**Bylaws**

**VISION**

Sharif University of Technology (SUT), formerly known as Aryamehr University of Technology (AMUT), is dedicated to excellence in science and technology. The strength and successes of SUT are due to its primary human resources, namely the faculty and the students, past and present.

Sharif University of Technology Association is envisioned to be a worldwide association of the individuals who are currently or who were at some point in the past associated with the University in o­ne way or another, as faculty members, students, and non-faculty staff.

The Association shall have members comprised of these individuals who apply for membership and who agree to abide by membership rules. No individual in the above group shall be denied membership o­n the basis of gender, race, religion, or political belief.

Many of the individuals who were associated with the University in the past live outside of Iran and have little or no contact with each other or the home university. The Association will foster and encourage contact between this group of Iranian techno-expatriates and those who are presently associated with the University and will preserve and enhance their individual and collective know-how, experience and achievements.

The Association has its headquarters in San Diego, California, and may have subsidiaries as required in other parts of the US or other countries. The Association is recorded as a non-profit, public benefit educational corporation in the State of California, and is exempt from federal income tax under section 501 (c) (3).

**MISSION**

The mission of Sharif University of Technology Association is to enhance professional, academic, and social contacts among its membership, and to strengthen the ties between the association members living outside of Iran and the University with the goal of contributing to the advancement of the academic programs at the University and more importantly having a measurable impact o­n the technological advancement of Iran.

**Article 1**

**Offices**

***SECTION 1. PRINCIPAL OFFICE***The principal office of the corporation for the transaction of its business is located in San Diego County, California.

***SECTION 2. CHANGE OF ADDRESS***The county of the corporation's principal office can be changed o­nly by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from o­ne location to another within the named county by noting the new address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws.

***SECTION 3. OTHER OFFICES***The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate. 2ES

**Article 2**

**Purposes**

***SECTION 1. OBJECTIVES AND PURPOSES***The primary objectives and purposes of this corporation shall be to enhance academic and professional contact among the members of this corporation worldwide, as defined in Article 12 of these Bylaws, for charitable, educational, social, and scientific purposes. In addition, the corporation aims to facilitate the technical and professional cooperation between the members of the corporation and the university.

**Article 3**

**Directors**

***SECTION 1. NUMBER***Except as to the initial Board of Directors, the corporation shall have seven directors and collectively they shall be known as the Board of Directors. Except as to the initial directors, all directors must be members of the corporation and must be elected by the membership.

***SECTION 2. POWERS***Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

***SECTION 3. DUTIES***It shall be the duty of the directors to:

(a) Perform any and all duties imposed o­n them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

(c) Supervise all officers, agents and employees of the corporation to ensure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses with the Secretary of the corporation in order that notices of meetings mailed, e-mailed, or sent via facsimile to them at such addresses shall be valid notices thereof.

***SECTION 4. INITIAL BOARD OF DIRECTORS***The group of seventeen persons nominated at the June 2000 alumni meeting will act as the initial Board of Directors, commencing September 29, 2000, to elect the interim President, Vice President, Secretary, and Treasurer of the corporation amongst themselves.

***SECTION 5. TERMS OF OFFICE***

Each director shall hold office for two years and until their successors is elected and qualify. No board member shall serve as a director for more than two consecutive terms.

***SECTION 6. ELECTION OF BOARD MEMBERS***Elections for directors by the membership will be held every two years at a general meeting of the membership, by such method as will be determined by the Board of Directors. The board will also determine what mechanism will be used to nominate persons for election and provide a method for absentee voting. The first election for the Board of Directors will occur no later than two years after the approval of these Bylaws.

***SECTION 7. COMPENSATION***Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable.

***SECTION 8. PLACE OF MEETINGS OF BOARD OF DIRECTORS***Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of California, which has been designated from time to time by a resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid o­nly if held o­n the written consent of all directors given either before or after the meeting and after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

The officers shall make the arrangements to ensure that conference call or other teleconferencing equipment is available at all meetings of the Board of Directors. Participation in a meeting through use of conference call or other teleconferencing equipment constitutes presence in person at that meeting if all of the following apply:

a). Each director participating in the meeting can communicate with all of the other directors concurrently.

b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose or to interpose an objection to a specific action to be taken by the corporation.

c) The corporation adopts and implements some means of verifying 1) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the board are taken and cast o­nly by directors and not by persons who are not directors.

***SECTION 9. REGULAR MEETINGS OF THE BOARD OF DIRECTORS AND MEMBERSHIP***The directors shall hold meetings no less than semiannually. At each such meeting the Board of Directors confirms the date of the next meeting of the board.

Additionally, the Board of Directors shall call meetings of the membership no less than every two years, for purposes of conducting business of the membership, providing education, conducting elections and to fulfill the general purposes of the corporation.

***SECTION 10. SPECIAL MEETINGS***Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the Board of Directors. Special meetings of the Board of Directors may substitute for a scheduled regular meeting of the Board.

***SECTION 11. NOTICE OF MEETINGS***Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon seven (7) days' notice of date, time, and place by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, e-mail or facsimile. The time period is to be measured as of the time of designated location of meeting. If sent by mail, e-mail or facsimile, the notice shall be deemed to be delivered o­n its deposit in the mail or o­n its being sent. Such notices shall be addressed to each director at his or her address as shown o­n the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

***SECTION 12. CONTENTS OF NOTICE***Notice of meetings not herein dispensed with shall specify the date, time, and place of the meeting. The notice for every meeting of the Board of Directors, whether regular or special, should include an agenda for the meeting as set by the President.

***SECTION 13. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS***The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

***SECTION 14. QUORUM FOR MEETINGS***A quorum shall consist of five directors. A quorum for the initial board shall consist of nine directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as herein defined, is not present, and the o­nly motion which the President shall entertain at such meeting is a motion to adjourn.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the date, time, and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 11 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

***SECTION 15. MAJORITY ACTION AS BOARD ACTION***Every act taken or decision made by a majority (more than 50%) of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

***SECTION 16. CONDUCT OF MEETINGS***Meetings of the Board of Directors shall be presided over by the President or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority (more than 50%) of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

***SECTION 17. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING***  
Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if majority of the members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section o­nly, "majority of the members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

***SECTION 18. VACANCIES***Vacancies o­n the Board of Directors shall exist (1) o­n the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Any director may be removed without cause by a majority vote (more than 50%) of all members if this corporation has at least o­ne but no more than 49 members, or by a majority vote (more than 50% of members voting o­n the removal) if the corporation has at least 50 members.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies o­n the board may be filled until the next scheduled general meeting by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, or (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws. If this corporation has members, however, vacancies created by the removal of a director may be filled o­nly until the next scheduled election of directors by the members at a general meeting, at which time the appointed director may run for office no more than twice consecutively. The members if any, of this corporation may elect a director at any time to fill any vacancy not filled by the directors.

***SECTION 19. NON-LIABILITY OF DIRECTORS***The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

***SECTION 20. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS***  
To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful o­n the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified by the corporation against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim with the permission of the Board of Directors or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but o­nly to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

***SECTION 21. INSURANCE FOR CORPORATE AGENTS***The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance o­n behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

**Article 4**

**Officers**

***SECTION 1. NUMBER OF OFFICERS***The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. All officers shall also be board members. The same person may hold any number of offices except that neither the Secretary nor the Treasurer may serve as the President.

***SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE***Any person who is o­n the Board of Directors may serve as an officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns, his or her term o­n the Board of Directors ends, he or she is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

***SECTION 3. SUBORDINATE OFFICERS***The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

***SECTION 4. REMOVAL AND RESIGNATION***The Board of Directors may, at any time, remove any officer, either with or without cause, by a majority vote of the entire set of directors. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

***SECTION 5. DUTIES OF PRESIDENT***The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and direct the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The President shall be the spokesperson for the corporation.

***SECTION 6. DUTIES OF VICE PRESIDENT***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 o­n, 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.

***SECTION 7. DUTIES OF SECRETARY***The Secretary shall:

Certify and keep at the principal office of the corporation the original or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, an electronic archive as well as hardcopies of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein 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.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records of the corporation.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date o­n which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent, o­n request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

***SECTION 8. DUTIES OF TREASURER***Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent, o­n request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

**Article 5**

**Committees**

***SECTION 1. COMMITTEES***The corporation shall have such committees as may from time to time be designated by resolution of the Board of Directors. Such committees may consist of persons who are not also members of the board. These committees shall act in an advisory capacity o­nly to the board and shall be clearly titled as "advisory" committees.

***SECTION 2. MEETINGS AND ACTIONS OF COMMITTEES***The committees will meet from time to time as is determined necessary by the board and shall report to the board concerning the results of all such meetings. The Board of Directors may fix the time for special meetings of committees. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

**Article 6**

**Execution of Instruments, Deposits and Funds**

***SECTION 1. EXECUTION OF INSTRUMENTS***The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and o­n behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

***SECTION 2. CHECKS AND NOTES***Except as otherwise specifically determined by a resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation need to be signed by the Treasurer of the corporation. In the absence of the Treasurer, the President may sign the checks.

The Board of Directors may also determine from time to time, by resolution, those documents and financial instruments o­n which a signature of another officer, in addition to the treasurer, is required.

***SECTION 3. DEPOSITS***All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

***SECTION 4. GIFTS***The Board of Directors may accept o­n behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

**Article 7**

**Corporate Records, Reports and Seal**

***SECTION 1. MAINTENANCE OF CORPORATE RECORDS***The corporation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the date, time, and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any.

***SECTION 2. CORPORATE SEAL***The Board of Directors may adept, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

***SECTION 3. DIRECTORS' INSPECTION RIGHTS***Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

***SECTION 4. ANNUAL REPORT***The board shall cause an annual report to be furnished not later than o­ne hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and, if this corporation has members, to any member who requests it in writing. This report shall contain the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year,

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year;

(d) The expenses or disbursements, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

**Article 8**

**FISCAL YEAR**

***SECTION 1. FISCAL YEAR OF THE CORPORATION***The fiscal year of the corporation shall begin o­n January 1 and end o­n December 31 in each year.

**Article 9**

**AMENDMENT OF BYLAWS**

***SECTION 1. AMENDMENT***Subject to Section 5150 of the Corporations Code, and any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

a. In the event the corporation has no members, by approval of the Board of Directors;  
b. In the event the corporation has members, by the Board of Directors, unless the Bylaw amendment would materially and adversely affect the rights of members as to voting or if the amendment would change the fixed number of directors of the corporation, the maximum or minimum number of directors, or change from a fixed to variable board or vice versa; or  
c. By approval of the members of the corporation.

**Article 10**

**AMENDMENT OF ARTICLES OF INCORPORATION**

***SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS***Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

***SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS***After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

***SECTION 3. CERTAIN AMENDMENTS***Notwithstanding the above sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

**Article 11**

**PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

***SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS***  
No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets o­n dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that o­n such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

**Article 12**

**MEMBERS**

***SECTION 1. DETERMINATION OF MEMBERS***If this corporation has no members at the time an action is required, then, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval by the members shall o­nly require the approval of the Board of Directors.

***SECTION 2. MEMBERSHIP***As of a date to be determined by the initial Board of Directors, but in no event later than April 1, 2002, eligible persons shall become members in the corporation. Persons eligible for membership shall be current or former faculty, former students, current graduate students, and current or former non-faculty staff of the Sharif University of Technology (SUT) or its predecessor Aryamehr University of Technology (AMUT), who have paid membership dues established by the Board of Directors and met such other requirements as may be established by the Board of Directors. The current undergraduate students of Sharif University of Technology are eligible to join the corporation as “Undergraduate Student” members. Additionally, from time to time, the board shall also determine by majority (more than 50%) vote to appoint honorary members. Associate, “Undergraduate Student” or honorary members shall not be eligible to vote or to sit o­n the Board of Directors.

**Article 13**

**Activities**

No substantial part of the activities of this corporation shall consist of carrying o­n propaganda, or otherwise attempting to influence legislation and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) o­n behalf of any candidate for public office.

**Article 14**

**DISSOLUTION**

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for academic and professional purposes and which has established its tax-exempt status under IRC section 501(c)(3).

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Proposed Bylaws of the corporation named in the title thereto and that such Proposed Bylaws were duly adopted by the Board of Directors of said corporation o­n the date set forth below.

Dated: February 12, 2001  
\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

FREDUN HOJABRI, PRESIDENT LADAN BEHNIA, SECRETARY

**AMENDMENTS 1 TO THE BYLAWS**

**APPROVED DECEMBER 8, 2004**

**Section I. Vision Statement**

Followings should be added to the Vision of SUTA: "The Association shall not be a subsidiary of any other organization."

**Section II. Composition of the Board of Directors**

SUTA membership will be grouped into the following geographical territories:

* USA
* Canada
* Europe
* Iran
* ROW (Rest of the World)

The following rules will be applied to the membership on the Board of Directors of SUTA:

The intent of this rule is election of Board Of Directors who truly represent all chapters and geographic regions and countries where SUTA members live and work.

Only 3 candidates from a single region will be admitted on the Board, if there are candidates from other regions that have received at least 10% of the votes.

**Section III. Membership**

*There shall be three classes of membership in SUTA, namely “Regular Member”, “Affiliate Member”, and “Honorary Members”.*

**I. Regular Members**

All graduates of the SUT who agree with the charter of the association and pay their dues are eligible to become a regular member.

All past and present academic and administrative staff of the SUT who agree with the charter of the association and pay their dues are eligible to become regular members.

A regular member shall be entitled to vote for the election of the Board of Directors

A regular member shall be eligible to hold a seat on the Board of Directors of the SUTA.

**II. Affiliate Members**

* The current undergraduate students of Sharif University of Technology are eligible to become affiliate members of SUTA.
* A person may become eligible as an affiliate member if:
  + S/he is a graduate of a University from Iran or abroad who has expressed genuine interest in either SUT or SUTA
  + At least three (3) members of SUTA have nominated the individual to become an associate member and his/her nomination has been approved by the Board
  + S/he agrees with the charter of the association; and
  + S/he Pays his/her membership dues.
* The criteria for nominating and approving an individual as an affiliate member shall be prepared and approved by SUTA board and would become the baseline for affiliate member nomination and approval.
* An “affiliate member” shall Not be entitled to vote for the election of the Board of Directors, nor will be eligible to hold a seat on the Board of Directors of the SUTA.

**III. Honorary Members**

A person may become an honorary member when she/he:

* has made a significant contribution towards achieving the objectives of the SUT or SUTA,
* Has been nominated as an honorary member by more than 2 present or past SUTA Board Members; and
* Has been approved by the unanimous vote of the sitting Board of Directors.

The criteria for nominating and approving an individual as an honorary member shall be prepared and approved by SUTA Board of Directors, which once approved in the board shall become the guideline for honorary member nomination and approval process.

An “Honorary member” shall Not be entitled to vote for the election of Board of Directors, nor will be eligible to hold a seat on the Board of Directors of the SUTA.

The term of membership for regular and affiliate members shall be for one year and will be renewed at the beginning of each year upon payment of the annual dues.

**Section IV. Election of Board of Directors**

The election process will be carried out online using the facilities that have been implemented on SUTA’s web server.

**I: Eligibility for Nominations to SUTA Board of Directors**

All SUTA regular members with good standing are eligible and can be nominated for election. Each member can vote for as many as 7 candidates.

**II. Announcement for Nomination**

The board of Directors, at least 30 days prior to the election period will send “Invitations to Nominations” to all members with good standing. In addition the Board will create a special nomination section in SUTA web site and make this announcement.

**III. Nomination:**

Regular Members could nominate themselves or can be nominated by others. However, if nominated by others the nominee should accept and confirm its acceptance by email. Members have 30 days from the date of announcement to nominate for election. No nomination will be accepted after the nomination closing date.

**IV. Announcement of Nomination on the web site**

Upon nomination of individuals their name and location and resume will be posted in the special election section of SUTA web site. All candidates are encouraged to provide a synopsis of their background and the reasons they want to serve as member of SUTA board.

II. Election Board

The Board will appoint at least 3 people as the members of Election Board. The members of the Election Board will be well known and respected members of the SUTA. The members of the Election Board cannot be a present member of the Board of Directors or be a candidate for the election that they are overseeing. Election board will be in charge of administration of the election process and making the announcements after elections has been concluded.

**V. Election**

Facilities should be provided on SUTA website for all members to view candidates presentations and background information and have opportunity to vote electronically. At least 7 days of voting period should be provided.

**VI. Announcement of Results**

The Election Board shall post all results in the SUTA web site. Candidates should have the possibility of verifying the results of the election.

**Section V. Establishment of Local Chapters**

The association will establish local chapters as described below:

**Establishment of Local Chapters**

SUTA may establish its Chapters in USA and other countries which it has members. The purpose of local chapters is to allow face-to-face interaction of the local members that is not possible otherwise. There should be a minimum of 7 members in each locality to qualify for a chapter. There is no maximum for the number of members in a chapter. A local chapter is a geographical chapter and as such must operate within reasonable driving distance.

**Organization of Local Chapters**

The local operation of SUTA’s local chapters is left to the decision of the local members. The members of each chapter will choose a member to establish and maintain contact with SUTA’s Board of Directors.

**Registration of a Local Chapter**

Any Chapter may register their chapter as a subsidiary of SUTA in the local area. In this case the bylaws of the Chapter should follow SUTA bylaws, as far as it is not in conflict with local and federal laws and regulations of the country and province it is registered in. No terms in the local chapter Bylaws should violate the principles and policies of the association’s Bylaws.

**Financial Considerations**

Local Chapters will need to get confirmation from SUTA board for their eligibility to receive a portion of the membership fees for local activities that are organized on behalf of SUTA.

**Relationship between Local Chapters and SUTA Board of Directors**

Local Chapters should coordinate their activities with SUTA, as far as it relates to SUTA’s global objectives and mission. Each local chapter can make arrangements for their local activities in accordance with the SUTA and their local bylaws.

A special SUTA Committee will be formed to coordinate the relationship between SUTA and Local Chapters and between the local chapters. At least one member from each local chapter will be the official representative of each chapter in the coordination committee.

**Section VI. SUTA Website**

The Board of Directors will manage the association’s web site. This task may be delegated to any member or a group of members. Each local chapter will have its own special space on the web site and will manage its content on its own.

**2nd AMENDMENTS TO THE BYLAWS**

**Submitted for Approval: December, 2014**

**Section 1. Membership**

The definition of SUTA membership would overrule the contents of Article 12 of this bylaw and Section III of Amendment I, if there is any conflict or confusion of interpretation.

In this Bylaws, we refer to the people who can potentially become a regular or student member of the association, as **Potential Members**.

* Potential Membership is not a membership category and being a Potential Member does not entitle the person to any rights or privileges in the association.
* A Potential Member is a person who agrees with the charter (Bylaws) of this association and can be categorized in one or more of the following categories:

1. All graduates of SUT
2. All former students of SUT who are graduated from SUT or any other academic institutions as determined by SUTA BOD:
   * All persons who are admitted to study in SUT through national entrance exam, or all persons who are transferred to SUT, and have studied in SUT for a minimum of two (2) continuous semesters or one year are considered students.
3. All past and present academic and administrative staff of the SUT.
4. All past and present faculty members (Part Time or Full Time) of the SUT.

*There shall be five (5) main classes of membership in SUTA, namely “Regular Member”, “Student Members”, “Undergraduate Student Members, “Associate Members”, and “Honorary Members”. Table A2.1.1 summarizes the definitions and rights of these categories, using the definition of Potential Members as above:*

Table A2.1.1: SUTA Membership Categories

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Category | Requirements to be eligible  (in addition to applicable  Payment) | Can  Vote? | Can be  Elected as  BOD  Member? | Additional  Requirements | Annual Membership Fee |
| Regular | Potential Member | Y | Y | N/A | A (\*) |
| Student | -Potential Member  -Pursuing a post-graduate degree in SUT or any other academic institution (approved by SUTA Board of Directors) | Y | Y | N/A | B (\*) |
| Undergraduate  Student | The current undergraduates of the Sharif University of Technology | N | N | N/A | B (\*) |
| Associate | Neither a Potential Member nor SUT undergraduate student | N | N | -Nomination by at least one SUTA Regular or Student Member  -Written statement  -Approval by SUTA BOD | C (\*) |
| Honorary | Has made significant contributions towards SUT and SUTA objectives | N | N | -Nomination by at least two SUTA Regular or Student Members  -Approval by SUTA BOD unanimously | N/A |

(\*) Membership fees will be determeined by the SUTA’s sitting Board of Directors. Students will pay at a reduced rate, but the membership fees of Regular and Associate members will be the same.

1. **Regular Member**

A Potential Member, as defined above who has paid his/her membership dues.

* A “Regular Member” shall be entitled to vote for the election of the Board of Directors, or approval of Bylaws.
* A “Regular Member” shall be eligible to hold a seat on the Board of Directors of SUTA or a SUTA local chapter.

1. **Student Member**

A Potential Member, as defined above who has paid his/her membership dues, and is pursuing his/her graduate studies (Masters or Ph.D.) in SUT or an academic institution anywhere in the world, at the time of application for membership in SUTA.

* A “Student Member” shall be entitled to vote for the election of the Board of Directors, or approval of Bylaws.
* A “Student Member” shall be eligible to hold a seat on the Board of Directors of SUTA or a SUTA local chapter.

1. **Undergraduate Student Member**

A current SUT undergraduate student who is not a potential member, and has paid his/her membership dues.

* An “Undergraduate Student Member” shall not be entitled to vote for the election of the Board of Directors, or approval of Bylaws.
* An “Undergraduate Student Member” shall not be eligible to hold a seat on the Board of Directors of SUTA or a SUTA local chapter.

1. **Associate Member**

A person who is neither a “Potential Member” nor an “Undergraduate Student Member” as defined above, and can meet all of the following criteria:

* Has been introduced and recommended by at least one SUTA “Regular Member”, or “Student Member”.
* Has shown certain interests and ties with SUT through a statement.
* His/her membership has been approved by the unanimous vote of the sitting Board of Directors.
* Has paid his/her membership dues.
* An “Associate Member” shall not be entitled to vote for the election of the Board of Directors, or approval of Bylaws.
* An “Associate Member” shall not be eligible to hold a seat on the Board of Directors of SUTA or a SUTA local chapter.
* The SUTA Board of Directors has the authority to change the status of an “Associate Member”.

1. **Honorary Members**

A person who meets all of the following criteria:

* Has made a significant contribution towards achieving the objectives of the SUT or SUTA as determined by SUTA Board of Directors; and
* Has been nominated as an honorary member or by more than 2 present or past members of SUTA Board of Directors;
* Has been approved by the unanimous vote of the sitting SUTA Board of Directors.
* An “Honorary Member” shall not be entitled to vote for the election of the Board of Directors, or approval of Bylaws.
* An “Honorary Member” shall not be eligible to hold a seat on the Board of Directors of SUTA or a SUTA local chapter.

The term of membership for Regular, Student, and Associate, Members shall be for one year and will be renewed at the passing a year of membership upon payment of the annual dues.

**Section 2. SUTA Board of Directors**

1. **SUTA Board Substitute Members**

In each term two (2) additional Substitute board members will be elected by the process defined in Section 6 of the Bylaw as amended by the Sections 2, and 4 of Amendment 1.

1. Substitute Board Members are requested to attend all Board meetings.
2. In absence of one (1) or two (2) Permanent Board Member(s), one (1) or two (2) Substitute Board Member(s) would gain the right to vote in that meeting.
3. The Substitute Board Members are counted for the quorum.
4. The Substitute Board Members who might have gained the right to vote according to the Section 2.I.2 of this Amendment, can vote on a resolution.
5. If a SUTA Board Permanent Member is absent in three (3) consecutive Board meetings without an acceptable excuse (as determined by the majority of the rest of SUTA Board Permanent Members), s/he will be permanently replaced by one of the Substitute Board Members (based on his/her higher ranking position at the election).

**Section 3. SUTA All-Chapter Committee**

The SUTA Board Member who is the Director of Chapters, is mandated to establish and lead a committee composed of one representative from each chapter, to which local chapters report their activities. The approved decisions of this committee are transferred to SUTA Board of Directors as proposals.

* The director of chapters in each SUTA Board of directors leads these meetings.
* The exact time between consecutive All-Chapter committee meetings is decided by SUTA Director of Chapters, and shall not exceed four (4) months.