

## **Charter of the Nominating and Governance Committee (amended effective September 17, 2010)**

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### **Purpose**

The Nominating and Governance Committee (the "Committee") of Marchex, Inc. (the "Company") is appointed by the Board of Directors (the "Board") to including without limitation: (a) identify individuals qualified to become Board members, (b) recommend nominees for election as directors to the full Board, (c) recommend nominees for each Board committee to the full Board, (d) monitor policies regarding communications with the Board, and (e) oversee matters of corporate governance, including the Company's annual Board evaluations, the Company's Code of Conduct, and the Company's Corporate Governance Guidelines.

Nothing contained in this Charter is intended to, or should be construed as, creating any responsibility or liability of the members of the Committee except to the extent otherwise provided under Delaware law which shall continue to set the legal standard for the conduct of the members of the Committee.

### **Committee Membership**

The Committee shall consist of no fewer than two (2) directors, each of whom must be determined by the Board to be "independent" under the rules of The Nasdaq Stock Market LLC and applicable law. The members of this Committee shall be appointed by the Board upon the recommendation of this Committee.

Each member of the Committee shall serve terms of one year and until his or her successor is duly elected and qualified, or until such member's earlier resignation or removal. Members of the Committee may be removed, with or without cause, by a majority vote of the Board. The Board shall appoint one member of the Committee to act as its Chair. Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes.

In fulfilling its duties and responsibilities, as set forth below, the Committee shall have authority to delegate its authority to act upon specific matters within defined parameters to subcommittees consisting of one or more members of the Committee, in each case to the extent permitted by applicable law. Any such subcommittee shall report any action taken to the full Committee at its next meeting.

### **Committee Duties and Responsibilities**

In carrying out its duties and responsibilities, the Committee's policies and procedures shall remain flexible, so that it may be in the best position to react and respond to changing

circumstances or conditions. The following offers guidelines regarding the Committee's duties and responsibilities.

1. The Committee shall, at least annually, evaluate the performance and effectiveness of the Board and the various committees of the Board (which shall include an evaluation of this Committee) in fulfilling its responsibilities in a manner that serves the interests of the Company's stockholders. The Committee shall develop and recommend to the Board for its approval an annual self-evaluation process for the Board and the various committees of the Board. The Committee shall oversee the evaluation process and shall report the findings of such review to the Board.
2. The Committee shall actively seek to identify qualified individuals to become Board members. In considering possible candidates for the Board, the Committee should be guided by the following principles: (a) each director should be an individual of the highest character and integrity, (b) each director should have substantial experience which is of particular relevance to the Company, (c) each director should have sufficient time available to devote to the affairs of the Company, and (d) each director should represent the best interests of the stockholders as a whole. The Committee also focuses on issues of diversity, such as diversity of gender, race and national origin, education, professional experience and differences in viewpoints and skills. The Committee does not assign specific weights to particular criteria. Rather, the Committee believes that the backgrounds and qualifications of the directors, considered as a group, should provide a significant composite mix of experience, knowledge and abilities that will allow the Board to fulfill its responsibilities. The Committee believes that it is essential that the Board members represent diverse viewpoints. The Committee's goal is to assemble a Board that brings to the Company a variety of perspectives and skills derived from high quality business and professional experience.
3. The Committee shall monitor the Company's procedures for the receipt and consideration of potential candidates submitted by stockholders and other persons. Stockholders may submit suggestions by sending the potential candidate's name and biographical information to Marchex, Inc., 520 Pike Street, Suite 2000, Seattle, Washington 98101, Attention: General Counsel.
4. The Committee shall interview and otherwise examine director candidates and their credentials.
5. The Committee shall recommend nominees for election as directors to the full Board.
6. The Committee shall make recommendations regarding assignments and chairmanship of each committee to the full Board.

7. The Committee shall periodically review the size, structure, composition and operation of the Board and each committee and shall make recommendations based on its review.
8. The Committee shall periodically review with the full Board the skills and characteristics that should be reflected in the composition of the Board as a whole. The review should include an examination of the extent to which the requisite skills and characteristics are reflected in the then current Board members, and should identify any particular qualifications that should be sought in new directors for the purpose of augmenting the skills and experience represented on the Board.
9. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
10. The Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company and monitor compliance with such principles.
11. The Committee shall periodically review the Company's Corporate Governance Guidelines and recommend changes in light of changing conditions and stockholder interests, as necessary, to the Board.
12. The Committee shall review any change of status of directors pursuant to the Company's Corporate Governance Guidelines and any proposed affiliation or transaction, in accordance with the Company's Code of Conduct, and shall make recommendations to the full Board based on its review.
13. The Committee shall establish and monitor procedures for the receipt of stockholder communications directed to the Board.
14. The Committee shall oversee compliance with the Company's Code of Conduct.
15. The Committee shall monitor the Corporation's compliance with governance obligations and "best practices" and recommend changes for review and approval by the full Board.
16. The Committee shall prepare or review disclosure regarding the Committee's duties required to be included in the Corporation's annual proxy statement.
17. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

### **Meetings**

The Committee shall meet at such times as it determines to be necessary or appropriate, but not less than two times per year. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee shall keep minutes of its proceedings that shall be signed by the person whom the Chair designates to act as secretary of the meeting. The

minutes of a meeting shall be approved by the Committee at its next meeting, shall be available for review by the entire Board, and shall be filed as permanent records with the Secretary of the Company. The Committee shall be governed by the same rules regarding meetings (including meetings by conference telephone, remote communication or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee shall be authorized to adopt its own rules of procedure not inconsistent with (i) any provision of this Charter; (ii) any provision of the by-laws of the Company; or (iii) applicable law.

As necessary or desirable, the Committee may request that members of management be present at meetings of the Committee.

Members of the Committee are expected to use all reasonable efforts to attend each meeting.

### **Reporting**

The Committee shall prepare and, through its Chair, submit periodic reports of the Committee's work and findings to the Board; the Committee shall include recommendations for Board action when appropriate. The Committee shall also inform the Board promptly of any issues or concerns.

### **Authority**

The Committee shall have the funding, resources and authority necessary to discharge its duties and responsibilities, including the sole authority to retain outside counsel, search firms, or other experts, advisers or consultants, as it deems appropriate. The Committee shall have unrestricted access to members of management and all information relevant to its responsibilities.

### **Publication**

The Company shall make this Charter freely available to stockholders on request and shall publish it on the Company's website.

### **Other**

This Charter is intended to provide a set of guidelines for the effective functioning of the Committee. Subject to Board approval, the Committee may at any time modify or amend (i) this Charter, and (ii) the authority and responsibilities of the Committee set forth herein.