

**Job Description**

<b>Job Title</b>	Secretary of the Board of Directors	<b>Job No.</b>	N/A
<b>Division</b>	Board of Directors	<b>Effective Date</b>	January 1, 2007
<b>Department</b>	N/A	<b>Current Revision</b>	March 17, 2020
<b>Unit</b>	N/A	<b>Approvals</b>	Board Executive Committee – April 28, 2026 Board – May 5, 2026

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**Job Reporting Relationships**

**Supervised by:** Chairman of the Board of Directors

**Supervises:** N/A

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**Basic Qualifications**

**Education/Training:** A BS or BA degree in a related field; specialized banking education and training; a thorough knowledge of key issues related to the banking/financial services industry, corporate governance, and Securities and Exchange Commission regulations.

**Skill(s):** A demonstrated proficiency in business planning and executive management; exceptional interpersonal relations, communications and leadership skills; visual and auditory skills; valid driver’s license.

**Experience:** A minimum of eight (8) years’ related experience normally required.

**General Responsibilities**

Organizations are required by law and by custom to maintain certain records for several purposes, including:

- accurate recollection of decisions;
- determination of eligibility to vote;
- continuity of policies and practices; and,
- accountability of directors and officers.

The Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the Board’s business was conducted. In order to fulfill these responsibilities, and subject to the organization’s Bylaws, the Secretary records minutes of meetings, ensures their accuracy and availability, and performs other duties as defined in the Bylaws. (See Note 1.)

## **ACNB CORPORATION & ACNB BANK**

In addition, the Secretary is responsible for overseeing the agenda and the materials provided for Board and Board committee meetings; completing required filings with the Securities and Exchange Commission on a timely basis (with exception of those related to financial reporting such as the Annual Report on Form 10-K and Quarterly Reports on Form 10-Q); serving as the primary contact for Continental, the transfer agent, registrar, dividend disbursing agent, and Dividend Reinvestment and Stock Purchase Plan administrator for ACNB Corporation; handling shareholder/investor matters and communications on behalf of the Corporation; and, performing other duties as assigned by the Board of Directors, Chairman of the Board of Directors, and/or Corporation President & CEO.

### **Accountability**

The Secretary is accountable to the Chairman of the Board of Directors. Through the Board of Directors, certain duties of the Secretary may be delegated to Board members and/or committees as appropriate; however, the accountability for them remains with the Secretary.

### **Essential Duties**

#### ***Minutes***

The Secretary is responsible for ensuring that accurate minutes of Board and Board committee meetings are taken and approved. Requirements of minutes should include at a minimum:

- date, time and location of meeting;
- list of those present and absent;
- list of items discussed;
- list of reports presented; and,
- motions presented and description of their disposition. *(See Note 2.)*

The Secretary signs a copy of the final, approved minutes of the Board and ensures that this copy is maintained in the organization's records.

#### ***Custodian of Records***

The Secretary ensures that the records of the organization are maintained as required by law and made available when required by authorized persons.

#### ***Bylaws***

The Secretary ensures that an up-to-date copy of the Bylaws is available at all meetings.

#### ***Communication***

The Secretary ensures that proper notification is given of Board meetings as specified in the Bylaws.

### ***Meetings***

The Secretary oversees the development and distribution of the agenda and materials provided for Board and Board committee meetings.

### ***Regulatory Filings***

The Secretary initiates, ensures the accuracy of, attains all necessary internal and external sign offs, and authorizes the release of filings with the Securities and Exchange Commission on a timely basis. This responsibility includes the annual Proxy Statement; Current Reports on Form 8-K; Forms 3, 4 and 5 for the reporting of beneficial ownership of ACNB Corporation stock to ensure compliance with the Corporation's Insider Trading Policy Statement; and, any other required regulatory filings with exception of those related to financial reporting such as the Annual Report on Form 10-K and Quarterly Reports on Form 10-Q.

### ***Shareholder/Investor Relations***

The Secretary serves as the primary contact with Continental, the transfer agent, registrar, dividend disbursing agent, and Dividend Reinvestment and Stock Purchase Plan administrator for ACNB Corporation. As such, the Secretary oversees the distribution of dividend payments and other communications to shareholders, including those for the Annual Meeting of Shareholders. The Secretary also works with Continental and other advisors to ensure the proper execution of the proxy voting process on matters requiring shareholder action. Further, as required, the Secretary handles shareholder/investor inquiries and concerns on a case-by-case basis.

### ***Ancillary Duties***

1. Assumes responsibility for special projects as assigned by the Board of Directors, Chairman of the Board of Directors, and/or Corporation President & CEO.
2. Performs tasks which are supportive in nature to the essential functions of the job, but which may be altered or redesigned depending upon individual circumstances.

### ***Job Location***

ACNB Corporation Operations Center, 100 V-Twin Drive, Gettysburg, PA 17325  
Various Bank and outside locations

### ***Equipment/Machines***

1. Automobile
2. Telephone/Smartphone
3. Laptop/Computer
4. Printer
5. Calculator
6. iPad

## ACNB CORPORATION & ACNB BANK

### **Note 1**

*This document uses the word “ensure” to convey the intent that accountability for the specified responsibilities lies with the Secretary, but it is not necessarily the Secretary who carries out the activity. Indeed, we expect that many of these responsibilities will be delegated to Board committees, staff, or others including experts retained for a specific purpose. The word “ensure” is not intended to imply any additional source of legal duties beyond those that are required by law.*

### **Note 2**

*Minutes should have enough information to help absent directors and others understand what issues were discussed and what decisions were made. Some lawyers advise that, in certain circumstances, minutes should include a summary of discussion, rationale for decision, names of those participating in the discussion, and the roll call, noting any declared conflicts of interest. These circumstances are if the matter is contentious, if Board members dissent, if there is any concern about exposure to liability, or if a Board member has a conflict of interest.*