MINUTES TO THE NO STARCH PRESS FOUNDATION ("Foundation")

Telephonic Board Meeting Held on February 11, 2018 at 10AM PST

Board Members Present: William Pollock
                           Marcia Hofmann
                           H. D. Moore
                           Heidi Potter
                           Alex Stamos

Board Member Absent: Peiter "Mudge" Zatko

Observer: Catherine Shiang

I.   Proceedings: Meeting was called to order by Chair, William Pollock at 10:05AM
        PST
        a. Roll Call: Chair directed Minutes to note voting members in attendance and
            one member absent.
        b. Chair noted Observer present.
        c. Chair noted Quorum.

II.   Chair circulated the Agenda which upon review by the Board and proper motion,
        second and approval accepted such Agenda as a guideline for this Board meeting.

III.   Chair circulated the Minutes of the December 12, 2018 Board Meeting. Board
        reviewed and proper motion second and approved such Minutes.

IV.   Board Business:

        a. Chair shall advised the Board that the Foundation in order to remain a 501(c)
            (3) Public non-profit must comply with the public support tests for public

charities under 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code. The test measures the amount of public support over a (5) five-year period. The Foundation may not maintain its "Public" non-profit status but may convert to a "Private" non-profit if the Foundation fails to comply. The tests are outlined in Schedule A https://www.irs.gov/pub/irs-pdf/i990sa.pdf. Based on this, the Board noted fund raising is a key goal for 2019 so that no less than 33 1/3% of the funds held by the Foundation must be from the public. For example purpose only: The Foundation holds $800,000 so no less than $266,640 must be raised from the Public so long as no additional contribution is made directly or through passive income.

b. Chair advised the Board that per annum no less than 5% of the funds held by the Foundation must be granted. All grantees must not be connected or related to, have no conflict of interest, to each of the Board member and Board member's related entities. Based on this, the Board noted programming is a key goal for 2019.

c. Board Business:

i. Chair proposed a meeting monthly on the 12th date at 11AM PST. To which the Board discussed and agreed for convenience to accept the SECOND Tuesday of each monthly at 11AM PST. The Chair so noted.

ii. Board agreed to coordinate review and revise the Mission Statement and Goal. Board agreed the request to appoint a member to chair such review and recommendation for the Mission Statement and Statement of Goals.

iii. Chair to requested the Board to nominate additional outside persons to be appointed to the Fund Raising Committee and Program Committee to meet the Board objectives, governance and legal compliance. Such committees would report to the Board at the next Board meeting. The Board after due discussion agreed to accept to further this action.

iv. Board to discuss implementation of micro-granting platform as one source of public funding. Board discussed such proposal. H.D. Moore agreed to assist and provide the Chair with support for Github as a micro granting platform post the meeting. Whereupon Github would be effective "by Summer 2019".

        v.   Discussion was had on fund raising where H.D. Moore proposed the Foundation solicit and engage a professional fund raiser for this activity.

V.   Adjournment: Chair noted no further business and the Board properly moved to adjourn, second and Board meeting was adjourned at 10:45AM PST.