



Board of Directors Charter for Executive Committee

Purpose

Subject to the By-laws of the Company, exercise all powers of the Board of Directors only during intervals between meetings when action is required and a formal meeting is not able to be scheduled.

Meetings may be called by any member of the Committee, any other Board member or the President of the Company.

May meet to take action in person at a meeting or in writing signed by all Committee members.

Powers/Responsibilities

Make decisions on behalf of the Board where expediency does not allow for a full Board meeting.

The Authority of the Committee shall be limited by the Company's By-laws and applicable law and/or regulation, and shall not include authority over matters specifically reserved for another Committee of the Board.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee.

The Committee shall maintain minutes for all of its meetings and report any actions or meetings to the Board at the next Board meeting.

The Committee shall have such other powers and perform such other duties as the Board may from time to time delegate to it.