

**Alliance Bank**  
**Corporate Governance Committee Charter**  
**Adopted February 20, 2008**

**Purpose**

The Corporate Governance Committee will: (i) review the composition of Alliance Bank's Board of Directors, establish and then recommend modifications to the qualification guidelines used in identifying prospective Board members, screen candidates for Board membership and recommend to the Nominating Committee and Board potential candidates to be nominated for election as Directors, and, in the event of a vacancy on the Board, recommend any successors; (ii) recommend to the Compensation Committee the principles of director compensation and compensation to be paid to Directors; (iii) recommend to the Board the assignment of Directors to various Committees; (iv) recommend to the Board and then monitor compliance with the Corporate Governance Guidelines established by the Board, including the guidelines on director independence, and recommend to the Board changes as appropriate to those Guidelines; (v) review on a regular basis Alliance Bank's ethics and compliance program; (vi) recommend to the Board the performance criteria and evaluation process to be used by the Board in evaluating individual incumbent Directors and the Board functioning as a whole and oversee the evaluation of the Board; and (vii) review and address corporate governance and conflicts of interest issues as they arise.

**Committee Composition**

The Corporate Governance Committee shall consist of three or more independent members of the Board of Directors, one of whom shall serve as Chairman of the committee.

**Primary Goals and Responsibilities**

**Nominating Board Candidates**

In considering candidates for Board membership, the Corporate Governance Committee should consider the following criteria in addition to any other criteria that it believes are appropriate: (a) ensuring that the Board of Directors, as a whole, is diverse and consists of individuals with various and relevant career experience, relevant technical skills, industry knowledge and experience, financial expertise (including expertise that could qualify a Director or Directors as a "financial expert", as that term is defined by the rules of the SEC), local or community ties and (b) minimum individual qualifications, including strength of character, mature judgment, familiarity with our business and industry, independence of thought and an ability to work collegially. The Corporate Governance Committee also may consider the extent to which the candidate would fill a present need on the Board of Directors.

1. Evaluate the needs of the Board to determine the size of the Board and the qualifications of individuals best suited to further enhance the composition of the Board.

2. Assist in attracting candidates who meet these qualifications and review the qualifications of persons identified as prospective members of the Board.
3. Recommend to the Nominating Committee and Board nominees for election to the Board of Directors at the Annual Meeting of Stockholders.
4. In the event of a director vacancy, recommend to the Board a successor for that position.

### **Corporate Governance**

5. Review and recommend adoption of and changes to any Corporate Governance Guidelines established by the Board, including the director qualification guidelines and independence standards.
6. Monitor compliance with the independence standards established by the Board.
7. Conduct or authorize inquiries into any matters within its or the independent directors' scope of responsibilities and retain independent counsel or other professionals or consultants as necessary to assist in the conduct of any such inquiries.
8. After consultation with the CEO, recommend to the Board the assignment of Directors to various Committees of the Board, with consideration of the skills and desires of individual Directors. Consideration should be given to rotating Committee members and Committee chairs periodically at about five year intervals, but Alliance Bank does not mandate a policy of such rotation as there may be reasons to maintain an individual Director's Committee membership or Committee chair for a longer period or to shorten such period.

### **Director Compensation**

9. Periodically review and make recommendations to the Compensation Committee concerning the annual retainer to be paid to the Board of Directors, and any other compensation programs relating to the Board of Directors.
10. Periodically review market data for director compensation to ensure that the compensation is reasonable and competitive in relation to other similar companies, and recommend to the full Board whether any changes in the compensation package are desirable. In conducting this review, the Committee will consider that Directors' independence may be jeopardized if director compensation and perquisites exceed customary levels or if Directors receive indirect compensation.

### **Director Oversight**

11. On a regular basis, recommend criteria and process to assess the Board's performance, and conduct an evaluation of the Board based on such criteria at least every three years.

### **Code of Conduct and Compliance Program Oversight**

12. Monitor Alliance Bank's compliance with laws and regulations and review and monitor Alliance Bank's Code of Conduct.

### **Reporting Responsibilities**

13. Report at the next regular meeting of the Board all significant items discussed at any Corporate Governance Committee meeting.

### **Other Responsibilities**

14. On a regular basis, evaluate the Committee's performance.

15. Perform such other oversight functions that from time to time may be assigned to it by the Board of Directors.

16. Review and reassess the adequacy of the Corporate Governance Committee charter on a regular basis.

### **Committee Meetings**

The Corporate Governance Committee shall hold meetings at least two times a year, and as many other times as the Committee deems necessary. The Committee may request input from management and/or that members of management be present at meetings as needed in order to execute the Committee's primary responsibilities.