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11 DEC 11 Special Board Meeting Minutes

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President Knott advised Secretary Castiglioni did not respond to calls and Mr. Cauley was not available so he would take minute notes.

Meeting called to Order at 9:09 p.m. EST.

Directors Present

- Region 1: Stan Walters (PA)
- Region 2: Norman Kaplan (MD)
- Region 3: Roy Drury (FL)
- Region 4: Ed Kirby (OH)
- Region 5: Larry Fry (WI)
- Region 6: Tom Jenkins (ID)
- Region 7: Charles Land (TX)
- Region 8: John Capodanno (CA)
- Region 9: D. Kenny Jagdeosingh (Trinidad)
- President: John Knott (FL)

Officers Present

- President: John Knott (FL)
- Executive Vice President: John L. Mahon (MA)
- Secretary: Michael Castiglioni (MA)
- Treasurer: Lee Besing (TX)
- Asst. Treasurer: Frank Jennings (WA)
- Asst. Treasurer: Stan Walters (PA)

President Knott advised there was a Quorum

Guests Present

- Chuck Thompson, Dallas County (TX)
- Jerry Jones, Dallas County (TX)
- Vincent Mazzuca, LA County (CA)
- Steve Ramos, LA County 840) CA)
- Skype Xoflex remained unidentified and was placed on hold

Chairman Walters advised this was an unscheduled special meeting regarding the March Annual (winter) Board meeting location and to review the Drury Hotel contract. Chairman Walters confirmed all Board members had received a copy of the contract.

President Knott outlined the contract details.

40 Rates are at the Atlanta market in the Morrow, Ga., facility south of Atlanta, \$67.95/night
41 Thursday through Saturday night, may be extended based on availability, We can fit into small
42 meeting room, conditions and fees were outlined, individuals have to make their own
43 reservations, RI-HQ will not be paying for attendee accommodations. We need ten guest
44 room nights to receive complimentary meeting room with \$50.00 set up fee. The contract
45 needs to be signed and back to Drury Inn by December 14 to validate the contract as written.
47

48 Region 7 requested clarification of meeting room conditions – President Knott compared
49 meeting room to that used in Dallas 2 years ago.
50

51 Region 9 requested clarification room rate, accommodations, occupancy, and location.

52 Region 6 requested clarification of taxes, President advised approx 14%.

53 Region 3 requested clarification if 14% covered the sales tax and hotel tax – Yes it does.

54 Region 5 requested clarification of ten room nights – Based on the number of days the
55 meeting room is needed. Chairman Walters read from the conditions from the contract. We
56 need 20 room nights for the meeting room.
57

58 Motion by Region 3, second by Region 8; to accept the contract.
59

60 Discussion included the Quad rate to include 2 double beds; cost of transportation from
61 airport/hotel. A hotel shuttle does not exist; President Knott was personally going to assist
62 with transportation to the hotel. The number of room nights/meeting room was revisited
63 and discussed, reading from the contract. Room rates may be increased if 80% of the rooms
64 are not occupied. The contract, page 2, does not appear to specify rooms for Saturday night,
65 where would attendee's spend Saturday night? It may be indicative that we are not obligated
66 for these rooms.
67

68 The motion was amended to authorize President Knott to sign the contract pending acceptable
69 answers to the questions asked:

70 Saturday night lodging

71 The meaning of 12-12-0

72 The actual number of room nights required to get the small meeting room for free
73

74 Region 5 was not comfortable without these questions specifically addressed in writing.
75

76 Region 3 does not accept the amendment to his motion. Vote on original motion by Region 3.
77

78 R1-N; R2-N; R3-Y; R4-Y; R5-N; R6-N; R7-N; R8-N; R9-Abs; Pres.- Y. The motion failed.

79 Motion by Region 7, second by President Knott; to authorize the President to negotiate and
80 sign a contract. He is willing to trust President Knott's judgment that the questions would be
81 clarified.
82

83 R1-Y; R2-A; R3-N; R4-Y; R5-N; R6-N; R7-Y; R8-N; R9-A; Pres.- Y. The motion failed.

84
85 We are back to the drawing board to find a place to meet for the winter board meeting, as
86 the primary purpose of this meeting.

87
88 The Chairman opened the floor to discussion of the Board's expectations of a meeting place
89 and concerns. Doubling of rooms may reduce our ability to meet the obligation for the small
90 meeting room. We may be obligated to additional expenses for falling under the ten-room
91 requirement.

92
93 Motion by Region 3, second by Region 6, to authorize the President to renegotiate the
94 contract based on the concerns expressed tonight; bring the contract back to the Board by
95 Email; have the Board of Directors respond by Email with the approval; if he has a majority of
96 the Directors' approval he is authorized to sign the contract. Motion amended to authorize
97 President Knott to poll the Board by phone if particular Board members are unresponsive by
98 Email. The amendment was accepted by R3 and R6.

99
100 R1-Y; R2-Y; R3-Y; R4-Y; R5-A; R6-Y; R7-Y; R8-Y; R9-Y; Pres.- Y. The motion passed.

101
102 Region 7 asked if it would it be helpful to poll the attendees to determine who may be
103 doubling up the rooms. The poll resulted in a commitment to 8 rooms.

104
105 ITEM 5: Business that cannot wait until January 8

106
107 Region 9 Requested a convention update – Ron Mayes (Sedgewick County REACT, Kan.) is
108 looking at possibly hosting a 2012 convention but is concerned with having a sufficient
109 number of volunteers. R9 reported Trinidad & Tobago was finishing their convention
110 proposal and expects to be submitting it the Board shortly.

111
112 Treasurer Update by Mr. Besing. President Knott, Brenda, and he have participated in a
113 teleconference finalizing a reconciliation through November/December. She will be
114 generating checks in QuickBooks to be sent to him for signature; he anticipates reports being
115 available; the PayPal lump sum transfer problem was resolved; he has not received any
116 statement information from Mr. Jennings regarding our investments, therefore, that
117 information cannot be included; the mailing of the investment statements to RI-HQ has to be
118 confirmed to facilitate copies being forwarded for his reports.

119
120 Region 5 left the meeting at 10:09 p.m. EST.

121
122 Region 9 requested clarification of winter Board meeting dates, March 23 & 24, 2012

123
124 Motion by Region 8, second by Region 2, to remove John Knott from the office of President.
125 Chairman Walters asked for the basis of the motion. Region 8 referenced the Emailed
126 allegations by Region 3 regarding this motion.

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Region 5 returned to the meeting at 10:13 p.m. EST.

The discussion included financials and the CPA search for the audit. Chairman Walters outlined our search for a CPA from multiple previous minutes. The audit requirements were highlighted. There are numerous concerns regarding incomplete tasks by President Knott. Region 8 does not want to discuss/address the concerns in open session and called the question to vote on ending the discussion and moving to a vote.

R1-N; R2-Y; R3-Y; R4-N; R5-Y; R6-Y; R7-N; R8-Y; R9-A; Pres.-A. The motion to close the discussion failed. Clarification of President Knott's obligation to recuse himself and affecting the vote. With or without, the vote does not have a majority of votes needed.

Additional discussion expressed concern with the allegations. Chuck Thompson noted that the Chairman of the Board should be neutral on the matter. If Director Walters wanted to be an advocate in the discussion, he should step down and have the Vice-Chairman take over. Chairman Walters noted that with a Board this small that's not feasible. Discussion continued noting this action is usually for very drastic actions, that cannot wait for an election, to address specific details. A mid-term leadership change may be more harmful to the organization.

Region 2 shared an opinion from a friend who was a lawyer responding to questions. He asked if an officer should keep documents from members of the Board of Directors. A company's documents should always be available to Directors. A corporate officer must be responsive to reasonable questions posed by Board members. If a majority of the board makes a request of an officer, that officer must provide an answer. A board may also remove an officer by majority vote. President Knott had previously stated that by December 4, which was last Sunday, he would have an answer to the reconciliations as requested by the Board of Directors. Reconciliations for January through October were sent out on December 11 and were discussed as it relates to President Knott's responsibilities. The accuracy of specific reconciliations was discussed questioning specific transactions as valid. President Knott advised we are at the mercy of the CPA as to when we receive the reports. The payroll taxes, for the second and third quarters, have been completed and will be sent out this week. Clarification brings the main motion to vote

R1-N; R2-Y; R3-Y; R4-N; R5-Y; R6-Y; R7-N; R8-Y; R9-y; Pres.-A. The motion passed and Mr. Knott left the meeting.

Region 2, second by Region 6, nominated Mr. Capodanno to the Office of President to fill the remaining term until the winter board meeting. Region 5 nominated Chuck Thompson who respectfully declined. The nomination was withdrawn. Motion to close nominations; Mr. Thompson advised the motion was out of order and nominations reopened. Chairman Walters nominated John Knott, second by Region 9. There were no other nominations, the

172 Nominees are John Capodanno and John Knott. Directors asked to vote by stating the last
173 name. John Knott was not present to accept the nomination leaving one nominee for
174 President. Chairman Walters asked Board members to exercise patience as he was now
175 taking the minutes.
176
177 R1-K; R2-C; R3-C; R4-A; R5-C; R6-C; R7-A; R8-R; R9-C. Mr. Capodanno is the new President.
178
179 Motion by Region 8, to remove Treasurer Besing. Mr. Besing stated that he would end his
180 14 years of Service with the Board and they can figure this out themselves, goodnight. The
181 attempts to clarify Mr. Besing's statement remained unanswered and it was opined that he
182 is resigning his position as treasurer. The Bylaws state a resignation must be submitted to
183 the Secretary in writing, and to forestall any question about the resignation, the vote was
184 conducted.
185
186 Motion by Region 6, second by Region 3, to remove Mr. Besing from the office of Treasurer.
187 Region 9 requested and received clarification of why the motion is being brought forward.
188
189 R1-A; R2-Y; R3-Y; R4-A; R5-Y; R6-Y; R7-A; R8-Y; R9-Y. The motion passed.
190
191 EVP Mahon advised the Board of the contact limitations with the CPA per John Knott's
192 instructions. President Capodanno will submit a replacement President's article for
193 the REACTer.
194
195 Motion by Region 8, second by Region 5, to adjourn the meeting.
196
197 R1-Y; R2-Y; R3-Y; R4-Y; R5-Y; R6-Y; R7-Y; R8-Y; R9-Y.
198
199 The Board is adjourned until Sunday, January, 8th at 9:00 p.m., EST.
200

Minutes prepared by:

John L. Mahon
Executive Vice-President
REACT International Inc.