

no starch press

F O U N D A T I O N

MINUTES TO THE NO STARCH PRESS FOUNDATION (“Foundation”)
Via Zoom Board Meeting Held May 13, 2021 at 11:00 AM PDT

In Attendance (alphabetical):

Board: David Aitel
Fred Davis
Frank Heidt
Gordon Lyon
Allison Miller
William Pollock

Absent: Rupa Shah

Interim Secretary: Vicki Friedberg

Observer: Catherine Shiang

Chair, William Pollock, called the meeting to order at 11:05 AM PDT.

I. Roll Call: Noted presence or absence of voting members in attendance and presence of 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 circulated the May 13, 2021 Agenda. Upon review, Board moved, seconded, and approved by unanimous consent the use of the May 13, 2021 Agenda as a guideline for the Board meeting.

IV. Chair circulated the April 8, 2021 Board Meeting Minutes to review, discuss, and amend if needed. Board moved, seconded, and ratified by unanimous consent such minutes with corrections as noted by the Interim Secretary. The Board approved Amended and Restated By-Laws of 2021 which were attached.

V. Board Business:

- a. The Chair invited Mr. David Aitel, as Chair to the Programming Committee to report on the Programming Committee.

- i. Mr. Aitel reported on the Programming Committee acts which were memorialized in the attached April 24, 2021 Programming Committee meeting minutes duly signed by the Programming Committee Secretary.
- ii. Mr. Aitel recommended the 2021 Mission and Goals for Board approval. The Board so moved, seconded, and approved by unanimous consent the Programming Committee 2021 Mission and Goals as set forth herein:

Mission:

To develop grant programs that support the Mission of The No Starch Press Foundation with grant goals that further the collective knowledge and contributions of the global hacker community.

Goals:

2021 Programming Committee Goals:

1. Recruit programming committee members for Grant Year 2021
 2. Develop 2021 grant objectives: Identify types of technology and types of members of the global hacker community that further the Mission of the Foundation to fund
 3. Develop a standard for grant approvals with focus to identifying best in class applicants that showcase the Mission of the Foundation
 4. Build a process for dividing the workflow of examining the grant requests within the Programming Committee
 5. Work with the Board and Programming Committee members to solicit best in class grant applications through social media and other media and platform
 6. Work with Mentorship Committee to develop a process to match grant recipients with Mentors
 7. Seek Board approval for recommended grant recipients to fund to no later than June (1st group runner up)/August (2nd group runner up)/October (3rd group and final recipients)
 8. Work with the Board and Mentorship Committee to announce the Grant awards and matching Mentors
 9. Develop lessons learned template for the next grant cycle year 2022
 10. Submit committee minutes and other records to the Chair
- b. The Chair invited Mr. Fred Davis, as Chair to the Mentorship Committee to report on the Mentorship Committee.
 - i. Mr. Davis reported on the Mentorship Committee acts which were memorialized in the attached May 13, 2021 Mentorship Committee meeting minutes duly signed by the interim Mentorship Committee Secretary. Mr. Davis duly noted that Board Member Ms. Allison Miller

was appointed and accepted such appointment to join the Mentorship Committee; the Board looks forward to her future contributions.

- c. The Chair invited Mr. Frank Heidt, Treasurer, to report on the financial status of the Foundation. Attached to the Agenda was the Foundation investment account statement with Fidelity for the period of April 1-30, 2021, showing a balance of \$1,438,152.94, and noting the passive investment increase of \$49,271.71; and First Republic statement for April 1-30, 2021 showing the balance of \$144,694.33. The Treasurer noted that the Fidelity investment account was well-balanced, showing healthy returns and low volatility.

The Treasurer further noted that no principal nor interest belonging to the Foundation had been used for any costs or expenses paid by the Foundation, including accounting, legal, admin (except for Gusto payroll services for Eight (8) months) or hosting services, all of which had been donated by No Starch Press, Inc. which would not, however, be included in the Foundation's "Public Support" test.

- d. The Chair, and in his capacity as Chair of the Fund Raising Committee, reported on the status of fund raising activities: Donations made directly, through third parties, and through the Foundation website for a total of \$129,160.71 since the April Board meeting.
- i. The itemized grants received for April and May 2021, in the order from generous to most generous:
 1. Mr. Jerome Greco \$100.00 - via Website
 2. Mr. David P. Hull \$250.00 - via Website
 3. Benevity: members of Benevity community - \$320
 4. Ms. Cheryl Peace \$1,000.00 (DAF, member of the Programming Committee) – credit to Mr. David Aitel for inviting Ms. Peace to the Programming Committee. Fund Raising Committee to confirm whether this donation was in honor of Ms. Peace or donated by Ms. Peace
 5. Mr. Andrew Martin \$5,000.00 - via Website, in Memory of Dan Kaminsky
 6. Humble Bundle via PayPal Giving Fund - \$22,490.71
 7. Mr. Michal Zalewski \$100,000 - an author of No Starch Press since 2003 - credit to Mr. William Pollock, Chair of Fund Raising Committee
 - ii. The Chair duly noted that Board Member Ms. Rupa Shah was appointed and accepted such appointment to join the Fund Raising Committee; the Board looks forward to her future contributions.
- e. The Chair invited discussion whether the Foundation should seek a perpetual, world wide and limited license to the intellectual property or such other property related to the Foundation's grant to such grant recipients for Foundation purposes

including but not limited to publication of grant recipient project on the Foundation website, showcase of grants funded by the Foundation, and recognition of such grant recipients. After discussion, the Board moved, seconded, approved by unanimous consent thereby resolved

RESOLVED, the Foundation shall require all The No Starch Press Foundation grant recipients to grant a world wide, perpetual, non-exclusive, limited right to use all intellectual property or such other property related to the grant provided by the Foundation purposes.

- f. The Chair received notice of Mr. Liam Randall's resignation from the Board effective April 14, 2021 pursuant to Section 4.11 of the By-Laws. The Board expressed appreciation for Mr. Randall's service to the Foundation. Mr. Randall will continue to serve the Foundation as an Advisory Board member until he so resigns from such Board.
- g. The Chair noted that the Foundation has filed for extension to the Foundation's 2020 annual IRS tax return Form 990 to on or before the allowed time of November 15, 2021. Attached to this Agenda is the extension as prepared by outside accountant Hock & Company. The Board will be provided all drafts of the Form 990 for review at the June 10, 2021 Board meeting. The Board anticipates to file the Foundation's 2020 annual IRS tax return Form 990 no later than July 2021.
- h. 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.
- i. The Chair noted all Board Members for executing the annual conflict of interest questionnaire as required by the IRS.
- j. The Chair noted the Board Members, except Ms. Rupa Shah, for executing the Confidentiality Policy and Privacy Statement.
- k. The Chair requested all Board Members to continue their support in seeking mentors on behalf of the Mentorship Committee.
- l. The Chair requested all Board Members to continue to support outreach for grant recipients that meet our Mission; noting at this time, outreach has been made to Grantsonline (UK), Grant Watch, MN Association of Charter Schools and Innovative Quality School, broadcast through KALX radio station, MIT, UC Berkeley, CalPoly, CalTech, Stanford.
- m. The Chair requested an extension to the Board meeting beyond the agreed upon time, to wit the Board unanimously consented to extend this meeting to no more than 15 minutes.

VI. Adjournment: The next regular Board Meeting is to be held via Zoom at 11 AM PDT on June 10, 2021. Chair noted no further business and Board motioned, seconded, and approved to adjourn. Meeting was duly adjourned at 12:05 PM PDT.

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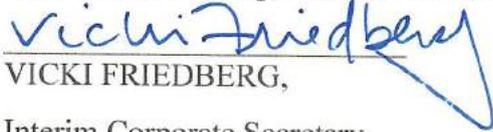


no starch press
FOUNDATION

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 May 13, 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: June 10, 2021