

PROPOSED WIKIMEDIA NIGERIA BYLAWS

ARTICLE I - NAME

This organization shall be known as Wikimedia Nigeria. The registered agent and registered office will be determined by a resolution of the Board of Trustees. The main website of the organization shall be <http://www.wikimedianigeria.org>.

ARTICLE II - STATEMENT OF PURPOSE

The mission of Wikimedia Nigeria is to support and promote free access to knowledge, work with volunteers across the country, partner with governmental and non-governmental organisations, cultural and educational sectors and other mission aligned groups to make knowledge available for free access.

ARTICLE III - MEMBERSHIP

Membership shall be open to everyone at the cost of N 2000 year.

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 Wikimedia Nigeria shall be managed under the direction of the Board of Trustees either directly or through a written delegation of authority.

Section 2. Numbers, Tenure, and Qualification

The authorized number of Trustees of Wikimedia Nigeria shall be at least seven (7) and at most nine (9). Trustees are selected according to the process specified in Article IV, Section 3 below. Each Trustee shall hold office until the expiration of his or her term as specified in Article IV, Section 3 below, or until his or her earlier resignation, removal from office, or death. Trustees shall continue to serve on the board until their replacement is duly elected.

Section 3. Selection

- (A) Governance priorities. The Board will aim to be composed of Trustees with a diverse set of talents, experience, and competencies that will best fulfill the mission and needs of Wikimedia Nigeria. The Board and its Trustees are understood to act as fiduciaries with regard to Wikimedia Nigeria, and their duties include, but are not limited to, the fiduciary duty of care and the fiduciary duty of loyalty, as in Companies and Allied Matters Act, Cap C20, Laws of the Federal Republic of Nigeria (CAMA)
- (B) Governance definitions. "Members," as used in the Bylaws, shall be defined by the Board, consistent with the mission statement. "Club" as used in these Bylaws, shall be defined by the Board, consistent with the mission statement, and will function under the direct coordination of Wikimedia Nigeria to implement the mission statement. Clubs must have a formal agreement with Wikimedia Nigeria.
- (C) **Members-selected Trustees.** Three (3) Trustees will be selected from candidates approved through membership voting. This process will be held every three years according to a rotational schedule to fill open members-selected Trustee seats. The Board of Trustees shall determine the dates, rules and regulation of the voting procedures. The Board shall determine who is qualified to vote for community-selected Trustees. The Board will approve candidates who receive the most votes, subject to Article IV, Section 3(A), and other provisions of these Bylaws. In the event that a candidate is selected who does not meet the requirements of Article IV, Section 3(A) or other requirements of these Bylaws, or of applicable state or federal law, the Board will (i) not approve the selected candidate, (ii) declare a vacancy on the Board, and (iii) appoint the candidate receiving the next most votes to fill the resulting vacancy, subject to this Section 3 and to Article IV, Section 6 below. Members-selected Trustees must resign from any board, governance, or paid positions at Wikimedia Nigeria, and club for the duration of their terms as Trustees, but may continue to serve the community and clubs in informal or advisory capacities. Trustees selected in accordance with this Article 3(C) shall serve three-year terms and may continue to serve until their replacements are duly elected.
- (D) **Board-appointed Trustees.** As many as six Trustees may be appointed by the Board to non-member-selected, and club-selected positions, and the term of each such appointment shall not exceed three years. The appointment of Board-appointed Trustees shall be conducted consistent with the provisions of Article IV, Section 3(A) and with applicable state and federal law. Board-appointed Trustees must resign from any board, governance, or paid positions at the Wikimedia Nigeria, and clubs for the duration of their terms as Trustees, but may continue to serve the community and clubs in informal or advisory capacities. The Board may reappoint a Trustee appointed under this Section 3(D) for successive three-year terms. Trustees selected in accordance with this Article 3(D) may continue to serve until their replacements are duly elected.

Section 4. Meetings

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

(a) Special Meetings

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

(b) Notice

Notice of any special meeting shall be given at least two (2) days before the meeting by written notice specifying the date, time, and purposes of the meeting. Any Trustee may waive notice of any meeting, before or after the meeting, as provided in these Bylaws. Attendance of any Trustee at a meeting constitutes waiver of notice of such meeting, except when such Trustee attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

In case of emergency, the chair of the Board of Trustees or the vice-chair of the Board of Trustees shall prescribe a shorter notice to be given personally or by communicating to each Trustee at his or her email address, residence or business address in like manner.

(c) Manner of Acting

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

(d) Presumption of Assent

A Trustee of Wikimedia Nigeria 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. If a Trustee is absent, the Trustee may vote in support or against the action via email. A Trustee may abstain from voting on an action only if such abstention is on account of an asserted conflict of interest

(e) Presence at a Meeting

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

(f) Action Without a Meeting

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

Section 5. Resignations

Any Trustee of Wikimedia Nigeria may resign at any time by giving written notice to the Board of Trustees, through the Chair of the board. 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. Vacancy

Any vacancy occurring in the Board of Trustees, including any vacancy created by reason of an increase in the number of Trustees, may be filled by the affirmative vote of a majority of the remaining Trustees though less than a quorum of the Board of Trustees. A Trustee appointed to fill a vacancy shall serve as Trustee for the unexpired portion of the term for that position. Trustee appointed may continue serving until their replacements are duly elected

As permitted by the Act, the Board may continue doing business as a Board during the vacancy of any Trustee position.

Section 7. Removal

Any Trustee may be removed, with or without cause, by a majority vote of the Trustees then in office. Removal may be contested and appeal may be sent to the board of trustees within 72 hours of removal. The majority vote of the Trustees then in office on the appeal shall be final.

Section 8. Delegation and Expenses

(a) Any action required or permitted to be taken by the Board of Trustees under these Bylaws or any provision of law may be delegated by the Board to any committee of the Board.

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

(c) Trustees may not be compensated for their roles as Trustees. They may be allowed expenses, by resolution of the Board, for attending meetings, if necessary. No Trustee shall be employed or otherwise receive compensation from Wikimedia Nigeria 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. The process of voting shall be determined by all the trustees then in office. 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 Wikimedia Nigeria not inconsistent with these Bylaws.

ARTICLE V - OFFICERS AND DUTIES

Section 1. Number

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

(a) Chairs

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 officer of Wikimedia Nigeria thereunto authorized by the Board of Trustees, any deeds, 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 Wikimedia Nigeria, 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 Wikimedia Nigeria. The Executive Director has charge of the business and affairs of Wikimedia Nigeria, 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 Wikimedia Nigeria any contracts or other instruments that the Board of Trustees has authorized to be executed through a delegation of authority, which the Executive Director may further delegate in writing.

(e) Secretary

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

(f) Treasurer

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

(g) Club Coordinator

The club coordinator, a non-trustee officer position, is the coordinator of the club. The Coordinator shall be in charge of the business and affairs of the club, 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 in their club except in those instances in which responsibility is assigned to some other person by the Board of Trustees. The club coordinator may not execute on behalf of Wikimedia Nigeria any contracts or other instruments that the Board of Trustees has not authorized to be executed through a delegation of authority.

(h) Clubs

The clubs are independent groups founded by the Wikimedia Nigeria to support and promote the Wikimedia projects in specified tertiary institutions in Nigeria

Section 2. Term

The Trustee officers shall be elected for three 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. No persons shall serve on the Board for more than four (4) consecutive terms.

The non-trustee positions of Executive Director, Treasurer, and club coordinator 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 Wikimedia Nigeria 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. Resignation

Any elected or appointed officer of Wikimedia Nigeria may resign at any time by giving written notice to Wikimedia Nigeria 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 Wikimedia Nigeria is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any Trustee or officer thereof or to the benefit of any private individual other than compensation in a reasonable amount to its officers, employees, and contractors for services rendered.

Section 2. Distribution of Assets

Upon the dissolution or winding-up of Wikimedia Nigeria, its assets remaining after payment, or provision for payment, of all debts and liabilities of Wikimedia Nigeria shall be distributed to a nonprofit fund, or entity which is organized and operated exclusively for charitable purposes.

ARTICLE VII - CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts

The Chair on behalf of 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 Wikimedia Nigeria, 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 Wikimedia Nigeria, 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, Draft, Etc

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of Wikimedia Nigeria shall be signed by such officer or officers, agent or agents of Wikimedia Nigeria 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 Wikimedia Nigeria not otherwise employed shall be deposited from time to time to the credit of Wikimedia Nigeria in such banks, trust companies, or other depositories as the Board of Trustees may select.

ARTICLE VIII - INDEMNIFICATION

(A) The Wikimedia Nigeria shall, except as provided in or limited by Subparagraph (C), indemnify to the maximum extent permitted by law any person who was or is a party to any proceeding (other than an action by, or in the right of, Wikimedia Nigeria), by reason of the fact that he or she is or was a Trustee or officer of Wikimedia Nigeria. Expenses incurred by a Trustee or an officer in defending a civil or criminal proceeding may be paid by Wikimedia Nigeria 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 Wikimedia Nigeria.

(B) Wikimedia Nigeria may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, or agent of Wikimedia Nigeria, or who is or was serving at the request of Wikimedia Nigeria 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 Wikimedia Nigeria would have the power to indemnify him or her against such liability under Nigeria law.

(C) Wikimedia Nigeria'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 Wikimedia Nigeria 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.

In addition to the board resolution, changes to this bylaws by the board require support of the absolute majority of Wikimedia Nigeria's members. This bylaw defines "Absolute majority" as "2/3 of votes by active registered members of Wikimedia Nigeria". Members not active for at least 3 months before the proposed changes are not eligible to vote.

Section 2. Seal

Wikimedia Nigeria seal shall be circular in form and shall contain the name of Wikimedia Nigeria, the year of its creation and the words, "CORPORATE SEAL, FEDERAL REPUBLIC OF NIGERIA." 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 Wikimedia Nigeria shall be January 1 - December 31 of each year. The accounts of Wikimedia Nigeria shall be audited annually by a Certified Public Accountant. The accounts of Wikimedia Nigeria shall be reviewed quarterly by a Certified Public Accountant.

Section 4. Delivery of Notices

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

SIGNATURES