

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

June 5, 2016, at 2:00 PM  
Wikimedia District of Columbia, 1730 Connecticut Avenue NW, Washington, DC

Board Members Present:           Kirill Lokshin [President]  
  Emily Temple-Wood [Vice President]  
  James Hare [Secretary]  
  Walter Gómez Segura [Treasurer]  
  Peter Meyer  
  John Sadowski  
  Diane Shaw  
  Rebecca Williams

Board Members Not Present:       Robert Fernandez

The meeting was called to order by Mr. Lokshin at 2:10 PM.

1. A motion by Mr. Lokshin to approve the minutes of the April 10 meeting of the Board of Directors in the form previously distributed was seconded and passed without dissent.
2. A motion by Mr. Lokshin to approve the minutes of the May 2 meeting of the Board of Directors in the form previously distributed was seconded and passed without dissent.
3. Mr. Lokshin delivered a report on behalf of the Executive Committee. A written copy was submitted for inclusion in the minutes.

[see Attachment A]

4. A resolution concerning the Audit Committee was discussed. A motion by Mr. Hare to approve the resolution as written was seconded and passed without dissent.

[see Attachment B]

5. Amendments to the Fiscal Control Policy were discussed and amended. A motion by Mr. Hare to approve the amendments as amended was seconded and passed without dissent.

[see Attachment C]

6. A resolution concerning event insurance was discussed. A motion by Mr. Lokshin to amend Article

III of the Delegation of Authority Policy by appending “This provision shall not apply to general commercial liability insurance policies obtained for the purpose of meeting the minimum insurance coverage requirements imposed by venues which host Corporation events.” to Paragraph 9 was seconded and passed without dissent.

7. A resolution concerning statements from the Public Policy Committee was discussed. A motion by Mr. Meyer to adopt the resolution as written was seconded and passed without dissent.

[see Attachment D]

8. Proposed events in Frederick, Maryland were discussed, including opportunities to improve Wikipedia’s coverage of U.S. rail history. It was determined that the next step is to come up with high level program goals, including tasks, worklists, and potential partners.
9. Previous and upcoming events were discussed. Wikimedia DC held eight edit-a-thons in the past two months and is planning up to seven edit-a-thons in the coming two months. A proposal to incorporate Wikipedia editing in the STEM curriculum in Frederick County was discussed.
10. The strategic plan was discussed. Mr. Lokshin reported that he discussed various elements of the plan at the meeting of Wikimedia affiliates in Berlin. He recommended a timeline for approving various plans and budgets which is consistent with Wikimedia Foundation funding cycles. Program plans for the following fiscal year were discussed.
11. The draft letter to the State of California concerning their proposed change to the copyright status of government works was discussed.

The meeting was adjourned at 4:34 PM.

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

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James Hare  
Secretary

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Kirill Lokshin  
President

## ATTACHMENT A Executive Committee Report

### SUMMARY

- Since the last meeting, we held 8 editing events with partner institutions, and have 9 more events in the pipeline.
- We are organizing two major events in June, the 2016 GLAM Boot Camp and the 2016 Wikimedia Diversity Conference.
- Fiscal-year-to-date, we have recognized revenues of \$70,129.34 and expenses of \$37,308.08, and currently have \$41,687.37 in cash.

### PROGRAMS

#### *Institutional Partnership:*

Since the last regular meeting of the Board, Wikimedia DC has held 8 edit-a-thons with institutional partners: an edit-a-thon with the University of Virginia on April 13; edit-a-thons with the DC Public Library on April 16 and April 17; an edit-a-thon with the Maryland State Archives and the University of Maryland on May 2; an edit-a-thon with the Folger Shakespeare Library on May 13; an edit-a-thon with the DC Public Library and the Returned Peace Corps Volunteers of Washington, DC on May 14; an edit-a-thon with the University of Maryland on May 15; and an edit-a-thon with the DC Public Library on May 21.

We have scheduled 3 edit-a-thons and other editing events with institutional partners over the next several months: an edit-a-thon with the Smithsonian American Art Museum on June 11; an edit-a-thon with the National Archives on June 16; and an edit-a-thon with the Anacostia Community Museum on August 13.

There are 6 additional events which are in a planning stage but which have not yet been firmly scheduled: an edit-a-thon with the Smithsonian American Art Museum in July; edit-a-thons with the DC Public Library in July, September, October, and November; and an edit-a-thon with the Laurel Historical Society in September.

#### *Contributor Recruitment and Support:*

Wikimedia DC is organizing the 2016 GLAM Boot Camp, which will take place on June 14–16, in partnership with the National Archives. A cohort of 15 trainees from across the United States will attend the workshop, where they will be trained by National Archives staff and Wikimedia DC volunteers. As part of the workshop, the trainees will attend a portion of the edit-a-thon which will be held at the National Archives on June 16.

### *Grantmaking and Sponsorship:*

Since the last regular meeting of the Board, the Wikimedia DC small grants program received and approved one grant application. The resulting grant has a total value of \$480.00 and will support a Wiki Loves Pride edit-a-thon at the Minneapolis Central Library.

The fiscal year's first round of applications for the Wikimedia DC book grants program took place in April. There were 5 applicants, 4 of whom were selected to receive a book grant; of the successful applicants, one was a previous book grants recipient, while the others were new recipients. In total, during this round, Wikimedia DC purchased and distributed 41 books with a total value of \$1,228.50.

We are continuing our fiscal sponsorship for the Art+Feminism 2016 campaign. To date, we have issued 62 disbursements and reimbursements with a total value of \$27,305.83 in support of the campaign.

### *Cross-Program Events:*

Wikimedia DC is organizing the 2016 Wikimedia Diversity Conference, which will take place on June 17–18, in partnership with the National Archives. The conference program will include a keynote presentation by Zoe Quinn as well as other sessions.

## OPERATIONS

### *Governance:*

We have prepared a number of policy proposals for the Board's consideration, including amendments to the Advisory Committee Policy and Fiscal Control Policy concerning the role of the Audit Committee; an amendment to the Delegation of Authority Policy concerning insurance policies; and amendments to the Advisory Committee Policy and Delegation of Authority Policy concerning public policy statements.

### *Fundraising:*

Wikimedia DC has enrolled in the AmazonSmile affiliate program, with an effective date of May 13. The program allows individuals who make purchases through Amazon.com to designate Wikimedia DC as a beneficiary; when they do so, the AmazonSmile Foundation donates a percentage of the price of their eligible purchases to Wikimedia DC.

### *Membership:*

Wikimedia DC's total membership stands at 63 members, which represents a 5% decrease since the last regular meeting of the Board.

## FINANCE

Wikimedia DC currently has \$41,687.37 in cash, consisting of \$32,620.44 in restricted funds (which include funds administered under the Art+Feminism 2016 fiscal sponsorship agreement as well as unspent funds from the “Projects 2015”, “Summer of Monuments”, and “Wikipedia for Health and Safety” grants from the Wikimedia Foundation) and \$9,066.93 in unrestricted funds. Wikimedia DC additionally owns fixed assets with a total value of \$769.91.

Since the beginning of the fiscal year, Wikimedia DC has recognized revenues of \$70,129.34, consisting of \$56,182.40 of restricted funding and \$13,946.94 of unrestricted funding. During the same period, Wikimedia DC has incurred a total of \$37,308.08 in expenses, including \$34,594.34 in program costs and \$2,713.74 in administrative costs.

**ATTACHMENT B**  
**Audit Committee Resolution**

1. The Advisory Committee Policy is amended by striking Article III, Paragraph 2(e).
2. The Fiscal Control Policy is amended by inserting the following after Article VII as "Article VIII – Audit":
  1. Audit Committee. The Audit Committee shall be a standing committee of at least three Directors, which shall conduct an annual review of the financial records of Wikimedia DC in accordance with Article VIII, Paragraph 2 of the Bylaws, and which shall carry out such other tasks as may be assigned to it by the Board of Directors.
  2. Insubstantial Part Analysis. The Audit Committee shall conduct an annual analysis to verify that no substantial part of Wikimedia DC's activities is dedicated to advocating for or against legislation, in accordance with Section 501(h) of the Internal Revenue Code. The Audit Committee shall report the results of this analysis as part of its report regarding the annual review of Wikimedia DC's financial records, or in such other place as the committee may determine in its discretion.
  3. Investigations. The Audit Committee shall investigate reports of illegal activity or improper accounting practices as described in the Whistleblower Policy, and reports of certain violations of the Non-Discrimination Policy described in that Policy. The Audit Committee is authorized to retain legal counsel to address a complaint if it involves the President or the Vice President.

**ATTACHMENT C**  
**Fiscal Policy Amendments**

The Fiscal Control Policy is amended by:

1. Striking the first sentence of Article VI, Paragraph 4, and replacing it with the following text:

All solicitation documents shall accurately report the 501(c)(3) status of Wikimedia DC.

2. Striking Article VII, Paragraph 1, and replacing it with the following text:

1. Accounting Standards. The Treasurer shall maintain financial records that enable the preparation of financial statements which are consistent with United States Generally Accepted Accounting Principles (US GAAP) sections FAS 116 (“Accounting for Contributions Received and Contributions Made”) and FAS 117 (“Financial Statements of Nonprofit Organizations”).

3. Inserting the following text as Paragraph 4 of Article VII and renumbering the subsequent paragraphs accordingly:

4. Asset Register. The Treasurer shall keep a register of all valuable property owned by Wikimedia DC.

**ATTACHMENT D**  
**Publication Policy Proposal**

1. The Delegation of Authority Policy is amended by:

(a) Replacing Article II, Paragraph 3 with the following text:

3. Delegation of Authority to Non-Officers. Except as otherwise authorized by this Policy, the President shall not delegate any portion of the authority granted by this Policy to any person who is not an Officer without the specific prior approval of the Board.

(a) Publication of Public Policy Statements. The President may delegate to the Chair of the Public Policy Committee the authority to approve for publication an advocacy or lobbying statement regarding any matter of law or public policy related to the mission of the Corporation.

(b) Striking Article VI, Paragraph 1 and renumbering the subsequent paragraphs accordingly.

2. The Advisory Committee Policy is amended by striking the second sentence of Article III, Paragraph 2(c) and replacing it with the following text:

No such paper may be published, submitted, or be otherwise made available to the public without prior review and approval by the Board, or by a person to whom the Board has delegated the authority to approve such publication.