



TRIANGLE AREA PROFESSIONAL PET SITTERS

BYLAWS

Article I General

Section 1. Name. The name of this organization is Triangle Area Professional Pet Sitters, hereinafter referred to as “TAPPS” or “Association.”

Section 2. Territory and Location. The Association will operate and serve members within the territory approved by the Association, and its Principal Office will be located in Wake County in such place as determined by the Association’s Board of Directors. The Association accepts pet sitters who are engaged in the business of professional pet sitting primarily located in any of the following North Carolina counties – Wake, Durham, Orange, Granville, Franklin and Johnston.

Section 3. Purposes. The Association’s purposes will be:

- a.) To promote the business of pet sitting and to educate the public regarding the opportunities and benefits of such services;
- b.) To provide members the opportunity for the positive exchange of experiences and opinions through discussion;
- c.) To develop and encourage the practice of high standards of conduct among providers of pet sitting services;
- d.) To conduct and cooperate in courses of study to benefit Association Members and/or Triangle Area pet owners;
- e.) To cooperate with other individuals and/or organizations in the common endeavor to advance pet sitting as a profession and business;
- f.) To foster goodwill between pet sitters and other pet care providers and the public they serve;
- g.) To acquire, preserve and disseminate data and valuable information relative to the functions and accomplishments of successful pet sitting establishments;
- h.) To strengthen and promote the effectiveness of pet sitting as an occupation by any and all means consistent with the public interest; and
- i.) To positively impact the welfare of Triangle Area shelters and animals.

Section 4. Restrictions. All policies and activities of the Association are consistent with:

- a.) Applicable federal, state and local antitrust, trade regulations or other requirements; and
- b.) Applicable to tax-exemption requirements imposed on the Association, including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

Article II Membership

Section 1. Membership Eligibility. Membership in the Association is limited to individuals or companies:

- a.) Who are majority principal owner of a pet sitting business;
- b.) Who have made formal application to TAPPS;
- c.) Who have paid and are current on membership dues to the Association;
- d.) Who are engaged in the business of professional pet sitting primarily located in any of the following North Carolina counties – Wake, Durham, Orange, Granville, Franklin and Johnston;
- e.) Who derive a substantial portion of their pet related income from professional pet sitting;
- f.) Who have agreed to adhere to the Association’s Pledge of Professionalism and other policies;
- g.) Who have read and agree to abide by all TAPPS’ Bylaws;
- h.) Who have fulfilled the requirements of membership as follows:
 - 1.) Bonding Insurance
 - 2.) Liability Insurance
 - 3.) Member, in good standing, with NAPPS or PSI
 - 4.) Business principal is Pet First Aid & CPR certified (this requirement must be met within six (6) months of membership in TAPPS) and must be renewed every two (2) years
 - 5.) Licensed (with one of the following documents depending on your business situation and location(s) serviced):
 - i.) Tax ID Number (EIN Number)
 - ii.) Current Privilege License for principal city serviced
 - iii.) FILED Secretary of State paperwork with proper ID Number; or, if a Sole Proprietor, FILED Register of Deeds paperwork with proper Book and Page connotations
- i.) Who have agreed to participate in a minimum of two (2) meetings or events within a twelve (12) month period (these shall include regular meetings, special meetings or recognized events); and
- j.) Who attest to having no felony convictions, which would void membership.

Section 2. Application. Once a potential TAPPS member has submitted a completed Membership Application with supporting documentation and full payment, the Board of Directors will approve all Applications meeting TAPPS’ Membership Criteria. When approved, full membership status will be granted and the new member will be added to the TAPPS referral website and will receive an invitation to join the TAPPS Yahoo! Group. If membership is declined, the dues payment will be returned to the candidate along with an explanation of refusal. Records will be kept of all Applications submitted.

Section 3. Regular Membership. Regular Membership will be available for individuals and companies wanting to become members of TAPPS. Once all Membership Eligibility Requirements (which have been established by the Board of Directors) are met, these members will have voting privileges (one (1) vote will be allocated per company) and will be listed on the Association website. All Regular Members must participate in two (2) meetings per membership year to stay current in membership. For the purpose of this Section “meetings” shall encompass monthly membership meetings, special meetings or recognized Association events.

Section 4. Resignation. A Member may resign by submitting a written resignation either via electronic mail or the United States Postal Service. Resignation does not relieve a Member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.

Section 5. Expulsion. The following process shall be adhered to regarding any reason for Member expulsion, other than non-payment of member dues:

- a.) The Member facing proposed expulsion shall be notified via electronic mail within two (2) business days of the decision of the Board of Directors to pursue proposed expulsion.
- b.) The Member has ten (10) days from the date of notification of proposed expulsion to formulate and present a written rebuttal/contestation of the proposed expulsion.
- c.) The Member must present to the Board of Directors the written rebuttal/contestation either in person or via electronic mail.
- d.) The Board of Directors shall take into consideration the written rebuttal/contestation of the Member facing proposed expulsion. The Board of Directors may expel a Member only by two-thirds (2/3) majority vote.
- e.) The expulsion decision of the Member by the Board of Directors shall be made within seventy-two (72) hours of the presentation.
- f.) The Member in question will be notified by electronic mail of the Board's decision within the same time frame.
- g.) Upon notification of a negative decision, the Member shall be removed immediately from the website and the TAPPS Yahoo! Group. No official notification will be made to the Association Membership.

Section 6. Reinstatement. In accordance with Article IV Section 2 of these Bylaws, a former member may be reinstated on showing proof of qualification and paying all dues **and late fees** in arrears if membership has lapsed for less than six (6) months. If membership has lapsed for more than six (6) months, the former member must submit a new Membership Application, supporting documentation and full membership dues (not a renewal).

Article III Membership Meetings and Voting

Section 1. Membership Meetings. Meetings of the Membership are held at least nine (9) times per year, at times and places determined by the Board of Directors, unless otherwise directed by the Board. The nine (9) months designated for Membership Meetings are January, February, March, April, May, August, September, October and November. The Board of Directors, depending on current circumstances, may announce additional meetings. A membership calendar shall be placed on the Association Yahoo! Group and website that will list all Membership Meetings per year and will be continually updated.

Section 2. Notice. Notice of membership meetings or business meetings of the Association at which official Association business is to be transacted shall be provided to voting Members at least ten (10) days before the meetings by individual electronic email or posting on the Association's Yahoo! Group.

Section 3. Voting. Whenever the Members must vote on a matter under these Bylaws or otherwise, this section will apply. Voting at membership meetings may be in person or by email proxy with each voting Business Entity having a single vote. A majority of the Members voting in person or by electronic proxy where a quorum is represented carries an action. Members may vote

without a meeting in elections or on any matter presented by the Board of Directors where a quorum of Members participates and the votes are submitted in writing by email or other electronic means. A quorum for membership voting is a simple majority of the voting Members.

Section 4. Special Meetings. Special meetings of the Association may be called by the Board of Directors or by the President of the Association at any time.

Section 5. Notice of Special Meetings. Written notice of any special business meeting of the Association at which official Association business is to be transacted shall be electronically mailed to the last known address of each Member not less than ten (10) nor more than thirty (30) days before the date of the meeting.

Article IV Dues

Section 1. Establishment of Dues and Fees. The Board of Directors shall establish all initiation fees, dues, admission fees/special assessments and late fees for all classes of membership and shall be reviewed annually.

Section 2. Delinquency and Cancellation. Any Member of the Association who is delinquent in dues for a period of thirty (30) days from the time dues become owing shall be notified of such delinquency and suspended from further rights and services. If payment of dues **plus late fee of \$15** is not made within the next succeeding fifteen (15) days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership. However, such suspension, at the request of the member, may be waived by affirmative action of the Board of Directors.

Section 3. Refunds. Under no circumstances shall dues or fees be refunded to any Member whose membership terminates for any reason.

Section 4. Special Assessments. Special assessments may be voted on during the year to pay for special events such as trade shows. Such assessments may only be passed with a two-thirds (2/3) majority vote from the Association Membership.

Article V Officers

Section 1. Officers. Officers of the Association shall be an Immediate Past-President or Advisor, President, President-Elect, Secretary and Treasurer. If the Immediate Past-President is unavailable to serve as an Advisor, then the President may appoint an Advisor from the membership at large as an Officer. Such appointment requires a unanimous vote of the Executive Committee.

Section 2. Composition and Election. Officers of the Association must be at least twenty-one (21) years of age and members in good standing of the Association. Officers are elected by a majority of the Members voting where a quorum is present; the Nominating Committee sets forth the procedures for how candidate slates are nominated. Additionally, each Officer shall serve only one (1) office concurrently.

Section 3. Terms. Officer terms shall be one (1) year in duration, and renewable for no more than one (1) additional one (1) year term unless the Officer served a partial-year term in that office in the prior year. Terms coincide with the calendar year.

Section 4. Vacancies. Vacancies among the Officers may be filled by appointment of the Association's President. The newly appointed Officer shall be approved by the Board of Directors and shall be appointed for the balance of the term of office.

Section 5. Removal or Resignation. The recommendation for removal of an Officer may be initiated by three-quarters (3/4) vote of the full Board of Directors, with the Officer proposed to be removed not voting.

With regards to an Officer removal, the following process shall be adhered to:

- a.) The Officer facing proposed removal shall be notified via electronic mail within two (2) business days of the decision of the Board of Directors to pursue proposed removal.
- b.) The Officer has ten (10) days from the date of notification of proposed removal to formulate and present a written rebuttal/contestation of the proposed removal.
- c.) The Officer must present to the Board of Directors the written rebuttal/contestation either in person or via electronic mail.
- d.) The Board of Directors shall take into consideration the written rebuttal/contestation of the Officer facing removal. An Officer may only be removed by three-quarters (3/4) majority vote of the Board of Directors.
- e.) The removal decision of the Officer by the Board of Directors shall be made within seventy-two (72) hours of the presentation.
- f.) The Officer in question will be notified by electronic mail of the Board's decision within that same time frame. No official notification will be made to the Association Membership.

An Officer may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as an Officer automatically results in that person's removal or resignation from the Board of Directors. Any resignation becomes effective upon providing written notice.

Section 6. Compensation. Officers do not receive compensation for their services but may be reimbursed for documented expenses that have been approved by the Board of Directors.

Section 7. Attendance. Officers are automatically removed from office for failure to attend any two (2) Executive Committee and/or Board of Directors meetings in any one (1) calendar year. Removal can be reversed by an affirmative fifty-one percent (51%) vote of the Executive Committee, without the Officer in question voting.

Article VI Duties of Officers

Section 1. President. The President shall be the chief elected officer of the Association and serve as Chairman of both the Board of Directors and the Executive Committee. The President shall have voting privileges in Executive Committee Meetings but will be excluded from voting in Board of Directors Meetings except in the case of preventing a tie. The President shall also serve as an ex-officio member on all committees and shall make all required appointments of standing and special committees. Annually, and at such other times as deemed proper, the President shall communicate to the membership such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Association. The President shall perform such other duties as are necessarily incident to the office of President or as may be

prescribed by the Board of Directors. The office of President shall not be combined with any other office.

Section 2. President-Elect. There shall be a President-Elect who shall be responsible for such duties as are individually assigned by the President. The office of President-Elect shall not be combined with any other office.

Section 3. Secretary. The Secretary shall be responsible for the Association's formal records, including minutes of Board of Directors Meetings and Executive Committee Meetings and shall ensure that accurate records are kept of all Members. The Secretary shall oversee the recording and safekeeping of all documents pertaining to the Association. The office of Secretary shall not be combined with any other office.

Section 4. Treasurer. The Treasurer shall oversee the Association's funds; the collection of Members' dues and/or assessments; and the establishment of proper accounting procedures for the handling of the Association's funds. In addition, the Treasurer shall be responsible for the preparation of the proposed Annual Budget (with oversight by the Association's President); and shall report on the financial condition of the Association at all meetings of the Board of Directors and at other times as called upon by the President. The Treasurer shall also be responsible for maintaining the proper paperwork for the Association's non-profit status. The office of Treasurer shall not be combined with any other office.

Section 5. Duties of the Secretary and Treasurer as may be specified by the Board of Directors may be temporarily delegated to the President.

Section 6. Immediate Past President/Advisor. There shall only be an Immediate Past-President or Advisor position; this is the same office. The Immediate Past-President/Advisor shall be responsible for such duties as are individually assigned by the President. The Immediate Past-President /Advisor shall have voting privileges in all Executive Committee and Board of Directors Meetings. The office of Immediate Past-President /Advisor shall not be combined with any other office.

Section 7. Duties of Executive Committee. The President, President-Elect, Secretary, Treasurer and Immediate Past President/Advisor (if one has been appointed) shall comprise the Executive Committee and shall be responsible for decisions affecting the Association between Board Meetings regarding operational necessities.

Article VII Board of Directors

Section 1. Authority and Responsibility. The governing body of this Association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees and publications; shall determine its policies or changes therein; shall actively pursue and implement its objectives; and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee. The Board of Directors is subject to the restrictions and obligations set forth in these Bylaws.

Section 2. Composition. The Board of Directors is composed of the elected Officers of the Association, any appointed Advisor, and any additional Directors elected by the Membership.

Directors must be at least twenty-one (21) years of age and Members in good standing of the Association. The Board of Directors shall consist of at least eight (8) and no more than twelve (12) Directors elected from the voting Membership.

Sub-Section 2A. First Board of Directors. To insure an on-going operation of this Association, the first Board of Directors will be comprised of the Executive Committee and four (4) other Association Members. Initial Directors at large will have varying terms of office lengths: one (1) Director will serve for one (1) year; one (1) Director will serve for two (2) years and two (2) Directors will serve for three (3) years. Once the initial term of office for each Director has expired, that Director will be eligible for re-election for one (1) consecutive three (3) year term.

Section 3. Nomination. The Nominating Committee, acting in accordance with Article IX, Section 1, may present one (1) nominee for each seat on the Board that is vacant and may present one (1) nominee for each seat on the Board about to expire. The number of nominees presented shall in total maintain no less than the minimum or more than the maximum number of Board Members outlined in Article VII, Section 2. The Board, by a majority vote of its Directors, shall approve the slate of Directors and Officers put forth by the Nominating Committee.

Section 4. Manner of Election and Term of Office. Annual Elections are carried out by the voting Membership at a date determined by the President between October 1st and October 31st by electronic ballot. Terms coincide with the calendar year. Annually, the Secretary shall provide each Board Member a list of Board Member term expirations by September 1st. Newly elected Directors at large shall serve for a term of three (3) years and may be elected for no more than one (1) successive three (3) year term, or until their successors have been duly elected and assume office. Each three (3) year term of office is to begin on January first (1st) and end on December thirty-first (31st) of the 3rd consecutive year. Any Director appointed to complete a vacated term is eligible for re-election for one (1) more succeeding three (3) year term. Re-election after two (2) terms may not take place until at least three (3) years shall have elapsed.

Section 5. Vacancies. Vacancies among Directors may be filled, for the balance of the term, by the Board of Directors.

Section 6. Meetings and Voting. Whenever the Directors must vote on a matter under these Bylaws or otherwise, this section will apply.

- a.) The President calls all meetings of the Board of Directors. Meetings may be held by conference call, electronically or in person.
- b.) A majority of Directors forms a quorum; a majority of votes is required to carry a matter where a quorum is present. Proxy voting by Directors is not permitted.

Section 7. Meetings of the Board. A regular meeting of the Board of Directors shall be held no less than four (4) times during each calendar year at such time and at such place as the Board may prescribe, which shall include conference calls. Notice of all such meetings shall be given to the Directors annually for the following year. Special Meetings of the Board may be called by the President or at the request of any three (3) Directors by notice electronically mailed and agreed upon by at least two (2) additional Directors. Notice of such agreement and the Special Meeting date must be electronically mailed to all Directors at least one (1) week prior to the Special Meeting being held.

Section 8. Removal or Resignation. The recommendation for removal of a Director may be initiated by a three-quarters (3/4) vote of the full Board of Directors, with the Director proposed to be removed not voting.

With regards to a Director removal, the following process shall be adhered to:

- a.) The Director facing proposed removal shall be notified via electronic mail within two (2) business days of the decision of the Board of Directors to pursue proposed removal.
- b.) The Director has ten (10) days from the date of notification of proposed removal to formulate and present a written rebuttal/contestation of the proposed removal.
- c.) The Director must present to the Board of Directors the written rebuttal/contestation either in person or via electronic mail.
- d.) The Board of Directors shall take into consideration the written rebuttal/contestation of the Director facing removal. The Board of Directors may remove a Director only by three-quarters (3/4) majority vote.
- e.) The removal decision of the Director by the Board of Directors shall be made within seventy-two (72) hours of the presentation.
- f.) The Director in question will be notified by electronic mail of the Board's decision within that same time frame. No official notification will be made to the Association Membership.

A Director may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as a Director, where such person is also an Officer of the Association, automatically results in that person's removal or resignation as an Officer. Any resignation becomes effective upon providing written notice.

Section 9. Compensation. Directors do not receive compensation for their services but may be reimbursed for documented expenses that have been approved by the Board of Directors.

Section 10. Indemnification. Every Director, Officer, employee of the Association and such others as specified from time to time by the Executive Committee, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Director, Officer or employee of the Association. Such persons shall be indemnified as well for any settlement thereof, whether the person is a Director, Officer or employee at the time such expenses are incurred, except in such cases wherein the Director, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

Section 11. Attendance. Board Members are automatically removed from office for failure to attend any two (2) Board of Directors Meetings in any one (1) calendar year. Removal can be reversed by an affirmative fifty-one percent (51%) vote of the Board of Directors, without the Board Member in question voting.

Article VIII Committees

The President may establish various committees to carry on the affairs of the Association. The creation of a committee shall be approved by a majority of the Board of Directors voting where a quorum is present. The composition of each committee and manner of selection of its members

shall be determined by the committee chair and the committee chair shall be appointed by the President. The Board of Directors may create Ad Hoc Committees and appoint the committee chair and its members. The rules in these Bylaws governing the Board of Directors also apply to the Ad Hoc Committees of the Board of Directors.

Article IX Special and Standing Committees

Section 1. Nominating Committee. The President shall appoint the Immediate Past President/Advisor as Chairperson of the Nominating Committee. The Nominating process shall be conducted annually. The Chairperson of the Nominating Committee shall appoint a minimum of two (2) non-Executive Board Members to serve on the committee with the President serving as a non-voting member of the committee. The Nominating Committee shall consist of no less than three (3) voting members. At least one (1) member of the Nominating Committee shall have served on the committee during the prior year. The Nominating Committee shall notify, in writing, the Board of Directors and the Membership of its chosen slate of nominees and the Board of Directors shall approve the slate by majority vote. The Nominating Committee shall request that all ballots be cast within four (4) weeks of the date of the announcement of the nominations. No member of the Nominating Committee is eligible to be nominated for any position with exception of the Standing President.

Section 2. Creation and Dissolution of Committees. The President shall monitor all actions of the committees, councils and task forces of the Association and shall recommend to the Board of Directors on a regular basis the creation, dissolution and consolidation of these bodies.

Article X Finance

Section 1. Fiscal Period. The fiscal year of the Association is the calendar year.

Section 2. Budget. With recommendations by the Treasurer and Board of Directors, the Board shall adopt an annual operating budget covering all activities of the Association.

Section 3. Audit. The accounts of the Association shall be reviewed every year by a professional Accountant and audited at least every two (2) years by a professional Accountant or Certified Public Accountant who shall be recommended by the President and the Treasurer with the approval of the Board. The professional Accountant or Certified Public Accountant shall provide a report to the Board of Directors.

Article XII Rules of Order

The rules contained in the current edition of ROBERT'S RULES OF ORDER shall govern the conduct of meetings of the Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules the Association may adopt.

Article XII Amendments

Section 1. Proposing. Amendments to or a repeal of these Bylaws may be proposed by the Board of Directors on its own initiative or upon petition by twenty five percent (25%) of the Membership.

Section 2. Approval. Amendments to or a repeal of these Bylaws shall be approved by a majority affirmative vote of the Board of Directors with notice of such approved changes sent electronically to the Members within fifteen (15) days after approval.

Article XIII Dissolution

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the Members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified animal related charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

Article XIV Miscellaneous

Section 1. Books and Records. The Association must keep books and records of its financial accounts, meeting minutes, and membership lists (with names and addresses) at its Secretary and Treasurer locations. The Association will make those books and records available to the Association Members, upon request, within a reasonable time.

Section 2. Annual Report to the Association. The Executive Committee will submit an Annual Report to the membership by February 15th of the following year, which includes year end financials and activities begun, in process or completed during the previous calendar year, and any other document or report required by the Association.

Section 3. Contracts. The Board of Directors, in writing, may authorize the President or any other Director or Officer to enter into or execute any contract on behalf of the Association. However, without such authorization, no person has the power or authority to bind the Association under any contract or agreement, to pledge the Association's credit, or to render the Association liable for any purpose or amount.

Section 4. Conflict-of-Interest Policy. The Board of Directors shall adopt a conflict-of-interest policy and annual disclosure process that applies to all Officers and Directors of the Association.