

**MAIN STREET BANKS, INC.  
EXECUTIVE COMMITTEE CHARTER**

**COMMITTEE'S PURPOSE**

During the intervals between the meetings of the Board of Directors (the "Board"), the Executive Committee (the "Committee") may exercise all the authority of the Board; provided, however, that the Committee shall not have the power to amend or repeal any resolution of the Board that by its terms shall not be subject to amendment or repeal by the Committee, and the Committee shall not have the authority of the Board in reference to (i) the amendment of the Articles of Incorporation or bylaws of the corporation; (ii) the adoption of a plan of merger or consolidation; (iii) the sale, lease, exchange or other disposition of all or substantially all the property and assets of the corporation; or (iv) a voluntary dissolution of the corporation or the revocation of any such voluntary dissolution.

**COMMITTEE MEMBERSHIP**

The Committee consists of one or more Directors. Each Committee member shall hold office until the first meeting of the Board after the annual meeting of shareholders and until the member's successor is elected and qualified, or until the member's death, resignation or removal, or until the member shall cease to be a Director.

The Board may designate one or more Directors as alternate members of the Committee who may act in the place and stead of any absent member or members at any meeting of said Committee.

**MEETINGS**

The Committee shall meet from time to time on call of the Chairman of the Board or the President or of any two or more members of the Committee. Meetings of the Committee may be held at such place or places, within or without the State of Georgia, as the Committee shall determine or as may be specified or fixed in the respective notices or waivers of such meetings. The Committee may fix its own rules of procedure, including provision for notice of its meetings. It shall keep a record of its proceedings and shall report these proceedings to the Board at the meeting thereof held next after they have been taken, and all such proceedings shall be subject to revision or alteration by the Board except to the extent that action shall have been taken pursuant to or in reliance upon such proceedings prior to any such revision or alteration.

The Committee shall act by majority vote of its members; provided, however, that contracts or transactions of and by the corporation in which officer or Directors of the corporation are interested shall require the affirmative vote of a majority of the disinterested members of the Committee at a meeting of the Committee at which the material facts as to the interest and as to the contract or transaction are disclosed or known to the members of the Committee prior to the vote.

Members of the Committee may participate in Committee proceedings by means of conference telephone or similar communications equipment by means of which all persons participating in the proceedings can hear each other and such participation shall constitute presence in person at such proceedings.