

**BYLAWS**  
**Of**  
**THE INSTITUTE FOR END USER COMPUTING, INC.**

**ARTICLE I**

**NAME AND PURPOSE OF CORPORATION**

**SECTION 1. NAME**

This Corporation shall be known as The Institute for End User Computing, Inc., hereinafter called the Corporation.

**SECTION 2. PURPOSE**

The purpose for which the Corporation is formed is to educate the public about information technology; promote, conduct, and encourage research and scholarship in information and computer technology; research and promote the use of computer and information technology; publicize and publish research developments; collaborate with researchers and others to improve the current state of technology; and develop and deploy useful and reliable technology products with funds primarily obtained from governmental or foundation grants, and private and public contributions. The Corporation may engage in any other acts or things incidental to or connected with or in advancement of its purpose, both as a separate organization and in cooperation with other tax-exempt national, state and local organizations, and individuals, but not for the pecuniary profit or financial gain of its members, directors, officers or any other individual, except as permitted under Article 5 of the Not-for-Profit Corporation Law. To that end, the directors and officers shall actively seek and/or solicit funds, assets, property, and other contributions through any and all possible sources and means, including but not limited to the donation or purchase of space in trade magazines, and/or the donation or purchase of printed materials requesting the solicitation of same, and/or the verbal request for same at any and all appropriate public presentations. This Corporation is organized and is to be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including but not limited to receiving contributions and paying them over to an organization described in Section 501(c)(3) of the internal Revenue Code of 1986 as now in effect or hereafter amended.

### **SECTION 3. PROHIBITIONS**

Nothing herein contained shall be deemed to authorize the Corporation to establish or maintain in the State of New York any institution or agency, or have a purpose mentioned in Section 404(b) through (v) of the Not-for-Profit Corporation Law. The Corporation shall not engage in any of the activities mentioned in Section 460-a of the Social Services Law. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual, and no substantial part of its activities shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1986, as now in effect or hereafter amended), and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statement), any political campaign on behalf of (or in opposition to) to candidate for public office. Nor shall the Corporation carry on any other activity not permitted to be carried on by a Corporation that is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or hereafter amended; nor shall the Corporation carry on any other activity not permitted to be carried on by a Corporation that receives contributions which are deductible under Section 170(c)(3) of the Internal Revenue Code of 1986, as now in effect or hereafter amended; nor shall the Corporation carry on any other activity not permitted to be carried on by a Corporation that receives contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 19986, as now in effect or hereafter amended.

## **ARTICLE II**

### **GOVERNMENT**

#### **SECTION 1. BOARD OF DIRECTORS**

The general management of the affairs of the Corporation shall be vested in the Board of Directors, who shall be elected as provided in Section 1 of Article IV of these Bylaws. The Corporation shall have at least five (5) directors but not more than fifteen (15).

#### **SECTION 2. OFFICERS**

The officers of the Corporation may consist of a President, a Vice President, a Secretary, and a Treasurer, as provided in Section 2 of Article IV of these Bylaws. Any two (2) or more offices may be held by the same person, except the offices of president and secretary, or the offices corresponding thereto.

#### **SECTION 3. PRESIDENT AS COMMITTEE MEMBER.**

The President shall be a member, ex officio, of all committees established pursuant to Section 2 of Article VI.

## **ARTICLE III**

### **MEETINGS**

#### **SECTION 1. ANNUAL MEETING OF BOARD OF DIRECTORS**

The annual meeting of the Board of Directors shall be held on the first Friday of May of each year. If the majority of the members of the Board of Directors are not able to meet on such date, then the meeting shall be held on an alternate date when at least the majority of the members of the Board of Directors are able to convene. Notice of the specific date, time, and place of the annual meeting shall be sent to each member at least ten days previous thereto. Notice of any annual meeting may be waived by a director submitting a signed waiver either before or after the meeting, or by attendance at the meeting.

#### **SECTION 2. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS**

The President may call special meetings of the Board of Directors at any time on the President's own initiative or upon written request to the President or Secretary by a minimum of five members of the Board of Directors. Notice of the meeting shall be sent to each member at least ten (10) days previous to the meeting, and at such special meeting there shall only be considered such business as is specified in the notice of meeting. Notice of any special meeting may be waived by a director submitting a signed waiver either before or after the meeting, or by attendance at the meeting.

#### **SECTION 3. QUORUM FOR BOARD OF DIRECTOR'S MEETING.**

At all meetings of the Board of Directors, either regular or special, a majority of all members in good standing shall constitute a quorum.

#### **SECTION 4. LACK OF QUORUM**

If a quorum is not present, the presiding officer may adjourn the meeting to an alternate time when a quorum could be present.

#### **SECTION 5. ORDER OF BUSINESS**

At meetings of the Corporation, where appropriate, the order of business should include:

- (a) Reading of minutes of immediate prior meeting for information and approval
- (b) Reports of officers
- (c) Reports of committees
- (d) Election of directors
- (e) Unfinished business
- (f) New business

- (g) Reading and approval of minutes of meeting just held, if requested

## **SECTION 6. MEETINGS OF BOARD**

Regular meetings shall be held without notice at such times as may be fixed from time to time by resolution of the Board of Directors.

Any one or more member of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **ARTICLE IV**

### **ELECTION OF DIRECTORS AND OFFICERS**

#### **SECTION 1. ELECTION OF DIRECTORS, QUALIFICATION, TERM AND MANNER OF ELECTION**

A director shall not be less than eighteen (18) years of age when elected. The directors of the Corporation shall be elected at the annual meeting. Each active member shall be entitled to one vote for each director to be elected, and the candidate receiving a majority of the votes cast shall be declared elected. The term of each director shall be from the date such director is elected and qualified until the date such director's successor is elected and qualified at the next annual meeting of the directors.

#### **SECTION 2. ELECTION OF OFFICERS**

The Board of Directors may elect or appoint a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as it may determine, or as may be provided in these bylaws. These officers may be designated by such alternate titles as may be provided in the Certificate of Incorporation or the Bylaws. Any two or more offices may be held by the same person, except the offices of president and secretary, or the offices corresponding thereto. Elected officers shall hold office until new officers are elected.

## **ARTICLE V**

### **VACANCIES IN OFFICE**

If a vacancy occurs among the officers or in the Board of Directors, the Board of Directors shall fill the vacancy for the unexpired term, within ninety (90) days of such occurrence.

## **ARTICLE VI**

### **DUTIES AND POWERS OF BOARD OF DIRECTORS**

#### **SECTION 1. MANAGEMENT**

The Board of Directors shall have general charge and management of the affairs, funds and property of the Corporation. The Board of Directors shall have full power, and it shall be the duty of the Board of Directors to carry out the purposes of the Corporation according to its Articles of Incorporation and Bylaws. It shall determine whether the conduct of any member is detrimental to the welfare of the corporation and whether removal pursuant to Section 6 of this Article is warranted.

#### **SECTION 2. APPOINTMENT OF COMMITTEES**

The Board of Directors may appoint such committees, as it deems necessary. It may vote the expenditure of money, as it deems necessary or advisable; and it may contract for the lease or purchase in the name of the Corporation of properties, facilities, or water rights for the use of the members.

#### **SECTION 3. NO AUTHORITY TO IMPOSE LIABILITY ON MEMBERS**

The Board of Directors shall not impose any personal liability or levy any assessment upon the members of the Board of Directors.

#### **SECTION 4. PLACE OF DIRECTORS' MEETINGS**

The meetings of the Board of Directors should be held in the County of New York or any place in New York State. They shall not be held outside the State of New York, unless a decision to do so is ratified by a majority of the Board of Directors.

#### **SECTION 5. RESIGNATION**

Any director may resign his or her office at any time. Such resignation shall be in writing and shall be effective upon its receipt by the Secretary or President of the Corporation.

#### **SECTION 6. REMOVAL OF DIRECTORS**

Any or all of the Directors may be removed for cause by vote of the Directors provided there is a quorum of not less than a majority of the entire Board of Directors present at the meeting of Directors at which such action is taken.

**ARTICLE VII**  
**DUTIES AND POWERS OF OFFICERS**

**SECTION 1. PRESIDENT**

The President shall:

- (a) preside at all meetings of the Corporate and of the Board of Directors;
- (b) present at each annual meeting of the directors a report on the condition of the Corporation's business;
- (c) appoint such committees as the President or the Corporation shall consider expedient or necessary;
- (d) call regular and special meetings of the directors, officers or members as required by these Bylaws or the laws of New York;
- (e) appoint, discharge, and determine the compensation of all employees and agents of the Corporation, other than the elected officers;
- (f) sign and execute all contracts in the name of the Corporation, and all notes, drafts and other orders for the payment of money;
- (g) sign all certificates representing membership in the Corporation;
- (h) ensure that all books, reports, statements, and certificates are properly kept and filed as required by law
- (i) enforce these Bylaws and perform all the duties which are incident to office of the President and required by law; and
- (j) supervise and control the business and affairs of the Corporation.

**SECTION 2. VICE PRESIDENT**

In the absence of the President, the Vice President shall perform the duties of the President; and in the absence of both President and Vice President, the Treasurer shall preside and assume the duties of the President; and in the absence of the President, the Vice President, and the Treasurer, the Secretary shall preside and assume the duties of the President.

**SECTION 3. SECRETARY**

The Secretary shall:

- (a) keep the minutes of all meetings of the Corporation and of the Board of Directors;
- (b) read such minutes at the close of each meeting for approval, if requested;
- (c) mail out all notices for meetings of the Corporation or the Board of Directors
- (d) perform such other duties as may be required of a Secretary by the Bylaws, the President or the Board of Directors.

## **SECTION 4. TREASURER**

The Treasurer shall:

- (a) have charge of all receipts and moneys of the Corporation;
- (b) deposit receipts and moneys of the Corporation in the name of the Corporation in a bank approved by the Board of Directors;
- (c) disburse funds as ordered or authorized by the Board of Directors;
- (d) keep regular accounts of receipts and disbursements;
- (e) submit a record when requested;
- (f) give an itemized statement at regular meetings of the Corporation;
- (g) sign checks and withdrawal slips on behalf of the Corporation upon any and all of its bank accounts, and the same be honored on the Treasurer's signature alone.

## **SECTION 5. REMOVAL AND RESIGNATION OF OFFICERS**

Any officer may be removed by the vote of a majority of the Board of Directors. Any officer may resign at any time upon written notice to the Corporation given to the President or the Secretary of the Corporation. Any such resignation shall take effect on the day of receipt of such notice or at any other time specified herein. The provisions of this section are subject to the terms of any duly authorized written employment contract entered into by the Corporation and any officer of the Corporation.

## **ARTICLE VIII**

### **COMPENSATION OF DIRECTORS AND OFFICERS**

#### **Section 1. Reasonable Compensation.**

It is the policy of the Corporation to pay no more than reasonable compensation for personal services rendered to the Corporation by officers and employees. The directors of the Corporation shall not receive compensation for fulfilling their duties as directors, although directors may be reimbursed for actual out-of-pocket expenses which they incur in order to fulfill their duties as directors. Expenses of spouses will not be reimbursed by the Corporation unless the expenses are necessary to achieve a Corporation purpose.

#### **Section 2. Approval of Compensation.**

The Board of Directors must approve, in advance, the amount of all compensation for officers of the Corporation.

Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the Corporation to the officer is reasonable in amount in light of the position, responsibility and qualification of the officer for the position held, including the result of an evaluation of the officer's prior performance for the

Corporation, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the Corporation to the individual in payment for services. At the time of the discussion and decision concerning an officer's compensation, the officer should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances.

The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.

## **ARTICLE IX**

### **CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS**

#### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as in these bylaws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these bylaws, no officers, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

#### **SECTION 2. LOANS**

No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

#### **SECTION 3. CHECKS, DRAFTS, ETC.**

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

#### **SECTION 4. DEPOSITS**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## ARTICLE X

### INDEMNIFICATION AND INSURANCE

#### **Section 1. Authorized Indemnification.**

Unless clearly prohibited by law or Section 2 of this Article X, the Corporation shall indemnify any person (“Indemnified Person”) made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a director or officer of the Corporation, or (b) in addition is serving or served, in any capacity, at the request of the Corporation, as a director or officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys’ fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

#### **Section 2. Prohibited Indemnification.**

The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors in good faith determines, that such person’s acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

#### **Section 3. Advancement of Expenses.**

The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the Indemnified Person’s reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article X. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or

proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

#### **Section 4. Indemnification of Others.**

Unless clearly prohibited by law or Section 2 of this Article X, the Board of Directors may approve Corporation indemnification as set forth in Section 1 of this Article X or advancement of expenses as set forth in Section 3 of this Article X, to a person (or the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust employee benefit plan or other enterprise.

#### **Section 5. Determination of Indemnification.**

Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board of Directors shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these Director. Before indemnification can occur, the Board of Directors must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article X. No director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these bylaws.

#### **Section 6. Binding Effect.**

Any person entitled to indemnification under these bylaws has a legally enforceable right to indemnification which cannot be abridged by amendment of these Bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

#### **Section 7. Insurance.**

The Corporation is not required to purchase directors and officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article X or operation of law and it may insure directly the directors, officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article X as well as for liabilities against which they are not entitled to be indemnified by the Corporation.

## **Section 8. Nonexclusive Rights.**

The provisions of this Article X shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Corporation with any director, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article X, subject in all cases to the limitations of Section 2 of this Article X.

## **ARTICLE XI**

### **CONFLICTS OF INTEREST**

#### **Section 1. Definition of Conflicts of Interest.**

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a director, trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

#### **Section 2. Disclosure of Conflicts of Interest.**

A director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the director or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Secretary of the Corporation shall distribute annually to all directors and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Corporation and whether the process for approval set forth in Section 3 of this Article XI was used.

#### **Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest.**

A director or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into contract is executed or the transaction is commenced.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

#### **Section 4. Validity of Actions.**

No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its corporate officers are directors or officers, or have a substantial financial interest, shall not be either void or voidable for this reason alone or by reason alone that such director or directors or officer or officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such director's or officer's interest in such contract or transaction were disclosed to the Board of Directors and the transaction was approved by a vote sufficient for such purpose without counting the vote or votes of such interested director or officers. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested director or officer should not be present at the meeting.

#### **Section 5. Employee Conflicts of Interest.**

An employee of the Corporation with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussions, as well as any decision, relating to the matter and follow the direction of the supervisor as to how the Corporation decisions which are the subject of the conflict will be determined. The Chairman shall be responsible for determining the proper way for the Corporation to handle Corporation decisions which involve unresolved employee conflicts of interest. In making such determinations, the Chairman of the Board may consult with legal counsel.

The Chairman shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the Chairman has approved.

**ARTICLE XII**  
**NOTICES**

All notices to members shall be sent by facsimile, postal mail or by electronic means to the respective addresses and contact information as given on the books of the Corporation, and such mailing or transmission shall constitute presumptive evidence of service thereof.

**ARTICLE XIII**  
**TAX YEAR**

The tax year of the Corporation shall end on December 31 of each year and begin on the next succeeding day, or shall be for such other period of time as the Board of Directors may from time to time designate with the consent of the Department of Taxation and Finance of New York and the Internal Revenue Service, if such consent is required.

**ARTILCE XIV**  
**CORPORATE SEAL**

The seal of the Corporation shall be circular in form and bear the name of the Corporation, the words "New York" and the year of incorporation.

**ARTICLE XV**  
**AMENDMENTS**

These Bylaws may be amended only by at least a two-thirds (2/3) vote of the members of the Board of Directors present at a regular or special meeting of the Corporation, provided notice of the purpose of the proposed amendment has been stated in the call for the meeting. The Corporation's Certificate of Incorporation may be amended by a majority vote of the members of the Board of Directors.