

**WIKI SOCIETY OF WASHINGTON, DC INC.**  
**Annual Membership Meeting**

October 1, 2011  
Tenley-Friendship Neighborhood Library  
4450 Wisconsin Avenue NW, Washington, DC

The meeting was called to order by Ms. Filbert at 1:26 PM.

1. Mr. Lokshin called the membership roll and recorded the presence of 15 members, said members constituting a quorum of the membership.

[list of members attached]

2. The order of business for the meeting was discussed and amended. A motion by Ms. Filbert to approve the order of business as amended was seconded and passed without dissent.
3. Ms. Filbert presented the Corporation's Annual Report, which was entered into the Minutes.

[document attached]

4. Mr. Hare presented the Corporation's Annual Financial Report, which was entered into the Minutes.

[document attached]

5. Mr. Hare presented the Corporation's Budget for Fiscal Year 2011–2012, which was amended and entered into the Minutes.

[document attached]

6. A motion by Mr. Hare to authorize the Board of Directors to expend funds as listed in the Corporation's Budget for Fiscal Year 2011–2012 was seconded and passed without dissent.

\* Mr. Broughton took the chair \*

7. A proposed resolution regarding the election of new Directors was discussed. A motion by Mr. Chen to adopt the resolution was seconded and passed without dissent, and the resolution was entered into the Minutes:

A Resolution Concerning the Election of New Directors

WHEREAS, the Board of Directors of the Wiki Society of Washington D.C. (“the Society”) have served since the incorporation of the Society;  
and

WHEREAS, the members of the Board of Directors are Katie Filbert, Robert C. Platt, Kirill Lokshin, James Hare, Nicholas Bashour, Tiffany L. Smith, Daniel Rosenthal; and

WHEREAS, the Board of Directors has conducted their business faithfully and diligently; and

WHEREAS, the initial term of the Board of the Directors has come to a close; and

WHEREAS, there are seven Directors now to be elected; and

WHEREAS, there are only six candidates to be elected a Director; and

WHEREAS, the election procedure in the Bylaws of the Society does not cover all contingencies; and

THEREFORE, BE IT RESOLVED, DETERMINED AND ORDERED AS FOLLOWS:

Section 1: Thanks. The Membership thanks the outgoing board members for their diligent service on behalf of the Society.

Section 2: Ratification of Election Committee Membership. The Election Committee membership of Kirill Lokshin, John Broughton, and Dan Rosenthal is ratified.

Section 3: Election of the Board of Directors

A. The election of the Directors shall take the form of secret paper ballots, with each Member present receiving one ballot, and eligible to cast seven votes. Each member may allot a maximum of one vote to any candidate and may write in votes for any additional candidates as they desire, with the results in accordance to the Bylaws.

B. In the event of a tie in electing a Director or in determining the term length of such, a run-off election shall be held immediately between the remaining candidates, with candidates who are not tied being excluded in subsequent rounds until a plurality emerges. No additional write in candidates are allowed in a run-off election. No more than 5 rounds shall be held in run-off election. Candidates may withdraw from consideration before each round of ballots is cast.

C. In the event a run-off election cannot decide a winner in 5 rounds or less, the new Board of Directors, less the members in question, shall decide the proper result as their first order of business.

D. The Membership shall, upon passage of this resolution, accept nominations for those who wish to be considered as a write-in candidate, and decide by voice vote whether candidates shall be allotted time to speak.

E. Immediately before the vote, the Election Committee shall explain the voting procedure.

Section 4: Residual Authority. The Election Committee shall have plenary authority to adjudicating disputes concerning the election so long as not they do not violate decisions of Board of Directors, nor the Resolutions of the Membership, nor the Bylaws of the Society, nor the Laws of the District of Columbia, nor the Laws of the United States.

Section 5: Severability Clause. Should anything in this resolution be invalid or unenforceable because of Bylaws of the Society, or the Laws of the District of Columbia, or the Laws of the United States, the remaining provisions shall remain in full force and effect.

8. Mr. Broughton called for nominations to be considered as write-in candidates for the Board of Directors; and, having received no response, declared nominations for the election of the Board of Directors to be closed.
9. At the suggestion of one of the members, Mr. Broughton inquired of the candidates on the ballot (Mr. Bashour, Ms. Filbert, Mr. Hare, Mr. Lokshin, Mr. Platt, and Ms. Smith) whether any would consent to being elected to one-year terms, and Mr. Hare and Ms. Smith responded that they would so consent.
10. Each of the candidates offered brief remarks to the meeting.
11. A motion by Mr. Broughton to elect the candidates for the Board of Directors by acclamation, with Mr. Bashour, Ms. Filbert, Mr. Lokshin, and Mr. Platt being elected to two-year terms, and Mr. Hare and Ms. Smith being elected to one-year terms, was seconded and passed without dissent.
12. A motion by Mr. Hare to elect Ms. Filbert as President was seconded and passed without dissent by the Board of Directors.
13. There being two nominees for the position of Vice-President (Mr. Bashour and Mr. Platt), a vote by written ballot was held, and Mr. Bashour was elected as Vice-President on the first ballot.
14. A motion by Ms. Filbert to elect Mr. Lokshin as Secretary was seconded and passed without dissent by the Board of Directors.
15. A motion by Ms. Filbert to elect Mr. Hare as Treasurer was seconded and passed without dissent by the Board of Directors.

\* Ms. Filbert took the chair \*

16. A motion by Ms. Filbert to authorize the Board of Directors to correct and approve the minutes of the meeting was seconded and passed without dissent.

17. A motion by Mr. Broughton to authorize the Board of Directors to determine the time and place of the next regular meeting of the membership was seconded and passed without dissent.

The meeting was adjourned at 2:37 PM.

Approved on \_\_\_\_\_, \_\_\_\_\_.

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Kirill Lokshin  
Secretary

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Katie Filbert  
President