

## **WESTMORELAND SANCTUARY, INC.**

### **EXECUTIVE COMMITTEE CHARTER**

#### **I. PURPOSE**

The Executive Committee (“Committee”) shall exercise powers of the Board of Directors (the “Board”) of Westmoreland Sanctuary, Inc. (the “Corporation”) in relation to matters that arise between regularly scheduled Board meetings or when it is not practical or feasible for the Board to meet. The Committee is delegated the authority to act as the full Board when exercising the powers and authority under this charter, subject to the limitations listed below.

#### **II. MEMBERSHIP**

The Committee will consist of the directors selected by the Board, which shall be not less than five directors.

#### **III. MEETINGS AND QUORUM**

The Committee shall meet as circumstances dictate.

Notice of meetings shall be given to all Committee members at least seven (7) days before each meeting. Meetings of the Committee may be held by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. A majority of the members of the Committee shall constitute a quorum. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee.

#### **IV. AUTHORITY**

The Committee has the authority to act as set forth in the Bylaws.

#### **V. KEY RESPONSIBILITIES**

The Committee is authorized to carry out the authority of the entire Board, as limited by Section 4.2 of the Bylaws. To fulfill its purposes, the Committee shall act on behalf of the Board on matters that arise between scheduled Board meetings or when it is not practical or feasible for the Board to meet, to the extent permitted by applicable law and regulations, the Certificate of Incorporation and the Bylaws. However, the Committee shall not have the power or authority to act on behalf of the Board with respect to the matters set forth in Section 4.2 of the Bylaws.