

EXECUTIVE COMMITTEE CHARTER

AUTHORITY

The Executive Committee of the Board of Directors shall be comprised of three or more members of the Board of Directors including the Chief Executive Officer and may act for the Board between meetings. The Committee and its Chairman shall be nominated by the Chairman of the Board and elected annually at the organization meeting of the Board.

RESPONSIBILITIES

The Executive Committee shall have, and may exercise when the Board is not in session, all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, except that the Executive Committee shall not have the power to:

- Amend the Certificate of Incorporation;
- Adopt an agreement of merger or consolidation;
- Amend the by-laws; or
- Recommend to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's assets or the dissolution of the Corporation.