# THIRD AMENDED AND RESTATED BYLAWS

DRAFT 10/15/2026

## ARTICLE I - NAME

Unless changed by a vote of a two third (2/3) majority of the Board of Directors, the name of the organization shall be The Center for Empowerment and Education, Inc., which shall also operate under the name, and be referred to in these Bylaws as, "CEE."

## ARTICLE II – PURPOSE / MISSION / VISION

### A. Purpose

CEE 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

### B. Mission

Our mission is to break the cycle of domestic violence and sexual assault through empowerment, education and support services that promote healthy relationships for all individuals in the community.

### C. Vision

Our vision is to create safer communities free from domestic violence and sexual assault for all individuals in Northern Fairfield and Southern Litchfield Counties.

## ARTICLE III – MEMBERSHIP

### A. Composition

Membership shall be open to any person, group, or corporation in good standing that supports the purpose, mission, and vision statements 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 receipt of the full payment of the annual dues, as established by the Board of Directors (the "Board" or the "Board of Directors") or automatically upon donations made in excess of $1,000. 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.

### B. 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, and on any revision of the Bylaws.

## ARTICLE IV – BOARD OF DIRECTORS

### A. Composition

The Board shall consist of between eight to eighteen Directors. This Board shall include all Officers of the Board (as defined herein) with the remainder of the Board consisting of at-large Directors.

### B. Election

Directors shall be elected to a two-year term at the Annual Meeting of CEE. A Director so elected begins his/her term at the beginning of the calendar year. A Nominating Committee, designated by the Board, shall compile a single slate of candidates (consisting of Officers of the Board and Directors at-large) to be presented for consideration at the Board meeting in the month(s) preceding the Annual Meeting. The Board shall then present its endorsed slate to the membership at the Annual Meeting.

Other candidates for the Board may be presented at a regularly scheduled Board meeting if the number of Directors has dropped below the minimum requirement of eight members or if the Board 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.

### C. Responsibilities

The Board shall establish policy, set priorities, and oversee the management of CEE (except as otherwise provided by law) and shall control the funds and property of CEE. Each Director must be, and at all times during the term remain in good standing as, a Member of CEE, and each Director shall serve on a Standing Committee or other committee as assigned by the Chairperson.

### D. Quorum and Board Action

A simple majority of the Board shall constitute a quorum for all meetings. No resolutions or decision of the Board may be passed or approved in the absence of a quorum except the decision to reschedule a meeting.

Any one or more Directors of the Board may participate in any meeting of the Board by, or

conduct the meeting through the use of, any means of conference telephone, video, computer, or similar communications 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 may be taken without a meeting if all Directors of the Board consent 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.

### E. 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 Directors approves a higher standard for any particular action. In case of a tie, the motion is defeated.

### F. Removal of Directors

A Director who has missed three or more meetings within any twelve month period may, upon a written fourteen day notice to the Director proposed for removal, be removed from office by a simple majority vote. A Director who has acted in a manner inconsistent with the purpose or character of CEE may, upon a written three day notice to the Director proposed for removal, be removed by a vote of two-thirds of the Board Directors present at any meeting. Such removal shall take effect immediately upon any such Board action.

### G. 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.

### H. Officers of the Board of Directors

The officers of the Board (the “Officers of the Board”) shall be the Chairperson, Vice Chairperson(s), Past-Chairperson (subject to the limitation stated in this Article), Treasurer and Secretary. Such Officers, as applicable, shall be elected at the Annual Meeting by CEE Members for a term of two years.

No Officer of the Board shall be eligible for more than three consecutive terms in the same office except as provided herein. If the Board determines that it is in the best interest of CEE, the tenure of any Officer of the Board maybe extended beyond the third term, for a period not to exceed two additional years. Such determination shall be made by a vote of two-thirds of the Board members present at any meeting.

An Officer of the Board may be removed from such office by a two-thirds majority vote of the Board at any meeting of the Board. The duties and responsibilities of the Officers of the Board are as follows:

**a. Chairperson**

The Chairperson shall preside at all meetings of the Board 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. In the absence of the Chairperson and Vice Chairperson(s), the Chairperson shall appoint a Board Director to preside over the Board or Executive Committee.

**b. 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. A vacancy occurring in the office of the Chairperson shall automatically be filled by a Vice Chairperson, upon approval of the Executive Committee.

**c. Past-Chairperson**

If the Past-Chairperson remains a Director of the Board and is in good standing upon stepping down from the Board Chair role, the Executive Committee may appoint him/her to be an ex-officio non-voting member of the Executive Committee, serving a one-year term.

**d. Treasurer**

The Board's Treasurer shall be Chairperson of the Finance Committee and shall consult with CEE's Executive Director and Chief Financial Officer and provide guidance to the Board on matters pertaining to the finances and budget of CEE.

**e. 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.

## I. Vacancies and Removal

The Executive Committee may appoint any Director to fill a vacancy in the Executive Committee on an interim basis until the next Annual Meeting at which point that position would be up for election in accordance with these Bylaws.

## J. No Managerial or Discretionary Responsibilities / No Employment of Board Directors

The Officers of the Board shall not have managerial or discretionary responsibilities associated with their positions. Additionally, no Board Director may serve in a position of employment with CEE.

## ARTICLE V – AMBASSADOR COUNCIL

### A. Composition

The Ambassador Council shall be composed of the Executive Committee and not fewer than eight community members who support the vision and mission of CEE.

Members of the Ambassador Council ("Ambassadors") shall be recommended by the Executive Committee (as defined herein) and approved by the Board.

The Executive Committee shall recommend and the Board shall approve at least one Board Director to serve as the Chair(s) of the Ambassador Council. A CEE member who is not on the Board may serve as co-chair of the Ambassador's Council. The Ambassador Council Chair(s) shall preside at all meetings of the Ambassador Council, and report back to the Board about their activities.

### B. Responsibilities

Ambassadors shall apply their skills, experience, and influence to foster, promote, and advance the mission of CEE. Ambassadors must be Members of CEE in good standing.

### C. Term of Office

Each Ambassador shall be appointed to a three year term, which is renewable upon reappointment by the Board.

### D. Meetings

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

## ARTICLE VI – EXECUTIVE COMMITTEE

### A. Composition

The "Executive Committee" shall consist of the Officers of the Board of Directors. The Board Chairperson shall preside over the Executive Committee.

### B. 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 CEE. At the next regular Board 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.

### C. 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 all Board Directors.

### D. 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 Board Officers may participate in any meeting of the Executive Committee by, or conduct the meeting through the use of, any means of conference video, telephone, computer or similar communications equipment by which all Executive Committee members participating in the meeting may simultaneously hear each other during the meeting. Board Officers participating in a meeting by such means are 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 consent 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.

## ARTICLE VII – OFFICERS OF CEE

The Officers of CEE shall be the Executive Director and may include one or more CEE employees from the Executive leadership team as determined to be necessary or desirable. Any two or more offices may be held by the same person.

The Executive Director shall be an ex-officio member of the Board but shall not have a right to vote on matters before the Board.

## ARTICLE VIII – MEETINGS

### A. Number of Meetings

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

### B. Meeting Procedure

Meetings shall be governed by parliamentary procedure as detailed by "Robert's Rules of Order."

### C. Executive Session

Upon a vote of a majority of the Directors present at a meeting, the Board shall go into Executive Session for discussions concerning the performance, evaluation, health, or dismissal of any CEE employee, Board Director or Ambassador, or discussions concerning strategy and negotiations with respect to pending claims or litigation involving CEE. Only Board Directors and others whom the Board requests to be present may remain in attendance during such deliberations.

### D. Annual Meeting

The "Annual Meeting" of the CEE membership shall take place in the last quarter of each calendar year. Its purpose shall be the election of Directors and Officers of the Board, any revision of the Bylaws, and/or any other proposals as the Board deems relevant. Notice of the Annual Meeting and any other meeting of the membership shall be given not fewer than ten calendar days nor more than sixty days before the meeting date. Notice of the Annual Meeting may be given by posting on CEE's website or using such other means as the Board may reasonably determine from time to time.

### E. Special Meetings

Special meetings of the Board may be called by the Chairperson or at the written request of at least three Directors 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 Directors for any special meeting.

## ARTICLE IX - COMMITTEES

### A. Composition

The "Standing Committees" shall be the "Executive Committee," the "Governance Committee," the "Finance Committee," the "Nominating Committee," the "Development Committee," and others so designated by the Board pursuant to Article IX to conduct its ongoing business. The Board shall create ad-hoc committees as required and may dissolve any such committees no longer needed.

### B. Appointment of Committee Chair

The Chairperson of each committee shall be appointed by the Executive Committee.

### C. Term of Appointment

Chairpersons of each Committee shall serve a term as determined by the Executive Committee.

### D. Appointment of Committee Members

CEE members who are not Board Directors are eligible to participate on a Standing Committee or ad-hoc Committee through invitation by the Executive Committee; however, such invited member may be dismissed from the Committee at will and without notice by the Board or the Executive Committee. 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 immediately 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 Executive Committee.

## ARTICLE X – COMMITTEE RESPONSIBILITIES

### A. Finance Committee

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

### B. Nominating Committee

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

### C. Governance Committee

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

### D. Development Committee

The Development Committee will work with CEE Development staff and the Executive Director of CEE to pursue development initiatives.

### E. Other Standing Committees

The Board 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.

## ARTICLE XI – FISCAL POLICY

### A. Commencement of the Fiscal Year

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

### B. Financial Responsibility

The books and accounts of CEE shall be kept in accordance with sound accounting practices. An audit will be conducted annually by an independent auditor appointed by the Board. A copy of the audited financial statement shall be distributed to each Board Director at the conclusion of the audit.

### C. Dissolution and Liquidation

Upon dissolution or liquidation of CEE, no Member or Director will share in or receive any funds or other assets then remaining in the possession of CEE, 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.

### D. Reimbursements

No Director of the Board shall receive compensation for their services as a Board Director for CEE, but shall be entitled to reimbursement for approved, out-of-pocket expenditures incurred in connection with CEE activities.

## ARTICLE XII – AMENDMENTS TO BYLAWS

These Bylaws shall be reviewed (and updated, as applicable) at least every four years by the Board. These Bylaws may be amended or revised by a two-thirds majority of those Members present at any regular meeting, provided that CEE's membership is given notice of the proposed amendments or revisions at least ten calendar days but no more than sixty days before such meeting. Notice of any proposed amendment or revision to the Bylaws to CEE's membership may be given by posting on CEE's website or using such other means as the Board may reasonably determine from time to time.