**SUTA LOCAL CHAPTERS GUIDELINE**

**09/01/2013**

This document (referred to as “this Guideline” in this document) contains the guideline for establishment, and operation of SUTA local chapters, including the establishment and organization of each chapter board of directors, their jurisdiction, time of appointment, etc. This document in this format is approved by the 7th SUTA Board of Directors considered as guideline, and as such is not considered binding by the local chapters by nature, unless for the chapters that choose to adopt it as local chapter bylaw. However, in order to organize SUTA chapter structures and organizations, it is strongly advised that all SUTA chapters adopt this document as their charter or at least part of their charter.

# Definition

# SUTA may have local chapters within the United States and other countries around the globe. The purpose of a local chapter is to allow face-to-face interaction between the local members that is not possible otherwise.

# A local chapter covers a certain continuous geographical area, and as such must operate within reasonable driving distance. In case of disagreement, SUTA Board of Directors determines the borders.

# Each chapter is governed by a local chapter board of directors, whose establishment is authorized by the majority vote of the chapter members.

# Local Chapter Registration and Guidelines:

#  Any chapter may register their organization as a subsidiary of SUTA in the local area, provided that it complies with the terms of this clause.

#  A local chapter shall fully comply by the Bylaw and all its provisions, and this Guideline, as applicable, and as far as it is not in conflict with local and federal laws and regulations of the country and province it is registered in.

#  A local chapter board of directors may add, remove, or change some of the terms of the Bylaw, and this Guideline applicable only to the conduct of its own affairs conditioned to the terms of this subsection

#  Any change, addition, or removal of the provisions of the Bylaw or this Guideline by a chapter for the conducts of its affairs must not violate the spirit, principals, and policies of the Bylaw.

#  SUTA Board of Directors is the entity, which determines whether a change, addition, or removal proposed by a local chapter would contradict the spirit of the Bylaw and this Guideline or not, and as such the proposed change is acceptable or not.

# The terms of the Bylaw and this Guideline governing the establishment of a local chapter board of directors shall not be modified, added or removed by a local chapter board of directors, unless explicitly mentioned in the Bylaw or this Guideline.

# SUTA Board of Directors shall discuss and decide about the proposed change(s) by a local chapter board of directors to the Bylaw or this Guideline in its first regular meeting after the date of proposal. The announcement of this decision shall not exceed 45 days after the date of proposal by the local chapter.

# Establishment of Local Chapters

#  A local chapter must have a minimum of Seven (7) members, as defined in the Sub-Clause ‎4.1.

#  There is no maximum for the number of members in a chapter.

# A local chapter shall organize and manage at least two (2) events or gathering in a fiscal year starting from the date of chapter’s board election. The SUTA Board of Directors shall approve the provisions of this Sub-Clause.

# Local Chapter members

# Chapter Member: A person who is a SUTA member, as defined by all membership categories in Section III of December 2004 Amendment of the Bylaw, is living in the geographical area covered by the local chapter, and is associated to this chapter in SUTA website.

# Chapter Regular Member: A person who is a SUTA regular member, as defined by all membership categories in Section III of December 2004 Amendment of the Bylaw, is living in the geographical area covered by the local chapter, and is associated to this chapter in SUTA website.

# Potential Chapter Member: A person who is eligible to be a SUTA member, as defined by all membership categories in Section III of December 2004 Amendment of the Bylaw, except the payment of SUTA membership dues.

# Local Chapter Board of Directors:

# A local chapter is governed by a board of directors.

# Any member of a chapter’s board of directors must be the chapter’s regular member, as defined in Sub-Clause ‎4.2.

# The Minimum mandatory number of a chapter’s board members is three (3), regardless of the number of chapter’s members or Potential members, as defined in Clause ‎4.

# The minimum mandatory organization of a chapter’s board of directors includes

# Chapter’s President,

# Chapter’s treasurer or financial officer, and

# Chapter’s secretary.

# The number of a chapter’s board members shall not exceed seven (7).

# The number of a chapter’s board members shall be an odd number (three, five or seven).

# The actual number of chapter’s board of directors shall be determined by the number of chapter’s members, as defined in Sub-Clause ‎4.1. For every fifteen (15) members in addition to the minimum seven (7) members of the chapter, two (2) members shall be added to the chapter’s board of directors, conditioned to the maximum chapter’s board member, as defined in Sub-Clause ‎5.4.

# It is recommended that the additional members of a chapter’s board of directors, in addition to the original three (3) members, be appointed as the following directors:

# Director of membership,

# Director of events and gatherings,

# Communication Officer,

# Director of services, awards, and recognition.

# A local chapter may elect two (2) additional substitute board members elected by the process defined in Clause ‎6.

# In absence of one (1) or two (2) permanent board member(s), one (1) or two (2) substitute member(s) would gain the right to vote.

# A chapter’s board of directors may decide to include either none or both substitute board members in any discussion, decision making, or voting process.

# The substitute members are counted for the quorum.

# A local chapter’s board of directors shall be in service for two (2) years, except the conditions provisioned in Clause ‎7.

# The members of a local chapter may be re-elected as local chapter board member.

# There is no limit in the number of terms a person can be a member of a local chapter board.

# All local chapters are encouraged to provide a quarterly report to the SUTA Board of Directors.

# The meeting quorum of a local chapter’s board is defined as follows:

# For chapter boards with three (3) permanent members, quorum is three (3).

# For chapter boards with five (5) permanent members, quorum is four (4).

# For chapter boards with seven (7) members, quorum is five (5).

# Election of a Chapter’s Board of Directors

# The members of a chapter’s board shall be elected by the chapter’s members (as defined in Sub-Clause ‎4.1) and chapter’s Potential members (as defined in Sub-Clause ‎4.3).

# A chapter’s Potential members may vote for the election of the chapter’s board, only at the time of chapter Establishment.

# A chapter’s Potential members are not eligible to vote for any other matters, including re-election of the chapter’s board or renewal of the chapter’s board after its normal term as defined in Sub-Clause ‎5.9.

# If a local chapter’s Potential members is eligible to participate in election of the chapter’s board (as defined in Sub-Clause ‎6.1), he or she may participate only in-person in a gathering dedicated to the election.

# A local chapter’s members may participate in election either in-person in a gathering dedicated to election, or through email or the SUTA website, or chapter’s official website

# A chapter’s board of director election shall be observed by a member appointed by the SUTA Board of Directors.

# The results of a local chapter’s board election, or any re-election as a result of vacancies, as defined in Sub-Clause ‎7, the appointment of board members to the director roles, as well as the minutes of the board meetings resulted in changing the roles and responsibilities within a local chapter board shall be observed by the appointed SUTA Board’s member, and reported and approved by the SUTA Board no more than two (2) weeks after the date of the chapter’s election.

# Vacancies and Re-Election

# The vacancies of a chapter’s board of director are defined the same way as defined in Section 18, for SUTA Board of Directors.

#  If the number of the members of a chapter’s board of directors does not fall below the quorum of a chapter’s board, as defined in Sub-Clause ‎5.11, as a result of vacancies, the remaining chapter’s board members may replace the vacancies by substitute members, by majority vote.

#  If the number of the members of a chapter’s board of directors falls below the quorum of a chapter’s board, as defined in Sub-Clause ‎5.11, as a result of vacancies, the services of existing chapter’s board shall expire, and a new board shall be re-elected using the procedures defined in Sub-Clause ‎6.

# A local chapter’s board of directors may be discharged by SUTA Board of Directors by at least seventy Five percent (75%) majority votes, in case of the continuous and lengthy inactivity, violation of the terms of the Bylaw, failing to meet the criterion described in Clause ‎3, violation of ethical code of conducts, or violation of federal and local laws and regulations.

#  In case of a chapter’s board’s discharge, a new chapter’s board shall be re-elected using the procedures defined in Clause ‎6.

# Financial Considerations

# A local chapter shall obtain confirmation from the SUTA Board for their eligibility to receive a portion of the membership fees for local activities that are organized on behalf of the SUTA.

# If a local chapter’s activity or event results in some financial benefits, the chapter’s board of directors may decide to send a percentage (e.g. twenty percent (20%)) of the financial benefits to the SUTA Board, and manage the remaining for further activities.

# Relationship between Local Chapters and SUTA Board of Directors

# Local chapters should coordinate their activities with the SUTA Board, as far as it relates to the SUTA’s global objectives and mission. Each local chapter can make arrangements for their local activities in accordance with the Bylaw and this Guideline.

# The default communication between the local chapter’s board and the SUTA Board of Directors shall be through the local chapter’s President.

# The President of local chapter’s board may appoint another chapter’s board member as a liaison to communicate with SUTA Board.

# A special SUTA Committee coordinates the relationship between all local chapter boards and the SUTA Board of Directors. The committee is managed by the SUTA Director(s) of local chapters. At least one member from each local chapter shall be the official representative of each chapter in the coordination committee.

# The President of the local chapter’s board is the default representative of the local chapter in the coordination committee.

# The President of the local chapter’s board may appoint another member of chapter’s board as the local chapter’s representative in the coordination committee.