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

August 18, 2012
Wikimedia District of Columbia, 1875 K Street NW, Suite 500, Washington, DC

Board Members Present:	Kristin Anderson Nicholas Bashour Katie Filbert James Hare Kirill Lokshin Tiffany L. Smith
Board Members Not Present:	Tom Risen
Staff Members Present:	Lisa Marrs
Guests:	Jeremy Baron Peter Meyer

The meeting was called to order by Mr. Bashour at 2:21 PM.

1. A motion by Mr. Bashour to approve the Minutes of the July 21 meeting of the Board of Directors in the form previously distributed was seconded and passed without dissent.

2. Mr. Bashour reported that an edit-a-thon event had been held at the Smithsonian American Art Museum, thanking Ms. Marrs for her work in organizing the event and noting that the museum had expressed interest in future events. He further reported that he was in discussion with the National Building Museum regarding the possibility of holding one or more events related to the Wiki Loves Monuments program.

3. Mr. Lokshin submitted a written report, which was entered into the Minutes:

   One new membership application has been received since the last meeting of the Board, bringing the total number of members to 57.

4. Mr. Hare submitted a written report, which was entered into the Minutes:

   As of 8:20 PM, the financial status of Wikimedia DC is as follows:

   — Wikimedia DC holds $57,784.07 in assets, including $37,707.56 in cash, $15,161.10 held in trust by the Wikimedia Foundation, $2,991.45 in accounts receivable, and $1,923.96 in fixed assets. One major asset transfer that took place this month was $885.95 from cash to fixed assets through the purchase of equipment pursuant to our Events 2012 grant

from the Wikimedia Foundation.

— Wikimedia DC has no liabilities.

— Since October 1, 2011 Wikimedia DC has earned $602,644.79 in income, including $580,764.55 from the Wikimania conference and $175.00 from membership dues. Most revenue activity this past month has been from the Wikimania conference.

— Since October 1, 2011, Wikimedia DC has accrued $550,298.93 in expenses, including $535,936.42 from the Wikimania conference, $5,600 in internship stipends (including both paid-out stipends and stipends which are scheduled), and $2,275.00 in office rent through the end of September. In addition, we are projecting an additional $10,400.50 in expenses for the Wikimania conference.

* Ms. Anderson joined the meeting *

5. Ms. Anderson submitted a written report, which was entered into the Minutes:

Here is a quick summary of my WikiDC activities over the past month:

1. Attended Smithsonian Editathon
2. Attended LC Flikr photo meet up with Slowking4
3. Worked on mobile upload app proposal with Slowking4
4. Initial contacts for Newseum event
5. LC Wikipedia listserv established
6. Experiment with screenshot photos for illustrations
7. Contact with LC Fedlink for Wikipedian in Residence
8. Contacts for Chinese article on LC Chinese language collections, exploring other collections
9. Received request to connect with LC Flikr fellow
10. Thank you notes for Wikimania Reception distributed.

6. Mr. Hare submitted a written report, which was entered into the Minutes:

Part I – Our Office

Since opening the Wikimedia DC office on K Street this past July, I have served as its de-facto office manager. The office has served us well in our day-to-day business, having been used as a workplace, as a place to store our equipment, and very frequently as a quiet meeting place for our outside contractors and guests interested in the work of Wikimedia DC, including a representative from Wikimedia Ghana and the organizing team of Wikimania 2013. Our office is a very valuable investment for Wikimedia DC, and we should continue having one beyond the end of our sublease on September 30.

In selecting our next office, we need to consider exactly how much office space we need, especially since we have very limited funds which we can use to pay for it. This fall I will no longer be able to volunteer at the office every day, leaving only a part-time intern. My opinion is that, at the very least, we need 1) a place to store our equipment 2) regular access to a conference room and 3) some kind of work area to occasionally do work. I have been conducting a search for our next office as part of our draft application for Wiki Loves Monuments programming.

Part II – Planning for 2013

Per the Movement Accountability Policy, we are required to adopt an annual plan. I have started a draft page here: <http://wikimediadc.org/wiki/Internal:Annual_plan_drafts/2013>. It may help facilitate planning to think of the annual plan as four quarterly plans, with goals for the year defining our general goals as an organization. In addition to leaving your suggestions on the page, I recommend we begin planning at this upcoming Board meeting.

7. Speaking on behalf of the Fundraising Committee, Mr. Hare reported that the committee was preparing two grant applications to the Wikimedia Foundation.

8. Mr. Lokshin submitted a written report on behalf of the Governance Committee, which was entered into the Minutes:

   The Governance Committee has prepared drafts of a revised Membership Policy and a new Board Meeting Policy; these drafts have been submitted to the Board for review. In addition, the committee has finished compiling a final draft of the amended and restated Bylaws based on the comments received from DLA Piper and others; this draft has also been submitted to the Board for review.

   Over the next month, the committee plans to prepare drafts of a revised Election Policy, a revised Privacy Policy, a new Donor Privacy Policy, a new Friendly Space Policy, and a new Fiscal Control Policy.

   Katie Filbert and Kat Walsh have tendered their resignations from the committee. In addition, attempts to contact Kevin Chen in regard to his continued interest in serving on the committee have been unsuccessful.

9. Ms. Filbert submitted a written report on behalf of the Technical Committee, which was entered into the Minutes:

   Wiki Loves Monuments tech support

   The technical committee is supporting Wiki Loves Monuments in the

United States, which starts on September 1.

1. We are hosting the website, which will be linked to from a central notice banner (geolocated for the US) on Wikipedia and other Wikimedia projects. Last year, the wikilovesmonuments.eu site got 7 million hits in September. To handle traffic, we are installing caching tools and implementing some optimizations for our wikilovesmonuments.us website. If it is needed, we would like authorization to increase our Linode hosting plan. The backup plan is to direct the banner to a landing page on Wikimedia Commons.

2. We are developing a tool for Wikimedia Commons to facilitate the voting process for the competition. Phase 1 is community voting to narrow to a list of 500 finalist submissions. Phase 2 is a jury process, and the jury has been selected.

3. We are grateful for the help so far with the competition as a whole, including from Matthew Roth, Pete Ekman, Richard Knipel and Sarah Stierch, who have provided invaluable leadership. For the website, Ryan Kaldari, Jeremy Baron, Chad Horohoe and Greg Varnum are helping (or interested in helping) with technical aspects, which is also invaluable and much appreciated.

4. We can still use more help with the wikilovesmonument.us site, including improving the content and if anyone wants to help with the technical stuff, that would also be very much welcome.

5. Aside from the website, we are working on having an upload button in the WP:NRHP (National Register of Historic Places) lists on Wikipedia, helping setup our Central Notice banner, etc.

Wiki Loves Monuments needs

1. In the next week or so, we will need to have one or more of the other technical team members take over leadership for the website, as Katie will be unavailable and offline at the end of August and early September.

2. We need other people in Wikimedia DC to take leadership with handling prizes and swag for the various local events, and for the contest finalists.

3. We also need Wikimedia DC people to take leadership with local events, including upload parties in DC, but also supporting events in Baltimore and elsewhere. If someone in the chapter is interested, we also have a contact in West Virginia who is interested in Wiki Loves Monuments.

4. Come September 1 when the banner is up, we expect additional people to emerge and want to be involved, within our own region and beyond. We need people in the chapter to be ready to help out with that.

5. We need our grant to be submitted very soon as possible. If we are not ready to decide about office space and an intern, we may want to separate the Wiki Loves Monuments part into a grant application to submit now, and another one when it is ready.

Other items

1. If nobody has any objections, we would like to disable the Wikimania scholarships and registration sites. We will keep the software and data in place for a bit longer, in case we need it, but it improves data security if make it non-web accessible now.

10. Mr. Hare submitted a written report regarding the organization of the Wikimania 2012 conference, which was entered into the Minutes:

    We are still waiting for the final report from our conference planners. In the meantime, over the past month we have sent thank-you notes to important Wikimania collaborators and paid many of our bills. Additionally, we have received a hard drive with several of the Wikimania videos, which will be uploaded soon.

11. Ms. Marrs reported that she was working to organize a number of events throughout September and October. She further reported that she would be leaving her position with the Corporation on September 29.

12. Mr. Bashour reported that the Corporation had received a letter from Mr. Ferriero, the Archivist of the United States, and said letter was entered into the Minutes.

    [document attached]

13. Mr. Hare reported that the Corporation had received a postcard from Mr. Gelauff, of the Wikimedia Affiliations Committee. He further reported that the Corporation had received a letter from Mr. Gaunce, of the Internal Revenue Service, in response to the Corporation's application for tax-exempt status as a charitable organization under Section 501(c)(3) of the Internal Revenue Code, and said letter was entered into the Minutes.

    [document attached]

14. The draft Board Meeting Policy was discussed and amended. A motion by Mr. Bashour to adopt the policy as amended was seconded and passed without dissent, and the policy was entered into the Minutes:

    ARTICLE I - PURPOSE AND SCOPE

1. Purpose. The purpose of this Board Meeting Policy ("Policy") is to describe the procedures used by the Board of Directors of Wikimedia District of Columbia (the "Board") to conduct its meetings.

2. Scope. This Policy shall apply to all public meetings of the Board. It shall not apply to any meeting of the Board that is called exclusively as an Executive Session.

ARTICLE II - ORDER OF BUSINESS

1. Standing Order of Business. The standing order of business at meetings of the Board shall be as follows:

(a) Reading and approval of the minutes of the previous meeting
(b) Reading of reports and correspondence
    (i) Reports of Officers
    (ii) Reports of non-Officer Directors
    (iii) Reports of standing, special, and advisory committees
    (iv) Other reports
    (v) Other correspondence
(c) Unfinished business
(d) New business

2. Specific Order of Business. Prior to each meeting of the Board, the Secretary shall prepare a specific order of business, which shall include such items of unfinished business as may have been postponed from the prior meeting, and such items of new business as may have been submitted for consideration at the meeting.

ARTICLE III - GUESTS

1. Presence of Guests. Except as otherwise provided by this Policy, all meetings of the Board shall be open to members of the general public. Any person other than a Director or Officer of Wikimedia District of Columbia who is present at a meeting of the Board shall be considered a "guest" for the purposes of this Policy.

2. Names of Guests. Each guest present at a meeting shall provide his or her name to the Secretary, or to such other person as may be recording the meeting, for inclusion in the Minutes of said meeting.

3. Guest Conduct. Guests present at a meeting shall conduct themselves with appropriate decorum, and shall not engage in any behavior that disrupts or interferes with the meeting. The presiding officer may require a guest who engages in inappropriate conduct to leave the meeting.

4. Guest Participation. Any guest who desires to speak during a meeting shall draw the attention of the President, or of such other person as may be presiding over the meeting, and shall wait to be recognized prior to speaking. Guests shall not interrupt other speakers, nor interject in discussion unless they have been recognized. When speaking, guests shall keep their remarks brief and pertinent to the topic under discussion.

ARTICLE IV - EXECUTIVE SESSIONS

1. Matters Requiring an Executive Session. The following matters shall only be discussed in executive session:

(a) Personnel matters, which shall include, but not be limited to, the hiring, firing, promotion, compensation, and performance of staff; appointments to and removal of members from standing, special, and advisory committees; and any other appointment of specific individuals to particular positions or roles.

(b) Matters related to ongoing or potential litigation involving Wikimedia District of Columbia.

(c) Matters subject to a confidentiality agreement binding on Wikimedia District of Columbia.

2. Discretionary Executive Sessions. Any matter not required to be discussed in executive session shall be discussed in such session upon the request of any Director of Wikimedia District of Columbia.

3. Resolutions Arising From Executive Sessions. To the greatest extent possible, any resolution arising from a matter discussed in an executive session shall be voted upon in open session, so as to facilitate the recording and publication of complete Minutes of the associated meeting.

4. Guests and Executive Sessions. Any guests present at a meeting shall be required to leave the meeting upon the commencement of an executive session, and shall not return to the meeting until the conclusion of said session.

5. Scheduling of Executive Sessions. To the greatest extent possible, all matters which are to be discussed in executive session at a particular meeting shall be postponed to a single executive session comprising the last portion of the meeting, so as to minimize the impact of such sessions on any guests present at the meeting.

15. The draft Membership Policy was discussed. A motion by Mr. Bashour to adopt the policy as written was seconded and passed without dissent, and the policy was entered into the Minutes:

ARTICLE I - PURPOSE AND SCOPE

1. Purpose. The purpose of this Membership Policy ("Policy") is to describe the procedures used by Wikimedia District of Columbia (the "Corporation") to process applications for membership in the Corporation.

2. Scope. This Policy applies to all applications for membership in Wikimedia District of Columbia, and to all memberships arising therefrom.

ARTICLE II - MEMBERSHIP DUES AND TERM

1. Membership Dues. The dues required to be paid by a member of the Corporation shall be ten dollars ($10) per year.

2. Membership Term. The term of membership for all members shall be one year. The term of membership shall start upon the day during which dues are paid, and end one year later, upon the last day of the month during which the term of membership commenced.

3. Renewal of Membership. A member may renew his or her membership at any time prior to the end of his or her membership term by remitting to the Corporation a sum equal to the annual membership dues. Upon receipt of such payment, the member's term of membership shall be extended by a period of twelve months, which period shall commence upon the day the member's term of membership was to have ended.

4. Expiration of Membership. A member who fails to renew his or her membership prior to the end of his or her membership term shall cease to be a member, and shall be required to file a new application for membership.

ARTICLE III - MEMBERSHIP APPLICATIONS

1. Form of Application. A person may apply for membership through any of the following methods:

(a) In person, by presenting an application for membership at any duly convened meeting of the Corporation's membership or Board of Directors;

(b) In writing, by sending an application for membership to the Corporation's mailing address, or by delivering it to any Officer of the Corporation; or

(c) Electronically, by submitting such application materials as may be

made available from time to time on the Corporation's website.

2. Content of Application. An application for membership shall contain the following information:

(a) The applicant's full legal name;
(b) The applicant's mailing address; and
(c) The applicant's email address.

3. Payment of Dues. An application for membership shall be accompanied by a payment of one year's membership dues, which may be remitted in any of the following forms:

(a) Cash;
(b) Check or money order made payable to the Corporation; or
(c) Electronic payment to one of the Corporation's electronic merchant accounts.

4. Receipt of Application. An application for membership shall be considered to have been received at such time as both the required information and the membership dues are received by the Corporation.

ARTICLE IV - MEMBER RECORDS

1. List of Members. Upon receipt of an application for membership, the Secretary of the Corporation shall enter the name, address, and email address of the applicant into the list of members of the Corporation, and shall annotate the entry with the dates upon which the applicant's term of membership commences and ends.

2. Membership Certificate. The Secretary shall issue each member a certificate attesting to his or her membership in the Corporation and indicating the dates upon which the member's term of membership commences and ends. The certificate may be issued in paper or electronic form, at the discretion of the Secretary.

ARTICLE V - MISCELLANEOUS PROVISIONS

1. Legal Requirements. No provision of this Policy shall be interpreted in a manner that conflicts with any applicable law or regulation. It is the policy of Wikimedia District of Columbia to comply with all applicable laws and regulations at all times.

2. Transition of Existing Memberships. All persons who are members of the Corporation at the time at which this Policy is enacted shall have their existing term of membership extended, such that the term shall end upon the last day of the month following the enactment of the Policy.

16. A motion by Mr. Bashour to adopt a resolution regarding a proposed amendment to the Articles of Incorporation was seconded and passed without dissent, and the resolution was entered into the Minutes:

> 1. The Board of Directors hereby approves and adopts the following amended and restated Statement of Purpose, and recommends to the members of the Corporation that the Articles of Incorporation be amended to replace the Corporation's existing Statement of Purpose with said amended and restated Statement:
>
> > The Corporation is organized exclusively for certain charitable, educational, and scientific purposes, said purposes being the advancement of general knowledge and the collection, development, and dissemination of educational content under a free license or in the public domain, and including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
>
> 2. The Board of Directors instructs the Secretary to prepare and deliver a ballot to the members of the Corporation for the purpose of approving said amendment to the Articles of Incorporation, pursuant to the provisions of DC ST § 29-405.09 and DC ST § 29-408.03.

* The Board entered into executive session *

* The Board returned to open session *

17. A motion by Mr. Bashour to appoint Mr. Katsurinis and Mr. Churella to the Governance Committee, Mr. Katsurinis to the Fundraising Committee, and Mr. Bashour and Mr. Lokshin to the Grants Committee was seconded and passed without dissent.

* Ms. Smith left the meeting *

18. A motion by Mr. Bashour to adopt a resolution regarding a proposed amendment to the Bylaws was seconded and passed without dissent, and the resolution was entered into the Minutes:

> 1. The Board of Directors hereby approves the amended and restated Bylaws, as published on the Corporation's website at http://wikimediadc.org/wiki/Internal:Bylaws_2012/New, and recommends to the members of the Corporation that the Bylaws be so amended and restated.
>
> 2. The Board of Directors instructs the Secretary to prepare and deliver a

ballot to the members of the Corporation for the purpose of approving said amendment to the Bylaws, pursuant to the provisions of DC ST § 29-405.09 and of Article XIII of the Bylaws.

19. Ideas for the Wikipedia Education Program were discussed.

20. Ideas for the Wikimedia United States Federation were discussed.

21. The date of the next meeting of the Board of Directors was set to September 13, 2012, at 6:00 PM, at the Corporation's offices at 1875 K Street NW.

The meeting was adjourned at 5:45 PM.

Approved on _____ ____, _____.

_____
Kirill Lokshin
Secretary

_____
Nicholas Bashour
President