

SEMPO ::::

## 2012 Board of Directors Election Process

The 13 Board positions are filled by election every two years. This section describes the details of the nomination and voting process. SEMPO Bylaws should also be reviewed to understand additional requirements and obligations.

Current information about the election process, eligibility, and nominations will be maintained on a dedicated page<sup>1</sup> on the SEMPO Website.

### 1.1 Vote Administration

In order to maintain impartiality, the vote will be administered by Virtual, Inc. (the "Vote Administrator"), SEMPO's management company.

### 1.2 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, per section 3.10 of the SEMPO bylaws;
- The member is current on their SEMPO dues.

### 1.3 Nominations

Nominations for the SEMPO Board will be accepted from 2 PM GMT (9 AM ET) on Tuesday, January 17, 2012 through 10 PM GMT (5 PM ET) on Tuesday, January 31, 2012 ("End of Nominations"). Any SEMPO member in good standing may nominate a candidate from an eligible organization.

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

Only one candidate from each eligible member company may be nominated. 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 not be posted until the close of the nomination period.)

In the event that more than one Individual member from the same company is nominated, each of the nominations will be accepted. However, only the nominee who receives the highest number of votes during the election will be eligible for a seat on the Board.

Nominations will be accepted by emails submitted to the Vote Administrator at [elections2012@sempo.org](mailto:elections2012@sempo.org).

Members are allowed to nominate themselves for election. In this case, both the nomination and acceptance may be sent in the same communication (see section 1.4).

### 1.4 Accepting Nominations

On receipt of the nomination, the Vote Administrator will contact each nominee to verify that they are 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 nominee will also be required to state whether-or-not they are employed

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<sup>1</sup> <http://www.sempo.org>

by a publisher, as defined by SEMPO: "A company is deemed a publisher if 75% of its total revenue results from ad-serving."

## **1.5 Submitting Qualifications**

Subsequent to accepting the nomination, the nominee must provide background information supporting their nomination as a member of the SEMPO Board. Background material should not exceed 1,000 words. Each nominee will receive a standard template from the Vote Administrator, which must be used for providing the following information:

General Information:

- Nominee name
- Nominee job title
- Nominee company
- Nominee company URL
- Country/countries in which company is located
- General background/bio
- Photo

Questions:

1. The practice of search marketing continues to evolve and incorporates elements of various digital marketing, especially social media and mobile. How do you suggest SEMPO address this evolution?
2. What companies or people do you want to see involved in SEMPO and why? What will you do to engage them if you are elected to the Board?
3. Boards play an important role in ensuring the success of an organization. As SEMPO enters its tenth year, its Board will be expected to engage in strategic planning, work to ensure the financial stability of the organization, and participate in fundraising. What skills and experiences do you have that will enable you to contribute in these areas?
4. Which of your achievements in search/digital marketing are you most proud of?

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

Material must be submitted to the Vote Administrator by 10 PM GMT (5PM ET) on Monday, February 6, 2012 in order to be included on the Website. Submissions received after the deadline date and time will not be posted on SEMPO's Website.

## **1.6 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.

## **1.7 Soliciting Support**

The supporting biographical material provided as a part of nomination acceptance, along with demonstrated participation and leadership in SEMPO committee, local group, or task force

activities, is expected to be sufficient information about the candidate's qualifications to make a voting decision.

SEMPO email lists, social media groups, local websites, etc. may NOT be used to announce or solicit support for election for oneself or any other candidate(s), including lists for SEMPO's committees, local groups, and task forces. Failure to follow this rule will result in immediate expulsion from the electoral process. Nominees should not announce their involvement with the election prior to SEMPO's official release of that information. Questions or clarifications on process or execution should be directed to the Vote Administrator at [elections2012@sempo.org](mailto:elections2012@sempo.org).

## **1.8 Voting Period**

Voting will open on Tuesday, February 14, 2012 at 5 PM GMT (12 PM ET). Voting will close at 10 PM GMT (5 PM ET) on Wednesday, February 22, 2012. Only votes received during this time will be counted as cast.

## **1.9 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 [elections2012@sempo.org](mailto:elections2012@sempo.org).

Only one ballot will be accepted from each SEMPO member company or Individual.

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

## **1.10 Ballots**

A link to the online ballot will be sent via electronic mail to all voting members' Primary Contacts at the start of the voting period. A reminder email will be sent 72 hours after the start of the voting period and twenty four hours prior to the close of the voting period.

## **1.11 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.

To cast a vote, the Voting Member should submit an online ballot via SimplyVoting, a secure web-based online voting system, a link to which will be sent via email, per Section 1.10. A system generated confirmation email will be sent to the voter upon successful completion of the ballot. All votes cast will remain confidential.

Votes must be cast before the close of the voting period<sup>2</sup>. If a confirmation reply is not received, contact the Vote Administrator at [elections2012@sempo.org](mailto:elections2012@sempo.org). Ballots received after the end of the voting period will not be accepted or counted.

## **1.12 Result Posting and Notification**

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<sup>2</sup> 10 PM GMT (5 PM ET) on the day the vote closes.

After the close of voting, the results will be posted on the member Website and announced via the member email list. Details of vote counts or the order of the other candidates will not be published or disclosed upon inquiry.

### **1.13 Seating of New Directors**

On March 6, 2012, or based on schedule requirements, the SEMPO President or Secretary will hold an 'orientation' conference call or meeting to discuss the current Board processes, meeting schedules, and activities, and 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 6, 2012.