REACT INTL. Annual Board Meeting – March 23rd, 2012
Atlanta, Georgia

¥ Pledge of Allegiance

¥ Moment of Silence – Observed.

Secretary - Roll:

Regional Directors:

Stan Walters - Region 1 - PRESENT
Norman Kaplan – 2 – NOT PRESENT
Roy Drury - Region 3 - PRESENT
Ed Kirby – Region 4 – NOT PRESENT
Laurence Fry – Region 5 – NOT PRESENT
Thomas Jenkins - Region 6 - PRESENT
Charlie Land - Region 7 – PRESENT
John Capodanno - Region 8 – PRESENT
NA – Region 9 – NOT PRESENT

Directors NOT Present:
R 2
R 4
R 5
R 9

¥ Quorum is established
Corporate Officers:
Present:

President – PRESENT <John Capodanno>
Executive VP – NOT PRESENT <John Mahon>
General Council VP – PRESENT <General Counsel – Charles A (Chuck) Thompson
Secretary – PRESENT <Mike Castiglioni>
Treasurer – RESENT <was absent><Dennis Luciani>
Asst. Treasurer – PRESENT <Frank Jennings>
Asst. Treasurer – PRESENT <Stan Walters>

Guests:

Julio Ruvalcaba – LACR 52

Webinar established

A.) Approval of Feb 12 – Feb 19 minutes

1.) Motion to approve Feb 12th-19th Minutes.

Motion: R8
Second: R6
MOTION: PASSES

For purposes of today’s vote, will invoke 3 POSITIVE votes as a majority.

B.) Supplemental material received from Roy Drury for item 38 A. for purposes of this agenda.

C.) No. 7 Officer’s Report

1.) President: Report submitted to the board.
2.) Outline of President’s agenda for the Officer’s report.
3.) EVP – Submitted a written report. Read to the board
4.) Negative Feedback from the EVP report as read to the board.
5.) VP Gen Council <Counsel> – Nothing to add

D.) Treasurer’s Report

1.) Brief Outline of the Treasurer’s report and specifics....

E.) Mr. Jennings - Investments – Explanation – 2009 invested - $40,0000 Real Estate - currently valued @ $46,265.82 - 840 Shares AMRN valued @ $10,540.00 - Invested in Money Market Fund $274.84.

F.) No. 8 Regional Director Reports:
1.) R1 – Working to get all 11 Affiliates renewed. One converting to as FULL member. Team renewals: 2647 will renew. 3521 undecided - 4942 renewing. 634 undecided. 6134 renewed. 6185 undecided. NEW TEAMS – None – open inquiry in NH. Working to get additional teams in NY, CT, NH, and PA.

2.) R2 – Not Present

3.) R3 – Working on leads –losing team in SC.

4.) R4 – Not Present

5.) R5 - Larry Fry - Resigned.

6.) R6 - Teams renewing – 100 % renewal.

7.) R7 - 14 Teams - 2 have not renewed.

8.) R8 – Reading reports from assistants of Region 8. Issues with CREST by other members and non-members.

9.) R9 - Letter of Resignation ……

G.) No.9 Committees of the Board

1.) Membership committee – Does not have report – No report

H.) No. 10 Awards and Recognition <Corporate Committee>

1.) Chair – No reports received.

2.) E-mail – Working – No Restrictions.


4.) Office Equipment – Repairs and Up Keep.

5.) R8 – Radio Server. REACT. NET …Echo Link.

I.) No. 11 Office Operation and Review <Board Committee>

1.) Office function – Equipment issues.

2.) New Equipment familiarity.

3.) Virtual Office discussion.

J.) No. 12 Team Membership Renewal Report <Corporate Committee>

1.) Renewal report on screen.

2.) Un-Renewed teams – Problem

3.) 1288 members - 779 Non-Renewed - Drop of 27 % in team membership.

K.) No. 13 No. 14 –PASS

10 Minute Break ……

L.) No. 15 R3 – Survey Conducted. Gauge the body of work. 714 recipients.

1.) Dues Increase - Negative response.

2.) REACTER – Most Prefer a Printed version

3.) Majority – The Board is Effective

4.) The board is probably running at about 80 % approval.
5.) 52 % are like to continue being participants.
6.) Better communication – Less Friction at the top.
7.) Better Publicity.
8.) Too Much controversy.
9.) Many Suggestions as to better the organization’s current and future promise.
10.) Why is there a perception that the board is affluent?

M.) No. 16 Strategic Planning – Vision-Mission- Core Value - Goals

1.) Reports sent to the board.
2.) Business plan – submitted by R8
3.) Sponsorships require a business plan, and mission statement, strategic goals.
4.) Do not currently have a vision statement.
5.) Statement: Recognized leader in citizen communication (All means of communication) across the nation.
6.) Mission Statement: Are relatively short and concise.
7.) We have a coherent mission statement.
8.) Currently no strategic goals.
9.) Exceed Expectations.
10.) Setting Realistic Priorities.

MOTION: R3 to adopt Current Vision Statement:

MOTION: R3
SECOND: R6

Discussion:

No Objections:
MOTION: PASSES

RECESS

N.) No. 18 Update Web Team Management Project
1.) No Update - All work scheduled will advise further at later time.

O.) No. 17 Discussion of Virtualization of the Organization / Office
1.) Item # 1 17A – B Live Web based Library – File Server
2.) 500 G of storage across the board
3.) Windows ACL driven
4.) Unified Desktop
5.) Soft Phone – (Similar to Skype)
6.) Discussion on REACT membership calling into the organization, and finding the best way to accommodate that.
7.) Discussion on Board having access to Financials.
8.) Closing the Office – 1 Yr. lease still in place.
9.) Sending a box to John - Start scanning documents.
10.) Discussion on shipping of items and intake of $ to do so.  
11.) Discussing different terms and modes/ and or companies to take care of shipping and inventory.  
12.) Discussion back to Virtualization of the REACT office.  
13.) Insurance discussion for REACT members and for actual employees – if applicable –  
14.) Communicate to members the reason for costs of insurance.  
15.) Opposition to Virtual office in Chicago – Insurance Cost.  

RECESS – 10 Minutes.  

Back In session:  
16.) Brenda Cutchin – Define Brenda’s employment (Month to Month).  
17.) Making sure that when office is closed in June, there are no repercussions.  
18.) Discussion on Brenda’s contract, some confusion as to the terms.  
19.) Severance issue for Brenda addressed.  
20.)  

MOTION: TO Table Item # 17.  

MOTION: R3  
MOTION: Passes  

P.) No. 19 - 2003 Renewal cycle planning and review  
   1.) Board wanted to start renewal for Sept.  
   2.) Full Conesus <consensus>. September renewal in place.  

Q.) No. 20 – 2010 -2011 Finance Year End report  

MOTION: To Discuss  

MOTION: R8 - Table 2010 – Review Audit – till end of meeting  
SECOND: R6  

R1 – Y  
R2 – NP  
R3 - Y  
R4 - NP  
R5 - NP  
R6 – Y  
R7 – Y  
R8 - Y  
MOTION: PASSES  

R.) No. 21/25 2011 Finance Year End Report  
   1.) Dennis Luciani - Coordinated the report.  
   2.) PNL as of Dec 31st.  
   3.) Item 25. Status of 2011 review ---  
   4.) Quote for the 2011 Fiscal review by CPA.
R3: MOTION: President to authorize a contract to review the 2011 Fiscals. Does not exceed 2010 prices

MOTION: R3
SECOND: R8

No Objections:
MOTION: Passes

S.) No. 26 – Table

T.) No. 27 - Bank Account status
   1.) President needs a list of Officers for the Bank Account. Signature cards.
   2.) ETA - ASAP

Motion: * Executive Session *

MOTION: R3
SECOND: R8
MOTION: PASSES

Item: 20 & 24

Closed Session: 2010 Financial Review

U.) President – Everyone Received report and distributed to board.
   1.) The report indicates unscrupulous actions.
   2.) Reviewing the Audit for 2010.
   3.) Mis-appropriation - $13,000.00.... this was recognized by the organization.
   4.) Why the review has taken so long......

Motion: Approve recommended Footnote to the 2010 Audit.

MOTION: R3
SECOND: R6
MOTION: PASSES.

MOTION: To Exit Executive Review

MOTION: R3
SECOND: R6
MOTION: PASSES

V.) MOTION: To Authorize President to sign the 2010 review

MOTION: R6
SECOND: R3
MOTION: PASSES – Item No.20 and 24 complete

W.) No. 31 - Go payment solution.
   1.) Go Payment – way to have CC software on your phone to take donations and other....
   2.) Maybe Team Presidents can use for speed, accuracy and convenience.

X.) No. 29 – Financial Analysis Report
   1.) Look at the overall health of the organization.
   2.) Long Term Goals, and financial outlook – various options for the group.

Y.) No. 34
   1.) Chuck Thompson – Documents were denied to Mr. Thompson.
   2.) Any member can have access to a Non Profit’s docs.
   3.) Requested Team Charters – Denied access.
   4.) Referencing the By-laws.
   5.) Is General Council <Counsel> part of the Board of Directors? <Answer: No>
   6.) FURTHER discussion on Gen. Council <Counsel> whether that position is concurrent with By-Laws of REACT. <Answer: Yes>

Motion: To Recess till tomorrow:
Reconvene 8:43 EST – Saturday <Sunday>

Z.) CONTINUE - No .17
   1.) Part A – terms of employment for Brenda Cutchin.
   2.) Insurance for a Virtual Business – Liability cost for Corp. 1 M – 2 M policy $500.00 a year.
   3.) Letter to the Office Manager – Explaining that she would not be under contract, but still employed AT WILL.
   4.) GANT chart.
   5.) Phone line – R8 – End of May – will be in place.
   6.) Banker Boxes – Files – Scans-ALL can be sorted out by end of May.
   7.) Discussing shipping of items back to the President.
   8.) Current renewals active 2011 2012 teams, files will be shipped delivered, scanned – End of May. Barring acts of God!
   9.) Discussing worst case scenarios.

MOTION: To ship everything out of the office within 60 days – and Closed -.
FURTHER DISCUSSION

MOTION: R8
SECOND: R7

R1 – Y
R2- NP
R3- Y
R4 –NP
R5 –NP
R6 –Y
R7 –Y
R8 –Y
MOTION: PASSES

RECESS:
BACK IS SESSION:

AA.) Brenda Cutchin’s Letter – Office employee.

1.) Chuck Thompson reviews letter to Brenda Cutchin.
2.) Intent to have the employee stay till all is resolved.
3.) Looking to engage the Landlord.

MOTION: AMENDED - Director Walters to Engage the Landlord, to end lease or terminate effective Aug 1.

Motion: R3
Second: R8

Discussion:

1.) R1 – is R1 willing to negotiating with the Landlord.
2.) R1 – Will negotiate.

R1 – Y
R2- NP
R3- Y
R4 –NP
R5 –NP
R6 –Y
R7 –Y
R8 –Y
MOTION: PASSES

AB.) MOTION: Gen Council <Counsel> Completes letter with changes to Brenda’s Letter and forward to the President for approval.
MOTION: R3
SECOND: R6

R1 – Y
R2 – NP
R3 – Y
R4 – NP
R5 – NP
R6 – NP
R7 – Y
R8 – Y
MOTION: PASSES

AC.) MOTION: To table the following ITEMS: No. 23 – 32 33 35 37 38 39 43 45 50 till the next Regular board meeting.

MOTION: R3
SECOND: R6

R1 – Y
R2 – NP
R3 – Y
R4 – NP
R5 – NP
R6 – NP
R7 – Y
R8 – Y
MOTION: PASSES

AD.) No. 22 – Budget 2012

1.) Mr. Luciani has drawn up a budget for 2012.
2.) Expenses are being decreased substantially across the board.
3.) $49,000.00 projected budget 2012.
4.) Various discussions on expenses and validity.

MOTION: To Approve Column 2012 Budget Specifically Column C.

MOTION: R3
SECOND: R7

Discussion:

R7 – If the numbers are un-realistic why approve a budget.
R3 – Edit the Budget/ and amend.

R1 –
MOTION: MOVE TO CLOSED SESSION

MOTION: R3
SECOND: R8

Discussion:

R1 – Y
R2 - NP
R3 - Y
R4 –NP
R5 –NP
R6 –Y
R7 –Y
R8 –Y
MOTION: PASSES

MOTION: Provide Severance to Brenda Cutchin, stays on, till completion of the office closing. $1,500.00 severance.

MOTION: R7
SECOND: R6

Discussion:

R6 – Reviewing the old contract of the employee to determine the severance package.
R7 – Discussion on “Dora” ALSO receiving a severance package. Various amounts spoken about.

R1 – Y
R2 - NP
R3 - N
R4 –NP
R5 –NP
R6 –Y
R7 –Y
R8 –N

MOTION: PASSES <Motion FAILS – requires 4 votes to pass>
MOTION: Exit Executive Session

MOTION: R3
SECONO: R6
MOTION: PASSES

Back in Open Session:

AE.) Re –Visit Item No. 22 – Budget 2012

1.) Mr. Luciani has drawn up a budget for 2012.
2.) Expenses are being decreased substantially across the board.
3.) $49,000.00 projected budget 2012.
4.) Various discussions on expenses and validity.
5.) Discussion on Life member dues and total amount of.
6.) Net Income $5,500.00.

MOTION: To Approve Column 2012 Budget Specifically Column C.

MOTION: R3
SECONO: R7

Discussion:

R7 – If the numbers are un-realistic why approve a budget.
R3 – Edit the Budget/ and amend.

R1 – Y
R2- NP
R3- Y
R4 –NP
R5 –NP
R6 – Y
R7 – Y
R8 – Y
MOTION: PASSES

AF.) No. 30 - 2013 Dues.

MOTION: Table till next board meeting.

MOTION: R3
SECONO: R6

Discussion:
MOTION: PASSES
DG.) No. 36 – Document retention policy

MOTION: To table till next regular meeting.

MOTION: R3
SECOND: R6
MOTION: PASSES

AG.) No. 40 Resource typing - NIMS Certification

1.) R3: Have the documents been reviewed.
2.) R1 – Discussing and reviewing NIMS categories and resources.

MOTION: To approve the NIMS certification Process as is:

MOTION: R3
SECOND: R7

Discussion:

R1 – Y
R2- NP
R3- Y
R4 –NP
R5 –NP
R6 – Y
R7 – Y
R8 – Y
MOTION: PASSES

AH.) *CLOSED SESSION*

1.) No. 44
2.) Pulling the Charter from CREST.
3.) Status on Membership committee – brought to the agenda by Mr. Drury.
4.) The committee has met recently.
5.) Various discussions on Mr. Mann <Mahon> and Mr. Greeney.

MOTION: To Exit Closed session

Motion: R3
Second: R8
MOTION: PASSES
AI.) No.46 – REACTER – MAG CLOUD

1.) Hard Copies of the REACTER.
2.) Having a service to provide hard copies.
3.) Negative reaction to REACT not providing hard copies of the REACTER.

RECESS:
BACK IN SESSION:

4.) Does the board want to upload recent editions of the REACTER.
5.) Members need options on buying hard copy editions.
6.) Radio Grams have softened the blow to having a member not receiving a hard copy of the REACTER.

MOTION: To move printed material to MAG CLOUD
7.) MOTION: R8
8.) SECOND: R7

9.) Discussion:

10.) R1 – Y
11.) R2- NP
12.) R3- Y
13.) R4 –NP
14.) R5 –NP
15.) R6 – Y
16.) R7 – Y
17.) R8 – Y

MOTION: PASSES

*CAFE PRESS*
MOTION: To Use Café Press – Publicized to members only

MOTION: R7
SECOND: R6

Discussion:

18.) R1 – Y
19.) R2- NP
20.) R3- Y
21.) R4 –NP
22.) R5 –NP
23.) R6 – Y
24.) R7 – Y
25.) R8 – Y

MOTION: PASSES
AJ.) No. 47 – Reinstitute the REACTER TABLED as per the recommendation of R3

AK.) No. 49 – Membership Recognition Program.

1.) Discussion - recognition of the membership.
2.) There needs to be some recognition of members that go above and beyond the call of duty.
3.) Frank will handle the details on the recognition of team members.

AL.) No. 51 Proposed board meeting and workshop dates for the rest of the year.

1.) Board Meetings published for the rest of the year.
2.) Workshop dates also sent to the board.

MOTION: To approve dates for the Board Meetings and Workshop dates as published.

1.) MOTION: R6
2.) SECOND: R3

Discussion:

1.) R1 – Y
2.) R2 - NP
3.) R3- Y
4.) R4 –NP
5.) R5 –NP
6.) R6 – Y
7.) R7 – Y
8.) R8 – Y
MOTION: PASSES

AM.) No. 52

1.) TABLE

AN.) No .54 Election of Officers

1.) Floor to open
2.) R6 – Nominates John Capodanno for President
3.) John Capodanno – President of REACT – 2 Year term.
4.) Chair – Nomination for EVP – 1 Yr term.
5.) R3 – Nominates Julio Ruvalcaba as EVP.
6.) Chair – Acclaims Julio Ruvalcaba asEVP.
8.) Chair – Acclaims Chuck Thompson – VP Gen. Council <Counsel>
9.) Chair – Opens nominations for Secretary.
10.) President John Capodanno moves to nominate George Jorochilov as Secretary.
11.) Discussion on the move
12.) Interim Secretary designated – George Jorochilov.
13.) Acting Secretary appointed by President – George Jorochilov.
15.) The nomination for George J. is withdrawn.
16.) R7 – Nominate Lee Besing as secretary.
17.) Discussion
18.) Gen Council <Counsel>– Lee was secretary for 13 years, and the minutes were not approved for many months. The work is sub-par.
19.) Paper Vote
20.) All votes given to the EVP in paper form.
21.) Tally the Y and N’s
22.) 2 - Y / 3 – N
23.) Mr. Besing is not confirmed as Secretary.
24.) Chair: Opens the nominations for Treasurer.
25.) R3 Nominates Mr. Luciani as Treasurer.
26.) VP Gen. Council <Counsel> questions the nominations. <Having 4 principal officers from same Team>
27.) Chair: Acclaims Mr. Luciani Treasurer.

AO.) No. 55 Election of Assistants

1.) R8- Nominate George Jorochilov as Asst. Secretary.
2.) R8 – Nominate Brenda Cutchin as Asst. Secretary.
3.) Chair: Set to Vote- paper vote on Asst. Secretary.
4.) Votes : 5 G (George) 3 B (Brenda).
5.) Chair: Acclaims Brenda and George Asst. Secretary.
6.) Chair: Open nominations for Asst. Treasurer.
7.) R3 – Nominates Frank Jennings as Asst. Treasurer.
8.) R6 – Nominates Stan Walters as Asst. Treasurer.
9.) Chair: Acclaims Frank Jennings and Stan Walters as Asst. Treasurer.

AP.) MOTION: To approve Brenda Cutchin as acting Agent in Virginia.

1.) MOTION: R1
2.) SECOND: R6

Discussion:

3.) R1 – Y
4.) R2- NP
5.) R3- Y
6.) R4 – NP
7.) R5 –NP
7.) R6 – Y
8.) R7 – Y
9.) R8 – Y
MOTION: PASS

AP.) No. 56 Election of a new Chairman

1.) Chair: Opening the floor for nominations of Chair.
2.) R6 – Nominates R1 for Chairman – R1 - Declines.
3.) R6 – Nominate Mr. Drury R3 for Chairman –
4.) By-Laws indicate the board needs a Vice Chair.
5.) Chair: Acclaims R3 Roy Drury as Chairman.
6.) Chair: Open Nomination for Vice Chairman
7.) R3 Nominates R6 as Vice Chairman.
8.) R8 – Question – does the Chair person need to be a Director.
9.) VP Gen Council <Counsel>– Traditionnally Chair and VP <Vice Chair> have come from board of directors.
10.) Chair: Acclaims R6 Tom Jenkins Vice Chairman.

AQ.) No. 57 - R3 will add report on the resignation of the Director of region 5

1.) R3 - No one at the moment wants to head region 5
2.) R8 – Spoke with Larry – will work with Larry to see if he recommends any individual.
3.) Will seek to find a replacement for R5

AR.) No. 58 – Discussion: Directors that miss 2 or more consecutive meetings. By-laws 5.5 Paragraph B

1.) By Laws state – 2 or more consecutive misses requires a resignation. <Bylaws state that Director missing two consecutive in-person meetings is deemed to have resigned>.
2.) Board may excuse the violation.
3.) No Action taken on Region 9 Director.

AS.) No. 53 – EXECUTIVE SESSION

MOTION: To allow Mr. Jennings, Mr. Thompson, and Mr. Ruvalcaba to stay for the Executive session.

1.) MOTION: R3
2.) SECOND: R6

Discussion:

3.) R1 – Y
4.) R2- NP
5.) R3 – Y
6.) R4 – NP
7.) R5 – NP
8.) R6 – Y
9.) R7 – Y
10.) R8 – Y

MOTION: PASSES

Roy Drury has the floor – Recording Terminated.

AT.) No. 59 – ADJOURNMENT.

MOTION: ADJOURNMENT

MOTION: R6

CHAIR: ADJOURNS MARCH 23RD, DIRECTOR’S ANNUAL BOARD MEETING

MINUTES – TRANSCRIBED – ASST. SECRETARY GEORGE JOROCHILOV