

April 22, 2009

**EMMIS COMMUNICATIONS CORPORATION
CORPORATE GOVERNANCE & NOMINATING
COMMITTEE CHARTER**

I. Purpose

The primary objective of the Corporate Governance & Nominating Committee is to assist the Board by (a) identifying individuals qualified to become Board members, and recommending that the Board select the director nominees for the next annual meeting of shareholders; and (b) evaluating and assessing corporate governance issues affecting the Company.

II. Organization

The Committee shall consist of two or more directors, each of whom shall satisfy the applicable independence requirements of Nasdaq and any other regulatory requirements.

The members of the Committee shall be appointed by the Board.

The Committee may form and delegate authority to subcommittees when appropriate.

III. Meetings

The Committee shall meet at least annually, or more frequently as circumstances require.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

1. Identify individuals qualified to become members of the Board, conduct reference checks respecting such individuals as it wishes to recommend to the Board as a director nominee, and recommend that the Board select the director nominees for the next annual meeting of shareholders.
2. Make recommendations to the Board with respect to membership on committees of the Board, other than the Corporate Governance & Nominating Committee.
3. Receive comments from all directors as to the Board's performance.
4. Prepare and recommend to the Board a set of corporate governance guidelines applicable to the Company. Review and reassess the adequacy of such guidelines annually and recommend to the Board any changes it deems appropriate.

5. Address as necessary the orientation of any new directors and the continuing education of existing directors.
6. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes it deems appropriate.
7. Review its own performance.
8. Report periodically to the Board.
9. Perform any other activities it deems appropriate; provided that such activities are consistent with this Charter, the Company's by-laws and governing law.

V. Resources

The Committee shall have the sole authority to retain and terminate a search firm to be used to identify director candidates and the authority to retain other professionals to assist it with any background checks.

The Committee shall have the sole authority to determine the extent of funding necessary for payment of compensation to any search firm and the authority to determine the extent of funding necessary for payment of compensation to any other professionals retained to advise the Committee.