



## Governance and Nominating Committee Charter

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Policy Owner	Governance and Nominating Committee

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### I. GOVERNANCE

This Charter sets forth the organization and operation of the Governance and Nominating Committee (the "Committee") for ChoiceOne Financial Services, Inc. (the "Company") and has been approved by the Company's Board of Directors (the "Board"). The Committee shall review and reassess the Charter from time to time, at least annually. Amendments to this Charter shall be approved by the Board.

### II. ORGANIZATION

The Committee shall be composed of three or more directors appointed by the Board of Directors. Each member of the Committee shall be independent of the management of the Company and free of any relationship that, in the opinion of the Board of Directors, would interfere with his or her exercise of independent judgment as a Committee member. Each member of the Committee shall be an "Independent Director" as defined by Nasdaq Stock Market Rules. A Committee member may be removed for any reason following a majority vote of the Board.

### III. STATEMENT OF PURPOSE

The Committee shall provide assistance to the Board in fulfilling its responsibility to the shareholders and under applicable rules and regulations relating to the Company's corporate governance. The Committee shall identify and recommend for nomination or selection by the Board individuals qualified to become Board members for each vacancy that occurs and for each election of directors at an annual meeting of shareholders. The Committee may also develop, recommend and, as necessary, update corporate governance principles applicable to the Company.

### IV. AUTHORITY, GOALS AND RESPONSIBILITIES

The Committee shall have the following authority, goals and responsibilities:

- Recommend for selection by the Board nominees for election to the Board, including a sufficient number of nominees who will qualify as "independent" pursuant to the rules and regulations issued by the Securities and Exchange Commission and the Nasdaq Stock Market;
- Recommend for selection by the Board candidates for membership on the various committees of the Board and recommend, where required, only nominees who will qualify as "independent," together with such other qualifications as may be

specifically required, pursuant to the rules and regulations issued by the Securities and Exchange Commission and the Nasdaq Stock Market;

- Develop and recommend to the Board corporate governance principles that address board independence and leadership, board size and composition, meetings and committee structure;
- Periodically review the Company's adherence to the corporate governance principles, report to the Board and recommend appropriate modifications;
- Recommend to the Board any directors to be elected to fill vacancies on the Board, including, where required, nominees who will qualify as "independent" pursuant to the rules and regulations issued by the Securities and Exchange Commission and the Nasdaq Stock Market;
- Establish criteria and guidelines for determining the "independence" of outside directors;
- Assessing the independence of directors;
- Recommend to the Board the individual director to be designated as the Chairperson of each of the various Board committees;
- Establish qualification standards for membership on the Board and any committee of the Board consistent with the criteria set forth in applicable rules and regulations;
- Engage search firms, with sole authority to retain and terminate any search firm and to approve the fees and other retention terms, to assist the Committee in the development of criteria for, and in the search for and qualification of, candidates for outside director;
- Establish subcommittees of the Committee, with such powers and authority as specifically determined and delegated by the Committee;
- Provide the Board with regular reports, as considered necessary or appropriate by the Board, on the Committee's decisions and activities; and
- Undertake such other responsibilities as required by applicable rules and regulations.

The Committee also has and will have any additional powers, authority and responsibilities which are delegated to the Committee by the Board of Directors. The powers, authorities and responsibilities of the Committee which relate to specific laws, regulations and rules shall continue and apply to any applicable successor or amended laws, regulations and rules. The Committee may establish subcommittees of the Committee and delegate authority and responsibility to subcommittees.

#### V. CRITERIA FOR DIRECTOR NOMINEES

In considering possible candidates for election as a director, the Committee and the other directors should be guided by applicable rules and regulations, the general goals set forth above and the following criteria.

Each candidate should:

- Be chosen without regard to sex, race, religion or national origin;

- Be an individual of the highest character and integrity and have an inquiring mind, vision and the ability to work well with others;
- Be free of any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director;
- Possess substantial and significant experience that would be of particular importance to the Company in the performance of the duties of a director;
- Have sufficient time available to devote to the affairs of the Company in order to carry out the responsibilities of a director; and
- Have the capacity and desire to represent the balanced, best interests of the shareholders as a whole.

## VI. NOMINATIONS PROCESS

Nominations of candidates for election to the Board of the Company at any annual meeting of shareholders or at any special meeting of shareholders called for election of directors (an "Election Meeting") may be made by the Board or by a shareholder of record of shares of a class entitled to vote at such Election Meeting.

Nominations made by the Board must be made at a meeting of the Board, or by written consent of directors in lieu of a meeting, not less than thirty days prior to the date of an Election Meeting and such nominations shall be reflected in the minute books of the Company as of the date made. At the request of the Secretary of the Company, each proposed nominee shall provide the Company with such information concerning himself or herself as is required under the rules of the Securities and Exchange Commission to be included in the Company's proxy statement soliciting proxies for such person's election as a director.

Shareholders may nominate candidates for election as directors. To make such a nomination, shareholders must send a notice to the Secretary of the Company that sets forth the following:

- The name, age, business address and residence address of each nominee;
- The principal occupation or employment of each nominee;
- The number of shares of the Company's common stock beneficially owned by each nominee;
- A statement that each nominee is willing to be nominated and to serve if elected; and
- Such other information concerning each nominee as would be required to be provided in a proxy statement soliciting proxies for the election of each nominee. Shareholders must send this notice to the Secretary of the Company not less than 120 days prior to the date of notice of an Election Meeting in the case of an annual meeting and not more than seven days following the date of notice of a special meeting called for election of directors.

## VII. ADVISORS

The Committee has authority to engage consultants, advisors and legal counsel at the expense of the Company. The Committee has authority to approve contracts with and payment of fees and other compensation of consultants, advisors and legal counsel. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any consultants, advisors or legal counsel employed by the Committee and ordinary administrative expenses of the Committee.

## VIII. ROLE OF OFFICERS

The Company's executive officers shall serve as a resource to the Committee and provide advice, information, analysis and documentation to the Committee upon request. In appropriate cases, in its discretion, the Committee may delegate its authority to the executive officers, being mindful that the Committee and the Board of Directors are responsible to the Company's shareholders to perform the functions and fulfill the responsibilities charged to the Committee under this Charter. The Committee will allow for an executive session without officers present to be held at each regularly scheduled meeting.

## IX. SCOPE OF RESPONSIBILITY

The Committee and its members have the duties and responsibilities expressly stated in this Charter or imposed by law. These duties and responsibilities of a member of the Committee are in addition to those duties applicable to all members of the Board of Directors. It is not the duty of the Committee to conduct investigations or to ensure compliance with laws and regulations. In discharging his or her duties, each member of the Committee is entitled to rely on financial statements, financial data information, opinions, reports and statements, prepared or presented by officers, associates, consultants, advisors, legal counsel, accountants, and other persons he or she reasonably believes to be reliable and competent in the matters presented.