**MINUTES Hawaii Writers Guild September 11, 2018**

**Rev. 1**

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

Held at the home of Eliza Cahill

Officers and Directors of the Guild present:

Eliza Cahill – *President*, Bruce Stern – *Vice-President*, Diane Revell – *Secretary*, Duncan Dempster – *Webmaster*, Joy Fisher – *Public Relations Director*, Eila Algood – *North Kohala Director*

Others Present:

 None

[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.]

President Eliza Cahill called the meeting to order at 1:38pm.

The Secretary, Diane, requested the **August 14th Board meeting minutes (rev.2)** andthe **September 4th Special Board meeting minutes (rev.1)** be moved to be approved and they **were approved**. They **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 reported on **current membership; we have 54 active members** some delinquent on this year’s dues. Of those with delinquent dues, 3 are in the suspension zone of 3 or more months overdue.

Diane indicated she still needs to **post the Guild documents of incorporation** to make them available to the Board members. Bruce Stern, Vice-President, worked with Diane on how to get this done. Diane has recently created her own Google account that will allow her to **use a Google drive to set up file folders for the documents that could readily be shared with our Hawaii Writers Guild -BOD Google group**.

**Diane provided** prior to the meeting another version of **Bylaws update redlines for approval**. Bruce Stern moved and it was **approved to provide this redline update set to Shawn Nakoa**, our attorney on retainer as **part of her review and edit of our Bylaws** as may be needed for our pursuit of 501(c)(3) non-profit status. This was approved in lieu of any additional editing by the Board of the redlines prior to it going to the attorney for review.

Our **Treasurer**, Bob Lupo, was away but had provided status via e-mail. He said **we currently have $3038.48 in checking and the required minimum of $50 in savings**. But a $**600 check is being sent to Rush Moore LLP as a retainer** for the services of Shawn Nakoa who will be working on our 501(c)(3) Articles of Incorporation and a Bylaws update. **The checking balance after that check clears will be $2438.48**. Some of the balance included donations by Board members made specifically for becoming a non-profit ($1200 to date) and there was an indication some additional donations for this will be made. **An update to the budget should be made to account for the expected legal costs to become a 501(c)(3) qualified non-profit**.

The Treasurer only accepts cash or checks for now though we are working the option to allow PayPal to be used. The Board agreed **Duncan Dempster should be added** to the signature list and **Diane provided an updated signature authority card for presentation to the credit union to get him back on their copy of the signature list**. Duncan said he just needs to get to the credit union to make this happen and will try to do that soon and let us know when this option to pay via PayPal is operational. [On 9/14/18 Duncan learned the credit union’s policy was if **any** signature was added/deleted for an account, **all** those on the modified list would need to come to sign the forms again! That means each of us on the list (all Board members other than Bryan per list attached to 8/14/18 minutes) that includes some who are currently out of town would need to go to Honokaa to sign. This has prompted on-line discussions of switching banks which if even as onerous on signature rules would have more convenient locations.]

*Committee Reports*:

Duncan our Webmaster reported on a just received **event nomination form from Jan Asch about a North Kohala Play Festival** [planned for September 25th]. He will forward it to the Board members for our review. This **brought up the topic of what process we have for addressing these event nomination forms when they come in.** The **current plan has been for our webmaster to forward it to the Events Director for initial consideration, who could then provide it to the Board for discussion** at the next Board meeting that could include a presentation by the person nominating the event. It was thought this could work, but if the event was more eminent and should not wait out the next meeting for approval then on-line approval could be used. Also, **as our current Event Director is out of the loop** until late December, **this would need a temporary fix**. The current event nomination mentioned by Duncan was submitted by Jan Asch for a play festival event like she and her husband have held previously. **Eila who knew Jan and had attended previous ten-minute play events volunteered to the be point person on this event**.

Joy mentioned a person wanted to join the Guild’s Facebook page though their name was unrecognized, but it turned out the person was using their pen name. We thought it would be good to **add “Pen Name(s) if any” on the Guild membership form. Diane also requested that a “Mailing Address” be added** to the form as it would be useful to allow mail-in votes for the annual officer voting in January.

It was previously agreed a **new Google Group called “HWG Chat” was needed to allow all Guild members to have a free exchange of ideas**. Two things are needed to make this possible. **One is to set up the new Google Group. Bruce said he will look into doing this, but it won’t make sense until a moderator is selected**. The other issue was to **have a moderator** **to ensure no inappropriate use** **of the group** by member postings, so until that is done the group cannot be activated. Eliza sent out a request to our members for a moderator, but **to date no one has volunteered so this is on hold until that happens**.

Diane mentioned she had noticed another writers Facebook page we should be aware of. One of our members, Dawn Hurwitz, started a **Facebook page for Writers of East Hawaii** [<https://www.facebook.com/groups/1764069613890285/>] that had some interesting postings and did not seem to be limited to those living in east Hawaii.

**Eliza sent a request out via e-mail on 8/15/18 with the subject “Our Webpage”** to the Board and to Sam and Amara Cudney seeking suggestions for updates to the layout of the website and suggestions that could include color use do’s and don’ts raised in feedback from another of our members.

The **Public Relations Director, Joy,** mentioned the **next Writers’ Voices event is planned for October 3rd**. She would like two more readers to add to the event. Diane volunteered to be one of those two. Joy published **write-ups to the Guild website and Facebook** pages about upcoming **Guild participation at the November Kauai Writers Conference**, feedback on **Sam Cudney’s Self-publishing 101 Workshop** held in Waimea, and information about the three **Pride Writing Workshops held by Eila Algood and Holly Algood** in Waimea, Kapaau and Honolulu.

Related to the Kauai Writers Workshop, we wanted to ensure we had a **tri-fold publication** to hand out at the table the Guild will have there. It would also be useful for handing out at the public author readings. Eliza with Sam and Amara worked an initial design that Eliza will send out for review and approval after the meeting. [**An initial version for publication and use was agreed to on-line on 9/13/18**.] Instead of having it published by an outside company, **several Board members agreed to print and fold several of the tri-folds for initial** use especially as we expect the initially approved version may evolve as we get feedback.

Previously Duncan had **posted Joy’s ad for TV skills certification, but so far no one has taken advantage of the offer**. For now, we will just wait for a volunteer.

**Joy thought we should also have T-shirts with the logo on it made available for sale to members.** She and Cece as well as Sam and Amara Cudney will be attending the Kauai Writers Conference in November and **wearing the T-shirts there would be a way to help advertise the Hawaii Writers Guild**. She had checked with Vista (who did our business cards) but learned the shipping costs may be too much so is planning to check with local options in Hilo later this week. Eila mentioned that Kona Kustom Designz in Kapaau had done good work on the Guild posters she had made and would do t-shirt printing though one has to bring the t-shirts to them.

**Joy provided a couple t-shirt design options based on our business card design**, suggesting one was likely more suitable for the front of a shirt than the other. [A prior meeting assumed white t-shirts as the base.] **Eliza had an alternative proposal** and showed it to the group via her computer screen and was going to send it out via e-mail to the Board.  Some concern was expressed whether the cost would be worth it to have a design on both sides versus just on the front. **It was not clear that any one design was agreed upon and it looked like the discussion would continue on-line.**  Eliza also thinks a tote-bag with a Guild design could be offered for those not into t-shirts. More than a single design may be useful. Eila mentioned she doesn’t wear t-shirts and would more likely wear a regular shirt with the logo on a shirt pocket perhaps via embroidery of the design.  That might require a redesign to fit on a pocket.

At our September 4th meeting a **Non-profit Organization Committee was setup for the purpose to work with the attorney on our 501(c)(3) non-profit status**. The **members of this group are Joy Fisher, Diane Revell, and Bruce Stern, but is open to other members joining**. Joy with her law background was designated as the groups main contact with the attorney Shawn Nakoa. Related to this Joy provided some **lists of our Board members designated as the incorporators** (current members of this committee) **and the full Board with related contact information** and passed them around to have members double check the information for accuracy before she **provided the information via a cover letter to Shawn Nakoa. [The letter was sent on 9/14/18**, with the cover letter provided as an attachment to these minutes.] Joy also said the **attorney had recommended she attend one of our Board meetings when the Articles of Incorporation were available to explain to us our responsibilities as Board members of a non-profit** and answer our questions. It was proposed we invited her to our next Board meeting in October. It was expected she would charge us for the 45-60 minutes of her time at the meeting. There was one objection to this as an expense, but for now the plan is to proceed to invite her to come at 2:00pm so the Board could cover other issues in the ½ hour before that and to get settled in before her appearance. Eila mentioned **another Guild member, Holly Algood, is versed in non-profits so is another source for asking questions relative to going 501(c)(3).**

**Cece Johansen, our Events Director, is away** and will be inactive in the Guild until late December. **Joy will handle the Writers’ Voices readings in the meantime** and **other Board members agreed to help with specific requests** to keep the events on track, **such as Eila acting as the point person for the latest event nomination form** sent by Jan Asch.

**Eila, Director for North Kohala, had scheduled the first of the future public readings at the North Kohala Public Library,** beginning on **Monday, September 17th**. She now has all six of the readers signed up. She plans to record the readings for broadcast on KNKR radio and then it will be in the archive of the radio station for people to listen to at their own timing.

Some **feedback on the Pride Writing Workshops she held** included **wishing more people had attended but felt those who attended gained from the experience.** She said the Honolulu workshop had the most diverse group possible given only five attendees. She provided a photo of the workshop group for that event. Joy suggested Eila might connect with the Kona LGBTQ caucus in the next week or so if she had any additional of these workshops planned as the Kona Gay Pride Festival is coming [starting Sept. 15]. Eila did not have any other of the workshops pinned down at this time, so not ready to engage now.

**Eila is in discussion with the University of Phoenix on development of a “how to organize a writers’ group” class**.

**Bryan Furer, Director for South Hawaii, was unable to attend today’s Board meeting**. The most recent Volcano Writers Group meeting will be held Monday, September 3rd. Joy mentioned having spoken with Bryan Furer and Ira Ono about an upcoming Volcano public reading planned for near Halloween. She’ll pass along specifics as we get closer to the event.

Eliza said previously **we should have some standard forms/letters/processes for the things the Guild does**; for example, holding reading events and all that encompasses including a timeline of the sequence, answers to frequently asked questions (FAQ), congratulations e-mails to new members, requests for dues, etc. **She would like the Board members to provide her with a list of these types of things that we could standardize and (if you have them) examples to use**. Some of these Eliza has on the list include the following:

* An **invitation e-mail** to recruit possible new members – **This was completed**. She posted it to the Board members on **September 11, 2018**. She encourages us to use it to send to potential members.
* The **bio/photo help e-mail** – **Completed**. Sent out in August and **some positive feedback including more bio/photos of our members on the website**. Duncan mentioned **plans to better organize these bios** (alphabetized by last name?) **on the website**.
* The “**hosting a public reading guide**” – Using input from Eila she sent to the Board members for comment on July 1st. She received a couple positive comments and Eila mentioned providing more feedback on July 3rd. [Appears to still be in work]
* Protocols/guidelines for **running a workshop** with input from Eila and Sam – new idea not yet started
* Eila will generate material for “**how to organize a writers’ group**” while working with University of Phoenix (Honolulu) on this topic.
* Diane suggested she could create a **HWG secretary handbook** that would include templates agendas and meeting minute – not started yet.

Eliza raised the topic of a **Directory of Services** that we have discussed in the past. This **could be an on-line resource**. Based on a comment provided via the website contact form, it was agreed a section of the directory should include youth services such as the website suggested by the comment. This could also include a section specific to services offered by out members relative to writing (i.e., editing, publishing).

Amara Cudney had a **youth-oriented event suggestion previously and Eliza was going to check with Amara to see if she is planning to follow through on this type of event**. Amara had attended out August 14th board meeting and Diane thought Amara had indicated she did not plan to run a workshop.

Eliza had filled in and submitted on August 10th a **New Events Suggestion form for a “Bare Bones Poetry Workshop & Bare You Bones Spoken Poetry Competition.”** Based on feedback from the attorney, it may be more suitable for this event to be held separately from the Guild activities to allow for compensation to Board members who may want to be involved and compensated.

A suggestion was made that we put **on the top of our Board meeting agendas a reminder about maintaining respect for others** during the meetings. **Diane agreed to do that** on the draft agendas she originates to send to Eliza to finalize.

The **next regular Board meeting date was set for Tuesday,** **October 16th at 1:30pm-3:30pm**.

The meeting was adjourned at 3:10 pm.

Respectfully submitted,

Diane Revell, Secretary

Announcements:

* The **next regular Board meeting time and place: Tuesday, October 16th at 1:30pm – 3:30pm at Eliza’s home** at 65-1372 Kawaihae Rd. in Waimea. Guest speaker Shawn Nakoa, Attorney at Law, will be invited to attend at 2:00pm to provide Board members with information on the Articles of Incorporation and Bylaw issues related to our move to be a 501(c)(3).
* **Requests for items to be added to the agenda for the next regular Board meeting** should be sent to the President Eliza Cahill at her e-mail address (Fridamagazine@gmail.com) 10-days prior to the next meeting, so **by October 6th**. The **agenda will be e-mailed October 11th**, five days prior to the meeting.

Attachments:

Letter to Shawn Nakoa, Attorney at Law mailed September 14, 2018

* Parking Lot:
	1. **The goal had been for the audit of the HWG finances be completed no later than February 28th, but based on August tax status per attorney and plans to incorporate that will include potential related Bylaws changes this will be done for 2017 and 2018 at the end of this calendar year**. **Who:** A) Board to form an audit committee B) Committee complete audit report **Due Date:** A) at or before November board meeting B) Prior to the annual January 2019 all-member meeting
	2. **Find a** **tax advisor for a written determination of the Guild’s tax liability**. This may have been overcome by our consultation with an attorney though she did state she was not tax expert **Who:** Bob Lupo **Due Date:** Decide if still needed for now
	3. **Draft a set of signature authority rules**. A) Have the Secretary help in putting them into Bylaws appropriate edits. B) Have the related final Bylaw recommended changes reviewed by an appropriate legal advisor **Who:** A) Bruce Stern/Diane Revell B) TBD **Due Date:** A) *Completed with distribution made* ***for September 11th meeting.*** B) In progress with attorney as part of her retainer tasks.
	4. **Developing a process and associated forms/letters** that any Guild member could use **to initiate and set-up a reading event: recruiting authors to read, finding the appropriate venue, follow-up reminders to the readings and emceeing as well as any finish work**. A) **Initial** Framework **Who:** Bruce Stern/Eliza Cahill **Due Date:** A) *Eliza completed an Initial Framework and received comments by July 3rd* B) **Finalized** Version **Who:** Diane Revell while checking with Eila Algood and Cece Johansen to be sure their experiences were included **Due Date:** TBD
	5. **Find a moderator for the new HWG Chat** Google Group. Eliza sent a membership message out to request a volunteer. **Who:** Eliza **Due Date:** TBD
	6. **Set up the HWG Chat Google Group for all members to post comments** to for an exchange of ideas. Need to define appropriate tags for categorizing comments and this requires completion of above item first. **Who:** Bruce Stern **Due Date:** TBD
	7. **Set up a PayPal Standard Business Account for the Guild** and **provide links on the website for making dues payments or donations** with this as a means to pay. Almost done pending reinstatement of Duncan to banking signature list [latest hang-up as of 9/14/18 at the bank says if one signature added/deleted **all** on the list need to come in a resign the agreement, so **this will be another delay**. Options include having another person on the signature list handle the PayPal accounting for the Guild or change bank with more reasonable rules.] **Who:** Duncan Dempster **Due Date:** September 30th

September 13, 2018

Shawn Maile Nakoa

Russ Moore, LLP

75-167 Kalani St., Suite 105

Kailua-Kona, HI 96749

Dear Ms. Nakoa,

Please find enclosed the Retainer and Fee Agreement dated September 7, 2018, which I signed on September 13, 2018 on behalf of the Hawaii Writers Guild. Also enclosed is a check in the amount of $600 for your estimated charges to draw up and file articles of incorporation for the Guild and to prepare new draft bylaws.

Our Guild secretary, Diane Revell, has agreed to act as our registered agent. Her full legal name and her mailing and street addresses are included on the enclosed list of incorporators which you requested. Please know that Diane can only receive mail through the mail at her post office box address. Please let me know if this would preclude her from acting as our registered agent. If so, I will seek another person.

The principal address of the Hawaii Writers Guild itself will be at the home address of our current president, Eliza Cahill. That address is 65-1372 Kawaihae Rd., Kamuela, HI 96743.

In addition to the names and addresses of our three incorporators, I am enclosing a list of the names and addresses of all of the members of our board of directors.

At the request of the board, I am also enclosing a list of pending bylaws so that you will have access to all of the bylaws we have adopted and are currently considering. Because you will be modifying our bylaws, the board did not take action to adopt the pending bylaws, but we thought you should see them. Our secretary, Diane Revell, indicated she would be happy to work with us in connection with your bylaws update.

Our next board meeting is scheduled for Tuesday, October 16 at Eliza Cahill’s home, 65-1372 Kawaihae Rd. in Kamuela and we would like to invite you to join us at 2 p.m. for about an hour to give us an update on your progress and to brief us on what next steps we should take. If you could send me a copy of your draft bylaws before that meeting, I will circulate them to the board.

We all look forward to working with you on the incorporation of the Hawaii Writers Guild and on seeking status as a non-profit corporation under section 501(c)(3).

Please don’t hesitate to contact me if you have questions or need additional information.

Sincerely,

Joy Fisher

Member, Board of Directors, Hawaii Writers Guild