

**Title:** SUTA BoD meeting #2 minutes

**Date:** 3, Feb, 2015

**Time:** 6:30 A.M EST : 12:30 P.M Europe, 03:00 P.M Iran, 10:30 P.M Australia

**Location:** Skype

---

### Present members

#### *Permanent members*

- Masoud Olfat
- Bahar Abghari
- Shariar Makarechi
- Nastaran Zamani
- Davood Navaian
- Sepehr Hamzelouia
- Mohammadreza Kianmehr

#### *Substitute Members*

- Shayan Ghotbi
- Mohammad Mahmoodi

### *Minutes*

1. **B0-02-04**, the task is to choose the permanent president of SUTA BoD. Masoud is already a candidate and was the temporary president up to this point. No one else came forward for presidency candidate and all the members voted for Masoud for the permanent president.
2. Masoud is selected as the permanent president of the 8<sup>th</sup> SUTA BoD
3. **B-02-05**, Discuss the rules of attendance. Masoud had already prepared a document under the name "Board meeting guidelines" for the 8<sup>th</sup> board and sent it to the members (perm+sub) prior to the meeting. He then reviewed and discussed the items on the document with rest of the members
4. Davoud opened up a discussion on the right o voting for the members. He suggested (as it is being practiced in Sweden) that if a member does not want to vote a specific issue, he/she has the right to rule out of the voting, however, this means that the members is not allowed to participate (i.e: make suggestions) on that issue and consequently, he/she has the right to defend his/her self in court.

5. Shariar also added to #4 that if someone is absent from a meeting, he/she has to accept the voting happened in the session unconditionally (unless stated that he/she wants to rule out).
6. One last point on the issue is that every item on the agenda and every issue that is being discussed and later taken action on must be in accordance with the bylaws of SUTA and it's the president's responsibility to make sure that happens.
7. In the end the following clause is passed by the members: "If a board member requests to be not included in a particular vote such decision will be honored and noted in the minutes but s/he will respect and accept the result of the vote by the remaining members without any further arguments".
8. After the preposition of Davood and discussion with the members, the following items on the Board meeting guidelines were modified:

### **Old**

3.2. In case of emergency, if the Member is not planning to attend a particular meeting, the Member has to inform the President in advance and explain the justification.

3.2.1. The President would raise the absence of the Member at the beginning of the meeting, and obtain approval of the board.

3.2.2. The Board must approve the justification(s) of the Member's absence. Otherwise, the absence is considered unjustified.

### **New**

3.2. In case of emergency, if the Member is not planning to attend a particular meeting, the Member has to inform the President in advance and by explain the justification. Otherwise, the absence is considered unjustified.

3.2.1. The President would inform the Substitute Members to attend the meeting, at least 3 days in advance.

9. After Shayan proposed that even the justified absence should have a limit as well, item 3.3.3 was added as follow:

3.3.3 If a board member excuses from meetings more than 5 consecutive sessions, their status should be reviewed by the board at the following board meeting.

10. Board meeting guidelines were discussed up to the item 3.4. The rest will be discussed later.

11. **B-02-06:** the selection of officers;

- Bahar is selected as the secretary of the 8<sup>th</sup> Board
- Sepehr and Mohammad are the candidates for the treasurer position. Since only Sepehr lives in North America and has easier access to SUTA accounts, he is elected as the treasurer of the 8<sup>th</sup> board (Shahriar was also proposed but he backed out due to personal reasons). Treasurer needs to give a financial report in the monthly meetings.
- Shariar, Davood and Nastaran are the candidates for Vice President. Considering the geographic distribution and personal preference of the candidates, Davood is elected as the Vice president of the 8<sup>th</sup> board. A summary of duties of the VP:

*In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions of, the President. If the Vice President is the secretary or the treasurer of the corporation, another member of the board should assume these responsibilities before the Vice President can act as the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.*

12. **B-02-07 and B-02-08:** Discussion on the structure of committees for the 8<sup>th</sup> board and selection of the directors of the committees.

13. Nastaran has already sent a document of the strategic structure of the board for better performance. Reviewing the file and base on prior experiences, followings were suggested:

- The “awards and sponsorships” committees to be merged.
- Adding “Strategic Planning & Bylaws Committee” and “External & Academic Relation Committee” to the structure.

14. Responsibility of the “Strategic Planning & Bylaws Committee” is the long term planning of the board responsibilities and plans for an improved performance. By voting, Nastaran was elected as the director of this committee for the 8<sup>th</sup> board. **Shayan is also elected as one of the advisors of the board to help Nastaran on the tasks?**

15. Responsibility of “External & Academic Relation Committee” is to improve the SUTA relations with first and foremost “Anjoman Fareghotahsilan” and also other university graduates plus lectures and

conferences. Reza in Iran and Shahriar outside of Iran are elected as the co-directors of the committee for the 8<sup>th</sup> board. (p.s: we need to be very careful about our political and religious activities and the fact that SUTA is independent of “Anjoman Fareghotahsilan”.

16. At this point, Davood raises a question, which was decided to be discussed in the later meetings due to shortage of time. The question is: if of the SUT graduates in Iran are imprisoned, are we on behalf of SUTA allowed to defend him/get a lawyer for him?
17. For the membership committee and chapters committee, there was a discussion on whether they need to be merged or not since they have shared responsibilities and work very closely together. Initially it was decided that Shayan as the co-director of memberships and Davood as the co-director of chapters work side by side. However, in later discussion that occurred on email and Slack, it was decided that the two chapters be kept separated with distinct directors. Moreover, Shayan is elected as the director of chapter committee and Davood as the temporary **advisor** of membership committee.
18. The rest of the committee directors were elected via email/Slack as follow:
  - Communication Committee: Bahar
  - Awards & Scholarship Committee: A committee of Dr. Kamali, Dr. Zahir and Dr. Olfat on behalf of BoD
  - Financial Sponsorship Committee: Dr. Zahir & Temp.: Dr. Olfat
  - Reunion & Events Committee: Mr. Mohammad Mahmoodi, and for Iran Activities: Mr. Reza Kianmehr
19. **B-02-11 and B-02-12:** Discussion on the file sharing and Slack
20. It was decided to first of all a Viber group under the SUTA 8<sup>th</sup> BoD name is made for quick access to the members. Also, Slack application is to be used as the discussion and file sharing medium.
21. **B-02-10** is left for the next meeting.
22. **B-02-13:** Next meeting date is Feb 17<sup>th</sup>, 2015 at 2:30 pm. EST
23. **B-02-14: Meeting is adjourned**