



Governance and Nominating Committee Charter

Purpose:

The Governance and Nomination Committee (the "Committee") shall be appointed by the Board of Directors (the "Board") of Citizens Community Bancorp. Inc. (the "Corporation") for the purpose of (i) identifying individuals qualified to serve as members and Chairs of the Board and its committees consistent with criteria approved by the Board; (ii) recommending to the Board the director nominees for election or appointment to the Board of Directors; (iii) recommending guidelines and criteria to the Board to determine the qualifications of potential directors; (iv) making recommendations to the Board concerning the size and composition of the Board; (v) developing and recommending to the Board a set of corporate governance principles applicable to the Corporation; (vi) assisting the Board in assessing director performance and the effectiveness of the Board; and, (vii) continuing education.

Composition:

The Committee shall be comprised of at least three members of the Board, each of whom shall be an "independent director" within the meaning of the rules of the Nasdaq Stock Market (the "Nasdaq") and each of whom shall be free from any relationship that would interfere with the exercise of his or her independent judgment. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies, subject to the qualification requirements of this Charter. The Committee shall meet at least once per year or more frequently as circumstances require. Unless a chairperson is elected by the Board, the members of the Committee may designate a chairperson by majority vote of the full Committee membership in person, telephonically, or by unanimous written consent when necessary or desirable.

Authority and Responsibilities:

The Committee will cause to be kept adequate minutes of all its proceedings and will report its actions at the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference, telephone or similar communications equipment). Action without meetings, notice and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Corporation; or, (c) the laws of its jurisdiction of incorporation.

The Committee may request that any directors, officers or employees of the Corporation, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

The Committee shall have the following responsibilities:

1. Recommend to the Board the appropriate size and composition of the Board and assist in identifying, interviewing and recruiting candidates for the Board.
2. Recommend candidates (including incumbents) for election and appointment to the Board of Directors, subject to the provisions set forth in the Corporation's Charter and Bylaws relating to the nomination or appointment of directors based on the following criteria: business experience, education, integrity and reputation, independence, conflicts of interest, diversity, age, number of other directorships and commitments (including charitable obligations), tenure on the Board, attendance at Board and committee meetings, stock ownership, specialized knowledge (such as an understanding of banking, accounting, marketing, finance, regulation and public policy) and a commitment to the Corporation's communities and shared values, as well as overall experience in the context of the needs of the Board as a whole.
3. Review nominations submitted by shareholders, which have been addressed to the corporate secretary and which comply with the requirements of the Charter and the Bylaws. Nominations from shareholders will be considered and evaluated using the same criteria as all other nominations.
4. Annually recommend to the Board committee assignments and committee chairs on all committees of the Board and recommend committee members to fill vacancies on committees as necessary.
5. Review and recommend Board committees and committee structure, together with committee members and Chairs for each of the committees.
6. Review and assess the independence of directors and committee members.
7. Recommend performance criteria for the Board and oversee the review of the procedures, the effectiveness and the performance of management, the Board, Board committees and individual directors.
8. Review and recommend corporate governance practices and policies of the Corporation.
9. Periodically review and assess the adequacy of this Committee Charter and recommend changes to the Board.
10. Perform any other duties or responsibilities expressly delegated to the Committee by the Board.

Investigations and Studies; Outside Advisers:

The Committee may conduct or authorize studies of or investigations into matters within the Committee's scope of responsibilities and may retain at the Corporation's expense, such counsel or other advisers as it deems necessary (which may, if the Committee deems it appropriate, be the

Corporation's regular counsel or advisors). The Committee shall have the authority to retain or terminate one or more search firms to assist the Committee in carrying out its responsibilities, including authority to approve the firm's fees and retention terms, which fees shall be borne by the Corporation.

Meetings:

The Committee shall meet as often as its members deem necessary to perform the committee's responsibilities provided the Committee shall meet at least once a year.

Minutes:

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.