

Minutes of the Hawaii Writers Guild (HWG) monthly Board of Directors (BOD) meeting, held via Zoom due to pandemic protocols. All times noted refer to Hawaii-Aleutian Standard Time. Items in **bold** indicate decisions made or actions required.

Officers and Directors present via Zoom:

Carol McMillan -*President*
Bruce Stern -*Vice President*
Donna Beumler -*Secretary*
Joy Fisher -*Public Relations Director*
Johnson Kahili IV -*Events Director*
Bryan Furer -*Regional Director-Volcano*

Others Members present via Zoom:

Duncan Dempster -*Webmaster*
Diane Revell -*Registered Agent*
Cecilia Johansen -*Public Relations Committee*, joins at 1:41 pm

Without objection, **Webmaster Duncan Dempster activated Zoom's "record" function.**

CALL TO ORDER: President Carol McMillan called the meeting to order at 1:01 pm. Carol began by raising the issue of scheduling a "special board meeting." Donna asked for clarification as to the exact nature of such a meeting, and discussion ensued as follows:

It was unanimously agreed that **a Special Planning Meeting will need to be scheduled** to follow-up with respect to ideas and suggestions for future projects and activities. Bruce did note that this has been the practice in the past, following the Annual Membership Meeting. Potential future projects of the Guild which have been proposed include forming a "book club" wherein members' books would be read and discussed. It has also been suggested that a committee might be formed to address issues relating to marketing, and there has been interest expressed in creating an anthology of members' works, similar to that published by the Volcano-area group. **Johnson and Carol will continue to follow-up with members who've made suggestions in this regard.**

As to a second topic which could potentially serve as the basis for a special meeting, Johnson clarified that there had been some discussion previously about scheduling a special board meeting to address the voting structure of the BOD, and the possible creation of new

positions for additional directors. Carol indicated that she'd like to see this idea tabled, as it does not seem especially timely and no new model for a possible restructuring had been proposed; all were in agreement.

Additional discussion followed regarding whether it would be appropriate to change the date and/or time of the monthly BOD meetings in order to garner greater participation. Johnson reported **he had made some preliminary inquiries** of members, but had nothing definite to propose. It was noted that some members (including one of the regional directors) had indicated they might be able to attend meetings if they were held later in the day. Donna raised the possibility of moving the meetings to the noon hour, in order that members who work might be able to attend on their lunch hours. Diane and Johnson both emphasized that the Guild would like to see more members in leadership roles, but that does not mean they would be required to attend the monthly meetings. The way the Bylaws are currently structured, members can take on leadership or organizational roles under the auspices of one or more of the committee directors, and those directors would appear at meetings to report progress and address any concerns. **This issue will continue to be addressed and all viable options explored.** It was agreed however that moving the meetings to Thursdays would not be feasible for several Board members. **Carol will follow-up with the North Kohala Regional Director in this regard.**

SECRETARY'S REPORT: Donna thanked everyone for their patience while she's navigating the learning curve of secretarial duties, and provided an update concerning the status of the Minutes for the Fifth Annual Membership Meeting held this past Saturday, January 22, 2022 as follows.

The first draft of the Minutes **was sent out via e-mail on Monday**. Four responses have been received to date; two of the responses indicated no revisions, and two of the responses contained important revisions and corrections. Those revisions have been finished, and the "attachments" are completed and attached. The second draft of the Minutes will go out this afternoon. If there are no additional revisions, Donna will finalize the Minutes and e-mail them to Duncan to be posted on the website. At that point, Donna will send an e-mail to the membership via Google Groups advising that the Minutes are available to be viewed. It was emphasized that the number of voting BOD members required to consider the Minutes "approved" is 51%.

Bruce corrected Donna's misunderstanding concerning the format for the *draft* minutes, and henceforth, **Donna will e-mail all drafts in both Word and PDF formats**. Also, the suggestion was made that Donna inquire of those who'd requested revisions or corrections as to whether their concerns had been addressed in the revised draft. Donna expressed her appreciation to Diane, who has been graciously answering Donna's questions and providing input since Saturday's election.

MEMBERSHIP UPDATE: Vice President Bruce Stern provided a membership update both orally and in the form of membership documents which he had compiled and previously e-mailed. Bruce emphasized that these documents are not to be publicly circulated, as they may contain members' personal information, and are only for the use of the BOD. He does have one minor change to make in order to update the lists, and will endeavor to do that shortly.

Bruce reiterated that there are 76 active members to date, which includes 2 student members, and one member in delinquent status. This number does not reflect pending or provisional members. Summaries of each log can be found at the bottom of the page. For Johnson's purposes, Bruce **will continue to forward to him the sorted list containing members' email addresses.**

Bruce indicated that several members will soon become delinquent in their dues, resulting in "late" status over the next few months if the dues are not brought up to date. He **will follow up with Bob in this regard.** In addition, a few members have asked to be removed from the Guild membership, and he is in the process of deleting them from the membership roles.

TREASURER'S REPORT: Treasurer Bob Lupo was not available to attend the meeting; however, he did submit via e-mail two treasurer's logs: 1.) Final Treasurer's Log reflecting a date of December 31, 2021 and an operating balance of \$6,134.17, and 2.) Interim Treasurer's Log reflecting a date of January 26, 2022 and an operating balance of \$6,213.73. [Please see Attachment "A," *Final Treasurer's Log as of December 31, 2021* and Attachment "B," *Interim Treasurer's Log as of January 26, 2022* for more information.]

COMMITTEE REPORTS/UPDATES

EVENTS DIRECTOR Johnson Kahili indicated that his work organizing the Fifth Annual Membership Meeting, which he took on as a special project on behalf of the Guild, resulted in a disruption of *Hawaii Writers Showcase*, a YouTube presentation. He is now **resuming production of this program**, and intends to present once-monthly episodes.

Johnson noted that he is not pursuing any in-person events or activities due to the continuing prevalence of COVID on the island. He noted that the Waimea Cherry Blossom Festival—at which the Guild used to enjoy having an informational table—has been cancelled again this year. Johnson **is continuing to work with Bryan on the Volcano-area writers' radio-theater program.**

Johnson was asked about any concerns he may have regarding his efforts to organize the annual membership meeting. He did feel that Zoom might not have been the ideal platform for this type of meeting. In the event that the pandemic still prevents HWG from gathering in person

next year, he will consider using a professional program with which he is familiar. He also noted that the planning of the meeting and execution of all of its components was a lot of work for one person, and that next year he will recruit people to assist. **Carol applauded Johnson for his much-appreciated efforts and the overall success of the annual meeting, and all present were in agreement.**

PUBLIC RELATIONS Director Joy Fisher addressed recent PR activities, advising that she **has drafted a press release regarding the Fifth Annual Membership Meeting, and forwarded this to the BOD for comments.** She noted she's received some input, and continues to solicit comments on the press release. It was clarified that there were actually *six* books awarded to winners of the opportunity "spinning wheel" drawing. She asked that BOD members forward photos her way to include in the press release.

Joy also updated the BOD with respect to the member newsletter, "Member News." She mentioned she was thinking about adding a column which would cover members' "transitions" or "evolutions." Joy noted in particular that both Duncan and Eila had made reference at the Annual Meeting to upcoming changes *vis-à-vis* their relationships with the Guild. Cecilia Johansen, who had played an integral role in developing the newsletter with Joy, indicated that she agreed with the idea— as did other members. Bruce suggested that "Transitions" would be a good name for the column.

WEBMASTER Duncan Dempster has **added one new member's bio and photo to the "authors page,"** and **will be deleting** three former members from the website. He will also **update the information regarding the position of 2022 secretary.**

Duncan is looking forward to working with Bob on *Latitudes* when the literary journal is ready to be formatted for posting to the website. He mentioned that the formatting will be the same as last year's journal.

Additionally, Duncan referred to the fact that a few people had mentioned they'd experienced difficulties accessing the website or a portion thereof. **This is something he has been working on correcting, and has identified the technical problem** in part as relating to various security certificates. Duncan indicated that he believes **he has now solved the problem.**

LATITUDES UPDATE: Bob Lupo provided a written update via e-mail as follows: the submissions and evaluation process has been completed, and all members who submitted their work have been notified via e-mail regarding acceptance or rejection. 11 of the 18 fiction stories (including 3 flash fiction pieces) were accepted, as were 1 of 2 drama works. Additionally 11 of the 13 nonfiction essays were accepted, as well as 16 of 43 poems. Bob remarked at the stark differences in opinion among seasoned reviewers.

Bob also noted that 7 of the 11 short fiction submissions needed some editing, the accepted work of drama needs minor changes to comport with the 10-minute play format, 5 of the accepted nonfiction pieces need editing, and 5 of the accepted poems need to be “at least tweaked.” He is **in the process of filtering through the suggested edits and communicating with the authors.**

Finally, Bob expressed his gratitude to Joy Fisher, Laura Burkhart, and Margaret Zacharias for all their hard work and attention to detail in the reviewing process.

DIANE REVELL, Registered Agent, discussed the election of officers, which she organized for the 2022 slate of candidates for office, and the Google ballot form which was utilized. (It was noted that from time-to-time Diane’s internet connection was unstable and it was difficult to hear her.) Diane indicated that she was contacted by one person who was not able to access the Google form, and a few other people who advised they’d simply voted via e-mail. Diane is confident that the vote tally does include everyone who voted, and she will endeavor to work out the glitches in the Google ballot process.

Discussion was undertaken regarding the continuing topic of revisions to §5.8 of the Bylaws pursuant to Resolution dated December 22, 2021. This revision of the Bylaws is an effort to clarify the means used by HWG to allow the Board to act without a formal meeting, while ensuring compliance with §414D-144 of the Hawaii Nonprofit Corporations Act.

It was agreed that when this matter was taken up during the meeting of the BOD on December 22, 2021, there were an insufficient number of voting members present to result in the required two-thirds vote. **The motion was now made to approve the revised version of §5.8, Bryan seconded the motion, an opportunity for discussion was provided, and a vote taken; the motion passed unanimously by all six voting members present: Carol McMillan, Bruce Stern, Donna Beumler, Joy Fisher, Bryan Furer, and Johnson Kahili.** [Please see Attachment “C,” *Resolution to Update §5.8 of the Bylaws*].

Diane **updated the Guild’s Resolution Log** to reflect this vote, and noted that this change to the Bylaws was deemed *not* to require a change to the signature page of the Bylaws.

REGIONAL DIRECTOR REPORTS: Available updates by regional directors was provided as follows:

Bryan Furer, Volcano-area representative, reported that the second anthology of work by Volcano-area writers, “*Out of Our Minds, Volume 2, Shadows and Reflections*,” is **nearly completed, and the cover art is being finalized at this time.**

Bryan also indicated that he and Johnson are part of a “core” group of four people who **are actively working to develop a radio theatre-type podcast**. The working title of the podcast is “Naked Radio Hawaii,” and **he has obtained that domain name**. The group envisions the podcast in a one-hour format, and with three to five segments: poetry, flash fiction, short stories, and a longer work, possibly a novel. The segments with shorter pieces would be voice readings, but the longer segments will be more like radio plays, dramatized by sound effects and with actors playing some of the parts. Other ideas for the podcast which the group is exploring include “campfire stories,” “love-em-and-leave-em stories,” etc.

Johnson reported that he will be working on mastering of the audio for the podcast. He and Bryan are excited about building on their core group and **invite all interested members to contact them and be a part of radio theatre**. He noted that there was much success in developing enthusiastic participation in the Readings & Responses project, which has grown to a very well-attended weekly program. He also advised that **the recording of the Annual Membership Meeting of January 22, 2022 is now up and running on YouTube, and a link is posted on the Guild’s Facebook page**. At Duncan’s request, **Johnson will forward the link for Duncan to post on the Guild’s website**.

In closing, Bryan noted that he is **following-up on a possible location in which to record the podcast**, and Johnson mentioned that the Volcano-area writers would like to resume in-person readings whenever the pandemic protocols allow.

OTHER/NEW BUSINESS:

None.

ANNOUNCEMENTS:

The next BOD meeting will be held on February 23, 2022 at 1:00 pm. **and hosted by Duncan**.

Due to pandemic restrictions, all meetings for the foreseeable future will be **held via Zoom**

Requests for items to be added to the agenda for the next regular Board meeting should be sent via email to President Carol McMillan (sylvanease@gmail.com) and Secretary Donna Beumler (dmbaumler@gmail.com) at least 10 days prior to the next meeting (no later than February 13, 2022). The final agenda will be emailed to the full membership five days prior to the meeting.

The meeting adjourns at 2:02 pm.

Respectfully submitted this 23rd day of February, 2022.

By: Donna Beumler

Donna Beumler
Secretary, HWG

ATTACHMENTS:

*Attachment “A”: Final Treasurer’s Log, dated December 31, 2021

*Attachment “B”: Interim Treasurer’s Log dated January 26, 2022

*Attachment “C”: Resolution to Update §5.8 of the Bylaws

PARKING LOT:

* Scheduling of Special Planning Meeting to address future projects and activities; Johnson and Carol to pursue suggestions from various members.

ATTACHMENT “A”

Final Hawaii Writers Guild Treasurer's Log as of December 31, 2021					
			ASB Operating Balance as of November 30, 2021		\$6,064.86
			December Inflows		
			Circe Woessner, New Membership Initiation		40.00
			Shanon Sidell, New Membership Initiation, PayPal		39.81
			Dan Sockle, New Membership Initiation, PayPal		39.56
			Meliha Bajrmovic, Membership Renewal, PayPal (International)		38.94
			Braden Savage, Student Membership Renewal		10.00
			Bob Lupo, Membership Renewal		40.00
			Total December Inflows		208.31
			December Outflows		
			USPS Annual P.O. Box Fee for Hawaii Writers Guild	Check 128	-134.00
			ASB Monthly Service Fee		-5.00
			Total December ASB Outflows		-139.00
			Total ASB Operating Balance as of December 31, 2021		\$6,134.17
			HWG Non-Bank Wash Transaction, December 2021		
			Joy Fisher Donation		565.44
			Legal Fee, Rush Moore LLP Re: Review of HWG Bylaws		-565.44
			Nonbank Wash Transaction Balance		0.00

ATTACHMENT “B”

Interim HWG Treasurer's Log as of January 26, 2022						
	ASB Operating Balance as of December 31, 2021					\$6,134.17
	Interim January Inflows					
	Donald Mules, Membership Renewal, PayPal					39.56
	Heather Rivera, Membership Renewal					40.00
	Total Interim January Inflows					79.56
	Interim January Outflows					0.00
	Total Interim January Inflows					0.00
	Total Interim ASB Operating Balance as of January 26,2022					\$6,213.73

ATTACHMENT “C”

Update to Bylaws of Hawaii Writers Guild – Revision 1

Resolution to update the section in the Bylaws relative to actions taken without a meeting by the Board of Directors. This will clarify the means used by the Guild to allow the Board to act without a formal meeting and still ensure compliance with related Hawaii Nonprofit Corporations Act, §414D-144 Action without meeting based on advice from the attorney used in our prior transition to an IRS recognized 501(c)(3) nonprofit. When updating Bylaws also correct existing typo and add to revision history page of Bylaws.

Proposed Date: October 27, 2021 Approved Date: January 26, 2022

Resolution to Formalize and Update Bylaws of Hawaii Writers Guild

Background:

The Problem:

At the present time, our Bylaws provide a rather onerous method for our board to take actions without a meeting.

The Solution:

Repeal the current wording of Bylaw Section 5.8 and replace it with the following to create Revision 2 of our Bylaws:

Section 5.8. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting so long as it is taken in accordance with any policy or procedure adopted therefore by the Board of Directors and the action is voted on by a quorum of the Board of Directors and approved by at least a majority of those voting. A record of such vote shall be filed with the minutes of the Board of Directors and shall have the same effect as a vote at a Board meeting.

Correct Typo:

When making this update, also correct a typo in Section 8.5.2 to add the missing space between “Guild” and “shall” in the first sentence.

Update the revision history page