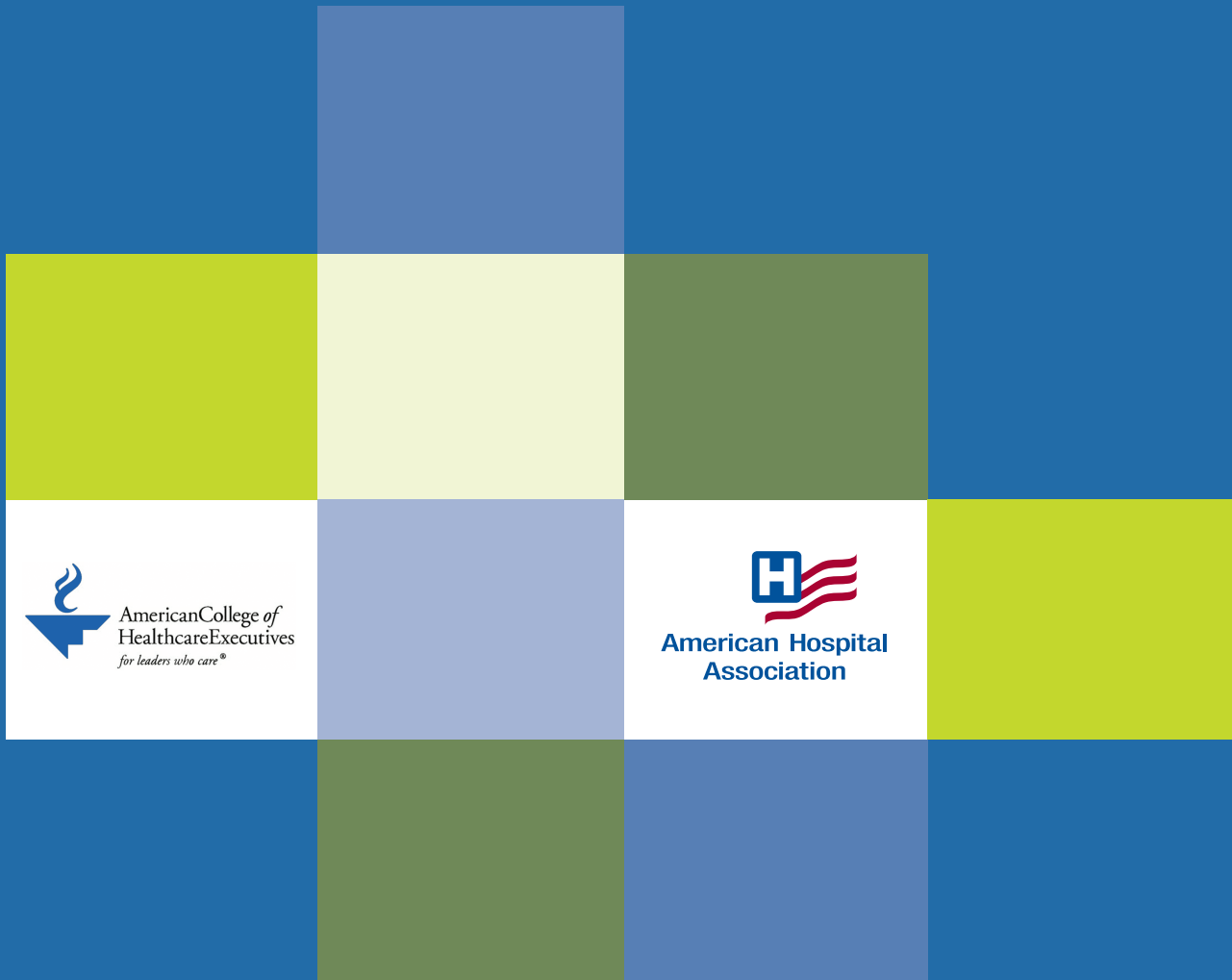


SAMPLE COMPENSATION COMMITTEE CHARTER



SAMPLE COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee of the Board of Directors (the "Board") of [_____] shall discharge the Board's responsibilities relating to compensation of the executive officers.

Committee Membership

- 1. Size.** The Compensation Committee shall consist of no fewer than three non-employee members of the Board.
- 2. Qualifications.** Each Compensation Committee member shall be free from any relationships or conflicts of interest with respect to the organization or the organization's staff that may impair, or appear to impair, the director's ability to make independent judgments regarding compensation policies.
- 3. Appointment and Removal.** Members of the Compensation Committee shall be appointed by the Board and may be removed by the Board at any time with or without cause.

Committee Powers, Authority, Duties and Responsibilities

- 1.** The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant who assists the committee in evaluating executive officers' compensation, including a comparability analysis, and shall have the sole authority to approve the consultant's fees and to direct the consultant's work. The Compensation Committee also shall have authority to obtain advice and assistance from advisors it determines necessary to carry out its duties.
- 2.** The Compensation Committee annually shall approve corporate goals and objectives relevant to compensation of the CEO, evaluate the CEO's performance in light of

those goals and objectives, and review and recommend the CEO's compensation based on this evaluation.

- 3.** The Compensation Committee annually shall review and approve the CEO's recommendations in the following areas in respect of all other executives or key employees who may be "disqualified individuals" potentially subject to intermediate sanctions: (a) salary; (b) bonus or incentive award; (c) supplemental benefits, including retirement benefits and deferred compensation; (d) employment agreements, severance arrangements, and any amendments or waivers to these agreements or arrangements; and (e) perquisites.
- 4.** The Chairman of the Board of Directors shall appoint the Chairman of the Committee. The Chairman shall be responsible for leadership of the Compensation Committee, including preparing the agenda, presiding over the meetings, making committee assignments, keeping appropriate records of committee activities, and reporting for the Compensation Committee to the Board.
- 5.** The Chairman shall ensure that meeting minutes are prepared no later than the next meeting; reflect compensation arrangements and terms reviewed, and the dates of review; and indicate the members present and how they voted on compensation approved; and shall attach documentation that fully supports compensation arrangements reviewed, the comparability data relied upon, and the decisions made.

6. The Compensation Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
7. The Compensation Committee shall review its own performance as compared to the requirements of this Charter from time to time.
8. The Compensation Committee shall provide a report at least once a year to the Executive Committee or Board on its activities and decisions.
9. The Compensation Committee shall review the disclosure of executive compensation in Form 990 and notify the Executive Committee or the Board of any issues raised by the disclosure.
10. The Compensation Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.

Adopted by the Board of Directors on _____.