

# WIKIMEDIA DISTRICT OF COLUMBIA

## EXHIBIT A

*The following text describes a proposed amendment to the Bylaws of Wikimedia District of Columbia, which is proposed for adoption in Question 1 on the accompanying ballot.*

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.

# WIKIMEDIA DISTRICT OF COLUMBIA

## EXHIBIT B

*The following text describes a proposed amendment to the Bylaws of Wikimedia District of Columbia, which is proposed for adoption in Question 2 on the accompanying ballot.*

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.