

# **The Bylaws of**

## **Ronin Institute for Independent Scholarship 2.0**

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### **ARTICLE I — NAME AND PURPOSE**

#### ***Section 1 — Name:***

The name of the organization shall be the Ronin Institute for Independent Scholarship (“RIIS”) 2.0. It shall be a nonprofit organization incorporated under the laws of the State of California.

#### ***Section 2 — IRC Section 501(c)(3) Purposes:***

RIIS is organized exclusively for charitable, scholarly, scientific, and educational purposes. The specific objectives and purposes are to support and facilitate the execution and dissemination of scholarly research in the public interest. RIIS offers scholars committed to truth and empathy an inclusive academic community to share ideas and grow intellectually, to improve and develop their capabilities, and to help scholars establish new contacts and collaborations. RIIS is a platform outside of traditional academia that invites marginalized scholars worldwide and those with unique perspectives to share their voices and address issues in their purview, fostering opportunities for unique academic insights. Scholars with a broad diversity of experiences can contribute to scientific research for public benefit within the environment of independent scholarship that RIIS provides.

#### ***Section 3: RIIS Values And Principles***

##### **Subsection 1. Values: Truth and Empathy**

Scholars (both Fellows and Associates) shall read and understand our Founding Values of truth and empathy and abide by the specific policies that flow from those values.

Scholars from all disciplines shall seek truths in pursuant to a better understanding of our world. Scholars pursue their research in the way that works best for them. We expect that scholars will be honest and thoughtful, both in scholarship and in their interactions with the community and world at large.

Empathy demands that one act in good faith and assume good faith from others. RIIS expects Fellows to interact in a spirit of kindness, generosity, and patience. We are a highly interdisciplinary and international community with Fellows who may have very different perspectives and backgrounds.

##### **Subsection 2. Nondiscrimination**

RIIS and its officers, Councilors, employees, and persons served by RIIS shall be selected in a non-discriminatory manner with respect to race, color, sex, language, religion, political or other opinion, national or social origin, property, birth or other status such as disability, age,

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marital and family status, sexual orientation and gender identity, health status, place of residence, and economic and social situation.

### **Subsection 3. Belonging**

RIIS and its Council are also committed to incorporating the values of our Belonging Policy in the governance and operations of this Institute. RIIS believes everyone has the right to work in a professional environment where their knowledge, skills, and abilities are the factors for their success. RIIS expects all Fellows to maintain standards of propriety, treat everyone professionally, and act without bias. RIIS has a zero-tolerance policy for sexual harassment. These values shall be adopted by the Fellows and Associates and be codified in a Belonging Policy adopted by the Council.

RIIS acknowledges the values expressed in the Belonging Policy as foundational principles of the Institute. RIIS seeks to expand the academic landscape by providing a heterogeneous body of scholars with equitable access to opportunities, resources, and support.

## **ARTICLE II — FELLOWSHIP**

### ***Section 1 — Definition***

A Fellow must fulfill membership requirements as outlined below and in the Policies and Procedures documentation. Someone who doesn't qualify as a Fellow may qualify as an Associate (see Article VI). Both Fellows and Associates are considered to be scholars affiliated with RIIS.

### ***Section 2 — Eligibility for Fellowship:***

Details are included in the Policies and Procedures to be considered for membership, an applicant must demonstrate academic achievement and scholarly commitment *equivalent* to at least one year of study at an accredited university. The determination of such equivalency shall be at the discretion of the **Affiliation Working Group** and, ultimately, the approval of the **Council**. Applications for affiliation shall be open to any scholar in pursuit of academic scholarship. All Fellows agree to follow the code of conduct and ethics. Fellowship is granted after the completion and receipt of a membership application, payment of annual dues, and recommendation to the Council by the Affiliation Working Group. The Council shall oversee the membership enrollment process.

### ***Section 3 — Annual dues:***

Dues may consist of a combination of an annual monetary fee and a number of volunteer hours, equitably determined by the Council (and may vary among Fellows based on means). Continued

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membership is contingent upon being up-to-date on membership dues. Procedures for determining dues will be defined within the Policies and Procedures document, with any changes approved by a vote of the membership. A copy of the current dues will be available on the website.

### ***Section 4 — Rights of Fellows:***

Fellowship shall entitle Fellows to (i) participate in the programs of the RIIS; (ii) have the right to vote on the election or removal of Councilors, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation, and to participate in any votes put to the membership by the Council; and (iii) to request RIIS to administer the Fellow's awards, grants and contracts.

### ***Section 5 — Resignation and Termination:***

#### **Subsection 5.1 Resignation:**

Any Fellow may resign by submitting a resignation via a process overseen by the secretary. Resignation shall not relieve a Fellow of any dues previously accrued.

#### **Subsection 5.2 Termination:**

Termination may occur as a result of failure to meet eligibility requirements, nonactivity, or conduct detrimental to the Institute's mission and values.

#### ***Grounds for Termination:***

##### **1. Inactivity:**

Fellows who do not maintain active participation as defined in RIIS's Bylaws and Policies and Procedures Documents may have their membership terminated. This includes failure to meet volunteer or dues obligations. Activity might include participation in various virtual gatherings, meetings, working groups, voting, and participation in discussions on online platforms or email.

##### **2. Ineligibility:**

If a Fellow no longer meets the qualifications for fellowship (as outlined in the eligibility criteria of the bylaws), their affiliation will be subject to termination.

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### **3. Violations of Conduct**

Fellowship or Associateship may be terminated based on the good faith determination by the Council at the recommendation of the Affiliation Working Group that a scholar has violated the Code of Conduct or engaged in behavior materially prejudicial to RIIS's interests.

The Policy and Procedures for termination shall govern a termination of membership or affiliation.

## **ARTICLE III — NOTICES**

All meeting Notices shall be sent out by the Secretary or their designate. Notice of Fellows' meetings shall be sent not less than 1) one month prior to the Annual Meeting, 2) two weeks prior to a Special Meeting, and 3) two weeks in advance of a Council meeting.

## **ARTICLE IV — MEETINGS OF FELLOWS**

### ***Section 1 — Annual meetings:***

A regular virtual meeting of the Fellows shall take place annually. The specific date, time, and virtual location of which will be designated by the Council. At the annual meeting, the Fellows shall elect Councilors and Officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

### ***Section 2 — Special meetings:***

1. The Council, the Chairman of the Council, or a petition signed by ten percent of voting Fellows may call a special business meeting for any purpose at any time consistent with the Policies and Procedures and applicable law.
2. The Councilor receiving the request shall cause Notice to be given promptly to the Fellows entitled to vote and the meeting will take place no later than 2 months after the request is made.
3. No business other than the business that was set forth in the Notice of the meeting may be transacted at a special meeting.

### ***Section 3 — Voting:***

All issues to be voted on shall be decided by a simple majority of those voting electronically within a 2-week window of the meeting in which the issues are discussed, provided at least 10% of the membership participates, except as otherwise stated in these bylaws. All Fellows shall be invited to vote, and those who do not vote within the 2-week window will be considered to have

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abstained from the vote. See the Policies and Procedures for criteria for what decisions need to be voted on and by what groups.

### ***Section 4 — Rules of Order:***

Should any question of procedure arise at any meeting of the Fellows, the Policies and Procedures shall govern, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

## **ARTICLE V — ELECTRONIC MEETINGS**

All Fellow, Council, and Working Group meetings shall be conducted through the use of Internet meeting services that support the meeting Policies and Procedures.

## **ARTICLE VI — NON-VOTING ASSOCIATES**

### ***Section 1 — Justification***

To allow scholars to be associated with the Institute who are not in a position to commit either time or money to membership, the Fellowship may admit non-voting Associates to use the Institute affiliation and participate in non-voting aspects of the community.

### ***Section 2 — Process and Role***

To become an Associate, an application must be filed similar to that for membership as Fellows. The requirements to be an Associate are the same as those of Fellows, except that Associates do not need to pay full dues. Associates are bound by the same code of conduct as Fellows.

Associates may attend but not vote nor participate in Council meetings and may attend but not vote at Fellowship meetings. However, they may attend and participate in working-group meetings, other meetings and seminars, and online forums.

### ***Section 3 — Resignation***

Any Associate may resign or have their association terminated by the same process as Fellows.

## **ARTICLE VII — GOVERNING BODY**

### ***Section 1 — Council role, size, and compensation:***

The Council is the governing body of the Institute. It is responsible for the execution of the overall policy and direction of the association and may delegate responsibility for day-to-day operations to staff and working groups. The Council shall have up to fifteen (15), but no fewer than six (6) Fellows.



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If the number of elected Councilors on the Council falls below the required minimum, the following procedures should be followed:

1. **Temporary Suspension of Certain Decisions:** If quorum requirements are not met due to the shortage of elected Councilors, no major decisions (such as bylaw amendments or financial commitments) may be made until the minimum number of Council members is restored.
2. **Emergency Appointment Process:** The remaining Council members may appoint interim members to fill vacancies until a formal election can be conducted. These appointments must be ratified by the Council through the established voting process.
3. **Special Election:** A special election must be called within 30 days to fill the vacant positions and restore the Council to its minimum required size.
4. **Escalation Procedures:** If the Council cannot be restored within the designated time frame, governance responsibilities may temporarily be transferred to an appointed working group or an advisory board until new Council members are elected.

The Council shall be empowered to appoint Officers with duties described in Section 6.

### ***Section 2 — Terms:***

Elected Councilors will serve for 36 months, with the term beginning at the annual meeting during or immediately following their election. At least one-third (1/3) of the Council (at least 2 Councilors) shall be renewed every 12 months (i.e. terms are staggered). Nominations for incoming Councilors shall take place within the twelve months prior to the upcoming annual meeting. Voting for nominated Councilors shall take place in the immediate 6 months prior to the upcoming annual meeting.

As Councilors may be re-elected, there is no term limit on serving as a Councilor.

### ***Section 3 — Qualifications and Election Procedures:***

Any Fellow may nominate another Fellow, who has been a Fellow for a minimum of a year or has played a leadership role in a comparable organization as deemed by the Council as a candidate to the slate of nominees for the Council. Nominees shall be of the age of majority in their home jurisdiction, such as state, province, or country of residence.

Nominations will be collected by a Volunteer Coordination Working Group, which will help ensure strong candidates for every Officer role, with an effort to nominate Fellows from diverse continents, fields of study, and demographics.

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### ***Section 4 — Council Elections:***

Councilors shall be elected by the Fellows following the Annual Meeting. Councilors will be elected by the Fellows as specified in the Policy on Elections.

Elections shall be held every year following the Fellowship Meeting. Public notice of the dates of election and designation of the location of online voting shall be given at least thirty (30) days and not more than forty-five (45) days prior to the date of elections.

The Volunteer Coordination Working Group shall issue a call for Councilor candidates at least 120 days ahead of the elections. The Volunteer Coordination Working Group shall interview candidates and develop a slate based on the representation considerations in the Belonging and Volunteer Coordination Policies and Procedures for Council review and approval.

Elections are by a majority vote of the Fellows on a slate presented by the Volunteer Coordination Working Group following approval by the Council. Additional candidates must be Fellows in good standing and may be nominated by any Fellow other than themselves no more than 30 days after the slate is announced. If such additional candidates are received, elections are conducted using the same voting methodology among the slate and any additional candidates, as specified in the Elections Policy.

For the first election, one-third of the Councilors shall hold office for 3 years, one-third for 2 years, and the remaining third for one year. If the total number of Councilors is not divisible by three, partition into thirds will be done approximately, allocating more persons to the shorter terms; for example, if the total number is 11, the partition shall be 4 persons for one year, 4 persons for two years and 3 persons for three years. Thereafter, each newly elected Councilor shall serve 3 years. Elections shall be by secret ballot and conducted online during the Fellowship Meeting using a secure voting platform with third-party authentication of results.

### ***Section 5 — Councilors and General Duties:***

Their general duties are as follows:

1. Perform any duties imposed on them collectively or individually by law, by the articles of incorporation, and by these bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the RIIS;
3. Supervise all officers, agents, and employees of the corporation to ensure that their duties are performed properly;

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4. Meet at such times and places as required by these bylaws; The Council shall meet regularly three times annually or approximately every 3 to 4 months.
5. Register their addresses with the secretary of the corporation, and notices of meetings emailed to them at such addresses shall be valid notices thereof.

### ***Section 6 — Councilor Roles and Specific Duties:***

There shall be at least four Officers on the Council, consisting of a Chair, Secretary, Treasurer, and Past Chair. Other Officers may be appointed by the Council as needed.

Officers are elected from among current Councilors by the Council every year and serve 1-year terms in their role but may be re-appointed by the Council. There is a 3-year term limit to serve as Chair. A Past Chair may serve another term as Chair after three (3) years of not serving as Chair.

In addition to the duties below, the Chair, Secretary, and Treasurer are each responsible for mentoring at least one (preferably two) newer Councilors (starting in the first year of their term) to be prepared to fulfill their respective Officer duties, such as in case of illness of the Officer or at the end of the Officer's term. There should never be only one Councilor with the knowledge or access to fulfill any Officer duty.

For the second Council and thereafter, each newly elected Councilor is responsible for serving as an apprentice in the first year of their term to one of the key Officers (the Chair, Secretary, or Treasurer), such that they can assist with that role and could assume that role if needed in the future. An apprentice does not automatically become an Officer when the position opens but rather needs to be elected as described in this section. No Councilor may hold more than one Officer role at a time.

#### **Subsection 6.1 Chair**

The Chair shall be responsible for convening regularly scheduled Council meetings and shall preside or arrange for another Councilor to preside at each meeting of the Council and at all meetings of the Fellows.

The Chair shall be the chief executive officer of the corporation in the event that professional staff, such as an Executive Director, is not hired for that role. The Chair shall oversee all duties incident to their office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the Council.

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### **Subsection 6.2 Secretary**

In general, The Secretary shall perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the articles of incorporation, other relevant sections of these bylaws, as well as relevant Policies and Procedures, or which may be assigned to them from time to time by the Council. The Secretary shall be responsible for Council meeting agendas and notes, for the archiving of these and other legal documents, and for managing the seal of the organization.

### **Subsection 6.3 Treasurer**

The Treasurer shall oversee all duties incident to their office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the Council in accordance with the Policies and Procedures. The Treasurer shall be the bookkeeper for the corporation in the event that professional staff is not hired for that role.

### **Subsection 6.4 Past Chair**

Past Chairs shall serve ex-officio from the end of their respective mandates for one additional year and may participate in all Council meetings during that year. Past Chairs are not elected for this position.

## ***Section 7 — Consensus Decision Making:***

Meetings shall follow the Consensus Decision-making Policy and the Policy on Meetings.

Every act or decision done or made by a consensus of the Councilors present at a meeting duly held at which a quorum is present is the act of the Council.

## ***Section 8 — Vacancies:***

If a vacancy on the Council occurs mid-term, but the total number of Councilors remains above 5, the vacancy will be filled at the next annual election. If the vacancy would reduce the number of Councilors below the minimum number, then the secretary must receive nominations for new officers. These nominations shall be voted upon at the next Fellow meeting if it will occur in less than four months, or at a special meeting to be called for the election within four months, whichever is earlier.

If there is a vacancy for an Officer position, the Council shall appoint a qualified Councilor to fill the Officer position as soon as feasible.

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### ***Section 9 — Resignation, Termination, and Absences:***

Resignation from the Council must be in writing and received by the Secretary. A Councilor shall be terminated from the Council due to more than two unexcused absences from Council meetings in a year. An excused absence shall be one approved by at least one other Councilor prior to the absence or by a majority of the Council after the absence. A Councilor may be removed for other reasons by the other Councilors acting by Consensus at a duly convened Council meeting, provided that written notice of the intention to consider removal of the Councilor has been included in the notice of the meeting. No Councilor shall be removed without having the opportunity to be heard at such a meeting, but no formal hearing procedure needs to be followed.

A Councilor may also be removed by a vote of the Fellows, following the Procedures for voting and communications, which results in a two-thirds or higher vote of no confidence.

### ***Section 10 — Compensation:***

Councilors are volunteers and may not be compensated for their services as Councilors but may be reimbursed for their reasonable out-of-pocket expenses incurred in connection with the performance of their duties as Councilors. Councilors may be compensated for their personal and professional services rendered to or on behalf of the RIIS if approved in advance by the Council and subject to compliance with RIIS's Conflict of Interest Policy.

### ***Section 11 — Non-liability of Councilors:***

The Councilors shall not be personally liable for the debts, liabilities, or other obligations of the corporation, as limited under the laws of the State of California.

### ***Section 12 — Indemnification by corporation of Councilors and officers:***

The Councilors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

### ***Section 13 — Insurance for corporate agents:***

Except as may be otherwise provided under provisions of law, the Council may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

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### **ARTICLE VIII — MEETINGS OF THE COUNCIL**

#### ***Section 1 — Regular meetings:***

The Council shall meet at least quarterly.

#### ***Section 2 — Special meetings:***

Special meetings may be called by the chair or a simple majority of Councilors.

#### ***Section 3 — Quorum:***

A quorum shall consist of at least two-thirds of the Council. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the Council at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

#### ***Section 4 — Conduct of Meetings:***

Meetings of the Council shall be presided over by the Chair of the Council, or, in their absence, by an Officer designated by a majority of the Councilors present at the meeting. The Secretary of the Council shall act as secretary of all meetings of the Council provided that, in their absence, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall follow the Policy on Meetings.

### **ARTICLE IX — WORKING GROUPS**

#### ***Section 1 — Types of Working Groups***

There will be several standing working groups. Initially, these will include Finance, Infrastructure, Affiliation, and Communication. Standing working groups are chaired or co-chaired by a Councilor.

The Council may create ad-hoc working groups and appoint their chairpersons as needed. Ad-hoc working groups must be chaired by a Fellow and include at least one Councilor.

#### ***Section 2 — Meetings and Action of Working Groups:***

The working group's role is to support the Council by providing expertise, ensuring efficient management of specific functions (outlined by each Working Group's mandate), and providing recommendations to the Council on major decisions needed, while the Council makes the final decisions and maintains overall oversight of the organization. See the Working Group Policy for details. Each WG will have a set of responsibilities outlined by the Council in its Policies and Procedures, and may perform these responsibilities without Council approval but must keep

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the Council apprised of activities via meeting notes or via the Council Fellow serving on the Working Group.

### ***Section 3 – Limitations on Working Groups' Authority***

Notwithstanding any provision to the contrary in these bylaws, no Working Group shall have the authority to:

1. Approve any action for which the California Nonprofit Corporation Law, the articles of incorporation, or these bylaws require approval by the governing body of the corporation.
2. Fill vacancies on the Council or in any Working Group or committee that has the authority of the Council.
3. Amend or repeal the bylaws or adopt new bylaws.
4. Amend or repeal any resolution of the Council which by its express terms is not so amendable or repealable.
5. Appoint additional Working Groups or other committees of the Council or the members thereof.
6. Expend corporate funds to support a nominee for Council after there are more people nominated for a Council seat than can be elected.
7. Approve any self-dealing transaction, except as provided in Section 5233(d)(3) of the California Nonprofit Corporation Law.

## **ARTICLE X — COMPENSATION APPROVAL POLICIES**

### ***Section 1 — Voting on Matters Pertaining to that Fellow's Compensation:***

A voting Fellow of the Council who is also a contractor of the RIIS is precluded from the decision-making process on matters pertaining to that Fellow's consultant fees.

The outcomes of such decisions will be made available to Fellows within a reasonable time.

### ***Section 2 — Approving Compensation:***

When approving compensation for employees, contractors, and any other compensation contract or arrangement, in addition to complying with the RIIS Conflict of Interest and other applicable policies and procedures, the Council or its designee shall also comply with the following additional requirements and procedures:

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### **Subsection 2.1 Terms of Compensation.**

The terms of compensation shall be approved by the Council prior to the first payment of compensation.

### **Subsection 2.2 Conflict of Interest.**

All members of the Council must not have a conflict of interest with respect to the compensation arrangements as specified in current US tax code regulations covering conflicts of interest.

### **Subsection 2.3 Foundation of Compensation.**

The Council shall obtain and rely upon appropriate data as defined by current US tax code regulations for compatibility prior to approving the terms of compensation.

### **Subsection 2.4 Recording of Compensation Terms.**

The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Council that approved the compensation according to the Accounting and Finance Policy and Procedure Manual.

## **ARTICLE XI — CONFLICT OF INTEREST POLICY**

All Fellows and Associates will abide by the Conflict of Interest Policy of RIIS.

## **ARTICLE XII — Councilor Responsibilities**

### ***Section 1 — Councilor Responsibilities:***

This Article acts as a foundational document for Council Fellows in addition to the RIIS Belonging and Code of Conduct Policy for all Fellows and Associates, outlining expectations regarding their behavior, decision-making, and interactions within the nonprofit organization requiring them to uphold the duty of care, the duty of loyalty, and the duty of obedience to RIIS. It serves as a guide to ensure ethical conduct, mutual respect, and professionalism throughout their tenure.

### ***Section 2 — Fiduciary Duties:***

Council Fellows have a fiduciary duty, meaning they are legally obligated to act in the best interest of the nonprofit organization. Policies related to fiduciary duties clarify expectations for financial stewardship, appropriate use of resources, and avoidance of personal gain at the expense of the organization.



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### ***Section 3 — Integrity and Transparency:***

RIIS policies emphasize the importance of acting with integrity, honesty, and transparency in all aspects of Council membership. They require Council members to maintain confidentiality when necessary, avoid misrepresentation or misleading statements, and ensure accurate reporting and disclosure practices. These principles are detailed in the policy on Integrity and Transparency

### ***Section 4 — Compliance and Legal Obligations:***

Nonprofit organizations in California are subject to various legal requirements and regulations. They must produce policies outlining the responsibilities of Council members to comply with applicable laws, including those related to employment, fundraising, financial reporting, taxes, and other relevant areas.

### ***Section 5 — Accountability and Evaluation:***

Policies may include provisions on regular evaluations of individual Council Fellow accountability, Council effectiveness and performance, and the organization as a whole. These evaluations help identify areas for improvement and ensure continuous learning and growth.

### ***Section 6 — Best Practices and Continuing Education:***

Policies related to best practices and continuing education encourage Council members to stay informed about nonprofit governance trends, relevant laws, and emerging practices. They may encourage participation in workshops, conferences, and training sessions to enhance the effectiveness of Councilors' contributions.

## **ARTICLE XIII — EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

### ***Section 1 — Execution of Instruments:***

The Council, except as otherwise provided in these bylaws, may by resolution, authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement to pledge its credit or to render it liable monetarily for any purpose or in any amount. Details will be outlined in the Policy Accounting and Finance.

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### **ARTICLE XIV — CORPORATE RECORDS, REPORTS, AND SEAL**

#### ***Section 1 — Maintenance of Corporate Records:***

In accordance with US tax code and corporate records requirements and applicable regulations, the corporation shall keep a secure website accessible to Fellows or, if otherwise restricted, accessible to authorized parties:

##### **Subsection 1. Financial Records**

The Treasurer shall ensure adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses, as outlined in the Accounting and Finance Policy and Procedure Manual.

##### **Subsection 2. Corporate Documents**

The Secretary shall ensure that a copy of the corporation's articles of incorporation and bylaws as amended to date is open to inspection by the Fellows and made available on a secured section of the RIIS website.

##### **Subsection 3. Meeting Records and Minutes**

The Secretary shall, in accordance with the provisions of these bylaws or as required by law, and as per the Policies and Procedures document:

1. Ensure that the minutes of all meetings of Councilors, Working Groups, and of all Annual or Special Meetings of Fellows are properly maintained.
2. Ensure that minutes of meetings, written consents approving action without a meeting, and any supporting documents are contemporaneously recorded in the corporate records.
3. See that all notices are duly given in accordance with the provisions of these bylaws and policies, or as required by law.
4. Make Council meeting summaries available on the RIIS website after approval by the Council.
5. Record of any votes taken in connection with the proceedings.
6. Act as custodian of:
  - a. The corporate records of this organization
  - b. An affiliate database containing the name of every Fellow and Associate, including termination dates for any memberships or affiliations that have ceased

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### **Subsection 4. Conflict of Interest Documentation**

The minutes of meetings of the Council and all working groups with Council-delegated powers shall contain:

1. The names of persons who disclosed or were found to have a financial interest or other possible conflict of interest
2. The nature of the possible conflict of interest
3. The Council's or working group's decision as to whether a conflict of interest existed

### **Subsection 5. Timeline Requirements**

1. Council resolutions should be made available to Fellows within 30 days after approval of the minutes.
2. Minutes must be submitted to the Council for review within 30 days of the meeting
3. The minutes must be reviewed and approved by the Council at the next meeting.

### **Subsection 6. Inspection Rights**

1. Every current Councilor shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.
2. Every current Fellow shall have the following inspection rights, for a purpose reasonably related to such person's interest as a Fellow. This includes the right to inspect at any reasonable time the books, records, or minutes of proceedings of the Fellows or of the Council or Working Groups of the Council, upon written demand on the secretary of the corporation by the Fellow, for a purpose reasonably related to such person's interests as a Fellow. Fellows shall have such other rights to inspect the books and records of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

## **ARTICLE XV — COMPLIANCE WITH IRC 501(C)(3) TAX EXEMPTION PROVISIONS**

### ***Section 1 — Limitations on Activities:***

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of

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the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### ***Section 2 — Prohibition Against Private Inurement:***

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its Fellows, Councilors or trustees, 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 of this corporation.

### ***Section 3 — Distribution of Assets:***

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, to a state or local government, or another nonprofit for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the state of California laws.

## **ARTICLE XVI — AMENDMENTS**

### ***Section 1 — Proposal Submission Requirements***

Amendments to these Bylaws may be proposed by: (a) at least two-thirds majority of the Council at a meeting duly held at which a quorum is present, or (b) a petition signed by not less than fifteen percent (15%) of the Fellows.

Proposed amendments must be submitted to the Secretary to be included on the agenda for the next regular Council meeting and must be sent to all Councilors with regular Council meeting materials at least [14] days prior to the meeting.

Any proposed amendment to these bylaws must be submitted in writing and should include:

1. The exact text of the existing bylaw section(s) to be amended
2. The exact text of the proposed amendment
3. A brief explanation of the purpose and effect of the proposed amendment

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4. The name(s) of the proposer(s)

### ***Section 2 — Review Process***

Prior to voting, all proposed amendments shall be reviewed by the Council, which shall provide a written recommendation to the Fellows regarding the proposed amendment's consistency with existing bylaws, compliance with applicable laws, and alignment with the organization's mission and values.

### ***Section 3 — Ratification Criteria***

To become effective, the amendment must receive affirmative votes of at least two-thirds (2/3) of the votes cast by Fellows, provided that not less than ten percent (10%) of the Fellows having voting power cast a ballot.

### ***Section 4 — Ratification Process***

Amendments approved by the Council shall be presented to the Fellows at the next Annual Meeting or Special Meeting called for such purpose and shall require ratification by 2/3 of Fellows where at least 10% of the Fellowship vote. For such a vote, as with any other vote of the Fellowship mandated by these Bylaws, the Secretary is required to electronically deliver to each Fellow in good standing a notice of the vote together with a ballot not less than forty-five (45) days before the deadline by which the vote is to be taken. Ratification will be conducted by electronic ballot, which will be open for voting for a two-week window after the meeting in which amendments were presented. For greater certainty, amendments to these Bylaws may be ratified without Council approval, provided the Ratification Criteria are adhered to and that the amendment does not conflict with California or federal law nor violate the RIIS Values and Principles.

### ***Section 5 — Emergency Amendments***

In case of emergency, the Council may amend these bylaws by a three-fourths majority vote without prior notice, provided that such amendments are temporary and shall expire after [90] days unless ratified through the standard amendment process described in Sections 1-5. In addition, such emergency amendments may not modify or impact the rights of Fellows or Affiliates.

### ***Section 6 — Notification and Record-Keeping***

Upon ratification of any amendment, the Secretary shall:

1. Update the official copy of the bylaws

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2. Publish the amended bylaws on the secure RIIS website within [7] days and notify all Fellows of the amendment via electronic communication
3. Maintain a record of all amendments, including dates of proposal, approval, and ratification

### ***Section 7 — Periodic Review***

The bylaws shall be reviewed in their entirety by the Governance Committee at least once every [2] years, with recommendations for updates or amendments presented to the Council as appropriate.

## **ARTICLE XVII — CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this non-profit corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter corporate charter, or other founding document of this corporation filed with an office of the State of California and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time or to corresponding provisions of any future federal tax code.

## **ARTICLE XVIII INDEMNIFICATION OF WORKING GROUP FELLOWS**

### ***Section 1 — Scope of Indemnification***

All Fellows of a Working Group or any other committee tasked with reviewing, recommending, or making decisions within the scope of their work as assigned by the Council (hereinafter referred to as "Working Group Fellows") shall be indemnified by the Ronin Institute for Independent Scholarship (RIIS) to the fullest extent provided by its insurance coverage and permitted by law.

### ***Section 2 — Good Faith Requirement***

Indemnification shall apply to any lawful action, decision, or omission made by Working Group Fellows in good faith, based on their reasonable belief that such actions were in the best interests of the Institute and in accordance with the policies, procedures, and bylaws of RIIS.

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### ***Section 3 — Limitations on Indemnification***

Indemnification shall not apply to:

1. Actions or decisions made with malicious intent or in violation of applicable laws.
2. Criminal proceedings or cases, in which a Working Group Fellow is found to have acted with willful misconduct or gross negligence by a court of competent jurisdiction.
3. Actions taken outside the scope of the Working Group's authority.
4. Any claim or legal proceeding in which a final judgment is rendered against the Working Group Fellow for breach of their duty of loyalty to the Institute or for improper personal benefit.

### ***Section 4 — Advancement of Expenses***

RIIS may, upon written request, advance any reasonable expenses incurred by a Working Group Fellow in connection with their participation in a termination proceeding, including legal defense costs, provided that the Working Group Fellow agrees to repay such amounts if it is later determined that the individual is not entitled to indemnification.

### ***Section 5 — Defense and Settlement***

In the event of any legal action or claim arising from the Fellowship termination process, the Council shall have the right to assume the defense of the case. Working Group Fellows may not settle any such legal action without the prior written approval of the Council.

### ***Section 6 — Exclusions***

Without intending to act as an exhaustive list, indemnification does not cover criminal proceedings or cases in which a Working Group Fellow is found to have acted unlawfully or fraudulently by a court of competent jurisdiction.

### ***Section 7 — Procedure for Indemnification***

Any Working Group Fellow seeking indemnification must notify the RIIS Council in writing as soon as they become aware of any claim, lawsuit, or proceeding related to their work. The Council will review and decide on the indemnification request, ensuring that it meets the requirements outlined in these Bylaws.

### ***Section 8 — Insurance Coverage***

RIIS shall maintain Councilors and Officers (D&O) liability insurance or similar coverage that includes protection for Working Group Fellows operating within the scope of their mandate from the Council.

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Adopted by the RIIS Fellowship this \_\_\_\_\_ day of \_\_\_\_\_, 2025.

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete, and accurate copy of the Bylaws adopted by the Fellowship.

_____	_____
Secretary	Date

<sup>1</sup> Bylaws Working Group

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<sup>1</sup> The initial bylaws of RIIS 2.0 were created by a core group of volunteers beginning in June, 2024. Using a combination of old Ronin Institute documents and new reference material such as Local Contexts they created a new set of bylaws with a focus on correcting the perceived flaws in the previous organization. Founding principles include inclusivity, academic freedom, and accountability. The project was a collective community based effort and the core members of the bylaws working group included Ruth Duerr, Jovita De Loatch, Elena Fujiwara, Rami Saydjari and Carolyn Seaflon. Additional contributors included Allan Tameshtit, Keith Tse, Herbert Bernstein, Arika Virapongse, Alex Lancaster, Laure Haak.