

CHARTER OF THE EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS
SILVER STAR FAMILIES OF AMERICA

1. Authority and Purpose.

The Board of Directors (the “*Board*”) of the SSFOA has established an Executive Committee (the “*Committee*”) for the purpose of assisting the Board in fulfilling its oversight responsibilities. The Committee shall exercise the powers of the Board in managing the business and affairs of the SSFOA during the intervals between Board meetings, when action by the Board is necessary or desirable but convening a special Board meeting is not warranted or practical or all members of the Board cannot be contacted. The Board has authorized this charter setting forth the powers, responsibilities and functions of the Committee. The Committee shall be subject at all times to the control of the Board which shall have the power to revise or alter any action taken by the Committee; provided, however, that no rights of third parties shall be affected thereby.

2. Membership, Appointment and Authority.

The Committee shall be comprised of two or more members of the Board of Directors and one founder, or his or her representative. The President, Vice President and Founder shall comprise the core members of the committee.

The members of the Committee shall be appointed annually by, and serve at the pleasure and discretion of, the Board, excepting the founder, and shall serve until a successor shall be appointed by the Board. A Committee member may be removed at any time, with or without cause, by (and at the discretion of) the Board. The Committee may delegate any part of its responsibilities to subcommittees of the Committee, so long as the Committee determines that such delegation is in the best interest of the SSFOA and is otherwise allowable by law or regulation.

3. Executive Committee Powers and Responsibilities.

The executive committee shall have the power of the full Board to management the affairs of the SSFOA, except that the Committee shall not have the power to:

- (a) Amend or repeal any provision of the bylaws or Certificate of Incorporation of the SSFOA;

- (b) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (c) Fill a vacancy on the Board of Directors or any committee of the Board, including any vacancy on the Committee;
- (d) Take any action that may not be lawfully delegated by the Board of Directors under Missouri General Corporation Law, or any other applicable law;
- (e) Unless specifically authorized to do so by a prior and express resolution of the Board of Directors, take any action the responsibility for which is specifically reserved to another committee of the Board of Directors, as memorialized in the official charter for such other Board committee.

4. Meetings and Reports; Resources.

The Committee shall meet as often as deemed necessary by the Chairman of the Committee, or in his or her absence or disability by any Committee member, in order to carry out its responsibilities under this charter. The Committee may request any director, officer or volunteer of the SSFOA, or any representative of the SSFOA's advisors, to attend a meeting.

The Committee will be governed by the same rules that are applicable to the Board of Directors (including rules related to telephonic meetings, notice, waiver of notice, quorum, voting and action without a meeting).

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors. The Committee may designate a secretary to take the minutes, and the secretary need not be a member of the Committee. Upon request, minutes of each Committee meeting will be submitted to the Board of Directors. In addition, the Committee Chairman will report on the Committee's activities and proceedings at the next ensuing Board meeting, so that the Board is kept fully informed of the Committee's activities on a current basis.