

CHARTER OF THE EXECUTIVE COMMITTEE

I. PURPOSE

The purpose of the Executive Committee (the “Committee”) of the Board of Directors (the “Board”) of QCR Holdings, Inc. (the “Company”, or “QCRH”) is to act, subject to certain restrictions in Article V below, in place of the full Board on matters requiring immediate approval or other action of the Board. The Committee will handle those identifiable critical strategic issues before the Company on a timely basis as directed by the Chair of the Board and the CEO. The Committee will not replace the full Board, but rather act in place of the full Board in between regularly scheduled meetings.

II. AUTHORITY

The Executive Committee (the "Committee") of the Board of Directors (the "Board") of QCR Holdings, Inc. (the "Company") is established pursuant to Article III, Section 3.13 of the Company's Bylaws and Section 141(c) of the Delaware General Corporation Law.

III. COMPOSITION OF THE COMMITTEE

The Committee shall consist of at least four members, three of which will be non-management members of the Board and one of which will be QCRH’s CEO. Members shall be appointed by the Board. Non-management members of the Board shall make-up a majority of the Committee. The Board may remove members from the Committee from time to time.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board or at such other time as may be determined by the Board. The QCRH Chair of the Board will be the Chair of this committee. Vacancies in the membership of the Committee may be filled by the Board.

All members of the Committee will be able to vote on all matters before the Committee, provided, however, that no member can vote on any matter in which a personal conflict of interest exists.

For purposes of this charter, “non-management” member of the board is intended to mean any director who is not currently an officer of QCRH or a subsidiary, without regard as to whether or not the director is considered to be “independent” under Nasdaq rules.

IV. MEETINGS OF THE COMMITTEE

The Committee shall meet with such frequency and at such intervals as it shall determine necessary to carry out its duties and responsibilities. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee shall maintain minutes of its meetings and records relating to those meetings and the Committee's activities, and shall provide copies of such minutes to the Board. The Committee shall determine its rules of procedure.

Meetings of the Committee may be held at the principal office of the corporation, or at any place which has been designated from time to time by resolution of the Committee or by written consent of all members thereof, and may be called by the Chair of the Committee or any two members thereof, upon written notice to the members of the Committee of the time and place of such meeting given in the manner provided for the giving of written notice to members of the Board of the time and place of meetings of the Board. The presence of a majority of the authorized number of members of the Committee, in person or by telephone, shall constitute a quorum for the transaction of business; and transactions of any meeting of the Committee, however called and noticed, or wherever held, shall be as valid as though at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the members not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporation's records or made a part of the minutes of the meeting.

Actions of the Committee require the vote of the majority of its members present at a meeting of the Committee at which a quorum is present. Any action required or permitted to be taken by the Committee may be taken without a meeting, if all members of the Committee shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Committee. Such action by written consent shall have the same force and effect as a unanimous vote of such members of the executive committee. Any certificate or other document filed under any provision of the Delaware General Corporation Law which relates to action so taken shall state that the action was taken by unanimous written consent of the Committee without meeting, and that these Bylaws authorize the members of the Committee to so act.

- V. NEGATIVE AUTHORITY** (The Committee does not have authority to act):
- A. Amending the Certificate of Incorporation (except that the Committee may, to the extent authorized in the resolution or resolutions providing for the issuance of shares of stock adopted by the Board as provided in Section 151(a) of the Delaware General Corporation Law, fix the designations and any of the preferences or rights of such shares relating to dividends, redemption, dissolution, any distribution of assets of the corporation or the conversion into, or the exchange of such shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the corporation or fix the number of shares of any series of stock or authorize the increase or decrease of the shares of any series);
 - B. Adopting an agreement of merger or consolidation under Sections 251 or 252 of the Delaware General Corporation Law;
 - C. Recommending to the stockholders the sale, lease or exchange of all or substantially all of the Company's property and assets;
 - D. Recommending to the stockholders a dissolution of the Company or a revocation of a dissolution;
 - E. Amending the Bylaws of the Company; and
 - F. Unless the resolution establishing the Committee, or the Company's Bylaws or Certificate of Incorporation expressly so provide, the Committee shall not have the

power or authority to declare a dividend, to authorize the issuance of stock or to adopt a certificate of ownership and merger pursuant to Section 253 of the Delaware General Corporation Law.

VI. POSITIVE AUTHORITY (The Committee does have authority to act):

The Committee shall have, to the extent provided by the Board, the Company's Bylaws, Certificate of Incorporation and Delaware General Corporation Law, all of the authority of the Board, except as specifically set forth in Article IV above or otherwise limited by any law, rule or regulation to which the Company is subject. In addition, the following specific powers, duties and responsibilities relating to functions are assigned to the Committee by the Board:

A. Management Recruitment

As required, the Executive Committee shall take an active role in the search and selection of candidates for the positions of Chair of the Board, Chief Executive Officer, or the Chief Financial Officer of the Company.

B. Succession Planning for Management

The Committee will review annually with the Chair of the Board and the CEO succession plans and make recommendations to the Board of Directors.

C. Advisors

The Committee shall have the sole authority to retain and terminate any third-party firm or professional for the purpose of success plan development or mergers and acquisitions, and shall have sole authority to approve the fees paid to such third-party firms or professionals and all other terms of retention for such firms or individuals. The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting, or other advisors.

D. General Duties

1. Provide the Board of Directors minutes of all Executive Committee meetings as soon as practically possible following the meeting.
2. The Committee shall review and assess the adequacy of this Charter annually.
3. The Committee shall periodically evaluate its own performance and effectiveness.
4. The Committee may form and delegate authority to subcommittees of the Committee, where appropriate, with respect to any matter within the Committees authority.