

MINUTES

Hawaii Writers Guild

December 3, 2019

Rev.1

Hawaii Writers Guild (HWG) Board of Directors (BOD) Meeting
Held at Tutu's House

Officers and Directors of the Guild present:

Diann Wilson – *President*, Bruce Stern – *Vice President*, Diane Revell – *Secretary*, Bob Lupo – *Treasurer*, Duncan Dempster – *Webmaster*, Joy Fisher – *Public Relations*, Louise Riofrio – *Events Director*

Others Present:

Steven Foster, Carol McMillan

[Note: Items in **bold** indicate decisions made or actions required. Items in square brackets are usually information that became available after the meeting had been adjourned.]

The meeting was called to order by President Diann Wilson at 1:00pm with “Zoom” running on the Tutu's House's computer and large screen to allow other Board and Guild members to join remotely. No one joined via Zoom today.

The Secretary, Diane Revell, requested the **November 5th Board meeting minutes be moved to be approved and the meeting minutes were approved** unanimously. The minutes **will be posted to the Guild's website** in an archive location for minutes. When this is done by the Webmaster, **the Secretary will send an e-mail to all members with the link.**

Diane indicated we are still at **61 active members with two new additions, but with two departures of Amara and Sam Cudney moving to New Mexico. We have three in suspension territory** that will roll off our membership count in 1 to 3 months if no dues paid in the interim.

The membership rosters and related tasks are currently part of the role of Secretary, but it was agreed at our last meeting it would be moved to the Vice President. **Two Bylaws amendment resolutions had been previously provided via e-mail to Board members were addressed today to formalize tracking of membership and the addition of student members. See Attachments 2 and 3** for the actual resolutions.

- **The first resolution was for the Membership Director Role being updated.** Diane summarized the current Bylaws wording and the proposed wording update to transition the task from Secretary to Vice President. **A move to approve the resolution was made, and seconded, discussed with no proposed wording changes, and approved by all the Board of Directors present.**
- **The second resolution was for a Bylaw update to formalize the previously approved addition of student members as a new category.** Diane summarized the current Bylaws wording and the proposed wording update to allow for student members who have two distinctions from full members: they could not vote in the officer elections and

in lieu of a writing sample submitted with their membership application, students would provide a teacher recommendation. **A move to approve the resolution was made, and seconded, discussed with no proposed wording changes, and approved by all the Board of Directors present.**

The next step will be to add the changes in the resolutions to a new version of our Bylaws.

Shawn Nakoia (our attorney for support of our **changing to a 501(c)(3) qualified tax-exempt charity**) **provided a filled in Form 1023 for us to use as an example when the Guild fills in that form** for our application to the IRS. Diane reviewed the form and created a set questions we'll need answered to complete the form by the 501(c)(3) Committee members or the attorney. Diane has worked through the form and **requested Joy work on the required narrative of past, present and future Guild activities in Part IV** of the form. Diane requested **Bob Lupo to fill in the financial data section, Part IX**. Joy is working to **arrange a meeting of the committee to hopefully complete these tasks before the end of the year** short of the attorney's review. [Currently looks like the committee will meet the week of Dec.9-13.] **When the committee has completed as much as they can, the next step will be to run it past our attorney to finalize the form and submit it to the IRS**

Treasurer, Bob Lupo, had provided via e-mail the HWG Treasurer's Log for November 2019 with current bank balance and recent income/expenditures (Attachment 1). This included the payment of dues by four members (two new members and two renewals), a donation, and the expenses to cover the Anna Ranch deposit for our January annual meeting, the Christmas Festival in Kailua, as well as the monthly bank fee for our checking account. This left **our bank balance at \$2,274.96 with \$600 of that reserved for work to make us an official 501(c)(3) qualified charity, so \$1,674.96 for Guild operations**. At the point of filing our Form 1023, we will owe the attorney \$1000, so will need to allocate or raise an additional \$400 to cover that fee, most likely near the end of 2019 or early 2020. Bob had noted there were two outstanding donations and a couple dues payments to be made in the next day or two that would net \$290 to add to our balance.

After the Kauai Writers Conference **our Hawaii Writers Guild supply of business cards was low, so Bob Lupo decided to order 1,500 of them and donate them to the Guild by covering the cost**. If members need some of these cards, Louise has a fair number of the new ones and Joy is storing the surplus. They are often used as handouts at our pop-up bookstores and other public events and some will be available at our annual meeting.

Committee Reports:

Duncan, our Webmaster, said the student membership application and dues payment were now active on our website. Diann W. said she had some contacts with teachers involved in local student writing programs she would inform of this option being available.

Duncan brought the forms for ordering more of our logo pens. **It was agreed by the Board that an order of 100 logo pens should be made**. The intent would be to use some to hand out to each member at our Annual Meeting.

The Public Relations Director, Joy Fisher, reminded us the **next Writers Voices event will be on December 4th. She has the four readers lined-up: Don Bingle, Nancy Baenziger, Steven Foster and Louise Riofrio.** Some plan to include a holiday theme in their readings. Jada will be recording this event for posting to our Facebook page and website Guild News. This is our last Writers Voices for 2019. Our plan for **next year is to hold these events at Tutu's House** versus the Thelma Parker Public Library. They will be **on the 2nd Wednesdays of every other month, with the next one in the evening on February 12th.** It was **agreed to donate to Tutu's House (via Friends of the Future) \$25 for each use of their meeting room** (the same as previously paid to the library).

Tied in with this discussion of using Tutu's House for the Writers Voices events, was **changing the day of the week we meet for the Guild Board meetings.** Among the Board meetings, Writers Voices and frequent member participation in Words and Wine at Kona Stories, these were all clustered in the first week of the month and within a day or two of each other. Also, Tuesdays were particularly crowded with events by a couple of the officers that they would appreciate shifting the Board meetings to make those days more manageable. **Diane R. had checked with Shawn Saito of Tutu's House and 1st Wednesdays would work for use of the room.** It was **generally agreed this would be okay with all the Board members present** and we would **meet at the same time as the current meetings (1:00pm-2:45pm), with an exception for the beginning of January due to the New Year's Day holiday being that first Wednesday.** [Diane checked with Shawn Saito and **our January meeting will be held on the 2nd Wednesday, January 8th, and at an earlier time from 10:00am -12:30pm** as our regular time slot was not available that day. Diane sent out this information to the Board members and did not receive any negative comments for this Jan. 8th meeting time.]

Joy said **December 3rd** (this evening) is the **Words and Wine event at the Kona Stories Bookstore in Kailua-Kona with one of our members, Virginia Fortner, being a featured reader.** Louise plans to attend and also take a photo of Virginia for our Guild News. Louise offered carpooling to the event.

No one had responded yet to the request for an editor for a Guild Newsletter. [On Dec. 4 Nancy Baenziger said she would be willing to support editing a Guild Newsletter as a backup to a primary editor. We just need to find a primary editor.] The ad is at the top of the Guild News page of the HWG website: <https://www.hawaiiwritersguild.com/guild-news.html>. The intent would be to have a quarterly newsletter to kept members informed of recent and upcoming events in one place and what is going on with our members in their writings and related events.

The committee to establish an on-line Literary Review is now evaluating the submittals received for the on-line publication, *Latitudes*, until mid-January. Joy said Laura Burkhart had sent a **summary she forwarded to the Board [Attachment 4].** Laura provided an additional update to Joy with a plan for the evaluation of each genre on the following schedule by the assigned editor who would then pass their selections with comments to the rest of the committee for final evaluation: Dec. 9 – Fiction, Dec. 16 – Drama, Dec. 23 – Non-fiction, Dec. 30 – Poetry. The goal is to complete the final evaluation before Laura leaves for a one-month trip on January 20th. The publication is targeted for Spring of 2020. It was suggested in related discussions that before the final selection, **if many items selected are from one person the**

committee may want to narrow those items to one or two per author. The editors for each genre do not know who the authors are, but Laura will have that information for the final evaluation. Selections need to be reviewed at the time to **ensure the author is in good standing** (current on their dues) with the Hawaii Writers Guild. **The next Literary Review committee meeting is planned for either January 8th (may conflict with next Board Meeting) or January 15th.**

Joy recently caught up with updates to the Guild website calendar of events.

Louise Riofrio, Events Director, reported on recent and upcoming events. The **upcoming pop-up bookstores will be held on December 7th, 14th and 21st in Waimea.** The past two pop-up bookstores in Hilo had minimal participation so we don't have any planned for there now but are considering some other locations besides our current Waimea events. **The Christmas Festival at the Marriott King Kamehameha Kona Beach Hotel on November 29th and 30th had 4 members selling books each day though not the same members each day.** Jada provided some photographs from this event.

Louise solicited help for the activities planning/implementing our **January 18th Annual Meeting and Election.** Diane was to provide Louise with last year's invitation for Louise to update and send to the members by December 5th. [**Invitation sent. Diane R. accepted the responsibility to collect the RSVPs** from members. She will also be sending out the ballot information for the election.] We will return to our prior location, Anna Ranch in Waimea and **make sure we have a good mic system** as the main complaint last year was that it had been hard to hear some of the speakers. **Bruce Stern and others volunteered to help with set-up and clean-up.** A small group will make plans for the food though we need a fairly accurate count of how many will attend to do that; the RSVP due date is December 12th. **Food should be ordered at least a week prior to the meeting.** Diann W. mentioned she knew of a possible caterer but based on last year it was generally agreed that using Foodland and Liliko'I Café as our sources would be less expensive than catering. **A count of table coverings, utensils, plates, and cups will be needed to see how much additional supplies will need to be purchased for the set-up.** In the past someone had also arranged for table decorations and serving utensils were loaned by members for use at the buffet table. A pen and a couple Guild business cards along with a printed program for the evening was placed at each seat and we may want to do that again.

Eila, Director for North Kohala, was unable to attend. Per Diane R. there was nothing of significance to report from that area as flu and other activities had limited the meetings held by the writer support groups in that region. We have not had Board participation by Eila for the last few months, so **Diane agreed to contact Eila to see if she is bowing out of her role as North Kohala Director (or not) and if so, does she know of someone else in their vicinity would take on the role.**

Bryan Furer, Director for Volcano, was not able to attend the meeting. Bryan is active in that area of the island, but we heard he might be moving back to the mainland before long. **That group met every Monday in October and November and are continuing for every Monday in December to work on their anthology book.** They are trying to have it ready for publication

by the end of this year. We have not had Board participation by Bryan for many months, so **Joy agreed to contact Bryan to see if someone else in their vicinity would take on the role if Bryan will not be doing so.**

For those who cannot come to Waimea on the Big Island to attend the board meetings, we do have Zoom active to allow remote attendance via a computer and internet. Each meeting agenda includes the specific meeting information for joining via Zoom and tutorials can be found on-line.

Bruce Stern, Vice President, did not have any issues to raise, but confirmed **he is okay with taking on the membership director role being included with vice presidential duties.** He is heavily involved in the film festival and other tasks so prefers to wait to take it on after January. Diane said she'd be happy to wait to transfer it until then and ready to help as needed after the transition.

The initial printing of the latest tri-fold version has been depleted, so we may need to have another batch printed out. The place Joy had recommended for the tri-fold only charged \$1 each for the two-sided pamphlets and also folded them in the past. Diann W. had previously provided the PDF version of the tri-fold and members with a color printer can print copies from that.

Diann W. sent out a solicitation to the membership for those who would like to run for office (President, Vice President, Treasurer, Secretary) shortly after the October Board meeting. The other Board members are appointed positions and the election is at the annual meeting in January, but we try to make it open to voting by those who cannot attend by e-mailing ballots also about 3-weeks prior. Diane R. had sent a follow-up e-mail with the associated job descriptions. **Diann reported she only had two replies from current Board members who are willing to run again** for 2020 by last month's meeting. It was agreed that last year it was more effective to call and talk with members likely to be interested. **Diann had made some member contact assignments for the current board members;** in the report back today **none of those contacted at this time were willing to run,** but some indicated they would likely be willing next year. So, **at this time with no other Guild members willing to run for office, the slate on the ballot will consist of the current set of officers.** Likely this will not be sustainable in the future.

The next regular Board meeting date was set for **Wednesday, January 8th at 2:30pm - 4:15pm** at Tutu's House. **Note this our new day of the week to meet (Wednesdays) and normally we'd meet on the 1st Wednesday of the month, but it shifted in January to avoid the New Year's Day holiday.** The time slot for January's Board meeting is also later in the day than the current or following Board meetings that will be back to 1:00pm-2:45pm.

The meeting was adjourned at 2:09pm.

Respectfully submitted,
Diane Revell, Secretary

Hawaii Writers Guild - December 3, 2019 Board Meeting Minutes

Announcements:

- The **next regular Board meeting time and place: Wednesday, January 8th at 10:00am – 12:30pm at Tutu’s House** at 64-1032 Mamalahoa Hwy # 305, Waimea, HI 96743. Attendance via internet will be offered.
- **Requests for items to be added to the agenda for the next regular Board meeting should be sent to the President Diann Wilson and Secretary Diane Revell at their e-mail addresses (island.diann@gmail.com and diane.b.revell@gmail.com) 10-days prior to the next meeting, so by December 29th. The agenda will be e-mailed January 3rd five days prior to the meeting.**
- Parking Lot:
 - a. **Complete IRS Form 1023 for application to be a recognized 501(c)(3) non-profit charity.** Have it ready to submit to attorney for filing with IRS before end of 1st quarter 2020 **Who:** Non-profit Committee (Joy F., Diane R., Bruce S., Bob L.) **Due Date:** December 31, 2019
 - b. **Consider ways to streamline current membership process.** **Who:** Diane Revell, Duncan Dempster, Bob Lupo, Diann Wilson, Bruce Stern **Due:** January 31, 2020
 - c. **Update the Bylaws with the approved resolutions for a new student membership category and a membership director role to the Vice President (vs. Secretary). Provide the updated version to the Board and posting to our website in place of the current version.** **Who:** Diane Revell **Due:** December 31, 2019
 - d. **[Consider Guild participation in Sept. 24-27, 2020 HawaiiCon at the Sheraton Kona Resort & Spa** **Who:** Board **Due:** January 8, 2020 (on agenda)]

Attachment 1: HWG Treasurer’s Log, December 2019

Attachment 2: Membership Director Role Bylaws Resolution

Attachment 3: Student Membership Bylaws Resolution

Attachment 4 December 1, 2019 – Latitudes Literary Review Status and Process Proposal

Attachment 1: HWG Treasurer's Log, December 2019

American Savings Bank Balance as of 10/31/2019 **\$2,435.31**

November Inflows

Tessa Rice, member renewal, 11/1/19	40.00
Don Mules, new member, 11/1/19	40.00
Margaret Zacharias, member renewal, 11/9/19	40.00
Rick Frazier, unsolicited dues received, 11/27/19	40.00
Duncan Dempster donation, PayPal, 11/27/19	9.98
Total November Inflows	169.98

November Outflows

Christmas Festival, check 109, debited 11/15/19	200.00
Anna Ranch Deposit, check 108, Annual 2020 Dinner, debited 11/20/19	125.33
ASB Monthly Fee, deducted 11/29/19	5.00
Total November Outflows	330.33

Total ASB Operating alance as of 11/29/2019 **\$2,274.96**

Less 501-c-3 Reserve Fund as of 11/29/2019 -600.00

ASB Net Operating Balance as of 11/29/2019 **\$1,674.96**

Attachment 2: Membership Director Role Bylaws Resolution

Attachment 2 – Membership Director Role Bylaws Resolution

Proposed Date: Nov. 18, 2019

Approved Date: Dec. 3, 2019

Resolution for Bylaws Update – Membership Director Role

Background: At the November 5, 2020 Hawaii Writers Guild (HWG) Board of Directors Meetings the Board resolved to consider the addition of a membership director separate from the role of secretary who currently maintains the membership rosters.

From the November 5, 2020 HWG Board Meeting Minutes: The membership rosters and related tasks are currently part of the role of Secretary. It was suggested by Diane that with the size of the current membership the original concept of a director of membership should be reinstated to spread the workload. The discussion resulted in general agreement this would be a useful change; an update to the Bylaws would be needed. [In the week after the meeting a suggestion to have the Vice President as the officer who also handled the membership director role was raised.]

Current Bylaws Article VII, Officers:

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 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 7.5 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 keep or cause to be kept a register showing the names of all members with their contact information. The Secretary 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 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.

Attachment 2: Membership Director Role Bylaws Resolution

Proposed Update (changes proposed as additions in red, deletions with a line through the text):

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.

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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 keep or cause to be kept a register showing the names of all members with their contact information. The Secretary 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 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.

Attachment 3: Student Membership Bylaws Resolution

Proposed Date: Nov. 18, 2019

Approved Date: Dec. 3, 2019

Resolution for Bylaws Update – Add Student Membership

Background: At the October 1, 2019 and November 5, 2020 Hawaii Writers Guild (HWG) Board of Directors Meetings the Board resolved to add a new category of membership for students. The second Board meeting updated the benefits of student membership to include HWG website presence that had not been included in the original proposal. This resolution is to update the decision on student membership made by the Board and documented in the minutes of those meetings. A change to the HWG Bylaws requires “an affirmative vote of not less than two-thirds of the directors of the Corporation then in office” per the HWG Articles of Incorporation, Article XIII.

From the November 5, 2020 HWG Board Meeting Minutes: After some discussion, a motion was made by Duncan to have the student members able to submit information for their bio and a webpage after becoming a member; students still would not be able to vote; their application would include a recommendation from a teacher supporting their membership; they would not submit a writing sample as the teacher’s recommendation would take its place; dues would be \$10/year. The motion was seconded and passed unanimously. An update to the Bylaws will be added to cover this new type of membership.

Current Bylaws Article III, Membership, 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 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. 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.

Proposed Update (changes proposed as additions in red):

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.

Attachment 4 - December 1, 2019 – *Latitudes* Literary Review Status and Process Proposal

Good morning comrades,

The deadline has passed, and we have received:

fiction - 14

non-fiction (including essay and memoir) - 13

poetry - 23

drama - 2

I'm excited that we received so many submissions for our first issue!

I'll send out to the editors what hasn't been sent yet and check to make sure they've received it all.

Next steps:

I'd like to suggest the following process. Since we're all new at this work-in-progress, I welcome alternative ideas of how to proceed. Here's what occurred to me:

For five weeks, starting when the first editor is ready, we will all receive the recommended pieces in the specific genre--for example Week 1 might be fiction, week 2 drama, week 3 poetry and week 4 non-fiction. That way all committee members will have at least a week to review the recommended pieces before the next batch arrives. The editors will also include any notes on the recommended pieces as they think appropriate.

Week six we will convene as a committee and make final decisions on what will be included in the inaugural issue.

Timelines will depend on when editors have had a chance to review the submissions in their genres. Editors, please let me know how long you require and when you'll be ready to make recommendations to the committee.

Ever onward,
Laura