

ZACUCE Meeting- October 14th 2007

Place - Aban Singh's Home.

Attendees: Jehan Kasad (Trustee), Arnavaz Sukhia (Trustee), Diana Dadachanji (Trustee), Freny Ranji (Trustee), Veera Karanjia, Adil Masani and Aban Singh

- **Zapanj/Zacuce meeting details were discussed.**
- Porus Cooper President of Zapanj wants to combine the two organizations. Is this legally possible and the pros and cons of this was assessed by Jehan as follows.
 - Have to be aware of the donor concerns-people who donated the money to Zacuce for a community Hall.
 - Zacuce and Zapanj are both 501c –Non-profit organizations, and we have to file for restate tax exemption every year. If we file as a religious organization then there is no property tax present. If we keep both organizations separate there will be no liability issues present for Zapanj.
 - Zacuce is registered as a non-profit and a charitable organization. Zapanj is registered only as non-profit organization.
 - Jehan reports that in any organization, when you handle large amounts of monies, personal liability is a big issue.
 - As to making the Zacuce more “democratic” as requested by Tehmaas Gorimaar, the legal committee will decide that the present board of Zacuce will resign in March 08, and all Zapanj members will vote and elect a new Zacuce board. This new board will serve a term of 5-10 years (to be decided). We may have either the Zacuce board as having a President, or Chairman, or a CEO or any name given to its board members as we see fit, so that there will be a marked differentiation between Zacuce and Zapanj Boards. Even after the building/community center is done the Zacuce board will remain in place for managing the day-to-day operations of the center, for financial, renting, management, and maintenance of the building.
 - Zapanj suggested that we nominate a permanent building committee within Zapanj for 5-10 years. Jehan opposes this because this is adding another level of authority. There is a strong focus presently with the Zacuce board as well cordial relationship present with the Zapanj board. If we have another new president of Zapanj, it could be possible that they may drag their feet and this could lengthen the process considerably. Besides, we have a determined time limit, as the donors were given a time frame of 2009 as the year for very tangible completion e.g. buying land, or building, or beginning construction etc. Jehan feels that until the building is done we should continue with two boards, as said before. We could talk to a lawyer regarding this.

- Zapanj Board- recommended that Zacuce should be under the umbrella of Zapanj. After, Jehan explained the above to the meeting; Veera agreed that it would be in the best interest if the 2 boards were separate especially due to liability issues.
- Porus wants to see on paper how the other associations (Zagny, Chicago, Houston) are handling this and would like to have their by-laws etc. We should talk to a lawyer preferably a lawyer who deals with non-profit associations. Cawas Pawri, a lawyer-husband of Anahita Deboo could guide us to find such a non-profit lawyer. Meanwhile Jehan, Cawas, and Cyrus Mehta will obtain by-laws from New York, Houston, and Chicago respectively.
- **Discussions for the new property present in Atco, Camden was undertaken.**
 - The property is listed for sale at 1.3 million dollars. We can offer 1.2 million
 - It was suggested that all Zacuce board, Zapanj Board, active members and volunteers of Zacuce, and anyone else interested can and should be involved. If the majority agrees on this property then, we can move forward. However it was noted that if the building committee and the Zacuce Board that oversees the financial feasibility thinks that we can raise/ borrow the money, only then can we move forward. Meanwhile we should look at the pre-qualifications for a mortgage? At the present time we have approximately \$600,000. We would need to raise another 600, 000. Jehan reports that he could raise another \$400,000. A balance of \$200,000 would need to be raised. We could raise some monies from our Zapanj members and also get a loan. Right now, the ZACUCE trustees are personally liable for all monies collected as donations. If we take a mortgage on the building, we would again need personal guarantors for the mortgage/loan amount. Veera volunteered to call the Wachovia Small Business Banker, and Jehan and Veera would meet someone from the bank to discuss the possibility of getting a Loan.
 - Aban suggested that it was important to consider the cluster of people and their interest for the location of the building.
- **Various options were discussed to facilitate money from donors**
 - Give a letter to your bank with Zacuce Bank routing Number, so monies can be automatically deposited in Zacuce account.
 - Other options were:
 - Recurring Bill Payment system or online bill payment or payroll deductions or Paypal through credit card. Recurring online bill payment system has zero expense, very safe, set up is only once, with a very secure website. Or systemic debit is also totally free

- Letters will be sent to all the donors, who have pledged, and will offer them various above options for easy transfer of monies. Zacuce will assist in setting up whichever payment system they would prefer.
- Ava Lala and Meher Mistry are in charge of coordinating and collecting the pledges. Aban volunteered to help if needed.
- **United Way donations:** As per the resolution passed at the special extraordinary meeting of Zapanj, Zapanj membership can now donate monies to Zacuce, through the United way. Members must let Zapanj Board know in writing that this money donated is a contribution for Zacuce.
- It was suggested that for this process to be ‘democratic’ we need **active participation** from all members. Presently a small group of volunteers for Zacuce have been continuously and diligently working over the past few years on this project. Please volunteer, come to the monthly meetings, take on a task and do it!

Next Meeting: November 4, 10.30 at Anoo Sukhia’s Home.

From: porus cooper [mailto:poruscooper@hotmail.com]
Sent: Tuesday, October 30, 2007 10:17 AM
Subject: RE: Zacuce minutes-10-14-07

Dear all,

Allow me to correct some points in the minutes, as I see them:

The minutes state that "Porus Cooper President of Zapanj wants to combine the two organizations."

That is incorrect on two counts. First, I made it clear more than once that I was speaking on behalf of my entire board, representing our unanimous view at a preparatory meeting, that it may be better for the community to have one rather than two organizations representing it. The minutes make it sound like it was some kind of personal view of mine alone. Please correct the minutes to reflect this important distinction.

Secondly, more than once in the first working group meeting at Katayun's home, I made it clear that the liability issue raised by Jehan was something to ponder. I said clearly that neither I nor my board colleagues have a closed mind on anything. These minutes leave the impression that we do.

Thirdly, the minutes are in error that "Zapanj suggested that we nominate a permanent building committee within Zapanj for 5-10 years. " We did propose considering a long-term subcommittee, as a possible alternative. We have not said anything about having it exist for any specific term, such as "5-10 years." It was the first meeting of the working group, one at which ideas were thrown out, not fixed opinions, at least not on the part of ZAPANJ.

In fact, Jehan repeatedly spoke in terms of having a ZACUCE board elected for three to four

years. My PERSONAL view, on this point, is that not even the president of the United States is elected for 5-10 years, and even a term of 3-4 years should be carefully weighed by the community.

I find it interesting that the minutes say the "pros and cons" of a merger between ZAPANJ and ZACUCE were discussed, but then offers not a single point "pro." In fact, I recall from the first working group meeting that for discussion purposes I threw out the idea, if necessary and appropriate, of winding up ZAPANJ and making ZACUCE the primary body. I also recall saying to Jehan that I personally would vote for him. The idea being that a small community like ours cannot afford to have a fragmented leadership.

Yet, I see from the minutes that ZACUCE is considering a structure in which it would remain in charge of any community center way past its acquisition. That is a direct contradiction of what has been said by Jehan repeatedly in the two working group meetings, namely that he doesn't see the need for ZACUCE to stick around once the building is acquired. Perhaps he was misquoted in the minutes.

Also, it may help if Jehan could spell out the donor conditions he mentions. While an eternal debt of gratitude is owed to Jehan and the donors he has inspired, respectfully, the community needs to know just what conditions have been accepted on our behalf.

The minutes talk of possibly making an offer of \$1.2 million for the Atco property, which is listed for \$1.3 million. But just this weekend, when the working group met at Katayun's home for a second time (and thank you to her and Kersi for their hospitality) Jehan said the property was not viable for our community even if we could raise the money to buy it. Why make an offer then?

The bottom line, again respectfully, is that I would hope to see consistency and fair representation of opposing views in what is being said in different meetings. That is the essence of democracy.

Best regards,
Porus

From: Sukhia, A D [mailto:sukhiaad@drexel.edu]
Sent: Tue 10/30/2007 5:16 PM
Subject: RE: Zacuce minutes-10-14-07

Friends:
Porus's point is well taken and understood.

In order that any information is correctly passed on to the community I think **it makes sense for someone at all the meetings (that relate to the Building project) to take minutes and post them each time .**

This way there is a correct representation of everyone and the boards' views.

Sincerely,
Anoo