

**BYLAWS OF
HAWAII WRITERS GUILD**

ARTICLE I

ACTIVITIES

The activities of this Corporation shall be those necessary and appropriate to accomplish the purposes of the Hawaii Writers Guild as stated in the Articles of Incorporation.

ARTICLE II

OFFICES

Section 2.1 Principal Office. The principal office of the Hawaii Writers Guild shall be at such place in the State of Hawaii as the Board of Directors shall from time to time determine.

Section 2.2 Registered Office and Agent. The Hawaii Writers Guild shall have and continuously maintain a registered office and a registered agent in the State of Hawaii as required by Hawaii law. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

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.

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.

Section 3.4 Sponsorships. The Hawaii Writers Guild may have Sponsors and Donors as described in the Policies & Procedures. Sponsors shall require approval by the Board and may provide annual support to the Guild, but unlike members Sponsors and Donors who are not also Guild Members shall not have any voting rights.

Section 3.5 Other Classes of Membership. The Board may establish other classes of membership in its Policies & Procedures.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 Number and Qualification of Directors. The members of the initial Board of Directors of the Hawaii Writers Guild shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected. The number of directors of the Hawaii Writers Guild shall be stated by the Board of Directors at each annual meeting, and thereafter may be increased or decreased at any meeting of the Board of Directors. In no event shall there be less than three (3) nor more than fourteen (14) directors. The Board of Directors shall consist of the elected officers and appointed standing committee chairpersons. Chairpersons will be appointed by the President with the consent of the Board of Directors. All directors shall serve as volunteers. Collectively, this elected and appointed Board of Directors, functioning under the leadership of the President, shall be the sole governing body of the Hawaii Writers Guild in all matters except in the election of officers. See Figure 1 for the organizational composition.

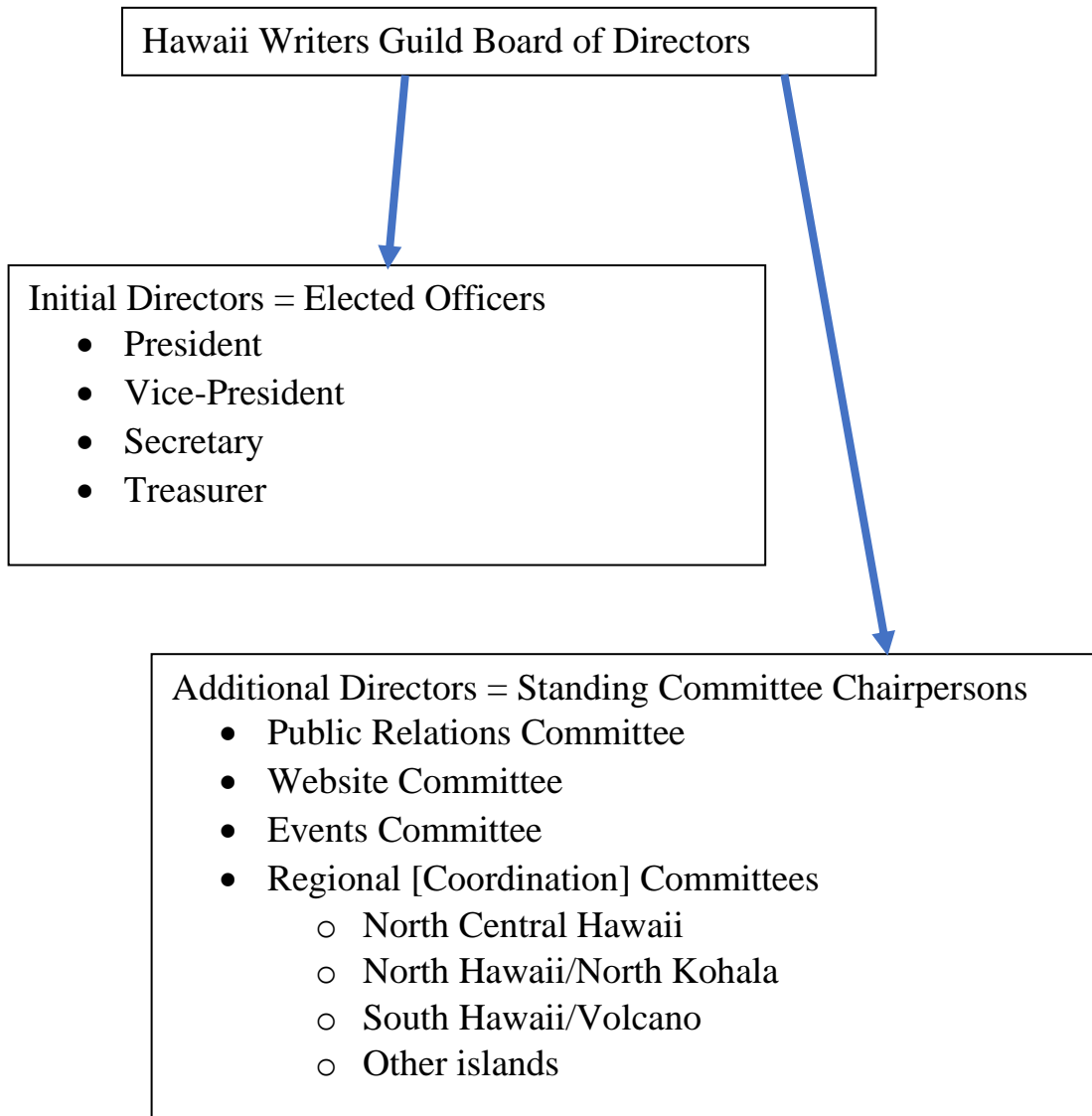


Figure 1: Board of Directors Composition

Section 4.2 Election and Appointments. Except for the initial directors, the directors who serve as officers shall be elected at each annual meeting of the Hawaii Writers Guild membership or at any special meeting of the membership called for such purpose. Standing committee chairpersons shall be appointed by the President and approved by affirmative vote of a majority of the directors at a Board of Directors meeting.

Section 4.3 Term of Office. Elected directors shall serve for a term of one (1) year or until their respective successors are elected. Appointed standing committee chairpersons shall serve as directors until they resign or are removed by the Board of Directors as described in 4.6.

Section 4.4 Vacancies. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of any increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

Section 4.5 Resignation. A director may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary. A resignation is effective upon delivery, unless the notice specifies a later effective date. If a resignation is made effective upon a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date of the resignation of the resigning director.

Section 4.6 Removal. Any director having abdicated their Guild-defined responsibilities by lack of performance, misconduct or malfeasance may be removed from their position by the affirmative vote of two-thirds (2/3) of the directors then in office at any meeting called for such purpose upon at least seven (7) days written or electronically mailed notice of such meeting and the purpose thereof, whenever, in the Board's judgment, the best interests of the Guild would be served thereby.

Section 4.7 Reduction. No reduction of the number of directors shall have the effect of removing any director prior to the expiration of such elected director's term of office.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1 Annual Meetings. The annual meeting of the Board of Directors of the Guild with the Guild Membership shall be held in the State of Hawaii each year in January, or at such other time and place as may be determined by the Board of Directors, for the purpose of electing officers and transacting such other business as may be brought before the meeting.

Section 5.2 Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, unless otherwise agreed, at such times and at such places as the Board of Directors may provide by resolution. No notice other than such resolution need be given. The Board may consider matters identified by the general membership, adopt resolutions, review and receive reports, coordinate community activities and address any other business as identified on the agenda.

Section 5.3 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, the Vice President or not less than twenty (20%) of the directors then in office, or by a quorum of the Membership. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place, within the State of Hawaii for holding any special meeting of the Board of Directors called by them. Notice of each special meeting shall be given in accordance with Section 5.4 of these Bylaws and shall state the purpose or purposes of the meeting.

Section 5.4 Notice. The Secretary shall give notice of each meeting of the Board of Directors (for which notice is required) to the Board members and provide a draft agenda not less than ten (10) days prior to the meeting by electronic mail. The President shall give notice of each meeting of the Board of Directors (for which notice is required) to the Hawaii Writers Guild members and provide a final agenda not less than five (5) days prior to the meeting by electronic mail. Notice may also be given personally or by telephone, not less than forty-eight (48) hours before the meeting by the President or Secretary.

Section 5.5 Quorum and Adjournment. A majority of the number of directors then in office shall constitute a quorum. In the absence of a quorum, the presiding officer or a majority of the directors present, may adjourn the meeting from time to time without further notice and may convene or reconvene the meeting when a quorum shall be present.

Section 5.6 Voting. Except as expressly provided by law, the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one (1) vote. Voting by written proxy in advance is permitted.

Section 5.7 Telephone or Internet Meetings. Subject to the notice requirements in Section 5.4 hereof, members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board of Directors or of such committee by means of a conference telephone or similar communications equipment including via internet by means of which all persons participating in the meeting can hear each other simultaneously. Participation by such means shall constitute presence in person at a meeting.

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.

Section 5.9 Presumption of Assent. A director of the Hawaii Writers Guild who is present at a meeting of the Board of Directors at which action on any Guild matter is taken shall be presumed to have assented to the action taken unless such director's dissent or refusal to vote is entered in the minutes of the meeting or unless the director either files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by mail or electronic mail to the Secretary of the Hawaii Writers Guild immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 6.1 Powers. The corporate powers of the Hawaii Writers Guild shall be vested in the Board of Directors to the fullest extent permitted by the laws of the State of Hawaii. The Board of Directors shall have general charge of the arrears, funds and property of the Hawaii Writers Guild, and shall have full power, and it shall be their duty, to enforce the Bylaws.

Section 6.2 Duties. It shall be the duty of the Board of Directors to conduct, manage and control the affairs and business of the Hawaii Writers Guild and to promulgate and enforce rules and regulations thereof not inconsistent with law, the Articles of Incorporation and the Bylaws of the Hawaii Writers Guild.

Section 6.3 Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees and appoint chairpersons to serve on such committees, which committees, to the extent provided in such resolution, shall have and exercise all the authority of the Board of Directors, except as otherwise provided by law, the Articles of Incorporation, or these Bylaws. Each committee shall have at least one chairperson who also serves as a director and all committees will consist of members of the Guild in good standing. The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. Any committee member having abdicated their Guild-defined responsibilities by lack of performance, misconduct or malfeasance may be removed from their position by the affirmative vote of two-thirds (2/3) of the directors then in office at any meeting called for such purpose upon at least seven (7) days written or electronically mailed notice of such meeting and the purpose thereof, whenever, in the Board's judgment, the best interests of the Guild would be served thereby. The Board may reorganize a committee's function or abolish a committee by resolution adopted by a majority of the directors in office.

6.3.1 Standing Committees. The Guild shall have a set of standing committees to assist in its duties for the following: Public Relations, Website, Events, and Regional Coordination. Each standing committee shall have at least one chairperson who also serves as a director.

6.3.1.1 Public Relations Committee. Responsible for developing and maintaining an up-to-date media list; for publicizing meetings and Guild events; and for coordinating with others to carry out these duties when beneficial to the Guild. With the assistance of the Guild's Website Director, responsible for maintaining and updating the Hawaii Writers Guild website Guild News and Events Calendar sections. Chairperson is a director and reports at monthly Board meetings and is a voting member of the Board.

6.3.1.2 Website Committee. Responsible for creation and periodic maintenance of the Guild's domains and website. Perform initial screening of applications submitted via the website: a) verify if the application is complete, b) verify the writing sample, if included, is downloadable, readable, c) screen out obvious fake or junk applications, and d) initiate the approval/disapproval process by forwarding the screened applications to all members of the Board for their vote. Upon approval of a new member, send the approved applicant a payment/web content solicitation e-mail. Train other Board members in editing the website. Chairperson is a director and reports at monthly Board meetings and is a voting member of the Board.

6.3.1.3 Events Committee. Identify, plan and execute participation in community events (like opportunities for book sales) when

beneficial to the Guild in coordination with the Board of Directors. Review event proposals from the membership for presentation to the Board for approval. Plan and execute approved events that can include writing skills workshops. Maintain an up-to-date venue list to carry out these duties. Work with the Public Relations Director to coordinate duties and timelines/dates of events. Chairperson is a director and reports at monthly Board meetings and is a voting member of the Board.

6.3.1.4 Regional Coordination Committee. The Board of Directors may elect to have a Regional Coordination Committee to be responsible for coordinating events with the regional subcommittee chairpersons of each of the Hawaii Writers Guild regions. Work with the Public Relations Director to coordinate duties and timelines/dates of events. Chairperson is a director and reports at monthly Board meetings and is a voting member of the Board.

6.3.1.5 Regional Subcommittees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more regional subcommittees and appoint chairpersons to serve who would report to the Regional Coordination Committee if one exists or else directly to the Board. New regions may be added as the Hawaii Writers Guild grows and enough members in an area request their own regional subcommittee which will then need to be approved by the Board of Directors as stated above. The role of each regional subcommittee will be identifying, planning and execution of public events in their region, the recruitment of Guild members for reading at such events; and maintaining an up-to-date venue list to carry out these duties. Identify, plan and execute participation in community events (like opportunities for book sales) when beneficial to the Guild in coordination with the Board of Directors. Initial regions include the North Central Region (Kamuela/Waimea, Honokaa, and Waikoloa areas); the North Kohala Region; and the Volcano Region. Chairpersons of regional subcommittees are voting members, but may report to the Regional Coordination Committee director who may represent them at monthly Board meetings and vote on their behalf in their absence.

6.3.2 Advisory Committees. The Hawaii Writers Guild may also have such advisory committees as the Board of Directors may provide from time to time, and the Board may appoint both chairpersons and others to serve on such advisory committees. Advisory committees shall not have authority to act on behalf of the Hawaii Writers Guild but shall only counsel the Board of Directors. An individual's membership on an advisory committee does not independently qualify such individual as an officer, director or agent of the Hawaii Writers Guild, and such individual

shall keep confidential all confidential information gained by virtue of such position.

ARTICLE VII

OFFICERS

Section 7.1 Officers. The officers of the Guild shall be the President, the Vice President, the Secretary, the Treasurer and such other officers as the Board of Directors shall from time to time nominate and the Membership from time to time elect with such duties as from time to time may be prescribed by the Board of Directors or the Bylaws. No person shall be eligible to hold office unless he/she is a member in good standing.

Section 7.2 President. The President shall preside at all meetings of the Board of Directors. Unless otherwise determined by the Board of Directors, the President shall have general charge and supervision of the Hawaii Writers Guild and shall serve as the Hawaii Writers Guild's Chief Executive Officer. The President shall be responsible for carrying out the policies of the Hawaii Writers Guild and shall have immediate supervision of the operations of the Hawaii Writers Guild, subject to such review by the Board of Directors as the Board shall require. The President shall prepare an annual report of the state of the Hawaii Writers Guild to the Membership. The President shall perform such other duties as are incident to the office or are required by the Board of Directors. The President shall not serve in any other office of the Hawaii Writers Guild during his or her term as President.

Section 7.3 Vice President. The Membership shall elect a Vice President. In the absence or disability of, or refusal to act by the President, the Vice President shall, in the order designated by the Board of Directors, perform all of the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall keep or cause to be kept a register showing the names of all members with their contact information. 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 meetings. The Vice President shall have such powers and perform such other duties as from time to time may be prescribed by the President, the Board of Directors or the Bylaws. In the case of the President's and Vice President's absence, the Secretary shall act as the President.

Section 7.4 Treasurer. The Treasurer shall be the chief financial officer of the Hawaii Writers Guild and exercise general supervision over the receipt, custody and disbursement of Guild funds. The Treasurer shall prepare and administer the Hawaii Writers Guild's budget and shall prepare such financial

reports as may be necessary. It shall be the Treasurer's responsibility to maintain the correct access by updates to the bank's signature cards as those serving as Guild officers change. The Treasurer shall perform all other duties assigned by the Board of Directors. The Secretary shall perform all the duties and exercise all the powers of the Treasurer during the absence or disability of the Treasurer or whenever the office is vacant, and shall perform all the duties assigned by the President or the Board of Directors.

Section 7.5 Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and authenticate the records of the Hawaii Writers Guild. The Secretary shall keep or cause to be kept a register showing the names of the directors including officers with their addresses. The Secretary shall give notice in conformity with the Bylaws of all meetings of the Board of Directors. The Secretary shall also perform all other duties assigned by the Board of Directors. The Vice President shall perform all the duties and exercise all the powers of the Secretary during the absence or disability of the Secretary or whenever the office is vacant, and shall perform all the duties assigned by the President or the Board of Directors.

Section 7.6 Election and Term of Office. The President, Vice President, Secretary, Treasurer and such other officers as the Board of Directors shall from time to time nominate and the Membership elect shall serve a term not to exceed one (1) year or until their respective successors are elected. These officers may be elected for successive terms.

Section 7.7 Removal. Officers shall be subject to removal the same as any other directors as specified in Section 4.6. The Board of Directors may, in its discretion, elect acting or temporary officers, elect officers to fill vacancies occurring for any reason whatsoever, and limit or enlarge the duties and powers of any officer elected by it.

Section 7.8 Resignation. An officer may resign at any time by delivering notice to the Hawaii Writers Guild in the same manner as for other directors as specified in Section 4.5.

ARTICLE VIII

MISCELLANEOUS

Section 8.1 Limitations on Disbursements. The Guild shall not make any disbursements or contributions of the funds or assets of the Guild to or for the benefit, directly or indirectly, of any director or officer of the Guild. Guild funds shall be expended only by a majority vote of a quorum of the Board of Directors. Neither Board members nor their kin by blood or marriage shall receive

any funds expended by the Board except by the express permission of the Board.

8.1.1 Checking Account. The Guild shall establish a checking account for their official business. All Guild expenditures shall be made by check signed by the Treasurer, President or other officers as agreed by the Board and kept on the bank's signature card. Two signatures shall be required on each check.

8.1.2 Budget Control. At the beginning of each year the Board shall establish and approve a budget for the year and a quarter into the following year. The budget shall consist of a set of line items with each assigned to an Officer/Director who shall have signature authority for expenditures under that line item. This does not remove the obligation for two signatures on each check. The budget may be modified as needed during the year only by a majority vote of a quorum of the Board of Directors. Any significant single expense (of \$100 or more) shall be reviewed with the Treasurer prior to payment or commitment to pay to ensure sufficient funds are available. This assessment shall take into account any outstanding payment checks not yet cashed.

8.1.3 Expenditure Records. All expenditures in excess of \$5 shall be documented by receipts, contracts or invoices which establish that the funds were expended for line items included in the budget or otherwise previously approved by the Board. The officer or director with signature authority shall give these receipts, contracts or invoices to the Treasurer no later than the next board meeting after the expenditure. Under no circumstances shall an officer or director be reimbursed for personal funds expended without presentation of proper documentation to the Treasurer.

Section 8.2 Loans. The Guild shall not lend or advance money to, other than customary travel or expense advances, or otherwise guarantee the obligations of any of its directors or officers.

Section 8.3 Books and Records. The Guild shall keep correct and complete books and records of account and financial statements, minutes of the proceedings of its Board of Directors and all Committees thereof and all such other records as may be required by Hawaii law.

Section 8.4 Execution of Instruments. All checks and other orders for the payment of money, drafts, notes, bonds, acceptances, contracts, and all other instruments, except as otherwise provided in these Bylaws, shall be signed by such person or persons as shall be provided by general or special resolution of the Board of Directors, and in the absence of any provision in these Bylaws or any such general or special resolution applicable to any such instrument, then

such instrument shall be signed by the President, Vice President, and by the Treasurer or the Secretary. Unless authorized by the Board of Directors, no officer, agent or employee of the Guild shall have any power or authority to bind the Guild by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 8.5 Official Public Utterances of Guild. The Guild shall maintain a website for dissemination of news and the individual promotion of works by its members.

8.5.1 Other Media. Various digital and printed news releases, social media, banners, and flyers endorsed and released by the Board of Directors, and its appointed spokesperson may aid in those efforts. The Board of Directors and spokespersons appointed by the Board are the official voice of the Guild.

8.5.2 Publication Endorsements. The Guild shall not endorse or financially support the publication efforts or promotions of any of its individual members. Individual members of the Guild are free to endorse and support as they see fit as long as they do not characterize their comments as an official Guild position.

Section 8.6 Conflicts of Interest Policy. The Hawaii Writers Guild will have a conflicts of interest policy, adopted by Board resolution. The Board of Directors or relevant committee thereof shall resolve any question of a conflict in accordance with the conflicts of interest policy. This policy shall be reviewed by the Board of Directors periodically.

Section 8.7 Severability. The invalidity of any provision of these Bylaws shall not affect the provisions hereof, and in such event, these Bylaws shall be construed in all respects as if such invalid provisions were omitted.

Section 8.8 Amendment of Bylaws. The Bylaws may be altered, amended or repealed in accordance with the provisions of the Articles of Incorporation.

Section 8.9 Fiscal Year. The fiscal year will be the calendar year.

ARTICLE IX – AMENDMENTS


These Bylaws supersede any and all previous renditions of the Bylaws of The Hawaii Writers Guild.

We, the undersigned, are the current directors of the Hawaii Writers Guild and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of these thirteen (13) pages, as the Bylaws of the Hawaii Writers Guild.

Directors:

Diann Wilson
Bruce A. Stern
Diane Beth Revell
Robert E. (Bob) Lupo

Joy Fisher
Duncan Dempster
Louise Riofrio
Eila Algood
Bryan Furer



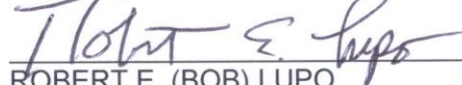
DIANN WILSON
President



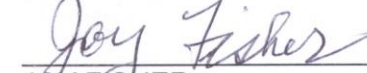
DIANE BETH REVELL
Secretary



BRUCE A. STERN
Vice-President



ROBERT E. (BOB) LUPO
Treasurer



JOY FISHER
Public Relations Chairperson



DUNCAN DEMPSTER
Webmaster Chairperson



LOUISE RIOFRIO
Events Chairperson



EILA ALGOOD
Regional Chairperson – North Kohala



BRYAN FURER
Regional Chairperson – Volcano

REVISION HISTORY FOR BYLAWS OF HAWAII WRITERS GUILD

Original – Date of Bylaws: July 2, 2019.

Approved by all those Directors present (7 of 9 Directors) at the Board meeting as documented in the July 2, 2019 Board of Directors Meeting Minutes and later signed by all Directors members.

Revision 1 – Date of Document: December 3, 2019.

Approved by all those Directors present (7 of 9 Directors), two resolutions as documented in the December 3, 2019 Board of Directors meeting minutes and incorporated in this revision:

1. Membership Director Role Bylaws Resolution
2. Student Membership Bylaws Resolution

Revision 2 – Date of Document: January 26, 2022.

Approved by all those Directors present (6 of 8 Directors), one resolution as documented in the January 26, 2022 Board of Directors meeting minutes and incorporated in this revision:

1. Repeal the current wording of Bylaw Section 5.8 and replace it with resolution wording to clarify the bylaw and to reflect actual process used for “Action Without Meeting” by the Board of Directors.