

**CYBEX INTERNATIONAL, INC.**

**CHARTER**

**OF THE**

**NOMINATING COMMITTEE**

**I. Purpose.**

The purpose of the Nominating Committee is to identify individuals qualified to become members of the Board of Directors of the Company, recommend to the Board director candidates for election at the annual meeting of shareholders, recommend to the Board the individual or individuals to be elected chairman of the Board and chief executive officer, consider the chief executive officer's recommendations for election as officers of the Company and recommend such to the Board, and recommend to the Board the assignment and rotation of members of the committees of the Board.

**II. Composition.**

The Committee shall be comprised of two or more directors as determined by the Board. Committee members, including the chairman of the Committee, shall be appointed by the Board on an annual basis upon the recommendation of the Nominating Committee and may be removed by the Board. All members of the Committee shall be independent as determined pursuant to the listing standards of the NASDAQ Stock Market ("NASDAQ").

**III. Meetings.**

The Committee shall meet as often as may be deemed necessary or appropriate by the chairman and at such times and places and by such means as the chairman shall determine and shall report regularly to the Board with respect to its activities. A majority of the members of the Committee shall constitute a quorum.

**IV. Duties and Responsibilities.**

Among its duties and responsibilities, the Committee shall:

1. Recommend the number of members that shall serve on the Board.
2. Identify and recommend to the Board the nominees to be submitted to the Company's shareholders for election as directors at each annual meeting of the shareholders, to consider and make recommendations to the Board regarding nominees for director submitted by the Company's shareholders and recommend to the Board the election of individuals to fill any vacancies occurring on the Board from time to time. Qualifications considered by the Committee in assessing director candidates include the following:

a. An understanding of business and financial affairs and the complexities of a business organization. Although a career in business is not essential, the nominee shall have a proven record of competence and accomplishments through leadership in industry, education, the professions or government, and should be willing to maintain a committed relationship with the Company as a director;

b. A genuine interest in representing all of the shareholders and the interest of the Company overall;

c. A willingness and ability to spend the necessary time required to function effectively as a director;

d. An open-minded approach to matters and the resolve to independently analyze matters presented for consideration;

e. A reputation for honesty and integrity beyond question; and

f. A majority of the members of the Board should be independent as defined by NASDAQ.

3. Recommend annually to the Board an individual or individuals for election as chairman of the Board and chief executive officer of the Company.

4. Review annually the chief executive officer's recommendations for individuals to be elected as officers of the Company, and recommend such, in turn, to the Board.

5. Recommend committee assignments and committee chairs for consideration by the Board.

## **V. Outside Advisors.**

The Committee shall have the authority to engage independent counsel and other advisers, as the Committee determines necessary to carry out its duties, and shall receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such advisors.