

MINUTES

Hawaii Writers Guild

October 27, 2021

Hawaii Writers Guild (HWG) Board of Directors (BOD) Meeting
Held via Zoom

Officers and Directors of the Guild present via Zoom:

Carol McMillan – *President*, Bruce Stern – *Vice President*, Diane Revell – *Secretary*,
Bob Lupo – *Treasurer*, Duncan Dempster – *Webmaster*, Joy Fisher – *Public Relations*,
Johnson Kahili IV – *Events Director*

Others Present via Zoom after closed session of meeting completed:

Donna Beumler, Margaret Zacharias

[Note: Items in **bold** indicate decisions made or actions required. Items in square brackets are usually information that became available after the meeting had been adjourned.]

Prior to the meeting Vice President Bruce Stern had posted the current membership rosters to the Board’s Google Group. Also, prior to the meeting Treasurer Bob Lupo had e-mailed the **final Treasurer’s log for September 2021 (Attachment 1) and the interim Treasurer’s log for October (Attachment 2)**. Diane Revell a few days prior had e-mailed the Board members three proposals: 1) filling the **Other Islands Regional Committee Chairperson/Director** position, 2) updating the process for handling **new membership submissions to include some deadlines for approval or disapproval of new applicants**, and 3) **updating the dues collection process**.

Webmaster Duncan Dempster was the Zoom host. As the **first topic for today’s meeting was to be discussed in a closed session**, Duncan limited access to board of directors until that topic on a resolution to fill an open Other Islands Regional Director Position was completed. This was deemed appropriate as it was analogous to a personnel issue.

President Carol McMillan called the meeting to order at 1:02pm.

The initial and closed session topic per our agendas was as follows: **Discussion/voting for resolutions to fill Other Islands Regional Director**: a) Fill 10th Board of Directors position for Other Islands Regional Director, b) Candidate Margaret Zacharias.

There had been some e-mail traffic from members related to this resolution agenda item. Johnson Kahili, Events Director, provided a statement that summarized issues raised and after discussion the matter did not proceed to a vote. The resolution when discussed opened other topics of a broader nature: the number of elected to potential total of appointed Board members, the seeming “life-time” appointments for the directors who are appointed, and the number of regional committees with their directors allocated to the Big Island versus the catch-all Other Islands position. As the topics were beyond the current agenda, it was decided that **we should hold a special meeting of the Board to discuss these items** and as appropriate develop a policy for annual review of appointed directors performance (the Bylaws already specify some criteria that could lead to removal/replacement) and consideration of Bylaws changes that could involve changing the appointed standing committee chairpersons (i.e., appointed directors of the Board

to being elected positions or add additional criteria for regional committee chairpersons. [Johnson Kahili subsequently reported that an initial planning meeting on this topic setting the groundwork for the special meeting was held the afternoon of November 2nd with Johnson, Carol McMillan and Bruce Stern attending.]

The closed portion of the meeting ended at 1:32pm.

Secretary Diane Revell called for approval of the Minutes of the September 22nd, 2021 HWG Board of Directors Meeting – Revision 1. It was seconded and **the measure passed unanimously.**

The minutes **will be posted to the Guild’s website** in an archive location for minutes. When this is done by the Webmaster, **the Secretary will send an e-mail to all members with the link.** [Completed October 29th.]

The next **discussion was of the Resolution on an Update to the New Member Applicant Review Process.** Diane provided an overview of the resolution that had been **sent to the Board members on October 19th and that version is provided as Attachment 3.** That version included specific times by which the Board members would need to reply to their review of a applicant for membership and how to proceed if initially a quorum of directors (51% or more) had not responded by the first deadline, and also what was to be done if a tie for/against approval if a quorum and the deadline had been met. The main point made in the discussion would require a revision to be made to the resolution after the meeting. The revision would clarify when an **approved applicant** had been sent the e-mail by the President of their acceptance At that time, they **would become a pending member. They would become a new member only when they had paid their initial dues.** It was agreed Diane would **send the updated resolution to the Board members for e-mail votes on the revised version.** [Revision 1 of the resolution was sent to Board members on October 30th.]

Diane introduced the **Resolution to Update the Dues Collection Process** for our next topic. The initial version had been **sent to the Board Members on October 19th and that version is provided as Attachment 4.** A **point raised by Bruce Stern** was that instead of the wording focusing on working **to synchronize renewal dates being in January, the term calendar year if used would be less ambiguous and other Board members agreed.** It was also clear we should **standardize on calling a newly approved applicant for membership as a pending member until they paid their initial dues to become a new member.** The initial resolution included tables to show **prorating of dues would be done on a quarterly basis** (versus monthly) and how dues would be assessed for members joining as first-time members each quarter, and for existing members as we transition to the renewal of membership dues being done by calendar year versus as previously based on the month they initially joined the Guild. This **quarterly prorating was agreed upon.** The update also spelled out how members who had left the Guild (due to being 6 months delinquent or for other reasons) would be assessed when they decided to rejoin as this had not been well defined nor handled consistently in the past. Based on this new definition of the process, the two members Bob Lupo knew who would have paid a larger amount of dues in rejoining will be given credit for that difference when their dues are next assessed. It was agreed Diane would **send the updated resolution to the Board members**

for e-mail votes on the revised version. [Revision 1 of the resolution was sent to Board members on October 28th.]

Joy Fisher requested in both cases of updating the resolutions that the **changes made for the new revisions should be highlighted.** [This was done by Diane highlighting new words and showing as strike outs any deleted words.]

Bruce Stern, **Vice President**, provided a summary of the **membership status with 76 active members that includes two student members, one member delinquent on dues, along with the 73 full members. One approved applicant is now listed as pending** awaiting payment of their initial annual dues. The pending member is Jacob McKean and **Bob Lupo was going to send him a dues reminder.** The delinquent category was recently added by Bruce to account for members delinquent on their dues but not so far delinquent as to have most of their membership privileges removed in accordance with our Bylaws. Bruce plans to do an update of the Opt-in List before next meeting.

Treasurer, Bob Lupo, provided a summary for the final September log provided in Attachment 1 and the details for the interim October log in Attachment 2. We had an active last week in September, with 4 members renewing membership, which capped a busy month of a total of 10 members renewing. Hence the Guild ended September and began October with an ASB Operating Balance of \$5,882.46.

Thus far, 6 members have renewed membership this month (2 via PayPal) for Interim Inflows as of October 26 of \$239.12. Hence, the Guild has an Interim Total ASB Balance of \$6,121.58 as of October 26th.

Committee Reports/Updates:

Events Director, Johnson Kahili, provided information on the **newly initiated *Hawaii Writers Showcase* he debuted on our HWG YouTube channel.** He is the originator of the series which will feature members reading their works. **The first episode on October 22nd featured member Wendy Wilson reading her short story *The Other One*,** a horror story just in time for Halloween: https://www.youtube.com/watch?v=E74S0cr_17E. He has already recorded for release tomorrow a **second episode that features Carol McMillan reading a couple of her poems then also providing a message of encouragement to Guild members to nominate themselves or another member** for the open positions on the 2022 HWG Board of Directors.

The next major public event of the Guild will be participation in the **Joann Williams Christmas Treasures Art, Gift, Jewelry & Craft Fair at the Kona Beach King Kamehameha Hotel on Friday November 26th & Saturday November 27th in Kailua Kona.** Johnson confirmed with Treasurer, Bob Lupo, the Guild had the required fee in the budget for the Guild to reserve an information table at the event. **Bob will send the check for the required amount to Johnson to be submitted with the reservation form.**

The upcoming **January HWG Annual Meeting planning is just beginning.** The initial date set is **Saturday, January 22nd** after some discussion of non-weekend dates. It was reaffirmed

that it would again be a **Zoom meeting for this event** with hope to do more of an in-person event in 2023. There was a discussion of the time of day to be chosen. Last year it was held at 1:00pm Hawaii time and for now that is the plan, but **Johnson was going to see if he could collect some information from members if that time worked for most.** Since it will be a Zoom meeting, he said he could handle the meeting logistics versus going to an outside source as was mentioned for consideration at our prior Board meeting.

The Public Relations Director, Joy Fisher, sent out a recent **PR release about the new YouTube series *Hawaii Writers Showcase*** and had **posted a copy to the Guild News section of our website to permanently document the event** as part of the history of Hawaii Writers Guild. She will also make that news known to our partners in the Berkeley branch of the California Writers Club.

The next **issue of online Members News** is planned for March 2022 to avoid conflict with the effort to put the *Latitudes* online Literary Review out shortly before that. Joy continues to collect member news in the meantime that she will use in the next issue.

Our Webmaster, Duncan Dempster, had **updated the Hawaii Writers Guild website Home page** with an addition of a **Help Wanted item for officer nominations** that takes one to the criteria and position descriptions when clicking on the “Help Wanted” text. He also put in a statement of the coming **deadline for submittals for the 3rd *Latitudes* edition** on the Home page near the reference to the 2nd edition’s release earlier this year. This included a link to current submission requirements for *Latitudes* 2022 as he realized he had the older version still on the website up until then.

For the 3rd edition of our literary review *Latitudes* that is led by Bob Lupo, submissions have now been open since September 15th and **will remain open until November 15th.** Current submittals include 17 for poetry, 6 non-fiction, 8 fiction that includes some flash fiction, but zero for drama. **Submittal counts to date are less than last year, but time remains to catch up.** Bob said the submission rule compliance has been excellent though some did not include the entry form with their submittal, even in those cases the written work submitted did comply with the required format.

Carol McMillan reported status for the ad hoc Nomination Committee. They have candidates for each of the four officer positions. There was some discussion of the rule they created to not let potential candidates know of other candidates that would be on the ballot for the same position. It seemed some thought this rule would encourage others to run while some thought it would discourage them. **Nominations are open until November 15th** and one can find more details on our website as mentioned above in the Webmaster’s report.

For **South Hawaii/Volcano,** Joy reported that she had heard recently from Bryan Furer the **Regional Director** for that region. They had planned to have a **public reading of the Volcano Writers Group book *Out of our Minds: Voices From The Mist*** around Halloween time, but pandemic restrictions had not relaxed enough to proceed. They **hope to now do that near Thanksgiving.**

The **next regular Board meeting date** is set for **Wednesday, November 24th at 1:00pm-2:30pm via the Guild’s own Zoom account**. The fact this is the day before Thanksgiving was pointed out, but the Board members agreed that date would be fine.

There was no new business raised and we were running late in any case.

The meeting was adjourned at 2:47 pm.

Respectfully submitted,
Diane Revell, Secretary

Announcements:

1. The **next regular Board meeting time and place: Wednesday, November 24th at 1:00pm – 2:30pm. Meetings will all be via Zoom for the foreseeable future.** Attendance via internet or phone via Zoom will be offered and if still under “stay at home” restrictions it will be the sole method used.
2. **Requests for items to be added to the agenda for the next regular Board meeting should be sent to the President Carol McMillan and Secretary Diane Revell at their e-mail addresses (sylvanease@gmail.com and diane.b.revell@gmail.com) 10-days prior to the next meeting, so by November 14th. The agenda will be e-mailed November 19th to the full membership five days prior to the meeting.**

Attachment 1: Hawaii Writers Guild Final Treasurer’s Log for September 2021

Attachment 2: Hawaii Writers Guild Interim Treasurer’s Log for October 2021

Attachment 3: Resolution – To Update to Membership Applicant Process dated Oct.19, 2021

Attachment 4: Resolution – To Update Dues Collection Process dated Oct.19, 2021

Parking Lot:

1. Ad hoc nomination committee to provide feedback on candidates for our 2022 officer election and work on voters information sheet and ballot. **Carol McMillan**
2. Present status on planned special meeting to address a) annual review of appointed directors and b) number and allocation of regional directors by location, and c) any related issues. **Carol McMillan/Johnson Kahili/Bruce Stern**

Resolution to formalize with time requirements the Hawaii Writers Guild new member applicant review process including redefinition of date of joining as a new member.

Proposed Date: October 19, 2021 Approved Date: _____

Resolution to Formalize and Update HWG New Member Applicant Review Process

Background: When a recent applicant applied and there was at least one recommendation to deny membership with some director votes still not in after several days, an e-mail exchange began with the process for accepting or denying membership including minimum number of director replies required and if any deadlines on the decision process. The minimum number of votes required was a quorum (51%), but there was no defined deadline. A quorum of directors is expected to reply at a minimum. For HWG that would be with our current 9 directors at least 5 replies are needed to end the process at the time of the initial deadline. The more subtle point about a minimum quorum without waiting for a defined deadline would allow the late votes to override the initial quorum voting. To avoid this a deadline is needed for the President to be able to declare the results without later votes overturning the result.

At the September 22, 2021, Board of Directors meeting the issue was raised and a proposal had been made to incorporate updates to solve the concern with that initial proposal included in the minutes of the Board meeting. Also, additional discussion proposed another change, and the updated version is provided on the page following the next page that provides the applicable section of the Bylaws making it clear a change to the Bylaws is not needed to revise this new membership process as it only requires Board approval. This additional change would include establishing the date for a new member joining as the date their application was approved by the Board with the President sending an e-mail to the member acknowledging their acceptance to the Hawaii Writers Guild. (This would replace the prior date of “joining” the Guild that had been tied to the date of their initial payment of annual dues.) A separate resolution will be voted upon that is specific to membership dues collection and some proposed changes to that process, but the change to definition of the date of joining will also cause the clock on delinquency of dues payments to start sooner than previously implemented.

ARTICLE III

MEMBERSHIP

Section 3.1 Corporate (Guild) Members. The Hawaii Writers Guild (also known as the Guild) shall have Guild Members. Notwithstanding membership, the Board of Directors shall have sole voting rights in the Hawaii Writers Guild, except election of officers shall be the right of all non-student members in good standing. At any event sponsored by the Hawaii Writers Guild, members of the Guild shall have priority over any non-member participants, with the exception of featured speakers. Guild membership shall be open to approved applicants who demonstrate in print skill in the art of writing as determined by the Board of Directors or for student members with a recommendation of one of their teachers. Writers seeking guild membership shall follow application procedures established by the Board of Directors and subject to change from time to time. Annual dues are required for membership. The rate of annual dues may be adjusted from time to time by the Board of Directors.

Updates to existing process in red

- Applicant applies for HWG membership via Hawaii Writers Guild website form & Webmaster reviews to filter out any spam or bogus applications
- Webmaster sends e-mail to Board members with application and request for yay/nay votes be sent to President.
 1. Webmaster includes deadline for response as 1 week from his e-mail being sent
 2. If no quorum by deadline, President sends reminder to Board members who have not responded with need for x-more director votes on applicant by new deadline of one added week from original deadline date.
 3. If a tie results by final deadline, President reminds remaining non-respondent directors their vote needed right away. Phone call or text recommended with related e-mail.

<i>Votes in by initial deadline or updated deadline</i>	<i>Action to Take</i>
Less than quorum of directors	President sends strong reminder update with new deadline by adding 1 week.
Quorum but less than all directors	Done if no tie vote Or If a tie vote, President contacts outstanding directors for tie breaker votes by new deadline of 1 more week.
All directors responded	Done even if before deadline if no tie. Or If a tie breaker needed, President summarizes rationale on negative votes to send to directors again to see if any changes in votes within one week. If still a tie after final deadline, President will make the final decision.

- President informs applicant of acceptance and notes request for dues and related HWG website information will follow from Webmaster. Treasurer to monitor for dues. **Vice President updates membership roster with information on new member.**
- Or
- If applicant rejected, President informs applicant of rejection with rationale of ways to improve and suggest applicant to reply again when improvements made.

Attachment 4: Resolution – To Update Dues Collection Process dated Oct.19, 2021

Present a resolution to formalize a change in the dues collection process to include redefinition of new member date (approved date vs. initial dues paid date), synchronizing to annual dues owed in January each year and to be paid prior to annual meeting, means to prorate dues owed and handling dues owed of former members who want to rejoin first via e-mail to Board then at meeting for approval.

Proposed Date: October 19, 2021 Approved Date: _____
Resolution to Formalize and Update HWG Dues Collection Process

Background: At the September 22, 2021, Board of Directors meeting, some of the increase in active member totals from last time were members that were previously months delinquent on their dues that have since paid, or one who had been very delinquent on dues, then said they'd relinquish membership but planned to rejoin later and has now rejoined. Bruce said this last case raised some questions on how to handle those who are more than 3 or even 6 or more months delinquent. Do they pay to cover all the time away or does it reset the start date on membership if they basically rejoin (reset their dues date) after being inactive so long? This led to a fair amount of discussion. With some input from Treasurer Bob Lupo, it seems some of the cases relative to dues being paid after a significant period of delinquency may have been handled differently than for some other members. We agreed that the policy needs to be written down to make it clear and ensure consistency and some other updates were proposed. Diane Revell agreed to write up the policy along with the process relative to dues and initiating memberships. A quick summary of the updates discussed were included in the minutes of the September 22 Board meeting, but some additional discussion modified those with the agreement to move to reset the annual dues to be paid every January versus the due date for each member being tied to the month they became a member. Bylaws relative to dues are provided with highlights to the pertinent sections in the pages following the process update for dues. The updated process follows.

Attachment 4: Resolution – To Update Dues Collection Process dated Oct.19, 2021
 Update Dues Collection Process dated Oct.19, 2021

Process for dues collection with transition to annual dues collected in January for all members.

1. For a new member:
 - a. Once the member’s application is accepted they are notified by the President they have been accepted into the Hawaii Writers Guild (added to the membership roster), they will receive an e-mail from the Webmaster about providing a bio for the HWG website Our Authors page and more, but also be informed about paying their initial dues and how to do so either via PayPal or a check to the Treasurer.
 - b. The statement from the Webmaster will include the amount due prorated quarterly to get to January. The month of acceptance date will result in the following initial dues:

<i>Month of Acceptance into Guild</i>	<i>Initial Dues</i>	<i>Amount with Current Annual Dues of \$40</i>
January, February, March.	Full Annual Dues	\$40
April, May, June	3/4 Annual Dues	\$30
July, August, September	1/2 Annual Dues	\$20
October, November, December	1/4 Annual Dues	\$10

- c. Per the Bylaws: Over 3 months delinquent a member loses privileges like their entry on our website Our Authors page and a personal page if they had one, Annual Meeting attendance, and voting on officers at the Annual Meeting that is not allowed if not current on dues. After 6 months the writer’s entry is made inactive in our membership database. This timeline will apply to new members who do not pay initial dues and to existing members who had previously paid dues.
 - d. The Treasurer will provide e-mail reminders to any new members that are delinquent on paying their initial dues.
2. For all existing members, the Treasurer will send a reminder in December of the upcoming payment of annual dues owed in January.
 - a. During the transition to a January annual dues payment for all members, those who have paid in 2021 for dues into a particular month of 2022, the amount owed will be prorated in January 2022 to the amount needed to fill out the remainder of 2022 dues.
 - b. A table prorated for 2022 annual dues to be paid in January to fill out the year for those who already paid part of 2022 in 2021

:

Attachment 4: Resolution – To Update Dues Collection Process dated Oct.19, 2021
 Update Dues Collection Process dated Oct.19, 2021

<i>Last Month of 2022 Already Paid</i>	<i>2022 Dues Owed in January</i>	<i>Amount with Current Annual Dues of \$40</i>
January, February, March.	Full Annual Dues	\$40
April, May, June	3/4 Annual Dues	\$30
July, August, September	1/2 Annual Dues	\$20
October, November, December	1/4 Annual Dues	\$10

3. For an existing member who has previously paid dues but is now delinquent by one to three months.
 - a. Each month the Treasurer will provide a reminder e-mail to the member, requesting information as to when they might pay the dues owed, if any hardship leading to the delinquency (that might allow the annual dues to be waived), or if their intent is to leave the Guild.
 - b. Per the Bylaws they will not be able to attend the Guild’s annual meeting and will not be eligible to vote in the election for the officers nor be nominated as a candidate.
 - c. The Treasurer will coordinate with the Vice President about the status on any member with the delinquent dues payment and any response provided by that member to the Treasurer.

4. For an existing member who has previously paid dues but is now delinquent by four to six months.
 - a. Each month the Treasurer will provide a reminder e-mail to the member, requesting information as to when they might pay the dues owed, if any hardship leading to the delinquency (that might allow the annual dues to be waived), or if their intent is to leave the Guild. This will include the information from the Bylaws that they will have the following membership privileges withheld until their dues are paid:
 - i. Per the Bylaws they will not be able to attend the Guild’s annual meeting and will not be eligible to vote in the election for the officers nor be nominated as a candidate
 - ii. Their entry on our website Our Authors page and a personal page if they had one will be removed until their dues are paid.
 - iii. They will be warned that after 6 months of non-payment, they will be removed as a member of the Guild.
 - b. The Treasurer will coordinate with the Vice President about the status on any member with the delinquent dues payment and any response provided by that member to the Treasurer.

Attachment 4: Resolution – To Update Dues Collection Process dated Oct.19, 2021
Update Dues Collection Process dated Oct.19, 2021

- c. The Vice President will update the active members list provided for the HWG Members Facebook group manager, to remove any member more than 3 months delinquent on dues.
 - d. The Treasurer will coordinate with the Webmaster about the status on any member with the delinquent dues of more than 3 months so that the Webmaster can remove the member's bio and personal page from our HWG website.
5. For a former member who left the Guild, then rejoins after 6 months by requesting reinstatement, they will owe dues as if they just joined as a new member with the month of the notice of reinstatement setting the dues amount owed as given in the table in 1.b above.
6. For past members who were already reinstated previously by rejoining after 6 months or more as inactive, but also paid past dues owned up to the date of reinstatement, they will be given credit for those dues payments toward their current dues owed in the future. This is just a very small number of cases

Extract from HWG BYLAWS, Revision 1 – December 3, 2019, that reference membership dues: 10 references to dues, but none are specific to the timing of dues other than paid annually.

Article III,
MEMBERSHIP,

Section 3.1 Corporate (Guild) Membership, [*last three sentences*]: “... Writers seeking guild membership shall follow application procedures established by the Board of Directors and subject to change from time to time. **Annual dues** are required for membership. **The rate of annual dues may be adjusted** from time to time by the Board of Directors.”

Section 3.2 Waiver of Annual Dues, The Board of Directors **may waive a member’s annual dues** requirement by a majority vote when information is presented that there is “perceived need” of the member for financial relief from the **dues** requirement or for other good cause as established by the Board. A “perceived need” is defined in the Policies & Procedures of the Guild.

Section 3.3 Delinquent Dues, A grace period of three (3) months will be set relative to delinquent guild membership **dues**. When a member’s **dues** are three or more months delinquent and the member has been made aware of the delinquency, the member’s privileges in the Hawaii Writers Guild will be suspended and the member will be informed of the change in membership status. The member will no longer have the following privileges: having a bio and photograph on the website, reading at Hawaii Writers Guild-sponsored author nights, selling books at Hawaii Writers Guild-sponsored events, and attending the annual meeting. After six months of delinquent **dues**, the member will be removed from the list of current members.

Article VII
OFFICERS,

Section 7.3 Vice President, [*fourth sentence*]: “ ... The Vice President keeps membership records current in part based on **dues** of members being current or in arrears and reports membership at monthly Board of Directors meeting.”