

**BYLAWS OF NORTHERN VIRGINIA PROFESSIONAL PET SITTERS NETWORK
D/B/A NATIONAL CAPITAL AREA PROFESSIONAL PET SITTERS NETWORK**

I. NAME

The name of the Corporation is the Northern Virginia Professional Pet Sitters Network d/b/a National Capital Area Professional Pet Sitters Network.

II. PURPOSE

The purpose of the Northern Virginia Professional Pet Sitters Network (“Network” or the “Corporation”) is to provide business-related support and information to its members, to offer a support system of friends and peers, and to build an awareness of professional pet sitting. All activities and work by the Corporation are designed to benefit the membership and pet sitting industry as a whole.

III. FISCAL YEAR

The fiscal year of the Corporation ends December 31.

IV. TERM

The term of the Corporation is perpetual.

V. BOARD OF DIRECTORS

A. Board role, size, and compensation

The Board of Directors is responsible for overall policy and direction of the association, and it delegates administration and management of day-to-day operations to the Executive Committee (“EC”) and sub-committees.

The Board shall be comprised of the four members of the EC. The past President shall be the fifth member of the Board. In the event the Past President is unable to serve, or is no longer available, the President will appoint the fifth member of the Board. The board shall have up to 5, but not fewer than 3 members. The board receives no compensation other than reasonable expenses.

Directors shall be elected or appointed by the incumbent directors annually. Directors shall elect or appoint, after membership elections at the annual business meeting, the incoming President, Vice President, Secretary, Treasurer and Immediate Past President to serve on the Board. The Board shall have up to five (5), but not fewer than four (4) members. In the event the Immediate Past President is unable to serve, or is no longer available, the Directors shall appoint the fifth member of the Board from membership. Directors receive no compensation but may be reimbursed for actual and reasonable expenses incurred on behalf of the Network.

- B. Terms
Directors shall serve a one-year term, but are eligible for re-election for a second consecutive term.
- C. Meetings and notice
The Board shall meet at a minimum once annually at an agreed upon time and place, with regular communication copied to all Board Members. An official Board meeting requires that each Board member have written notice at least two weeks in advance and shall be comprised of at least a quorum of three (3) Board members.
- D. Communication among Board Members
All Network communications among members of the Board are to include all Directors.
- E. Quorum
Quorum consists of three (3) Directors in order for business transactions to take place and for motions to pass.
- F. Officers and Duties
- G. Board Chairman and Other Roles
The President shall act as the Board Chairman. The Vice-President shall act as the Board Vice-Chairman. The Secretary shall be the Board Secretary. The Treasurer shall be the Secretary.
- H. Resignation, termination, and absences
Resignation by a Director from the Board must be in writing and received by the Board Secretary. A Director may be removed with or without cause by a three-fourths vote of the remaining Directors.
- I. Special meetings
Special meetings of the Board shall be called upon the request of the Chairman or two-thirds of the Directors of the Board. Notices of special meetings shall be sent out by the Board Secretary to each Board Director at least two weeks in advance via email. Two weeks' notice of any special meeting can be waived by a quorum of Board members.

VI. EXECUTIVE COMMITTEE

- A. The EC consists of the 4 officers of the Network: President, Vice President, Secretary, and Treasurer. At the membership annual business meeting each November, the 4 officers are elected by Network members, forming a new EC to undertake duties effective the beginning of the next fiscal year. All officers shall serve a one-year term. EC positions carry a term limit of two years.
- B. The Board of Directors delegates the administration and management of the day-to-day operations of the Network to the EC. The EC is responsible for the administrative business of the Network, including: establishing and coordinating special committees, supporting and mentoring the members, and defining Network priorities.
- C. EC members must attend a minimum of eight general membership meetings per calendar year. Failure to meet this requirement will result in the EC member's inability to serve on the EC in any capacity for a period of one year.

VII. OFFICERS

A. Elections

It is the responsibility of the membership to identify and elect the officers of the Corporation. Members will be asked to nominate and second fellow members for officer positions each year, and each nominee must be consulted before a nomination is made by a member. The nominations will open at the October membership meeting and close two weeks prior to the November annual business meeting. The nominations will be open for no fewer than ten days subsequent to the October general membership meeting. The list of nominations for officers will be sent to the members via email by the Secretary at least two weeks prior to the November general membership meeting. All elections for officers must take place in person, by written ballot by the member, at the November membership meeting.

B. President

The President's responsibilities include coordinating and overseeing network committees, chairing the EC meetings, mediating the monthly membership meetings, and any other duties assigned by the Board of Directors. The President shall also serve as Chairman of the Board of Directors.

C. Vice President

The Vice President is responsible for arranging the guest speakers, securing meeting locations and sending out meeting notices to members, chairing the EC and mediating meetings in the absence of the President, assisting the President in other duties as necessary, and any other duties assigned by the Board of Directors. The Vice President shall also serve as Vice-Chairman of the Board of Directors.

D. Secretary

The Secretary is responsible for preparing meeting minutes, tracking member attendance, preparing any election ballots and proposed updates to the bylaws and any other duties assigned by the Board of Directors or set out in these bylaws. The Secretary shall also serve as Secretary of the Board of Directors.

E. Treasurer

The Treasurer is responsible for managing the Network's bank account, processing dues, tracking expenses, preparing the annual budget, working with the Network's accountant to file the Network's yearly taxes, filing the annual reports with the Virginia State Corporation Commission, and any other duties assigned by the Board of Directors. The Treasurer will also serve as Assistant Secretary of the Board of Directors. The Treasurer will report current budget and financial information to the Members on a regular basis, and at a minimum quarterly.

F. Vacancy

In the event that a new EC officer position is created, or an existing position is vacant due to a member leaving the network or other circumstances, a special election will be held to fill the vacancy. Nominations will be accepted two weeks following announcement of vacancies or creation of a position subsequent to a general membership meeting, with elections being held at the next membership meeting, and votes collected at that meeting by written ballot.

VIII. MEMBERSHIP

A. Member Requirements

Membership in the Network is open to all pet-sitting businesses appropriately insured and bonded, following the business laws in its area of operation or jurisdiction, and holding a membership with a nationally recognized pet industry association. Members must agree to read, sign, and abide by the Network's Pledge of Professional Conduct each year when joining or renewing membership. All members must reapply for membership with the Network by January 31 of each year, verifying all membership requirements in a national pet industry association. Failure to re-apply by this date will result in the deletion of the company's name from the Network's website and/or other materials.

B. Application

A potential member must attend a General Membership meeting, before submitting a completed application with payment, at which time s/he will be added to the communication group email and the website's listing. Dues are non-refundable, and all applications for membership must be accompanied by full dues payment. Dues are pro-rated for new members who join after the start of the year.

C. Sustaining Membership

Each member must attend a minimum of three meetings per year, which includes general membership meetings, sub-committee meetings, or participation in network events, or other participation approved by the Board of Directors. For new members who join between July and December, the requirement will be waived until the following calendar year.

C. Communications

Network communications will be conducted by group email. From time to time, the EC and Board of Directors may use other forms of communication to interact with the Members.

D. Member Voting

Each member pet sitting business has the privilege of one vote. Elections of Directors and officers shall be held by the members at the annual business meeting. Proxy votes are not allowed for any items voted on at the annual Business meeting, which includes elections of officers and directors, review of the Network's yearly business, changes to the Bylaws, and any other items voted on at the annual Business meeting.

E. Members' Dues

Each member will pay dues annually in the amount voted on and set by the membership at the annual Business meeting. Membership dues will be used to pay for items approved by the Board of Directors or EC. Special assessments may be voted on during the year to pay for any additional expenses that are not built into the annual budget.

F. Member Conduct

Network members will uphold the professional standards set forth in the Network's Pledge of Professional Conduct.

G. Complaint Resolution

Complaints about a Network Member must be submitted to the EC in writing. The EC will forward the letter of complaint to the Network member in question and allow that member two weeks to respond to the complaint. The member's

response must be in writing. Upon receipt of the member's response, the EC will collectively decide if further action is necessary. A full membership discussion may be initiated, if the EC believes it is warranted. This discussion would include whether the complaint is serious enough to warrant a membership vote regarding the revocation of Network membership or whether the complaint can be resolved without such action. No proxy votes by members are allowed for a vote on revocation of membership. The member must be sent a certified letter inviting him/her to the meeting where membership revocation will be voted on by the members. Revocation requires a two-thirds vote of the members present at the meeting where the voting is scheduled to take place.

IX. MEETINGS

A. The Network shall hold a minimum of nine meetings per calendar year. Monthly membership meetings will take place on the second Wednesday of each month at 7:00PM. The EC may change or reschedule meetings at their discretion. The location will be decided in advance and will be announced to the membership at least one week prior to the meeting. The November meeting will be a business meeting, devoted in large part to electing officers, voting on the proposed budget, dues, and any proposed bylaw revisions, and prioritizing topics for discussion for the upcoming year. All items to be voted upon at the annual Business meeting will be provided to the membership for review two weeks before the meeting.

B. Notification

Each member will receive email notification of every meeting no less than one week prior to the meeting date. Identified pet sitting businesses which are not members of the Network will also be sent meeting notice, encouraging their participation. The EC may call special, or emergency, meetings with three days notice by either written or verbal communication.

C. Minutes

Within one week following each General Membership Meeting, the Secretary must compile the minutes of that meeting, including summaries of discussion, votes, and action items. Minutes shall be emailed to all Network members, as well as uploaded to the Network's group email notification.

IV. SUB-COMMITTEES

A. Members

When the EC determines a sub-committee is needed, the Network members shall be given two-weeks' notice to express interest in becoming a member of the newly formed sub-committee. If more members express interest in becoming members of the sub-committee than the EC has arranged for, a lottery will be conducted at the next General Membership meeting.

The EC shall determine the structure and purpose of the Sub-Committees. An EC member shall be present at each sub-committee meeting. He/she can be a voting member of the sub-committee or serve as an advisor, at the discretion of the EC. The sub-committee members shall appoint subcommittee chair from among the sub-committee members. The balance of the Subcommittees will be comprised of additional Network members to be chosen via an annual lottery, if more than the

EC allotted members for the sub-committee, held at the first General Network Meeting of each year. Subcommittee involvement is on a volunteer basis. A Network member can be on more than one Subcommittee, if no other members are interested.

B. Goal(s)

The EC is responsible for setting goal(s) for each Subcommittee within the scope of the Network's purpose. The goal(s) shall be attainable within one (1) membership cycle (Jan 1-Dec 31), or within the terms set for the sub-committee by the EC. Each Subcommittee should meet a minimum of three (3) times, and work continuously throughout their term limits to meet their set goal(s).

C. Budget

Each Subcommittee should submit a proposed budget for the anticipated expenses needed to meet the goal(s) to the Treasurer for approval before spending any funds. The proposed budget will then be presented for approval at the next General Network Meeting immediately following submission.

D. Reporting

The Chairs of each Subcommittee should report the specific steps being taken to reach their Subcommittee's goal(s) at the General Network Meeting immediately following each Subcommittee meeting.

VI. FINANCES

The Network bank account is located at Wells Fargo Bank, or its successor. The newly elected Treasurer must update the bank signature card by the first General Membership Meeting of the year. Collected dues and other income are deposited into this account, and expenses against the Network are paid from this account. No other Network checking, savings, or equity account exists, and all income and expenses must go through this account. A current record of source and amount must be kept by the Treasurer for every transaction that goes through this account, and a receipt must accompany all expenditures. At the end of each calendar year, the EC may elect to designate a certain percentage of the remaining balance in the account to be set aside as a reserve for future unforeseen expenses, with the remaining percentage of leftover funds being donated to one or more charities of the Network's General Membership's choosing.

VII. DISSOLUTION

If the Network should ever cease to exist, all equipment and capital goods will be disposed of, liabilities paid, and remaining assets distributed to the most recently chosen nonprofit groups to receive such donations, within 60 days of dissolution. No individual pet sitting business or member, past or present, has any claim to any asset of the Network.