

Hawaii Writers Guild Constitution and Bylaws

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I. ARTICLE I. DEFINITION AND PURPOSE

The Hawaii Writers Guild (hereinafter referred to as “HWG” or “Guild”) is an independent association of professional writers engaged in the promotion of literature, cultural enrichment, and entertainment through the use of the written and spoken word. The Guild ‘s goals include promotion of artistic awareness and literature within the general public. HWG supports the equal rights of all people regardless of race, national origin, sexual orientation, or physical condition.

II. ARTICLE II. MEMBERSHIP

Membership will be open to approved applicants who demonstrate in print an abiding and continuing skill in the art of writing and their understanding of professional methods of commercial publication. Writers seeking membership will follow application procedures established by the Board of Directors.

At any Hawaii Writers Guild sponsored performance event, members of the Guild accepted into the event shall have priority above any non-Guild participants regarding placement in the order of appearance, except in the case of featured speakers. Non-Guild members may be included as performers when schedule permits.

Should the need arise for an additional class of membership, the Board of Directors will entertain proposals for such a class and act accordingly on the merits of the proposed class of membership.

Voting membership in the Guild is limited to dues-paying members.

Annual dues will be prescribed by the Board of Directors. Dues will be reviewed annually by the Board of Directors and will be approved by the general membership. The membership will begin in January with quarters starting January 1, April 1, July 1, and October 1. Membership dues will be levied at the established annual dues rate for each member based on the quarter in which they joined.

III. ARTICLE III. OFFICIAL PUBLIC UTTERANCES OF GUILD

The Guild will maintain a website for dissemination of news and the individual promotion of works by its members.

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

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

IV. ARTICLE IV. ORGANIZATION

A. GENERAL

The Guild consists of members and committees, and a Board of Directors, consisting of elected officers and appointed directors of the various committees organized to meet HWG needs and interests. The President may appoint a director without portfolio with the Board's consent. All directors will be voting members of the Board. A meeting of the general membership will be held annually in January of each year to elect officers to any vacant positions, identify and review issues of community concern, and associate and socialize with members of the HWG community. Meetings will be conducted by Robert's Rules of Order as modified by the Board. Voting will be conducted by count and issues will be decided upon by majority vote.

B. BOARD OF DIRECTORS

1. Members:

The President, Vice-President, Treasurer, and Secretary will be elected by the membership for one year to the HWG Board. These four elected positions constitute the Officers of the HWG. The Board will also include members designated to chair the various standing committees. These Standing Committee

Chairpersons will be appointed by the President with the consent of the elected Officers for one-year periods and will also serve as Directors on the Board. All Directors shall serve as volunteers. Collectively, this elected and appointed Board of Directors, functioning under the leadership of the President, will perform the Guild's work attending to the HWG community's interests and welfare.

2. Meetings:

Meetings of the Board of Directors will be held once a month on a suitably agreed upon date convenient to board members. The Board will work on matters identified by the general membership, adopt resolutions, review and receive reports, coordinate community activities, etc. A quorum will be 51%. An agenda initiated by the president with input from general members received in writing no later than ten days prior to the meeting will be followed, and procedures outlined above will be adhered to. Agendas for meetings will be disseminated by the president by email to all Board members five days prior to the meeting for regular monthly Board meetings.

3. Participation:

All meetings of the Board and the various committees are open to professional Guild members. Terms and specific responsibilities of officers and chairpersons, election and succession procedures, and composition of the Standing Committees are outlined in detail in the sections that follow.

C. BOARD ORGANIZATION AND PROCEDURES

1. Officers:

The officers shall be a President, Vice-President, Secretary and Treasurer whose terms of office will be for one (1) year. No person shall be eligible to hold office unless he/she is a member in good standing.

2. Guild Finances:

Guild funds shall be expended only by a majority vote of a quorum of the Board of Directors. Neither Board members nor their kin by blood or

marriage shall receive any funds expended by the Board except by the express permission of the Board. 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 guild officers as agreed by the Board and kept on the bank's signature card. Two signatures shall be required on each check. It shall be the Treasurer's responsibility to maintain the correct access by updates to the bank's signature cards as those serving as Guild officers change.

3. **Unexpired Terms:**

If the President cannot serve out his/her term, the next officer in line shall initially fill the unexpired term in the following order: Vice-President, then Secretary, then Treasurer. Vacancies for other officer positions that occur during the year will be filled for the unexpired term by a majority vote of the Board of Directors.

4. **Officers' Duties and Responsibilities**

President: Presides over all Board and General meetings, directs Board activities and provides overall leadership and direction; calls special meetings of the Board or the General Membership as needed; nominates Chairpersons, appoints special committees, as needed; serves as the ex-officio member at all standing committee meetings and assumes responsibilities of the committee in circumstances of the current chairperson's absence prior to appointing a new chairperson. The President researches and defines issues, coordinates matters with groups and businesses of interest to HWG, and represents HWG at public hearings and meetings. The President submits an annual report to the General Membership.

Vice-President: Operates as a working partner to the President; provides advice and assistance to and acts in his/her absence; keeps fully informed of all Guild activities; helps to set agendas and assists the President with

all meetings of the General Membership, Board, Committees and Guild activities.

Secretary: Attends all meetings of the General Membership and the Board, keeps a record of attendance and takes minutes of the meetings, reports minutes of the previous meeting and files all the minutes of meetings. Secretary keeps membership records current in part based on dues of members being current or in arrears and reports at monthly Board of Directors meetings.

Treasurer: Attends all meetings of the General Membership and the Board, has care and custody of all Guild funds; informs the Secretary of receipt of initial dues from new members and any members with dues in arrears, keeps a complete record of expenditures and receipts of the Guild, submits a report of finances at each meeting and submits to an annual audit to be conducted by two other Board members immediately preceding the January Annual Meeting.

5. **Election and Impeachment of Officers**

An ad hoc Nominating Committee of not less than three persons shall be appointed by the Board to prepare a list of candidates for office 60 days prior to the General Meeting. Nominations may also be made by the General Membership and be submitted to the Board not less than 30 days prior to the General Meeting. A majority of the assembled eligible voters combined with the tally from Board certified absentee ballots will determine the outcome of elections.

Officers who have abdicated their Guild defined responsibilities by lack of performance, misconduct or malfeasance will be removed by majority vote of the Board of Directors.

6. **Membership Approval**

Board of Directors are responsible for responding yea or nay to the President for a vote on the acceptance of new members submitted to them

by the Website Director after pre-screening. The President will provide congratulations or condolences to the member applicant based on the vote where a majority approval is required for acceptance. Feedback on why a member applicant was not accepted should also be provided with the condolences.

7. *Standing Committees*

Standing Committees chaired by Guild members, appointed by the President and approved by the Board members, consisting of one or more Guild members, will be organized to perform the major work of the Guild. The need for additional standing committees or the reorganization of committee function, or the abolishment of a committee will be voted upon by the Board of Directors, and be added as an amendment to the by-laws.

a) *Public Relations Committee:*

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

b) *Website Committee:*

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

members in editing the website. Director reports at monthly Board meetings and is a voting member of the Board.

c) *Events Committee:*

Responsible for identifying, planning and execution of public events near the Kamuela/Waimea, Honokaa, and Waikoloa areas; the recruitment of Guild members for reading at such events; and maintaining an up-to-date venue list to carry out these duties. Identify, plan and execute participation in community events (like opportunities for book sales) when beneficial to the Guild in coordination with the Board of Directors. Work with the Public Relations Director to coordinate duties and timelines/dates of events. Director reports at monthly Board meetings and is a voting member of the Board.

d) *North Hawaii/ North Kohala Committee:*

Identify, plan and execute the Guild's public events and other activities in the North Kohala area, recruit Guild members for reading at such events; maintain an up-to-date venue list to carry out these duties. Identify, plan and execute participation in community events (like opportunities for book sales) when beneficial to the Guild in coordination with the Board of Directors. Work with the Public Relations Director to coordinate duties and timelines/dates of events. Director reports at monthly Board meetings and is a voting member of the Board.

e) *South Hawaii Committee:*

Identify, plan and execute the Guild's public events and other activities in the Volcano area, recruit Guild members for reading at such events; maintain an up-to-date venue list to carry out these duties. Identify, plan and execute participation in community events (like opportunities for book sales) when beneficial to the

Guild in coordination with the Board of Directors. Work with the Public Relations Director to coordinate duties and timelines/dates of events. Director reports at monthly Board meetings and is a voting member of the Board.

V. ARTICLE V. SPECIAL MEETINGS

Special meetings of both the general membership and the Board may be called by the President for exceptional reasons. A special meeting can also be called by a quorum of Guild members.

VI. ARTICLE VI. AMENDMENTS

At any regular meeting of the Board of Directors, this Constitution and Bylaws may be amended or changed by a two-thirds vote of the eligible members present provided that the proposed amendment is submitted to the President for inclusion in the agenda per procedure in writing and announced at the previous meeting and is included in notices of the next Board of Directors meeting. Such agenda notice may be overridden by unanimous vote of Board Members if deemed an emergency.

Last Amended: January 1, 2018