



no starch press FOUNDATION

MINUTES TO THE NO STARCH PRESS FOUNDATION (“Foundation”)
Telephonic Board Meeting Held March 11, 2021 at 11:00 AM PST

Board Members: David Aitel
Frank Heidt
Gordon Lyon
William Pollock
Liam Randall

Interim Secretary: Vicki Friedberg

Invited Guest: Fred Davis (Board Nominee)

Observer: Catherine Shiang

Chair, William Pollock, called the meeting to order at 11:03 AM PST.

- I. Roll Call: All Board Members, Interim Secretary, invited guest and observer were present.
- II. Quorum of a majority of the Board members present was noted by Chair pursuant to the Bylaws Paragraph 4.16.
- III. Chair circulated the March 11, 2021 Agenda. Upon review, Board moved, seconded, and approved by a majority consensus to the use of this Agenda as a guideline for the Board meeting.
- IV. Chair circulated the January 14, 2021 Board Meeting Minutes and January 21, 2021 Special Board Meeting Minutes for review and approval. Chair duly noted that no Board meeting was held on February 2021.
 - a. Board reviewed, discussed, and amended the title of the Minutes of the January 21, 2021 Special Board Meeting to correct the date to January 21, 2021.
 - b. Board moved, seconded, and ratified the Minutes of the January 14, 2021 Board Meeting and the amended Minutes of the January 21, 2021 Special Board Meeting.

IV. Board Business:

- a. The Chair welcomed the 2021 Board Members. The Chair invited each Board member to introduce themselves. Each Board Member introduced themselves and described their professional and technology industry background and their technology industry interests.
- b. The Chair nominated Fred Davis to the Board of Directors. The Chair invited Mr. Davis to introduce himself. Mr. Davis introduced himself and described his professional and technology industry background. The Chair motioned for the appointment of Fred Davis to the Board of Directors. The motion was seconded and approved by verbal unanimous consensus. Mr. Davis accepted his appointment to the Board.

- c. The Board of Directors duly resolve:

Now Therefore be it Resolved, that the Board of Directors of The No Starch Press Foundation hereby nominates and duly elect Fred Davis as a member of the Board of Directors of The No Starch Press Foundation.

- d. The Chair nominated Frank Heidt to serve as Treasurer. Chair motioned for the appointment of Frank Heidt as Treasurer. The motion was seconded and approved by verbal unanimous consensus. Frank Heidt accepted his appointment as Treasurer:

Now Therefore be it Resolved, that the Board of Directors of The No Starch Press Foundation hereby nominates and duly elect Frank Heidt as Treasurer of The No Starch Press Foundation.

- e. The Chair nominated David Aitel as Chair to the Programming Committee and motioned for the appointment of Dave Aitel as Chair to the Programming Committee. The motion was seconded and approved by verbal unanimous consensus. Mr. Aitel accepted his appointment as Chair to the Programming Committee:

Now Therefore be it Resolved, that the Board of Directors of The No Starch Press Foundation hereby nominates and duly elect Dave Aitel as Chair of the Programming Committee of The No Starch Press Foundation.

- f. The Chair invited David Aitel, as Chair to the Programming Committee, to present the 2021 Programming Committee goals. Dave Aitel outlined the Mission of the 2021 Programming Committee, which will be published on the Foundation's website, and outlined several Committee goals for 2021 which will be further discussed at the next Programming Committee meeting.

- g. The Chair reported on the Fund Raising Committee. Attached to the Agenda was the Foundation investment account statements with Fidelity for the period of January 1 – 31 2021, showing a balance of \$1,310,391.83, and February 1 – 28, 2021 showing the balance of \$1,323,672.07, and First Republic statements for January 1 – 31, 2021 showing a balance of \$93,082.52 and February 1 – 28, 2021 showing the balance of \$63,465.45.
- h. Chair reported on the status of current third party fund raising through Humble Bundle in the approximate amount of \$14,000 for the month of February.
- i. Chair reported on the progress of the development of the Foundation’s website.
- j. Chair reported on the progress and need for additional mentors for the Grant Recipients for the 2020 grant cycle.
- k. The Chair invited the Board to review the Amended and Restated By-Laws: The Chair recommended a restatement of the By-Laws to consolidate the amendments, for ease of review as attached both the Redline and the Clean version. The Chair noted that this restatement will be published on the Foundation website.
 - i. The Board on December 20, 2018 previously approved of the resolution to amend the following Sections 4.5, 4.6, 4.8(a):
 - (a) Increase the Board size from 2 members to 6 members. [4.5]
 - (b) Increase the Board term from 1 year to 3 years. [4.6] [4.8a]
 - ii. The Chair invited discussion that the Board should increase the Board size from 6 members to 8 members to allow for future directors to join. After lengthy discussion on the purpose of such increase of Board size, a motion was made, seconded and approved by verbal unanimous consensus.
 - iii. The Board resolved as such:

Now Therefore be it Resolved, that the Board of Directors of The No Starch Press Foundation hereby approves to increase the Board size from 6 members to 8 members pursuant to the By-Law Sections 4.5, 4.6, 4.8(a).

- l. The Chair invited further discussion on the Amended By Laws as restated and presented hereto, thereafter the Board moved, seconded, and approved the Amended and Restated By-Laws by verbal majority consensus:

Now Therefore be it Resolved, that the Board of Directors of The No Starch Press Foundation hereby approve to adopt the Amended and Restated By-Laws of The No Starch Press Foundation and the By-Laws of 2016 insofar as

such By-Laws conflict with the Amended and Restated By-Laws are hereby rescinded.

- m. The Chair invited discussion for a “Diversity Committee” to recruit a compliment of Board Members, Committee Members and Volunteers. The Board agreed to discuss further the mission, policy and scope of such a committee at the next Board meeting.
- n. The Chair invited each Board member to recommend volunteers for the Foundation and to recommend future Board Members, committee members or administrative volunteers.
- o. The Chair noted that the Form 990 for tax year 2019 prepared by the Foundation’s accountancy firm Hock & Company was tardy to the US Internal Revenue Service (“IRS”) which resulted in a penalty of \$3,150. The accountancy firm has agreed to reimburse payment of the penalty. The Chair further noted the Foundation has paid this penalty in advance of any potential refund or forgiveness to avoid interest penalty and will report to the Board on the refund by the IRS or the accountancy firm Hock & Company.
- p. Adjournment: The next regular Board Meeting is to be held via Teleconference at 11 AM PDT on April 8, 2021. Chair noted no further business and Board motioned, seconded, and approved to adjourn. Meeting was duly adjourned at 11:55 AM PST.

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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 March 11, 2021 dated 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