



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER REVISION B – 2009-06-22

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Board in identifying qualified individuals to become Board members, in determining the composition of the Board and its committees, in monitoring a process to assess Board and management effectiveness and in developing and implementing a set of corporate governance principles applicable to the Company.

MEMBERSHIP

The Committee shall consist of three or more directors, each of whom is determined by the Board to be an “independent director” as defined by the rules of The NASDAQ Stock Market. The Board of Directors shall appoint members to the Committee annually and as vacancies on the Committee occur. Committee members may be removed from the Committee by the Board at any time with or without cause. The Committee shall recommend to the Board of Directors, and the Board of Directors shall designate, the Chair of the Committee.

Notwithstanding the prior paragraph, one director who is not independent under the rules of The NASDAQ Stock Market, and who is not a current officer or employee or a family member of such person, may be a member of the Committee if the Board, under exceptional and limited circumstances, determines that such individual’s membership on the Committee is required by the best interests of the Company and its shareholders, and the Board discloses, in the proxy statement for the next annual meeting subsequent to such determination (or, if the Company does not file a proxy statement, in its Form 10-K), the nature of the relationship and the reasons for the determination. A member appointed under this exception may not serve longer than two years.

RESPONSIBILITIES

In addition to any other responsibilities that may be assigned to it by the Board of Directors, the Committee is responsible for the following:

- Board of Directors Nominations: Establish criteria for the identification and selection of new Board members, identify qualified individuals for membership, review nominee

recommendations received from shareholders, conduct all necessary and appropriate inquiries into the backgrounds and qualifications of potential candidates, and select, or recommend for the Board's selection, director nominees for each vacant or new Board position.

- Committee Nominations: Recommend Board members to serve on the committees of the Board of Directors and recommend Board members to serve as Chair of the committees.
- Evaluate Board of Directors and Management: Evaluate, at least annually, and make recommendations to the Board on the structure, size, composition, development, selection, process and overall effectiveness of the Board and its committees. Oversee evaluation of management.
- Establish Corporate Governance Principles: Develop and recommend to the Board of Directors for its approval a set of corporate governance principles, including, but not limited to, a review of policies relating to meetings of the Board such as schedules, locations, meeting agendas and procedures for delivery of materials in advance of meetings, and annually review and evaluate the corporate governance principles, policies, guidelines, codes and charters, and recommend changes as necessary to the Board.
- Monitor Compliance. Monitor Company compliance in the areas of corporate governance pursuant to applicable law, The NASDAQ Stock Market rules and best practices.
- Report to Board of Directors: Report regularly to the Board of Directors following meetings of the Committee and maintain records of meetings and activities of the Committee.
- Establish director orientation and Board education programs: Develop and review a director orientation program and identify and schedule at least two board education programs each year.
- Annual Performance Evaluation: The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee.

These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions.

MEETINGS

The Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Chairman of the Board of Directors or any member of the Committee may call meetings of the Committee. The Committee may invite to its meetings or exclude from its meetings any director, management of the Company or other such persons as it deems appropriate in order to carry out its responsibilities. The Committee may meet by telephone if necessary. The Chair of the Committee shall be responsible for leadership of the Committee,

including preparing the agenda, presiding over meetings, making Committee assignments and reporting the Committee's actions to the Board. The Committee may retain consultants, outside counsel and any other advisors, at the Company's expense, as the Committee determines appropriate or advisable to carry out its duties. In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.