



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 October 8, 2019 at 11AM PST

In attendance:

Board: William Pollock
Heidi Potter
Liam Randall
Ryan Clarke

Absent Board: Peiter “Mudge” Zatkan

Invited Guests: Vicki Friedberg

Committee Member: An individual known as “Noise”

Observer: Catherine Shiang

Chair, William Pollock, called the meeting to order.

- I. Roll Call: Board and invited guests.
- II. Quorum of a majority of the Board members present was noted by Chair pursuant to the Bylaws 4.16.
- III. Chair called the meeting to order.
- IV. Chair circulated the Agenda. Upon review, Board Motioned, Seconded and approved by a majority consensus the use of such Agenda as a guideline for this Board meeting.
- V. Chair circulated the Minutes of the July 9, 2019 Board Meeting. Board reviewed, Motioned, Seconded, Approved, and so ratified such Minutes.

VI. Board Business: Board Business:

- a. Chair noted for the record the election and appointment of new members to this Board of Directors Messrs. Liam Randall and Ryan Clarke by Unanimous Written Consent by all Board of Directors pursuant to the Bylaws Section 4.19 dated October 7, 2019.
- b. Chair on behalf of the Board welcomed the newly elected members Messrs. Liam Randall and Ryan Clarke. Chair invited each of the new members to address the Board. Each of Messers Randall and Clarke so addressed the Board.
- c. Chair, noted for the record, and on behalf of the Board, accepted the resignation of Mr. Alexander Stamos, and for the record, and on behalf of the Board, thanked him in absentia for his service since the inaugural Board of Directors meeting.
- d. Chair reported on the Programming Committee and invited discussion to the proposed FAQ to be provided to potential grant applicants and as previously circulated for the July 9, 2019 Board meeting. Chair invited further discussion on any action items related to the FAQ attached to the October 8, 2019 Agenda. The Board discussed the FAQ and application to initiate donations for 2019. The Board noted the Programming Committee would endeavor to have such application finalized prior to the November Board meeting.
- e. Chair reported on the Fund Raising Committee. Attached to this Agenda is the Foundation investment account with Fidelity for the period of September 1 – September 30, 2019 showing the balance of \$939,840.29. Chair further noted the fund raising activity by the Foundation at DEFCON 27 during August 2019.
- f. Chair noted for the new Board members the current status in order to comply with the Internal Revenue Code Section 509(a)(1) and expressly Section 170(b)(1)(A)(vi) in order to preserve the public non-profit status of the Foundation, the Foundation must raise from any public, non interested and connected entities or persons, to the Foundation or primary donor (who is William Pollock) no less than 33.3% of the total contribution received by the Foundation for the “Look Back” period of the most recent 5 years AND so long as the primary donor Mr. Pollock’s contribution including passive income (for ie., interest on Mr. Pollock’s contribution) does not exceed 2% of the total contributions received from third parties. For the record, the Chair

noted the Foundation is in the end of Year 3 since its formation. Chair noted for the record that \$78,490.25 USD contributions have been received from third parties towards the \$266,400 amount or **33.3%** of total contribution. The Board discussed the significance of this funding requirement.

- g. The Board expressly approved and authorized Catherine Shiang to seek guidance from the IRS on a “no name basis” and report such finding to the Chair.
- h. Chair reported on the status of third party fund raising through Humble Bundle and GitHub.
- i. Chair reported on the completed Annual Disclosure Questionnaires he has received so far and requests those that have not completed the same to submit the completed questionnaires to him promptly as is required for compliance with State of California and the IRS to maintain the Foundation as a public non profit. Attached to the October 8, 2019 Agenda was the Chair’s fully completed questionnaire.
- j. Chair thanked the new Board Members Messrs. Randall and Clarke each for joining the Programming Committee and accepted each of their acknowledgement to support the Fund Raising Committee ad hoc. The Chair asked for recommendations for additional Committee Members to either Programming or Fund Raising Committees. Chair invited discussion to this extent.
- k. Chair noted the date for the next Board Meeting to be held via teleconference at 11AM PST for November 12, 2019.
- l. Adjournment: Chair shall note no further business and Board shall Motion to adjourn, second and Board meeting will be adjourned.