



NOMINATING COMMITTEE CHARTER

Role

The Nominating Committee's role is to determine director nominees for election to the Company's Board of Directors and to identify and recommend candidates to fill vacancies on the Board.

Membership

The membership of the Committee shall consist of at least two directors, each of whom shall satisfy the independence requirements of The Nasdaq Stock Market; provided, that if the Committee is comprised of at least three members, one director who does not meet the independence criteria of Nasdaq may serve on the Committee pursuant to any exception as provided under the rules of Nasdaq. Members of the Committee shall be appointed by the Board. Such members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Operations

The Committee shall meet as often as it deems appropriate, but not less frequently than once each year to perform its duties under this Charter. The Committee will cause to be kept adequate minutes of all its proceedings, and will report its actions and other matters relevant to the Committee's responsibilities to the next meeting of the Board. The Nominating Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws or Corporate Governance Guidelines of the Company, or (c) any applicable law.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Responsibilities

The principal responsibilities and functions of the Nominating Committee are as follows:

- Determine criteria to be used in selecting, reviewing and screening potential candidates to become Board members, taking into account all factors the Committee deems appropriate.
- Assist in identifying, interviewing and recruiting candidates for the Board.
- Before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve and other relevant factors.
- Evaluate and recommend to the Board nominees for the election of directors at each annual meeting of shareholders and any applicable special meeting of shareholders. In addition, the Committee shall recommend candidates to fill vacancies or new positions on the Board, as necessary or advisable. However, if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or propose such nomination, unless required by contract or requested by the Board.
- Consider any nominations of director candidates validly made by shareholders.
- Form and delegate responsibilities to subcommittees of the Committee, as may be necessary or appropriate.
- Annually evaluate the Committee's performance and this Charter.

This Charter is intended to provide a set of flexible guidelines for the effective functioning of the Committee. The Committee may recommend to the Board that the Board modify or amend this Charter and the authority and responsibilities of the Committee set forth herein at any time.