



SUTA BoD (12th) Meeting Minutes

Table 1. Meeting Information

Date:	July 30, 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 #:	3

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
Farnoush Moslehi	Director	No
HamidReza Hashemi	Director	Yes
Siamak Aram	Substitute Director	Yes
Sepideh Soheilpour	Substitute Director	Yes

Minutes

- 1) **The minutes of the second meeting were unanimously approved.** It was suggested that the approval of the protocol should be done after adding the comments and the three-day review period between the two meetings.
- 2) According to the previous appointment, the meeting dealt with internal management matters for 45 minutes, after which the public part was held in the presence of the observing members with a YouTube link sent by Mansour.
- 3) Discussion on the voting process of board members and the issue of voting rights of board members from Iran subject to the sanction's laws in America and the laws governing nonprofit corporations like SUTA regarding voting rights. After presenting different points of view, the BoD members are unanimously of the opinion that due to the lack of comprehensive information available to the Board of Directors, a final decision on this subject can only be made if the necessary information is available from OFAC regarding SUTA situations as well as an expert Lawyer. Until then, the board meetings will continue in the same way.



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

- 4) Following the Bylaw Committee's proposal for implementation of the referendum by Ahmad and consideration of the proposed document, the Board unanimously agreed on the following:
 - 4.1 The quorums established by the committee for each article of the proposed bylaw shall apply: participation of more than 50% of the eligible voters in the vote for each article and affirmative vote of more than two-thirds of the voters for the same article.
 - 4.2 Different parts of the bylaw will be implemented after approval based on a schedule agreed by the board of directors.
 - 4.3 The referendum uses Election Buddy software because of its operational and economic advantages compared to other applications.
 - 4.4 The board agrees that the referendum will be conducted with two administrators (Mehrddad as the user account holder and one other board member or a member elected by the board, who preferably is not a member of the bylaw committee). The possibility of including one or two observers in the referendum executive team is also being considered.
 - 4.5 After above agreement in the meeting, the exchange of views on finalizing the document and determining the composition of the executive team continued on Telegram and Google drive, and the following persons were appointed to the executive team:

Mrs. Fariba Aria and Mr. Mehrdad Sarfraz (First Administrator), Mansoor Abdoli and Kamiyar Gordnian. The Executive Team will select between themselves a second Administrator and an observer.

The proposed Bylaws Referendum Guideline ([Appendix 1](#)) was discussed after the meeting and unanimously approved by the Board of Directors.

- 5) The report of the Communications Committee given by Maryam highlighted the need for a call to volunteers to assist with the New Website design and development and the Current Website maintenance/improvement. Maryam will lead forming a team to analyze the needs and prioritize them in the form of projects. The need for sharing responsibilities for the management of social networks was also discussed (Maryam's Instagram and Twitter admin and Telegram's temporary responsibility and creation of the media headlines in the Telegram group with Siamak). It was also mentioned that the leads for the social media will assist with completing the relevant sections in the BoD 12 Guideline with information and procedures regarding managing the media.
- 6) Fariba introduced the charter (program and duties) of the chapters Committee. One representative from each chapter shall be present in the committee. The committee is tasked with coordinating the relationship between the Board of Directors and the chapters and among the chapters. Support



chapter communications and activities. The need for cooperation between the chapters and sharing of mutual experiences was emphasized.

The proposed charter of chapters committee ([Appendix 2](#)) was unanimously approved by the Board of Directors.

- 7) Mahshid's report on the need to prepare a proposal for the Reunion. Hamidreza's emphasis is on defining the reunions based on the overall roadmap and setting their goals and content according to a timetable. A short-term planning of the reunion due to its time-consuming preparation, the existence of a chapter at the venue and the examination of the venue's ability to attract members were stressed. The results of the exchange should be presented to the board and the members on a platform.
- 8) Sepideh's report on the aims and tasks of the Membership Committee was presented on the basis of the proposed charter. The charter is based on the twin foundations of administrative affairs and communication with members. The aim is to collect the opinion of the members and increase their number. Also required is close communication with other committees, the separation of the mentorship affairs from the membership committee, the need to make changes to the members' section of the website and the existence of direct access by the committee to the membership affairs section of the website. The next task will be the presentation of its members to be presented to the board.

After the meeting, the final version of the charter was posted to the Telegram group and Google Drive for Board review.

The charter of the Membership Committee ([Appendix 3](#)) was unanimously approved by the Board.

- 9) Fariba proposed the formation of a mentorship committee, stating that teamwork is needed to advance the existing mentorship program and form an independent mentorship committee, whose purpose and program will be announced.

The formation of the mentorship committee under the responsibility of Fariba was unanimously approved by the Board of Directors.

- 10) The Board intends to publish a report to members every two months. The outline of the first report will be published and discussed on Telegram.
- 11) The board members will finalize the Bod 12 Guideline document by reading and announcing their opinions.

The guardline will be completed as far as possible in the group in the time between two meetings.

- 12) The coin toss was proposed and accepted by both substitute directors to determine their rank.

Sepideh won the coin toss and took first place.



13) The date of the next meeting was changed from Aug 27th to **Sunday, September 3rd**. The decision was approved after the meeting.

1) Action Items

These are based on items discussed in this meeting:

Table 3. To-Do List

Action	Responsible	Status
COMPILED DURING THE MEETING		
Updating letterhead with new address	Mahshid	
Suggestion: info@suta.org replaced by contact@suta.org + Automatic Reply	Siamak and Mansour	
Responding quickly to requests on other social media	Communication Committee	
Written question to OFAC / a lawyer regarding decision-making authority of Iranian board members as a result of sanctions laws in describing Suta organization and duties.		
Confirmation of the proposal of the Bylaw Committee and selection of a referendum executive team	Ahmad, BoD	
<ul style="list-style-type: none"> working on a call for volunteers to help with projects Creating a list of Projects to be considered for prioritizing 	Maryam	
Leads to be assigned for each asset		
<ul style="list-style-type: none"> Completing the BoD Guideline Section for Social Assets Sharing the management of social media accounts 	Communication Committee	
Sharing the management of social media accounts	Siamak Telegram (temporary), Maryam Instafram & Twitter	
proposal of Reunion Committee	Mahshid, Hamidreza	
Confirmation of the proposal of the membership Committee	Sepideh, BoD	
Completion of the transfer of SUTA assets to BoD12 and documentation in the Guideline.	Mahshid, BoD	
Updating admins for all social media and on the SUTA Website (e.g. awards and grant Committee Telegram, ...)	Mahshid, communication committee	
Written report of the board and letter to the members	Mahshid, BoD	

APPENDIX 1

Bylaws Referendum Guideline

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 act accordingly.

Approved by the Board of Directors on the basis of the document proposed by the Bylaw Committee

Date 05 August 2023

1. Explain to the members the main changes of the proposed Bylaw compared to the one still in force and inform them of the conditions for approving the Bylaw.
2. In the first stage, all the Bylaw Articles are put simultaneously to the vote of the Members, so that each Article becomes a separate question in the referendum with two options, yes or no. Voters will vote for a total of 21 questions. An alternative proposal is offered for one of the articles and a choice is then made between option A or B.
3. The participation of more than 50% of the members having the right to vote is required for the referendum to be valid. Approval of each article requires the affirmative vote of more than two-thirds of the votes cast if the votes cast for the same article have reached the required threshold of more than 50% of all members entitled to vote.
4. Each approved article supersedes the corresponding article in the current Bylaw and, in the absence of a corresponding article, is incorporated in the Bylaw. 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.

5. The rejected articles will be reviewed by the Bylaw committee and a specific proposal will be presented to the Board of Directors on how to replace them in the Bylaw.
6. Election Buddy software is used for voting. Voting is done with two administrators (a board member or a member elected by the board and Mehrdad from the Bylaw committee, who in his user account has previously set up to conduct the referendum). The referendum executive team consists of the following members:
 - The two administrators
 - The third member of the Board of Directors, preferably one not belonging to the Bylaw Committee
 - A supervisory member (for supervision and advice only)

The following members will be on this team:

Mehrdad (first administrator), Fariba, Mansour and Kamiyar Gordnian (or another member of the election board)

7. The Executive Team will start its work no later than one week after the approval of this document and will provide the members with all explanatory reports and information necessary for the vote, including its timetable (start and end dates of the referendum) within a maximum period of three weeks. Explanatory reports are provided to the Executive Team by the bylaw Committee from the beginning of



the work. The referendum begins four to five weeks after the formation of the executive team and lasts ten days.

8. If none of the bylaw articles achieves a quorum of more than 50% of all eligible members after the deadline set for voting, the executive team can extend this deadline two more times (10 days each time).

If the said quorum is reached for at least one article of the proposed bylaw, the referendum is valid and does not require a renewed deadline extension.

If after a third extension quorum is not reached, the Board of Directors will decide on the faith of the proposed bylaws.

9. After the end of the referendum period and its extension procedures, the result of the referendum will be announced to the Board and the members within a maximum period of three days.

APPENDIX 2

Chapters Committee

Need

This committee has been formed to fulfill the bylaw requirement.

Mission

Based on the bylaw this committee's responsibility is to coordinate the relationship between SUTA and Local Chapters and between the local Chapters.

Organization

- At least one member from each local chapter shall be the official representative of each chapter in the coordination committee.
- At least one member of BoD shall be a part of this committee. One of the BoD members of the committee shall be the Director of the committee.
- There shall be at least three meetings a year with a four month interval. The director will preside over this committee.
- There is no maximum member number as long as each chapter has one representative at this committee. The BoD can decide the maximum number of representatives that each chapter can have at the committee.
- The minimum number of members is recommended to be three.

Tasks

- Establishing communication channels between Chapters and SUTA.
- Preparation of proposal for coordinated activities and sending it to the BoD for approval.
- Helping the chapters to perform the activities
- Collecting local chapter's activity reports.
- Communicating the reports to the BoD
- Helping BoD to activate the idle chapters or establish new chapters.

Members

At least one assigned member from the board.

Active Chapters (vote member)

Non-Active Chapters (non-vote member)



Chapters: Any group of 7 or more members may declare themselves as a Chapter. Chapters shall introduce a liaison, director, or point of contact, with a list of members so that BoD may contact them.

Active Chapter: Any Chapter that nominates a member as their representative for the Chapter Committee is deemed active. Chapter representatives are considered Voting Members.

Non-Voting Members: Groups of smaller than 7 who are active, if approved by the Committee, may send a representative to participate as a volunteer to the Committee. These volunteers if present in a meeting will be considered as non-voting members.

APPENDIX 3

Mentorship Committee/Team Charter

Date: 8-10-23

Purpose

A committee/team is needed to design and operate the various affairs of the mentorship program.

Goal

This committee/team aims to give members, especially the young ones, the opportunity to connect and use the guidance of experts in the professional field.

Organization

- One member of the BoD shall be the lead for the committee/team.
- The lead person shall select at least two volunteers to join the committee by BoD approval.
- There shall be at least four meetings/ year at a three-month interval.

Task

- Preparation of proposal to recruit mentors and experts in industry and academia.
- Preparation of proposals on ways of outreach to potential mentees.
- Preparation of proposal on how to match and connect mentees with mentors
- Preparation of proposal on how to follow up with the mentees and mentors and assess the success and usefulness of the guidance session
- Preparation of a proposal on showcasing the program on the website
- Creating a process to attract the mentees to become volunteers in SUTA activities
- Acting as the team, or proposing a team responsible for the execution of the approved proposals.
- Prepare a report on the status of the program every six months and share it with the BoD.