

## ROLES OF BOARD OF DIRECTORS AND OUTSIDE ADVISORY COUNCIL

	<i>BOARD OF DIRECTORS*</i>	<i>ADVISORY COUNCIL</i>
<b>CORPORATE OBJECTIVES AND POLICIES</b>		
Review corporate objectives	—	—
Monitor performance of the enterprise	—	—
Review acquisitions	—	—
Review major corporate policies	—	—
Review strategic plan	—	—
Review operating budget	—	—
Review major price changes	—	—
Review building programs or real estate transactions	—	—
Review entry or exit from major lines of business	—	—
<b>MANAGEMENT PERFORMANCE AND CONTINUITY</b>		
Review performance of senior management	—	—
Review policy relating to basic management development	—	—
Be informed of the significant legal and ethical conduct of business, including pending litigation	—	—
Review auditor's management letter	—	—
Serve as business management advisors to the CEO and, with his/her approval, to others in the company	—	—
<b>CAPITAL STRUCTURE</b>		
Review capital budget and major changes therein	—	—
Review capital expenditures of major significance	—	—
Review capital structure or debt	—	—
Review transactions involving major assets	—	—
<b>MANAGEMENT OF ADVISORY COUNCIL</b>		
Assure adequate information flow to Advisory Council (Chairman)	—	—
Approve Advisory Council meeting schedules	—	—
Periodically review Advisory Council Mission Statement	—	—

\* Check with legal counsel regarding legally required duties.

	<i><b>BOARD OF DIRECTORS<sup>†</sup></b></i>	<i><b>ADVISORY COUNCIL</b></i>
<b>CORPORATE OBJECTIVES AND POLICIES</b>		
Adopt or change Bylaws	—	—
Approve amendments to the Articles of Incorporation	—	—
Request periodic audits of compliance with Corporate Policy	—	—
<b>MANAGEMENT PERFORMANCE AND CONTINUITY</b>		
Elect corporate officers	—	—
Select competent senior executives	—	—
Assure continuation of competent management	—	—
Approve top management compensation	—	—
Approve selection of outside legal counsel	—	—
Ratify selection of outside auditor*	—	—
Review firm's compliance with applicable laws	—	—
Authorize officers to sign written instruments or take financial action	—	—
Inquire into causes of major deficiencies in performance	—	—
Approve major corporate contracts and leases	—	—
Approve major settlements of litigation	—	—
Review major changes in corporate organization	—	—
Approve duties and limits of authority of the CEO	—	—
Identify roadblocks to company performance	—	—
<b>CAPITAL STRUCTURE</b>		
Cancel reacquired shares	—	—
Change registered office or agent	—	—
Approve any plan of merger or consolidation	—	—
Recommend dissolution	—	—
Approve divided actions	—	—
Allocate to capital surplus consideration received for shares without par value	—	—
Periodic review of borrowing	—	—
Approve long-term loans	—	—
Approve limits on short-term debt	—	—
Monitor formation or dissolution of subsidiary corporations	—	—
Approve policy relating to effective tax planning	—	—

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<sup>†</sup> Check with legal counsel regarding legally required duties.

***BOARD OF  
DIRECTORS<sup>‡</sup>***      ***ADVISORY  
COUNCIL***

**MANAGEMENT OF BOARD**

Select Board Chairman and Secretary	_____	_____
Appoint, abolish and define the powers of Board committees	_____	_____
Nominate Directors	_____	_____
Periodic review of committee provisions in Corporate Bylaws	_____	_____
Receive report of payments to Board members for onboard functions	_____	_____
Review the Board Mission Statement at least every two years	_____	_____

**RELATIONSHIP WITH SHAREHOLDERS AND VARIOUS CONSTITUENCIES**

Set Record Date for Annual Meeting	_____	_____
Call special shareholder meetings	_____	_____
Assure accuracy of public disclosures	_____	_____
Approve reports to stockholders	_____	_____
Approve employee compensation, benefit, profit-sharing and retirement plans	_____	_____
Monitor the performance of profit-sharing programs	_____	_____
Review accountability to employees, customers, suppliers and the community	_____	_____
Review philanthropic policy	_____	_____
Approve annually a blanket contributions budget	_____	_____
Be advised by the CEO of any position or decision likely to lead to a strike	_____	_____

**OTHER DUTIES**

_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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