



# no starch press

## F O U N D A T I O N

### MINUTES TO THE NO STARCH PRESS FOUNDATION (“Foundation”)

Telephonic Board Meeting Held on March 10, 2020 at 11AM PST

In attendance:

Board: William Pollock  
Heidi Potter  
Liam Randal

Absent Board: Ryan Clark

Observer: Catherine Shiang

- I. Roll Call: Board and invited guests.
- II. Quorum of a majority of the Board members present was noted by Chair pursuant to the Bylaws Section 4.16.
- III. Chair called the meeting to order.
- IV. Chair circulated the Agenda for the Board meeting for March 10, 2020. Upon review, the Board moved, seconded, and approved the use of the March 10, 2020 Agenda as a guideline for the Board meeting.
- V. Chair then circulated the Minutes for the February 11, 2020 Board Meeting. The Board reviewed, moved, seconded and ratified such Minutes on the condition that item VI b of such minutes should be amended to reflect the correct balance in the Foundation investment account with Fidelity for the period of January 1-31, 2020: \$924,443.48.
- VI. Board Business:
  - a. Chair invited Heidi Potter, chair of the Programming Committee to report on the progress for 2020 awards and the Programming Committee’s mission and goals for 2020 expressly the amount of grants to be given and target deadline

dates. It was decided to set up a meeting to discuss the Programming Committee's progress and report back at the next board meeting.

- b. Chair reported on the Fund Raising Committee. Attached to the Agenda was the Foundation investment account with Fidelity for the period of February 1–29, 2020 showing the balance of \$1,021,563.04.
- c. Chair reported on the status of third party fund raising through Humble Bundle in the amount of \$12,001.80 and Heidi Potter/Shmoocon in the amount of \$4,600 for a total deposit of \$16,500.30 after PayPal fees. Chair reported that a second Humble Bundle is scheduled for March 17, 2020.
- d. Chair invited discussion on fund raising goals and activities for 2020 which must be greater than 10% of the current investment account held in Fidelity. Chair reported that there are four Humble Bundle deals scheduled for 2020, which should generate enough funding to meet the 10% threshold.
- e. Chair invited discussion and action as to what constitutes the Foundation's "service" to the community to qualify the Foundation as a public non profit for charitable purposes under IRS 501(c)(3) beyond making grants. One suggestion is to take the grantees' reports of their work, which they are required to submit, publish them on the website, and deliver hard copies to the grantees, as a training and teaching service. Catherine will research and report to Bill as to whether this meets the service requirement.
- f. Chair advised the Board that Chair has contacted former Board member Mr. Peiter "Mudge" Zatko, to request that he serve as an Advisory Board member. Chair has not received Mr. Zatko's reply. Chair moved to nominate Mr. Zatko as such. The motion was seconded and approved.
- g. Chair requested from the Board any recommendations for volunteers to support administrative services for the Foundation either as a volunteer or paid employee of the Foundation. It was reported that Liam Randall had introduced the Chair to a potential candidate to help with administrative tasks as they arrive. Chair noted that there were no tasks at the moment. Chair noted that currently No Starch has contributed a No Starch employee's time for such administrative assistance. The Foundation would not be charged for such services and No Starch shall not receive a tax benefit from such contribution due to the "Public Support" test. No Starch Press may not provide any further financial contribution to avoid violation of such test in order to maintain the "Facts and Circumstances" exemption the Foundation currently is qualifying for pursuant to US IRS 501(c)(3).

<https://www.irs.gov/charities-non-profits/charitable-organizations/advance-ruling-process-elimination-public-support-test>

- h. A motion was made, seconded and approved to move Monthly board meetings to the second Thursday of each month. Chair noted the date for the next Board Meeting to be held via teleconference at 11AM PDT for April 16, 2020.
- i. Adjournment: Chair noted no further business and Chair motioned to adjourn which was properly seconded and the March 10, 2020 meeting was so adjourned at 11:21 AM PDT.