

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

February 5, 2012
Martin Luther King Jr. Memorial Library, 901 G Street NW, Washington, DC

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

Board Members Not Present: Tiffany L. Smith

Guests: Peter Meyer
Robert C. Platt
Kevin Rutherford

The meeting was called to order by Mr. Bashour at 2:30 PM.

1. A motion by Mr. Chen to approve the Minutes of the January 8 meeting of the Board of Directors in the form previously distributed was seconded and passed without dissent.
2. Mr. Bashour reported that he had initiated discussions with the Embassy of the Netherlands regarding a potential joint event on the subject of open government. He further reported that he was engaged in discussions with the office of Congressman Darrell Issa regarding a potential joint event on the subject of post-SOPA legislative initiatives.
3. Mr. Lokshin reported that the Corporation had received one new membership application, bringing the total membership to 43. He further reported that he had filed the Corporation's biennial report with the District of Columbia Department of Consumer and Regulatory Affairs. He further reported that the Corporation had entered into a Chapter Agreement with the Wikimedia Foundation, a Donation Commitment Agreement with the Wikimedia Foundation, and a License Agreement with the Marvin Center at the George Washington University, and said agreements were entered into the minutes.

[documents attached]

Mr. Lokshin then reported that the Corporation had retained the services of Julie Perlmutter as a conference planner for Wikimania 2012 pursuant to a Letter of Agreement dated January 25, 2012, and said letter was entered into the minutes.

[document attached]

4. Mr. Hare reported that the Corporation's assets stood at \$77,528.03, said amount consisting of \$1,543.72 in unrestricted cash, \$202.53 held by PayPal, \$72,423.72 earmarked for Wikimania

2012, \$3,278.07 earmarked per grant allocations from the Wikimedia Foundation, and \$79.99 in fixed assets. He further reported that the Corporation's liabilities stood at \$4,460.00, all in the form of accounts payable.

* Ms. Filbert joined the meeting *

5. Ms. Filbert reported that she was continuing to focus on Wikimania 2012 planning and the Library Lab, noting that the Corporation would lose access to the Library Lab space at the Martin Luther King Jr. Memorial Library at the end of March.

* Ms. Filbert took the chair *

6. Speaking on behalf of the Legal Committee, Mr. Chen reported that he had spoken to Mr. Bisanz of the Audit Committee regarding the financial statements necessary to obtain Directors & Officers Liability Insurance, and, having determined that Mr. Bisanz would not be able to prepare said statements, had initiated a search for an external accountant to provide them.
7. Speaking on behalf of the Fundraising Committee, Mr. Hare reported that the committee was focusing on sponsorships for Wikimania 2012, and was in the process of preparing several grant applications to the Wikimedia Foundation.
8. Speaking on behalf of the Technical Committee, Ms. Filbert reported that the committee had encountered problems with using the PayPal service to collect registration fees from Africa, and was searching for an alternative service.
9. The Corporation's Fundraising Plan for Fiscal Year 2011–12 was discussed. A motion by Mr. Bashour to approve the plan was seconded and passed without dissent, and the plan was entered into the minutes.

[document attached]

10. A proposed resolution resolution regarding grant applications was discussed. A motion by Ms. Filbert to adopt the resolution was seconded and passed without dissent, and the resolution was entered into the Minutes:
 1. The Fundraising Committee is authorized to prepare grant applications pursuant to the Corporation's Fundraising Plan for Fiscal Year 2011–12.
 2. The President and the Treasurer are authorized to submit on behalf of the Corporation any grant applications prepared by the Fundraising Committee pursuant to this resolution.
11. A motion by Mr. Bashour to amend the resolution regarding membership dues and applications adopted on May 28, 2011 by striking the words “paper” and “either in person or through the mail” from paragraph B.5 and by inserting the following as paragraph C.2:

2. The membership certificate may be issued in either paper or electronic form, at the discretion of the Secretary.

was seconded and passed without dissent.

* Mr. Hare left the meeting *

12. The Statement on SOPA and PIPA released to the press on January 18, 2012 was discussed.
13. The authority of the President to issue press statements was discussed, and further discussion was postponed to the end of the meeting.
14. Speaking on behalf of the Wikimania 2012 conference planning team, Mr. Bashour reported that a sponsorship strategy meeting with Julie Perlmutter would be held on February 7. He further reported that approximately 500 scholarship applications had been received, and that several other Wikimedia chapters had contributed funds for scholarships.
15. The preparation of promotional banners for use during events sponsored by the Corporation was discussed.
16. Ms. Filbert announced that she would be moving to Germany in April, and would resign as President on March 31. A motion by Mr. Lokshin to accept Ms. Filbert's resignation as President effective March 31, to thank Ms. Filbert for her work as President, and to appoint Mr. Bashour as President and Mr. Chen as Vice-President, both effective March 31, was seconded and passed without dissent.
17. The authority of the President to issue press statements was discussed, and it was determined that the President would exercise such authority for all routine press statements pursuant to the Section VII.2.i of the Corporation's Bylaws.
18. The date of the next meeting of the Board of Directors was set to March 4, 2012, at 2:00 PM, at the Martin Luther King Jr. Memorial Library in Washington, DC.

The meeting was adjourned at 4:21 PM.

Approved on _____, _____.

Kirill Lokshin
Secretary

Katie Filbert
President