



no starch press FOUNDATION

MINUTES TO THE NO STARCH PRESS FOUNDATION (“Foundation”)
Telephonic Board Meeting Held April 8, 2021 at 11:00 AM PDT

Board Members:
(alphabetical order) David Aitel
Fred Davis
Frank Heidt
Gordon Lyon
William Pollock
Liam Randall

Interim Secretary: Vicki Friedberg

Invited Guests: Allison Miller (Board Member nominee)
Rupa Shah (Board Member nominee)

Observer: Catherine Shiang

Chair, William Pollock called the meeting to order at 11:04 AM PDT.

I. Roll Call: All Board Members, Interim Secretary, and Observer were present. Invited guests joined at 11:16 AM PDT.

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 April 8, 2021 Agenda.

- a. Board reviewed and approved to correct the typographical errors of the Agenda for the April 8, 2021 Board meeting to correct the time zone to PDT from PST; Agenda item IV(f) corrects Mr. Fred Davis’s appointment to the Mentorship Committee to March 18, 2021; correct Fidelity statement for the period of March 1-31, 2021 from \$1,366,392.28 to \$1,366,391.28.

- b. Board moved, seconded, and approved by majority consensus to the use of this amended Agenda as a guideline for the Board meeting.

IV. Chair circulated the March 11, 2021 Board Meeting Minutes to review, discuss, and amend if needed. Board moved, seconded and ratified by unanimous consensus such minutes.

V. The Chair circulated the Board Resolution which was approved and adopted on March 11, 2021 the Amended and Restated By-Laws effective as of March 11, 2021.

VI. Board Business:

- a. Chair motioned to ratify the written nominations of (in alphabetical order) Ms. Allison Miller and Ms. Rupa Shah to join and serve as members of this Board of Directors. Chair motioned and the Board seconded and unanimously approved said nomination and approved said resolution pursuant to By-Laws Section 4.8(b).

“RESOLVED THAT, effective as of the date hereof, the following individuals be and they hereby are elected to the Board of Directors of The No Starch Press Foundation:

- (i) Ms. Allison Miller
- (ii) Ms. Rupa Shah”
- b. Chair invited on behalf of the Board, Ms. Allison Miller and Ms. Rupa Shah to join telephonically this Board Meeting, which they each did on or about 11:16 AM PDT, consecutively.
- c. Chair invited the Board to welcome Ms. Allison Miller and Ms. Rupa Shah and invited each to introduce themselves; which each did accordingly.
- d. Chair invited Mr. David Aitel, as Chair of the Programming Committee, to report on the status of the Programming Committee and its preparedness for the 2021 Grant Cycle. Mr. Aitel made such report noting new members to the Programming Committee, and invited all Board members to join. The Chair noted the need for the Programming Committee to submit its Mission and Goals for the 2021 Grant Cycle for approval by the Board.
- e. Chair invited Mr. Fred Davis, as Chair of the Mentorship Committee to report on the status of the Mentorship Committee. Mr. Davis reported on the draft 2021 Mission of the Mentorship Committee and the 2021 Goals for such Committee and requested approval of the same:
 - i. Mission: “To improve the grant recipients’ achievements in the use of the Foundation’s grants by providing a direct relationship

with a Foundation mentor who works to assist these recipients to further their own potential in their grant project.”

ii. 2021 Mentorship Goals:

1. Recruit Mentorship Committee members.
 2. Set up process of mentorship, what each step of mentorship means to execute the approved Mission of this Committee.
 3. Work with Programming Committee to identify grant recipients so that Mentors can be appropriately matched.
 4. Recruit Mentors from the community to work directly with each grant recipient.
 5. Match Mentors to grant recipients no later than at the grant award when made by the Programming Committee, and which is approved by the Board.
- f. The Chair thanked Mr. Davis and sought the Board to motion and approve of the Mentorship Committee 2021 Mission and Goals, which the Board made motion, seconded and approved such Mission and Goals.
- g. The Chair invited Mr. Frank Heidt, as Treasurer, to report on the attached financial statements of the Foundation which showed the Foundation investment account with Fidelity for the period of March 1-31, 2021 had a balance of \$1,366,391.28, the Treasurer noted that the passive investment income increase; and current account of First Republic statement for March 1-31, 2021 showed the balance of \$62,414.45. The Treasurer noted that the Foundation’s treasury was in good order.
- h. Chair reported on the Fund Raising Committee: The status of current third party fund raising through Humble Bundle, and the Foundation’s website drawing in the approximate amount of \$1000. The Chair noted new fund raising activity was planned and solicited participation to join the Fund Raising Committee.
- i. The Board was invited by the Chair to review the attached Press Release made on April 7, 2021 which announced the 2021 grant cycle and invited the Board to use the same for distribution, adoption, and announcement on each Board member’s social media platforms and such other avenues to seek grant submissions. The Chair advised that distribution of such Press Release should retain the integrity of the content of this Press Release and called attention to the exceptions to which grants would not be given to. In addition the Chair noted that all grants must comply with the Mission of the Foundation pursuant to the mandates of the IRS 501(c)(3) for public non profits versus private non profits.

- j. The Chair invited discussion and sought approval to extend the filing of the Foundation's 2020 annual IRS tax return Form 990 from May 15, 2021 to on or before November 15, 2021. The Board would be provided drafts of such form of extension for review and approval, and all drafts and final form of Form 990 prior to any such filing. The Board motioned, seconded, and approved by unanimous approval to extend the filing of the Foundation's 2020 annual IRS tax return Form 990 to on or before November 15, 2021 from May 15, 2021.
- k. The Chair noted that the Foundation's Annual Registration Form RRF-1 for Tax year 2019 as prepared and filed by the Foundation's accountancy firm Hock & Company was "rejected" by the Office of the California Attorney General. The California Charitable Trust Registry currently notes this rejection and the Foundation's non-compliance. Outside legal counsel has been engaged to work towards resolution and compliance with the Office of the Attorney General. All filing dues for Form RRF-1 have been made. Attached to the Agenda was a copy of the cancelled check in the sum of \$150.00 dated January 4, 2021 of such payment for the Board's review. The Chair shall keep the Board apprised of this compliance process.
- l. The Chair noted that the Foundation's Annual 2021 Registration Form RRF-1 for Tax year as prepared by the Foundation's accountancy firm Hock & Company will be filed simultaneously with the IRS Form 990 at the extended time on or before November 15, 2021.
- m. Adjournment: The next regular Board Meeting is to be held via Teleconference at 11 AM PDT on May 13, 2021. Chair noted no further business and Board motioned, seconded, and approved to adjourn. Meeting was duly adjourned at 11:50 AM 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 April 8, 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
VICKI FRIEDBERG,

Interim Corporate Secretary

Date: *May 13, 2021*