

**CHARTER OF THE EXECUTIVE COMMITTEE
Of the
BOARD OF DIRECTORS
Of
THE STATUE OF LIBERTY-ELLIS ISLAND FOUNDATION, INC.**

“5.13 Committees. By resolution adopted by a majority of the entire Board, the Board of Directors may designate an executive and other standing committees, each of which shall consist of one or more Directors, and each of which shall have all such powers and perform all such duties as may be expressly determined by the Board of Directors.” By-Laws-Article 5.13.

The Executive Committee shall at least consist of the Chairman of the Board of Directors, Chairman of the Audit, Finance, Compensation, Nominating/Governance Committees of the Board of Directors and other such Directors as elected by the Board of Directors. The Secretary of the Board of Directors shall be the ex-officio Secretary of the Executive Committee.

The Executive Committee shall meet between the Board of Directors meetings, or at least twice annually and shall exercise all such rights as the Board of Directors. The Board of Directors retains the authority to amend, reject, or revoke action taken by the Executive Committee.

Minutes of the meetings of the Executive Committee shall be kept by the Secretary of the Board and mailed to each member of the Board promptly following each meeting. At each meeting of the Board of Directors, the Executive Committee shall report to the Board the proceedings and actions taken by it since the last meeting of the Board.