



Bylaws of the National Industry Liaison Group

Preface:

These Bylaws are adopted by the National Industry Liaison Group as a guide to the conduct of its business. These Bylaws do not, and are not intended to, address each and every unique circumstance that may arise. The National Industry Liaison Group may, in its discretion, adopt other guidelines, procedures, and/or practices to more specifically address issues not covered by these Bylaws.

Article I: Name

The name of this organization shall be the National Industry Liaison Group ("NILG").

Article II: Address

The principal address of the NILG shall be at a location designated by the Treasurer of the NILG.

Article III: Status

The NILG is a non-profit organization established and operated in accordance with the provisions of 29 U.S.C. §§ 501(c)(6) and 509(a)(1), (2), and (3). The NILG is separate and distinct from any and all regional and/or local Industry Liaison Groups ("ILGs").

Article IV: Purposes

The purposes of the NILG revolve around being the premier employer association for federal contractors in complying with their affirmative action obligations. The specific purposes of the NILG include, but are not limited to:

- A. selecting and partnering with local ILGs to finance, plan and implement the annual ILG National Conference ("Annual Conference");
- B. serving as a communication vehicle and training resource to the regional and local ILGs;
- C. liaising with the Office of Federal Contract Compliance Programs ("OFCCP") and the Equal Employment Opportunity Commission ("EEOC"); and

D. developing partnerships with other agencies and organizations committed to assisting federal contractors in their equal employment opportunity and affirmative action compliance efforts.

Article V: Membership

The NILG Board shall consist of four representatives from each of the six Regions designated by the OFCCP on the date these Bylaws are adopted (Northeast, Mid-Atlantic, Southeast, Midwest, Southwest and Rocky Mountain, and Pacific). These individuals will comprise the NILG Board.

A. Eligibility

The criteria for being a member of the NILG Board are:

1. Employment with an organization or group of organizations that is recognized as a federal contractor and that has written affirmative action programs. Consultants and attorneys, i.e., those individuals not directly employed by a federal contractor, who are practitioners in the affirmative action area are eligible for NILG Board membership, provided that no more than 25% of the Board Members in a Region are consultants and/or practicing attorneys, except that Board Members as of 2010 who are a consultant or practicing attorney and are in a Region that exceeds the 25% representation limitation shall be allowed to remain on the NILG Board until they resign, are not consecutively re-elected, or are otherwise removed from the NILG Board. If a Board Member becomes a consultant or practicing attorney during his/her term and this causes his/her Region to exceed the 25% representation limitation, that Board Member can complete his/her term, but will not be eligible for re-election if the Region still exceeds the 25% representation limitation at the time of that election.

2. Active membership in an ILG at the time of election, continuing active membership in an ILG in the region for which the Board Member was elected, and experience holding an ILG leadership position, such as past or present ILG officer, conference planning committee member, or other similar substantive role.

3. Support of employer to pay annual dues, attend Annual Conferences, and meet NILG attendance and participation requirements.

4. Job responsibilities include active involvement in the area of affirmative action and equal employment opportunity.

5. Only one individual from an organizational entity (same parent company) may serve on the NILG Board at a time.

6. If any issues arise regarding a Board Member's eligibility, the Executive Committee will review and determine whether the Board Member meets these eligibility criteria.

B. Attendance

Board Members are expected to meet the attendance and participation requirements as established by the NILG. Board Members who fail to meet these requirements may be involuntarily removed by a majority vote of the Executive Committee. The Executive Committee shall consider the Board Member's reason, record, and circumstances before removing the Board Member.

C. Elections

Board Members shall be elected by Region and shall represent the entire Region. The NILG shall use a standard process for electing Board Members from the various Regions. If no eligible candidates are identified during the election process, the NILG may, at its discretion by a simple majority vote, remove any of the criteria for NILG Board membership in the Bylaws.

D. Terms

The term of office for Board Members shall be four years beginning January 1 and ending December 31 of the fourth year. For all Board Members serving on June 3, 2013, terms of membership will expire on December 31 of the year their term would normally expire. For any Board Member elected in an interim election, the term of office will expire on December 31 of their fourth year.

Board Members serving on the Executive Committee will have their terms of office suspended until the Board Member is no longer on the Executive Committee.

E. Conduct

Board Members may not directly market their products or services to, or solicit business from, other Board Members or take any other action that is inappropriate or inconsistent with the NILG's mission, purpose, or vision. Board Members may be speakers at, contribute as official sponsors, exhibit at events, and engage in similar activities, without violating this provision.

Any Board Member exhibiting behavior that is inconsistent with the mission, purpose, or vision of the NILG, and/or that violates any of the rules, procedures, or practices of the NILG may be involuntarily removed by a super-majority vote of the NILG.

Article VI: Executive Committee

The NILG will have the following Officers: Chair, Vice Chair, Recording Secretary, Administrative Secretary, and Treasurer. The NILG shall also have Counsel to the NILG

Board, which is an appointed position. The Officers and Counsel to the NILG Board shall comprise the NILG Executive Committee.

A. Officers

1. Chair

The Chair shall preside at all meetings of the NILG and of the Executive Committee. The Chair shall have general authority to perform all duties commonly incident to the office of Chair, including ensuring all Officers and Board Members are fulfilling their duties. The Chair shall have authority to appoint Ad Hoc committees that he/she deems necessary. The Chair shall have the authority to appoint Committee Chairs in the absence of volunteers.

2. Vice-Chair

In the absence or the disability of the Chair, the Vice Chair shall perform all the duties and execute the authority of the Chair. He/she shall have all of the restrictions imposed upon the Chair as prescribed in these Bylaws.

3. Recording Secretary

The Recording Secretary shall perform all duties as prescribed by the Executive Committee, including, but not limited to, recording and maintaining an accurate record of the minutes of all NILG Board meetings and reporting same to the NILG Board membership; sending a notice of each NILG Board meeting to Board Members no less than 10 days prior to the upcoming meeting; maintaining a roster of updated contact information on all Board Members; sending all internal communications to Board Members; and certifying attendance for the purpose of determining whether a quorum exists at each NILG Board meeting.

4. Administrative Secretary

The Administrative Secretary shall perform all duties as are customarily incident to that office and any such duties as may be prescribed by the Executive Committee. Such duties shall consist of, but are not limited to, receiving, maintaining, and as appropriate, transmitting a record of all communications pertaining to the NILG and its business, except those communications directed to Board Members; preparing materials for face-to-face meetings; and recording an accurate record of the minutes of NILG Board meetings in the absence of the Recording Secretary.

5. Treasurer

The Treasurer shall have charge of all funds of the NILG and shall perform such duties that are customarily incident to the office including, but not limited to, fulfilling statutory organizational requirements to maintain professional standing; invoicing and

collecting membership dues and keeping appropriate records thereof; and ensuring that no financial liability is accrued to the NILG resulting from overdrafts or unnecessary fees, etc. The Treasurer shall have the authority, with the consent of the Chair and the guidance of the Counsel to the NILG Board, to act as an agent of the NILG in all matters relevant to administering his/her fiduciary duties. The Treasurer shall render a written statement regarding the finances of the NILG at each NILG Board meeting. The Treasurer shall render a special financial report whenever called upon to do so by the Chair. The Treasurer shall ensure that tax returns are prepared, if appropriate, on behalf of the NILG. Whenever transition to a new Treasurer occurs, the departing Treasurer shall render all records, including historical records, to the new Treasurer within two weeks of election. Likewise, the new Treasurer shall ensure that all required “notifications of change” are made to the appropriate parties, such as financial institutions, within two weeks of receipt of these records.

B. Counsel to the NILG Board

Counsel to the NILG Board shall be a non-voting Board Member and non-voting member of the Executive Committee. Counsel to the NILG Board shall provide legal, practical, and ethical advice to ensure that the NILG meets its responsibilities as required by law. Counsel to the NILG Board is subject to a four-year term. Incumbents are eligible for reconsideration and selection at the end of their term. If the General Counsel is unable to fulfill their duties or responsibilities, exhibits behavior inconsistent with the mission, purpose or vision of the NILG, and/or violates any of the rules, procedures, or practices of the NILG, General Counsel may be involuntarily removed by a majority vote of the NILG. When it becomes necessary to fill the Counsel to the NILG Board position, the Chair shall establish a search committee to identify qualified candidates. The NILG shall determine by a simple majority vote which candidate to appoint as Counsel to the NILG Board.

C. Election of Officers

The Officers of the NILG Board shall be elected by a simple majority vote of the NILG bi-annually at the NILG Board meeting held during the Annual Conference. The term of office will begin 30 days after the election. All Officers shall serve for a term of two years. An Officer may not hold a position on the Executive Committee for more than two consecutive terms unless approved by a unanimous vote of the NILG Board. The NILG shall use a standard process for electing Officers.

D. Removal of Officers

If an Officer fails to perform his/her duties, the Chair will first request a resignation. If a resignation is not provided, the Chair shall make a proposal to the NILG to remove the Officer and shall schedule a meeting for that purpose. If the Chair fails to perform his/her duties, the Vice Chair shall fulfill the obligations of the Chair for this provision. Any Officer may be removed upon a super majority vote of the NILG.

Article VII: Committees

The NILG shall establish committees as needed to perform the business of the NILG. Board Members shall actively participate in committees on a reasonable basis as established by the NILG.

Article VIII: Dues

Dues shall be determined on an annual basis by a simple majority vote based on the fiscal needs of the NILG. The Treasurer, in consultation with the Executive Committee, will make a recommendation for annual dues.

Article IX: Financial Management

The NILG does not have the authority to expend funds or incur debt in an amount greater than those funds in NILG accounts.

Special assessments may be voted upon at regularly scheduled NILG Board meetings, provided at least 10 days' prior written notice of such proposed special assessment is provided to each Board Member. A super majority vote is necessary to pass a special assessment.

Article X: Quorum & Voting

Only those NILG Board Members who have paid dues in accordance with the NILG's established procedures are entitled to vote on NILG matters. NILG Board Members are entitled to one vote on each matter submitted to a vote before the NILG.

A quorum shall be 50% plus one of eligible NILG Board Members and at least one NILG Board Member from each Region.

Unless otherwise provided in the Bylaws, all NILG decisions are decided by a simple majority vote. A super majority vote shall consist of 75% of eligible Board Members of the NILG and at least one Board Member from each Region.

Article XI: Insurance

All Board Members shall be bonded and/or insured by the NILG for the faithful discharge of his/her duties in an amount and with such surety as the NILG determines. Any cost for securing such insurance shall be borne by the NILG.

Article XII: Indemnification

The NILG shall, to the fullest extent permitted by law, indemnify any person who was or is a party, or is threatened to be made a party, to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative in nature by reason of the fact that

he/she is or was a Board Member, or is or was serving at the request of the NILG. Such individual shall be provided with indemnification against any expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, except in matters in which such person is adjudged to be liable for willful misconduct amounting to bad faith. The indemnification provided shall not be deemed exclusive of any other rights which Board Members may be entitled under any Bylaw, agreement, vote of the NILG, insurance purchased by the NILG, or otherwise.

Article XIII: Amendments

These Bylaws may be altered, amended, or repealed and any new Bylaws may be adopted by a simple majority vote, provided the proposed changes have been provided to Board Members at least 30 days prior to the meeting at which the amendments are to be voted. The NILG may vote on any topic submitted for amendment at such meeting.

Article XIV: Dissolution

The NILG may be dissolved and its business terminated upon a super majority vote of Board Members after 30 days' notice is provided to each Board Member.

These Bylaws were adopted by the NILG on the 19th day of December 2017.



Cynthia Collver
Recording Secretary