

Minutes
REACT International® Inc., Special Board Meeting
March 15, 2020

The meeting was called to order at 9:01 PM EST via teleconference, by Chairman Capodanno.

Pledge of allegiance – flag salute

Roll call was taken by Secretary Mahon:

Directors (5 Directors for quorum)

Present

Region 1 John Mahon
Region 2 David Perry
Region 3 Joe Zych
Region 5 Jeremy Barrett
Region 6 Tom Jenkins
Region 7 Jerry Jones
Region 8 John Capodanno

Absent

Region 4 Vacant
Region 9 Robby Goswami

Officers

Present

President John Capodanno
EVP Tom Jenkins
Secretary John Mahon
Treasurer Russ Dunn

Absent

Asst. Secretary Vacant
Asst. Treasurer Matt Missetich

It was confirmed that a Quorum has been established.

GUESTS

Guests Present: Jay Flora; Stan Walters; Vaughn McCauley; Will Stanley; Kirk Paxson; Bernard Parker, Robert Hitch; & Dhiren Parbhoo.

APPROVAL OF AGENDA:

Motion by Region 1, John Mahon approve agenda second by Region 2 David Perry.

The motion passed with 6 for adoption and 1 against.

(R1-Y, R2-Y, R3-Y, R5-Y, R6-Y, R7-N, R8-Y)

ANNOUNCEMENTS:

There are no announcements.

APPROVAL OF MINUTES FOR:

March Special Meeting March 1, 2020 (Not Ready)

OLD BUSINESS:

There is no old business

NEW BUSINESS:

Membership committee findings, Dallas County *REACT* Complaint.

A complaint was received regarding Dallas County *REACT* Vs. The Texas Lottery commission. The complaint and submitted documents were forwarded to the Membership committee, who has submitted their written recommendation to suspend the Team charter of Dallas County *REACT*.

As such, I entertain a motion to suspend *REACT*® International charter #C622 issued to Dallas County *REACT*® for this heinous and defiant violation of *REACT*® Charter agreement, rights and use: to operate in strict accordance with all City, State and Federal laws. I, President Capodanno will work with DCR Team Management to resolve the complaint in a timely manner.

Motion by Region 1, John Mahon, second by Region 6, Tom Jenkins to adopt the recommendation of the Membership committee and suspension the charter of Dallas County *REACT*.

Region 7 Jerry Jones noted a point of order seeking discussion and questioned the origin of the complaint as being initiated by President Capodanno, it was not. Mr. Jones noted there was no previous complaint forwarded to Dallas County *REACT*

{Despite that the documentation included many notices and failure to appear sent to the team PO Box since March, 2018 and the email initiated by Mr. Jones on 13-MAR-18}

Mr. Jones contends that Dallas County *REACT* had never received a complaint, questioned if the other members of Board of Directors have received a copy of this specific complaint and ordered the Secretary to poll the board as to individual receipt of this complaint.

{In violation of *REACT* International® practice and standing rules. As an individual Director, did not and does not, have any authority to direct any officer to any tasks of a personal nature; as what was attempted here.}

Chairman Capodanno asked Mr. Jones to hold on while searching for the specific document he requested. Mr. Jones repeatedly failed to comply, continued to speak out of order asking questions without allowing the time Chairman Capodanno ask for, nor waiting to be recognized.

Chairman Capodanno recognized Robert Hitch, who indicated that he thought Chairman Capodanno understood what was being read, but was disappointed that Chairman Capodanno was unable to read the English language. Mr. Hitch was ejected from the meeting for harassment of the chairman.

Chairman Capodanno recognized the Membership Committee Chairperson, Stan Walters who read a Texas Lottery Commission letter of March 14, 2018. Mr. Jones, speaking out of order without chair recognition, requested a copy of the document be sent to him and the team.

Mr. McCauley asked to be recognized, was asked by the chairman to hold on. Mr. McCauley spoke out of order without recognition to his point of not possessing the March 14, 2018 letter. Mr. Jones, and Mr. Parker spoke out of order in a seemly personal team discussion regarding the team's management of their obligation to the Texas Lottery Commission.

Chairman Capodanno recognized Mr. McCauley who spoke of his role as Treasurer as this information was not brought to his attention. These are Texas procedural laws and suggested the Teams does not need to appear before the commission to address the matter. The failure to appear does not have a negative impact upon Dallas County *REACT*.

{The Dallas County members present at this meeting would have the Board of Directors believe that the lack of their possession of the March 14, 2018 somehow negates the all earlier documents with the indicative fines noted in them. }

Chairman Capodanno recognized Mr. Parker who had a procedural question. Does *REACT* International retain a legal counsel and if so, who are they. Mr. Parker contends we {*REACT*} are making a legal judgment without legal counsel. Chairman Capodanno noted this was a matter of noncompliance with their Team charter agreement. Mr. Parker loudly exhibited his animosity saying no, *REACT* International is making a legal judgement, without legal counsel. Mr. Parker asked Chairman Capodanno if he was a lawyer. Mr. Jones spoke out of order without chair recognition asking Mr. Parker to back off. (42:06) Mr. Parker refused to yield and was ejected from the meeting for being disruptive.

It should be noted that it is *REACT* International® practice that all complaints are forwarded to the President, for investigation and resolution, as quickly as possible. There are no considerations for complaints in the Bylaws and policy 6-01 dictates complaints against Officers and or Directors. Furnishing a copy of any complaint to the member of that complaint is neither required nor practical.

The President of *REACT* International® handles all complaints and is not under any obligation to furnish a copy to anyone unless s/he sees fit. In this case, the matter was appropriately referred to the Membership committee as a matter of their Committee appointed duties addressing membership matters. Given the existing animosity by Mr. Jones, this referral was an attempt to maintain transparency.

To furnish a copy of any complaint to all board members would be out of order of practice; would cause undue bias of Directors before any investigation occurred; remove impartiality if the complaint merited action by the Board of Directors and may certainly cause predisposed judgements of the complaint without the full weight or benefit of any subsequent findings to support or refute the allegations.

Any authority of the Board of Directors comes from an adopted motion as voted on in the form of guidance for a particular office. Directors do not have authority as an individual Director. Mr. Jones was out of order in demanding the board be polled as to any receipt of this complaint before the matter was referred to the Membership committee.

Per Robert Rules of order, §4, debate on question. The debate must be confined to the merits of the pending question. Speakers must address their remarks to the chair, maintain a courteous tone, and—especially in reference to any divergence of opinion—should avoid injecting a personal note into debate. To this end, they must never attack or make any allusion to the motives of members. As already noted, speakers should refer to officers only by title and should avoid the mention of other members' names as much as possible.

Motion by Region 1, John Mahon to end the discussion and move to a vote. Chairman Capodanno acknowledged the motion and moved to a vote R1-Y;

Region 2 David Perry interrupted the vote roll call asking if the team would be allowed time to resolve the issue due to the “stigma” this may cause the team. Further discussion ensued briefly before it was noted we were in the middle of the vote that should resume.

Motion adopted with 6 votes for, and 1 opposed. (R1-Y, R2-Y, R3-Y, R5-Y, R6-Y, R7-N, R8-Y).

Chairman Capodanno recognized Region 2 David Perry seeking clarification. Chairman Capodanno directed Mr. Perry to the motion that he, as President, would work with the team management to resolve the matter as quickly as possible. Chairman Capodanno asked Mr. Perry if that would change his vote. Mr. Perry acknowledged that he would vote yes if they {Dallas County *REACT*} were afforded a specific timeframe to resolve the matter. Mr. Perry's vote was not altered as it presented as a conditional vote, not the required favorable or adverse vote.

Chairman Capodanno recognized Region 1, John Mahon who noted that in light of the suspension of Dallas County *REACT*'s Charter, the Region 7 Directors seat is now considered vacant. Per Bylaws section 5.2 a Director must be a member of a team in good standing.

Mr. Jones spoke out of order without being recognized by the Chairman, interrupting Region 1, John Mahon to note he was still a life member. Region 1, John Mahon noted this was the third time he was interrupted without yielding the floor and asked Chairman Capodanno if he could continue.

Region 1, John Mahon noted that in light of the suspension of Dallas County *REACT*'s Charter, this suspension shall apply to any and all classes of membership of Dallas County *REACT*. Any and all rights and use of *REACT* afforded all Dallas County *REACT* life members shall be under suspension for violation the life member agreement item 9: Even though an individual has been recognized and identified as a Life member of *REACT*[®], that membership may be revoked for cause should that individual bring discredit upon the *REACT*[®] name.

Chairman Capodanno clarified that all life members of Dallas County *REACT* are now considered unattached, and thus cannot do anything, any event or conduct business as unattached members. It was further clarified that Dallas County *REACT* cannot use their life members to continue any Team operations.

ADJOURNMENT at 9:53 PM, EST.

Moved by Region 1, John Mahon to adjourn second by Region 6, Tom Jenkins.
(R1-Y, R2-Y, R3-Y, R5-Y, R6-Y, R8-Y) Motion adopted unanimously

Next Meeting – March 22, 2020 at 9:000 PM, EST

Fraternally,
John L. Mahon Secretary.