#### NINC Board Meeting Notes

#### Tuesday, December 12, 2023, 3 pm ET

#### (2pm Central; 1pm Mountain; 12pm Pacific; 9pm The Netherlands)

Celeste called the meeting to order at 12:02 Pacific time.

#### Welcome new Board members.

Dave Berens President-elect.

Cheré Coen - Newsletter Editor

Mindy Neff - Treasurer - Not in attendance

#### Proposed 2024 NINC budget

The budget was adjusted according to the board members' input. Christie will adjust it. In January the board votes on the 2024 budget according to Laura. Christie left the meeting at 12:16.

#### **Conference report By Mel and Tawdra**

Contracts are signed for 2026, 2027, and 2028. Timothy sent the deposit.

An announcement will be made soon. All the Jewish holidays are missed in 2026, 2027 and 2028. We still have issues with the Jewish holidays in 2024 and 2025, but that was done before any of us were on the board.

They are ready to pay the 2023 bill. There were some discrepancies, but they were taken care of. They had a nice call with Colleen in accounting and she sorted the discrepancies. They are ready to pay the bill. Laura will pay \$25,000 with the new PNC credit card so NINC can get the \$750 bonus (by spending \$25K within the first 3 months of having the card).

Timothy can pay the remainder via ACH. Mel will let him know and that will officially close out 2023.

Colleen said she was aware of all the issues that we encountered. She is going to work with our group very closely so that nothing like this happens ever again.

Mel thinks the conference was net positive at about five thousand dollars.

#### **Conference 2024**

Initial meeting with programming. Violet Howe as programming chair and Sydney Swanson as assistant, both of whom are long-time attendees. Sydney brought a list. They will brainstorm in Basecamp and then in January get started on their first wave of invites.

They presold Sponsorships \$49,495.00. Christy will invoice in the new year.

Tawdra and Mel are going to take off from December 20 - January 2 for the holidays. Nothing happening from conference planning.

We are going to increase the number of members to attend in 2024 by 25. We sell with a buffer of fifty people. Typically we get fifty cancelations. That keeps us from having to reopen registration.

The hotel honored the hotel room rates for the new conference contracts.

New how-to-use Basecamp session to be taught by Tawdra sometime in January.

We went into executive session at 1:30 2023 conference incident wrap-up. Ended the executive session at 3:56 EST

Mel and Tawdra left the meeting

**Approval of November Minutes** — Will make changes and then upload them to Basecamp and we will vote on them there.

#### **Reports of officers**

- President She has been in talks with different companies. ACX has been in meetings and will share with the membership as a whole. What is going on with international distribution? Other questions about various things. You claim your book on ACX. Details like that she'll be able to share. Autocrit — because of their sale. Underwhelmed by it. She is having a Zoom meeting with them tomorrow. She is working to continue to maintain these relationships she built at the conference this year. She doesn't want these to end because she's no longer on the board. She'll also introduce other board members to these representatives.
- 2. President-elect She's aiming to have the new technologies committee ready for the new year. Amazon is doing AI audiobooks and AI image generation for Amazon ads for vendor.
- 3. Secretary Sylvia Nothing to report.
- 4. Treasurer Timothy Met with Celeste and Christie to get the budgets figured out. Working on getting Mindy up and running for the new year. He'll be paying the final hotel bill for the conference.
- 5. Newsletter editor Harper Met with Cheré and Trish the acquisitions editor in November. Went over everything with her. Updated the NINC bible. She's going to get with Cheré in the next couple of weeks and met with her in person. Hand over everything to her at that point. All the articles are booked through February. Some articles are booked through July.
- 6. Advisory Representative Steven He gets to welcome Celeste into the advisory council. It's been really quiet.
- 7. Central Coordinator Laura Membership renewals are underway and we're not having problems with Stripe this year as we have in the past. Somehow Tom increased the cost for new members and we're having to refund those overpayments. In refunding so much money Stripe had to draw money from our bank account. Due

to the new ACH Positive protection on the account, the unexpected withdrawal was rejected, and Stripe freaked out. Because of that, until mid-March, they will withhold 10% of our funds. In mid-March, they should release them.

- Banking Stuff We've got our PNC credit card at long last. The last of our old banking business is about to wrap up. The CD matures on December 30. Do not roll it over. Cash out and transfer the money. All the banking will be good.
- 2. Basecamp is increasing our rate by \$200 a year.
- 3. We're going to terminate our contract with Your Membership Website Company. We're meeting with the attorney on Friday. We don't want to pay them any more money. We were paying a \$380 a month subscription fee canceled. We've spent \$16,000. We'd like to get a refund of \$11,000. There are no termination standards or termination terms in the contract. Celeste said there is nothing delineated in the contract. That's why we're meeting with the attorney. We're not going to go to litigation if we don't get a refund, but we're terminating and moving on. We're starting over.
- 4. Laura wants the board's permission to contact the other company (CTMH). She did maintain a relationship with them. She thinks they will remember her. She'll email them and ask if we can meet in the new year. She's going to set up a meeting for January.
- 5. Caethes is all for meeting with them after the first of the year. As soon as the New Year.
- 6. She's still working on updating the policy and procedure manual. She's going to upload it to Basecamp soon.

#### **Old Business**

a. Website — Already discussed.

#### **New Business**

Warner Chappell v. Nealy (below: see <u>AG letter</u> & links to info about the case)

(i) Sign amicus brief?

(ii) Contribute to legal expenses for amicus brief?

Laura said our lawyer said that you can contribute money without incurring liability. If you sign it, you're putting your name on it.

How far out can you wait to file damages? According to the copyright laws, you need to file within three years. You're supposed to file suit when you are made aware of the infringement within three years. Horrible flagship case for this. Caethes is

#### Deleted: Celeste and Caethes know w

inclined not to touch it unless we see the Amicus brief. Two different circuit courts have given different rulings. What's the desired outcome?

Discussion ensued.

Celeste — Are the particulars of this case what we want to align our organization to this case? We can lend our support to the issue and what we think the desired outcome should be. Until we have something we can review, we don't want to give our commitment.

Discussion ensued.

Per Timothy, we need the actual Amicus brief

The Amicus brief is not ready to be signed. Laura said on November 29th, there was nothing even started.

Steven asked if there was something we needed to vote on.

Celeste is going to ask Rebecca where it stands. Right now we don't have enough information to vote on.

Caethes — They want to know by their December meeting if we're going to sign on. Put it on pause for now until we hear back from Rebecca. See if there is any kind of update.

Authors Income Survey - Can we post this in the Newsletter?

Caethes — It shows we have a diversity problem in NINC.

Celeste — There is validity in having an outreach committee to organizations and help their members understand how they can qualify. We need more diversification in race and also in age. Also men. We need more outreach to younger members. She's volunteering to be a part of the subcommittee.

Discussion ensued.

Caethes asked how we're going to make this information available to the members.

Those are our numbers. Harper said we could send out a big newsletter blast. The problem is do we still want her to break down the numbers?

Steven wanted to know if we had the permission to distribute the information.

Celeste — It's a 32-page document. If we try to abridge it, someone is going to get annoyed. Rebecca could summarize it and give an analysis it would be good.

Put it on the NINC drive with a link.

Caethes likes the idea of Rebecca doing it as her article and then putting a link to the 32-page report.

Annual COLA adjustment increase for NINC staff Laura asked for an increase as well. None of these are steep adjustments. All within about a dollar. We're in good standing financially and they deserve it

Steven —makes a motion to adjust the NINC staff Cola Adjustment.

The motion passes.

#### Set Board meeting date/time for January 2024 - will be on Basecamp

Adjourns the meeting on Tuesday, December 12, 2023, at 1:51 pm PST and 4:51 pm EST.

#### Votes:

Steven —makes a motion to adjust the NINC staff Cola Adjustment.

#### The motion passes.

November minutes were voted on and passed in Basecamp.

#### AG letter

Cheryl L. Davis to ACA

Hello, and I hope everyone is doing (reasonably) well. I wanted to follow up on a potential amicus opportunity that has been offered to us, and that we have previously discussed in our monthly calls. Some groups have already agreed to join, and we're seeing if any additional groups would like to sign on as well.

Warner Chappell v. Neal is scheduled to go before the U.S. Supreme Court, and it will address the question of whether copyright plaintiffs can recover for damages even if they were incurred more than three years before the lawsuit. The federal circuits are split on this issue, and we filed an amicus brief in the 9th Circuit in the Starz v. MGM case (which was cited by the judge in her decision) that argued that Starz retained the right to collect damages for the infringement of their copyrights even though more than three years had passed since the infringements first occurred.

The difference between the circuits can create a vast difference in the amount of damages a content creator might be able to receive in a copyright infringement action - and in some cases might determine whether it is financially viable to bring the case at all. The attorneys who submitted our amicus brief in the Starz case have offered to prepare a similar amicus brief here, and would cap their fees at \$15,000, of which the Authors Guild would pay \$5,000. Please let us know by the December meeting if you would like to sign on and contribute to this brief.

Cheryl L. Davis

(she/her/hers)

General Counsel

Here are some links to info about Warren Chappell v. Nealy:

Oyez: https://www.oyez.org/cases/2023/22-1078

Appeals brief: https://media.ca11.uscourts.gov/opinions/pub/files/202113232.pdf

IP Update: https://www.ipupdate.com/tag/warner-chappell-music-et-al-v-nealy/

## **Executive Summary**

### Novelists Inc.

## For the month ended November 30, 2023

	NOV 2023	OCT 2023	VARIAN
Cash			
Cash received	42,839.26	4,870.88	779.50%
Cash spent	38,125.29	8,282.92	360.29%
Credit Card payments	-	-	-
Surplus (deficit)	4,713.97	(3,412.04)	238.16%
Closing bank balance	875,196.60	870,482.63	0.54%
Profitability			
Income	37,120.00	2,025.00	1,733.09%
Direct costs	1,724.13	1,501.25	14.85%
Gross profit (loss)	35,395.87	523.75	6,658.16%
Other income	2,678.34	2,845.88	-5.89%
Expenses	33,583.03	9,161.72	266.56%
Profit (loss)	4,491.18	(5,792.09)	177.54%
Balance Sheet			
Debtors	-	-	-
Creditors	-	-	-
Net assets	905,505.06	900,283.88	0.58%
Sales			
Number of invoices issued	-	-	-
Average value of invoices	-	-	-
Performance			
Gross profit margin (%)	95.36	25.86	268.68%
Net profit margin (%)	12.10	(286.03)	104.23%
Return on investment (p.a.) (%)	5.95	(7.72)	177.09%
Position			
Average debtor days	-	-	-
Average creditor days	-	-	-
Short term cash forecast	_	-	-
Current assets to liabilities	-	(9,642.40)	100.00%

NOV 2023	OCT 2023	VARIANCE

Term assets to liabilities

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# **Cash Summary**

## Novelists Inc. For the month ended November 30, 2023

	NOV 2023	MONTHLY AVERAGE (YTD)	VARIANCE
Income			
Conference Fees: Conference Sponsorships and Ads	-	6,812.27	-100.00% 🦊
Conference Fees: Industry Guests	-	2,768.64	-100.00% 🗸
Conference Fees: Members & Assistants/Current Yr	-	17,798.64	-100.00% 🗸
Conference Refunds	-	(1,915.89)	100.00% 🕇
Interest Income	2,678.34	1,670.15	60.37% 🕇
Membership Dues	38,385.00	7,638.64	402.51% 🕇
Membership Dues Refunds	(1,265.00)	(135.91)	-830.77% 🗸
Other Income	-	23.18	-100.00% 🗸
Total Income	39,798.34	34,659.71	14.83%
Less Expenses			
Accounting & Consulting	-	597.00	-100.00% 🤳
Advertising & Marketing	-	65.05	-100.00% 🗸
Bank Service Charges	62.00	61.99	0.02% 🕇
Board Catered Events	-	16.04	-100.00% 🗸
Board Travel	-	775.75	-100.00% 🗸
Charitable Contributions	-	9.09	-100.00% 🗸
Conference Audio/Visual	-	1,615.76	-100.00% 🗸
Conference Committee Travel	-	316.04	-100.00% 🗸
Conference Convention Fees	-	14,852.98	-100.00% 🗸
Conference Gratuities/Tips	-	179.09	-100.00% 🗸
Conference Insurance	-	363.64	-100.00% 🗸
Conference Planning & Promotion Sponsor Expenses	-	140.86	-100.00% 🗸
Conference Program/Attendee Packets: Badges		78.10	-100.00% 🗸
Conference Software & Apps	59.59	422.72	-85.90% 🗸
Conference Speaker Travel	-	398.86	-100.00% 🗸
Conference Subcontractors	16,250.00	4,171.09	289.59% 🕇

	NOV 2023	MONTHLY AVERAGE (YTD)	VARIANC
Conference Supplies	-	677.05	-100.00%
Dues & Subscriptions	394.25	188.37	109.29%
Gifts	-	79.99	-100.00%
Insurance	-	440.34	-100.00%
Legal Expenses	-	6.36	-100.00%
License, Fees & Permits	-	4.77	-100.00%
Merchant Fees	1,333.03	1,073.98	24.12%
Newsletter Content Contractors	11,028.20	1,889.47	483.67%
Newsletter Production Contractors	1,801.62	904.73	99.13%
Office Supplies & Expenses	-	7.77	-100.00%
Postage & Shipping	-	33.88	-100.00%
President's Discretionary Fund	-	47.73	-100.00%
Rent	-	55.11	-100.00%
Software & Applications	183.17	378.06	-51.55%
Subcontractors	1,724.13	1,686.92	2.21%
Website Fees & Maintenance	-	673.75	-100.00%
Total Expenses	32,835.99	32,212.34	1.94%
urplus (Deficit)	6,962.35	2,447.36	184.48%
us Other Cash Activity		(1,227.27)	100.00%
Prepaid Conference Fees	-	(736.18)	100.00%
Stripe Reserved Funds	(3,104.60)	(282.24)	-1,000.00%
Suspense	91.12	(202.24)	-1,000.00%
Vendor Deposits	35.10	-	
Total Other Cash Activity	(2,978.38)	(2,245.69)	-32.63%
	(-,)	(	
us Changes in Equity Board Designated Fund: Legal Fund	-	454.55	-100.00%
New Tech Consultancy Fund, Al	<u> </u>	454.55	-100.00%
Restricted Fund Balances: Advocacy Fund		(412.09)	100.00%
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	NOV 2023	MONTHLY AVERAGE (YTD)	VARIANCE
Restricted Fund Balances: Legal Fund	-	(230.91)	100.00% 个
Restricted Fund Balances: Special Project	-	(1,818.18)	100.00% 个
Restricted Fund Balances: West (Benevolent) Fund	1,030.00	(152.27)	776.42% 个
Unrestricted Funds	-	1,552.09	-100.00% 🔸
Total Changes in Equity	730.00	737.63	-1.03%
et Cash Flows	4,713.97	939.30	401.86%
ummary			
Opening Balance	870,482.63	78,624.03	1,007.15%
Plus Net Cash Flows	4,713.97	939.30	401.86% 个
Closing Balance	875,196.60	79,563.33	1,000.00%
Net change in cash for period	4,713.97	939.30	401.86%

## **Income Statement**

### Novelists Inc. For the month ended November 30, 2023 Cash Basis

ncome		OCT 2023	YEAR TO DATI
Conference Revenue			
Conference Fees: Conference Sponsorships and Ads	-	-	74,935.00
Conference Fees: Industry Guests	-	-	30,455.00
Conference Fees: Members & Assistants/Current Yr	-	-	195,785.00
Conference Refunds	-	-	(21,074.84
Total Conference Revenue	-	-	280,100.1
Membership Revenue			
Membership Dues	38,385.00	2,025.00	84,025.00
Membership Dues Refunds	(1,265.00)	-	(1,495.00
Total Membership Revenue	37,120.00	2,025.00	82,530.0
Total Income	37,120.00	2,025.00	362,630.1
ost of Goods Sold			
Merchant Fees	1,333.03	74.96	11,813.8
Subcontractors	1,724.13	1,501.25	18,556.1
Total Cost of Goods Sold	3,057.16	1,576.21	30,369.9
ross Profit	34,062.84	448.79	332,260.2
perating Expenses			
Administrative Expenses			
Accounting & Consulting	-	-	6,567.05
Advertising & Marketing	-	63.60	715.50
Bank Service Charges	62.00	102.95	681.86
Charitable Contributions	-	-	100.00
Dues & Subscriptions	394.25	394.25	2,072.09
Gifts	-	129.89	879.8
	-	-	4,843.7
Insurance	_	_	70.0
Legal Expenses	-	-	52.5
	- -	-	
Legal Expenses License, Fees & Permits		-	85.48
Legal Expenses License, Fees & Permits Office Supplies & Expenses	-	- - - 62.21	85.44 372.65
Legal Expenses License, Fees & Permits Office Supplies & Expenses Postage & Shipping	-	- - 62.21 483.17	52.50 85.44 372.65 606.23 4,158.60

	NOV 2023	OCT 2023	YEAR TO DAT
Board Expenses			
Board Catered Events	-	-	176.4
Board Travel	-	2,722.28	8,533.2
President's Discretionary Fund	-	-	525.0
Total Board Expenses	-	2,722.28	9,234.6
Conference Expenses			
Conference Audio/Visual	-	-	17,773.3
Conference Committee Travel	-	150.75	3,476.4
Conference Convention Fees	-	-	163,382.8
Conference Gratuities/Tips	-	60.00	1,970.0
Conference Insurance	-	-	4,000.0
Conference Planning & Promotion Sponsor Expenses	-	-	1,549.4
Conference Program/Attendee Packets: Badges	-	-	859.0
Conference Software & Apps	59.59	59.59	4,649.8
Conference Speaker Travel	-	-	4,387.4
Conference Subcontractors	16,250.00	676.00	45,882.0
Conference Supplies		-	7,447.
Total Conference Expenses	16,309.59	946.34	255,378.1
Newsletter Expenses			
Newsletter Content Contractors	11,028.20	600.00	20,784.2
Newsletter Production Contractors	1,801.62	1,110.90	9,952.0
Total Newsletter Expenses	12,829.82	1,710.90	30,736.2
Total Operating Expenses	29,778.83	6,615.59	323,965.8
perating Income	4,284.01	(6,166.80)	8,294.4
ther Income / (Expense)			
Interest Income	2,678.34	2,845.88	18,371.6
Other Income	-	-	255.0
Total Other Income / (Expense)	2,678.34	2,845.88	18,626.6

# **Budget Variance**

### Novelists Inc. For the month ended November 30, 2023 Cash Basis

	NOV 2023	JAN-NOV 2023	2023 OVERALL BUDGET	REMAINING BALANCE
Membership Revenue				
Membership Dues	38,385.00	84,025.00	120,750.00	36,725.00
Membership Dues Refunds	(1,265.00)	(1,495.00)	(2,000.00)	(505.00)
Total Membership Revenue	37,120.00	82,530.00	118,750.00	36,220.00
Conference Revenue				
Conference Fees: Conference Sponsorships and Ads	-	74,935.00	60,000.00	(14,935.00)
Conference Fees: Industry Guests	-	30,455.00	36,750.00	6,295.00
Conference Fees: Members & Assistants/Current Yr	-	195,785.00	208,250.00	12,465.00
Conference Refunds	-	(21,074.84)	(30,000.00)	(8,925.16)
Conference Fees: Catered Events, Misc.	-	-	6,000.00	6,000.00
Total Conference Revenue	-	280,100.16	281,000.00	899.84
Cost of Sales				
Merchant Fees	1,333.03	11,813.80	11,000.00	(813.80)
Subcontractors	1,724.13	18,556.11	30,000.00	11,443.89
Total Cost of Sales	3,057.16	30,369.91	41,000.00	10,630.09
Gross Profit	34,062.84	332,260.25	358,750.00	26,489.75
Administrative Expenses				
Accounting & Consulting	-	6,567.05	1,500.00	(5,067.05)
Advertising & Marketing		715.50	750.00	34.50
Bank Service Charges	62.00	681.86	50.00	(631.86)
Charitable Contributions	-	100.00	-	(100.00)
Dues & Subscriptions	394.25	2,072.09	100.00	(1,972.09)
Gifts	-	879.88	350.00	(529.88)
Insurance		4,843.75	6,000.00	1,156.25
Legal Expenses		70.00	700.00	630.00
License, Fees & Permits		52.50	175.00	122.50
Office Supplies & Expenses		85.48	300.00	214.52
Postage & Shipping	<u>-</u>	372.65	250.00	(122.65)
President's Discretionary Fund		525.00	500.00	(25.00)
Rent		606.23	575.00	(31.23)
Software & Applications	183.17	4,158.66	3,750.00	(408.66)
Website Fees & Maintenance	-	7,411.25	10,000.00	2,588.75
Total Administrative Expenses	639.42	29,141.90	25,000.00	(4,141.90)
Poard Exponses				
Board Expenses				

	NOV 2023	JAN-NOV 2023	2023 OVERALL BUDGET	REMAINING BALANCE
Board Catered Events	-	176.40	750.00	573.60
Board Travel	-	8,533.21	7,050.00	(1,483.21)
Total Board Expenses	-	8,709.61	7,800.00	(909.61)
Conference Expenses				
Conference Audio/Visual	-	17,773.38	19,000.00	1,226.62
Conference Catering	-	-	152,000.00	152,000.00
Conference Committee Travel	-	3,476.46	14,000.00	10,523.54
Conference Convention Fees	-	163,382.82	-	(163,382.82)
Conference Gratuities/Tips	-	1,970.00	2,200.00	230.00
Conference Insurance	-	4,000.00	-	(4,000.00)
Conference Planning & Promotion Sponsor Expenses	-	1,549.48	1,500.00	(49.48)
Conference Program/Attendee Packets: Badges	-	859.08	-	(859.08)
Conference Software & Apps	59.59	4,649.89	-	(4,649.89)
Conference Speaker Travel	-	4,387.43	12,000.00	7,612.57
Conference Subcontractors	16,250.00	45,882.00	42,400.00	(3,482.00)
Conference Supplies	-	7,447.58	18,000.00	10,552.42
Total Conference Expenses	16,309.59	255,378.12	261,100.00	5,721.88
Newsletter Expenses				
Newsletter Content Contractors	11,028.20	20,784.20	-	(20,784.20)
Newsletter Production Contractors	1,801.62	9,952.02	-	(9,952.02)
Total Newsletter Expenses	12,829.82	30,736.22	-	(30,736.22)
Other Income				
Interest Income	2,678.34	18,371.60	-	(18,371.60)
Other Income	-	255.00	-	(255.00)
Total Other Income	2,678.34	18,626.60	-	(18,626.60)
Net Profit	6,962.35	26,921.00	64,850.00	37,929.00

## **Balance Sheet**

## Novelists Inc. As of November 30, 2023

Assets		
Current Assets		
Cash and Cash Equivalents		
NBKC - Business - 1753	757.77	757.7
NBKC - CD - 5773	30,218.28	30,218.2
PayPal	6,088.61	8,588.6
PNC - Checking - 7011	91,312.01	91,923.8
PNC - Savings - 7038	741,598.46	736,074.2
Stripe - Membership	5,295.31	259.6
Total Cash and Cash Equivalents	875,270.44	867,822.3
Prepaid Conference Fees	8,098.00	8,098.0
Stripe Reserved Funds	3,104.60	
Vendor Deposits	-	35.1
Total Current Assets	886,473.04	875,955.4
Fixed Assets		
Less-Accumulated Amortization: Website & Branding	(24,932.89)	(19,990.55
Website & Branding	44,038.75	44,038.7
Total Fixed Assets	19,105.86	24,048.2
Total Assets	905,578.90	900,003.6
iabilities and Equity		
Liabilities		
Current Liabilities		
Divvy Clearing	73.84	199.6
Suspense	-	(91.12
Total Current Liabilities	73.84	108.5
Total Liabilities	73.84	108.5
Equity		
Board Designated Fund: Legal Fund	5,000.00	5,000.0
Current Year Earnings	185,054.31	180,174.3
New Tech Consultancy Fund, Al	5,000.00	5,000.0
Restricted Fund Balances: Authors Coalition Fund	292,910.88	293,210.8
Restricted Fund Balances: West (Benevolent) Fund	9,722.46	8,692.4
Retained Earnings	383,244.41	383,244.4

NOV 30, 2023

OCT 30, 2023

	NOV 30, 2023	OCT 30, 2023
Unrestricted Funds	24,573.00	24,573.00
Total Equity	905,505.06	899,895.13
otal Liabilities and Equity	905,578.90	900,003.66

# **Aged Receivables Summary**

Novelists Inc. As of November 30, 2023 Ageing by due date