

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. COMPOSITION AND QUALIFICATIONS

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors of the Company shall be comprised of three or more members of the Board of Directors, each of whom must qualify as an independent director under the rules of the Nasdaq National Market or such other exchange or system upon which the Company’s securities are listed, quoted or traded.

II. APPOINTMENT AND REMOVAL

The members of the Committee shall be appointed by the Board of Directors and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause by a majority vote of the Board of Directors.

III. PURPOSE

The purpose of the Committee is to (1) nominate directors for election to the Board and appointment to committee membership; and (2) develop and recommend to the Board corporate governance policies and guidelines for the Company.

IV. DUTIES AND RESPONSIBILITIES

A. Board Membership

1. Make recommendations regarding the size and composition of the Board.
2. Establish and recommend to the Board criteria for the selection of new directors to serve on the Board.
3. Identify individuals qualified to become Board members, consistent with criteria approved by the Board.
4. Investigate and assess the backgrounds and skills required of Board members and those of potential candidates for Board membership.
5. Nominate candidates to be presented to the stockholders for election or to the Board for appointment to fill vacancies,

considering the independence and other qualifications of each candidate and seeking an appropriately diverse Board.

6. Have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.
7. Oversee the evaluation of the Board members.

B. Committee Membership

1. Recommend Board committee assignments (including chairman of each committee) and any changes to such assignments.
2. Determine the appropriate committee structure of the Board and recommend any change to the Board's committee structure and/or committee functions as it deems advisable.

C. Corporate Governance

1. Recommend to the Board policies to enhance the Board's effectiveness, including the mandatory retirement age and composition of the Board.
2. Develop and recommend to the Board the corporate governance policies of the Company.
3. Act as a forum to hear special concerns that might arise which require the attention of non-employee directors.
4. Consider any other corporate governance issues that arise from time to time and develop appropriate recommendations to the Board.

D. General

1. Form and delegate authority and responsibility to subcommittees of the Committee.
2. Report regularly to the Board on the Committee's activities.
3. Review and evaluate, at least annually, the performance of the Committee.
4. Make periodic recommendations for improving the Board's effectiveness and discuss annually with the full Board.