

EXECUTIVE COMMITTEE CHARTER

I. Purpose

The purpose of the Executive Committee (the “Committee”) is to act on behalf of the Board of Directors (the “Board”) between Board meetings.

II. Membership

The Committee shall be composed of three or more Directors, a majority of whom shall be independent Directors as determined by the Board pursuant to The NASDAQ Stock Market LLC (“NASDAQ”) definition of independence. The Chief Executive Officer shall be the Chair of the Committee. The other members of the Committee shall be appointed annually by the Board on the recommendation of the Governance Committee. Vacancies shall be filled by approval of the Board on the recommendation of the Governance Committee, and any member of the Committee may be removed by the Board.

III. Meetings

1. The Committee shall meet at the call of the Chair or a majority of the members. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The passage of any resolution of the Committee shall require the affirmative vote of a majority of Committee members present and voting on such resolution who are not employees of the Company.
2. Procedures fixed by the Committee shall be subject to any applicable provision of the Company’s By-laws. Written minutes of each meeting shall be duly filed in the Company records, and reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting. Actions taken by the Committee shall be promptly communicated to the Directors who are not members of the Committee.

IV. Key Responsibilities

The Committee shall have all the authority of the Board, except that it shall not have authority to:

1. approve or adopt, or make a recommendation to the stockholders with respect to, any action or matter that is required under the Delaware General Corporation Law to be submitted to the stockholders;
2. appoint any other committee of the Board or the members thereof;
3. fill vacancies in the Board or in any committee thereof;
4. amend or repeal the By-Laws, or adopt new By-Laws;

5. amend or repeal any resolution of the Board that, by its express terms, shall not be so amended or repealed;
6. fix the compensation of Directors for serving on the Board or any committee thereof;
7. fix or amend the compensation, benefits or perquisites of the Chief Executive Officer;
8. authorize a distribution to the stockholders of the Company except at a rate or in a periodic amount or within a price range determined by the Board;
9. take any action that the Delaware General Corporation Law or the Company's By-Laws prohibit the Board from delegating to a committee; or
10. take any action required by the rules or regulations of the Securities and Exchange Commission or NASDAQ to be approved by the full Board or by another committee of the Board.

Approved by Board of Directors: February 4, 2015