

MINUTES	Hawaii Writers Guild	February 24, 2021
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Hawaii Writers Guild (HWG) Board of Directors (BOD) Meeting
Held via Zoom to comply with Hawaii's virus-related "stay at home" directive.

Officers and Directors of the Guild present via Zoom:

Carol McMillan – *President*, Bruce Stern – *Vice President*, Diane Revell – *Secretary*,
Bob Lupo – *Treasurer*, Duncan Dempster – *Webmaster*, Joy Fisher – *Public Relations*,
Louise Riofrio – *Events Director*, Bryan Furer – *South Hawaii/Volcano Regional
Director*

Others Present via Zoom:

Donna Beumler, Margaret Zacharias, Johnson Kahili (*Diversity Coordinator*), Jada Rufo
(*Public Relations/Social Media*), Linda Heath

[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.]

Prior to the meeting Vice President Bruce Stern had posted the current membership rosters (order of joining the Guild and alphabetized order) as well as the members Opt-in Contact List to the Board's Google Group. Also, prior to the meeting Treasurer Bob Lupo had e-mailed the **final Treasurer's log for January 2021 (Attachment 1) and the interim Treasurer's log for February (Attachment 2)**.

Ten days prior Joy posted for Board members **material for the Conflict-of-Interest training and the signature forms. This was to be read prior to this meeting by the directors for the time limited training to be conducted at the end of this meeting.**

President, Carol McMillan was the Zoom host and **called the meeting to order at 1:03pm**. She welcomed all.

Secretary, Diane Revell called for approval of two sets of minutes: Minutes of the January 27th, 2021 HWG Board of Directors Meeting and Minutes of the February 10th, 2021 Special HWG Board of Directors Meeting. Each measure in turn passed unanimously. Both sets of 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.**

There were two resolutions up for discussion and votes:

1. It was proposed to **resolve to suspend during the period of the pandemic requirements in the Bylaws, Sections 8.1.1 and 8.1.2 for all checks drawn on the Guild's banking account to be signed by two members of the Board.** During these times the Board meets virtually versus our prior in person meetings that had helped to allow for two signatures on checks, so with members spread out and trying to keep from in person group meetings, this was deemed appropriate. **The motion to pass the resolution was seconded and passed unanimously.** (See Attachment 4)

2. It was proposed to **resolve to update the physical/ mailing address of the corporate office of the Hawaii Writers Guild.** Articles of Incorporation (AIC) in 2.1 list Eliza Cahill's home for both; she was president at that time. The AIC points to the Bylaws for changing it. Bylaws in 2.1 indicate addresses can be changed by the Board of Directors, so it is proposed to be changed now and **use Diane Revell's home physical address** as she is the registered agent for HWG and **use the HWG P.O. Box for the mailing address.** We will need addresses to be current to apply for D-U-N-S number which is needed to apply for any federal grants. Some discussion resulted in **Diane agreeing to remain the Guild's registered agent even if she is no longer secretary in the future.** Diane indicated the main use of the addresses are the state's reminder for updating our annual report to file with State of Hawaii's Department of Commerce & Consumer Affairs (DCCA). The **motion to pass the resolution was seconded and passed unanimously.** (See Attachment 5)

Bruce Stern, Vice President, provided a summary of the **membership status with 72 active members that includes two student members** with no change since the prior meeting report on active membership. Bruce had **updated the initial release of the Opt-In Contact List and would release it again within the week** with some new additions. He now had 33 members on the list with Eila Algood and Margaret Zacharias as recent additions. After this next release he will wait longer before doing another periodic update. With our Conflict-of-Interest training topic later in the meeting, Diane pointed out that one of the few conflicts that might happen with our non-Board members would be improper use of the contact list. She suggested Bruce **add a reminder as part of the Opt-In Contact List that the information was not to be used for personal business,** but only for Guild related purposes.

Treasurer, Bob Lupo provided a summary of the **final January Treasurer's log with details provided in Attachment 1 and the interim February log with details in Attachment 2.** We ended January and began February with an ASB Balance of \$4,004.18. February as of the 23rd had 3 full membership renewals as well an \$11 Amazon Smiles tax-exempt rebate for \$131 inflow with no outflow though the bank service fee of \$5 will come due at the end of the month.

At this point Diane gave **the status on the update to our ASB account signature list** needed to reflect the change in our President. All the signatures but one had been collected as of February 23rd with Carol McMillan the remaining one to sign. **[On February 27th, Carol reported she had signed the signature list and returned it to the bank, so that is now complete.]**

Carol suggested we need to plan of what to do with all our funds collected as our expenses have declined during the pandemic. Bob indicated with the book sale events no longer sponsored by the Guild, our major expense had been the in person annual meeting that included renting a location and providing dinner. The Zoom meeting this year was much less expensive. It is difficult to anticipate the expenses with the pandemic having a major impact, but hope some of our previously normal events like the annual dinner meeting and public readings could return. Diane reminded the Board that **we need to approve our 2021 budget so that those agreed expenses can be paid as they occur without again seeking Board approval and only**

unanticipated 2021 expenses would need to be brought up for separate approval. Bob Lupo said he would draft a budget for the year and send it out to the Board for review in a couple weeks, so well before our next Board meeting where it can be discussed further and approved.

Committee Reports/Updates:

Louise Riofrio, Events Director said members are holding a **pop-up bookstore at Kamuela's Pukalani Stables Wednesday Farmers Market** today. Starting March 2nd, they will also hold one at the Waikoloa King's Shops Farmers Market and hope to return to Saturdays at Pukalani Stable sometime in March. [**March 2nd King's Shops Farmers Market cancelled** due to high winds, but **March 3rd event at Pukalani Stables is still scheduled. Will hold one at King's Shops March 9th.**] She is trying to get the same table location used previously. **She will send out an invitation to our members to come** with their books to sell or just visit at any of these events and feels it pays for itself even though no longer Guild sponsored. Currently any other festival events we have participated in the past are on hold or cancelled due to the pandemic.

The Public Relations Director, Joy Fisher, said she **sent out a PR item about the Guild's annual meeting to her list of PR contacts** and it has appeared in some news publications already. She has also **sent out a PR release about our 2nd edition of Latitudes.** She has **expanded her Media Links list to include some beyond the Big Island** to include Oahu, Kauai and Maui publications. She was **requested to send the updated list to the Board,** and she said she would. [She did this later on February 24th.]

Regarding the **Newsletter Editor** job that Joy will do along with Cece Johansen, she and Cece have had **some discussions but no issue put out yet.** She **wants to do an inaugural story on how the Volcano Writers Group worked together to put out their anthology of short stories; *Out of Our Minds: Voices from the Mist.*** When Bryan Furer joined the meeting later for the training session, Joy told him of her idea for the story and as the head of the Volcano Writers Group, he was very enthusiastic. The plan is to **include in the Newsletter interviews with new members and reviews of members' books** after the books are published

We became an official associate of the Berkeley branch of the CWC, to exchange information on our events including our HWG YouTube Channel series. **Our members can check their event tickets page for upcoming events** that as an Association Affiliate our members can attend now we are approved. <https://www.ticketsource.us/california-writers-club-berkeley-branch>. After some initial difficulties experienced by Joy and a couple other members to join a Berkeley CWC event last month, she said the kinks have been worked out. She also had **provided Cece Johansen as our liaison with that group information on our latest WRITE ON! Episode12** created by Diann Wilson and will also be sending the link to our members. [Joy sent message to our members on Feb. 25th and the **link is as follows for Episode 12, an interview with Darien Gee on writing ideas, memoir and dialogue:** <https://www.youtube.com/watch?v=dgU9bWgYW10>.]

Joy is working on **updating our HWG tri-fold brochure** used to hand out information on the Guild and its activities as well as how to join. She hadn't made much progress yet as she was

focusing on the conflict-of-interest training, but after that is completed today she can spend more time on the brochure.

Our Webmaster, Duncan Dempster, said his recent focus had been **getting the 2nd edition of *Latitudes* up on our website and that has been completed**. He had no other major news or changes to report.

Bob Lupo as managing editor of our 2nd edition of *Latitudes*, our HWG literary review, had provided a note of thanks to all those who had helped get the edition out and **submitted previously to the Board his summary list of comments and suggestions for the next annual addition (provided in Attachment 3)**. He did mention needing to make more clear the submittal format requirements as he often had to remove names that should have been on the cover sheets only from the written work, or reformat the work to comply with the requested spacing and other formatting issues. Diane suggested **a checklist should be developed with the submittal requirements to be included with each requirement checked off by the person making the submission**. Bob had been very generous and took on lots of extra work to make the items compliant before passing them on to the genre editors for review. It was generally agreed he should not have to do that and **if a submittal was not compliant, it should be returned to the author as unaccepted and a reference to the checklist item that made it so**. Any submittal to magazines or other literary reviews would reject those types of non-compliant submittals outright, so better to train members to pay attention and comply. Bob also said **more time should be allocated for the whole process of requesting submittals through on-line publication of the next edition of *Latitudes***. Starting in midsummer, **perhaps July**, was Bob's suggestion.

At this point we moved to our last major agenda item: **Conflict-of-Interest training by Joy Fisher**. Joy has a law degree so had agreed to be the director to handle our training as required per our Bylaws in Section 8.6 and the associated Conflict-of-Interest Policy (both can be found on the HWG website, Guild Business page, Articles of Inc. & Bylaws tab). As mentioned before, she had previously **provided the training materials with instructions and the "Director and Officer Conflict of Interest Statement" forms for each director to fill in and sign after going through the materials ahead of today's meeting or by the end of the meeting. The forms when completed were to be sent to Joy and to Diane to archive (PDF or image format)**.

Bryan Furer joined the meeting at this time for the training segment. After Joy provided an overview, she opened it to questions and answers and also **provided some hypothetical situations for discussion as to whether they would constitute a conflict or not. Some examples also related to non-Board members actions** that might create a conflict. Similar to our formerly sponsored pop-up bookstores being changed to member sponsored events, use of our Guild resources like the YouTube channel episodes and postings to our Facebook page **can announce a member's publication, but should not be an advertisement for making sales** by use of Guild resources. Also, as previously mentioned related to the **Opt-In Contact List for our members, the contact information should not be used for personal business** solicitations. A major point of the need to avoid conflicts of interest by the officers and other directors is that part of the policy for non-profits requires they **have loyalty to the non-profit**

(our Guild in this case) over personal or personal business based decisions. If a director or other member has questions about where the line is to be drawn, Joy is the one to ask.

It was agreed we should **repeat this training annually**, shortly after the election of officers. This initial class covered the materials, but in the future more time can be spend discussing the hypothetical cases as much learning comes through those discussions. Joy wanted to **be sure this year's training materials are archived** to be readily available in the future. Bruce said **items we choose to archive should be PDF or image formats like JPEG or JPG** as those formats will last longer and better than using the native formats from a word processor or spreadsheet.

The **next regular Board meeting date** is set for **Wednesday, March 24th at 1:00pm-2:30pm via the Guild's own Zoom account.**

The meeting was adjourned near 2:30pm.

Respectfully submitted,
Diane Revell, Secretary

Announcements:

1. The **next regular Board meeting time and place: Wednesday, March 24th at 1:00pm – 2:30pm. Meetings will all be via Zoom for the foreseeable future.** Attendance via internet or phone via Zoom will be offered and if still under “stay at home” restrictions it will be the sole method used.
2. **Requests for items to be added to the agenda for the next regular Board meeting** should be **sent to the President Carol McMillan and Secretary Diane Revell at their e-mail addresses** (sylvanease@msn.com and diane.b.revell@gmail.com) 10-days prior to the next meeting, so **by March 14th**. The **agenda will be e-mailed March 19th** to the full membership five days prior to the meeting.

Attachment 1: Hawaii Writers Guild Final Treasurer's Log for January 2021

Attachment 2: Hawaii Writers Guild Interim Treasurer's Log for February 2021

Attachment 3: Summary Comments: 2021 Latitudes Online Literary Review

Attachment 4: Hawaii Writers Guild – Bylaws Resolution – Check Signing

Attachment 5: Hawaii Writers Guild – Bylaws Resolution – HWG Address Change

Parking Lot:

1. **Add Bylaws review and discussion to next Board meeting agenda** per request by President Carol McMillan. Carol to provide specific areas to consider.
2. **Determine who and how we will renew our Zoom and YouTube accounts for a smooth transition.** The current Zoom annual account (\$150) will **need to be renewed in April**. If we have a media manager and use the website admin e-mail address that might do it.
3. **Review and approved HWG 2021 budget.** Bob Lupo said he'd create the proposed budget and send it out a week or more prior to our March 24th Board meeting.
4. **Review actions pending from the Feb. 10, Special Board 2021 Planning Meeting:**
 - a. **Carol to check with Diann Wilson to see if she'd be willing to continue in managing Writing Buddies activity** and if not, who she might suggest.
 - b. **Carol McMillan check if Laura Burkhart willing to help develop guidelines and manage a mentor program.**
 - c. **Duncan Dempster draft of a HWG Media Manager job description.**
 - d. **Duncan agreed to create a message to our members to point to our current writing resource information and ask the members what else they would like to see.**
 - e. **Who? - Local Resources, will need to have rules set to be sure we do not violate our 501(c)(3) commitments to avoid benefiting personally a member by providing advertising for paid services.**
 - f. **Diane Revell check to see if Eila Algood willing to write-up tips for writing and reading in a pandemic.**
 - g. **Johnson Kahili role as Diversity Coordinator: new standing committee requiring a Bylaws update or part of one of the existing committees (PR or other)? Define job description or at least reporting to Board expectations.**

Attachment 1: Hawaii Writers Guild Final Treasurer's Log for January 2021

Hawaii Writers Guild Treasurer's Log, as of January 29, 2021						
American Savings Bank Balance as of December 31, 2020						\$3,479.18
January Inflows						
Don Mules, Membership Renewal, PayPal						40.00
Donna Maltz, Membership Renewal, PayPal						40.00
Don Bingle, Membership Renewal, PayPal						40.00
Lehua Wells, Membership Initiated (Sponsored D. Revell)						40.00
Wendy Noritake, Membership Renewal						40.00
Michael Foley, Membership Renewal, PayPal						40.00
Braden Savage--Student Renewal (Sponsored)						10.00
Mina Apostadiro--Sturdent Renewal (Sponsored)						10.00
Student Reserve Donation						30.00
Mark Kelly, Membership Renewal, PayPal						40.00
Nancy Baenziger, Membership Renewal						40.00
Dawn Hurwitz, Membership Renewal, (Sponsored D. Revell)						40.00
Heather Rivera, Membership Renewal, (Sponsored)						40.00
Corinne Alain, Membership Renewal						40.00
Heather Rivera Donation						40.00
Total January Inflows						530.00
January Outflows						
ASB Monthly Service Fee						-5.00
TotL January Outflows						-5.00
Total ASB Operating blance, January 29, 2021						4004.18

Attachment 2: Hawaii Writers Guild Interim Treasurer's Log for February 2021

Hawaii Writers Guild Treasurer's Log as of February 23, 2021						
ASB Operating Balance as of January 29, 2021						\$4,004.18
Interim February Inflows						
Kendra Bruno--Membership Renewal (PayPal)						40.00
Carol McMillan--Membership Renewal						40.00
Tamara Hynd--Membership Renewal						40.00
Amazon Smiles Tax-Exempt Rebate						11.00
Total Interim February Inflows						131.00
ASB Operating Balance as of February 23, 2021						4135.18

Attachment 3: Summary Comments: 2021 Latitudes Online Literary Review

Latitudes 2021 was launched (published) a week ago on February 17th.

I think the final product aptly represents the writing skills and diverse themes and styles of our members and is something to be proud of.

I want to thank *Duncan Dempster* who expertly converted hard copy text from mopey laptops into the sharp, professional, digital version we can enjoy online. Kudos also go out to *Joy Fisher*, Editor-at-Large, for her editing skills and insightful advice in constructing the Review, to *Jada Rufo*, *Latitudes'* Nonfiction Editor, and to *Tamara Williams*, our Poetry Editor, for their hard work in reading and evaluating submissions in their genres and participating in the final selection process.

Latitudes is an important component of the Guild's activities that reaffirms our founding goals of creating a nurturing environment for fellow writers to develop their craft and generate and spread an appreciation of the arts and literature to the wider community.

The process worked well, the submission and evaluation windows were tight but adequate. However, I think there's work to do on the Guidelines, the staff, and how we vote.

Many submitters did not comply with some Guideline specifics, such as anonymous submissions, identifying the genre, and basic things like margins and font styles and sizes. I didn't mention recommended word count ranges, because we view that as a soft recommendation.

Below are some things to think about for next year's Issue that 2022 Committee members can discuss:

- 1) A form listing guidelines from anonymity, to genre, to font size that submitters would have to check off with their submission(s) sent to the Managing Editor.

Attachment 3: Summary Comments: 2021 Latitudes Online Literary Review

- 2) Should we increase staff size in both evaluation / voting steps? Should we have 2 editors per genre? They would discuss and evaluate submissions between them as a first step. This might make this key step less subjective because the editors would have to discuss each entry before submitting into the final round. Maybe the Managing Editor is also involved in this process to further stimulate discussion?

- 3) Should we increase the voting size in the final decision-making step? Last year 6 members voted. This year 5 members voted. I think the final voting group should have at least 7 voting members. Again, this might reduce the impact of the subjectivity factor by diffusing the importance of 1 vote and invite more discussion.

- 4) Should there be a copyediting step if editors love the theme / idea, but the execution is lacking? I'm not sure about this one, and it may prove time-consuming---a wrench thrown into an already (likely) tight submission / evaluation window. Our workshops may be a better setting for this, but I feel for the writers who don't make the cut when the idea is different and intriguing.

The above are some discussion points I recommend next year's Committee consider—among other agenda items—when assembling the protocols for 2022's *Latitudes*.

Thanks.

Sincerely,

Bob Lupo

2021 Latitudes Managing Editor

Attachment 4: Hawaii Writers Guild – Bylaws Resolution – Check Signing

Proposed Date: Feb. 10, 2021

Approved Date: Feb. 24, 2021

Resolution for Bylaws Update – Pandemic Waiver for Check Signing by Two

Background: At the February 10, 2021 Hawaii Writers Guild (HWG) Special Board of Directors Meeting it was suggested we should have a formal resolution to waive the requirements in the Bylaws, Sections 8.1.1 and 8.1.2 for all checks drawn on the Guild’s banking account to be signed by two members of the Board during the period of the pandemic. Bob Lupo as Treasurer has the Guild’s bank account check book and is the one who writes out checks for payments or reimbursements. Prior to the pandemic making the Board meetings move from being in person at Tutu’s House in Kamuela, the required second signatory from the list filed with the bank would also sign; most often done by the Secretary. With meetings conducted via Zoom and the Treasurer living a long distance from others allowed to sign, we transitioned to just having the one signature. Two signatures is not a bank requirement. During the pandemic the number of expenses has been greatly reduced so very few checks have been needed.

Associated Bylaws:

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.

1. **From the February 24, 2021 HWG Board Meeting Minutes:** It was proposed to **resolve to suspend during the period of the pandemic requirements in the Bylaws, Sections 8.1.1 and 8.1.2 for all checks drawn on the Guild’s banking account to be signed by two members of the Board.** During these times the Board meetings virtually versus our prior in person meetings that had helped to allow for two signatures on checks, so with members spread out and trying to keep from in person group meetings, this was deemed appropriate. **The motion to pass the resolution was seconded and passed unanimously.**

Attachment 4: Hawaii Writers Guild – Bylaws Resolution – Check Signing

2. At this time, it is not planned to change the Bylaws, but to refer to this resolution to justify the single signature being in effect until the time Hawaii has concurred the pandemic and the rules requiring minimization of gatherings are rescinded.

Proposed Date: Feb. 19, 2021 Approved Date: Feb. 24, 2021
Resolution for Bylaws Update – HWG Physical and Mailing Address Change

Background: Included in an update sent to Board members on February 19, 2021 there was a comment explaining a new item to the agenda to have a resolution to update the physical and mailing addresses listed for the Guild in our Articles of Incorporation (AIC) on file with the State of Hawaii. The AIC in 2.1 lists Eliza Cahill’s home for both; she was president at that time and is no longer a member of the Hawaii Writers Guild. The AIC points to the Bylaws for changing these addresses. Bylaws in 2.1 indicate HWG office addresses can be changed by the Board of Directors, so it is proposed to be changed now as this will need to be current to apply for a D-U-N-S number which in turn is required to apply for any grants from the US federal government.

Associated AIC:

ARTICLE II

REGISTERED AGENT AND OFFICE; INCORPORATORS

Section 2.1 Registered and Principal Office. The Corporation 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. The name, street and mailing address of its initial registered agent shall be Diane Beth Revell, whose physical address is 56-3233 Pu’u Mamo Drive, Hawi, Hawaii 96719 subject to change from time to time by the Board of Directors. The initial registered agent’s mailing address is Post Office Box 1420 Kapa’au, Hawaii 96755 subject to change from time to time by the Board of Directors. **The physical and mailing address of the Corporation’s principal office is 65-1372 Kawaihae Road, Kamuela, Hawaii, 96743 subject to change from time to time by the Board of Directors.**

Section 2.2 Additional Offices. **The location of the office or the establishment of additional offices may be determined by the Board of Directors as set forth in the Bylaws.**

Associated Bylaws:

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.**

1. **From the February 24, 2021 HWG Board Meeting Minutes:** It was proposed to **resolve to update the physical/ mailing address of the corporate office of the Hawaii Writers Guild.** Articles of Incorporation (AIC) in 2.1 list Eliza Cahill’s home for both; she was president at that time. The AIC points to the Bylaws for changing it. Bylaws in 2.1 indicate addresses can be changed by the Board of Directors, so it is proposed to be

changed now and **use Diane Revell’s home physical address** as she is the registered agent for HWG and **use the HWG P.O. Box for the mailing address**. We will need addresses to be current to apply for D-U-N-S number which is needed to apply for any federal grants. Some discussion resulted in **Diane agreeing to remain the Guild’s registered agent even if she is no longer secretary in the future**. Diane indicated the main use of the addresses are the state’s reminder for updating our annual report to file with State of Hawaii’s Department of Commerce & Consumer Affairs (DCCA). **The motion to pass the resolution was seconded and passed unanimously.**

2. The registered agent’s physical address (which is in the filed AIC) is **56-3233 Pu’u Mamo Drive, Hawi, HI 96719 will also be the Hawaii Writers Guild principal office physical address**. The **Hawaii Writers Guild principal office mailing address shall be P.O. Box 393, Kamuela, HI 96743**.
3. At this time, **it is not planned nor necessary to change the AIC**, but to refer to this resolution to show the Board of Directors resolution approved to make the changes in office physical and mailing addresses.