

Date: Sunday, July 8th, 2012

Time: 9PM EDT

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 - July 8th, 2012.

Corporate Officers:

John Capodanno - President

Julio Ruvacalba - Executive Vice President

Dennis Luciani - Treasurer

George Jorochilov - Asst. Secretary

Frank Jennings - Asst. Treasurer

Stan Walters - Asst. Treasurer

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

Meeting Called to Order @ 9:00 PM EST

Roll Called:

¥ Not Present: – Treasurer - Dennis Luciani

¥ Not Present: - Region 4 Director – Ed Kerby

¥ Not Present: - EVP – Julio Ruvalcaba

GUESTS: Jim Dyke – Chuck Thompson – Robbie Goswami – Jerry Jones – Kenny Jagdeosingh.

¥ Quorum is established

A.) Approval of Agenda

1.) 3. Motion to Approve Agenda

Discussion:

Motion Passes on NO Objections by the directors

B.) 4A. Motion To Approve ABM Minutes AS IS.

MOTION: R3

SECOND: R2

DISCUSSION:

Discussion: Chuck Thompson – Offering to do ammend the minutes for the ABM -The Minutes have traditionally been posted onto the website, without approval. This gives visibility on any revisions that may be needed.

VOTE

R1-Y

R2-AB

R3-Y

R4-NP

R5-AB

R6-Y

R7-Y

R8-Y

5 -Yea 2- AB 1-NP

MOTION: PASSED

C.) 4B. Motion to Approve May 6th Minutes

MOTION: R6

SECOND: R1

DISCUSSION:

VOTE

R1-Y

R2-AB

R3-Y

R4-NP

R5-AB

R6-Y

R7-Y

R8-Y

5 -YEA 2-AB 1-NP

MOTION: PASESED

D.) 4C. Motion to Approve June 8th Minutes

MOTION: R1
SECOND: R3
DISCUSSION:

VOTE

R1-Y
R2-AB
R3-Y
R4-NP
R5-AB
R6-Y
R7-Y
R8 -Y

5-YEA 2-AB 1-NP

MOTION: PASSED

E.) 5A. Release departing Directors

5B.) R7 Moves to re-Instate Kenny Jagdeosingh as Region 9 Director – R2

MOTION: To approve Re-Instatement of Kenny Jagdeosingh as Region 9 Director.

MOTION: R7
SECOND: R2

DISCUSSION: R3 - Seek additional nominations – R7 – Point of order, the Motion needs attention: R7 will amend his motion by opening the floor for Nominations.

VOTE

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

4-YEA 1 – Nay 2-AB 1-NP

MOTION: PASSED

Redirect – R2 / Question – We have 8 directors / 7 Present – 4 Y's will constitute a YES vote.

F.) 5C. Region 7 Election Results

Charlie Land is the Presiding Region 7 Director.

G.) 5D. Region 4 Appointment- Ed Kerby or Jim Dyke

MOTION: To approve a new Region 4 Director

R1 – Elaborates on the proper procedure to vote in a new director.

Chuck Thompson - Agrees

R7 – Quotes from the By-Laws for the proper election and appointment of a NEW Director.

R2 – At least one vote needed to remain as director.

Chuck Thompson – Re-read 5.6 nowhere does it say that the board appoints a new director.

Chair: We have 2 people who have been submitted for election – Floor open for nominations.

R2- Muting Jim Dyke’s mic while the vote is in session.

Chuck Thompson – Mr. Dyke wanted to address the board.

Jim Dyke - Wanted to make sure everyone read his bio and also understood the same interpretation of the by-laws as Mr. Thompson.

MOTION: Vote for Ed Kerby or Jim Dyke for Region 4 Director.

VOTE

R1- E

R2-J

R3-J

R4-NP

R5-

R6-J

R7-J

R8-J

R9-J

J - 6 E - 1 1 - NO VOTE

JIM DYKE New Director of Region 4

H.) 5E. Region 1 Appointment – Warren Dietz

R3- Inquiring if Mr. Ditez is on call.

R1- Will attempt to call Mr. Dietz

President – We will skip 5E and continue with Item 6, and come back to Item 5D when appropriate.

MOTION: Vote for Warren Dietz as Region 1 Director.

VOTE

R1-

R2-

R3-

R4-

R5-

R6-

R7-
R8-
R9-J

J - 6 E - 1

Warren Dietz New Director of Region 4

I.) Treasurers Report and President's Report

- 1.) The Treasurer's report has been submitted to the board.
- 2.) Received a Resignation letter from Keith Sassaman (check spelling) as PIO of REACT INTL.
- 3.) Disconnected the cable and internet services for the Dinwiddie office.
- 4.) R3 – When was TV added to the service? – Would like to personally know when this service started.
- 5.) President – Per Brenda – Mr. Manlove had approved the services of TV service.

J.) Old Business

7A.) 2013 Dues –

President - Need a final vote before August. Cannot be extended after August.

R6- Motion - Moves to table the final vote till the August Workshop

R6 - Motion

R7 – Seconds

No Objection by the board

2013 Dues – Tabled till August Meeting

7B.) CREST –

President – Sent a recording and letter to the board in regards to CREST.

R7 – Inappropriate for the board to act since a committee has not formed.

R2 – Moves to Table to next Board Meeting.

R7 – Seconds the motion.

No Objections.

CREST – Tabled to the next meeting.

7C.) Other –

R1 – Consider the 3.01 policy update. Made correction and revisions to move the absolute last date of TEAM renewal to the end of February. Get rid of the problem where Directors lose their position, by not renewing by the due date. Keeps everyone on equal footing Provision – New Teams joining will be allowed pro-rated dues. If a new team charters after Oct 1 can pay pro- rated dues, or a full years dues and get 15 months ...still have to pay the insurance.

R1: The Spreadsheet includes a formula to calculate the PRO RATED dues.

R1 - Move to approve the revisions for policy 3.01.

R3 – Seconds the motion.

NO Objections

Policy 3.01 now in effect

R2 – Stan please re-send revised policy 3.01.

Chair: Sent it already.

Back to Item 5E.

K.) 5E. Region 1 Appointment – Warren Dietz

Opening the floor for Region 1 nomination.

R4- Will abstain from the previous vote on the 3.01 policy. Is not familiar with the details and would like a copy of the policy sent him.

Opening the floor for Region 1 nomination.

MOTION: Vote for Warren Dietz as Region 1 Director.

No Objections

Mr. Warren Dietz confirmed as Region 1 Director.

Chair: Need Clarification – Mr. Walters is no Longer Asst. Treasurer.

L.) 8A. Office Move end of July or End Sept.

R7 – Status with lease

Chair – Will contact the owner to sub-let

Apparently cannot sub-lease

R7 – Propane Bill?

Chair – Will call the company to CXL the service and credit where due.

R3 – Need to refer to the lease – part of the deal is to provide heat.

Chair: Will review the lease.

M.) 8B. Appoint Chairman of the Board.

Chair – It has been suggested that the appointment be tabled till the next board meeting. Would like to meet the incoming NEW directors and see if there is a possibility that they are qualified to chair the meetings.

R4 – Needs clarification

Chair – Vacant position available – table to the next meeting.

R4 – Agrees.

With NO Objections –

Appointing of New Chairman of the Board - tabled to the next meeting

Chuck Thompson – Is Requesting the board to re-consider his Life membership status, as per the Bylaws. The board must send the matter to the membership committee, as per the Bylaws.

N.) 8C. _Review of Mr. Chuck Thompson’s Life membership (Seeking Retroactive reinstatement)

MOTION: Board to reconsider the revocation of life membership for Mr. Chuck Thompson

MOTION: R7

SECOND: R2

DISCUSSION:

R4- Questions the revocation of Mr. Thompson.

Chair: Explains the reason for disqualification of Mr. Thompson’s dismissal.

R3- Clarification on Motion:

Chair: Reconsider the Revocation of Life membership of Chuck Thompson.

R3- The Motion is out of order, a motion to reconsider should be done during the meeting in which the motion was originally made....If someone would like to make a different motion then it would be appropriate.

R7- Matter to be referred to the membership committee and for review.... Chuck Thompson’s life membership be re-instated till a review has taken place.

R7- States that the life membership be re-assigned retro-actively.

Chair: Need Clarification

Chuck Thompson: Refer this to a membership committee, and the membership stays (Retro) till the board reviews the request. Same provisions

MOTION: Review The life membership of Chuck Thompson (RETRO)

R7 - We should reinstate the life membership (RETRO)

Chuck Thompson – To set aside – feels the board did wrong by pulling the life membership.

R7- Vote on re-instate

Chair: Need a vote on Re-instating life membership (RETRO) and then refer the matter to the membership committee.

MOTION: To reinstate the Life Membership (RETRO) of Mr. Chuck Thompson

MOTION:-R7

SECOND-R2

DISCUSSION

VOTE

R1-

R2-Y

R3-AB

R4-AB

R5-Y

R6-AB

R7-Y

R8-Y

R9-Y

Yea - 5 Nay – 0 AB - 2 NP – 1 1 No vote MOTION: PASSES

MOTION: To refer the matter to the membership committee for appropriate action.

MOTION:-R7

SECOND-R4

DISCUSSION:

VOTE

R1-

R2-N

R3-AB

R4-Y

R5-N

R6-Y

R7-Y

R8-Y

R9-Y

Yea - 5 Nay - 1 AB - 1 NP - 1 1 No vote MOTION: PASSES

MOTION: Adjournment

MOTION:-R3

SECOND-R6

Adjournment @ 10:17 EDT