



MINUTES TO THE NO STARCH PRESS FOUNDATION (“FOUNDATION”) SPECIAL  
TELEPHONIC BOARD MEETING HELD JANUARY 21, 2021 at 1:30 PM PST

Board Members: Ryan Clarke  
William Pollock  
Heidi Potter  
Liam Randall

Invited Guest: Vicki Friedberg

Observer: Catherine Shiang

Chair, William Pollock, called the meeting to order at 1:30 PM PST.

I. Roll Call: Noted presence of all Board Members, invited guest, and observer in attendance.

II. Quorum of a majority of the Board members present was noted by Chair pursuant to the Bylaws Paragraph 4.16.

III. Chair duly note the January 21, 2021 Special Board Meeting Notice and Agenda was (i given in accordance with Section 4.13 of the By-Laws of the Foundation and California Corporations Code Section 7211 and (ii) such Special Meeting was conducted according as per California Corporation Code Section 7211. Upon review, Board moved, seconded, and approved by a majority consensus to the use of this Agenda as a guideline for the Board’s Special Meeting.

IV. Chair duly noted that this Special Board Meeting was noticed by electronic communications and participation pursuant to Section 5211 of the California Corporations Code.

V. Board Business:

- a Chair noted this was a Special Board Meeting and that the minutes of the January 14, 2021 shall be motioned, reviewed, and approved at the February 11, 2021 Board Meeting.

- b Board discussed the January 14, 2021 agenda items IV b, c, d and g accordingly and as noticed to this Special Board Meeting Agenda.
- (i) The Board 2021 mission, purpose, and goals of the Programming Committee. Board moved, seconded, and approved by a majority consensus to discuss further and take action at a subsequent Board Meeting.
  - (ii) Board discussed whether to rename the Programming Committee the “Programming and Mentorship Committee.” The rationale is the Programming Committee knows best the recipients and what mentoring requirements are needed by such recipients. The Programming and Mentorship Committee may manage the division of work among the Committee Members as directed by the Committee Chair the Board moved, seconded and approved by a majority consensus to discuss further and take action at a subsequent Board Meeting.
  - (iii) Board discussed that solicitation for grants should initiate no later than March 2021 so that the Foundation may benefit from a larger selection of grant applications than 30 to 45 days as in 2019 and 2020. There is currently no grant recipient the Foundation may showcase for the Foundation’s own grant seeking application which is directly required for the Public Support test to maintain the Foundation’s IRS 501(C)3 status. The Board duly moved, seconded, and approved by a majority consensus that solicitation for grants should initiate no later than March 2021 so that the Foundation may benefit from a larger selection of grant applications than 30 to 45 days as in 2019 and 2020.
- c Board discussed that the Programming Committee shall report on the February 11, 2021 Board Meeting what media, including social media, direct contacts, or any other solicitation avenues, the Foundation grant information and grant solicitation may be distributed on for a broader canvas for 2021 grant applications. Board moved, seconded, and approved by a majority consensus that the Board consider adopting a social media and marketing policy at the February 11, 2021 Board Meeting.
- d Board discussed term limits for board committee chairs and/or committee members. The Chair recommends a term limit for such committee chairs to be set (i) to Two (2) year terms, which may be reappointed to consecutive Two (2) year terms by will of the Board, and (ii) such committee members may be set for Two (2) year terms, which may be reappointed in consecutive Two (2) year term by will of such Committee Chair. The rationale is to allow more community members to participate in both leadership opportunities and to avoid “burn out.” Board duly moved, seconded, and approved by a majority consensus that (i) Committee chairmanships be set to Two (2) year terms, which may be reappointed in consecutive Two (2) year terms by will of the Board, and (ii) committee member terms to be set for Two (2) year terms, which may be reappointed in consecutive Two (2) year term by will of the Committee Chair.

e Chair noted the date for the next monthly Board Meeting to be held via teleconference at 11 AM PST on February 11, 2021. Chair duly requested a quorum to attend without which Board business may not occur.

f Adjournment: Chair noted no further business and Board motioned, seconded, and approved to adjourn. Meeting was duly adjourned at 2:36 PM PST.

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no starch press  
FOUNDATION

CERTIFICATE  
CORPORATE SECRETARY

I, VICKI FRIEDBERG in accordance with California Corporations Code §7215, do hereby certify that I am the duly elected and qualified INTERIM Corporate Secretary and keeper of the records and corporate seal of The No Starch Press Foundation ("Foundation"), and that the following is a true and correct copy of the MINUTES of the January 21, 2021 dated Special Board Meeting is duly approved by the Board of Directors of the Foundation.

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

  
VICKI FRIEDBERG,

Interim Corporate Secretary

Date: 4/8/2021