



Bylaws of Cascadia Wikimedians User Group

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ARTICLE I - NAME AND OFFICES

1. Name. This organization shall be known as “Cascadia Wikimedians User Group”. This organization is a nonprofit corporation incorporated in the State of Washington (herein referred to as the "Corporation", “Cascadia Wikimedians”, “Cascadia”, or “CWUG”).
 - a. The name of the organization may change to “Wikimedia Cascadia” or some other name as decided by the Board of Directors in the future.
2. Offices. In compliance with State of Washington law, the Corporation shall maintain a registered agent in the State of Washington.

ARTICLE II - PURPOSE AND ACTIVITIES

1. Purpose. The purposes of the Corporation shall be the advancement of educational and charitable purposes.
2. Establishment. The Corporation was organized on **January 27, 2015** as a nonprofit organization under the Washington Nonprofit Corporation Act (the "Act").
3. Geographic Area. The Corporation will primarily recruit members from the local and regional community which includes, but is not limited to, the Province of British Columbia and the States of Oregon and Washington on a non-exclusive basis, with the understanding that similar organizations may be established in overlapping geographic areas and may also have membership open to people in these areas.

ARTICLE III - PROHIBITED ACTIVITIES

1. No Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of its members, directors, officers, or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
2. Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation that is inconsistent with the Wikimedia mission. The Corporation shall not participate in or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.
3. Financial Interests. No member, director or officer of the Corporation shall be financially interested, directly or indirectly, in any agreement relating to the operations conducted by the Corporation, nor in any transaction for furnishing services, facilities or supplies to the Corporation for compensation, unless the fact of such interest be known to the Board of Directors and unless such agreement or transaction shall be authorized by the Directors who have no interest, direct or indirect, in such agreement or transaction.
4. Maintenance of Tax Exempt Status. The Corporation shall not carry on any activities not permitted to be carried on: (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).
5. Loans. Per Washington law, the Corporation "Shall not loan money or credit to its officers or directors".

ARTICLE IV - MEMBERSHIP

1. Members. The Corporation shall have one class of voting members, who shall be natural persons. Membership shall be based upon payment of membership dues to the Corporation. The Board may decide to have classes of non-voting members.
2. Participation. Membership is usually not necessary for participation in public activities or special events of the Corporation. However, membership is necessary for casting votes for director positions and other elections and referenda that the Board of Directors may put to the membership.
3. Eligibility for Membership. Any individual shall be eligible for membership in the Corporation upon request and payment of membership dues, and no one shall be denied membership unless the Board or a committee duly designated or organized by the Board for purposes of reviewing such membership application(s) has determined that such exclusion is warranted for just cause.

4. Resignation. Any member may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall be transmitted by hand, regular mail, facsimile transmission or electronic mail and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of any resignation by a member shall not be necessary to make it effective. No resigning member shall be entitled to any refund, in whole or in part, of any contribution made or dues paid by such member to the Corporation.
5. Membership Dues.
 - a. The amount of membership dues shall be determined by the Board by resolution.
 - b. The Board may offer varied levels of membership dues for certain categories of individuals or organizations, such categories to be determined by the Board from time to time.
 - c. The Board may choose to authorize partial year memberships to be available under conditions determined by the Board by resolution.
6. Non-Transferability of Membership. No member may sell, assign, transfer, gift, pledge, hypothecate, encumber, alienate or otherwise dispose of such member's membership in the Corporation.

ARTICLE V - MEMBERSHIP MEETINGS; ACTION BY BALLOT

1. Membership meetings
 - a. Annual Meeting. The Corporation's Annual Meeting shall be held each year at such date, time and place as shall be designated by the Board. At the Annual Meeting, the President and/or Executive Director of the Corporation shall present the Annual Report of the Corporation, the Treasurer of the Corporation shall present the Annual Financial Report of the Corporation, and other business may be conducted.
 - b. Special Meetings. Special Meetings of the members may be called by the President, the Secretary, the Executive Director, a majority of the directors on the Board, or by a petition signed by twenty-five percent (25%) of the then-existing membership. Business transacted at a Special Meeting of the members shall be confined to the purpose or purposes stated in the notice of the Special Meeting.
 - c. Notice of Member Meetings. Written notice stating the place, day, and time of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) or more than fifty (50) days before the date of such meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the Executive Director, or the Officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid. If communicated by email or fax, such notice shall be deemed to be delivered upon the sending of the communication.

- i. Per Washington law RCW 24.03.009, members may choose to have notice delivered to them electronically.
 - d. Voting personally, electronically, and by proxy. Members may vote in person, vote electronically if virtually present at the meeting through an online meeting tool, vote by telephone, vote by physical mail, or vote by proxy, except for elections of directors for which members must be present in person or through a live audio and visual connection in order to vote so that the face and voice of each voter may be seen by the Board members and officers who are physically attending the meeting. (See RCW 24.03.075 for minimum legal requirements in Washington State.)
 - e. Vote counting; majority sufficiency. Each member shall have one (1) vote on any matter submitted to a vote of the members. At a meeting of members at which a quorum is present, the affirmative vote of a majority of all members present at the meeting shall be sufficient to approve any matter that properly comes before the meeting unless applicable law, the Articles of Incorporation or these Bylaws require a greater proportion.
 - f. Quorum.
 - i. If the total number of members is fourteen or fewer persons, then the combined physical and electronic presence of at least fifty percent (50%) of the total membership shall be required to transact business at a membership meeting.
 - ii. If the total number of members is fifteen or more persons, then the presence of at least eight persons or fifteen percent (15%) of the membership, whichever is greater, shall be sufficient to constitute a quorum
2. Action by Ballot. With the exception of election of Directors, any action required or permitted to be taken at any annual or special membership meeting may be taken without a meeting if a majority of the Board of Directors directs the Corporation to deliver a ballot to every member entitled to vote on the matter. The ballot shall be in the form of a physical or electronic record; shall set forth each proposed action; shall provide an opportunity to vote for, or withhold a vote for, each candidate for election as a Director; and shall provide an opportunity to vote for or against each other proposed action. Approval by ballot pursuant to this section of action other than election of Directors shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by ballot shall indicate the number of responses needed to meet the quorum requirements; shall state the percentage of approvals necessary to approve each matter other than election of Directors; and shall specify the time by which a ballot must be received by the Corporation in order to be counted.
3. Anonymity of member votes Votes which are taken by the members as a whole, rather than votes in a committee or of the Board, shall be offered in both electronic and

physical ballot form. Voters shall be advised that their paper ballots will be anonymous but that each ballot is tracked individually to restrict the ability of unauthorized persons from casting ballots; voters shall be advised that electronic votes are not anonymous unless the Board identifies a manner in the future in which electronic votes can be taken with security and reliability while maintaining the anonymity of electronic voting.

ARTICLE VI - BOARD OF DIRECTORS

1. Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under, the direction of the Board.
2. Size. The Board shall consist of not less than four (4) and not more than nine (9) directors. The number of Directors may be increased or decreased by the affirmative vote of a majority of the Members of the whole Corporation, except that no decrease shall affect the tenure of office of any incumbent Director.
 - 2a. Board below minimum size If the Board has fewer members than the minimum specified, then matters which would ordinarily be decided by the Board shall instead be put to a vote of the membership until such time as the Board once again has the minimum number of members.
3. Qualifications. Upon taking office, Board members must be:
 - a. Age. At least the age of 18 or the age of majority to agree to a contract in their jurisdiction, whichever is higher. This requirement does not apply to members of advisory committees and the Advisory Board which do not have legal authorities.
 - b. Language. Able to understand and communicate proficiently in the English language at a level sufficient to understand and conduct the legal business of the Corporation. Proficiency in additional languages is encouraged.
 - c. Background check. As required by the Washington Secretary of State Charitable Organization Registration/Renewal form, all officers and directors must not have been “convicted of a crime involving charitable solicitations, nor been subject to a permanent injunction or administrative order under the Washington Consumer Protection Act (Chapter 19.86 RCW)” within the past ten (10) years; and they must prominently and publicly disclose to the membership any such convictions, permanent injunctions and administrative orders that have taken place within the last ten (10) years prior to becoming a candidate for the Board. The disclosure shall be made in a statement that will be circulated by the Secretary to current Board members and to the voting members prior to the relevant election.
 - i. Procedure. A background check will be performed by the Secretary and Treasurer after the Board member is elected or appointed, their acceptance of the election or appointment, and prior to their taking office. The cost of the background check shall be paid by the Corporation. The Board member will furnish personal identifying documents and identification information to the Secretary and Treasurer solely for the purpose of completing this background check; the Secretary and

Treasurer shall irretrievably destroy any copies of those documents and related information after the completion of the background check. If the candidate fails the background check, then the Secretary or Treasurer shall inform all current officers, the current members of the Board, and the Board candidate.

- ii. Consequences of failing a background check; privacy disqualification. If the Board candidate is disqualified, then the candidate shall be deemed to never have taken a role as a Board member and the vacancy may be filled in the normal manner. The nature of the disqualification shall be made known by the Secretary to the membership of the organization, and the candidate shall be prohibited from becoming a Board member or officer of the Corporation unless the reason for the disqualification is later found to be invalid and is removed from the candidate's record or the appropriate length of time has passed since the incident in question per Article VI section 3 subsection C, "Qualifications".
 - iii. Re-qualification. Current Board members who wish to retain their positions for more than one term must meet the conditions above, and the background check will be performed again prior to the beginning of the new term for any directors who stay on the board for an additional term.
 - iv. Background checks for the Secretary and Treasurer For the Secretary, the officers who conduct the background check shall be the President and Treasurer. For the Treasurer, the officers who conduct the background check shall be the President and Secretary.
 1. If one or more of the offices of President, Secretary, or Treasurer are held by the same person, then the Vice President, the Executive Director, or another member of the Board selected by the Executive Director may make a substitution so that each person subject to a background check receives the check from two people who are different from the individual whose record is checked.
 - d. Frequency of meetings and Board member attendance. The Board shall meet at least one (1) time per year, excluding any special meetings. These meetings may coincide with the general membership meetings. Directors are required to attend meetings of the Board, unless such Director's attendance is excused by the President not less than one (1) day prior to the meeting. Any or all Directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.
 - e. Proxy votes by Board members. No Director may vote by proxy.
6. Election. The members of the Board shall be elected as follows:
- a. First Election. At the first Annual Meeting, three (3) Directors shall be elected for a three (3) year term, three (3) shall be elected for a two (2) year term, and three

(3) shall be elected for a one (1) year term. The length of the terms shall be decided by the wishes of the candidates, then by the percentage of votes cast in favor of each candidate for director, then by coin toss.

- b. Subsequent Elections. Thereafter, each Director shall be elected for a three (3) year term unless the procedures for filling vacancies applies as described in subsection 7.
 - c. Approval voting. A voter in an election for director candidates may only assign one vote per candidate. No cumulative voting shall be allowed. The candidates with the greatest number of affirmative votes shall be designated as elected, with each candidate requiring at least one vote in excess of 50% in favor of his or her election.
 - i. If fewer candidates than the number of available open seats receive at least one vote in excess of 50% in favor of their elections, then only those candidates who receive at least one vote in excess of 50% shall be elected and the remaining seats shall remain vacant until the next Annual Meeting or until the elected Board members appoint a new member as described below under section 7.
 - d. Form of Election. All elections of Directors shall take place in the manner specified in Article V, Section 1-D.
7. Vacancies. If a Director position becomes vacant, then the Board may appoint an individual to serve until a successor is elected at the next regular election. However, if the appointment occurs during the first two years of the Director's term, then the successor shall be elected to serve the remainder of the term, for the purpose of preserving the number of Directors being elected for three (3) year terms each year. At elections where a Director is being elected to fill such a vacancy, those of the Directors elected receiving the least percentage of votes necessary for election shall be assigned to the remaining year(s) of the vacant term, and the other candidates with higher percentages of affirmative votes shall be assigned regular three (3) year terms.
8. Removal of a Director. A Director may resign, or may be removed from the Board as follows:
- a. Absence. If a Director is absent from Board or Board committee meetings (for committees of which he or she is a member) three (3) times within a 12-month period, without such absence being excused by the President not less than one (1) day prior to the meeting, the Director shall be deemed to have resigned and the position declared vacant.
 - b. Vote by Board. If a two-thirds majority of the Directors then in office elect to remove a Director, then the Director is removed from the Board.
 - c. Ineligibility. If a Director no longer satisfies the requirements for being a Director as specified herein at the beginning of such Director's term, such as by being found guilty of a crime that would disqualify him or her from office, then the Director shall resign or be removed and the position shall be deemed vacant.
9. Notice and Open Meetings. Notice of meetings of the Board or Board committees shall be posted on the Corporation's website at least forty-eight (48) hours in advance of each

such meeting, and notices shall be sent to all Board members before or at that time regarding any upcoming Board or Board committee meeting. Any member in good standing shall be permitted to observe the meetings of the Board and any of its Committees, except for Executive Sessions.

- i. Executive Sessions. The minutes of executive sessions shall be kept confidential, and only non-recused Board members, non-recused officers, and persons necessary for the effective proceedings of an executive session shall be present for an executive session. The general purpose of an executive session shall be made public in advance of the meeting. Business conducted during an executive session shall exclusively pertain to the stated purpose of the executive session. The purposes of Executive Sessions shall be consistent with the guidance provided by the Washington State Attorney General's Office regarding executive sessions for government agencies, which may be found at <http://www.atg.wa.gov/OpenGovernment/InternetManual/Chapter4.aspx>

10. Quorum. In order to transact business at least fifty percent (50%) of the current Directors must be present at the meeting. For Committee meetings, at least fifty percent (50%) of the members of the Committee must be present at the meeting.
11. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if a majority of the members of the Board or such committee, as the case may be, consent thereto in writing (including electronic written communication such as email), which writing may be executed in one or more counterparts, and the writing or writings are filed with the minutes of proceedings of the Board or such committee.
 - a. For written consent without a meeting, it is insufficient to have a majority of members who participate in the vote give their consent if the number of members who vote in favor of consent is less than a majority of members of the Board or committee. For example, if a committee has 5 members, it is insufficient to have 3 members participate in the vote and 2 members vote in favor of consent; instead, at least 3 members must participate in the vote and at least 3 members must vote in favor of consent.
 - b. For matters which would require greater than a majority vote at an in-person meeting of the Board, the percentage of votes is proportionately higher; for example, if a $\frac{2}{3}$ vote of the members present at an in-person meeting of the Board would be required to take an action, then actions without a meeting must be done with the affirmative consent of $\frac{2}{3}$ of the members.
12. Only non-anonymous voting is allowed for Board votes so that all votes of directors may be individually recorded and the voting record of a director may be transparent, except for votes taken in Executive Session.

ARTICLE VII - OFFICERS

1. Inclusion of background check Any non-officer directors shall also be subject to the same background check as described in Article VI for directors.
2. Additional background checks for some officers Additionally, the President, the Vice President, the Secretary, the Treasurer, and the Executive Director shall receive a more thorough criminal background check. Keeping in mind the financial and legal authority and trust that are given to the holders of these offices and the potential exposure to liability and reputational harm to the organization if an office-holder of one or more of these positions commits a criminal or serious civil offense in the course of their official duties, no one may hold any of these offices if they are found to have committed any crimes related to theft or financial dishonesty, crimes against persons, or crimes involving potential or actual harm to other people or organizations within the past seven (7) years.
 - a. Examples of disqualifying offenses include harassment, assault, reckless endangerment, intentional or grossly negligent conduct involving weapons, fraud, and vandalism.
 - b. Driving under the influence, and drug and alcohol offenses in which no harm was done to others, shall be disqualifying offenses if they have occurred within the past four (4) years.
3. Election of officers.
 - a. Each year following the election of new Directors, the new Board of Directors shall elect a President, a Vice President, a Secretary, and a Treasurer to serve an approximately one (1) calendar year term and until their successors are elected and qualified, or until the officer resigns his or her position, or until a majority vote of the Board to remove one of these officers from his or her position.
 - i. Board elections shall generally take place in November or December. Except for resignation or removal, the officer will likely retain his or her position until sometime in January the following year when the new Board selects officers for the new year. An officer who is a board member and loses an attempt at re-election will cease to be a board member on the end of December 31st but will remain an officer until one of the following:
 1. she or he is appointed as a non-director officer by the new Board,
 2. she or he is appointed by the new Board to fill a vacant Board seat, and the new Board re-appoints him or her to office;
 3. his or her successor as an officer is elected and qualified by the new Board.
 4. he or she resigns.
 5. he or she is removed from office by a majority vote of the Board.
 - b. The Executive Director retains the office from year to year until his or her successor is elected and qualified, or until the he or she resigns the position, or until a majority vote of the Board to remove him or her from the office.
 - i. The Executive Director may or may not be a member of the Board.

4. Holding multiple offices. No one person may hold the offices of President and Secretary at the same time, nor the offices of Executive Director and Treasurer at the same time.
5. Additional appointments. The Board of Directors may appoint Officers in addition to those described below.
6. Positions and duties. The duties of the Officers shall be as follows:
 - a. President. The President shall preside at Board meetings. The President shall have discretion to run meetings in a manner that respects the will of a majority of the Board, that safeguards the needs of Board members with minority opinions to have their opinions heard by others, and that upholds the bylaws, charter, and other governing documents of the Corporation.
 - b. Vice President. The Vice President shall become President in the event of the President's resignation, death or incapacitation. The President may also become the Acting President in the event that the President issues written notice to the Secretary declaring a temporary inability to fulfill the role of the President. The Vice President shall defer to the President upon the receipt by the Secretary of written notice by the President declaring the ability to continue as President.
 - c. Secretary. The Secretary shall keep the books and records of the Corporation, including minutes of all membership and Board of Directors meetings, and shall be responsible for issuing all notices required by these Bylaws or the Articles of Incorporation. In accordance with the laws of the State of Washington, the President must be a different person than the Secretary.
 - d. Treasurer. In cooperation with the Executive Director, the Treasurer may pay bills and receive payments on behalf of the Corporation, and may maintain the Corporation's financial records. The Treasurer shall prepare the Corporation's Annual Financial Report for presentation at the Annual Meeting. The Treasurer shall assist the President with the preparation of the Annual Report and with the preparation of a proposed budget for presentation to the membership of the Corporation at the Annual Meeting. The Treasurer's consent is required for some actions of the Executive Director.
 - e. Executive Director. The Executive Director shall be the chief executive officer and shall be generally responsible for leading the Corporation and managing its activities in accordance with the policies and procedures of these Bylaws.
3. Records and documents. All officers shall faithfully ensure that other officers and Board members have timely access to complete and accurate records and documents of the Corporation that are relevant to decisions that may be made by other officers and Board members.

ARTICLE VIII - COMMITTEES; ADVISORY BOARD

1. Standing and Special Committees. The Board may establish standing or special committees by designating two or more Directors to such committees.

2. Committee assignments. Committee assignments for Board members are designated by the President with the consent of individual Board members. A member may serve on multiple committees if there is agreement between the President and the member.
3. Finance Committee. There shall be a standing Finance Committee of not less than three Board members who shall conduct an annual review of the financial records of the Corporation, and shall meet virtually or in person at least once per year. The Board may, in addition to a minimum of three Board members, appoint up to two non-Board members to this Committee as voting Committee members who are otherwise qualified as Board members including their passing of the background check. If the Treasurer is a Board member, then he or she is also a member and the chair of the Finance Committee.
4. Program Committee. The Board may optionally create a temporary or permanent Program Committee of not less than two Board members who shall be responsible for making decisions on matters such as the awarding of scholarships, the setting of schedules for conferences sponsored by the Corporation, or other matters that the full Board deems appropriate to delegate to the Program Committee. The Board may, in addition to a minimum of two Board members, appoint up to two non-Board members to this Committee as voting Committee members who are otherwise qualified as Board members including; a background check is not necessary for non-Board members who serve on the Program Committee.
5. Elections Committee.
 - a. The Elections Committee shall consist of 3 Board members who are not running for re-election in the current year, always including the Secretary if he or she is not standing for election. The Elections Committee shall count ballots for Board and Officer positions publicly, and shall make final determinations about the validity of votes and the intent of voters as indicated by ballots. When the Secretary is not running for election and if he or she is a board member, then he or she is also the chair of the Elections Committee.
 - b. If fewer than 3 Board members are not running for re-election, then replacement Elections Committee members may self-nominate from the members in good standing of the organization who are the age of majority (usually 18.) If fewer than 3 such members self-nominate, then the members of the Wikimedia Affiliations Committee and/or board members of other Wikimedia affiliate organizations in the United States may be asked to volunteer.
6. Advisory committees. The Board may establish and appoint advisory committees, provided, however, that such committees shall not be authorized to act on behalf of the Board or the Corporation and shall serve only to advise the Board or to carry out tasks delegated by the Board to such committees. Minors may serve on these committees.
7. Advisory Board. The Board may establish and appoint an Advisory Board, provided, however, that said Advisory Board shall not be authorized to act on behalf of the Board or the Corporation and shall serve only to advise the Board. Minors may serve on the Advisory Board.

ARTICLE IX - INDEMNIFICATION

1. No Personal Liability. Except as required by law, the Directors and Officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

2. Indemnification. The Corporation shall, to the extent legally permissible, indemnify and hold harmless each of its present and former Directors, Officers, employees and agents, and any persons who serve or have served at the Corporation's request as a Director, Officer, employee or agent of another organization, and their respective heirs, executors and administrators (the "Agents") against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Agent in connection with the defense or disposition of any claim, action, suit or other proceeding whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while serving or thereafter, by reason of their being or having been such an Agent, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. Indemnification will be provided in the event that a settlement or compromise is determined by the Directors and counsel to the Corporation to be in the best interest of the Corporation and that such Agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. A majority of disinterested Directors must have adopted a vote approving such settlement or compromise for indemnification to be effective in this situation. Any person seeking indemnification under this Article IX shall not vote on the adoption of such vote. If there are not disinterested Directors, a settlement or compromise may be approved for indemnification by the President of the Corporation based upon written opinion by independent counsel that the conditions for the indemnification have been met.

3. Expenses. Expenses, including counsel fees, reasonably incurred by any such Agent in connection with the defense or disposition of any such claim, action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof. If during the proceedings, the Corporation determines that the Agent acted in bad faith, then the Agent shall be responsible for reimbursing the Corporation for any expenses which the Corporation had already paid toward the proceedings or disposition of such claim. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such Agent may be entitled.

4. Insurance. The Corporation may, at the election of the Board, purchase and maintain insurance on behalf of any Agent of the Corporation or who is or was serving at the request of the Corporation as a Director, Officer or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in or

arising out of his position, whether or not the Corporation would be obligated or empowered to indemnify him against such liability under this Article.

5. Payments. No indemnification, reimbursement or other payment may be made under this Section with respect to penalties imposed under Section 4958 of the Internal Revenue Code, to the extent such indemnification, reimbursement or other payment would cause the compensation of an agent to exceed "reasonable compensation", as defined in the Treasury Regulations to the code and as determined by the Board. To the extent that any such payment is made, the amount of such payment may be reduced by any amount determined to exceed reasonable compensation. Any such reduction shall be determined by the Board or a committee duly designated or organized by the Board for the purposes of setting and adjusting compensation amounts.

ARTICLE X - FINANCIAL MATTERS

1. Fiscal Year. The fiscal year of the Corporation shall be from January 1 to December 31.
2. Budgets.
 - a. The Executive Director shall prepare an annual budget and/or other budgets for the approval of the Board. The membership shall be provided with an opportunity to see the budgets and make comments to the Board prior to the Board taking a vote.
3. Budget variances.
 - a. The Executive Director may authorize expenses of an amount higher than is budgeted for an authorized expenditure of up to and including 10% or \$500, whichever is more, provided that the President, the Treasurer and the Finance Committee shall be notified within 14 days of the variance.
 - b. Positive variances greater than 10% or \$500, whichever is greater, must be approved by a majority of a quorum of the full Board in advance of expending the funds.
4. Disbursements in amounts of \$0.01 to \$2,000.00.
 - a. Disbursements to fulfill authorized budgeted line items in amounts of \$0.01 to \$2,000.00 to a single party or related parties within one (1) month, or disbursements of \$0.01 to \$2,000.00 under a single contract over any length of time, require the written approval of **either** the Executive Director or the Treasurer.
 - b. The form of the written authorization may include the writing of a check, electronic writing in an email, or the electronic execution of a transaction using a password or other form of electronic authentication.
 - c. If the offices of Executive Director and Treasurer are both vacant or if the Executive Director and Treasurer are both unavailable within the period of time in which a transaction can be executed without incurring a financial penalty or programmatic delay, then these transactions may be authorized by the President.
5. Disbursements in excess of \$2,000.00.

- a. Disbursements to fulfill authorized budgeted line items in excess of \$2,000.00 to a single party or related parties within one (1) month, or disbursements in excess of \$2,000.00 under a single contract over any length of time, shall require the signature or prior written approval of **both** the Executive Director and the Treasurer.
 - b. The form of the written approval may include the writing of a check, electronic writing in an email, and/or the electronic execution of a transaction using a password or other form of electronic authentication.
 - c. If the Executive Director and the Treasurer are the same person, then the signature or prior written approval of that person plus the President are required.
6. Unplanned urgent expenses. Unplanned urgent expenses may be authorized by the Executive Director in an amount up to \$500, and the Executive Director must promptly and fully disclose such expenses to the President, the Treasurer, and the full Board as soon as practical. In the event that the Executive Director is unavailable in a timely manner, the Treasurer shall have the same authority to authorize budget variances and unplanned expenses as the Executive Director does up to an amount of \$500, and the Treasurer shall notify the President, the Executive Director, and the full Board as soon as practical of any such budget variances and unplanned expenses.
7. Unauthorized expenses. Anyone who authorizes an expense for the Corporation in a manner that involves gross negligence, recklessness, embezzlement, or an action patently contrary to the charitable purposes of the Corporation, must compensate the Corporation for that expense and any legal, collection, court, investigation, or other fees incurred by the Corporation in being made whole for that expense.
8. Debt. New lines of credit, increases in maximum allowed amounts of lines of credit, new loans, new credit cards, new payment plans for debt, and any other new indebtedness or change in payments for debt, must be authorized by the Board.
 - a. If the Executive Director, the Treasurer, or any other person acting in a manner that is authorized by the provisions of the “disbursements” section of this Article, uses an existing credit card of the Corporation in a manner consistent with the restrictions above, when the full balance will be repaid prior to fees or interest being incurred by the Corporation, then advance permission of the Board is not necessary.
9. Transparency. All board members and officers shall be provided with full read-only access to the Corporation’s financial accounts and/or periodic statements.
 - a. To the maximum extent made possible by the financial institutions, the President, the Secretary, the Treasurer, the Executive Director, and each member of the Finance Committee shall have the ability to ask questions independently at the institutions where the accounts are held regarding the balances and transactions on the Corporation’s accounts.
 - b. If the Corporation has an independent auditor, then the the President, the Secretary, the Treasurer, the Executive Director, members of the Finance Committee, and each member of the Board shall have the opportunity to ask questions of the auditor at least once during each audit cycle.

ARTICLE XI - NOTICE

1. Form of Notice. Whenever under the provision of law, the Articles of Incorporation or these Bylaws, notice is required to be given to any Director or member, such notice may be given by publication on the Corporation's website or by electronic mail to the address as it appears in the records of the Corporation. Notice also may be given in person, by telephone, by U.S. mail, or by video meeting. Notwithstanding this provision, to the extent that State of Washington law requires notice sent by U.S. mail of membership meetings, the Corporation shall send the required notices by U.S. mail.
2. Waiver. Whenever any notice is required to be given under the Articles of Incorporation, the Bylaws, resolutions of the Board or provisions of a relevant statute, a written waiver of notice signed by the member(s) entitled to such notice before or after the time of the event for which notice is required shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in any written waiver of notice unless so required by the Articles of Incorporation or these Bylaws.

ARTICLE XII - PARLIAMENTARY AUTHORITY

1. The President and the chairs of Board committees shall facilitate meetings pursuant to *Robert's Rules of Order* or such other procedures as may be effective, fair, and honest.
2. Due to the complexity of *Robert's Rules of Order*, it is not necessary to adhere strictly to those rules to facilitate the business of the Corporation, especially when the rules impede the effective and efficient flow of meetings. The President and the chairs of Board committees shall have discretion to make exceptions to the *Rules* as they may deem effective, fair, and honest.
3. The Board and Board committees may enact statutes or resolutions regarding the facilitation of meetings that differ from the *Rules*.

ARTICLE XIII - BYLAWS; BOOKS AND RECORDS

1. Headings. Headings have been included in these Bylaws for ease of reference, but headings shall not affect the interpretation of the Bylaws.
2. Amendments to bylaws. The membership may amend these Bylaws at any Annual Meeting, or at a Special Meeting called for that purpose, by an affirmative vote of two-thirds of those Members in good standing present and voting. Notice of all Bylaw amendments shall be published 14 days before the general meeting by electronic announcement. The complete, amended Bylaws shall be published in the next edition of

any periodic communication. A current version of the Bylaws shall be posted on the Corporation's website.

3. Books and Records. The Corporation shall keep correct and complete books and records of accounts. The Corporation shall also keep minutes of the proceedings of its meetings, and shall keep an electronic record giving the names and addresses of the members entitled to a vote; all officers and directors shall have access to the records giving the names and addresses of members entitled to a vote, but such records shall not be disclosed to others including other members unless there are legal requirements that mandate such disclosure.
4. Publication of minutes. The minutes of meetings from the Board, Board committees, Advisory Board, Advisory committees, and annual and special meetings of members, except those taken in Executive Session, shall be made available for public for viewing at the Corporation's office and/or on its website.

ARTICLE XIV - DISSOLUTION

1. Vote Required. The Corporation may be dissolved by a two-thirds vote of the Board.
2. Donation of Remaining Assets. Upon the termination, dissolution or final liquidation of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, one or more organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board shall determine by majority vote. Such distribution of assets shall be calculated to carry out the objectives and purposes stated in the Articles of Incorporation. In no event shall any of such assets or property be distributed to any member, Director or Officer, or any private individual.

ARTICLE XV - CONFLICTS OF INTEREST

1. The conflict of interest guidelines of the Wikimedia Foundation, Inc., which as of December 2014 are published at https://wikimediafoundation.org/wiki/Resolution:Guidelines_on_potential_conflicts_of_interest, are incorporated by reference into these bylaws.

SIGNATURES

Raymond Leonard, President & Member of the Board

Benjamin Mako Hill, Vice President & Member of the Board

Jason Moore, Secretary & Member of the Board

Brian Henry, Treasurer & Member of the Board

Sage Ross, Member of the Board

Brett Gibbs, Executive Director & Member of the Board