



SEMPO Member Guide

Mission Statement: SEMPO is a global non-profit organization serving the search engine marketing industry and marketing professionals engaged in it. Our purpose is to provide a foundation for industry growth through building stronger relationships, fostering awareness, providing education, promoting the industry, generating research, and creating a better understanding of search and its role in marketing.

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1 Introduction

This guide to conducting SEMPO business describes policies and procedures for the groups within the organization. It provides a quick reference for the Chairs of committees, ad-hoc committees, task forces, and working groups, and members involved in the technical work of the organization.

1.1 Status of this Document

This document summarizes SEMPO processes. The organization is governed by its founding documents: the *SEMPO By-Laws* and *Membership Agreement*, plus any other formally adopted agreements and policies. Those documents constitute the “ultimate authority”. Every attempt has been made to make this guide accurate and consistent with those documents. In the event of an error or inconsistency, formally adopted SEMPO Agreements always take precedence.

1.2 Maintaining this Document

Virtual, Inc., SEMPO’s management company, as this document’s Editor and Author will amend this document as required. As needed, amended drafts will be submitted to the SEMPO Board of Directors for review and approval.

Requests for additions or clarifications should be directed to Virtual, Inc. at sempo@virtualmgmt.com.

2 Membership

2.1 Classes of Membership

There shall be three classes of membership: Individual, SEMPO General, and SEMPO Circle. Members of each class of membership shall be Voting Members in SEMPO elections. Only individual Persons are eligible to be Individual Members. All other Persons are eligible to be SEMPO General and SEMPO Circle members. The rights and privileges of each class of membership are as shown on the SEMPO website, <http://www.sempo.org/join/> and may be modified at the direction of the Board of Directors.

2.2 Additional Classes of Membership

SEMPO may, but shall not be required to, create additional classes of membership, upon approval of the Board of Directors. Any such additional class of membership may be designated as Voting Members or non-Voting Members.

2.3 New Membership

2.3.1 Who is Eligible

Any individual, firm, partnership, corporation, unincorporated association, or government body (hereinafter "Person"), with a demonstrated interest in promoting the mission of SEMPO, may apply for membership. SEMPO does not restrict membership on the basis of race, color, sex, religion, or national origin.

2.3.2 Application Process

Any Person possessing the requisite qualifications to secure admission to membership in SEMPO can submit an online membership application via the SEMPO website. The applicant must specify acceptance of the *SEMPO Membership Agreement* or the Membership Application will not be accepted by SEMPO. If the *Membership Agreement* is accepted and the Membership Application is completed and submitted correctly, the application shall be automatically accepted, as per the *SEMPO By-Laws*.

2.3.3 Initial Membership Dues

The annual membership dues will be disclosed on the "Join" page of the SEMPO website, and also to each applicant on the Membership Application. The dues for the first year of membership with SEMPO must be paid at the time of application. No new membership will be activated prior to receipt of payment in full. The only exception to that is for SEMPO Circle members, who are permitted to pay in two equal installments no more than six months apart, with the first installment being due at the time of application. For online payments via credit card, the new membership will be activated immediately, provided that the *Membership Agreement* was accepted and the Membership Application was correctly submitted. For those new members who chose to pay their dues via check, their membership will be activated once the payment is received at the corporate office.

2.3.4 User Accounts

Once a membership has been activated it will be allowed a pre-determined number of User Accounts, as dictated by the membership level. All three levels of membership allow for a different number of user accounts: Individual = 1, General =5, Circle = Unlimited. The username and password for each user account will be emailed directly to the user. All usernames and passwords are confidential and should be treated as such by the user.

2.3.5 Primary Contact

Upon admission to membership in SEMPO, an entity member will designate an individual who shall represent the member in all matters with SEMPO - the "Primary Contact." A member's Primary Contact may be replaced by the member at any time, and such replacement shall be

effective when SEMPO's Membership Administrator receives written notice at info@sempo.org from any authorized representative of the member, naming the successor Primary Contact.

2.3.6 Annual Renewal Dues

Each member shall pay annual dues to the Treasurer of the Corporation according to their annual membership schedule. Each member will be issued both hardcopy and email invoices 30 days prior to their renewal date. All invoices are payable upon receipt. Members will also receive a second email, with invoice attachment, following their renewal date if the annual renewal dues remain unpaid – that reminder will specify a 30-day deadline for their dues payment.

If any payment of dues or any assessment is not made as and when required, SEMPO will send a notice to the member whose payment is delinquent. Sixty (60) days of default in payment of any assessment or installment of any dues shall entitle SEMPO, without notice to the member in default, to suspend all rights and privileges of membership until the default in payment of dues or installments is cured. If such a suspension is imposed, membership shall be reinstated upon payment in full of the unpaid dues or assessment.

2.4 Annual Meeting

The Annual meeting of the members of SEMPO, at the direction of the Board of Directors, shall be held on a date, time, and place that will accommodate a large gathering of SEMPO members and SEM professionals. These meetings are usually held after the close of the Board of Directors election and coincide with an industry event. Part, if not all, of the meeting will be open to both SEMPO members and non-members. Information about the meeting will be sent to all SEMPO members via the monthly newsletter and/or a dedicated email blast, and will be posted on the SEMPO website.

3 SEMPO Structure

The SEMPO organization is governed by a Board of Directors ("Board"), which has responsibility for overseeing the work of the organization. The Board charters committees, ad-hoc committees, working groups, and task forces to undertake the activities of the organization.

3.1 Board of Directors

The Board is responsible for running SEMPO. It is composed of thirteen SEMPO members elected by the membership. Refer to the *SEMPO Bylaws* for details of the Board's responsibilities and operations.

Each Board member's term is for one year, and there is no limit to how many terms may be served by an individual as long as that individual continues to be elected by the SEMPO membership. The officer positions are not voted on by the SEMPO membership – the Board holds an internal election to determine who will hold the officer seats. The officer positions are also one year terms. There is no limit to how many terms an officer can serve as long as that individual continues to be elected by the Board.

SEMPO Board members do not receive complimentary membership with SEMPO while they serve their elected term(s). In addition, they are generally bound to not use their Board position as a means of promoting their own company or business interests.

3.1.1 Board Chairperson

The Chairperson of the Organization will set the strategic direction of SEMPO and act as its primary spokesperson.

3.1.2 Board President

The President shall have general and active management of the business of SEMPO and see that all orders and resolutions of the Board are carried into effect. Additionally, the President will oversee the launch and ongoing activities of new committees necessary to support the growth of SEMPO.

3.1.3 Board Vice President

The Vice-President of SEMPO will perform the duties of the President if not available.

3.1.4 Board Treasurer

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to SEMPO.

3.1.5 Board Secretary

The Secretary shall attend all meetings of the Board and all meetings of the members, and record all the proceedings of the meetings of SEMPO and of the Board of Directors in the event that Virtual, Inc., SEMPO's management company, is unable to do so.

3.1.6 Officer Notes

- 3.1.6.1 The Officers and Committee Chairs will constitute the Executive Committee of the Board of Directors.
- 3.1.6.2 All expenses incurred for travel or otherwise for Organization activities will be borne by the officer and their company. No expenses will be reimbursed unless otherwise determined by the Board or approved by the Treasurer.
- 3.1.6.3 Estimated time to perform duties relating to the role: for Chairman and President it is estimated that 20% of their time will be needed for SEMPO activities; for Vice-President, Treasurer, Secretary it is estimated that 5% of their time will be needed for SEMPO activities.

3.1.7 Meeting Frequency

The Board will meet on a monthly basis according to a schedule set forth by the Board during the first meeting of their new term. The meetings will be scheduled by Virtual, Inc. for the remainder of the fiscal year, which is the calendar the Board operates by. That complete schedule will be sent to all Board members and will be posted in KAVI, the SEMPO website's online collaboration tool. If any meetings need to be rescheduled, that will be communicated to the Board by Virtual, Inc. The rescheduled meeting will take place as close to the original date as possible.

3.1.8 Meeting Attendance

It is important to have the full Board present at every scheduled Board of Directors meeting. Therefore, a meeting attendance policy will be adhered to. Each Board member must attend a minimum of two out of three consecutive meetings. If the attendance requirement is not met by any Board member(s), it will automatically go to the Board to determine the appropriate action.

3.1.9 Agenda, Documentation, and Minutes

Virtual, Inc. will prepare all meeting agendas and any required supporting reports and documentation. Virtual, Inc. will also contact committee Chairs as needed to request reports for the Board, which are typically presented during the Board meetings. Virtual, Inc. will attend all Board meetings and will take and prepare the meeting minutes, which will be circulated for approval by the Board. The Board vote to accept the meeting minutes will either be done via email or during the next scheduled Board meeting. All Board related documents and action items will be posted in KAVI, the SEMPO website's online collaboration tool.

3.1.10 Planning Sessions

The Board will have two face-to-face meetings - Planning Sessions - each term. These sessions will occur in April, after the new Board is in place, and October, and both will be in lieu of the regularly scheduled meetings for those months. It is the intent of the Board that the meetings will alternate between the East and West coasts, but the location is subject to change as dictated by the needs to the Board.

All Planning Session logistics – location, hotel, meals, AV needs – will be handled by Virtual, Inc. All meeting related documentation will also be prepared by Virtual, Inc., with additional supporting documentation being requested from committee Chairs as needed. Virtual, Inc. will attend all Planning Sessions and will prepare the meeting minutes for circulation to the Board.

3.2 Committees and Working Groups

The Board creates committees and working groups to facilitate the functioning of SEMPO. There are several long-term committees: Development, Education, Global (with region specific working groups), In-House, Marketing, and Research. The Board also creates ad-hoc committees/working groups/task forces as needed to oversee organizational initiatives, which will be listed on SEMPO's website, www.sempo.org. Participation on committees and ad-hoc groups is restricted to SEMPO member representatives unless otherwise specified in the committee charter and approved by the Board of Directors. Committee chairs may be individuals from the Board of

Directors, but the position is not exclusive to Board members, and must be a SEMPO member representative, unless otherwise approved by the Board of Directors.

To support SEMPO's mission each committee should maintain a global focus in their initiatives and approach.

3.2.1 Development Committee

This committee serves the needs of both SEMPO's sponsors and members. SEMPO's sponsors are leaders in the SEM industry and their commitment to SEMPO assists in the funding of organizational initiatives. The goal of this group is to ensure that SEMPO retains its current sponsors and to help drive new sponsorships.

Members of this committee will work to guarantee the development and implementation of promotional and educational programs, which will help the sponsors reach SEMPO's membership and other marketing professionals. This will happen through various forms of advertising, event sponsorship, webinars, research underwriting, etc.

3.2.2 Education Committee

This committee is responsible for editing and overseeing the resources published on the SEMPO website - http://www.sempo.org/learning_center/. This group assists in the coordination of SEMPO's educational webinar series by determining topics and securing presenters, and providing content review for each session. They are also involved in other outreach/educational programs, provide learning materials for events and other websites, and help to find new content for www.sempo.org that will support SEMPO's overall mission.

This committee is responsible for the creation of the SEMPO Institute and works closely with the task force that was created to bring the concept to reality. Please see the SEMPO Institute Task Force (below) for further information.

3.2.2.1 Webinars

The SEMPO Education Committee, in conjunction with SEMPO's marketing firm, Brighton, will produce and present educational webinars at the rate of one per month or a total of eight per year. The committee and Brighton will work with Virtual, Inc. on the timeline, logistics, and technical aspects. All information related to each webinar and its registration process will be crafted and communicated to the SEMPO membership by Virtual, Inc. Virtual, Inc. will also post all relevant information on the SEMPO website.

The webinars are not restricted to SEMPO's membership unless otherwise specified, and all PowerPoint files are posted for free download by any User. On occasion the webinars may be presented by a SEMPO sponsor or other industry company, which requests that the webinar be for SEMPO members only.

It is this committee's responsibility to designate topics relevant to SEM and industry trends, secure a presenter(s), and oversee the creation of the materials to be presented. The committees will use the features in KAVI, the SEMPO website online collaboration tool, to post all emails and documents as related to the production of the webinars.

3.2.3 Global Committee

In keeping with SEMPO's mission, the Global Committee's purpose is to help facilitate the growth of the Search Engine Marketing industry internationally. Through this group, the rapidly growing international industry of SEM has support, resources, and the expertise of the SEMPO members who are vested in seeing continued growth in the global market.

This group has several sub-committees, i.e.; working groups, and is working toward the creation of additional regional working groups around the globe. Please see the listing of working groups below for information about specific regional groups.

3.2.4 In-House Committee

From pitching the idea for In-House search marketing support to hiring the right people, the In-House Committee is tasked with providing a full range of options and ideas. Whether your needs are as simple as learning what skills to look for when hiring for a Pay Per Click position, or as complex as building an entire department from the ground up, the goal of this group is to be a resource for clear and detailed information. This committee works to ensure that the needs of both in-house SEO and PPC marketers are understood and addressed.

The In-House Committee has a discussion board on which in-house-only SEMPO members can trade information and ideas. It also plans to continue hosting networking events dedicated to in-house marketers where they can share best practices, and is working with SEMPO's Education Committee on new programs that will benefit their target audience.

This group is open only to practicing, non-agency, in-house SEMs with a PPC or SEO focus.

3.2.5 Marketing Committee

The focus of this committee is to help increase membership for SEMPO as well as to promote SEMPO worldwide. This group is tasked with assisting in the coordination of SEMPO's webinar series, online and offline advertising, managing search activity, trade show promotions, etc. This group works in tandem with SEMPO's marketing firm, Brighton, on SEMPO's branding, media promotions for events and SEMPO initiatives, etc.

3.2.6 Research Committee

This committee is tasked with conducting primary research on the impact and importance of SEM as a marketing tool, as well as with engaging in research regarding search marketing issues.

SEMPO's annual study tracks marketer opinions regarding search marketing, market sizing and budget planning issues, and market evolution. The committee plans to continue conducting primary research, including collaboration on international research projects, and will release that research to the press, industry analysts, and the investment community. They will also compile secondary research that relates to Search Engine Marketing. In the area of secondary research, a new initiative is to provide independent review, aggregation, and dissemination of related research undertaken both by our members and related parties.

3.2.7 Committee Evaluations

To ensure the timeliness and effectiveness of each committee, each will be reviewed and reevaluated on an annual basis, based on the fiscal calendar, beginning when the new Board takes office in March. Modifications to the committee structure and/or purpose will be made as deemed appropriate by the Board. The committee member roster for each committee will also be recreated to help ensure that the committee members are those who are active and productive. Existing members on the roster, including the Chair(s), will be contacted to see if they would like to continue serving the committee and an open call for enrollment will be sent to all SEMPO members via member newsletter, dedicated emailing, and website posting.

3.2.8 Planning and Execution

All committees will produce an Annual Plan which communicates:

- Committee goals for the fiscal year

- Plans for achieving those goals
- Any requirements that must be addressed by the Board in order to execute the committee's plans
- Reporting metrics that will be used throughout the year to assess execution

The committee Chair will review the Annual Plan with the Board prior to May 1 each year. Committee Chairs will prepare and/or present reports for the Board as requested by the Board.

3.2.9 Governance

As is the case throughout SEMPO, *Robert's Rules of Order (10th Edition)* should be consulted and followed within committee operations, except as supplemented or modified by the *SEMPO Agreements* and by the *Member's Guide*.

3.2.10 Committee Composition, Standing, Quorum, and Voting

Committee composition is established by the Board and communicated via the SEMPO website. Participation in committees is available to SEMPO member representatives, who can become a committee member by contacting the committee chair directly (http://www.sempo.org/public_groups/), or by contacting SEMPO's Membership Administrator via email at info@sempo.org. The Chair will review all requests to join and acceptances will be based on the members willingness to participate, ability to commit to the time requirements, and any special requirements needed for that group (for example, the In-House Committee will only accept in-house providers), with the following exceptions:

- When a committee is open only to Board members and a non-Board member requests to join, the Chair is required to decline.
- When the individual requesting admittance has been removed from the same committee in the past, the Chair may decline the request. In these cases, the Chair must reply to both the applicant and the Board with the reasons for such action. The Board may accept or overrule the Chair's decision, and the Board's decision will be final.

A committee Chair may remove specific committee members from the roster of the committee or working group if both of the following circumstances occur:

- The committee member did not attend two out of the three previous meetings.
- The Committee member does not actively participate in the work of the committee, by contributing time and/or other resources to the committee's deliverables.

Committee members are considered in good standing and are eligible to vote on committee matters if they have attended at least two of the last three committee meetings.

Voting may be conducted in any quorate committee Meeting. Online ballots are also available in KAVI, the SEMPO website online collaboration tool.

3.2.11 Committee Chair

Each Committee has a Chair(s) who is listed in the committee's Charter. The Chair(s) is appointed by the Board and is responsible to the Board for the committee's execution.

The Chair(s) is required to maintain the Annual Plan and ensure that the committee is executing within its guidelines, and follows the *Member's Guide* and the *SEMPO Agreements*. The Chair(s) will meet with the Board at its request to communicate the committee's status and actions, and take direction concerning the committee's responsibilities.

3.2.12 Frequency of Meetings

Each committee will meet no less than once per month. The meeting schedule for the remainder of the fiscal year will be created by the committee Chair(s) and relayed to the committee members. If a scheduled meeting conflicts with another event, the meeting will be rescheduled for a date as close to the original date as possible. Changes to the meeting schedule will be communicated to the committee members by the Chair(s) with as much advance notice as

possible. The list of scheduled meetings will be posted by the Chair(s) in KAVI, the SEMPO website's online collaboration tool.

3.2.13 Meeting Attendance

For the success of each committee and the initiatives they oversee, it is imperative that committee members attend as many of the scheduled meetings as possible. If a committee member does not attend two out of three consecutive meetings, the committee Chair(s) may ask that member to reconsider being involved with the committee. Please see section 3.2.10 for guidelines about removing a member from a committee.

3.2.14 Agendas

Agendas are maintained by the Chair(s), who will use the agenda template, and should be made available prior to each meeting. All meeting agendas should be posted to the committee's page in KAVI, the SEMPO website's online collaboration tool.

3.2.15 Meeting Mechanics

Robert's Rules of Order governs the overall conduct of a meeting. However, depending upon the size of the meeting and the contentiousness of an issue, Chairs may choose to run meetings less formally, as long as there is no objection from the members. Regardless of the informality, proposals should always be made, seconded, and formally voted on. A formal, yet effective, way of establishing unanimous consent is to ask if there are any objections and have none raised.

Committee meetings may occur either via teleconference or as physical face-to-face meetings. Strenuous attempts should be made to provide teleconference access to face-to-face meetings for those unable to attend in person. When full participation is impractical due to time zone differences, attempts should be made to honor members' requests to discuss particular issues at pre-arranged times.

3.2.16 Minutes

Minutes are taken at committee meetings by the committee Chair or another pre-designated attendee, and include attendance, resolutions taken, and other high level discussion points. A template has been created and should be used for all committees' meeting minutes. Once approved by the Chair(s), all meeting minutes should be posted to the committee's page in KAVI, the SEMPO website's online collaboration tool, prior to the next scheduled meeting – ideally within one week.

3.2.17 Voting

Voting is always one vote per committee member. If more than one person per member company is on the committee, it must be determined who will be the Primary and Alternate voters. The Alternate voter will submit a vote only when the Primary voter is unable to do so. In the event that more than two persons from a member company are on the same committee, those who are not designated as Primary and Alternate voters will be designated Non-Voters. The voting status for each committee member will be recorded in KAVI, the SEMPO website's online collaboration tool. Online ballots are available for votes that are not/cannot be taken during meetings.

3.2.18 Committee Communications & Documentation

All emails to the committee members should be sent from KAVI, the SEMPO website's online collaboration tool. By doing so the emails are logged in KAVI for easy accessibility and future reference. All committee related documents should be downloaded in KAVI as well, with KAVI being the central location for all working and completed documents. Each committee has its own dedicated area in KAVI and all posted information is secure and accessible only by the members on the committee roster.

3.3 Board of Advisors

The Board of Advisors works to help shape SEMPO and gives guidance and input on the direction of the Board of Directors and SEMPO.

The SEMPO Board of Advisors (“Advisors”) is comprised of industry and thought leaders who were selected to serve on this Board by the Board of Directors. There is no formal election for the Advisors – each is invited to attend by a member of the Board of Directors. The Advisors will serve annual terms, from September to September. At the end of each term the Board of Directors will may chose to invite current members to remain on the Board of Advisors, invite new members to participate, or both.

3.3.1 Frequency of Meetings

The SEMPO Board of Advisors will meet with the Board of Directors on a quarterly basis via teleconference. The meetings will be scheduled by Virtual, Inc. and every effort will be made to select a date and time that will accommodate the members of both Boards. On occasion, a face-to-face meeting may be requested in lieu of a teleconference and, in that event, all meeting arrangements will be coordinated by Virtual, Inc.

3.3.2 Committee Communications and Documentation

Virtual will work with a Board of Directors officer to create the meeting agenda. Virtual, Inc. will send out the agenda, all supporting documents, and conference bridge information prior to the meeting and will record, prepare, and circulate the meeting minutes.

4 Board of Directors Election Process

All Board positions are filled by election each year. This section describes the details of the nomination and voting process. The *SEMPO By-Laws* and *Election Process Document* should also be reviewed to understand additional requirements, obligations, and information.

Prior to each annual election, information about the election process, eligibility, and nominations will be maintained on a dedicated page on the SEMPO website.

4.1 Eligibility

To be eligible for nomination as a SEMPO elected Director, a member must be a voting member or employee of a voting member of SEMPO and must be in good standing with the organization. A member is considered to be in good standing if:

- No action has been taken to expel or suspend the membership, as per the SEMPO *By-Laws*
- The member is current on their SEMPO dues

4.2 Nominations

Nominations for the SEMPO Board will be accepted during a specified time period, which will be communicated to SEMPO members via hardcopy mailing, email, and posting(s) on the SEMPO website. Any SEMPO member in good standing may nominate a candidate from an eligible organization.

Only one candidate from each eligible member company may be nominated. Nominations will not be posted until the close of the nomination period. Should multiple candidates be nominated from the same member company, the Vote Administrator will notify the Primary Contact for that member company to coordinate determination of which nomination will be accepted. Only one nomination per member organization will be announced at the close of nominations.

Nominations will be accepted by emails submitted to the Vote Administrator at sempo@virtualmgmt.com.

Members are allowed to nominate themselves for election. In this case, both the nomination and acceptance may be sent in the same communication.

4.3 Accepting Nominations

On receipt of the nomination, the Vote Administrator will contact each nominee to verify that they were aware of the nomination, accept the nomination, and are willing to put in the time commitment required. On receipt of an affirmative response to all three questions, the individual will be added to the nominee list.

The nominees may not disclose their nomination in press releases, interviews, or other vehicles until permission has been given by the SEMPO Board of Directors or Virtual, Inc. The final list of nominees may or may not be detailed in a press release by SEMPO

4.4 Submitting Qualifications

Subsequent to accepting a nomination, the nominee must provide background information supporting their nomination, and their election as a member of the SEMPO Board. Background material should not exceed 1000 words and the following information should be provided:

General Information:

- Nominee name
- Nominee job title
- Nominee company and URL
- Country in which company is located

- General background/bio

Questions:

- What major contribution will you bring to SEMPO and its membership?
- Why should people vote for you?
- Where do you think the organization should be in the next year?

Additional background material may be provided by the nominees. This material will be posted to the SEMPO member web site, and linked from the dedicated election page.

4.5 Posting of Nominees and Qualifications

No later than seven days prior to the start of the voting period, the list of nominees and the supporting background material provided will be posted to the SEMPO member website. This information will be available to all SEMPO members for review and consideration.

4.6 Soliciting Support

The supporting biographical material provided as a part of nomination acceptance, along with demonstrated participation and leadership in SEMPO committee or working group activities is expected to be sufficient information about the candidate's qualifications to make a voting decision.

SEMPO email lists should not be used to announce or solicit support for election. Questions or clarifications on the process or execution should be directed to the Vote Administrator at sempo@virtualmgmt.com.

4.7 Voting Members

The SEMPO membership team, Virtual, Inc., maintains a database which contains the voting contact for each member company, referred to as the "Primary Contact." The Primary Contact is the person assigned by the member company to cast approval and election votes. The Primary Contact for Individual or Executive memberships is, by default, the person who holds that membership.

Prior to the voting period, a communication will be sent via postal and electronic mail to notify members of the voting period and verify the information contained in the database. A company's Primary Contact can be changed by sending an email to the Vote Administrator at sempo@virtualmgmt.com.

Only one ballot will be accepted from each SEMPO member company or Individual. If more than one ballot is received from a member company, the ballot submitted by that company's Primary Contact will be accepted as the official vote.

The set of members eligible to vote in a Director election is those that were in SEMPO good standing at the start of the voting period.

4.8 Casting Ballots

Votes may be cast electronically, as administered by the Vote Administrator, who will report the final results to the current Board President and Chairperson.

Vote tallies are calculated using the Single Transferable Vote (STV) method as published by the UK Electoral Reform Society [<http://www.electoral-reform.org.uk>]. This voting process was selected by the Board to ensure that there will be no need to break ties and requires that voters rank the candidates in preferential order as much as desired.

The STV process asks the Voting Member to rank the candidates in preferential order (position 1 is the most preferential) and continue assigning candidates a preferential order as long as the Voter wishes to indicate preferences. All rankings must be done in numerical order and cannot skip numbers (for example - you cannot rank one candidate "1" and another candidate "23", without assigning numbers 2-22 as well). The remaining candidates who are not assigned a

preference carry an equal preference; thus, if the tabulation process requires a selection among these candidates, STV assumes at the voter “doesn't care” which of the remaining candidates is elected. Voting Members may choose to rank all, some, or none of the candidates; the process will only report out the number of “most favored” candidates needed to fill the open Board seats.

To cast a vote, the Voting Member should submit an online ballot via SEMPO's website. The Vote Administrator will confirm receipt of the ballot by sending an email message to the Voting Member. All votes cast will remain confidential.

Votes must be cast before the close of the voting period¹. If a confirmation reply is not received, the ballot should be resent or the Vote Administrator should be contacted at sempo@virtualmgmt.com to ensure that the vote is received and counted. Ballots received after the end of the voting period will not be accepted or counted.

4.9 Result Posting and Notification

After the close of voting, the results will be posted to the member website and announced on the member mailing lists. Details of vote counts or the order of the other candidates will not be published or disclosed to anyone outside Virtual, Inc. Elected Directors may not disclose the election outcome in press vehicles until permission has been given by the SEMPO Board of Directors or Virtual, Inc. The final list of elected Directors may or may not be detailed in a press release by SEMPO.

4.10 Seating of New Directors

On March 1, 2006, or based on schedule requirements, the SEMPO President or Secretary will hold an orientation conference call or face-to-face meeting to discuss the current Board processes, meeting schedules, and activities, and Virtual, Inc. will subscribe the new directors to the appropriate mailing lists. Access to Board mailing lists, document stores, and other resources will be provided on March 1, 2006 or as soon as possible thereafter as based on the calendar. Outgoing Board members will have access to these resources until the end of their term, and their confidentiality agreement will survive their departure.

¹ 10 PM GMT (5 PM ET) on the day the vote closes.

5 Additional SEMPO Information

5.1 SEMPO Events

SEMPO participates in events throughout the year, as determined by the Board. All logistical aspects, including staffing of the exhibition booth, of participating in each event will be coordinated by Virtual, Inc.

All appropriate industry events will be posted on the SEMPO website homepage and any related SEMPO member discounts will be posted on the members-only page. Events that offer member discounts, SEMPO speakers, or will have SEMPO's exhibition booth on-site will have the appropriate icon(s) with their homepage listing.

5.2 Scheduled Member Communications

SEMPO issues several member communications on a regular basis: newsletters, Requests for Services, and webinar invitations. The newsletters are created by Virtual, Inc., as are the webinar invitations, with content from the Education Committee. The Request for Services emails are automatically generated each time a new request is posted on the SEMPO website.

From time to time additional mailings will be sent out as dictated by need: Board election information, events information, special opportunities, etc.

To take full advantage of the SEMPO membership benefits and information, it is strongly recommended that SEMPO members read each mailing. All mailings, or similar information, will be posted on the SEMPO website. A member can unsubscribe to any or all SEMPO mailings at any time by emailing info@sempo.org.

5.3 Contact Us

- Membership Administrator, Amanda Pierce - apierce@virtualmgmt.com or 781.876.8866
- General and membership information - info@sempo.org
- PR - pr@sempo.org
- Webmaster - webmaster@sempo.org
- To submit articles, research, or editorials to the SEMPO website – resources@sempo.org
- Via mail at:
401 Edgewater Place, Suite 600
Wakefield, MA 01880
- Fax – 781.224.1239