

# **EXECUTIVE COMMITTEE CHARTER OTTER TAIL CORPORATION**

Approved 12/16/2003

## **I. Purpose**

The Executive Committee of the Board of Directors (“Board”) of Otter Tail Corporation (“Corporation”) has been formed to exercise certain powers of the Board between normally scheduled Board meetings and to handle special assignments as requested from time to time by the Board.

## **II. Membership**

The Executive Committee shall be comprised of a minimum of three non-employee Directors of the Board and the Chair of the Board. Terms of members shall continue until a successor shall be appointed by the Board. The Board may remove, replace, or add new members to the Executive Committee at anytime in its sole discretion.

## **III. Duties and Responsibilities**

The Executive Committee shall have and be delegated all of the powers of the Board except such powers that are reserved by law to the full Board or require action only by independent directors. The Executive Committee shall be available to consider and act on matters requiring Board action between regular Board meetings when convening a full Board would be impractical or would lead to unnecessary delay. Additionally, the Executive Committee may be assigned, from time to time, special matters or projects by the Board.

## **IV. Authority**

Unless reserved by law to the full Board, or the independent directors of the Board, any action taken by the Executive Committee shall have the same power and effect as if taken by the full Board. The Executive Committee shall report any action taken to the Board at the regularly scheduled Board meeting immediately following such action.

## **V. Meetings and Actions**

Meetings of the Executive Committee shall be called at the request of the Chair of the Board with not less than 24 hours notice. Any action by the Executive Committee can be taken at a meeting or, in lieu of a meeting, by written action signed by not less than a majority of the members of the Executive Committee. A meeting of the Executive Committee may be conducted by conference call, video conference, or other similar electronic arrangement allowing for verbal discussion of the matters being considered. Any action taken by the Executive Committee shall require the approval of a majority of the members of the Executive Committee. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of the business of the Executive Committee. Attendance at a meeting of the Executive Committee shall constitute a waiver of notice of the meeting.

**VI. Standard of Conduct**

The standard of conduct for the members of the Executive Committee shall be the same as the standard of conduct for directors of the Board under Section 302A.251 of Minnesota Statutes.

**VII. Amendment**

The Charter for the Executive Committee is subject to amendment at any time and for any reason by the Board.