

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

December 7, 2013

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

Board Members Present:           James Hare [President]  
  Kristin Anderson [Vice President]  
  Kirill Lokshin [Secretary]  
  Peter Meyer [Treasurer]  
  Nicholas Bashour  
  Emily Temple-Wood

Board Members Not Present:       John Gallagher

Guests:                               Maite Fernández

The meeting was called to order by Mr. Hare at 2:13 PM.

1. A motion by Mr. Meyer to approve the Minutes of the November 8 meeting of the Board of Directors in the form previously distributed was seconded and passed without dissent.
2. A motion by Mr. Hare to approve the Minutes of the November 9 meeting of the members of the Corporation in the form previously distributed was seconded and passed without dissent.
3. Mr. Hare submitted a written report, which was entered into the Minutes:

Wikimedia DC held its annual meeting in November, and it was a highly successful and well-attended event. The high rate of attendance speaks volumes of our development as an organization, and going forward we have significant momentum to continue and expand upon our work.

I have spent much of the past month reviewing our organizational structure. Our ambitious annual plan requires a sizable pool of people we can depend upon to help us design and plan our events. With the help of Kirill I have devised a new advisory committee structure which we will be debating at this meeting. I have proposed replacing the Programs Committee with the Content Programs Committee, the Technology Programs Committee, and the Community Programs Committee, and I am also proposing the creation of a Communications Committee. I have successfully recruited a slate of candidates for the first two committees, and I will continue looking for candidates for the other two. My goal is to increase the volunteer capacity of our organization, and I have selected strong candidates who will help us get there. Throughout the year, I will research our options for developing an improved volunteer workflow that

will allow anyone to easily and effectively volunteer for Wikimedia DC and the Wikimedia projects.

In addition I have proposed a fiscal control policy which we will be considering at this meeting. The Board has not addressed fiscal control in some time, and over this time certain best practices have emerged. I would like to put those best practices into writing and to specify new ones.

I am working with Sara Snyder on Smithsonian Institution outreach and developing an edit-a-thon calendar. I am also working with Sarah Stierch and the Wikimedia Foundation's Program Evaluation and Design department on designing a comprehensive outreach program around edit-a-thons. Further, Andrew is working with Sara, Sarah, and myself on developing a course at American University that involves editing Wikipedia at cultural institutions and evaluating their outcome. This is an alignment of interests which interests me greatly.

On Sunday we have our International Year of Statistics Edit-a-thon, and on Monday, December 16 we will hold our Holiday Happy Hour with the Social Media Club of DC. At the happy hour we will be exhibiting the finalists from the Wiki Loves Monuments USA contest. The Art Bytes Hack-a-thon at the Walters Art Museum will be held in January. Potential events in the coming months include an edit-a-thon with the National Museum of Women in the Arts and an edit-a-thon with the Department of the Treasury.

I would also like to report on the Laurel Historical Society edit-a-thon held on November 16. In a small, repurposed mill along the Patuxent River we enjoyed an edit-a-thon where we improved articles related to local history with the help of resources provided by the museum. The executive director of the Laurel Historical Society was highly pleased with the event, and other local historical societies in Maryland have expressed interest in holding similar events.

4. Ms. Anderson reported that she had attended the edit-a-thon at the Laurel Historical Society, and that she was engaged in discussions with Sara Snyder of the Smithsonian Institution regarding the new Media Viewer extension to MediaWiki and its use with media donated by cultural institutions.
5. Mr. Lokshin submitted a written report, which was entered into the Minutes:

As of December 7, Wikimedia DC has 72 members; this represents an increase of 5 new members since our last meeting. Of these members, 29 have currently signed up for automatic renewal of their membership; this number is expected to grow over the course of the year as members who originally joined Wikimedia DC at in-person events renew their

memberships online.

Of the current memberships, 10 memberships will lapse on the last day of January; this number includes 8 members who have signed up for automatic renewal and are therefore expected to renew before that date, and 2 members who will be individually solicited to renew their membership.

6. Mr. Meyer submitted a written report, which was entered into the Minutes:

As of now, Dec. 7, 2013, Wikimedia DC has \$3526.52 in liquid net assets plus \$1539.11 in equipment and a small amount in prepaid expenses.

Since last month our major expenses have been Wiki Loves Monuments prizes and refreshments at the annual meeting in November.

Also I've just received a substantial report from the Laurel Historical Society about our edit-a-thon there which went supremely well (I thought) and was very much photographed. I'll review it.

New software: James Hare has arranged that we use a new online cloud software for our bookkeeping. We've switched to it and I'm learning my way around. We expect that it will be easier overall, and definitively easier to handle audits and any situation where the treasurer is out of commission.

I have consulted an accounting expert about our 2012-13 Annual Financial Report. He suggested some rephrasings and deletions for clarity and to avoid profit-and-loss terms like "earnings" and "loss". I would like to discuss it with the Board. Probably the efficient thing is for me to work out phrasings with James and the Audit Committee for an exact proposal to the Board.

I've shared the relevant financial materials with the Audit Committee for the upcoming discussion about our records from fiscal 2012-13.

\* Mr. Bashour joined the meeting \*

7. Ms. Temple-Wood reported that she had attended the Wikimedia Diversity Conference in Berlin, and that full documentation of the conference proceedings was available on Meta and on Wikimedia Deutschland's wiki. She recommended that the Corporation organize an LGBT history event in partnership with one or more local organizations; that the Corporation engage with Sydney Poore regarding the establishment of a pilot program for in-person editor mentorship; and that the Corporation investigate the possibility of collecting and analyzing additional metrics to measure different aspects of program outcomes.

\* Ms. Temple-Wood and Ms. Fernández left the meeting \*

8. The proposed Fiscal Control 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

1. Purpose. The purpose of this Fiscal Control Policy ("Policy") is to ensure that Wikimedia District of Columbia (the "Corporation") conducts financial affairs in a manner consistent with applicable laws and best practices for nonprofit organizations.

#### ARTICLE II - BUDGETING

1. Drafting and Initial Approval. Thirty days prior to the beginning of each fiscal year, the Treasurer shall prepare a draft Annual Budget, which shall contain a good-faith projection of the revenues, expenses, and cash balances for said fiscal year. No later than the first day of the new fiscal year, the Board of Directors shall review said draft Annual Budget and recommend it for the approval by the members of the Corporation.

2. Budgetary Gaps. In the event that a new fiscal year begins and no Annual Budget has been approved by the members of the Corporation, spending shall continue at the levels authorized by the Annual Budget for the prior fiscal year. Best efforts shall be made to reconcile such expenditures with the Annual Budget for the new fiscal year once one is approved.

#### ARTICLE III - FUNDS AND EXPENDITURES

1. Bank Accounts. The Corporation shall maintain a checking account at Wells Fargo Bank, constituting the general treasury of the Corporation. The President and the Treasurer may open or cause to be opened such additional accounts as may be necessary to comply with donation agreements the Corporation may enter into, provided that such accounts are reported to the Board of Directors. All bank accounts shall be held in the name of the Corporation, shall use the Corporation's Employer Identification Number, and shall list only the President and the Treasurer as account signers.

2. Authorization of Expenditures. Expenditures shall only be authorized through a resolution of the Board of Directors, or by the President pursuant to the Delegation of Authority Policy.

3. Disbursement of Funds. Following the authorization of an expenditure, its disbursement shall take place through one of the following methods:

(a) Small Disbursements. The President may make disbursements of sums under \$100 without the prior approval of the Treasurer, provided that such expenditures are authorized by the Annual Budget. All disbursements made directly by the President shall be reported promptly to the Treasurer with appropriate documentation.

(b) Disbursement by Treasurer. For disbursements of \$100 or greater, the Treasurer shall carry out the disbursement, provide written or oral authorization to the President to carry out the disbursement, or object to the disbursement within seven business days of an expenditure having been authorized. The Treasurer may object to a disbursement if it would constitute an improper use of funds or would jeopardize the financial well-being of the Corporation; review of disbursements in accordance with these criteria shall satisfy the Treasurer's duty of due diligence.

(c) Disbursement in the Absence of the Treasurer. Should the Treasurer fail to take any action on a requested disbursement within seven business days of the request, the President shall be authorized to make the disbursement at his or her own discretion. All disbursements made pursuant to this provision shall be promptly reported to the Board of Directors with appropriate documentation, and the Treasurer shall be notified that such action was taken. If the Treasurer anticipates that he or she will be unavailable to render decisions regarding disbursements for an extended period of time, he or she is encouraged to inform the Board of Directors of such absence and to allow for the appointment of a temporary replacement.

4. Payment Instruments. The President and the Treasurer shall each be granted a debit card and access to the Corporation's online banking and merchant services. The Treasurer shall additionally receive access to the Corporation's check stock. The President and the Treasurer shall keep payment instruments secure and prevent their misuse. Cash or other payment instruments shall not be used without the prior authorization of the Board of Directors.

5. Related Policies. Expense reimbursement and grant disbursement shall be carried out in accordance with the Expense Reimbursement Policy and the Grants Policy, respectively.

#### ARTICLE IV - DONATIONS

1. Processing Receipts. The Treasurer shall be responsible for receiving cash and other payments, for depositing payments into the appropriate bank account, and for providing receipts for transactions. Officers other than the Treasurer who receive payments on behalf of the Corporation shall remit such payments to the Treasurer for processing.

2. Recognition of Donations. For donations in the amount of \$25 or greater, the Treasurer shall prepare a letter acknowledging the donation as well as any restrictions or conditions placed on the donation. The letter may be sent electronically at the discretion of the Treasurer.

3. Restrictions. Restrictions or conditions placed on a donation shall be noted in the Corporation's financial records. In the event that the Corporation cannot adhere to a stipulated restriction, the donation shall be returned. In the event the donor's intent is unclear or communicated orally, the Treasurer shall request written confirmation regarding the donor's intent. The nature of the restriction, including its being lifted altogether, shall be altered only with the written permission of the donor.

4. Solicitations. All solicitation documents shall accurately report on the tax deductibility of donations made to the Corporation. Should a specific program of the Corporation be mentioned in such solicitations, donations resulting from these solicitations shall be restricted toward the use of the mentioned program unless the donor agrees to waive such restriction or if the solicitation includes an explicit disclaimer that donations will not be restricted.

5. Cash. Precise records shall be kept of cash received and disbursed in the course of operations. Cash received shall be promptly deposited into the Corporation's bank account.

## ARTICLE V - ACCOUNTING

1. Accounting Standards. The Treasurer shall maintain financial records that are consistent with United States Generally Accepted Accounting Principles (US GAAP), particularly with respects to FAS 116 and FAS 117.

2. Chart of Accounts. The Treasurer shall maintain a chart of accounts consistent with the line items designated in the Annual Budget.

3. Accrual Basis. The Treasurer shall recognize revenues upon their being pledged, regardless of the timing of the receipt of cash. The Treasurer shall recognize expenses upon their being incurred, regardless of the timing of the expenditure of cash. Invoices and similar documents shall be sufficient to demonstrate the accrual of revenues and expenses under this Policy.

4. Monthly Reporting. The Treasurer shall prepare and submit a report to the Board of Directors in advance of every regular meeting of said Board. The report shall include, at a minimum, the Corporation's revenues and expenses relative to the Annual Budget, as well as the balance sheet of the Corporation.

5. Capital Depreciation. At the end of each fiscal year, the Treasurer shall calculate depreciation for the Corporation's fixed assets. Depreciation for a fixed asset shall accrue over a five-year period and shall be calculated using the straight-line depreciation method unless the Treasurer determines in his or her discretion that an alternative period or calculation method is appropriate for a specific asset or category of assets. All depreciation calculations shall be documented in the Annual Financial Report of the Corporation.

6. Closing of Books. On the last day of each fiscal year, the Treasurer shall close the Corporation's books and report the revenue and expenses for the fiscal year.

7. Documentation. The Treasurer shall store documentation regarding the Corporation's finances on a secure server, such that the Board of Directors and the Audit Committee may access the documents as necessary. Physical documents shall be stored in locations known to the Board of Directors and shall be digitized.

9. The proposed Advisory Committee Policy was discussed and amended. A motion by Mr. Meyer 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 Advisory Committee Policy ("Policy") is to describe the roles of the advisory committees established by the Board of Directors ("Board") of Wikimedia District of Columbia (the "Corporation").

2. Scope. This Policy applies to all committees established under Article VIII, Section 3 of the Bylaws of the Corporation. It does not apply to standing or special committees established under Article VIII, Sections 1–2 of the Bylaws.

#### ARTICLE II – GENERAL PROVISIONS

1. Composition. Each advisory committee shall consist of several persons who may, but need not, be Directors.

2. Initial Members. No advisory committee shall be considered established until at least three persons have been appointed by the Board to said committee.

3. Authority. Advisory 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. Reports. The chair of each advisory committee shall prepare a written report describing the activities undertaken by said committee, and submit said report to the Board in advance of every regular meeting of the Board.

5. Exhaustive List. The Policy shall be deemed to contain an exhaustive enumeration of advisory committees, and no advisory committee shall be deemed to exist unless such committee is described by the Policy.

6. Transition. Any advisory committee established by the Board prior to the adoption of the Policy that is not described by the Policy shall be deemed to have been disbanded.

### ARTICLE III – PROGRAM COMMITTEES

#### 1. Content Programs Committee.

(a) Role. The role of the Content Programs Committee shall be to advise the Board on programs and associated matters related to the mission and strategic priorities of the Corporation, specifically with regards to improving content on the projects operated by the Wikimedia Foundation; and to assist the Board in organizing events and activities, seeking partnerships, and recruiting volunteers.

(b) Member Qualifications. The Board shall seek to appoint persons to the Content Programs Committee who support the strategic priorities of the Corporation and have experience organizing activities, online or otherwise, dedicated to the improvement of the Wikimedia projects.

(c) Cultural Partnerships Coordinator. The Cultural Partnerships Coordinator shall be a member of the Content Programs Committee ex officio.

#### 2. Technology Programs Committee.

(a) Role. The role of the Technology Programs Committee shall be to advise the Board on programs and associated matters related to the mission and strategic priorities of the Corporation, specifically with regards to developing software that provides direct or indirect support to the projects operated by the Wikimedia Foundation; and to assist the Board in organizing events and activities, seeking partnerships, and recruiting volunteers.

(b) Member Qualifications. The Board shall seek to appoint persons to the Technology Programs Committee who support the strategic priorities of the Corporation and have experience organizing open source software-



related projects and events, including, but not limited to, hack-a-thons.

### 3. Community Programs Committee.

(a) Role. The role of the Community Programs Committee shall be to advise the Board on programs and associated matters related to the mission and strategic priorities of the Corporation, specifically with regards to building a community in support of the projects operated by the Wikimedia Foundation and with regards to conducting outreach activities to promote participation in such projects; and to assist the Board in organizing events and activities, seeking partnerships, and recruiting volunteers.

(b) Member Qualifications. The Board shall seek to appoint persons to the Community Programs Committee who support the strategic priorities of the Corporation and have experience in training Wikimedia project contributors or building volunteer communities.

## ARTICLE IV – OTHER COMMITTEES

### 1. Communications Committee.

(a) Role. The role of the Communications Committee shall be to advise the Board on promotional and media matters relevant to the mission or business of the Corporation; and to assist the Board in preparing press releases, blog posts, and other promotional materials.

(b) Social Media Coordinator. The Social Media Coordinator shall be a member of the Communications Committee ex officio.

(c) Communications Plan. Each fiscal year, within 60 days of the approval of the Annual Plan, the Communications Committee shall prepare an Annual Communications Plan. The plan shall describe the strategies to be adopted for the purpose of addressing the communication and marketing needs of the Corporation, including, but not limited to, blog posts, activities on social media, and outreach to the press.

### 2. Fundraising Committee.

(a) Role. The role of the Fundraising Committee shall be to advise the Board on fundraising matters relevant to the mission or business of the Corporation; to assist the Board in preparing grant applications and other solicitation materials on behalf of the Corporation; and to assist the Board in soliciting funds on behalf of the Corporation.

(b) Treasurer. The Treasurer shall be a member of the Fundraising Committee ex officio.

(c) Fundraising Plan. Each fiscal year, within 60 days of the approval of the Annual Budget by the members of the Corporation, the Fundraising Committee shall prepare an Annual Fundraising Plan. The plan shall describe the strategies to be adopted for the purpose of generating sufficient revenue to cover the costs of the Corporation's operations for the given fiscal year, and shall address long-term considerations of the Corporation's fundraising infrastructure and donor constituencies.

(d) Projects and Events Grants. Each fiscal year, within 30 days of the approval of the Annual Budget by the members of the Corporation, the Fundraising Committee shall prepare and submit a grant application to the Wikimedia Foundation's Projects and Events Grants process. The application shall seek funding for some or all of the Corporation's planned program expenses in accordance with the Annual Budget.

### 3. Governance Committee.

(a) Role. The role of the Governance Committee shall be to advise the Board on legal and governance matters relevant to the mission or business of the Corporation; and to assist the Board in preparing and reviewing policies, contracts, and other legal documents.

### 4. Grants Committee.

(a) Role. The role of the Grants Committee shall be to advise the Board on grant-making matters relevant to the mission or business of the Corporation; and to assist the Board in reviewing grant applications submitted to the Corporation.

(b) Treasurer. The Treasurer shall be a member of the Grants Committee ex officio, and shall serve as the Chair of said committee in the same capacity.

### 5. Technical Infrastructure Committee.

(a) Role. The role of the Technical Infrastructure Committee shall be to advise the Board on technology matters relevant to the mission or business of the Corporation; and to assist the Board in maintaining the technical infrastructure of the Corporation.

(b) Members of Technology Committee. All persons who were members of the Technology Committee prior to the adoption of this Policy shall be deemed to have been appointed to the Technical Infrastructure Committee.

10. A motion by Mr. Hare to appoint Sara Snyder, Effie Kapsalis, Andrew Lih, Emily Temple-

Wood, and Sarah Stierch to the Content Programs Committee was seconded and passed without dissent.

11. A motion by Mr. Hare to appoint Ms. Temple-Wood as the Chair of the Content Programs Committee was seconded and passed without dissent.
12. A motion by Mr. Hare to appoint Ed Summers, Aamir Khwaja, Shauna Gordon-McKeon, Mallory Knodel, Emily Gonyer, Maite Fernández, and James Hare to the Technology Programs Committee was seconded and passed without dissent.
13. A motion by Mr. Bashour to appoint Mr. Hare as the Chair of the Technology Programs Committee was seconded and passed without dissent.
14. The date of the next meeting of the Board of Directors was set to January 11, 2014, at 2:00 PM, at the Corporation's offices at 1629 K Street NW, Suite 300.

The meeting was adjourned at 3:54 PM.

Approved on \_\_\_\_\_, \_\_\_\_\_.

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Kirill Lokshin  
Secretary

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James Hare  
President