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| MINUTES | Hawaii Writers Guild | December 11, 2018 |
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Hawaii Writers Guild (HWG) Board of Directors (BOD) Meeting
Held at Tutu's House

Officers and Directors of the Guild present:

Eliza Cahill – *President*, Bruce Stern – *Vice-President*, Diane Revell – *Secretary*, Bob Lupo – *Treasurer*, Cece Johansen – *Events Director*, Joy Fisher – *Public Relations Director*, Bryan Furer – *Director Volcano/South Hawaii*

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 1:10pm.

[Before Eliza arrived Bruce mentioned some of his thoughts on the Bylaws being worked on by the Non-Profit Committee, to provide guidance to Diane who will come up with a draft to bridge the current bylaws and the draft provided by our attorney. For those present it was agreed a tiered set of documents (Articles of Incorporation, Bylaws, and Policies/Procedures) should be done to remove from the Bylaws things most likely to change as the Guild evolves or that are more procedural and put them in the lower tier policy/procedures.]

The Secretary, Diane, requested the **November 13th 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 51 active members** with seven made inactive/suspended due to being 3-months or more delinquent on their 2018 year's dues. We also have **two 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 [8 active members, 1 suspended member, 2 new members pending accepting membership offer to join]. Instead of an additional membership distribution list with those active members not in the Google Group to be used for some communications, it was agreed that **Diane should add those folks** (other than the suspended one) **directly versus sending an invitation they would need to accept;** those added can remove themselves if they want afterwards. **[Of the four who joined since the first report at our prior meeting, three joined using different e-mails than what they provided on their applications** which made matching them with the roster a bit more difficult.]

We have discussed **switching banks to be at a more convenient location than the Honokaa branch of our current account.** It appears **some had not yet gone to sign at the Honokaa**

bank to add Duncan to our signature list which is a road block to opening our website to accept PayPal payments. Diane brought a slimmed down signature list for approval, so it could be used to open an account and transfer our funds to American Savings Bank which has branches in Waimea, Hilo and Kona and some Saturday hours. **It was agreed by the Board we should move our account** and Bob was going to check with our current bank to close there and move to the new bank. **The new signature list was approved for use though it will need to be updated after the 2019 election is complete. New approved list attached at the end consists of the following: Eliza, Bob, Bruce, Diane and Duncan.** When Bob finds out the process to close our account at Hawaii Community Federal Credit Union will can **schedule a date to meet at the American Savings Bank in Waimea to open the new account with all on the signature card and have Diane bring the required Guild documents:** Articles of Incorporation, business license from Hawaii and EIN from the Federal Government,

This also raised the issue of the mailing address for the Guild and what was on our current HWG checks. It turns out it still has what appears to be the address of our first president, Ray Pace. Joy had looked into **acquiring a post office box for the Guild and the Board agreed we should obtain one and approved the annual fee to do so of \$82/year.** So, when opening a new account, the PO Box address can be on the checks. [Joy did obtain a **Kamuela PO Box address for the Guild: P.O. Box 393, Kamuela, HI 96743.** There will be two keys and Diane and Joy will each have one with Joy as the primary person for mail pickup.]

Diane has set up the **Google Drive with access by all the Board members that will provide a place for the current incorporation documents and an archive for those less current versions.** Some of those documents are already in the files. It was suggested that it be a set of files each for incorporation documents, bylaws, and policy/procedures. The policy/procedures will include some of the “how to” documents created by Board members this year.

Treasurer, Bob Lupo, stated the Guild’s Operating Account Balance was \$1,137.35 in checking before anticipated expenses for the Annual Dinner, but after paying Thelma Parker Library room fees. This included deposits from some recent dues payments, but we still have 7 members in suspension due to lack of dues payment. Bob was provided some cost estimates for the annual meeting, but more planning is needed to define it better. [A meeting will be held on December 18th to check out the venue of Anna Ranch and discuss more specific options to provide a meal with the meeting.]

The Guild’s separate **Nonprofit Donations Fund’s recently paid \$600 for costs to finalize and file our Articles of Incorporation.** Future legal fees anticipated would be for our attorney to come to one of our Board meetings and provide an overview of our obligations as a non-profit. These are monies donated specifically to cover **the expected legal costs to become a 501(c)(3) qualified non-profit.**

One of the new members from Kauai who has yet to pay his dues was thinking those not on the Big Island should be given a discount as they would not be able to participate as much or receive as many benefits as those on the Big Island. This again **raised the topic of some other types of memberships.** In our discussions, **we decided we should have a goal to move towards some on-line meetings to allow more participation by those not near Waimea whether on the Big**

Island or further afield. But as **one of the main benefits to membership is having use of the Guild’s website for self-promotion** versus having to set up and pay for and maintain such on one’s own, **we felt this benefit was worth the annual dues, so an off-Big Island discount was not appropriate.** Also, we would support and encourage Guild activities on other islands. For example if we decide to participate in the Honolulu Book and Music Festival with the Guild sponsoring a table, that would be a clear benefit to those members on Oahu. Our participation in the Kauai Writers Conference would benefit members on Kauai. And similar opportunities could occur on other islands when brought to the attention of the Guild.

We did agree again that we should have a membership level such as sponsor (so less active as a writer, but supportive). A sponsor would be a member paying annual fees of their choice, but not a voting member nor on the website. **It was suggested an incentive gift should be offered if an annual donation by a sponsor was over a certain level, say \$50 (a Guild branded t-shirt perhaps).** This would be separate category from a donor making a one-time gift. **This additional level of sponsor membership should be added to our Bylaws.** We also discussed a student membership but did not see that as relevant at this time. We can add it later if interest from students is shown or we do a specific recruitment drive for student members.

[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. Now that our Articles of Incorporation have been filed as of November 28th, the Bylaws update is the next milestone and 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.]

Committee Reports:

Duncan our Webmaster was unable to attend, but since our last meeting he **had added the two new requested fields to our website Guild application form for pen name(s) and mailing address.**

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 has recently received input from a member, Lauren Ruotolo, interested in being the moderator,** but is still in correspondence to be sure she is still interested after understanding the ground rules. **Eliza will let the Board know if Lauren agrees to take on the role, then Bruce can create the HWG Chat group.** 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 **Public Relations Director, Joy,** mentioned the **last Writers’ Voices event of 2018 was completed on December 5th** with four readers and the related write-up will soon be posted to the website. The next Waimea reading after that will be in February. The Board previously **approved payment of \$125 for continued use of the Thelma Parker Public Library for 2019** with readings every other month and Joy was to make the payment later in the day. [Joy made the payment, but it turns out the check should have been \$150, so she made up the difference with \$25 cash.]

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We do not currently have any workshops scheduled, but Joy suggested we may want to see if Louise Riofrio would offer a book marketing workshop as she has been very effective in marketing her books.

Currently no takers on the offer for Nā Leo Public Access TV certification classes. However, Joy said Jada Rufo's skills have become very good in taking video at our public reading events for posting to Facebook and the Guild's website. **Jada's iPhone as a video device often runs out of power before the end of the readings, so we agreed it would be good to buy a power pack backup by the Guild for her use** to ensure she had power to last through a reading event. **[Diane followed up by purchasing a double power pack backup that she will provide to Jada** with the cost of the purchase considered a donation; \$36.45 at Costco with receipt.] **A tripod was also suggested, and Diane is willing to purchase one** as long as it is compatible with Jada's smartphone model, so she will check with Jada first. [Joy said Lousie Riofrio is now expressing interest in the public access TV certification classes.]

Regarding the **t-shirts with HWG logo, Joy said there would be a minimum order of 10 or so shirts to avoid an additional fee.** It was agreed **Joy should purchase the extras to meet the minimum in the most common sizes** and we would make use of them as options for purchase at the annual meeting or raffle them off at the meeting or as gift incentives to donors. Cece raised the point that **when selling books, it would be good to have bags to also hand out as often people need one** if buying more than one book. These should have handles but could be made of paper. With a logo would be great, but even just plain ones would work. We could get a stamp of the logo and stamp it on the bags as one option.

For our **Non-profit Committee** work, Joy brought along **a copy of our Articles of Incorporation now filed with the State of Hawaii as of November 28, 2018** for Diane to file with other Guild records. The copy shows the stamp of the Department of Commerce and Consumer affairs and the date of the filing.

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 and have our updated Bylaws and that will likely take a few months.** Diane previously provided via e-mail her summary of current Bylaws versus Shawn proposed Bylaws **to isolate the specific decisions we need to make including some terminology issues and sent those out to the Non-profit Committee members, so the conversation can start on-line.** She provided an even shorter summary that listed specific questions to be answered for her to proceed prior to the meeting via e-mail. Bob had provided his input and Bruce provided some verbal input just prior to the Board meeting started. Joy's input was in work and had been delayed due to illness. [Joy did provide Diane with a copy of the California Writers Club Policy and Procedures to use an example of what might best be placed as policy and procedures versus bylaws.]

We had a discussion of ideas to how to publicize/advertise our Writers Voices events to get more attendance. **Joy was going to look into having members hand out information at the Kamuela Saturday markets near the Parker School entrance. She would see if handing our trifold flyers could be done without paying a fee.** Possible readings at the market event were deemed not to be effective as attendees to the market might listen to music as background, but the concentration required for listening to a reading was not likely to happen there with all its background noise. It was agreed in general that **the current Writers Voices event should be held at the same place (Thelma Parker Library) as it would more likely build an audience if the venue did not change repeatedly.**

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Regarding a new place for the **Board's monthly meetings, we are now meeting at Tutu's House and have also booked and made a donation of \$50 total for use today and for January 8th**. As it seems to work out for our meetings, we will likely book it for the rest of 2019 on 2nd Tuesdays of each month at a rate of a \$25 donation/meeting. The payments are made out to Friends of the Future that provides facilities and services for Tutu's House. **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 had checked into the cost of rental of such off-site storage and using Waimea Storage as an example, a 5'x5' room costs \$83/month and a 5'x10' costs \$118/month.

Cece Johansen, Events Director, **provided information on the current planning for our annual meeting/election on January 19th at Anna Ranch**. After some discussion of seating arrangements, it was agreed it would be good to visit the facility to discuss the options in place and depending on how many we expect to attend. **It was decided this would be a dinner event, feature some readings by those with recently (last 12-months or so) published books, and invite members to bring a copy of their published works to display during the event**. There would be an **annual report summary by our Vice President, Bruce Stern, of the 2018 State of the Guild** as Eliza thought she might not be able to attend. There would need to be **a place to hand out ballots and collect the votes of those who choose not to vote before the event** and an introduction of current and new officers. **Joy agreed to solicit up to six readers of the recently published members**. The meeting invitation was discussed, and **Eliza agreed to update the one she created for last January's meeting for use this time**, but she thought some other Board member should send it out. [**Diane sent out the invitation to the full membership on Dec. 17th and Jada Rufo was going to post it to the Facebook website.**] Cece was to use the invitation design to also create a program to have for each one attending the meeting.

Last year the costs for Anna Ranch rental and food, decorations, accessories were **about \$720 total**. This year the cost for Anna Ranch was a bit higher, but **some of the dinner plates, napkins, glasses, and plastic silverware unused from last year** can be used this time so save costs. **Eliza has these items and will let Cece know how many of each are available to see if we need to supplement them**. The **budget will 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 indicated a **budget like the costs expended last year**. [A subset of Board members met December 18th at Anna Ranch and then over lunch discussed food options to get a better idea also of per person meal costs and table arrangements for the venue.]

Cece said she had sent a **registration request and paid the table fee on behalf of the Guild** and was awaiting the acceptance letter **for the February 2nd Waimea annual Cherry Blossom Festival**.

She said four members participated in the 2-day **Christmas Treasures Art, Gift & Craft Fair held at the Kailua-Kona King Kamehameha Kona Beach Hotel on Nov. 23rd and Nov. 24th**. The Guild News on our website provides more information.

Eila, Director for North Kohala, was not able to attend. **The next North Kohala reading will be held in the month of March.**

Bryan Furer, Director for Volcano, was able to attend part of the meeting, but had to leave early for an appointment. Brian is active in that area of the island and their **next Volcano Writers meeting will be held on December 17th.**

Bruce Stern, our Vice-President showed us the draft cover of **his book that will soon be published called The Fuel Conspiracy** which is one in a series of technical mysteries he is writing.

Eliza, our President, worked with **Bruce** to develop the **Guild's annual report**. **A summary will be provided to the membership at the annual meeting by Bruce** as Eliza will not be attending.

Eliza recommended **for our new year the Guild's Board should revisit our priority goals and be sure to set some for 2019** as she felt having those goals helped in steering the Guild through the year. Continuing to complete the update to the Bylaws compliant with our 501(c) 3 nonprofit status, support of public readings and book event participation, and offering of writers workshops should continue into 2019. Newer areas to consider for goals are use of internet meetings to allow participation by those not local to the Big Island and development of a Guild magazine.

The next regular Board meeting date was set for Tuesday, January 8th at 1:00pm-2:45pm at Tutu's House.

The meeting was adjourned at 2:50 pm.

Respectfully submitted,
Diane Revell, Secretary

Announcements:

- **The next regular Board meeting time and place: Tuesday, January 8th at 1:00pm – 2:45pm at Tutu's House** at 64-1032 Mamalahoa Hwy # 305, Waimea, HI 96743.
- **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 29th**. **The agenda will be e-mailed January 3rd**, 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

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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 or modified 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) I *Completed* with attorney inputs on draft bylaw updates, but need to add to our updated Bylaws when reconciled with attorney provided ones.
- 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* and since has provided other templates B) **Finalized Version Who:** Diane Revell will archive these items on the Goggle Drive that now provides access to all Board members **Due Date:** Dec. 30th, 2018
- e. Find a moderator for the new HWG Chat Google Group.** Eliza sent a membership message out to request a volunteer. In December Eliza found one of our new members was interested but has not yet committed to doing the moderator job. **Who:** Eliza **Due Date:** Dec. 30th, 2018
- 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 Dec. 31st, 2018 – this may be overcome by events and will instead be done at American Savings Bank with a more limited signature list when a

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new account has been opened there as we still had some in December who had not signed in Honokaa. New signature list approved Dec. 11 and provided as attachment to those minutes.

- h. Open a new account at American Savings Bank, Kamuela branch and close the one at Hawaiian Federal Community Credit Union's Honokaa branch. Who: Close account – Bob Lupo, Open account – Bob, Diane, Bruce, Duncan, Eliza Due Date: Dec. 31st, 2018**
- i. 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 or one in Waimea.**
- j. Update Bylaws** to be in sync with new Articles of Incorporation – **Who: Bruce, Diane, Bob, Joy.** More effort than originally anticipated to reconcile attorney version with our prior version. **Due Date: March 2nd, 2019**
- k. Locate new Board meeting location** to use post-election. See if room at Tutu's House is available. **Who: Eliza** coordinated this and provided Diane with forms for making reservation first for Dec. 11 and Jan. 8. **Due Date: *Completed December 11th, Bob provided a check for donation related to the 2 reservations, Diane filled in the forms and reservation will be extended at the Jan. 8th meeting to the rest of the year and additional payment made at that time.***
- l. Nominating Committee ready a vetted list of candidates** for the January 19th election. **Who: Cece, Diane, Joy, plus Due Date: December 31st**
- m. Acquire a Kamuela P.O. Box for Guild mailing address** use. Confirm Board decision first **Who: Joy Due Date: *Completed (with Board approval December 11th) on December 14th and second key provided to Diane on December 17th.***
- n. 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. **Who: Cece Due Date: January 25th**

Here is the table of those with bank account signature authority for our account at Hawaii Community Federal Credit Union.

| | 2018 | 2018 | 2019 | 2019 |
|---|----------------------|------------------------|------|------------------------|
| # | Name | Officer/Director Title | Name | Officer/Director Title |
| 1 | Elizabeth Ann Cahill | President | | |
| 2 | Robert E. Lupo | Treasurer | | |
| 3 | Bruce A. Stern | Vice President | | |
| 4 | Diane B. Revell | Secretary | | |
| 5 | Duncan Dempster | Webmaster | | |
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Note that this December 2018 revision was agreed upon at the December 11th, meeting of the Board of the Hawaii Writers Guild to remove some names and to add our Webmaster, Duncan Dempster, to the list of authorized signatures for the Hawaii Writers Guild accounts at their bank of choice. – Diane B. Revell, Secretary, Hawaii Writers Guild