

MINUTES

Hawaii Writers Guild

November 13, 2018

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*, Bob Lupo – *Treasurer*, Duncan Dempster – *Webmaster*, Cece Johansen – *Events Director*, Joy Fisher – *Public Relations 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 1:35pm.

There was no meeting held in October, due to a variety of schedule conflicts. The Secretary, Diane, requested the **September 11th Board meeting minutes** be moved to be approved and they **were approved** unanimously. 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 48 active members** with eight made inactive/suspended due to being 3-months or more delinquent on their 2018 year's dues. We also have **three pending members, recently approved, but awaiting dues payment.** She had mailed the updated membership roster to all Board members the day before. She also provided a **summary of those members who were not in our membership Google Group and so do not receive postings from Board members** using that group for distribution (9 active members, 1 suspended member, 3 new members pending accepting membership offer to join). It was suggested an additional membership distribution list with those active members not in the Google Group should be used for key communications that all members must see. This again **raised the topic of some other types of memberships such as sponsor** (so less active, but supportive). This additional level of membership should be added to our Bylaws.

Diane requested the Guild **settle on the date of the January annual membership meeting**, so planning can proceed with **items tied to that date like securing a venue and meeting the Bylaw's rules on nominations for the election** at that meeting. The date and possible venues were both discussed. Consideration of Tutu's House was deemed inadequate for the type of event that might have 40-50 people attend. Some other suggestions for a venue would require more advanced planning than current time would allow, but as an example meeting in a restaurant location could be a future possibility. For now, the best option appeared to be **using the same one as last year, Anna Ranch.** Cece had investigated and had information **that narrowed the date to Saturday, January 19th.** She had some cost information for full day rentals but we want more specific cost based on the block of time we request for our meeting. It

was thought having the venue **from 5pm (for prep of 1 hour) with program at 6pm until 9pm** (and to allow for clean-up) would be good. This may depend on the blocks of time offered by Anna Ranch versus strictly our choice. Cece provided a copy of the current Anna Ranch contract form she had acquired to **Eliza who agreed to find more specific cost information for a 4-hour rental but proceed with capturing that date.** The 8-hour rate quoted was \$442.71, so for the 4-hour block we want it might be \$221.36. It was agreed to go ahead with Anna Ranch to lock-in the date. So, unless a Board member proposes a better alternative venue before the initial payment deadline, we will follow through with Anna Ranch. Part of the decision of venue was based on the planned nature of the meeting.

Last year the costs for Anna Ranch rental were less at \$156.24, but with food, decorations, accessories the event cost about \$720 total [per information provided by our Treasurer, Bob Lupo, after the meeting]. The **budget may determine the level of food and other items provided** for the meeting. **Bob requested e-mail input on what others on the Board suggest for the total annual meeting cost allocation** [and the discussion has continued on-line].

It was suggested the program for the annual meeting **include some selected readings by our members who had new publications in 2018**; and it was generally agreed this was a good idea. The **meeting also needs to include the President's presentation of the annual report** of the Guild as required by the Bylaws **and cover the election and introduction of officers (current and new).**

Diane indicated she still needs to **post the Guild documents of incorporation** to make them available to the Board members. She will **set up file folders for the documents that could readily be shared with our Hawaii Writers Guild-BOD Google group.** The documents will be **in PDF format with most recent versions readily available and past versions in a separate archive file** in the Google drive.

Our **Treasurer, Bob Lupo,** provided more accurate accounting numbers via e-mail after the meeting as follows. The Guild's **Operating Account Balance, before checks cut today for Banners/T-Shirts/Trifolds and the Kona Christmas Craft Fair was \$1,398 and is presently \$682,** before anticipated expenses for the Annual Dinner and Thelma Parker Library fees. The Guild's **Nonprofit Donations Fund's** balance was \$1,800, less \$600 for initial legal fees, to equal \$1,200 and **will be \$1,600,** once he deposits Bruce's check, obviously subject to future legal fees. These are monies donated specifically to cover **the expected legal costs to become a 501(c)(3) qualified non-profit.**

Regarding the Guild's tax status determination, Cece indicated her accountant might take on the Guild to look through our tax status, but only if sooner versus later as tax preparation season nears. Problem is filing our Articles of Incorporation pending the Bylaws update may put us into the middle of tax prep season. We may have to wait until we are ready with our formalized incorporation documents then check again with her recommendation.

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 as Webmaster 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. 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 (minus any people being dropped) would need to come to sign the forms again! **That means each of us on the list (all Board members other than Joy and Bryan per list attached to 8/14/18 minutes) would need to go to Honokaa to sign.** Diane and Duncan were the only ones to have signed as of November 9th while others at this meeting except for Cece said they would do so today or the following day. The bank manager told Diane on November 9th (though he had not mentioned it to Duncan in September) that **all the signatures for a change were supposed to be collected within a 30-day window**, but it might be okay (or not) with more than 30-days. **Cece said she could be removed so wouldn't need to sign.** [This may require a new update to the signature authority card for the bank, just to remove her and that would start the whole cycle of signatures again. The Hawaii Community Federal Credit Union bank manager mentioned they **could "pouch" to forms to one of their other branches like the Kohala one in Kapaau or the one in Kailua-Kona** to collect signatures of those who live far from Honokaa.] This whole issue had previously prompted **discussions of switching banks** which if even as onerous on signature rules would have more convenient locations.

Most recently **American Savings Bank in Waimea/Kamuela had been checked out by a couple of our Board members. Signature requirements would be similar, but they were told our EIS, license, and Articles of Incorporation would be required to open an account and the articles have not yet been filed with the state.** The new ones for our 501(c)(3) qualified non-profit status are done (see below) but may not be filed by our attorney until our new Bylaws to go with them are updated and that could be awhile. [This may be able to be handled with our existing incorporation documents instead of waiting.] In the meantime, it was agreed we should try to complete the collection of signatures in Honokaa. [**Open issues: Bank may require Cece's signature** though she is willing to drop off the list but is currently on it; **and not clear when Eila could provide her signature** as she is still recovering from surgery. **A change to a new bank may be best after the election** with a change in officers who can sign anyway, but it **continues the delay of a PayPal payment option.**]

Committee Reports:

Duncan our Webmaster reported though added in a separate message to one of our potential members he **had not yet added the two new requested fields to our website Guild application form but will do so for pen name(s) and mailing address.**

Relative to locating our member authors on the website, **Duncan added a more obvious search option to the "Our Authors" page.** At the very bottom of each page is the "Search this site for a book or author" but to make it easier to find he put another version of the search **at the top of the first author photo/bio now called "Looking for an author on this site? Try looking here by entering the last name" pointing to the search box to the right.** He encouraged the members to **try it out and provide him feedback** as his own searches seemed to provide some mixed results.

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.** 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.** Current members can chat via the Guild’s Facebook page that they can join, and Joy does send out an invitation to new members. The name of one new member, Tessa Rice, was raised as a person who might be interested in being the moderator of the HWG Chat group.

The **Public Relations Director, Joy,** mentioned the **next Writers’ Voices event is planned for December 5th** with four readers signed up; Nancy Baenziger, Jada Rufo, Greer Woodward and Jim Gibbons. The next Waimea reading after that will be in February. The Board after a motion and second **approved the costs of \$125 for continued use of the Thelma Parker Public Library for 2019** with readings every other month.

Currently no takers on the offer for Nā Leo Public Access TV certification classes.

Joy and Cece provided feedback on their attendance at the Kauai Writers Conference in early November. Other members who attended were Sam Cudney, Amara Cudney and Louis Riofrio. They felt it was well worth the time and money to attend. **The Guild had a table for display of books by our authors and the tri-fold information on the Guild** (paid \$180 for printing a large number of trifolds). David Katz is the principal organizer for the event and graciously offered the table at no cost to us. It was next to the conference registration desk so they had lots of traffic. **Each member staffing the table had a white t-shirt with the blue Guild logo front and back.** Joy had worked with a Hilo company to have **the design** set-up (cost \$261 plus additional for an initial printing of five t-shirts for those attending the conference) that is **now available, and members can order shirts directly.** Joy did take the names of some on the Board who would like one. They range in cost from \$7.75 - \$10 depending on size and come in men’s and women’s sizes. There is a report with photos of the conference on our website under Guild News.

At the conference Joy collected a list of those interested in more information on the Guild with 40 signing up. She will try to find out which island each of them are from to help them connect as a group and will provide additional Guild information at the same time. [Very new pending member Cheryl Ann Farrell from Kauai was seeking others from there via Bob Lupo. Joy had meet two fellows who were in a former writing group on Kauai they wanted to restart, so she provided their contact information to Bob to pass along to Cheryl Ann.]

For our **Non-profit Committee** work, Joy brought along a copy of our new **Articles of Incorporation** for signatures. The document **was signed on the last page by the four officers.** Diane requested **a copy with signatures for our records and the original will be sent to our attorney, Shawn Nakoia, for filing with the state.** [Copy received by Diane on Nov. 19th.] This did raise another question about our address listed in that document’s “Registered and Principal Office” section on the first page where the principal office is listed as Eliza’s (or President’s) home. We decided with elections that could change up to annually so, the Guild may want its own post office box address instead and eventually want to rent a space for storage of Guild items and maybe as a future Board meeting location. There seemed **general agreement that the acquisition of a post office box for Guild mail would be good;** Eliza said currently only one or two mailings arrive a month for the Guild at her address, so checking the box could be once a week versus daily. [US post office box of the smallest size costs \$82/year at Kamuela P.O.] Joy was going to check with Shawn if the principal office mailing address could be substituted with a mail

box address if we found one prior to filing without resigning the signature page. The words do include in the “Registered and Principal Office” section “... **subject to change from time to time by the Board of Directors.**” **Question to Shawn is when we do make such a change, so we need to file any other update than via our EIS and can the Articles of Incorporation remain with the older information or must they also be updated and refiled?** [We will need to find a new location for our Board meetings after the election as Eliza has stated in a post meeting e-mail she plans not to run for the office. But not clear what address we will use as our principal office physical location if required. With Diane as the current registered agent for EIS, we could use her physical home address if needed.]

For a potential visit by Shawn to one of our Board meetings, Shawn suggested that it be after we have filed our Articles of Incorporation.

Shawn had indicated to Joy she felt **we should have the updated Bylaws in place before the Articles are filed.** This could be a few months down the road with the current state of issues to be resolved. It was not clear when the Non-profit Committee could work to complete the update as time for meetings the next month or so is very limited for some members. **Diane** agreed to review her summary of current Bylaws versus Shawn proposed Bylaws **to isolate the specific decisions we need to make including some terminology issues and send those out, so the conversation can start on-line for the Non-profit Committee members.** Diane is working on the update as the decisions are made but needs input from the rest of the committee to move forward.

Regarding a new **place for the Board’s monthly meetings,** it was suggested **the room at Tutu’s House might be available.** **Eliza agreed to check with Susan at Tutu’s House** about this monthly use by us. For storage if needed of things like tables and banners (currently some are in Eliza’s garage) an always available place off-site (self-storage) rental could be acquired but was deemed not necessary at this time as Eliza said we could still use her garage.

Cece Johansen, our Events Director, met Roger Jellinek at the Kauai Writers Conference. He is the Executive Director of the Honolulu Book and Music Festival that might be of interest for our members. <http://hawaiibookandmusicfestival.com/> It will be held in May 2019 with the cost of hosting a table at \$600. We need to see if enough interest by our members to participate.

Cece said in December she should have the specifics for participation in the Waimea annual Cherry Blossom and will let the members know.

She said four members so far are signed up for the Guild’s participation in the 2-day **Christmas Treasures Art, Gift & Craft Fair held at the Kailua-Kona King Kamehameha Kona Beach Hotel.** For those unable to attend, but wanting to have their books available for sale she would collect them at the Tutu’s House reading group on Tuesday, November 20th. The event is on **Nov. 23rd, 9am-5pm and Nov. 24th, 9am-4pm.**

Eila, Director for North Kohala, was not able to attend. There had been a September 17th reading at North Kohala Public Library. The website guild’s news section has a report of this reading. **The next North Kohala reading will be held in the month of March.**

Bryan Furer, Director for Volcano, as usual lately did not attend, but is active in that area of the island. Bryan arranged for a **November 10th public reading in Volcano “An Autumn**

Reading.” Jada Rufo attended and has made related Facebook posted recordings of the reading with a report on the event to come for the website.

Diane raised the issue **for inclusion in the Bylaws update that we consider having a set of regional directors that will eventually expand to help cover groups on other islands** and our Hawaii Island area directors could be folded under that more general grouping. This received **encouragement from the board members with no objections raised.**

Bruce Stern, our Vice-President and Eliza raised for consideration the creation of an on-line magazine (usually called a zine) or blog via our website. This would provide an additional outlet for authors to showcase their work. **A periodic contest to select the items for publication could be considered** and used to solicit submissions also from non-members as a means entice them to look into Guild membership.

Eliza, our President, suggested each of the four elected officers capture what they do in their jobs especially tasks that may go beyond those listed in the Bylaws for a given office. This would **help highlight tasks that other members of the Guild might take on to lighten the load of the current officers** and make more evident all that is done on behalf of the Guild. For the annual meeting as required by the Bylaws, **Eliza will provide a report on this past year of the Guild, giving an assessment of progress, what went well, what did not go well, and what could be done better in the future.** This will also be provided at the annual meeting as a “state of the Guild” message.

The next regular Board meeting date was set for Tuesday, December 11th at 1:30pm-3:30pm.

The meeting was adjourned at 3:50 pm.

Respectfully submitted,
Diane Revell, Secretary

Announcements:

- **The next regular Board meeting time and place: Tuesday, December 11th at 1:30pm – 3:30pm at Eliza’s home at 65-1372 Kawaihae Rd. in Waimea.**
- **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 December 1st.** **The agenda will be e-mailed December 6th,** five days prior to the meeting.
- Parking Lot:
 - a. **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. [Need to see if this requirement is maintained in update to Bylaws]

- b. 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. Cece indicated depending on our timing, her tax accountant might be able to help **Who:** Bob Lupo **Due Date:** Decide if still needed for now
- c. 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 on draft bylaw updates.
- d. 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 emceeding 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
- e. Find a moderator for the new HWG Chat Google Group.** Eliza sent a membership message out to request a volunteer. Nov. 13 suggestion was new member Tessa Rice might be a candidate **Who:** Eliza **Due Date:** TBD
- f. 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 pending identification of a moderator; see item above **Due Date:** TBD
- g. Go to Honokaa branch for signing new signature card that includes Duncan Dempster. Who:** Eliza, Bruce, Bob, Diane, Eila, Cece, Duncan **Due Date:** revised to Nov. 30th, 2018
- h. 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:** Within a week after other authorizing signatures completed at bank in Honokaa.

- i. **Start planning for January annual meeting** – Set date and decide on venue. **Who:** Eliza Cahill with Cece and Duncan scoping out Tutu’s House as a possible venue **Due Date:** November 13th *Completed November 13th with Jan. 19, 2019 at Anna Ranch planned for annual meeting*
- j. **Create archive with Board only access for incorporation documents** and more. **Who:** Diane **Due Date:** November 30th
- k. Sign **Articles of Incorporation** document – **Who:** Eliza, Bruce, Diane, Bob **Due Date:** November 13th *Completed November 13th*
- l. **Update Bylaws** to be in sync with new Articles of Incorporation – **Who:** Eliza, Bruce, **Diane**, Bob, Joy **Due Date:** December 31st
- m. Locate new Board meeting location to use post-election. See if room at Tutu’s House is available. **Who:** Eliza **Due Date:** December 31st
- n. Nominating Committee ready a vetted list of candidates for the January 19th election. **Who:** Cece, Diane, plus **Due Date:** December 31st
- o. Acquire a Kamuela P.O. Box for Guild mailing address use. Confirm Board decision approved first **Who:** Joy **Due Date:** December 31st