

REACT International Inc.
Annual Board Meeting Minutes
February 04, 2019

1) CALL TO ORDER: 8:35 AM, PST.

The meeting was called to order at 8:35 am, pst, at the ARIA Hotel, Las Vegas, NV, by Chairman Capodanno. A moment of silence was observed for all REACT members that passed on in the last year. The Pledge of allegiance followed.

2) ROLL CALL – Secretary

- Directors Present: (5 for quorum)
Region 1 John Mahon
Region 6 Tom Jenkins
Region 7 Jerry Jones
Region 8 John Capodanno
Region 9 Robby Goswami

Directors Absent:
Region 2 Tom Currie
Region 3 Joe Zych
Region 4 Vacant
Region 5 Larry Fry – medical absence

- Officers Present:
President, John Capodanno
EVP, Jerry Jones
Secretary, Matthew Missetich
Treasurer, Will Richards

Officers absent:
Assistant Secretary – Barbara Chalfant
Assistant Treasurer – Russ Dunn

3) GUEST(S)

- Guests Present:
Brian Van Meter, Jennifer Reid, Ryan Reid, Will Stanley, Rita Stanley, Steve Lundquist, and Jonathan Goble.

4) APPROVAL OF AGENDA

Director Jenkins moved to accept the agenda, second by Director Goswami.
The motion passed unanimously. (R1-Yes, R6-Yes, R7-Yes, R8-Yes, R9-Yes)

5) ANNOUNCEMENTS.

- None

6) APPROVAL OF MINUTES

- The 08/26/2018 Special Meeting Minutes: Director Mahon moved to approve the minutes from August 26, 2018, second by Director Jenkins.
The motion passed unanimously. (R1- Yes R6-Yes R7-Yes R8-Yes R9-Yes)

7) NEW BUSINESS

- Membership Report
It was noted that renewals are a little over 50%, so we are doing fine. Director Jones questioned if the percentages reported was accurate. Treasurer Richards clarified that the math is correct based on the data available as of 02-FEB-19.
- Financial Report:
Rojas CPA Letter was not received for review. Will be completed for the next meeting.
- Office Review Report: was submitted by Director Mahon, discussed and acknowledged that no action is required at this time.

- **International Dues Freeze:**
Proposed by Director Mahon, Where the US dollar index is the global standard for economies and currency exchange rates. This means International team members are currently paying higher rates than US & Canadian based teams, due to the exchange rates. An International dues freeze was proposed to ease the financial burden on international members, until the US dollar index drops to 85-86%. Such a drop would devalue the US dollar to insufficient levels where REACT International would not be able to support international membership at what would become a weaker dollar and reduced exchange rate.

Director Jenkins moved to accept the international dues freeze, second by Director Goswami. The Motion passed unanimously (R1-Yes R6-Yes R7-Yes R8-Yes R9-Yes)

- **Honorary Membership:**
Presented by Director Goswami, we need to define what an Honorary Membership is because it reads that any team can have a member, group, team that is Honorary. Region 9 Robby Goswami talked about how the topic came up and how it is for non-active REACT members and those people do not pay dues to the organization. It was unclear if this had been given to any individual before. REACT International's founder, Henry B. (Pete) Kreer's wife is still alive, and we should offer her an Honorary Membership. Two things appear on who can be awarded the Honorary Membership. i.e. Mayor, Fire Chief, etc. A document on how and who can be assigned an Honorary Member.

Director Goswami moved, seconded by Director Jones, to extend an Honorary Membership to Mrs. Kreer.

The Motion passed unanimously (R1-Yes R6-Yes R7-Yes R8-Yes R9-Yes)

- **Policy 1-03:**
New Policy 1-03 to be created and presented by Director Mahon. Establishing repercussions for all classes of membership and teams that do not register or re-register the corporate interoperability agreement. This could be a removal of members of teams or teams in general for unauthorized use of the corporate frequencies. There have been a few occurrences of unauthorized use that have made such a need to protect the organization. It was noted the use is limited simplex use only, no setting up shop with permanent radio infrastructures and such.

Director Mahon moved to create policy 1-03, second by Director Jenkins.

The motion passed unanimously (R1-Yes R6-Yes R7-Yes R8-Yes R9-Yes).

- **2019 Budget:**
The FY 2019 report was presented and noted to be based on 100 percent renewal based on the current numbers of each membership class. We should have a better report by the next meeting after the close of renewals

President Capodanno reviewed the budget and the expenses, income, and other line items on the budget report. This report is extensive with active, inactive, regular, family members, junior, etc. These numbers won't be concrete until the end of the year when we can flip the numbers. We are running upside down right now, but with generous donations we are still operating. President Capodanno will try to get a monthly report out if possible. ITC is for technology expenses. This number is a budget and not a concrete expense.

Director John Mahon is asking about the replacement of technology. President Capodanno needs to update the new smaller computers and thus will have a more efficient membership ID printer. The printer needed some maintenance and he decided it was more cost effect to clean it and when the time comes, we will purchase a new machine.

Director Mahon moved to approve the 2019 Budget, second by Director Goswami. The motion passed unanimously (R1 Yes, R6 Yes, R7 Yes, R8 Yes, R9 Yes)

- Policy 5-03:

This policy proposal was regarding Repercussions of Directors abusing bylaws section 5.5 regarding self-resignation after missing 3 meetings of the Board of Directors. It was decided that this would be best if sent to the Bylaws committee.

- Life Member Chairman:

President Capodanno noted that there are three life members on the Board of Directors. President Capodanno sent paperwork out checking on the status of all life members in the organization but has not received any response. We are updating everyone's information and we need to get a response.

Director Tom Jenkins was recognized for his work contacting all the life members to confirm and update their demographics. A job well done!

Life members on the Board of Directors includes Robby Goswami, Jerry Jones, and Tom Jenkins and was asked to address this issue where the Life Members Chairman remains unresponsive to multiple requests. Director Tom Jenkins would like to accept that, and, the three Directors will discuss the issue on the break to come up with a solution. The Board of Directors hold this and come back to it.

- Life Member Patch:

Will Stanley submitted a life member patch for consideration. He showed how the new logo is being adopted and could be implemented into the Life Member design and logo for International to use.

Region 6 Tom Jenkins showed the Board of Directors his old life member patch and it was shown in comparison to the new design that Will Stanley presented. A 3-minute question/discussion from the Board of Directors. The Life membership chairman head the effort with the intention of seeking designs from the life membership if they want to contribute.

- Break: A 15-minute break was recommended at 9:38 am, back at 9:53 am.

- Guest Steve Lundquist:

Steve has been working with REACT for roughly 18 years. The Jennings family was his first connection to REACT International. REACT is in a private REIT and creates a monthly income for REACT. This REIT has a strong net asset value. The Business Development Corporation of America (BDCA) is a middle market lending for cash infusions. What their objectives are, where they are on it, and their goals. REITs end up with an interesting ending by selling the investment or going public. The BDCA is still growing their base and they don't want to go public now, but they may be going public. President Capodanno and Steve have and will talk about that as needed.

Mr. Lundquist discussed what he has provided for REACT and how the current events are influencing the market, at \$8.23~ currently, but could possible offer \$8.00~ per share to get more investors.

In consideration of his 18 Years of Service, Director Jenkins moved to make Steve Lundquist an Honorary Member, second by Director Goswami.

The Motion passed (R1-Yes R6-Yes R7-Abstained R8-Yes R9-Yes)

- FirstNet

FirstNet Ambassador, Jonathan Goble spoke. FirstNet is a nationwide network after 09/11/01. First responders were unable to make calls, so this network would remove them from this predicament. REACT falls under this emergency communication organization. Reliable call and data connections. Security core to core end to end encryption. Coverage is expanding, in building solutions, deployable program, and first priority. Band 17, 18, and 19 on normal network. It is band 14 and is owned by US Government. Priority on the ATT consumer network and unlimited talk, text. This is unlimited, pooled, or m2m data.

NASPO

NPP

NPPGov

Customer support 24/7 x 365

REACT is an extended primary and thus can use this service under the AT&T network. Push to talk (PTT) and other apps are available for communications. The plan is 25 years to build out but could be done sooner. California was the last state to sign up. This will be a 40-billion-dollar investment.

- Training & Report:

ALERTEX drills have been utilized for both REACT International & Radio Relay International (RRI). Online training to better communicate in emergencies in your community or in other communities. Matt read all the slides on how to do these exercises and how they help the community.

Robby thanked Walter for his work and that his region is very happy with the programs.

- Directors Reports:

Region One Report:

John Mahon is the new Region 1 director and answers the phone. There is bad communication and thus that needs to be improved.

Region Three Report:

Joe Zych report said it was very important to get the contact information and have the directors contact their teams.

Region Six Report:

Tom Jenkins added a new team to Hawaii. RC Anderson has done a great job completing the training. The Philippines was a great trip and vacation to work with the teams over in the Philippines. Director Jenkins has talked and worked with Robby. He was able to go to a region meeting with 200 people attending. The Philippines have invited us back and we have been recognized by them. 2020 Regional meeting that is the entire Philippines come together.

Region Nine Report:

Robby Goswami thanked everyone work the work they have done and are doing. The Zello Net takes every Saturday night and he has seen an increase on those nets. He doesn't see as much U.S. participation and encourages directors and teams to be more proactive and participate. These nets he has seen an increase in membership. In Trinidad and Tobago in 2018 was a major earthquake and flooding during rainy season. The REACT members really came out to help in these times of disaster.

Robby wanted to thank REACT International for giving certificates for those that helped. Robby thanked Tom Jenkins for going to the Philippines and meeting with the teams and members there. Robby is currently working in Nepal with creating a team and the total of 15 teams in Region 9. The challenges though Robby continues to see is the cost of team dues and getting teams started.

- State filing listing by state:
We now have an updated spreadsheet of Secretary of State annual filings for teams, limited to those states we are currently active in. The remainder of states will be added later.

8) OLD BUSINESS

- Online Membership:
William Richards briefed the Board of Directors on the online membership that was discussed about last year at the Board of Directors meeting. Take everything into one place 501c3 to keep things safe. He wants to work with RRI and other companies. Jerry Jones asked Will Richards about having the membership portion be done since it is more importance to make things easier. The training and other items are important, but the membership renewal system would be great to have and fully functioning before the next renewal cycle. By taking this online it would cut down time and make the task more efficiency. Also need to make fillable forms on the website easier to access because they are hard to find, and some members can't find them.

Director Jones moved to have Will Richards create membership renewal system, second by Tom Jenkins and Robby Goswami.

The motion passed unanimously (R1 Yes, R6 Yes, R7 Yes, R8 Yes, R9 Yes)

- Motion to recess for lunch made by Director Tom Jenkins. The Board of Directors meeting will resume at 1:30 PM, PST.
- Chairman Capodanno opens back up and moves to the next item, elections.

9) ELECTIONS AND NOMINATIONS

- Officers:
 - President elected every 2 years (Exp. 2020) not up yet.
 - The Chairman opened the floor for Executive Vice-President Nominations:
EVP (Tom Jenkins) he Chairman opened the floor for Executive Vice President. Director Jones nominated himself, Director Zych nominated himself, Director Goswami nominated Thomas Jenkins.
Mr. Jenkins was elected as the new Executive Vice-President.

- Secretary (Will Richards)
 - The Chairman opened the floor for nominations for secretary. Director Jones nominated Mr. Richards. There were no further nominations and Mr. Richards was elected unanimously.
- Treasurer (Matt Misetich)
 - The Chairman opened the floor for nominations for treasurer. Director Jenkins nominated Mr. Dunn, Director Mahon nominated Mr. Misetich. There were no further nominations and Mr. Misetich was elected as the new Secretary.
- Asst. Secretary (John Mahon)
 - The Chairman opened the floor for nominations for assistant secretary. Director Jenkins nominated Mr. Mahon. There were no further nominations and Mr. Mahon was elected unanimously.
- Asst. Treasurer (Russ Dunn)
 - The Chairman opened the floor for nominations for assistant treasurer. Director Jenkins nominated Mr. Dunn, Matthew nominated Mr. Jones. There were no further nominations and Mr. Dunn was elected.
- Election of Chairman and Vice Chairman:
 - Director Jones moves to modify the agenda to have elections for chairman and vice chairman that was removed by mistake in the election of the officers, second by Director Goswami.
 - The motion passed unanimously. (R1-Yes R6-Yes R7-Yes R8-Yes R9-Yes)
 - The Chairman opened the floor for nominations for chairman. Director Jenkins nominated Mr. Capodanno. There were no further nominations and Mr. Capodanno was reelected unanimously.
 - The Chairman opened the floor for nominations for vice chairman. Director Jones nominated Mr. Goswami. There were no further nominations and Mr. Goswami was reelected unanimously.
- Committees
 - Finance Committee:
 - Matt Misetich as Chairperson, Russ Dunn, second chair.
 - Jerry Jones, Tom Jenkins & John Capodanno.
 - Director Jerry Jones moved to place Jerry Jones and Tom Jenkins on the Finance Committee, second by Director Tom Jenkins. Assistant Treasurer, Russ Dunn as second chair and President Capodanno are automatically committee members.
 - The motion passed unanimously. (R1 Yes, R6 Yes, R7 Yes, R8 Yes, R9 Yes)
 - Membership Committee:
 - Director Capodanno moves to elect Jerry Jones as membership Chairman, second by Director Mahon, with John Mahon, Tom Jenkins, Robby Goswami and John Capodanno as the committee members.
 - The motion passed unanimously. (R1 Yes, R6 Yes, R7 Yes, R8 Yes, R9 Yes)

○ Operation Review Committee:

Director Jones moved to nominate Robby Goswami, Tom Jenkins, John Mahon and John Capodanno to the Operation Review Committee, second by Director Capodanno.

The motion passed unanimously. (R1 Yes, R6 Yes, R7 Yes, R8 Yes, R9 Yes)

- Director Goswami moved to consider an executive session about the life membership committee, second by Director Jenkins. After discussion, no action was taken. Director Jenkins moved to end the Executive Session, second by Director Goswami. The motion passed unanimously. (R1 Yes, R6 Yes, R7 Yes, R8 Yes, R9 Yes)

Director Jones moved to recognize Tom Jenkins for the work that was done with updating of the life members contact information, second by Director Goswami.

The motion passed unanimously. (R1 Yes, R6 Yes, R7 Yes, R8 Yes, R9 Yes)

10) CLOSED SESSION

- Moved by Director Goswami to enter closed session, Second by Director Jenkins at 2:11pm
The motion passed unanimously. (R1 Yes, R6 Yes, R7 Yes, R8 Yes, R9 Yes)
- Moved by Director Jenkins to enter open session, seconded by Director Goswami at 2:27 pm
The motion passed unanimously. (R1 Yes, R6 Yes, R7 Yes, R8 Yes, R9 Yes)

No action was taken in closed session

- Announcement of the next Board meeting will be electronic on March 28, 2019 at 6:00 pm PST/ 9:00 pm EST

11) ADJOURNMENT

- Director Jenkins moved to adjourn at 2:31 pm, PST, second by Director Mahon.
The motion passed unanimously (R2-Yes R3-Yes R6-Yes R7-Yes R8-Yes R9-Yes)

Respectfully submitted,

Matthew Misetich
Secretary