

REACT International Inc.
Board of Directors
Meeting Minutes
March 28, 2019

1) CALL TO ORDER

By Chairman Capodanno at 6:01 PM, PST.

2) ROLL CALL –

Directors Present (5 for quorum)

- Region 1, John Mahon –Present
- Region 2, Tom Currie –Present
- Region 6, Tom Jenkins –Present
- Region 8, John Capodanno –Present
- Region 9, Robby Goswami –Present

Directors Absent

Region 3 Vacant
Region 4 Vacant
Region 5 Larry Fry
Region 7 Jerry Jones - enroute

Officers Present

- President: John Capodanno
- Executive Vice-President: Thomas Jenkins
- Assistant Secretary – John Mahon

Officers Absent

Secretary William Richards
Treasurer Matthew Missetich
Assistant Treasurer – Russ Dunn

3) GUEST

a. Guests Present: Joe Zych, Stan Walters, Will Stanley.

4) APPROVAL OF AGENDA

Motion by R6 second by R1 – to approve the agenda as submitted. Passed unanimously.
(R1Y R2Y R6Y R8Y R9Y)

5) ANNOUNCEMENTS. 6:10 PM, PST

Team 6251 Star Mountain *REACT* has not renewed and is not in good standing. As such, Mr. Zych, is deemed to have self-resigned, as of March 01, 2019. Motion by Region 6, Tom Jenkins second by Region 1, John Mahon – to accept Mr. Zych’s self-resignation. Passed unanimously
(R1Y R2Y R5Y R6Y R8Y R9Y)

A Moment of silence was observed for the passing of Mr. Thompson & Ms. Dull.

- The passing of Chuck Thompson of Dallas County *REACT* was announced noting his contributions to *REACT* International and his many achievements.
 - Region 9, Robby Goswami offered the Thompson family condolences on behalf of the international members and recognized his visit to the Trinidad & Tobago Region in 2001 at the convention.
 - Guest, Stan Walters noted Mr. Thompson as a very large driving force of our reorganization in the same time frame. Mr. Thompson held many positions in the

organization from Director to President. However, as General Counsel, Mr. Thompson was a key member who crafted our bylaws.

- Region 6, Tom Jenkins noted his first meeting Mr. Thompson at the 2002 Convention Des Moines, IA. Chuck's invaluable contributions was the driving force to move the Corporation forward.

- The passing of Betty Dull of Maple City *REACT* was noted.
- Region 6, Tom Jenkins asked if Betty Dull was a life member; no she was not.

6) APPROVAL OF MINUTES FOR

Motion by Region 1, John Mahon second by Region 6, Tom Jenkins – to accept the 02/04/2019 – 2019 ABM Minutes. Motion passed unanimously. (R1Y R2Y R6Y R8Y R9Y)

The Chairman offered Director Currie a moment to speak about Mr. Thompson. Director Currie declined noting we all are a littler poorer with his passing.

7) NEW BUSINESS 6:19 PM, PST:

Nominations for Director in Regions 2, 5, and 8 were closed and only one Director Nomination was received for Region 8. (R-8 John Capodanno) The ballots will be sent out.

It was noted that a region becomes vacant if no nomination for a Director is received.

- Region Nine Report – Condolences again. An appeal to Board of Directors and teams to participate in the Zello nets, checking in.
- Life Membership Report (Norman) Was not on the call- There was no report received. The Life Members on the Board will discuss on how to move forward with Life Membership. Region 1, John Mahon recommended if the electing a new chair, including a Vice-Chair.
- Rojas CPA Letter (Cancellation Letter Received) Rojas CPA did not respond to our query as to why we were dropped.
- An in-House Review (John Capodanno) We will do an internal audit and have a statement prepared for the Board of Directors, with the Finance Committee signing off on it. The request for proposal (RFP) came back with fees of \$8000 to \$20,000 and could not complete it for three to four months. Chairman Capodanno asked for any objection to doing an in-house review. There were no objections.
- Training (PowerPoint Presentation - Walter Green) Walter Green was not on the call. The presentation was postponed.
- Oath of Office and Membership (Tom Jenkins) Region 6, Tom Jenkins noted past practice of being sworn in with an oath of membership and an oath of office, reading a sample. We should get this out to the teams as soon as possible.

Region 7 Jerry Jones joined the meeting at 6:33 PM, PST.

Region 2, Tom Currie noted it's been 50 years since we've had an oath. *REACT* International has does not have a constitution. It is why it speaks to the *REACT* International and Team. The question if intended to be a mandated versus optional practice. "Constitution" may be removed. Stan Walters offered to assist Director Jenkins with making the language palatable for everyone.

- Future teams in Philippines (Tom Jenkins)
There is another group of five people seeking chartering a Team in the Northern Philippines. Posed the question to Region 9, Robby Goswami of adding an Assistant Director to support this group. Director Goswami noted a discussion with Mark who noted use of the word *REACT* in the Philippines would need some approval but may be done with a resolution of *REACT* Philippines.
- By-Law proposal 3.3 and 3.7 (Tom Jenkins)
A new proposal to address disorderly, loud and disruptive Life members, who opined their membership cannot be revoked. The intent of the proposal is to develop

Chairman Capodanno offered Director Jones a moment to speak about Mr. Thompson. Director Jones declined at this time noting his confidence in what has already been said.

Region 6, Tom Jenkins reminder for Director Jones, the Life Members on the Board of Directors will have a meeting immediately following this meeting.

The next Board of Directors meeting will be June, 30, 2019 at 6 PM, PST/ 9PM, EST.

8) ADJOURNMENT: 6:48 PM, PST.

Motion by Region 6, Tom Jenkins second by Region 1, John Mahon – to adjourn.
Motion passed unanimously. (R1Y R2Y R6Y R7Y R8Y R9Y)

Chairman John Capodanno
March 29, 2019

Approved by the Board of Directors June 30, 2019.

JLM