

**CITIZENS & NORTHERN CORPORATION
EXECUTIVE COMMITTEE CHARTER**

A. Purpose

The purpose of the Executive Committee is to:

- To act on behalf of and with full authority of the Board of Directors in matters that may arise between regular monthly meetings of the Board, which require immediate Board level action.
- Provide Advice and Counsel to the CEO on various matters not necessarily requiring Board consideration.

B. Structure and Membership

1. *Number.* The Executive Committee shall consist of the other Committee Chairs, the Chief Executive Officer and the Chairman of the Board.
2. *Independence.* Except for the CEO and an Executive Chairman, each member of the Executive Committee, including an Independent Chairman shall meet such criteria of independence as the Board of Directors may establish and such additional regulatory or listing requirements as the Board may determine applicable or appropriate.
3. *Chair.* **An Independent Chairman of the Board shall serve as Chairman of the Executive Committee.** In the absence of an Independent Chairman, a Lead Director shall be appointed by the Board of Directors and serve as Chair of the Executive Committee. The Chair, or designee, shall preside over the independent directors' meetings and shall be responsible for communicating the independent directors' thoughts, and issues of concern to the CEO. The Chair shall designate a director to take minutes during the independent directors' meetings and have a transcript of the minutes prepared and presented to the Corporate Secretary for the corporate records. In the absence of the designated chair, the Committee shall designate a chair *pro tem*.
4. *Compensation.* The Board or Compensation Committee shall determine the compensation of the Executive Committee members.

C. Authority and Responsibilities of Executive Committee

General

The Executive Committee shall discharge its responsibilities, and shall assess the information provided by the Holding Company's management, in accordance with its members' collective business judgment.

1. *Matters Requiring Immediate Action.* The Committee shall have the full authority to act on behalf of the Board on matters that require immediate Board action, which cannot or should not be postponed for a full Board of Directors' meeting.
2. *CEO Advice and Counsel.* The Committee shall be a resource for advice and counsel to the CEO from time to time on issues regarding organizational strategy and direction.
3. *Additional Duties and Responsibilities.* The Executive Committee shall take such other action with respect to holding company matters as may be delegated from time to time by the Board of Directors.

D. Procedures and Administration

1. *Meetings.* The Executive Committee shall meet (in person or by telephonic meeting) as often as needed. The CEO and Chair are responsible for preparing minutes of its meetings.
2. *Subcommittees.* The Committee may form and delegate its authority to one or more subcommittees, as it deems appropriate and necessary (including a subcommittee of only one member).
3. *Reports to the Board.* The minutes of the Committee shall be reported to the Board at the next Board meeting. The actions of the Committee shall be reported to the Board at the next immediate Board meeting.
4. *Charter.* The Executive Committee shall periodically review and reassess the adequacy and accuracy of this Charter and recommend any proposed changes to the Board for approval.
5. *Consulting and Independent Advisor Arrangements.* The Executive Committee shall have the authority, without further action by the Board, to engage and determine the funding for consultants, independent legal and other advisors, as it deems necessary to carry out its responsibilities, providing that such action shall be reported to the Board for ratification.