



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 September 10, 2020

In attendance:

Board:

Ryan Clarke
William Pollock
Heidi Potter
Liam Randall

Invited Guest:

Vicki Friedberg

Observer:

Catherine Shiang

Chair, William Pollock, called the meeting to order.

- I. Roll Call: Noted presence or absence of voting members in attendance and presence of invited guest and observer.
- II. Quorum of a majority of the Board members present was noted by Chair pursuant to the Bylaws 4.16.
- III. Chair circulated the Agenda for the Board meeting for September 10, 2020. Upon review, Board moved, seconded, and approved the use of the September 10, 2020 agenda as a guideline for the Board meeting.
- IV. Chair circulated the Minutes of the August 13, 2020 Board Meeting. Board reviewed, seconded, and ratified such Minutes.

V. Board Business:

a. Chair invited Heidi Potter to report on the Programming Committee. No report was made due to personal extenuating circumstances as provided by Heidi Potter.

b. Chair reported on the status of the grant submission process. The Chair invited discussion and consideration as to whether grant recipients must use funding provided by the Foundation to support the specific grant purposes as applied or whether recipients may reallocate use of proceeds due to change of circumstance. The Board concluded, due to IRS requirements that public non profits enjoy grant recipients must use proceeds to further the Foundation's Mission and in support of their original grant applications.

c. Chair invited discussion as to whether the Foundation may seek funding from:

i. Amateur Radio Digital Communications

<https://www.ampr.org/about/mission/>. Moneys received must be used to promote amateur radio technology. The Board concluded funding from Amateur would promote the Foundation's Mission and would not act as a burdensome administrative constraint on the Foundation to seek recipients for such specific use of these grant proceeds.

ii. Corning Foundation <http://www.corningfoundation.org/how-we-give/how-we-give-grants/>. Moneys received must be used to promote communities within 20 square miles of Corning locations. The Board concluded after discussion the use of such proceeds would be an administrative constraint even though the purpose of this grantor could be supportive to the Foundation's Mission.

The Board moved, seconded, and approved making a grant application to Amateur Radio Digital Communications. The Board declined to pursue the Corning Foundation grant.

d. Chair reported on the Fund Raising Committee. Attached to this Agenda was the Foundation investment account statement with Fidelity for the period of August 1-31, 2020 showing the balance of \$1,265,612.90 and First Republic statement for August 1-31, 2020 showing the balance of \$9,286.28.

e. Chair reported on the status of third party fund raising through Humble Bundle in the amount of \$361.31 and an aggregate amount of \$ 361.31. Chair noted an upcoming Humble Bundle fund raiser to benefit the Foundation.

f. Chair reported on the status of the 2019 Foundation grant recipients: Specifically 11 recipients that have been unable to meet their proposed mission stated on their grant applications. A spreadsheet noting this was reviewed at:

https://docs.google.com/spreadsheets/d/1PP5lk5ZvevOyg69_BBEiVwBKxbUY0No5ic7RcXZQmPw/edit#gid=1458314235

Two have partially spent the grants: CodeChix and CyberPatriots/HocoHacks Hacathon.

The Chair invited each Board member, as part of the Services to be provided by this Foundation and as resolved by this Board, to select a grantee to mentor so that they may fulfill their mission as proposed by their grant application. In the event the Board member is unable to mentor such grant recipient, the Board member was asked to recommend such mentor replacement. Further, in the event the Board as such is unable to mentor such grantee, the Board resolved to discuss a method to mentor such grantee or discuss such other Service the Foundation should provide in lieu of such mentorship.

The Board agreed that each Board member shall mentor 3 of the 2019 grant recipients by (i) each out to their designated grant recipient, (ii) ensure their project adheres to the grant guidelines, (iii) to offer specific support and guidance on how grant projects might achieve the grant proposal goals that support the Foundation's Mission, and (iv) if such 2019 grant recipient purpose has substantially altered which use of grant can not support the Foundation's Mission, such recipient must return the grant received.

g. Attached to this agenda was the 2020 Disclosure Questionnaire which each Board member must complete as per compliance with the Form 990 annual report filed by the Foundation to the Internal Revenue Service and the Foundation's Conflict of Interest Policy. The Chair requested each Board member to submit a completed form as soon as possible but no later than the October 8, 2020 Board meeting.

h. Chair invited discussion and asked the Board to propose names of any government, institutional, public or private non profit or charitable endowments which the Foundation may seek funding from. Foundation to investigate feasibility of seeking a grant from Capital One's charitable foundation.

i. Chair invited discussion and asked the Board to propose names of any government, institutional public or private non profit or charitable organizations

which the Foundation may provide grants to which support the Foundation's Mission Statement and expressly the Foundation's Service.

j. Chair noted the date for the next Board Meeting to be held via teleconference at 11AM PDT on October 8, 2020. Chair duly requested a quorum to attend.

k. Adjournment: Chair noted no further business to be conducted and motioned for adjournment of the meeting, which was properly seconded and the September 10, 2020 meeting was so adjourned at 11:56 AM PDT.