

Nominating/Corporate Governance Committee Charter

Composition & Frequency of Meetings

This Committee shall be comprised of three or more members of the Board of Directors, each of whom is determined by the Board to be independent in accordance with Nasdaq rules. The Chairman of the Committee shall be elected by the full Board of Directors. The Committee shall meet as often as necessary to meet its obligations, but not less than twice annually.

Nominations

The Committee is responsible for monitoring Board composition, director performance and the overall effectiveness of the Board. Its duties include establishing criteria for Board membership, determining methodologies for finding the best possible candidates, and recommending new Director nominees for approval by the full Board and election by the shareholders. In addition, the Committee will recommend various Directors for membership in and/or chairmanship of the other committees of the Board.

Governance

The Committee is responsible for monitoring our business practices and for advocating the highest integrity in all aspects of corporate behavior. Its corporate governance duties include:

- overseeing and reviewing at least annually this Charter; our Code of Ethics and Conduct applicable to all officers, employees and directors; our Insider Trading Policy; our Corporate Governance Policy and any other related policies;
- monitoring our Executive Sessions, the separation of authority between CEO and Chairman of the Board, matters of confidentiality, relationships with bank regulators and corporate citizenship in the communities we serve;
- assisting in the development of appropriate management succession plans and Board evaluation criteria and procedures; and
- overseeing director continuing education to assure periodic and relevant training for all Board and Committee members.

Related Party Transactions

The Committee is responsible for reviewing and approving all related party transactions within the scope of Item 404 of SEC Regulation S-K.

Authorizations and Reporting

This Charter specifically authorizes the Committee to employ, at the Company's expense, independent consultants, advisors, and attorneys appropriate to its responsibilities. Following each meeting, the Committee will report to the Board. Such report may take the form of an oral report by the Chairman or any other member of the Committee designated to make such report.