



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

**A 501(c)(3)
NOT-FOR-PROFIT
CORPORATION**

Held on *The 12th of December, 2008*
Via Conference Call
Originated by *AT&T Teleconferencing Services*

Participating “in person” were:

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

Kent Norman — Director

Gerry McKiernan - Director

Participating initially “in person” & subsequently “by other means” was:

Brian Laskiewicz, Esq. — Director and Secretary

Participating subsequently “by other means” were:

Robert Akscyn — Director

Craig E. Watters - Director and Vice President

Administrative Note: *Due to scheduling and time zone issues the entire Board was not able to participate interactively for the full duration of this year’s meeting. Those members anticipating this possible eventuality had been provided with the opportunity to email any comments or requested motions to the Board prior to the meeting and through the Bylaw change effected in Motion #1 were subsequently permitted to cast their votes “by other means” on all motions brought up during the meeting.*

Shortly after 12:00 PM the meeting was brought to order with a successful Quorum Call.

Bylaw Change

Motion #1 — Resolved that effective immediately, The Board of Directors adopt a revised set of Corporate Bylaws (which have been previously distributed via email) as drafted by Peter J. Wasilko, Esq. to:

- a) incorporate past board motions vis-a-vis the President's authority to confer courtesy titles on volunteers,
- b) to provide for alternate effective dates for appointments and resignations,
- c) to permit "fast track" email voting to fill vacancies without incurring the expense of a costly conference call,
- d) to permit Directors to vote on matters brought up during meetings at times when they were not present,
- e) to formalize a set of procedures to govern the conduct of business between formal meetings via email, and
- f) to correct some minor typos in the language of the Bylaws.

Brian Laskiewicz moved this motion which Gerry McKiernan seconded. **This motion which was presented in the meeting Call and Agenda was unanimously approved by all present "in person", whose number constituted a Quorum of the full board, thus exceeding the 2/3 super majority of those in attendance required by the current Bylaws to Amend them. The Bylaw changes adopted in this motion took effect immediately, permitting those not attending "in person" to cast their votes on all remaining motions and allowing the meeting to continue after Mr. Laskiewicz was forced to leave the conference call to attend to critical client business.** It should also be noted for the record that this motion enjoyed the unanimous support of the entire Board and that those Directors not present "in person" subsequently recorded their formal votes of approval for these Bylaw changes (although those votes do not have operative effect as they preceded the amendment of the Bylaws to permit meeting participation "by other means").

Elections

Motion #2 — Resolved that Brian Laskiewicz, Kent Norman, Gerry McKiernan, Peter Wasilko, and Craig Watters shall retain their seats as Directors through our next Annual Meeting and that with our deepest appreciation of his past service, Robert Akscyn will resign from his position as Director effective at 11:59 PM on December 31st, 2008 to rotate out to our Advisory Board.

Kent Norman moved this motion which Brian Laskiewicz seconded. It was unanimously approved both by those voting "in person" and those voting subsequently "by other means".

Motion #3 — Resolved that

- a) effective immediately, Kirk St. Amant and Jeffrey A Smith shall be designated as Directors Elect and copied on Board level IEUC correspondence,
- b) that effective at 12:00 AM on January 1st, 2009, they shall be seated as Directors bringing our Board back to full strength with seven members, and

c) that at that time, they shall be accorded all rights and privileges pertaining to Directors of The Institute for End User Computing, Inc.

Gerry McKiernan moved this motion which Kent Norman seconded. It was unanimously approved both by those voting “in person” and those voting subsequently “by other means”.

Motion #4 — Resolved that our slate of Officers for 2009 shall remain:

Peter Wasilko — President, Treasurer, Chief Technology Officer, and Executive Director.

Craig Watters — Vice President.

Brian Laskiewicz — Secretary.

Kent Norman moved this motion which Gerry McKiernan seconded. It was unanimously approved both by those voting “in person” and those voting subsequently “by other means”.

Finance

Motion #5 — Resolved that the Board Adopts the 2007 990-EZ as prepared by Mr. Wasilko (which was previously provided to all board members via email) and that based on that filing, as of 12/31/2007 the Institute Books showed a Long Term Debt of \$10,567.82 and Current Accounts Payable of \$4,494.51.

Brain Laskiewicz moved this motion which Gerry McKiernan seconded. It was unanimously approved both by those voting “in person” and those voting subsequently “by other means”.

Motion #6 — Resolved that based on the foregoing figures, the sum of \$4,494.51 for 2007 Accounts Payable be summed with the \$10,567.82 of prior Long Term Debt bringing the total dollar amount owed to Mr. Wasilko for his documented outlays in fronting expenses of the Institute as of 1/1/08 to \$15,062.33 which shall be reported as Long Term Debt in the form of an unsecured interest free Loan from an Officer on our 2008 Returns.

Gerry McKiernan moved this motion which Kent Norman seconded. It was unanimously approved both by those voting “in person” and those voting subsequently “by other means”.

Motion #7 — Resolved that Mr. Wasilko is owed further sums of similar magnitude for 2008 Accounts Payable to him for expenses fronted during the course of this calendar year on behalf of the organization, the exact value of which shall be subsequently determined in our 2008 990-EZ.

Kent Norman moved this motion which Gerry McKiernan seconded. Mr. Wasilko abstained from voting due to a Conflict of Interest since the motion related to money’s owed to him by the Institute. It was approved by all of the remaining Directors voting either “in person” or “by other means”.

Motion #8 — Resolved that Mr. Wasilko shall be reimbursed for all monies fronted by him if and when unrestricted funds become available to do so and that The Institute for End User Computing, Inc. shall continue to be legally bound to reimburse Peter J. Wasilko for legitimately reimbursable documented expenses including but not limited to legal & accounting fees, governmental filing fees, and the cost of this conference call — all of which he will continue to loan to the organization until it can sustain itself from public funds.

Gerry McKiernan moved this motion which Kent Norman seconded. Mr. Wasilko abstained from voting due to a Conflict of Interest since the motion related to money's owed to him by the Institute. It was approved by all of the remaining Directors voting either "in person" or "by other means".

Motion #9 — Resolved that we continue to table the question of Mr. Wasilko's compensation in accordance with prior motions to that effect.

Kent Norman moved this motion which Gerry McKiernan seconded. Mr. Wasilko abstained from voting due to a Conflict of Interest since the motion related to making him a paid employee of the Institute. It was approved by all of the remaining Directors voting either "in person" or "by other means".

Motion #10 — Resolved that as per an interim Board motion to the same effect, Annual Reports shall be issued on an Academic Year basis beginning with a 2007/2008 Report which is currently undergoing final revisions and that this report shall be reviewed and adopted via a subsequent email vote.

Kent Norman moved this motion which Gerry McKiernan seconded. It was unanimously approved both by those voting "in person" and those voting subsequently "by other means".

Operations

Consensus Sounding — It was reported that our incoming Directors Elect would like to explore a couple of potential future projects & collaborations and that they sought an informal consensus of the Board authorizing them to pursue these Special Projects to the point of determining if they are sufficiently viable to warrant formal Board Action.

Accordingly, Mr. Wasilko took an informal sounding of The Board which expressed its unanimous approval of this course of action.

Motion #11 — Resolved, that there being no further business, this meeting of the Board of Directors is adjourned until 12:00 PM Eastern Standard Time on Friday, December 4, 2009 or some earlier date after a final accounting of all accrued 2008 expenses can be made.

Mr. Wasilko moved this motion which Kent Norman seconded. It was unanimously approved both by those voting "in person" and those voting subsequently "by other means".

The meeting was adjourned shortly before the bottom of the hour.