
EXECUTIVE COMMITTEE CHARTER

PURPOSE

The Executive 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) the strategic planning process; and (3) consideration of the Company's merger and acquisition opportunities.

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 Committee shall consist of the Company's CEO, the Board Chair (and Lead Independent Director when relevant), and such other are members as appointed by the Board Chair (or Lead Independent Director when relevant).

COMMITTEE CHAIR

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

MEETINGS

The Executive Committee shall meet as often as it determines, but at least quarterly. The Committee will attempt to schedule its meetings mid-way between regular Board meetings. The Committee's Chair or a majority of its members may call a meeting of the Committee. The Committee shall 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 Committee's own performance.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

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

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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. Administer the Company's overall strategic planning process, including the annual strategic planning retreat;
3. Monitor and report periodically, progress toward implementing the strategic goals and objectives set by the Board;
4. Review and consider for recommendation to the Company's Board the merger and acquisition opportunities developed by or presented to the Company;
5. Perform any other activities consistent with this Charter, which are not specifically delegated to any other Board Committee; and
6. Review, approve, disapprove and modify the following policy:

FIN 24.0 Merger and Acquisition Policy

LIMITATIONS ON AUTHORITY

Notwithstanding the general delegation of authority to the Executive 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 actions 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 or where the Board of Directors has determined the maximum number of shares and has expressly delegated this authority to the committee;

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- (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 Oregon Business Corporation Act or the Oregon Bank Act prohibits a committee of a board of directors to take.