

**Bylaws of
Blacksburg Computer Empowerment (BCE)**

Article I – Name and Purpose

Section 1.1 – Name of the Corporation

The name of the Corporation is Blacksburg Computer Empowerment.

Section 1.2 – Vision

The Vision of BCE is to help bring into being a world where people with mental health challenges are using their skills and tools to empower themselves and others, achieving a sense of community, efficacy, and shared esteem.

Section 1.3 – Mission & Purpose

The Corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The Corporation shall be operated exclusively for the promotion of the common good and general welfare of the people of the community.

The mission of Blacksburg Computer Empowerment is to use information technology to empower individuals who have experienced a mental health challenge.

The specific objectives and purpose of this corporation shall be:

(a) through our computer empowerment programs to provide computer hardware, software, educational materials, individualized computer tutoring and technical support to individuals who have experienced a mental health challenge.

(b) to sponsor presentations, workshops, and other events where community leaders, mental health services providers, and other concerned members of the public and government may meet to learn about computer technology advocacy and exchange ideas, suggest solutions, and implement strategies to enhance digital connectivity among individuals living with mental health challenges.

(c) to develop digital resources, such as software and informational web sites, that serve the community of individuals who live with mental health challenges.

(d) to expand and redefine our empowerment programs from time to time as necessary to meet the evolving needs of people with mental health challenges.

Section 1.4 – Organizational Values

People with mental health challenges can be skilled, resourceful, and avid contributors to society. They need not consider themselves crippled or limited in any way.

We value and work for the full human rights and self-determination of every individual, regardless of their mental state or diagnosis.

As expressed in the 2006 U.N. Convention on the Rights of Persons with Disabilities, people living with a mental disability have the right to access information technology. We want to help create a world where everyone with a desire to explore computing and the Internet is afforded that opportunity.

We value each person's individual process of recovery. Computers can be catalysts for personal growth and positive transformation, and can play a vital and important role in the process of recovery.

Section 1.5 – BCE Computer Empowerment Program Values

A BCE Computer Empowerment Mentor is a responsible and conscientious person who shares his or her computer skills with BCE Computer Empowerment Participants through individualized, face-to-face computer empowerment sessions over a period of several weeks according to the empowerment principles described here. If computer equipment and/or software is needed, it is provided. Additionally the Mentor is available for technical support and for discussions concerning the mental health peer movement, of which BCE is a part.

1. The Participant is captain of his or her ship. Computers have a wide range of uses and it is up to each individual to decide what is most enjoyable and helpful and what is worth pursuing in terms of computer learning. Mentors can facilitate learning and help people become aware of the resources available and the directions computer empowerment can take, but the Participants initiate and lead the process.

2. Mutuality: Mentor and Participant empower each other and learn from each other and together they follow a path toward computer capability and greater connectedness, knowledge and vitality. Mentors contribute with the aid of their computer learning and life experience, and Participants contribute with their life experience and their desire to grow through the empowerment process. Each person is valuable and essential to BCE.

3. Successful Empowerment. The success of computer empowerment can be assessed by each Participant and each Mentor and success for one person is often not the same as success for another. However these features are often present in successful empowerment:

- a. Both Mentor and Participant have enjoyed their collaboration and found it constructive and affirming.
- b. Through the acquisition of computer hardware and software and through the experience of computer empowerment sessions, the Participant has increased his or her ability to use computer technology and derive the considerable life benefits such skill affords.
- c. The Participant has begun to find ways to empower himself or herself via the computer and in life generally. For example, questions about medications and mental health care can be researched when one is able to use the computer as an informational resource.
- d. After experiencing computer empowerment, the Participant has begun to think about how to use his or her newly learned computer skills for the benefit of others.

BCE Computer Empowerment is freely given.

Article II – Board of Directors

Section 2.1 – General Powers

The Board of Directors shall conduct the business and affairs of the Corporation, subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken.

Section 2.2 – Qualifications of Board Members

Each Director shall be of the age of majority in this state. Additionally, a majority of Directors will be individuals who identify as having a lived experience with a mental health challenge.

Section 2.3 – Number of Board Members

The Board shall consist of no more than eight (8) Directors and no fewer than four (4) Directors.

Section 2.4 – Tenure of Board Members

Each Director may be appointed by the Board to serve for a term of two (2) years.

Section 2.5 – Removal and Resignation

Any Director may be removed, either with or without cause, by the Board of Directors, at any time. Any Director may resign at any time by giving written notice to the Board of Directors or to the President of the Corporation.

Section 2.6 – Responsibilities of Board Members

Responsibilities of Board Members are expressed in the BCE Board Member Job Description.

Section 2.7 – Regular Meetings

The Board of Directors shall meet during the first week of every third month of each year. The time of each meeting shall be arranged approximately one week prior to the meeting. Meetings may be conducted either in person or by teleconference.

At the regular June meeting of every other year, Directors shall be elected by the Board of Directors. Voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

Section 2.8 – Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any Director. The person who calls a special meeting of the Board of Directors may fix the time and place for meeting. At least one week prior notice shall be given by the Secretary of the Corporation to each Director of each special meeting of the Board. Such notice shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.

Section 2.9 – Directors Quorum

The majority of the voting Directors of the Board shall constitute a quorum. A quorum must be present for a vote to occur. The affirmative vote of a majority of the Directors present at a meeting shall be necessary and sufficient for the making of decisions by the Board of Directors, except as may otherwise be established by the Articles of Incorporation or by the Bylaws.

Section 2.10 – Action without a Meeting

Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing or email so to be taken shall be received by President or designee before such action by 75% of the Directors.

Section 2.11 – Vacancies

Any vacancies occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 2.12 – Non-Liability of Directors

A director of this Corporation shall not be personally liable for the debt, liabilities, or other obligations of the Corporation.

Article III – Officers

Section 3.1 – Designation of Officers

The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer.

Section 3.2 – Election and Term of Office

Officers shall be appointed by the Board of Directors and serve two (2) year terms.

Section 3.3 – Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at anytime by giving written notice to the Board of Directors or to the President of the Corporation.

Section 3.4 Vacancies

A vacancy in any office may be filled by the Board of Directors at the next regularly schedule Board meeting or as soon as candidates are identified to fill the unexpired portion of the term.

Section 3.5 President

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, the president shall preside at all meetings of the board of directors. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

Section 3.6 Vice President

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

Section 3.7 Secretary

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book or digital record of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the board, committee, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 3.8 Treasurer

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 3.9 Executive Director

The Executive Director shall be appointed by the board and have direction of and supervision over the day to day affairs of the Corporation. The responsibilities of the Executive Director are expressed in the Executive Director Job Description. The Executive Director shall serve as a nonvoting member of the Board of Directors.

Section 3.10 Compensation

No compensation shall be paid to the Directors for their services as members of the Board of Directors.

Article IV – Committees

Section 4.1

The corporation shall have committees as needed from time to time and be designated by resolution of the board of directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Article V – Contract, Loans, Checks and Deposits

Section 5.1 – Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 5.2 – Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5.3 – Checks & Drafts

All checks, drafts or other orders for the payment of money, notes, or other evidences or indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 5.4 – Deposits

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

Section 5.5 – Inspection of Corporate Records

The financial records and other corporate records, including the minutes of all meetings, will be open to inspection by any Director upon request at reasonable times and for a purpose reasonably related to his or her interest as a Director of the Corporation.

Section 5.6 – Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state to be so prepared and delivered within the time limits set by law.

Article VI – 501(c)(3) Tax Exemption Provisions

Section 6.1 – Limitations on Activities

No substantial part of the activities of the Corporation shall consist of carrying on

propaganda, or otherwise attempting to influence legislation nor shall it in any manner or to any extent participate or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under the applicable federal, state or local laws.

The Corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would cause it to lose its exemption from federal income taxation as a Corporation described in 501(c)3 of the Internal Revenue Code of 1986.

Section 6.2 – Prohibition Against Private Inurement

No part of the net earnings of the Corporation shall inure to the benefit of any Director or officer, or any private individual (except that reasonable compensation may be paid for services rendered to the Corporation).

Section 6.3 – Distribution of Assets

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of 501(c)3 or the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VII – Conflict of Interest and Compensation Approval Policies

Section 7.1 Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 7.2 Definitions

- a. **Interested Person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
 - 2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement;
or
 - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 7.3 Conflict of Interest Avoidance Procedures

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the

proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- d. Violations of the Conflicts of Interest Policy.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 7.4 Records of Board and Board Committee Proceedings

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 7.5 Compensation Approval Policies

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a. the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;
- b. all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
 2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
 3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 4. has no material financial interest affected by the compensation arrangement; and
 5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- c. the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
 2. the availability of similar services in the geographic area of this organization;
 3. current compensation surveys compiled by independent firms;

4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
 1. the terms of the compensation arrangement and the date it was approved;
 2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
 3. the comparability data obtained and relied upon and how the data was obtained;
 4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
 5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
 6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
 7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and

complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

Section 7.6 Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7.7 Periodic Reviews

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 7.8 Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article VIII – Indemnification

Section 8.1 – Indemnification

The Corporation shall indemnify, to the fullest extent permitted and required by the Virginia Nonstock Corporation Act, as such Act exists now or may be hereafter amended, its Directors, Officers, and employees who are made party to any proceeding by reason of their office for acts or omissions performed in their official capacity.

There shall be no liability for the acts or omissions of any Officer or Director of the Corporation in any proceeding brought by or in the right of the Corporation, unless otherwise provided by the laws of the Commonwealth of Virginia, arising out of any single transaction, occurrence, or course of conduct, pursuant to Section 13.1-870.1 of the Code of Virginia, as may be amended from time to time.

Article IX – Parliamentary Authority

Section 9.1 – Rules of Order

Robert’s Rules of Order (current revision) shall be the parliamentary authority for all matters or procedure not specifically covered by these Bylaws or the specific rules of procedure adopted by the Corporation.

Article X – Amendment of Bylaws

Section 10.1 – Amendment

These bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the Board of Directors.

Article XI – Construction and Terms

Section 11.1 – Construction & Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in the Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with the Virginia State Corporation Commission, which were used to establish the legal existence of this Corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future tax code.

CERTIFICATION

I, the undersigned, do certify that I am the duly elected President of Blacksburg Computer Empowerment and that the foregoing Bylaws constitute the Bylaws of the Corporation adopted by the Board of Directors.
