

1 SPECIAL MEETING
2 Of the
3 Board of Directors
4 of REACT International, Inc.,
5 held 12 and 19 February 2012
6 by conference telephone
7

8 **Directors Present**

9 Stan Walters, Region 1, Chairman
10 Norm Kaplan, Region 2
11 Roy Drury, Region 3
12 Ed Kerby, Jr., Region 4, Vice Chairman
13 Larry Fry, Region 5
14 Tom Jenkins, Region 6
15 Charles Land, Region 7
16 John Capodanno, Region 8
17 D. Kenny Jagdeosingh, Region 9
18

19 **Directors Absent -- None**
20

21 **Officers Present**

22 John Capodanno, President
23 Charles A Thompson, Vice President & General Counsel; Acting Secretary for the meeting
24 Frank Jennings, Assistant Treasurer
25 Stan Walters, Assistant Treasurer
26

27 **Officers Absent**

28 John Mahon, Executive Vice President
29 Michael Castiglioni, Secretary
30 Dennis Luciani, Treasurer
31

32 **Visitors Present**

33 Alex Iguana, Laco REACT
34 Robby Goswami, Team 2496 (Trinidad)
35

36 *The meeting called to order at 2108 (9 p.m.) EST on Sunday, 12 February 2012, by Chairman Walters.*
37 *The Acting Secretary announced that there were 13 persons present, and that the Board of Directors*
38 *had a quorum present.*
39
40

41 1. **WELCOME.** The Chairman welcomed all present to the meeting. He announced that he would
42 not stand for reelection in the upcoming elections for Regions 1, 4, and 7.
43

44 2. **ANNUAL MEETING.** It was announced that the Annual Meeting of the Board of Directors
45 would be held at the Drury Inn and Suites, Morrow, Georgia, on Friday, 22 March 2012, and Saturday,
46 23 March 2012.
47

- 48 3. **APPROVAL OF MINUTES.** Minutes for the following meetings were considered for approval.
49 a. 14 November 2011 – Draft 1 of minutes. Motion Mr. Kaplan, 2d Mr. Kerby to approve.
50 Unanimous.
51 b. 11 December 2011 – There were some questions, and approval was postponed.

- 52 c. 8 January 2012 – The Chairman reported that these Minutes had errors and should be
 53 corrected and presented for approval at the next meeting. Consensus to do so.
 54 d. 29 January 2012 – Mr. Kaplan moved, Mr. Drury 2d, to approve. Unanimous.
 55

56 4. **FINANCE REPORT.** President Capodanno said that a formal financial report will be released
 57 shortly after 15 February 2012. A Draft P&L Statement and Balance Sheet was just sent out.
 58

59 **5. OFFICER REPORTS**

- 60 a. President Capodanno – has processed a large number of Team registrations.
 61 b. Assistant Treasurer Jennings – has updated the investment records for the Life Member
 62 Fund.
 63 c. Vice President & General Counsel Thompson – No report
 64

65 **6. DIRECTOR REPORTS**

- 66 a. Region 1 – Working on Team renewals. Assistant Director reports that the prospective
 67 Team in Pittsburg is getting started.
 68 b. Region 2 – No report.
 69 c. Region 3 – No report. Will be sending out a renewal status report soon.
 70 d. Region 4 – Currently working with a Team to get renewal.
 71 e. Region 5 -- Has one Team that dropped. Others are working on renewal.
 72 f. Region 6 – Valley Wide REACT has sent in renewal. Region100%
 73 g. Region 7 – No report.
 74 h. Region 8 – All but two Teams are renewed.
 75 i. Region 9 – No report.
 76

77 7. **MEMBERSHIP COMMITTEE.** Met Wednesday, 8 February2012. Will be sending out a
 78 report on progress.
 79

80 8. **UNFINISHED BUSINESS.** The Board took up a matter tabled at the 8 January 2012 meeting
 81 when Mr. Drury proposed that Director’s Teams must be registered by 31 January or lose their positions.
 82 Mr. Drury withdrew his proposal.
 83

84 9. **TEAM MANAGEMENT PROJECT.** Mr. Drury sent out a bid procedure for the Web Site
 85 project. Mr. Land moved approval of the project as discussed in the documents sent out 12 February
 86 2012. Mr. Kaplan 2d. Unanimous.
 87

88 10. **GUEST COMMENTS.** The Chairman asked if any guests had comments. None did.
 89 <Jerry Jones, Dallas County REACT, checked in>
 90

91 *[Upon motion by Mr. Kaplan, 2d by Mr. Capodanno, and unanimous approval, the Board went into*
 92 *executive (closed) session at 2110.]*
 93

94 11. **OFFICE REVIEW.** Chairman Walters mentioned that the office review by him and Mr. Kaplan
 95 had been distributed. The report will be given to Brenda Cutchin when approved by the Board. Mr.
 96 Kaplan reviewed some of the aspects of the report. Considerable discussion followed, covering a variety
 97 of topics.

98 <Mr. Drury left the meeting>
 99

100 Motion Mr. Land, 2d Mr. Jenkins, to send Brenda Cutchin a letter of reprimand, pertaining to her
 101 receiving confidential information, stating that she is not to accept an offer to receive confidential

102 information, or to actually receive confidential information, of the Board except from the Chairman
 103 or the President. *<Mr. Kaplan departed before the vote.>* 1-Y, 4-Y, 5-N, 6-Y, 7-Y, 8-N, 9-Y.
 104 Motion passed 5-2. The President is to send the letter.

106 **12. PRESIDENT’S COMMENTS.** President Capodanno discussed information indicating that the
 107 Board has a “leak,” in that information about the closed session was already public. He expressed
 108 disapproval of this.

109
 110 *<Mr. Land departed the meeting.>*

112 **13. WORKSHOPS.** It was noted that the next Workshop is scheduled for Thursday, 16 February
 113 2012.

114
 115 *[Mr. Capodanno moved, Mr. Jenkins 2d, to end the closed session. Unanimous.]*

116
 117 Considering the late hour (2345, 11:45 p.m. EST), the Chairman declared a recess, with the meeting to
 118 continue on Sunday, 19 February 2012, at 2100 (9 p.m.) EST.

119
 120 The meeting was reconvened at 2103 (9:03 p.m.) EST. All Directors were present except Mr. Land (7),
 121 plus the President, the Executive Vice President, the Vice President & General Counsel, the Secretary,
 122 and Assistant Treasurer Jennings. Absent were Director Land and the Treasurer. Guest Robby Goswami
 123 (Trinidad) was present.

124
 125 **14. APPROVAL OF MINUTES.**

- 126
 127 a. 11 December 2011—Mr. Capodanno moved, Mr. Kaplan 2d, to approve minutes with
 128 correction of the date. Unanimous.
 129 b. 8 January 2012 – Mr. Capodanno moved, Mr. Kerby 2d, to approve with corrections
 130 made. Unanimous.

131
 132 **15. BANKING SITUATION.** President Capodanno stated that new checks are needed and
 133 recommended that RI change banks before ordering checks, as the present bank does not accept money
 134 orders. Wells-Fargo was suggested but Mr. Drury reported that Wells-Fargo charged nonprofits high
 135 service charges and fees. East-West Bank does not charge fees to nonprofits. Motion by Mr. Kerby to
 136 authorize the President and Treasurer to jointly look into other banks in the Dinwiddie area which might
 137 provide services and to make changes as they determine, and to report back to the Board. Mr.
 138 Jagdeosingh 2d. Unanimous. *<Mr. Jagdeosingh departed.>*

139
 140 **16. INVESTMENTS.** The Secretary proposed, that since he was a financial planner, he prepare an
 141 analysis of RI’s situation for the Board. Consensus to approve.

142
 143 **Adjournment** – Meeting adjourned at 2053 (8:53 p.m.) EST.

144
 145 Respectfully submitted,

146
 147 Charles A (Chuck) Thompson

148 Vice President & General Counsel (and Secretary for this meeting)