

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

May 11, 2013

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

Board Members Present: Kristin Anderson
 Nicholas Bashour
 Katie Filbert
 James Hare
 Kirill Lokshin
 Peter Meyer

Board Members Not Present: Kathryn Tinker

The meeting was called to order by Mr. Hare at 2:25 PM.

1. The Minutes of the April 13 meeting of the Board of Directors were discussed and amended. A motion by Mr. Lokshin to approve the Minutes as amended was seconded and passed without dissent.
2. Mr. Hare submitted a written report, which was entered into the Minutes:

On Monday, Wikimedia DC turned two years old. Happy birthday to our chapter!

This past month has been very productive for Wikimedia DC. We held our first two WikiSalons on April 19 and May 8, which gave local Wikipedians the opportunity to meet and discuss wiki matters. We participated the All Things GW edit-a-thon with George Washington University on April 20, where thirty people, both veteran Wikipedians and newcomers, improved articles on DC-area topics. We also held the Furloughed Feds Workshop, our first of what I hope will be a series of outreach events catered to federal employees, where we improved some federal government-related articles and discussed the federal government's use of wikis.

Our biggest event, however, was the inaugural GLAM Boot Camp, held at the National Archives on April 26–28. We recruited 15 Wikipedians from across the United States and Canada to introduce them to the GLAM-Wiki movement and to train them to engage with cultural institutions in their home cities. The event was a big success, with a group of Wikipedians motivated to spread the values of the Wikimedia movement. We also enjoyed the appearances of Archivist of the United States David Ferriero, who gave the opening talk at the beginning of the workshop and then

made an impromptu appearance the next day, where he helped a breakout group come up with strategies for reaching out to cultural institutions. I am honored that Wikimedia DC had the opportunity to host the first GLAM Boot Camp, and I am pleased that our relationship with the National Archives remains strong.

The day following GLAM Boot Camp was a meeting of the GLAM-Wiki U.S. Consortium, which Wikimedia DC helped sponsor. The Consortium is a group of Wikipedians and cultural sector professionals, and they have excellent ideas for improving the Wikimedia projects through partnerships with galleries, libraries, archives, and museums.

Coming up, we have:

- Our dinner meetup on Saturday, May 11 at Vapiano in Dupont Circle
- WikiSalons on May 17, June 3, and June 21
- The Legislative Data Meetup with the Cato Institute on June 8, as a followup to the Legislative Data Workshop held in March
- The Field Notes Edit-a-Thon with the Smithsonian Museum of National History on June 21
- The Great American Wiknic on June 22, location to be decided

Planning is underway for Wiki Loves Monuments in the United States, with the assistance of Wikipedia user "Mono" and many additional volunteers, and I am hoping to start planning an embassy event soon. These two endeavors are significant undertakings for Wikimedia DC, but they provide the best opportunities to build our name as a D.C. area organization, and we should take the most advantage. We have improved our capacity to schedule events, and that is great news. However, we have additional long-term challenges, including building our community (offline and online), our fundraising capacity, and our communications apparatus. The effort needed to build our organization will require all the expertise we can get our hands on, and I have been reaching out to both board members and those who have experience with nonprofit business development. If you have any ideas as to who I should contact, please let me know. In time, our community will grow, and as our community grows we will have more opportunities to advocate for free knowledge and improve the Wikimedia projects..

3. Ms. Anderson reported that she had attended the Furloughed Feds Workshop.
4. Mr. Lokshin submitted a written report, which was entered into the Minutes:

As of May 11, Wikimedia DC has 51 members in good standing; this represents an increase by 3 new members since our last meeting. The new memberships include our first non-US member, from Denmark.

On April 16, Wikimedia DC signed an Organizational Grant Agreement

with the Wikimedia Foundation; this agreement corresponds to our Outreach 2013 grant application. A copy of the agreement will be filed with this report in the minutes.

[document attached]

I have spent much of my time over the last month preparing our new application for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. I anticipate distributing the application for internal and external review early next week..

5. Mr. Meyer submitted a written report on behalf of the Grants Committee, which was entered into the Minutes:

We've paid for the Women in the Arts edit-a-thon and received a report back. We've authorized a \$300 grant for upcoming Field Notes edit-a-thon at the Meeting of Natural History. We've authorized \$100 for refreshments at the Chicago Wiknic. We're working out our expectations of the reports-back from events to which we give grants.

6. Mr. Lokshin submitted a written report on behalf of the Governance Committee, which was entered into the Minutes:

The Governance Committee has prepared a draft of an amended and restated Conflict of Interest Policy in connection with Wikimedia DC's forthcoming application for 501(c)(3) tax-exemption; this draft has been submitted to the Board for review and approval. Additionally, the previously-submitted draft of the Expense Reimbursement Policy remains pending review and approval by the Board.

The current schedule for submission of additional drafts to the Board is as follows:

To be prepared for the June Board meeting:

- (1) Travel Policy
- (2) Privacy Policy
- (3) Mailing List Access Policy

To be prepared for the July Board meeting:

- (4) Record Retention and Document Destruction Policy
- (5) Fiscal Control Policy
- (6) Contest and Prize Policy

This schedule is subject to change based on ongoing organizational needs.

7. Ms. Filbert submitted a written report on behalf of the Technology Committee, which was entered into the Minutes:

We officially transferred wikimediadc.mobi, wikimediadc.com, wikimediadc.us, wikimediadc.net and wikimediadc.info to the chapter. We also renewed wikimania2012.org and wikimania2012.com.

8. The proposed Expense Reimbursement Policy was discussed and amended. A motion by Mr. Lokshin 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 Expense Reimbursement Policy ("Policy") is to describe the procedures used by Wikimedia District of Columbia to reimburse Wikimedia District of Columbia employees and volunteers for expenses incurred in the course of conducting Wikimedia District of Columbia business.

2. Scope. This Policy applies to any and all expenses incurred in the course of conducting official Wikimedia District of Columbia business.

ARTICLE II - GENERAL PROVISIONS

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

- (a) "Small Grants Program" shall refer to the grants program operated by Wikimedia District of Columbia pursuant to the provisions of the Grants Policy.

- (b) "Grant Recipient" shall refer to any person or entity receiving a grant from the Small Grants Program, and to any agent acting on behalf of such person or entity.

- (c) "Grant-Funded Purpose" shall refer to the purpose of a grant from the Small Grants Program, as stated by the Grant Recipient in the application for such grant, and including any and all specific activities to be performed by the Grant Recipient per such application.

- (d) "Grant-Related Expense" shall refer to any expense incurred by a Grant Recipient in the course of carrying out a Grant-Funded Purpose.

- (e) "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.

- (f) "Prohibited Expense" shall refer to any expense incurred in the course of carrying out a Prohibited Activity.

- (g) "Self-Dealing Expense" shall refer to any expense claimed on the basis of a transaction in which the person claiming such expense has a financial

interest, as defined in the Conflict of Interest Policy.

(h) "President" and "Treasurer" shall refer to the corresponding Officers of Wikimedia District of Columbia, as defined in Article VII of the Bylaws.

(i) "Charitable Purpose" shall refer to the purpose of Wikimedia District of Columbia, as defined in Article II of the Bylaws.

ARTICLE III - APPROVAL OF EXPENSES

1. Approval of Expenses. All claimed expenses shall be subject to approval by Wikimedia District of Columbia prior to reimbursement. No claimed expense shall be reimbursed unless and until such approval is granted.

2. Authority to Approve Expenses. All expenses shall be approved by one of the following methods:

(a) By a resolution of the Board of Directors of Wikimedia District of Columbia;

(b) By a decision of a person to whom the authority to make such decisions has been delegated by a resolution of the Board of Directors;

(c) By a decision of the President pursuant to the applicable provisions of the Delegation of Authority Policy; or

(d) By a decision of a person other than the President, to whom the authority to make such decisions has been delegated pursuant to the applicable provisions of the Delegation of Authority Policy.

3. No Self-Approval. No person shall approve for reimbursement an expense incurred or claimed by that same person, notwithstanding any authority to approve expenses which said person may otherwise hold.

4. Rationale for Approving Expenses. When determining whether to approve an expense, the person or persons responsible for approving it shall consider:

(a) Whether the expense is consistent with the Charitable Purpose; and

(b) Whether the expense is reasonable.

5. Unallowed Expenses. No Grant-Related Expense, Prohibited Expense, or Self-Dealing Expense shall be approved for reimbursement.

ARTICLE IV - EXPENSE CLAIMS

1. Submission of Claims. All claims for reimbursement of expenses shall be submitted to the Treasurer.

2. Deadline for Claims. Any claim for reimbursement of an expense must be submitted 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.

3. Form of Claim. An expense claim shall consist of a completed Expense Claim Form, together with such supporting documentation as necessary to verify the claimed expenses.

4. Method of Submission. Expense claims shall be submitted in writing. The Treasurer 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.

5. Supporting Documentation. Expense claims shall be accompanied by receipts for any individual expense exceeding the sum of five dollars (\$5). Should a receipt not be available, the claim shall be accompanied by a full explanation of the expense and an explanation as to why the receipt is unavailable.

6. Form of Receipts. All receipts must include the name of the vendor, the location, the date, and the dollar amount. The following forms of receipts are considered acceptable:

- (a) Original receipt completed by the vendor;
- (b) Claimant's copy of credit card slip; or
- (c) Claimant's credit card billing statement.

7. Incomplete Claims. Any expense claim that is incorrect, incomplete, or lacks acceptable supporting documentation shall be returned to the person submitting such claim.

ARTICLE V - REIMBURSEMENT PROCESS

1. Verification of Approval. Upon receiving a claim for reimbursement of an expense, the Treasurer shall request approval of said expense, as described in Article III hereof.

2. Pre-Approved Expenses. The Treasurer is not required to seek approval for any expense where prior documentation of such approval exists at the time the claim is received.

3. Approved Expenses. If a claim for reimbursement is approved, the Treasurer shall issue such reimbursement within thirty (30) calendar days of receiving notice of such approval.

4. Unapproved Expenses. If a claim for reimbursement is not approved, the Treasurer 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 receiving notice of such non-approval.

9. A proposed resolution to amend the Movement Accountability Policy was discussed. A motion by Mr. Bashour to adopt the resolution as written was seconded and passed without dissent, and the resolution was entered into the Minutes:

The Movement Accountability Policy is amended by:

(1) Striking the text "and on the Wikimedia financial report aggregation webpage" from Article III, Paragraph 1;

(2) Striking the text "and on the Wikimedia financial report aggregation webpage" from Article III, Paragraph 2; and

(3) Striking the text "Wikimedia financial report aggregation webpage" from Article IV, Paragraph 2 and replacing it with the text "Wikimedia report aggregation webpage".

10. A proposed resolution to amend the Membership Policy 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:

The Membership Policy is amended by:

(1) Striking the text "the dates upon which the applicant's term of membership commences and ends" from Article IV, Paragraph 1 and replacing it with the text "the date upon which the applicant's term of membership ends"; and

(2) Striking the text "the dates upon which the member's term of membership commences and ends" from Article IV, Paragraph 2 and replacing it with the text "the date upon which the member's term of membership ends".

11. A proposed resolution to amend the Grants Policy 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 Grants Policy is amended by:

(1) Striking the text "submitted publicly, on a page of the Wikimedia District of Columbia website designated for that purpose by the President" from Article VI, Paragraph 2 and replacing it with the text "submitted in writing to the Treasurer"; and

(2) Renumbering Article VI, Paragraph 7 as Paragraph 8; and

(3) Adding the following text as Article VI, Paragraph 7:

7. Transparency in Reporting. All submitted reports regarding the use of grant funding shall be incorporated into or summarized in the periodic activity and financial reports published by Wikimedia District of Columbia.

12. The proposed amended and restated Conflict of Interest Policy was discussed. A motion by Mr. Lokshin 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 Conflict of Interest Policy (the "Policy") is to protect the interests of Wikimedia District of Columbia (the "Corporation") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess benefit transaction.

2. Relationship to Laws. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II - DEFINITIONS

1. Interested Person. Any Director or Officer who has a direct or indirect financial interest, as defined herein, is an interested person.

2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- (b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

3. Compensation. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

4. Conflict of Interest. A financial interest is not necessarily a conflict of interest. A person who has a financial interest shall be deemed to have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

ARTICLE III - PROCEDURES

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest.

(a) An interested person may make a presentation at a Board of Directors meeting. After the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The presiding officer of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy.

(a) If the Board of Directors has reasonable cause to believe a person has failed to disclose actual or possible conflicts of interest, it shall inform said person of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose.

(b) If, after hearing said person's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV - RECORDS OF PROCEEDINGS

1. Minutes. The Minutes of the Board of Directors shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed; and
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V - COMPENSATION

1. Compensation. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

ARTICLE VI - ANNUAL STATEMENTS

1. Annual Statement. Each Director and Officer shall annually sign a statement which affirms such person:

- (a) Has received a copy of the Conflict of Interest Policy;
- (b) Has read and understands the Policy;
- (c) Has agreed to comply with the Policy; and
- (d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII - PERIODIC REVIEWS

1. Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted.

2. Content of Reviews. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

3. Use of Outside Experts. When conducting periodic reviews, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

13. A potential amendment to the Friendly Space Policy was discussed.
14. A motion by Mr. Lokshin to appoint Mr. Bashour to the Audit Committee was seconded and passed without dissent.
15. A potential partnership with the Wiki Education Foundation was discussed.
16. Plans for future outreach activities were discussed.
17. The date of the next meeting of the Board of Directors was set to June 1, 2013, at 3:00 PM, at the Corporation's offices at 1629 K Street NW, Suite 300.

The meeting was adjourned at 5:17 PM.

Approved on _____, _____, _____.

Kirill Lokshin
Secretary

James Hare
President