

**INTEGRAL SYSTEMS, INC.
NOMINATING COMMITTEE CHARTER**

ROLE

The Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Integral Systems, Inc. (“Integral”) to (1) identify qualified individuals to become directors of Integral, (2) recommend to the Board qualified director nominee(s) for election at the annual meeting and special meetings of stockholders and persons to be considered to fill any board vacancy and any newly created directorship, and (3) recommend to the Board membership on Integral’s Audit Committee.

COMMITTEE MEMBERSHIP

The Committee members shall be appointed and may be removed at any time with or without cause by the Board. The Committee shall consist of no fewer than three directors. Each member of the Committee shall be an “independent director” as that term is defined in the applicable rules of The Nasdaq Stock Market. The Board may appoint a Chairperson of the Committee. If the Board does not appoint a Chairperson, the Committee may elect a Chairperson of the Committee.

MEETINGS

The Committee shall meet as often as the Committee members deem necessary and appropriate. Any member of the Committee may call a meeting of the Committee. The Committee will cause to be kept minutes of its proceedings, and will report on its actions and activities at the next meeting of the Board. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the By-laws of Integral (the “Bylaws”), or (c) the laws of the state of Maryland.

AUTHORITY AND RESPONSIBILITIES

1. The Committee shall recommend to the Board director nominee(s) for election at the annual meeting of stockholders or any special meeting of stockholders, and any person to be considered to fill a board vacancy or a newly created directorship resulting from any increase in the authorized number of directors.

2. The Committee shall evaluate the qualifications of potential candidates for director, including any nominee(s) submitted by stockholders. In evaluating a candidate for recommendation as a director nominee, including any candidate recommended by a stockholder of Integral, the Committee shall consider such matters as it deems appropriate, which matters may include, without limitation, the following: relevant business and industry experience; level of education; business acumen; understanding of

Integral's business and industry; strategic thinking and willingness to share ideas; network of contacts; diversity of experiences, expertise and backgrounds among Board members; and independence.

3. In the event that a vacancy on the Board arises, the Committee shall seek and identify qualified director nominee(s) to be recommended to the Board for either appointment by the Board to serve the remainder of the term of the director position that is vacant, or election at the annual meeting or any special meeting of stockholders.
4. The Committee shall consider director candidates recommended by stockholders of Integral. Recommendations by stockholders should be submitted in writing to the Committee.
5. The Committee may adopt a policy regarding its procedures for considering candidates for the Board, including any recommended by shareholders.
6. The Committee shall recommend to the Board the directors to be appointed as members of Integral's Audit Committee. When evaluating a director for service on the Audit Committee, the Committee shall consider such matters as it deems appropriate, which matters may include the following: independence; experience, skills, and other Board responsibilities; attendance, performance and contribution on other committees; and potential to be an effective member of the Audit Committee with its other members.
7. The Committee has sole authority to retain and terminate its outside counsel, any search firm used to identify director candidates, or other experts or consultants, as it deems appropriate, including sole authority to approve the firms' fees and other retention terms. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.
8. The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed amendments to this Charter to the Board for approval.
9. The Committee shall review annually its own performance.
10. The Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.