



AMENDED AND RESTATED BYLAWS

Adopted As of November 2017

ART. I **NAME**

The name of the organization shall be the Women's Center of Greater Danbury, Inc., which also operates under the name of The Women's Center, hereafter referred to as either the "Center", or the "Women's Center".

ART. II **PURPOSE**

The Vision of the Women's Center is to end violence against women, men and children and to foster equality and empowerment for all. The Mission of the Women's Center is to serve the needs of individuals, families, and the community with prevention, crisis intervention, and support services to those affected by domestic violence, sexual assault and other major life crises. The Women's Center is a non-profit corporation and shall be operated exclusively for those purposes set forth under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, or the corresponding section of any future Federal Tax code.

ART. III **MEMBERSHIP**

Section 1 **Composition**

Membership shall be open to any person, group, or corporation in good standing that supports the purpose statement in Article II, and, for individuals, regardless of that person's sex, race, creed, color, age, mental/physical capabilities, or religion. Membership will be granted after submission of a membership card (or similar document) and receipt of the full payment of the annual dues. Continued membership is contingent upon being current on annual membership dues and otherwise in good standing. The Board may, at its sole discretion, terminate the membership of any Member at any time by returning that Member's current dues.

Section 2 **Voting Rights**

Members in good standing shall have the right to vote at the Annual Meeting (as defined herein) on any proposal so made, on the election of the Board of Directors, and on any revision of the Bylaws.

ART. IV **BOARD OF DIRECTORS**

Section 1 **Composition**

The Board of Directors (the “Board”) shall consist of ten (10) to eighteen (18) members. This Board shall include all Officers (as defined herein) of the Center with the remainder of the Board consisting of at-large Members.

Section 2 Election

Directors shall be elected to two (2) year terms at the Annual Meeting of the Center. A Nominating Committee, designated by the Board, shall compile a single slate of candidates (Officers and Directors at large) to be presented for consideration at the Board’s meeting in the month preceding the Annual Meeting. The Board shall then present its endorsed slate to the membership at the Annual Meeting.

Other candidates to the Board of Directors may be presented at a regularly scheduled meeting if the number of Board members has dropped below the minimum requirement of ten (10) members or if the Board of Directors deems it advisable to fill a vacancy prior to the Annual Meeting. The term of any director elected to fill a vacancy expires at the next Annual Meeting.

Section 3 Responsibilities

The Board of Directors shall oversee the management of the Center (except as otherwise provided by law) and shall control the funds and property of the Center. Each director must be, and at all times during the term remain in good standing as, a Member of the Center, and each director shall serve on a Standing Committee or other committee.

Section 4 Quorum and Board Action

A simple majority of the Board of Directors shall constitute a quorum for all meetings. No resolutions or decisions can be made in the absence of a quorum except the decision to reschedule the meeting.

Any one or more members of the Board of Directors may participate in any meeting of the Board by, or conduct the meeting through the use of, any means of conference telephone or similar communications equipment by which all Directors participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

Unless otherwise restricted by the certificate of incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consents thereto in writing or by electronic transmission and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the board in accordance with applicable law.

Section 5 Voting Procedures

All votes on resolutions or decisions made by the Board shall be made by a show of hands or a voice vote, unless a request is made for a written ballot. Except as otherwise set forth in these Bylaws, decisions will be made by a simple majority unless two-thirds of the Board’s total membership approves a higher standard for any particular action. In case of a tie, the motion is defeated.

Section 6 Removal of Directors

A director who has missed four (4) or more meetings within any twelve (12) month period may be removed from office by a simple majority vote of the Board members present at any meeting. A director who has acted in a manner inconsistent with the purpose or character of the Center may be removed by a vote of two-thirds of the Board members present at any meeting. Such removal shall take effect immediately upon any such Board action.

Section 6 Resignation of Directors

A director may resign at any time by delivering written notice to the Board, the Chairperson, or the Secretary. Such resignation shall take effect when such notice is so delivered unless the notice specifies a later effective date.

ART. V ADVISORY COUNCIL

Section 1 Composition

The Advisory Council shall be composed of not fewer than eight community leaders who support the vision and mission of the Center.

Section 2 The Advisory Council shall be selected through the Executive Committee (as defined herein) and approved by the Board of Directors.

Section 3 Responsibilities

The responsibilities of the Advisory Council are to foster and promote the vision, mission and objectives of the Center to the community at large and to assist the Board and the President & CEO with special projects.

Section 4 Term of Office

Each member of the Advisory Council shall be appointed to a three year term, which is renewable upon reappointment.

Section 5 Meetings

The Advisory Council shall be convened at least twice each year.

The Advisory Council will meet once a year with the Board of Directors.

ART. VI EXECUTIVE COMMITTEE

Section 1 Composition

The "Executive Committee" shall consist of the Officers and the prior term's Chairperson for the first year after leaving her/his position, if she/he left such position in good standing. The Chairperson shall preside over the Executive Committee.

Section 2 Responsibilities

The Executive Committee shall have, and may exercise, the powers of the Board in the interim between Board meetings provided, however, the Executive Committee shall not have the power to adopt the budget, or to take any action which is contrary to, or a substantial departure from, the direction established by the Board, or which represents a major change in the affairs, business, or policy of the Center. At the next regular meeting, the Executive Committee shall report to the Board all matters considered and actions taken since the last regularly scheduled Board meeting, and the Board shall ratify the actions, as appropriate.

Section 3 Meetings

The Executive Committee shall meet as needed, but not less than six (6) times per year to establish the agenda and transact any other necessary business. Executive Committee meetings are open to any member of the Board.

Section 4 Quorum and Committee Action

A simple majority of the Executive Committee must be present to constitute a quorum for the transaction of business. Decisions will be made by majority rule. In the absence of a quorum, the Executive Committee may transact necessary business by written consent in a document setting forth the action so taken, signed by a majority of the Executive Committee and filed with the minutes of the next Board meeting.

Any one or more members of the Executive Committee may participate in any meeting of the Executive Committee by, or conduct the meeting through the use of, any means of conference telephone or similar communications equipment by which all Executive Committee members participating in the meeting may simultaneously hear each other during the meeting. A member of the Executive Committee participating in a meeting by such means is deemed to be present in person at the meeting.

Unless otherwise restricted by the certificate of incorporation or these Bylaws, any action required or permitted to be taken at any meeting of Executive Committee may be taken without a meeting if all members of the Executive Committee consents thereto in writing or by electronic transmission and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the Executive Committee.

ART. VII OFFICERS

Section 1 Election and Term of Office

The officers of the Center shall be the Chairperson, up to two Vice Chairpersons, Treasurer, and Secretary (the "Officers"). Such Officers shall be elected at the Annual Meeting for a term of two years.

The terms of the Officers shall be staggered so that no more than three officers are elected at any one time. Election to any office shall automatically extend that Director's term, if necessary, to expire with the term of that office. No Officer shall be eligible for more than three consecutive terms in the same office except as provided herein.

If the Board of Directors determines that it is in the best interest of the Women’s Center, the tenure of the Chairperson may be extended beyond the third term, for a period not to exceed two (2) years. Such determination shall be made by a vote of two-thirds of the Board members present at any meeting.:-

Section 2 Chairperson

The Chairperson shall preside at all meetings of the Board of Directors and all meetings of the Executive Committee, shall be a member ex-officio of all standing committees, and shall perform all such duties as may be assigned by the Board of Directors. In the absence of the Chairperson and Vice Chairperson(s), the Chairperson shall appoint a Board member to preside over the Board or Executive Committee.

Section 3 Vice Chairperson(s)

The Vice Chairperson(s) shall assist the Chairperson and perform the duties of the Chairperson in the absence of that officer, and shall perform such other duties as may be assigned by the Chairperson or by the Board.

Section 4 Secretary

The Secretary shall take attendance at all meetings of the Board and shall issue minutes of the previous Board meeting prior to the next regularly scheduled Board meeting.

Section 5 Past-Chairperson

The immediate Past-Chairperson is an ex-officio non-voting member of the Executive Committee, serving a one-year term if such person is in good standing upon stepping down.

Section 6 Treasurer

The Treasurer shall act as the chief financial officer of the Center and as the Chair of the Finance Committee, shall work with the President & CEO and Finance Manager to assure accurate recording of all financial transactions, shall present budgets and monthly reports to the Board of Directors (the “Treasurer Reports”), and shall ensure that an annual audit is performed by an authorized auditor.

Section 7 Vacancies and Removal

A vacancy occurring in the office of the Chairperson shall automatically be filled by a Vice Chairperson, upon approval of the Executive Committee. The Executive Committee may appoint any director to fill a vacancy in any other elective office on an interim basis until the next Annual Meeting at which that office would be up for election in accordance with these bylaws.

An Officer may be removed from office by a two-thirds majority vote of the Board of Directors.

ART. VIII **MEETINGS**

Section 1 Number of Meetings

There shall be at least 6 meetings of the Board of Directors each year, unless the Board otherwise agrees upon a lesser number.

Section 2 Meeting Procedure

Meetings shall be governed by parliamentary procedure as detailed by “Robert’s Rules of Order.”

Section 3 Executive Session

The Board shall go into Executive Session for discussions concerning the performance, evaluation, health, or dismissal of any employee or member of the Board, or discussions concerning strategy and negotiations with respect to pending claims or litigation involving the Center. Only Board members and others whom the Board requests to be present may remain in attendance during such deliberations.

Section 4 Annual Meeting

The “Annual Meeting” of the membership shall take place in the fall of each calendar year. Its purpose shall be the election of Officers and Directors. Notice of the Annual Meeting and any other meeting of the membership shall be given no fewer than ten (10) days nor more than sixty (60) days before the meeting date. Notice of the Annual Meeting may be given by posting on the Women’s Center website or using such other means as the Board may reasonably determine from time to time.

Section 5 Special Meetings

Special meetings of the Board of Directors may be called by the Chairperson or at the written request of three members of the Board. The purpose of any special meeting shall be stated in the call thereof. At least two days’ notice shall be given to Board members for any special meeting.

ART. IX COMMITTEES

Section 1 Composition

The “Standing Committees” shall be the “Governance Committee”, the “Finance Committee”, the “Nominating Committee”, and others so designated by the Board pursuant to Article X below to conduct its ongoing business. The Board of Directors shall create ad-hoc committees as required (each, an “Ad-Hoc Committee”) and may dissolve any special committees no longer needed.

Section 2 Appointment of Chairpersons

Chairpersons for each committee shall be appointed by the Executive Committee.

Section 3 Term of Appointment

Chairpersons shall serve no longer than their elected terms on the Board of Directors.

Section 4 Appointment of Committee Members

Non Board members are eligible to participate on a Standing Committee or Ad-Hoc Committee through invitation by a member of the Board of Director; however, such invited member may be dismissed from the Committee at will and without notice. Other committees formed by, or at the request or consent of, the Board that do not constitute a Standing Committee or Ad-Hoc Committee will not be subject to the restriction set forth in the immediate preceding sentence, and instead shall be subject to such rules or conditions as to membership, as may be set from time to time by the Board or Officers.

ART. X **COMMITTEE RESPONSIBILITIES**

Section 1 Finance Committee

The Finance Committee shall meet to review the annual budgets, cash flow projections, fiscal policies and procedures; insure accurate reporting of financial resources; promote awareness of the financial implications of policy decisions; and make recommendations to the Board of Directors.

Section 2 Nominating Committee

The Nominating Committee will recruit and assess the suitability of potential candidates for the Board of Directors, and then make recommendations to the Board of Directors with respect to such candidates.

Section 3 Governance Committee

The Governance Committee will review and make recommendations to the Board of Directors on policies, procedures, and processes designed to provide effective and efficient governance.

Section 4 Other Standing Committees

The Board of Directors may from time to time determine the best committee structure for its work and may designate other standing committees to conduct the primary and ongoing business of the Board.

ART. XI **FISCAL POLICY**

Section 1 Commencement of the Fiscal Year

The fiscal year shall commence on the first day of July of each year.

Section 2 Financial Responsibility

The books and accounts of the Center shall be kept in accordance with sound accounting practices and shall be audited annually by a person or persons deemed qualified by the Executive

Committee. A copy of the audited financial statement shall be distributed to each member of the Board of Directors at the conclusion of the audit.

Section 3 Dissolution and Liquidation

Upon dissolution or liquidation of the Center, no member will share in or receive any funds or other assets then remaining in the possession of the Center, and any such funds or assets shall be transferred or conveyed pursuant to the laws of the State of Connecticut to one or more non-profit, tax-exempt organizations having the same or substantially similar purposes, and carrying on the same or substantially similar activities.

Section 4 Reimbursement

No member of the Board of Directors or officer of the Center shall receive compensation for her or his services as a Board member for the Center, but shall be entitled to reimbursement for approved, out-of-pocket expenditures incurred in connection with Center activities.

ART. XII AMENDMENTS

Section 1 These Bylaws may be amended or revised by a two-thirds majority of those Members present at any regular meeting, provided that the Center's membership is given notice of the proposed amendments or revisions at least ten (10) days but no more than sixty (60) days before such meeting. Notice of any proposed amendment or revision to the Bylaws to the Center's membership may be given by posting on the Women's Center website or using such other means as the Board may reasonably determine from time to time.

Section 2 Bylaws Review

These Bylaws shall be reviewed (and updated, as applicable) at least every two (2) years by the Board of Directors.