



Compensation Committee Charter

Purpose

The Compensation Committee is appointed by the Board of Directors to fulfill the Board's responsibilities relating to compensation of senior executives, including the Chief Executive Officer and other members of the corporate staff, and will implement and administer incentive compensation and equity-based plans that will promote long-term growth and effectively enhance shareholder value.

Membership and Meetings

All committee members shall be independent as defined by the listing standard rules of Nasdaq and the Securities and Exchange Commission. The Board of Directors shall annually appoint a minimum of three members, including the Committee Chairman. Members may be removed and replaced in the interim by the Board. The committee will meet quarterly or as often as necessary to fulfill its duties and responsibilities. Minutes of meetings shall be maintained and reported to the full Board.

Committee Authority

The Committee will have the authority to retain an outside consultant to assist in the evaluation of any individual executive compensation, incentive programs, or any other matter deemed appropriate by the committee and to provide for the appropriate funding of such consulting or advisory firm.

It is within the authority of the committee to request any officer or employee of the Corporation or special counsel to meet with the members of the Committee or any advisory consultants so retained.

Duties and Responsibilities

- Review and approve corporate goals and objectives, including financial performance and shareholder return, relevant to the compensation of the chief executive officer. Evaluate CEO's performance and compensation in light of these goals and objectives without the CEO being present. Report the Committee's determination to the full Board.
- Review and approve base salary and incentive compensation for other executive officers and key employees through consultation with the chief executive officer.
- Make recommendations to the Board of Directors with respect to overall incentive-based compensation plans, equity-based plans, other benefit-related plans, employee compensation strategies, and the overall structure of the salary administration program.

- Assure an annual report on executive compensation is prepared by Finance and Accounting for the annual proxy statement as required by regulations.
- Recommend changes to the annual retainer and committee fee structure for the Board of Directors for non-employee directors.
- Review the Corporation's management development and succession plans.
- Annually review the adequacy of the Compensation Committee Charter, including the committee's responsibilities denoted in the charter and report to the full Board.

Approved: Board of Directors
November 23, 2005