



This is the minutes of the meeting between Drs. Masoud Olfat and Shariar Makarechi, representatives of SUTA Board of Directors (BoD) and Drs. Siamak Aram, Mehdad Sarfaraz and Mohamman Hajaligol of SUTA DC Chapter.

Location: ~~held at~~ laMadeline in Rockville Maryland

Time: ~~and satarted at~~ 7:15 PM on February 7, 2016

1- it was clarified that nothing is and should be taken personal and the foundational rules set by the by-laws are necessary and respected by all members for the benefit of SUTA in general and its upcoming world-wide reunion specifically.

It is important to understand the followings are not new rules or amendment to the bylaws or Guideline, but is a clarification and explanation as far as relationship between SUTA BoD and SUTA DC chapter is concerned. None of the following shall overwrite the responsibilities and rights of BoD officers:

2- All acknowledged that SUTA's elected central board of directors (BoD) has the ultimate responsibility and the authority in all SUTA matters except changing the bylaws and conducting elections for the next BoD which requires voting by SUTA members.

3- It was clarified that the President of the board is elected by the board-amongst the elected board members as the speaker for the board and although this position has been compared with the traditional Chief Executive Officer (CEO), its operation in a non-profit, all volunteer organization is distinguished from a commercial for profit operation and equal respect and value is allocated to all officers and members of SUTA central and its local chapters and task oriented committees. However, the ultimate decision maker in SUTA is the BoD, the president is the official speaker of the BoD, and all public announcement of BoD position has to be made by him/her or coordinated with him/her. Contingent to the BoD's decision and agreement or lack of majority disagreement, s/he can decide, act and operate in non-critical matters.

4- It was noted that while SUTA President has the right to participate in ALL organization's meetings and decision processes, S/He should stay away from micro management and respect the delegated authorities within the organization's chapters and task committees. However, s/he has the right to make sure all matters in SUTA are

being executed as planned.

5- It was clarified that SUTA will stand behind, support and respect its delegated responsibilities without undermining the president and other officers, and its own representatives. If a member or the chapter is concerned with a decision, while they have the right to raise their concerns, it is only the BoD that has the right to make decision, and the chapters and members should respect the final BoD decision.

6- According to the bylaws, SUTA President does not have the right to make the final decisions on critical matters in behalf of SUTA, and if a decision was found to need revision or reversal it should be presented to the BoD for re-evaluation and voting, subject to the bylaws and BoD 8 guideline (such as meeting a percentage if requests to re-open a decision).

Reunion-Related Committees:

7- It was clarified that committees have been formed by the 8th BoD for delegating the tasks, and provide the consulting role for the BoD and execution not necessarily for final decision making process. Each committee has been assigned a director that reports to BoD directly or through the Program Committee that coordinates the work of all committees. Each committee should operate within the following three constraints: 1- Bylaws, 2- Prestige and 3- Budget limits.

8- In order to further clear the air and provide fast response to the inquiries of host chapter, and resolve potential conflicts within a committee or between committees, it was agreed to hold joint meetings of DC Chapter with BoD every 3-4 weeks until completion of Reunion 2016 related tasks.

Logistic & Entertainment Committees:

9- Members: Are decided by the local Board. SUTA BoD could introduce one representative to make sure the principals of Bylaws, Prestige, and Budget is followed

10- Decision Making Process: Contingent to those principals approved by BoD, it is 100% with the local board. If BoD has any concern, it provides them through its representative or in recurrent meetings among Boards.

Communication Committee

- Members: Decided by SUTA BoD. BoD may invite representative(s) from the local board.

11- Decision Making Process: It is recommended that the decision making process is with consensus, or majority. However, in case of conflict, the BoD director has the right for final decision or presenting the topic to the BoD for voting. The BoD director(s) is responsible in front of the BoD.

Note: All Communication issues that are limited to the local board, are completely under the decision of the local board (contingent to the three principals noted earlier).

Financial Committee

- Members: Decided by SUTA BoD. BoD **shall** invite representative (s) from the local board.

12- Decision Making Process: It is recommended that the decision making process is with consensus, or majority. However, in case of conflict, the BoD director(s) has the right for final decision or presenting the topic to the BoD for voting. The BoD director(s) is responsible in front of the BoD.

13- The BoD grants the right to the local board to spend up-to 150 dollars per incident for reunion related matters by providing the receipts later. Any expenditure above \$150.00 must be approved either by the president or the treasurer.

Note: All expenditure from the local board's account in any matter are completely under the decision of the local board (contingent the first two of the three principals)

Sponsorship Committee

- Members: Decided by SUTA BoD. BoD **may** invite representative(s) from the local board.

14- Decision Making Process: It is recommended that the decision making process is with consensus, or majority. However, in case of conflict, the BoD director(s) has the

right for final decision or presenting the topic to the BoD for voting. The BoD director(s) is responsible in front of the BoD.

Iran Committee

- Members: Decided by SUTA BoD. BoD **may** invite representative(s) from the local board.

15- Decision Making Process: It is recommended that the decision making process is with consensus, or majority. However, in case of conflict, the BoD director(s) has the right for final decision or presenting the topic to the BoD for voting. The BoD director(s) is responsible in front of the BoD.

Program Committee

- Members: Decided by SUTA BoD. BoD **may** and strongly recommended to invite representative(s) from the local board.

16- Decision Making Process: It is strongly recommended that the decision making process is with consensus, or majority. However, in case of conflict, the BoD director(s) has the right for presenting the topic to the BoD for voting. The BoD director(s) is responsible in front of the BoD.

17- It was clarified that decisions regarding time allocations for events and activities during the reunion and speaker/panel selections should be coordinated by the Program Committee and presented to BoD for final approval, if the BoD director(s) in the committee finds it necessary.

18- Masoud informed that although BoD has approved the President's right to assign new members to the task committees, he has no intention to practice this right, currently.

The meeting was adjourned at 7:15 PM