

SAIA, INC.
CORPORATE GOVERNANCE GUIDELINES

1. Director Qualification Standards

A majority of the members of the Board of Directors must qualify as independent directors in accordance with the applicable provisions of the Securities Exchange Act of 1934, and the rules promulgated thereunder and the applicable rules of Nasdaq.

While the selection of qualified directors is a complex, subjective process that requires consideration of many intangible factors, directors and candidates for director generally should, at a minimum, meet the following criteria:

(a) Directors and candidates should have high personal and professional ethics, integrity, values and character and be committed to representing the interests of the Company and its stockholders;

(b) Directors and candidates should have experience and a successful track record at senior policy-making levels in business, government, technology, accounting, law and/or administration;

(c) Directors and candidates should have sufficient time to devote to the affairs of the Company and to enhance their knowledge of the Company's business, operations and industry; and

(d) Directors and candidates should have expertise or a breadth of knowledge about issues affecting the Company that is useful to the Company and complementary to the background and experience of other Board members.

No member of the Board of Directors shall serve on the Board of Directors of more than three other public companies. Directors are expected to advise the Chairman of the Board and the Chairman of the Nominating and Governance Committee promptly upon accepting any other public company directorship or any assignment to the audit committee or compensation committee of the Board of Directors of any public company.

Directors are required to offer to resign in the event of material changes in their business or professional affiliations or responsibilities, including retirement, and the Nominating and Governance Committee will make a recommendation to the Board whether to accept the resignation.

No person may stand for election as a director of the Company after reaching age 70.

No director shall serve as a director, officer or employee of a competitor of the Company.

The Chief Executive Officer and any other officer of the Company who is a director shall offer to resign from the Board of Directors when such individual ceases to be the Chief Executive Officer or other officer of the Company, and the Nominating and Governance Committee will make a recommendation to the Board whether to accept the resignation.

2. Director Responsibilities

Directors should exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company in a manner consistent with their fiduciary duties. Directors should regularly attend meetings of the Board of Directors and of all Board committees upon which they serve. To prepare for meetings, directors should review the materials that are sent to directors in advance of those meetings.

The Board of Directors of the Company will schedule regular executive sessions where non-management directors (i.e., directors who are not Company officers but who do not otherwise have to qualify as “independent” directors) meet without management participation. At each regular meeting of the Board of Directors, the Board will conduct an executive session where only independent directors meet without the participation of management or other non-employee directors.

The Board of Directors shall at all times maintain an Audit Committee, a Nominating and Governance Committee and a Compensation Committee which must operate in accordance with applicable law, their respective charters as adopted and amended from time to time by the Board, and the applicable rules of the Securities and Exchange Commission and Nasdaq. The Board may also establish such other committees as it deems appropriate and delegate to such committees such authority permitted by applicable law and the Company's bylaws as the Board sees fit.

Except in unusual circumstances or as required by Board committee charters or as requested by senior management and except for the responsibilities of the Lead Independent Director under Section 4, directors are expected to follow the principle that senior management and the Chairman of the Board, as opposed to individual directors, provide the public voice of the Company. Directors receiving inquiries from institutional investors, the press or others should refer them to the Chairman, the Chief Executive Officer or other appropriate officer of the Company.

3. Chairman of the Board.

The Board of Directors shall designate a director to serve as Chairman of the Board. The Chairman of the Board is responsible for management of the Board's affairs, including ensuring that the Board is organized properly, functions effectively and fulfills its responsibilities. The Chairman's powers and responsibilities, in addition to performing those set forth in the Company's Bylaws, include the following:

- (a) Providing leadership in Board deliberations and decisions concerning matters that have a significant impact on the Company's business;
- (b) Providing support and advice to the Chief Executive Officer;
- (c) Promoting effective communication on developments occurring between Board meetings;

(d) Preparing, in collaboration with the Chief Executive Officer and the Lead Independent Director, the meeting schedules and agendas of the Board;

(e) Providing guidance to the Chief Executive Officer personally and, through the Board, to the Company on its general strategic direction and objectives, and leads the processes for the Board's review and approval of strategic and financial plans developed by management and assessment of Company performance relative to objectives;

(f) Providing advice and counsel to committee chairs with respect to agendas, information needs and subject matters under review relating to committee meetings;

(g) With the Lead Independent Director, acting as a liaison between the non-employee directors and the Chief Executive Officer;

(h) Participating in the identification and recruitment of potential non-employee directors;

(i) Participating in efforts related to potential transactions such as mergers, acquisitions, divestitures, or spin-offs;

(j) Supporting the Chief Executive Officer in serving as an ambassador for the Company with customers and industry and trade groups, and representing the Company externally in activities to enhance the Company's prestige and in communities where the Company is an employer;

(k) Supporting the Chief Executive Officer in representing the Company in interactions with stockholders and other investors and in communications with the media;

(l) With the Lead Independent Director, providing input to the Compensation Committee regarding the Chief Executive Officer's performance and meeting, along with the Lead Independent Director, with the Chief Executive Officer to discuss the Board's evaluation;

(m) With the Lead Independent Director, guiding the Board of Director's planning for Chief Executive Officer succession; and

(n) Performing or exercising such additional duties and powers as may be conferred upon the Chairman by resolution of the Board or as the Board may from time to time delegate to assist the Board in the fulfillment of its responsibilities.

4. Lead Independent Director

The Board of Directors shall designate an independent director to act in a lead capacity to perform certain functions (the "Lead Independent Director"). The Lead Independent Director will be elected annually by the independent directors. The Lead Independent Director's responsibilities are to:

(a) set jointly with the Chairman an appropriate schedule for Board meetings, seeking to ensure that the non-employee directors can perform their duties responsibly while not interfering with the flow of the Company's operations;

(b) provide the Chairman with input into agendas for the Board meetings, with the understanding that agenda items requested on behalf of the non-employee directors will be included on the agenda;

(c) advise the Chairman and the Chief Executive Officer as to the quality, quantity, and timeliness of the flow of information from management that is necessary for the non-employee directors to perform their duties effectively and responsibly, with the understanding that the non-employee directors will receive any information requested on their behalf by the Lead Independent Director;

(d) chair all meetings of the Board at which the Chairman is not present;

(e) coordinate, develop the agenda for, chair and moderate meetings of the independent directors;

(f) act as a liaison between the independent directors and the Chairman or the Chief Executive Officer on sensitive issues and when necessary, ensure the full discussion of those issues at Board meetings;

(g) with the Chairman, provide input to the Board regarding the Chief Executive Officer's performance and meet, along with the Chairman, with the Chief Executive Officer to discuss the Board's evaluation;

(h) assist the Nominating and Governance Committee, the Board and the Company's officers in assuring compliance with and implementation of these Guidelines, and provide input to the Nominating and Governance Committee on revisions to these Guidelines;

(i) with the Chairman, guide the Board of Director's planning for Chief Executive Officer succession; and

(j) provide input to the Nominating and Governance Committee regarding the appointment of chairs and members of the Audit Committee, the Compensation Committee and the Nominating and Governance Committee.

In addition, the Lead Independent Director has the authority to call meetings of independent directors. If requested by major shareholders, the Lead Independent Director shall make himself reasonably available for direct communication.

5. Director Access to Management and Independent Advisors

The Company shall provide each director with complete access to the management of the Company, subject to reasonable advance notice to the Company and reasonable efforts to avoid disruption to the Company's management, business and operations. The Board of Directors and Board committees, to the extent set forth in the applicable committee charter, have the right to consult and retain independent legal and other advisors at the expense of the Company.

6. Non-Employee Director Compensation

The Board of Directors or an authorized committee thereof will determine and review the form and amount of director compensation, including cash, equity-based awards and other director compensation. In connection with such director compensation, the Board of Directors will be aware that questions may be raised when directors' fees and benefits exceed what is customary. The Board of Directors will critically evaluate these matters when determining the form and amount of director compensation.

The Board of Directors believes that non-employee directors should have a meaningful financial stake in the Company. In this regard, non-employee directors shall on or before July 31, 2009 or, for non-employee directors joining the Board hereafter, within three years of joining the Board, own shares of the Company's common stock valued at five times the then-current annual retainer for non-employee directors. Participation in the Company's Director's Deferred Stock Plan shall constitute the ownership of stock for purposes of this provision.

7. Director Orientation and Continuing Education

The Board of Directors or the Company will establish, or identify and provide access to, appropriate orientation programs, sessions or materials for newly elected directors of the Company for their benefit either prior to or within a reasonable period of time after their nomination or election as a director. The Board of Directors or the Company will encourage directors to periodically pursue or obtain appropriate programs, sessions or materials as to the responsibilities of directors of publicly-traded companies.

8. Management Evaluation and Succession

The Board of Directors (not including any members of management of the Company) will conduct an annual review of the performance and compensation of the Chief Executive Officer, taking into account the views and recommendations of the Compensation Committee, and as set forth in its charter.

The Board of Directors will establish and review such formal or informal policies and procedures, consulting with the Chairman of the Board, the Lead Independent Director, the Chief Executive Officer and others, as it considers appropriate, regarding succession to the Chief Executive Officer in the event of emergency or retirement.

9. Annual Performance Evaluation of the Board

The Board of Directors will conduct, with the assistance of the Nominating and Governance Committee, a self-evaluation annually to determine whether it and its committees are functioning effectively. The full Board of Directors will discuss the evaluation report to determine what, if any, action could improve Board and Board committee performance. The Board of Directors, with the assistance of the Nominating and Governance Committee, as appropriate, shall review these Corporate Governance Guidelines on an annual basis to determine whether any changes are appropriate.

10. Stockholder Communications to the Board of Directors

Stockholders seeking to communicate with the Board of Directors should submit their written comments to the Secretary of the Company, Saia, Inc., 11465 Johns Creek Parkway, Suite 400, Johns Creek, Georgia. The Secretary of the Company will forward all such communications (excluding routine advertisements and business solicitations and communications which the Secretary of the Company, in his or her sole discretion, deems to be a security risk or for harassment purposes) to each member of the Board of Directors, or if applicable, to the individual director(s) named in the correspondence. Subject to the following, the Chairman of the Board and the Lead Independent Director will receive copies of all stockholder communications, including those addressed to individual directors, unless such communications address allegations of misconduct or mismanagement on the part of the Chairman. In such event, the Secretary of the Company will first consult with and receive the approval of the Lead Independent Director before disclosing or otherwise discussing the communication with the Chairman of the Board.

The Company reserves the right to screen materials sent to its directors for potential security risks and/or harassment purposes. The Company also reserves the right to verify ownership status before forwarding stockholder communications to its Board of Directors.

The Secretary of the Company will determine the appropriate timing for forwarding stockholder communications to the directors. The Secretary will consider each communication to determine whether it should be forwarded promptly or compiled and sent with other communications and other Board materials in advance of the next scheduled Board meeting.

Stockholders also have an opportunity to communicate with the Board of Directors at the Company's Annual Meeting of Stockholders in accordance with the procedures specified for each such meeting. Absent unusual circumstances directors are expected to attend all Annual Meetings of Stockholders.

11. Election of Directors

In accordance with the Company's Bylaws, if no Company stockholder provides the Company with notice of an intention to nominate one or more candidates to compete with the Board's nominees in a Director election, or if the Company's stockholders have withdrawn all such nominations by the 10th day before the Company mails its notice of meeting to its stockholders, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. The Board expects a Director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. The Board shall nominate for election or re-election as Director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as Director, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they will face re-election and (ii) Board acceptance of such resignation. In addition, the Board shall fill Director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other Directors in accordance with this Guideline.

If an incumbent Director fails to receive the required vote for re-election, the Nominating and Governance Committee will act on an expedited basis to determine whether to accept the Director's resignation and will submit such recommendation for prompt consideration by the Board. The Board expects the Director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating and Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a Director's resignation.

This Corporate Governance Guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.

12. Amendment, Modification and Waiver

These Guidelines may be amended, modified or waived by the Board of Directors and waivers of these Guidelines may also be granted by the Nominating and Governance Committee, subject to the disclosure and other provisions of the Securities and Exchange Act of 1934, the rules promulgated thereunder and the applicable rules of Nasdaq.

Adopted December 11, 2008