

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

January 8, 2012
Martin Luther King Jr. Memorial Library, 901 G Street NW, Washington, DC

Board Members Present: Kristin Anderson
 Nicholas Bashour
 Kevin Chen
 Katie Filbert
 James Hare
 Kirill Lokshin
 Tiffany L. Smith

Guests: Peter Meyer

The meeting was called to order by Mr. Bashour at 2:21 PM.

1. A motion by Mr. Bashour to approve the Minutes of the December 11 meeting of the Board of Directors in the form previously distributed was seconded and passed without dissent.
2. Mr. Bashour reported that discussions with the Embassy of Estonia and the Washington European Society regarding a potential joint event in late February or early March were ongoing, and that similar discussions had begun with the Embassy of Moldova and the Embassy of Germany. He further reported that he was finalizing a grant application to the Open Society Foundation to obtain funding for a series of seminars on open government.

* Mr. Chen, Ms. Filbert, and Mr. Hare joined the meeting *

* Ms. Filbert took the chair *
3. Ms. Filbert reported that efforts to identify additional partners for the DC Library Lab program were underway, and that the “ExtravaSCANza” workshop series at the National Archives had been successfully completed.
4. Mr. Lokshin reported that the Corporation had received no new membership applications since the prior meeting of the Board, and that total membership remained at 42. He further reported that the Corporation had retained the services of DLA Piper as outside counsel pursuant to the terms of the Engagement and Conflict Waiver Letter dated December 5, 2011, and said letter was entered into the Minutes.

[document attached]

Mr. Lokshin then reported that the Wikimedia Foundation had indicated that the revisions to the

Wikimedia Chapter Agreement proposed by the Corporation were acceptable.

5. Mr. Hare submitted a written report, which was entered into the Minutes:

Our assets currently stand at \$83,720.63, with \$83,640.64 in our Wells Fargo checking account and \$79.99 in fixed assets. Of our cash assets, \$319.45 is available in the general treasury. The increase is due to a transfer of funds from the Wikimania fund mentioned below to the general treasury to reimburse the latter for Wikimania-related promotional media expenses. \$3,329.63 is available from the Wikimedia Foundation grant. \$0.00 is available in the events fund. \$79,991.56 is available in the Wikimania 2012 fund as a result of the Wikimedia Foundation transferring the balance of their \$100,000 donation directly to us.

Our liabilities stand at \$0.00.

Recent expenses included website hosting and domain costs and a room block reservation with Hostelling International. Expected expenses over the next month include a deposit on the Wikimania 2012 venue and event planning consulting fees.

6. Speaking on behalf of the Legal Committee, Mr. Chen reported that he had forwarded correspondence from two insurance brokers regarding Directors & Officers Liability Insurance to the Board. He further reported that the committee was currently reviewing a proposed Wikimania 2012 donation agreement with the Wikimedia Foundation as well as the proposed contract with the Wikimania 2012 conference venue.
7. Speaking on behalf of the Fundraising Committee, Mr. Hare reported that the committee was finalizing the sponsorship package for the Wikimania 2012 conference.
8. A motion by Mr. Hare to appoint Ms. Anderson, Mr. Meyer, and Mr. Bashour to the Fundraising Committee was seconded and passed without dissent.
9. Speaking on behalf of the Technical Committee, Ms. Filbert reported that the committee had completed work on the technical infrastructure for the Wikimania 2012 scholarship application process, and was currently preparing the technical infrastructure for the Wikimania 2012 registration processes. She further reported that the Corporation's domain registration had been moved from GoDaddy to Namecheap.
10. The Corporation's Fundraising Plan for Fiscal Year 2011–12 was discussed, and approval of the plan was postponed to the next meeting of the Board of Directors.
11. A motion by Mr. Lokshin to ratify all actions taken by the Board of Directors during the period from October 1, 2011 to December 11, 2011 was seconded and passed without dissent.
12. A proposed resolution clarifying the structure and purpose of the Legal Committee 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:

The resolution creating the Legal Committee (as adopted May 28, 2011) is amended by striking the text of the resolution and replacing it with the following:

1. The Board of Directors shall appoint a Legal Committee, consisting of at least two members.
 2. At least one member of the Legal Committee shall be a Director. The other members of the Legal Committee may, but need not, be Directors.
 3. The duties of the Legal Committee shall be to advise and assist the Board of Directors regarding legal matters, and to serve as a point of contact between the Board of Directors and any outside counsel retained by the Corporation.
13. A motion by Ms. Filbert to amend the resolution allocating funds for the filing of IRS Form 1023 (as adopted July 12, 2011 and amended October 9, 2011) by striking the dollar amount contained and substituting \$860.00 was seconded and passed without dissent.
14. A motion by Ms. Filbert to authorize the expenditure of \$300.67 from the events budget for the “Open Data Hackathon DC” event held at the DC Library Lab on December 3, 2011 was seconded and passed without dissent.
15. A motion by Ms. Filbert to authorize the payment of service fees for the PayPal, Google Checkout, and EventBrite services as described in their respective terms of use agreements was seconded and passed without dissent.
16. A proposed resolution regarding grant applications was discussed, and consideration of the resolution was postponed to the next meeting of the Board of Directors.
17. A proposed resolution regarding outreach event expenditures was discussed and amended. A motion by Ms. Filbert to adopt the resolution as amended was seconded and passed without dissent, and the resolution was entered into the Minutes:
1. The President may, at his or her discretion, authorize expenditures of up to \$450 per event for outreach events related to the mission of the Corporation.
 2. Prior to authorizing an expenditure pursuant to this resolution, the President shall consult with the Treasurer as to whether the Corporation has sufficient funds available to cover the expenditure.
 3. The President shall keep accurate records of all expenditures made

pursuant to this resolution, and shall report said expenditures to the Board of Directors at the first subsequent meeting of the Board.

18. A proposed resolution regarding the Wikimania 2012 conference 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. Budget

1. The Board of Directors adopts the budget shown in the attached document as the Wikimania 2012 Conference Budget.

[document attached]

2. The President or the Treasurer may, at their discretion, authorize and make expenditures pursuant to the Wikimania 2012 Conference Budget.

B. Revenue

1. Registration fees for the Wikimania 2012 conference shall be set at the dollar amounts specified in the Wikimania 2012 Conference Budget.
2. The Fundraising Committee is authorized to solicit sponsorships for the Wikimania 2012 conference on behalf of the Corporation.

C. Contracts

1. The President or the Treasurer may, at their discretion, execute any and all contracts necessary for the conduct of the Wikimania 2012 conference.
2. Prior to executing a contract pursuant to this resolution, the President or the Treasurer shall consult with the Legal Committee as to the provisions of said contract.

19. Speaking on behalf of the Wikimania 2012 conference planning team, Mr. Hare reported that the conference venue contract had been received and was being reviewed, and that further preparations were pending a final decision regarding the venue. He further reported that a meeting with Julie Perlmutter regarding event planning for the conference would be held on January 11.
20. The preparation of promotional banners for use during events sponsored by the Corporation was discussed.
21. The date of the next meeting of the Board of Directors was set to February 5, 2012, at 2:00 PM, at the Martin Luther King Jr. Memorial Library in Washington, DC.

The meeting was adjourned at 3:28 PM.

Approved on _____, _____.

Kirill Lokshin
Secretary

Katie Filbert
President