

MINUTES	Hawaii Writers Guild	December 22, 2021
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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*, Joy Fisher – *Public Relations*, Johnson Kahili IV – *Events Director*, Bryan Furer – *South Hawaii/Volcano Regional Director*

Others Present via Zoom:

Duncan Dempster – *Webmaster*, Donna Beumler

[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 that included an update to the Opt-In List. Also, prior to the meeting Treasurer Bob Lupo had e-mailed the **final Treasurer’s log for November 2021 (Attachment 1) and the interim Treasurer’s log for December (Attachment 2)**. Bob also sent information about the work on the coming *Latitudes* edition and indicated he would be unable to attend today’s meeting. Joy Fisher had provided prior to the meeting **a memo to the Board that included the proposal for an update to Section 5.8 of our Bylaws (Attachment 3)**.

Webmaster **Duncan Dempster was the Zoom host**. Johnson Kahili had intended to do so, but was having internet connection issues, so Duncan stepped in. Duncan later in the meeting said he had no problem being the primary person to host the future meetings; Johnson can be his backup.

President Carol McMillan called the meeting to order at 1:05 pm.

She next addressed the first **item about plans for a special meeting that would address some proposed Bylaw changes to work toward more membership participation in Board decisions**. She, Johnson Kahili, and Bruce Stern have held some meetings on the topic, but **it is still in work**. Selecting a date and time for the meeting will only be proposed when they have made some conclusions to bring forward.

As to **selecting a change in date/time for the regular Board meeting for the 2022 Annual Meeting time**, the previous suggestion was for use of a scheduling tool called Doodle to poll the membership. Carol and Johnson had looked at using Doodle, but the tool had limitations of about 10 people you could query; our membership total is much larger. For the Annual Meeting, Johnson had used the Guild’s Google Groups membership distribution list to solicit suggested times. **Johnson volunteered to solicit and collect the data again for the standard Board meeting times for 2022**. Carol accepted his offer.

Secretary Diane Revell had recently provided the two most recently approved updates to Guild processes (for review of new member applicants and dues collection) to Webmaster Duncan Dempster for posting to a new tab for Policies & Processes on the Guild Business page of the Hawaii Writers Guild website. Duncan indicated that the new tab was yet to be added but is next up on his website tasks.

Bruce Stern, **Vice President**, provided a summary of the **membership status with 77 active members that includes two student members and one member delinquent on dues.** There is one member late enough on their dues to not be counted in the active count and they will be dropped completely if no change soon. Also, one pending member (approved to join in September) still hasn't their initial annual dues and will be dropped if he does not pay dues within the 6-month window. **Bruce has updated the Opt-In List that added 3 members** based on replies to his November 24th request for those who would like to be added or deleted from the list. **There are now 45 on the list.** He sent it to the Board and will send it to those on the list before the end of December. [Sent on December 30th.]

Treasurer, Bob Lupo, provided a summary for the final November log provided in Attachment 1 and the details for the interim December log in Attachment 2. We ended November and began December with an ASB Operating Balance of \$6,064.86. The Guild has received membership dues payments totaling \$208.31, to date this month, which includes 3 membership renewals, including 1 student member, and 3 new membership initiations. Hence, **the Guild has an ASB Operating Balance of \$6,273.17 as of today, December 22, 2021.** Additionally, the Guild incurred legal fees in December from *Rush Moore LLP* in connection with that firm's review of HWG's Bylaws and Articles of Incorporation. This transaction was covered by a generous donation from Joy Fisher. **Thank you, Joy!** Bob will treat this as a *nonbank wash transaction* that will be reflected in the Guild's final 2021 budget as fully covered by Joy's donation.

Committee Reports/Updates:

Events Director, Johnson Kahili, addressed planning for the upcoming **January HWG Annual Meeting.** The date set is **Saturday, January 22nd** as a Zoom meeting and the **specific time will be decided next.** Johnson had used the Guild's Google Groups membership distribution list to solicit suggested times. He said **responses fell into two categories split evenly between starting near 1pm or 4pm or later. He will see if any more replies but will likely select a time between those two.** On the replies to his survey about preferred time for the meeting, he also solicited ideas from members to make the meeting more entertaining. Some suggestions were made for games (maybe like the spinner used at last year's meeting used to decide winners in an opportunity drawing for books by our members). For those **members willing to donate books as prizes, he planned to also ask them to provide the shipping to whomever the winner was.** One of the Board members said **they could also offer the prize as a Kindle version versus hardcopy.** Johnson has said he could host the meeting and the logistics but **may want help with any games to be held.**

Diane mentioned that besides the announcement of the results of the election of officers, the other **requirement is for the President to present a "state of the Guild" message.** Carol

requested that the officers provide her with the accomplishments of the Guild for this year from each of their perspectives.

The latest *Hawaii Writers Showcase* on our HWG YouTube channel has been posted. It consists of interviews with the Volcano Writers Group including some readings by members of their works, and also the leader of the group, Bryan Furer, interviewing Ira Ono who provides the facilities for their meetings. A link to the episode of Showcase: <https://www.youtube.com/watch?v=Mw3xR3cPbsQ>

The Public Relations Director, Joy Fisher, said no PR releases recently.

Related to collection of information for the next Member Newsletter, **Joy said there have been 8 new members since early January in the first half of the year and so far 6 new members since then.** She has been and will continue to request information on those six new members who joined after June and the release of the prior Member Newsletter or any others in early January who join. The next **issue of online Members News** is planned for March 2022 to avoid conflict with the effort to publish the next edition of the *Latitudes* online Literary Review.

In support of our alliance with the Berkeley chapter of the California Writers Club (CWC), Joy will provide them with the link to the recent *Hawaii Writers Showcase* on our HWG YouTube channel. Joy will continue to pass along to Guild members via e-mail the latest online offerings from the Berkeley chapter of CWC.

Our Webmaster, Duncan Dempster, had updated the Hawaii Writers Guild website with the bio provided by new member **Dan Sockle.** Dan also provided Duncan with information for Dan's own author page but the work to get it ready to post is ongoing. Duncan is also working to add the tab to the Guild Business page for Policies & Processes that will include the two processes provided to him by Diane recently. Duncan has also begun the work to get the website set up for the coming issue of the Guild's literary review *Latitudes.*

Bob Lupo was unable to attend but did provide information via e-mail earlier in the day on the 3rd edition of our literary review *Latitudes.* The Genre Editors have completed reviews and evaluations of all submissions. Several pieces in fiction and particularly in nonfiction were deemed in the gray/maybe zone. Bob forwarded all approved submissions and the 'maybes' to the Selection Committee for review. **He hopes to schedule a fiction/drama Committee meeting late next week, and poetry and nonfiction meetings the first week of January 2022. Nonfiction may need 2 Committee sessions.** In an earlier e-mail to Diane after last month's Board meeting minutes were sent to the membership, **Bob provided some corrected statistics on the total set of submissions in each category** that included a couple being placed into different categories than originally assigned. We received 18 stories (including the screenplay), not 17. We had received 3 submissions from a very new member (the writer for whom he extended a deadline), but had missed initially a very short flash fiction piece now accounted for. **So total submission counts: 18 fiction pieces, 13 nonfiction essays/memoirs, 2 drama pieces, and 43 poems for a Revised Grand Total of 76 submissions, not 75, for consideration in Winter 2022 *Latitudes.***

Diane **Revell will** put out the “voter’s pamphlet” information on each candidate and the ballot in early January. She will **conduct the election like last year with on-line voting** initiated early in the new year and due to complete the day prior to the Annual Meeting with final counts announced at the meeting.

At the prior meeting of the Board, it was agreed Board meetings could be recorded for distribution to members, so those unable to attend could see what occurred. The host would then use the Guild’s Google distribution list of members to **ensure that only members received the recordings. Unfortunately, for this new process the recording was not turned on initially and was only begun part way into the discussion of the next topic. [Duncan distributed the recording via e-mail later the afternoon of December 22.]**

Joy covered the **issue of “Bylaws update to Section 5.8 Action without a Meeting” and how it related to Hawaii State law for nonprofits with the information found in her memo included as Attachment 3.** The specifics had also been discussed at the prior two Board meetings, but since then Joy had consulted the attorney that we used for the transition to being a 501(c)(3) nonprofit to rule on some questions raised. The current wording in the HWG Bylaws is confusing but it is clear it was derived from the related state law. It was thought the preference for the Guild would be to allow action taken without a meeting by Board members to be done like the rules for action taken within a Board meeting. A resolution based on Joy’s memo was raised, seconded, and passed by the required 2/3 Board member votes to remove the current wording of Bylaws Section 5.8 and replace it with the alternate words in the memo. It was also decided that the update to the Bylaws should be made soon versus waiting to see if another potential change may be needed from the activity Carol, Bruce, and Johnson are pursuing on Board representation and Board voting. **Diane took the action to update the Bylaws per the approved resolution. The resolution is provided as Attachment 4.** [Diane has included in the resolution correction of a typo in the current version, updating the signature page to reflect current set of Board of Directors, and to update the revision history as needed for any revision. The revised Resolution Log is provided as Attachment 5.]

For **South Hawaii/Volcano**, Bryan Furer the **Regional Director**, said they plan to hold their regular Volcano Writers Group meeting December 27th in accordance with CDC pandemic protocols. Their group is now working on a second book called *Out of our Minds Volume 2: Shadows & Reflections* and will be working on it at their next meeting. Bryan thanked Johnson for the *Showcase* episode about their Volcano Writers Group. He and Johnson are **considering doing podcasts to spread visibility to other writing groups.**

Annual Membership Meeting set for Saturday, January 22nd, time is TBD via the Guild’s own Zoom account

The **next regular Board meeting date** is set for **Wednesday, January 26th at 1:00pm-2:30pm via the Guild’s own Zoom account** barring changes due to polling to try to ensure more participation,

There was no additional new business raised.

The meeting was adjourned at 1:56 pm.

Respectfully submitted,
Diane Revell, Secretary

Announcements:

1. **The next regular Board meeting time and place: Wednesday, January 26th 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 pandemic social distancing 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 January 16th. The agenda will be e-mailed January 21st to the full membership five days prior to the meeting.**

Attachment 1: Hawaii Writers Guild Final Treasurer's Log for October 2021

Attachment 2: Hawaii Writers Guild Interim Treasurer's Log for November 2021

Attachment 3: Memo to Board on Bylaws Section 5.8 Update Recommendation

Attachment 4: Resolution for Update to Bylaws of Hawaii Writers Guild – December 22, 2021

Attachment 5:

Parking Lot:

1. 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**

Attachment 2: Hawaii Writers Guild Interim Treasurer's Log for December 2021

Interim Hawaii Writers Guild Treasurer's Log as of November 24, 2021	
ASB Operating Balance as of October 29, 2021	\$6,116.58
Interim November Inflows	
CherylAnn Farrell, Membership Renewal, PasyPal	39.56
Margaret Zacharias, Membership Renewal, PayPal	39.56
Wendy Noritake, Membership Renewal	40.00
James Brooks, Membership Renewal	40.00
Amazon Smile Rebata, 501-c-3	9.16
Total Interim November Inflows	168.28
Interim November Outflows	
JoAnn Williams, Christmas 2021 Festival, Check # 126	-215.00
Total Interim November Outflows	-215.00
Total Interim ASB Operating Balance as of November 24, 2021	6069.86

Attachment 3: Memo to Board on Bylaws Section 5.8 Update Recommendation

Memo to Board for consideration at December 22, 2021 Board Meeting
From Joy Fisher

At our last meeting, we discussed the procedure for taking actions without a meeting, and I was delegated to seek legal advice. Because of time constraints, I ultimately sought advice from our attorney, Shawn Nakoia, rather than HANO. I will pay our attorney's bill out-of-pocket as a tax-deductible donation to HWG.

The Problem: At the present time, our Bylaws provide a rather onerous method for our board to take actions without a meeting. Bylaw Section 5.8 provides:

Section 5.8 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee designated thereby may be taken if all the directors or all of the members of the committee, as the case may be, sign a written consent or provide concurrence via electronic mail setting forth the action taken or to be taken at any time before or after the intended effective date of such action. Such consent shall be filed with the minutes of the Board of Directors or committee, as the case may be, and shall have the same effect as a vote at a Board meeting.

This section is modeled after a section of the Hawaii Nonprofit Corporations Act, **§414D-144 Action without meeting**. That statutory section contains the following clause, however: **Unless the articles or bylaws provide otherwise** (the default statutory provisions that would apply follow).

The question that arose was whether the “unless” clause provides the board discretion to adopt a bylaw providing some less onerous method of taking action without a meeting or whether it merely gave us authority to prohibit taking actions without a meeting altogether.

The reason this was in question is that another statutory section regarding members taking actions without a meeting is clearly more restrictive. It provides: **Unless limited or prohibited by the articles or bylaws**, action required or permitted by this chapter to be approved by the members at a meeting may be approved without a meeting of members if (and then it sets forth the steps which must be taken for members to be able to approve actions without a meeting).

Our attorney Shawn Nakoia has confirmed that we may rely on the difference in the statutory language between the two sections to conclude that the Hawaii Legislature intended to provide more flexibility when boards, rather than members, of nonprofits take actions without a meeting. Any such method, however, must be set forth in an article or a bylaw, not just in a policy or procedure such as the ones we have recently adopted. Such a bylaw may, however, incorporate or refer to our policies and procedures.

The Solution:

Repeal the current wording of Bylaw Section 5.8 and replace it with the following:

Attachment 3: Memo to Board on Bylaws Section 5.8 Update Recommendation

Section 5.8. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting so long as it is taken in accordance with any policy or procedure adopted therefore by the Board of Directors and the action is voted on by a quorum of the Board of Directors and approved by at least a majority of those voting. A record of such vote shall be filed with the minutes of the Board of Directors and shall have the same effect as a vote at a Board meeting.

(Note: Remember that repealing and adopting bylaws requires a **two-thirds affirmative vote** of the Board of Directors.)

Resolution to update the section in the Bylaws relative to actions taken without a meeting by the Board of Directors. This will clarify the means used by the Guild to allow the Board to act without a formal meeting and still ensure compliance with related Hawaii Nonprofit Corporations Act, §414D-144 Action without meeting based on advice from the attorney used in our prior transition to an IRS recognized 501(c)(3) nonprofit. When updating Bylaws also correct existing typo, update signature page to current Board of Directors at time of approval and add to revision history page of Bylaws..

Proposed Date: October 27, 2021 Approved Date: December 22, 2021

Resolution to Formalize and Update Bylaws of Hawaii Writers Guild

Background:

The Problem:

At the present time, our Bylaws provide a rather onerous method for our board to take actions without a meeting.

The Solution:

Repeal the current wording of Bylaw Section 5.8 and replace it with the following to create Revision 2 of our Bylaws:

Section 5.8. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting so long as it is taken in accordance with any policy or procedure adopted therefore by the Board of Directors and the action is voted on by a quorum of the Board of Directors and approved by at least a majority of those voting. A record of such vote shall be filed with the minutes of the Board of Directors and shall have the same effect as a vote at a Board meeting.

Correct Typo:

When making this update, also correct a typo in Section 8.5.2 to add the missing space between “Guild” and “shall” in the first sentence.

Update signature page with current officers and the revision history page

Hawaii Writers Guild – Resolution Log
Updated December 1, 2021

This log shall be used to record resolutions passed by the Board of Directors. This log has been initiated as of January 2021.

#	Date Passed	Resolution	Document Affect
1	Jan-27-2021 BOD Meeting	A resolution was made “to replace Diann Wilson with Carol McMillan on the bank signature list” based on results of the election. Approved unanimously.	Feb-16-2021-Bank has form ready
2	Feb-24-2021	Resolution to suspend two-signature check requirement during pandemic restrictions.	Suspend during the period of the pandemic requirements in the Bylaws, Sections 8.1.1 and 8.1.2 for all checks drawn on the Guild’s banking account to be signed by two members of the Board.
3	Feb-24-2021	Resolution to update physical/mailling address of corporate office of Hawaii Writers Guild. To corporate agent’s (Diane Revell) physical address, and HWG post office box mailing address. Use for DUNS number application.	At this time, it is not planned nor necessary to change the AIC, but to refer to this resolution to show the Board of Directors resolution approved to make the changes in office physical and mailing addresses.
4	Nov-21-2021	Resolution to Update New Member Applicant Review Process to make sure responses to applicants occur in a timely manner and define a tie vote for approval by the Board results in rejection of the applicant.	This log and the updated process will be posted to the Guild’s website Guild Business page under a Policies & Process tab.
5	Nov-21-2021	Resolution to Update Dues Collection Process to transition to all dues coming due at the end of each calendar year, define the prorating on a quarterly basis of dues in cases such as members joining/rejoining, and to synchronize dues owed as the Guild transitions from dues owed in month the member joined.	This log and the updated process will be posted to the Guild’s website Guild Business page under a Policies & Process tab.

Hawaii Writers Guild – Resolution Log
Updated December 1, 2021

6	Dec-22-2021	Resolution to Update Section 5.8 Action Without a Meeting of the Bylaws by deleting the current wording and replacing it with agreed wording provided in the memo included in the Board Meeting Minutes of December 22, 2021, to be clear and to reflect the actual means used by the Board for acting without a meeting.	An update will be made to Section 5.8 of the Bylaws and the signature page will be routed for signatures by the current Board members. The update will include correction of a typo to add a missing space between two words in Section 8.5.2. The Bylaws revision history will be updated.