

Sharif University of Technology Association Bylaws
Proposed by the SUTA Bylaws and Guidelines Committee
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THE ASSOCIATION

The Sharif University of Technology Association (herein referred to as the “Association”) is the association of the Sharif University of Technology* (herein referred to as the “University”) alumni, current and former faculty members and staff, and current students. The Association was created in 2000 and is registered as a California, USA, nonprofit public benefit corporation. *Sharif University of Technology, formerly known as Aryamehr University of Technology, is dedicated to excellence in science and technology in Iran. The strength and successes of the University are primarily due to its past and present human resources including faculty, students, and staff.

VISION

The Association is envisioned to create a connected community of members, who are scattered around the world in order to preserve, share and enhance their collective know-how, experience, and achievements.

MISSION

The mission of the Sharif University of Technology Association is to enhance professional, academic, and social contact among its membership, and to strengthen the ties between the Association and the University. The Association is dedicated to contributing to the educational advancement of the University and advocating for academic freedom and an environment conducive to learning and critical thinking at the University.

CORE VALUES

The Sharif University of Technology Association is an independent, non-religious, non-partisan organization that upholds democratic principles. The Association does not engage in any discriminatory practice or activity and commits to the principles of Diversity, Equality, and Inclusion.

PILLARS OF THE ASSOCIATION

The pillars of the Association are its members, Board of Directors, Election Board, Compliance Board, and the chapters with self-organized structures.

ARTICLE 1: OFFICES

SECTION 1. PRINCIPAL OFFICE

The Association is registered with the state of California and may have chapters in other parts of the US or other countries. The principal office of the Association for legal matters is declared in San Diego County, California.

SECTION 2. CHANGE OF ADDRESS

The Association's principal office, as designated in Article 1, Section 1, may only be changed by amendment of these Bylaws and not otherwise. The Board of Directors may designate additional addresses for the receipt of correspondence by:

- (a) notifying the membership of the additional address;
- (b) notifying the membership of the effective start date for the use of such address; and
- (c) if applicable, the effective end date for any prior additional address designated pursuant to this Section 2.

SECTION 3. OTHER OFFICES

The Association 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.

ARTICLE 2: PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this Association shall be to enhance academic, professional, and social contact among the members of this Association worldwide, as defined in its mission for charitable, educational, social, and scientific purposes. In addition, the Association aims to facilitate professional cooperation between the Association and academic members of the University promoting excellence in the University academic program.

SECTION 2. PROHIBITIONS

No substantial part of the activities of this Association shall consist of carrying on propaganda, or otherwise the Association 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 3: GENERAL MEMBERS ASSEMBLIES

SECTION 1. GENERAL MEMBERS ASSEMBLIES

- (a) The General Members Assemblies are the supreme management and decision-making body of the association. It decides on all association matters that are not to be dealt with by the board of directors or another body specified in the bylaw. A general Assembly can be either the Annual General Assembly (AGA) or Special General Assembly (SGA) as specified in these bylaws.
- (b) The notice for convening all general member Assemblies shall:
 - (i) Include the date, time, location, and draft of the meeting agenda; and

- (ii) shall be sent to members at least three weeks in advance.

- (c) Proposals and subject matters submitted by members can be added to the agenda items provided the member submits the proposed additions at least two weeks prior to the date of the meeting; the Board shall provide an amended agenda to all members with the proposed additions prior to the meeting.

SECTION 2. QUORUM AND THE RULES OF THE ASSEMBLIES

- (a) General member Assemblies and all online votings are quorate if more than half of the members are present at the meeting or participate in the online voting in the first call. For purposes of determining the presence of a quorum, members present in person, via online media provided for general member assemblies, or by written proxy, shall be counted.

- (b) If a quorum is not present in the first call for the General member Assembly, a second meeting must be called within four weeks with the same agenda. If a quorum is not present for the second meeting, a third meeting with the same agenda shall be called within four weeks; this meeting will quorate if more than ten percent of the members are present at this meeting. However, in this meeting the only matters that may be voted upon are matters of the general nature of which was given.

- (c) If a quorum is present at the opening of a meeting, the members present may proceed with the agenda even if a quorum is not present throughout the meeting, but any action taken by the members must be approved by at least a majority of the members required to constitute a quorum for such meeting.

- (d) All decisions except amendments to the bylaws require a simple majority of the votes cast in a quorate General Members Assembly. The members of the elected boards (BOD, Compliance and Election Boards) will be elected subject to Article 6, §1, Article 9 and Article 10 of these bylaws.

- (e) Each BOD member or Officer is responsible for his or her functional area and entitled to respond to questions addressed to him or her.

- (f) In General Member Assemblies each member has one vote and has the right to express herself/himself freely and come with suggestions. Each member can represent a maximum of two other members in voting at the meeting by written proxy. Members who have not paid their dues in full, as well as associate members, and honorary members may participate in the General Member Assemblies as non-voting attendees.

- (g) The BOD may invite, according to the nature and agenda of the meeting, any experts or advisors to consult in the General Member Assembly. These guests do not have a vote in the meeting.
- (h) The reports of General Member Assemblies must be recorded and signed by the secretary, two persons in charge of verifying the meeting report and chairperson. The report shall be submitted to all members by the earliest convenient time but not later than two weeks after the General Member Assembly.
- (i) The General Member Assemblies of the Association can take place online in the form of a video conference if the requirements of California Corporations Code Section 5510(f) are met, or a hybrid form of online and in person meetings. The online elections shall take place in a defined period with the help of reliable online platforms and predetermined regulations by the Election Board. The results of elections can be presented in the general Assemblies by the Election Board.

SECTION 3. ANNUAL GENERAL ASSEMBLY (AGA)

- (a) An AGA is convened by the BOD no later than three months after the end of the fiscal year by a written invitation and notification of the agenda.
- (b) At the AGA the membership shall, at a minimum, consider and vote upon the following topics:
 - (i) Election of the meeting chairperson, secretary, two persons in charge of verifying the meeting report and two authorized members in charge of counting the votes;
 - (ii) Confirmation of the meeting's requirements;
 - (iii) Approval of the agenda and minutes of any prior meeting;
 - (iv) Receive and review the Annual Report of the BOD for the previous period;
 - (v) Receive and review the financial report for the previous period;
 - (vi) Receive and review the Compliance Committee report;
 - (vii) Receive and review the Election Board report;
 - (viii) Approval of the annual report and the financial report and discharge of the board of directors;
 - (ix) Determination of the operational plan and budget for the upcoming period;
 - (x) Election of the board of directors every two years, Election of Election Board members;
 - (xi) Election of Compliance Board members;
 - (xii) Dissolution of the association if in the agenda, according to ARTICLE 17;
 - (xiii) Decision on the subject matters per agenda and item 2 above;

- (xiv) Decision on the procedural motions, urgency motions and other issues according to the meeting agenda following majority approval. Only motions with urgency can be added to the agenda at the meeting. A motion can only be classified as urgent if it could demonstrably not be possible to submit the motion in time before the meeting and a delayed decision would cause foreseeable damage to the association.

SECTION 4. SPECIAL GENERAL ASSEMBLY (SGA)

- (a) An SGA may be called for the following reasons:
 - (i) to address any changes in BOD members;
 - (ii) address a legal or other matter as well as one or more items listed in Article 3, §3b, that for stated reasons cannot wait until the next AGA and must be presented to the Membership.
- (b) An SGA shall be called by the BOD with specific agenda on request of the BOD, the Compliance Committee, or if it the minimum number of Members, as set forth below, requests an SGA. The minimum number of Members required to convene an SGA shall be five percent (5%) of the Members.
- (c) A request for an SGA shall be sent to the BOD in writing stating the reasons for the request, signed by the person making the request, and, if the request is from the membership, listing the names and contact information for the members making the request. Upon verification by the BOD that the request complies with the requirements of these bylaws, the BOD shall proceed to call the SGA in accordance with Article 3, § 1 of these bylaws, within 21 days from the date of receipt of the request.
- (d) At an SGA the Membership shall:
 - (i) elect the meeting chairperson, secretary, two persons in charge of verifying the meeting report and two authorized members in charge of counting the votes;
 - (ii) conduct only such other business as set forth on the agenda circulated by the BOD as provided in subsection (c) herein.

SECTION 5. VOTING ONLINE WITHOUT MEETING

- (a) Any action which may be taken at any regular or special assembly of members may be taken without a meeting if the BoD or EB distributes a written ballot to every member entitled to vote on the matter. That ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot.

- (b) Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- (c) If voter turnout is less than required quorum after the first call, the voting period should be extended after a second call. Additional extensions may be authorized by the Board of Directors.

ARTICLE 4: MEMBERS

SECTION 1. DETERMINATION OF MEMBERS

If this Association 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 Association, require approval by the members shall only require the approval of the Board of Directors.

SECTION 2. MEMBERSHIP

- (a) The Association shall have members composed of eligible individuals:
 - (i) Whose application for membership has been accepted;
 - (ii) Who agree to abide by these bylaws and other policies of the Association.
- (b) No individual shall be denied membership on the basis of nationality, ethnicity, gender, race, religion, or political belief.
- (c) Persons eligible for membership shall be associated with the Sharif University of Technology's (SUT) or its predecessor, Aryamehr University of Technology's (AMUT) departments, and their affiliated education and research centers, on the main or other official campuses, officially recognized by the University, under one of the following conditions:
 - (i) be a former student, according to the University's official organization definition;
 - (ii) be a current graduate student;
 - (iii) be a current or former faculty member, according to the University's official organizational chart; or
 - (iv) be a current or former University's non-faculty official employee.

SECTION 3. MEMBERSHIP TERMS

- (a) Members shall:
 - (i) abide by the Association bylaws and policies including, but not limited to, the Association's Code of Conduct, Conflict of Interest, and Confidentiality Statement.
 - (ii) Pay all membership fees when due.
- (b) The membership shall be for one year term, renewable annually upon payment of the then current annual dues.
- (c) Payment should be paid into a registered or approved account of the Association or the Association chapters.
- (d) By accepting membership in the Association, a member shall allow other members to see their first and last names, and email addresses.
- (e) All members have the same rights and obligations.
- (f) Only individuals may be members.
- (g) The BOD is the Association body with the authority to issue disciplinary action, including, but not limited to, warnings, suspend, or expel a member who violates the Association's bylaws, the Association Code of Conduct, the Association Conflict of Interest and Confidentiality Statement Policy or Membership Terms, or misuses the Association's members' information for their personal benefit or the benefit of others without the express written consent of the Association.
- (h) Such decisions should immediately be reported in writing to the Association Compliance Board and must be reported in the next AGA for confirmation.
- (i) If a member does not pay the membership fee, his/her membership is automatically suspended effective the date the member's account becomes past due, such suspension remaining in effect until the member next renews his/her membership.

SECTION 4. OTHER MEMBERSHIP TYPES

- (a) Associate member: A person who meets all the following criteria and applies to be an Associate member, shall be admitted as such:
 - (i) Is currently enrolled as a degree seeking student of the University or has been introduced and presented a written recommendation from at least one the voting Member of the Association;
 - (ii) Has provided a written statement expressing certain interests and ties with the University;
 - (iii) Demonstrates a commitment to the Association bylaws, the Association Code of Conduct and the Association Conflict of Interest and Confidentiality Statement Policy;
 - (iv) His/her membership has been approved by the sitting Board of Directors; and
 - (v) Has paid his/her membership dues.

- (b) Honorary member: A person who meets all the following criteria may be admitted as an Honorary member:
- (i) Has made a significant contribution towards achieving the objectives of the University or the Association as determined by the Board of Directors;
 - (ii) Has been nominated in writing to be admitted as an Honorary member by at least 3 current or past members of the Association;
 - (iii) Has been approved by a vote of the then current Board of Directors;
 - (iv) Has demonstrated a commitment to the Association bylaws, the Association Code of Conduct and the Association Conflict of Interest and Confidentiality Statement Policy.
- (c) Emeritus member: A person who meets all of the following criteria may be admitted as an Emeritus member:
- (i) Has been member in good standing of the Association for at least for twenty years;
 - (ii) Has previously served actively in the Association's Boards and Committees;
 - (iii) Is nominated by two or more current members of the Association; and
 - (iv) Is approved by a vote of the current Board of Directors.
- Emeritus members are exempt from membership dues but have the same rights as regular members.
- (d) An Associate Member or an Honorary Member
- (i) In addition to any other restrictions contained in these bylaws cannot vote on any Association matter.
 - (ii) shall not be eligible to hold a seat on the Board of Directors or an Association local chapter.

ARTICLE 5: CHAPTERS

SECTION 1. DEFINITION AND PURPOSE

- (a) A local chapter is a geographical chapter and as such must operate within a region around a center location. The Association members may establish their Chapters in different countries and regions.
- (b) The purpose of the local chapters is to allow coordinated face-to-face interaction and the activities of the local members that is not possible otherwise.

SECTION 2. ESTABLISHMENT AND ACTIVITIES

- (a) There shall 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. If the number of members in a geographical location is not sufficient to establish a local chapter, members can join the closest Association chapter, until they establish their own chapter.

- (b) There shall be an election via the General Member Assembly of the chapter to form a governing body (specified in Chapter's bylaw based on the number of local members and local regulations) to run the chapter each 2 years.
- (c) Chapters may register their chapter in the local area as a non-profit organization. Chapter's registered name follows the format of the Association name followed by the chapter region. The bylaws of the Chapter should follow the Association 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 of the Association's Bylaws and policies including the Association Code of Conduct and the Association Conflict of Interest and Confidentiality Statement.
- (d) If a chapter is not yet registered, they are still considered as a chapter if they follow all other chapter conditions mentioned above including having chapter Bylaws, General Member Assemblies, elections, and submitting corresponding reports to the Association's Board of Directors.
- (e) The majority of the chapter board members shall live in the Chapter's center location.
- (f) All Chapters' financial record should be traceable/ auditable.

SECTION 3. RELATIONSHIP TO THE ASSOCIATION

Chapter has to share a defined portion of the received membership fee to the Association BOD for common activities. The portion is defined by the Association BOD upon consultation with the chapters. Local Chapters will decide on the amount of membership fee for their members. Therefore, a Chapter's member will be an Association's Member upon fulfillment of the 3(a) requirement.

- (a) Chapter establishment should be approved by the Association BOD when all of the criteria mentioned in ARTICLE 5 section 2 is met.
- (b) The local operation of the Association's local chapters is left to the decision of the local members independently. Each local chapter can make arrangements for their local activities in accordance with the Association and their local bylaws as far as it relates to the Association's global objectives and mission.
- (c) Each local chapter will have its own special space/page on the Association's website and will manage its content on its own.

- (d) Members of the chapter Board of Directors must be members of the Association in good standing.
- (e) The Association may create, in its sole and absolute discretion, additional rules and regulations for the operation of chapters and the provision of related information to the Association.

ARTICLE 6: DIRECTORS

SECTION 1. BOARD OF DIRECTORS COMPOSITION

- (a) The Board of Directors (“BOD”) is comprised of members elected through the Association’s general election and representatives appointed directly by the chapters. The minimum number of board directors is seven (plus two substitutes), from whom three positions are always filled by members elected in the Association’s general election. There is no upper limit on the total number of board members.
- (b) Provided a chapter has a minimum of twenty regular members, they are eligible to appoint a representative to the Board as a director. The representative shall either be elected directly by the chapter members or voted on internally by the chapter Board. Either method should be specified in Chapter’s Bylaws. The number of directors present from a chapter in a board term cannot be more than two.
- (c) In case the minimum number of the Board of Directors cannot be reached with the chapters’ representatives, the deficit will be filled from the general election.
- (d) To ensure the transfer of experience between Board members, representatives from chapters will be added to the Board in alternate years.
- (e) In case any of the elected directors resigns during the BOD term, the substitute members will fill the position.
- (f) The official representative of each chapter in the Association BOD will coordinate the relationship between Local Chapters BOD and the Association’s BOD. In case the representative resigns during the BOD period, a new representative could be elected with the same procedure.
- (g) Those members who don't belong to any chapter may want to associate themselves with the nearest chapter to be able to participate in the chapter representative election to the Board.

- (h) All directors must have been members of the Association for at least 2 months when elected. To be elected for the Board of Directors a person must have a minimum vote of the 10% of eligible members.

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 Association, the activities and affairs of this Association 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 the Association, 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 Association;
- (c) Supervise all officers, agents and employees of the Association 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 Association 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. DECISION MAKING AND COLLECTIVE TASKS

- (a) The BOD shall set the direction of the organization and make large-scale decisions.
- (b) The day-to-day operations of the organization shall be carried out by the Executive Committee elected by the BOD.
- (c) Unless otherwise required by law, the Articles of Incorporation or these Bylaws, a fifty percent (50%) majority of the votes cast at a meeting of the BOD consisting of a quorum of the BOD is required to authorize an action of the BOD.
- (d) Each BOD member has one vote.
- (e) No BOD member has the authority to make or override a decision pertaining to the BOD, unless delegated by the BOD.
- (f) All Association committees should operate under the general supervision and authority of the BOD.

(g) The BOD shall prepare an annual report (including both activities and financial reports) and an operational plan and budget for the upcoming period for submission to the membership and the AGM, which report shall be incorporated into the official records of the Association.

(h) One of the BOD members residing in the state of California should be assigned as the agent for the Association. If there is no BOD member residing in California, the BOD may assign one of the Association members who lives in California or an agent of service in California may be hired for a fee.

SECTION 5. TERMS OF OFFICE

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

SECTION 6. 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 Article 6, § 3. Before any director may provide services to the Association outside of his or her services as a director, such services, and any compensation for such services, must be approved by the BOD in a meeting at which the director to be so compensated is not present and does not vote. Any compensation so approved must be commercially reasonable.

SECTION 7. REGULAR AND SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

The directors shall hold regular meetings no less than quarterly. Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any two directors. Special meetings of the Board of Directors may substitute for a scheduled regular meeting of the Board.

SECTION 8. NOTICE OF MEETINGS

Regular meetings of the board may be scheduled in advance and held without further notice. Special meetings of the board shall be held upon 48 hours' notice of date, time, and place/platform. The agenda of all meetings should be sent to all participants with the meeting notice.

SECTION 9. RECORDS OF THE MEETINGS

The transactions of any meeting of the board, including waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. The minutes of the meetings should include discussions, decisions, actions points and their responsible party, and individual voting results. The minutes of the meeting should be recorded as the final document after approval, within a time limit, by all Directors present.

SECTION 10. QUORUM FOR MEETINGS

(a) A quorum shall consist of more than half of the BOD number but never less than five directors. Except as otherwise provided in these Bylaws or in the Articles of

Incorporation 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 meeting Chairperson shall entertain at such meeting is a motion to adjourn.

- (b) 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.
- (c) 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 that meeting.

SECTION 11. 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 Association, 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 12. CONDUCT OF MEETINGS

- (a) Meetings of the Board of Directors shall be presided over by a Chairperson elected by a majority (more than 50%) of the directors present at the meeting. The secretary of the meeting shall be chosen by the directors present at the meeting. The minutes of each meeting shall be distributed to the BOD members by the secretary of the meeting and if none of the Board members present at the meeting identifies a mistake or a major omission by the next meeting, the minutes will become the final document and a copy of it should be sent to the Secretary of the Board.
- (b) 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, or with provisions of the law.

SECTION 13. 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 a 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 Association authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 14. VACANCIES

- (a) Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any director, and whenever the number of authorized directors is increased.
- (b) 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.
- (c) Any director may be removed without cause by a majority vote (more than 50%) of all members at AGM or SGM.
- (d) 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 Association would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General of California.
- (e) Vacancies on the board should be first filled by a substitute director. If the number of directors, then in office is less than a quorum, the Election Board would hold an election to fill the vacancy.
- (f) If a Board Member is absent for three (3) consecutive Board meetings without an acceptable excuse (as determined by the majority of the rest of the Association Board 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 15. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

- (a) To the extent that a person who is, or was, a director, officer, employee or other agent of this Association 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 Association, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified by the Association against expenses actually and reasonably incurred by the person in connection with such proceeding.
- (b) 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 Association 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 17. 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 Association (including a director, officer, employee or other agent of the Association) 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 Association 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 7: OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. All officers shall also be a member of the Board of Directors. 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 Association. 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. OFFICERS SELECTION

The BoD shall select its officers in its first meeting through vote casting. The outgoing BoD should call a meeting for transfer of duties to the new BoD with the presence of the Election Board (EB). The meeting will proceed as follows:

- (a) The outgoing president or any delegated member from the outgoing BoD should preside over the session till the new president is selected and confirmed by the EB (as explained below).
- (b) EB should assure that the election of the officers of the new BoD will be conducted according to the following rules:

The election should be performed sequentially in the following order.

1. President
2. Treasurer
3. Secretary

4. Vice President

In each category, the nomination of a candidate should be made either through self-nomination or by other members of the BoD. Once the candidates are finalized and if there is more than one candidate, the vote casting should be performed through a secret ballot submitted to and counted by the EB. In case of a tie, people's votes in the general election should be used as the tie breaker.

Once the election of one category is completed and the officer is chosen, the BoD should commence the election for the next category. Since the Bylaws allow the same person to hold any number of offices (except that neither the Secretary nor the Treasurer may serve as the President), the officer selected in one category is not automatically eliminated from the selection of the next category. However, it is preferred that the four positions be assigned to four distinct members of the BoD.

- (c) The president of the outgoing BoD should register the names of the officers of the new BoD.
- (d) Access to the BoD materials, passwords and any other pertinent information should be passed to the new BoD in the transition meeting.
- (e) At this point the new BoD will officially take charge of the association and the new president should preside over the meeting from that point on. The new BoD may choose to continue the meeting or adjourn it. The outgoing BoD and EB may stay in the meeting if asked by the new BoD.
- (f) In the absence of the officers, the BoD may appoint subordinate officers or agents to carry out their responsibilities.

SECTION 4. REMOVAL AND RESIGNATION

The Board of Directors may, at any time, remove any officer from their role by a majority vote of the BOD. Such an officer should have the right to discuss the reasons for removal before the final vote. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Association. 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. The discussions, reasons, votes, and any other material from the meeting relevant to any removal or resignation shall be clearly reflected and maintained as part of the official minutes of the meeting.

SECTION 5. DUTIES OF PRESIDENT

- (a) The President shall, subject to the control of the Board of Directors, supervise and direct the affairs of the Association 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 Association, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President should call for the BOD meetings every quarter and shall preside at all meetings of the members.

- (b) 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 Association, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.
- (c) The President shall file the corporation statement of Information with the California State Secretary every year. The website address is bizfileOnline.sos.ca.gov. The corporation # is C2053857. The names of President, Treasurer and Secretary shall be replaced with the new officers' names as soon as the new BOD takes over.

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 Association, another member of the board shall 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 THE BOARD SECRETARY

The Board Secretary shall:

- (a) Certify and keep at the principal office of the Association or at such other place as designated by the Board the original or a copy of these Bylaws and any amendments thereto.
- (b) Keep at the principal office of the Association or at such other place as the board may designate, an electronic archive of all meetings of the directors, recording therein the date, time, and place of such meetings, whether regular or special, how called, how notice thereof was given, a copy of the notice of the meeting, the names of those present or represented at the meeting, and the minutes and such other documentation of the proceedings thereof.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records of the Association.
- (e) Keep at the principal office of the Association or at such other places designated by the Board a membership book containing the name and address of each member, 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.

- (f) Exhibit at all reasonable times to any director of the Association, or to his or her agent, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the Association.
- (g) 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 Association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- (h) The Board Secretary shall create the agenda of the meetings and distribute them to the BOD members prior to the BOD meetings based on each director's request or committee affairs.
- (i) The final minutes of each meeting should be sent to the Board Secretary and retained as an official document in the Corporate Book.
- (j) The Board Secretary should document the approved Resolutions of the BOD and include them in the Corporate Book.
- (k) The Board Secretary should save the Articles of Incorporation, Bylaws, and all amendments in the Corporate Book (probably kept on the cloud - that should be accessible to the public upon request).
- (l) The Secretary of the outgoing BOD should register the names of the officers of the new BOD with the California Secretary of State.

SECTION 8. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (b) Receive, and give receipt for, monies due and payable to the Association from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- (d) Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any director of the Association, or to his or her agent, on request therefore.
- (f) 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 Association.
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (h) 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 Association,

or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

- (i) The Treasurer shall file the corporation annual treasurer report with the Attorney General of California every year if required to do so. The website address is oag.ca.gov/charities. The State Charity Registration # is 119192.

SECTION 9. FINANCIAL DUTIES OF BOD

To fully perform its financial duties, each BOD upon taking office, should ensure the establishment of the following practices in a reliable, easy, and practical manner and follow them throughout its term in the office, and pass all the relevant financial information, procedures, and contacts to the next BOD.

- (a) The BOD should work with a professional accountant. To ensure continuity and reduce the setup costs, if possible, the BOD may continue to use the services rendered by the same accountant for the association. The BOD shall ensure that all governmental filings including, but not limited to, federal and State of California tax returns are timely filed.
- (b) The BOD should keep up-to-date the documents, reports, tax records, financial records and reports, and other required documents for the State of California, other states in which the Association is registered and, and the federal authorities. The BOD shall ensure that the regular renewal of the non-profit tax-exempt status of the Association is maintained and otherwise ensure that all federal and state regulations are abided by.
- (c) Through the contact with the bank, the BOD (at least the Treasurer and the President) shall contact the Association's bank(s) to ensure that the current officers responsible for the Association's fiscal affairs have access to the Association bank accounts and can use the bank cards. The outgoing Treasurer (or a designated BOD member) shall update the bank records (for all accounts, debit, and credit cards) and replace the name and signatures of the officers with access (the Treasurer and the President) with those of the new officers.
- (d) The BOD shall establish a payment mechanism by directly using the bank cards for expenses and reimbursing expenses; the Treasurer's approval must be obtained for any expense of the Association over an amount to be set by the BOD.
- (e) The BOD shall establish an electronic mechanism for the receipt of payments to the Association including online payments and direct deposits of membership fees, donations, and similar payments. Such electronic mechanism shall provide for the appropriate access of the Treasurer to identify the name of the payor, and the amount and date of such payment. Such electronic mechanisms shall meet all commercially reasonable safeguards for verification and account protection.
- (f) The BOD shall establish a procedure for obtaining sponsorships, their monitoring and reporting (to sponsors and the BOD).
- (g) The Treasurer shall prepare a quarterly financial report and present it to the BOD. It shall be available to the public upon request. The Treasurer shall ensure that a copy of the report is entered into the Corporate Book.

- (h) The Treasurer shall prepare a financial report for presentation at the Annual General Assembly. The Treasurer shall establish and maintain a monitoring and reporting procedure in accordance with generally accepted accounting procedures.
- (i) The Treasurer shall have a procedure for transferring the Treasurer's duties to the next Treasurer including access to the bank account, accountant, documents, and tax files.
- (j) Upon request by the Compliance Board, details of financial transactions shall be available to the Compliance Board for such purposes consistent with the duties and responsibilities of the Compliance Board.

ARTICLE 8: COMMITTEES

SECTION 1. COMMITTEES

- (a) The Association shall have such committees as may be required from time to time and as designated by resolution of the Board of Directors. The Board of Directors may appoint and supervise standing committees and other ad-hoc committees as required.
- (b) The Executive committee is formed to carry out the day-to-day activities of the organization. The Board of Directors shall appoint subcommittees which shall be supervised by the Executive Committee for the purpose of carrying out day-to-day activities and other responsibilities.

SECTION 2: EXECUTIVE MANAGER: ROLE AND DUTIES

- (a) The Board of Directors may select one of the Board members or contract a person outside the Board to act as the Executive Manager.
- (b) The Executive Manager reports to the Board of Directors and is responsible for managing overall operations of the organization. He/she provides "how-to" business management expertise, while the board of directors decide "what to do".
- (c) The Executive Manager shall participate in the Board of Directors meetings but cannot vote unless she/he is one of the Board of Directors members.
- (d) Duties of Executive Manager:
 - i. Executing and managing annual plans, budgets and strategies approved by the board;
 - ii. Defining steps based on the strategic directions and guidelines and ensuring that resources are in place to accomplish mission goals;
 - iii. Collaborating with the BOD and the management team to carry out the decisions of the Board;
 - iv. Assisting committees approved by the Board;
 - v. Communicating with the Board and providing requested reports.;

SECTION 3. MEMBERS AND ACTIONS OF COMMITTEES

- (a) Committees, other than committees that exercise the authority of the Board, may consist of persons who are not members of the Board. The BOD shall appoint a chair for each committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of the committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.
- (b) These committees shall meet from time to time and report to the BOD periodically about their activities and decisions.
- (c) Any committees of the Board that are authorized to execute the authority of the Board, or part thereof, shall contain only board members and shall have 2 or more such members.

ARTICLE 9: ELECTION BOARD

- (a) To conduct the election of the BOD and Compliance Board members, **the General Members Assembly shall elect an Election Board (herein referred to as EB).** EB is a body made up of three primary and two substitute Association members and elected by the AGM in the previous general assembly. None of the members of the EB should be a current BOD member, nor a candidate for the new BOD.
- (b) The Election Board members must have been active members of the Association for at least 6 months and have the vote of at least 10% of the eligible members.**
- (c) Upon the formation of the EB, the BOD shall collaborate with the EB members to officially begin its operation and shall provide access to any information that the EB requests that is necessary to perform its duty. The EB will stay in charge during the elected BOD's term until the election of the next EB. The EB shall start the election process at least 3 months prior to the election date by announcing the election timetable.

ARTICLE 10: COMPLIANCE BOARD

- (a) To assure that the Association operates according to its Bylaws, Guidelines, and policies, a Compliance Board comprising of three members and two substitutes will be elected at the AGM or via an organized online election by the Election Board. The Compliance Board term is for two years.
- (b) The Compliance Board members must have been active members of the Association for at least 6 months and have the vote of at least 10% of eligible members.
- (c) The Compliance Board does not have any executive authority and makes its requests and recommendations to the Board of Directors for execution.
- (d) The Compliance Board duties are:

- i. Monitoring of the organization's operation for compliance with Bylaws and Guidelines and policies;
- ii. Auditing of the organization's financial operation;
- iii. Presenting an annual report at the AGA;
- iv. Observing the members general assemblies and election process;
- v. Conflict resolution by investigating complaints and making recommendations to resolve the issues;
- vi. Requesting a Special General Assembly if it deems necessary.

ARTICLE 11: 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 Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. 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 Association 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

- (a) 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 Association need to be signed by the Treasurer of the Association. In the absence of the Treasurer, the President may sign the checks.
- (b) The Board of Directors may also determine from time to time, by resolution, those checks, drafts, and notes and financial instruments on which a signature of another officer, in addition to the treasurer, is required.

SECTION 3. DEPOSITS

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

SECTION 4. GIFTS AND DONATIONS

- (a) The Board of Directors at its own discretion may accept or decline on behalf of the Association any contribution, gift, bequest, or devise for the charitable or public purposes of this Association.
- (b) Members of the Board cannot accept any gift or donation personally with exception as specified in the Association's Codes of Conduct and Conflict of Interest policies.

ARTICLE 12: CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Association shall keep at its principal office or any other place designated by the Board as paper and, if applicable, in digital form:

- i. Minutes of all meetings of directors in English, committees of the board and, if this Association 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;
- ii. 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;
- iii. 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;
- iv. A copy of the Association'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 adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Association. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. MEMBERS, DIRECTORS, AND COMPLIANCE BOARD MEMBERS INSPECTION RIGHTS

Every member, director, and all members of the Compliance Board shall have the absolute right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Association upon request to the BOD in writing. BOD shall accommodate such requests within a reasonable time.

SECTION 4. ANNUAL REPORT

The BOD shall create an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Association's fiscal year to all directors of the Association, Compliance Board and to any member who makes a written request. This report shall contain the following information in appropriate detail:

- i. Operation and committees' activities;
- ii. The assets and liabilities, including the trust funds of the Association as of the end of the fiscal year, the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- iii. The revenue or receipts of the Association both unrestricted and restricted to particular purposes, for the fiscal year;
- iv. The expenses or disbursements, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by the report of the auditing inspectors.

ARTICLE 13: FISCAL YEAR

The fiscal year of the Association shall begin on January 1 and end on December 31 in each year.

ARTICLE 14: AMENDMENT OF BYLAWS

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:

- i. 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
- ii. By approval of the of two-thirds of members participating in a quorated meeting of more than half of the members.

ARTICLE 15: AMENDMENT OF ARTICLES OF INCORPORATION

- (a) Amendment of the Articles of Incorporation may be adopted and proposed by the Board of Directors and then only by the approval of more than two-third of eligible members of this Association.
- (b) Notwithstanding Article 14, this Association 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 Association, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Association has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 16: PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS


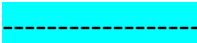

No member, director, officer, employee, or other person connected with this Association, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Association 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 Association. All members, if any, of the Association shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Association, whether voluntarily or involuntarily, the assets of the Association, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Association and not otherwise.

ARTICLE 17: DISSOLUTION

Dissolution of the Association shall be brought up to the General Members Assembly and requires a two-thirds (2/3) vote of all members who are eligible to vote. Upon the dissolution or winding up of the Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Association 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).

Color Codes

-  New or changed contents in available section or article
-  New section in available article
-  New article in bylaw