

MINUTES

SLO NIGHTWRITERS BOARD MEETING

Meeting Date: December 4, 2018

Time: 6:30 pm – 8:30 pm

Place: Conference room

United Church of Christ

11245 Los Osos Valley Road

San Luis Obispo, CA 93405

Janice Konstantinidis, President

Contact: jkon50@gmail.com

MEMBERS PRESENT:

Susan Tuttle – Education Coordinator

Steve Derks – Treasurer

Jim Aarons – Membership Coordinator

Pat Gimer – Critique Groups Coordinator

Abigail Aarons – Social Media Coordinator

MEMBERS ABSENT:

Janice Konstantinidis – President, Webmaster, Program Director

Meagan Friberg – Social Media Coordinator

Leonard Carpenter – Secretary

Dennis Eamon Young – Photographer

GUESTS:

None

MEETING CALLED TO ORDER: 0632pm. The meeting was chaired by Steve Derks in Janice's absence.

PREVIOUS MINUTES PRESENTED:

The previous month's minutes were presented for approval. Susan moved to approve minutes of the November board meeting, Pat seconded. The board approved the minutes.

NEW BUSINESS:

The board discussed insurance and incorporation. Steve discussed the need for general liability insurance and the fact that we are not incorporated may affect the ability to get insurance. Steve received board agreement to continue investigating and report back at the January meeting.

The board discussed recommendations to revise the board structure and the relationship between the board members and members who perform volunteer tasks for the organization. The board discussed a proposal to separate board membership (and voting privileges) from volunteer task coordinator positions. Steve obtained board agreement to submit concrete proposals at the January meeting.

MINUTES

SLO NIGHTWRITERS BOARD MEETING

The board discussed the contest for next year. Steve and Janice volunteered to organize the contest. Suggestions were made to offer feedback from the judges as an incentive to entrants, to offer the contest as a means of writing improvement, and to make the score sheets available to entrants ahead of the contest.

PRESIDENT'S REPORT (Janice Konstantinidis):

Please see the memo I sent to the board regarding my intention to do what's necessary for SLO NightWriters need to have general liability insurance. The memo is appended to these minutes.

VICE PRESIDENT'S REPORT:

Position Vacant.

SECRETARY'S REPORT: (Leonard Carpenter):

None.

TREASURER'S REPORT (Steve Derks):

FINANCIAL STATUS FOR NOVEMBER 2018:

End of Month Bank Balance	\$936.71
November Income	\$400.00
November Expenses	\$542.72

DETAILED INCOME FOR NOVEMBER 2018:

Member Dues	\$400.00
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DETAILED EXPENSES FOR NOVEMBER 2018:

Bank Fees	Rabobank	\$ 0.72
Loan Payment	Steve Derks (8 & 9 of 10)	\$200.00
Rent	UCC	\$210.00
Website	Wild Apricot	\$ 90.00
Refreshments		\$ 42.00

The high rent and loan expenses are due to missing the payments during October. Without the extra payments, expenses for November would be \$337.72.

NEWSLETTER REPORT (Lillian Brown)

The newsletter was issued on schedule in November.

PHOTOGRAPHY REPORT (Dennis Eamon Young):

None.

MINUTES

SLO NIGHTWRITERS BOARD MEETING

PROGRAMS REPORT (Janice Konstantinidis):

The holiday season is all but upon us. I am hoping that our storytelling program will be enjoyed. I purchased two Santa hats and a sack as props for the evening. Brian Schwartz will be presenting our January program, and Tammie will take over next year's programs.

SOCIAL MEDIA COORDINATOR/PUBLICITY/PROMOTION REPORT (Meagan Friberg, Abigail Aarons):

No report for Facebook and Instagram.

TWITTER

	October 2018	November 2018
Posts	2	5
Likes	1	3
Retweets	1	2
New followers	3	-1
Total followers	354	353
Impressions	797	1535
Profile visits	29	120

WEBMASTER'S REPORT (Janice Konstantinidis):

Nothing new to report.

SIMPLY CLEAR MARKETING & MEDIA REPORT (Jeanie Hundertmark):

No report.

CRITIQUE GROUPS/WORKSHOP/CLINIC COORDINATOR REPORT (Patricia Gimer):

Critique Groups come and go, and it can be difficult to keep up with the changes. I visited a group to further encourage SLO NightWriters membership for all participants. I have also written a short piece for the newsletter encouraging group members and facilitators to continue supporting the organization that supports them by keeping their membership current.

The board discussed methods of improving income. Pat suggested finding sponsors. Steve suggested seeking grants. Pat discussed her recent interview with a podcast journalist promoting NightWriters.

MEMBERSHIP REPORT: (Jim Aarons)

There were 5 new members in November.

MEETING ADJOURNED: 8:10 pm

MINUTES
SLO NIGHTWRITERS BOARD MEETING

MEMO TO THE SLO NIGHTWRITERS BOARD

11/24/2018

Insurance, Incorporation and Board Positions

INTRODUCTION

I recently became concerned with the liability of NightWriters in the event of an accident or incident at a meeting or other NightWriter event. The United Church of Christ (UCC) informed us that facility renters must provide their own liability insurance. I approached Spokes for clarification of our situation and ways we could remedy it.

We must also address the issue of clarification of board positions with regard to voting rights and the status of volunteer positions that do not attend board meetings.

This memo addresses both of these issues.

INSURANCE and INCORPORATION

During a consultation with the Spokes organization, it became clear that SLO NightWriters needs at least general liability insurance. Without it, we board members will not be shielded from lawsuits brought against the NightWriters organization. Even though it is a very remote possibility, I am sure that no one on the board wants to be named in a lawsuit.

We also learned that we cannot be insured unless we incorporate. This will require an application to the state both as a non-profit and as a corporation (which, to my knowledge, we have never done). If we do this, we will set up a legal “firewall” between the board members and the organization, as far a liability is concerned.

BOARD POSITIONS

At our last board meeting, we discussed the difficulty of accommodating volunteers who want to help NightWriters by managing a task (e.g. Simply Clear, Contests, Programs,

MINUTES

SLO NIGHTWRITERS BOARD MEETING

etc.) but do not want to attend board meetings. In the past, we have also addressed difficulties involved with email votes.

The solution proposed by the Spokes representative is to separate board positions from the volunteer task coordinator positions. The board will consist of the four legally required positions (President, Vice-President, Secretary and Treasurer) and a number of “board member at large” positions approved by the board. Only board members have a vote at meetings or email votes. The board members’ primary function will be governance of the organization.

Volunteer task coordinators will be asked to provide a monthly report to the board, as they do now, and the reports will be included in the meeting minutes. Volunteer task coordinators will not have a vote on the board (unless they are board members). Volunteer task coordinator may come to board meetings to discuss their issues, goal, etc., but they will not have a vote on the board. Only board members will have a vote on the board.

CONCLUSION

Here is a summary of what I think the organization needs to do:

INSURANCE AND INCORPORATION

- 1) Ensure that we are registered with the State of California as a non-profit.
- 2) File articles of incorporation with the State of California.
- 3) Investigate and obtain a reasonable amount of liability insurance for the organization.
- 4) Revise our bylaws, if needed, to reflect our new legal situation.

BOARD POSITIONS

- 1) Establish criteria for at large board positions. At a minimum, they should commit to attend board meetings on a regular basis. (say, minimum one half or two thirds). At large board positions will be approved by the board by majority vote. Existing board members will be “grandfathered”, i.e. a new vote does not have to be taken.

MINUTES
SLO NIGHTWRITERS BOARD MEETING

- 2) Decide how many at large board members we need to authorize in the bylaws. I suggest six, for a maximum of ten board members.
- 3) Revise the bylaws to reflect this new structure.
- 4) Submit the bylaws changes to the membership for approval.
- 5) Update the website page to separate board positions from volunteer task coordinator position.

I would like to discuss these issues at our next board meeting.

Thank you,
Janice Konstantinidis
President, SLO NightWriters