

WIKIMEDIA FOUNDATION BYLAWS

DRAFT

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 their](#) earlier resignation, removal from office, or death.

Section 3. Selection.

(A) Governance priorities. The Board must ~~be composed of members-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~~Bylaws, shall be defined by the Board, consistent with the mission statement, and will function as independent ~~associations-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, ~~which shall take place in odd-numbered years.~~ 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 3Subsection (A), supra.~~ and other provisions of these Bylaws. In the event that a candidate is selected who does not meet the requirements of ~~Article IV, Section 3Subsection (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 by the community under this Article 3subsection(C)~~ shall serve two-year terms.

(D) Chapter-selected Trustees. Two Trustees will be selected ~~by chapters~~ 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 ~~is~~ 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 members-Trustees must meet the requirements of applicable state or federal law for Board-membership Trusteeship.~~ In the event that a candidate is selected who does not meet the requirements of ~~Article IV, Section 3Subsection (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 ~~s~~Section 3 and to Article IV, Section 6 below. Trustees selected ~~by the chapters under~~in accordance with this Section ~~3~~subsection (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) ~~Subsection (A), above,~~ 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) ~~subsection E~~ for successive two-year terms.

(F) Community Founder Trustee Position. The Board may appoint Jimmy Wales as Community Founder Trustee for a one-year term, which term is to end on December 31 of the year. The Board may reappoint Wales to the Community Founder Trustee position from year to year to successive one-year terms. In the event that Wales is not appointed as Community Founder Trustee, the Community Founder Trustee position will remain vacant, and the Board shall not fill the vacancy.

(G) Board Majority. A majority of the Board Trustee positions, ~~without counting other than~~ 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 ~~least the~~ majority of Trustees ~~then in office. The Chair may call a special meeting of the Trustees for any purpose upon notice being given at least ten days in advance of the meeting. Meetings may be held by electronic means such as telephone or chat as long as all Trustees are able to participate fully in any discussions with all the other members of the Board.~~ 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 resolution signed by all the Trustees shall have the same force as if it were passed at a duly called meeting of the Board of Trustees. A majority of the Board of Trustees shall constitute a quorum at any meeting of the Foundation.~~

(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 ~~twoten~~ (210) days before the meeting by written notice specifying the date, time, and purposes of the meeting, delivered personally, or by email, chat, or fax to each Trustee at his business address, unless 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 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 ~~or may abstain from voting on an action only if such abstention is on account of abstains from voting in respect thereto because of~~ an asserted conflict of interest.

(e) Constructive Presence at a Meeting.

A member of the Board of Trustees 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 communicate with 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. ~~described herein.~~

~~(g) Consent procedures~~

(1) Action required or permitted to be taken at a ~~board of directors'~~ meeting of the Board of Trustees may be taken without a meeting if the action receives the affirmative vote of ~~all of the majority of the board members~~ Trustees. The action must be evidenced by one or more written consents describing the action taken and affirmatively signed by ~~all of the majority of the board members~~ Trustees then in office. Electronic signatures are acceptable. (2) Action taken under this ~~s~~Section 4 is effective when the action is affirmatively signed by ~~all a majority of the board members~~ Trustees then in office unless the consent specifies a different effective date. (3) A consent signed under this ~~S~~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 the majority of the board members~~ Trustees then in office ~~or has not received negative votes from the majority of the board members~~ shall be presented for a vote at the next board meeting. (5) Modifications to the ~~bylaws~~ Bylaws or articles of incorporation cannot be made ~~by with~~ 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 ~~chairman~~ Chair of the board, ~~or to to the vice chair, or to the secretary of 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, ~~in the Board of Trustees, other than a vacancy in the Founding Trustee position but~~ 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.

Section 7. Removal.

Any Trustee may be removed, ~~with or without cause,~~ by a majority vote of the ~~full membership of the Board~~ 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 the Chair or~~ to any committee of the Board, ~~except as provided in Section 617.0825(1), or other relevant provisions of the Act.~~

(b) ~~Advisory c~~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 ~~Board members~~~~Trustees~~, provided the Board approves the membership of the committee.

(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~~~~Bylaws~~.

ARTICLE V - OFFICERS AND DUTIES

Section 1. Number.

The Board of Trustees shall elect from among ~~its member~~~~the Trustees~~ ~~the following officers:~~ a Chair, ~~and~~ Vice Chair, ~~and any Board committee chairs~~. The Board of Trustees shall also ~~appoint the following non-Trustee officer positions:~~ an ~~Executive Director~~, ~~Executive~~ 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~~~~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 ~~Executive~~ 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 ~~Executive~~ 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 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~~ Bylaws; review the financial operations of the organization and advise with the ~~Executive~~ 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 Trustees 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 ~~may be re-elected at the expiration of their term.~~ 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 Board of Trustees, to the Board Chair, to the Vice chair, or to the Secretary of~~ 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 or members~~ 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 Foundation 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 provide in or limited by Subparagraph (C), indemnify to the maximum extent permitted by law any person any Trustee or officer or any former Trustee or officer 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. to the full extent permitted by law.

(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 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 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 ~~of the intended recipient~~ or to the last known email address ~~of the intended recipient of the member~~. Such notice may be waived in writing by the intended recipient.

SIGNATURES

~~/s/ Florence Devouard, /s/ Tim Shell, /s/ Jimmy Wales, /s/ Erik Möller, /s/ Michael Davis.~~
~~(update with current trustees)~~

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