

The Approved Minutes of The IEUC's 2003 Annual Meeting

***The Minutes of
The First Annual Meeting of
The Board of Directors of
The Institute for End User Computing, Inc.***

Held on *The 20th of November, 2003*
Via Conference Call
Originating at the offices of
Perlman & Perlman, Esqs.
220 Fifth Avenue
New York, New York 10001

The conference call was initiated shortly before *2PM Eastern Standard Time*, at which point the meeting was called to order by Peter J. Wasilko.

Attending in Person were:

Peter J. Wasilko, Esq. - *Director, President, Treasurer, and Chair of The Board*
David G. Samuels, Esq. - *The IEUC's lead counsel at Perlman & Perlman*
Antonella Popoff, Esq. - *Mr. Wasilko's personal counsel*

Attending from Remote Locations were:

Mark Bernstein - *Director and Vice President*
Gerry McKiernan - *Director and Secretary*
Susan Thomas - *Director*
Craig E. Watters - *Director*
David Wilemon - *Director*

Available but unreachable due to last minute technical difficulties in establishing an audio link to New Zealand was:

Robert M. Akscyn - *Director*

The first order of business was the identification of all present, thus establishing a quorum under the bylaws of the corporation.

Overview for The Year Past

Mr. Wasilko began by briefing The Board on the progress made since the inception of The Institute on November 22, 2002. He outlined how The Institute had been organized as a New York State not-for-profit corporation by its first outside legal counsel, who had subsequently been discharged in favor of retaining Perlman & Perlman, Esqs. for their

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vastly superior level of expertise in handling the legal issues facing non-profit corporations. He further noted that Mr. Samuels and his associates had completed The Institute's application for a federal tax exemption - a matter to be taken up later in the meeting.

He then provided The Board with an overview of his success in recruiting world class academics and up and coming experts to serve on The Institute's volunteer Advisory Board.

Its current members are:

Steven McCaffrey - *an accessibility expert with The New York State Department of Education*

Mike McLaughlin - *a Manager of Systems Administration at e-xpedient.com*

Bonnie Nardi - *author of "A Small Matter of Programming" and "Information Ecologies"*

Kent Norman - *noted experimental psychologist with The University of Maryland's Automation Psychology Laboratory*

Ben Shneiderman - *founder of The Human-Computer Interaction Lab at the University of Maryland*

Dr. Charles C. Tappert - *Professor of Computer Science & Information Systems at Pace University*

Mr. Wasilko further noted that several additional individuals had volunteered to act as 'Shadow' Advisory Board members on the condition that their identities not be divulged for a variety of reasons including considerations of office politics in their home departments and a desire to await an IRS determination of The Institute's tax status before lending their names to our cause. This arrangement permits The Institute to benefit from their advice from the outset while addressing their concerns. Naturally, it is hoped that after The Institute becomes a 501(c)(3) and starts to establish itself in the eyes of the public, we will see a few of these figures formally join our Advisory Board so we can publicly recognize our appreciation of their contributions.

Mr. Wasilko then turned to the other major thrust of activity during The Institute's first year by describing his success in creating The Institute's web presence. He reported that we had initially registered the domain name 'ieuc.org' through Yahoo!, but due to difficulties with their technical support, we had opted to terminate our relationship with Yahoo! and decided to take our business to the more capable *iPowerWeb* hosting service.

Mr. Wasilko then described the functionality he was able to incorporate into the website including a free *Google University Search* service, *BableFish* multi-lingual translation, secure online feedback forms, literature references, and an academic conference calendar. Having developed all of the site's graphics and back end content management facilities using his personal copy of the *Tinderbox* hypertext software developed by fellow Director Mark Bernstein, Mr. Wasilko explained how it will be possible to greatly expand the size of the IEUC site in the year ahead.

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He then sited access logs showing that when the site opened in March 2003 it received 340 visits serving 1,671 pages to visitors from 214 different sites. By October 2003, the last month for which full statistics were available these figures had grown dramatically to 2,813 visits serving 7,621 pages to visitors from 1,940 sites. The site has attracted truly universal interest drawing hits each month from the US, the United Kingdom, Australia, Canada, Japan, Singapore, the Netherlands, Germany, Sweden, Ireland, Finland, the Philippines, Hong Kong, The US Military, The Russian Federation, other Nonprofits, the US Government, Poland, Brazil, France, Taiwan, Indonesia, South Africa, Belgium, The Czech Republic, Slovenia, Italy, and many more.

Likewise, the content Mr. Wasilko has authored for the web site has garnered it a Google placement in the fourth and fifth positions on the first screen of search results for the query "End User Computing" - a search which returns a total of 4,090,000 relevant pages. Moreover, we are the first non-commercial listing on the page outranking even an Association of Computing Machinery conference on End-User Computing. Remarkably, this outstanding visibility was achieved without spending any money on the various commercial services that offer to help one improve one's Google ranking.

Financial Status

In his role as Treasurer, Mr. Wasilko then reported that The Institute has no outside creditors and that its current assets consist of our corporate embossing seal, our domain name registration, and one year of prepaid web hosting. We also have retained Perlman & Perlman at a flat prepaid rate for general advice and the preparation and follow up on our Form 1023 application for 501(c)(3) Status. Director Thomas asked about the financial liability of Directors and Mr. Samuels explained that the corporation's directors have no liability for debts of the organization. Mr. Wasilko then reiterated, that there would be no monetary demands on other directors since he was fronting all startup costs so there would not be any outside creditors, although he will need to be reimbursed for his outlays when funds become available. In any case, if such funds were not to materialize, he would bear the loss himself and not turn to the other Directors.

Substantive Business

In accordance with standard corporate operating procedure, The Board proceeded as follows: Various issues were first discussed, a call for any motions was then made, one of the directors would then propose a motion, a second director would second it, and the chair would invite any directors wishing to discuss the specific motion on the table to do so, then when there was no further discussion offered, actual votes were taken.

The first matter of business was a motion by Director Bernstein to maintain the current roster of corporate directors. This motion was seconded by Director Thomas and unanimously adopted.

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The second issue was that of establishing formal signatory procedure for the issuance of payments to be drawn on a corporate checking account that will be established as we move forward. Director Wasilko proposed that since he is serving as treasurer and executive director and therefore handling all daily business, he be authorized to sign such checks so long as they were not for disbursements to be made to him personally. Those checks would be signed by Director Bernstein who would likewise be authorized to sign check provided that they were not for disbursements to be made to him personally. The Board also briefly considered requiring two signatures, but decided that since Directors Bernstein and Wasilko live in different states, the logistics of mailing checks between them for a second signature would introduce an undue delay in providing timely payment of Institute obligations as well as incur and unwarranted risk of unauthorized intercept as checks were mailed back and forth between New York and Massachusetts. Therefore, Director Watters moved that the simplified procedure be followed with both Bernstein and Wasilko having signatory authority. This motion was seconded by Director Wilemon and unanimously adopted.

An additional motion was made by Director Watters and seconded by Director McKiernan to formalize the safeguard contemplated above by prohibiting Directors Bernstein and Wasilko from signing any checks payable to themselves. This motion was unanimously adopted.

The third issue taken up was the matter of adopting a standard depository resolution required by the Wachovia bank in order to open a nonprofit checking account. Mr. Samuels advised The Board that he had reviewed the language of this document and that it was standard language required by all similar banking institutions and that The IEUC should adopt the resolution to be able to open its checking account. This motion was made by Director Wilemon and seconded by Director Watters before being unanimously adopted by The Board.

Director Wasilko then outlined the startup expenses that he had incurred on behalf of The Institute and asked that the Board bind The Institute to reimburse him for those expenses as soon as funds were available to do so. As of the Annual Meeting, these major disbursements added up to \$5,517.69 not counting minor postage, travel, and sundry expenses for which Director Wasilko was not seeking reimbursement. Director Wasilko reported that he has receipts to document all of these expenditures which primarily went to outside professional services and state mandated filing fees. PDF scans of these receipts will be transmitted to The Board and be made part of The Institute's official records. Director Watters moved that Director Wasilko be reimbursed for all of his documented outlays on behalf of The IEUC and this motion was seconded by Director Bernstein. At that point, Director Wasilko noted that he would have to abstain from this vote as its outcome would result in disbursements being made payable to himself. The vote was then taken and the motion was adopted by all present with the exception of Director Wasilko's required abstention.

The next matter taken up was that of maintaining the current roster of corporate officers. Specifically, Mr. Wasilko would continue to serve as President, Treasurer, Executive

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Director and Chief Technology Officer; Mr. Bernstein would serve as Vice President; and Mr. McKiernan would serve as Secretary. This motion was made by Director McKiernan and seconded by Director Thomas. It carried unanimously.

The next topic of discussion was a proposal to amend The IEUC Corporate bylaws to bring them into better conformance with the language of the New York State Not-for-Profit Corporation Law in order to insure that the Board would enjoy the maximum level of protection afforded by the New York Statute. Mr. Samuels explained the effect of these changes and answered a question by Director Watters about the level of due diligence expected of Board Members under New York Law. Mr. Samuels then described what is required and noted that The Institute and its Board had done everything properly in how they had conducted their business to date. Rather than read through the full amended bylaw text during the meeting it was decided that The Board should defer to the expertise of Perlman & Perlman and go ahead and vote to make the changes effective immediately with the understanding that the final language would be transmitted to all Board Members and that if they wanted to make any changes at that point a special meeting could be called to do so, although no such changes were presently contemplated. Director Watters made this motion and it was seconded by Director McKiernan before being unanimously approved.

Mr. Wasilko, then called the Board's attention to the packet of planning materials he had distributed before the meeting. Director Thomas expressed some concern that technical development of The New Platform appeared to be slated to start somewhat further in the future than she had hoped. Director Wasilko, explained that he was still proceeding on the background planning and research but that it was first necessary to develop reliable funding (so The Institute could directly fund needed activities which would not otherwise happen because of the local politics and funding cycles of our nation's labs) and that building the social network and public relations profile would be key to this phase of The Institute's growth.

Along those lines he raised the question of whether The Institute should adopt any public policy positions as part of its educational role in getting End Users to take a more proactive view of their roles as technology consumer and good citizens. Director Watters was intrigued by how much broader this view of what it means to be an End User was than the more passive and narrow conception that has been adopted by most of academia. As the discussion unfolded, The Board realized that in the short term, more could be achieved by holding out The Institute as a neutral policy forum for all sides to lay their best arguments for various policy positions before The End User Community. Then at some point in the future, once all sides' views were more fully researched and documented, The Board could revisit the idea of endorsing some positions as being more beneficial to End Users. Director Thomas urged Director Wasilko to explore these possibilities and to continue planning in this social/policy dimension. Therefore, Director Wilemon moved to table the topic of adopting public policy positions at this time. The motion was seconded by Director Watters and carried unanimously.

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The next and last matter requiring a formal vote concerned a highly technical aspect of New York Law. Director Wasilko explained that when The IEUC was incorporated its first outside legal counsel had recommended that The Institute should be classified as a Type C not-for-profit corporation under New York Law. Director Wasilko deferred to the advice of the Institute's outside counsel's, but his legal training and reading of the ambiguous statute left him somewhat uneasy about this classification. Therefore, when he secured the more experienced assistance of Perlman & Perlman he made a point to revisit the issue. This intuition proved correct and Perlman & Perlman determined that The IEUC had in fact been improperly classified as a Type C and should therefore file an amendment to its Certificate of Incorporation to be reclassified as a Type B non-for-profit. Mr. Samuels assured The Board that this is a highly technical aspect of New York State Law that wouldn't cause any disastrous ramifications, but that The Board should take prompt action to correct the mistake. Director McKiernan moved that we have Perlman & Perlman file corrective paperwork with New York State. Director Wilemon seconded the motion and it was unanimously approved.

Finally, looking forward to the logistical topic of securing a favorable Tax Exempt treatment from The IRS, Director Wasilko wanted to bring some personal concerns about the effect of the draft Form 1023 Application for tax exempt 501(c)(3) status on the future determination of his compensation. Ms. Popoff, Director Wasilko's personal legal counsel explained to the board that the pro-forma budget prepared for the tax exemption application contained a dramatically lower salary level that would represent a fair level of compensation for Director Wasilko's efforts on behalf of The IEUC. She explained that he was concerned that without the Board's up front understanding this figure might be taken as a starting point in subsequent salary negotiations and that such an interpretation would be extremely unfair to him. She also explained that he didn't want to hold up the tax filing to try to arrive at a more realistic budget, since with no track record to draw on there was no way that *any* budget could be developed that would be appreciably more accurate than the tentative one contained in the draft application.

The Board recognized Director Wasilko's concerns and the practicalities of the situation leading to an understanding that the budget in the Form 1023 Application would not represent an intended cap on Director Wasilko's compensation for his services. No formal resolution was deemed necessary in this instance.

With there being no further business to be conducted, at approximately 3:50 PM, Eastern Standard Time, The First Meeting of The Board of Directors of The Institute for End User Computing, Inc. was Adjourned by The Chair.

After the meeting, acting on his authority as Corporate President under the concurring guidance of both his own legal counsel and The Institute's independent legal counsel, Director Wasilko signed a Power of Attorney and IRS Form 1023 on behalf of The IEUC to enable Perlman & Perlman to handle all of the work needed to process The Institute's application for 501(c)(3) tax exempt status.

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This concludes the minutes of the IEUC's First Annual Meeting. These minutes were adopted by an email vote on: _____