

**AMENDED AND RESTATED CHARTER
OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
GIBRALTAR INDUSTRIES, INC.**

STATEMENT OF POLICY

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to: (1) identify and recommend to the Board, the nomination of individuals qualified to become members of the Board of Directors (the “Board”) or any of its standing committees; (2) establish and implement policies and procedures relating to the nominations of qualified candidates; (3) develop and recommend to the Board a set of corporate governance guidelines applicable to Gibraltar Industries, Inc. (the “Company”); and (4) oversee, review and make periodic recommendations to the Board concerning the Company’s corporate governance guidelines and policies.

MEMBERSHIP AND COMPOSITION

The Committee shall consist of (3) three or more members of the Board, as shall be determined by the Board, each of whom has been determined by the Board to be “independent” in accordance with the applicable listing standards of the Nasdaq Stock Market, Inc. (“Nasdaq”) and the rules promulgated by the Securities and Exchange Commission (the “SEC”).

MEETINGS

The Committee shall meet as often as it deems necessary in order to fulfill its responsibilities, but not less frequently than annually. Meetings of the Committee may be called by the Chairman of the Committee, any two members of the Committee, the Chairman of the Board or the President. Members of senior management or others may attend meetings of the Committee at the invitation of the Committee and shall provide pertinent information as necessary. The Chairman of the Committee shall set the agenda of each meeting and arrange for the distribution of the agenda, together with supporting material, to the Committee members before each meeting. The Chairman of the Committee will also cause minutes of each meeting to be prepared and circulated to the Committee Members. The Committee may meet via telephone or other media in which the members of the Committee may hear one another. A majority of the members of the Committee shall constitute a quorum for all purposes. In lieu of a meeting, the Committee may also act by unanimous written consent.

SCOPE OF POWERS AND FUNCTIONS

The Committee shall have such powers and functions as may be assigned to it by the Board from time to time; however, such functions shall, at a minimum, include the

following, as well as any functions as shall be required of nominating or corporate governance committees by Nasdaq or the SEC:

Nominating Powers and Functions

- to establish the criteria for Board membership, which may include one or more of the following:
 - experience as a senior executive at a publicly traded corporation, a management consultant, an investment banker, a partner at a law firm or registered public accounting firm, a professor at an accredited law or business school;
 - experience in the management or leadership of a substantial private business enterprise, educational, religious or not-for-profit organization or such other professional experience as the Committee shall determine shall qualify an individual for Board service;
 - whether such person is “independent” within the meaning of such term in accordance with the applicable listing standards of Nasdaq and the rules promulgated by the SEC;
 - such person’s level of financial expertise; and
 - the particular or unique needs of the Company at the time a nominee is being sought.

In establishing these criteria, the Committee shall make every effort to ensure that the Board and its standing committees include at least the number of “independent” directors, as that term is defined by applicable standards promulgated by Nasdaq and by the SEC, as are required by such standards.

- to consider, recommend and recruit candidates for election to the Board at each annual meeting of stockholders;
- to review candidates recommended by stockholders, establish the procedures by which such stockholder candidates will be considered by the Committee and publish these procedures in the Company's annual meeting proxy statement; and
- to conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates;
- to evaluate the Chief Executive Officer and consult with such officer and the Board of Directors in connection with succession planning; and
- to retain and terminate search firms to be used to identify director candidates, including the authority to approve the search firm's fees and other retention terms.

Corporate Governance Powers and Functions

- to review and maintain knowledge of corporate governance “best practices” as well as the requirements established by Nasdaq, the SEC, the Sarbanes-Oxley Act of 2002 and other applicable laws and regulations concerning the members of the Board and its standing committees;
- to periodically review the Company’s corporate governance guidelines and policies, including but not limited to, the Company’s Code of Ethics, Insider Trading Policy, Executive Stock Ownership Policy, and Code of Business Conduct for Employees, Officers and Directors to ensure that there are procedures in place to enforce such guidelines and policies and recommend to the Board modifications to such guidelines and policies as appropriate;
- to work with the Board and each standing committee of the Board to establish and maintain a process for the annual evaluation of the performance of the Board and each standing committee of the Board;
- to work with each standing committee of the Board to establish and maintain a process for the annual review and evaluation by such committees of their respective charters;
- to consult with each other standing committee of the Board regarding corporate governance as the Committee sees fit; and
- to advise the Board regarding committee charters and the need for new or revised committees as appropriate.

General Powers and Functions

- to annually review and reassess the adequacy of this Charter and recommend proposed changes to the Board;
- to conduct an annual review and evaluation of the Committee’s performance;
- to engage outside legal counsel or other advisers as the Committee deems necessary to carry out its functions, including the authority to approve the applicable fees and other retention terms;
- to report regularly to the Board, including with respect to matters discussed at the meetings of the Committee and actions taken by the Committee at such meetings; and
- to perform such other functions consistent with this Charter, the Company’s Certificate of Incorporation, By-laws and applicable law, as the Committee deems appropriate or as requested by the Board.

The Company shall provide appropriate funding, as determined by the Committee, for the payment of compensation to any search firms, legal counsel or other advisors engaged or retained by the Committee.

AMENDMENT AND RESTATEMENT

This Charter is effective August 5, 2009 and amends, restates and supercedes the Charter of the Nominating Committee which was adopted by the Board of Directors on March August 17, 2006.