

Charter - Nominating and Governance Committee

A. Purpose

The Nominating and Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") (i) to assist the Board by identifying individuals qualified to become Board members and to recommend to the Board the director nominees for the next annual meeting of shareholders, (ii) to recommend to the Board a set of corporate governance guidelines for the Company and (iii) to take a leadership role in shaping the corporate governance of the Company.

B. Committee Membership and Qualifications

The Committee shall be comprised of no fewer than two members of the Board. Except as permitted by applicable rules of The NASDAQ Stock Market ("NASDAQ"), each member of the Committee shall qualify as an independent director under criteria established by the applicable listing standards of NASDAQ and other applicable laws and regulations.

Committee members shall be appointed by the Board. The Board may, at any time with or without cause, remove any member of the Committee and fill the vacancy created by such removal. The Committee's chairman shall be appointed by a majority of the full Board or the full Committee.

C. Committee Authority and Responsibilities

The following shall be the principal recurring responsibilities of the Committee. These responsibilities are set forth as a guide, with the understanding that the Committee may alter or supplement them as appropriate to enable the Committee to carry out its duties, to the extent permitted by applicable laws and listing standards.

Corporate Governance

1. The Committee shall develop and recommend to the Board a set of corporate governance guidelines for the Company, periodically review and reassess their adequacy and recommend any proposed changes to the Board for approval.
2. The Committee shall periodically review the certificate of incorporation and by-laws of the Company and recommend to the Board for approval changes thereto in respect of good corporate governance.
3. The Committee shall review the Company's compliance with NASDAQ's corporate governance listing requirements and make recommendations to the Board for approval to the extent necessary to maintain compliance.
4. The Committee shall establish procedures to exercise oversight of the Board, the other committees of the Board, and management.

Board Composition and Evaluation; Nominations

5. The Committee shall make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size, structure and function of the Board and of any of its committees.
6. The Committee shall identify individuals qualified to become Board members for recommendation to the Board for each election/appointment of directors, except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or propose such nomination. The Committee shall also make recommendations to the Board concerning the identity of members for its other committees.
7. The Committee shall review with the Board on an annual basis the skills and characteristics that it seeks in new Board members as well as those of the Board as a whole.
8. The Committee shall consider any director nominees validly nominated by the stockholders of the Company.

9. The Committee shall have oversight of the evaluation of the Board and management. The Committee shall lead the annual review of the Board, receive comments from all directors and report annually to the Board with an assessment of the Board's performance. This report will be discussed with the Board following the end of each fiscal year.
10. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
11. The Committee will report periodically to the Board on succession planning.

General

12. The Committee shall have the authority to retain independent advisors to assist in carrying out its responsibilities, as the Committee in its sole discretion deems appropriate. The Committee shall have sole authority to approve the terms of such engagements, including fees, with funds provided by the Company.
13. The Committee will report periodically on the Committee's work and findings to the Board. These reports will contain recommendations for Board actions, when appropriate.
14. The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.
15. The Committee shall take such other action within the scope of its duties that are in the best interests of the Company and its stockholders, as the Committee shall deem appropriate.

D. Meetings

The Committee will meet no less than annually. Special meetings may be convened as required. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee. The chairman of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Committee may form subcommittees and delegate authority to them or to one or more of its members when appropriate.

E. Minutes

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.