

NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating & Corporate Governance Committee (the “Committee”), in its capacity as a committee of the Board of Directors (the “Board”), shall (1) assist the Board by identifying and evaluating individuals qualified to become Board members and recommend to the Board the director nominees for election or reelection as Directors by the Shareholders at the Annual Meeting of Shareholders and candidates to fill any vacancies on the Board that may occur from time to time; (2) develop and recommend to the Board the corporate governance guidelines applicable to the Company; (3) lead the Board in its annual review of the Board's performance; (4) recommend to the Board director nominees for each committee or the Board; and (5) fulfill the responsibilities set forth below and perform such other responsibilities as may be delegated to the Committee by the Board from time to time.

Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the Nasdaq National Market, Inc.

The members of the Committee will be appointed by, and may be replaced by, the Board.

Committee Authority and Responsibilities

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall have the authority to engage independent or outside counsel, accountants or other advisors, in each case of its choice and as it determines to be necessary or appropriate.
2. The Committee shall, periodically as the Committee finds reasonably appropriate, seek individuals qualified to become board members for recommendation to the Board and shall evaluate prospective nominees for the Board and the committees of the Board identified by the Committee, other members of the Board or management and shall review the Board's committee structure and composition generally.
3. The Committee shall identify and recommend to the Board (1) the director nominees for the Annual Meeting of Shareholders and to fulfill vacancies on the Board that may occur from time to time and (2) members of the Board to serve on the various committees of the Board.

4. The Committee shall be responsible for oversight of the evaluation of the Board, including its size, composition and compensation. The Committee will determine whether an individual is “independent” as provided by the Nasdaq National Market.
5. The Committee shall review and assess the management succession plan for the Chief Executive Officer position and other members of executive management and annually review with the Board.
6. The Committee shall review and reassess the adequacy of corporate governance guidelines and practices of the Company and recommend any proposed changes to the Board for approval.
7. The Committee shall, on behalf of the Board, review letters from Shareholders concerning the Company’s Annual Meeting and governance process and make recommendations to the Board in respect thereof.
8. The Committee may form and delegate authority to subcommittees when appropriate.
9. The Committee shall make reports to the Board after each meeting of the Committee.
10. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.