

BY-LAWS
OF
Wiki Education Foundation
A Delaware Non-Stock, Non-Profit Corporation

Effective as of [●]

ARTICLE I
Identification and Offices

Section 1. NAME AND REGISTERED OFFICE. The name of the corporation is Wiki Education Foundation (the “Corporation”). The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, 19801. The name of its registered agent at that address is The Corporation Trust Company.

Section 2. OTHER OFFICES. The Corporation may also have other offices at such other places, both within and without the State of Delaware, as the board of directors of the Corporation (the “Board”) may from time to time determine or the business of the Corporation may require.

ARTICLE II
Purposes

Section 1. PURPOSES. The purposes of the Corporation as stated in the Certificate of Incorporation are the following:

- (a) The Corporation is organized and will be operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”).
- (b) The Corporation will support innovative uses of and content creation for Wikipedia and related projects in communities of teaching, learning and inquiry by encouraging collaboration among Wikipedia editors, educators, researchers and students. The Corporation will enhance information fluency, improve the breadth, scope, and quality of Wikimedia content and increase the number and diversity of contributors to the free knowledge movement.
- (c) Subject to the foregoing, the Corporation may engage in any lawful act or activity in furtherance of its stated educational purposes, or any other activities for which a charitable non-stock corporation may be organized under the General Corporation Law of Delaware (the “DGCL”).

Section 2. LIMITATIONS. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to members of the Board, or the Corporation's members or officers, or other private persons, 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 Section 1 hereof. No part of the activities of the Corporation will involve attempts to influence legislation by propaganda or otherwise, nor will the Corporation participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

ARTICLE III

Members

Section 1. ELECTION AND QUALIFICATION. The Corporation shall be a membership corporation. The members of the Corporation shall be those persons who serve from time to time as members of the Board of the Corporation (hereinafter, the "Members"). A Member shall automatically cease to be a Member at such time as he or she shall cease to be a member of the Board, without the necessity of any action by the Member or by the Corporation.

Section 2. VOTING. A vote on any matter by the Board also shall constitute a vote of the Members of the Corporation if such matter is required to be voted upon by the Members by law, the Corporation's Certificate of Incorporation, or these By-laws.

ARTICLE IV

The Board

Section 1. NUMBER, ELECTION. The number of directors shall not be less than seven (7) nor more than twelve (12). Directors shall be elected by a majority vote at the Board's annual meeting, or as soon thereafter as conveniently possible by the directors, each acting in their capacity as a Member. The Board shall elect a Chair of the Board ("Chair") at each annual meeting of the Board.

Section 2. ELECTION PROCESS AND TERM. The initial directors shall be those persons whose names and addresses are set forth in the Corporation's Certificate of Incorporation, and they shall hold office for a term of two (2) years and until his or her successor has been duly elected and qualified or until his or her earlier death, resignation, or removal.

- (a) **Governance Priorities.** The Board must consist of directors with a diverse set of talents, experience, and competencies that will best fulfill the mission and needs of the Corporation.
- (b) **Governance Definitions.** The “Wikimedia Foundation,” “Educator,” “Wikipedia Representative,” and “Groups Representative,” as used in the By-Laws, shall be defined by the Board, which definition shall include any qualifications the Board deems necessary and shall be consistent with the Governance Priorities.
- (c) **Wikimedia Foundation Appointee.** One (1) director shall be elected by the Members from candidates nominated by the Wikimedia Foundation (the “Foundation Appointee”). In the event that a Foundation Appointee is not elected by the Members for any reason, the Board will request that the Wikimedia Foundation select a new Foundation Appointee for consideration by the Members; provided, that any Board vacancy pending approval of a Foundation Appointee shall not prevent the Board from conducting the business of the Corporation or taking Board action.
- (d) **Educators.** Three (3) directors shall be elected by the Members from candidates that meet the Board’s definition of Educator. Educators shall be elected by the Members from candidates approved through Community Voting, as defined in paragraph (g) below.
- (e) **Wikipedia Representatives.** Three (3) directors shall be elected by the Members from candidates that meet the Board’s definition of Wikipedia Representative. Wikipedia Representatives shall be elected by the Members from candidates approved through Community Voting, as defined in paragraph (g) below.
- (f) **Groups Representative.** The Board may determine that one (1) director shall be elected by the Members from candidates that meet the Board’s definition of Groups Representative. If so determined, the Groups Representative shall be elected by the Members from candidates approved through Community Voting, as defined in paragraph (g) below.
- (g) **Community Voting.** Three (3) Educators, three (3) Wikipedia Representatives and, if determined by the Board, one (1) Groups Representative shall be elected by the Members from candidates approved through community voting (“Community Voting”), each a (“Community-Selected Director”). The Board, any committee thereof, or an Advisory Board established by the Board for the following purpose, may select the candidates to be elected through Community Voting, which candidates shall meet the definitions of the relevant type of Community-Selected Director pursuant to Article IV, Section 2

(“Committee-Selected Candidates”). The Board shall determine the dates, rules and procedures of the Community Voting process, including determining who is qualified to vote and, if a candidate is not a Committee-Selected Candidate, whether the candidate meets the definitions set forth in Article IV, Section 2(b). The Members shall approve candidates who receive the most votes, subject to Article IV, Section 2(a), and other provisions of these By-Laws. In the event that a candidate is selected who was not a Committee Selected Candidate and does not meet the requirements of these By-Laws, 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 that does meet such requirements to fill the resulting vacancy. Any Board vacancy pending approval of a Community-Selected Director shall not prevent the Board from conducting the business of the Corporation or taking Board action. The Board may establish separate and unique dates, rules and procedures of the Community Voting process for each type of Community-Selected Director: (i) Educators, (ii) Wikipedia Representatives, and, if applicable, (iii) Groups Representative.

(h) Board Appointed Directors. The Board may elect up to five (5) additional directors (“Other Directors”); provided, that if the Board has determined that a Groups Representative shall be elected, the Board may only elect up to four (4) Other Directors. The Board shall appoint the Other Directors based on skill needs, as determined by the Board.

Section 3. DUTIES AND POWERS. Subject to the limitations of the Certificate of Incorporation and other sections of these By-Laws, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board.

Section 4. COMMITTEES. The Board may from time to time appoint committees and may assign to such committees such advisory or other functions as it may deem advisable.

Section 5. MEETINGS. The annual meeting of the Board shall be held in [January] of each year, or as soon thereafter as is convenient as determined by the Chair, at such place as may be selected by the Chair, for the purpose of electing or appointing directors and officers for the ensuing year and for the transaction of such other business as may properly come before the meeting. Special meetings of the Board may be called at any time by the Chair and shall be called by the Chair at the request of any two directors. Special meetings may be held at such place and at such time as shall be specified in the notice of meeting. The Chair shall preside over meetings of the Board and the Secretary or another person chosen by the Chair shall act as Secretary of any meeting.

Section 6. NOTICE. Notice of the time and place of meetings of the Board shall be communicated to each director by telephone, electronic mail, facsimile transmission, or mail, or personally delivered to each director, charges prepaid, addressed to him or her at his or her address as shown by the records of the Corporation. If notice is mailed, it shall be deposited in the U.S. mail at least one (1) week prior to the date of the meeting. If notice is delivered personally or communicated by telephone, electronic mail, or facsimile, it shall be delivered or communicated at least three (3) business days prior to the date of the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-laws.

Section 7. QUORUM AND VOTE. At each meeting of the Board, or any committee thereof, one-half of the directors then in office will constitute a quorum for the transaction of business and, except as otherwise required by applicable law or these By-Laws, all matters shall be decided by the vote of a majority of the directors present and the act of such majority shall be the action of the Board. If a quorum is not present, those directors present at the time and place set for a meeting of the Board may take an adjournment from time to time, without further notice, until a quorum shall be present.

Section 8. PARTICIPATION BY TELEPHONE. Any one or more members of the Board or of a committee thereof may participate in a meeting of the Board or the committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 9. RESIGNATION. Any Director may resign at any time by giving electronic or other written notice to the Chair. A resignation need not be accepted by the Chair to be effective. A director may be removed, with or without cause, at an annual, regular, or special meeting of the Board by the affirmative vote of a majority of the directors then in office. The notice of any such annual, regular, or special meeting shall set forth the proposal to remove such director.

Section 10. VACANCIES. Subject to Section 2 in this Article IV, vacancies on the Board resulting from the death, resignation, or removal of a director or an increase in the authorized number of directors shall be filled by an affirmative vote of a majority of the entire Board. Vacancies on the Board of any Community-Selected Director must be filled by candidates that meet the definition of the type of Community-Selected Director(s) that vacated the Board (e.g., a vacancy created by the resignation of a director elected pursuant to Article IV, Section 2(d), must be filled by a candidate that qualifies as an Educator). Any director elected to fill a vacancy shall hold office until the expiration of the term of the director that created the vacancy and any director elected to fill a newly created directorship shall hold office until his or her successor has been elected and qualified pursuant to the next election of directors under Article IV.

Section 11. COMPENSATION. Directors shall not receive salaries for their services as directors, but by resolution of the Board, expenses of attendance, if any, may be paid to a director for each annual, regular, or special meeting of the Board that he or she attends. Nothing contained herein shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

Section 12. ACTION WITHOUT MEETING. Any action required by law or these By-Laws to be taken at a meeting of the Board or any committee of the Board may be taken without a meeting, if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action.

Section 13. 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 Corporation and one or more of its directors or officers, (ii) any contract or transaction between the Corporation and any other corporation, 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 or a 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) participate in the information-gathering stage of the Board or committee's discussion but will neither be present for nor participate in the final deliberation or vote on such contract or transaction.

The minutes of the meeting of the Board 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 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 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 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 the employees and agents of the Corporation, as determined by resolution of the Board.

ARTICLE V
Advisory Board

Section 1. ADVISORY BOARD. The Board may designate an advisory board (“Advisory Board”). Such Advisory Board will consist of persons who are interested in the purposes and principles of the Corporation. The Advisory Board and each member thereof will serve at the pleasure of the Board. Any vacancy in the Advisory Board may be filled and any member of the Advisory Board may be removed, either with or without cause, by the Board. The Advisory Board will advise the Board as to any matters designated by the Board. The Advisory Board will not have or purport to exercise any powers of the Board or act on behalf of the Corporation.

ARTICLE VI **Officers**

Section 1. ELECTION AND QUALIFICATION. At its annual meeting, or at any adjournment thereof, the Board shall elect a Secretary and a Treasurer. Any such office not filled at the annual meeting or adjournment thereof may be filled by the Board at any meeting. The Board may, at any meeting by resolution, elect and define the duties of such other officers as it may from time to time determine. All officers shall hold office at the pleasure of the Board or until their respective successors shall have been elected and shall have qualified.

Section 2. RESIGNATION AND REMOVAL. An officer may resign at any time by giving written notice to the Chair. The acceptance of such resignation, unless required by the terms thereof, shall not be required to make the resignation effective. Any officer may be removed by the vote of a majority of the Board, either with or without cause.

Section 3. VACANCIES. A vacancy in any office may be filled for the unexpired portion of the term by the Board at any meeting.

Section 4. CHAIR. The Chair shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation and over any of its officers and staff. The Chair may, under the direction of the Board, act for them as they deem appropriate and shall perform such other duties as shall be required by the Board.

Section 5. SECRETARY. The Secretary shall take and keep true minutes of all meetings of the Board or its committees or shall delegate such task to other attendees of such meetings. The Secretary shall notify directors of their election; shall, under the general direction of the Chair, prepare and present the business to be acted upon at meetings of the Board or its committees and shall in general perform all duties incident to the office of Secretary. In addition, the Secretary shall maintain the Corporation’s books and records and publish such materials, as determined by the Board, on such electronic platforms designated by the Board and perform such other duties as may be assigned by the Board or the Chair from time to time.

Section 6. TREASURER. The Treasurer shall in general perform all the duties incident to the office of Treasurer: the Treasurer shall have the custody of the funds and securities of the Corporation, shall be in charge of the disbursement of its money, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; shall exhibit such books of accounts and records at the office of the Corporation to any of the directors at any time upon request and shall render a detailed statement to the directors as often as they shall require it; shall deposit the funds of the Corporation in such banks or trust companies as may from time to time be designated by the Board, and shall deposit any securities of the Corporation with such banks or trust companies or in such vault or vaults as may from time to time be designated by the Board. The withdrawal of such funds or securities shall be made only on the signature or signatures of such one or more of the directors, officers or employees of the Corporation as may be designated from time to time by the Board for such purpose.

Section 7. COMPENSATION. Officers shall receive such salaries or other compensation as may be authorized by the Board or any compensation committee thereof. The officer whose compensation is being determined shall not participate in the discussions and deliberations of, and the voting on, his or her compensation.

ARTICLE VII

Staff

Section 1. EXECUTIVE DIRECTOR. The Board may employ an Executive Director who will be charged with the administrative and executive management of the affairs of the Corporation and such other powers and the performance of such other duties as the Board may delegate, subject to oversight by the Board.

Section 2. ADDITIONAL PERSONNEL. From time to time, the Board may employ such other staff personnel with such titles as the Board will determine according to available administrative funds and needs of the Corporation, and subject to approval by the Board

Section 3. COMPENSATION. The Board, or any compensation committee thereof, will establish reasonable compensation and benefits for the Executive Director. The Executive Director will not participate in the discussions and deliberations of, and the voting on, his or her compensation. The Board may from time to time establish the rate of compensation and benefits for the any additional staff personnel of the Corporation.

ARTICLE VIII

Execution of Instruments

Section 1. CONTRACTS AND INSTRUMENTS. The Board, subject to the provisions of this Article VII, may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or to execute and deliver any instrument in the name

of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances.

Section 2. DEPOSITS. Funds of the Corporation may be deposited from time to time to the credit of the Corporation with the depositories that are selected by the Board.

Section 3. ORDERS FOR THE PAYMENT OF MONEY AND ENDORSEMENT FOR DEPOSIT. All checks, drafts or other orders for the payment of money, notes, or acceptances issued in the name of the Corporation will be signed by the director or directors or officer or officers or agent or agents of the Corporation authorized, and in the manner determined, from time to time by resolution of the Board. Endorsements for deposit to the credit of the Corporation in any of its authorized depositories may be made, without countersignature, by any officer of the Corporation or may be made by hand-stamped impression in the name of the Corporation, unless otherwise provided by resolution of the Board.

ARTICLE IX **Miscellaneous**

Section 1. FISCAL YEAR. The fiscal year of the Corporation shall be fixed by the Board.

Section 2. BOOKS AND RECORDS. The Corporation shall keep correct and accurate minutes of the proceedings of the Board and committees having any of the authority for the Board. The Corporation shall also keep the original copy of these By-Laws, including all amendments and alterations there to date. Such books and records may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board.

Section 3. WAIVER. Whenever any notice is required to be given under the provisions of applicable law, or under the provisions of the Certificate of Incorporation or these By-Laws, a waiver thereof, in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the required notice. Attendance by a person at a meeting of the Board shall be deemed a waiver of notice of such meeting, unless such appearance is for the sole purpose of objecting to the meeting.

ARTICLE X **Amendments**

Section 1. AMENDMENTS. The Certificate of Incorporation and By-Laws of the Corporation may be amended, revised or repealed (i) at any meeting of the Board, by the affirmative vote of the majority of directors then in office, provided, however, that

written notice of the proposed amendment or repeal has been contained in the notice of the meeting; or (ii) by unanimous written consent of the Board.

ARTICLE XI
Indemnification and Insurance

Section 1. RIGHT TO INDEMNIFICATION. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity (an "Other Entity"), against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person in defending a Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article X, below, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized by the Board.

Section 2. PREPAYMENT OF EXPENSES. The Corporation shall pay the expenses (including attorneys' fees) reasonably incurred by a Covered Person in defending any Proceeding in advance of its final disposition; provided, however, that, to the extent required by applicable law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article XI or otherwise.

Section 3. CLAIMS. If a claim for indemnification or advancement of expenses under this Article X is not paid in full within thirty (30) days after a written claim therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

Section 4. NONEXCLUSIVITY OF RIGHTS. The rights conferred on any Covered Person by this Article X shall not be exclusive of any other rights that such Covered Person may have or hereafter acquire under any statute, provision of the Corporation's Certificate of Incorporation, these By-Laws, agreement, vote of disinterested directors or otherwise.

Section 5. OTHER SOURCES. The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of an Other Entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such Other Entity.

Section 6. INSURANCE. The Corporation may purchase and maintain insurance on behalf of any Covered Person against any liability asserted against such Covered Person, whether or not the Corporation would have the power to indemnify the Covered Person against that liability under the provisions of this Article or otherwise.

Section 7. AMENDMENT OR REPEAL. Any repeal or modification of the foregoing provisions of this Article X shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 8. BAD FAITH. No indemnification will be made to or on behalf of a Covered Person if such Covered Person is adjudged in the Proceeding to be liable for intentional misconduct or a knowing violation of law in the performance of his or her duties or for any transaction from which the Covered Person derived an improper personal benefit.

Section 9. OTHER INDEMNIFICATION AND PREPAYMENT OF EXPENSES. This Article X shall not limit the right of the Corporation, to the extent and in the manner permitted by applicable law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

ARTICLE XII

Dissolution

Section 1. DISSOLUTION. Upon the dissolution of the Corporation, any assets remaining after paying or providing for all debts and obligations of the Corporation shall be distributed to one or more organizations then exempt from federal income tax by reason of being described in Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, to be selected by the Corporation, subject to the restriction that no distribution will be made which would subject the Corporation or any of its members to any termination tax.