

SUTA BoD (12th) Meeting Minutes

Table 1. Meeting Information

Date:	September 03, 2023
Start Time:	9:00 PDT, 12:00 EST, 18:00 CET, 19:30 IRI
Location:	Zoom
Chairperson:	Mahshid Agir (President)
Secretary:	Ahmad (creating of to do list by Mansour)
Meeting #:	4

Table 2. Attendance Information

Board Member	Position	Present
Mahshid Agir	President	Yes
Mansour Abdoli	Treasurer	Yes
Ahmad Ahgary	Secretary	Yes
Fariba Aria	Vice President	Yes
Maryam Kamali	Director	Yes (from 2. hour)
Farnoush Moslehi	Director	Yes (the first hour)
HamidReza Hashemi	Director	Yes
Siamak Aram	Substitute Director	Yes
Sepideh Soheilpour	Substitute Director	Yes

Minutes

- 1) **The minutes of the third meeting were unanimously approved.** Opinions were exchanged on the timing of approval. It was agreed that the minutes would be published on the website after they had been examined and finalized. The approval time can be set after a decision about the approval processes between two sessions.
- 2) According to the previous appointment, the meeting dealt with internal management matters for one hour, after which the public part was held in the presence of the observing members with a YouTube link.
- 3) The to-do list has been reviewed and updated and the work to be carried out in the future has been identified with the required deadline. The to do table is attached at the end of this protocol.
- 4) Exchanges of views took place on the decision-making process and the process of approving documents in the time between two meetings. The principles of this process are based on supporting the greatest possible involvement of the members of the board on one hand, and on the



other hand on restricting the approval time to avoid a standstill. The members present agreed that the following solutions should be used to implement these two principles:

- Creating a special Telegram channel (or using the current Voting channel) as a dedicated channel for informing BoD members of voting topics.
- Sending a notification email with a special subject that raises awareness to respond and comment within the time limit set.

The mentioned solution to be documented in the guideline. BoD to enhance the solution process by classifying voting topics and assigning deadlines based on their urgency and sensitivity.

Sending the YouTube link to the members and starting the public part of the meeting

- 5) Fariba withdrew her proposal to change the article on the association's mission so that the new article (if approved) would be mentioned in the letter to OFAC after the results of the Bylaw referendum are known
- 6) On the topic of increasing the utilization of Zoom, sharing the account with chapters and managing meetings through a calendar was discussed. The Communication Committee is assigned to investigate and make a detailed proposal for implementation of these ideas. Meanwhile, the Communication Committee will announce the September 15 Lecture organized by the Germany Chapter. Increasing the capacity or streaming the lecture over YouTube was also considered as a solution to the case when more than 100 participants register for the lecture.
- 7) The mechanism of replying to emails was discussed. Depending on the area of responsibility, the task of answering can be assigned to one or two board members. The obligation to answer is assumed either voluntarily or by referral to the responsible board member by the other board members. The automatic response to received emails will be organized through the creation of a mechanism established by the Communications Committee. The responses from the committee volunteers will be sent based on the text proposed by Fariba.
- 8) The first part of the guideline will be updated to reflect the between meetings approval process and to be considered for approval within a period of two weeks in accordance with the same approval process discussed at this meeting.
- 9) Mr Yazdanfar's request to reactivate SUTA's Telegram fan group was discussed. Regarding the problems of direct management of the group, the Board discussed the solution of the transfer of the group as an open platform and its problems related to the legal responsibility of the Board for issues that may arise after the transfer. In this case, the Communications Committee will submit the proposal to the Board of Directors.
- 10) Views were exchanged on Mr. Navaian's request for SUTA to cooperate with Hamiyan Sharif Association in the Student Support Fund Project in Sistan and Balochistan. The board is of the opinion that direct cooperation with the Hamiyan Association is not possible due to the current



situation in Iran. Due to the lack of clarity in the tasks that SUTA can undertake in this matter, it was decided to request Mr. Navaian to make concrete suggestions that will serve as the basis for the Board's decision. Mansour's suggestion is to introduce charity projects to SUTA's audience. Mahshid will give a short answer to Mr. Navaian.

- 11) Fariba reported on the activities of the Bylaw Referendum Executive Team, at which Mr. Gordnian is present as an observer. The draft letter, which was written by the Bylaw committee to explain the changes to the Bylaw and the voting procedure for the members, was then presented to the board. The Persian version of the letter will be prepared by the Bylaw Committee after the final approval of the English text.

The letter from the bylaw Committee ([Appendix 1](#)) was unanimously approved by the Board.

- 12) Fariba reported that the letter was sent to the chapters to introduce their representatives. The current Telegram group will be updated after chapter representatives are complete. The board unanimously agreed that there should be one voting representative on the chapter committee, but more than one person from each chapter can be present on the chapter telegram group.
- 13) Mahshid's report on the preparation of the charter of the reunion Committee was presented and the need to send an appeal to the chapters after the approval of this document was emphasized. It was agreed that the approval of the document would be decided on at this meeting.

The proposed reunion charter ([Appendix 2](#)) was unanimously approved by the Board.

- 14) The report of the Membership Committee, which consisted of three board members (Sapeideh, Fariba and Hamidreza), was presented by Sepideh. The committee held two meetings and in order to update members' databases on the website, some items need to be approved by the board. It was proposed that the membership fee for associate members be changed to \$35 instead of \$50, which would be decided later. Any necessary changes to the website should be made in collaboration with a member of the Communications Committee. A plan for direct payment of membership fees from Iran has been developed, which will be presented to the Board after the final composition of the committee has been determined.
- 15) The date of the next meeting was set for Sunday, October 1st.

1) Action Items

These are based on items discussed in this meeting:

Table 3. To-Do List

Action	Responsible	Status
COMPILED DURING THE MEETING		
Calender of Meetings and Events (Guideline to be shared with others)	Maryam & Siamak	
Communication Committee First Meeting	Maryam and Mansour	(charter done)
Changing current Mission based on Article 9 of the Bylaw so we can send a letter to OFAC	Fariba	Fariba has prepared the letter and will discuss it later.
Seeking a quote on obtaining a new opinion from one or more lawyers.	Siamak & Hamidreza	Siamak to share a letter of Request for Quote by tomorrow (9/4)
Reunion first Meeting	Mahshid (charter done)	(charter done)
Finding or creating forms for volunteers	Committee Leads + Siamak + Sepideh + Mansour	Forms to be implemented in suta.org website
creating a dataset of previous committee members	Committee Leads	On-going
Projects	Maryam	
<ul style="list-style-type: none"> - Completing the BoD Guideline Section for Social Assets - Creating a list of Projects to be considered for prioritizing 	Communication Committee + Siamak + Mansour	
Suggestion: info@suta.org replaced by contact@suta.org + Automatic Reply	Siamak and Mansour	Some setting was adjusted; needs more attention [MA]
Updating admins for all social media and on the SUTA Website (e.g. awards and grant Committee Telegram, ...)	Siamak and Mansour	In process, summary table has been completed and need to be shared with BoD12 members
Updating the guideline	Fariba / Mansour	
Call for Reunion Proposal	Mahshid / Hamidreza	
Germany SUTA Webinar Advertising	Communication Committee + Siamak + Mansour	Siamak to work on automating the process
create proposal for expanding zoom	Communication Committee + Siamak + Mansour	



APPENDIX 1

Dear SUTA Member,

The Bylaws and Guidelines Committee (BGC) of SUTA is pleased to propose to you a new bylaw for referendum. The BGC took up the task of writing new bylaws to enhance SUTA's ability to operate in a rule-based, democratic, and efficient manner in an ever-changing environment. The proposed bylaws are the result of two years of study and discussions about current SUTA Bylaws and Bylaws of similar organizations in the BGC committee. The BGC held several members' meetings presenting the bylaws draft to the members, set up a forum for discussions, and sought and implemented many suggestions from the members during SUTA 11th Board of Directors term.

Below please find links to the proposed new Bylaws. For your convenience the newly added articles in the proposed bylaws are highlighted gray, newly added sections highlighted blue, and new or changed sentences in existing bylaws are highlighted yellow in the proposed bylaws document.

[Links to Bylaws]

You would notice the following major changes in the proposed bylaws:

- The SUTA **Vision** and **Mission** is modified to more realistically state the purpose of our Association, and a new **Core Values** has been added to explicitly reflect current SUTA values. In Addition the **Pillars of the Association** are emphasized.
- The new Bylaws include a comprehensive article on **General Members Assembly** that clarifies and enhances the existing Bylaws by specifying the requirements and procedures for holding the annual and special general members assemblies.
- There is an article in the new Bylaws on **Chapters** that were mentioned very briefly in existing Bylaws including definition, formation, duties, and relationship of Chapters with the SUTA board of directors.
- The article on **Membership** regrouped existing membership categories, consolidated amendment of the existing bylaws on membership in one article, and added an emeritus membership category.
- The composition of the **Board of Directors** has changed to allow more participation of the chapters in the SUTA leadership.
- The **Board of Election** are selected by the members rather than the BoD to avoid any conflict of interest in conducting the elections.



- A new **Board of Compliance** is added to the SUTA organizational structure to assure that SUTA operation is conducted according to its Bylaws and policies and for resolving conflicts.
- The articles on **Directors** and **Officers** provide more details of their roles and duties.
- In the **Committees** article, in order to separate the SUTA executive body from the decision making body (Board of Directors), an **Executive Manager** appointed by the Board of Directors is suggested to conduct and coordinate daily operations. However, an alternative article without the Executive Manager has been proposed that will be presented for voting.

At the end the proposed bylaws were presented for review to a legal council in California State where SUTA is registered and the below suggestions were incorporated for compliance with California Codes of Non-profit Corporations:

1. Setting a minimum number of 5% of the members for calling a special general assembly to ensure the rights of minorities instead of the previously proposed stepwise system based on the number of members.
2. Setting a quorum requirement for the validity of the third and final meetings of general assemblies, which was previously suggested as any number, has been set at a threshold of 10%.
3. Granting more authority to the board for making changes to the bylaws in matters that do not affect members' rights and the composition of the board which for those approval of the two-third of the members participating in a quoted meeting is required.

Next week the proposed bylaws will be presented to you article-by-article for voting. Participation of more than 50% of the members are required for the referendum to be valid and for each article to be approved affirmative vote of more than two-third of the voters are required. Therefore, we urge all members to please participate in this referendum.

Please make sure your membership status is active and your email contact is up to date for receiving a voting ballot.

Regards,

Bylaws and Guidelines Committee



APPENDIX 2

SUTA Reunion Committee/Team Charter

Purpose

- The SUTA Reunion Committee aims to foster connections among members of Sharif University of Technology (SUT) community, organize memorable reunions, and promote productive networking among members.

Objectives

- Organize a biannual reunion event for SUT members
- Increase members participation and involvement in several programs and activities.
- Strengthen the bond among the global SUT community by providing networking opportunities and ongoing support.

Organization and Membership

- The committee will propose an executive team to oversee the Reunion planning.
- The Committee chairperson is one of the BoD members.
- The Committee shall select volunteers from SUTA active members to join the committee after being approved by BoD.

Responsibilities

- Collaborate with the BoD to ensure seamless integration of the reunion with the SUTA activities.
- Plan and coordinate all aspects of the reunion events, including venue selection, program development, and guest invitations including but not limited to:
 - Preparation of a list of criteria and their evaluation report to be approved by BoD and used by interested chapters as a guide for the preparation of their proposal.
 - Collecting proposals and ranking them based on the approved criteria and evaluation process, and presenting them to the BoD.
 - Communicating the BoD decision on the host chapter to all chapters that submitted a proposal.
 - Requesting the host chapter to form a Reunion Organizing Team (R.O.T)
 - Preparation of a list of the tasks to be done with a timeline by ROT and communicating it with the Committee.
 - Preparation of a proposal for registration, payment, refund, proof of registration for visa.
 - Preparation of marketing posters, list of local attractions, etc,
 - Answering members' questions regarding the reunion



- Collecting reunion data (numbers, region, specialty, etc.) and communicate it with the BoD.
- Maintain communication with SUT Community1 members and encourage active involvement in the reunion activities
- Manage the committee's budget and ensure transparent financial practices.

Meeting Schedule

- The committee will hold regular meetings on a monthly basis and schedule additional meetings as needed during the planning phase of the reunion.

Decision-Making Process:

- Decisions will be made through a majority vote of committee members, and a quorum can be reached by %50 +(rounded to the next whole number) members of the Committee.

Budget and Finances

- The committee will prepare an annual budget for the reunion and submit it for approval to the BoD. Fundraising efforts will be coordinated to support the reunion expenses.

Communication Strategy

- The committee will attain an updated member database, utilize social media platforms, and send regular newsletters to keep members informed about upcoming events and initiatives.

Accountability

- The committee will provide quarterly reports to the BoD, outlining progress, attendance, and member engagement metrics.
- All major proposals of this committee should be approved by the BoD. The details of the planning and executing steps will be decided by the Committee.

Fariba: No objection