

**AMENDED AND RESTATED BYLAWS OF  
THE NO STARCH PRESS FOUNDATION  
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

**ARTICLE 1 – NAME AND OFFICES**

**Section 1.1 Name:** The name of this Corporation is The No Starch Press Foundation.

**Section 1.2 Offices:** The principal office of the Corporation is located at 245 8<sup>th</sup> Street, San Francisco, California 94103. The Board of Directors may change the location of the principal office by: (a) having the Secretary make a note of such change on these Bylaws opposite this Section; or (b) amending this Section to state the new location. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

**ARTICLE 2 – PURPOSE AND LIMITATIONS**

**Section 2.1 Purpose:** This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law (“California Nonprofit Law”) for charitable and public purposes. The specific purpose of this Corporation is to provide financial, creative and technical support to organizations committed to hacking, experimentation, and deep knowledge in the scientific, technical, engineering, and mathematics (STEM) fields. Additionally, this corporation may engage in any activities that are reasonably related to or in furtherance of its stated charitable and public purposes, or in any other charitable and public activities. This Corporation is organized and operated exclusively for charitable and public purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Notwithstanding any other provision of these Bylaws, the Corporation will not carry on any other activities not permitted to be carried on: (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code); or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

**Section 2.2 Dedication of Assets:** The property of this Corporation is irrevocably dedicated to the purposes in Section 2.1 of these Bylaws and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director or officer of this Corporation or the to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated for educational purposes and which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3)

**Section 2.3 Private Foundation Limitations:** If the Corporation is determined to be a private foundation as defined in Section 509(a) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law):

(a) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law);

(b) The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law);

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law);

(d) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law); and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

### **ARTICLE 3 – MEMBERSHIP**

**Section 3.1 No Members:** The Corporation will have no voting members within the meaning of California Nonprofit Law.

### **ARTICLE 4 – BOARD OF DIRECTORS**

**Section 4.1 General Powers:** Subject to the provisions and limitations of California Nonprofit Law, the Board of Directors ("Board") shall manage all the business activities and affairs of the Corporation, and all corporate powers shall be exercised by or under direction of the Board. The Board is responsible for overall policy and direction of the Corporation and shall delegates responsibility for the day-to-day operations employees, volunteers, and/or committees.

**Section 4.2 Specific Powers:** Without limiting the general powers set forth in Section 4.1 above, the Board will have the specific power to:

(a) Perform any and all duties imposed on them collectively or individually by law, the Corporation's Articles of Incorporation, or these Bylaws;

(b) Appoint and remove Officers and hire and terminate employees of the Corporation and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation of all Officers and employees of the Corporation;

(c) Supervise all Officers, agents, and employees of the Corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Qualify the Corporation to conduct its activities in any other state, territory, dependency, or country and to, thereafter, conduct the Corporation's activities outside of California;

(f) Borrow money and incur debts on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, and other evidences of debt and securities;

(g) Pledge or hypothecate funds and other assets of the Corporation for purposes of securing any debt incurred by the Corporation; and

(h) Invest and reinvest assets of the Corporation.

**Section 4.3 Duties:** Directors shall perform their duties, including duties as members of any committee of the Board upon which the Directors may serve, in good faith, in a manner such Directors believe to be in the best interests of the Corporation and with such care, including reasonable inquiry, as ordinary prudent persons in a like position would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, prepared by:

(a) One or more Officers or employees of this Corporation whom the Director believes to be reliable and competent in the matters presented;

(b) Attorneys, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

(c) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, so long as, in any such case, the Director acts in good faith, after reasonable inquiry when the circumstances require inquiry, and without knowledge that would cause such reliance to be unwarranted.

**Section 4.4 Restriction on Interested Directors:** As long as required by law under Corporations Code Section 5227, no more than forty-nine percent (49%) of the persons serving on the Board may be "interested persons." An interested person is: (a) any person compensated by the Corporation for services rendered to the Corporation within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable advancement or reimbursement of expenses incurred by a Director in

the performance their duties as a Director; and (b) any sibling, ancestor, descendent, spouse, or in-law of any person described above in (a) of this Section 4.4. Any violation of the provisions of this Section 4.4 shall not, however, affect the validity or enforceability of any transaction entered into by the corporation.

**Section 4.5 Number of Directors:** The Board will be composed of a minimum of Three (3) and a maximum of Eight (8) persons, with the exact number of Directors to be determined by the Board from time to time. A change to the minimum or maximum number of Directors requires an amendment to this Section of the Bylaws, or a repeal and adoption of a new Section in accordance with these Bylaws.

**Section 4.6 Term of Office:** Directors will serve for a term of Three (3) years. Directors may serve any number of consecutive terms, and until such successor is duly elected and qualified

**Section 4.7 Appointment of Initial Directors:** The initial members of the Board of Directors shall be those two (2) individuals appointed by the sole incorporator of the Corporation pursuant to Section 5134 of the California Corporations Code and as stated in the Action by Incorporator of The No Starch Press Foundation dated August 16, 2017. Subsequent Directors shall be elected pursuant to Section 4.8 of these Bylaws.

**Section 4.8 Election of Directors:**

(a) The directors of the Corporation will be elected for Three (3) year terms by all the Directors in office at the time of the election, except for the initial Directors of the Corporation who were appointed by the incorporator of the Corporation as stated above in Section 4.7.

(b) Directors will be elected at the annual meeting of the Board or at a special meeting of the Board held for that purpose. Each Director, will hold office until the expiration of the term for which he or she was elected and until a successor is elected and qualified. A Director (including an initial Director) may serve for any number of terms, regardless of whether such terms are consecutive or not.

(c) Cumulative voting shall not be permitted during the election of Directors.

**Section 4.9 Vacancies:** A vacancy on the Board shall exist upon:

(a) The death, resignation, or removal of any Director;

(b) The increase of authorized number of Directors; or

(c) The declaration by resolution of the Board of vacancy in the office of a Director who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order of judgment of any court to have breached a duty under Corporations Code Section 5231.

Vacancies may be filled by approval of a majority of the Board, or if the number of Directors then in office is less than a quorum: by (1) unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting noticed in compliance with these bylaws; or (3) the sole remaining Director.

**Section 4.10 Removal:** A Director may be removed, with or without cause, by a vote of the majority of Directors then in office at a regular meeting or at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and the removal questions are given as provide in Section 4.15 of these Bylaws. Any vacancy caused by the removal of a Director shall be filed as provide in Section 4.9 of these Bylaws.

**Section 4.11 Resignation, termination, and absences:** Any Director may resign by giving written notice to the President or Secretary of this Corporation. Such resignation shall be effective upon receipt by the President or Secretary and pursuant to Section 4.8(b) of these Bylaws or upon a specified date in the written notice of resignation.

**Section 4.12 Annual Meeting and Regular Meetings:** The Board of Directors shall hold an annual meeting at least once a year, at a time and place designated by the Board for purposes of electing directors, appointing officers, designating committees, and transacting regular business. In addition to the annual meeting, the Board of Directors may fix by resolution the time and place for holding regular Board meetings and the Board shall strive to hold such regular meetings on at least a quarterly basis.

**Section 4.13 Special Meetings:** Special meetings of the Board may be called by the President, the Secretary, or any two Directors.

**Section 4.14 Place of Meetings:** The annual meeting and regular meetings of the Board may be held at any place within or outside the state of California that has been designated from time to time by resolution of the Board or in the notice of the meeting, if any. In the absence of such designation, annual meetings and regular meetings will be held at the principal office of the Corporation. Special meetings of the Board will be held at any place within or outside the state of California that has been designated in the notice of the meeting or, if no place is designated in the notice, at the principal office of the Corporation. Notwithstanding the above provisions, any meeting may be held at any place consented to in writing by all the Directors, either before or after the meeting. Any consent given will be filed with the minutes of the meeting.

Board meetings may be held in full or in part by conference call, video communication, or other electronic transmission, and participating in a meeting through those means shall constitute presence at the meeting, if all of the following are satisfied:

- (a) Each Director participating in the meeting can communicate with all of the other Directors concurrently;

(b) Each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation;

(c) The Corporation adopts and implements some means of verifying that all persons participating in the meeting are Directors of the Corporation or are otherwise entitled to participate in the meeting, and that all actions of, or votes by, the Board are taken and cast only by Directors and not by persons who are not Directors; and

(d) Each Director participating in the meeting using electronic transmission has provided an unrevoked written consent to receiving electronic communications from the Corporation.

**Section 4.15 Notice of Meetings:** Notice of all meetings shall state the place, date and time of the meeting. The purpose of any Board meeting does not need to be stated in the notice. Notice must be given to all Directors at least four (4) days in advance if it is sent by first class mail or at least forty-eight (48) hours in advance if delivered personally, by telephone, or by electronic transmission. Notice shall not be given by electronic transmission if the Corporation is unable to deliver two consecutive notices to a Director by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving notice.

Actions taken at any meeting shall be valid, even if notice is not provided in accordance with this Section 4.15, if (a) a quorum is present and (b) either before or after the meeting, each of Director not at the meeting signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Valid notice of a meeting shall also be deemed to have been validly given to any Director who attends the meeting and fails, before or at the beginning of the meeting, to object to the lack of adequate notice.

**Section 4.16 Quorum:** A majority of the Board shall constitute a quorum. If a quorum is not present at a meeting. No business may be conducted by the Board at any meeting at which a quorum is not present, and the only motion which shall be voted on is a motion to adjourn the meeting. If at the beginning of meeting a quorum is present but later a quorum is lost due to the withdrawal or exit of Directors from the meeting, the remaining Directors may continue to conduct business as long as any actions taken thereafter are approved by at least a majority of the required quorum, or such greater percentage as may be required by law.

**Section 4.17 Compensation:** Directors shall serve without compensation, except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in these Bylaws. Any payments to Directors shall be approved in advance in accordance with this corporation's conflict of interest policy. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for such service.

**Section 4.18 Board Action:** Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless the Articles of Incorporation or these Bylaws, or provisions of the Law require a greater percentage or different voting rules for approval of a matter by the Board.

**Section 4.19 Actions by Unanimous Written Consent Without Meeting:** Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board consent in writing to such action. For purposes of this Section only, "all members of the Board," shall not include any "interested Director" as defined in Section 5233 of the California Corporations Code. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

## ARTICLE 5 – COMMITTEES

**Section 5.1 Committee Formation:** The Board may, by resolution adopted by a majority of the Directors, provided that a quorum is present, create one or more committees to serve at the pleasure of the Board, consisting of two (2) or more Directors. Appointments to such committees shall be by a majority vote of the Directors. The Board may appoint one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Such committees may act to the extent of the authority provided in resolution by the Board. Provided however, that such committees, shall not have the authority to:

- (a) approve any action for which California Nonprofit Corporation Law requires Board approval;
- (b) fill any vacancies on the Board or on any committee which has the authority of the Board.
- (c) amend or repeal the Articles of Incorporation or these Bylaws or adopt new Bylaws.
- (d) appoint committees of the Board or the members thereof; and
- (e) approve any self-dealing transactions as defined by Section 5233 of the California Corporations Code or any successor section thereto, except as provided by law.

**Section 5.2 Advisory Committee Formation:** The Board, by a majority vote of Directors, may establish one or more advisory committees to the Board. The members of any advisory committee may consist of Directors or non-Directors. Notwithstanding the powers given to other duly-formed committees, advisory committees may not exercise the authority of the Board to make decisions on behalf of the Corporation, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing

Board decisions and policies. Advisory committees shall be subject to the supervision and control of the Board.

**Section 5.3 Audit Committee:** At all times that this Corporation is required by applicable law to have an independent audit, or at any time the Corporation voluntarily chooses to do so, the Corporation shall have an Audit Committee consisting of at least two Directors and which may include nonvoting advisors. Directors who are employees or officers of the Corporation or who received, directly or indirectly, any consulting, advisory, or other compensatory fees from the Corporation (other than for service as director) may not serve on the audit committee. The audit committee shall perform the duties and adhere to the guidelines set forth from time to time by the Board. Such duties include, but are not limited to:

- (a) Assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary;
- (b) Negotiating the auditor's compensation;
- (c) Conferring with the auditor regarding the corporation's financial affairs;  
and,
- (d) Reviewing and accepting or rejecting the audit.

Members of the audit committee shall not receive compensation for their service on the audit committee in excess of that provided to Directors for their service on the Board. If the Corporation has a finance committee, a majority of the members of the audit committee may not concurrently serve as members of the finance committee, and the chair of the audit committee may not serve on the finance committee.

## **ARTICLE 6 – OFFICERS**

**Section 6.1 Officers:** The Officers of this Corporation shall be a President, a Secretary, a Treasurer and such other Officers with such titles and duties as shall be determined by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

**Section 6.2 Selection and Term of Office:** The Officers of this Corporation shall be appointed by the Board of Directors and shall serve at the pleasure of the Board.

**Section 6.3 Removal:** Any Officer selected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of this Corporation would be served thereby, subject to the rights, if any, of an officer under any contract of employment.

**Section 6.4 Resignation:** Any Officer may resign at any time upon written notice to this Corporation without prejudice to the rights, if any, of this Corporation under any contract to which the Officer is a party.

**Section 6.5 Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors.

**Section 6.6 President:** Subject to such powers and duties, if any, as may be prescribed by these Bylaws or the Board of Directors, the President shall be the general manager and chief executive officer of this Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of this Corporation. The President shall preside at all meetings of the Board of Directors.

**Section 6.7 Treasurer:** The Treasurer shall cause regular financial books of the Corporation to be kept and shall render to the Board of Directors, from time to time as may be required, an account of the financial condition of the Corporation and an annual report as required by these Bylaws, as well as such other duties as prescribed by the Board. Such duties may include, but are not limited to, ensuring that appropriate financial reports are completed and made available to the Board, overseeing long-term financial strategies, and developing and maintaining systems to monitor the financial integrity of the Corporation.

**Section 6.8 Secretary:** The Secretary shall cause to be kept at the principal executive office of this Corporation or such other place as the Board of Directors may order minutes of all proceedings of the Board of Directors, with the time and place of each meeting, whether regular or special, and, if special, how authorized, the notice given, and the names of those present. The Secretary shall have all of the powers and perform all of the duties incident to the office of Secretary, and shall have such further powers and shall perform such further duties as may be set by the Board of Directors.

**Section 6.9 Compensation:** The salaries, if any, of the Officers shall be fixed from time to time by resolution of the Board of Directors. Such Compensation shall only be allowed as permitted by California Nonprofit Law, these Bylaws, and any conflict of interest policy adopted by the Board. In all cases, any salaries received by Officers of this Corporation shall be reasonable and given in return for services actually rendered to the Corporation that relate to the performance of the educational purpose of this Corporation. All Officer salaries shall be approved in advance. In approving compensation arrangements, the Board shall base its decision on, among other things, information about compensation paid by similarly situated taxable or tax-exempt organization for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations. The decision to compensate any Officer, including the vote of each individual making such a decision, and the information relied upon in making that decision and its source shall be documented in writing. As is reasonable, the date and terms of any compensation arrangement shall also be documented in writing. No Officer shall be prevented from receiving such salary by reason of the fact that the

Officer is also a Director of the Corporation, provided however, that such compensation shall solely be for services as an Officer.

## ARTICLE 7 – INDEMNIFICATION

**Section 7.1 Indemnification:** This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any legal action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this corporation, against expenses, judgments, fines, settlements, attorney's fees, and other amounts actually and reasonably incurred in connection with such proceedings, to the fullest extent permitted under the Law. Notwithstanding any provision of these Bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner, which would jeopardize or be inconsistent with qualification of the Corporation as a tax-exempt organization under the Internal Revenue Code, or which would result in liability under Section 4941 of the Internal Revenue Code.

**Section 7.2 Non-exclusive Remedy:** The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled. This indemnification shall continue after a person has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**Section 7.3 Availability of Indemnification:** In determining whether indemnification is available to the Director, Officer, or agent of this Corporation under California law, the Board shall determine in accordance with Section 5238 of the Corporations Code that such Director, Officer or agent was acting in good faith and in a manner such person reasonably believed to be in the best interests of this Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Such determination shall be made by a majority vote of Directors who are not parties to the proceeding.

**Section 7.4 Payments:** Payments authorized in the article include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes actions brought by or in the right of this Corporation and certain actions alleging self-dealing or a breach of any duty to assets held in charitable trust.

**Section 7.5 Insurance:** The Corporation may purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified under this article against any liability asserted against or incurred on account of her or his status as an agent of this corporation, other than for violating provisions of law relating to self-dealing as described in Section 5233 of the California Corporations Code. The Corporation may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the Corporation against any liability, including without limitation any liability for the indemnification provided in this Section.

## **ARTICLE 8 – FISCAL YEAR**

**Section 8.1 Fiscal Years:** The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

## **ARTICLE 9 – CORPORATE RECORDS AND REPORTS**

**Section 9.1 Maintenance of Corporate Records:** The Corporation shall keep at its principal office:

(a) Minutes of all meetings of Directors, committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the name of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

(c) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

**Section 9.2 Directors' Inspection Rights:** Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation. Any inspection under this Section may be made in person or by an agent or attorney of the Director.

**Section 9.3 Annual Report.** Within one hundred and twenty (120) days after the end of the Corporation's fiscal year, the President shall furnish or cause to be furnished a written report to all Directors containing the following information:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of the Corporation for the fiscal year;

(d) The expenses or disbursements of the Corporation during the fiscal year;

(e) Any transaction during the previous fiscal year involving more than \$50,000 in which the Corporation was a party and in which any Director or Officer of the Corporation has a direct or indirect financial interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and the transactions in the aggregate involved more than \$50,000; and

(f) The amount and circumstances of any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any Director or Officer of the Corporation pursuant to these Bylaws, unless such indemnification has already been approved pursuant to Section 5238(e)(2) of the California Corporations Code.

The annual report shall be accompanied by any report of independent accountants or, if no such report exists, the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Any statement required by this Section shall describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of each person's interest in the Corporation, and, where practical, the amount of such interest.

## **ARTICLE 10 – AMENDMENT TO BY-LAWS**

**Section 10.1 Amendments:** The Bylaws may be adopted, amended, or repealed by a majority vote of the entire Board. However, the amendment or repeal of this Section 10.1 shall require the unanimous approval of the Board. After the adoption of these Bylaws, no amendment may be made to extend the term of any initial Director beyond the period for which the Director was originally appointed or for which the Director was later elected.

**Section 10.2 Amendments to Articles of Incorporation:** The Articles of Incorporation of the Corporation may be adopted, amended, or repealed by a majority vote by the entire Board. All amendments to the Articles of Incorporation must be filed with the Secretary of State of the State of California.

## **ARTICLE 11 – CONSTRUCTION AND DEFINITIONS**

**Section 11.1 Construction:** Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Law govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the feminine gender includes the masculine and the neuter, and singular includes the plural, the plural includes the singular, and the term "persons" includes both a legal entity and a natural person.

**Section 11.2 Electronic Transmission:** Subject to any guidelines and procedures that the Board may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary means and may include electronic transmissions, such as e-mail, provided that the transmission creates a record that can be retained, retrieved, and rendered into clear legible tangible form.



**no starch press**  
FOUNDATION

CERTIFICATE  
CORPORATE SECRETARY

I, VICKI FRIEDBERG, pursuant to Section 10.1 of the Bylaws of The No Starch Press Foundation, do hereby certify, that I am the duly elected and qualified INTERIM Corporate Secretary and keeper of the records and corporate seal, and that the following is a true and correct copy of duly the AMENDED AND RESTATED BYLAWS OF THE NO STARCH PRESS FOUNDATION as duly adopted unanimously by the Board of Directors at a properly held Board meeting on March 11, 2021, effective as of even date, pursuant to the requirements of the Bylaw of The No Starch Press Foundation, and the same are now in full force:

IN WITNESS WHEREOF, I have hereunto subscribed my name as INTERIM Corporate Secretary and have caused the corporate seal of said corporation to be affixed hereto.

  
VICKI FRIEDBERG,

Interim Corporate Secretary

Date: 4/8/2021