

EXHIBIT A – AMENDED AND RESTATED BYLAWS OF WIKIMEDIA DISTRICT OF COLUMBIA

The following text comprises the Amended and Restated Bylaws of Wikimedia District of Columbia, which are proposed for adoption in Question #2 on the accompanying ballot. A comparison of this text with that of the current Bylaws of is available at http://wikimediadc.org/wiki/Internal:Bylaws_2013.

ARTICLE I - NAME AND OFFICES

1. **Name.** This organization shall be known as Wiki Society of Washington, DC Inc., a nonprofit corporation incorporated in the District of Columbia (herein referred to as the "Corporation").
2. **Offices.** The Corporation shall maintain in the District of Columbia a registered office and a registered agent at such office. The Corporation may also have such other offices within or without the District of Columbia as the Board of Directors of the Corporation (the "Board") may determine from time to time or as the business of the Corporation may require.

ARTICLE II - PURPOSE AND ACTIVITIES

1. **Purpose.** The objects of the Corporation shall be the advancement of general knowledge, and the collection and development of educational content under a free license or in the public domain, and the dissemination of it effectively and globally.
2. **Establishment.** The Corporation was organized on May 6, 2011 as a not for profit organization under the District of Columbia Nonprofit Corporation Act (the "Act").
3. **Geographic Area.** The Corporation will primarily recruit members from the local and regional community which includes, but is not limited to, the District of Columbia, the Commonwealth of Virginia, and the States of Maryland, Delaware, and West Virginia on a non-exclusive basis, with the understanding that similar organizations may be established in overlapping geographic areas and may also have membership open to people in these areas.

ARTICLE III - PROHIBITED ACTIVITIES

1. **No Private Inurement.** No part of the net earnings of the Corporation shall inure to the benefit of its members, directors, officers, or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.
2. **Financial Interests.** No member, director or officer of the Corporation shall be financially interested, directly or indirectly, in any agreement relating to the operations conducted by the Corporation, nor in any transaction for furnishing services, facilities or supplies to the Corporation for compensation, unless the fact of such interest be known to the Board of Directors and unless such agreement or transaction shall be authorized by the Directors who have no interest, direct or indirect, in such agreement or transaction.
3. **Maintenance of Tax Exempt Status.** The Corporation shall not carry on any activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law), or (ii) 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 of

1986 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE IV - MEMBERSHIP

1. **Members.** The Corporation shall have one class of voting members, who shall be natural persons. Membership shall be based upon payment of membership dues to the Corporation.
2. **Participation.** Membership is not necessary for participation in public activities or special events of the Corporation.
3. **Eligibility for Membership.** Any individual shall be eligible for membership in the Corporation upon request and payment of membership dues, and no one shall be denied membership unless the Board or a committee duly designated or organized by the Board for purposes of reviewing such membership application(s) has determined that such exclusion is warranted for just cause. Any individual denied membership after such procedures shall be entitled to appeal such denial to the membership of the Corporation.
4. **Resignation.** Any member may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall be transmitted by hand, regular mail, facsimile transmission or electronic mail and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of any resignation by a member shall not be necessary to make it effective. No resigning member shall be entitled to any refund, in whole or in part, of any contribution made or dues paid by such member to the Corporation.
5. **Membership Dues.** The amount of membership dues shall be determined by the Board by resolution. The Board may offer levels of discounted membership dues for certain categories of individuals, such categories to be determined by the Board from time to time.
6. **Non-Transferability of Membership.** No member may sell, assign, transfer, gift, pledge, hypothecate, encumber, alienate or otherwise dispose of such member's membership in the Corporation.

ARTICLE V - MEMBERSHIP MEETINGS

1. **Annual Meeting.** The Corporation's Annual Meeting shall be held in September of each year at such date, time and place as shall be designated by the Board, provided, however, that the Board may defer the holding of any such Annual Meeting to such later date and time prior to the end of such year as it may determine in its discretion. At the Annual Meeting, the President of the Corporation shall present the Annual Report of the Corporation, the Treasurer of the Corporation shall present the Annual Financial Report of the Corporation, and other business may be conducted.
2. **Special Meetings.** Special Meetings of the members may be called by the President, the Secretary, a majority of the directors on the Board, or by a petition signed by either the lesser of seventy-five (75) members or twenty-five percent (25%) of the then-existing membership. Business transacted at a Special Meeting of the members shall be confined to the purpose or purposes stated in the notice of the Special Meeting.
3. **Notice of the Meetings.** Written notice stating the place, day, and time of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) or more than sixty (60) days before the date of such meeting, either personally or by mail, by or at the direction of the

President, or the Secretary, or the Officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

4. Voting; Manner of Acting. Members must be present in person to vote at a membership meeting. Voting by proxy shall not be permitted. Each member shall have one (1) vote on any matter submitted to a vote of the members. At a meeting of members at which a quorum is present, the affirmative vote of a majority of all members present at the meeting shall be sufficient to approve any matter that properly comes before the meeting unless applicable law, the Articles of Incorporation or these Bylaws require a greater proportion.

5. Quorum. The presence of at least the lesser of fifteen (15) members or fifty percent (50%) of the total membership shall be required to transact business at a membership meeting.

6. Action by Ballot. Any action required or permitted to be taken at any annual or special membership meeting may be taken without a meeting if the Corporation delivers a ballot to every member entitled to vote on the matter. The ballot shall be in the form of a record; shall set forth each proposed action; shall provide an opportunity to vote for, or withhold a vote for, each candidate for election as a Director; and shall provide an opportunity to vote for or against each other proposed action. Approval by ballot pursuant to this section of action other than election of Directors shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by ballot shall indicate the number of responses needed to meet the quorum requirements; shall state the percentage of approvals necessary to approve each matter other than election of Directors; and shall specify the time by which a ballot must be received by the Corporation in order to be counted.

ARTICLE VI - BOARD OF DIRECTORS

1. Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under, the direction of the Board.

2. Size. The Board shall consist of not less than four (4) and not more than seven (7) directors. The number of Directors may be increased or decreased by the affirmative vote of a majority of the entire Board, except that no decrease shall affect the tenure of office of any incumbent Director.

3. Attendance. The Board shall meet at least four (4) times per year, including any special meeting called by the President. These meetings may coincide with the general membership meetings. Directors are required to attend meetings of the Board, unless such Director's attendance is excused by the President not less than one (1) day prior to the meeting. Any or all Directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. No Director may vote by proxy.

4. Notice and Open Meetings. Notice of meetings of the Board shall be posted on the Corporation's website at least forty-eight (48) hours in advance of each such meeting. Any member in good standing shall be permitted to observe the meetings of the Board, except for Executive Sessions.

5. Quorum. In order to transact business at least fifty percent (50%) of the current Directors must be present at the meeting.

6. Action by Unanimous Written Consent. Any action required or

permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if all members of the Board or such committee, as the case may be, consent thereto in writing, which writing may be executed in one or more counterparts, and the writing or writings are filed with the minutes of proceedings of the Board or such committee.

7. Election. The members of the Board shall be elected as follows:

i. First Election. At the first Annual Meeting, four (4) Directors shall be elected for a two (2) year term and three (3) shall be elected for a one (1) year term.

ii. Subsequent Elections. Thereafter, all Directors shall be elected for a two (2) year term, so that four (4) Director's terms expire in the odd-numbered years and three (3) Director's terms expire in the even-numbered years.

iii. 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. Among the Directors elected, the candidates with the greatest number of votes shall be elected to two (2) year terms, and the rest shall be elected to any one (1) year term being filled.

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

v. Vacancies. If a 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-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.

8. Removal of a Director. A Director may be removed from the Board as follows:

i. Absence. If a Director is absent from Board meetings three (3) times within a 12-month period, without such absence being excused by the President not less than one (1) day prior to the meeting, the Director shall be deemed to have resigned and the position declared vacant.

ii. Vote by Board. If a two-thirds majority of the Directors then in office elect to remove a Director.

iii. Vote by Members. If a majority of the members present and voting at a membership meeting called for the purpose of removing a Director elect to remove said Director.

iv. Ineligibility. If a Director no longer satisfies the requirements for being a Director as specified herein at the beginning of such Director's term.

ARTICLE VII - OFFICERS

1. Election. Each year following the election of new Directors, the Board of Directors shall elect a President, a Vice President, a Secretary, and a Treasurer to serve a one (1) year term and until their successors are elected and qualified. These officers do not need to be Directors. No one person can hold two officer positions listed in this section at the same time. The Board of Directors may also appoint additional Officers.

2. Duties. The duties of the Officers shall be as follows:

i. President. The President shall be the chief executive officer and shall be generally responsible for leading the Corporation and managing its activities in accordance with the policies and procedures of these Bylaws. The President shall preside at all meetings of the Board and of the general membership of the Corporation. The President shall be responsible for preparing the Annual Report for presentation to the Corporation at the Annual Meeting.

- ii. Vice President. The Vice President shall preside over meetings in the absence of the President, and shall become President in the event of the President's resignation, death or incapacitation. The Vice President may also become the Acting President in the event that the President issues written notice to the Secretary declaring a temporary inability to fulfill the role of the President. The Vice President shall defer to the President upon the receipt by the Secretary of written notice by the President declaring the ability to continue as President.
- iii. Secretary. The Secretary shall keep the books and records of the Corporation, including minutes of all membership and Board of Directors meetings, and shall be responsible for issuing all notices required by these Bylaws or the Articles of Incorporation.
- iv. Treasurer. The Treasurer shall collect dues, pay all bills, and maintain the Corporation's financial records. The Treasurer shall prepare the Corporation's Annual Financial Report for presentation at the Annual Meeting. The Treasurer shall also present the annual budget at said meeting.

ARTICLE VIII - COMMITTEES; ADVISORY BOARD

1. Standing and Special Committees. The Board may establish standing or special committees by designating two or more Directors to such committees.
2. Audit Committee. There shall be a standing Audit Committee of not less than three Directors who shall conduct an annual review of the financial records of the Corporation.
3. Advisory Committees. The Board may establish and appoint advisory committees, provided, however, that such committees shall not be authorized to act on behalf of the Board or the Corporation and shall serve only to advise the Board or to carry out tasks delegated by the Board to such committees.
4. Advisory Board. The Board may establish and appoint an Advisory Board, provided, however, that said Advisory Board shall not be authorized to act on behalf of the Board or the Corporation and shall serve only to advise the Board.

ARTICLE IX - INDEMNIFICATION

1. No Personal Liability. Except as required by law, the Directors and Officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.
2. Indemnification. The Corporation shall, to the extent legally permissible, indemnify and hold harmless each of its present and former Directors, officers, employees and agents, and any persons who serve or have served at the Corporation's request as a Director, officer, employee or agent of another organization, and their respective heirs, executors and administrators (the "Agents") against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Agent in connection with the defense or disposition of any claim, action, suit or other proceeding whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while serving or thereafter, by reason of their being or having been such an Agent, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. Indemnification will be provided in the event that a settlement or

compromise is determined by the Directors and counsel to the Corporation to be in the best interest of the Corporation and that such Agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. A majority of disinterested Directors must have adopted a vote approving such settlement of compromise for indemnification to be effective in this situation. Any person seeking indemnification under this Article IX shall not vote on the adoption of such vote. If there are not disinterested Directors, a settlement or compromise may be approved for indemnification by the President of the Corporation based upon written opinion by independent counsel that the conditions for the indemnification have been met.

3. Expenses. Expenses, including counsel fees, reasonably incurred by any such Agent in connection with the defense or disposition of any such claim, action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such Agent to repay the Corporation the amounts so paid if it ultimately determined that indemnification of such expenses is not authorized herein. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such Agent may be entitled.
4. Insurance. The Corporation may, at the election of the Board, purchase and maintain insurance on behalf of any Agent of the Corporation or who is or was serving at the request of the Corporation as a Director, Officer or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in or arising out of his position, whether or not the Corporation would be obligated or empowered to indemnify him against such liability under this Article.
5. Payments. No indemnification, reimbursement or other payment may be made under this Section with respect to penalties imposed under Section 4958 of the Code, to the extent such indemnification, reimbursement or other payment would cause the compensation of an agent to exceed "reasonable compensation", as defined in the Treasury Regulations to the code and as determined by the Board. To the extent that any such payment is made, the amount of such payment may be reduced by any amount determined to exceed reasonable compensation. Any such reduction shall be determined by the Board or a committee duly designated or organized by the Board for the purposes of setting and adjusting compensation amounts.

ARTICLE X - FISCAL CONTROLS

1. Disbursements. Disbursements over \$25.00 shall be made only by check drawn on the Corporation's bank account or by electronic means, except where a resolution of the Board allows for cash disbursements in excess of \$25.00 for specific purposes. Any disbursement over \$5.00 shall be supported by voucher or receipt. All checks, drafts, notes and evidence of indebtedness of the Corporation shall be signed by either the Treasurer or the President. Disbursements in excess of \$2,500.00 shall require the signature or written approval of both the President and the Treasurer.
2. Annual Budget. Prior to the commencement of each fiscal year, the Board shall prepare an estimated budget for the following fiscal year for the approval of a majority of those present and voting at a membership meeting.
3. Fiscal Year. The fiscal year of the Corporation shall be from October 1 to September 30.
4. Capital Expenditures. Capital expenditures in excess of \$1,000.00 must be approved by a majority of those present and voting at a membership meeting. Approval of a line item in the annual budget shall constitute membership approval of a capital expenditure.

ARTICLE XI - NOTICE

1. Form of Notice. Whenever under the provision of law, the Articles of Incorporation or these Bylaws, notice is required to be given to any Director or member, such notice may be given by publication on the Corporation's website or by electronic mail to the address as it appears in the records of the Corporation. Notice also may be given in person, by telephone, or by U.S. mail. Notwithstanding this provision, to the extent that District of Columbia law requires notice sent by U.S. mail of membership meetings, the Corporation shall send the required notices by U.S. mail.

2. Waiver. Whenever any notice is required to be given under the Articles of Incorporation, the Bylaws, resolutions of the Board or provisions of a relevant statute, a written waiver of notice signed by the member(s) entitled to such notice before or after the time of the event for which notice is required shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in any written waiver of notice unless so required by the Articles of Incorporation or these Bylaws.

ARTICLE XII - PARLIAMENTARY AUTHORITY

1. Robert's Rules of Order Newly Revised. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that the Corporation may adopt.

ARTICLE XIII - BYLAWS; BOOKS AND RECORDS

1. Amendments. The membership may amend these Bylaws at any Annual Meeting, or at a Special Meeting called for that purpose, by an affirmative vote of two-thirds of those Members in good standing present and voting. Notice of all Bylaw amendments shall be published 14 days before the general meeting by electronic announcement. The complete, amended Bylaws shall be published in the next edition of any periodic communication. A current version of the Bylaws shall be posted on the Corporation's website.

2. Books and Records. The Corporation shall keep correct and complete books and records of accounts. The Corporation shall also keep minutes of the proceedings of its meetings, and shall keep at its business office a record giving the names and addresses of the members entitled to a vote.

3. Headings. Headings have been included in these Bylaws for ease of reference, but headings shall not affect the interpretation of the Bylaws.

ARTICLE XIV - DISSOLUTION

1. Vote Required. The Corporation may be dissolved by a two-thirds vote of the membership.

2. Donation of Remaining Assets. Upon the termination, dissolution or final liquidation of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board shall determine by majority vote.

Such distribution of assets shall be calculated to carry out the objectives and purposes stated in the Articles of Incorporation. In no event shall any of such assets or property be distributed to any member, Director or Officer, or any private individual.