

Date: Sunday, June 3rd, 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.

REACT INTL. Monthly Meeting - June 3rd, 2012.

Corporate Officers:

John Capodanno - President

Julio Ruvacalba - Executive Vice President

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:

Mark Broedling- Frank Jennings-Jay Flora- Chuck De Court-Mathew Anderson- Chuck Thompson- Robbie Gosswami.

Meeting Called to Order @ 9:02 PM EST

Roll Called:

¥ Not Present: – Treasurer - Dennis Luciani

¥ Not Present: - Region 7 Director – Charlie Land

¥ Quorum is established

A.) Approval of Agenda

1.) Motion to Approve Agenda with Item # 9 and Item # 10 stricken – Information not available.

R8 -Motion
R1-Second

R1- Y
R2 - Y
R3 - AB
R4 - Y
R5 - AB
R6 -Y
R7 – NOT PRESENT
R8 - Y

5 -Yea 2- AB 1-NP

MOTION: PASSED

B.) No. 5 Approval of March 23rd Minutes 2012

1.) Motion to table March 23rd Minutes.

R2- Motion
R5 -Second

Discussion:

R3 – would like to know when the March 23rd minutes will be done...
Asst. Secretary will advise the President when that can be done.

VOTE

R1- Y
R2 - Y
R3 - AB
R4 - Y
R5 - Y
R6 -Y
R7 – NOT PRESENT
R8 - Y

6 -Yea 1- AB 1-NP

MOTION: PASSED

C.) No. 5B - Approval of May 6th Minutes 2012

1.) Motion to Approve May 6th Minutes.

R8 – Motion
R1 – Second

VOTE

R1- Y
R2 - AB
R3 - AB
R4 - Y
R5 - AB
R6 -Y
R7 – NOT PRESENT
R8 - Y

4 -YEA 3-AB 1-NP

MOTION: NOT PASSED

Discussion:

**R3 – Did not receive the Draft minutes.
R1 – Format of file has to be changed to properly receive amongst board members.**

We do not need to table a motion that does NOT pass.

D.) No. 5C - Approval of May 23rd Minutes 2012

1.) Motion to Approve May 23rd Minutes.

R8 – Motion
R3 – Second

Discussion:

VOTE

R1- Y
R2 - AB
R3 - Y
R4 - Y
R5 - AB
R6 -Y
R7 – NOT PRESENT
R8 - Y

5-YEA 2-AB 1-NP

MOTION: PASSED

E.) No. 6 – Treasurers Report

Discussion: R8 Advises Council on the Treasurers Report, everyone has received the latest report.

F.) No. 7 – Officer’s Report

- 1.) Pres. John Capodanno - Advises the Council of the numerous reports scanned to the council, and that all current business is running smoothly.
- 2.) EVP report – Executive VP - Julio Ruvalcalba, does not have a current report to offer the council.

G.) No. 8A - Director’s Report

- 1.) R1 – Visited with Non Renewed teams.....several are planning to Re-Up... working to Charter new and previously existing teams - Net Gain in teams by middle of the year.
- 2.) R2 – No report.
- 3.) R3 – Report previously submitted to the board, has nothing further to add.
- 4.) R4 – Working with 3 new Teams. 2 Ohio - 1 Indiana.
- 5.) R5 – Blue River -check in the mail! Hartland has 54 members --- check in the mail... Minnesota – not affirmed as of yet.
- 6.) R6 – No Report.
- 7.) NOT PRESENT
- 8.) R8 – One team has NOT renewed – Antelope Valley. Will be closed or renewed by next meeting.

H.) No. 11A – Old Business

1.) Ethics Policy

- 2.) R3 – Will not have the time to work on the policy.
- 3.) R2 – Tennessee Meeting – Pull those policies.
- 4.) R3 – Reviewed all minutes and did not find anything.
- 5.) R2 – Will review the previous Tenn. Meeting

I.) No. 11B – Renewal Policies

R8 – Policy has been sent to the board.

1.) Motion to Accept Renewal Policy.

R8 – Motion

R3 – Second

Discussion:

- 1.) R1 – Disagrees with a particular item...the team of a director is placed under a different set of rules from other teams. Instead, the board may consider changing the renewal schedule. The proposal would be to remove the month of Feb as the last month to renew, or everybody renews by end of Feb PERIOD.
- 2.) R3 – Vote must conform to the current Resolution on the floor.

VOTE

R1- N

R2 -N

R3 - AB

R4 - N

R5 - N

R6 -AB

R7 – NOT PRESENT

R8 - Y

1-YEA 4-NAY 2-AB 1-NP

MOTION: NOT PASSED

j.) No. 11D - Office Closure Update

- 1.) R8 – Office has been closed as of May 31, Office has been secured and proper documentation has been mailed to Mr. Capodanno and will available for viewing on the server. Will be shipped by rail ...least expensive.
- 2.) R1 – The last time the board voted on the office closing was to approve what Mr. Capodanno did which is shipping the docs. Did the board want to take a vote on the official closure of the officeSecure by motion.
- 3.) R1 – Moves to accept the notice of Brenda Cutchings terminating her employment, and the final closing of the office as of May 31st.
- 4.) Secretary – Asking the Board whether to have a motion on an issue that is already terminated.

R3 – Query – Not questioning the changes, why did R2 wait two hours before the meeting to propose.

R2 – Finally had a chance to review material to submit changes.

R8- Mathew Anderson re-enters arena.

R1 – Withdraws SECOND from original motion.

R8 – Moves to accept the document retention policy, with amendments proposed by R2

R1 - Second

VOTE

R1- Y

R2 -Y

R3 - Y

R4 - Y

R5 - Y

R6 -Y

R7 – NOT PRESENT

R8 – Y

7-YEA -NAY -AB 1-NP

MOTION: PASSED

L.) No. 11E - 2013 Dues and Budget

1.) Table to next board meeting

2.) R1 – Have to visit the dues and budget, just to make we are in track.... Input needed on whether we can successfully negotiate an END lease to Dinwiddie, R1 not successful in doing so. Landlord will not accept early termination.

1.) Motion to Table 2013 Dues and Budget discussion for next board meeting

R1 – Motion

R2 – Second

Discussion:

VOTE

R1- Y

R2 -Y

R3 -AB

R4 - Y

R5 - AB

R6 -Y

R7 – NOT PRESENT

R8 – Y

5-YEA -NAY 2 -AB 1-NP

MOTION: PASSED

M.) No. 11F – Other Old Un-Finished Business

- 1.) R8 – Moves to go into “Closed Session”.
- 2.) R8 -Reverses “Closed Session” Request.

Motion: To Revoke Life Membership of Chuck Thompson from REACT INTL Effective Immediately. Due to Harassment, Threatening, Bullying, Interfering with board investigation, Actions Prejudicial to the best of interests for REACT INTL. – REF: SECT. 3.7 REACT INTL. By-Laws.

R8 – Motion
R3 – Second

Discussion:

R1 – Invoking sec 3.7 by laws – regarding life membership of Mr. Thompson – motion triggers the requirements of 3.7 as stated in the By Laws.

R8 – Mr. Thompson can appeal 45 days after he receives this letter.

R3 - To Clarify - Mr. Thompson has 45 days to appeal, from receipt of the letter. A membership committee must be appointed to investigate and review the allegations.

R1 - There is nothing in the by-laws that requires such committee. But understands R3's position.

R3 - Point of order - Closed session requested, on the grounds that we are now meeting as a "Whole" committee...Article 7 section D For reference. If motion passes, required to go into closed session.

R8 - Clarifies the motion: As stated above.

VOTE

R1-Y
R2 -N
R3 -Y
R4 -Y
R5 -N
R6 -Y
R7 – NOT PRESENT
R8 – Y

5-YEA 2-NAY -AB 1-NP

MOTION: PASSED

R1 - The Motion has passed - What is the procedure that takes place.

N.) Motion: Closed Session Request

R2 - Motion
R1- Second

Discussion:

VOTE

R1-Y
R2 -Y
R3 -N
R4 -Y
R5 -N
R6 -N
R7 – NOT PRESENT
R8 – N

3-YEA 4-NAY -AB 1-NP

MOTION: NOT PASSED

O.) Motion: To Adjourn

R8 - Motion
R1- Second

Discussion:

VOTE

R1-Y
R2-Y
R3-Y
R4-Y
R5-Y
R6-Y
R7 – NOT PRESENT
R8-Y

7-YEA 4-NAY -AB 1-NP

MOTION: PASSED

Adjourned: 10:21 EST - June 3rd 2012

Minutes recorded:

Session: 6-3-12

REACT INTL.