

BANGLADESHI-AMERICAN PHARMACISTS' ASSOCIATION
MINUTES OF THE EXECUTIVE COMMITTEE
December 8, 2009

Date: December 8, 2009
Time: 9:00 pm – 10:30 pm
Place: 32 Tuxedo Lane, Congers, New York
Attendance: Murad Husain, Sharif Ahmed, Shah Rashid, Abdus Salam, Mohammad Akhter Hossain, Mohammed Nurul Haque, Daud Bhuiyan.
Presided by: Murad Husain

On December 8, 2009, the Executive Committee met at 32 Tuxedo Lane, Congers, New York.

Following were the agenda:

1. Issues raised in the AGM
2. Election proceedings
3. Inauguration proceedings

During the Annual General Meeting held on December 6, 2009, among other issues, the executive committee was requested to hold an extraordinary general meeting to evaluate the options for accommodating requests for delaying the election or allow for more participation.

The specific issues raised and proposals made during the AGM are the following:

1. Publish an annual calendar containing dates of the all events
2. Need for increased communication including the use of automated phone messaging
3. Reduce membership fee to encourage participation
4. Transfer the money raised for special funds to CDs.
5. The executive committee has violated the constitution and by-laws by not following the proper process and timeline for forming the election commission.
6. The organization is facing a constitutional crisis as a few members are not willing to accept the decision of the executive committee.
7. Delay the election in order to ensure additional participation
8. Allow the member to renew their membership to participate in the election
9. Form an ad hoc committee to oversee the election commission and advise the executive committee
10. Hold an additional meeting to ensure quorum of the AGM so that decisions can be made regarding the election.

DETAILED DISCUSSION OF EACH TOPIC

1. Publish an annual calendar containing dates of the all events

The committee appreciates this suggestion of one member and will implement going forward. The calendar will be posted in BAPA website.

2. Need for increased communication including the use of automated phone messaging.

Several members expressed their concern about lack of communication. The committee acknowledges that concern and will take necessary steps to keep the members posted. The committee will also find an alternate phone messaging service for automated calls.

3. Reduce membership fee to encourage participation

One member suggested that since we have sufficient fund, why don't we reduce the membership fee by subsidizing it from the funds. This idea however, was not supported by most members present.

4. Transfer the money that has been raised for special funds to CDs.

A suggestion was made concerning the funds raised by BAPA for the families of Nazir Sheikh and Faisal Hashim. It was suggested that we transfer the money to CDs so that we interest can be earned on the funds. The committee appreciates the idea and will take necessary steps toward that.

5. The executive committee has violated the constitution and by-laws by not following the proper process and timeline for forming the election commission and conducting the election.

One of the members started his comments with an explanation of why he has declined to accept the nomination to be the Chairman of the election commission. His main argument was that according to the constitution, the election has to be completed by the first week of December. In addition, EC did not give enough time to conduct the election. Therefore, he did not feel comfortable to take the responsibility.

According to BAPA By-laws (VII) (ii):

An election commission shall be nominated by the executive committee at least 60 days prior to that election.

During the week of October 26, the President contacted Mr Shoaib Chowdhury to request him to be the Chairman of the election commission for the 2009 election. Due to personal reasons he declined and suggested a few names. The names suggested was of Zaidur Rahman and Abu Chowdhury. He also suggested that we should try to nominate someone from the younger pharmacists. The President then called Mr Zaidur Rahman to request him to be the Chairman of the election commission. During the discussion he agreed to be the chairman. Other members of the executive committee contacted Mr Golam Rabbani who agreed to serve on the commission. Meanwhile, the President was unable to contact Mr Chowdhury before he left on a business trip abroad. However, before his

departure, the President requested the executive committee to send the nominations out to the proposed commission members.

On October 30, 2009 the executive committee issued a letter nominating the election commission consisting of Zaidur Rahman (Chairman), Abu Chowdhury (member) and Golam Rabbani (member). However, inadvertently, the letters were not mailed out until a few days later.

On November 7, Mr Rahman called the General Secretary to let him know that he can not accept the nominations of commission Chairman. The reasons for his decision were based on the short time, the fact that Mr Chowdhury was not consulted before sending the nominations and inaccurate use of Mr Chowdhury's name. He stated that although he is not comfortable to accept the responsibility of the Chairman, he agreed to be part of the commission if Mr Chowdhury or someone else would take the lead.

Despite the fact that there were plenty of precedents of holding elections during the later part of December and even in January (the 2003 election was extended to January 10th) and a request to help out the executive committee in the interest of the organization, both Mr Chowdhury and Mr Rahman declined.

Following are some of the facts about election commissions election dates.

Term	Commission members	Election held	Inauguration held
1992-1993	Salah Uddin Ahmed Kamrul Islam Chisty Shoib Mohammad Khandakar	2/2/1992	Not available
1994-1995	Shoib Mohammad Khandakar, et al	12/5/1993	1/8/1994
1996-1997	Shoib Mohammad Khandakar, et al	12/7/1995	Not available
1998-1999	Kamrul Islam Chisty, et al	12/4/1997	2/7/1998
2000-2001	Mohammad Rafiqur Rahman Mohammad SH Bhuiyan Abul Hasanat	12/29/1999	2/5/2000
2002-2003	Rafiqur Rahman, Nurul haque Abu Chowdhury	Not available	Not available
2004-2005	Rafiqur Rahman Nurul Haque Abu Chowdhury	12/14/2003 12/30/2003 1/10/2004	2/14/2004
2006-2007	Shoib Khandakar Zaidur Rahman Rafiqur Rahman	12/23/2005	Not available
2008-2009	Shoib Khandakar Zaidur Rahman Rafiqur Rahman	12/22/2007	2/23/2008

Based on the above facts, it is obvious that the individuals, who have raised the question of the process and the timing of the election, were fully aware of some of the precedents and used it to their advantage. Therefore, the reason of timing is invalid and inconsistent with the past practice and their conduct.

According to Chapter III, Sec 6 of the by-laws:

The executive committee shall: d) Adopt, amend and delete By-laws of the Association.

Therefore the constitution and by-laws authorize the executive committee to make necessary administrative changes for conduct of the organizational matters as long as it does not conflict with other clauses of the constitution.

Finally, the Executive committee decided to nominate a new commission with Mr Mohammed Serajul Islam (Chairman), Md Abdur Rashid and MD Golam Rabbani. A letter was sent out to them on November 13, 2009. It was explained to the commission that due to refusal of acceptance of nomination by the previously proposed members, the process got delayed. However, the executive committee promised to help the commission out in the administrative matter to facilitate timely completion of the process.

On November 16, 2009, the election commission mailed a letter to the active member requesting nominations for the 2010-2011 term. The deadline for sending nominations to the election commission was set for November 30, 2009. The deadline for withdrawing nomination was set for December 7, 2009.

As planned, once the nominations were finalized, the election commission would send out the ballots to the members by December 12, 2009 with a deadline for returning by December 30, 2009. This would allow the commission to count and complete the election by December 31, 2009.

The key periods stipulated in the by-laws that affect the outcome of the election are the time given for nomination and the time allowed for returning ballots. In both cases, the time stipulated time period and the practice had been about 15 days. The current election proceedings are consistent with that timing.

Therefore, complaints of process and timing are once again false, capricious and invalid.

6. The organization is facing a constitutional crisis as there is lack of participation in the election and a few members are requesting to delay the election.

A member commented that since there is lack of participation in the election, a few members are requesting to delay the election and some are not willing to accept the decision of the executive committee, the organization is facing a constitutional crisis. He also expressed that the election commission should have been present at the AGM, so that they can inform the general body on what nominations have been submitted.

The member had been part of the election commission a few times. During the election of 2003, he was nominated the Chairman of the commission. During that election, which was supposed to have been completed by December 14, the commission delayed the election until December 30 without showing any valid reason or need thereof. That election was delayed again until January 10, 2004.

At the time, certain candidates raised their concern and the motive behind delaying the election. However, in the interest of the organization this was not disputed. So, he is aware of the flexibility the executive committee has to accommodate certain unforeseen circumstances.

He also expressed that it is of concern since no one is participating in the election. When it was pointed out that the election commission did receive nominations, he demanded that the commission make those nominations public. To the best of this committee's knowledge, in no other AGM, any election commission was asked to identify the nominees before the commission completed their nomination process. This is not expected of the commission or is right to disclose the identity of the candidates until the nomination process is completed. However, the candidates are free to divulge their intention to run for the office.

In light of the above discussion, none of the alleged violations are of any merit. In addition the constitution gives the executive committee to handle disputes and unforeseen circumstances. Hence, there was no crisis whatsoever.

If there was a crisis, it happened during the inauguration of the executive committee of 2004-2005. According to Article XII: Oath of Office of the constitution:

All members of the executive committee of the Association shall take oath for office on assuming responsibilities. The chairperson of the Election Commission shall conduct such ceremony. This oath shall take place no later than January 10.

The inauguration of the 2004-2005 committee took place on February 14 instead of before January 10 which is specified by the constitution. The oath of office for the committee was conducted by the Mr Rafiqur Rahman. To the best of our knowledge, every commission and every committee have violated that part of the constitution since 2001.

If there is a crisis that is brewing, it is the lack of interest of the members to participate in the organization. According to one of the participants, about 90% of the time was spent in discussing this non-issue when we should have been discussing the real issues such as making it more acceptable to younger pharmacists.

Although the executive committee welcomes open discussion with specific objectives to move forward, it feels that the prolonged discussion on minor and administrative issues only serves personal interests and hold the organization back.

7. Delay the election in order to ensure additional participation.

One of the other proposals is to delay the election so that there is enough time for the members to nominate candidates and the election commission to conduct the election.

The key periods that ensure participation and the outcome of the election are the time given for nomination and the time allowed for returning ballots. The current election proceedings are consistent with that timing stipulated by the by-laws and the past precedents.

At the time Executive committee nominated a final commission of Mr Mohammed Serajul Islam (Chairman), Md Abdur Rashid and MD Golam Rabbani, it was explained to the commission that due to refusal of acceptance of nomination by the previously proposed members, the process got delayed. However, the executive committee promised to help the commission out in the administrative matter to facilitate timely completion of the process. The commission felt comfortable to take up the challenge and do their part to help the organization. The executive committee commends their courage and their ability to see the big picture.

On November 16, 2009, the election commission mailed a letter to the active member requesting nominations for the 2010-2011 term. The deadline for sending nominations to the election commission was set for November 30, 2009. The deadline for withdrawing nomination was set for December 7, 2009.

As planned, once the nominations were finalized, the election commission would send out the ballots to the members by December 12, 2009 with a deadline for returning by December 30, 2009. This would allow the commission to count and complete the election by December 31, 2009.

Therefore, the request to delay the election is at best ignorance and at worst capricious. Based on the time frame given and no known formal request to delay the election due to some extraordinary and valid circumstances, both the election commission and the executive committee feel there is no need to deviate from the planned process.

8. Allow the members to renew their membership to participate in the election.

One member stated that delaying the election is not enough. Non members should be allowed to renew their membership so they can participate in the election.

According to Chapter II, Sec 5, the annual dues shall be paid by January 10, for that calendar year. If a member fails to pay his/her dues by January 31, the member shall be notified by the General Secretary before February 20 that he or she shall be dropped from the membership roster unless payment is received by the end of March of that year.

However, during the 2004-2005 term, the executive committee decided to extend the eligibility of voters to members who became or renewed their membership by August 31 of the year.

Based on the timelines provided by the by-laws and executive decisions, the executive committee feels that adequate time was provided for members to update their membership and to participate in the election. The executive committee further feels that it is not appropriate or professional to seek membership just for the sake of election. The lack of active membership is neither an indication of time constraints nor does it reflect the sincerity of the committee. As pointed out by the executive committee that this is more likely a manifestation of changes in priorities of the aging membership as well as a lack of need to be associated with such an organization on the part of young pharmacists.

Therefore, the executive committee considers this request as frivolous and does not merit further consideration.

9. Form an ad hoc committee to oversee the election commission and advise the executive committee.

There was a proposal to form an ad hoc committee to oversee the election process.

Based on the discussions above, it is clear that the election process outlined in the by-laws was closely followed and no intentional deviation is evident. A review of the constitution and by-laws indicate the executive committee is authorized to make certain administrative changes if necessary. In addition, the executive committee and the election commission are confident in each other's capability to complete the election process without any difficulty.

Therefore, the proposal for ad hoc committee to oversee the election commission and advise the executive committee is denied.

10. Hold an additional meeting to ensure quorum of the AGM so that decisions can be made regarding the election.

One member suggested that the EC arrange an additional meeting to discuss the same issues. A quorum will be ensured so decisions can be made.

The executive committee would like to point out that this proposal among others was made during the AGM based on the assumptions that were inaccurate and information presented by some members was misleading.

One important and practical limitation of the proposal is, even if agreed, it would take weeks to notify the general members, find a new venue for the meeting and start all election activities anew will surely delay the completion of the election. There is absolutely no way, we can complete the process and inauguration of a new committee by January 10 which is specified by the constitution.

The executive committee has discussed the comments and proposals made during the AGM and the implications with the election commission. The election commission agrees with the position taken by the executive committee and is committed to stand by and complete their task.

Based on the insignificance of the complaints, marginal outcome of an expensive and lengthy process of a general meeting, this request can not be honored at this time.

ADDITIONAL TOPICS

In addition to the issues discussed above, the executive committee also discussed about the next steps. The following decisions we taken related to election commission and inauguration of the new committee.

1. The executive committee will send representatives of the committee to brief the election commission about the AGM. It was decided that Sharif Ahmed, Shah Rashid and Abdus Salam will represent the committee.

2. The General Secretary informed that the election commission confirmed that nominations were submitted for 9 of the 11 positions. However, there will be no contests in any of the positions.
3. Based on that the executive committee decided that once the election commission makes their decision public, the inauguration of the new committee should be completed by January 10, 2010 as specified in the constitution. The election commission will be notified of this decision.