

BYLAWS OF THE “ST. DOMINIC’S STORE”

As amended by the Chapter Council at its regular meeting on February 4th, A.D. 2017.

Article I

ST. DOMINIC’S STORE

§1. **The St. Dominic’s Store.** The Saint Margaret of Chapter Council (“Council”) authorized the mission of an online religious goods store as a committee of the Third Order of St. Dominic, Inc., in association with the executive committee of the Lay Provincial Council (“LPC”), and dba documents were filed on February 22, 2016 with the Idaho Secretary of State; the Council does enact the following bylaws for the operation of “St. Dominic’s Store” (“Store”).

§2. **Board of Directors.** There is hereby established a board of directors (board) that shall administer the Store that shall have four (4) members as follows:

- A. Member No. 1: President of the Lay Provincial Council of the Holy Name of Jesus (Western) Dominican Province; whose term on the board shall be even with the term as president; and,
- B. Member No. 2: Promoter of the St. Dominic’s Store; who shall be appointed by the president with the consent of the Council, who shall be a life professed member of the Chapter, and whose term shall be contiguous with the president’s term; and,
- C. Member No. 3: Prior or prioress of the Saint Margaret of Castello Chapter; whose term shall be even with the term as prior or prioress; or the designee as may be appointed by the prior or prioress to act on his or her behalf.
- D. Member No. 4: Provincial Lay Promoter (“Provincial Promoter”). An *ex officio* non-voting member of the board (except as to the issue of distribution of funds as provided in Section 3 E below) who shall be given notice of each and every board meeting.

The Chapter Treasurer shall serve as the treasurer of the Store; unless the Chapter Treasurer shall appoint another person that is a member of the Council or is a professed member of the Chapter, or the Lay Provincial Chapter treasurer, as the case may be, to serve in such capacity. The board and the treasurer shall comply with the audit and other requirements of the Chapter bylaws.

§3. **Authority.** The board shall administer and manage the Store in accordance with its mission and purpose as stated herein below.

- A. **Official business.** Unless waived by unanimous consent; upon three (3) day advance notice from any one (1) member of the board to all other members (or designee as appropriate) in person or via electronic mail of the time and date of an official board meeting to be held in person or via telephone; the board with a quorum of two of the total members present at such meeting, may by resolution do official St. Dominic’s Store business. The board shall hold a regular meeting not later that every two (2) months. Official business may be conducted by the board via electronic mail provided that the

email subject line shall state it is a board meeting of St. Dominic's Store, and each and every member of the board or designee where appropriate is listed in such email or email chain. Where any member or his or her designee is not listed on the email chain, there is no official action of the board.

- a. **Minutes.** The board shall cause minutes to be taken of such meetings and a permanent record of St. Dominic's Store to be maintained of such minutes and correspondence of the Store.
- b. **Deadlock.** In the untoward event that the board is in deadlock or where there exists substantial dispute as to the function, operation, or administration of St. Dominic's Store, the board shall give immediate notice to the Provincial Promoter as to the deadlock or dispute. The Provincial Promoter shall consult with the board or call a meeting of the board, in an effort to conciliate the deadlock or dispute. The Provincial Promoter has the following options or any reasonable combination: (1) enter a brief decision in writing addressed to the board members as to the deadlock or dispute, which decision shall be final; (2) inquire, discuss, and conciliate the matter; (3) defer the matter back to the board with suggested options; or, (4) defer the matter to the Chapter Council.

If the Provincial Promoter defers the matter to the Chapter Council, the Chapter prior or prioress, as a member of the board, shall not preside or exercise his or her vote at or during any meeting involving such matter. The Chapter Council shall seek to conciliate the matter; if such conciliation cannot be reached; the Council by resolution may decide the issue; and, such decision shall be final; provided however, except as the issue of the legal distribution of funds under federal law as stated in the articles of incorporation of the Third Order of St. Dominic, Inc., where any matter involves the issue of distribution of funds, any amount thereof, or how or amount to be distributed, the Chapter Council shall have no jurisdiction over the matter except to make recommendations to the board members.

- B. **Stock, prices, online presence. Appointment.** The board shall have the authority to engage in contracts for the purchase and the selling of goods, to stock, set prices, maintain an online presence and platform for the stock, sale and fulfillment of orders for the Store, and all other acts and duties appropriate to the administration and management of the Store in fulfillment of the mission and purpose of the Store. The board may appoint a member of the board or other person to manage and operate the Store on a day-to-day basis, including the payment of related fees and recurring purchase of existing stock and goods and update of the website. The board shall approve the purchase of new inventory to be sold by the Store.

- D. **Employment and Taxes.** The board shall not have the authority to employ or engage another person or entity to be employed in the performance of such duties unless specifically permitted by the Chapter Council, which such permission shall not be unreasonably withheld. Upon approval, if the board employs any such person, the board is responsible to pay all related taxes, whether sales or otherwise, on a timely basis.
- E. In the event, after all expenses and amounts outstanding have been paid and the board finds that St. Dominic's Store has funds in excess of resources *reasonably necessary to operate and promote St. Dominic's Store presently and as reasonably anticipated into the future*; the board by resolution and *with a minimum of three of the four board members voting in favor thereof* may:
- a. distribute funds to be paid to the LPC and to the Saint Margaret of Castello Chapter in such amounts as the board may decide with 60% of such amount to the LPC and 40% to the Saint Margaret of Castello Chapter; or,
 - b. distribute funds in such amounts to other Dominican foundations or nonprofit charitable organizations consistent with the mission of the Store; and in a manner consistent with the laws of the United States as stated in the articles of incorporation of the Third Order of St. Dominic, Inc.

Article II.

Mission

§1. Purpose. The Mission of St. Dominic's Store is to serve as a spiritual pharmacy to lay members of the Order, Friars, and others as the need may arise, to include religious and spiritual goods, writings, books and other resources, whose first purpose is the salvation of souls and to provide reasonably priced goods as an aid to a spiritual pharmacy. The goal of the Mission is to maintain an online presence for online access in a well-ordered fashion, in a reasonably priced and marketable manner, religious goods and books, any orders to be fulfilled in a prompt and timely method.

§2. Fundraising. The board has the authority to raise funds consistent that such fundraising that is dedicated to the purposes of the board stated herein and the budget and resolutions of the board; subject to the bylaws, resolutions and direction of the Chapter Council and the laws of the United States of America.

Article III.

Amendment of Bylaws.

§1. These bylaws may be amended by resolution of the Chapter Council at a regularly-called meeting. Any member of the board may ask the Chapter Council to amend the bylaws after the board has approved such a proposal by a simple majority at a regularly-called meeting.