

Executive Committee Charter

(Adopted 8/7/03)

Purpose

The purpose of the Executive Committee of the Board of Directors is, subject to the requirements of the Company's Amended and Restated Bylaws and this Charter, to exercise all the powers of the Board in the management of the business and affairs of the Company, excluding any powers granted by the Board, from time to time, to any other committee of the Board.

Membership

The composition of the Committee shall be as outlined in the Bylaws.

Members of the Committee shall be appointed by the Board and shall serve at the pleasure of the Board and for such term as the Board shall determine.

Committee Powers

The Committee shall have and may exercise all the powers of the Board in the management of the business and affairs of the Company; provided, that the Committee shall not be authorized to (a) elect any officer of the Company designated as such in the Bylaws or to fill any vacancy in any such office, (b) designate the CEO, (c) fill any vacancy in the Board or any newly created directorship of the Company, (d) amend the Bylaws or (e) take any action that under the Bylaws is required to be taken by vote of a specified proportion of the entire Board or of the directors of the Company at the time in office. The Committee shall not have and may not exercise any powers that are granted by the Board, from time to time, to any other committee of the Board.

Structure and Operations

The Committee may form and delegate authority to subcommittees.
The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings.