



KELLWOOD

EXECUTIVE COMMITTEE CHARTER

1. Subject to the power of the Board to determine otherwise, the Executive Committee is composed of the Chief Executive Officer of the Company and the then serving Chairs of the other standing committees of the Board.
2. The Committee is chaired by the Chief Executive Officer.
3. The Committee meets as needed to fulfill its responsibility.
4. It is the Committee's responsibility to act on behalf of the Board on any matter that requires Board approval between regularly scheduled Board meetings that cannot reasonably be postponed until the next Board meeting. The Committee shall report on all actions taken at the next Board meeting. The power of Executive Committee to act on behalf of the Board shall be subject to any limitations imposed by law or the Board of Directors. The Executive Committee shall not have the authority:
 - a. to declare dividends;
 - b. to amend, alter or repeal by-laws of the corporation;
 - c. to elect Directors to fill vacancies on the Board;
 - d. to fix Director compensation;
 - e. to establish Committees;
 - f. to remove Officers;
 - g. to amend, alter or repeal any Resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the Executive Committee;
 - h. to authorize the sale of substantially all of the property and assets of any division of the corporation;
 - i. to make submissions to Shareholders;
 - j. to fill Committee vacancies;
 - k. to elect Officers;
 - l. to issue debt; and
 - m. to preempt the responsibilities of other Board Committees.

The Certificate of Incorporation and/or By-Laws specifically require that a majority of the Board, and not a Committee, can only have authority to do items a through f above.

5. Except as specifically provided above, the Committee has the authority to act when the Board has previously been informed and it is in general agreement on the matter at hand.
6. The Board reserves the authority to establish specific guidelines for the Committee.
7. The Executive Committee is free to call on such resources as it needs to act effectively on behalf of the Board.