

COMMUNITY BANK SYSTEM, INC.

**NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE CHARTER**

Purpose

The Nominating and Corporate Governance Committee is appointed by the Board of Directors to assist the Board in identifying qualified individuals to become directors, recommend to the Board qualified director nominees for election at the shareholders' annual meeting, develop and recommend a set of corporate governance guidelines, and conduct annual self-evaluations of the Board and the Committee.

Committee Membership and Meetings

The Committee shall consist of at least three members of the Board of Directors each of whom shall meet the independence requirements of the New York Stock Exchange listing standards and any other applicable laws, rules and regulations governing independence as determined by the Board. Members of the Committee and the Chair of the Committee shall be appointed by the Board and may be replaced at any time by the Board.

The Committee shall meet as often as necessary to carry out its responsibilities. Any Committee member may request the Chair of the Committee to call a meeting. The Chair of Committee shall report on any Committee meeting held at the next regularly scheduled Board meeting following the Committee meeting.

Duties and Responsibilities

1. The Committee shall recommend to the Board nominees for director positions for election at the shareholders annual meeting.
2. In the event that a director vacancy arises that the Board determines to fill, the Committee shall identify a qualified director nominee to be recommended to the Board for appointment by the Board to serve the remainder of the term of the director position that is vacant until the next shareholders annual meeting.
3. The Committee shall develop and recommend to the Board for its approval, corporate governance guidelines including director qualifications in accordance with New York Stock Exchange Rules. The Committee will review annually the corporate governance guidelines and recommend any proposed changes to the Board for approval.
4. A director nominee shall meet the director qualifications specified in the Company's corporate governance guidelines, including that the director nominee (i) possess personal and professional integrity, (ii) has good business judgment and relevant experience, and (iii) will be an effective director in conjunction with the full Board in collectively serving the long-term interests of the shareholders.

5. Prior to nominating an existing director for re-election to the Board, the Committee shall consider and review among other relevant factors, the existing director's meeting attendance and performance, length of Board service, ability to meet regulatory independence requirements, and the experience, skills and contributions that the director brings to the Board.
6. The Committee shall annually review its own performance, periodically assess the adequacy of its charter and recommend changes to the Board as needed.