

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

Held on *The 19th of November, 2004*
Via Conference Call
Originated by *AT&T Teleconferencing Services*

The conference call was initiated at 12:54 *PM Eastern Standard Time* and by 1:04 *PM* a quorum was present at which point the meeting was called to order by Peter J. Wasilko.

Participating from Remote Locations were:

Peter J. Wasilko, Esq. - *Director, President, Treasurer, Chief Technology Officer, and
Chair of The Board*

Mark Bernstein - *Director and Vice President*

Gerry McKiernan - *Director and Secretary*

Robert M. Akscyn - *Director*

Susan Thomas - *Director*

Craig E. Watters - *Director*

*David Wilemon – *Director*

This constitutes all of the Institute's Officers and Directors.

*Director Wilemon had been engaged in Syracuse University business until 1:24 *PM* at which point he joined the conference in progress and was fully briefed on the administrative business conducted before then. Thus, the full board was present during all of our substantive deliberations.

The Directors had been provided with copies of prior minutes, our Cumulative Annual Report, the meeting agenda, and background materials prior to the meeting, obviating the need to recap the details of the past year's events. Accordingly, administrative matters were the first order of business.

Records of the actual roll call vote on each motion herein have been retained by the Chair and can be provided upon request.

Upon motion, duly made, seconded and carried, the following actions were taken:

Motion 1 — RESOLVED, that *The Minutes of the First Annual Meeting of the Board of The Institute for End User Computing, Inc.* be adopted.

Motion 2 — RESOLVED, that *The 2002-2004 Cumulative Annual Report of The Institute for End User Computing, Inc.* be adopted.

Motion 3 — RESOLVED, that the current slate of Officers and Directors be retained as follows:

Officers :

Peter J. Wasilko — *Chair of the Board, President, Treasurer, Executive Director, and Chief Technology Officer*

Mark Bernstein - *Vice President*

Gerry McKiernan - *Secretary*

Directors:

Robert M. Akscyn

Mark Bernstein

Gerry McKiernan

Susan Thomas

Peter J. Wasilko

Craig E. Watters

David Wilemon

Motion 4 — RESOLVED, (with Mr. Wasilko abstaining because the vote related to his financial interests) that as of the printing of *The Institute for End User Computing, Inc.'s 2002-2004 Cumulative Annual Report*, Mr. Wasilko had advanced a grand total of \$5,771.31 of his own funds in payment of properly documented corporate obligations for which he is entitled to be reimbursed as soon as funds become available.

This constitutes an unsecured, interest free loan by Mr. Wasilko to the corporation which reflects major expenses (including those debts to Mr. Wasilko which were acknowledged in last year's minutes) and do not include minor sundry expenses for which Mr. Wasilko seeks no reimbursement.

Motion 5 — RESOLVED, (with Mr. Wasilko abstaining because the vote related to his financial interests) that in return for Mr. Wasilko's willingness to continue to front the cost of its startup and operating expenses, *The Institute for End User Computing, Inc.* shall continue to agree to reimburse Mr. Wasilko for any and all properly documented

corporate obligations which he has already paid out or will pay out on the corporation's behalf if and when the corporation secures funds with which to reimburse him.

Motion 6 — RESOLVED, (with Mr. Wasilko abstaining because the vote related to his financial interests) that the question of paying Mr. Wasilko a salary to compensate him for the valuable services he has already and shall continue to provide to *The Institute for End User Computing, Inc.* be tabled until such time as the corporation has funds with which to pay him, with the understanding that at the time his salary is set, his past under-compensation, the many roles he fills, the unique services he has and shall continue to provide, and the financial risk he has undertaken on behalf of the organization to permit it to avoid owing interest and principle to outside creditors shall be taken into consideration.

Motion 7 — RESOLVED, that the standard depository resolutions (previously provided to the directors for their review) necessary to open a nonprofit checking account with the *Wachovia Ossining Financial Center* (a bank in Ossining, New York) be adopted.

Motion 8 — RESOLVED, that Mr. Wasilko open said nonprofit checking account with Mr. Wasilko and Mr. Bernstein serving as signatories under the restriction that any disbursements made on the account in excess of \$5,000 shall require both signatures and that any payments for less than that amount that are owed to either signatory may only be endorsed by the other (i.e. neither may be the sole signatory of a check made out to himself).

With these administrative matters addressed, Director Wilemon joined the conference and a significant period of time was devoted to a general discussion of fundraising and long term planning. It was recognized that a lack of funds is the major limiting factor on our ability to advance our mission.

Therefore, Mr. Wasilko presented a case for passive internet-based fundraising as being most appropriate given our mission of supporting computer users who for the most part are active online as well as our lack of resources to engage in a traditional donor solicitation campaign.

The challenges of establishing proper regulatory compliance when seeking funds online were also discussed as well as the logic of engaging an outside law firm that specializes in this work to handle our charitable registration and compliance needs, while Mr. Wasilko continues to provide general in-house legal guidance.

Some time was also devoted to determining which states *The Institute for End User Computing, Inc.* ought to initially register to solicit funds in, as the costs of registering everywhere from the outset are prohibitively high.

Specifically, Mr. Wasilko identified the out-of-state law firm of *Copilevitz & Canter, LLC* as the most suitable outside counsel to turn to.

He also proposed that based on the geographic distribution of computer-related companies and end users concentrations, as well as state regulatory enforcement and charitable giving patterns, we initially register in the following ten states: *New York, Pennsylvania, Utah, Mississippi, South Carolina, California, Florida, Massachusetts, Washington, and Virginia.*

Motion 9 — RESOLVED, that Mr. Wasilko engage the law firm of *Copilevitz & Canter, LLC* to handle our state law charitable registration and compliance needs after performing the due diligence of consulting five of the references provided by the firm and reviewing its engagement letter.

Motion 10 — RESOLVED, that Mr. Wasilko advance the funds and execute the appropriate paperwork to have *Copilevitz & Canter, LLC* register *The Institute for End User Computing, Inc.* to solicit funds in *New York, Pennsylvania, Utah, Mississippi, South Carolina, California, Florida, Massachusetts, Washington, and Virginia.*

Motion 11 — RESOLVED, that a proposal to call for the substantive study of *Intellectual Property Law Reform* as being an important public policy area that should be brought to wider public attention be tabled in favor of developing a broader agenda that can encompass this as well as other important issues of the day.

A few other possible project ideas were then touched upon, but with there being no further business requiring immediate board action *The Second Annual Meeting of The Board of Directors of The Institute for End User Computing, Inc.* was upon motion, duly made, seconded and carried, *Adjourned by The Chair, at 2:02 PM, Eastern Standard Time.*