

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

September 13, 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
Tom Risen

Board Members Not Present: Tiffany L. Smith

Staff Members Present: Lisa Marrs

Guests: Andrew Churella
Peter Meyer

The meeting was called to order by Mr. Bashour at 6:25 PM.

1. A motion by Mr. Bashour to approve the Minutes of the August 18 meeting of the Board of Directors in the form previously distributed was seconded and passed without dissent.
2. Mr. Risen reported that the New America Foundation would be hosting an event on the topic of women in technology on October 4.
3. Mr. Lokshin submitted a written report, which was entered into the Minutes:

No new membership applications have been received since the last meeting of the Board, leaving the total number of members at 57. Two current members have renewed their memberships for an additional year.

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

As of 5:30 PM today, September 13, 2012, the financial status of Wikimedia DC is as follows:

- Wikimedia DC holds \$55,151.83 in assets, including \$2,628.38 from the Wikimedia Foundation "Bootstrapping" grant, \$10,640.97 from the Wikimedia Foundation "Events 2012" grant, and \$114.00 in accounts receivable relating to the Wikimania conference. As far as unrestricted cash goes, upon accounting for the refund we will likely be tending to the Wikimedia Foundation but not accounting for the disparity between our

cash on hand and our recognized revenues (due to the \$114.00 account receivable), we have \$125.35 in unrestricted cash, but upon collection of said account, we will have slightly under \$239.35.

- Wikimedia DC has \$12,800.50 in liabilities in the form of unpaid Wikimania 2012 bills.

- Since October 1, 2011, Wikimedia DC has accrued \$604,155.79 in revenue. Since the last report, major revenue sources have included \$250.00 from the Washington European Society and \$110.00 in member donations and dues.

- Since October 1, 2011, Wikimedia DC has accrued \$567,014.67 in expenses. Since the last report, major expenses included \$5,375.00 on Wikimania consulting expenses, \$9,800.50 in Lisner Auditorium expenses (subject to change), and scheduled office and intern stipend payments.

5. Plans for organizing and funding future outreach events were discussed.
6. Mr. Hare submitted a written report on behalf of the Fundraising Committee, which was entered into the Minutes:

The Wikimedia Foundation approved our request for a Wiki Loves Monuments grant in the amount of \$2,750.00. Note that the Wikimedia Foundation will not fund our intern or office space.

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

The Governance Committee has prepared a draft of a new Election Policy, which has been submitted to the Board for review.

The committee's agenda currently includes the following items:

- (1) Prepare a revised Privacy Policy
- (2) Prepare a new Donor Privacy Policy
- (3) Prepare a new Friendly Space Policy
- (4) Prepare a new Fiscal Control Policy
- (5) Prepare a revised Record Retention and Document Destruction Policy

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

We have successfully implemented caching for the wikilovesmonuments.us site (thanks Jeremy!) and our current hosting plan is more than sufficient. We can probably downgrade it to one of the lower priced plans in the near future.

For wikilovesmonuments.us in the month of September, we've had 329,232 unique visitors so far. We can still use help to make the site more appealing and interesting, including updated blog posts about events (DC and beyond) and more social media about Wiki Loves Monuments in the US.

9. Mr. Hare submitted an additional written report, which was entered into the Minutes:

I have been working with Richard Knipel of Wikimedia New York City on developing the bylaws for a new Wikimedia United States Federation. The organization will serve as an umbrella organization for regional U.S. chapters, as well for U.S.-wide initiatives.

10. The draft Election 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 Election Policy ("Policy") is to restate and further describe the procedures used by Wikimedia District of Columbia to conduct the election of its Board of Directors (the "Board").

2. Scope. This Policy applies to any election of one or more Directors by the members of Wikimedia District of Columbia pursuant to the applicable provisions of the Bylaws of Wikimedia District of Columbia (the "Bylaws"). It does not apply to any appointment of Directors made by the Board itself in accordance with certain other provisions of the Bylaws.

ARTICLE II - GENERAL PROVISIONS

1. Authority. All elections conducted under this Policy shall be carried out pursuant to the provisions of the District of Columbia Nonprofit Corporation Act (the "Act") and of the Bylaws.

2. 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.

ARTICLE III - ELECTION COMMITTEE

1. Election Committee. The Election Committee shall be a special committee of the Board of Directors, which shall be convened prior to the commencement of any election under this Policy, and which shall disband

following the conclusion of said election.

2. Composition of the Election Committee. The Election Committee shall consist of all Directors of Wikimedia District of Columbia who shall not themselves be Candidates; or, in the event that no Director is eligible under such criterion, of three (3) members in good standing of Wikimedia District of Columbia who shall not themselves be Candidates, nor have any conflict of interest with regard to any Candidate.

3. Role of the Election Committee. The role of the Election Committee shall be:

- (a) To solicit and collect nomination statements from the Candidates;
- (b) To verify the eligibility of each Candidate, and to prepare a final list of eligible Candidates;
- (c) To publish Candidates' individual statements and disclosures; and
- (d) To collect and tally all ballots cast in the election.

ARTICLE IV - ELIGIBILITY

1. Eligibility Criteria. In order to be eligible for election to the Board, an individual seeking election (the "Candidate") shall be required to comply with all of the following criteria:

- (a) Membership. The Candidate shall be a member in good standing of Wikimedia District of Columbia.
- (b) Majority. The Candidate shall be at least eighteen (18) years of age, or have otherwise attained legal majority.
- (c) Sound Mind. The Candidate shall not have been declared to be of unsound mind by a final order of court.
- (d) No Breach of Duty. The Candidate shall not have been found by a final order of court to have breached a duty as a director under the Act.
- (e) No Prohibiting Order. The Candidate shall not be subject to any final order of court prohibiting the Candidate from serving as a director.
- (f) Clean Hands. The Candidate shall not owe more than one hundred dollars (\$100) in outstanding debt to the District of Columbia.

ARTICLE V - DISCLOSURE

1. Mandatory Disclosures. Each Candidate shall be required to make certain disclosures as part of said Candidate's nomination statement:

- (a) Conflict of Interest. Whether the Candidate has a direct or indirect financial interest in any ongoing or planned transaction or arrangement undertaken by Wikimedia District of Columbia;
- (b) Conflict of Duty. Whether the Candidate is subject to any law,

regulation, agreement, or other covenant, whether as a condition of employment by a party other than Wikimedia District of Columbia or otherwise, that would prevent the Candidate from taking full part in the deliberations of the Board, or that would require the Candidate to excuse themselves from such deliberations in circumstances other than those related to a financial conflict of interest;

(c) Felony Convictions. Whether the candidate has, in the past ten (10) years, been convicted of any felony;

(d) Relationship with Wikimedia Organizations. Whether the Candidate is an employee, director, officer, or agent of the Wikimedia Foundation, or of any Wikimedia chapter other than Wikimedia District of Columbia; or otherwise holds a fiduciary duty to said organizations; and

(e) Relationship with Wikimedia Projects. Whether the Candidate has ever participated in any project operated by the Wikimedia Foundation or any Wikimedia chapter; and, if so, whether the Candidate has ever been subject to disciplinary action (including, but not limited to, the imposition of any restriction on the Candidate's ability to fully and freely participate in said project) by the community of said project, or by any body convened for the purpose of undertaking such disciplinary action on said project.

2. Refusal to Disclose. In the event that a Candidate refuses to make any or all of the disclosures required by Section 1 of this Article, said Candidate shall remain eligible for election; but the Election Committee shall annotate the Candidate's election statement, prior to the publication thereof, to state that the Candidate refused to make said disclosures.

ARTICLE VI - NOMINATION PROCESS

1. Solicitation of Candidates. No less than fourteen (14) days prior to the commencement of an election under this Policy, the Election Committee shall publish a notice soliciting candidacies for said election. The notice shall be published electronically on the website of Wikimedia District of Columbia; and may be further published in any venue and by any means which the Election Committee determines in its discretion.

2. Manner of Nomination. A Candidate shall declare their candidacy by submitting a statement to the Election Committee pursuant to the provisions of this Policy and any specific instructions contained in the solicitation notice. Each Candidate shall be required to submit their statement no later than the last day prior to the commencement of the election, as specified in the solicitation notice.

3. Candidate Statement. A Candidate's statement shall consist of four

parts, as follows:

- (a) Name. The full legal name of the Candidate;
- (b) Certification of Eligibility. A statement from the Candidate certifying that the Candidate meets the eligibility criteria listed in Article IV hereof;
- (c) Nomination Statement. A nomination statement from the Candidate, consisting of no more than five hundred (500) words; and
- (d) Disclosures. A statement regarding each mandatory disclosure listed in Article V hereof.

4. Publication of Candidate Statement. The Election Committee, having verified the eligibility of a Candidate, shall publish the Candidate's statement, in conjunction with any annotations made pursuant to Article V, Section 2 hereof, on the website of Wikimedia District of Columbia.

ARTICLE VII - BALLOTS

1. List of Candidates. Within twenty-four (24) hours of the commencement of an election under this Policy, the Election Committee shall prepare and certify a final list of eligible Candidates, and shall provide such list to the Secretary of Wikimedia District of Columbia (the "Secretary").

2. Distribution of Ballots. Within twenty-four (24) hours of receiving the final list of Candidates from the Election Committee, the Secretary shall prepare and deliver a ballot to each member of Wikimedia District of Columbia entitled to vote in the election.

3. Form of Ballot. The ballot:

- (a) Shall be in the form of a record;
- (b) Shall provide an opportunity to vote for, or withhold a vote for, each Candidate
- (c) Shall indicate the number of responses needed to meet the quorum requirements; and
- (d) Shall specify the time by which a ballot must be received in order to be counted.

4. Duration of Voting. The time by which a ballot must be received in order to be counted shall be no less than twenty (20) days, nor more than thirty (30) days, from the date on which the Secretary shall deliver said ballot.

5. Counting of Ballots. No later than forty-eight (48) hours after the time by which ballots must be received in order to be counted, the Election Committee shall collect and count the ballots, and shall certify and issue a statement containing the total number of votes cast for each eligible

Candidate and the list of Candidates who are thereby elected to the Board pursuant to the applicable provisions of the Act and the Bylaws.

11. The Corporation's Annual Plan for Fiscal Year 2012–13 and Annual Budget for Fiscal Year 2012–13 were discussed.

12. The date of the next meeting of the Board of Directors was set to October 6, 2012, at 3:00 PM, at the Tenley-Friendship Neighborhood Library.

The meeting was adjourned at 8:13 PM.

Approved on _____, _____.

Kirill Lokshin
Secretary

Nicholas Bashour
President