

HACKER INITIATIVE

MINUTES TO THE HACKER INITIATIVE (“Initiative”) Board Meeting
Via electronic video telecommunications held April 14, 2022 at 11:00 AM PDT

In attendance (alphabetical)

Board	Edward Chen (“Ed”) Laura Eise Garrett Gee (“G”) William Pollock (“Bill”)
Interim Secretary	Vicki Friedberg
Observer	Catherine Shiang

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

I. Roll Call: Chair noted presence of Board Members, Interim Secretary, and Observer.

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

III. Chair noted all participants had both clear audio and visual for this Board meeting conducted by electronic video screen communication pursuant to California Corporations Code Section 307(a)(6).

IV. Chair circulated the April 14, 2022 Agenda. Upon review, Board moved, seconded, and unanimously approved by the quorum of the Board to the use of the April 14, 2022 Agenda as a guideline for the Board meeting.

V. Chair circulated the March 10, 2022 Board Meeting Minutes, and Certified Restated By-Laws, to review, discuss, and amend if needed. Board moved, seconded, and ratified by unanimous consent such minutes to be certified by the interim secretary and approved of the forms of such certified documents.

VI. Board Business:

- a. The Chair sought the Board to approve that the Articles of Incorporation Article II B should be amended to correctly read as follows by inserting the words “individuals and” due to the nature of the grants made by and will be made by the Initiative in the future:

“The specific purpose of this corporation is to provide financial, creative and technical support to **individuals and** organizations committed to hacking, experimentation, and deep knowledge in the scientific, technical,

engineering, and mathematics (STEM) fields. Additionally, this corporation may engage in any activities that are reasonably related to or in furtherance of its stated charitable and public purposes, or in any other charitable and public activities.”

Upon review, Board moved, seconded, and unanimously approved by the quorum of the Board the above referenced change to the Articles of Incorporation.

- b. The Chair nominated Mr. Marten Mickos to join the Board. Attached to the Agenda was Mr. Mickos’s CV and background for review. After review and discussion the Board motioned to nominate Mr. Mickos to the Board of Directors. The motion was seconded and approved by unanimous consent. Mr. Pollock shall proceed to discuss such nomination with Mr. Mickos.
- c. The Chair invited Mr. Ed Chen, Board member and Co-Chair of the Programming Committee, to report on the Programming Committee. Attached to the Agenda were the Programming Committee meeting minutes of April 7, 2022 for reference. Mr. Chen reported on Programming Committee membership and 2022 Grant Cycle progress. Mr. Chen further reported that he would volunteer, in the interim absence of mentors, to reach out to current grant recipients to ensure they are on track with their project deadlines. Mr. Pollock thanked Mr. Chen for stepping in to mentor the current grant recipients until permanent mentors are assigned.
- d. The Chair advised the Board to note the updated US Treasury’s Office of Foreign Assets Control (“OFAC”) sanctions list against individuals and entities by the U.S. Treasury and export regulations. The Initiative shall grant to individuals and entities listed on OFAC. The Chair duly advised the Programming Chair to note to the Programming Committee that any potential grant recipients that may be considered for a grant MUST be searched on the OFAC website to determine their first eligibility for the Initiative grant: <https://sanctionssearch.ofac.treas.gov/>
- e. The Chair, in the absence of Co-Chairs for the Mentorship Committee, reported on the status of the Mentorship Committee. The Chair reported that the previous Co-Chairs to this committee had provided worksheets and recommended procedures. The Chair noted that these may be useful for advice for the future Chairs to this Committee: The Chairs of committees are always at liberty to determine procedure, rule and conduct of their committees.
- f. The Chair invited Mr. Garrett Gee as Treasurer to report on the financial status of the Initiative (formerly known as “No Starch Press Foundation”). Attached to the Agenda were the Initiative investment account statement with Fidelity for the period of March 1-31, 2022, showing a balance of \$1,649,785.44 and noting the passive investment increase of \$51,112.56; and First Republic statement for March 1-31 showing a balance of \$123,065.59. The Chair noted that the name change at financial organizations will be taken in the ensuing months.

- g. The Chair and as Chair of the Fundraising Committee reported on the status of fundraising activities from March 10 to April 14, 2022: Directly, through third parties, and through the Initiative’s website for a total of \$4,783.78. The itemized grants received for March 10 through April 14, 2022, in order from generous to most generous:
 - i. \$11.52 – Amazon Smile
 - ii. \$4,772.26 – Humble Bundle
- h. The Chair noted to the Board appreciation to Ms. Laura Eise for her assistance on the new website, thanks to Mr. Michael Mehlberg, member of the Programming Committee for volunteering on the Committee as well for his offer to help with the website and marketing, and Ms. Jennifer Kelley, a volunteer from No Starch Press company for her work on our press releases and for offering to build a media page for the Initiative.
- i. The Chair directed the Board to note that due to the name change from “The No Starch Press Foundation” to “Hacker Initiative” as of April 13, 2022 all web traffic will now be directed from *https://nostarchfoundation.org* to *https://hackerinitiative.org/*. All Board and email addresses related to the Foundation shall be now directed to “hackerinitiative.org”. Hacker Initiative will be applying for trademark and tradename protection with the US Patent and Trademark Office. The Chair invited discussion as no application shall be made until the Board so concludes and directs.
- j. The Chair invited discussion on Hacker Initiative to participate at DEF CON. The Board approved such participation provided the Initiative shall not compensate for travel expenses nor participation expenses whatsoever. The Chair invited leadership to manage staffing for the booth, coordination for materials and logistics planning for this event; discussion was had and to be continued.
- k. The Chair directed the Board to review the press release announcing the name change from “The No Starch Press Foundation” to “Hacker Initiative.” This press release will be published on the Hacker Initiative social media platform. The Chair invited any Board member with advice and comment to communicate such directly to the Chair.
- l. The Chair thanked the Board for their continued volunteerism to promote the 2022 Grant Cycle on each of their social media platforms, and for their continued support in the recruitment of members to the Mentorship Committee, and members to the Fundraising Committee.

VII. Adjournment: The next regular Board Meeting is to be held via electronic telecommunications at 11 AM PDT on May 12, 2022. Chair noted no further business and the Board motioned, seconded, and approved to adjourn. Meeting was duly adjourned at 11:44 AM PDT.

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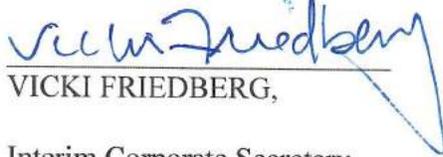
Hacker Initiative

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 Hacker Initiative ("Initiative") formerly known as The No Starch Press Foundation, and that the following is a true and correct copy of the MINUTES of the April 14, 2022 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: May 12, 2022