



**National Industry Liaison Group**



## **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 Conference. To enhance the coordination of the Annual ILG 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 mailing 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 customarily associated with such offices 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. 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 customarily incident to that office 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 voting;
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 perform all duties as are customarily incident to that office including providing guidance and counsel to ensure that the Board meets its fiduciary 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. The election of Officers shall occur annually at the Board meeting held during the Annual ILG Conference, and their term of office will begin 30 days after the election. The elected Officers may not hold the same 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 annual Board meeting held during the Annual ILG Conference. In the event a Board member is unable to attend the Board meeting held during the Annual Conference, the Board member may forward a proxy to a Board member of his/her choosing stating his or her voting preference prior to the beginning of the Annual Conference. At the Board meeting immediately preceding the Annual ILG Conference, 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 ILG Conference in the year in which such elections will be held. The Nominating Committee will communicate nominees for each position to the Board 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 affirmative action programs;

2. The member must 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;
3. 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;
4. The member is expected to attend annually a minimum of two of the three regularly scheduled face-to-face meetings;
5. The member is expected to participate in one conference call every two months;
6. The member must be an experienced affirmative action/equal employment opportunity professional; and,
7. 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. Therefore, membership should reflect the overall characteristics of the ILG membership within the particular Region.
3. The election process shall begin with a communication from the designated NILG Board member(s) to the Chairs of the ILG groups within their Region, soliciting candidates for nomination to the Board.
4. The designated NILG Board member(s) shall be responsible for coordinating the election process for their Region, through a regional website, ILG Chair e-mail list, or other vehicle designed to facilitate the broadest dissemination of information necessary to ensure maximum participation by local ILG members.
5. The designated NILG Board member will inform all ILG Chairs within their Region of the Board vacancy. The designated Board member will request that the Chair communicate with their ILG membership and request that qualified

