

EXECUTIVE/GOVERNANCE COMMITTEE CHARTER

PURPOSE

The Executive/Governance Committee shall carry out the Board's overall responsibility with respect to: (1) exercising the Board's authority when the Board is not in session; (2) consideration of the Company's merger and acquisition opportunities; (3) overseeing the Board's committee structure and (4) overseeing the Company's governance structure and policies.

The Committee shall act in the stead of the Board of Directors during intervals between Board meetings and may exercise all of the authority of the Board in the business and affairs of the Company, except where action by the full Board is specifically required.

COMMITTEE MEMBERSHIP

The Executive/Governance Committee shall consist of the Company's CEO, the Board Chair and the chairperson's of each of the Board's committees. Except for the CEO, the members of the Committee shall meet the independence and experience requirements of the Nasdaq Rules and applicable SEC rules and regulations.

COMMITTEE CHAIR

The Board Chair shall serve as the Committee Chair of the Executive/Governance Committee. The Committee may appoint one of its non-employee members as Vice Chair, to carry out the duties of Committee Chair in his or her absence.

MEETINGS

The Executive/Governance Committee shall meet as often as it determines. The Committee's Chair or a majority of its members may call a meeting of the Committee. The Committee may meet periodically in executive sessions, without management present. The Committee Chair may request any officer or employee of the Company or the Company's outside advisors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

COMMITTEE REPORTS

The Committee Chair shall report the Committee's activities and actions to the Board at the regular Board meeting next following each Committee meeting. The Committee may refer to the Board any matter that the Committee believes should be addressed by the Board. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review the Executive/Governance Committee's own performance.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Executive/Governance Committee shall have all the authority of the Board to act or exercise corporation powers with respect to the following:

1. Except as specifically limited by the Board, the Company's Bylaws and applicable law, exercise any and all powers and authority of the Board during the intervals between the meetings of the Board. All action approved, taken and ratified by the Committee shall be deemed to be, and may be certified as being, approved, taken and ratified under authority of the Board.
2. Evaluate the relationship between the Board and management.
3. Administer the annual strategic planning retreat.
4. Review and consider the recommendation to the Company's Board the merger and acquisition opportunities developed by or presented to the Company;
5. Monitor the orientation and continuing education of Directors;
6. Evaluate the organization and performance of Board committees and recommend changes to the full Board.
7. Review, and report to the Board on, the Company's corporate governance structure and policies and to recommend changes, as appropriate. Monitor the Company's compliance with governance legislation and related regulations;
8. Perform any other activities consistent with this Charter, which are not specifically delegated to any other Board Committee; and
9. Review, approve, disapprove and modify the following policies:
 - Corporate Governance Guidelines
 - Insider Trading Policy
 - Code of Ethical Conduct Policy

LIMITATIONS OF AUTHORITY

Notwithstanding the general delegation of authority to the Executive/Governance Committee, it shall not have the following authority, which is specifically reserved by law to the full Board:

- (a) approving dividends or other distributions to shareholders;
- (b) amending the Articles of Incorporation;
- (c) adopting a plan of merger or consolidation;
- (d) recommending to the shareholders the sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all the property and assets of the Company other than in the usual and regular course of its business;
- (e) recommending to the shareholders a voluntary dissolution of the Company or a revocation thereof;
- (f) approving or proposing to shareholders other action required to be approved by the shareholders;
- (g) authorizing or approving any reacquisition of shares of the Corporation;
- (h) authorizing or approving the issuance, sale or contract for sale of shares of the Corporation's stock except either pursuant to a stock option or other equity compensation plan of where the Board of Directors has determined the maximum number of shares and has expressly delegated this authority to the committee;
- (i) determining the designation and relative rights, preferences and limitations of a class or series of shares, unless the Board of Directors has determined a maximum number of shares and expressly delegated this authority to the committee;
- (j) adopting, amending or repealing the Company's Bylaws;
- (k) filling vacancies on the Board of Directors or on any of its committees; or
- (l) taking any other action which the Indiana Business Corporation Act or the Indiana Bank Act prohibits a committee of a board of directors to take.