

WIKI SOCIETY OF WASHINGTON, DC
Board of Directors Meeting

May 7, 2011
Tenley-Friendship Neighborhood Library, Washington, DC

Board Members Present: Nicholas Bashour
 Katie Filbert
 James Hare
 Kirill Lokshin
 Robert C. Platt
 Tiffany L. Smith
 Daniel Rosenthal

The meeting was called to order at 3:30 PM.

1. The Incorporators (Ms. Filbert, Mr. Platt, and Ms. Smith) consented to waive notice of the meeting, and appointed Mr. Platt as Temporary Chair and Mr. Lokshin as Temporary Secretary.

* Mr. Platt took the chair *

2. Mr. Platt submitted a copy of the Articles and Certificate of Incorporation, which was entered into the Minutes.

[document attached]

3. A motion by Mr. Platt to confirm the remaining members of the interim Board of Directors (Mr. Bashour, Mr. Hare, Mr. Lokshin, and Mr. Rosenthal) was seconded and passed without dissent.
4. The draft Bylaws were discussed and amended. A motion by Mr. Platt to adopt the Bylaws as amended was seconded and passed without dissent, and the Bylaws were entered into the Minutes:

ARTICLE I - NAME

1. Name. These are the Bylaws for the organization which shall be called "Wiki Society of Washington, DC Inc.", a non-profit corporation incorporated in the District of Columbia (herein referred to as the "Corporation").

ARTICLE II - PURPOSE AND ACTIVITIES

1. Objects. The objects of the Corporation shall be the advancement of general knowledge, and the collection and development of educational content under a free license or in the public domain, and the dissemination of it effectively and globally.

2. Establishment. The Corporation shall be established as a not for profit organization under the laws of the District of Columbia.

3. Geographic Area. This Corporation will primarily recruit members from the local and regional community which includes (but is not limited to) the District of Columbia, the Commonwealth of Virginia, and the States of Maryland, Delaware, and West Virginia on a non-exclusive basis, with the understanding that similar organizations may be established in overlapping geographic areas, also open to people in these areas.

ARTICLE III - PROHIBITED ACTIVITIES

1. No Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of its members, directors, officers, or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise, attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law).

2. Financial Interests. No member, director or officer of the Corporation shall be financially interested, directly or indirectly, in any agreement relating to the operations conducted by the Corporation, nor in any transaction for furnishing services, facilities or supplies to the Corporation for compensation, unless the fact of such interest be known to the Board of Directors and unless such agreement or transaction shall be authorized by the Directors who have no interest, direct or indirect, in such agreement or transaction.

ARTICLE IV - MEMBERSHIP

1. Members. The Corporation shall have one class of members, who shall be individual members.

2. Participation. Membership is not necessary for participation in public activities or special events of the Corporation.

3. Eligibility for Membership. Any individual shall be eligible for membership, and no one can be denied membership unless the Board of Directors or a committee duly designated or organized for such purpose has determined that such exclusion is warranted for reasons of just cause. Any individual denied membership for whatever reason after such

procedures shall be entitled to appeal such denial to the membership.

4. Requests for Membership. Membership in the Corporation shall be open to all eligible persons upon request and payment of dues.

5. Membership Dues. Dues amounts shall be determined by the Board of Directors of the Corporation. The Board of Directors may offer discounted dues levels for categories of individuals, such as students or senior citizens.

ARTICLE V - MEMBERSHIP MEETINGS

1. Annual Membership Meeting. The Corporation's Annual Membership Meeting shall be held in September, or other such date designated by the Board of Directors. At this meeting, the Treasurer shall present a Financial Report, the Directors and Officers shall be elected, and other business may be conducted.

2. Regular Membership Meetings. The Corporation shall conduct a minimum of four Regular Membership Meetings each calendar year (including the Annual Membership Meeting.)

3. Notice of the Annual Membership Meeting and other Regular Membership Meetings. Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 or more than 120 days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

4. Special Membership Meetings. Special meetings of the members may be called by the President, the Secretary, the Board of Directors, or by a petition signed by, at minimum, the lesser of 75 members or one half of the membership. Only business items specified in the call to the Special Meeting may be conducted at the meeting.

5. Proxy Voting. Members must be present to vote at a membership meeting, and no proxy voting is allowed.

6. Quorum. The presence of at least the lesser of 15 members or one-half of the total membership shall be required to transact business at a membership meeting.

ARTICLE VI - BOARD OF DIRECTORS

1. Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under, the direction of the Board of Directors.

2. Size. The Board of Directors shall have seven (7) members. The President shall preside at all meetings of the Board of Directors and shall carry out any other duties deemed necessary by the Board of Directors.

3. Attendance. The Board shall meet at least four (4) times per year, including any special meeting called by the President. These meetings may coincide with the general membership meetings. Directors are required to attend meetings of the Board; if a Director is absent three times within a 12-month period, without being excused by the President, the Director shall be deemed to have resigned and the position declared vacant. Any or all Directors may participate in a meeting of the Board of Directors or a committee of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. No Director may vote by proxy.

4. Notice and Open Meetings. Notice of meetings of the Board of Directors shall be posted on the Corporation's website at least 48 hours in advance of each such meeting. Any member in good standing shall be permitted to observe the meetings of the Board of Directors, except for Executive Sessions.

5. Quorum. In order to transact business at least 50% of the current Directors must be present at the meeting.

6. Action by Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing, which writing may be executed in one or more counterparts, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or such committee.

7. Election. The members of the Board of Directors shall be elected as follows:

(i) Initial Appointment. Prior to the incorporation of the Corporation, the Corporation's predecessor group selected by consensus seven individuals to serve as the initial Board. The initial Board shall serve until their successors are elected and qualified at the first Annual Membership Meeting.

(ii) First Election. At the first Annual Membership Meeting, four Directors shall be elected for a two-year term and three shall be elected for a one year term.

(iii) Subsequent Elections. Thereafter, all Directors shall be elected for a two year term, so that four Director's terms expire in the odd-numbered years and three Director's terms expire in the even-numbered years.

(iv) Votes. When more than one Director is to be elected, the maximum number of votes that a voter may cast shall be equal to the number of seats to be filled, but no cumulative voting shall be allowed. The candidates with the greatest number of votes shall be designated as elected, with no minimum number of votes required for election. Among the Directors elected, the candidates with the greatest number of votes shall be elected to two-year terms, and the rest shall be elected to any one-year terms being filled.

(v) Vacancies. If a Director position becomes vacant, then the Board of Directors shall appoint an individual to serve until a successor is elected at the next Annual Membership Meeting. However, if the appointment occurs during the first year of the Director's term, then the successor shall be elected to serve a one-year term, in order to preserve the number of Directors being elected for two-year terms each year. At Annual Membership Meetings where a Director is being elected to fill such a vacancy, those of the Directors elected receiving the least number of votes necessary for election shall be assigned a one-year term.

ARTICLE VII - OFFICERS

1. Each year following the elections at the Annual Membership Meeting, the Board of Directors shall elect a President, a Vice President, a Secretary, and a Treasurer to serve a one year term and until their successors are elected and qualified. These officers do not need to be Directors. No one person can hold two officer positions listed in this section at the same time. The Board of Directors may also appoint additional Officers.

2. The duties of the Officers shall be as follows:

(i) President. The President shall be the chief executive officer and shall be generally responsible for leading the Corporation and managing its activities in accordance with the policies and procedures of these Bylaws. The President shall preside at all meetings of the general membership of the Corporation. The President shall be responsible for preparing the Annual Report for presentation to the Corporation at the Annual Membership Meeting.

(ii) Vice President. The Vice President shall preside over meetings in the absence of the President, and shall become President in the event of the President's resignation, death or incapacitation. The Vice President may also become the Acting President in the event that the President issues written notice to the Secretary declaring a temporary inability to fulfill the role of the President. The Vice President shall defer to the President upon

the receipt by the Secretary of written notice by the President declaring the ability to continue as President.

(iii) Secretary. The Secretary shall keep the books and records of the Corporation, including minutes of all membership and Board of Directors meetings, and shall be responsible for issuing all notices required by these Bylaws or the Articles of Incorporation.

(iv) Treasurer. The Treasurer shall collect dues, pay all bills, and maintain the Corporation's financial records. The Treasurer shall prepare the Corporation's Annual Financial Report for presentation at the Annual Membership Meeting. The Treasurer shall also present the annual budget at said meeting.

ARTICLE VIII - COMMITTEES

1. Standing and Special Committees. The Board of Directors may establish standing or special committees and appoint their membership.

2. Audit Committee. There shall be a standing Audit Committee of no less than three members who shall conduct an annual review of the financial records of the Corporation.

3. Ad hoc Committees and Task Forces. The President may establish ad hoc committees or task forces to address short-term tasks or studies.

ARTICLE IX - INDEMNIFICATION

1. Indemnification. The Corporation shall, to the extent legally permissible, indemnify and hold harmless any individual serving or who has served as a Director, Officer or duly authorized agent of the Corporation against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any claim, action, suit or other proceeding whether civil or criminal, in which he may be involved or with which he may be threatened, while serving or thereafter, by reason of his being or having been such a Director, Officer or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation.

2. Expenses. Expenses, including counsel fees, reasonably incurred by any such Director, Officer or agent in connection with the defense or disposition of any such claim, action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the Corporation the amounts so paid if it ultimately determined that indemnification of such expenses is not authorized herein. The right of

indemnification hereby provided shall not be exclusive of or affect any other rights to which any such Director, Officer, or agent may be entitled. As used in this Article, the terms "Director," "Officer" and "agent" include their respective heirs, executors and administrators.

3. Insurance. The Corporation may, at the election of the Board of Directors, purchase and maintain insurance on behalf of any individual who is or was a Director, Officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a Director, Officer or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in or arising out of his position, whether or not the Corporation would be obligated or empowered to indemnify him against such liability under this Article.

ARTICLE X - FISCAL CONTROLS

1. Disbursements. Disbursements over \$25.00 shall be made only by check drawn on the Corporation's bank account or by electronic means. Any disbursement over \$5.00 shall be supported by voucher or receipt. All checks, drafts, notes and evidence of indebtedness of the Corporation shall be signed by either the Treasurer or the President. Disbursements in excess of \$2,500.00 shall require the signature or written approval of both the President and the Treasurer. Disbursements not to exceed \$25.00 can be made by any designated office worker from the Petty Cash Fund.

2. Annual Budget. Prior to the commencement of each fiscal year, the Board of Directors shall prepare an estimated budget for the following fiscal year for the approval of a majority of those present and voting at a Membership Meeting.

3. Fiscal Year. The fiscal year of the Corporation shall be from October 1 to September 30.

4. Capital Expenditures. Capital expenditures in excess of \$1,000.00 must be approved by a majority of those present and voting at a Membership Meeting. Approval of a line item in the annual budget shall constitute membership approval of a capital expenditure.

ARTICLE XI - NOTICE

1. Form of Notice. Whenever under the provision of law, the Articles of Incorporation or these Bylaws, notice is required to be given to any Director or member, such notice may be given by publication on the Corporation's website or by electronic mail to the address as it appears in the records of the Corporation. Notice also may be given in person, by telephone, or by U.S. mail. Notwithstanding this provision, to the extent that District of Columbia law requires notice sent by U.S. mail of membership meetings, the Corporation shall send the required notices by

U.S. Mail.

2. Waiver. Whenever notice is required under the provision of law, the Articles of Incorporation or these Bylaws, a written waiver of the notice, signed by the person entitled to the notice, whether before or after the fact, shall be deemed to be the equivalent of such notice. Any member or Director who attends a meeting, without protesting the commencement of the meeting or the lack of notice shall be conclusively deemed to have waived notice of such meetings.

ARTICLE XII - PARLIAMENTARY AUTHORITY

1. Robert's Rules of Order Newly Revised. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that the Corporation may adopt.

ARTICLE XIII - BYLAWS

1. Amendments. The membership may amend these Bylaws at any Regular Meeting or at a Special Meeting called for that purpose by an affirmative vote of two-thirds of those Members in good standing present and voting. Notice of all Bylaw amendments shall be published 14 days before the general meeting by electronic announcement. The complete, amended Bylaws shall be published in the next edition of any periodic communication. A current version of the Bylaws shall be posted on the Corporation's website.

2. Headings. Headings have been included in these Bylaws for ease of reference, but headings shall not be affect the interpretation of the Bylaws.

ARTICLE XIV - DISSOLUTION

1. Vote Required. The Corporation may be dissolved by a two-thirds vote of the membership.

2. Donation of Remaining Assets. In the event of dissolution, all remaining assets shall be donated to a Section 501(c)(3) non-profit organization.

5. Mr. Platt submitted a copy of the IRS Employer Identification Number Notice for the Corporation, which was entered into the minutes.

[document attached]

6. A motion by Mr. Hare to elect Mr. Lokshin as Secretary was seconded and passed without dissent.
7. A motion by Mr. Platt to postpone the election of the remaining Officers until after the

organizational business had been dispensed with was seconded and passed without dissent.

8. A motion by Mr. Platt to authorize the opening of a corporate bank account at Wachovia Bank was seconded and passed without dissent, and the requisite bank forms were prepared and signed.
9. A motion by Mr. Platt to authorize the preparation and filing of an 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.
10. A motion by Mr. Platt to authorize the Secretary to file and record all reports and registration statements required by District of Columbia statutes was seconded and passed without dissent.
11. Wikimedia chapter agreements were discussed. A motion by Mr. Platt to request recognition as a Chapter of the Wikimedia Foundation was seconded and passed without dissent.
12. Member dues was discussed. A motion by Mr. Platt to set annual dues at \$10 was seconded and passed without dissent.

* Mr. Lokshin took the chair*

13. There being two nominees for the position of President (Ms. Filbert and Mr. Platt), a vote by written ballot was held, and Ms. Filbert was elected as President on the first ballot by a vote of four to three.

* Ms. Filbert took the chair *

14. A motion by Mr. Hare to elect Mr. Platt as Vice-President was seconded and passed without dissent.
15. A motion by Mr. Hare to elect Mr. Hare as Treasurer was seconded and passed without dissent.
16. The formation of a committee to oversee Wikimania 2012 was discussed. A motion by Mr. Hare to appoint a Wikimania Committee consisting of Ms. Filbert, Mr. Platt, Mr. Hare, Mr. Bashour, and Ms. Anderson was seconded and passed without dissent.
17. A motion by Mr. Hare to allow the Wikimania Committee to elect its own officers at a subsequent meeting was seconded and passed without dissent.
18. Ms. Filbert reported on upcoming events and meetings in the region.
19. A motion by Mr. Hare to solicit applicants for the position of Wikimania Volunteer Coordinator was seconded and passed without dissent.
20. Mr. Platt reported on the progress of negotiations with the Georgetown Conference Center.
21. Ms. Filbert reported on the progress of discussions with Georgetown University.
22. Ms. Smith reported on the progress of Wikimania program planning.

23. Ms. Filbert reported on the progress of Wikimania sponsorship discussions.

The meeting was adjourned at 5:25 PM.

Approved on _____, _____.

Kirill Lokshin
Secretary

Katie Filbert
President