

# Ronin By-Laws Team Meeting

**14 October 2024 / 5:00 PM Mountain Time / 6:00 PM Central Time / 7:00pm Eastern Time**

Zoom link: <https://cuboulder.zoom.us/j/99539717727>

## Attendees

Ruth Duerr (late), Rami Saydjari, Jovita De Loatch, Elena Fujiwara, Carolyn Sealfon (late), Rebecca Koskela, Keith Tse, Allan Tamshift (left early), Nick Jackson

### Agenda:

- Summary from Allan on the findings of the legal group
  - Pointless for general Ronin to go after Board
  - Reasonable to incorporate as Ronin in another state
- Update from Jovita
  - CS proposes adding info about incorporating in other states to Rami's survey e.g. issue of virtual office for Colorado, etc.
    - Virtual office only supported in California, not in Colorado
    - Robust regulation around grant support which we want in California
    - Delaware has weak regulation which we don't want
      - Regulation sets benchmarks and supervision, which will help us stay on top of things
- Began review of Laure Haak's comments on draft bylaws
- Next meeting: next Tuesday at the same time

**1 October 2024 / 5:00 PM Mountain Time / 6:00 PM Central Time /**

Zoom link: <https://cuboulder.zoom.us/j/99539717727>

## Attendees

Ruth Duerr, Rami Sahdjari, Jovita De Loatch, Elena Fujiwara, Carolyn Sealfon

### Agenda:

- Jovita by-laws review summary
  - Had one-hour meeting
  - Answered all our questions, gave detailed template for whistleblower protection, requirements for nonprofits that grow large
  - Reference for advocacy from group in Boulder
  - Measuring lobbying activity

- Doing research on a particular bill, e.g. for a politician's office, is not lobbying
  - Endorsing a measure or a candidate is lobbying
- Choice of which state to host
  - Can start new org with same name in another state
    - Ruth did incorporate a Ronin in Colorado when she got a grant
  - This group can help us incorporate etc.
- [NONPROFIT INTEGRITY ACT OF 2004](#)
- Is it time to invite Laure to review?
  - Yes!
- Next steps
  - Jovita will upload feedback and documents in [shared folder](#)
    - Look into difference in incorporating in California and Colorado
  - Ruth will look into previous Colorado incorporation
    - At least 4 other Ronin in Colorado, including Arika
  - Ruth will ask Laure to review bylaws
  - All of us: Review Rami's draft survey and edit
    - After survey is ready, ask Keith to distribute to all Ronin-related channels
    - Include question: don't have time to answer this now, but interested in the future
  - Start drafting policies
    - Later on: Put bylaws and policies on GitHub, like ESIP
    - Jovita: DEI, HR and Whistleblower policy
    - Rami: IT policy
  - Next meeting: Monday Oct. 14, 2024 - same time, same zoom link

**12 September 2024 / 5:00 PM Mountain Time / 6:00 PM Central Time /**

Zoom link: <https://cuboulder.zoom.us/j/99539717727>

## Attendees

Ruth Duerr, Rami Sahdjari, Jovita De Loatch, Elena Fujiwara, Carolyn Sealfon

## Agenda:

- Jovita and by-laws review
  - Sept. 27 10am PT meeting with clinic to review bylaws
  - Share any questions with Jovita so she can ask them
    - Should this be a resurrection of the old Ronin or a new institute? What would legally make sense?

- Can a “principal office” be virtual?
  -
- Founding values of Ronin:
  - <https://web.archive.org/web/20240406225508/https://ronininstitute.org/founding-values/>
- Invite Laure to look at bylaws after lawyer reviews them

## 3 September 2024 / 5:00 PM Mountain Time / 6:00 PM Central Time /

Zoom link: <https://cuboulder.zoom.us/j/99539717727>

## Attendees

Ruth Duerr, Rami Sahdjari, Jovita De Loatch, Elena Fujiwara, Carolyn Sealfon, Nick Jackson

## Agenda:

- Jovita and by-laws review
  - Conflicts coach available in San Francisco - what is happening with Allen and his lawyer
  - By-laws review likely in 3rd week of September
- Question about what the legal group is doing with what they want to
- Discuss [draft revisions](#)
  - Each sign up for a section
    - Carolyn: Article 12 & 15
  - Consider: How could a board who is overwhelmed mis-apply these rules?
  - Perhaps ask Jon where documents for procedures for grants are (or look for these documents)
    - The Audit called for the creation of a number of procedures to be documented regarding:
      - Accounting and financial reporting.
      - Human resources/personnel
      - Procurement/purchasing, including the use of credit cards.
      - Grants management.
      - Information Technology (IT), including backup and disaster recovery, user set-up and termination, physical and logical security, and cybersecurity
    - [Audit link on Pro Publica](#)

## 27 August 2024 / 5:00 PM Mountain Time / 6:00 PM Central Time /

Zoom link: <https://cuboulder.zoom.us/j/99539717727>

### Attendees

Ruth Duerr, Rami Sahdjari, Jovit De Loatch, Elena Fujiwara, Veso

#### Agenda:

- Jovita and Taproot - possible projects Taproot have done in the past:
  - Mission and vision statement crafting - would add social impact
  - Help to strengthen financial management
  - Seek to develop or improve organizational chart - staff vs officers, etc.
  - Conduct a comprehensive HR assessment
  - Can help with recruiting
  - Identification of stakeholders - who is our audience and who might fund us
  - Can set up bookkeeping systems and software
- Discuss [draft revisions](#) - Started working on language for the roles of board members. Ruth - will draft language about a Ronin annual report and what the president, treasurer, and secretary provide for it. Will also work on role of treasurer/treasurer-elect.
- Next meeting will be Tuesday Sept. 3 at 5pm Mountain Time (same zoom link)

## 19 August 2024 / 5:00 PM Mountain Time / 6:00 PM Central Time /

### Attendees

Ruth Duerr, Elena Fujiwara, Carolyn Sealfon, Rami Saydjari, Jovita,

#### Agenda:

- Elena - taproot status; would like review of her proposal to the taproot folks - will send a draft out to the list at some point and will place it in our google drive
- Discuss [draft revisions](#) - we added a new section V for affiliates who can afford either the time or money to become a voting member; but who wish to be affiliated (use the name, have email, contribute to forums, etc.). We also start discussing the composition of the Board and how that might eventually end up changing over time as Ronin grows and starts having significant revenue.
- Next meeting will be Tuesday August 27 at 5pm Mountain Time (same zoom link)

## 29 July 2024 / 5:00 PM Mountain Time / 6:00 PM Central Time /

Zoom link: <https://cuboulder.zoom.us/j/99539717727>

### Attendees

Ruth Duerr, Elena Fujiwara, Carolyn Sealfon, Rebecca Koskela, Jovita, atam (first 24 minutes), Rami Saydjari

### Agenda:

- Jovita - found wording for electronic voting from Robert's rules - looking for simpler language
- Elena - help with bylaws from TapRoot
- Discuss [draft revisions](#) - Several comments on the sections reviewed in July had come in. Those comments were dealt with today. There are several bits in Articles III and IV where text from ESIP or other organizations needs to be folded in - the text is there, modifications have been discussed, but integration hasn't yet occurred.
- Homework for next time - Consider what Board structure, etc. is needed (President, Secretary, Treasurer, 3-yr terms, etc.) and how that would work. Come up with wording to match and propose in document comments.
- Next meeting will be Monday August 19th at 5 pm Mountain Time (same Zoom link)

## 18 July 2024 / 5:00 PM Mountain Time / 6:00 PM Central Time /

Zoom link: <https://cuboulder.zoom.us/j/93755291983>

### Attendees

Ruth Duerr, Carolyn Sealfon, Elena Fujiwara, Rami Saydjari, Tom Buckholtz, Jorrit Poelen (joined late), Jovita De Loatch

### Agenda:

Discuss [draft revisions](#) - made numerous revisions to the draft document created by Jovita (see link). We worked our way down to the middle of Article IV.

Please review your previous homework in light of this draft, what additions/changes need to be made?

Next meeting will be Monday July 29 th at 5 pm Mountain Time

## 21 June 2024 / 5:00 PM Mountain Time / 6:00 PM Central Time /

Join Zoom Meeting

<https://cuboulder.zoom.us/j/93755291983> - note the link change....

Meeting ID: 991 9608 1439

## Attendees

Ruth Duerr, Tom Buckholtz, Jovita De Loatch, Keith Tse, Rami Saydjari, Rebecca Koskela, Carolyn Sealfon, Elena Fujiwara, Nick Jackson,

## Agenda

- Any new additions to the group? (Keith Tse -- great to have him here)
- Pro bono lawyer status - Elena has been working on this - has signed up with an organization (taprootplus)
 

Jovita has a name in NJ also - need to have standing to proceed (probono.org)

Would also like to know more about what is needed for grant management & what happened
- By-laws hosting discussion
  - Requirements
    - No login to comment or request changes
    - Login to update anything
    - Must record a log of changes over time (i.e., provenance), including by whom
    - Must be able to release an official version and maintain a history of releases (i.e., version control)
    - What about disagreements? A process would address this (ie needs to be able to support a process)
  - Options
    - Google docs?
    - GitHub?
    - Loomio? - Too expensive
    - Google Docs + Github + Software Heritage Library = tracking/version Google Docs with archive on <https://softwareheritage.org> (example: <https://github.com/jhpoelen/ronin> .
    - Google Docs + Github + Internet archive + Zenodo
  - Initial position is to start with Google Docs ( Rebecca will move to GitHub and Ruth to go with Zenodo)
  - Motion is carried to above the above bullet

- What do other relevant by-laws look like (everyone volunteers to investigate one on the [By-Laws list](#) and report back to the group at an upcoming meeting)
  - How about dividing up the various sections of the by-laws? After we figure out what the sections need to be.
  - Critical gap in current by-laws is the role of members
  - Status of what was learned by other by-law examples
    - Neuromatch example from Nick - separate financial from community organization - emphasis on members; ex, changing the Board or removing scholars would require a meeting of the membership
    - What are the other structures beyond the Board and members? Volunteers? Affiliates?
    - Democracy
    - How to deal with the membership issue? What is the legal definition of “member”?
    - US vs international scholars & how to deal with this in a transparent and equitable way
    - Dues could also be covered by volunteer activities instead of just money
  - Suggestion of letting Dana know that Ruth is willing to become a Board member - it probably needs to come from someone Dana knows - Tom will meet with Ruth tomorrow afternoon (6/22)
- Next meeting? Will be a 90 minute meeting rather than 60 meeting - every other week - would Thursdays work - still have problems for some - will need dates as well as days - Thursdays at 5pm MDT? **18 July 5pm MDT is the next meeting**
- Send email to Ruth to let her know that you're willing to talk about your contribution re: by-laws next time

**07 June 2024 / 5:00 PM Mountain Time / 6:00 PM Central Time /**  
**Zoom <https://cuboulder.zoom.us/j/99196081439>**

### **Attendees**

Ruth Duerr, Jorrit Poelen, Elena Fujiwara, Jovita De Loatch, Anne Thessen, Carolyn Sealfon, Rebecca Koskela, Rami Saydjari, Nick J,

### **Regrets**

Daniel Mietchen, Paola Di Maio (sent regrets via email to G group)

### **Agenda**

- Meet and greet

- By-laws hosting discussion
  - Requirements
    - No login to comment or request changes
    - Login to update anything
    - Must record a log of changes over time (i.e., provenance), including by whom
    - Must be able to release an official version and maintain a history of releases (i.e., version control)
    - ???
  - Options
    - Google docs?
    - GitHub?
    - Loomio? - Too expensive
    - Google Docs + Github + Software Heritage Library = tracking/version  
Google Docs with archive on <https://softwareheritage.org> (example: <https://github.com/jhpoelen/ronin> .
- What do other relevant by-laws look like (everyone volunteers to investigate one on the [By-Laws list](#) and report back to the group next time)
- Next meeting?

## Notes

- Jovita: study the law, film company, nonprofit, film and tv audits; joined 2015; use intelligent language models to understand how the law is used
- Really only got through agenda item #1 in the hour we had; we had a brief discussion of the homework for item #3 and skipped item #2 completely and still ran over our hour!

## Action Items

1. All - pick some organization or group to investigate for by-laws impact/ideas for Ronin (see [By-Laws list](#)) to report out at the next meeting