

**CHARTER FOR THE EXECUTIVE COMMITTEE  
OF THE BOARD OF DIRECTORS OF CRA INTERNATIONAL, INC.**

***As Approved by the Board of Directors on May 30, 2002***

The Board of Directors has authorized the creation of an Executive Committee, and desires to set forth certain matters regarding the Executive Committee in this Charter. The Executive Committee shall consist of at least three members, one of whom shall be designated Chairman of the Executive Committee. In connection therewith, the following shall govern the powers and operation of such Executive Committee.

**Quorum; Voting:**

Meetings of the Executive Committee shall be called by the Chief Executive Officer.

A majority of members of the Executive Committee shall constitute a quorum. Any action of the Executive Committee shall be taken by the affirmative vote of a majority of the members present, but not less than the affirmative vote of two members, one of whom voting in favor of the action shall be either (a) the Chairman of the Executive Committee or (b) the Chief Executive Officer. Any action of the Executive Committee may be taken without a meeting if all of the members of the Executive Committee indicate their approval in writing.

**Powers:**

To the extent permitted by law, and except as limited by the Articles of Organization or By-Laws of the Corporation or votes of the Board of Directors, the Executive Committee shall have and may exercise all powers of the Board of Directors in the management and affairs of the Corporation except that the Executive Committee may not:

- (i) change the Corporation's principal office;
- (ii) amend the Corporation's By-Laws or recommend to the stockholders an amendment to the Corporation's Articles of Organization;
- (iii) elect officers required by law to be elected by the stockholders or directors or fill vacancies in any such offices;
- (iv) change the number of directors comprising the Board of Directors or fill any vacancy on the Board of Directors or committee of the Board of Directors;
- (v) remove any officer or director of the Corporation from office;
- (vi) authorize the payment of a dividend or distribution to the Corporation's stockholders;
- (vii) authorize the repurchase for value of any stock of the Corporation;
- (viii) fix compensation of directors for serving on the Board of Directors or any committee thereof;
- (ix) create or amend any stock option plan or other stock distribution plan or perform any matters relating to compensation of the executive officers of the Corporation;

- (x) authorize the issuance of stock, except specifically pursuant to an authorization by the Board of Directors adopted after the date hereof and except for up to 1,000,000 shares of Common Stock issued as consideration in connection with acquisitions otherwise authorized;
- (xi) authorize a merger of any of the Corporation's subsidiaries into the Corporation or a merger of an association or trust into the Corporation or authorize any other agreement of merger or consolidation;
- (xii) recommend to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's assets; or
- (xiii) recommend to the stockholders a dissolution of the Corporation or a revocation of a dissolution.

The taking of any action by the Executive Committee shall be conclusive and binding on all persons relying thereon that said action was within the power of the Executive Committee.

### **General Operating Principles:**

It is the intent of the Board of Directors that the Executive Committee shall only take action when reasonably necessary to expedite the interests of the Corporation between regularly scheduled meetings of the Board of Directors. Although the powers of the Executive Committee do not restrict the following actions, it is also the policy of the Board of Directors that the Executive Committee shall not take any of the following actions unless in the judgment of the Executive Committee the action cannot reasonably or practicably be deferred for action by the full Board of Directors:

- (a) authorize capital expenditures in any period in excess of the capital budget approved by the Board of Directors as part of the Corporation's financial plan for said period, except that for the purpose of this subdivision obligations under capitalized real estate leases shall not be deemed capital expenditures;
- (b) authorize annual minimum rent commitments under long-term leases for any period in excess of the amounts thereof approved by the Board of Directors as part of the Corporation's financial plan for said period;
- (c) authorize any acquisition of a business or related businesses at a purchase price in excess of \$25,000,000;
- (d) authorize any single sale of assets when the value of the assets sold exceeds \$25,000,000; or
- (e) authorize any individual long-term borrowing transaction in excess of \$25,000,000, except for revolving credit and related bank term loans.

### **Report to Full Board of Directors:**

The Executive Committee shall, as soon as practicable, report to the Board of Directors concerning actions taken by the Executive Committee between regularly scheduled Board meetings.