

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

February 21, 2016, at 2:00 PM
Wikimedia District of Columbia, 1730 Connecticut Avenue NW, Washington, DC

Board Members Present: Kirill Lokshin [President]
Emily Temple-Wood [Vice President]
James Hare [Secretary]
Walter Gómez Segura [Treasurer]
Robert Fernandez
Peter Meyer
John Sadowski
Diane Shaw

Board Members Not Present: Rebecca Williams

The meeting was called to order by Mr. Lokshin at 2:09 PM.

1. A motion by Mr. Lokshin to approve the minutes of the December 6 meeting of the Board of Directors in the form previously distributed was seconded and passed without dissent.
2. A motion by Mr. Lokshin to approve the minutes of the December 12 meeting of the Membership in the form previously distributed was seconded and passed without dissent.
3. Speaking on behalf of the Executive Committee, Mr. Lokshin submitted a written report for inclusion in the Minutes:

SUMMARY

Since the last meeting, we held 8 editing events with partner institutions, and have 10 more events in the pipeline.

Year-to-date, we have recognized revenues of \$40,864.34 and expenses of \$16,848.85, and currently have \$32,881.60 in cash.

PROGRAMS

Institutional Partnership:

Since the last meeting of the Board, Wikimedia DC has held eight edit-a-thons and other editing events with institutional partners: an edit-a-thon with NARA on December 11; an edit-a-thon with NPR on February 12; four edit-a-thons with AAAS on February 13–14; an editing workshop with American University and the Smithsonian American Art Museum on February 16; and an edit-a-thon with the Smithsonian American Art Museum on February 20.

We have scheduled five edit-a-thons and other editing events with institutional partners over the next two months: an edit-a-thon with Howard University on February 26; an edit-a-thon with the DC Public Library on February 27; an edit-a-thon with the National Museum of Women in the Arts on March 6; an edit-a-thon with NARA on March 11; and an editing workshop with American University and the National Museum of Women in the Arts on March 29.

There are five additional events which are in an advanced planning stage but which have not yet been firmly scheduled: an edit-a-thon with the Smithsonian Institution Archives in mid-March; an edit-a-thon with the American Chemical Society in mid-March; and edit-a-thons with the DC Public Library in mid-March, mid-April, and mid-May. We are also discussing potential future events with NIH and the Laurel Historical Society.

Contributor Recruitment and Support:

Wikimedia DC held four WikiSalons since our last meeting: one in December, two in January, and one in February. The schedule for WikiSalons has been shifted to two per month: an evening event in the middle of the month and an afternoon event at the end of the month. We expect to continue with this schedule for the remainder of the fiscal year.

We are discussing plans for this year's GLAM Boot Camp with NARA. It is likely that the event will be held in conjunction with the next meeting of the GLAM-Wiki U.S. Consortium in May, but a date has not yet been determined.

Grantmaking and Sponsorship:

In December, Wikimedia DC entered into a fiscal sponsorship agreement with the Wikimedia Foundation to administer \$56,510 of funding for the Art+Feminism 2016 campaign. To date, we have received milestone funding payments of \$27,927.40 from the Wikimedia Foundation, and have disbursed a total of \$11,000 to support the campaign.

OPERATIONS

Governance:

We have prepared a number of policy proposals for the Board's consideration, including an amended and restated Fiscal Control Policy, which will replace the current Fiscal Control Policy and Expense Reimbursement Policy; an amended and restated Privacy Policy; an amended and

restated Record Retention Policy; an amended and restated Grants Policy; and an amendment to the Technology Access Policy.

Membership:

Wikimedia DC's membership has remained stable at 68 members, with non-renewed expiring memberships balanced by new memberships.

FINANCE

Wikimedia DC currently has \$32,881.60 in cash, consisting of \$20,228.27 in restricted funds (which include funds administered under the Art+Feminism 2016 fiscal sponsorship agreement as well as unspent funds from the "Projects 2015", "Summer of Monuments", and "Wikipedia for Health and Safety" grants from the Wikimedia Foundation) and \$12,653.33 in unrestricted funds. Wikimedia DC additionally owns \$769.91 of fixed assets.

Since the beginning of the fiscal year, Wikimedia DC has recognized revenues of \$40,864.34, consisting of \$27,927.40 of restricted funds and \$12,936.94 of unrestricted funds. During the same period, Wikimedia DC has recognized expenditures of \$16,848.85, consisting of \$15,189.27 of program costs, \$1,659.58 of administrative costs, and \$384.60 in depreciation.

We have submitted Form 990-N, covering the 2014–15 fiscal year, to the Internal Revenue Service.

4. During discussion of the Executive Committee report, Mr. Meyer reported on a planned presentation by members of the Public Policy Committee to Congressional staffers, and sought feedback from other Board members.
5. A resolution concerning disbursements connected to the Art+Feminism fiscal sponsorship agreement was read, discussed, and amended. A motion by Mr. Lokshin to approve the resolution as amended was seconded and passed without dissent.

The President is authorized to approve expenditures of sums greater than \$2,500 in furtherance of the Art+Feminism fiscal sponsorship agreement effective as of December 15, 2015, between Wikimedia District of Columbia and the Wikimedia Foundation.

6. An amendment to the Technology Access Policy was discussed and amended. A motion by Mr. Lokshin to approve the resolution as amended was seconded and passed without dissent.

The Technology Access Policy is amended:

- (a) By replacing Article II, Paragraph 4 with the following:

4. Continued Access. No later than thirty (30) days after an individual who has been assigned a Corporation Email Address ceases to meet the criteria for access defined in Paragraph 3 of this Article, the President shall evaluate the individual's anticipated involvement in the Corporation's future activities and determine whether continued access to a Corporation Email Address should be granted. If such access is granted, it will be retained indefinitely unless revoked by the President.

(b) By replacing Article III, Paragraph 3 with the following:

3. Access. Individuals shall only be granted access to a Sensitive PII Tool on a need-to-know basis and with the approval of the President, who shall report such approval to the Board. Shared accounts shall be prohibited.

(c) By striking Article III, Paragraph 4.

(d) By replacing Article IV, Paragraph 2 with the following:

2. Shell Accounts. Shell access to any Corporation Server shall only be granted with the approval of the President, who shall report such approval to the Board.

(e) By inserting the following as Article V – Termination of Access:

1. Application. Any person who has been granted access to an information technology resource pursuant to this Policy, and who ceases to meet the criteria for such access as defined in this Policy, shall have such access terminated as described in this Article.

2. Termination of Email Access. The Secretary shall terminate, or cause to be terminated, access to any Corporation Email Address.

3. Termination of Sensitive PII Tool Access. The President shall terminate, or cause to be terminated, access to any Sensitive PII Tool.

4. Termination of Server Access. The President shall terminate, or cause to be terminated, access to any Corporation Server.

7. The proposed Fiscal Control Policy was discussed and amended. A motion by Mr. Lokshin to approve the policy as a replacement for the current Fiscal Control and Expense Reimbursement Policies was seconded and passed without dissent.

ARTICLE I - PURPOSE

1. Purpose. The purpose of this Fiscal Control Policy ("Policy") is to ensure that Wikimedia District of Columbia ("Wikimedia DC") conducts financial affairs in a manner consistent with applicable laws and best practices for nonprofit organizations.

ARTICLE II - BUDGETING

1. Drafting and Initial Approval. No later than the last day of each fiscal year, the Board of Directors ("Board") shall review and approve an Annual Budget for the next fiscal year, and shall recommend it for approval by the members of Wikimedia DC.

2. Budgetary Gaps. In the event that a new fiscal year begins and no Annual Budget has been approved by the members of Wikimedia DC, spending shall continue at the levels authorized by the Annual Budget for the prior fiscal year. Best efforts shall be made to reconcile such expenditures with the Annual Budget for the new fiscal year once one is approved.

ARTICLE III – FUNDS

1. Bank Accounts. Wikimedia DC shall maintain a checking account at Wells Fargo Bank, constituting the general treasury of Wikimedia DC. The President and the Treasurer may open or cause to be opened such additional accounts as may be necessary to comply with any grant agreement into which Wikimedia DC may enter, provided that any such accounts are reported to the Board. All bank accounts shall be held in the name of Wikimedia DC, shall use Wikimedia DC's Employer Identification Number, and shall list only the President and the Treasurer as account signers.

2. Payment Instruments. The President and the Treasurer shall each be granted a debit card and access to Wikimedia DC's online banking and merchant services. The Treasurer shall additionally receive access to Wikimedia DC's check stock. The President and the Treasurer shall keep payment instruments secure and prevent their misuse. Cash or other payment instruments shall not be used without the prior authorization of the Board.

3. Cash. Precise records shall be kept of any cash received or disbursed in the course of operations. Cash received shall be promptly deposited into Wikimedia DC's bank account.

ARTICLE IV - EXPENDITURES AND DISBURSEMENTS

1. Authorization of Expenditures. Expenditures shall only be authorized through a resolution of the Board, or by the President pursuant to the Delegation of Authority Policy. When determining whether to authorize a proposed expenditure, the person or persons responsible for authorizing it shall consider whether it is reasonable and whether it is consistent with the Charitable Purpose as defined in Article II of the Bylaws.

2. Disbursement of Funds. Following the authorization of an expenditure, disbursement of

funds shall take place through one of the following methods:

(a) Small Disbursements. The President may make disbursements of sums under \$250 without the prior approval of the Treasurer, provided that such expenditures are authorized by the Annual Budget. All disbursements made directly by the President shall be reported promptly to the Treasurer with appropriate documentation.

(b) Disbursement by Treasurer. For disbursements of \$250 or greater, the Treasurer shall carry out the disbursement, provide written or oral authorization to the President to carry out the disbursement, or object to the disbursement within seven business days of an expenditure having been authorized. The Treasurer may object to a disbursement if it would constitute an improper use of funds or would jeopardize the financial well-being of Wikimedia DC; review of disbursements in accordance with these criteria shall satisfy the Treasurer's duty of due diligence.

(c) Disbursement in the Absence of the Treasurer. Should the Treasurer fail to take any action on a requested disbursement within seven business days of the request, the President shall be authorized to make the disbursement at his or her own discretion. All disbursements made pursuant to this provision shall be promptly reported to the Board with appropriate documentation, and the Treasurer shall be notified that such action was taken. If the Treasurer anticipates that he or she will be unavailable to render decisions regarding disbursements for an extended period of time, he or she is expected to inform the Board of such absence and to allow for the appointment of a temporary replacement by the Board.

3. Receipts. Receipts shall be collected and retained for any expenditure of \$5 or more. All receipts must include the name of the vendor, the location, the date, and the dollar amount. Acceptable forms of receipts shall be original receipts completed by vendors and copies of credit or debit card slips; credit or debit card billing statements shall only be acceptable when used for requesting expense reimbursement under Article V of this Policy. Should a receipt not be available, the person responsible for the expenditure shall provide a full explanation of the expenditure and an explanation as to why the receipt is unavailable.

4. Payroll. The Treasurer, or his or her designee, shall maintain a payroll for any persons employed by Wikimedia DC, and shall withhold taxes from said payroll as required by law. Payments to employees shall be disbursed on a bi-weekly basis.

ARTICLE V – EXPENSE REIMBURSEMENT

1. Reimbursement. Wikimedia DC shall reimburse expenses incurred by individuals or organizations other than Wikimedia DC in the course of conducting official Wikimedia DC business, provided that such expenses comply with all requirements set forth by this Policy. No claimed expense shall be reimbursed unless and until it has been approved by Wikimedia DC.

2. Unallowed Expenses. The following expenses shall not be approved:

(a) Any expense incurred in the course of carrying out any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or not permitted to be carried on by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code.

(b) Any expense claimed on the basis of a transaction in which the person claiming or approving said expense has a financial interest, as defined in the Conflict of Interest Policy.

3. Authority. Any person or persons authorized to make expenditures under this Policy shall have authority to approve expense claims. The claim must be approved by a different person from the one submitting it. In the event of a claim by the President, the Treasurer shall have the authority to approve the claim.

4. Submission of Claims. All claims for reimbursement of expenses shall be submitted to the President no later than thirty (30) calendar days following the date on which the associated expense was incurred. In the event that reimbursement for multiple expenses is requested in one submission, the deadline shall be calculated based on the earliest of the included expenses.

5. Form of Claim. An expense claim shall consist of a completed expense claim form or grant report form, together with such supporting documentation as necessary to verify the claimed expenses. Expense claims shall be submitted in writing. The President may, at his or her discretion, accept an electronic copy of of an expense claim in lieu of a physical copy, in which case such electronic copy shall be considered equivalent to the corresponding physical copy.

6. Incomplete Claims. All expense claims shall include all the details necessary to process the reimbursement and to comply with this Policy. Any expense claim that is incorrect, incomplete, or lacks acceptable supporting documentation shall be rejected and returned to the person submitting such claim, who may resubmit it.

7. Processed Claims. If a claim for reimbursement is approved, reimbursement shall be issued within thirty (30) calendar days of approval. If a claim for reimbursement is not approved, the President shall return the claim to the person submitting it, together with an explanation for why approval was not granted, within thirty (30) calendar days of submission.

ARTICLE VI - DONATIONS

1. Processing Receipts. The Treasurer shall be responsible for receiving cash and other payments, for depositing payments into the appropriate bank account, and for providing

receipts for donations. Officers other than the Treasurer who receive payments on behalf of Wikimedia DC shall remit such payments to the Treasurer for processing.

2. Recognition of Donations. For donations in the amount of \$25 or greater, the Treasurer shall prepare a letter acknowledging the donation as well as any restrictions or conditions placed on the donation. The letter may be sent electronically, at the discretion of the Treasurer.

3. Restrictions. Any restrictions or conditions placed on a donation shall be noted in Wikimedia DC's financial records. In the event that Wikimedia DC cannot adhere to a stipulated restriction, the donation shall be returned. In the event the donor's intent is unclear or communicated orally, the Treasurer shall request written confirmation regarding the donor's intent. The nature of the restriction, including its being lifted altogether, shall be altered only with the written permission of the donor.

4. Solicitations. All solicitation documents shall accurately report on the tax deductibility of donations made to Wikimedia DC. Should a specific program of Wikimedia DC be mentioned in such solicitations, donations resulting from these solicitations shall be restricted toward the use of the mentioned program unless the donor agrees to waive such restriction or if the solicitation includes an explicit disclaimer that donations will not be restricted.

ARTICLE VII - ACCOUNTING

1. Accounting Standards. The Treasurer shall maintain financial records that are consistent with United States Generally Accepted Accounting Principles (US GAAP), particularly with respect to FAS 116 and FAS 117.

2. Chart of Accounts. The Treasurer shall maintain a chart of accounts consistent with the line items designated in the Annual Budget.

3. Accrual Basis. The Treasurer shall recognize revenues upon their being pledged, regardless of the timing of the receipt of cash. The Treasurer shall recognize expenses upon their being incurred, regardless of the timing of the expenditure of cash. Invoices and similar documents shall be sufficient to demonstrate the accrual of revenues and expenses under this Policy.

4. Reporting. The Treasurer shall provide up-to-date financial statements, including at minimum a statement of income and expenses and a current balance sheet, to the Executive Committee no later than seven days prior to each regular meeting of the Board.

5. Capital Depreciation. At the end of each fiscal year, the Treasurer shall calculate depreciation for Wikimedia DC's fixed assets. Depreciation for a fixed asset shall accrue over a five-year period and shall be calculated using the straight-line depreciation method unless the Treasurer determines in his or her discretion that an alternative period or calculation method is appropriate for a specific asset or category of assets. All depreciation calculations shall be

documented in the Annual Financial Report of Wikimedia DC.

6. Closing of Books. The Treasurer shall close Wikimedia DC's books on the last day of each fiscal year, and shall report the revenue and expenses for the fiscal year to to Board within 30 days thereof.

7. Documentation. The Treasurer shall be responsible for retaining and storing financial records in accordance with the Record Retention Policy, and shall make such records accessible to the Board and to the Audit Committee as necessary.

8. External Accounting Services. The Treasurer may delegate tasks to an external accounting service retained by Wikimedia DC, provided that such delegation shall not relieve the Treasurer of his or her duty of care.

8. An amendment to the Travel Policy was read and discussed. A motion by Mr. Hare to amend the Travel Policy by striking "Expense Reimbursement Policy" in Article II, Paragraph 1 and inserting "Fiscal Control Policy" was seconded and passed without dissent.
9. The proposed Grants Policy was discussed and amended. A motion by Mr. Lokshin to approve the policy as amended as a replacement for the current Grants Policy was seconded and passed without dissent.

ARTICLE I – PURPOSE

1. Purpose. The purpose of this Grants Policy ("Policy") is to describe the processes and procedures used by Wikimedia District of Columbia ("Wikimedia DC") to award grants to persons and organizations who carry out projects aligned with its mission.

ARTICLE II – GENERAL PROVISIONS

1. Definitions. As used in this Policy, the following terms have the indicated meaning:

(a) "Third Party" shall refer to a person, group, or legal entity other than Wikimedia DC.

(b) "Prohibited Activity" shall refer to any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or not permitted to be carried on by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code.

(c) "Charitable Purpose" shall refer to the purpose and objects of Wikimedia DC, as defined in Article II of the Bylaws.

(d) "Grant" shall refer to any payment made by Wikimedia DC to a Third Party to carry out activities in furtherance of the Charitable Purpose, excluding such payments described in Paragraph 2 of this Article.

(e) "Grant Program" shall be a program of Wikimedia DC that operates primarily by awarding Grants.

2. Exclusions. The following shall not be considered Grants under this Policy:

(a) Payments for goods and services provided to Wikimedia DC, or where Wikimedia DC substantially directs the project or activity funded through the payment.

(b) Disbursements, including reimbursements of expenses, made under fiscal sponsorship agreements.

(c) Reimbursements of expenses incurred by employees, contractors, and volunteers in the course of carrying out Wikimedia DC business.

3. Grant Programs. Grant Programs shall be established by resolution of the Board of Directors. When establishing a Grant Program, the Board of Directors shall define the rules, restrictions, and requirements of the Grant Program, and shall designate one or more persons to review applications to said Grant Program (the "Grant Reviewers"). No Grant shall be awarded outside of a Grant Program.

4. Authority. Grant Programs shall be implemented by the President, who shall be authorized to award Grants of up to \$2,500. Any Grant in excess of \$2,500 shall additionally require the specific prior approval of the Board of Directors.

5. Trial Grant Programs. The President may establish Grant Programs on a trial basis through a written statement to the Board of Directors. Such programs shall be authorized to award no more than \$2,500 of Grants in total, and shall operate for no longer than one year. The President shall designate one or more Grant Reviewers for each such trial Grant Program.

6. 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 DC to comply with all applicable laws and regulations at all times.

ARTICLE III – GRANT PROGRAMS

1. Small Grants Program.

(a) Definition. The Small Grants Program shall be a Grant Program of Wikimedia DC

authorized to award Grants of up to \$2,500. The Small Grants Program shall be authorized to issue grants to any Third Party, whether located in the United States or elsewhere, except as otherwise provided by this Policy.

(b) Applications. Applications to the Small Grants Program shall be submitted through the Wikimedia DC website, and shall be processed on a rolling basis.

(c) Reviewers. The members of the Programs and Partnerships Committee shall serve as Grant Reviewers for applications submitted through the Small Grants Program.

2. Book Grants Program.

(a) Definition. The Book Grants Program shall be a Grant Program of Wikimedia DC authorized to award Grants of up to \$2,500. The Book Grants Program shall be authorized to issue Grants to active Wikimedia project participants in the United States in the form of payments for purchases of books or other media for the purpose of improving Wikimedia content.

(b) Applications. Applications for the Book Grants Program shall be accepted in fixed application cycles of not less than thirty (30) days each. There shall be at least one application cycle per year, and the President shall be authorized to declare additional application cycles on the basis of available funding. Each application shall include the applicant's Wikimedia username and a description of the Wikimedia project content to be improved using the resources funded through the program.

(c) Reviewers. The Vice President shall serve as the Grant Reviewer for applications submitted through the Book Grants Program. In addition to the general criteria for reviewing Grant applications, the Vice President shall consider the applicant's prior contributions to Wikimedia projects in evaluating their application.

ARTICLE IV – ELIGIBILITY

1. Prohibited Purposes. No Grant shall be awarded for any of the following purposes. Applications for such Grants shall be rejected:

(a) Conducting any Prohibited Activity.

(b) Conducting any political or legislative activity whose conduct by a corporation exempt from federal income tax Section 501(c)(3) of the Internal Revenue Code is restricted.

(c) Instituting or conducting a subsidiary or dependent grants program.

(d) Purchasing any capital asset with a fair market value of \$1,000 or greater.

2. Prohibited Applicants. Grant applications from the following applicants shall be summarily rejected:

(a) Any Third Party, when the transfer of funds to such Third Party would constitute a Prohibited Activity.

(b) Any Third Party whose name appears on the Special Designated Nationals List published by the United States Department of the Treasury.

(c) Any corporation, partnership, or similar legal entity which is not a registered nonprofit entity under the applicable laws.

(d) Any Officer, Director, or employee of Wikimedia DC.

ARTICLE V – APPLICATION PROCESS

1. Applications. All Grants shall be issued in response to a written application submitted by the Third Party requesting the Grant (the "Grant Application").

2. Required Minimum Information. A Grant Application shall contain, at minimum, the following information:

(a) The full legal name of the Third Party requesting the Grant;

(b) The amount of funding requested, listed as line items for each projected expenditure; and

(c) A description of the purpose of the Grant, containing sufficient detail to establish whether said purpose is consistent with the Charitable Purpose.

3. Form of Application. In implementing a Grant Program, the President or Board of Directors may impose application requirements beyond the minimum information required under this Policy, including a requirement to submit applications publicly through the Wikimedia DC website.

4. Review of Applications. Each Grant Application shall be reviewed by the President and by the Grant Reviewers. Grant Reviewers may, but are not required, to provide individual feedback regarding the Grant Application to the President and/or to the applicant. Grant Reviewers may, at their discretion, request additional information regarding any aspect of the Grant Application which is unclear or unsatisfactory.

5. Review Criteria. Grant Reviewers shall consider the following factors as they relate to the purposes described in the Grant Application:

- (a) Fit with the mission and strategic priorities of Wikimedia DC;
- (b) Potential for impact in the projects that the Grant aims to support;
- (c) Availability and readiness of volunteers and other non-financial resources required to implement the Grant;
- (d) Past track record of the recipient in managing grants;
- (e) Efficiency of proposed use of funds; and
- (f) Sustainability of impact beyond the duration of the Grant.

6. Feasibility Analysis. The Treasurer shall review each Grant Application for financial feasibility, consistent with the due diligence review required by the Fiscal Control Policy.

7. Decision. No later than fifteen (15) days after the submission of a complete Grant Application, or fifteen (15) days after the application deadline of a Grant Program, whichever is later, the President shall determine whether the requested Grant shall be issued. In making his or her decision, the President shall consider, but shall not be bound by, the recommendations of the Grant Reviewers. The President's decision shall be communicated to the Treasurer, to the Grant Reviewers, and to the Third Party requesting the Grant.

ARTICLE VI – DISBURSEMENT

1. Authorization. Upon the approval of a Grant Application, the President shall approve the requested funding amount as an expenditure in accordance with the Fiscal Control Policy.

2. Means of Disbursement. The funds shall be made available to the Third Party requesting the Grant in one of two ways:

- (a) Through the expense reimbursement process established by the Fiscal Control Policy.

- (b) Entirely or partially through an advance payment authorized by the President, consistent with the Fiscal Control Policy. Any Third Party that receives an advance payment shall be responsible for submitting documentation of each expense funded through the advance payment even if reimbursement is not otherwise requested.

3. Return of Unused Funds. A Third Party that receives funding through a Grant shall be required to return any portion of said funding which is not used for the purposes specified in

the Grant Application.

4. Unapproved Expenditures. Wikimedia DC shall not responsible for reimbursing any costs incurred by the applicant in the course of carrying out any activity described in a Grant Application until and unless said Grant Application is approved by the President. No costs will be reimbursed in the event that the Grant Application is not approved.

ARTICLE VII – REPORTING

1. Report. A Third Party that receives a Grant shall be required to submit a report regarding the use of all funds disbursed under the Grant (the "Grant Report") within thirty (30) days following the completion of such use. Grant Reports shall be submitted in writing to the President.

2. Content of Report. The Grant Report shall contain, at minimum, the following information:

- (a) The amount of funding spent, listed as line items for each actual expenditure; and
- (b) A description of the specific activities conducted using the funding, containing sufficient detail to establish whether said activities were consistent with the Grant Application and the Charitable Purpose.

3. Additional Information. The President may, at his or her discretion, request additional information regarding any aspect of a Grant Report which is unclear or unsatisfactory, or accept a late Grant Report.

4. Use of Report. Any Third Party submitting a Grant Report shall agree that Wikimedia DC shall have full rights to use the name of the Third Party and any information contained in the Grant Report in printed and electronic materials prepared by Wikimedia DC, including, but not limited to, materials intended to solicit funds on behalf of Wikimedia DC.

5. Transparency in Reporting. All submitted Grant Reports shall be incorporated into or summarized in the periodic activity and financial reports published by Wikimedia DC.

6. Failure to Report. Any Third Party which receives a Grant but fails to submit a Grant Report shall not be eligible to receive future Grants, and may be required to return any received funds.

10. The proposed Record Retention Policy was discussed. A motion by Mr. Lokshin to approve the policy as a replacement for the current Record Retention and Document Destruction Policy was seconded and passed without dissent.

ARTICLE I – PURPOSE AND SCOPE

1. Purpose. The purpose of this Record Retention Policy ("Policy") is to define the practices used by Wikimedia District of Columbia ("Wikimedia DC") to ensure proper treatment of corporate records and to comply with applicable statutory and regulatory record retention requirements, including the District of Columbia Nonprofit Corporation Act (the "Act").

ARTICLE II – GENERAL PROVISIONS

1. Adoption of Schedules. From time to time, Wikimedia DC may establish retention schedules for specific categories of documents or records. While minimum retention periods are established throughout this Policy, the retention of documents and records shall be determined primarily by the application of general guidelines and best practices affecting document retention, the need to retain particular documents and records for ongoing use in Wikimedia DC operations, as well as the exception for litigation-relevant documents and any other pertinent factors.

2. Form of Records. Documents and records may be maintained in paper or electronic form, and retention of an electronic form of a document or record shall be deemed sufficient to meet the retention requirements set forth in this Policy.

3. 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 DC to comply with all applicable laws and regulations at all times.

ARTICLE III – LITIGATION AND INVESTIGATIONS

1. Indefinite Retention. Notwithstanding any other provision of this Policy, or any schedule that may be adopted pursuant to this Policy, any records that are relevant, or are believed to be relevant, to any ongoing or anticipated litigation, proceeding, or government investigation, shall be retained until it is subsequently determined that such records are no longer needed.

2. Authority. For the purposes of this Policy, the President, the Secretary, the Chair of the Audit Committee, or any legal counsel retained by Wikimedia DC shall be authorized to determine whether a record, or class of records, shall be subject to indefinite retention under this Article.

ARTICLE IV – CORPORATE RECORDS

1. Definition. Wikimedia DC shall maintain certain records which are required to be maintained by a nonprofit corporation under the provisions of the Act (the "Corporate Records"), which shall consist of the following:

- (a) Articles of Incorporation. The articles of incorporation or restated articles of incorporation of Wikimedia DC, and all amendments to them currently in effect.

(b) Bylaws. The bylaws or restated bylaws of Wikimedia DC, and all amendments to them currently in effect.

(c) List of Directors and Officers. A list of the names and addresses of the current Directors and Officers of Wikimedia DC.

(d) List of Members. A list of the names and addresses of all members of Wikimedia DC, in alphabetical order, showing the number of votes each member is entitled to cast.

(e) Minutes. Minutes of all meetings of the members or of Board of Directors of Wikimedia DC; a record of all actions taken by the members or by the Board of Directors of Wikimedia DC without a meeting; and a record of all actions taken by a committee of the Board of Directors of Wikimedia DC on behalf of the corporation.

(f) Communications. All communications in the form of a record to the members of Wikimedia DC.

(g) Biennial Report. The most recent biennial report delivered by Wikimedia DC to the Mayor of the District of Columbia.

2. Retention. Notwithstanding any other provision of this Policy, or any schedule that may be adopted pursuant to this Policy, all Corporate Records shall be retained permanently.

3. Inspection. Wikimedia DC shall allow persons to inspect and copy the Corporate Records as follows:

(a) Inspection by Directors and Officers. The Directors and Officers of Wikimedia DC shall be entitled to inspect and copy Corporate Records at any reasonable time to the extent reasonably related to the performance of their duties as Directors and Officers, respectively.

(b) Inspection by Members. The members of Wikimedia DC shall be entitled to inspect and copy the Corporate Records, or excerpts thereof, to the extent set for in Subchapter XIII of the Act, and subject to the requirements therein.

(c) Inspection of Membership List. To the extent permitted by law, Wikimedia DC shall utilize the procedures set forth in §29-405.20(f) of the Act with regard to any request to inspect its membership list.

ARTICLE V – RETENTION SCHEDULE

1. Permanent Retention. The following classes of documents and records shall be retained

permanently:

- (a) Documents related to Wikimedia DC's tax status, including Internal Revenue Service ("IRS") Form 1023 and the associated IRS tax exemption determination letter.
- (b) Retirement and pension records.
- (c) Press releases and other public filings.
- (d) Records of any intellectual property Wikimedia DC may hold.
- (e) Financial statements, evidence of financial transactions such as payment instruments for significant purchases, and depreciation schedules.
- (f) Expired insurance policies, insurance records, accident reports, and insurance claims.
- (g) External audit reports.
- (h) Contribution records and documents evidencing terms of restricted gifts.

2. Retention for Ten Years. The following classes of documents and records shall be retained for at least ten (10) years:

- (a) Legal files, unless Wikimedia DC's counsel determines a longer retention period is appropriate.

3. Retention for Seven Years. The following classes of documents and records shall be retained for at least seven (7) years:

- (a) Tax records, including, but not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning Wikimedia DC's revenues.
- (b) Personnel and employment records, including performance reviews, complaints brought against Wikimedia DC and/or other employees, and memoranda concerning the foregoing.
- (c) Inventories of products, materials, and supplies.
- (d) Accounts payable ledgers.

4. Retention for Three Years. The following classes of documents and records shall be retained

for at least three (3) years:

- (a) Employment applications.
- (b) Marketing and sales documents.
- (c) Contracts, leases, licenses, and other such documentation of commercial agreements, following the expiration of such agreements.
- (e) Bank reconciliations, bank statements, deposit slips, and checks.
- (f) Internal audit reports.

11. The proposed Privacy Policy was discussed. A motion by Mr. Lokshin to adopt the policy as a replacement for the current Privacy Policy was seconded and passed without dissent.

ARTICLE I – PURPOSE

1. Purpose. The purpose of this Privacy Policy ("Policy") is to explain how Wikimedia District of Columbia ("Wikimedia DC") collects, uses, and shares data, including personally identifiable information ("PII"), from website users, program participants, and donors.

ARTICLE II – GENERAL PROVISIONS

1. Access. Access to any non-public data collected under this Policy shall be limited to those staff and volunteers who have a legitimate business need to access that data for the purposes described in this Policy.

2. Retention. Unless otherwise stated in this Policy, the retention of all data collected under this Policy shall be governed by the Record Retention Policy.

3. No Sale or Lease. Wikimedia DC shall not sell, trade, or lease any data collected under this Policy.

4. Use of Third-Party Providers. Wikimedia DC uses third-party providers, within and outside the United States, for collecting, storing, and processing public and non-public data collected under this Policy.

(a) Third-Party Privacy Policies. Access to and use of data by third-party providers shall be governed by the respective privacy policies published by such providers, and by any specific agreements between Wikimedia DC and such providers.

(b) Requirements for Third-Party Providers. Wikimedia DC shall select third-party

providers in accordance with the security requirements set forth in the Technology Access Policy, and shall exercise a reasonable standard of care to ensure the privacy of any data transferred to such providers.

(c) List of Third-Party Providers. A complete list of third-party providers is included in Appendix B of this Policy. The President and Secretary shall update Appendix B as necessary to maintain said list.

5. Anonymized Data. Wikimedia DC may publish anonymized and aggregated data for promotional, fundraising, and reporting purposes, including to report progress against stated organizational goals. Wikimedia DC may also share anonymized data with third parties, including the Wikimedia Foundation, to conduct research on its operations, including its programs.

ARTICLE III – WEBSITE

1. Applicability. For the purposes of this Policy, "Website" shall refer to any web domain that is hosted by Wikimedia DC. A complete list of such domains is included in Appendix A of this Policy, and the President and Secretary shall update Appendix A as necessary to maintain said list.

2. Non-Public Website Data. Wikimedia DC collects certain non-public data from users of the Website (the "Non-Public Website Data"), as follows:

(a) Visitor Data. Wikimedia DC collects the Internet Protocol (IP) address, time of visit, the URL requested, the server response code, the bytes served, the referrer (if provided), and the user agent (which includes the browser, browser version, and operating system), collectively the "Visitor Data", of anyone who visits the Website. Wikimedia DC uses Visitor Data to conduct research on Website usage, to assess technical issues that may arise, and to optimize the delivery of Website content.

(b) Editor Data. The MediaWiki software used by Wikimedia DC collects the IP address, user agent, and XFF header, collectively the "Editor Data", of any person who makes an edit to the Website or performs any action that is logged in the Website's Recent Changes feed. Editor Data is used to prevent abuse of the Website.

(c) Other Data. The Website makes use of cookies and JavaScript applications for personalization of the Website, including the function of user accounts. Persons with user accounts on the Website may optionally provide email addresses, used to send email through the Website without exposing the email address publicly.

3. Retention of Non-Public Website Data. Non-Public Website Data may be retained indefinitely in the event that an IP address is associated with abuse, including denial of service

attacks and posting unsolicited, undesirable messages ("spam"). Otherwise, Non-Public Website Data shall be retained for no longer than ninety (90) days.

4. Sharing of Non-Public Website Data. Wikimedia DC shall only share Non-Public Website Data:

- (a) With the permission of affected persons;
- (b) Upon the presentation of a valid court or government order;
- (c) As reasonably necessary to prevent imminent and serious bodily harm or death to a person;
- (d) To protect Wikimedia DC, its employees, contractors, and users, or the public; or
- (e) To detect, prevent, or otherwise assess and address potential spam, malware, fraud, abuse, unlawful activity, and security or technical concerns.

5. Public Website Data. Any information provided in the process of registering an account on the Website, and any information contained within an edit or other logged action to the Website, shall be considered public and shall be retained indefinitely. Passwords and email addresses shall not be considered public unless directly posted to the Website.

6. Collection of Additional Data. The Website may collect additional information for specific purposes, such as for grant applications or participation in certain programs. This information shall be used for the effective conduct of Wikimedia DC programs, and shall subject to the same protection as other data collected through the Website.

ARTICLE IV – DONORS

1. Donor Bill of Rights. Wikimedia DC adopts as its policy the Donor Bill of Rights developed by the Association of Fundraising Professionals (AFP), the Association for Healthcare Philanthropy (AHP), the Council for Advancement and Support of Education (CASE), and the Giving Institute.

2. Donor Data Collected by Wikimedia DC. Data that Wikimedia DC collects from donors may include name, address, telephone number, email address, amount donated, and any other personal information provided by the donor (collectively the "Donor Data"). For donations by check, the Donor Data also includes any data visible on the check. For donations processed online, the Donor Data includes Visitor Data.

3. Donor Data Collected by Payment Processors. Third-party payment processing services utilized by Wikimedia DC have access to Donor Data, as well as access to payment card

information supplied by donors. Use of such services is governed by their respective privacy policies. Wikimedia DC does not store credit card information, bank account numbers, or other financial account data provided by donors directly to third-party payment processing services.

4. Use of Donor Data. Wikimedia DC uses Donor Data for the following:

- (a) Distributing receipts and thanking donors for donations;
- (b) Informing donors about upcoming fundraising and other activities;
- (c) Internal analysis, such as research and analytics;
- (d) Record-keeping and reporting to government agencies and as otherwise required by law;
- (f) Surveys, metrics, and other analytical purposes; and
- (g) Other purposes related to fundraising operations.

ARTICLE V – OTHER INFORMATION

1. Data Collected through Surveys. Wikimedia DC administers surveys to collect feedback from those participating in Wikimedia DC programs. Participants may decline to complete all or part of a survey. Wikimedia DC uses this information to assess the performance of its programs. Unless stated otherwise, comments that are provided to Wikimedia DC as part of survey responses may be published or used in promotional materials.

2. Collection of Wikimedia Usernames. Wikimedia DC collects Wikimedia project usernames at events to facilitate the collection of editing metrics, including the number of edits made before, during, and after an editing event. Wikimedia DC uses this information to assess the performance of its programs. To the greatest extent possible, Wikimedia DC shall not associate any collected Wikimedia username with any other PII collected or retained by Wikimedia DC.

APPENDIX A – LIST OF WEBSITES

1. <https://wikimediadc.org>
2. <https://wikiconferenceusa.org>
3. <https://wikiversity.org>

APPENDIX B – LIST OF THIRD-PARTY DATA PROCESSORS

1. <https://apps.google.com>

2. <https://dropbox.com>

3. <https://eventbrite.com>

4. <http://meetup.com>

5. <https://paypal.com>

6. <https://podio.com>

7. <https://qbo.intuit.com>

12. The membership of the Audit Committee was discussed. A motion by Mr. Meyer to appoint Walter Gómez Segura to the Audit Committee for a term commencing immediately and ending on September 30, 2016, for the purpose of reviewing financial records prior to Fiscal Year 2015–16 was seconded and passed without dissent.
13. The membership of the Programs and Partnerships Committee was discussed. A motion by Mr. Lokshin to appoint Alice Backer, Sydney Poore, Rosie Stephenson-Goodknight, and Alex Stinson to the Programs and Partnerships Committee was seconded and passed without dissent.
14. Numerous upcoming events were discussed, including a planned event at the Smithsonian Institution Archives, accessibility-themed events at the DC Public Library, an edit-a-thon at the Smithsonian Air and Space Museum, and the upcoming Diversity Conference. Event scheduling and volunteer support were discussed, with discussion of conducting a survey of potential volunteers.
15. The Safe Space Policy was discussed.

** Ms. Temple-Wood left the meeting at 4:15 PM **

** Mr. Segura left the meeting at 4:21 PM **

The meeting was adjourned at 4:58 PM.

Approved on _____, _____.

James Hare
Secretary

Kirill Lokshin
President