

Board of Directors Meeting Minutes - Cover Sheet

Date: Sunday, August 14, 2011
Time: 9PM EST
Meeting Type: Teleconference (**Digitally Recorded**) **Length:** 6 Pages (**Including Cover Sheet**)
Called by: Board of Directors Vote
Minutes Recorded by: Michael S. Castiglioni, Secretary, REACT International Inc.

Corporate Officers Present:

John Knott	President	OT
Charles Hardy	Executive Vice President	NP
Michael S. Castiglioni	Secretary	OT
Michael Cauley	Assistant Secretary	OT
Lee Besing	Treasurer	NP
Frank Jennings	Asst. Treasurer	OT

Board of Directors:		OT=ON TIME	NP=NOT PRESENT	L=LATE
Stan Walters	Region 1			OT
Norman Kaplan	Region 2			OT
Roy Drury	Region 3			OT
Ed Kerby	Region 4			OT
Laurence Fry	Region 5			OT
Thomas Jenkins	Region 6			OT
Charlie Land	Region 7			OT
John Capodanno	Region 8			OT
Kenny Jagdeo Singh	Region 9			OT

Assistant Directors:

Michael S. Castiglioni – Region 1

Guests:

Robby Goswami, Trinidad 2496
Steve Ramos, LA County REACT
Matt Anderson, LA County REACT

Erskine Loney, Trinidad 4928
Charles Thompson, Dallas County REACT

ITEM- 4 9:15 MEETING CALLED to ORDER

Roll Call taken, Quorum met. All Directors present, Treasurer Besing unable to attend.
Guests were accounted for and introductions made.

ITEM - 5 9:21 ANNOUNCEMENTS

Chairman Walters makes all present aware of the Agenda as well as forms President Knott sent via email.

ITEM - 6 9:27 MINUTE APPROVAL

Chairman Walters talks about the need to approve minutes from 9-25-2010. Advises all Directors that if the minutes need to be discussed in detail, that it must be done in closed session due to content of executive conversations.

President Moves to approve minutes of 9-25-2010, R7 Seconds.

Discussion: R5 asks if their is Compliance with item 4. President says "Yes".

R2, is the person in question in the inactive database. If so then item 4 is not completed.

President withdraws motion.

President Moves to table vote in executive session until the end of meeting. R2 Seconds.

Vote Record: President-Y, R1-Y, R2-Y, R3-N, R4-Y, R5-Y, R6-Y, R7-Y, R8-N, R9-Y

Disposition: MOTION PASSES

ITEM - 7 9:35 REPORTS: DIRECTORS & OFFICERS

Region 9 - Sending in reports on Trinidad business. Working with delinquent teams at this time.

Region 8 - Nothing to Report at this time.

Region 7 - Working with 2 prospective new teams.

Region 6 - Nothing to Report at this time.

Region 5 - Bypass, due to meeting time constraints

Region 4 - Working with a team 30 miles North, Team may be starting up.

Region 3 - Currently working with 3 perspective teams, 1 team is new.

Region 2 - Nothing to Report at this time.

**Region 1 - Successfully prevented a convicted felon from starting a team. New team starting in NY,
New team in Hartford CT. Another team may be re-chartered in NY.**

Corporate Officers - Bypassed, per Chairman.

ITEM - 8 9:50 MINUTE APPROVAL

R2 Moves to Approve July 10 2011 Minutes, R4 Seconds.

Vote Record: President-Y, R1-Y, R2-Y, R3-A, R4-Y, R5-Y, R6-Y, R7-Y, R8-N, R9-Y

Disposition: **MOTION PASSES**

ITEM 9 - 10:01 TREASURER REPORT

Report conducted by the President. Mr. Besing and Land, forwarded a report via email on July 30, 2011. This report was from the Excel spread sheet and produced from Quick books. The "Budget" column was added in by Mr. Land.

ITEM 10 - 10:10 COMITTEE LIASON REPORT

Bypassed, per Chairman.

ITEM 11 - 10:11 OLD BUSINESS

A.) DUES:

R7, states, we are almost breaking even due to our lower insurance costs. RI should increase dues to counteract insurance premiums.

President states that by taking the "REACTer" to a fully digital format, expenses will drop even further in 3rd and 4th quarter.

R7, Moves to decrease insurance by \$5.00, raise RI dues by \$5.00 and impose a \$5.00 penalty per member to start on January 1st, 2012 and every year thereafter until such time as the Board changes this schedule. Only to affect US, Canada and Puerto Rico teams. R2, Seconds.

Vote Record: President-Y, R1-Y, R2-Y, R3-N, R4-Y, R5-Y, R6-Y, R7-Y, R8-N, R9-Y

Disposition: **MOTION PASSES**

B.) LIFETIME DUES:

R2, Moves to increase Lifetime Member dues from \$300.00 to \$375.00. President Seconds.

Vote Record: President-Y, R1-Y, R2-Y, R3-N, R4-Y, R5-N, R6-Y, R7-Y, R8-A, R9-Y

Disposition: **MOTION PASSES**

C.) LATE FEE ASSESSMENTS:

R7, Moves to eliminate current team late fees, new fees would take effect. President Seconds.

Vote Record: President-Y, R1-Y, R2-A, R3-A, R4-Y, R5-N, R6-A, R7-Y, R8-N, R9-A

Disposition: **MOTION FAILS**

ITEM 11B - 11:15 MEMBER BENEFITS

A.) President advises, Members only website now shows discounts on HERTZ rental cars and WORKING ADVANTAGE which allows Members to get discounts on various types of entertainment. This service is completely free of charge to RI.

B.) R3, TECHSOUP, Moves to table until next regular meeting. R2 Seconds.

Chairman bypasses item in place of motion.

ITEM 12 - 11:23 NEW BUSINESS

A.) PRESIDENTS ACTION AWARD COMMITTEE

Bypassed, by Chairman.

B.) REACTer PRINTING PROPOSAL

Chairman advises on, MagCloud.com, Printing "On Demand" that allows PDF format of REACTer to be printed.

R1, Moves to dispense with Valley Offset and bulk mail permit in favor of Magcloud.com, R2 Seconds.

R3 recues himself on discussion due to his relationship with the Editor (a contracted employee of RI).

C.) CPA

President advises that he has been speaking with CPA, Thomas Puryear about the possibility of request for proposal of quotation for financial review and/or audit.

R3, Moves to accept proposal as written, of Mr. Puryear to conduct financial review and/or audit, as presented by President Knott. R8 Seconds.

AMMENDMENT 1: Conditional upon meeting statutes of VA, IL, and that of the IRS in so far as fiduciary responsibility and compliance. R3 & R8 Agree.

Vote Record: President-Y, R1-Y, R2-Y, R3-Y, R4-Y, R5-Y, R6-Y, R7-Y, R8-Y, R9-Y

Disposition: MOTION PASSES

AMENDMENT 2: R7, Moves to request the CPA include the "activities" of the past President, within the scope of his financial review. R2, Seconds.

Vote Record: President-Y, R1-Y, R2-Y, R3-Y, R4-Y, R5-Y, R6-Y, R7-Y, R8-Y, R9-Y

Disposition: MOTION PASSES

D.) 50TH ANNIVERSARY PATCHES

President would like to order additional patches. RI current count is at 75.

R3, Moves to allow President to order 300 patches at published rate. R2, Seconds.

Vote Record: President-Y, R1-Y, R2-Y, R3-Y, R4-Y, R5-Y, R6-Y, R7-Y, R8-N, R9-Y

Disposition: MOTION PASSES

E.) OTHER NEW BUSINESS

R3 advises on North Carolina team, which is on the IRS list of entities losing their 501(c)3 status for failure to file a 990N "postcard" with the IRS for 3 years. The team in question is looking for way to

dissolve and reform their team under a new Charter. Questions have been raised as to the "new" team retaining their original team number.

ITEM 12 - 12:54 NEW BUSINESS (Continued)

F.) RHODE ISLAND STATE REACT

Chairman advises that if a former team wants to come back, RI will issue same Charter number and name as long as 3 original members return. Currently there are 2 original members that are returning and are looking for reinstatement with an exception to reinstitute them with their former Charter number and team name, due to financial considerations.

R1, Moves to allow the former "RI State React" to keep their former name and charter number.

R2, Seconds.

Vote Record: President-Y, R1-Y, R2-Y, R3-Y, R4-Y, R5-Y, R6-Y, R7-Y, R8-Y, R9-Y

Disposition: **MOTION PASSES**

R6, Moves to have Bylaws Committee look into incorporating Electronic notification.

R4, Seconds.

Vote Record: President-Y, R1-Y, R2-A, R3-Y, R4-Y, R5-Y, R6-Y, R7-Y, R8-Y, R9-Y

Disposition: **MOTION PASSES**

ITEM 13 - 1:13 EXECUTIVE SESSION

A.) COMMENCE EXECUTIVE SESSION

R2, Moves to go into Executive Session. R3, Seconds. R5, requests Mr. Thompson join this session. Mr. Jennings to also attend.

Vote Record: President-Y, R1-Y, R2-Y, R3-Y, R4-Y, R5-Y, R6-Y, R7-Y, R8-Y, R9-Y

Disposition: **MOTION PASSES**

B.) MINUTE APPROVAL 9-25-2010

R7, Moves to approve the minutes of 9-25-2010 as written. R3, Seconds.

Vote Record: President-Y, R1-Y, R2-A, R3-A, R4-Y, R5-A, R6-Y, R7-Y, R8-A, R9-Y

Disposition: **MOTION PASSED**

C.)DISMISS EXECUTIVE SESSION

R3, Moves to come out of executive session. R2 Seconds.

Vote Record: President-Y, R1-Y, R2-Y, R3-Y, R4-Y, R5-Y, R6-Y, R7-Y, R8-Y, R9-Y

Disposition: **MOTION PASSES**

ITEM 14 - 1:48 NEXT MEETING

A.) August 25, Workshop, 9pm on Skype.

B.) RECESS OF MEETING

R2, Moves to recess meeting until August 21, 2011 at 9pm EST. R6, Seconds.

Vote Record: President-Y, R1-Y, R2-Y, R3-N, R4-Y, R5-Y, R6-Y, R7-Y, R8-NP, R9-Y

Disposition: **MOTION PASSES**

MINUTES SUMMARY

SUGGESTIONS: To cut down on meeting time, it may be prudent *not* to ask guests to identify themselves until such a time as they speak on an issue. Over the past 2 meetings, we have spent 15 minutes on each occasion for this one action.

We may also want to have the official "On call" time to start at 8:50pm as to relieve delays.

	MOTIONS MADE - 14
	MOTIONS PASSED - 13
	MOTIONS FAILED - 01
MINUTE APPROVAL Tabling, 9-25-10	- MOTION PASSED
MINUTE APPROVAL , 7-10-11	- MOTION PASSED
DUES	- MOTION PASSED
LIFETIME DUES	- MOTION PASSED
LATE FEE ASSESSMENT	- MOTION FAILED
CPA	- MOTION PASSED
AMMENDMENT	- MOTION PASSED
50th ANNIVERSARY PATCH	- MOTION PASSED
RI STATE REACT	- MOTION PASSED
BYLAWS COMMITTEE	- MOTION PASSED
COMMENCE EXECUTIVE SESSION	- MOTION PASSED
MINUTE APPROVAL 9-25-2010	- MOTION PASSES
DISMISS EXECUTIVE SESSION	- MOTION PASSES
MEETING RECESS	- MOTION PASSES

