

Date: Sunday, Oct 7th, 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 – Oct 7th, 2012.

Corporate Officers:

John Capodanno - President

Julio Ruvacalba - Executive Vice President

Dennis Luciani - Treasurer

George Jorochilov - Asst. Secretary

Frank Jennings - Asst. Treasurer

Regional Directors:

Region 1 - Y

Region 2 - Y

Region 3 - Y

Region 4 -Y

Region 5 -N

Region 6 -Y

Region 7 -Y

Region 8 -Y

Region 9 -Y

Meeting Called to Order @ 9:06 PM EST

Roll Called:

¥ Not Present: – EVP Julio Ruvacalba

GUESTS: Chuck Thompson – Ed Greeny – Stan Walters – Florence Connelly – Chuck Thompson – Kevin Verdi.

¥ Quorum is established

A.) 3. Approval of Agenda:

R2: MOTION
R3: SECOND

DISCUSSION:

Motion Passes on NO Objections by the directors

B.) 4. Approval of Minutes Sep 9th 2012:

MOTION: R3
SECOND: R6

DISCUSSION:

Motion Passes on NO Objections by the directors

C.) Treasurer's Report:

Dennis Luciani has forwarded the Treasury report

D.) 6A. Officer's report: President will address later in the meeting.

E.) EVP Report – No Report:

F.) 7. Director's Report:

- 1.) R1- No report.
- 2.) R2- No report.
- 3.) R3- Currently working on 7 new teams in NC – FLA.
- 4.) R4-No report.
- 5.) R5- ABSENT.
- 6.) R6- Contacted by 3 people to create new teams in Reg 6.
- 7.) R7- Team in OKC having a little trouble
- 8.) R8- Will address later in the meeting.
- 9.) R9- T&T - INTL lost 1 team in UK and 1 in Canada, all renewals for TT will be in by Nov.

G.) 8. President's report (Including Director / Officer's report)

- 1.) Presidential award will be available to see at the annual board meeting.

- 2.) R8- 2 new teams.
- 3.) Scanning is going well of all documents.
- 4.) Renewal packets sent out.
- 5.) 12 boxes still outstanding from Dinwiddie.

8A. Guest Speakers

- 1.) Stan Walters – Some select teams participated in a fund raiser with CPK – what was the outcome of the fundraiser.
- 2.) R2- All of the CPK's has been bought by another company – therefore the company is behind in releasing funds from the fundraisers.

H.) 9. Membership committee for CREST

- 1.) Tom Jenkins - had been working with Ed Greeny and gaining some ground, some team members have made clear they are not happy with the charter. The team is ultimately going to surrender their charter, by vote or the actual team dis-banding.

R7 – INTL should adopt the committee report.

R6 – Concur with Charles, if there is a motion to be made to revoke their charter.

MOTION: To accept the resignation of CREST as an INTL. team, via letter of Ed Greeny.

R2: MOTION

NA: SECOND

Motion Does not pass -

*Resignation Accepted by Board -

R3 – STATES -

MOTION: Close the investigation into CREST –

R3: MOTION

R6: SECOND

DISCUSSION:

R1-Y

R2-Y

R3-Y

R4-Y
R5-ABSENT
R6-Y
R7-Y
R8-AB
R9-Y
Motion Passes

I.) 9B. Committee Life membership of Chuck Thompson

R3- Must remain referred to the committee, currently still in committee. The chair asks that a report be given in the Nov 12' meeting.

J.) 10. Old unfinished business

10. A – Ethics / Conflict of Interest Policy

R7 – Were Norman’s edits in the updated Ethics Policy?

MOTION: To accept **AS IS the Ethics Policy**

R3:MOTION
R1:SECOND

DISCUSSION:

R1-Y
R2-AB
R3-Y
R4-Y
R5-ABSENT
R6-Y
R7-Y
R8-Y
R9-Y
Motion Passes

K.) 11. New Business/ Bookkeeping proposal

A.) President – Sent out a proposal to do Audit INTL: Books for \$2,500.00 should have a report by the next meeting. Dennis is also calling to make sure it’s getting done. President suggests an audit committee to review the books as opposed to having a firm do it.

B.) R3 – The By Laws do state to have an audit/ or review performed.

MOTION: SET LIMIT of \$2,500.00 for a Financial Review.

R4: MOTION

R7: SECOND

DISCUSSION:

R7 – It is actually a financial review as opposed to an audit. Financial review is adequate.

R2 – Have not received any info as of yet. The President will send the docs to R2 for review.

R7 – Propose an amendment to the motion.

Chuck Thompson – the proposal states that a CPA firm does not assume any responsibility on the numbers reviewed (E.g. Embezzlement or inappropriate behavior).

R1-Y

R2-AB

R3-AB

R4-Y

R5-ABSENT

R6-AB

R7-Y

R8-Y

R9-Y

Motion Passes

L.) 11 A. Set Date for Annual Board Meeting

R7 – Talked about: the last week of March which coincides with the convention show.

CHAIR: Had talked about moving the meeting to weekdays instead of weekend to save money.

PRES: Proposed to fly in on a Sunday night March 10, meet on the 11th, 12th - Convention on March 13th.

R9 – Yes the date are good.....

MOTION: Proposed dates of March 10,11,12,13 for 2013 annual board meeting in Las Vegas....

R4: MOTION

R8: SECOND

DISCUSSION:

Motion Passes

M.) MOTION: Go into Executive Closed Session – Personnel issue

R3: MOTION

R4: SECOND

In Executive Session

R3 – Earlier today there was discussion on an Audit VS review, and Mr. Thompson is “extraordinarily” informed about private documents sent amongst the board. This should be the last time that this happens.

Whoever is giving this information must step down tonight; we cannot have BOARD members passing information to NON BOARD members. It is inappropriate for this to be taking place.

R7 – Not sure how Mr. Thompson received this information, But “I don’t care about it” there is nothing confidential about the information in a review....

R3 – “Apologizes” – apparently it is a non-issue – and nobody cares. It’s too much to ask for remedy when something is un-ethical and inappropriate and continues to happen.

CHAIR: Agrees with R3 it is inappropriate and should be challenged.

R2 – Also states that someone is funneling information to Ed Greeny regarding sensitive issues and confidential materials of the board.

CHAIR: If we have a leak it must be stopped immediately.

N.) MOTION: To come out of Executive Closed Session :

R3: MOTION

R2: SECOND

Motion Passes

O.) 12. Motion to Adjourn

R3: MOTION

R2: SECOND

Adjourn @ 10:04 PM EST.

Minutes produced by George Jorochilov – Asst. Secretary WQIU 937 – LA COUNTY 21