

Ronin By-Laws Team Meeting

[Final] 2 May 2025 / 5:00 PM Mountain Time / 6:00 PM Central Time / 7:00 pm Eastern Time

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

Attendees :

Ruth Duerr, Jorrit Poelen, Alan T, Alex Lancaster, Elaine Fujiwara, Herbert Bernstein, Keith Tse (late)

Agenda:

- Namecheap transfer complete
- Town hall planning discussion, date TBD
- Final by-laws group meeting, new meetings will be meetings of the Interim Council of the RIIS

22 April 2025 / 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, Rami Saydjari, Herbert J Bernstein, J De Loatch, Carolyn Sealfon, Arika Virapongse, Alex Lancaster, Allan Tameshtit

Agenda:

- NameCheap issue - They need something signed from Jon to transfer the name before the Status?
- Google Groups problems - negative members.
 - ? Create a new Google Group for Ronin 2.0 and invite interested members without a history of counterproductive posts that violate Truth and Empathy core values, banning those who violate it. <https://groups.google.com/g/ronin-2-0>
 - Agreed! After we have an onboarding group of initial members we will set up a closed group
 - So NOT YET.
 - These folks will need to read and sign off on the Belonging Policy (as will we all)
 - Post a fact-only update on the current Group thread regarding incorporation status and domain transfer status

- Do so after we launch!
 - Ask Keith to send updates as needed
- Northwestern registered agent - (Rami) - done
 - Northwest Registered Agent, Inc. (#C3184722)
 - Address: 2108 N ST STE N
 - Sacramento, CA 95816
 - Can guide us to apply for an EIN
 - Need to file for incorporation with California Sec of State
 - Rami will volunteer! Allan volunteers to help!
 - Then apply for EIN and send group the results
- Jovita's update on Belonging Policy - Suggested edits
 - Add agreement to Fellowship form
 -  Belonging Policy 2025
 -  OLD RIIS Belonging Policy
 -  Code of Conduct_Full draft.docx
 -  Code of Conduct 2025
- Insurance -
 - See Alain's email (nonprofit insurance crisis)
 - Some companies are hinky about calling us a research institute
 - Others want the 501-3C first before getting insurance
 - Others want a year of financials first
 - Status? Ruth needs to provide Althea Jacques-Ireland (Laure's suggestion) with additional information re by-laws and officers' names

17 April 2025 / 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, Rami Saydjari, J De Loatch, Herbert Bernstein, Elena Fujiwara, Daniel Mietchen, Allan Tameshtit

Agenda:

- NameCheap issue - They need something signed from Jon to transfer the name before
- By-laws review - Look good, renamed to Final 2025 Bylaws of Ronin Institute for Independent Scholarship 2.0
- Northwestern registered agent - need to incorporate through them, ditto re email (Rami)
- Insurance -
 - Some companies are hinky about calling us a research institute
 - Others want the 501-3C first before getting insurance
 - Others want a year of financials first

- Ruth needs to provide Althea Jacques-Ireland (Laure's suggestion) with additional information re by-laws and officer's name
- Jovita to ask Michael for a recommendation

1 April 2025 / 5:00 PM Mountain Time / 6:00 PM Central Time / 7:00pm Eastern Time

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

Attendees :

Rami Saydjari, Ruth Duerr, Elena Fujiwara, Alex Lancaster, Allan T, Carolyn Sealton

Agenda:

- By-laws are done except for the two sections Jovita asked Michael about
 - He hasn't answered yet but should cc Elena on those answers
- Bank account (waiting on Michael's answers):
 - Ruth, Jovita, Alex
 - They support most things, including e-transfers
 - Might be able to do next week?
- International way to collect dues from new Fellows?
 - <https://github.com/anitwek/alternatives-to-us?tab=readme-ov-file#more-eu-based-alternatives--resources> for those who don't want to use US services
- Insurance (D&O)
 - Ruth will reach out to Laure's contact - done (email sent to Laure for contact info) but Alex had it:
 - Althea Jacques-Ireland, DBA NoBe Insurance Services, President
 - 240-556-2250
 - althea@nobeinsurance.com
 - www.nobeinsurance.com
 - 11504 Luxmanor Road, North Bethesda, MD 20852
 - Allan got quote of ~\$2000 from a firm in California, with 0 employees
 - Rami got a lower estimate of around \$730 in California: for no employees via the NIA website: [How Much Does Nonprofit Insurance Cost?](#) But they require 501c3 status up front. Rami will look for another source that does not require this.
 - Ruth, Rami, Elena, and Alain each will get a quote for D&O
- Alex will look into costs for Processing Agent
 - Rami found [\\$20/mo for unlimited forwarding](#) (scan and forward)
 - [California Mail Forwarding Service | Northwest Registered Agent](#) (\$20/month on top of the \$125/yr for the "standard" state-only mail scan-and-forwarding)
- Ruth will look into getting a WISE account for international transfers
- Alternative to Youtube: <https://joinpeertube.org/>

25 March 2025 / 5:00 PM Mountain Time / 6:00 PM Central Time / 7:00pm Eastern Time

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

Attendees :

Rami Saydjari, Ruth Duerr, Elena Fujiwara, Alex Lancaster, Jovita De Loatch, Herbert Bernstein, Allan T, Carolyn Sealfon, Keith Tse (joined late)

Agenda:

- Officer positions for the interim Board:
 - Treasurer: Ruth Duerr / Alex Lancaster
 - Interim President: Carolyn Sealfon / Jovita De Loatch
 - Secretary: Rami Saydjari / Elena F (Assistant)
- What does the interim board need to do?
 - Elections!
 - Finish DRAFT policies
- By-laws are done (with minor formatting still needed) - approved by vote of the interim Councilors (Board Members)
- Bank account:
 - Ruth, Jovita, Alex
- Insurance (D&O)
 - Ruth will reach out to Laure's contact
 - Allan got quote of ~\$2000 from a firm in California, with 0 employees
 - Rami got a lower estimate of around \$730 in California: for no employees via the NIA website: [How Much Does Nonprofit Insurance Cost?](#)
- Infrastructure:
 - roninstitute.com is live

18 March 2025 / 5:00 PM Mountain Time / 6:00 PM Central Time / 7:00pm Eastern Time

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

Attendees :

Rami Saydjari, Ruth Duerr (left early), Elena Fujiwara, Alex Lancaster, Carolyn Sealfon (left at 8pm), Jovita De Loatch, Herbert Bernstein, Allan T, Jorrit (joined late, left a few minutes early), Nick J. (joined late)

Agenda:

- Any comments from the lawyer? (Jovita)
 - Need to distinguish more clearly between what Council does and what the WG do
 - Lawyer used old version (pre March 11 changes from LH comments)
 - Alex/Jorrit will merge changes from LH suggestions into current Draft Bylaws
 - LH Version with changes from March 11
 - [MARCH 2025 DRAFT Bylaws_LH](#)
 - **MAKE THIS THE PRIMARY VERSION:** Version last edited March 4
 - [CURRENT MARCH 2025 DRAFT Bylaws of Ronin Institute for...](#)
 - Jovita has added comments here
 - Jorrit made a versioned copy of draft_bylaws_haak and draft_bylaws at <https://github.com/ronininstitute/docs> to be merged later.
 - Want to make clear that all Fellows can vote
 - We are a membership-based nonprofit
 - Clarify who is making what decisions and who has responsibility for what
 - What is the order of making decisions
 - How much of the WG activity is covered by indemnification?
 - Move terms for termination of Fellows from policies to bylaws?
 - Rami will take a stab at this
 - Current status:
 - Lawyer: Jovita says that lawyer is OK with everything but the specific issues mentioned
 - Need to update the items that the lawyer did identify
- Need to finish bylaws and choose officers before we can open a bank account
- We have the RoninInstitute.org domain as of this morning! (Alex)
 - Will change to new server in stages
 - Mail server will be new
 - Cutting off access to old email server will be gradual to make sure no one still needs it
- Budget
 - Have about 30 people who have offered to join with the \$100 dues (Allan reported)
 - Discussed costs of incorporation, question about cost of indemnification
 - Northwest Registered Agent will be our process agent
 - Find out the cost of a receiving mailbox, either a P.O. box kept by Jovita or a virtual P.O. through NW
 - Possibility of getting a Zoom account
- Planning to meet again next Tuesday
- ~~Review Laure Haak's comments on latest draft of by laws~~
 - ~~action time merge changes into~~

11 March 2025 / 5:00 PM Mountain Time / 6:00 PM Central Time / 7:00pm Eastern Time

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

Attendees :

Rami Saydjari, Ruth Duerr, Elena Fujiwara, Alex Lancaster, Carolyn Sealton, Jovita De Loatch, Jorrit Poelen

Agenda:

- Any comments from the lawyer? (Jovita)
 - Meets tomorrow
- Review Laure Haak's comments on latest draft of by-laws
 - action time merge changes into <https://docs.google.com/document/d/1mDvCSI2FZUqAVB0QdWxIw8x4ycBvGRjxduQW7MKrj1A/edit?tab=t.0>
- Review Alex's infrastructure plans (Alex to brief)
 - note that Brandon Whitehead offered to help build website via <https://github.com/RoninInstitute/docs/issues/3>
 - Jorrit / Alex are members (with owner roles) of the newly created Zenodo community <https://zenodo.org/community/ronin> . Please let me know if you'd like to be added as a member, so you can help curate Zenodo publications associated with Ronin.
 - We now have a NameCheap account
 - Alex needs to get each of us access
 - RIIS.Councilors@gmail.com is an account
- We need to figure out an initial dues that will cover infrastructure and corporation setup - time for a business plan?
 - Registration ~\$450
 - Infrastructure ~\$500 at most
-

Consensus is that we'll keep duplicate copies of our meeting notes, and bylaws across at least one US-based and one EU-based infrastructure. This is our data management plan.

Currently, we keep our track of our documents at <https://github.com/roninstitute/docs> (hosted by a US company) with copies available at the https://archive.softwareheritage.org/browse/origin/directory/?origin_url=https://github.com/RoninInstitute/docs (EU organization).

4 March 2025 / 5:00 PM Mountain Time / 6:00 PM Central Time / 7:00pm Eastern Time

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

Attendees :

Rami Saydjari, Ruth Duerr, Elena Fujiwara, Alex Lancaster, Carolyn Sealfon, Jovita De Loatch

Agenda:

- Should the video of the talk last week be public or restricted to those with the link? Link only is the consensus - Keith to send link out to our email list and on Discord
- Are we ready to send the by-laws to the lawyer and Laure? Yup - send them out by consensus
- Infrastructure report (Alex)
 - Domain name - can we get access to the domain name? Jon may have access and is happy to transfer it to Alex
 - Need a new hosting service - Alex suggests NameCheap
 - Alex to write up a 1 page summary of what needs to be done to get a minimal website up and going with costs...
 - Budget for 50 inboxes for the first year?
 - Also: Can we access ownership/administration of the Slack workspace? Jon may have top-level ownership of that too.
 - Still have access to: YouTube, LinkedIn
 - Want to update logos and name
- We need to figure out an initial dues that will cover infrastructure and corporation setup - time for a business plan?
 - Registration ~\$450

25 February 2025 / 5:00 PM Mountain Time / 6:00 PM Central Time / 7:00pm Eastern Time

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

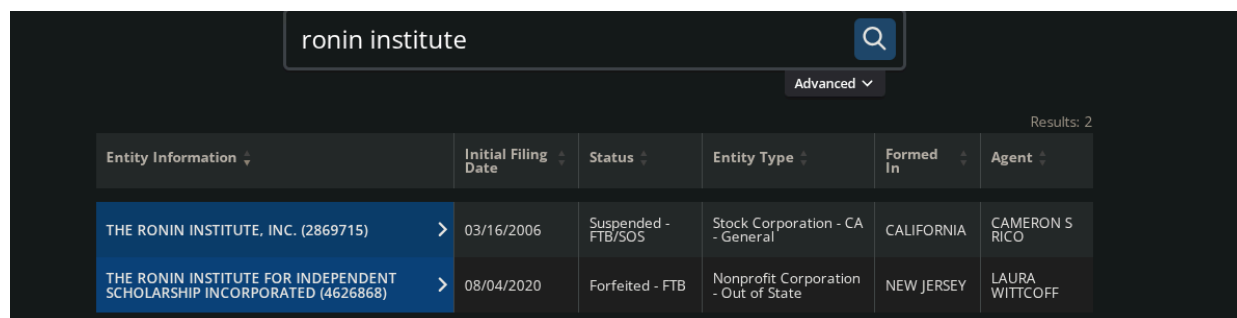
Attendees :

Rami Saydjari, Ruth Duerr, Jorrit Poelen, Herbert J. Bernstein, Alex Lancaster (slightly late), Carolyn Sealfon (late), Jovita De Loatch (late)

Agenda:

- Can we pick a legal name?
 - Ronin Institute for Independent Studies
 - **Ronin Institute for Independent Scholarship 2.0** - Consensus! For the legal name.
 - Informal name can still be “Ronin Institute”™
 - Note: [Will need to be added under SAM](#)
 - A “royal pain” - Herbert
- Continue work on bylaws
 - Capitalize Fellows, Associates, Officers, and Councilors throughout documents
 - Change from Members to Fellows
 - Agreed to change the term for “Affiliates” to “Associates” for clarity when dealing with funding organizations
 - Accept many changes in existing document - we got up to Article VII, section 9 mostly due to need to start over from the top given the number of new comments
 - Rami: cleanup Ronin by-laws folder + add timeline and consensus
- Next meeting: same time same zoom?

Screenshot from California Secretary of State lists some suspended and forfeited entities that include "Ronin Institute".



The screenshot shows a search interface with the query 'ronin institute' entered. Below the search bar, there is a table with 6 columns: Entity Information, Initial Filing Date, Status, Entity Type, Formed In, and Agent. Two results are displayed:

Entity Information	Initial Filing Date	Status	Entity Type	Formed In	Agent
THE RONIN INSTITUTE, INC. (2869715)	03/16/2006	Suspended - FTB/SOS	Stock Corporation - CA - General	CALIFORNIA	CAMERON S RICO
THE RONIN INSTITUTE FOR INDEPENDENT SCHOLARSHIP INCORPORATED (4626868)	08/04/2020	Forfeited - FTB	Nonprofit Corporation - Out of State	NEW JERSEY	LAURA WITTCOFF

18 February 2025 / 5:00 PM Mountain Time / 6:00 PM Central Time / 7:00pm Eastern Time

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

Attendees :

Rami Saydjari, Ruth Duerr, Elena Fujiwara, Herbert J. Bernstein, Alex Lancaster (slightly late), Carolyn Sealfon (late), Jovita De Loatch (late)

Agenda:

- Date for freezing by-laws document changes prior to Feb. 28 talk
 - Decision - Close off comments by COB Friday 21
 - Decision - Ruth to send out email explaining the freeze
- Review draft outline for presentation - looks good; suggest minimizing stuff on what a by-law document is
- Continue work on bylaws
 - Capitalize Members, Associates, Officers, and Councilors throughout documents
 - Agreed to change the term for “Affiliates” to “Associates” for clarity when dealing with funding organizations
 - Accept many changes in existing document - we got up to Article VII, section 9 mostly due to need to start over from the top given the number of new comments
 - Rami: cleanup Ronin by-laws folder + add timeline and consensus
- Next meeting: Tues. Feb. 25 same time same zoom

Notes:

- Herbert: Consider changing name to be more different from Ronin 1.0 for legal reasons.
 - We should seriously consider this! Possibilities:
 - New Ronin
 - Ronin 2.0
 - Ronin Version Two
- Decision: Ruth can make best guess acceptance/rejection of comments made by the 21st so she can prepare for Feb. 28 presentation.

11 February 2025 / 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, Alex Lancaster, Jovita De Loatch, Elena Fujiwara, Rami Saydjari, Allan Tameshtit, Carolyn Sealfon, Tom Buckholtz, Herbert J. Bernstein, Keith Tse (late)

Agenda:

- Update from Jovita
 - Grand total to start operations: \$139
 - Ongoing, at least \$125/year after that
- Continue work on bylaws
 - Capitalize Members, Associates, Officers, and Councilors throughout documents

- Agreed to change the term for “Affiliates” to “Associates” for clarity when dealing with funding organizations
- Accept many changes in existing document - we got up to Article VII, section 3
- Rami: cleanup Ronin by-laws folder + add timeline and consensus
- Carolyn will work simplifying the Governance Article VII

4 February 2025 / 5:30 PM Mountain Time / 6:30 PM Central Time / 7:30pm Eastern Time

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

Attendees

Ruth Duerr, Alex Lancaster, Jovita De Loatch, Elena Fujiwara, Rami Saydjari, Allan Tameshtit, Keith Tse, Carolyn (late)

Agenda:

- Reminder Rules of the Meeting
 - Raise your hand if you wish to talk
 - Be polite or get kicked out
- Review of action items
 - Done - Need for Section 2 re Physical office (not needed in California apparently - Jovita?)
 - Physical address is needed for the name registration but we can use the NorthWest Registered Agent for this
 - Reserving RIIS name (Jovita)
 - Need a physical address (see above)
 - Will talk to her lawyer about this - is it really needed
 - Articles of Incorporation (Ruth and Jovita)
 - Add section on Initial Board and Corporation Startup (replace section 2 - Physical office?)
 - Done - Article 8 edits (Rami)
 - Continue reviewing Laure's comments on by-laws

28 January 2025 / 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, Alex Lancaster, Jovita De Loatch, Elena Fujiwara, Rami Saydjari, Allan Tameshtit

Agenda:

- Reminder Rules of the Meeting
 - Raise your hand if you wish to talk
 - Be polite or get kicked out
- Review of action items
 - Need for Section 2 re Physical office (not needed in California apparently - Jovita?)
 - Physical address is needed for the name registration
 - Reserving RIIS name (Jovita)
 - Need a physical address (see above)
 - Will talk to her lawyer about this - is it really needed
 - Articles of Incorporation (Ruth and Jovita)
 - Add section on Initial Board and Corporation Startup (replace section 2 - Physical office?)
 - Article 8 edits (Rami)
- Decision: Ruth and Jovita to have interim access to the bank account: 4 for 1 against; 2 abstains
- Continue reviewing Laure's comments on by-laws
-

14 January 2025 / 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, Carolyn Sealfon, Rami Saydjari, Elena Fujiwara, Jovita De Loatch, Alex Lancaster, Tom Buckholtz, Allan Tameshtit, Keith Tse (@5:30)

Agenda:

- Note - Ruth will be closing the meeting early today as she has another meeting at the top of the hour
- Reminder Rules of the Meeting
 - Raise your hand if you wish to talk
 - We will not revisit decisions already made
 - Be polite or get kicked out
- Review of action items
 - Need for Section 2 re Physical office (not needed in California apparently - Jovita?)
 - Physical address is needed for the name registration
 - Banking (Jovita & Ruth)
 - Talked to firefighters credit union in SF, very helpful

- Need list of names of officers; can change names easily after we hold elections
- Reserving RIIS name (Jovita)
 - Need a physical address (see above)
- Articles of Incorporation (Ruth and Jovita)
 - Add section on Initial Board and Corporation Startup (replace section 2 - Physical office?)
- Article 8 edits (Rami)
- Continue reviewing Laure's comments on by-laws

Decisions:

- Alex and Jorrit have agreed to serve as interim officers for the interim board

3 January 2025 / 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, Carolyn Sealfon, Rami Saydjari, Elena Fujiwara, Jovita De Loatch

Agenda:

- What it takes to incorporate RIIS
 - Need an account somewhere
 - Ruth to check out mine
 - Jovita to check out a credit union in California
 - E.g. <https://www.sanfranciscofcu.com/business-accounts-checking/>
 - Reserve RIIS name at Secretary of State
 - Articles of incorporation
 - After Sec. of State clears name reservation
 - Needs names of the officers to begin
 - We all become an interim Board with two duties:
 - To get the corporation set up
 - To get elections for the first real board done
 - Need preferably 6 people for interim board
 - Ruth to contact John Kunze
 - Carolyn to contact Thomas Buckholtz and Jorrit
 - Jorrit no longer lives in California but open to possibly serving as an officer if needed

- Thomas notes Vesselin Gueorgiev is also in California
 - Ruth to invite Keith Tse
 - Ruth to invite both Arika and Alex
 - We (attendees listed above) agree to act as an interim board yet to invite a potential 6th person
 - We have appointed Jovita to go and reserve the name with the Sec. of State of California.
- Continue reviewing Laure's comments on by-laws
 - Rami will edit Article 8 (move to Accounting and Finance Policy document)
 -

19 December 2024 / 5:00 PM Mountain Time / 6:00 PM Central Time / 7:00pm Eastern Time

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

Agenda:

- Continue reviewing Laure's comments on by-laws
- Review and approval of bylaws - Agreed that a summary presentation about by-laws should be held before sending them out for a yay/nay vote...

Attendees

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

10 December 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, Carolyn Sealfon, Rami Saydjari, Elena Fujiwara, Jovita De Loatch

Agenda:

- Continue reviewing Laure's comments on by-laws
- Next steps
 - Review and approval of bylaws - yay or nay vote sent via Keith
 - By-laws survey lightning talk at end of year celebration - yes and discuss the next steps

- Process for reviewing procedures documents - do-ocracy (if you have comments help do the work!)

3 December 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, Carolyn Sealfon, Rami Saydjari, Elena Fujiwara, Jovita De Loatch

Agenda:

- Continue reviewing Laure's comments on by-laws
- Next steps
 - Review and approval of bylaws?
 - By-laws survey lightning talk at end of year celebration?
 - Process for reviewing procedures documents?

22 November 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, Carolyn Sealfon, Rami Saydjari, Elena Fujiwara, Jovita De Loatch

Agenda:

- Final review of Survey results
- Jovita discussed her draft [RISS Consensus Decision Making Policy](#) and [RIIS Belonging Policy](#) (instead of any kind of EIJ policy)
- Continue reviewing Laure's comments on by-laws - did not get to this today
- Next meeting will be Dec. 3 at 5 pm Mountain Time, same zoom as always

15 November 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, Rami Saydjari, ?

Agenda:

- Review Survey results
 - Agreed to leave the survey open for one more week
 - Agreed that each of us need to do the survey as well - our results count too!
 - Suggested creating a slide deck summary of the results for dissemination to the Ronin community
- Continue reviewing Laure's comments on by-laws - got up to the section where Roberts Rules were mentioned

38 November 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, Carolyn Sealfon, Elena Fujiwara, Rami Saydjari,

Agenda:

- Survey
 - Review Survey one last time
 - Review [Ruth's draft note](#)
 - Can it all be sent out? - yes we are ready. Ruth to send out to Keith
- Continue reviewing Laure's comments on by-laws

Notes:

- Jovita will start getting together paperwork for the articles of incorporation. Thanks, Jovita!

31 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, Carolyn Sealfon, Elena Fujiwara

Apologies: Rami Saydjari

Discussion:

- Discussed changes made to the survey over the last week. Made minor tweaks to a few questions then decided it was good enough.
- Discussed whether Ruth, as group coordinator, should write a short note about “how this is a “Do-ocracy” and that the overwhelming majority of volunteers for the bylaws activities were from North America which explains any perceived biases. Please volunteer and join the group to have direct influence on the outcomes.” Agreed that that was a good idea.
- Next meeting tentatively set for Friday, Nov. 8

22 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, Carolyn Sealfon, Rami Saydjari, Elena Fujiwara, Keith Tse

- Discussion: Should we focus on the survey or on bylaws today?
 - Decision: Focus on the survey today
 - Keith will invite feedback on the survey from the legal group (Ruth for our bylaws folks)
- Ruth: This is Ronin V2. There may be a V3 or a V4 someday. Each time we learn more about reinventing academia and ways of fostering scholarship.

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 Sealton

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