

**WIKI SOCIETY OF WASHINGTON, DC INC.**  
**Board of Directors Meeting**

December 11, 2011  
Martin Luther King Jr. Memorial Library, 901 G Street NW, Washington, DC

Board Members Present:           Kristin Anderson  
  Nicholas Bashour  
  Katie Filbert  
  James Hare  
  Kirill Lokshin

Board Members Not Present:      Tiffany L. Smith

Guests:                            Kevin Chen  
  Peter Meyer

The meeting was called to order by Ms. Filbert at 2:32 PM.

1. A motion by Ms. Filbert to approve the Minutes of the November 13 meeting of the Board of Directors in the form previously distributed was seconded and passed without dissent.
2. Ms. Filbert reported that she had represented the Corporation at two conferences held during the month of November, and that contacts had been made with several potential partner organizations, including the Smithsonian Institution. She then reported that the Library Lab had hosted an “Open Data Hack-a-Thon” event in collaboration with POPVOX, and noted that more than 40 people had attended the event. She further reported that she was soliciting quotes for both directors and officers liability insurance and event liability insurance on behalf of the Corporation.
3. Mr. Bashour reported that discussions with the Embassy of Estonia and the Washington European Society regarding a potential joint event were ongoing, and noted that the event would take place in the spring due to schedule conflicts. He further reported that discussions had begun with the Embassy of Moldova regarding a potential joint seminar on open government initiatives, and that he was preparing a grant application that would provide funding for a series of seminars on open government.
4. Mr. Lokshin reported that the Corporation had received no new membership applications since the prior meeting of the Board, and that total membership remained at 42.
5. Mr. Hare reported that the Corporation's assets stood at \$4,593.64, including \$4,513.65 in cash and \$79.99 in fixed assets, and that the Corporation had no outstanding liabilities.
6. Speaking on behalf of the Legal Committee, Mr. Chen recommended that the Board of Directors amend the resolution appointing the committee to shift the committee's role to that of

a point of contact for outside counsel, and to require the presence of at least one Director on the committee. He then reported that the committee had reviewed EventBrite's Terms of Service, and noted that Section 7.2 thereof required the Corporation to grant EventBrite a license to any content provided by the Corporation.

7. A motion by Mr. Bashour to appoint Ms. Filbert and Mr. Lokshin to the Legal Committee was seconded and passed without dissent.
8. Speaking on behalf of the Fundraising Committee, Mr. Hare reported that the committee had prepared a Fundraising Plan for Fiscal Year 2011–12, and read excerpts from the plan.
9. Speaking on behalf of the Technical Committee, Ms. Filbert reported that Corporation's website had been moved to the Corporation's Linode hosting account. She further reported that the committee was preparing the technical infrastructure for the Wikimania 2012 registration and scholarship application processes.
10. A motion by Mr. Hare to authorize the President to engage the services of of DLA Piper LLP (US) as counsel for the Corporation, pursuant to the terms of the Engagement and Conflict Waiver Letter dated December 5, 2011, was seconded and passed without dissent.
11. A motion by Ms. Filbert to authorize the President to enter into an agreement with the Wikimedia Foundation, pursuant to the terms of the Chapter Agreement dated October 10, 2011, as revised by the Corporation, was seconded and passed without dissent.
12. The Corporation's application for tax-exempt status as a charitable organization under Section 501(c)(3) of the Internal Revenue Code was discussed and amended.
13. A motion by Mr. Hare to authorize the Treasurer to execute an election under Section 501(h) of the Internal Revenue Code was seconded and passed without dissent, with Ms. Anderson abstaining.
14. A motion by Mr. Hare to authorize the Treasurer to file the Corporation's application for tax-exempt status as a charitable organization under Section 501(c)(3) of the Internal Revenue Code was seconded and passed without dissent, with Ms. Anderson abstaining.
15. A motion by Mr. Hare to amend the resolution regarding membership dues and application process passed on May 28, 2011 by replacing the sample membership certificate described in paragraph C.1 with a new sample membership certificate was seconded and passed without dissent.

[document attached]

16. Speaking on behalf of the Wikimania 2012 organizing team, Mr. Hare reported that current priorities for the team were hiring an event planner and making the registration and scholarship processes operational. He noted that the team would meet with one of the potential event planners later in the week, and that a planning meeting would be held on December 18. He further reported that he expected a contract with the venue to be ready for signing in the near

future.

17. Nominations for the position of Assistant Wikimania Coordinator were discussed. A motion by Mr. Hare to appoint Ms. Smith as the Assistant Wikimania Coordinator for the Conference Program, Mr. Ross as the Assistant Wikimania Coordinator for Scholarships, and Mr. Horohoe as the Assistant Wikimania Coordinator for Registration was seconded and passed without dissent.
18. The Corporation's Fundraising Plan for Fiscal Year 2011–12 was discussed, and approval of the plan was postponed to the next meeting of the Board of Directors.
19. Potential events to be held by the Corporation during 2012 were discussed.  
  
\* Mr. Bashour left the meeting \*
20. A motion by Mr. Hare to authorize Mr. Hare to file a grant application with the Wikimedia Foundation to cover the cost of holding events from January 2012 to March 2012 was seconded and passed without dissent.
21. A motion by Mr. Hare to authorize Mr. Bashour to hire and manage a social media intern for the Corporation was seconded and passed without dissent.
22. A motion by Ms. Filbert to authorize the continued use of the EventBrite service for the purpose of soliciting contributions to the Corporation was seconded and passed without dissent.
23. Future plans for the DC Library Lab program were discussed.
24. A motion by Mr. Hare to appoint Mr. Chen to the Board of Directors was seconded and passed without dissent.
25. The date of the next meeting of the Board of Directors was set to January 8, 2012, at 2:00 PM, at the Martin Luther King Jr. Memorial Library in Washington, DC.

The meeting was adjourned at 4:30 PM.

Approved on \_\_\_\_\_, \_\_\_\_\_.

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Kirill Lokshin  
Secretary

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Katie Filbert  
President