



[01/31/2015]

SUTA BOARD GUIDELINE

8th SUTA Board of Directors V0.0

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This document (referred to as “this Guideline” in this document) contains the rules and guidelines for establishment, and operation of SUTA local board, including the internal rules for attendance and participation in SUTA board. This document in this format is approved by the 8th SUTA Board of Directors considered as guideline, and as such is not considered binding by the local chapters or future Board of Directors by nature, unless for the chapters or future Boards that choose to adopt it as their guideline. None of the terms in this document should overrule the SUTA Bylaws, and its amendments by any interpretation. In addition, in the case of local chapters, none of the terms of this document should overrule the local chapter guideline, approved by local chapter board.



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1. Definition

- 1.1. In this document, “the Guideline” is used to refer to this document
- 1.2. In this document, “the Board” is used to refer to either SUTA Board of Directors or SUTA local chapter Board, whichever this document is applied to.
- 1.3. In this document, “the Member” or “the Board Member” is used to refer to either the regular members of SUTA Board of Directors or the members of SUTA local chapter Board, whichever this document is applied to.
 - 1.3.1. When “Substitute Members” are intended in this document, they are explicitly referred.
- 1.4. In this document, “the Quorum” is used to refer to five (5) members in the case of SUTA Board of Directors. In the case of local chapter Board, “the Quorum” refers to the accepted quorum by the local chapter board.
- 1.5. In this document, “the President” is used to refer to either the President of SUTA Board of Directors or the President of SUTA local chapter Board, whichever this document is applied to. However, if the President of the Board is not present for a particular meeting, “the President” is used to refer to the person managing that meeting. One example could be the Vice President.
- 1.6. In this document, “the Election” is used to refer to the Board election process.

2. The Meetings

- 2.1. The time and location and means of meetings are set by the Board.
- 2.2. The meeting is managed by the President. In the absence of the President, either the Vice President, or a person appointed by the President would manage the meeting.
- 2.3. The Quorum is generally made by the Members. However, if the number of the Members in the meeting is below the Quorum, the Substitute members will be counted toward the Quorum.
- 2.4. The Secretary of the Board has to present the draft of the agenda at least three (3) days before the meeting.
 - 2.4.1. The Members and Substitute Members should propose their topics at least 2 days before the meeting.
 - 2.4.2. Upon approval of the President, the proposed topics will be added to the meeting agenda.
 - 2.4.3. If a topic is not added to the meeting agenda, the President shall resolve the topic either through email discussion, or add it to the agenda of the following meeting.
 - 2.4.4. The agenda shall be finalized at least one day before the meeting.



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- 2.5. The Secretary shall issue the first draft of a meeting minute no later than three (3) days after the meeting, where s/he captures the date, time, and location of the meeting, the name of attendees, the major discussion points, the Board decisions, the votes by the Members for all topics, and the action items.
 - 2.5.1. The Members and Substitute Members may suggest their modification(s) to the meeting minute, and upon the approval by the President, they will be added to the minutes.
 - 2.5.2. The final meeting minute shall be issued no later than Five (5) days after the meeting.
- 2.6. The Secretary shall store both the agenda and the meeting minute, such that they are accessible to all SUTA members through SUTA website.

3. Attendance Rules

- 3.1. The member is obligated to attend all meetings as set by the Board.
- 3.2. In case of emergency, if the Member is not planning to attend a particular meeting, the Member has to inform the President in advance and by explain the justification. Otherwise, the absence is considered unjustified.
 - 3.2.1. The President would inform the Substitute Members to attend the meeting, in advance.
- 3.3. Upon at least three (3) consecutive unjustified absence of the Member, or at least Five (5) the membership of the Member in the Board is expired, and the Board should start the process of replacing the Member.
 - 3.3.1. The Substitute members will replace the outgoing member of the Board, while the priority order is determined by the number of votes in the Election.
 - 3.3.2. If more than two members are to be replaced, the Board has to start the election process among all SUTA members.
 - 3.3.3. If a board member excuses from meetings more than 5 consecutive sessions, their status should be reviewed by the Board at the following board meeting.
- 3.4. All Members and Substitute Members shall maintain their SUTA membership all the time.
- 3.5. If the SUTA membership of a Member or Substitute Member is expired and s/he does not update the membership prior to an announced Board meeting, his/her membership in the Board is expired at the time of the meeting, and the Board shall start the process of his/her replacement as in Item 3.3 of this Guideline.
- 3.6. The Member has to inform the President if s/he is planning to leave the meeting before it is adjourned by the President, or explain the justification after the meeting. Otherwise, the meeting is considered an unjustified absence for the Member.
- 3.7. The Substitute Members are not obligated to attend all meetings. However, they are encouraged and allowed to do so.
- 3.8. Upon attending the meeting, the Substitute Members have the rights to raise their opinions and comments on all matters.



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- 3.9. While the President makes all his/her best so that the Board resolves the discussions, and makes decisions by consensus, if voting is required in a matter, only regular members of the Board can vote, unless one or both Substitute Members are considered toward the Quorum.

4. Participation Rules

- 4.1. The meetings are presided over by the President, or in his/her absence by the Vice President or any other appointed.
- 4.2. The topics to be discussed, the order of discussions, and the time dedicated to each topic is decided by the President.
- 4.3. All Members and Substitute Members can raise their willingness to talk, and upon permission by the President express their opinions.
- 4.4. To respect the time of the Board and other attendees, it is highly recommended that everybody keep their comments on the point, concise, and the relevant to the topic, and avoid lengthy unnecessary comments.
- 4.5. Upon final decision on a topic through consensus or majority voting, the Board decision is respected by all Members. However, upon request by any member, the Secretary shall capture different or opposing opinions in the meeting minute.
- 4.6. A decision made by the Board can be reversed by at least 60% of the attendees in future meetings.

5. Structure of the Board

- 5.1. The Structure of the Board shall follow the Article 6 of the Bylaws and all amendments thereafter.
- 5.2. The President, Vice President and other officers are elected for the life of the Board.
- 5.3. The President can request the removal of an officer or Director.
- 5.3.1. In order for the request to be discussed, the request has to be approved by at least one more member of the Board.
- 5.3.2. The request is approved only by the vote of at least 75% of the Board Members.
- 5.3.3. The president shall initiate the process of the replacement of the Officer at the same meeting.
- 5.4. Upon a written and signed request by at least 75% of the Board Members, the President shall initiate the re-election of the President, or any other Board officer or Director, in the following meeting.
- 5.5. Every Officer of the Boards is responsible for timely achievement of all relevant action items, as captured by the Board meeting minutes. Repeated ignorance of fulfilling these action items could be a justification for the President's to remove the officer or Director as explained in Item 5.3.