

# **JOURNAL COMMUNICATIONS, INC.**

## **Executive Committee Charter**

**Adopted by the Board of Directors on September 3, 2003 and amended on December 2, 2003**

The Executive Committee of the Board of Directors (the “Board”) of Journal Communications, Inc. (the “Company”) will have the purpose, responsibilities, authority and specific duties as described below.

### **Purpose**

The Executive Committee shall assist the Board in discharging its responsibilities with respect to the management of the business and affairs of the Company, when it is impracticable for the full Board of Directors to act, and to consider matters concerning the Company that may arise from time to time.

### **Composition**

The Executive Committee will be comprised of not less than three or more six members as determined by the Board. The Board will appoint the members of the Executive Committee annually at the Board meeting following the Annual Shareholders’ Meeting, or as necessary to fill vacancies, on the recommendation of the Company’s Nominating and Corporate Governance Committee. The Chairman of the Board shall preside at meetings of the Executive Committee. In the event that the Executive Committee chair is unable to serve as chair for a specific meeting, he or she shall designate one of the Executive Committee members to preside. Members of the Executive Committee may be removed only by the affirmative vote of a majority of the Board. The Executive Committee may include members who are not employees of the Company.

### **Responsibility**

The Executive Committee is a standing committee of the Board. The Executive Committee may not delegate any of its responsibilities to management or to a subcommittee of the Executive Committee. The Executive Committee shall have such duties, responsibilities and authority as may be delegated from time to time to the Executive Committee by the Board, and, in the intervals between meetings of the Board, the Executive Committee shall have and shall exercise the powers of the Board in directing the management of the business and affairs of the Company. However, the Executive Committee may not undertake any action that, pursuant to any applicable law, regulation or listing standard, must be performed by another committee of the Board or cannot be delegated to a committee of the Board, including, without limitation, any of the following actions:

- ☐ authorize distributions,
- ☐ approve or propose to shareholders action that must be approved by the shareholders in accordance with the Wisconsin Business Corporation Law, Chapter 180, Wisconsin Statutes (“WBCL”),

- ☐☐ fill vacancies on the Board,
- ☐☐ adopt, amend or repeal the By-laws,
- ☐☐ approve a plan of merger not requiring shareholder approval,
- ☐☐ authorize or approve reacquisition of shares (except according to a method prescribed by the Board),
- ☐☐ authorize or approve the issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences and limitations of a class or series of shares, except that the Board may authorize the Executive Committee (or a senior executive officer of the Company) to do so within limits prescribed by the Board, or
- ☐☐ undertake any action prohibited by the WBCL.

The Executive Committee shall maintain minutes of meetings and activities of the Executive Committee. The Executive Committee shall promptly make available the minutes of all meetings of the Executive Committee to the Board and report the Executive Committee's activities to the Board at the Board's meeting next following each Executive Committee meeting so that the Board is kept fully informed of the Executive Committee's activities on a current basis.

On an annual basis, the Board will conduct an assessment of the Executive Committee's performance during the previous year. In addition, from time to time as it deems necessary or appropriate, the Executive Committee may conduct a similar self-assessment. The purpose of these assessments is to increase the effectiveness of the Executive Committee and its members. Compliance with the responsibilities listed in this Charter shall form the principal criteria for such assessments, as well as such other factors and circumstances as are determined appropriate by the Executive Committee or the Board.

### **Meetings**

The Executive Committee is to meet when the Chairman deems necessary. A simple majority of the Executive Committee shall constitute a quorum for the transaction of business.

