



## **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: Objectives**

The objectives of the NILG revolve around being the premier employer association for federal contractors, supporting affirmative action and equal employment opportunity in employment and compliance with related laws and regulations. The NILG's objectives include, but are not limited to:

- A. planning, securing financing and implementing the annual NILG Conference ("NILG National 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: Board 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, so long as such election would not cause the Region into which he/she would be elected to exceed 25% representation by consultants or practicing attorneys. Board Members becoming a consultant or practicing attorney during their term resulting in their Region to exceed the 25% representation limitation can complete their 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, NILG National Conference planning committee member, or other similar substantive role. Active membership is defined as participation in a majority of the ILGs regular meetings and events.

3. Ability to pay annual dues, through support of employer or otherwise.

4. Attendance at NILG National Conference and ability and willingness to meet NILG attendance and participation requirements.

5. Job responsibilities include active involvement in the area of affirmative action and equal employment opportunity. Individuals must be involved in the process of preparing affirmative action plans, help their employer or clients comply with OFCCP regulations, and/or represent their employer or clients in matters involving the OFCCP to satisfy this requirement. If a Board Member's job responsibilities change during their term such that being no longer active in the area of affirmative action and equal employment opportunity, the Board Member will no longer meet the eligibility requirements for membership, except that, if such Board Member is actively seeking employment that would meet the NILG's eligibility requirements, the NILG will allow that Board Member to remain on the Board for up to six months. If the eligibility requirements are not met within that six-month period, the Board Member must resign and/or the Executive Committee will review eligibility and take appropriate action consistent with paragraph #7 below.

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

7. If a Board Member permanently moves to a different Region, they may continue to represent the Region in which the Board Memberl was elected as long as the

Board Member continues to meet all eligibility requirements. A Board Member may not transfer from representing one Region to representing another Region without being duly elected by that Region.

8. All issues arising regarding a Board Member's eligibility will be reviewed by the Executive Committee who will 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 majority vote, remove any of the criteria for NILG Board membership.

## **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 any Board Member elected in an interim election, the term of office will expire on December 31 of their fourth year.

If the term of office of a Board Member serving on the Executive Committee expires while serving on the Executive Committee, the Board Member will have their term of office extended until the next regularly scheduled region election for their seat following their term on the Executive Committee, except that those Board Members serving on the Executive Committee when this new term extension rule was adopted on June 16, 2020 will continue to have their Board Member terms suspended an amount of time equal to their time on the Executive Committee in accordance with the rule that was in effect when they were elected to the Executive Committee. This exception does *not* apply to Board Members serving on the Executive Committee on June 16, 2020 who are re-elected to the Executive Committee after this new rule was adopted on June 16, 2020.

If the term of office of a Board Member serving as the NILG National Conference Chair or Co-Chair expires within one year of the NILG National Conference for which the Board Member is Chair or Co-Chair, that term of office will be extended until the next regularly scheduled region election following the NILG National Conference for which the Board Member is Chair or Co-Chair.

## **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, objectives, 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 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 the Chair deems necessary. The Chair shall have the authority to appoint Committee Chairs in the absence of volunteers. The Chair is responsible for entering into financial contracts between NILG and other parties and to lead and guide the Board

#### **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. The Vice Chair shall have all the restrictions imposed upon the Chair as prescribed in these Bylaws. The Vice Chair will coordinate Board Member elections and oversee the strategic goals set by respective committees.

#### **3. Recording Secretary**

The Recording Secretary shall perform all duties as may be prescribed by the Executive Committee. Such duties shall consist of, 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 7 days prior to the upcoming meeting; sending all internal communications to Board Members; and certifying attendance for the purpose of determining whether a quorum exists at each NILG Board meeting. The Recording Secretary will be responsible for recordkeeping of all minutes, such as utilizing the electronic platform.

#### **4. Administrative Secretary**

The Administrative Secretary shall perform all duties as prescribed by the Executive Committee. Such duties shall consist of, but are not limited to, distributing the NILG monthly Board agenda at least seven days prior to the upcoming meeting; maintaining a roster of updated contact information on all Board Members; compiling materials for face-to-face

meetings; tracking NILG Board Member attendance on monthly board calls, face-to-face meetings and committee calls; 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 operational 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 the Treasurer's 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 and/or Committee Chairs. 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, parliamentary, and ethical advice, consistent with the mission, vision, and objectives of the NILG, to ensure that the NILG meets its responsibilities as required by law. Counsel to the NILG Board will be appointed for a four-year term and may apply for reappointment at the end of their term through the Board's RFP selection process. If the General Counsel is unable to fulfill the duties or responsibilities, exhibits behavior inconsistent with the mission, objectives, and/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. At the end of the four-year term or if it otherwise 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 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 majority vote of the NILG bi-annually at the NILG Board meeting held during the NILG National Conference or a time designated by the NILG Board. 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 their 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 their duties, the Vice Chair shall fulfill the obligations of the Chair for this provision. Any Officer may be removed upon a 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. Advisory Council to the NILG Board**

The Advisory Council shall provide technical expertise and provide key information, insight, and recommendations on relevant matters before the NILG Board including affirmative action compliance and equal employment opportunity. The Advisory Council shall be comprised of non-Board Members. Advisory Council members serve in an advisory capacity to the Board and have no voting rights and no authority within the NILG Board.

Advisory Council Members are appointed for a two-year term to begin 30 days after the NILG National Conference or a time designated by the NILG Board. Notwithstanding this provision, the term for the Ad Hoc Advisory Council Members selected on or about January 2019 who are not attorneys shall expire 30 days after the 2020 NILG National Conference. The term for the Ad Hoc Advisory Council Members selected on or about January 2019 who are attorneys shall expire 30 days after the 2021 NILG National Conference. An Advisory Council Member can be appointed to no more than two consecutive terms unless the Board approves an additional term by majority vote.

#### **Article IX: Dues**

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

#### **Article X: Financial Management**

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

#### **Article XI: 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 majority vote. A majority vote shall consist of 75% of eligible Board Members of the NILG and at least one Board Member from each Region.

#### **Article XII: Insurance**

All Board Members shall be bonded and/or insured by the NILG for the faithful discharge of their 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 XIII: 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 the individual 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 XIV: Amendments**

These Bylaws may be altered, amended, or repealed and any new Bylaws may be adopted by majority vote, provided the proposed changes have been provided to Board Members at least 15 calendar 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 XV: Dissolution**

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

These Bylaws were adopted by the NILG on the 18<sup>th</sup> day of August 2020.

*Madelaine Cornell-d'Echert*

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Madelaine Cornell-d'Echert  
Recording Secretary