

REACT International, Inc.

Special Electronic Meeting of the Board of Directors via Skype

November 2, 2010, 9:11 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
- Warren Conlee (AZ), Region 8
- Kenny Jagdeosingh (TT), Region 9

Directors not present:

- Region 2 – Vacant
- Ed Kerby, Jr. (OH), Region 4, Vice Chairman

Officers:

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

Visitors:

1. John Capodanno (CA)

1. **Call to Order** at 09:11 PM ET by Chairman Knott.

2. **Roll Call** was conducted by Secretary Besing.

3. **Quorum** – A quorum was established with 7 of 8 possible votes. 3 non-voting officers present.

4. **Minutes** – Previous minutes not available at this time, will be sent out via email.

5. **Treasurer Report** – Director Land emailed simple treasurer report to board members & officers prior to this meeting. QuickBooks hasn't been updated since move to new office. Director Fry asked about some unaccounted checks that he had questions. GC/VP Thompson recommended we retain the services from a local CPA to assist in the day to day financial questions & for the next annual audit. He further recommended we ensure co-signed checks are signed by different persons or remove that requirement. He recommended we change our relationship with the RI Office Manager to that of an employee, not contract employee, due to concerns about payment of taxes. He felt we don't meet the IRS criteria for an independent contractor and could be challenged by the IRS with penalties if taxes not paid. Director Land stated all checks are signed by two persons. He requested that if we change the status of employment, that we do it at the end of a fiscal quarter to make easier bookkeeping. Chairman Knott stated that RI Office Manager Cutchin will resume search for local CPA after renewals are mailed out. Director Land said Ms. Cutchin has a local CPA in mind, who had previously quoted us very affordable rates at the time the office is moved. Mr. Land was satisfied with this selection.

6. **MX Guard Dog (Anti-Spam)** – Director Fry asked about a notice he received that his time had lapsed. Discussion held about effectiveness of the filter service and problems various directors had experienced. Secretary Besing will work with Mr. Drury to work out an instruction sheet on how to retrieve email that has been quarantined.

7. **Office Communications** – Mr. Fry stated he received the wrong renewal package for a team and asked if he could communicate directly with the Office. He stated the board had been told to not "bother" the office with unnecessary

calls during the renewal period. EVP Greany stated he would prefer directors restrict contact with the office until renewals were completed, but all renewal packages had been mailed out as of October 29th.

8. **Manlove Agreement** – Executive VP Greany stated the agreement has been signed by all parties.
9. **Office Computer** - Executive VP Greany said he was advised by Mr. Drury that the computer brought down from Suitland to the new office has been running unacceptably slow. Mr. Drury was on-site today working on the computer, and has been doing remote support. The primary computer in use was provided by Ms. Cutchin, but the original computer isn't ready for the renewal rush. Mr. Greany asked that the Board consider asking the office to purchase a new replacement computer to help with this process. **Motion made** by Region 7, second by Region 1, that the Board authorizes EVP Greany to purchase a new computer for use in the RI Office. R1Y, R3Y, R5Y, R6Y, R7, R8Y, R9Y. **Motion Passed.** Mr. Secretary stated there ought to be an upper limit of spending. Mr. Thompson agreed with the limit being needed. **Motion made** by Region 7, second by Region 1, to amend the motion as follows: The Board authorizes EVP Greany to purchase a new computer, not to exceed \$550, for use in the RI Office. R1Y, R3Y, R5N, R6Y, R7Y, R8Y, R9Y. **Motion passed.**
10. **Status of Renewals** - Executive VP Greany stated all renewals were mailed out last week.
11. **Legal Review of Documents** – General Counsel / VP Thompson stated he should review most documents being sent out of the RI Office prior to being sent, to prevent official documents / materials which could create potential legal problems or embarrassment to the organization, or could be stated in a more tactful manner when addressing teams. Discussion held. Questions raised about information requested on the new renewal forms. Chairman Knott read the instructions from the 2011 renewal forms, as to what was required, what was optional. Some items were “bolded”, other “shaded”. GC/VP Thompson stated he was concerned about collecting information that could lead to identity theft if our databases were accessed inappropriately. He also gave example of a in appropriate letter sent out to teams after last renewal threatening to withhold.

Motion by Region 1, second by Region 7, to recess at 10:40pm ET for 5 minutes. R1Y, R3Y, R5Y, R6Y, R7Y, R8Y, R9Y **Motion passed.**

Meeting resumed at 10:45pm ET. No change in quorum or visitors.

12. **Insurance Coverage** – Director Land asked if we should be reporting our unaffiliated members (Life & Affiliate) to the insurance for inclusion in our coverage. He stated we had directed former president Manlove to contact our insurance company on this topic, but no report had been returned to the board. Discussion on how many Life members were non-affiliated at present time.
13. **Resolution to authorize signatures on our investment account** - Director Land reported that paperwork was signed to authorize signatories on our investment account. Motion by Region 7, second by Region 8, to authorize signatures on our investment account for Directors Land, Jennings, and Walters. R1Y, R3Y, R5Y, R6Y, R7Y, R8Y, R9Y. Motion passed.
14. **Renewal of Region 9 Director's Local Team** – EVP Greany stated that the Region 9 Director's team had not been renewed / registered in 2010. Funds for 3 members were received last week, but no paperwork has been received in the RI Office as of today. Director Jagdeosingh stated this oversight was remedied on October 29th when brought to his attention, along with registration for 2011. Mr. Greany stated that no info has been received from 2011, but that wasn't due yet. Mr. Greany stated that Mr. Jagdeosingh should have known this renewal was needed last January for the 2010 cycle.

Motion by Region 1, seconded by Region 6, to table the election of RI President (to fill current vacancy) until 2010 renewal paperwork has been received from Region 9. Discussion held. Region 8 Director asked why this issue wasn't brought up at the beginning of the meeting tonight. EVP Greany stated he had intended to bring it up, but had overlooked it until this point in the meeting. None of the previous votes in this meeting would have been adversely affected.

Chairman Knott asked EVP Greany to send 2010 & 2011 renewal packets via e-mail to Director Jagdeosingh, and asked that Director Jagdeosingh expedite the completion & scanning of documents to return via e-mail to the RI Office. EVP Greany stated that the RI Office didn't send out 2011 renewal packets to non-renewed teams (from 2010 cycle), that it was the responsibility of each Region Director to follow-up on dropped teams in their region. R1Y, R3Y, R5N, R6Y, R7Y, R8Y, R9Y. **Motion passed.**

15. **Election of REACT International President** – Tabled by previous motion.

16. **Region 8 & Region 7** - Region 8 Director has offered to assist teams or potential teams in New Mexico & Colorado (part of Region 7) due to his closer physical proximity. GC/VP suggested it would be acceptable for Region 8 to help Region 7 with permission. Chairman Knott stated we should address the alignment of regions at a future meeting. Director Land accepted Director Conlee's offer to help.

17. **Annual Board Meeting Details** – Director Jennings stated his concern about availability of non-stop flights for him, to ensure availability of oxygen. Director Conlee stated a concern about distance to the nearest VA Hospital while in Lima.

Motion by Region 8, second by Region 1, to move into executive session at 11:54pm ET. R1Y, R3Y, R5Y, R6Y, R7Y, R8Y. Motion passed. All visitors dropped at this point.

18. *GC/VP Thompson discussed his inquiries to the RI Office,*

Motion by Region 1, second by Region 6, to leave executive session at 12:15am ET and return to normal session. R1Y, R3Y, R5Y, R6Y, R7Y, R8Y. Motion passed. Guests re-invited to join.

19. **Future Board Meetings** – Motion made by Region 6, second by Region 1, to set the date of the next electronic board meeting for 9pm ET, December 2, 2011. R1Y, R3Y, R5Y, R6Y, R7Y, R8Y. **Motion passed.**

20. **Adjournment** – **Motion by Region 1, second by Region 6, to recess this meeting until 9pm ET, December 2, 2011. R1Y, R3Y, R5Y, R6Y, R7Y, R8N. Motion passed.** Meeting recessed at 12:25am ET November 3, 2011.

21. **Meeting called back to order, 9:13pm ET, December 2, 2010** by Chairman Knott, using teleconference method. Director Jagdeosingh to connect via Skype thru Chairman Knott's connection.

22. Roll Call by Secretary

Directors / Officers Present:

- John Knott (FL), Region 3, Chairman
- Stan Walters (PA), Region 1
- Ed Kerby, Jr. (OH), Region 4, Vice Chairman
- Larry Fry (WI), Region 5
- B.F. Jennings (WA), Region 6
- Charlie Land (TX), Region 7, Treasurer
- Warren Conlee (AZ), Region 8
- Kenny Jagdeosingh (TT), Region 9 (via Skype)

Directors not present:

- Region 2 – Vacant

Officers:

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

Visitors:

- John Capodanno (CA)
- Clint Bradford (CA)
- Julio Ruvalcava (CA)
- Michael Cauley (FL)
- Robert W Stephens (CA)
- Robin Seehaas (CA)
- Michael Greany (CA)

23. Quorum – A quorum was established with 8 of 8 possible votes. 2 non-voting officers present.
24. Introduction of Guests - Secretary reported 7 guests participating in this segment (listed above).
25. Opening Remarks – Chairman Knott reminded everyone to mute their microphone when not talking.
26. Secretary Report – Approval of Previous Board Minutes – October 13, 2010, November 2, 2010 pending due to recess until tonight's meeting. **Motion** by Region 1, second by Region 4, to accept the minutes from October 13, 2010. R1Y, R3Y, R4Y, R5Y, R6Y, R7Y, R8Y, R9A. **Motion passed.**
27. Treasurer's Report – Nothing new since prior meeting.
28. Status of Director Jagdeosingh membership. Dues and paperwork received? EVP Greany reported all paperwork in order.
29. President Election – Secretary conducted verbal roll call by director. Tie Vote, no election.
- a. Chuck Thompson & John Knott candidates
 - b. Vote held: R1 John Knott, R3 John Knott, R4 John Knott, R5 Chuck Thompson, R6 Chuck Thompson, R7 John Knott, R8 Chuck Thompson, R9 Chuck Thompson. Tie vote.
30. Region 2 Candidates.
- a. Norman Kaplan (MD) & Charles Hardy (WV) have been nominated for this position.
 - b. No vote held.
31. GERC Report – Region 1 Director Walters reported that Global Emergency Radio Coalition (GERC) will be holding their next in-person meeting in the RI offices on January 15-17, 2011. They will fly in on Thursday, January 14th. Representatives / Delegates from GERC will stay at the Sleep Inn Hotel, about 20 minutes from the office. Mr. Walters will attend as our appointed delegate and report back. Discussion held regarding purpose of GERC and who was a member.
32. Hotel Information for WBM Ohio? Region 4 Director Kerby stated he would obtain all needed information and email to the full board within the next week. He stated that medical supply stores were available, that he would coordinate with Director Jennings re oxygen, and that a VA Clinic was available locally if Director Conlee required medical treatment. Mr. Kerby reported there were 2 state of the art hospitals available and a VA hospital was about an hour away.
33. Any further business before the Board?
- a. Region 6 Director Jennings asked why *the REACTer* was changed to a different printer, effective the July – September 2010 issue. EVP Greany reported there was a problem with the April – June issue by previous printer sending to incorrect mailing list which resulted in excessive postage expenses. Director

Jennings asked who authorized a contract with Mr. Hutchins to print the July-September 2010 issue.

Response was President / EVP authorized the change. The July-September issue was delayed by postal permit and delivery issues. 1776 issues were printed @ \$0.85/per copy.

- b. Region 6 Director Jennings asked various questions about office operations and cost of the move to our new offices. Treasurer Land stated the cost of the move was basically the cost of the rental truck and fuel, and that he had previously submitted all financial reports to Director Jennings before this meeting.
 - c. Region 6 Director Jennings stated he had emailed his list of questions to the board members prior to this meeting. Region 1 stated we needed time to prepare responses in advance of a meeting.
 - d. Region 8 Director Conlee asked if any other directors had contacted the teams in their regions to poll them regarding the various voting issues. Region 1 Director Walters stated he had contacted his teams. Region 6 Director Jennings stated he had contacted his teams. Region 9 Director Jagdeosingh reported he did consult with teams in his region.
 - e. John Capodanno (CA) was willing to work on the bylaws committee and would work with EVP Greany to submit his suggested amendments.
 - f. Region 8 Director Conlee asked Mr. Capodanno if there were any unfinished issues that he could help him with finding answers or solutions.
 - g. Robin Seehaas (CA) asked when will the *REACTer* be mailed. Chairman Knott reported there was a holdup in the updating of our postal permit that has prevented mailing via our permit. Mr. Seehaas asked if the printer has been paid. Chairman Knott stated the Treasurer would know the answer re checks, and EVP Greany has stated that in the meantime, the RI office will mail a copy upon request.
34. Future Board Meetings prior to Annual Board Meeting – Secretary Besing stated he felt another electronic meeting would be needed after the first of the New Year, prior to our Annual Board Meeting. Region 6 Director Jennings stated he felt the Annual (Winter) Board Meeting location should be changed back to Dinwiddie. Discussion held, no action taken.
35. Adjournment – Motion to adjourn by Region 4, second by Region 1 to adjourn. R1Y, R3Y, R4Y, R5Y, R6Y, R7Y, R8Y, R9Y. **Motion passed.** Meeting adjourned at 11:10pm ET.

Note: Region 8 Director Conlee called the secretary following the meeting to state his phone connection had been muted, thus preventing him from seconding the motion to adjourn.

Minutes respectfully submitted by Lee Besing, Secretary