

NOMINATING COMMITTEE CHARTER

This Nominating Committee Charter was adopted by the Board of Directors (the “Board”) of Books-A-Million, Inc. (the “Company”) on April 15, 2004.

Purpose

The purpose of the Nominating Committee (the “Committee”) of the Board is to assist the Board in discharging the Board’s responsibilities regarding:

- the identification of qualified candidates to become Board members;
- the selection of nominees for election as directors at the next annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected); and
- the selection of candidates to fill any vacancies on the Board.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws.

Organization

- The Committee shall be appointed by the Board of Directors and may be removed by the Board, with or without cause.
- The Committee shall consist of at least three members.
- The members of the Committee shall be independent. The independence of a director is defined by the requirements of the NASDAQ Stock Market, Inc. and the Securities and Exchange Commission (“SEC”).
- Each member of the Committee must have experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.
- Each member shall use his or her best efforts to attend all Board and committee meetings but must attend at least 50% of such Board and committee meetings.
- Each member must report to the Committee any changes in his or her employment, current or future affiliations with other entities, and conflicts of interest with his or her membership on the Board arising during such member’s term and submit his or her resignation as determined by the Committee.
- Each member shall not engage in any wrongful, illegal or unethical conduct and shall submit his or her resignation to the Board for any behavior or conduct that, in the judgment of the Committee, is detrimental to or harms the reputation of the Company.
- The Board shall appoint one of the members of the Committee as Chairperson. The committee shall have the authority to establish its own rules and procedures for notice and conduct so long as they are not inconsistent with any provisions of the Company’s bylaws. It is the responsibility of the Chairperson to schedule all meetings of the Committee and to provide the Committee with the written agenda.

In meeting its responsibilities, the Committee shall:

General

- Have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities.
- The Committee may retain independent counsel, experts and advisors that the Committee believes necessary or appropriate. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates.
- Meet two times per year or more frequently as circumstances require.
- Report Committee actions to the Board of Directors with recommendations, as the Committee may deem appropriate.

Director Nominations and Committees

- Prior to the annual meeting of shareholders, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.
- After a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.
- Review any conflicts of interest that may arise of any Board member and recommend whether such member should resign or whether the Board should accept such member's resignation.
- The Committee may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:
 - age, *provided* that no member may stand for re-election or continue serving on the Board after the term in which such member reaches the age of 70 is completed;
 - understanding of all practices, including but not limited to finance, marketing and public policy issues;
 - personal and professional integrity, ethics and values;
 - experience in corporate management, such as serving as an officer or former officer of a publicly held company;
 - experience in the Company's industry;
 - experience as a board member of another publicly held company;
 - academic expertise in an area of the Company's operations;
 - practical and mature business judgment; and
 - diversity.
- The assignment of committee members shall be recommended by the Committee and approved by the Board. Although committee rotation is preferred there shall be no specific restriction on how long a Board member may serve on a particular committee. Since learning time is an important component of each member's participation on a committee, an individual's membership on a committee may be extended or shortened.

Oversight

- Review annually and update the Committee's formal charter as well as file the charter with the annual proxy statement as required.
- Review the performance of each current director and consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.
- Evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee.

Communication with Shareholders

- The Committee shall receive and equally consider director candidates recommended by the Company's security holders so long as they are submitted according to the procedures required by the Company's Bylaws.
- Although it is the general policy of the Company that the Board shall designate corporate officers to speak on behalf of the Company, the Committee may communicate with various parties on the Company's behalf with the knowledge of and at the request of the Company.