

REACT International, Inc.
Board Meeting of Directors
June 12, 2011
Electronic/Teleconference

Directors and Officers Present

- Stan Walters (PA) – Region 1, Chairman
- Norman Kaplan (MD) - Region 2
- John Knott (FL) – Region 3, President
- Ed Kerby (OH) – Region 4, Vice Chairman (late came on at 9:57pm est.)
- Larry Fry (WI) – Region 5
- Frank Jennings (WA) – Region 6
- Charles Land (TX) – Region 7
- John Capodanno (CA), Region 8
- Kenny Jagdeosingh (TT) – Region 9

Directors Not Present**Officers**

- Michael Cauley (FL) – Assistant Secretary
- Lee Besing (TX) – Treasurer

Officers Not Present

- VACANT – Executive VP
- Charles A Thompson (TX) – VP/General Counsel
- Michael Castiglioni (MA), Secretary

Visitors

- Roy Drury (FL) – Assistant Region 3 Director
- Ed Greany (CA) – Crest REACT
- Steve Palmer (CA) – LA County REACT
- Pat Carney (CA) – Quake Safe REACT
- Don Handel (CA) – Quake Safe REACT
- Barry Flint (CA) – Crest REACT
- Vincent Mazzuca (CA) Crest REACT

1. Call to Order at 9:25PM EST by Chairman Walters
2. Roll Call, 9 out of 9 directors are present, 3 of 5 non-voting officers are present, and there is a quorum present.
3. Welcoming Remarks – Chairman Walters - Meeting operation, mute phones.
4. **Agenda Item 6** – Discussing on CREST REACT
 - Region 8 Mr. Capodanno reported on teams in his region including Crest REACT. He believes Crest REACT is not a Board issue.

5. **Agenda Item 7** – Officer Changes – President Knott

Mr. Hardy is still willing to be the Executive VP. President Knott nominates Mr. Hardy to fill the Executive VP position until the Annual Board meeting.

Motion by Region 8, second by Region 3 to have Mr. Hardy fill the term of Executive VP until the Annual Board meeting.

R1 Y, R2 N, R3 Y, R4 Y, R5 N, R6 N, R7 N, R8 Y, R9 N

MOTION DID NOT PASS

The Board wants a resume from Mr. Hardy

Motion by Region 2, second by Region 5 to extend Mr. Thompson term as VP/General Counsel till the 2012 Annual Board Meeting.

R1 N, R2 Y, R3 N, R4 N, R5 Y, R6 Y, R7 N, R8 N, R9 Y

MOTION DID NOT PASS

6. Mr Fry left the meeting at 10:43pm EST

7. **Agenda Item 8** – 2012 Dues

A. Frank discussed raising the dues for 2012. Member dues from \$20.00 to \$25.00

B. Frank will send out more information via email about this. Discussion to be held at the next workshop about dues.

8. **Agenda Item 9 – Secretary’s Report** - Michael Cauley.
None at this time.

9. Mr. Land left the meeting at 10:57PM EST.

10. **Agenda Item 10 – Team Management Handbook** – John Capodanno, Norman Kaplan.
They are making progress on it.

11. **Agenda Item 11 – Financial updates** - Lee Besing, John Knott.

John will work with Lee on Tuesday on the Financials.

12. **Agenda Item 12 – New position of REACT Historian** - Norman Kaplan

Delegated to the President to take care of.

13. **Agenda Item 13 -- Affiliate Member program enhancements** - Norman Kaplan

Will talk about this during the next workshop.

14. **Agenda Item 14 -- CafePress shop report** – Stan Walters, Roy Drury

Will work out this item in a workshop.

15. Agenda Item 15 -- Sexual Harassment policy - Norman Kaplan

The need for Sexual Harassment policy for REACT International and a structure for teams to use.

Go over it at the next workshop. Then vote on it at the July Meeting.

16. Agenda Item 16 – Adjournment

- a) Next Workshop - June 29, 2011
- b) Next Board meeting - July 10, 2011

Motion made by Region 6, second by Region 2, recess till June 23, 2011 9:00pm est.

R1 Y, R2 Y, R3 Y, R4 Y, R5, R6 Y, R7, R8 Y, R9 Y

Motion Passed

Meeting recessed at 11:37pm est.

Meeting Reconvened June 23, 2011 at 9:12pm est.

Directors and Officers Present

- Stan Walters (PA) – Region 1, Chairman
- Norman Kaplan (MD) - Region 2
- John Knott (FL) – Region 3, President
- Larry Fry (WI) – Region 5
- Frank Jennings (WA) – Region 6
- Charles Land (TX) – Region 7
- John Capodanno (CA), Region 8

Directors Not Present

- Ed Kerby (OH) – Region 4, Vice Chairman
- Kenny Jagdeosingh (TT) – Region 9

Officers

- Michael Castiglioni (MA), Secretary
- Michael Cauley (FL) – Assistant Secretary
- Lee Besing (TX) – Treasurer

Officers Not Present

- VACANT – Executive VP
- VACANT – VP/General Counsel

Visitors

- Roy Drury (FL) – Assistant Region 3 Director

Motion made by Region 3, second by Region 8 to reconsider the nomination of Mr. Hardy for Executive VP.

Region 3 withdraws the motion and Region 8 withdraws the second.

After discussion of parliamentary procedure to include weights of motions region three withdraws the motion.

Motion by Region 7, second by Region 6 to reopen nominations for Executive VP.

R1 Y, R2 Y, R3 Y, R5 Y, R6 Y, R7 Y, R8 Y.

Mr. Kaplin nominates Jerry Jones from Dallas County REACT.

Mr. Knott nominates Charlie Hardy from West Virginia.

Voted for Jerry Jones, Region 2 and 7.

Voted for Charlie Hardy, Region 1,3,5,6 and 8.

Charlie Hardy is the new Executive VP.

Motion Made by Region 6 second by Region 2 That the Chairman of the Board use the July issue of the Monthly radiogram to notify the Teams and Members of REACT International Inc. of the dire fiscal and membership condition of the corporation advising them of the considerations of the Board such as raising dues \$10.00 to \$20.00 and requesting their input via email addressed to ri.board@reactintl.org in time for our 2012 renewal period that is to commence Sept. 2011. The Board will weigh the replies to govern the method to be used to correct the problems.

Region 8 director left the conference call.

R1 Y, R2 Y, R3 Y, R5 Y, R6 Y, R7 Y.

Motion Passed

Terry Allen (TX) – Dallas County REACT has joined the meeting.

John Knott discussed REACT Insurance.

John Knott discussed the due date for regional elections due to a Postal strike in Canada.

Motion by Region 2 second by Region 5 to allow the Canadian teams to email their ballots to the office due to the mail strike in Canada. With the following information in the email:

- The date of their meeting.
- How many members where at the meeting.
- Who they are voting for.

These are proxy votes that will be held at the office until there hard copy ballot is received.

R1 Y, R2 Y, R3 Y, R5 Y, R6 Y, R7 Y.

Motion Passed

Motion by Region 2, second by Region 3 to accept ballots from Canadian Teams until the close of business on July 5th 2011 either by email or postal mail.

R1 Y, R2 Y, R3 Y, R5 Y, R6 Y, R7 Y.

Motion Passed

Motion to Adjourn by Region 2 second by Region 3

R1 Y, R2 Y, R3 Y, R5 Y, R6 Y, R7 Y.

Motion Passed

Meeting Adjourned at 11:00pm est.

Minutes taken by Assistant Secretary Michael Cauley