclamation.
  - 334 f. Appoint Asst. Secretary (1 yr term) Michael Cauley (FL) nominated. No other nominations.  
335 Elected by acclamation.
  - 336 g. Appoint 2 Asst. Treasurers (1 yr term) Stan Walters and Frank Jennings nominated. No other  
337 nominations. Elected by acclamation.
  - 338 h. Appoint 1 Asst. Treasurer Norman Kaplan nominated. No other nominations. Elected by  
339 acclamation.  
340
- 341 41. **Election of Board Officers**
- 342 a. Chairman (1 yr term) John Knott nominated. No other nominations. Elected by acclamation.
  - 343 b. Vice Chairman (1 yr term) Larry Fry nominated. Ed Kerby, Jr. nominated. Ballots counted.  
344 Ed Kerby, Jr. elected.  
345
- 346 42. **Future Board Meeting Dates**
- 347 a. Set Date / Location / Method of Summer Board Meeting. To be determined
  - 348 b. Set Date / Method of next Electronic Board Meeting(s) To be determined  
349
- 350 43. **Adjourn** – **Motion made** by Region 2, second by Region 4 to adjourn. **Motion Passed.**  
351
- 352 **Meeting adjourned** at 4:41 pm CT on March 13 31, 2010, sine die.  
353 Minutes respectfully submitted by Lee Besing, Secretary  
354
- 355 Please send your comments, corrections, etc. to me via email and reference line numbers (shown on left)  
356 to make it easier for me to find the lines you are talking about in your messages....