

Romance Writers of America
Board Meeting Agenda
August 26, 2023
12:00 p.m. CST
Virtual Meeting

Saturday, August 26, 2023

CALL TO ORDER - 12:00 p.m. CENTRAL TIME

ROLL CALL

PRESIDENT'S REPORT - C. Brett

Our main focus during the 4th quarter was preparing for our Anaheim conference. Which was a resounding success for the attendees, who all walked away with more knowledge, new friends, and a new outlook on the romance industry. My presidents' messages have focused on what we as writers need in our lives, and how important we are to each other, and this conference made all those words a reality. Our policy committee has been hard at work looking at and following the AI situation. And our representative from that committee to the Author's coalition has reached out to the board to sign off on a letter that will be presented in congress about the need to control this to protect romance authors and all creatives. We were very proud to welcome two speakers for an evening discussing how the AI situation can affect authors and what steps we can take to protect our intellectual property. We then followed that up with a trademarking/copyrighting workshop at the Anaheim conference to educate authors on what they can and should trademark and why they should officially copyright their work. The best way to prevent such infringement is first educating authors on their rights and what they themselves should be doing to be proactive. The committees continued their various charges and staff worked to get the conference off the ground. The staff is also in the midst of assisting chapters to move onto a groups IO platform that will need to be completed by August 19th.

SECRETARY'S REPORT — J. Renée

Motion to Approve So You Think You Can Write Funds

Wills moved to approve the use of ACA funds in the amount of \$111,766 for the So You Want To Write Romance event based on a registration rate of \$499 per registrant.

The motion was adopted in an Action Without Meeting on June 5 with 9 votes in the affirmative.

Motion to Approve Committee Members

Cornell moved to approve the following committee members.

Unpublished Member Benefits Committee

Julie Cameron – Member

Stephanie Shiflett - Member

The motion was adopted in an Action Without Meeting on June 5 with 9 votes in the affirmative.

Motion to Approve May 2023 Board Meeting Minutes

Brett moved to approve the minutes for the May 2023 Board Meeting.

The motion was adopted in an Action Without Meeting on June 5 with 9 votes in the affirmative.

Motion to Amend the RWA Bylaws

Wills moved that the Board of Directors recommend the below proposed bylaws amendments to the membership for a vote:

Section 8.1.1. President Emeritus. The President Emeritus will have served to the end of a term as President and remains in an advisory capacity after the election or succession of the incoming President. If the President Emeritus cannot fill the role, a past President Emeritus may be appointed by the Board of Directors. The President Emeritus's role is to ensure continuity during governance transitions and organizational changes; assist the succession of Officers and Directors-at-Large; support the President in their role; and provide continuity to RWA by providing historical context as needed or requested. If the office of President becomes vacant, and the President-Elect is unable to assume the office of President, the President Emeritus will fill the role of President until the Board of Directors appoints a new president per Section 10.5.4. Vacancy in the office of the President.

11.2.1. President. Candidates for President must: (1) have been General members for a minimum of ~~five~~ three consecutive years immediately preceding filing for office, ~~with any lapses in membership being less than six cumulative months in duration~~; (2) be the author or co-author of at least three romance novels published in the past five years as defined in RWA policy; (3) have published or contracted ~~or scheduled~~ to publish at least one romance novel, as defined in RWA policy, within the two years immediately preceding filing for office; and (4) must have completed one full year of RWA Board of Directors service, but cannot have had more than eight years of cumulative RWA Board of Directors and/or RWA Advisor service. Except in cases of a special election, the President must have served ~~as President-Elect prior to assuming the presidency~~ as President-Elect prior to assuming the presidency, and will serve as President Emeritus for one year after their presidency term ends.

11.2.2. President-Elect. Candidates for President-Elect must: (1) have been General members for a minimum of ~~five~~ two consecutive years immediately preceding filing for office, with any lapses in membership being less than six cumulative months in duration; (2) be the author or co-author of at least three romance novels published in the past ~~five~~ six years as defined in RWA policy; (3) have published or contracted ~~or scheduled~~ to publish at least one romance novel, as defined in RWA policy, within the two years immediately preceding filing for office; and (4) must have completed one full year of RWA Board service or at least ~~three years~~ two years of RWA chapter board service in one or more officer positions, one year of which was serving as chapter ~~president~~ officer, but cannot have had more than eight years of cumulative RWA Board of Directors and/or RWA Advisor service.

Section 11.3. Term Lengths and Limitations. An individual may hold only one position on the Board of Directors at any time, and no candidate may run for more than one position at a time. Officers and Directors-at-Large may run for office or an advisory position while serving on the Board of Directors. Advisors, with the exception of President Emeritus, may run for an advisory or Bboard of director position while serving as an Aadvisor. Terms shall commence on the first day of the fiscal year.

11.3.1. Directors-at-Large, Treasurer, and Secretary. The Directors-at-Large, Treasurer, and Secretary shall hold office for a two-year term. An individual may serve no more than two full terms in any such office. Nothing shall prohibit an individual from seeking a different office following two full terms in office, so long as the cumulative length of Board of Directors and Advisor service is no longer than eight years (provided, however, that an individual with eight years of cumulative Board of Directors and Advisor service shall not be disqualified from seeking the office of President-Elect and President).After such service on the Board of Directors, an individual shall remain off the Board of Directors for a period of four (4) years before becoming eligible for re-election.

11.3.2. Advisors. ~~If serving,~~ Advisors, with the exception of President Emeritus, shall serve a two-year term. An individual, with exception of President Emeritus, may serve no more than two full terms in any such advisory position. An individual who has a cumulative length of Board of

Directors and Advisor service of at least eight years may not serve as an advisor. The President Emeritus shall serve a one-year term immediately following their term as President.

11.3.3. President-Elect and President. The President-Elect shall be elected annually and shall serve a one-year term as President-Elect, then immediately following shall serve a one-year term as President. The President shall then serve a one-year term as President Emeritus as an advisor. In the event the President Emeritus cannot fulfill their term, the Board of Directors may appoint another past President as President Emeritus.

11.4.2. Petitions to Recall Officers and Directors-at-Large. Petitions to recall Officers and Directors-at-Large shall be signed by ten percent (10%) of the General members listed on the RWA national membership roster as of the date the petition is ~~filed~~: filed who would be eligible to elect such Officer and/or Director-at-Large.

The motion was adopted in an Action Without Meeting on June 22 with 9 votes in the affirmative.

Motion to Approve Service Award

Brett moved award an RWA Service Award to Siera London.

The motion was adopted in an Action Without Meeting on June 22 with 9 votes in the affirmative.

Motion to Approve DEIA Form

Brett moves to approve the proposed new DEIA reporting process and system.

The motion was adopted in an Action Without Meeting on June 22 with 9 votes in the affirmative.

Motion to Approve the Romance of Intellectual Property and AI Funds

Wills moves to approve the use of the Trademark Reserve in the amount of \$3,200 for the Romance of Intellectual Property and AI event based on a registration rate of \$50 per attendee.

The motion was adopted in an Action Without Meeting on July 15 with 9 votes in the affirmative.

Romance Writers of America

Executive Summary

September 2022 - June 2023

CASH POSITION		
1-Sep 2022	30-Jun 2023	Difference
\$935,772	\$622,217	(\$313,555)
NET INCOME (LOSS)		
Net income/loss as of 6-30-23 is (\$237,356).		
NOTES		
Repayment of the EIDL loan began in December 2022. Balance due as of June 30, 2023 was \$147,803.		

BUDGET VS ACTUALS SUMMARY
<p>Total Income for the 10-month period over the same period in 2021-22 was down about \$25K. Although dues were down \$93K, conference income was up \$126K from the same period last year.</p> <p>Expenses for the same two periods are up \$127K. due to increased advertising and awards.</p> <p>Focus for the balance of the fiscal year (ending August 2023) and next fiscal year continues to be on membership campaigns, current member retention, educational programs and workshops and conferences (in-person in Austin next July and mini-conferences similar to the Marketing Master Class and Author Weekends held last October and in January).</p> <p>All expenses are, and will be, actively controlled.</p>

Romance Writers of America Balance Sheet

As of June 30, 2023

ASSETS

Current Assets

Bank Accounts

1000 Cash	509,375
1100 Investment Accounts	112,842
Total Bank Accounts	\$ 622,217

Other Current Assets

1300 Other Current Assets	1,152
1400 Prepaid Expenses	5,525
1500 Inventory Asset	2,916
Total Other Current Assets	\$ 9,593

Total Current Assets	\$ 631,810
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Fixed Assets

1600 Land	0
1610 Building	0
1620 Building Improvements	0
1630 Furniture & Fixtures	0
1640 Computer Equipment	176
1650 Office Machines	0
1660 Software	20,178
Total Fixed Assets	\$ 20,355

Other Assets

1700 Long-term Assets	0
Total Other Assets	\$ 0

TOTAL ASSETS	\$ 652,165
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LIABILITIES AND EQUITY

Liabilities

Current Liabilities

Other Current Liabilities

2200 Other Current Liabilities	48,351
2700 Deferred Revenues	88,882
Total Other Current Liabilities	\$ 137,233

Total Current Liabilities	\$ 137,233
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Long-Term Liabilities	147,803
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Total Long-Term Liabilities	\$ 147,803
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Total Liabilities	\$ 285,037
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Equity

2800 Designated Funds	602,759
Opening Balance Equity	1,190,602
Retained Earnings	-1,188,877
Net Income	58,222
Total Equity	\$ 662,707

TOTAL LIABILITIES AND EQUITY	\$ 947,743
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Unaudited

Romance Writers of America

Income Statement

For Period: September 2022 - June
2023

Income

3000 Dues	202,532
3100 Conferences / Meetings / Events	249,433
3300 Other Regular Revenues	58,222
3400 UBI Revenues	4,275
3500 Donations	23,082
Total Income	\$ 537,545
Gross Profit	\$ 537,545

Expenses

5000 Salary Expenses	229,950
5100 Payroll Tax & Benefits	35,920
5200 Depreciation & Amortization	31,763
5300 Insurance Expenses	4,802
5400 Property Expenses	0
5500 Information Technology	97,428
5600 Office Expenses & Supplies	6,408
5700 Telephone & Internet	3,075
6000 Advertising & Marketing PR	38,668
6100 Audio Visual	0
6200 Awards	149,028
6300 Bank & Credit Cards Fees	9,944
6400 Catering	0
6500 Other Exhibit & Meeting Costs	7,246
6600 Professional Fees	159,537
6700 Shipping	284
6800 Travel	847
Total Expenses	\$ 774,901
Net Operating Income	\$ (237,356)
Other Expenses	
7000 Other Miscellaneous Expense	0
Total Other Expenses	\$ 0
Net Income	\$ (237,356)

Accrual Basis - Unaudited

OFFICE REPORT – L.Scantlebury

Staff:

Erin Fry – Senior Project Manager

Jackie Padilla – Accountant

Leslie Scantlebury – Executive Director

Member Type	05/10/2023	08/10/2023	Change
Affiliate	20	20	0
Associate	795	770	-25
Charter	18	18	-1
Charter Honorary	2	2	0
General	1576	1501	-75
General Honorary	3	3	0
Honorary	71	71	0
	2485	2385	-100

RWA Forums

RWA will discontinue use of its current forums through Higher Logic due to increasing costs. Forums will transition to Groups IO. However, staff is reviewing additional options.

Romance Author Mentorship Program (RAMP) Report

Responses to the invitations sent to editors and agents to participate in RAMP Pitch Week 2023 are coming in. Currently, there are 6 agents and 1 editor who have agreed to review pitches.

AUDIT & FINANCE COMMITTEE — B. Wills

The Audit & Finance Committee has nothing to report at this time.

RWR CONTENT COMMITTEE — A. Learned

The RWR Content Committee continues to meet on a monthly basis to discuss the acquisition of articles for the magazine. This is an ongoing challenge. Contact with chapters via the Chapters list on the RWA website only receives a response about 35% of the time. It's uncertain if the chapters are no longer active or if the emails are outdated or unmonitored. We rely on chapter contact through different groups and chaplists from our committee members.

The committee regularly encounters challenges in securing a regular stream of volunteer writers from the membership to provide articles for the magazine. Whether this challenge exists because of lack of interest or lack of time is unclear. Non-members have been the greatest source of interest to date. This source of articles is primarily cultivated by our national liaison, Erin Fry.

The committee remains open to feedback from its membership, as well as the members of RWA and the board for a direction on the future of the magazine. We are still pursuing the ability to create a steady influx of articles to support the monthly publication as we feel this provides the greatest support to RWA members.

CONFERENCE WORKSHOP COMMITTEE —J. Renée

The committee conducted an in-depth review of the annual 2023 conference and created a list of suggestions for the 2024 conference.

PRO ADVISORY COMMITTEE — A. Learned

We had an open table get-together at the RWA conference on Thursday evening. Things discussed: conference experience (positive feed back from attendees) and current publication trends.

POLICY AND ADVISORY COMMITTEE — M. Karlik

The Policy Advisory Committee would like to thank Donna Comeaux for chairing the committee and for her dedication and hard work as her term comes to an end. She has worked tirelessly to keep on top of the ever changing publishing world.

The Policy Advisory Committee is happy to announce that RWA signed the **Legislative Proposals to Protect the Creative Professions and Mitigate Risk of Harm from Generative AI, August 10, 2023** along with twelve other creative organizations. Below is an excerpt from this proposal. To see the full document, go to the RWA Home page.

This proposal is lobbying for laws, regulations, and policies that recognize the following and require:

- 1. Consent and Compensation:** Require all generative AI companies to seek permission for the use of creators' works in generative AI systems, and to fairly compensate creators who allow their works to be used in "training"¹ of generative AI;
- 2. Credit and Transparency:** Create obligations for all AI companies to disclose what datasets and works they use to "train" their AI systems in the past, present, and future;
- 3. Permission and Payment for use in outputs:** Require all AI companies to seek permission and pay compensation when creative works are used in outputs, or when names or identities or titles of works are used in prompts—whether through adding a new economic right under copyright law or as a *sui generis* right, and through a broad, well-articulated federal right of publicity law;
- 4. Labelling AI-generated content:** Require the conspicuous labelling of AI-generated works as such, with enforcement provisions;
- 5. Permission for Generative AI's Use of a Person's Identity, Persona, or Style in a Federal Right of Publicity:** Create a federal right of publicity that would simplify bringing a claim for use of voice, name, image, or other indicia of a creator's identity (whether such creator is living or deceased). Unlike current state right of publicity laws, we believe that it should also encompass a creator's style where readily recognized by the relevant consumers; and
- 6. Prohibit Removal of Copyright Information in the Ingest/Training Process:** Amend section 1202 of the Copyright Act so that it is a violation to intentionally remove "copyright management information" from a copyrighted work in order to train AI or create an AI training dataset without permission of the copyright owner, whether or not it can be proven that it was knowingly done to induce or enable infringement; and
- 7. No copyright for AI-generated outputs:** Retain the current copyright law requirement that copyrighted works be human created; we oppose efforts to deem AI-generated content protectible under copyright law, or through the creation of even a limited *sui generis* right. Providing copyright or similar incentives to use AI to generate content will exacerbate the threat of AI-generated content flooding and overwhelming the market for human works that the Constitution seeks to promote and protect.

There is no other news to report at this time.

UNPUBLISHED MEMBERS BENEFITS COMMITTEE – L. Cornell

The UMBC continues to run, improve, and edit the Pen2Paper program. The new Course 4 which, if approved, will be offered as a separate course for graduates of Pen to Paper or any romance writer with a completed manuscript ready to revise and self-edit.

The committee has begun planning for the 2023/2024 Pen2Paper program year. In addition, the committee has submitted suggestions for generating income for the organization using resources from the P2P program.

DIVERSITY ADVISORY COMMITTEE — C. Brett

The Diversity Advisory Committee meets on the first Tuesday of the month.

This quarter, the Committee reports the following:

- The Committee discussed the dissolution of the CIMRWA chapter, replaced by Mosaic Cultural Interracial and Multicultural chapter.
- The Committee is in discussion to identify any financial needs for the upcoming year; the information will be provided shortly after the conference.
- The committee is planning to coordinate with RWA U regarding the sponsoring of outside individuals to provide various diversity training to RWA members.
- The committee discussed the number of diverse individuals who attended the conference, and efforts to increase this number for next year's conference.

Fourth quarter activities:

- The Committee will continue developing a method to accept, fact-find, and resolve DEIA complaints.
- The Committee will begin to audit the classes listed for RWA University to develop a report on the number of offerings from diverse instructors.

MOTION #1: TO APPROVE SEPTEMBER OPERATING BUDGET

Wills moves to approve a one-month budget as presented for September 2023 (see attachment).

Rationale: A budget must be approved by the Board.

[Roll Call Vote]

Romance Writers Of America
Budget Overview
September 2023

	TOTAL
Income	
3000 Dues	
3005 Affiliate	10.00
3020 General & Charter & Associate	17,000.00
3050 New Member Fees	400.00
3070 Reinstatement Fees	200.00
Total 3000 Dues	17,610.00
3100 Conferences / Meetings / Events	
3150 Online RWA U Workshop Registration Fees	300.00
3160 Pen to Paper	8,500.00
3170 Special Events	500.00
Total 3100 Conferences / Meetings / Events	9,300.00
3300 Other Regular Revenues	
3320 Interest	300.00
3350 Pins	15.00
3353 Recordings - General Education	30.00
3355 Recordings - Online RWA U Workshops	75.00
3360 Recordings - RWA Conference Workshops	500.00
3370 Royalties	20.00
Total 3300 Other Regular Revenues	940.00
3400 UBI Revenues	
3410 Advertising Publications	200.00
3420 Advertising Other	100.00
Total 3400 UBI Revenues	300.00
Total Income	\$28,150.00
GROSS PROFIT	\$28,150.00
Expenses	
5000 Salary Expenses	
5050 Payroll Expenses	22,695.00
Total 5000 Salary Expenses	22,695.00
5100 Payroll Tax & Benefits	
5110 Employment Taxes	1,729.30
5130 Group Health & Dental	1,500.00
5150 Retirement	226.96
Total 5100 Payroll Tax & Benefits	3,456.26
5200 Depreciation & Amortization	3,260.00
5300 Insurance Expenses	
5310 Directors & Officers Liability	240.00
5370 Workers Comp	69.00
Total 5300 Insurance Expenses	309.00
5500 Information Technology	
5550 Membership Platform	3,283.00
5560 Other Programs & Licensed Software	688.00

Romance Writers Of America
Budget Overview
September 2023

	TOTAL
5570 Payroll & HR	996.00
Total 5500 Information Technology	4,967.00
5600 Office Expenses & Supplies	
5650 Miscellaneous	972.00
5660 Postage & Delivery	60.00
Total 5600 Office Expenses & Supplies	1,032.00
5700 Telephone & Internet	360.00
6000 Advertising & Marketing PR	
6010 Advertising	1,870.00
Total 6000 Advertising & Marketing PR	1,870.00
6300 Bank & Credit Cards Fees	1,000.00
6400 Catering	30.00
6500 Other Exhibit & Meeting Costs	
6540 Miscellaneous	500.00
Total 6500 Other Exhibit & Meeting Costs	500.00
6600 Professional Fees	
6615 Audio / Video Recording Production	400.00
6620 Audit & Tax	1,250.00
6640 Freelance Articles	2,000.00
6645 Graphic Design & Layout	15.00
6680 Speaker Fees	1,150.00
Total 6600 Professional Fees	4,815.00
Total Expenses	\$44,294.26
NET OPERATING INCOME	\$ -16,144.26
NET INCOME	\$ -16,144.26

MOTION #2: TO APPROVE THE NEW PEN TO PAPER: GUIDE TO ROMANCE WRITING COURSE 4 EXTENSION

Cornell moves to accept the Unpublished Members Benefits Committee's recommendations for the extension of the Pen to Paper program with Course 4 and requests funds needed for the program be incorporated into the 2023-2024 fiscal year budget.

Rationale: RWA is in need of programming that bridges the gap between Pen to Paper and RAMP that allows participants to continue polishing their manuscripts.



PEN TO PAPER

guide to romance writing

Romance Writers of America®

Proposal

Pen to Paper: Guide to Romance Writing Course 4 Extension

Purpose:

The Unpublished Member Benefits Committee seeks approval from the RWA Board to develop a four-month course on revision and editing which will fit between the current Pen to Paper (P2P) and RAMP programs. We propose the title Paper to Polished (PSquared).

The course is intended to:

- Create an ongoing revenue stream for RWA.
- Provide added value for members in the form of member-only discounts.
- Attract new members to RWA.
- Enable members to network and develop a sense of community, which is one of the primary benefits of RWA membership.
- Fulfill the organization's core values by providing education resources and fostering "an environment of creative and professional growth."

Funding:

This includes once-off start-up costs such as logo design and content creation. In its inaugural year, we recommend limiting participant numbers to 30 for manageability. Despite keeping the initial participant numbers low, the course should be self-funding in its first year. In subsequent years, we anticipate costs to be lower, and hope to attract a larger number of participants, which will increase revenue and create an ongoing revenue stream for RWA.

Target market:

This course is aimed at unpublished romance authors who have already completed a first draft of a manuscript, particularly alumni of the Pen to Paper course and those interested in submitting manuscripts to RAMP.

How the program will be structured:

The course will be a four-month collaborative learning experience designed to help unpublished writers revise their manuscripts in order to prepare them for submission to RAMP or agents and

publishers, or for self-publication. Participants will receive weekly lessons that guide them through the steps of self-editing their manuscripts. They will work online in small groups with published authors or editors as guides, which will enable participants to establish a sense of community. Onboarding will take place in November 2023, simultaneously with the Pen to Paper onboarding. The course will run from January to April 2024, and consists of seven units which are outlined below.

Unit 1: Introduction

- November 2023: Onboarding to be conducted in conjunction with Pen to Paper onboarding.
- Week 1: Overview of the stages of revision and editing.

Unit 2: Book Mapping

- Week 2: Book mapping / reverse outlining.
- Week 3: Participants create their own book map.

Unit 3: Developmental Edits

- Week 4: Overview of developmental editing, and participants carry out developmental edits on Act One of their manuscripts.
- Week 5: Participants carry out developmental edits on the first half of Act Two.
- Week 6: Participants carry out developmental edits on the second half of Act Two.
- Week 7: Participants carry out developmental edits on Act Three.

Unit 4: Copy Edits

- Week 8: Overview of copy editing and discussion of online tools for copy editing.
- Week 9: Copy edits focused on POV, tenses, and dialogue.
- Week 10: Copy edits focused on Showing vs Telling, passive voice, and information dumps.
- Week 11: Copy edits focused on tightening writing at sentence level, searching for modifiers, etc. We will also discuss grammar, style, style sheets, using Chicago Manual of Style (CMOS) etc.

Unit 5: Get Feedback

- Week 12: Overview of critique partners, alpha and beta readers, and sensitivity readers, as well as how to do critiques and how to respond to feedback.
- Week 13: Different types of editors and editing services, best practices for hiring editors, and how to work with an editor.

Note: During Unit 5, participants will be encouraged to apply to the RAMP program.

Unit 6: Final Polish

- Week 14: Participants will perform a final proofread of the manuscript. (Note: This is their own proofread before the manuscript is submitted to external editors, not the final proofread before publication.)

Unit 7: Next Steps

This unit will contain optional lessons, enabling participants to select between lessons focused on traditional publishing or on self-publishing, or they can complete both sets of lessons if they have not yet decided between these options.

- Week 15: An overview of the traditional publishing and self-publishing processes, including further rounds of edits, final proofread, formatting, etc.
- Week 16: Best practices for creating book blurbs/back copy, author bios, researching categories (for self-publishing) and preparing query letters and synopses (for traditional publishing).

The course will conclude with an online graduation ceremony via Zoom and certificates for all participants who completed the program.

MOTION #3: ESTABLISH THE RAMP COMMITTEE

Renée moves to establish the RAMP Committee to oversee the operations of the Romance Author Mentorship Program.

Rationale: The Board must approve the establishment of standing committees at the national level.

NEW BUSINESS

ADJOURN