**MINUTES Hawaii Writers Guild July 2, 2019**

Hawaii Writers Guild (HWG) Board of Directors (BOD) Meeting

Held at Tutu’s House

Officers and Directors of the Guild present:

Diann Wilson (via internet) – *President*, Bruce Stern – *Vice President*, Diane Revell – *Secretary*, Bob Lupo – *Treasurer*, Joy Fisher – *Public Relations Director*, Louise Riofrio – *Events Director*, Eila Algood (via internet) – *North Kohala Director*

Others Present:

Steve Foster, Jada Rufo

[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.]

The meeting was called to order by Vice President Bruce Stern at 1:00pm with “Zoom” running on the Tutu’s House’s computer and large screen to allow a couple other Board members to join remotely via internet; Eila from Schenectady, New York and Diann from Hawi, Hawaii. It took a couple minutes to get the audio working so those in the room could hear those participating remotely.

The Secretary, Diane Revell, requested the **June 4h Board meeting minutes be moved to be approved and the meeting minutes** **were approved** 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**.

Diane sent a draft of our updated Bylaws to the 501 (c) (3) Committee for review on April 11th: Bruce Stern, Bob Lupo, Joy Fisher and Diane Revell. Joy provided some feedback on the related policies and procedures and had comments on the bylaws that might best be handled via a face-to-face meeting. On June 13th **Diane, Joy and Bruce held a meeting at Joy’s home for discussion of the proposed Bylaws. Comments collected resulted in another update to the Bylaws that were sent to the Board** and put on the July 2nd agenda for approval and adoption. **The motion was raised to adopt/approve the proposed Bylaws.** There was discussion of a concern raised by Duncan Dempster on wording in Section 6.3 on committees. Duncan’s concern was the requirement for those on committees to be members in good standing. Duncan thought if we had an outside expert on the committee, they should not have to be a member. The discussion led to the idea that a committee could take on information from a non-member and have that person participate, but they as a non-member would not be a decision maker, just an advisor to a committee, but not a member of the committee. So the words as written were accepted. **With this discussion the proposed Bylaws were approved and adopted by all eight members of the Board participating in the meeting (of nine total Board members)**. The six members of the Board at the Tutu’s House location signed off on the Bylaws signature page. **Diane agreed to send a PDF of the new Bylaws and a PDF scan of the signature page to Joy for her coordination with the attorney [completed July 3rd].** We will try to collect the signatures of the other Board members when they are available.

Diane indicated that there had been **a no change in the membership total count since our June Board meeting**; currently **56 active members. We also have 2 pending members**. Dues are still pending as of February 19 (Steven Donovan) and one other pending member who was accepted May 10th (Janet Oakley). We also have **five members with delinquent dues in suspension territory (2 to 3 months delinquent)**. One of our Board members, Bryan Furer, is delinquent on his dues since May and hasn’t been to any Board meetings recently. Diann W. had sent an e-mail to him to see if he’d be at this meeting directly or via internet and hadn’t heard back. **Bruce Stern agreed to phone Bryan and see what is up and if he plans to stay active in the Guild** or not.

We had a new prospective member, Tom Forgatsch, but his application took a while as there had been delays in getting his writing sample to distribute it to the Board. In the end the Board declined his application and instead recommended he first attend one of the writing support groups like the weekly one in Tutu’s House then with some improvements he could resubmit his application. He had prepaid his dues, so his check was sent back to him by Bob Lupo by the time of our meeting.

Diane R. raised a **concern about our current static total membership count, five delinquent members and with the budget assumption for 2019** of an increase in membership the budget may need to be revised or a membership recruiting drive devised.

**To complete an action item from the 2019 HWG Financial Audit, a meeting had been held with the audit committee members and a financial expert** familiar with nonprofits and how the federal and state reporting and tax laws applied**. The purpose was to convey the financial best practices for a nonprofit like the HWG**. **The minutes of that meeting are provided as Attachment 2 to these minutes.** Yvonne Leisner was the financial expert at the meeting with Diane Revell, Bruce Stern and Duncan Dempster. Bob Lupo was unable to attend, but Bob and Yvonne met prior to this Board meeting to ensure he had the benefits of her expertise as our treasurer.

**Treasurer**, **Bob Lupo, provided the HWG Treasurer’s Log, May 31 to July 1, 2019 with current bank balance and recent income/expenditures (Attachment 1)**. This included the payment of dues owed by two members, the expenses to reserve a location with table and chairs at the JoAnn Williams Christmas in July, and the expenses to cover the recent pop-up bookstore events at the Waimea Farmers Market (Pukalani Stables area) as well as the monthly bank fee for our checking account. This left **our bank balance at $2,625.41 with $1600 of that reserved for work to make us an official 501(c)(3) qualified charity, so $1,025.41 for Guild operations**.

Bob raised the issue that the PayPal fee when folks pay by that means shorts the Guild by $0.04 each time. **Duncan said PayPal uses a formula vs. a fixed fee, so** **he would adjust the amount due when using PayPal via our website to make the Guild portion come out as $40** after the PayPal fee is subtracted.

Committee Reports:

**Duncan, our Webmaster** **checked with Jada Rufo** during our meeting to be sure she was still willing to make use of the Guild’s website blog function **to be moderator of a Guild chat group. Jada agreed to do so** after some discussion of how that might work within the constraints of the website. **When Jada has posted her first item, she can let Duncan or one of the other Board members know so it can be announced to the full Guild membership**. Using our website will leave this open to all internet users as we currently don’t make use of account/passwords. If she needs ideas for posting, others on the Board agreed to provide some if she asks. Duncan said the site would need to be monitored daily or at least fairly frequently by the moderator to ensure any replies posted are appropriate for the Guild and not disrespectful to anyone.

**Duncan added a “Local Help” page to the site** (it’s at More>Writing Resources>Local Help) and **brought the introduction paragraph he wanted to use for the “Local Help” page for Board’s okay and it was deemed fine** with the hope the “… and, more specifically, on the Big Island” could be removed in the near future with any help additions from other parts of Hawaii. See Attachment 3 for introduction wording. The page is currently marked as Under Construction. He has a couple items for this topic (Virginia Fortner editing services and Sam Cudney self-publishing help), but **it was recommended to put a request out to our members so they can create their version of a service advertisement if they are willing to provide writing support services (free or at a cost) that could be placed on the page. Also, for members with recommendations of other local services for publishing, editing, illustrations or more, those could be added to this Local Help page if the information is provided to Duncan.**

**The Public Relations Director, Joy Fisher**, **mentioned** **Louise Riofrio will be providing a workshop** presentation on marketing of one’s publications called **“Telling Your Story: Bringing a Book to the World” at Tutu’s house on July 25th, 5:30pm-6:30pm**.

The **next Writers’ Voices reading at the Waimea library will be the evening of August 7th, 5:30pm-7:00pm**. Joy has lined up three of our members to read (Steven Foster, Bob Lupo, Virginia Fortner) and has a fourth in mind to contact about reading (T.J Michaels).

**Joy provided an overview of the second meeting of the committee to establish an on-line Literary Review**. The **more detailed minutes** of the meeting were previously provided to the Board by the chair of the committee, Laura Burkhart, and are **provided as Attachment 4 to these minutes**. The next meeting of the committee will be on July 24th. Joy had assumed Duncan being on the committee would act as webmaster for the application chosen for the Literary Review, but Duncan said he did not have time to do that in addition to his current Guild website webmaster job; he was on the committee for his general interest in the literary review. So, **a person will need to be found for this Literary Review webmaster role using the Squarespace application** (<https://www.squarespace.com/>)**.**

We still have the **ad on our HWG website for a volunteer newsletter editor, but no takers to date**. Joy had a couple people express some interest, but then neither followed through. Joy felt the newsletter would provide more communications with the full membership, it could include reviews of published works by our members and other activities that might be of interest to the members. The ad is at the top of the Guild News page of the HWG website: <https://www.hawaiiwritersguild.com/guild-news.html>

**Joy brought in the current inventory of HWG t-shirts** as Diann Wilson had expressed interest in one. Diann was not present except via internet, so Diane R. agreed to take a couple t-shirts to Diann W. who also lives in Hawi, so she can determine the appropriate size before buying one. **Steve Foster also decided to buy** one and made his donation for the t-shirt to Bob Lupo.

Our President, Diann W., requested she make her report to the Board now as she would have to leave the meeting early, so we jumped to her part of the agenda. **She said the workshop** by Susanna Moore will be held on August 26th from 6:00pm to 8:00pm at the North Kohala Library. **The workshop subject will be on how to critique writing.** Samples for criticism will be made available at the library ahead of time so attendees to the workshop can try their hand at critiquing the samples and bringing them to the class. Related to this Diann said **she was looking for a couple volunteers to provide a 4-to-5-page writing to be offered for criticism. She warned one might need to have a thick skin to take this on.** Writing other than poetry was requested. No one offered during the meeting, but she said get back to her if you wanted to make an offering no later than July 15th, but the writing would have to be available at least a couple weeks before the workshop. She will send the request to the full membership but wanted to give those at the meeting first chance.

As seen by the **use of the internet meeting application Zoom for this meeting, the trial seems to be working well** **other than those participating remotely have a hard time hearing some in the room.** It was decided this was likely due to the reliance on the microphone on the Tutu’s House computer at one end of the room versus a remote mic that could be placed on the table. [Diane R. did some research and **has ordered a MXL AC404 USB Conference Microphone for use in future meetings** which should solve this issue. She agreed to donate this mic to the Guild.]

**Diann took on the updating of the current trifold for the Guild and it is in work.** She has a person who does this type of graphic design and is working with him on the update to include more of the recent books by our members as well as updating some other sections.

At this point Diann left the meeting.

**Louise Riofrio, Events Director,** reported on the upcoming events. **The most recent pop-up bookstores were held on June 15th and 22nd with the next one to be held July 6th**. She provided Bob Lupo with the receipts for the cost of the table per pop-up event at the stables which is $30. He had reimbursed her for the first two previously and then for the most recent two today.

Louise reserved our table at the **Christmas in July event in Kailua-Kona**. This year’s cost is $110 for a table **at the King Kamehameha’s Kona Beach Hotel on Saturday, July 27th from 9am to 5pm. Those helping with set-up and staffing the table for the event will need to arrive 2 hours before it opens.**  The Guild has participated in this event the last couple years and found it a good venue for book sales and promotion of the Guild. This year’s assigned table is in a good area to get shoppers’ attention.

**Eila, Director for North Kohala**, was attending remotely. **The next public reading at the North Kohala Library is** **scheduled for September 23 from 6:00pm-8:00pm** and she will send out a request for readers in late July.

**Bryan Furer, Director for Volcano**, was not able to attend the meeting. Bryan is active in that area of the island and the next Volcano Writers meeting will be held on July 8th. Bryan had indicated he would be better able to attend Board meetings via internet due to the distance and limited car access, but we did not hear from him today.

The **next regular Board meeting date** was set for **Tuesday,** **August 6th** at 1:00pm-2:45pm at Tutu’s House.

The meeting was adjourned at 2:10pm.

Respectfully submitted,

Diane Revell, Secretary

Announcements:

* The **next regular Board meeting time and place: Tuesday, August 6th at 1:00pm – 2:45pm at Tutu’s House** at 64-1032 Mamalahoa Hwy # 305, Waimea, HI 96743. Attendance via internet will be offered.
* **Requests for items to be added to the agenda for the next regular Board meeting** should be **sent to the President Diann Wilson and Secretary Diane Revell at their e-mail addresses** (island.diann@gmail.com and diane.b.revell@gmail.com) 10-days prior to the next meeting, so **by July 27th**. The **agenda will be e-mailed August 1st**, five days prior to the meeting.
* Parking Lot:
	1. **Setup the HWG Chat moderated blog via our website for all members to post comments** for an exchange of ideas. Duncan checked with Jada Rufo who is a willing moderator. **Who:** Duncan Dempster **Due Date:** Jada agreed she plans to moderate this blog/chat and initiate first entry. Need to send notice to members when Jada has her first post up, before August 6 Board meeting.
	2. **Collect the other Board member signatures on the new Bylaws** signature page**. Who:** Diane Revell **Due:** August 6th
	3. **Find a webmaster for using Squarespace application for our planned Literary Review. Who:** Coordinating Committee HWG Literary Review – Laura Burkhart chair Revell **Due:** August 6thor not later than 1-month prior to initial release of Jan/Feb 2020

Attachment 1: HWG Treasurer’s Log, May 31, 2019 to July 1, 2019

Attachment 2: Financial Best Practices Meeting – June 28, 2019

Attachment 3: HWG Website - *Local Hawaii Help for Writers* Introduction

Attachment 4: Coordinating Meeting HWG Literary Review Minutes for June 19, 2019

**Hawaii Writers Guild Treasurer’s Log for June 2019**

 Date

**American Savings Bank Balance as of 5/31/2019 $2,720.45**

Pop-up Book Event Expense (Louise Riofrio) -60.00 6/06/2019

Table/Chairs Expense (JoAnn Williams) -110.00 6/26/2019

Diane Revell Dues Received 40.00 6/13/2019

Amy Elizabeth Gordon Dues Received (PayPal) 39.96\* 6/24/2019

Less ABS Monthly Service Fee -5.00 6/30/2019

 **Total ABS Operating Balance $2,625.41\*\* 7/1/2019**

***Note \****: PayPal change in fee caused $0.04 less for each dues paid via PayPal after 5/15/2019. Check with Duncan Dempster on means to correct issue. He plans to try to adjust it in July.

***Note \*\****: Of total operating balance, $1600 consists of donations made specifically to fund costs associated with becoming a 501(c)(3) non-profit. Minus these reserved funds, the available operating expense budget for other purposes is $1025.41.

Hawaii Writers Guild (HWG) - Financial Best Practices Meeting

**Attendees**: Yvonne Leiser (presenter), Duncan Dempster, Diane Revell, Bruce Stern

**Absent**: Bob Lupo (unable to attend, but e-mailed copies of financial logs & 2019 Operating Budget)

This meeting had been arranged in response to a action item from the HWG financial audit meeting held February 25th. At that meeting the financial review committee had decided it would be good to have input from an expert on best practices in keeping our financial records and how to conduct a financial review especially oriented towards a nonprofit. Diann Wilson had recommended Yvonne Leiser as someone local with this type of expertise and Diane Revell then arranged the meeting for those who had participated in the previous financial audit meeting. The meeting was held at Tutu’s House from 1:30pm to around 3:00pm. We had tried to have the treasurer, Bob Lupo, at the meeting, but he had a last-minute commitment come up so was not able to attend. The intent is for Yvonne to arrange to meet with Bob separately to go over the information she provided at the meeting [Yvonne and Bob met on July 2, to complete this action]. Yvonne was provided with contact information for Bob. A copy of Yvonne’s handout from the meeting was provided to Diane to pass along to Bob no later than our next HWG Board meeting of July 2nd [completed on July 2].

We started the meeting with Yvonne giving each of us a handout called “Nonprofit Financial Considerations.” The first page of Yvonne’s handout is provided as an attachment to these minutes. A list of the other items that were in her handout is also at the end of these minutes. It included several pertinent forms and government information sheets which she had annotated to make note of items that would be specific to a nonprofit. We worked our way through the handout and used it as our agenda.

**Taxes** – Yvonne covered three types:

1. *Federal income tax* using form 990-N noting Hawaii State income tax is not required.
2. *Unrelated Business Income (UBI)* from an organization’s sales activity that does not further the organization’s exempt purpose (t-shirt sales to non-members may fall into this category). This requires filing of both federal and state tax forms and paying taxes on next income (federal 21%, HI state of 4.4%).
3. *General Excise Tax (GET)* with the current rate 4.25% going to 4.50% on January 1, 2020 is paid on **revenue** (vs. on profit only) for in state (vs. out of state) revenue with semi-annual and annual filings. We have a GET ID for the Guild.

**Other Government Requirements** – Use for W-9 to gather information from vendors if payments may be $600 or more. For our Guild this would likely apply to the attorney we have used relative to our 501 (c)(3) filing and advice. This includes stipends and honoraria but not reimbursement of expenses. Payroll was not applicable to HWG.

**Financial Reporting** – Some areas of improvement were discussed for HWG. We do have the Board approve an annual budget and if expenses are anticipated that are not in the approved budget, the expenditure must be approved at a Board meeting and added to the budget.

1. *Fiscal year* – ours is the calendar year.
2. *Cash* is what we use (*vs. accrual)* as we have only relatively small amounts of accounts payable and accounts receivable.
3. *Financial accounts* - We have a single checking account (after consolidating from last year) and a PayPal account with a running balance.
	1. We have the treasurer and others authorized to sign checks and for now our treasurer, Bob Lupo and Duncan Dempster have on-line account access (though Duncan would like to pass this back-up role on to someone else). Yvonne said it is good to have a backup person for any of our accounts in case the main person is away on a long trip or otherwise becomes indisposed.
	2. Yvonne said best practice is to reconcile the accounts monthly and have an oversight review every 6-months. Bob does reconcile monthly, but our intent had been oversight reviews every 12-months, so may want to consider a change.
	3. Yvonne raised the issue of getting a debit card but we saw issues with that in keeping track of who had it and the current bylaws rule of having two Board members sign checks not having a debit card equivalent.
4. *Cash Transactions* - We do have cash transactions as sometime people provide dues payment in cash or make other cash payments for expenses to be reimbursed. For cash transactions receipts should be issued/tracked. Cash should be counted independently by two people to ensure accuracy and both should sign the receipt voucher (when possible). We may need to obtain a cash receipt book for use by the treasurer.
5. *Petty Cash* - We do not have a petty cash account
6. *Periodic financial reports* – Our treasurer provides a report at each of our monthly Board meetings. It was recommended these reports be standardized vs. varying from report to report.
	1. Chart of Accounts: we need to agree on the names of the accounts (operating account as an example) and be consistent in use of the names
	2. Journal – Our treasurer has used the term “log” versus “journal” but keeps a sequential record of the financial activities
	3. Balance Sheet (nonprofits usually use the term **Statement of Financial Position** instead)
		1. Assets for us are collected in our checking account and PayPal account.
		2. Funds– Funds for us include the unrestricted funds for our operation expenses, and the restricted fund created via donations to be used for our moving to become a full 501(c)(3).
	4. Profit & Loss (nonprofits usually use the term **Statement of Activities** instead) – recommended one uses separate columns for Unrestricted, Restricted and Unrelated Business Income.
	5. Annual Financial Review – After our first time review this past February where all records were checked, in the future spot checking is okay with a committee of two people (not the treasurer) to do the checking
	6. Annual Financial Package – At least two sets should be kept (could be one with Treasurer and other with Secretary) to ensure they are available in the future if needed and to minimize possible tampering. Although many of our records are kept in digital/electronic storage, it is best to also have a hardcopy as digital/electronic formats change over time and older versions may not be readily readable in the future unlike a paper copy. This is also true for minutes of the Guild that an annual collection in paper should be kept.

**Volunteer Recognition & Time Tracking** – It could be good to start tracking this type of information as it can be useful in grant applications to demonstrate member commitment. Volunteering for the Guild or on behalf of the Guild should be tracked.

At the end of the meeting Yvonne said we appeared to be in fairly good shape with just a few items to improve. She was positively impressed. She agreed to contact Bob Lupo and try to meet with him before or after the Board meeting on July 2nd to cover the same material.

Respectfully submitted,

Diane Revell, HWG Secretary

Attachment: Nonprofit Financial Considerations handout first page. Other attachments in handout not included with minutes, but are listed here:

* Tax Facts 98-3,
* Section 237,
* 990-N,
* W-9,
* Example: Hokuloa United Church of Christ Financial Statements for Fiscal Year 2017-2018 Beginning July 2017 and Ending June 2018

*Nonprofit Financial Considerations*

TYPE OF NONPROFIT: Charitable [501c3] or one of the many other types

TAXES:

Income Taxes: Federal Annual Filing, consider 990‐N Hawaii – not required

Unrelated Business Income – income from a sales activity that does NOT further the organization’s exempt purpose

If UBI activity, then file with both Federal and State; PAY taxes on Net Income of 21% and 4.4% respectively

General Excise Tax (GET): Hawaii County rate is now 4.25% (4.4386%); 1/1/20: 4.50%

Semiannual and Annual Filings

OTHER GOVERNMENT REQUIREMENTS:

Informational Return on Payments for Services from Partnerships or Sole Proprietorships as well as LLCs organized as Partnerships or Sole Proprietorships

Use W‐9 to gather information from your vendor if payments may be $600 or more

This includes stipends and honoraria; but not reimbursements of expenses

File IRS Form 1099‐Misc (and Form 1096) with IRS – original red forms are still required

Payroll – won’t be covered today

FINANCIAL REPORTING:

Fiscal Year – a 12-month period

Cash or Accrual – probably Cash assuming very little Accounts Payable or Accounts Receivable

How many financial accounts/methods? Checking, Savings, PayPal, Square, Petty Cash, Debit Card, etc.

Who is authorized to use? Treasurer. Also authorize a second person for back up.

Require monthly reconciliations by Treasurer; twice a year oversight.

Are there CASH transactions?

If cash receipts, have two people count and sign Receipt Voucher (when possible)

If Petty Cash disbursements, have signed requests

Periodic Financial Reports – quarterly, paper‐based may be sufficient

Chart of Accounts: Agree on Account Titles

Journal – “Jour” is French for day, sequential record of financial activity Balance Sheet (Statement of Financial Position):

Assets are the financial pools of money (checking, PayPal, etc.) Funds are claims to the assets (Unrestricted, Restricted)

Profit & Loss (Statement of Activities):

Use separate columns for Unrestricted, Restricted and Unrelated Business Income

Annual Financial Review – a committee of two to spot check

Annual Financial Package – at least two sets

VOLUNTEER RECOGNITION and TIME TRACKING? May be helpful for grants

OTHER:

Yvonne Leiser, Oikos LLC 808‐990‐3458

June 28, 2019



Coordinating Meeting, HWG Literary Review

Wednesday, June 19, Jim’s place in Waimea, 1:00-2:15 pm

Present: Bob Lupo, James Gibbons, Joy Fisher, Laura Burkhart

Regrets: Duncan Dempster, Michael Foley

1. Genres to be included in on-line literary review, and suggested word count for each:

 a) fiction and non-fiction (including memoir, personal essay) – 2,000-4,000 words

 b) flash fiction – 1-2 pages

c) poetry – max 3 pages

 d) dramatic monologue – max 1,000 words

 e) 10 minute play – max 2,000 words

Committee members expressed appreciation to **Bob Lupo** for his extensive research and analysis.

2. Name, logo and tag line:

**Michael Foley** has agreed to research these and bring suggestions to the next meeting.

3. Submission guidelines for writers:

**Bob Lupo** volunteered to research other publications’ submission guidelines and bring recommendations to the next meeting.

4. Blind judging:

It was agreed that Submittable is the preferred platform to ensure anonymity of submitters. One of the committee members volunteered to pay costs of this platform for the first issue.

5. Website to publish the review:

Joy Fisher has researched options and recommended the use of Square Space. The committee agreed. One of the committee members volunteered to pay the cost of Square Space for the first issue.

6. Editing process:

a) Laura Burkhart will receive submissions via Submittable and send them, anonymously, to editors. She will contact Submittable to see whether we can subscribe for reading period only, or whether we need a yearly subscription.

b) Editors for first issue:

 Fiction – Bob Lupo

 Non-fiction – Jim Gibbons

 Poetry – Michael Foley

 10-minute play – to be determined

c) Editors will make recommendations to the Coordinating Committee who will finalize publication decisions.

6. Recommended timelines:

 a) Open submission to HWG members from Sept 1 – Nov 30, 2019

 b) First issue to be published Jan/Feb 2020

7. Next steps:

 a) Submission guidelines – Bob

 b) Name, logo and tag line – Michael

 c) Submittable – Laura

 d) Square Space – Joy

 e) Style guide – committee members to bring samples/suggestions to next meeting

 f) Editor for 10-minute play – Joy

8. Next meeting:

 Wednesday, July 24, 1:00-3:00 pm, Laura’s place in Hawi