



**National Industry Liaison
Group**



**Bylaws
of the
National Industry Liaison Group**

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**National Industry Liaison
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Bylaws of the NILG

Article I: Name

The name of this organization shall be the National Industry Liaison Group, hereinafter referred to as the National Industry Liaison Group Board, “Board” or “NILG”. The NILG is a non-profit organization and is a separate and distinct entity from any and all regional and local Industry Liaison Groups, hereinafter referred to as ILGs.

Article II: Purposes

The purposes for which the NILG was established are as follows:

Section A – Annual ILG National Conference. To enhance the coordination of the Annual ILG National Conference (the “Annual Conference”); in this regard, the NILG’s activities shall include the following:

1. Soliciting ILG Regions to host the Annual Conference and, in the event multiple regions volunteer to host the Annual Conference, selecting which ILG Region shall host and in which particular year the ILG Region shall host;
2. Developing and maintaining an Annual Conference blueprint;
3. Providing a history of the results of prior Annual Conferences to each incoming Annual Conference committee; and
4. Serving as a repository for Annual Conference artifacts, speakers, *etc.*

Section B – Communication Vehicle. To serve as a communication vehicle and training resource to Regional and Local ILGs, by performing the following activities:

1. Developing and disseminating guidelines on the formation of local ILGs;

2. Distributing information regarding federal regulatory changes and proposals;
3. Sharing information regarding best practices;
4. Communicating information regarding the dates for regional and local ILG-related events;
5. Maintaining a national contact list of established regional ILG Chairs; and,
6. Fostering communication among local ILGs.

Section C – Liaison with OFCCP and EEOC. To liaison with the Office of Federal Contract Compliance Programs (OFCCP) and the Equal Employment Opportunity Commission (EEOC) to enhance the implementation of both the spirit and intent of equal employment opportunity and affirmative action, through the following activities:

1. Providing a linkage to the above-named federal agencies through various communication vehicles;
2. Periodically meeting with representatives from said agencies to share ideas and foster a collaborative working relationship between these federal enforcement agencies and the federal contractor community;
3. Providing comments, feedback and suggestions to the aforementioned federal agencies regarding the impact on the contractor community of proposed regulations and agency guidelines; and,
4. Serving as a resource for the leadership in the aforementioned federal agencies by providing a forum for on-going dialogue, exchanges of best practices, and effective approaches for equal employment opportunity and affirmative action.

Article III: Officers

Section A – Officers. The Elected Officers of the NILG shall be Chair, Vice Chair, Recording Secretary, Corresponding Secretary, and Treasurer. The Board Counsel shall be an appointed position. The Elected Officers and Board Counsel shall constitute the members of the Executive Committee. The duties and responsibilities of these Officers shall be those described in Robert’s Rules, Sample Bylaws, Article IV – Officers and including those duties as prescribed within these Bylaws.

Section B – Duties. The duties of the Officers shall be as follows:

1. The Chair shall preside at all meetings of the NILG and of the Executive Committee and shall serve on the Strategic Planning Committee. The Chair shall have general authority to execute all contracts and written instruments on behalf of the NILG up to \$2,500 without Executive Committee approval, and to perform all other duties commonly incident to the office of Chair, including ensuring all officers are fulfilling their duties. The Chair shall have authority to appoint all ad-hoc committees that he or she may deem as necessary. The Chair shall have the authority to appoint committee chairs in the absence of volunteers. The Chair shall have the authority to co-sign checks in accordance with Article VII, Section D hereof;
2. The Vice Chair shall serve as a member of the Executive Committee. In the absence or the disability of the Chair, he or she shall perform all the duties and execute the authority of the Chair. The Vice Chair shall have the authority to co-sign checks in accordance with Article VII, Section D hereof. He or she shall have all of the restrictions imposed upon the Chair as prescribed in these Bylaws;
3. The Treasurer shall serve as a member of the Executive Committee. He or she shall have charge of all funds of the NILG, and shall perform such duties which 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 Board Counsel, to act as an agent of the NILG in all matters relevant to administering his or her fiduciary duties. The Treasurer shall render a written statement regarding the finances of the NILG at each Board meeting. The Treasurer shall draft a proposed annual budget and a proposed dues assessment for consideration by the Board. 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 the request date. Likewise, the new Treasurer shall ensure that all required “notifications of change” are made to the appropriate parties (*e.g.*, banks, IRS, *etc.*) within two weeks of receipt of these records;

4. The Recording Secretary shall serve as a member of the Executive Committee. The Recording Secretary shall perform all duties as described in the Robert’s Rules, Sample Bylaws, Article IV - Officers and including, but not limited to, recording and maintaining an accurate record of the minutes of all Board meetings and reporting same to the Board membership; sending a notice of each Board meeting to the membership within thirty days and no less than ten days prior to the upcoming meeting; maintaining a roster of updated contact information on all Board members; sending all internal communications to the membership; and certifying the membership role for the purpose of determining whether a quorum exists;
5. The Corresponding Secretary shall serve as a member of the Executive Committee and as a member of the Communications Committee. The Corresponding 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 to all persons and organizations except those communications directed to the membership of the NILG; and recording an accurate record of the minutes of Board meetings in the absence of the Recording Secretary; and,
6. Counsel to the Board shall be a non-voting member of the Board and a member of the Executive Committee. Counsel to the Board shall provide legal, practical, and ethical advice to ensure that the Board meets its responsibilities as required by law.

Section C – Absence of Executive Board Members. In the event that the Chair is not in attendance during a Board meeting or a conference call, the Vice Chair shall assume the duties and authority of the Chair. In the event both the Chair and Vice Chair are not in attendance, the

Treasurer shall assume the duties and authority of the Chair. In the event the Chair, Vice Chair and Treasurer are not in attendance, the Corresponding Secretary shall assume the duties and authority of the Chair. In the event none of these Officers is in attendance, the meeting shall be rescheduled for a more suitable time.

Section D – Terms of Office. All Officers shall serve in their elected capacity for a term of two years or until their successor assumes office, whichever is later. The election of Officers shall occur bi-annually at the Board meeting held during the Annual Conference, and their term of office will begin 30 days after the election. The elected Officers may not hold office for more than two consecutive terms unless approved by a unanimous vote of the Board.

Section E – Election of Officers. The Officers of the NILG shall be elected by a majority vote of the Board members during the Board meeting held during the Annual Conference. In the event a Board member is unable to attend the Board meeting held during the Annual Conference, the Board member may forward an absentee ballot to counsel to the Board stating his or her voting preference prior to the beginning of the Annual Conference. Three months immediately preceding the Annual Conference, during a year when elections will occur, the Chair shall appoint a Nominating Committee. Nominations for the Elected Officer position(s) shall be submitted to the Nominating Committee no later than one month prior to the Board meeting held during the regularly scheduled Annual Conference in the year in which such elections will be held. The Nominating Committee will communicate nominees for each position to the Board at least two weeks prior to the Annual Conference. Nominees must be NILG Board members in good standing.

Section F – Appointment of Board Counsel. Counsel to the Board shall serve at the pleasure of the Board for an indefinite period of time. In the event it becomes necessary to fill the Counsel to the Board position, the Chair shall establish a search committee to identify a qualified candidate. The search committee shall present its selected candidate to the Chair. The Chair shall nominate the selected candidate, and the Board shall determine by a majority vote whether to appoint the candidate as Counsel to the Board.

Section G – Interim Vacancies. The Recording Secretary shall provide written notice as soon as possible to all Board members when a vacancy occurs in one or more of the Officer positions. The notice shall solicit nominations for the vacant position and announce a special meeting to elect an interim Officer by a majority vote of the Board. The elected Officer shall fulfill the remainder of the term of the position vacated.

Section H – Removal of Officers. In the event it becomes necessary to remove an Officer from the Executive Committee, the Chair will first request a resignation. In the event a resignation is not forthcoming, the Chair shall make a proposal to the Board to remove the Officer and shall schedule a special meeting for that purpose. In the event it becomes necessary to remove the Chair, the Vice Chair shall fulfill the obligations of the Chair for this section in that instance. Any Officer may be removed upon a super majority vote.

Section I – Compensation. No Officers or Board members of the NILG shall receive monetary compensation for their services as Officers or Board members.

Section J – Expenses. Expenses incurred by Board members for travel and meals are not reimbursable by the NILG. However, reimbursement may be made for incidental personal expenditures (*i.e.*, retirement gifts, *etc.*) incurred on behalf of the NILG. Approval of such expenditures shall be by the same process as provided in Article VII, Section E regarding financial transactions. No signatory to the checking account may sign a check reimbursing himself or herself for expenses incurred. All such expenses must be reviewed, approved and the check issued by a non-party to the expense.

Article IV: Membership

The membership of the NILG shall consist of four representatives from each of the six Regions. Representatives from each Region shall be selected by said Region to represent that Region's interest.

Section A – Criteria for Board Membership. The criteria for serving on the NILG Board are as follows:

1. The member must be employed by a company or group of companies that is recognized as a federal contractor or subcontractor that have written affirmative action programs; consultants and attorneys who are practitioners in affirmative action work are eligible to be Board members. However, no more than 25% of the Board Members in a Region may be consultants and/or practicing attorneys, except that existing members who are consultants or practicing attorneys and are in a Region that meets or exceeds this 25% representation limitation when the Bylaws are adopted in 2010, shall be allowed to remain on the Board until they resign, are not consecutively re-elected, or are otherwise removed from the Board. After the adoption of these Bylaws in 2010, if a Board Member becomes a practicing attorney or consultant during his/her term and this causes his/her Region to exceed the 25% representation limitation, that Board Member can complete his/her current term but will not be eligible for re-election.
2. Board Members may not directly market their products or services to or solicit business from fellow Board Members or take any other action which is inappropriate or inconsistent with NILG's mission, vision, or purpose. Board members may be speakers at, contribute as official sponsors of, or reserve space as official exhibitors at ILG events;
3. The member must be an active member of an ILG and have experience holding an ILG leadership position within his or her Region, such as past or present ILG officer, conference planning committee member or other substantive role;
4. The member must have the support of his or her employer to pay annual dues and to organize and/or host some portion of a Board meeting on a rotating basis;
5. The member is expected to attend annually a minimum of two of the three regularly scheduled face-to-face meetings;
6. The member is expected to participate in at least one conference call every two months;
7. The member is required to actively participate on two or more committees of the Board;
8. The member must be an experienced affirmative action/equal employment opportunity professional; and,

9. No two or more Board members shall work for the same parent company or corporate entity, regardless of the Region(s) they represent.

Section B – Election of Members.

1. The membership of the NILG shall consist of four representatives per Region, as duly elected by the applicable Region through an election process established by the NILG Board and uniformly administered throughout the ILG Regions.
2. Board members shall represent the entire Region.
3. The designated Regional Elections Task Leader (RETL) shall be responsible for coordinating the election process in accordance with the NILG Board Member Election Process.
4. The election process shall begin with a communication from the designated RETL to the Chairs of the ILG groups for the respective Region(s), soliciting candidates for nomination to the Board.
5. The designated RETL will inform all ILG Chairs within the respective Region of the Board vacancy. The designated RETL will request that the ILG Chair communicate with their ILG membership and request that qualified candidates submit a standard nominating form and a current biography or resume to the designated RETL.
6. Upon receipt of the nominations and biographies/resumes from the Region and verification of eligibility, the designated RETL shall disseminate a candidate package to all ILG Chairs within the Region who will be responsible for voting on behalf of their ILG members. Each ILG shall have one vote. In the event of a tie, the designated RETL will follow the tie break procedures outlined in the NILG Board Member Election Process.
7. In the event the elected member is unable to complete his or her term of office, the Region will hold an interim election following the same election process delineated above.
8. The term of office for Board members shall be four years. When a term would normally end at some point in the middle of a month, the term extends to the end of that month; the new term begins on the first of the following month. When

serving on the Executive Committee, term of office shall be suspended until the member is no longer serving on the Executive Committee.

9. In the event a request for nominations produces no eligible candidates, the Board Members in that Region must reach out to each ILG Chair within the Region to determine if there are possible candidates for nomination. If no eligible candidates can be identified, the Board may, at its discretion by a simple majority vote, temporarily remove any of the criteria in Article IV, Section A, paragraphs numbered 3-7.

Section C – Change of Status

Any Board Members who becomes a consultant or practicing attorney, changes employers, moves to a new location crossing regional boundaries, or make any change potentially affecting his/her Board eligibility, must inform the Chair as soon as is reasonably possible but no later than 30 days after the change takes effect.

Section D – Board Member Removal.

Board members who fail to attend at least three consecutive, regularly scheduled meetings or conference calls or cumulatively six regularly scheduled meetings or conference calls within a twelve-month period, without extraordinary extenuating circumstances, shall be involuntarily removed by a majority vote of the Executive Committee. The Executive Committee will consider the Board member's reason, record and circumstances in exercising any action to remove a Board member. Board members exhibiting any behavior that is inconsistent with the mission, vision, or purpose of the NILG may be involuntarily removed by super majority vote of the Board.

Section E – Voting. The voting members of the NILG shall be those persons who have paid dues pursuant to the provisions contained in Article VIII. Each voting member shall be entitled to one vote on each matter submitted to a vote before the NILG.

Section F – Annual Conference Chair. The Conference Chair, or his/her designated representative, for each Annual Conference shall be invited to attend that portion of the NILG

meetings related to the conference during the eighteen months preceding that upcoming Annual Conference as a non-voting member, unless the Conference Chair is also a regular member of the Board, in which case the Conference Chair shall have the same voting rights as other members of the Board.

Section G – Definition of Region. The term Region used herein shall refer to the geographic, organizational region structure in use by the OFCCP on the date these Bylaws are approved. The following six regions currently exist: Mid-Atlantic, Midwest, Northeast, Pacific, Southeast, and Southwest and Rocky Mountain. These Regions are structured as follows:

Mid-Atlantic: Delaware, District of Columbia, Maryland, Pennsylvania, Virginia and West Virginia;

Midwest: Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, Ohio and Wisconsin;

Northeast: Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Puerto Rico, Rhode Island, Vermont and the Virgin Islands;

Pacific: Alaska, Arizona, California, Guam, Hawaii, Idaho, Nevada, Oregon and Washington State;

Southeast: Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, and Tennessee; and,

Southwest and Rocky Mountain: Arkansas, Colorado, Louisiana, Montana, New Mexico, North Dakota, Oklahoma, South Dakota, Texas, Utah and Wyoming;

Section H – Bonding/Insurance. Any or all Officers and members of the Board shall be bonded and/or insured by the NILG for the faithful discharge of his or her duties in an amount and with such surety as the NILG may determine. Any cost for securing such surety shall be borne by the NILG.

Section I – Indemnification of Board Members. 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 or she is or was an NILG 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 or her in connection with such action, suit or proceeding except in matters in which such person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct amounting to bad faith. The indemnification provided shall not be deemed exclusive of any other rights to which such Board members may be entitled under any Bylaw, agreement, vote of the Board, insurance purchased by NILG, or otherwise.

Article V: Committees

The standing committees of the NILG shall consist of the following:

Executive Committee. The Officers of the NILG and the Board Counsel, as designated in Article III, shall constitute the Executive Committee of the NILG. The duties of the Executive Committee shall include, but not be limited to, the following:

1. Proposing an annual budget for the term in which they are to serve as Officers of the NILG. The proposal shall be submitted to the NILG in time to be considered at the first face-to-face meeting to be held during the first quarter of the year;
2. Authorizing expenditures for the normal operating expenses of the NILG;
3. Recommending changes to the Bylaws; and,
4. Any other functions it is authorized to perform by the NILG. All decisions of the Executive Committee made in the exercise of these functions must have the approval of the majority of members of the Executive Committee.

Partnership Committee. The role of the Partnership Committee shall be to:

1. Establish and maintain a non-adversarial relationship ("partnership") with the two key federal enforcement agencies, OFCCP and EEOC, and, as appropriate, other federal agencies concerned with equal employment opportunity and affirmative action;
2. Serve as NILG liaison with the OFCCP and EEOC;

3. Initiate and maintain an open dialogue with the OFCCP and EEOC regarding new developments in the areas of equal employment opportunity and affirmative action compliance;
4. Identify and implement programs and initiatives in conjunction with these federal agencies designed to further advance equal employment opportunity and affirmative action; and,
5. Schedule annual face-to-face meetings with agencies as appropriate.

Strategic Planning Committee. The role of the Strategic Planning Committee shall be:

1. To develop the mission and goals of the NILG; and,
2. To propose a plan of action for the NILG at least annually.

Bylaws Committee. The role of the Bylaws Committee shall be to:

1. Evaluate existing bylaws to ensure accuracy of current practices and processes;
2. Draft and recommend bylaw revisions and amendments to the Board;
3. Interpret and clarify bylaw's intent; and,
4. Educate membership about current bylaws and proposed revisions.

Constituency Information Committee. The role of the Constituency Information Committee shall be to:

1. Communicate with regional and local ILGs;
2. Respond to Government Agency communications; and,
3. Formulate NILG general correspondence and communication (except NILG Board communications and correspondence handled by Corresponding Secretary).

Life-Time Achievement Award Committee. The role of the Life-Time Achievement Award Committee shall be to:

1. Manage the nomination and election process for recipients of this prestigious award;
2. Coordinate these efforts through the ILG Chairs; communicate the selection criteria and process;
3. Create / order the award; and,
4. Arrange for the presentation of the award at the Annual Conference.

Media Communication Committee. The role of the Media Communication Committee shall be to:

1. Create and maintain content for the NILG website, including maintaining a relationship with the webmaster;
2. Maintain the Annual Conference display including ensuring the display is

- available for use at the conference;
3. Create and suggest opportunities for marketing and advertisement of the NILG;
 4. Manage the NILG brand; and,
 5. Manage press and outside media.

Nominating Committee. The Nominating Committee shall be established by the Chair, as needed. The role of the Nominating Committee shall be to facilitate the election of the Executive Committee as described in Article III, Section E hereof. The Committee shall consist of one member per region, up to six members. Members of the Nominating Committee shall not be on the ballot for election.

Article VI: Meetings

Section A – Number of Meetings. Three regularly scheduled face-to-face meetings of the NILG shall occur each year, at a time and place to be determined by the Executive Committee. In addition, the NILG will periodically meet via conference call. The Executive Committee may schedule other meetings as needed.

Section B – Voting. As indicated under Article IV, Section E, each voting member is eligible to cast one vote on each business matter brought before the NILG. Unless otherwise provided, decisions will be decided by simple majority vote.

Section C – Attendance. Only Board members or those invited to attend by the Executive Committee shall attend Board meetings.

Article VII: Financial Management

Section A – Fiscal Year. The fiscal year for the NILG shall be from January 1 to December 31 of each calendar year.

Section B – Account Name. All NILG financial accounts shall bear the name “The National Industry Liaison Group”.

Section C – Deposits. All funds of the NILG shall be deposited by the Treasurer in a banking or financial institution within fourteen business days after receipt.

Section D – Financial Transactions. Financial transactions drawn against any NILG account must be authorized by the Board. Amounts up to and including \$2,500 shall bear the signature of the Treasurer. For amounts greater than \$2,500, the signature of the Treasurer and either the Chair or Vice Chair shall be required. The authority of the NILG to expend or encumber funds extends only to those funds resident in the NILG account(s).

Section E – Expenditures. The Treasurer shall pay normal operating expenses of the NILG. Normal operating expenses shall include all of the expenditures designated in the annual budget approved by the Board. Expenditures of NILG funds for all other purposes must be authorized by a majority vote of the Board. All expenditures shall be made by the NILG in a manner that will facilitate accurate bookkeeping by the Treasurer.

Section F – Special Assessments. Special assessments of NILG Board members may be voted upon at a regularly scheduled meeting, provided prior written notification of specific assessments is sent to each Board member at least ten days in advance of the meeting. A super majority vote is necessary for successful passage of an assessment proposal.

Section G – Conference Funds. In the event a net profit is made at the Annual Conference, the NILG Treasurer shall request that the Regional Planning Committee for that Annual Conference donate a minimum of 10% of the net profit to the NILG to provide seed money for future Annual Conferences and to allow for National ILG Board administrative costs, etc.

Section H – Loans or Extensions of Credit to Board Members. No loans shall be made and no credit shall be extended by the NILG to any Board member under any circumstances.

Article VIII: Dues

Section A – Dues Assessment. Dues for membership in the NILG shall be determined annually, no later than January 1 of each calendar year. The amount for dues shall be determined by a

majority vote of the Board based upon the fiscal needs to operate the NILG.

Section B – Past Due Accounts. All dues and fees are payable within 60 days of billing by the Treasurer. When any Board member owes dues or is otherwise indebted to the organization for a period of greater than 60 days, the Treasurer will bring the matter to the attention of the specific Board member. The Treasurer will send periodic reminders to all delinquent accounts. If payment is not made within 90 days from the date when it becomes due and payable, and after two or more reminders from the Treasurer to the Board member, the Treasurer shall present the matter to the Executive Committee for consideration and appropriate action up to and including removal of the member from the Board.

Article IX: Parliamentary Authority

These Bylaws, as adopted by the membership, shall be the authority or law of the NILG. Wherever these Bylaws do not specifically make provision for a particular point or situation in question, the governing authority shall be Robert’s Rules of Order, Revised Edition.

Article X: Super Majority

A super majority shall consist of 75 percent of the voting members of the Board. At least one member from each Region must be in attendance.

Article XI: Quorum

A quorum shall be fifty percent plus one of the voting members of the Board provided each Region has at least one member in attendance. If there is no representation from one or more Regions, then a quorum does not exist.

Article XII: Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a

majority vote, provided the proposed changes have been circulated to its members at least 30 days prior to the meeting at which the amendment is to be voted upon.

The foregoing Bylaws were adopted by the NILG on the 20 day of May, 2010.

Audrey Ina Bennett
Recording Secretary