

**BYLAWS OF
TRIANGLE INDUSTRY LIAISON GROUP
A Nonprofit Trade Association**

ARTICLE I – Name and Purposes

Section 1. Name. The name of the organization is the Triangle Industry Liaison Group (herein referred to as “TILG”).

Section 2. General Purposes. This Corporation is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the North Carolina Nonprofit Corporation Act as a tax-exempt trade association. The purposes for which this Corporation is organized and shall be exclusively operated are to serve as a trade association within the meaning of §501(c)(6) of the Internal Revenue Code of 1986, as amended (“Code”) or the corresponding provision of any subsequent federal tax laws. Notwithstanding any other provision of these Bylaws, this Corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Section 3. Specific Purposes. Within the context of the foregoing general purposes, the specific and primary purposes for which the Corporation is organized and shall be exclusively operated are as follows:

- A. To enhance awareness of current legislation and laws impacting affirmative action planning and equal employment opportunity;
- B. To provide assistance in the professional development of every member of the Corporation, to provide leadership in establishing and supporting standards of excellence in every phase of Equal Employment Opportunity and Affirmative Action compliance, to assist members in valuing and managing a diverse workforce and to serve as a focal point for the exchange of data and information; and
- C. To engage in activities incidental to the foregoing.

Section 4. Limitations.

- A. **Property.** The property, assets, profits, and net income of this Corporation are dedicated irrevocably to the purposes set forth in Sections 2 and 3 above. No part of the profits or net earnings of this

Corporation shall ever inure to the benefit of any of its members, directors or officers, or to the benefit of any private individual.

- B. **Dissolution.** Upon the dissolution and liquidation of the Corporation, the Board of Directors (“Board”) shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation in the following manner and order:
- i. First, to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes, and which has established its tax-exempt status under §501(c)(3) of the Code or the corresponding provision of any subsequent federal tax laws, as selected by the Board;
 - ii. Second, as may be determined by a court of competent jurisdiction upon application of the Board for one (1) or more exempt purposes within the meaning of §501(c)(3) of the Code or the corresponding provision of any subsequent federal tax laws.

Any such assets not so disposed of shall be disposed of by a court of general jurisdiction in the county in which the fit of any private individual. Principal office of the Corporation is then located exclusively for such purposes for which the Corporation was organized or to such organization or organizations as said court shall determine.

ARTICLE II – Membership

Section 1. Qualifications for Membership. Memberships in TILG are divided into two categories:

- A. Professional members are those institutions who are currently recognized as federal contractors and have an affirmative action program.
- B. Associate members are those individuals or institutions who hold positions as consultants in the field of EEO/AA or hold positions as attorneys with experience in counseling and advising clients on matters relating to the EEO/AA profession.

The membership categories above are collectively referred to as member institutions.

There shall be no discrimination in individual memberships or participation because of race, religion, sex, age, national origin, disability, sexual orientation, marital status, gender identity or veteran status.

Section 2. Application for Membership. Application for membership shall be submitted using the TILG application form. All applications shall be reviewed by the Membership Director. New member institutions shall be afforded full membership rights from the date of application.

Section 3. Voting. Each member institution of TILG shall have the right to cast one vote on each matter brought before a vote of the membership. Each member institution shall delegate one member representative of the member institution who is empowered with voting rights for the institution. Votes shall be tallied by a designee Committee appointed by the Board.

Section 4. Dues.

- A. Annual membership dues shall be established for the next year by the Board of Directors. Membership is for a calendar year period.
- B. The Membership Director shall send renewal notices and provide member institutions with thirty (30) days to submit the annual dues payment beginning in the fourth quarter of each year for the following membership period. Member institutions have until the first quarter meeting of the current membership period to submit dues.
- C. Member institutions owing dues after the first quarter meeting may be charged a penalty set by the Board.

Section 5. Termination of Membership. The Board has the right to revoke the membership of member institutions or individuals of member institutions who fail to submit the required membership dues timely, who conduct themselves in a manner counter to the spirit and principles of TILG, as defined herein and by the Board, or who conduct themselves in a manner counter to federal non-discrimination laws, only after providing notice and allowing the member institution or individual member an opportunity to respond.

ARTICLE III – Meetings of Members

Section 1. Regular Meetings. Regular meetings of the member institutions shall be held four (4) times each calendar year or as otherwise determined by the Board at a location determined by the Board.

Section 2. Special Meetings. Special meetings of member institutions shall be held on call of the President or the Board of Directors.

Section 3. Notice of Meetings. Notice of all special meetings shall be given to all member institutions at least ten (10) days prior to the meeting. Notice of regular meetings shall be given to all member institutions at least thirty (30) days prior to the meeting.

Section 4. Quorum. Member representatives holding one-tenth of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. The vote of the majority of the member representatives present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the membership.

ARTICLE IV – Board of Directors

Section 1. Number. The Board of Directors shall consist of the following Officer positions: President, Past President, Vice President, Treasurer and Secretary. Additional Board members shall be appointed from among the eligible membership as At-Large Directors of the Board of Directors by the current President.

Section 2. Qualification. All candidates for Officers of the Board of Directors must be members of TILG in good standing at the time of nomination or appointment. No more than 25% of the Board of Director Officer positions may be Associate members. All members in good standing are eligible to be appointed as At-Large Directors of the Board of Directors.

Section 3. Appointment-Term of Office. Officers and At-Large Directors shall be nominated by the membership, self-nominated or appointed by the Board of Directors at the beginning of each calendar year. Each appointed Officer shall assume office on January 1 following his/her appointment and shall hold office for one (1) year or until his/her successor is appointed and takes office. Each appointed At-Large Director shall assume office on January 1 following his/her appointment and shall hold office for two (2) years or until his/her successor is appointed and takes office. Board members may not serve more than two (2) consecutive terms in the same position unless a majority of the Officers and At-Large Directors vote to continue the appointment for an additional term.

Section 4. Vacancies. Any vacancy on the Board may be filled for the unexpired term by the President with consent of the Board of Directors.

Section 5. Meetings. The Board of Directors shall meet once each quarter (one time every three months). Any member institution or representative in good standing may request the President to place an item on the agenda of the next regular meeting.

Section 6. Quorum. A simple majority of the total Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 7. Expectations. Each Board member is expected to attend every Board and Regular meeting as well as serve on at least one (1) committee.

Section 8. Board of Directors' Responsibilities. The Board of Directors shall transact all business of TILG except as prescribed otherwise in the Articles of Incorporation or Bylaws.

Section 9. Removal of Officer and At-Large Director. Any Officer or At-Large Director may be removed from his/her position on the Board, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting.

ARTICLE V – Duties and Responsibilities

Section 1. President. The President shall preside at the meetings of the membership and of the Board. He/she shall direct TILG and have charge and supervision of the affairs and business of TILG. He/she shall maintain liaison with the OFCCP and will chair or designate a chair for the planning committee in years when TILG hosts the regional ILG Conference.

Section 2. Past President. The Past President provides guidance and assistance to the President and Board of Directors. He/she, at the request of the President, or in his/her absence or disability, may perform any of the duties of the President. He/she shall have such other powers and perform such other liaison duties as the Board or the President may determine.

Section 3. Vice President. The Vice President is the President-Elect and shall serve as Chair of the Membership Committee. He/she shall encourage membership growth and shall maintain the official membership roster of TILG. He/she shall have such other powers and perform such other duties as the President may determine.

Section 4. Treasurer. The Treasurer shall be responsible for the financial affairs of TILG. These responsibilities shall include financial reports to the Board and arrangements for the annual examination audit of the accounts as may be required by the Board. He/she

shall be responsible for membership billing. He/she shall also perform such other duties as the President may determine.

Section 5. Secretary. The Secretary shall be responsible for recording the minutes of all meetings of TILG’s Board of Directors and membership. He/she shall also perform such other duties as the President may determine.

ARTICLE VI – Committees

Section 1. Committee Organization. Appointments of Chairpersons to committees are the sole responsibility of the President. The Chairperson and the President will seek interested members to participate in committee activities. Special Committees, ad hoc committees or task forces may be organized by the President to meet particular TILG needs.

Section 2. Committee Activity. Committees are established to provide TILG with special ongoing services such as Programs, Membership Communications, Marketing, Public Relations, etc.

ARTICLE VII – Financial Management

Section 1. Fiscal Year. The fiscal year for TILG shall be from January 1 to December 31 of each calendar year.

Section 2. Bank Deposits. All funds of TILG shall be deposited by the Treasurer in a banking or financial institution as soon as possible after receipt. Selection of said institutions shall have the approval of the Board of Directors.

Section 3. Financial Transactions. Financial transactions drawn against any TILG account shall be authorized by the Board of Directors and shall bear the signatures of the Treasurer and the President of TILG if such amount is \$500 or more. Amounts less than \$500 require the signature of either the President or the Treasurer.

Section 4. Financial Accounts. All financial accounts shall bear the name “Triangle Industry Liaison Group.”

Section 5. Authorization of Expenditures. The President shall have the power to authorize expenditures of funds only by direction of a majority vote of a quorum of the Board of Directors present at an authorized Board meeting.

ARTICLE VIII – Statement of Ethics

In order to promote and maintain the highest standards among its members, each member shall honor, respect and support the purposes of TILG as set forth in Sections 2 and 3 of Article I. TILG shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors. No member shall actively solicit business from any other member at TILG meetings or through the use of information provided to him/her as a member of TILG without approval from the Board of Directors.

ARTICLE X – Amendment of Constitution and Bylaws

The Bylaws may be amended by a majority vote of the membership present at any regular meeting at which a quorum exists and in which required notice has been met.

Last revision May 2013