

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

February 8, 2014

Wikimedia District of Columbia, 1629 K Street NW, Suite 300, Washington, DC

Board Members Present: James Hare [President]
 Kristin Anderson [Vice President]
 Kirill Lokshin [Secretary]
 Peter Meyer [Treasurer]
 John Gallagher

Board Members Not Present: Nicholas Bashour
 Emily Temple-Wood

Guests: John Sadowski

The meeting was called to order by Mr. Hare at 2:22 PM.

1. A motion by Mr. Hare to approve the Minutes of the January 11 meeting of the Board of Directors in the form previously distributed was seconded and passed without dissent.
2. Mr. Hare reported that he was in discussions with the Sunlight Foundation regarding a potential event in March, and that he and Ms. Anderson had volunteered at an event held by the World Bank. He further reported that the Art & Feminism Edit-a-Thon had been successful; that he had prepared a project plan for the Wikipedia Summer of Monuments campaign; and that he had reached an agreement with the National Archives and Records Administration regarding a lease of Wikimedia DC equipment to that organization.

* Ms. Anderson joined the meeting at 2:25 PM *

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

The ArtAndFeminism 2014 meetup was a great success. It was held at the Betty Boyd Dettre Library and Research Center of the Museum of Women in the Arts. We had a terrific mix of Wikipedians, art historians, feminists and art lovers. The outcomes were quite gratifying, and we look forward to ongoing collaboration with the Library.

A large group of us went out for an evening of conviviality afterwards. At the end of the evening, our waitress was baffled as to who we were, and said, "The Museum of the American Indian? C-SPAN?" We said "Wikipedia!" and gave her one of our T-shirts. She promised to try editing. This is a fun way to recruit people!

James and I had a meeting at the World Bank about assisting on their kickoff event for an internal wiki.

James also met with me and shared his ideas for transitioning the chapter so that others can take over some of his tasks and activities.

The WMF January 2014 Metrics & Activities Meeting has 2 items of interest for the Chapter.

1. Alex Wang is our new Program Officer for Project & Event Grants
https://wikimediafoundation.org/wiki/User:A_Wang_%28WMF%29

2. We have a new brochure, "Editing Wikipedia." It would make sense to have a stock of these on hand for our events.
<http://education.wikimedia.org/welcometowikipedia>

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

As of February 8, Wikimedia DC has 75 members; this represents a net increase of 4 members since our last meeting. This increase is in addition to the renewal of expiring memberships; of the 4 memberships due to expire in January, all 4 were renewed, representing a 100% renewal rate.

Of the current memberships, 14 memberships will lapse on the last day of February; this number includes 2 members who have signed up for automatic renewal and are therefore expected to renew before that date, and 12 members who have been individually solicited to renew their membership.

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

Our chapter's financial situation has returned to good health. We received an extraordinary donation from Kirill Lokshin. We anticipate the arrival, soon, of a check to cover our Projects 2014 grant which has been unambiguously approved.

We have no large recent expenditures.

WikiDC will be financially involved in arranging and supporting WikiConference USA to be held in New York City at the end of May. My contact at WikiNYC is Dorothy Howard, who is working with the WikiNYC treasurer, Peter Hess.

I was pleased to work with the Board to make textual amendments to our recent annual financial report mainly so that it uses terms that fit nonprofits. That change in language is all done, and we can be replicate it in future reports.

I am supporting James in sending the WMF a report on our 2013 grant.

As treasurer I optimistically anticipate a reactivation of the Fundraising committee with an attentive chairperson.

As of the close of business on Feb 6, 2014, Wikimedia DC has \$7549.88 in liquid net assets plus \$1539.11 in equipment and a small amount in prepaid expenses.

6. The proposed project plan for the Wikipedia Summer of Monuments campaign was discussed and amended. A motion by Mr. Hare to adopt the plan as amended was seconded and passed without dissent, and the plan was entered into the Minutes.

[document attached]

7. The proposed resolution regarding the hiring of a project manager for the Wikipedia Summer of Monuments campaign was discussed and amended. A motion by Mr. Lokshin to adopt the resolution as amended was seconded and passed without dissent, and the resolution was entered into the Minutes:

1. The position of Project Manager, Wikipedia Summer of Monuments, ("Project Manager") shall be a paid, full-time contract position filled from May 2014 to September 2014.

2. The role of the Project Manager shall be to assist Wikimedia District of Columbia in its conduct of the Wikipedia Summer of Monuments campaign. The Project Manager shall report to the President, who shall be responsible for defining the day-to-day tasks of the Project Manager. The Project Manager shall submit a weekly report to the President.

3. The Project Manager shall be compensated at a fixed rate of \$2,500 per month, and shall not be eligible for paid leave or any other benefits.

4. The Fundraising Committee shall seek funding for the Project Manager position, including through an application for a Project and Event Grant from the Wikimedia Foundation.

5. Provided that the required funding is obtained, the President shall be authorized to hire a Project Manager in accordance with the Hiring Policy. The Governance Committee shall prepare all documents required for the onboarding of the Project Manager, including the contract and orientation materials.

8. The proposed resolution regarding the election of members of the Wikimedia Foundation Board of Trustees by the Wikimedia chapters and thematic organizations was discussed. A motion by Mr. Lokshin to adopt the resolution as written was seconded and passed without dissent, with

Mr. Hare abstaining, and the resolution was entered into the Minutes:

1. Wikimedia District of Columbia ratifies the proposed resolution ("the Resolution") concerning the election of two members of the Wikimedia Foundation Board of Trustees by the Wikimedia chapters and thematic organizations ("the Election"). The Secretary shall cast a vote for the adoption of the Resolution on the designated voting page.
 2. Wikimedia District of Columbia shall determine its vote on candidates for election to the Wikimedia Foundation Board of Trustees through a resolution of the Board of Directors. The Secretary shall cast Wikimedia District of Columbia's vote in the Election on the designated voting page in accordance with said resolution.
 3. Any Director serving as an Election Facilitator, as defined by the Resolution, shall absent himself or herself from any deliberation or vote concerning the Election.
9. The proposed resolution to establish a Public Policy Committee was discussed. A motion by Mr. Meyer to adopt the resolution as written was seconded and passed without dissent, and the resolution was entered into the Minutes:

The Advisory Committee Policy is amended by adding the following paragraph to Article IV:

6. Public Policy Committee.

(a) Role. The role of the Public Policy Committee shall be to advise the Board on matters of law and public policy as they relate to the mission of the Corporation and to develop expertise and conduct research on these subjects. To this end, the Committee shall help facilitate volunteer efforts to improve Wikimedia projects and engage with organizations and individuals on possible projects and proposals.

(b) Member Qualifications. The Board shall seek to appoint persons to the Public Policy Committee who support the mission of the Corporation, who have experience participating in the Wikimedia projects, and who have relevant expertise in the diverse fields informing public policy.

(c) Policy Papers. The Committee may prepare policy papers, including amicus briefs, in support of public policy positions related to the mission of the Corporation. No such paper may be published, submitted, or be otherwise made available to the public without the advance approval of the Board.

(d) Lobbying. The Committee shall not advocate for the election or defeat of a political candidate, and no substantial part of the Committee's

activities may be dedicated to advocating for or against legislation.

(e) Insubstantial Part Analysis. The Committee shall conduct an annual analysis of the Corporation's activities to ensure that no substantial part of the Corporation's activity is dedicated to advocating for or against legislation, pursuant to Section 501(h) of the Internal Revenue Code.

* The meeting entered into executive session at 3:42 PM and returned to open session at 3:51 PM *

10. A motion by Mr. Hare to appoint Jim Hayes, Yi-Fun Hsueh, Kristin Anderson, Gerald Shields, and Peter Meyer to the Public Policy Committee, and to appoint Mr. Meyer as the chair of said committee, was seconded and passed without dissent.
11. A motion by Mr. Hare to appoint Mr. Gallagher and Ms. Temple-Wood as the Corporation's delegates to the 2014 Wikimedia Conference in Berlin was seconded and passed without dissent.
12. A motion by Mr. Hare to appoint Mr. Gallagher to the Fundraising Committee, and to appoint him as the chair of said committee, was seconded and passed without dissent.
13. Plans for upcoming events were discussed.
14. The date of the next meeting of the Board of Directors was set to March 8, 2014, at 2:00 PM, at the Corporation's offices at 1629 K Street NW, Suite 300.

The meeting was adjourned at 4:00 PM.

Approved on _____, _____.

Kirill Lokshin
Secretary

James Hare
President