

Bylaws

These bylaws were last updated ^[1] with the changes approved by the board in May 2013.

BYLAWS OF THE WIKIMEDIA FOUNDATION, INC.

ARTICLE I - NAME

This organization shall be known as the Wikimedia Foundation, Inc. (the Foundation). The registered agent and registered office will be determined by a resolution of the Board of Trustees. The main web site of the Foundation shall be <http://www.wikimediafoundation.org>.

ARTICLE II - STATEMENT OF PURPOSE

The mission of the Wikimedia Foundation is to empower and engage people around the world to collect and develop educational content under a free license or in the public domain, and to disseminate it effectively and globally.

In coordination with a network of chapters and individual volunteers, the Foundation provides the essential infrastructure and an organizational framework for the support and development of multilingual wiki projects and other endeavors which serve this mission. The Foundation will make and keep useful information from its projects available on the Internet free of charge, in perpetuity.

ARTICLE III - MEMBERSHIP

The Foundation does not have members. (Fla. Stat. Section 617.0601)

ARTICLE IV - THE BOARD OF TRUSTEES

Section 1. General Powers.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Foundation shall be managed under, the direction of the Board of Trustees either directly or through a written delegation of authority.

Section 2. Number, Tenure, and Qualification.

The authorized number of Trustees of the Foundation shall be at least nine (9). Trustees are selected according to the process specified in Article IV, Section 3 below. Each Trustee shall hold office until the expiration of his or her term as specified in Article IV, Section 3 below, or until his or her earlier resignation, removal from office, or death.

Section 3. Selection.

(A) Governance priorities. The Board must be composed of Trustees with a diverse set of talents, experience, and competencies that will best fulfill the mission and needs of the Foundation. The Board and its Trustees are understood to act as fiduciaries with regard to the Foundation, and their duties include, but are not limited to, the fiduciary duty of care and the fiduciary duty of loyalty, as described in Sections 617.0830 and 617.0832 of the Florida Not For Profit Corporation Act (the Act).

(B) Governance definitions. "Community," as used in the Bylaws, shall be defined by the Board, consistent with the mission statement. "Chapters," as used in these Bylaws, shall be defined by the Board, consistent with the mission statement, and will function as independent legal entities that operate in coordination with the Foundation to implement the mission statement. A chapter is required to enter into a formal agreement with the Foundation and may be required to incorporate formally in order to engage in cooperative fund-raising or other business or

non-profit arrangements with the Foundation, but in no instance will a chapter be an agent of the Foundation.

(C) Community-selected Trustees. Three Trustees will be selected in odd-numbered years from candidates approved through community voting. The Board of Trustees shall determine the dates, rules and regulation of the voting procedures. The Board shall determine who is qualified to vote for community-selected Trustees. The Board will approve candidates who receive the most votes, subject to Article IV, Section 3(A), and other provisions of these Bylaws. In the event that a candidate is selected who does not meet the requirements of Article IV, Section 3(A) or other requirements of these Bylaws, or of applicable state or federal law, the Board will (i) not approve the selected candidate, (ii) declare a vacancy on the Board, and (iii) appoint the candidate receiving the next most votes to fill the resulting vacancy, subject to this Section 3 and to Article IV, Section 6 below. Community-selected Trustees must resign from any chapter-board, chapter-governance, chapter-paid, or Foundation-paid position for the duration of their terms as Trustees, but may continue to serve chapters in informal or advisory capacities. Trustees selected in accordance with this Article 3(C) shall serve two-year terms.

(D) Chapter-selected Trustees. Two Trustees will be selected in even-numbered years from candidates approved through a chapter-determined process. The process will be conducted according to a procedure approved by a majority of the chapters and approved by the Board. Amendments to the procedure established to elect Chapter-selected Trustees also must be approved by a majority of the chapters and approved by the Board. Chapter-selected Trustees must resign from any chapter-board, chapter-governance, chapter-paid, or Foundation-paid position for the duration of their terms as Trustees, but may continue to serve chapters in informal or advisory capacities. Chapter-selected Trustees must meet the requirements of applicable state or federal law for Trusteeship. In the event that a candidate is selected who does not meet the requirements of Article IV, Section 3(A) or other requirements of these Bylaws, or of applicable state or federal law, the Board will (i) not approve the selected candidate, (ii) declare a vacancy on the Board, and (iii) request that the chapters select a new Trustee to fill the resulting vacancy, subject to this Section 3 and to Article IV, Section 6 below. Trustees selected in accordance with this Section 3(D) shall serve two-year terms.

(E) Board-appointed Trustees. As many as four Trustees may be appointed by the Board to non-community-selected, non-chapter-selected positions, and the term of each such appointment shall not exceed two years. The appointment of Board-appointed Trustees shall be conducted consistent with the provisions of Article IV, Section 3(A) and with applicable state and federal law. Board-appointed Trustees must resign from any chapter-board, chapter-governance, chapter-paid, or Foundation-paid position for the duration of their terms as Trustees. The Board may reappoint a Trustee appointed under this Section 3(E) for successive two-year terms.

(F) Community Founder Trustee Position. The Board may appoint Jimmy Wales as Community Founder Trustee for a two-year term. The Board may reappoint Wales as Community Founder Trustee for successive two-year terms. In the event that Wales is not appointed as Community Founder Trustee, the position will remain vacant, and the Board shall not fill the vacancy.

(G) Board Majority. A majority of the Board Trustee positions, without counting the Community Founder Trustee position, shall be selected or appointed from the community and the chapters.

Section 4. Meetings.

Meetings of the Board of Trustees may be scheduled at such times and at such places as the Trustees deem appropriate and shall be conducted at least annually. A quorum shall consist of a majority of Trustees then in office. Any meeting that is adjourned may be continued without the presence of a quorum of the Board as long as all the Trustees are given reasonable notice of the time and place such adjournment shall resume.

(a) Special Meetings.

Special meetings of the Board of Trustees may be called by the chair of the board, by the vice-chair or by any two Trustees. The person or persons who call a special meeting of the Board of Trustees may fix the place for holding such special meeting.

(b) Notice.

Notice of any special meeting shall be given at least two (2) days before the meeting by written notice specifying the date, time, and purposes of the meeting. Any Trustee may waive notice of any meeting, before or after the meeting, as provided in these Bylaws. Attendance of any Trustee at a meeting constitutes waiver of notice of such meeting, except when such Trustee attends the 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.

In case of emergency, as defined in Section 617.0303(5) or other relevant provisions of the Act, the chair of the Board of Trustees or the vice-chair of the Board of Trustees shall prescribe a shorter notice to be given personally or by communicating to each Trustee at his or her email address, residence or business address in like manner.

(c) Manner of Acting.

The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees. Such actions shall take the form of resolutions and shall be included in the corporate records of the Foundation.

(d) Presumption of Assent.

A Trustee of the Foundation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless the Trustee votes against such action or abstains from voting on such action. A Trustee may abstain from voting on an action only if such abstention is on account of an asserted conflict of interest.

(e) Constructive Presence at a Meeting.

A Trustee may participate in a meeting of such board by means of a conference telephone or online, by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

(f) Action Without a Meeting.

Any action required by law to be taken at any meeting of the Trustees of the Foundation may be taken without a meeting consistent with the following consent procedures. (1) Action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if the action receives the affirmative vote of all of the Trustees. The action must be evidenced by one or more written consents describing the action taken and affirmatively signed by all of the Trustees then in office. Electronic signatures are acceptable. (2) Action taken under this Section 4 is effective when the action is affirmatively signed by all of the Trustees then in office unless the consent specifies a different effective date. (3) A consent signed under this Section 4 has the effect of a meeting vote and may be described as such in any document. (4) Any consent resolution which has not received affirmative votes from all of the Trustees then in office shall be presented for a vote at the next board meeting. (5) Modifications to the

Bylaws or articles of incorporation can not be made by consent resolutions.

Section 5. Resignations.

Any Trustee of the Foundation may resign at any time by giving written notice to the Board of Trustees, to the Chair of the board, or to the Foundation through the Executive Director. Any such resignation shall take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the Board of Trustees.

Section 6. Vacancies.

Any vacancy occurring in the Board of Trustees, including any vacancy created by reason of an increase in the number of Trustees, may be filled by the affirmative vote of a majority of the remaining Trustees though less than a quorum of the Board of Trustees. A Trustee appointed to fill a vacancy shall serve as Trustee for the unexpired portion of the term for that position. As permitted by the Act, the Board may continue doing business as a Board during the vacancy of any Trustee position.

Section 7. Removal.

Any Trustee may be removed, with or without cause, by a majority vote of the Trustees then in office in accordance with the procedures set forth in Section 617.0808(1), or other relevant provisions of the Act.

Section 8. Delegation and Expenses.

(a) Any action required or permitted to be taken by the Board of Trustees under these Bylaws or any provision of law may be delegated by the Board to any committee of the Board, except as provided in Section 617.0825(1), or other relevant provisions of the Act.

(b) Advisory committees that do not exercise any authority of the Board of Trustees may include as committee members persons from the community and other professionals who are not Trustees, provided the membership of the committee is approved by the Board.

(c) Trustees may not be compensated for their roles as Trustees. They may be allowed expenses, by resolution of the Board, for attending meetings, if necessary. No Trustee shall be employed or otherwise receive compensation from the Foundation for their duties as Trustees.

Section 9. Voting Means.

Voting on all matters, including the election of Trustees and officers, may be conducted by mail, electronic mail, facsimile transmission, chat software, video conferencing, wiki software, or other similar verifiable means. Proxy voting shall not be allowed.

Section 10. Reserved Powers.

Unless otherwise delegated by the Board of Trustees to another body or person, the Board of Trustees shall be empowered to make any and all regulations, rules, policies, user agreements, terms of use, and other such decisions as may be necessary for the continued functioning of the Foundation not inconsistent with these Bylaws.

ARTICLE V - OFFICERS AND DUTIES

Section 1. Number.

The Board of Trustees shall elect from among the Trustees the following officers: a Chair, Vice Chair, and any Board committee chairs. The Board of Trustees shall also appoint the following non-Trustee officer positions: an Executive Director, Secretary, Treasurer, and such other officers as the Board from time to time may appoint.

(a) Chair.

The Chair shall, when present, preside at all meetings of the Board of Trustees. The Chair shall have general supervision of the affairs of the corporation and shall make reports to the Board of Trustees at meetings and other times as necessary to keep Trustees informed of corporation activities. The Chair may sign, with the secretary or any other proper officer of the Foundation thereunto authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these Bylaws to some other officer or agent of the Foundation, or shall be required by law to be otherwise signed or executed. The Chair shall in general perform all duties as from time to time may be assigned to them by the Board of Trustees.

(b) Vice Chair.

The Vice Chair shall perform the duties and have the powers of the Chair when the Chair is absent or unable to perform their duties. Other duties of the Vice Chair may be designated by the Board of Trustees or the Chair.

(c) Board Committee Chairs.

Board committee chairs shall perform the duties and have the powers set forth in the charters of the committees of which they are the chair and as determined by the Board from time to time.

(d) Executive Director.

The Executive Director, a non-trustee officer position, is the chief executive officer of the Foundation. The Executive Director has charge of the business and affairs of the Foundation, subject to the direction and control of the Board of Trustees, and shall see that the resolutions and directives of the Board of Trustees are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Trustees. The Executive Director may execute on behalf of the Foundation any contracts or other instruments that the Board of Trustees has authorized to be executed through a delegation of authority, which the Executive Director may further delegate in writing.

(e) Secretary.

The Secretary, a non-trustee officer position, shall keep accurate records of all Foundation meetings; ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; maintain corporate records and perform all duties of the office of the Secretary and such other duties as may be assigned by the Chair or the Board of Trustees. The Secretary may delegate certain duties as necessary.

(f) Treasurer.

The Treasurer, a non-trustee officer position, shall have charge and custody of and be responsible for all funds and securities of the Foundation; receive and give receipts for monies due and payable to the Foundation from any source whatsoever, and deposit all such monies in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; review the financial operations of the organization and advise with the Secretary on financial matters, including audits; make financial reports to the Board of Trustees at regular and special meetings; and perform such other duties as assigned by the Chair or the

Board of Trustees. The Treasurer may delegate in writing certain day-to-day duties, as the Treasurer and Board of Trustees deem appropriate.

Section 2. Term.

The Trustee officers shall be elected for one year terms of office by majority vote of the Board and such terms shall automatically renew and continue until replaced by a majority vote of the Board or resignation. The non-trustee positions of Executive Director, Treasurer, and Secretary shall be Board appointed positions and such terms shall continue until replaced by a majority vote of the Board or resignation.

Section 3. Removal.

Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever, in its judgment, the best interests of the Foundation would be served thereby.

Section 4. Vacancies.

A vacancy, however occurring, in any office may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5. Resignations.

Any elected or appointed officer of the Foundation may resign at any time by giving written notice to the Foundation through the Chair or Executive Director. Any such resignation shall take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the Board of Trustees.

ARTICLE VI - ASSETS

Section 1. Dedication of Assets.

The property of this Foundation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Foundation shall ever inure to the benefit of any Trustee or officer thereof or to the benefit of any private individual other than compensation in a reasonable amount to its officers, employees, and contractors for services rendered.

Section 2. Distribution of Assets.

Upon the dissolution or winding-up of this Foundation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Foundation shall be distributed to a nonprofit fund, foundation, or entity which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of subsequent federal tax laws.

ARTICLE VII - CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts.

The Board of Trustees may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, unless otherwise restricted by law. Such authority may be general or confined to specific instances.

Section 2. Loans.

No loans shall be contracted on behalf of the Foundation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 4. Deposits.

All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Trustees may select.

ARTICLE VIII - INDEMNIFICATION

(A) The Foundation shall, except as provided in or limited by Subparagraph (C), indemnify to the maximum extent permitted by law any person who was or is a party to any proceeding (other than an action by, or in the right of, the Foundation), by reason of the fact that he or she is or was a Trustee or officer of the Foundation. Expenses incurred by a Trustee or an officer in defending a civil or criminal proceeding may be paid by the Foundation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such Trustee or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Foundation.

(B) The Foundation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, or agent of the Foundation, or who is or was serving at the request of the Foundation as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise (Other Enterprise), against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify him or her against such liability under Florida law.

(C) The Foundation's obligation, if any, to indemnify any person who was or is serving at its request as a director, trustee, officer, employee, or agent of an Other Enterprise must be reduced by any amount such person collects as indemnification from such Other Enterprise.

ARTICLE IX - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any Trustee of the Foundation under the provisions of these Bylaws or under the provisions of its articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, or by electronic means sufficient to authenticate the sender, date and time, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X - MISCELLANEOUS

Section 1. Amendment.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the entire Board of Trustees at any regular meeting or special meeting, provided that at least ten days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

Section 2. Seal.

The Foundation seal shall be circular in form and shall contain the name of the Foundation, the year of its creation and the words, "CORPORATE SEAL, FLORIDA." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise.

Section 3. Fiscal Year, Audit, and Review.

The fiscal year of the Foundation shall be July 1 - June 30 of each year. The accounts of the Foundation shall be audited annually by a Certified Public Accountant. The accounts of the Foundation shall be reviewed quarterly by a Certified Public Accountant.

Section 4. Delivery of Notices.

Whenever any notice is required by the Bylaws, it shall be deemed to be sufficient if mailed via first class mail to the last known address or to the last known email address of the intended recipient. Such notice may be waived in writing by the intended recipient.

SIGNATURES

/s/ Kat Walsh, /s/ Jan-Bart de Vreede, /s/ Jimmy Wales, /s/ Bishakha Datta, /s/ Matt Halprin, /s/ Stu West, /s/ Samuel Klein, /s/ Alice Wiegand, /s/ Patricio Lorente, /s/ Ting Chen

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References

[1] <http://wikimediafoundation.org/w/index.php?title=Bylaws&action=history>

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