

ROLES OF BOARD OF DIRECTORS AND OUTSIDE ADVISORY COUNCIL

	<i>BOARD OF DIRECTORS¹</i>	<i>ADVISORY COUNCIL</i>
CORPORATE OBJECTIVES AND POLICIES		
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	—	—
MANAGEMENT PERFORMANCE AND CONTINUITY		
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	—	—
CAPITAL STRUCTURE		
Review capital budget and major changes therein	—	—
Review capital expenditures of major significance	—	—
Review capital structure or debt	—	—
Review transactions involving major assets	—	—
MANAGEMENT OF ADVISORY COUNCIL		
Assure adequate information flow to Advisory Council (Chairman)	—	—
Approve Advisory Council meeting schedules	—	—
Periodically review Advisory Council Mission Statement	—	—

¹ Check with legal counsel regarding legally required duties.

	<i>BOARD OF DIRECTORS²</i>	<i>ADVISORY COUNCIL</i>
CORPORATE OBJECTIVES AND POLICIES		
Adopt or change Bylaws	—	—
Approve amendments to the Articles of Incorporation	—	—
Request periodic audits of compliance with Corporate Policy	—	—
MANAGEMENT PERFORMANCE AND CONTINUITY		
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	—	—
CAPITAL STRUCTURE		
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	—	—

² Check with legal counsel regarding legally required duties.

	<i>BOARD OF DIRECTORS³</i>	<i>ADVISORY COUNCIL</i>
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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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