Wikipedia & Education User Group Bylaws

This is a draft. Once the document is final, it will be moved to Meta.

ARTICLE I - Mission, Vision & Objectives

Section 1. Mission Statement

Throughout the world, educators use Wikipedia and its sister projects as a teaching and learning tool. We are an international group that facilitates the work and supports the needs of the global community working with Wikimedia in education. We aim to enhance and scale local and global educational efforts, advocate for the use of Wikimedia projects in education, and elevate the narrative outside our movement.

Section 2. Vision Statement

We strive for a world where, through formal and informal education, every member of society will be able to know how to contribute to and learn from open knowledge.

Section 3. Objectives

Our organization has three main objectives:

- Through meetings, mentoring and networking, develop a **community** of Wiki-Educators.
- After identifying the needs of our community, create **resources** and infrastructure to scale up our work.
- By partnering and collaborating with others in the open knowledge ecosystem, spread the word through global **outreach**.

ARTICLE II - Members

Section 1. Membership

Membership will be open to all persons over the age of 14 years, who support the mission of the User Group and who are not banned under the Wikimedia Foundation's Global Ban Policy. Applicants who have been banned on a Wikimedia project will be evaluated on a case by case basis. To become a member, a potential member should fill out the membership form, and the Membership Admin will review the application.

Section 2. Meetings

A meeting of the membership will be held annually for the election of directors and the transaction of such other business as may properly come before the membership including the delivery by the Treasurer of an annual financial report as specified in Article V, Section 8. Special meetings of the membership may be held at any time upon the call of the Board of Directors or the President for the transaction of business as may properly come before the membership. Special meetings of the Members (a) may be called at any time by two-thirds of all of the members of the Board of Directors or by the President, and (b) must be called by the President or the Secretary at the written request of the holders of half of the members entitled to vote thereat.
Terms are 2 years and meetings serve for elections. Meetings => General Assemblies
annual reports
special meetings - when are they called?

Section 3. Notice

Notice of regular and special meetings will be through mailing list not less than ten (10) days before the date of the meeting. Notice of a special meeting must state the purpose or purposes for which the meeting is called.

Section 4. Quorum, Adjournment of Meetings

At all meetings of the members, the lesser of members entitled to cast (i) fifty (50) votes or (ii) one-fifth (20%) of the total number of votes entitled to be cast will be present in person to constitute a quorum for the transaction of business.

Change relative numbers to 10 people (absolute)

Section 5. Organization

The President will preside at all meetings of the members or, in the absence of the President, an acting President will be chosen by the Board of Directors. The Secretary of the UG will act as secretary at all meetings of the members, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 6. Voting

At any meeting of the members, each member will be entitled to one vote. Voting may take place either: (i) in person, (ii) via a conference call.

ARTICLE III - Board

Section 1. Powers and Number

The Board will have general power to control and manage the affairs of the Corporation in accordance with the purposes and limitations set forth in the Bylaw. The number of board members will be not less than 4 nor more than 7. The number of board members may be increased or decreased by amendment of these By-Laws; *provided* that any action of the directors to effect such increase or decrease will require the vote of a majority of the entire Board. No decrease will shorten the term of any incumbent director.

Section 2. Election and Term

The directors will be elected at the annual meeting of the members by a plurality vote of the membership, and each director will hold office until the second annual meeting after their election and the earliest of the election or appointment and qualification of such director's successor or such director's death, resignation, or removal. At the expiration of any term, any director may be reelected. *Add* 2 years of term

Section 3. Removal

A director may be removed with or without cause by a majority vote of the membership or by the vote of two- thirds of the Board of Directors, for such purpose "two-thirds" shall be two-thirds of the Board of Directors including the director who the Board of Directors is considering removing.

Section 4. Resignations

Any director may resign at any time by giving written notice to the President or Secretary. The resignation will take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of the resignation will not be necessary to make it effective.

Section 5. Meetings

Regular or annual meetings of the Board of Directors will be held at such times and places as may from time to time be fixed by the Board of Directors or as may be specified in a notice of meeting; provided however,that there shall be not less than one meeting of the Board of Directors in each calendar year. Special meetings of the Board of Directors may be held at any time upon the call of the President. Unless otherwise fixed by the Board of Directors, the annual meeting of the Board will be the first regular meeting to occur three months following the beginning of the Corporation's fiscal year. At the annual meeting, the Treasurer will deliver the financial reports as specified in Article V.

Section 6. Notice of Meetings

Notice need not be given of regular meetings of the Board if the time and place of such meetings are fixed by the Board of Directors. Notice of each special meeting of the Board of Directors must be given to each director not less than two days before such meeting. Notice may be in writing and addressed to each director at his or her address as it appears on the records of the Corporation. Notice may be given by telephone or sent by facsimile transmission, telegraph, courier service, electronic mail, first class mail or hand delivery.

Section 7. Place and Time of Meetings

Meetings of the Board of Directors can be held online or at the location suitable for all Board members, which is fixed by the Board or, in the case of a special meeting, by the person or persons calling the special meeting.

Section 8. Quorum

At each meeting of the Board one-third of members then in office will constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board, a majority of the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum is present.

Section 9. Conflicts Policy

In connection with all actions taken by the Board or a committee thereof with respect to (i) any contract or transaction between the user group and one or more of its board members or officers, (ii) any contract or transaction between the User group and any other organization, firm, association, or other entity in which one or more of the directors or officers of the Corporation are directors or officers or have a substantial financial interest, or (iii) any contract or transaction involving the Corporation which could result in a direct or indirect financial or personal benefit to a director or officer, each such interested director or officer of the Corporation shall:

(a) disclose to the Board of Directors or committee thereof the material facts as to such director's or officer's interest in such contract or transaction or as to any such common directorships, offices, or significant financial interest, and

(b) may participate in the information-gathering stage of the Board of Directors or committee's discussion but will retire from the room in which the Board of Directors or committee is meeting and will not participate in the final deliberation or vote on such contract or transaction.

The minutes of the meeting of the Board of Directors or committee thereof will reflect (a) that the conflict of interest was disclosed, (b) that the interested director or officer was not present during the

final discussion or vote of the Board of Directors or committee, and (c) that the interested individual abstained from voting.

Common or interested directors may be counted in determining the presence of a quorum at the meeting of the Board or of a committee which authorizes such contracts or transactions.

All questions as to whether a conflict of interest exists will be resolved by a vote of the Board of Directors in which the interested individual may not vote.

A conflict of interest disclosure statement will be furnished annually to the Board by each director and officer. The disclosure statements will be reviewed annually by the Board of Directors or by a committee thereof. In addition, each director and officer must report promptly to the Corporation any potential conflict of interest as and when it arises. This conflict of interest policy will apply to other employees and agents of the Corporation, as determined by resolution of the Board.

In determining whether to approve a contract or transaction in which a director or officer may have an interest, disinterested directors will take into account the restrictions regarding either self-dealing under Section 4941 of the Internal Revenue Code of 1986, as amended (the “Code”), in the case of an organization classified as a private foundation, or excess benefit transactions under Section 4958 of the Code, in the case of an organization classified as a public charity.

Section 10. Committees

(a) Standing Committees. The Board of Directors, by resolution adopted by a majority of the entire Board, may create one or more standing committees to have and exercise such power and authority as the Board of Directors will specify and as permitted by law. Each standing committee will consist of three (3) or more directors of the Corporation.

(b) Special Committees. The Board of Directors may create one or more special committees. Special committees will have only the powers specifically delegated to them by the Board of Directors. The members of special committees must be directors of the Corporation.

(c) Committees of the Corporation. The Board of Directors may create one or more committees other than standing or special committees, which will be committees of the Corporation to carry out such functions as the Board may specify and as permitted by law. The members of committees of the Corporation need not be exclusively directors of the Corporation.

(d) Operation of Committees. At each meeting of a committee, a majority of the members of the committee will be present to constitute a quorum. The vote of a majority of the members of a committee present at any meeting at which there is a quorum will be the act of the committee.

ARTICLE IV - Officers

Section 1. Officers

The officers of the Group may consist of a President, a Secretary, a Treasurer, and such other officers with such titles as the Board of Directors will determine, all of whom will be chosen by and will serve at the pleasure of the Board of Directors.

Section 2. Election, Term of Office, and Qualifications

The officers of the user group will be elected by the Board at the annual meeting of the Board, and each officer will hold office for a term of twenty-four (24) months or until the earlier of such officer's successor being chosen and qualified or such officer's death, resignation, or removal. Only Board members will be eligible for the office of President; it shall not be a requirement that any other officer be a director. One person may hold, and perform the duties of, more than one office, provided that an individual who serves as President may not also serve as Secretary. All officers will be subject to the supervision and direction of the Board.

Section 3. Removal

Any officer elected or appointed by the Board may be removed by the vote of a majority of the Board, either with or without cause.

Section 4. Resignations

Any officer may resign at any time by giving written notice to the President. The resignation will take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.

Section 5. Vacancies

A vacancy in any office arising from any cause will be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for regular appointment to such office.

Section 6. Chair

The Chair will preside at all meetings of the Board, except at such times that the Board is considering the removal of the Chair. In the Chair's absence, a person chosen by the directors will preside. The Chair will have and exercise general charge and supervision of the affairs of the Group and will do and perform such other duties as the Board may assign to the Chair.

Section 7. Secretary

The Secretary will act as Secretary of each meeting of the Board. In the absence of the Secretary, the presiding officer of the meeting will appoint a Secretary of the meeting. In addition, the Secretary will:

(a) record and keep the minutes of all meetings of the Board in text form either on a website or in books for that purpose;

(b) see that all notices and reports are duly given or filed pursuant to these By-Laws or as required by law;

(c) be custodian of the records (other than financial) and have charge of the seal of the Group and see that it is used upon all papers or documents whose execution on behalf of the Group under its seal is required by law or duly authorized pursuant to these By-Laws; and

(d) in general, perform all duties incident to the office of Secretary and such other duties as the Chair or the Board may from time to time assign to the Secretary.

Section 8. Treasurer

The Treasurer will:

(a) have charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all such funds in the name of the User Group in such depositories as will be designated by the Board;

Section 9. Membership Admin

ARTICLE V - Amendments

Section 1. By-Laws