Notice of Bylaw Amendment

In order for Vivit to continue to operate efficiently, improve its ability to adapt to change, and meet the needs of an increasingly large body of members, the Vivit Board of Directors has recommended the following changes to our bylaws. These changes, if adopted, would do the following:

- Make electronic ballots the primary voting mechanism for Board of Directors elections.
  - Rationale: this is by far the easiest and most efficient way for the organization to conduct these kinds of elections.
- Dictate the rules around how an electronic ballot must be created.
  - Rationale: it’s a good idea to establish standards around how these ballots are to be created.
- Change the quorum necessary to conclude a Board of Directors election from 10% of members to whatever we get within 30 days.
  - Rationale: as our organization grows, it is expected that board elections will take longer to complete, which will limit the effectiveness of the organization, incur additional costs, and detract from the user experience (due to increased need for elections-oriented communications). By limiting the quorum to whatever is received within 30 days, the loss of effectiveness mitigated, the costs are minimized, and the overall user experience is improved.

These changes were voted on and approved by the Vivit Board of Directors on January 18th, 2015. However, they must be approved by our members before they can be implemented. The same quorum rules from BOD elections apply - 10% of our voting members must participate in the vote and a simple majority is needed for passage. If approved by the membership, these changes would go into effect on January 1st, 2016.

The Proposed Amendments

First Amendment to the Bylaws effective March 4, 2007 for OpenView Forum d/b/a Vivit Worldwide d/b/a Vivit

Effective January 1st, 2016, the Bylaws of OpenView Forum d/b/a Vivit Worldwide d/b/a Vivit effective March 4, 2007 shall be amended as follows:

(1) Article III MEMBERSHIP, Section 3.6 Action by Members, Sub-section 3.6.5 Action by Electronic Ballot is revised to read as follows:

3.6.5 Action by Written or Electronic Ballot. Except as otherwise provided under these Bylaws or provisions of law, any action which may be taken at any regular or special meeting of Members may be
taken without a meeting if Vivit distributes a written or electronic ballot (“electronic ballot”) to each Member.

The electronic ballot shall:

(1) Set forth the proposed action;

(2) Provide an opportunity to specify approval or disapproval of each proposal;

(3) Indicate the number of responses needed to meet the quorum requirements;

(4) State the percentage of approvals necessary to pass the measure submitted; and

(5) Shall specify the date and time by which the ballot must be received by Vivit in order to be counted. The date and time set shall afford Members a reasonable time within which to return the ballots to the Vivit.

Electronic ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws. Approval by electronic ballot shall be valid only when: (1) the number of votes cast by ballot within the time specified equals or exceeds the quorum required to authorize the action; and (2) the number of approvals equals or exceeds the percentage of votes required for approval of said action as set forth in these Bylaws.

(2) Article IV Board of Directors, Section 4.1 Number and Term of Office is revised to read as follows:

4.1 Number and Term of Office. The Board of Directors shall consist of nine (9) members. Except as provided below, Members of the Board shall be elected by the membership by electronic ballot, or by any other electronic vote acceptance system, at the annual meeting of members, or a special meeting called for that purpose.

(3) Article VI ELECTIONS AND APPOINTMENTS, is revised to read as follows:

6.0 Frequency. Directors shall be elected by an electronic ballot or at the annual meeting of members unless otherwise provided herein, and officers shall be appointed by the Board of Directors at the new Board of Director’s first meeting following the annual election by members, or from time to time thereafter. Annual meetings of members may be held in conjunction with Vivit and/or HPSU conferences.

(4) Article VI ELECTIONS AND APPOINTMENTS, Section 6.3 is revised to read as follows:
6.3 Election Supervision; Electronic Ballot. Elections shall be held under the general supervision of the nominating committee. The Board of Directors may authorize any election of directors to be held by electronic ballot, and may adopt the necessary procedures and safeguards for such an election.

(5) Article VI ELECTIONS AND APPOINTMENTS, Section 6.4 is added as follows:

6.4 Quorum for Election of Board of Directors: For purposes of electing the Board of Directors via electronic ballot, a quorum shall be met by the number of members who return their electronic ballot within thirty (30) days.

APPROVED and ADOPTED by motion of the Board of Directors of OpenView Forum d/b/a Vivit Worldwide d/b/a Vivit 18th day of January, 2015.

Mark J. Herbert
Chairperson

Colin W. Fries
Secretary

The Current Versions of the Affected Bylaws

(1) Article III MEMBERSHIP, Section 3.6 Action by Members, Sub-section 3.6.5 Action by Electronic Ballot currently reads as follows:

3.6.5 Action by Electronic Ballot. Except as otherwise provided under these Bylaws or provisions of law, any action which may be taken at any regular or special meeting of Members may be taken without a meeting if Vivit distributes a written or electronic ballot to each Member. The ballot shall: (1) Set forth the proposed action; (2) Provide an opportunity to specify approval or disapproval of each proposal; (3) State the percentage of approvals necessary to pass the measure submitted; and (4) Shall specify the date by which the ballot must be received by the Corporation in order to be counted. The date set shall afford Members a reasonable time within which to return the ballots to the Corporation. Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws.

(2) Article IV Board of Directors, Section 4.1 Number and Term of Office currently reads as follows:
4.1 **Number and Term of Office.** The Board of Directors shall consist of nine (9) members. Except as provided below, Members of the Board shall be elected by the membership by a postal or electronic mail ballot, or by any other electronic vote acceptance system, at the annual meeting of members a special meeting called for that purpose, or via an online (electronic) election campaign.

(3) Article VI ELECTIONS AND APPOINTMENTS, currently reads as follows:

6.0 **Frequency.** Directors shall be elected by a postal or electronic mail ballot or at the annual meeting of members unless otherwise provided herein, and officers shall be appointed by the Board of Directors at the new Board of Director’s first meeting following the annual election by members, or from time to time thereafter. Annual meetings of members may be held in conjunction with Vivit and/or HPSU conferences.

(4) Article VI ELECTIONS AND APPOINTMENTS, Section 6.3, currently reads as follows:

6.3 **Election Supervision; Balloting by Mail.** Elections shall be held under the general supervision of the nominating committee. The Board of Directors may authorize any election of directors to be held by mail ballot, and may adopt the necessary procedures and safeguards for such an election.