

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

August 9, 2015

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

Board Members Present: James Hare [President]
 Emily Temple-Wood [Vice President]
 Kirill Lokshin [Secretary]
 Peter Meyer
 John Sadowski
 Diane Shaw

Board Members Not Present: Trisha Melikian [Treasurer]

The meeting was called to order by Mr. Hare at 2:28 PM.

1. A motion by Mr. Meyer to approve the Minutes of the June 21 meeting of the Board of Directors in the form previously distributed was seconded and passed without dissent.
2. Mr. Hare submitted a written report on behalf of the Executive Committee, which was entered into the Minutes:

PROGRAMS

Events:

Wikimedia DC held several edit-a-thons, including the International Labour Day Edit-a-Thon with the University of Maryland on May 1, Wiki Loves Pride with the National Museum of American History on June 6, the World Oceans Day Edit-a-Thon with the Waitt Institute and the Smithsonian Oceans Portal on June 8, and the Women in the Arts and Tech Edit-a-Thon with the Smithsonian American Art Museum and Tech Lady Mafia on July 25.

Wikimedia DC held monthly dinner meetups on April 25, May 30, and July 25, and monthly WikiSalons on May 13 and June 10. The Frederick Wiknic was held on August 2.

Planned Events:

There are three edit-a-thons coming up, including the Women in Film and Video Edit-a-Thon on August 15, the Wikipedia APA Edit-a-Thon on September 4, and the Brookland

Neighborhood Edit-a-Thon on September 16.

Monthly WikiSalon will be held on August 12 and September 9 and the August monthly dinner meetup will be held on August 29. The annual DC Wiknic will take place on August 16.

WikiConference USA:

Wikimedia DC is partnering with the Wiki Education Foundation to host WikiConference USA at the National Archives on October 9–11, 2015. The organizing team for the conference includes volunteers from around the country, with the WEF taking the lead on logistics and Wikimedia DC on program and scholarships. Conference session proposal and scholarship applications are currently being accepted, and registration for the conference is open.

Grantmaking:

Wikimedia DC has launched a pilot Book Grants program, which will put high-quality reference materials in the hands of experienced, active Wikipedia editors. To date, the program has received applications for approximately \$2,200 in funding; grantees will be selected from this pool for an initial funding round of \$1,000.

Public Policy:

Wikimedia DC held a friendly meeting with visiting Member of European Parliament Julia Reda, who spoke at Wikimania. Julia has proposed a number of European copyright reforms, which the European Parliament appears to support. The Public Policy Committee is following up on the discussion, and may play a role in future European copyright reform initiatives.

ORGANIZATIONAL DEVELOPMENT

Governance:

Two proposed amendments to the Bylaws have been prepared for the Board's consideration. The first proposal would restructure the Board from seven elected members to six elected members and three appointed members, so as to increase the diversity of expertise on the Board. The second proposal would allow for the revocation of membership under certain circumstances.

Membership:

Wikimedia DC currently has 64 members, which represents a 19% decrease in total

membership relative to membership level one year prior. This decrease is largely due to non-renewal by members who have not opted for automatic membership renewal.

Of the current members, 44 have opted for automatic renewal, representing approximately 69% of the total membership. Of the memberships which are not automatically renewed, 4 memberships, representing approximately 6% of the total memberships, will expire prior to the end of the current fiscal year.

Staff:

The period of employment for the Organizational Development Coordinator has been changed to September 1, 2015 to August 31, 2016, as the position has not yet been funded or filled.

Strategy:

The Board of Directors held a weekend-long strategy meeting on June 20–21. At the meeting it updated the strategic priorities, determined long-term strategic goals, developed ideas for programs, and discussed the organizational and resource needs. This meeting helped set the direction for Wikimedia DC going forward, and it is a key part of the development of the organization’s long-term strategy.

** The meeting entered into executive session at 2:31 PM and returned to open session at 2:36 PM **

3. A proposed resolution regarding certain proposed amendments to the Bylaws was discussed. A motion by Mr. Lokshin to adopt the resolution as written was seconded and passed without dissent, and the resolution was entered into the Minutes:
 1. The Board of Directors hereby approves the following amendments to the Bylaws, and recommends to the members of the Corporation that the Bylaws be so amended:
 - (a) Article VI of the Bylaws is amended:
 - (i) By replacing Paragraph 2 with the following:
 2. Size. The Board shall consist of nine (9) Directors, six (6) of whom shall be elected by the members and three (3) of whom shall be appointed by the other Directors.
 - (ii) By replacing Paragraph 7 with the following:
 7. Elected Directors. The elected members of the Board shall be elected as

follows:

i. Annual Election. Each year, three (3) Directors shall each be elected to serve a two (2) year term and until their successors are duly elected, such that three (3) Directors' terms expire in the odd-numbered years and three (3) Directors' terms expire in the even-numbered years.

ii. Votes. When more than one Director is to be elected, the maximum number of votes that a member may cast shall be equal to the number of seats to be filled, but no cumulative voting shall be allowed. The candidates with the greatest number of votes shall be designated as elected, with no minimum number of votes required for election.

iii. Form of Election. All elections of Directors shall take place by ballot, pursuant to the provisions of Article V, Section 6 hereof.

iv. Vacancies. If an elected Director position becomes vacant, then the Board shall appoint an individual to serve until a successor is elected at the next regular election. However, if the appointment occurs during the first year of the Director's term, then the successor shall be elected to serve a one (1) year term, in order to preserve the number of Directors being elected for two (2) year terms each year. At elections where a Director is being elected to fill such a vacancy, those of the Directors elected receiving the least number of votes necessary for election shall be assigned a one (1) year term.

(iii) By renumbering Paragraph 8 as Paragraph 9, and inserting the following as Paragraph 8:

8. Appointed Directors. The appointed members of the Board shall be appointed as follows:

i. Annual Appointment. Each year, following the annual election of Directors, the Board shall appoint three (3) Directors to serve a one (1) year term and until their successors are duly appointed.

ii. Vacancies. If an appointed Director position becomes vacant, then the Board shall appoint an individual to serve the remainder of that Director's term.

(b) Article IV of the Bylaws is amended by inserting the following as Paragraphs 7 and 8:

7. Revocation of Membership. An individual's membership in the Corporation may be revoked as follows:

i. Vote by Board. If a two-thirds majority of the Directors then in office elect to revoke an individual's membership.

ii. Vote by Members. If a majority of the members present and voting at a membership meeting called for the purpose of revoking an individual's membership elect to revoke said membership.

8. Refund of Membership Dues Upon Revocation. An individual whose membership has been revoked shall be entitled to a refund of the membership dues paid by said individual to the Corporation; provided, however, that such refund shall not exceed the greater of the dues payable for one (1) year of membership or the dues payable for a term of membership which begins on the date on which the individual's membership is revoked and ends on the date on which the individual's membership was to expire prior to revocation.

2. The Board of Directors instructs the Secretary to prepare and deliver a ballot to the members of the Corporation for the purpose of approving said amendments to the Bylaws by August 15, 2015.

4. A proposed resolution regarding the 2015 election of the Board of Directors was discussed. A motion by Mr. Lokshin to adopt the resolution as written was seconded and passed without dissent, and the resolution was entered into the Minutes:

1. The 2015 election of the Board of Directors (the "Election") shall take place from October 7, 2015 to November 4, 2015.

2. The Election shall be conducted in accordance with the Election Policy.

3. Nominations for the Election shall be accepted from September 21, 2015 to October 6, 2015.

4. James Hare shall serve as the Chair of the Election Committee for the duration of the Election.

5. Board composition was discussed.

6. Contact and task management tools were discussed.

7. Plans for future events were discussed.

8. Plans for the book grants program were discussed.

The meeting was adjourned at 3:52 PM.

Approved on _____, _____.

Kirill Lokshin
Secretary

James Hare
President