

SYNALLOY CORPORATION
Nominating/Corporate Governance Committee Charter

Establishment of Committee

The Nominating/Corporate Governance Committee (the “Committee”) shall serve as the primary source for the Board of Directors (the “Board”) of Synalloy Corporation (the “Company”) in recommending individuals to the Board for nomination as members of the Board. The Committee shall report to the Board on a regular basis and not less than once a year. The Committee shall also oversee all corporate governance issues.

Committee Membership and Qualifications

The Committee shall be comprised of independent directors, each of whom has been determined by the Board to be “independent” under the rules of the Nasdaq Stock Market, Inc. Marketplace Rules. Members shall be appointed by the Board for such term or terms as the Board may determine, but may be removed at any time by the Board.

Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet when deemed necessary or desirable by its members or its chairperson.

Committee Purposes and Responsibilities

The Committee shall have the following purposes and responsibilities:

1. To recommend the number of directors who shall serve on the Board of Directors.
2. To identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the nominees of the Board to stand for election as directors at the annual meeting of stockholders. In the case of a vacancy created in the office of director (including a vacancy created by an increase in the size of the Board), the Committee may recommend to the Board an individual to fill such vacancy either through election by the Board or through election by stockholders.
3. To make an initial assessment through inquiries of Board members and nominees of whether such persons meet independence criteria established by the Board and the Committee and to provide such information to the Board.
4. To oversee all corporate governance issues and insure Company compliance with all applicable regulations set forth by the Securities and Exchange Commission and Nasdaq.

5. To undertake any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

Factors to be Considered in Recommending Nominees

In recommending candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors should include diversity, age, skills such as understanding of appropriate technologies and general finance, decision-making ability, inter-personal skills, experience with businesses and other organizations of comparable size and complexity, and the interrelation between the candidate's experience and business background and the experience and business backgrounds of other Board members. The Committee should also consider potential director candidates recommended by shareholders if, in making such recommendations, the shareholders comply with the requirements of law, this charter and any other policies or criteria adopted by the Board.

Requirements for Shareholder Recommendations of Nominees

The Committee will consider nominating as a Board nominee for election as a director of the Company candidates recommended by shareholders who submit their recommendations prior to January 15 of any year. For such a recommendation to be considered, the shareholder must submit in writing to the Chair of the Committee the recommended candidate's name, a brief resume setting forth the recommended candidate's business and educational background and qualifications for service, and a notarized consent signed by the recommended candidate stating the recommended candidate's willingness to be nominated and to serve if elected. This information must be delivered to the Chair at the Company's address. The Committee may request further information if it determines a recommended candidate may be an appropriate nominee. Proposed shareholder nominees will receive the same consideration as Board nominees.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain counsel and other experts or consultants.