

**KOPN Board of Directors  
Election Process  
2006 through 2010**

Submitted to the KOPN web site December 8, 2005

A bylaw change on September 21, 2004 extended the terms for Board members from two (2) to three (3) years. Terms are staggered with one-third of the nine (9) elected members elected each year. Dennis Sentilles, board vice-president, created a chart (below) to clarify the election process over the next four years to achieve an election routine. The chart was used at the November 15, 2005 board meeting to prepare for the 2006 election cycle.

KOPN Board Elections						
<i>The Plan</i>	2005	2006	2007	2008	2009	2010
<b>Positions</b>						
#1	* ---->	----->	---->	* ---->		
#2	* ---->	----->	---->	* ---->		
#3	* ---->	----->	---->	* ---->		
#4		* ---->	----->	---->	* ---->	
#5		* ---->	----->	---->	* ---->	
#6		* ---->	----->	---->	* ---->	
#7		* ---->	* ---->	---->	---->	* ---->
#8		* ---->	* ---->	---->	---->	* ---->
#9		* ---->	* ---->	---->	---->	* ---->
	* = Election		= End of term			
<b>Individualized</b>						
	2004	2005	2006	2007	2008	2009
#1	* ---->	----->	---->	* ---->		
	<i>Sheryl</i>			<i>Sheryl</i>		
#2	* ---->	----->	---->	* ---->		
	<i>Mike</i>			<i>Mike</i>		
#3	* ---->	----->	---->	* ---->		
	<i>Jeanne</i>			<i>Jeanne</i>		
#4		* ---->	----->	---->	* ---->	
		Vacant				
#5		* ---->	----->	---->	* ---->	
		Aaron				
#6		* ---->	----->	---->	* ---->	
		Vacant				
#7		* ---->	* ---->	---->	---->	* ---->
		Elizabeth	Elizabeth			
#8		* ---->	* ---->	---->	---->	* ---->
		Ellen	Vacant			
#9		* ---->	* ---->	---->	---->	* ---->
		Royda	Vacant			

**FROM THE BYLAWS, September 21, 2004**

**Board of Directors** (excerpt from the full bylaws, available at <http://www.kopn.org/board>)

**Article 3.02: Membership on the Board of Directors.**

**3.02.1: Number.** The Board shall be composed of no fewer than nine (9) or more than fifteen (15) members.

**3.02.2: Election and Terms of Office.** Members of the New Wave Corporation shall elect nine directors, with votes counted at the annual meeting. Up to six Directors may be appointed by the Board. Appointments and reappointments to the Board by the Directors shall take place at the January Board meeting before the end of the three-year term. All Directors shall serve for staggered terms of no more than three years, with one-third elected or appointed each year. All Directors shall serve no more than two complete consecutive three-year terms, with one year intervening before another term may be sought. No paid staff Member shall be a Director except that the General Manager shall be an ex-officio Member of the Board of Directors and shall attend all Board meetings but shall not be entitled to vote or be counted for the purpose of establishing a quorum. The Board of Directors shall provide a policy statement governing election procedure.

**3.02.4 Vacancies.** The Board of Directors may, at their discretion, fill any vacated Member-elected position, if the annual Member Meeting is more than three months away. Vacated Board-Appointed positions may be filled at any time by a majority vote of the Board. The replacement Director shall serve for the remainder of the term which was vacated.