

As of August 20, 2009

## **Nominating and Corporate Governance Committee Charter**

### **Books-A-Million, Inc. & Subsidiaries**

The Nominating and Corporate Governance Committee Charter was adopted by the Board of Directors (the "Board") of Books-A-Million, Inc. (the "Company") on August 20, 2009.

#### **Purpose**

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board is to assist the Board in discharging the Board's responsibilities by:

- Identifying qualified candidates to become Board members;
- Selecting nominees for election as directors at the next annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected);
- Selecting candidates to fill any vacancies on the Board; and
- Making recommendations to the Board regarding corporate governance issues.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws and applicable law.

#### **Organization**

- The members of the Committee shall be appointed by the Board of Directors and may be removed by the Board, with or without cause.
- The Committee shall consist of at least three members.
- Each member of the Committee shall satisfy the independence requirements of the NASDAQ Stock Market, Inc.
- Each member of the Committee must have experience, in the business judgment of the Board that would be helpful in addressing the matters delegated to the Committee.
- Each member must report to the Committee any changes in his or her employment, current or future affiliations with other entities, and conflicts of interest with his or her membership on the Board arising during such member's term and submit his or her resignation as determined by the Committee.
- Each member shall not engage in any wrongful, illegal, or unethical conduct and shall submit his or her resignation to the Board for any

behavior or conduct that, in the judgment of the Committee, is detrimental to or harms the reputation of the company.

- The Board shall appoint one of the members of the Committee as Chairperson. The committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws. It is the responsibility of the Chairperson to schedule all meetings of the Committee and to provide the Committee with the written agenda.

## **General**

- The Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities.
- The Committee may retain any independent counsel, experts, or advisors that the Committee believes to be necessary or appropriate. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any such advisors employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates.
- The Committee shall meet two times per year or more frequently as the Committee deems necessary or appropriate.
- The Committee shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairperson of the Board.

## **Director Nominations and Committees**

- Prior to the annual meeting of shareholders, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well-qualified, willing, and available to serve.
- After a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.
- The Committee may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:
  - age, provided that no member may stand for re-election or continue serving on the Board after the term in which such member reaches the age of 70 is completed;
  - understanding of finance, marketing and other elements relevant to

the success of a publicly traded company in today's business environment;

- personal and professional integrity, ethics, and values;
  - experience in corporate management, such as serving as an officer or former officer of a publicly held company;
  - experience in the Company's industry;
  - experience as a board member of another publicly held company;
  - academic expertise in the area of the Company's operations;
  - practical and mature business judgment; and
  - diversity.
- The Committee shall recommend to the Board the assignment of committee members. Although committee rotation is preferred, there shall be no specific restriction on how long a Board member may serve on a particular committee.

## **Oversight**

- The Committee shall periodically review corporate governance trends and recommend to the Board any changes to the Company's corporate governance policies as necessary or appropriate.
- The Committee shall review the Company's Guidelines on Significant Governance Issues at least annually to ensure that they remain suitable for the needs of the Company. The Committee shall submit any recommended changes to the Board for its consideration.
- The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.
- The Committee shall review the performance of each current director and consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.
- The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board.
- The Committee shall oversee the Board in the Board's review of its performance (including the Board's composition and organization) and will provide the Board with recommendations to improve performance as it deems appropriate.
- The Committee shall consider director candidates recommended by the Company's security holders on the same terms as director candidates selected by the Committee so long as such recommendations by security holders are submitted according to the procedures required by the Company's Bylaws for nominations of persons for election to the Board by security holders.