

In Person Annual Board Meeting, Monday, January 26, 2015 at The Delano

The meeting was held in the suite of Chairman Capodanno. It was called to order at 9am PST by Chairman Capodanno.

Directors

R1 - Warren Dietz	Absent
R2 - Thomas Currie	Present
R3 - Roy Drury	Present
R4 - Matt Vizzuso	Present
R5 - OPEN	
R6 - Tom Jenkins	Present
R7 - Charles Land	Present
R8 - John Capodanno	Present
R9 – Ravindranath Goswami	Present

Officers

President	John Capodanno	Present
Executive Vice President	Florence Conlee	Absent
Secretary	Ryan Reid	Absent
Ass't Secretary	Matt Vizzuso	Present
Treasurer	Russ Dunn	Absent
Ass't Treasurer	OPEN	

Guests: Shawna Vizzuso – Overlook Heights REACT, William Richards, President – LA County REACT, Matthew Missetich, Vice President – LA County REACT, Jerry Jones, President – Dallas County REACT, Dawn Drury, Secretary – Tampa Bay REACT

A quorum has been established.

Director Jenkins motioned to approve the agenda, seconded by Director Drury. Motioned carried.

Moment of silence observed for all members who have passed in the last year.

Chairman Capodanno appointed Dawn Drury as secretary pro-tem for the meeting.

Chairman Capodanno welcome the board and guests to the Annual Board Meeting in Las Vegas.

Director Drury motioned to accept the resignation of Secretary Reid, seconded by Director Jenkins.

R2-Y    R3-Y    R4-Y    R6-Y    R7-Y    R8-Y    R9-Y  
Motion carried

**Minutes** – Director Drury motioned to accepted the meeting minutes of September 11, 2014 with the corrections of itinerant frequency radio license, correct spelling of Director Vizzuso last name and Director Goswami was present for the meeting he joined 5 minutes after the start of the meeting, second by Director Vizzuso

R2-Y    R3-Y    R4-Y    R6-Y    R7-Y    R8-Y    R9-Y  
Motion carried

**Gavel passed to Director Land**

**Officer Reports**

- a. **President** – renewals are going well, it has been slow going with getting the new picture ID's done. The quality of the photo is not always the best so have been using Photoshop to make them look best as possible.
- b. **Executive VP** – no report
- c. **Secretary** – no report
- d. **Treasurer** – P&L and financial report was distributed.

Director Land requested a recess at 9:16am returned at 9:21am

### **Gavel passed to Director Currie**

### **Director Reports**

- a. **Region 1** – no report
- b. **Region 2** – Lost two teams that were struggling to be able to keep 3 members. Just coasting along.
- c. **Region 3** – Submitted a written report. Did advise that since his report had been submitted that his Ass't Director Zych had organized a new team in TN and will be charted as Smokey Mountain REACT.
- d. **Region 4** – had advised that since his appointment in September 2014 he has been working on building relationships with his teams, has been able to visit two of his teams one of which had been given an overgrown park and the team cleaned it up and it has been named REACT Memorial Park. He has plans to visit all of this teams in the next year.
- e. **Region 5** – no report
- f. **Region 6** – has lost two team as they could no longer sustain three members, so the region has just one team. In Rupert, ID he has a team in the works of trying to get established.
- g. **Region 7** – Hill Country REACT keeps expanding the list events that they do. Membership is going to reach the thirties.
- h. **Region 8** – lost one team but gained a new team
- i. **Region 9** – submitted a written report. Has had mixed results but overall a positive year. New teams in the Philippines and Thailand. Canada has aging teams, Kurt Walker has been working hard on organizing new teams. Need to push hard for a Junior REACT program. He has several long term prospects for teams in new countries.

### **Board Committees**

- a. **Finance** – No report
- b. **Membership** – No report
- c. **Office Review** – Just after the ABM in 2014 Director Gaswami traveled to California to review the office. The office is well organized, thank you to Chairman Capodanno for being willing to host the office. The project of scanning in all of the historical data is progressing, with this project there is low risk of any data being lost.

**Gavel passed to Director Drury**

**Committee Reports**

- a. **ITC** – status quo
- b. **Life Membership** – no new applications. Director Gaswami and EVP Conlee were the last applicants
- c. **2014 CPA Review** – the review is still in process the CPA handling the review has been very sick

**Gavel passed to Director Vizzuso**

**2015 Budget Presentation** – Director Drury motioned to temporarily table until after recess, seconded by Director Jenkins

R2-Y      R3-Y      R4-Y      R6-Y      R7-Y      R8-Y      R9-Y  
Motion carried

**Bylaws Change Proposal Status Update** – Chairman Capodanno reported that the proposed changes had been sent to the Teams on December 1, 2014. He had not received any certified letters objecting to the changes. Has received an objection by email that was not against the current changes but rather about something that had not been changed and needs to.

**Gavel passed to Director Jenkins**

**Review of Policy 5-01 Duties of Regional Director** there has been some questioning from the membership of what are the duties of Director, Chairman Capodanno asked that everyone to please read and review to make sure all were being accomplished/met.

**Code of Ethics** – has been before the board several times and never voted on, there is a 2 page and 3 page document pertaining to Code of Ethics. Director Drury explained the differences between the two documents, it was decided that the two page document better fit the needs of the Organization. Chairman Capodanno motioned to table the two page document until after recess, second by Director Gaswami.

R2-Y      R3-Y      R4-Y      R6-Y      R7-Y      R8-Y      R9-Y  
Motion carried.

Director Drury asked for a 30 minute recess at 9:55am returned at 10:41am.

**Revisit of 2015 Budget Presentation** – reviewed Budget packet, there was no income statement. Director Currie motioned to accept 2015 proposed budget as is and can be revisited when we have more concrete numbers, second by Director Land.

R2-Y      R3-Y      R4-Y      R6-Y      R7-Y      R8-Y      R9-Y  
Motion carried.

**Revisit Code of Ethics** – during the break changes were made to the working document, the changes were made to fine tune the document to fit the organization. Motion by Director Drury to accept the changes to the document and adopt a Code of Ethics Policy, seconded by Director Vizzuso.

R2-Y      R3-Y      R4-Y      R6-Y      R7-Y      R8-Y      R9-Y  
Motion carried.

**Gavel passed to Director Gaswami**

**REACT Direction**

- a. **Future of REACT presentation recap from 2010 ABM in Dallas** – used as a primer to talk about the next items on the agenda
- b. **What does REACT do?** – Each Director was asked what they thought REACT did as a whole and each Director has a different idea of what REACT International does. Much discussion was held on this subject and it was determined that a document somewhat like the 14 Steps to Starting a Team should be developed. Director Jenkins is going to spearhead this project with Russ Dunn from Valley Wide REACT.
- c. **Mission Statement** –
- d. **Strategic Plan** –
- e. **Vision Statement** -
- f. **Value Statement** – The board has decided to send items A-F to committee that will be a Presidential Committee

**Logo Rebranding Proposal**

- a. **Logo Samples** – Logobench provided ten (10) sample logos to choose from. The directors looked over the logos. Chairman Capodanno had the secretary poll each Director as to what ones they liked. Logo #2 received 3 votes, #7 received 5 votes and #3 received 6 votes.

**Director Vizzuso called for recess for lunch break at 12:30pm returned at 2:00pm**

Director Vizzuso made a motion to make logo #3 the new logo of REACT International with removal of the web address of the organization, seconded by Director Jenkins.

R2-Y      R3-Y      R4-Y      R6-Y      R7-Y      R8-Y      R9-Y  
Motion carried.

- b. **Website Redesign Package** – document provided showing the different levels of services we can contract with Logobench for website design. With having a new logo we need a web presence that reflects this change also. This would be a month to month contract, Director Drury recommends Website premium package. Chairman Capodanno motioned that we go with the Website Premium package, seconded by Director Vizzuso.

R2-Y      R3-Y      R4-Y      R6-Y      R7-Y      R8-Y      R9-Y  
Motion carried.

- c. **Social Media Redesign Package** – Director Vizzuso made a motion that we use Logobench’s Social Media Premium Package, to help redesign our social media presence to match our web presence with an eye to attracting younger members, Director Currie had a concern about whether we would need the YouTube piece as having content was

a concern. Director Vizzuso motioned that RI go with Social Media Premium package, having our social media presence and our website match, seconded by Director Jenkins.

R2-N      R3-Y      R4-Y      R6-Y      R7-Y      R8-Y      R9-Y  
Motion carried.

**Gavel passed to Chairman Capodanno**

**REACT International Convention** – Director Gaswami directed us to page 9 of his report to address the topic of a REACT Convention, past Director Kenny J would like have Trinidad & Tobago host another International Convention, since they had hosted in 2001. Discussion was held about how today's economics makes it difficult for travel inside or outside the US. To host a convention in the US we would need the entire membership to commit to coming and it could cost as much as \$50K to hold and host, it would be a losing proposition for any team to take this on. The 55<sup>th</sup> Anniversary will be in 2017. The Board has decided to move this to the Convention Selection Committee.

**Background checks** – checks should be done at the team level, if you have a relationship with your local LEO or utilize the internet for programs that can assist in this matter.

**REACT List** – Director Drury advised that the REACT List had been blacklisted again. The matter has been since resolved. Does the Board wish to continue this service for the membership? Much discussion was held on this matter and in the end the Board feels that they need more direction on this – no action taken.

**Online Renewal System** – Director Land is resending his comments to Chairman Capodanno on this subject. Director Drury advised that this project has been 3 years in the making, the developer has made little if any progress on the program. The Board feels that we need to satisfy the impulse buying habit of people. Director Drury makes a motion to scrap the entire project, having President Capodanno negotiate for a refund with the developer on services that were not rendered, seconded by Director Jenkins.

R2-Y      R3-Y      R4-Y      R6-Y      R7-Y      R8-Y      R9-Y  
Motion carried.

Director Drury has done some research on a SAS Solution that would be hosted by the vendor, NEON CRM, would accomplish 90% of what REACT wanted, 100% secure. The base package would be 2 modules, membership and one other of choosing. There would be no contract, month to month with no minimum commitment, would be available for use in 60-90 days and be totally user friendly backend and frontend. There is also Civvie CRM but RI would need to host it and is not user friendly at all. Director Currie liked that NEON CRM is user friendly had concerns about backup of the information, was explained they back it up and RI could export data as often as they wished.

Director Jenkins asked for a 10 minute recess at 3:35pm returned at 3:45pm.

Director Vizzuso motioned that we contract with NEON CRM, seconded by Director Jenkins.

R2-Y      R3-Y      R4-Y      R6-Y      R7-Y      R8-Y      R9-Y  
Motion carries.

**Director Access to files of their Region** – all directors have access to information pertaining to the members in their region, REACT HQ can provide that information on an as needed basis.

**Presentation of Region 9 FEMA/NIMS Policy** – Director Gaswami motioned that we approve the policy as presented, seconded by Director Drury.

R2-Y      R3-Y      R4-Y      R6-Y      R7-Y      R8-Y      R9-Y  
Motioned carried.

**Renewal Update** – As of Jan 22, 2015 Teams have renewed at 44% and members at 42%, Region 3 has the highest Team renewal rate of 60%, and Region 9 has the highest membership renewal rate of 71%.

**BF Jennings Award** – Recipient must have 25+ yrs. of continuous membership and or any of the following – growing of REACT, leadership positions on Team or Council and or served as Director or Officer of RI. Teams will nominate recipient, they will verify all the data and 2 officers of the team must sign off on the application then forward to RI HQ for final verification. A member can only receive the award once in a lifetime, there can be multiple winners in a year. Will have a plaque showing a running list of recipients. Director Jenkins motions to approve the creation of the BF Jennings Award, seconded by Director Land.

R2-Y      R3-Y      R4-Y      R6-Y      R7-Y      R8-Y      R9-Y  
Motioned carried.

**Field Operations Proposal** – started several years ago and the board was never allowed to see the proposal. Director Vizzuso made a motion to accept the Field Operation Guide, seconded by Director Drury. More discussion was held on the subject. Director Land offered an amendment to offer to table the document for further review. Director Vizzuso withdrew his motion, this to be revisited in 30 days.

**Status of Region 5 Vacancy** – when the information for Region 1, 4 and 7 elections go out via vertical response there will also be information on the opening for Region 5 and if any member from Region 5 is willing to fill the expired term.

**IRS Reporting** – Policy 3-6 Director Currie recommends some changes to form 501. Director Drury made motion to accept the changes, seconded by Director Currie.

R2-Y      R3-Y      R4-Y      R6-Y      R7-Y      R8-N      R9-Y  
Motion carried.

**Outside Directors** – Director Vizzuso motioned to table the issue of Outside Directors pending the outcome of the Bylaws Change Proposal, seconded by Director Drury.

R2-Y      R3-Y      R4-Y      R6-Y      R7-Y      R8-Y      R9  
Motion carried.

**Photo Requirements for Picture ID** – Director Gaswami suggested that the card be issued for multiple years since they are durable. Suggest that LM are renewed every 3 years and members would need to be renewed yearly. The accounting of paying 3 years of dues once and having to set up a special account. Director Jenkins motions to table until next board meeting so the office can review the logistics of this process, seconded by Director Land.

R2-Y      R3-Y      R4-Y      R6-Y      R7-Y      R8-Y      R9-Y  
Motioned carried.

**REACTer** – there is not enough submissions to support the continuation of REACTer. The cost is \$450 per issue produced. Director Drury suggested that old copies of the REACTer be culled for articles that are still applicable today. Director Currie also suggested that we cull social media for content. This the only real benefit left to our members. This is to be revisited in 6 months.

### **Publicizing REACT**

**a. Hamfests and other events** – other than hamfest what other places could we go to publicize REACT – Flea Markets and Fairs were suggested. Need to have new collateral built that is bilingual (English, French and Spanish). Do not have enough time to go to Dayton Hamfest, need to focus on getting ready to go to Shelby Hamfest over the Labor Day Weekend.

**b.** Director Drury recommend purchasing an 8x8 display from Displays to Go for no more than \$1000 coming out of the \$3500 marketing budget he is asking for. Director Vizzuso motioned to allocate the funds of \$3500, seconded by Director Currie.

R2-Y      R3-Y      R4-Y      R6-Y      R7-Y      R8-Y      R9-Y  
Motion carried

### **Board Committees**

**a. Finance Committee** – Director Land, Treasure Dunn (chair), and President Capodanno

**b. Membership Committee** – Director Jenkins (chair), Director Drury, Director Vizzuso, and President Capodanno

**c. Office Review** – Director Jenkins (chair), Director Vizzuso, and Director Drury

Director Vizzuso motions to accept the three committee appointments, seconded Director Jenkins.

R2-Y      R3-N      R4-Y      R6-Y      R7-Y      R8-Y      R9-Y  
Motion carried.

### **Election of Officers**

**a. Executive Vice President** – President Capodanno opened the floor for nominations. Florence Conlee was nominated from the floor. The Chairman called for any other nominations 3 times. Director Drury motioned to close the nominations, directs the secretary to cast 1 ballot, seconded by Director Vizzuso.

R2-Y      R3-Y      R4-Y      R6-Y      R7-Y      R8-Y      R9-Y  
Motion carried.

**b. Secretary** – Chairman opens the floor for nominations, Director Vizzuso nominated Dawn Drury from the floor. The Chairman called for any other nominations 3 times. Director Vizzuso motioned to closed the nominations, directs the secretary to cast 1 ballot, seconded by Director Currie.

R2-Y      R3-A      R4-Y      R6-Y      R7-Y      R8-N      R9-Y  
Motion carried.

**c. Treasurer** – Chairman opens the floor for nominations, Director Jenkins nominated Russ Dunn from the floor. Chairman called for any other nominations 3 times. Director Vizzuso motioned to close the nominations, directs the secretary to cast 1 ballot, seconded by Director Currie.

R2-Y      R3-Y      R4-Y      R6-Y      R7-Y      R8-Y      R9  
Motion carried.

**d. Assistant Secretary** – Chairman opens the floor for nominations, Director Currie nominates Director Vizzuso from the floor. Chairman called for any other nominations 3 times. Director Jenkins motioned to close the nominations, directs the secretary to cast 1 ballot, seconded by Director Drury.

R2-Y      R3-Y      R4-A      R6-Y      R7-Y      R8-Y      R9-Y  
Motion carried.

**e. Assistant Treasurer** – Chairman opens the floor for nominations, Director Vizzuso nominates Dawn Drury from the floor. Chairman called for any other nominations 3 times. Director Vizzuso motioned to close the nominations, directs the secretary to cast 1 ballot, seconded by Director Jenkins.

R2-Y      R3-A      R4-Y      R6-Y      R7-Y      R8-Y      R9-Y  
Motion carries.

#### **Election of Board Chairman and Vice Chairman**

**a. Chairman** – Chairman opens the floor for nominations, Director Jenkins nominates Chairman Capodanno from the floor. Chairman called for any other nominations 3 times. Director Vizzuso motioned to close the nominations, directs the secretary to cast 1 ballot, seconded by Director Currie.

R2-Y      R3-Y      R4-Y      R6-Y      R7-Y      R8-A      R9-Y  
Motion carried.

**b. Vice Chairman** – Chairman opens the floor for nominations, Director Jenkins nominates Director Gaswami from the floor, Director Gaswami respectfully declines, and Director Jenkins nominates Director Currie from the floor. Chairman called for any other nominations 3 times. Director Gaswami motioned to close the nominations, directs the secretary to cast 1 ballot, seconded by Director Jenkins.

R2-A      R3-Y      R4-Y      R6-Y      R7-Y      R8-Y      R9-Y  
Motion carried.



**Removal of Board Members Missing 2 Consecutive In Person Meetings per Bylaws Article V, Section 5.5(b)** – Removal of Director Dietz has missed 2 in person board meetings. Director Drury motioned to not accept the resignation of the Region 1 Director, seconded by Director Vizzuso.

R2-Y      R3-Y      R4-Y      R6-Y      R7-Y      R8-Y      R9-Y  
Motion carried.

**Further Business**

- a. The next Board of Directors meeting will be held on March 2, 2015 at 9pm EST.
- b. Director Land suggested taking back to our insurance carrier about medical coverage. He was asked to provide the name of the carrier that an event they assist with uses.
- c. Foreign Corporation paperwork was filed in the state of California.
- d. Director Drury made a motion to adjourn the board meeting, seconded by Director Vizzuso.

R2-Y      R3-Y      R4-Y      R6-Y      R7-Y      R8-Y      R9-Y  
Motion carried. Meeting was adjourned at 6:26pm on January 26, 2015.

REACTively submitted

Dawn M Drury