

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

May 28, 2011  
Starbucks Coffee, 5454 Wisconsin Avenue, Chevy Chase, MD

Board Members Present:                    Nicholas Bashour  
                                                      Katie Filbert  
                                                      James Hare  
                                                      Kirill Lokshin

Board Members on Conference Call:     Robert C. Platt

Board Members Not Present:             Tiffany L. Smith  
                                                      Daniel Rosenthal

The meeting was called to order by Ms. Filbert at 2:33 PM.

1. A motion by Ms. Filbert to approve the Minutes of the May 7 meeting of the Board of Directors in the form previously distributed was seconded and passed without dissent.
2. A proposed resolution regarding the renting of a post office box for the Corporation's use was discussed and amended. A motion by Mr. Hare to adopt the resolution as amended was seconded and passed without dissent, and the resolution was entered into the Minutes:
  1. The Treasurer is authorized to spend an amount not to exceed \$110 per year for the purposes of renting a Post Office Box in Washington, DC.
  2. The Treasurer shall obtain two keys to this Post Office Box, and give the second key to the Secretary.
3. A motion by Mr. Hare to authorize the Treasurer to open a PayPal account linked to the Corporation's existing account at Wachovia Bank, and to receive payments to the Corporation through said account, was seconded and passed without dissent.
4. A proposed resolution regarding the membership dues structure and membership application process was discussed. A motion by Ms. Filbert to adopt the resolution was seconded and passed without dissent, and the resolution was entered into the Minutes:

A. Membership Terms and Dues

1. Membership dues shall be \$10 per person per year.
2. Each membership year shall begin on September 1 and end on August 31, except for the current year, which shall begin immediately and end

August 31, 2012.

3. Beginning March 1, the membership dues for the remainder of the membership year shall be reduced to \$5.

B. Application for Membership

1. Persons may apply for membership at meetings of the Board or the Corporation's membership, through the mail, or through an online registration form.

2. Applicants shall be required to submit their full name, mailing address, and email address.

3. Applicants may submit personal information and membership dues separately, but they not be considered members in good standing until both are received.

4. Membership dues may be paid in cash, as a check made out to the Corporation, or through payment to a corporate PayPal or other electronic merchant account.

5. After both personal information and dues are received, the Secretary shall sign and issue the applicant a paper membership certificate, either in person or through the mail.

C. Form of Membership Certificate

1. The membership certificate shall be printed in a form similar to the attached sample for each membership year.

[document attached]

5. A motion by Mr. Hare to authorize the Secretary to prepare and file an application for a District of Columbia Charitable Solicitation License was seconded and passed without dissent.

6. A proposed resolution regarding the process for elections of the Board of Directors was discussed and amended. A motion by Mr. Bashour to adopt the resolution as amended was seconded and passed without dissent, and the resolution was entered into the Minutes:

1. At least thirty days before each annual membership meeting, the Board of Directors shall appoint an Election Committee, which shall consist of the Secretary and two other members. The two members who are not the Secretary shall serve on the committee for one year, and shall not be Directors, nor stand for election as Directors, during that time.

2. A candidate shall be required declare their candidacy for the Board of

Directors to the Election Committee no later than one week before the annual membership meeting in order to be printed on the ballot.

3. The Election Committee shall be responsible for ensuring the eligibility of candidates, preparing ballots, and counting votes.

4. Directors shall be required to be members of the Corporation in good standing for the length of their term.

7. The formation of a committee to address legal matters was discussed. A motion by Mr. Hare to create a Legal Committee to advise and assist the Board of Directors regarding legal matters, and to appoint Mr. Platt and Mr. Rosenthal to said committee was seconded and passed without dissent.
8. A motion by Mr. Bashour to solicit applicants for additional seats on the Legal Committee was seconded and passed without dissent.
9. A motion by Mr. Platt to appoint Mr. Platt as the Chair of the Legal Committee was seconded and passed without dissent.
10. The formation of a committee to address technical matters was discussed. A motion by Mr. Bashour to create a Technical Committee to advise and assist the Board of Directors regarding technical matters was seconded and passed without dissent.
11. A motion by Mr. Hare to appoint Ms. Filbert, Mr. Baron, and Mr. Horohoe to the Technical Committee was seconded and passed without dissent.
12. A motion by Mr. Bashour to appoint Ms. Filbert as the Chair of the Technical Committee was seconded and passed without dissent.
13. The formation of the Audit Committee was discussed. A motion by Ms. Filbert to appoint Mr. Bisanz to the Audit Committee, to appoint Mr. Bisanz as the Chair of said committee, and to solicit applicants for additional seats on said committee was seconded and passed without dissent.
14. A proposed resolution regarding a standard order of business at meetings of the Board of Directors was discussed. A motion by Mr. Bashour to adopt the resolution was seconded and passed without dissent, and the resolution was entered into the Minutes:

The standing order of business at meetings of the Board of Directors shall be as follows:

1. Reading and approval of the minutes of the previous meeting
2. Reading of reports and correspondence
  - 2.1. Reports of Officers
  - 2.2. Reports of standing committees
  - 2.3. Reports of special committees

- 2.4. Other correspondence
  3. Unfinished business
  4. New business
15. A motion by Mr. Hare to appoint Mr. Lokshin as Parliamentarian was seconded and passed without dissent.
16. A motion by Ms. Filbert to approve the proposed logo of the Corporation, and to authorize it to be used as necessary and appropriate in the normal conduct of business was seconded and passed without dissent, and the logo was imprinted into the Minutes:



17. A proposed resolution regarding fiscal controls was discussed. A motion by Mr. Hare to adopt the resolution was seconded and passed without dissent, and the resolution was entered into the Minutes:
1. The President, Vice President and Treasurer shall each have both online banking access and Automatic Teller Machine access to the Corporation's bank accounts.
  2. Any transaction completed by either the President or Vice President in the absence of the Treasurer shall be reported immediately to the Treasurer for inclusion in the general ledger of the Corporation.
  3. The Board sets \$200.00 as the maximum check that can be drawn by the President or Vice President. In the event that an emergency expenditure needs to be made, and the Treasurer is not present, the President is authorized to spend in excess of this limit, or the Vice President should the President be absent as well.
  4. Any check shall be supported by adequate documentation, including receipts and invoices. All such pieces of documentation shall be signed upon payment by the officer making the payment, and shall be kept in the Treasurer's records.

5. To avoid duplicative payments, the Board authorizes the Treasurer as the sole officer to make payments on recurring expenses, including fees paid on a monthly or yearly basis, or on spending items which are required by the annual budget.

18. Ms. Filbert reported on the progress of discussions with the Wikimedia Foundation Chapters Committee. A motion by Mr. Hare to have all written correspondence from the Chapters Committee forwarded to the Corporation's internal mailing list was seconded and passed without dissent.

19. The date of the next meeting of the Board of Directors was set to June 14, 2011, at 7:00 PM, at a place to be subsequently determined.

The meeting was adjourned at 3:11 PM.

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

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Kirill Lokshin  
Secretary

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Katie Filbert  
President