

TYLER TECHNOLOGIES, INC.

CHARTER FOR THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

AS ADOPTED FEBRUARY 24, 2004

1. PURPOSE

The Nominating and Governance Committee shall, in consultation with the Chief Executive Officer (CEO), recommend candidates for elections to the Company's Board of Directors.

2. COMPOSITION OF THE NOMINATING AND GOVERNANCE COMMITTEE

The Nominating and Governance Committee shall be comprised of not less than three directors each of whom shall be a non-employee director within the meaning of Rule 16b-3 issued under the Securities and Exchange Act of 1934, as amended. Each Committee member shall be subject to annual reconfirmation and may be removed by the Board at any time.

3. RESPONSIBILITIES AND DUTIES

In carrying out the purpose set forth in Section 1 above, the Nominating and Governance Committee shall:

- a) In consultation with the CEO, identify and review candidates for the Board of Directors and recommend to the full Board candidates for election to the Board.
- b) Review from time to time the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board, including such factors as business experience, diversity, and personal skills in technology, finance, marketing, financial reporting and other areas that are expected to contribute to an effective Board.
- c) Have full access to the Company's executives as necessary to carry out this responsibility.
- d) Perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.
- e) Monitor adherence to the Company's "Corporate Governance Guidelines" which are hereby incorporated by reference.
- f) Review the Committee Charter from time to time for adequacy and recommend any changes to the Board.
- g) Report to the Board on the major items covered at each Committee meeting.

4. COMMITTEE MEETINGS

The Nominating and Governance Committee will meet periodically as necessary to act upon any matter within its jurisdiction. A majority of the total number of members of the Nominating and Governance Committee shall constitute a quorum at all Committee meetings.