

# **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 collaboration with a network of chapters, 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.

### **Section 2. Number, Tenure, and Qualification.**

The number of Trustees of the Foundation shall be at least seven (7). Each Trustee shall hold office until the next annual meeting of Trustees and until their successor shall have been elected and qualified, or until their earlier resignation, removal from office, or death.

### **Section 3. Selection.**

(A) The Board shall endeavor to include members with a diverse set of talents, experience, and competencies, and who will best fulfill the mission and needs of the Foundation.

(B) Persons appointed to the board shall serve for a term of one year, which may be renewed. Individuals shall be appointed by a majority vote of the full Board.

(C) Persons elected by the community shall be appointed for a term of two years. The Board of Trustees shall determine the dates, rules and regulation of the voting procedures. The Board shall determine who shall be qualified to vote in the election.

(D) The majority of the Board shall be elected or appointed from within the community.

(E) "Community" as used in the Bylaws, shall be defined by the Board, consistent with the mission

statement.

(F) The terms of the Trustees shall be staggered, so that the terms of fewer than one-half of the Trustees expire in each year.

#### **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. 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 ten (10) days before the meeting by written notice delivered personally, or by email, chat, or fax to each Trustee at his business address, unless in case of emergency, the chair of the Board of Trustees or the vice-chair of the Foundation 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. Any Trustee may waive notice of any meeting, before or after the meeting, as provided in these Bylaws.

(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 he votes against such action or 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 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 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 consent procedures described herein.

(g) Consent procedures

(1) Action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action receives the affirmative vote of the majority of the board members. The action must be evidenced by one or more written consents describing the action taken and affirmatively signed by the majority of the board members. Electronic signatures are acceptable. (2) Action taken under this section is effective when the action is affirmatively signed by a majority of the board members unless the consent specifies a different effective date. (3) A consent signed under this section 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 the majority of the board members 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 or articles of incorporation can not be made 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 of the board, to the vice-chair, or to the secretary of the Foundation. 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 elected to fill a vacancy shall hold office only until the next annual meeting of Trustees and until his successor shall be elected and qualified or until his earlier resignation, removal from office, or death.

## **Section 7. Replacement of Board Members.**

Should a Trustee resign, become incapacitated or otherwise be unable to serve, the remaining Trustees may appoint an interim representative.

## **Section 8. Removal.**

Any Trustee may be removed by a majority vote of the full membership of the Board.

## **Section 9. 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.

(b) Committees may include as committee members persons from the community and other professionals who are not Board members, 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 10. 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 11. Reserved Powers.**

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 its members a Chair and Vice Chair. The Board of Trustees shall also elect an Executive Secretary and Treasurer, who do not need to be trustees.

#### **(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) EXECUTIVE SECRETARY.**

The Executive Secretary 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.

#### **(d) 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; 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.

## **Section 2. Term.**

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.

## **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 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. 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, officer or members thereof or to the benefit of any private individual.

## **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 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**

The Foundation shall indemnify any Trustee or officer or any former Trustee or officer to the full extent permitted by law.

# **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 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.

## **SIGNATURES**

/s/ Florence Devouard, /s/ Tim Shell, /s/ Jimmy Wales, /s/ Erik Möller, /s/ Michael Davis.

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