

Date: Sunday, May 20, 2012

Time: 9PM EST

Meeting Type: Teleconference **(Digitally Recorded)**

Special Session: Board of Directors and Corporate Officers

Minutes Recorded by: George Jorochilov Assistant Secretary, REACT International Inc.

Motion: *Dismissal of Chuck Thompson as VP/ General Council from REACT INTL.*

Corporate Officers:

John Capodanno - President

Julio Ruvacalba - Executive Vice President

Chuck Thompson – VP/ General Council

Dennis Luciani - Treasurer

George Jorochilov - Asst. Secretary

Regional Directors:

Stan Walters - Region 1

Norman Kaplan - Region 2

Roy Drury - Region 3

Ed Kerby - Region 4

Laurence Fry - Region 5

Thomas Jenkins - Region 6

Charlie Land - Region 7

John Capodanno - Region 8

Guests:

Dawn Drury – Jerry Jones – Mark Broedling

Meeting Called to Order @ 9:06 PM EST

Roll Called:

¥ Not Present: Executive VP Julio Ruvacalba – Treasurer Dennis Luciani

¥ Quorum is established

- A.) Request by Chair to Directors for any Motion.
- B.) Response – R3.
- C.) Motion to Remove Charles Thompson from his post of VP Gen Council.
- D.) Second by R1.
- E.) Chair: Open Discussion.
- F.) Mr. Thompson’s Rebuttal to the Motion set forth, for dismissal of his post.

- G.) Mr. Thompson refutes any wrong doing, also not receiving any notice of wrong doing, and would like an explanation from the proponent and it's second.
- H.) Chair: Intercedes Mr. Thompson's rebuttal, and asks specifically if there is anything in the By-Laws that establishes precedence, and or procedure for such an undertaking.
- I.) Mr. Thompson ACKNOWLEDGES – there are no specifics to removal of an officer.
- J.) R2 – Would like to know why Reg 3 wants to remove Gen Council.
- K.) R3 – Rebuttal – Asks Mr. Kaplan if he received a copy of the letter.
- L.) R2 – Reciting parts of the letter.
- M.) R3 – Feels he has CLEARLY stated the facts and reasons for dismissal on the letter submitted to the Directors and Officers. And does not feel the need to reiterate.
- N.) R5 – Intercedes – Does not feel that Reg 3 director is acting in good faith.
- O.) R3 – Establishes cause and also a recording sent by the President to the directors, therefore establishing cause for removal.
- P.) R5 – Continues to try and establish why there is a reason for dismissal.... Order is asked on R5.
- Q.) Comments – Mr. Thompson --- Feels there is behind the scenes efforts, Chair: rebuttal – Pure innuendo, and assumption.
- R.) Chair: Again Establishes the motion set forth by the directors to remove Mr. Thompson.
- S.) Chair: Again establishes the email correspondence sent to the directors by the board, and R2 continues to question the validity of the motion.
- T.) Further Discussion – Mr. Thompson – Continues to dispute the dismissal, and feels that the chair has insulted him in the past....
- U.) Mr. Thompson challenges the letter of Mr. Capodanno.
- V.) R2 – Query for the President What has Mr. Thompson Failed to do? That is required.
- W.) R1 – The motion that was seconded had NO conditions, Mr. Kaplan cannot change the motion.
- X.) R2 – Continues to question the Motion.
- Y.) Chair – Asking R2 to use the By-Laws for determining validity of the motion. Feels that a REASON must be given by the President specifically to determine the action.
- Z.) Chair: Again!! States that there is NOTHING in the By-Laws that determine validity.
- AA.) R3 wants clarification on R2's question. Finally R3 Director answers by stating that if R2 had issue with the substance and reason for the motion, that an objection should have been filed at the beginning of the meeting not near the end.
- AB.) R2 - Continues to Question.
- AC.) Chair - Asking the Secretary to Poll the board.
- AD.) Secretary Announces the Motion called to vote.

AE.) Motion to dismiss Chuck Thompson from his post as VP Gen. Council.

VOTES RECORDED: on the Motion to dismiss Chuck Thompson from the VP Gen. Council Position within REACT INTL.

- R1 - Y
- R2 - N
- R3 - Y
- R4 - Y
- R5 - N
- R6 - Y
- R7 - Abstain
- R8 - Y

Motion has passed: Yea - 5 Nay - 2 Abst - 1

AF.) R1 - Move to Adjourn

AG.) R3 - Seconds

AH.) Chuck Thompson - berates the forum

AI.) Chair: Makes it Clear that the session is being recorded.

AJ.) R3 - asks that the move to adjourn is set forth.

AK.) Chair responds by asking the secretary to poll the board.

Secretary to adjourn the session:

VOTE:

R1 - Y

R2 - AB

R3 - Y

R4 - Y

R5 - N

R6 - Y

R7 - Y

R8 - Y

Yea 6 Nay 1 Abst. 1

The Session is officially adjourned @ 9:40 PM EST

Recorded

ENC: Minutes 5/20/2012 REACT INTL.