

**Agreement between the South Carolina Midlands Chapter
of the American Society for Training and Development
and the Lowcountry Geographic Interest Group
Approved 12/14/2008**

Article I Purpose

Section A. Purpose

The purpose of this document is to describe the organizational structure and affirm the partnership and support between the Lowcountry Geographic Interest Group (GIG) and its sponsor chapter, the South Carolina Midlands Chapter of ASTD.

Section B. Affiliation

The Lowcountry GIG is affiliated with the South Carolina Midlands Chapter of ASTD (or Midlands Chapter), which itself is an affiliate of the American Society for Training and Development, a non-profit educational society under Section 501 (c) (3) of the Internal Revenue Code of 1986. The Society and its Chapters (and GIGs) are not organized for profit, and no part of their net earnings shall benefit any member or private individual, except for payment or reasonable compensation for services rendered.

Section C. Governance and Management of the GIG

The Lowcountry GIG shall be governed and managed by the Board of Directors of the Midlands Chapter of ASTD, although the GIG shall maintain its own elected Leadership Team.

Section D. Maintaining the SC Midlands Chapter Brand

The Lowcountry GIG shall comply with the bylaws of the SC Midlands Chapter of ASTD. Failure to comply with the bylaws is considered grounds for dissolving the Chapter/GIG partnership. Furthermore, the Lowcountry GIG should conduct its business to mirror the mission statement of its Chapter:

To be the leading organization for training and human development professionals in the Lowcountry region of South Carolina. Its goals are to:

- *Provide consistently valuable learning opportunities for members and guests through exposure to new information, methods, and approaches.*
- *Create deliberate opportunities for its members to grow professionally by sharing ideas and experiences, learning from each other, and providing mutual support.*
- *Work diligently in its community to increase awareness of the value of human performance improvement.*

Section E. Equal Opportunity

The GIG shall offer equal opportunity to all eligible members, regardless of race, color, creed, religion, national origin, age, gender, sexual orientation, marital status, political affiliation, veteran status, physical or mental impairment.

Article II. Membership

Section A. Eligibility

Membership in the GIG is open to those who have interests or responsibilities in training, human resource development, workplace learning and performance; are interested in advancing the objectives of the GIG, Chapter and the Society; and subscribe to and are qualified under the bylaws of the Midlands Chapter of ASTD. A member in good standing is one who meets the requirements for membership, and whose dues are paid for the membership year.

Section B. Membership in the Chapter and GIG

Members join the Lowcountry GIG by becoming paid members of the SC Midlands Chapter of ASTD. During the course of this agreement, all new or renewing members with a work area code of “(843)” joining the Midlands Chapter will be considered a member of the Lowcountry GIG for accounting purposes. GIG Leadership will communicate with the President and Treasurer of the Chapter if any other memberships need to be considered as part of the GIG and these will be determined on a case-by-case basis. Chapter Leadership shall communicate membership income to GIG Leadership when received from National (by roster, transmittal, or other format).

Section C. National Membership Requirements for CORE Compliance

National ASTD requires that its chapters maintain a specified ratio of members who also carry national ASTD membership. The Lowcountry GIG must maintain its membership numbers in compliance with this CORE requirement.

Section D. Maintenance and Control of GIG Finances

The Midlands Chapter Treasurer shall maintain the accounting and control of GIG finances provided from new and renewed memberships, and will communicate the amount available for reimbursement to GIG leadership on a regular basis and upon request. Funds will be maintained in the Chapter’s overall account but will be earmarked through accounting for GIG usage. Funds shall be placed into the GIG account as membership income is received from National. Regular financial reports to the Chapter’s Board shall also include information on GIG accounting.

Section E. Portion of Dues Allocated Toward GIG Expense Reimbursement

The amount earmarked for the GIG account shall be based on membership income (new members and renewals) derived from Lowcountry GIG members, as stated in Section B above. Funds will be allocated based on membership, except for the initial year:

During 2008, 50% of all Chapter income derived by GIG memberships as determined above shall be placed into the GIG account.

Subsequent to 2008, an average of the previous six months GIG membership figures shall be used to determine ratio of membership funds for the GIG account. Payment ratios will be established on January 31st and July 31st of

each year and communicated to the Chapter Board and GIG Leadership by the Chapter Treasurer.

- 30 or less members - 50% of all Chapter income derived by GIG memberships shall be placed into the GIG account.
- 31-45 members - 75% of all Chapter income derived by GIG memberships shall be placed into the GIG account.
- 46 or more members - 100% of all Chapter income derived by GIG memberships shall be placed into the GIG account.

Section F. Reimbursement of GIG Expenses

The GIG President or Treasurer will submit detailed receipts to the Midlands Chapter Treasurer for expenses incurred by the GIG for which reimbursement is requested. Reimbursement beyond the amount available in the GIG's account shall require approval by the Midlands Chapter Board of Directors. Expenses for GIG services maintained by the Chapter (such as additional website expenses for GIG pages, etc) shall be communicated by the Chapter Treasurer to the GIG and taken out of the GIG account.

Section G. Funds Collected by the GIG

Any funds collected by the GIG outside of those reimbursed for chapter memberships shall be controlled as approved by GIG Leadership. An accurate accounting of any funds shall be maintained by the GIG Treasurer and reported to the Chapter Board on a regular basis. An annual audit of GIG financial records shall be conducted in accordance with National CORE requirements.

Section H. Launching of a Lowcountry ASTD Chapter

It is the expectation of both the GIG and the Chapter that the GIG become a self-supporting Chapter of ASTD when their membership figures reach the number required for an ASTD Chapter (currently 50). Therefore, once the GIG exceeds an average of 50 or more members, the GIG should petition National to become a self-governing Chapter.

The Chapter shall be released from its obligation to sponsor the GIG once GIG membership averages 50 or more members (or appropriate number for ASTD membership) for two consecutive six-month periods.

Once a new chapter is created, the Midlands Chapter shall release all remaining funds earmarked for the GIG to the new Lowcountry Chapter and work to remove the GIG information from the Midlands website. Deviations from this strategy must be approved by both chapter Boards.

Article III GIG Leadership

Section A. Duties and Responsibilities

The management of the affairs of the GIG shall be vested in a GIG Leadership Team. It shall be the duty of this Leadership Team to carry out the objectives and purposes of the GIG.

Section B. Membership

The GIG Leadership Team will consist of not less than three (3) and not more than five (5) individuals elected from among GIG members in good standing. GIG Leadership Team members shall continue in office until successors are duly installed.

Members of the GIG Leadership Team shall at least include President and Treasurer with other members as determined by the GIG Leadership Team.

1. President

As the Chief Executive Officer of the GIG, the President is responsible for managing the GIG in accordance with this Agreement, the Bylaws of the SC Midlands Chapter of ASTD and the laws of South Carolina. The President presides at, and sets the agenda for, meetings of the GIG Leadership Team.

2. Treasurer

The Treasurer shall report on the financial condition of the GIG at meetings and at other times when called upon by the president.

3. Other Positions

Other GIG Leadership Positions may include:

Secretary

Membership

Programs

Communications

Section C. Qualifications

Persons seeking to serve on the GIG Leadership Team must be members in good standing, and are required to maintain membership in the national Society.

Section D. Terms

Members of GIG Leadership shall be elected to serve terms of one (1) year. GIG Leaders may stand for re-election to the same position, but may serve no more than two (2) consecutive terms for any one position

Section E. Removal

1. The Chapter Board of Directors may, by three-fourths vote of the full Board, suspend or terminate a member of GIG Leadership for actions or behavior in violation of Chapter bylaws, or which are deemed detrimental to the best interests of the Chapter.

2. Suspension or termination of GIG Leaders will be considered at a regularly scheduled meeting of the Chapter's Board of Directors. Written or electronic

notice of, and rationale for, proposed suspension or termination shall be mailed to Board members and the individual concerned at least twenty (20) days prior to the meeting.

3. Any motion for suspension or termination must be made by a Board member, based on personal knowledge, official Chapter records, or statement signed by no fewer than five (5) Chapter members in good standing.
4. Before action of suspension or termination, the GIG Leader will have an opportunity to be heard by the Board.
5. Any GIG Leader may resign by submitting a written or electronic notice to the President.

Section F. Vacancies

1. When a vacancy occurs for a board position, the President may, with the approval of the majority of the GIG Leadership, appoint a replacement from among GIG members in good standing to serve the balance of the term.
2. Should the office of President be vacated, the Treasurer will convene the GIG Leadership to select a member of that body to assume the duties and responsibilities of the President until a special election by GIG membership can be held. Approval of an interim President will also require a majority vote of the Chapter's Board of Directors.

Article IV. Election of GIG Leaders

Section A. Each year a slate of qualified candidates for GIG Leadership shall be presented to GIG members at least thirty (30) calendar days prior to the end of the current terms.

Section B. GIG Leaders will be elected by a majority of GIG members voting. This voting can be electronic.

Section C. GIG Leaders shall be confirmed by the Chapter Board of Directors.

Article V. Synergy of Efforts between GIG and Chapter

Section A. The GIG Leadership has local authority within compliance of this document; however, each GIG Leader should communicate with the associated Chapter Board position to ensure that a sharing of best practices and lessons learned can be accomplished. Likewise, it is the expectation of Chapter Board members to actively partner with their GIG counterparts to share best practices and support.

1. The GIG President is considered a non-voting member of the Chapter Board of Directors and should attend at least one meeting each quarter to provide an update to the Chapter Board on the GIG. For other meetings, a designee or at least a report of current GIG activities shall be required. The GIG President shall work with the Chapter President to ensure that the GIG is meeting all ASTD CORE requirements.
2. The GIG Treasurer and Chapter Treasurer shall communicate on membership numbers and financials, and the GIG Treasurer shall submit detailed receipts for items to be reimbursed from the GIG account to the Chapter Treasurer. The GIG Treasurer shall also provide the Chapter Board with regular updates on the collection, maintenance or expenditure of funds held by the GIG (outside of the membership funds maintained by the Chapter). The Chapter Treasurer shall respond with payment of approved expenses in a timely manner.
3. The Chapter Communications Chair will partner with the elected/appointed GIG communications spokesperson to review all printed and online marketing materials to ensure consistency with Chapter branding. They will coordinate efforts to make additions and/or revisions to the GIG webpage on the Chapter website.
4. The Chapter Program Chair and GIG Program Chair (or similar appointed position) will share ideas for speakers and programming, including member requests for topics. They will coordinate meeting calendars to ensure topics and dates do not overlap unless appropriate.
5. The GIG Secretary will provide the Chapter Secretary and Chapter Communication Chair any GIG leadership meeting minutes. These will be reported to the Chapter Board by the Chapter Secretary in the absence of a GIG representative at scheduled Chapter Board meetings. They shall also be posted under the communications section of the Chapter's website.

Section B. The Chapter shall provide the GIG with a webpage and associated links on the Chapter website to allow the GIG to communicate with its members and prospects. The Chapter will pay for the website development expenses, up to \$200, from Chapter (not GIG) resources. The GIG shall designate someone to act as a contact with the Chapter Communications Chair to keep this webpage current. Cost of updates to the website for GIG items shall be charged to the GIG account, and communicated between the Treasurers of both groups.

- Section C. The Chapter will include GIG members in its annual membership survey (as required by CORE) and will provide a means for collection and transmission of information to GIG Leadership on results from GIG members.
- Section D. The GIG is authorized to use the Chapter's existing forms and templates, including the Guest Pass on the website, if they so desire.
- Section E. Use of the PayPal system for collecting credit card transactions shall require permission of the Chapter Board.
- Section F. The GIG is designed to have its own limited authority. It is understandable that not every case can be pre-examined and documented, especially early within the relationship. There should be an effective communication flow between the GIG and Chapter leaders to resolve issues that arise and where Chapter Board approval is required.

Article VI. Indemnification

The Chapter Board of Directors may seek and maintain such indemnification to the fullest extent available under the laws of the State of South Carolina to protect the Chapter, Chapter members, Board members, officers, employees, and agents. Any insurance available to the Chapter will be made available to the GIG. Additional costs for GIG coverage shall be evaluated on a case-by-case basis to determine whether GIG funds must be used.

Article VII. Amendment and Modification of This Agreement

- Section A. This agreement is entered into willfully by the South Carolina Midlands Chapter of ASTD and the Lowcountry Geographic Interest Group. It is approved by both the Chapter Board and GIG Leadership. It can be revoked at any time by either party, by majority vote by the Board and/or GIG Leadership. However, thirty (30) day written notice shall be given to the other party prior to this vote being taken. During this time period each party should be given the opportunity for dialog and resolution of issues.

Article VIII. Disbandment of the GIG

- Section A. Upon disbandment of the Lowcountry GIG (by process other than the GIG forming its own chapter), all earmarked funds shall be incorporated into the general operating funds of the SC Midlands Chapter.

APPROVALS:

This agreement of partnership and support is approved on 12/14/07 by the Board of Directors of the South Carolina Midlands Chapter of ASTD and the Lowcountry Geographic Interest Group Leadership Team.

South Carolina Midlands Chapter Board

Lowcountry GIG Leadership Team

Connie Hill, President

Laura Erickson, President

Stacy Lindenberg, Past President

Peggy Smith, Treasurer/Secretary

Laura Whitmore, President-Elect

Karen Masullo, Communications/Program Chair

Randy Fabry, Treasurer

June Beard, Secretary

Cindy Kerwin, Communications Chair

Mina Antley, Membership Chair

Sandra Farray, Program Chair