

## **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 general purpose and objectives of the Foundation shall be the following: *Wikimedia Foundation* is dedicated to the development and maintenance of online free, open content encyclopedias, collections of quotations, textbooks and other collections of documents, information, and other informational databases in all the languages of the world that will be distributed free of charge to the public under a free documentation license such as the *Free Documentation License* written by the Free Software Foundation Inc. at <http://www.fsf.org> or similar licensing scheme, see <http://www.wikimedia.org>.

The goals of the foundation are to encourage the further growth and development of open content, social software WikiWiki-based projects (see <http://www.wikipedia.org/wiki/Wiki>) and to provide the full contents of those projects to the public free of charge. In addition to managing the already developed multilingual general encyclopedia and almanac named *Wikipedia*, (<http://www.wikipedia.org>) there is a multi-language dictionary and thesaurus named *Wiktionary*, an encyclopedia of quotations named *Wikiquote*, a collection of e-book resources aimed specifically toward students (such as textbooks and annotated public domain books) named *Wikibooks* and a collection of source works called *Wikisource*; other projects are envisioned. The Foundation also manages the operations of the largely dormant *Nupedia* project (which is not a wiki but is open content).

### **ARTICLE III: MEMBERSHIP**

Section 1. Within the Foundation, there shall be the following membership classifications: *Contributing Active, Volunteer Active, Life, Sustaining, Sustaining/Corporate, and Honorary.*

A. **CONTRIBUTING ACTIVE MEMBERSHIP:** Active membership in this Foundation shall be limited to volunteers who have contributed to any *Wikimedia* project prior to the election ballot request deadline after their application for membership and payment of annual dues. All active members shall have the right to vote in this Foundation at any membership vote for the Contributing Active Member Representative to the Board of Trustees.

B. **VOLUNTEER ACTIVE MEMBERSHIP:** This membership shall consist of all persons interested in supporting the activities of the Foundation who have contributed under a user name to any *Wikimedia* project prior to the election ballot request deadline. The only other qualification for membership shall be the creation of a user account on some *Wikimedia* project. Volunteer Active Members shall have all the privileges of active members except for voting for the Contributing Active Member Representative. Each Volunteer Active Member and each Contributing Active Member shall have the right to vote for the Volunteer User Representative to

the Board of Trustees.

C. LIFE MEMBERSHIP: In recognition of his role as Founder of *Wikipedia* Jimmy Wales is granted life membership. Life members shall have all the privileges of contributing active members except they shall be exempt from paying dues and shall not be required to make any contributions to any *Wikimedia* project.

D. SUSTAINING MEMBER: Individuals who contribute substantial amounts shall be designated as Sustaining Members shall have all the privileges of active members. The qualifications for sustaining membership contributions shall be established by the Board of Trustees. Such members shall be listed (anonymously if requested) in some prominent place on the main online site of the Foundation.

E. SUSTAINING/CORPORATE MEMBERSHIP: All persons or businesses who are donors of funds to the Foundation for the purpose of advancing, improving and bettering *Wikimedia Foundation's* projects may be recommended to the Board of Trustees to become Sustaining/Corporate members of this Foundation under such rules as the Board may establish and approve. If the recommendation is accepted by the Board, such membership shall be with all privileges except that of holding office and voting. Such members shall be listed (anonymously if requested) in some prominent place on the main online site of the Foundation.

F. HONORARY MEMBERSHIP: An Honorary membership may be bestowed upon any person or organization who has made a significant contribution to the Foundation upon a recommendation by the Board of Directors and approval by the general membership at the General Meeting of the Foundation. Honorary members shall not be required to pay dues and shall not be eligible to hold office or vote.

Section 2. USER ACCOUNTS OF MEMBERS. All applicants for contributing or volunteer active membership shall maintain a user account on one or several Wikimedia projects (i.e. *Wikipedia* of any language, *Wikibooks*, etc.), complete and sign the form of application provided by the Foundation on it's web site and submit the application the Secretary along with payment of the year's membership dues, if applicable, through such web site or by mail. Such application shall include an agreement by the applicant to abide by the Foundation's *Code of Ethics*, submission standards and other policies as are time to time adopted or modified by the Board of Trustees.

Section 3. ANNUAL DUES. Annual dues for any and all relevant classes of membership shall be due and payable as established by the Board of Trustees. The amount of dues and renewal periods will be established by the Board of Trustees by resolution of a majority of the Board.

Section 4. TERMINATION OF MEMBERSHIP. Membership in the Foundation can be terminated based upon any of the following:

Section 4.1. FAILURE TO PAY DUES. When an Active Contributing or Sustaining or Sustaining/Corporate member shall be in default of dues for a period of sixty (60) days from the beginning of the period for which such dues become payable, s/he or such corporate member becomes delinquent and ceases to be entitled to any of the benefits of such class of membership

by the Foundation until such dues are paid.

Section 4.2. WRITTEN RESIGNATION. Any member may resign from the Foundation by submitting a written resignation to the Secretary. Such resignation shall be effective as of the date received by the Foundation, unless said resignation specifies another date. The Board at its sole discretion may maintain or remove any such user's account from any of its projects upon such resignation.

Section 4.3. REMOVAL FOR CAUSE. Members of any classification may be removed from all membership categories for cause by a four-fifths vote of the Board of Trustees, such decision shall be final and unappealable. For any cause, other than non-payment of dues, removal shall occur only after the member against whom the complaint was made, has been advised of the complaint and has been given reasonable opportunity for defense before a committee to be formed and convened only should the occasion arise. The Board of Trustees, at its sole discretion, may maintain or remove any such user's account from any of its projects upon such removal for cause which may also be for successive membership terms (i.e. numbers of years); such removal shall mean said individual shall not be allowed to contribute to any Wikimedia project until said time is completed. This removal process shall not be the same as the process of temporary (long or short term) suspension of member editing privileges on any *Wikimedia* project.

Section 4.4. SUSPENSION. Independent of the power of *Removal for Cause*, the Board of Trustees shall be empowered to order suspension of membership or the suspension of particular or specific user privileges at its sole discretion of any member upon receipt of a verified complaint of misconduct; such suspension shall be a short or long term temporary measure in connection with any mediation or arbitration procedure or procedures.

#### **ARTICLE IV: THE BOARD OF TRUSTEES**

Section 1. POWERS. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees to be comprised initially of five trustees. All trustees must be active (contributing or volunteer) or life members of the Foundation.

Section 2. SELECTION. The initial Trustees shall be elected by a majority vote of the Trustees and shall serve until their successors are elected and qualified. Selection shall be in the following manner:

Section 2.1. MEMBER REPRESENTATIVES. Within Ninety Days of the initial adoption of these Bylaws and then annually thereafter one Trustee shall be selected from the Contributing Active Membership by a vote of Contributing Active Members and the remaining trustee from the Volunteer Active Membership by vote of Contributing and Volunteer Active Members. The Board of Trustees shall determine the dates, rules and regulation of the voting procedures; they shall appoint two Inspectors of the Election from the active membership of the Foundation to oversee the election procedures who shall report and certify the results within thirty days of any vote. The deadline for the issuance of ballots to eligible members shall be no more than thirty days prior to any election date as set by the Board of Trustees.

Section 2.2. OTHER INITIAL TRUSTEES. The remaining initial Trustees shall be Jimmy Wales, Michael Davis and Tim Shell.

section. 2.3. REPLACEMENT OF BOARD MEMBERS. Should a Trustee resign, become incapacitated or otherwise be unable to serve the remaining Trustees shall appoint an interim representative if such Trustee was a Member Representative until such time as a new election can be held to fill such office at the next annual election. If not, the remaining Trustees may elect a replacement. In such case should there be a tie vote the Chair shall cast the deciding ballot.

Section 3. DELEGATION AND EXPENSES. 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 any committee of the Board. 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 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 three directors. 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 corporation.

## **ARTICLE V: OFFICERS AND DUTIES**

Section 1. COMPOSITION OF BOARD. The Board of Trustees shall elect from among its members a Chair, Vice Chair, Executive Secretary and Treasurer. These officers shall be elected for one year terms of office by majority vote of the Board and may be re-elected at the expiration of their term. Any officer may be removed at any time for cause or without cause by an affirmative vote of a majority of the whole Board of Trustees.

Section 2. CHAIR. The Chair shall be the chief elected officer of the corporation. It shall be the duty of the Chair to preside at all regular and special meetings of the corporation. The Chair shall have general supervision of the affairs of the corporation and shall make reports to the Board of Trustees and the members at regular and special meetings and other times as necessary to keep them informed of corporation activities. The Chair shall appoint committees, regular or special, as required from time to time except the Disciplinary Board which shall be appointed by vote of the whole Board of Trustees.

Section 3. 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 his duties. Other duties of the Vice Chair may be designated by the Board of Trustees or the Chair.

Section 4. EXECUTIVE SECRETARY. The Executive Secretary shall keep accurate records of all corporation 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 the seal of the corporation; receive monies for the corporation, issue checks on those monies, and keep and render as required true accounting thereof; 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 Executive Secretary shall make a fidelity bond with such surety and in such penalty as the Board of Trustees shall require, if any.

Section 5. TREASURER. The Treasurer shall review the financial operations of the organization and advise with the Executive Secretary on financial matters; 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.

#### **ARTICLE VI: AMENDMENTS**

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.

#### **ARTICLE VII: DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or members thereof or to the benefit of any private individual.

#### **ARTICLE VIII: DISTRIBUTION OF ASSETS**

Upon the dissolution or winding-up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation 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 XIX: MISCELLANEOUS**

Section 1. SEAL. The corporation seal shall be circular in form and shall contain the name of the corporation, 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 2. FISCAL YEAR AND REVIEW. The administrative and fiscal years of the corporation shall be January 1 - December 31 of each year. The accounts of the corporation shall be reviewed annually by a Certified Public Accountant.

Section 3. 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 member. Such notice may be waived in writing by the intended recipient.

Section 4. 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 5. RESERVE POWER. 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.

*Duly adopted in St. Petersburg Florida this \_\_\_\_\_ day of January 2003*

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Jimmy Wales, Trustee & Chair

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Michael Davis, Trustee

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Tim Shell, Trustee

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