

REACT International, Inc.

Special Executive Meeting of the Board of Directors

September 25, 2010, 9:15 PM ET

Directors / Officers Present:

- John Knott (FL), Region 3, Chairman
- Stan Walters (PA), Region 1
- Larry Fry (WI), Region 5
- B.F. Jennings (WA), Region 6
- Charlie Land (TX), Region 7, Treasurer
- Joseph Toth (CA), Region 8
- Kenny Jagdeosingh (TT), Region 9

Directors not present:

- Don Manlove (VA), Region 2, President
- Ed Kerby, Jr. (OH), Region 4, Vice Chairman

Officers:

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

Officers Not Present:

- Ed Greany (CA), Exec. VP

Visitors:

- Roy Drury (FL) Computer Services Committee Chair
- Charles Hardy (WV), Assistant Director Region 2

1. **Call to Order** at 09:15 PM ET by Chairman Knott.
2. **Roll Call** was conducted by Secretary Besing.
3. **Quorum** – A quorum was established with 6 of 9 possible votes. 2 non-voting officers present. Mr. Drury was involved in the investigation. Mr. Hardy is the assistant Director for Region 2. Both were invited to participate in this executive session closed meeting.
4. **Resignation of President / Director Don Manlove –**

Motion made by Region 7, second by Region 1, that the board authorize the General Counsel to draft an agreement between Mr. Manlove and REACT International, Inc.

Point of Order by Region 1 that we consider this meeting to be an executive session. **Motion made** by Region 1, second by Region 7, that this meeting be classed as an executive (**session**)? motion. RY1, R3Y, R5Y, R6Y, R7Y, R8Y, R9Y. **Motion passed.**

Vote on original motion. R1Y, R3Y, R5Y, R6Y, R7Y, R8Y, R9Y. **Motion passed.**

5. **Funds from BB&T** (old bank) (\$1,311.00) was being transferred to our current bank account. That account is being closed. The \$12,000 from the closing of an investment fund was deposited on July 21, 2010.

6. **Discussion of Director Vacancy Region 2** – Chairman Knott asked the board to consider the filling of the vacancy for Region 2, and raised the question of filling the position of RI President. Region 1 suggested that we ask Mr. Hardy, assistant to Region 2 director, if he was willing to fill the vacancy, and asked if the EVP would become “acting” RI President. Region 7 suggested we add these two topics to the scheduled Monday’s meeting on September 27, 2010.
7. **GERC Conference at RI Office** – Secretary Besing mentioned that (former) President Manlove had authorized GERC to hold their face to face charter signing meeting in our office over the weekend of January 15-17th. General Counsel Thompson stated that this was an administrative matter and if there were no objections from the Board, and no major expenses on our part, that the meeting should be allowed to happen. Region 1 Walters, representative to GERC, explained how this meeting location was resolved and that there would be no major expenses to RI as a result.
8. **Adjourn – Motion made** by Region 1, second by Region 7 to adjourn. **Motion Passed.**

Meeting adjourned at 11:15 pm ET on September 25, 2010, sine die.
Minutes respectfully submitted by Lee Besing, Secretary