

Special Called Meeting
of the Board of Directors of
REACT INTERNATIONAL, INC.
held on Sunday, 5 August 2012
by Teleconference

DIRECTORS PRESENT

Region 1 – Warren Dietz
Region 2 – Norman Kaplan
Region 3 – Roy Drury
Region 4 – Jim Dyke
Region 5 – Larry O Fry
Region 6 – Tom Jenkins, Vice Chairman of the Board
Region 7 – Charles Land
Region 8 – John Capodanno
Region 9 – Kenny Jagdeosingh (joined meeting at 2223 (10:23 p.m.) EST)

DIRECTORS ABSENT None

OFFICERS PRESENT

President – John Capodanno
Assistant Treasurer – Frank Jennings

OFFICERS ABSENT

Executive Vice President – Julio Ruvalcaba
Treasurer – Dennis Luciani
Assistant Secretary – George Jorochilov

GUESTS – Dave Coleman, Dennis Doty, Jay Flora, Ed Greany, Jerry Jones, Joel Kogen, David Leeper, Vince Mazzuca, Charles A. Thompson

There being no Chairman of the Board, and the Vice Chairman not being able to preside, the meeting was called to order by the President at 2105 (9:05 p.m.) EST. Mr. Capodanno called the roll and, after appointing Charles A (Chuck) Thompson as Acting Secretary for the meeting, the Acting Secretary determined that a quorum was present

[At 2110 (9:10 p.m.) EST, the meeting was interrupted by failure of the teleconference system. The meeting was resumed at 2120 (9:20 p.m.) with all attendees listed above being present except for Mr. Kaplan.]

1, AGENDA. Mr. Fry moved, Mr. Land 2d, that the Agenda presented by the President be approved. Unanimous.

2. MINUTES OF 7 JULY 2012 SPECIAL CALLED MEETING. Mr. Fry moved, Mr. Drury 2d, that the minutes of the Special Called Meeting of the Board held on Sunday, 7 July 2012, be approved as presented. Unanimous.

3. TREASURER'S REPORT. The President noted that a current Treasurer's Report had previously been sent to all Directors by Email .

4. NEW EMAIL POLICY. The President announced that because of spam problems, those on the REACT Email server would no longer be able to forward their Email from the REACT Email server to their personal Email addresses.

5. DIRECTOR REPORTS.

- a. Region 1. Director Dietz had no report.
- b. Region 2. Director Kaplan had not rejoined the meeting.
- c. Region 3. Director Drury had no report.
- d. Region 4. Director Dyke reported that one Team had rechartered with a new name.
- e. Region 5. Director Fry has sent each Director a Wisconsin Council newsletter which contains the state of Region 5.
- f. Region 6. Director Jenkins had no report.
- g. Region 7. Director Land reported a new Team in Houston.
- h. Region 8. Director Capodanno reported that all of the Region's Teams were working. All were participating in the National Night Out.

6. REMOVAL OF ASSISTANT SECRETARY. Since former employee Brenda Cutcheon was no longer living in Virginia and RI no longer needed a registered agent in Virginia, Mr. Dyke moved, Mr. Jenkins 2d, that her office as Assistant Secretary be terminated. Unanimous.

7. REPORT OF MEMBERSHIP COMMITTEE.

- a. The Membership Committee's recommendation that the Board remove the Team charter of CREST Communications, Inc., *REACT* was tabled.
- b. The Membership Committee's recommendation that the Board not remove the Life Membership of Charles A (Chuck) Thompson (LM147) was tabled. Mr. Thompson had asked for a complete investigation and report to be made to the Board.

8. ETHICS POLICY. The Draft Ethics Policy was discussed briefly by Mr. Land. Mr. Dyke moved to table further discussion as he and several other Directors had not seen the proposal. Mr. Dietz 2d. Unanimous.

[Mr. Kaplan returned to the meeting at 2133 (9:33 p.m.) EST]

9. OFFICE MOVE UPDATE. Mr. Capodanno reported that a truck will arrive at the Dinwiddie office on 6 August and should arrive in California by 9 August.

10. 2013 US AND CANADIAN Dues. After discussion, several motions were made and passed to return various annual dues to the 2011 structure. It was determined that the Board intended to reduce all dues to the 2011 levels. Motion by Mr. Kaplan, 2d Mr. Drury to restore the 2013 REACT International dues structure for US and Canadian Teams to the 2011 amounts. Unanimous.

11. INTERNATIONAL DUES. A dues structure previously proposed by Region 9 Director Jagdeosingh was tabled in view of his absence. The 2013 dues structure for Teams in Trinidad & Tobago will be decided at the September meeting.

12. SELECTION OF A CHAIRMAN OF THE BOARD. The President stated that Directors of Regions 2, 4, 5, 7, and possibly 9 were interested in assuming the duties of Chairman of the Board. Mr. Kaplan asked that his name be removed from the list. Each candidate is to send in a statement detailing his proposed program. The new Chairman will be selected at the September meeting.

[Mr. Jagdeosingh joined the meeting at 2223 (10:23 p.m.) EST, during the discussion of the previous item.]

The business of the Special Called Session having been concluded, Mr. Kaplan moved, Mr. Jenkins 2d, to adjourn the meeting. The vote to adjourn was unanimous and the meeting was adjourned at 2233 (10:33 p.m.) EST, *sine die*.

Respectfully submitted,

Charles A (Chuck) Thompson LM147
Acting Secretary for the Meeting