

BYLAWS OF
THE THIRD ORDER OF ST. DOMINIC, INC.

As amended by the Council at its regular meeting the 30th day of May A.D. 2018.

Article I

The *Third Order of St. Dominic, Inc.* is an Idaho nonprofit corporation (hereinafter *Corporation*) organized to enter into any lawful activity, more specifically for the provision of establishing a school, for education and for spiritual growth, and for the promotion of the Order of Preachers, rooted in, based upon, and faithful to, the Magisterium of the Holy Roman Catholic Church.

Article II

§ 1. **General Powers.** The *Corporation* shall be perpetual in duration and shall have the general powers as provided under Idaho Code Section 30-3-24 or its subsequent equivalent, unless otherwise provided or limited by the Articles of Incorporation. The board of directors of the *Corporation* shall be known as the council, and the members of the board of directors shall be known as councilors. The officers of the corporation shall be as designated in Article IV. The council may establish emergency bylaws and exercise emergency powers pursuant to, and in conformance with Idaho Code Section 30-3-22 and 30-3-25 or their subsequent equivalents. Each officer and councilor shall take the Catholic affirmation of faith as set forth in Appendix A, as incorporated herein fully.

§ 2. **Authority.** The *Corporation* shall be subject to the laws of the State of Idaho, the Articles of Incorporation and these bylaws, the Order of Preachers, of the Holy Roman Catholic Church, more specifically to the Province of the Holy Name of Jesus, the Western Dominican Province of the U.S.A., and its statutes. The *statutes* are the Particular Directory as adopted by the Lay Provincial Council for the Western Dominican Province and the Rule of the Dominican Laity.

Article III

Council.

§ 1. The Council shall consist of a minimum of three members, and all corporate powers shall be exercised by and under the authority of, and the affairs of the *Corporation* managed under the direction of the Council, in coordination with the specific duties of the day-to-day control and management provided by the prior (or prioress). No contract, debt, duty, or obligation shall be binding upon the *Corporation*, unless done under the authority and direction of the Council.

§ 2. The Council shall have the following rights, duties, and responsibilities at any duly-noticed regular or special meeting upon reasonable notice to all councilors of the time, date, and place of said meeting, and with a simple majority of the Council members in attendance at said meeting and upon resolution and second therefor and a simple majority of the councilors in attendance voting in favor thereof at such meeting:

- (a) To require each councilor, in order to receive proper and timely notice of regular and special meetings of the Council, to register his or her respective mailing address and electronic email address (if any), and telephone number with the secretary, either address sufficient to give notice of any meeting of the *Corporation*;
- (b) To establish committees or other entities of the *Corporation*, approve the bylaws thereof containing minimal requirements of a board of directors and procedures, keeping minutes of meetings thereof, and appoint a member of the Council to be a member thereof, and;
- (c) To enter contracts, leases, rents, debts, or other obligations with other entities or persons; hold or dispose the right, title, and interest in property, real or personal, as may be given, devised, and bequeathed to the *Corporation* or entrusted to its care and keeping, and may purchase, acquire and dispose of such property as may be necessary to carry out the purposes of the *Corporation*;
- (d) To appoint, remove, employ, and discharge, and prescribe the duties and fix the compensation, if any, of the agents and employees of the *Corporation*;
- (e) To review, affirm, advise, amend or veto any official action of any committee or other entities of the *Corporation*, except as to regard to agreements or contracts with third parties entered into as approved by the Council on an earlier date;
- (f) To set goals, priorities, objectives, and policies of the *Corporation* at its annual or other regular meeting; and to adopt an *Official Budget* of the *Corporation* for each fiscal year [upon adoption, said *Official Budget* authorizes expenditures up to and including the total amount authorized for any category without the necessity of further consideration by the Council]; and, biennially commencing fiscal year A.D. 2012, the Council shall cause an audit of all accounts, books, and minutes of the *Corporation* [and all committees] to be completed within five months of the close of the fiscal year;
- (g) To have regular meetings on the first Saturday of each month, unless otherwise provided by resolution of the Council or by notice of the prior or prioress;
- (h) To take action without the necessity of a regular or special meeting where a councilor proposes a resolution that facially shows cause of an *immediate and timely consideration*, said councilor shall make contact with the prior (or prioress) and make every reasonable effort to contact every member of the Council, whereupon after said councilor has achieved a simple majority of the members of the Council in favor of such resolution requiring *immediate and timely consideration*, the resolution shall be considered adopted and binding. Upon adoption of the resolution, the resolution and the record of efforts made to contact every councilor and of the vote thereon, shall be forwarded to the secretary to be placed in the corporate minutes. If adopted, such resolution shall

be on the agenda for the next regular Council meeting for reconsideration and ratification;

- (i) To hold special meetings as may be called by the prior (or prioress) or any two councilors upon personal notice to each councilor of the time, date, and place of said special meeting; and
- (j) To exercise such other powers, rights, and responsibilities as set forth in Idaho Code Section 30-3-24, or its subsequent equivalent, and the *statutes*.

Article IV.

Officers.

§ 1. The councilors and officers shall be elected in accordance with the Rule, the Particular Directory, and these bylaws, and before assuming any position or office so elected, councilors and officers shall make the Catholic Affirmation of Faith for the term of office as set forth in Appendix A; and said officers shall have the following duties, rights and responsibilities during the term of their respective office:

- (a) **prior or prioress.** The prior or prioress shall preside at all meetings of the Council, and is the general chairman and the presiding and chief administrative officer of the *Corporation*, and shall be responsible to the Council.
 - i. The prior or prioress is an *ex officio* member of each committee or other entity established under Article III, and shall receive notice of any and every meeting thereof;
 - ii. Veto. The prior or prioress shall have the power to suspend any official action of any committee of the Corporation upon notice to the chairman of said committee, and shall immediately call a meeting of the committee and the Council. The prior or prioress or his/her designee shall be in attendance at said meeting, shall consult with said committee, and upon approval of a resolution by the Council members in attendance at such meeting or at a duly-called meeting thereafter, said committee may proceed accordingly. Such resolution shall be set forth in the minutes of the Council and committee. If the Council passes no such resolution, then the suspension of the official action of said committee shall not exceed thirty days unless previously rescinded by the prior or prioress.
- (b) **subprior or subprioress.** The subprior or subprioress shall, in coordination with the corporate treasurer, correspond the Chapter's gratitude to accompany the treasurer's legal receipt for donations, including monetary gifts and other property; and shall perform all duties

of the prior or prioress in his or her absence or disability, and such other duties as delegated by the prior or prioress.

- (c) **secretary.** The secretary shall certify and keep at the principal office of the Corporation, the original current copies *of the bylaws*. In addition, the secretary shall: (1) keep a book of minutes of all meetings of the Council and any committees, or other entities of the *Corporation*, and such minutes shall record the time and place of any meeting of the Council, committees, or other entities of the *Corporation*, how called, notice, persons present, and the proceedings thereon, motions, seconds, and acts and decisions thereof; (2) certify that notices are given in accordance with the applicable bylaws; (3) have custody and control of the records, minutes, and seal of the *Corporation*; and (4) render to any councilor or professed member of the Chapter, at reasonable times, a copy of the original bylaws of the Corporation; (5) or, as requested and if approved by the Council, at the discretion of the council, render a complete or redacted copy of the approved minutes of any Council meeting, and, (6) in general, perform all duties incidental to the office.

i. committee secretary. Every committee or entity of the Corporation shall have a secretary, and all minutes of any committee shall be forwarded to the corporate secretary for filing in the corporate books and minutes.

- (d) **treasurer.** The treasurer (or his or her designee upon notice to, and approval of, the Council) shall (1) have custody of, charge of, and responsibility for, all funds, properties, and securities of the *Corporation*, and deposit any such funds in any depository as directed by the Council, with the prior or prioress and treasurer, and one member of the council, as signatories on said account, with two-signatures required, and such depository shall be federally-insured; (2) receive and give receipt for, moneys due and payable to the *Corporation*; (3) disburse funds as directed by the Council; (4) exhibit at all reasonable times the books of account and financial account to any councilor or other designated agent of the *Corporation*; (5) accept and maintain accounts of the *Corporation*, including properties, transactions, assets, liabilities, receipts, disbursements, gains and losses; (6) render to the any councilor at any reasonable time, a report of any and all transactions, and the financial condition of the *Corporation*; (7) certify, or cause to be certified, financial statements regarding the financial condition of the *Corporation*; and, (8) perform himself or authorize any employee or agent as authorized by the Council, in the treasurer's place, to sign checks, notes, drafts, and orders for payment of expenditures first approved by the prior or prioress or as approved by resolution of the Council.

Article V

Preemption

If a conflict exists between these Bylaws and the Articles of Incorporation, the Articles shall be preemptive. As to a conflict between the Articles and the *statutes*, the statutes shall be preemptive to the extent that the same does not violate Idaho law. If the Council finds that a conflict of interpretation exists, at its sole discretion the Council shall determine by resolution the outcome of such conflicts of interpretation.

Article VI

Fiscal Year. The Fiscal Year shall commence on 1 July and continue through June 30 next.

Article VII

AMENDMENT OF ARTICLES OF INCORPORATION

§ 1. The Articles of Incorporation shall be amended as allowed and required by law.

AMENDMENT OF THE BYLAWS OF THE CORPORATION

§ 2. The Council may adopt by simple majority *of the members thereof*, proposed amendment(s) to these bylaws, upon written notice of the proposed amendments to the councilors containing a copy of the proposed amendment(s) at a regularly scheduled meeting, whereupon at the next regularly scheduled meeting, such proposed amendment(s) shall be voted upon and upon approval thereof shall be immediately effective. Amendments to these bylaws may be made effective otherwise at any regularly scheduled meeting of the Council, by roll-call vote, by a majority of 2/3^{rds} or more *of the members* of the Council, and entry of such vote into the minutes. Proxies are invalid as to proposed amendments to these bylaws.

Article VIII

The *Corporation shall not discriminate* against any person on the basis of race, color, national or ethnic origin.

Appendix A

Catholic Affirmation of Faith

“I believe and profess all that the holy Catholic Church teaches, believes and proclaims to be revealed by God.”

In particular:

I affirm and believe the Church’s teaching about the inviolability of human life. In accord with that teaching I affirm that human life is sacred and must be protected and respected from the moment of conception until natural death. I affirm that I reject direct, intentional abortion and I do not recognize the legitimacy of anyone’s claim to a moral right to form their own conscience in this matter. I am not pro-choice. I further attest that I am not affiliated with, nor supportive of,

any organization which supports, encourages, provides or otherwise endorses abortion or euthanasia. (cf. CCC 2270-2283)

I affirm and believe the Church's teaching about the sinfulness of contraception. I affirm, in accord with the teachings of the Church that "every action which, whether in anticipation of the conjugal act, or in its accomplishment, or in the development of its natural consequences, proposes, whether as an end or as a means, to render procreation impossible" is intrinsically evil. (CCC 2370)

I affirm and believe that every person is called to chastity in accord with their present state of life and that it is only in marriage between man and woman that the intimacy of spouses becomes a sign and pledge of spiritual communion. (CCC 2337—2365) I accept the Church's teaching that any extra-marital sexual relationships are gravely evil and that these include pre-marital relations, masturbation, fornication, the viewing of pornography and homosexual relations.

I affirm and believe the teaching of the Church about the evil of homosexual acts. I accept the formulation in the Catechism which states: "Basing itself on Sacred Scripture, which presents homosexual acts as acts of grave depravity, tradition has always declared that "homosexual acts are intrinsically disordered." They are contrary to the natural law. They close the sexual act to the gift of life. They do not proceed from a genuine affective and sexual complementarity. Under no circumstances can they be approved." (CCC 2357)

I affirm and believe all that the Church teaches about the Reality and Presence of Christ in the Most Holy Eucharist. Specifically I believe that Jesus is present Body, Blood, Soul and Divinity under each of the forms of bread and wine and that receiving either one is Communion with the whole Christ. I recognize that worship and adoration are appropriate, not only during Mass but also outside of Mass and that the Most Holy Eucharist must always be handled with the utmost care and devotion. (CCC 1373-1381)

I affirm and believe the teachings of the Church regarding Mary, Mother of Christ and Mother of the Church. I accept with the Church that it is fitting and proper to honor the Blessed Virgin with special devotion. (CCC 963-975)

I affirm and believe that it is possible for a person to choose to remain separated from God for all eternity and that "This state of definitive self-exclusion from communion with God and the blessed is called "hell." " (CCC 1033)

I affirm and believe that those who die in God's grace and friendship but are still imperfectly purified undergo additional purification so as to achieve the holiness necessary to enter the joys of heaven. I affirm that the Church's name for this final purification is Purgatory. (CCC 1030-1032)

I affirm and believe in One, Holy, Catholic and Apostolic Church, and I embrace the teachings about the Church, as enunciated in the Catechism of the Catholic Church. (cf. CCC 748-962)

I affirm and believe that the Church teaches with God-given authority and that the promise of Christ to remain with His Church always, until the end of time, is a reality. I further acknowledge that those teachings pronounced in a definitive manner, even though not as an infallible definition, are binding on the consciences of the faithful and are to be adhered to with religious assent. (CCC 892)

To these and to all the teaching of the Catholic Church I give my assent. I attest that I believe these things and, while I am aware of my own sinfulness and shortcomings, I strive in my beliefs and life style to conform to this Affirmation of Personal of Faith.