

Inuvo, Inc.

Nominating, Corporate Governance and Compensation Committee Charter

March 26, 2012

Purpose

The purposes of the Nominating, Corporate Governance and Compensation Committee (the “Committee”) of the Board of Directors (sometimes, the “Board”) of Inuvo, Inc. (the “Company”) shall be to: (i) recommend individuals to the Board for nomination as members of the Board and its committees and to develop and recommend to the Board a set of corporate governance guidelines; (ii) determine and otherwise discharge the responsibilities of the Board relating to the compensation of the Company's executive officers (for purposes of this charter, "executive officers" means the individuals classified by the Company as officers for purposes of SEC rules under Section 16 of the Securities Exchange Act of 1934 as well as any of the five (5) most highly compensated employees of the Company not deemed to be “executive officers”); (iii) evaluate the performance of the Company's executive officers; and (iv) oversee the Company’s compensation programs and practices, including its executive compensation plans and its incentive-compensation plans including equity-based plans.

Membership

The Committee shall be composed of at least three directors all of whom must be: (1) a “non-employee director” within the meaning of Rule 16(b)-3 under the Securities Exchange Act of 1934; (2) an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended; and (3) “independent” under the listing standards promulgated by the American Stock Exchange as well as any other applicable laws, rules and regulations governing independence, as determined from time to time by the board of directors of the Company. The Committee members and the Committee Chairperson shall be appointed by the Board on the recommendation of the Nominating Committee. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Meetings

The Committee shall meet in person or telephonically as often as it determines is necessary or appropriate, but not less frequently than annually. Actions by the Committee may also be taken by unanimous written consent when deemed necessary or desirable by the Committee or its Chairperson. The Committee may request that any directors or members of management of the Company as it deems necessary or appropriate, consistent with maintaining the confidentiality of compensation discussions, attend any meeting of the Committee to provide any pertinent information requested by the Committee. The Committee shall keep written minutes of its meetings and maintain the minutes in the books and records of the Company.

Committee Functions and Responsibilities

The Committee shall have the following functions and responsibilities:

1. Compensation Goals. Review and approve at least annually the overall corporate goals and objectives relevant to the compensation of the Company's executive officers, including a review of the relationship of executive compensation to corporate performance and relative stockholder return.
2. Performance Evaluation. Evaluate at least annually each executive officer's performance in light of, among other things, the corporate goals and objectives either as a committee or together with other independent directors.
3. Determination of Compensation. Determine and approve each executive officer's compensation, including individual elements of salary and incentive compensation, which includes equity compensation..
4. Officer Contracts. Review and approve all employment agreements, separation and severance agreements, and other compensatory contracts, arrangements, perquisites and payments for executive officers.
5. Succession Planning. Review and assist the Board in developing succession plans for the executive officers and other appropriate management personnel.
6. Equity Plan Awards. Grant stock options and other discretionary awards under the Company's stock option and other equity incentive plans and otherwise exercise the authority of the Board with respect to the administration of such plans. The Committee may delegate to one or more officers designated by the Committee the authority to make grants under such plans to eligible individuals other than the Board or executive officers. Any officer to whom such authority is delegated will regularly report to the Committee the grants so made.
7. Non-Employee Director Compensation. Recommend to the Board compensation programs for non-employee directors, committee chairpersons, and committee members.
8. Identification of Board Candidates. Identify individuals qualified to become Board members, consistent with criteria approved by the Board.
9. Recommendation of Board Nominees. Recommend that the Board nominate the selected director nominees for the next annual meeting of stockholders.
10. Corporate Governance Principles. Develop and recommend for the Board a set of corporate governance principles applicable to the Company.
11. Evaluation of Board and Management. Oversee the evaluation of the Board and management.
12. Self Performance Evaluation. Conduct an annual performance evaluation of the Committee.

Committee Reports

The Committee shall produce, on an annual basis, a report on executive compensation to be included in the Company's annual proxy statement or annual report if required by the applicable rules of the Securities and Exchange Commission. The Committee shall report on any actions taken by the Committee at the next regular meeting of the Board of Directors.

Delegation to Subcommittee

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, provided that the decision of each subcommittee shall be presented to the full Committee at its next meeting.

Resources and Authority of the Committee

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, any independent counsel or other advisors as it deems necessary. The Committee shall have the sole authority to retain or terminate a compensation consultant to assist the Committee in carrying out its responsibilities, including sole authority to approve the consultant's fees and other terms of the engagement. Nothing in this charter is intended to preclude or impair the ability of the members of the Committee from relying in good faith on reports or information provided by others.