

Governing Documents of Recreational Equipment, Inc.

Charter of the Executive Committee

1. Statement of Policy

This Charter specifies the scope of the responsibilities of the Executive Committee (the “Committee”) of the Board of Directors (the “Board”) of Recreational Equipment, Inc. (the “Company”) and the manner in which those responsibilities shall be performed.

2. Purpose

The primary purposes of the Committee are: (1) to act on behalf of the Board between meetings of the Board; (2) to periodically review the CEO’s performance; and (3) to assure that the Board has a program and plan for CEO succession.

3. Organization and Membership Requirements

The Committee has been formed by resolution of the Board. The Executive Committee shall be comprised of the Chair and Vice Chair of Board, the CEO and the chairs of each standing committee.

4. Meetings

The Committee shall meet as often as it determines but not less than once per year. The Committee may form and delegate authority to subcommittees when appropriate or to one or more members of the Committee. At each meeting, the Committee shall have an executive session from which all Company employees shall be excluded.

5. Committee Authority and Responsibilities

Subject to limitations specified herein, the Committee shall:

- a) act on matters requiring Board approval between meetings of the Board of Directors when calling a special Board meeting is not possible or practical; Committee actions taken between Board meetings shall be presented to the Board for ratification at the next Board meeting;
- b) appraise the performance of the CEO and present findings to the Board for information;
- c) coordinate and periodically review the Board’s program and plan for CEO succession;

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- d) keep minutes of all committee meetings;
- e) develop and implement an annual performance evaluation of the Committee; and
- f) review and assess this Charter's adequacy at least annually.

6. Limitations on Committee Authority

As to matters requiring Board approval between meetings of the Board of Directors, the Executive Committee shall have and exercise all of the authority of the Board of Directors, except that the Executive Committee shall not have the authority to exercise Board powers with respect to those matters specified in RCW 24.06.145, such as: (i) amending the Bylaws; (ii) electing, appointing or removing any officer, director or committee member; (iii) taking action with respect to any articles amendment, plan of merger or consolidation, sale, lease, exchange or mortgage of substantially all assets, or dissolution of the Company; or (iv) amending any Board resolution that is by its terms not amendable by committee action. In addition, the Executive Committee shall not amend this Charter; this Charter can be amended only by action of the Board of Directors.