

**Governing Documents of
Recreational Equipment, Inc.**

Charter of the Nominating and Governance Committee

1. Statement of Policy.

This Charter specifies the scope of the responsibilities of the Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Recreational Equipment, Inc. (the "Company") and the manner in which the Committee will perform those responsibilities.

2. Purpose.

The primary purposes of the Committee are to (i) assist the Board of Directors in identifying individuals qualified to become members of the Board; (ii) recommend nominees for election to the Board at each annual meeting; (iii) recommend nominees for the appointed Director positions authorized in the Bylaws; (iv) recommend nominees to fill any Board vacancies that may occur; (v) oversee the annual election of Directors; (vi) recommend to the Chair nominees for Board officers and Board member committee assignments; (vii) oversee Board member orientation and continuing education, and the annual review and evaluation of the performance of the Board; (viii) recommend to the Board corporate governance policies and guidelines and periodically evaluate Board size and structure; and (ix) assist the Board in a periodic review of the Company's "Directors and Officers" liability insurance coverage and indemnification protection.

3. Organization and Membership Requirements.

The Committee shall be composed of three or more independent Directors appointed by the Chair of the Board. Two or more Committee members who will stand for re-election to the Board in the same year may not compose a majority of the Committee. Committee members shall serve until their successors are duly appointed by the Board or their earlier resignation or removal. Any member of the Committee may be replaced by the Board.

4. Meetings.

The Committee shall meet as often as it determines advisable, but not less frequently than quarterly. The Committee may form subcommittees when appropriate, and may delegate authority to subcommittees or to one or more members of the Committee. The Committee shall maintain written minutes of its meetings.

5. Committee Authority and Responsibilities.

In carrying out its responsibilities, the Committee shall:

(a) establish criteria for selecting Board nominees, requiring each candidate, in addition to meeting the age and term-limit requirements of the Bylaws, to possess integrity, forthrightness, experience in areas of importance to the Company, and a commitment to the interests of the Company and its members;

(b) as required by the Bylaws, prescribe standards for independence of elected Directors;

(c) establish a process for continually evaluating and maintaining diversity on the Board as a whole;

(d) consider and recruit candidates to fill positions on the Board; this function shall include assessing the contributions of those Directors eligible for re-election, and reviewing the qualifications of all persons submitting self-nominations in accordance with such procedures as the Committee may adopt with a view to enabling reasonable participation by non-Director members in the process for identifying potential Board candidates;

(e) recommend a slate of nominees for approval by the Board of Directors and submission to the members for election;

(f) consider the need for additional appointed Directors as authorized by the Bylaws, and when appropriate recommend nominees for appointment by the Board;

(g) recommend nominees to fill any Board vacancies that may occur;

(h) recommend a slate of Board officers for appointment by the Board;

(i) after consultation with the Board Chair and CEO, recommend to the Chair the assignment of Directors to various committees of the Board and the appointment of Directors as chairs of the committees;

(j) conceive and recommend to the Board corporate governance guidelines addressing the responsibilities of the Board and its committees and the Board's oversight of management;

(k) conceive and recommend formal Board policies for significant matters relating to corporate governance and member relations; and review and make recommendations concerning any proposed Board policies developed by other Board committees within their respective areas of responsibility;

(l) oversee the annual meeting of members, and all member notification and voting processes, including establishing deadlines for ballot submissions;

(m) conceive and oversee implementation of programs for the orientation of new Directors, and the continuing education of incumbent Directors;

(n) periodically evaluate the efficacy of the annual disclosure program for Directors and officers under the Company's Conflict of Interest Policy;

(o) conduct periodic evaluations of the effectiveness of the Board as a whole and each Director individually;

(p) retain outside consultants or search firms, if necessary or advisable, to advise the Committee on identification and assessment of candidates for election or appointment to the Board, or with respect to other matters for which the Committee has responsibility;

(q) conduct an annual evaluation of the performance of the Committee; and

(r) review and assess the adequacy of this Charter at least annually.