

BACKGROUND

On the 22nd August 2014, the Organization of Bangladeshi American Community, Inc (hereinafter OBAC) hosted a town hall meeting at Heritage Village Community Room to discuss a proposal from a community member on establishing a community center for the Bangladeshi American community in the greater capital district (hereinafter the community). Most of the speakers welcomed the idea of establishing a community center. In the meeting, some speakers were skeptical and wanted further details. Most of speakers pointed out that it would not be sustainable unless the entire community gets involved. They emphasized the need to reform OBAC to make it an organization *of the community for the community and by the community*. After much discussions a committee (hereinafter the committee) was formed to perform the feasibility review of the community center and to make recommendations on OBAC's organizational restructuring/reform. At the end of the meeting, the prime moderator announced the name of the committee members in front of the public.


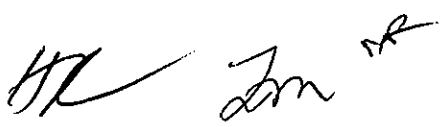
Subsequent to the town hall meeting, OBAC called a meeting with the committee and discussed further details of the proposed community center and OBAC's reorganization. OBAC requested the committee members to send their recommendations.

Prior to start work on the assignment, the some committee members jointly sent an email to OBAC and other committee members listing the names of the members for its accuracy and completeness. No response was received within the stipulated time frame indicating OBAC's as well as the committee members' concurrence on the list.


COMMITTEE MEMBERS

The committee is comprised of following members –

1. Dr. Humayun Kabir, MD
2. Engr. Humayun Kabir, PE
3. Jesmine Siddiqua
4. Zabed Manir
5. Shamim Huq
6. Rafiqul Islam (Tapon)
7. Mazharul Ripon
8. Ratan Huda /
9. Mizanur Rahman Prodhan
10. Hasib Khan
11. Md. Hossain (Sajjad)



Humayun Kabir



Amongst the members, Mr. Rafiqul Islam is in the process of getting OBAC Board of Directors (BOD) membership as announced by OBAC. Due to conflict of interest, he was not invited in the committee meetings.

SCOPE OF WORK

As set by the town hall meeting following are the scope of work of the committee—

1. The committee will perform a feasibility review and make specific recommendations on the details of establishment of the proposed community center
2. The committee will make specific recommendations regarding OBAC's reform/reorganization and its constitution

COMMITTEE MEETINGS

The committee held 2(two) meetings on September 26, 2014 and September 30, 2014.

COMMUNITY CENTER FEASIBILITY REVIEW

Establishing a community center for the community has three parts –

- i) Buying
- ii) Operations and Maintenance, and
- iii) Sustainability

BUYING

Based on the size of the current community, it would be very difficult to establish a community center by the membership subscription and their contributions. In fact, as of now there is no paid membership of OBAC. At the moment, establishing a community center is possible only if some big donations come from affluent community members and other well-wishers. Recently OBAC received a proposal from a generous community member regarding buying of the community center. Since things are moving very fast, few matters need to be carefully reviewed before getting the title of the property in OBAC's name. It needs to be clarified whether OBAC is getting the title lien free or on mortgage. If it is under a loan, then the question arises who will pay the mortgage. If donor pays the mortgage, what will happen if he stops to pay the mortgage or no longer able to pay the mortgage? In this scenario, the mortgage and insurance payments will add up to the annual operations and maintenance costs.

Finding an appropriate property is very important. To this end, utmost attention should be given on property location and its usefulness. Property should be located in a convenient place for the entire community so that community events are well attended.

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OPERATIONS AND MAINTENANCE

Operations and maintenance costs have major implications on the sustainability of the community center. Operations means day to day running of the community center. This includes utilities, office expenses, liability insurance, cleaning, lawn care, snow removal, security etc. On the other hand maintenance includes demand/emergency maintenance (e.g., unexpected plumbing/electric issues) and periodic maintenance (e.g., painting, parking lot seal coating, roof repair, and furnace replacement). The committee estimates annual operations and maintenance cost of a 5,000 square feet facility would be around \$18,000. However, this cost can be slightly reduced by forming a volunteer committee for simple job like cleaning, lawn mowing etc. Worst case scenario, down the road if the mortgage and home owners/hazard insurance responsibility falls on OBAC's shoulder, there will be an additional need for about \$18,000 per year. Moreover, at the beginning, a reserve fund of 6 months of operations and maintenance costs has to be generated as contingency fund. This reserve fund can be generated from membership donations (in particular, donations from affluent community members) and other means (e.g., advertising and raffle drawing).

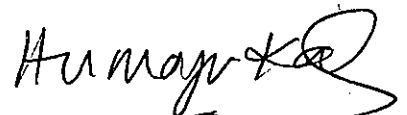




SUSTAINABILITY

Community and Community Center are analogous. Without community's participation community center will be like a house without its residents. The committee believes that community center is sustainable if and only if the entire community comes together. The very 1st step to make the community center sustainable is to reform OBAC by transforming it to an organization *of the community by the community and for the community*. OBAC should be an organization where everybody should feel that they have a stake in it and their opinion and representation are reflected through a democratic process. Community believes that every penny counts. Contributions from individual community members can add up to a big amount.

ORGANIZATION AND BYLAWS/CONSTITUTION REVIEW

The committee reviewed both OBAC's current and old bylaws/constitutions and identified numerous pitfalls and inconsistencies. Here are some of the major drawbacks, inconsistencies, and legal loopholes of the current bylaws/constitution that the committee identified-

- i. OBAC, as it is now, is a non-profit corporation owned by few people (BOD). Community members are its customers and do not have any ownership or stake on it. Its current bylaws/constitution is not in line with the community's hope and aspirations. It moved far away from what its founder members dreamed for.
- ii. There is no direct or indirect link between the community and OBAC's BOD or Executive Committee. Both BOD and Executive Committee do not represent the community in any way.

- iii. Although it says that BOD is the supreme authority, *de facto* it does not have any power. All power is vested upon its President and the Chairman of the BOD. President and BOD Chairman can override any decisions taken by the BOD. Decisions taken by the BOD will not be finalized and executed without the approval of President and BOD Chairman. Refer to Article VI (3) of the bylaws/constitution.
- iv. Articles VI (2) and Article VI (6) clauses are conflicting. Per Article VI (2) Board Meetings, BOD positions are permanent and current BOD reserves the right of accepting or rejecting any application(s) for the position of the new BOD member(s). On the contrary, per Article VI (6) Terms, all executive committee members including President and directors shall serve 2 (two) years term, but eligible for reelection.
- v. The bylaws/constitution gives most power to the Chairman of the BOD after the President of the Executive Committee. Although the President position is clearly defined, there is no definition of the Chairman of the BOD in the bylaws/constitution. Is the Chairman a particular person or someone amongst the BOD chosen by some sort of majority with indefinite term?
- vi. There is a provision of removing BOD members for grave misconduct. However, no such provisions were stated for the President and Chairman.
- vii. Article IV is missing
- viii. Procedural steps outlined in Article XI of the old bylaws/constitution were not followed in amending the old bylaws/constitution.

RECOMMENDATIONS

Alternative 1

- **Organizational Set-up**
 - There shall be a BOD and an Executive Committee. Executive committee shall consist of President, Secretary, and Treasurer.
 - BOD shall consist of elected and honorary members. Both elected and honorary members will have same voting rights, with the exception of electing President and Secretary of the Executive Committee and the Chairman of BOD.
 - There shall be a specific numbers of positions for elected BOD members (e.g., 7). They will be elected by the OBAC membership. Any community member can get OBAC voting membership by paying a specified subscription fee (e.g., \$40 per year). Unpaid members will not have voting right.
 - Number of positions for honorary BOD shall be unlimited. Any community member can become an honorary BOD member by paying a specified amount of fee (e.g., \$2,000 per year).
 - Elected BOD members will elect President and Secretary of the Executive Committee amongst themselves by simple majority.

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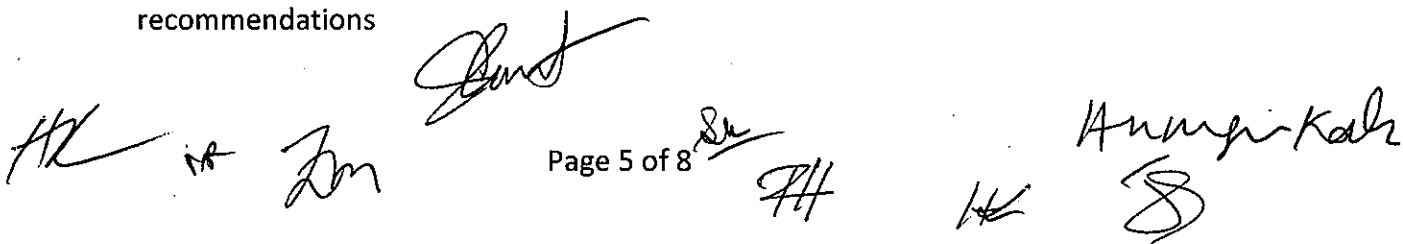
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- Honorary BOD members will elect the Chairman of the BOD amongst themselves by simple majority. BOD Chairman will preside over the BOD meetings and will have the same voting power as other honorary BOD members.
- Treasurer of the Executive Committee will be elected by the entire BOD amongst themselves (both elected and honorary BOD). Treasurer position has to be bonded.
- All BOD decisions will be taken by the entire BOD with simple majority, with the exceptions of electing President and Secretary of the Executive Committee and Chairman of BOD.
- The term for all elected positions shall be 2(two) years.
- **Checks and Balances.**
 - BOD will take policy decisions based on the constitution/bylaws and as per decisions taken by the membership in the Annual General Meeting (AGM) or Extra Ordinary General Meeting (EOGM).
 - Executive Committee will run the organization as per bylaws and the decisions of BOD.
 - BOD will set the outline for an issue or event, but may not interfere with the details.
 - BOD's decision cannot be overridden by the President of Executive Committee and the Chairman of the BOD.
 - Decisions taken by the BOD can only be overridden by membership thru AGM or EOGM by simple majority.
- **Accountability**
 - **Executive Committee/President.** Executive Committee/President is to be accountable to BOD. He/She is to be accountable to the membership thru AGM/EOGM.
 - **BOD.** BOD is to be accountable to the membership thru AGM/EOGM.
- **Removal of President and BOD members.** There has to be a provision for removal of President and the BOD members for grave misconduct. This provision must be strict and methodical so that there is no chance of misuse.
- **Bylaws/Constitution Amendment.** Any change in the bylaws has to be approved by the entire BOD with two-thirds majority and later by the membership thru AGM/EOGM by simple majority.

Action Steps for Alternative 1

1. Current BOD will amend the Constitution/Bylaws as per Reform Committee recommendations


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2. Current Executive Committee will promptly start the OBAC membership registration process.
3. BOD will form an Election Commission.
4. Election Commission will conduct the election for elected BOD positions as per amended Bylaws.
5. Existing BOD members will be automatically part of honorary BOD as long as they are current on honorary BOD membership fee.

Alternative 2

- **Democracy and Representation.**

- President of the Executive Committee (Chief Executive Officer) and the members of the Board of Directors (BOD) are to be directly elected by OBAC membership.
- Chairman of the BOD is to be elected/selected by the BOD from its members by simple majority. BOD Chairman will preside over the BOD meetings and will have the same voting power as other BOD members.

- **Executive Committee.**

- Option 1 – President may select his team (Secretary and Treasurer). The selection should be approved by the BOD by simple majority.
- Option 2 – All 3 positions of the Executive Committee are to be elected by the OBAC membership.

- **Checks and Balances.**

- There has to be a separation of power between the Executive Committee and the BOD.
- Executive Committee will run the organization as per bylaws and the decisions of BOD.
- BOD will take policy decisions based on the constitution/bylaws and as per decisions taken by the membership in the Annual General Meeting (AGM) or Extra Ordinary General Meeting (EOGM).
- BOD may set the outline for an issue or event, but shall not interfere with the details.
- President/Executive committee will provide secretarial support to the BOD, but they will not have any voting right in the BOD.
- BOD's decision cannot be overridden by the President of Executive Committee and the Chairman of the BOD.

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- Decisions taken by the BOD can only be overridden by membership thru AGM or EOGM by simple majority.
- **Accountability**
 - **Executive Committee/President.** President is to be accountable to BOD. He/She is to be accountable to the membership thru AGM/EOGM. He/She is also accountable to the community thru the election process, if seeking reelection.
 - **BOD.** BOD is to be accountable to the membership thru AGM/EOGM and thru the election process, if seeking reelection.
- **Removal of President and BOD members.** There has to be a provision for removal of President and the BOD members for grave misconduct. This provision must be strict and methodical so that there is no chance of misuse.
- **Bylaws/Constitution Amendment.** Any change in the bylaws has to be approved by the BOD with two-thirds majority and later by the membership through AGM/EOGM by simple majority.

Action Steps for Alternative 2

1. Current President will step down from the Executive Committee. He will remain as a member of BOD.
2. BOD will elect/select a new President by simple majority amongst themselves. The new President may choose his own team of Executive Committee.
3. BOD will amend the Constitution/Bylaws as per Reform Committee recommendations
4. New committee will promptly start the membership registration process.
5. BOD will form an Election Commission.
6. Election Commission will conduct the election for applicable positions as per amended Bylaws.
7. Existing BOD members will be part of new BOD. In other words, new BOD will consist of newly elected BOD members and existing BOD members.
8. After the end of 2-year term, All BOD positions will be open for election.

CONCLUSION

In order to transform OBAC to a vibrant democratic organization for the Bangladeshi American Community in the Capital District following are our recommendations –

- If the buy part of the community center goes through, the committee recommends **Alternative 1** as the preferred alternative. This alternative has some representations

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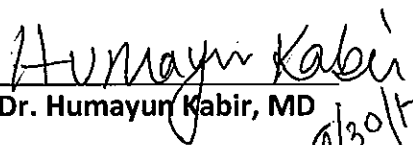
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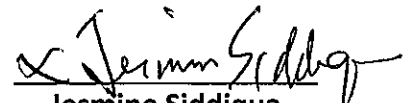
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and most importantly, will be able to generate required cash flow to operate and maintain the community center. Alternative 1 eliminates direct election by membership voting for all 3 Executive Committee positions.

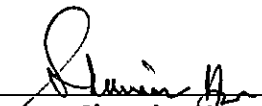
- In case the buy part with the prospective donor does not work out, the committee recommends **Alternative 2** as the preferred alternative. This alternative will bring proper representation through a democratic process without altering the current organizational set-up. However, it will not able to generate enough cash flow to run a community center.
- In the event OBAC decides to amend its bylaws/constitutions, the committee recommends that the procedural steps outlined in the bylaws/constitution to be strictly followed.


Dr. Humayun Kabir, MD 9/30/14


Engr. Humayun Kabir, PE 9/30/14



Jesmine Siddiqua



Zabed Manir 09/30/14


Shamim Huq 9/30/14


Mazharul Ripon


Ratan Huda 9/30/14


Mizanur Rahman Prodhan 9/30/14


Hasib Khan 9/30/2014


Md. Hossain

