

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

July 26, 2014

Wikimedia District of Columbia, 1730 Connecticut Avenue NW, Washington, DC

Board Members Present:           James Hare [President]  
  Kirill Lokshin [Secretary]  
  Peter Meyer [Treasurer]  
  Nicholas Bashour

Board Members Not Present:       John Gallagher  
  Emily Temple-Wood

Guests:                             Jim Hayes  
  John Sadowski

The meeting was called to order by Mr. Hare at 2:27 PM.

1. A motion by Mr. Hare to approve the Minutes of the June 8 meeting of the Board of Directors in the form previously distributed was seconded and passed without dissent.
2. A motion by Mr. Meyer to approve the Minutes of the June 19 meeting of the Board of Directors in the form previously distributed was seconded and passed without dissent.
3. Mr. Hare submitted a written report, which was entered into the Minutes:

On June 19 we elected Emily Temple-Wood as our Vice President following the departure of Kristin Anderson. Congratulations to Emily, and thank you to Kristin for her service on the Board of Directors.

On July 1, Wikipedia Summer of Monuments launched. Since the launch, we have received several hundred photograph uploads. Leo is working with organizations in North Carolina and Kentucky to get pictures uploaded from their collections. He will be traveling there as part of his work.

We held several edit-a-thons, themed on Frederick County history, DC and LGBT history, the "Made in the USA" exhibit at the Phillips Collection, and the history of chemistry. Our network has been growing and I am encouraged by our edit-a-thons themed on science, an area where there are many opportunities for outreach. Indeed, I met with the National Institute for Occupational Safety and Health, the research arm of

the Centers for Disease Control, and they are very interested in working with Wikimedia DC.

Wikimedia DC held a dinner meetup on June 21 and a WikiSalon on July 16. We also held our annual Wiknics in Washington, DC at Meridian Hill Park, and also in Frederick, MD.

I met with Nicholas Bashour, William Beutler, and Andrew Lih recently to discuss communication strategy. We have the basic outline of a communication plan, and as one of the outcomes of the meeting I've been experimenting with different posts to our social media outlets.

Coming up, I will be giving a Wikipedia training at the Center for Responsibility and Ethics in Washington on July 29. We will be hosting an edit-a-thon with the DC Historical Society on July 30 and one with the University of Maryland on August 18. We will also be hosting a Congressional staff Wikipedia training with the Cato Institute on August 18.

We are currently exploring plans for a three-day Wikipedia workshop facilitator training on August 29–31, as well as a booth at Wikimania 2014.

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

As of July 26, Wikimedia DC has a total of 69 members in good standing; this corresponds to a net decrease by 3 memberships from the prior month due to non-renewals. Of the active members, a total of 37 have opted for automatic renewal. One membership is due to expire in August.

Our updated application for 501(c)(3) exemption has been submitted to the IRS. I anticipate receiving a response from them within the next two months.

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

WikiConference USA went well financially. Wiki DC's role was to handle scholarships which worked out, as planned, significantly below the budgeted maximum.

Reimbursements have been dispatched. We owe the remainder to Wiki-NYC and after a review I'll send it.

Wiki-DC supported or is in the process of supporting:

- \* Wiki Loves Monuments (implementing grant from WMF)
- \* Wiki Loves Pride events in Portland, Oregon and in New York City (grants by us)
- \* Two New England Wikimedia events (grants by us)
- \* Edit-a-thons and salons and Wiknic(s) in our chapter area

If anybody's waiting too long for a payment from us (30 days say), or for needed information, please contact me. Nobody's complaining but if needed, be bold and edit me.

We have a budget for more, through Sept 2014. Keep creating!

In the next month or two we planned to put together a draft budget for the 2015 fiscal year which starts Oct 1, 2014.

Discounting amounts due from us right now, Wiki DC has about \$25,000 in in liquid assets plus small amounts in equipment assets and prepaid expenses.

6. Mr. Meyer submitted a written report on behalf of the Public Policy Committee, which was entered into the Minutes:

Things are quiet. Some past public policy committee topics (like what the chapter's allowed to do taxwise) are more appropriately topics for the Governance committee, so the committees are coordinating and sharing committee-memberships.

The public policy committee was asked to review whether Wiki DC should join some organizations and networks. We'll discuss these in the coming month.

7. The draft Volunteer Policy was discussed and amended. A motion by Mr. Hare to adopt the policy as amended was seconded and passed without dissent, and the policy was entered into the Minutes:

#### ARTICLE I – PURPOSE AND SCOPE

1. Purpose. The purpose of this Volunteer Policy ("Policy") is to document the rules and practices used by Wikimedia District of Columbia (the "Corporation") to recruit and manage volunteers.

2. Scope. This Policy shall not apply to members of the Board of Directors of the Corporation (the "Board"), to the Officers of the Corporation, or to members of the Standing, Special, and Advisory Committees of the Corporation.

#### ARTICLE II – GENERAL PROVISIONS

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

- (a) Staff Volunteers. "Staff Volunteer" shall refer to a volunteer appointed to represent the Corporation, plan programs and events for the Corporation, or engage in administrative work for the Corporation on an ongoing basis. Staff Volunteers shall be

considered members of the Corporation's staff.

(b) Project and Event Volunteers. "Project Volunteer" or "Event Volunteer" shall refer to a volunteer recruited to provide specific volunteer services for the Corporation which are limited in scope and duration, such as volunteering at events organized by the Corporation or projects carried out by the Corporation.

2. Principles. The Corporation shall promote and encourage volunteer work in support of its mission as a charitable organization, and shall seek to recruit and train volunteers to the best of its ability. Volunteer work shall enrich volunteers by providing practical experience and a greater understanding and appreciation of the Corporation's charitable mission.

3. Duration of Work. No volunteer working on behalf of the Corporation shall be expected to engage in such volunteer work on a full-time basis, or to the extent that doing so would interfere with said volunteer's ability to earn a living wage.

4. Supervision. All volunteers shall work under the supervision of the President, or of a person designated by the President in writing.

5. Internships.

a. Standards for Internships. Internship programs shall provide educational experience that is primarily to the benefit of the intern. Interns shall work under the close supervision of existing staff.

b. No Unpaid Internships. The Corporation shall establish no unpaid internship programs.

6. Compliance with Law. No provision of this Policy shall be interpreted in a manner that conflicts with any applicable law or regulation. It is the policy of the Corporation to comply with all applicable laws and regulations at all times.

### ARTICLE III – VOLUNTEER PLAN

1. Annual Volunteer Plan. Within thirty (30) days of the beginning of each fiscal year, the Board shall adopt an Annual Volunteer Plan ("Plan"). This Plan may be incorporated into the Corporation's Annual Plan or adopted separately.

2. Continuity. In the event a fiscal year begins and no Annual Volunteer Plan has been adopted, the previously adopted Plan shall remain in force pending the adoption of a new Plan by the Board.

3. Plan Content. The Plan shall include a list of Staff Volunteer and Project and Event

Volunteer roles, the responsibilities of each role, and the expected number of hours per week of volunteer time required for each role.

4. Abolished Positions. In the event that the Plan abolishes a previously established Staff Volunteer position, best efforts shall be made to transfer the volunteer holding said position to another comparable Staff Volunteer role.

#### ARTICLE IV – RECRUITMENT

1. Recruitment. The President shall be responsible for disseminating information regarding open volunteer positions, and for recruiting, screening, and selecting volunteers.

2. Staff Volunteers. The President shall have the authority to recruit Staff Volunteers in accordance with the Plan. Staff Volunteers shall serve at the pleasure of the President, but the President shall consult with the Board prior to dismissing any Staff Volunteer.

3. Project and Event Volunteers. The President shall have the authority to recruit Project and Event Volunteers as required to support events listed on the Corporation's calendar and projects undertaken by the Corporation, provided that such recruitment is not inconsistent with the Plan. The President may, at his or her discretion, delegate the recruitment of some or all Project and Event Volunteers to any other member of the Corporation's staff.

4. Non-Discrimination. All persons involved in the recruitment, screening, and selection of volunteers shall comply with the applicable provisions of the Corporation's Non-Discrimination Policy at all times.

5. Orientation. The President shall ensure that each recruited volunteer understands his or her role as a volunteer and the applicable policies of the Corporation.

#### ARTICLE V – TRANSITION

1. Superseded Resolutions. This Policy supersedes the previously enacted Resolutions of the Board establishing the Cultural Partnerships Coordinator (Resolution No. 3.B2.13), the Events Coordinator (Resolution No. 3.B2.17), the Social Media Coordinator (Resolution No. 3.B2.18), and the Event Promotion Coordinator (Resolution No. 3.B9.12).

2. Interim Positions. Pending the adoption of the first Plan, the defined Staff Volunteer positions shall be the Cultural Partnerships Coordinator and Event Promotion Coordinator positions as previously established by the Board, and the current holders of said positions shall continue in their roles.

8. A proposed resolution to amend the Hiring Policy was discussed. A motion by Mr. Hare to adopt the resolution as written was seconded and passed without dissent, and the resolution was entered into the Minutes:

The Hiring Policy is amended:

(a) By striking "It also covers the recruitment of personnel for unpaid and volunteer positions, such as unpaid internships, that entail the completion of specific duties or tasks within a defined period of time." in Article I, Paragraph 1;

(b) By striking Article I, Paragraph 2; and

(c) By striking Article III and renumbering Article IV as Article III..

*\* Mr. Bashour joined the meeting at 2:41 PM \**

9. The amended and restated Delegation of Authority Policy was discussed. A motion by Mr. Hare to adopt the policy 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 Wikimedia District of Columbia (the "Corporation") has delegated to the President of the Corporation ("President") pursuant to Article VII, Paragraph 2, Section i of the Corporation's Bylaws.

2. Intent. In adopting this policy, it is the intent of the Board to enable the President to undertake such actions as are necessary to conduct the day-to-day business of the Corporation 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 shall have full authority to approve transactions, enter into agreements, and carry out any other actions necessary to conduct the ordinary course of the Corporation'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 Corporation ("Officer"), provided that such delegation does not contravene any

provision of the Corporation's Bylaws or any applicable state or federal laws. For the purposes of this Policy, the Officers shall be those persons so identified in Article VII of the Corporation's Bylaws. The President shall promptly inform the Board 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 without the specific prior approval of the Board.

4. Reporting. The President shall report all transactions, agreements, and other actions taken pursuant to this Policy to the Board at the first regular meeting of the Board following each such action.

5. Consultation. Where feasible, the President shall invite the Board 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 Corporation without the specific prior approval of the Board.

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

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.

4. Bank Accounts. The President shall not open or close any bank account in the Corporation's name without the specific prior approval of the Board. This provision shall not apply to the opening of bank accounts for the purpose of complying with donation agreements in accordance with Article III of the Fiscal Control Policy.

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

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

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 Corporation's funds without

the specific prior approval of the Board.

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 Corporation's funds without the specific prior approval of the Board.

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

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

#### 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.

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.

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

#### ARTICLE V - EMPLOYMENT MATTERS

1. Hiring and Firing. The President shall not hire or fire any paid employee, nor engage or terminate any contractor, without the specific prior approval of the Board.

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

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

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

#### ARTICLE VI - MISCELLANEOUS MATTERS

1. Legislation. The President shall not make any statement on behalf of the Corporation



regarding any current or future legislation, whether at the federal, state, or local level, without the specific prior approval of the Board.

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

3. Tax-Exempt Status. The President shall not take any action that would be prejudicial to the Corporation'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.

10. The draft Technology Access Policy was discussed, and consideration of the policy was postponed until the next meeting of the Board.
11. A proposed resolution regarding workshop facilitator training was discussed. A motion by Mr. Hare to adopt the resolution as written was seconded and passed without dissent, and the resolution was entered into the Minutes:

1. The President is authorized to prepare and submit a grant application to the Wikimedia Foundation for the purpose of funding a seminar to train volunteers to organize a Wikipedia editing workshop (the "Training") in the Washington, DC area. The grant application may additionally request funding to cover the costs of travel for participants in the United States and Canada.

2. Provided that the required funding is obtained:

- (a) The Treasurer is authorized to disburse, or cause to be disbursed, a cash per diem allowance covering the costs of meals and incidentals not provided as part of the Training to individuals who are awarded travel grants to attend the Training, pursuant to the applicable provisions of the Travel Policy.

- (b) The President is authorized to approve expenditures in excess of \$2,500 for the purpose of conducting the Training, pursuant to the Delegation of Authority Policy and the Bylaws.

12. The Corporation's draft Activity Report for the Third Quarter of Fiscal Year 2013–14 was discussed and amended. A motion by Mr. Hare to approve the report as amended was seconded and passed without dissent, and the report was entered into the Minutes:

[document attached]

*\* The meeting entered into executive session at 2:51 PM and returned to open session at 3:11 PM \**

13. A motion by Mr. Lokshin to appoint Nicholas Bashour, William Beutler, and Andrew Lih to the Communications Committee, and to appoint Mr. Bashour as chair of said committee, was seconded and passed without dissent.
14. A motion by Mr. Lokshin to appoint James Hare and Peter Meyer to the Governance Committee was seconded and passed without dissent.
15. The date of the next meeting of the Board of Directors was set to August 17, 2014, at 2:00 PM, at the Corporation's offices at 1730 Connecticut Avenue NW.

The meeting was adjourned at 3:14 PM.

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

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Kirill Lokshin  
Secretary

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James Hare  
President