

HEALTH FITNESS CORPORATION

FINANCE COMMITTEE CHARTER

As Amended and Approved March 27, 2007

MEMBERSHIP/MEETINGS

This Committee shall be comprised of three or more directors as determined by the Board, one of whom shall be designated as Chairman by the Board. A majority of the members shall be independent directors and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. The Committee meets at least four times per year. Committee membership and responsibilities are reviewed and reassessed annually with changes approved by the Board.

COMMITTEE RESPONSIBILITIES AND AUTHORITY

The Committee is charged to:

- Explore opportunities for strategic acquisitions by the Company.
- Explore opportunities for other extraordinary transactions involving the Company.
- Explore appropriate methods for financing such acquisitions and extraordinary transactions.
- Report periodically to the full Board of Directors at its own initiative or as requested by the Chairman of the Board.

The Committee shall have the authority to incur reasonable expenses in carrying out its responsibilities. The Committee shall not have the authority to approve specific acquisitions, financings or other extraordinary transactions unless otherwise given such authority by the Board.

DELEGATION

To the extent permissible under applicable laws and regulations, the Committee may delegate any of its responsibilities to one or more members of the Committee or a subcommittee comprised of one or more members of the Committee; provided, that any such members or subcommittee to which any responsibilities are delegated shall not have decision-making authority, shall report regularly to the Committee regarding the matters delegated, and shall review with the Committee any material matters discussed or recommended by such members or subcommittee.