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

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

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

3. **APPROVAL OF MINUTES.** Minutes for the following meetings were considered for approval.
   a. 14 November 2011 – Draft 1 of minutes. Motion Mr. Kaplan, 2d Mr. Kerby to approve. Unanimous.
   b. 11 December 2011 – There were some questions, and approval was postponed.
c. 8 January 2012 – The Chairman reported that these Minutes had errors and should be corrected and presented for approval at the next meeting. Consensus to do so.

d. 29 January 2012 – Mr. Kaplan moved, Mr. Drury 2d, to approve. Unanimous.

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

5. OFFICER REPORTS
a. President Capodanno – has processed a large number of Team registrations.

b. Assistant Treasurer Jennings – has updated the investment records for the Life Member Fund.

c. Vice President & General Counsel Thompson – No report

6. DIRECTOR REPORTS
a. Region 1 – Working on Team renewals. Assistant Director reports that the prospective Team in Pittsburg is getting started.

b. Region 2 – No report.

c. Region 3 – No report. Will be sending out a renewal status report soon.

7. MEMBERSHIP COMMITTEE. Met Wednesday, 8 February 2012. Will be sending out a report on progress.

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

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

10. GUEST COMMENTS. The Chairman asked if any guests had comments. None did.

<Jerry Jones, Dallas County REACT, checked in>

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

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

<Mr. Drury left the meeting>

Motion Mr. Land, 2d Mr. Jenkins, to send Brenda Cutchin a letter of reprimand, pertaining to her receiving confidential information, stating that she is not to accept an offer to receive confidential
information, or to actually receive confidential information, of the Board except from the Chairman or the President. <Mr. Kaplan departed before the vote.> 1-Y, 4-Y, 5-N, 6-Y, 7-Y, 8-N, 9-Y. Motion passed 5-2. The President is to send the letter.

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

<Mr. Land departed the meeting.>

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

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

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

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

14. **APPROVAL OF MINUTES.**

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

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

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

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

Respectfully submitted,

Charles A (Chuck) Thompson
Vice President & General Counsel (and Secretary for this meeting)