

SUTA BoD (12th) Meeting Minutes

Table 1. Meeting Information

Date:	October 01, 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 #:	5

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 (the first hour)
Farnoush Moslehi	Director	No
HamidReza Hashemi	Director	Yes
Siamak Aram	Substitute Director	Yes
Sepideh Soheilpour	Substitute Director	Yes

Minutes

- 1) **The minutes of the 4th meeting were unanimously approved.** The request of the members' committee to approve the honorary membership of Mrs. Hojabri was added to the meeting agenda. Two items from the previous meeting (clauses 9 and 10 of the protocol) were added to the work list.
- 2) According to the previous appointment, the meeting dealt with internal management matters for half an 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. It was suggested that the committees' volunteer forms should be publicly posted on the website. This will be a small project as part of the website renovation for the Communications Committee. Another suggestion is to add the names of committee members to the internal section of the website, which can be done in collaboration with committee members and committee leads.



The YouTube link was sent to the observer members and the public part of the meeting was started during the discussion of paragraph 3.

- 4) Siamak introduced Mr. Babak Hoghoghi as a lawyer specializing in sanctions law who was appointed to advise the 10th Board of Directors. His fee is (\$600 per hour). Actions such as contacting OFAC and consulting an attorney will occur after the new bylaw is adopted. A draft letter to OFAC should be prepared for the next meeting.
- 5) Mansour explained the latest changes in the Board of Directors' Guideline. The proposal to set a final deadline of 7 days for the final review, investigation and comment was approved by the Board members, respecting the criteria for approval of documents outside meetings.
After the review period expired, the part 1 of the Guideline was unanimously approved by the board ([Appendix 1](#)).
- 6) There was an exchange of opinions about the preparation of an educational clip for working with the website in order to transfer practical experience in various fields that require website work. The purpose of this training is to do the work with the website correctly and to increase the work efficiency of the board and executive committees. In this connection, pages in PowerPoint have been prepared by Sepideh, which can be available to the board members. The educational priorities will be determined based on the list of projects that are defined for the renovation and updating of the website.
- 7) There was an exchange of views on the response to Mr. Ghadesi's request for assistance in the distribution and sale of the book on the biography of Dr. Mojtahedi. Attention was drawn to the need for a unified policy and a single mechanism for similar requests, as well as the fact that we currently do not have such a mechanism to assess the quality of these products and to promote and sell the products. It was proposed to consider the website or local Telegram as a platform for presenting books and other products related to the content of Suta's activities, and the realization of this idea, from receiving inquiries to assessing quality and advertising, should be considered a separate project. Hamidreza is responsible for presenting a draft of a letter of response to Mr. Ghadesi.
- 8) On behalf of the bylaw Referendum Executive Team, Fariba reported that an email was sent to members to inform them the deadline for membership renewal (which was set at October 1, 11:59 pm PST) to be eligible to vote. The BoD confirms that the list of voting members consists of those association members who have renewal date of October 5th. Another email from the executive team is available and nearing completion, which will provide the necessary explanations on how members can participate in the vote. This email will be sent one day before the referendum. In addition, the Election Buddy program will send an automatic message with the necessary explanations for participating in the vote. At the same time, a collective email (Bylawsvoting2023@suta.org) was prepared to address members' questions and issues during the referendum, and Ahmad and Mehrdad were proposed as members of the bylaws Committee and referendum executive team to address them.



Ahmad reported on the bylaw Committee's deliberations as part of the executive team's proposals to add an abstention option in the selection of answers and the method for calculating the two-thirds majority. It was agreed that the method of submitting and calculating votes for Article 8, which includes an alternative option, should be reviewed in the Executive Team. It was agreed that the text of the executive team's letter to be sent to voters would be sent to board members within a two-day period for immediate review and approval.

After the review period expired, the executive team's letter was unanimously approved by the board ([Appendix 2](#)).

- 9) There was an exchange of views regarding the election of committee volunteers and it was agreed that the opinion of committee leads in selecting committee members will be implemented after coordination with other board members and their approval. It was agreed that the Committee leads should complete the list of committee members so that the prepared lists would be approved by the board of directors within a week.

After the review period expired, the list of committee members was unanimously approved by the board.

- 10) The request of the members' committee regarding the honorary membership of Mrs. Hojabri was raised and an opinion was sought about it.

Honorary membership of Mrs. Hojabri in Suta Association was unanimously approved by the board of directors.

- 11) The members' committee's request to reduce the membership fees of non-chapter members and associate members from \$35 and \$50 respectively to \$25 in order to equalize the membership fees of all association members and at the same time make it easier for chapter members to choose the right option, was discussed. Explaining the necessity of this request, Sepideh stated that only 18 members of the association currently do not belong to any chapter, while a larger number of chapter members have mistakenly paid a higher amount due to the complexity of the payment selection method on the website.

The equalization of membership fees for all members of the association in the amount of \$25 was unanimously approved by the board of directors.

- 12) The date of the next meeting will be Sunday, October 29 at 09:00 am (PST).

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	Siamak to share the guideline
Communication Committee First Meeting	Maryam and Mansour	(charter done)
Draft of OFAC Letter	Fariba	
Seeking a quote on obtaining a new opinion from one or more lawyers.	Siamak & Hamidreza	Siamak to share a letter of Request for Quote [Estimate 3hrx\$600/hr=\$1800~\$2000]
Reunion first Meeting	Mahshid (charter done)	(charter done) Approval due to clarification of BoD12 Approval process
Finding or creating forms for volunteers	Committee Leads + Siamak + Sepideh + Mansour	Forms to be shared by Siamak on the Working Directory.
Project: creating a dataset of previous committee members	Committee Leads	Mansour/Sepideh to create a spreadsheet and leads to update it on an ongoing basis
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
Responding to Mr. Navaeian	Mahshid	
Call for Reunion Proposal	Mahshid / Hamidreza	
Responding to Mr. Yazdanfar	Communication Committee	
Project: Volunteer Forms on Website	Communication Committee	Added to the project list (Mansour)
Mansour to send an email and telegram message for voting in 7 days	Mansour	Completed 10/1
Using the Project List to document the needs for instructional materials (Presentation/Video) and then assign and execute accordingly.	Mansour	The tab is created here. BoD members to update in an ongoing basis.
Response to Mr. Ghadesi's Proposal (A proposal and response to be developed)	Hamidreza	
Creating a table for proposed committee members	Mansour	This is created and email/telegram announcement is sent out (Mansour, 10/1)



APPENDIX 1

BOD 12 Guideline - part 1

Introduction

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Communications

Between BOD Members

Between BOD and the Members

Question and Answers

Membership: membership@suta.org

Payments: billing@suta.org

General inquiries: info@suta.org

Board of Directors: board@suta.org

Spam Emails:

Introduction

This guideline intends to streamline the BoD businesses, including conducting meetings, making decisions, communicating with members, forming committees, etc. This guideline does not intend to replace the Bylaws, rather to clarify how this BoD understands and operates under the limitations of Bylaws and other applicable laws.

Abbreviations:

The following abbreviations are for the purpose of this guideline

BoD: Seven members of the board

SubD: Two substitute directors

BoD Meeting

These are regular BoD meetings, to be held at least every six months, in which the board discusses SUTA current and future businesses. The meeting is official when a quorum is obtained (see Quorum Section).

- BoD 12 has committed to holding monthly meetings on the last Sunday of each month.
- In the spirit of being transparent, this BoD is committed to continue the tradition of having members observe meetings partially or entirely, as approved by BoD. (See Invitation to Members for more details).
 - BoD Meetings, or part of them, that deal with confidential information, or considered (unofficial) working meetings are not conducted publicly.
 - To maintain transparency, decisions should not be made in working meetings unless with unanimous approval. Such decisions shall be documented in the minutes of the next official meeting.

Meeting Preparation Procedures

Agenda

The Secretary, based on inputs from BOD and unfinished items from the prior meetings, will compile a list of items as the proposed agenda*. The President and Secretary will finalize the list and its order **10** days prior to the meeting. The Secretary or President will notify the BoD to make their final suggestions before the agenda is posted for all SUTA members, no later than **7** days before the meeting.

Once the agenda is approved and shared with SUTA members, it cannot be changed before the meeting. During the meeting (or the beginning of the meeting), BOD members may move to make changes to the agenda.

*NOTE: Maintaining a list of items online may help with collecting directors' input and informing them of the final draft before being shared.

Invitation to BoD

The Secretary shall send an invitation to attend a meeting to BoD members as soon as the meeting is scheduled*. The invitation should be complete with time, place or means of attendance. In case some information is not available yet, e.g. Zoom Link, the Secretary shall clarify when or how the members will be notified of the information. The Secretary should send a reminder to BoD members the day before the meeting date.

- To facilitate the replacement of an absent BoD by a SUBD, BoD members shall inform their absence or late attendance before the start of the meeting. If no notification is received and a BoD is absent for more than 15 minutes, a SUBD shall replace the absent BoD.

*NOTE: If the time and means of participation for future meetings are identified in advance, sending one meeting invitations (e.g. a recurring calendar event) is sufficient. Any changes shall be communicated to BOD as soon as the changes become known.

Invitation to Members

The invitation is covered under the Meeting Announcement (see Communication Between BoD and Members).

All SUTA members are eligible to request to observe a meeting. Hereafter, the members whose request to observe a meeting is approved are referred to as Observers.

To be considered as an observer, members shall:

- ***send their request to the board 3 days in advance via email and confirm.***
- ***not be in a probationary period.***

Observers agree to the following conditions:

- ***Observers shall not share the received link any further.***
- ***Observers shall not record the livestream of the meeting.***

Observers are encouraged to provide their thoughts and comments via email to BoD after the meeting, as all communications will not be attended to, during the meeting.

- **Please refrain from sharing the received link with others, as it may lead to a probation period for the next three observation requests.**
- **Avoid recording the livestream of the meeting, as violation may result in a probation period for the next five observation requests.**

Invitation to Observers

The Secretary shall acknowledge each request, or provide the details in the public announcement of the meeting, such that a requester has the opportunity to learn if their attendance is denied, what is expected from them, or when and how they will receive the link to observe the meeting*

The Secretary shall send the invitation to all observers who are allowed to attend the meeting as soon as possible, complete with information on how to attend. If the information is not available before the meeting starts, e.g. when streaming on YouTube, the link shall be sent as soon as it becomes available.

*NOTE: The public announcement may include all information needed except if a person is banned from observing a meeting. Such person or persons, however, should have been notified of any probationary restrictions, in advance.

See "[Template Email - Observer Invitation](#)" document.

Conducting a Meeting

Quorum

The quorum consists of a minimum of 5 BoD members. If a BoD member for any reason is not able to attend a BOD meeting, she/he should inform the BoD prior to the start of the meeting so that the BoD can reach a quorum. If no notification is received and a BoD is absent for more than 15 minutes, a SUBD shall replace the absent BoD. In this case, the SubD member will count for the quorum.

If the quorum is reached at the beginning of the meeting it will be counted for the entire duration of the meeting even if some member/members have left the meeting.

If a BoD member leaves during the meeting, she/he will not be replaced by the SubD.

Discussions

The meeting Chair will start discussion items from the approved agenda. All BOD members can participate in discussions. It would be desirable that every member of BOD shares her/his thoughts on the topic.

Adding new agenda items may be considered if they are proposed during the meeting. However, in the spirit of keeping members informed about discussion and decisions, only urgent items should be considered as new agenda items.

To make BoD meeting discussions fruitful:

- For any suggestions, there should be a call by the person presiding the meeting to see if it is seconded, after which should have a discussion and a closure, as listed above. Members will use "I move to ..." to suggest a topic for discussion or decision making.
- There should be a closure to each agenda item discussed during the meeting; here are some examples:
 - Acknowledged; Approved; Denied; Planned for further investigation; Assigned for completion; Was not considered; ...

Voting

In general the BoD should do its best to reach a unanimous agreement on the discussed topics till we have a clear conclusion on the legality of the voting issue.

Out-of-Meeting Decision Making

BoD 12 is committed to advancing SUTA goals by continuing the work outside BoD meetings. This section covers the process of obtaining BoD opinions for completing the work, when needed.

1. The work refers to any document or action that requires BoD approval.
2. Approval is needed for the following scenarios:
 - a. All documents produced by Committees or in working meetings outside BoD meetings.
 - b. All responses to requests made by members to board@suta.org or info@suta.org.
 - c. All statements.
 - d. All communications with members, authorities or public.

This process is designed with inclusivity and *efficiency*, so that every BoD member has a chance to voice their opinion without halting the progress of the work.

The approval process is consists of two steps:

1. Effectively informing all BoD members of the request for opinions, at least in the following two forms:
 - a. Posting the request in the Voting Topic of the BoD 12 Telegram Channel.
 - b. Sending an email to board.12@suta.org and starting the subject line with “[Vote]”.
2. Allowing sufficient time for BoD to respond:
 - a. 7 days for drafts of Meeting Minutes, guidelines, and non-urgent communications.
 - b. 3 days for urgent communications, and the final version of Meeting Minutes.

The members will either add their suggestions or edition comments, or state their position (approving or disapproving the document) during the waiting period. The position can be added to the document as a comment or in the Telegram Channel. If a BoD member does not make a comment, it is assumed that the member has no objections.

Documenting Meeting

Recording

- When possible or BoD decides against it, the official BoD meeting shall be recorded to support the preparation of the meeting minutes.
- All recordings shall be coordinated with the Secretary and removed from all devices after the approval of the minutes.



- The official meeting starts when the presiding chair calls the meeting to order and ends when BoD agrees to adjourn the meeting.
- The recording shall be accessible to the BOD members until the approval of the final meeting minutes.
- The recording shall be erased from all devices and platforms as soon as the final minutes are approved by the BOD.

Minutes

The Secretary is responsible for finalizing and archiving the meeting minutes, which should include “the date, time, and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.”

- In the spirit of collaboration, BoD members are encouraged to assist with note taking, when the Secretary asks for it.
- The first draft of the minutes shall be available to BOD members on the shared folder maximum 7 days after the meeting date by the Secretary.
- The approval of the minutes follows Out-of-Meeting Decision Making process:
 - The BOD members have 7 days to give their comments and input on the first draft of the minutes on the shared folder. (All drafts and comments shall be limited to the files on the shared folder so that the Secretary can remove all after the minutes are finalized and approved by the BoD).
 - The Secretary will finalize the minutes by incorporating all valid input and make it available to BOD after the expiration of the commenting period, at least 7 days before the next meeting.
 - Members will be notified and given another period of 3 days or to the next BoD meeting (whichever is earlier) to make objections.
 - If the unanimous consent is not obtained by the deadline, the Meeting Minutes will be considered for approval at the beginning of the next BoD meeting.
- The approved minutes by the BOD will be posted on the website maximum 3 days after the approval date. Posting the website link of minutes on member’s telegram group is recommended
- The minutes shall be in English, preferably followed by a Farsi version.

The Meeting Minutes shall be the only official documentation of the meeting; all other notes, and drafts of the minutes, and recordings of the meeting shall be removed from all locations (the shared folder and Zoom) after the posting of the approved minutes on the website.

Committees/Teams

To be consistent with the language used in Bylaws for committees, which asserts that committees are advisory only, we use the term committee to refer to their advisory nature. When delegating execution of tasks to a group, which could be a committee, we use the term team to refer to their executive nature.



- When a specific need arises, or Bylaw requires it, BoD will form a committee to meet the requirement.
- In forming a committee/team, the following items should be considered:
 - Any BoD member may suggest forming a committee/team, and if approved by BoD, the committee shall be formed.
 - At least one BoD member shall be responsible for forming the committee/team.
 - When forming a committee, the BoD members shall provide a draft of the committee guidelines (goals, roles, responsibilities, and scope of authority of the committee/team).
 - The team shall finalize the guidelines and submit to the BoD for approval.
 - The committee leads will choose the committee members from the pool of volunteers and experts. The members of the committees should be approved by the BoD.
 - When the committee/team is formed, a BoD shall serve as the committee lead, who is the responsible party for the performance of the committee/team and the liaison between the committee/team and BoD.
 - A committee/team lead may delegate the tasks to a non-BoD member, but not the responsibilities.
 - Any BoD and SubD member can be the lead of maximum 2 committees, unless no one else is available and BoD approves additional responsibilities for the volunteer BoD/SubD.
 - Other non-responsible BoD members may participate in all committee meetings, if they choose to do so.
- A committee/team shall produce a proposal, including:
 - a plan for the project,
 - action items,
 - duration, and
 - the budget for the project, if there is any.
- BOD shall designate an executive team to execute approved proposals.
 - The executive team may be the whole or part of the proposing committee members, or any group of experts that BoD elects.
 - The proposing committee may suggest the executive team members for BoD approval.
 - The executive team should have at least two people in charge of any task for performance efficiency and reliability.

Communications

BoD is expected to have any of the following communications:

- Between BoD Members:
- Between BoD and Government Officials
- Between BoD and SUTA members
- Between BoD and the public



There will be three type of **communiqué** to members or public,

- Major announcements (Reunion, Election, AGM, etc). They should be distributed by email, Website and all social media
- Announcements (seminars, talks, chapters' activities report, etc). They should be distributed by email, telegram, LinkedIn (Group and Company)
- Statements (reactions to the current events, etc) should be posted on the Website (News Page) and telegram (group and Channel), **Social Media (Facebook, Instagram, LinkedIn, ...)**

The procedures are provided below:

Between BOD Members

The official means of communicating BoD decisions and updates is the board@suta.org email.

Other means of communication, such as the SUTA Board 12 Telegram Group and the Google Workplace Shared Folder, may be used for facilitating discussions and making decisions and to support official documentation. (See [Best Practices for Productivity](#) for suggestions for of online collaborations).

Between BOD and Authorities

In general it will be done by the speaker (President) of the BoD. For the financial matters the Treasurer and for the documents and archive the Secretary will be in charge of communication with authorities after consulting with BoD.

Between BOD and the Members

It will be done through email, Website and all available social media. Any communiqué from the BOD to members will be done or signed by the speaker (President) of the BOD or the Board designee.

Recommendations on how to manage communications with members is followed:

- Meeting Announcements: The speaker of BOD (president) will send an announcement to the members of the meeting dates that is agreed on to be last Sunday of each month (Gregorian/میلادی) and let them know that they can be an observer of the meeting upon request.
- Agenda: The Secretary shall share with members the approved agenda on Telegram or other appropriate means.
- Meeting Minutes: The Secretary shall post the approved minutes on the Website.
- All other announcements and statements shall follow these steps:
 - BoD approves the need and the general content of the communiqué.
 - Communication leads propose a message in appropriate form for their communication channel (Telegram, Email, Website, ...).
 - The BoD approves the final format.
 - The leads will post the message.



Question and Answers

According to the Contact Us page, SUTA may get emails for different subjects. An automatic reply, approved by BoD, will be generated by the server. The follow ups shall be as follow:

Membership: membership@suta.org

The membership lead (or his/her designee) will prepare a response, or assign a membership team member to do so. The response shall be prepared and shared with BoD (preferably, via email and Telegram) before being shared with members. If no comments are received from BoD within 48 hours, the response can be sent.

Payments: billing@suta.org

The Treasurer (or his/her designee) will prepare a response. The response shall be prepared and shared with BoD (preferably, via email and Telegram) before being shared with members. If no comments are received from BoD within 72 hours, the response can be sent.

General inquiries: info@suta.org

The President (or his/her designee) will prepare a response, or assign a director or team leader to do so. The response shall be prepared and shared with BoD (preferably, via email and Telegram) before being shared with members. If no comments are received from BoD within 48 hours, the response can be sent.

Board of Directors: board@suta.org

The President (or his/her designee) will prepare a response, or assign a director to do so. The response shall be approved by BoD before being shared with members. It is recommended that the response is prepared and sent out within 7 days.

Spam Emails:

Each responsible party for above email categories may determine an email as spam, or an email that does not require a response. BoD recommends that the responsible party requests a second opinion every now and then (e.g. each month) to make sure that important emails are not ignored.

APPENDIX 2

Email Subject: SUTA Proposed Bylaws - Voting Instructions

Dear Member,

We are pleased to inform you that voting on proposed new bylaws will begin on **Thursday, October 5th at 11:59 pm PST** and will continue for ten days until Sunday, **October 15th at 11:59 pm PST**.

We would like to highlight a few important points:

Number of Eligible Voters:

- The referendum executive team has thoroughly reviewed the list of members and identified 165 eligible voters.

Voting Platform and Procedure:

- The referendum executive team has chosen to use the reliable voting platform electionbuddy.com, which was successfully used in the previous SUTA election.
- The final list of eligible voters has been entered into the voting system through a transparent and precise process, and the start time and duration of the voting have been set.
- To start the voting process, members will receive an email with subject **Vote now: SUTA Proposed Bylaws** containing a direct link to the voting platform. If you do not receive the email after 11:59 pm (PST) October 5th, please check your spam folder first, and then let us know by [email](#).
- The voting page will display all articles of bylaws to be voted on separately by one of three options: yes, no and abstain.
 - Abstain votes will count as participation, but approval is determined based on Yes and No votes.
- There are a total of 21 articles to vote on, one of which has two alternatives:
 - Article 8 has two alternatives presented as ARTICLE 8: COMMITTEES and ARTICLE 8 ALTERNATIVE: COMMITTEES.
 - In the case that both meet 50% participation and 2/3-of-vote criteria, the one with maximum Yes votes, or minimum No votes if Yes counts are equal, will be adopted.
 - In the unlikely case of a tie, a second round of voting will be conducted.



- After the selections on all articles are completed, voters will continue to the next page, where they will confirm and submit their selections in a secure and anonymous manner.
- After voting, members will receive an email with a special code that confirms they voted.
- The executive team or the board will not have access to any member's personal vote. Only the cumulative results of each article will be recorded at the end of the voting period.
- At the end of the voting period the platform will extract the results with the number of votes casted and each article's vote numbers automatically.
- The results will be announced within three days after the end of the voting period.

Voting Aftermath

The approval of each article (except for Article 8 and its alternative) is independently determined based on the following two criteria:

- The article should have received voting participation of more than 50% of all the number of eligible voters.
- It should have received 2/3 of non-abstain votes

For Article 8 and its alternative, see [Voting Platform and Procedure](#).

The results will be announced within three days of the end of the voting period. The following actions will be taken following the announcement of the results:

- Each approved article supersedes the corresponding article in the current Bylaws and, in the absence of a corresponding article, is incorporated in the Bylaws.
- If all articles are approved, the entire Bylaw supersedes the current one and becomes effective immediately and each part will become executory based on its own required timetable as determined by the Board of Directors.
- The rejected articles will be reviewed by the Bylaws committee and a specific proposal will be presented to the Board of Directors on how to replace them in the Bylaws.

Thank you for your attention and participation.

SUTA Board of Directors