

# **Charlottesville Area Quilters Guild Standing Rules and Practices**

## **A. MEMBERSHIP**

1. Members may participate in and support the projects and activities of the Guild, including but not limited to:
  - a. belonging to any chapters to which they pay chapter dues, including no chapters;
  - b. preferential placing in any Guild-sponsored function;
  - c. ability to place items on meeting agendas;
  - d. access to timely emails and news regarding Guild activities;
  - e. access to the membership roster, the minutes of business meetings, and the treasurer's reports;
  - f. the privilege of voting, holding elected office, and serving on committees;
  - g. access to private social media accounts that share photos and links to work of the Guild;
  - h. a membership card that may allow for discounts at some merchants.
2. Dues-paying members who move to a locale more than 100 miles from Charlottesville may retain their membership and are entitled to all privileges of the Guild, except that of holding elected office.
3. Dues are not refundable.
4. Interested persons between the age of 11 and 16 may be eligible for junior membership and attend any meetings with an adult supervisor who does not need to be a member. Junior members pay no dues and are not eligible to serve on the Board. Junior membership will be so indicated in the membership directory.
5. General membership meetings of the Guild are referred to as Spring Fest and Fall Fest, usually held the first Saturday of May and November.
6. Grievances are addressed at Board meetings and not at general meetings. Any member may submit grievances or complaints, with possible solutions, in writing, to the Board. The Board will review such grievances or complaints and communicate its decision in writing to the submitter.
7. The directory is for use by members only and shall not be distributed to non-members nor shall names be sold or used for commercial purposes.

## **B. CHAPTERS**

1. Chapters that have been approved by the Board are: Crozet, Grateful Threads, Moonlighters, and Nelson Quilters.
2. Chapters report on activities at each Board meeting, in the quarterly newsletter, and at Spring and Fall Fest.
3. Chapters shall identify at least two individuals who will fulfill the following four roles for the Chapter:

- a voting representative to the Board,
- a treasurer for the chapter,
- a contact to the general public regarding chapter membership and activities
- the organizer and leader of the chapter meetings (this individual cannot also serve as treasurer).

4. Chapters will notify the Webmaster and Newsletter editor of any changes in contact information or changes to the time or location of meetings. On the rare occurrence that a Chapter name change is made, the Board should also be notified of the effective date as soon as possible.

5. Chapters are free to engage in charitable community service, educational, and other fellowship activities of their choice, as long as they support the overall mission of the Guild.

6. Chapters are expected to maintain accurate financial records of income and expenses and be prepared to share that information if needed for 501(c)3 compliance reporting.

### **C. BOARD OF DIRECTORS**

1. Elections for President and Vice President, are held on odd numbered years, with terms beginning the subsequent January. Elections for Secretary, Treasurer, and Treasurer-Elect are held on even numbered years, with terms beginning the subsequent January. Open positions may be added to a ballot in any year.

2. Elections are by voice vote, except when a nomination is contested, in which case the vote for the contested office is by ballot.

3. Board meetings are held quarterly, usually at the beginning of March, June, September, and December.

4. Board meetings may be held via Zoom or other online group meeting means and/or in person. Any Guild member who wishes to attend a Board meeting as an observer should contact the President to verify time and location and access link (in the case of a Zoom meeting).

5. Voting Board members are expected to make every effort to attend Board meetings. Chapter representatives to the Board should send alternates when they are unable to attend. Those alternates will maintain voting rights for the position

6. Officers and committee chairpersons maintain records of plans, preparations, decisions, and recommendations related to their activities, to be passed along to future chairpersons. Special events and activities should be documented within 30 days of the conclusion of the event or activity.

### **D. DUTIES OF VOTING BOARD MEMBERS**

1. The President:

- a. presides at all meetings of the Guild and the Board of Directors and sets the agendas for those meetings;
- b. acts as official spokesperson for the Guild;
- c. in consultation with the other officers, appoints all Committee Chairpersons;
- d. serves as an ex officio member of all committees except the Nominating Committee;
- e. appoints Ad Hoc Committees as needed;
- f. is authorized to enter into legal agreements and sign official documents on behalf of the guild or designate an appropriate guild representative to do so;
- g. submits an article for the Guild's quarterly newsletter.

2. The Vice President:

- a. assists in such duties as the President may direct;
- b. serves in the absence of the President;
- c. leads in the design and creation of the next raffle quilt;
- d. is encouraged to be nominated as President at the conclusion of the President's final term.

3. The Secretary:

- a. keeps accurate records of the decisions and actions of the Board meetings of the organization;
- b. submits a draft of the Board minutes to the President within 1 week of the meeting held, to the Board for corrections within 2 weeks, and to the Board with corrections within 4 weeks
- c. handles CAQG correspondence as requested by the President;
- d. submits synopsis of Board vote results to the editor for inclusion in the next newsletter;
- e. keeps and maintains records of attendance at Board meetings;
- f. collects, records, and reports proxy votes submitted for membership and Board meetings.

4. The Treasurer and Treasurer-Elect divide the following duties:

- a. deposit all monies received and pay all bills approved in the annual budget;
- b. keep an accurate, itemized record of all receipts and expenditures at the guild level;
- c. present a financial report at each Board meeting;
- d. devise a biennial budget to present to the Board for approval;
- e. submit annual paperwork related to the 501c3 status of the Guild and any other state or federal filings as necessary, including, but not limited to, the Form 8822B which revises the responsible party name and address for the EIN and 1099 miscellaneous forms when necessary;
- f. collect mail from the Guild's P.O. box at least once every 14 days;
- g. prepare letters of receipt for donations to the Guild;
- h. ensure that responsible parties of the Executive Board are registered as signatories for the Guild's bank account.

5. Chapter Representatives to the Board

- a. report Chapter activities to the Board and vote as representatives of their chapter;
- b. report Board activities to the Chapter after receiving corrected Board minutes from the Board Secretary;
- c. ensure that Chapter news is provided to the Newsletter Editor.

6. The Community Service Chair:

- a. serves as a point of contact for the charitable efforts of the Guild;

- b. works with the Treasurer to determine appropriate budget items for charitable efforts of the Guild;
- c. provides an annual report regarding those efforts, including those of individual chapters.

7. The Membership Chair:

- a. keeps a current list of membership including chapter affiliations and shares updates with the Newsletter editor;
- b. collects all membership dues, reminding members when they are overdue;
- c. distributes membership cards;
- d. sends welcome packets to new members;
- e. publishes the Membership Directory for distribution to members by the end of March.

8. The Programs Chair:

- a. oversees the educational activities of the Guild;
- b. solicits and engages qualified speakers and teachers within the assigned budget;
- c. secures locations for programs;
- d. coordinates the registration and notification of attendees;
- e. ensures necessary arrangements are made for travel and lodging of out-of-town speakers/teachers;
- f. arranges for payments related to Guild programs.

9. The Quilt Show Chair:

- a. coordinates the Guild's efforts to host a biennial quilt show for the public;
- b. sets a budget in coordination with the Treasurer;
- c. secures a location for the show and is authorized to sign contracts related to the show for the Guild;
- d. establishes parameters for member participation in the show;
- e. supports volunteers.

## **E. DUTIES OF SUPPORT COMMITTEES**

1. The Historian:

- a. ensures that written and photographic records are maintained to illustrate the history of the Guild;
- b. culls past collections to maintain a manageable, representative record of the Guild.

2. The Newsletter Editor:

- a. solicits news and information from Board and other committee chairs to electronically publish a newsletter quarterly within 2 weeks after the Board meeting;
- b. uploads the newsletter to the website and to the Google Drive for future reference.

3. The Retreat Chair:

- a. establishes dates and a location for an annual retreat to which all members are invited;
- b. is authorized to sign a contract for the event on behalf of the Guild and serve as the primary liaison with the hosting location for the retreat;
- c. notifies the membership of the cost, deposit due dates, and guidelines for the retreat;

d. collects registrations and ensures appropriate emergency contact and special dietary or medical needs information for each participant is available.

4. The Social Media Chair:

- a. maintains a presence on social media platforms, such as Facebook or Instagram, for the Guild both for the general public and privately among the membership;
- b. publishes on the general public site periodically with information about Guild activities that promote the Guild and encourage either public participation or new membership;
- c. ensures that membership on private sites is held by current members only and that posts are appropriately related to quilting.

5. The Webmaster:

- a. ensures that the contact information for Guild and chapter membership is up-to-date on the Guild's website;
- b. updates information from Committee Chairs about upcoming events in a timely manner;
- c. reviews the website content periodically to remove outdated information.

6. The Parliamentarian:

- a. advises the Board on appropriate rules and procedures of meetings.
- b. chairs the Ad Hoc By-Laws Committee when convened.

## **F. FISCAL MATTERS**

### **1. Dues**

- a. Dues, collected annually at Fall Fest for the following year, are due by December 31<sup>st</sup>.
- b. Dues are past overdue by February 1<sup>st</sup>. Unpaid members will be removed from the rolls at that date.
- c. Dues collected from new members joining in October – December will be applied for the remainder of the current year and the next year.
- d. There are no discounts on annual dues. For extenuating circumstances, the Board can grant a member an exception from paying dues.
- f. Chapter dues collected by the Guild are dispersed to the chapter accounts in February, June, and December.

### **2. Budget**

- a. The fiscal year is January 1 – December 31.
- b. The two-year budget may reflect a deficit in the year without a quilt show, but a balance over two years aiming to remain true to our status of “non-profit.” While there is no maximum limit required by virtue of 501(c)3 status for the bank balance of Guild funds, the Board will only maintain a reasonable reserve and strive to expend excess funds.
- c. The budget includes, but is not limited to, funds to support:
  - 1) a major educational program each fall and in the spring that there is no quilt show;
  - 2) charitable activities for each chapter in the form of an equal amount per chapter and an additional amount pro-rated based on membership numbers as of February 1<sup>st</sup>;
  - 3) Spring and Fall Fest expenses of facility rental, speaker fees, and speaker travel;
  - 4) an annual donation to the Virginia Quilt Museum.

### **3. Handling of Money**

- a. Any checks collected on behalf of the Guild for membership, workshops, donations, etc., must be given or mailed to the Treasurer in a timely manner after receipt for deposit into the Guild's bank account.
- b. If cash is received, a personal check may be written to CAQG for the amount collected, and the cash kept, unless the Treasurer is available during this event to receive the monies.
- c. Whenever a check made out to the Guild is returned unpaid, the person who wrote the check shall be responsible for reimbursing the Guild for any returned check charges incurred by the Guild.
- d. Requests for expenses to be reimbursed by the Guild:
  - 1) must be approved through either the budget process or vote of the Board;
  - 2) must include receipts showing dates and service/item purchased on behalf of the Guild;
  - 3) must be filed no later than 60 days after the end of the event, unless the request is for less than \$20, in which case reimbursement for several events may be combined.
- e. For checks written in advance of an expense (for example a deposit for a speaker or event), documentation in the form of a contract or invoice is to be submitted to the Treasurer before a check will be issued.
- f. All bank accounts, Guild and chapter, must have at least two signatories to access funds, although only a single signature is required to release funds.
- g. No signatory may sign a check payable to themselves from Guild or chapter funds.

### **4. Financial Review**

- a. The financial records of the Guild are reviewed upon request of the Treasurer or whenever a new Treasurer takes office.
- b. An Ad Hoc Financial Review Committee is appointed by the President consisting of one or more persons, members or non-members, who do not serve on the Board.
- c. The results of the review will be shared with the Board and kept on file with other financial records of the Guild.

### **5. Assets**

- a. The Guild rents a storage facility to primarily hold equipment and supplies for the biennial quilt show. The storage unit also includes refreshment supplies for Spring and Fall Fests and workshops.
- b. In general, the Guild does not lend equipment. Special requests may be addressed to the Board for approval or denial. Permanent and portable quilt racks are for the sole use of CAQG.

## **G. INDIVIDUAL COMMITTEE POLICIES**

### **1. Community Service**

- a. The Guild supports two major community service charitable projects through the donation of quilts by its members: nap quilts (Bright Stars/Go2Grow/ECSE) and lap quilts (Meals on Wheels)
  - 1) Bright Stars (Albemarle County), Go2Grow (Charlottesville City), and Early Childhood Special Ed (Nelson County) quilts are 40"x50" nap quilts suitable for 4-year olds. A guide

for construction and donation parameters is kept on the Guild's website. Quilts are accompanied with an age-appropriate book that is often thematically related to the quilt.

2) Meals on Wheels quilts are lap/throw quilts (approximately 40-50" x 50-60") and are given by Meals on Wheels to their clients on their birthdays. Guidelines for quilts are kept on the Guild's website.

3) Labels purchased by the Guild are used on Guild community service charitable projects.

b. Chapters of the Guild may add community service projects to their agendas which can be financially supported with charity funds from the Guild or other means. Some Chapter projects can also be open to the entire Guild, such as:

1) The Crozet chapter sponsors a bi-annual pillowcase challenge for the Shelter for Help in Emergency (SHE).

2) The Moonlighters chapter sponsors an ongoing fidget mat collection for local assisted living/memory care facilities.

3) Grateful Threads makes fleece blankets to First Responders for persons suffering distress, whether from fire, mental health emergency, houselessness, children removed from homes by child protective services, lost children or adults with mental challenges.

c. Appropriate use of the Guild's charity funds includes purchase of batting, fabric/backing, thread, books, longarm quilting service or other notions needed to complete the projects.

Monetary donations of those funds should be limited to sewing or quilt related organizations.

d. Members contribute to the charitable projects with their own time, fabric, batting, books, and/or quilting. There is no requirement for members to contribute to charitable projects, nor should any member feel pressured to do so.

e. Acute and seasonal needs among the projects can be found on the guild's website. On occasion, the Guild will schedule work sessions to work on community service projects either generally or for a specific project.

e. Professional longarmers who are members of the Guild and who assist Guild members in completing charity projects without charge may invoice the Guild bi-annually up to \$10 per quilt for materials used on those projects. Company invoices must be submitted to the Treasurer by June 15 and December 15 for work completed during the previous 6 months. No checks will be paid to individuals.

## **2. Historian**

a. Members may be called upon to record Guild events in the case of the absence of the Historian.

b. Members may make an appointment with the Historian to view material in the archive.

## **3. Membership**

a. New membership forms are made available for collection at Fall Fest for the following year.

b. Mailing labels for the entire membership are only printed for Guild business.

## **4. Newsletter**

a. The newsletter is distributed via email and is published on the Guild's website.

b. The newsletter is the method used to provide at least 15 days' notice to the membership of important proposals for vote, such as bylaws amendments and Board nominations.

c. Classified ads are published solely as a courtesy to members and must be quilt related.

## **5. Programs**

### *a. Spring and Fall Fest*

- 1) Programs held during Spring and Fall Fest are under the auspices of the chapters, not the Program Chair.
- 2) There will be no fee for attending either Fest.
- 3) The Chapter assignment for hosting Spring and Fall Fest rotates, and the list for the upcoming four Fests can be found in the Newsletter and on the Website. Chapters can trade assignments if agreed upon by both Chapters and should notify the Board, Newsletter Editor, and Webmaster of such changes.

### *b. Spring and Fall Workshops*

- 1) The purpose of Spring and Fall Workshops is to provide members with a lower cost educational opportunity that is locally convenient. Not all workshops will appeal to all members. Suggestions for topics and/or presenters are welcome.
- 2) The cost for members to attend Guild sponsored workshops is determined by factoring the cost of the presenter, the amount budgeted by the Guild and the estimated number of attendees. On occasion, the presenter may charge a separate materials fee to be paid directly to the presenter.
- 3) When possible, the presenter may be scheduled to give a lecture or trunk show on a separate day from the workshop. That event is typically free of charge, but if necessary, an attendance fee may be charged.
- 4) When the registration fee has been paid, the participant will receive confirmation of the workshop location and other pertinent information, such as a supply list.
- 5) If a workshop is not filled by the end of the first month of registration, the Program Chair may advertise and accept registrations from non-members. There is an additional charge of \$10-\$15 per day for non-Guild members.
- 6) Registrations will be accepted on a “first-received” basis, whether they have been received in person or via US Mail. Anyone who registers after a workshop is full will be placed on a wait list in the order that their registration was received. Any registrant who is not admitted to the workshop for lack of space will have their registration fees fully refunded.
- 7) If the Program Chair is notified at least 14 days prior to the workshop that a participant is unable to attend the class the fee will be refunded. If notice is given within 14 days, the workshop fee is not refunded unless a replacement can be found, using the following priority –
  - 1st: From the wait list that the Program Chair maintains, or
  - 2nd: If there is no wait list, from a referral by the participant who is cancelling.
- 8) If speaker fees (not including travel expenses) are over \$600, a W-9 form completed by the speaker must be submitted to the Treasurer before payment can be issued.
- 9) Speakers and workshop presenters may be reimbursed up to \$50 per full day for meals; up to \$25 per half day and at the mileage rate used by the IRS each year.
- 10) Anyone who serves as an overnight hostess for a visiting speaker may attend the workshop free of charge. The Guild does not reimburse members who join a speaker for a meal.

### *c. Mini-Workshops*

- 1) Mini-workshops are presented by Guild members free of charge to their fellow members. Presenters are permitted to charge a nominal supplies fee to be paid directly to the presenter.



- 2) Mini-workshops are scheduled once a month whenever a major Guild event or holiday is not occurring, i.e. the retreat, quilt show, workshop, Christmas, etc.
- 3) Registration is required for mini-workshops to ensure the space reserved is adequate for the activity and to enable the presenter to prepare adequately.

## **6. Quilt Show**

### *a. General*

- 1) Attendees who join the Guild at the quilt show will have their entry fees waived. Children under the age of 8 are allowed to enter the show for free.
- 2) A separate display of community service activities of the Guild and its chapters alerts the community to the charitable efforts of the Guild.
- 3) The Virginia Quilt Museum is invited to display a quilt and advertise the museum at the show.

### *b. Displays*

- 1) Registration of displayed quilts begins November before the quilt show and closes mid-February. There is no monetary cost to register a quilt for display.
- 2) Only Guild members may register a quilt for display. There is no limit to how many quilts a member may register, but the show designer reserves the right to limit the number a member can display in a single category because of space limitations.
- 3) Quilts eligible for display must
  - a. have been completed within the past 5 years,
  - b. be made by a Guild member (the quilting may be completed by a non-member),
  - c. not have been previously displayed at a CAQG quilt show, and
  - d. have a label on the back with a title, quilter, and date of completion.
- 4) Quilts larger than 20" wide which are displayed must have a four-inch hanging sleeve.
- 5) Quilts may be listed for sale, as indicated on the registration form. Sales are conducted between buyer and seller and do not involve the Guild.
- 6) All members who have one or more quilts for display in the quilt show are expected to volunteer for one or more shifts during the show or support show preparation with tasks approved by the quilt show chair.

### *c. Shoppe at the Show*

- 1) The Guild sponsors a booth at the biennial quilt show of handmade items, fabrics, or new notions to sell as fundraisers for the Guild. 100% of sales are deposited in the Guild bank account.
- 2) Organizers begin collecting items six months prior to the quilt show in order to adequately price and organize the booths. Price recommendations are welcome.

### *d. Raffle Quilt*

- 1) A quilt will be created for a raffle to be awarded at the conclusion of the biennial quilt show. Winners need not be present to win.
- 2) The design and coordination of the creation of the next raffle quilt is the responsibility (which may be designated to another) of the vice-president of the Guild at the time of quilt show.
- 3) The designer will check for copyright/publishing issues, especially if the design is from a kit/book/pattern/block of the month etc., before starting quilt. If permission from the design

source is required for CAQG to make a profit from this item, publish images, etc., the coordinator will be responsible for obtaining required permissions in writing.

4) Creation of the raffle quilt should include as many members as possible through the use of kits, mini-workshops, and other collaborative efforts.

5) The raffle quilt can be submitted for display at regional and national quilt shows as determined by the quilt coordinator, the cost of which will be funded by the Guild.

6) All Guild members will be sent a set of raffle tickets to sell. Unsold tickets should be returned to the Guild for selling at the quilt show.

#### *e. Raffle Baskets*

1) Each Chapter sponsors a themed raffle basket (or two) of donated contents to raffle during the quilt show.

2) Winners need not be present to win. Winners are selected at the conclusion of the show.

### **7. Retreat**

a. The retreat is scheduled for mid-January at the Smith Mountain Lake, VA 4-H retreat center.

b. Retreaters must have paid dues to be eligible to attend.

c. The chair may need to restrict the number of attendees depending on available space at the center, in which case, previous attendees will have priority in registration.

d. No funds are paid to the Guild or from the Guild for the retreat. All expenses are borne solely by those in attendance.

### **8. Social Media**

#### *a. Public Sites*

1) The public Facebook site (Charlottesville Area Quilters Guild) is open to anyone to follow and is maintained to advertise the Guild primarily to non-members.

2) At general meetings, workshops, or other events of the Guild and its Chapters, photos may be taken to post on a public social media site as examples of our activities. Permission will not be sought from individuals to do so, but members should request at that time to exclude any photos of themselves from publication if they object to having them posted. Members are encouraged to reach out to the Social Media Chair in writing after the fact to remove posts with unwanted photos of themselves, as well.

#### *b. Private Sites*

1) The private CAQG Show and Tell Facebook site is only open to members and can only include quilt related posts. It is an opportunity for members to share their work between chapters and to those who are unable to attend meetings.

2) The private CAQG Sell/Trade/Free/Need Facebook site is only open to members and is a source for exchange among members of items relating to quilting, sewing, or crafts. Information announcing crafts sales, shows, or events are also welcome here.

3) The above policy (8.a.2) regarding disallowing photos also applies to private sites.

c. Additional social media sites may be opened on behalf of the Guild with approval by the Board only.

## **9. Website**

- a. The website is only as good as the content provided to the Webmaster, so all members have a responsibility to ensure that incorrect information found on the website is communicated to the Webmaster.

## **H. GENERAL GUILD POLICIES**

### **1. Non-Monetary Donations**

- a. CAQG is unable to process unwanted goods for non-guild members. We do not accept fabrics, notions, scraps, trims, tools, machines, furniture, patterns, or books from the community. CAQG is not affiliated with other local charities who may accept such donations.
- b. Chapters can decide to accept non-monetary donations from non-members; however a tax receipt will only be given for completed quits that are then donated to a charity organization.
- c. Most chapter meetings provide space for members to exchange items for free. Members who bring items to share with others must collect any unwanted items at the conclusion of the meeting.
- d. Members are eligible for 501(c)3 donation tax receipts if they have contributed to a Guild or Chapter community service project.

2. CAQG is a charitable, educational, and recreational organization. We do not arrange paid employment for our members or for the community.

3. The Guild encourages the respect of all copyright laws.

4. All decisions made by the membership and Board are to be made in the best interest of the Guild.

## **I. CONFLICT OF INTEREST POLICY**

1. A conflict of interest occurs when a person's personal interests conflict with their responsibility to act in the best interests of the Guild. Personal interests include direct interests as well as those of family, friends, or other organizations a person may be involved with or have an interest in. It also includes a conflict between a Board member's duty to the Guild and another duty that the Board member has (for example, to another charity). A conflict of interest may be actual, potential or perceived and may be financial or non-financial. These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the Guild and must be managed accordingly.

2. Once an actual, potential or perceived conflict of interest is identified, it must be raised with the Board and entered into Board minutes. After the conflict of interest has been appropriately disclosed, the Board (excluding the Board member disclosing and any other conflicted Board member) must decide whether or not those conflicted Board members should vote on the matter impacted by the conflict, participate in any debate related to the matter, or be present in the room during the debate and the voting. In deciding what approach to take, the Board will consider

- a. whether the conflict needs to be avoided or simply documented,

- b. whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making,
- c. alternative options to avoid the conflict,
- d. the Guild's objectives and resources, and
- e. the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the Guild.

3. The approval of any action requires the agreement of at least a majority of the Board (excluding any conflicted board member/s) who are present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting.

4. A voting member of the Board who receives compensation, directly or indirectly, from the Guild for services is precluded from voting on matters pertaining to that member's compensation. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

5. If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Adopted by the Board on December 2, 2023

Updated by vote of the Board on March 7, 2024

Updated by vote of the Board on December 5, 2024