Nominating And Corporate Governance Committee Charter

Purpose

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors is to assist the Board in (1) identifying qualified individuals to serve as Board members, (2) determining the composition of the Board and its committees, and (3) overseeing matters of corporate governance, including the monitoring of a process to assess Board effectiveness.

Membership and Procedures

Membership and Appointment. The Committee shall consist of not fewer than three members of the Board, with the exact number being determined by the Board. The members of the Committee shall be appointed and replaced from time to time by the Board.

Independence and Qualifications. Each member shall meet the independence requirements of applicable provisions of federal law and the rules and regulations promulgated thereunder and the applicable rules of The Nasdaq Stock Market.

Authority to Retain Advisers. In the course of its duties, the Committee shall have the sole authority, at the Company's expense, to retain and terminate any search firm or other advisor as the Committee may deem appropriate, including the sole authority to approve related fees and other retention terms.

Evaluation. The Committee shall also periodically review and reassess the adequacy of this Charter and make any changes it deems necessary or appropriate.

Duties and Responsibilities

The following shall be the common recurring duties and responsibilities of the Committee. These duties and responsibilities are set forth below as a guide with the understanding that the Committee may alter or supplement them as appropriate.

1. Evaluate and make recommendations regarding the composition and size of the Board.
2. Make recommendations to the Board regarding the composition of committees of the Board, with consideration of the desires of individual Board members.
3. Monitor compliance with Board and Board committee membership criteria.
4. Recommend to the Board nominees to fill vacancies on the Board.
5. Review suggestions for candidates for membership on the Board, including candidates for director proposed by stockholders of the Company, and make recommendations to the Board, as required, to provide an appropriate balance of knowledge, experience and capability on the Board.
6. Develop and recommend to the Board a code of business conduct and a code of ethics applicable to members of the Board, officers and employees of the Company that comply with applicable securities laws and regulations and stock market rules, and from time to time or as necessary recommend to the Board any revisions to such codes that the Committee deems appropriate or to ensure compliance with such laws, regulations and rules.
7. Make recommendations to the Board regarding the fees and other compensation to be paid to members of the Board for their service as directors and as members of committees of the Board.
8. Review and make recommendations to the Board regarding the charters of other committees of the Board.
9. Review periodically with the Chairman of the Board and the Chief Executive Officer the succession plan relating to the Chief Executive Officer, and make recommendations to the Board with respect to such plan.

Review on an annual basis the functioning and effectiveness of the Board and its committees.