

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

March 4, 2012

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
Tiffany L. Smith

Board Members Not Present: Kevin Chen

Guests: Peter Meyer
Robert C. Platt

In the absence of the President and the Vice-President, the meeting was called to order by Mr. Lokshin at 2:17 PM.

1. A motion by Mr. Hare to appoint Mr. Lokshin as temporary chair for the duration of the meeting was seconded and passed without dissent.
2. A motion by Mr. Lokshin to approve the Minutes of the February 5 meeting of the Board of Directors in the form previously distributed was seconded and passed without dissent.
3. Mr. Bashour submitted a written report, which was entered into the Minutes:

We are working with the Washington European Society to have an event on the theme of openness and transparency in government as a part of our Embassy Outreach Initiative at the Embassy of Estonia. The date of the event is currently set for April 26 at 6:00 PM. Details of the event are currently being worked out, including potential speakers. I'm requesting earmarking \$1,200 for the event, and we will be sharing costs with the Washington European Society. The plan is to spend as little as possible, but we still want to have the amount earmarked. Ongoing talks are taking place with the Embassy of the Netherlands. Talks with the German Embassy are on hold pending my trip to Berlin for the Chapter's Conference, as I would like to discuss potential ideas for an event with Wikimedia Deutschland.

I will be speaking at Ignite DC 9 on March 22. The title of my speech is The Power of Human Collaboration, where I will be highlighting the Wikimedia movement. All Wikimedia DC members are invited to purchase tickets and attend the event. It's a great networking opportunity for Wikimedia DC and we might get face-to-face contact with potential

sponsors. More details at <http://ignite-dc.com/>.

4. Mr. Lokshin reported that the Corporation had received three new membership applications, bringing the total membership to 46. He further reported that the Corporation had received a notice from the Department of Consumer and Regulatory Affairs confirming the Corporation's change of its Registered Agent in the District of Columbia to InCorp Services, Inc., and said notice was entered into the Minutes.

[document attached]

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

Wikimedia District of Columbia reports \$74,219.30 in assets and \$2,665.00 in liabilities.

The assets consist of: \$52.94 in the PayPal account; \$2,844.58 in unrestricted cash; \$67,963.72 in restricted Wikimania 2012 account; \$3,278.07 in Wikimedia Foundation restricted gift account.

The liabilities consist of: \$2,665.00 in unearned revenue from Wikimania 2012 registration.

Income since February 3, 2012: \$30.00 in membership dues.

Expenses since February 3, 2012: \$37.87 from events; \$45.84 in transaction fees.

Summary of activity in February: We paid the 10% deposit to the Marvin Center from the Wikimania 2012 conference, an expense which was incurred last month. We have continued accepting registration fees for Wikimania 2012 and paying corresponding transaction fees. We have also accepted registration dues from three new members. Of note, Wikimania 2012 registration fees were previously posted as income; this has since been corrected so that registration fees will be posted as unearned revenue liabilities until the date of the conference.

Mr. Hare further reported that the Corporation's application for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code was undergoing additional review by an exempt application specialist at the IRS, and that the Wikimedia Foundation would act as the Corporation's fiscal agent in matters that required tax-exempt status until a determination was made.

* Mr. Bashour joined the meeting *

6. Speaking on behalf of the Fundraising Committee, Mr. Hare reported that the committee was pursuing sponsorships for Wikimania 2012.

* Ms. Filbert joined the meeting *

* Ms. Filbert took the chair *

7. Mr. Lokshin reported that the Corporation had received two postcards containing holiday greetings.
8. The proposed draft of the Delegation of Authority Policy was discussed. A motion by Mr. Lokshin to adopt the draft as written was seconded and passed without dissent, and the Policy was entered into the Minutes:

ARTICLE I - PURPOSE

1. Purpose. The purpose of this Delegation of Authority Policy ("Policy") is to set forth the scope and limits of the authority which the Board of Directors ("Board") of the Wiki Society of Washington DC, Inc. ("Society") has delegated to the President of the Society ("President") pursuant to Section VII.2.i of the Society's Bylaws.

2. Intent. In adopting this policy, it is the intent of the Board of Directors to enable the President of the Society to undertake such actions as are necessary to conduct the day-to-day business of the Society without requiring that each such action be the subject of a specific prior authorization by the Board.

ARTICLE II - GENERAL

1. Authority of the President. Except as otherwise stated within this Policy, the President of the Society shall have full authority to approve transactions, enter into agreements, and carry out any other actions necessary to conduct the ordinary course of the Society's business.

2. Delegation of Authority to Officers. The President may, at his or her discretion, delegate all or part of the authority granted by this Policy to another Officer of the Society, provided that such delegation does not contravene any provision of the Society's Bylaws or any applicable state or federal laws. For the purposes of this Policy, the Officers of the Society shall be those persons so identified in Article VII of the Society's Bylaws. The President shall promptly inform the Board of Directors as to the extent of any delegation of authority made pursuant to this provision.

3. Delegation of Authority to Non-Officers. The President shall not delegate any portion of the authority granted by this Policy to any person who is not an Officer of the Society without the specific prior approval of the Board of Directors.

4. Reporting. The President shall report all transactions, agreements, and

other actions taken pursuant to this Policy to the Board of Directors at the first regular meeting of the Board following each such action.

5. Consultation. Where feasible, the President shall invite the Board of Directors to comment on any planned transaction, agreement, or other action taken pursuant to this Policy prior to approving it.

ARTICLE III - FISCAL MATTERS

1. Borrowing Funds. The President shall not borrow funds, with or without security, on behalf of the Society without the specific prior approval of the Board of Directors.

2. Liens. The President shall not grant a lien on any asset held by the Society without the specific prior approval of the Board of Directors.

3. Guarantees. The President shall not undertake any guarantee, nor offer indemnity to any person or persons, without the specific prior approval of the Board of Directors.

4. Bank Accounts. The President shall not open or close any bank account in the Society's name without the specific prior approval of the Board of Directors.

5. Depositing Funds. The President shall not cause monies paid to the Society to be deposited into any bank account not held in the Society's name without the specific prior approval of the Board of Directors.

6. Disposal of Capital Assets. The President shall not sell, cause to be sold, or otherwise dispose of any capital asset held by the Society without the specific prior approval of the Board of Directors.

7. Capital Expenditures. The President shall not approve, make, or direct to be made any capital expenditure of a sum greater than \$1,000 from the Society's funds without the specific prior approval of the Board of Directors.

8. Non-Capital Expenditures. The President shall not approve, make, or direct to be made any non-capital expenditure of a sum greater than \$2,500 from the Society's funds without the specific prior approval of the Board of Directors.

9. Insurance Policies. The President shall not enter into any agreement regarding the purchase of insurance policies on behalf of the Society, nor modify or terminate any such agreement, without the specific prior approval of the Board of Directors.

10. Leases. The President shall not enter into, modify, or terminate any lease of real estate without the specific prior approval of the Board of Directors.

ARTICLE IV - LEGAL MATTERS

1. Litigation. The President shall not engage in litigation or threats of litigation without the specific prior approval of the Board of Directors.

2. Settling Claims. The President shall not settle any litigation claim, including any claim related to an administrative proceeding before a governmental or regulatory agency, without the specific prior approval of the Board of Directors.

3. Powers of Attorney. The President shall not execute any power of attorney without the specific prior approval of the Board of Directors.

ARTICLE V - PERSONNEL MATTERS

1. Hiring and Firing of Employees. The President shall not hire or fire any employee without the specific prior approval of the Board of Directors.

2. Employment Agreements. The President shall not enter into any agreement with any employee or potential employee regarding the terms of their employment without the specific prior approval of the Board of Directors.

3. Severance Agreements. The President shall not enter into any severance agreement without the specific prior approval of the Board of Directors.

4. Consulting Agreements. The President shall not engage any consultant or contract employee for a period of more than three months, whether consecutively or within any 12-month period, without the specific prior approval of the Board of Directors.

5. Bonuses. The President shall not approve any bonus or incentive plan without the specific prior approval of the Board of Directors.

ARTICLE VI - MISCELLANEOUS MATTERS

1. Legislation. The President shall not make any statement on behalf of the Society regarding any current or future legislation, whether at the federal, state, or local level, without the specific prior approval of the Board of Directors.

2. Relationship with Wikimedia Foundation. The President shall not terminate the Chapter Agreement between the Society and the Wikimedia Foundation, nor take any action that would be prejudicial to the Society's ability to comply with the terms of said agreement, without the specific prior approval of the Board of Directors.

3. Tax-Exempt Status. The President shall not take any action that would be prejudicial to the Society's ability to obtain or maintain standing as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code without the specific prior approval of the Board of Directors.

9. A motion by Mr. Lokshin to appoint Mr. Bashour and Ms. Anderson as the Corporation's delegation to the 2012 Wikimedia Conference was seconded and passed without dissent.
10. Speaking on behalf of the Wikimania 2012 conference planning team, Mr. Hare reported that the team was searching for suitable special event venues, and had begun discussions with the Library of Congress regarding the opening reception and a local bar regarding the closing party. He further reported that the team was working with a videographer to identify necessary services and obtain price quotes, and was negotiating with local hotels and catering providers. Mr. Hare then reported that Garfield Byrd of the Wikimedia Foundation had agreed to underwrite the costs of the conference in the event that sponsorships were insufficient.
11. The planned election of two members of the Wikimedia Foundation Board of Trustees by the Wikimedia Chapters was discussed.

* Ms. Smith left the meeting *
12. The hiring of interns to assist with day-to-day operations and outreach was discussed.
13. Ongoing and planned GLAM outreach events and initiatives were discussed.
14. Future plans for the Wikipedia Workshop program were discussed.
15. The date of the next meeting of the Board of Directors was set to April 8, 2012, at 2:00 PM, at the Martin Luther King Jr. Memorial Library in Washington, DC.

The meeting was adjourned at 3:35 PM.

Approved on _____, _____.

Kirill Lokshin
Secretary

Nicholas Bashour
President