

REACT International, Inc.

Meeting of the Board of Directors

April 5, 2010, 9:00PM ET via Skype / Telephone Bridge

**Directors Present:**

- John Knott (FL), Region 3, Chairman
- Larry Fry (WI), Region 5, Vice 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, Treasurer
- 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

**Visitors:**

- Roy Drury (FL) Computer Services Committee Chair
- Norman Kaplan (MD)

1. **Call to Order** at 09:16 PM ET by Chairman Knott.
2. **Roll Call** was conducted by Secretary Besing.
3. **Quorum** – A quorum was established with 9 of 9 possible votes. 3 non-voting officers present.
4. **Opening Remarks** – Chairman Knott welcomed board members, officers and visitors to the meeting. Difficulties on Skype required changing audio over to telephone conference call.
5. **Proposed Office Lease** – All directors received electronic copy of proposed lease agreement for 3 years, and addendum “A”, dealing with office space in a free standing building located at 12114 Boydton Rd., Dinwiddie, VA. Photo of address available at <http://www.tinyurl.com/newREACTBldg>.

**Discussion held regarding:**

- a. Clarification of language about advance notice to landlord for access to building outside normal business hours during disaster / emergency situations.
- b. Responsibility for normal or abnormal wear and tear inside the building. Contract allows for us to install external radio antennas on the building. Donation of 80’ free standing tower may be available from another source.
- c. Availability to park RV’s on the premise for overnight camping by guests. No overnight sleeping in the office is permitted, but RV camping is permitted.
- d. Willingness of landlord retrofitting restrooms to be ADA compliant. Landlord is willing to perform this retrofit at his expense.
- e. Mr. Manlove contacted a nearby CPA to get quote on annual audit. CPA is currently being used by landlord and landlord’s attorney. Quote was \$500 if we used QuickBooks Pro for our booking.
- f. Estimate received from Comcast for \$59.95 for Internet with 6mbps down/1mbps up speed, Vonage phone service was proposed for telephone service. Estimate about \$100/month for both services, about \$40/month less than current services. Both phone #'s can be ported over to Vonage to keep same numbers currently used for voice and fax. Temp #'s would be in the 804 area code until current numbers are transferred.

- g. Local USPS delivery to the door, not external box, nearest PO Station about 5 minutes away. Banks are about 2-3 miles from office. Current bank has a branch about 12-15 miles away from new location. Discussion of current banking fees and available online services.

**Motion by** Region 1, second by Region 4, that we accept the proposed 3 year lease and access rules to start May 1, 2010 ending May 31, 2013, subject to the Landlord agreeing to amend the language covering access to the office (paragraph 2) to exclude disaster/ emergency situations, and (within the lease) for REACT International to be responsible only for abnormal wear/tear inside the office. R1Y, R2Y, R3Y, R4Y, R5Y, R6Y, R7Y, R8Y, R9Y. **Motion Passed.**

President Manlove will send a written notice to current landlord to provide legal notice of our intent to move.

6. **Previous meeting minutes from March 12-13, 2010** – Draft #4 was emailed to the board prior to tonight’s meeting. **Motion by** Region 2, second by Region 1, that the minutes from the annual board meeting on March 12-13, 2010 be accepted as amended in draft #4. R1Y, R2Y, R3Y, R4Y, R5Y, R6Y, R7Y, R8Y, R9Y. **Motion passed.**
7. **Bank Accounts – Motion by** Region 2, second by Region 7, to give the Finance Committee the authority to open new bank accounts as needed to facilitate the transfer to the new location. R1Y, R2Y, R3Y, R4Y, R5Y, R6Y, R7Y, R8Y, R9Y. **Motion Passed.**
8. **Audit Report** – Scheduled to be completed by the CPA by end of April. Will be made available to the board when completed.
9. **Office Staff** –Dora Wilbanks has reached her 12<sup>th</sup> anniversary of service working for the organization. Discussion held regarding severance pay following the move to the new location.
10. **Adjourn – Motion made** by Region 2, second by Region 4 to adjourn. R1Y, R2Y, R3Y, R4Y, R5Y, R6Y, R7Y, R8Y, R9Y. **Motion Passed.**

**Meeting adjourned** at 11:05 pm ET on April 5, 2010, sine die.  
Minutes respectfully submitted by Lee Besing, Secretary