

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

February 7, 2022 at 7:00 p.m.  
Conference Call

Board Members Present: Peter Meyer [President]  
Diane Shaw [Secretary]  
John Sadowski [Vice President]  
Sara Snyder [Treasurer]  
Robert Fernandez  
Kevin Payravi  
Gerald Shields  
Kelly Doyle

The meeting was called to order at 7:02 p.m.

1. The Board reviewed the minutes for the Board of Directors meeting held on January 23, 2022. A motion by Mr. Meyer to approve the January 23, 2022 minutes with a minor amendment was seconded by Mr. Shields and passed without dissent.
2. Mr. Meyer presented the Executive Committee report. [See Attachment A.]
3. Board appointments:
  - a. The Board discussed the membership of the Audit Committee. The two remaining members of the Committee are Mr. Payravi and Mr. Meyer. Mr. Meyer made a motion that Mr. Payravi would serve as the Committee's Chair, and Mr. Meyer would remain on the Committee but would recuse himself on any matters regarding the time after he became President of the Board of Directors. Ms. Shaw seconded the motion, which passed without dissent.
  - b. Mr. Meyer moved that Mr. Shields and Mr. Meyer be assigned to the Governance Committee, with Mr. Sadowski as Chair, with all persons not named (inactive members) removed from the Committee. Ms. Snyder seconded the motion, which passed without dissent.
4. The Board discussed plans for the virtual annual membership meeting, scheduled for February 26, 2022. The meeting is expected to last for approximately an hour. The President and the Treasurer will both offer short updates on the past year's accomplishments and the financial health of the organization. Mr. Fernandez made a motion for the Executive Committee to come up with speakers and a program for the annual meeting, which Mr. Shields seconded, and the motion passed without dissent.

5. The Board also discussed candidates for the Distinguished Service Award and the Volunteer of the Year Awards. Mr. Meyer made a motion to give Kirill Lokshin the Distinguished Service Award for his many years of support and leadership of Wikimedia DC, and Ms. Doyle seconded the motion, which passed without dissent. Mr. Meyer made a motion to give Volunteer of the Year Awards to both Jamie Flood of the United States Department of Agriculture, for her active editing work and support for new editors, and Bryan Hilderbrand for his excellent technical support during the 2021 virtual WikiConference North America. Mr. Shields seconded the motion, which passed without dissent.
6. Mr. Shields gave the Board an update on the requirements for WMDC to be granted a DC sales tax exemption, including a physical mailing address (not a post office box) and an IRS tax-exempt certificate. The Board agreed that Mr. Meyer's home address should serve as the physical mailing address.
7. WMDC's application to renew its 501(c)(3) status is still in process at the IRS. Mr. Sadowski offered to draft and submit Form 911 to ask the IRS to expedite the processing to avoid any financial hardship that might arise from being unable to compete for grants.
8. Mr. Sadowski gave an update on the U.S. Wiki Science Competition. The judging is still in process, with voting on the Jury's Choice Awards. The finalists have already been chosen to go on to the international competition.
9. Mr. Fernandez made a motion to go into Executive Session to discuss various matters identified by the Board. Mr. Meyer seconded the motion, which passed without dissent.

The Board then convened in Executive Session.

The meeting adjourned at 9:01 p.m.