

CHEMUNG FINANCIAL CORP  
Form DEF 14A  
April 03, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No.    )

Filed by the Registrant ☒ x

Filed by a Party other than the Registrant ☐ o

Check the appropriate box:

- ☐ o Preliminary Proxy Statement
- ☐ o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☒ x Definitive Proxy Statement
- ☐ o Definitive Additional Materials
- ☐ o Soliciting Material Pursuant to Section 240.14a-12

Chemung Financial Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing Fee (Check the appropriate box):

|     |                                                                                                                                                                                                                                                                                     |
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| x   | No fee required.                                                                                                                                                                                                                                                                    |
| o   | Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.                                                                                                                                                                                                            |
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CHEMUNG FINANCIAL CORPORATION

One Chemung Canal Plaza  
Elmira, New York 14901

Notice of 2008 Annual Meeting of Shareholders

and

Proxy Statement

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Subsidiaries: Chemung Canal Trust Company  
CFS Group, Inc.

April 3, 2008

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of Shareholders of Chemung Financial Corporation to be held at the Holiday Inn Elmira - Riverview, 760 East Water Street, Elmira, New York on Wednesday, May 7, 2008, at 2:00 p.m.

The primary business of the meeting will be to consider and vote upon the election of four directors and to transact any other business that may come before the meeting.

The formal Notice of Annual Meeting and Proxy Statement containing further information pertinent to the business of the meeting are set forth on the following pages. During the meeting, members of management will review the Company's operations during the past year and will be available to respond to questions.

Your vote is important no matter how many shares you own. Whether or not you plan to attend the Annual Meeting, please indicate your vote by using the enclosed proxy card or by voting by telephone or via the Internet as soon as possible.

Sincerely,

Ronald M. Bentley  
President & CEO

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**CHEMUNG FINANCIAL CORPORATION**

**One Chemung Canal Plaza  
Elmira, New York 14901**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
Wednesday, May 7, 2008**

To Our Shareholders:

Notice is hereby given that the 2008 Annual Meeting of the Shareholders of Chemung Financial Corporation will be held at the Holiday Inn Elmira - Riverview, 760 East Water Street, Elmira, New York, on Wednesday, May 7, 2008, at 2:00 p.m., for the following purposes:

1. To elect four directors for a term of three years expiring in 2011.
2. To consider and transact such other business as may properly come before the meeting or any adjournment thereof.

The close of business on March 19, 2008 has been fixed as the record date for the determination of the shareholders entitled to notice of and to vote at the annual meeting.

By Order of the Board of Directors

Jane H. Adamy

Secretary

Dated: April 3, 2008

Elmira, New York

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Information Regarding the Annual Meeting

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CHEMUNG FINANCIAL CORPORATION

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

MAY 7, 2008

INFORMATION REGARDING THE ANNUAL MEETING

Time and Place of the Meeting

This proxy statement is being provided in connection with the solicitation of proxies by the Board of Directors for use at the Annual Meeting of Shareholders (the "Annual Meeting") of Chemung Financial Corporation ("Chemung Financial" or "the Company") to be held on Wednesday, May 7, 2008 at 2:00 P.M., at the Holiday Inn Elmira - Riverview, 760 East Water Street, Elmira, New York.

This Proxy Statement and the accompanying Proxy and Notice of Annual Meeting of Shareholders are being mailed to shareholders on or about April 3, 2008. In the proxy statement, the "Bank" refers to Chemung Canal Trust Company, Chemung Financial's subsidiary bank.

## Shareholders Entitled to Vote

The record date for the meeting is March 19, 2008. Only shareholders of record at the close of business on that date are entitled to notice of and to vote at the meeting.

On the record date there were 3,523,388 shares of common stock of the Company outstanding. Each share of common stock is entitled to one vote on each matter that properly comes before the meeting.

## Proxies and Voting Procedures

Shares represented by properly executed proxies will be voted as directed. If a proxy does not specify how it is to be voted, it will be voted as the Board recommends - that is, FOR the election of the four nominees for director named in the proxy statement. Abstentions are voted neither "for" nor "against," but are counted in the determination of a quorum. The Board of Directors knows of no other business to be brought before the Annual Meeting but if any other matters are properly presented at the meeting for consideration, the persons named as proxies will have discretion to vote on those matters according to their best judgment.

We are offering three alternative ways to vote your shares:

### To Vote by Mail

- To vote by mail please sign, date and mail your proxy card in the envelope provided as soon as possible.

### To Vote by Telephone

- If you wish to vote by telephone, call toll-free 1-800-776-9437 and follow the instructions. Have your proxy card available when you call.

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### To Vote by Internet

- If you wish to use the Internet, you can access the web page at [www.voteproxy.com](http://www.voteproxy.com) and follow the on-screen instructions. Have your proxy card available when you access the web page.

The deadline for telephone and Internet voting is 11:59 p.m. Eastern Daylight Time on May 6, 2008. A shareholder may revoke a proxy vote at any time before it is voted by delivering written notice of revocation to the Secretary of the Company or by delivering a later dated proxy or by voting in person at the annual meeting.

## Required Vote

There are no cumulative voting rights. Nominees for director will be elected by a plurality of votes cast at the annual meeting by holders of common stock present in person or represented by proxy and entitled to vote on such election. Any other matter requires the affirmative vote of a majority of the votes cast at the meeting, except as

otherwise provided in the Company's bylaws or Certificate of Incorporation. Only shares affirmatively voted in favor of a nominee will be counted toward the achievement of a plurality.

#### Solicitation of Proxies

The cost of soliciting proxies will be borne by the Company. In addition to solicitations by mail, some of the directors, officers or employees of the Company may conduct solicitations in person or by telephone or other appropriate means without remuneration. The Company may also request nominees, brokerage houses, custodians and fiduciaries to forward soliciting material to beneficial owners of stock and will reimburse such intermediaries for their reasonable expenses in forwarding proxy materials.

#### ELECTION OF DIRECTORS

The Board is divided into three classes of directors as equal in number as possible, with one class to be elected each year for a term of three years. All the nominees currently serve as directors of the Company. The Board is not aware that any nominee named in this proxy statement will be unable or unwilling to accept nomination or election.

Shareholders will be entitled to elect four directors for a three-year term expiring at the 2011 Annual Meeting of Shareholders, or until their respective successors have been duly elected and qualified. Unless authority to vote for the nominees is withheld, the shares represented by the enclosed proxy card, if properly executed and returned, will be voted FOR the election of the nominees. Should any nominee become unable to serve as a director, the persons named in the proxy to represent shareholders will vote for any nominee, if any, who may be nominated by the Board of Directors.

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The names and ages of persons nominated by the Board of Directors, their principal occupations and business experience for the past five years, and certain other information are set forth below.

#### Nominees for Director to be elected to serve until the 2011 Annual Meeting

##### Name of Director

##### Information Regarding Director

Robert E. Agan

Mr. Agan, age 69, has served as a director since 1986. He retired June 1, 2001 as Chairman of the Board and Chief Executive Officer of Hardinge Inc., a worldwide machine tool manufacturer.

Stephen M. Lounsberry III

Mr. Lounsberry, age 54, has served as a director since 1995. He is President of Applied Technology Manufacturing, a manufacturer of machined industrial and railroad component parts.

Thomas K. Meier

Dr. Meier, age 67, has served as a director since 1988. He is President of Elmira College.

Charles M. Streeter, Jr.

Mr. Streeter, age 68, has served as a director since 1979. He retired December 31, 2002 as President of Streeter Associates, Inc., a general building contractor.

The Board of Directors recommends a vote "FOR" all nominees.

#### Continuing Directors

The following information is provided with respect to directors who will continue to serve as directors of the Company until the expiration of their terms at the times indicated.

#### Directors to serve until the 2009 Annual Meeting

David J. Dalrymple

Mr. Dalrymple, age 54, has served as a director since 1993, and is currently Chairman of the Board of the Company and the Bank. He is President of Dalrymple Holding Corporation, parent company for several construction materials and highway construction companies. Mr. Dalrymple is the brother of Robert H. Dalrymple, also a director of the Company.

William D. Eggers

Mr. Eggers, age 63, has served as a director since 2002. He is Senior Counsel with the law firm of Nixon, Peabody, LLP; formerly Senior Vice President and General Counsel of Corning Incorporated, a diversified manufacturing company.

John F. Potter

Mr. Potter, age 62, has served as a director since 1991. He is President of Seneca Beverage Corporation, a wholesale distributor of beer and water products.

Jan P. Updegraff                      Mr. Updegraff, age 65, has served as a director since 1996. He retired from the Bank on December 31, 2007; formerly President and Chief Executive Officer of the Company and the Bank.

Directors to serve until the 2010 Annual Meeting

| Name of Director     | Information Regarding Director                                                                                                                                                                                                                                                                                                                                           |
|----------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Ronald M. Bentley    | Mr. Bentley, age 55, has served as a director since March, 2007. He is currently President and Chief Executive Officer of the Company and Bank; formerly President and Chief Operating Officer of the Company and Bank; formerly President, Retail Banking, NBT Bank (2005-2006); Executive Vice President, Retail Banking and Regional President, NBT Bank (2003-2005). |
| Robert H. Dalrymple  | Mr. Dalrymple, age 57, has served as a director since 1995. He is Secretary and Vice President of Dalrymple Holding Corporation, parent company for several construction materials and highway construction companies. Mr. Dalrymple is the brother of David J. Dalrymple, also a director of the Company.                                                               |
| Clover M. Drinkwater | Ms. Drinkwater, age 61, has served as a director since January 2005. She is a Partner in the law firm of Sayles & Evans.                                                                                                                                                                                                                                                 |
| Ralph H. Meyer       | Mr. Meyer, age 68, has served as a director since 1981. He retired on August 1, 1998 as President and Chief Executive Officer of Guthrie Healthcare System, a vertically integrated health care delivery system.                                                                                                                                                         |
| Richard W. Swan      | Mr. Swan, age 59, has served as a director since 1984. He is Chairman of the Board of Swan & Sons-Morss Co., Inc., an insurance brokerage agency; formerly President of Swan & Sons-Morss Co.                                                                                                                                                                            |

## STOCK OWNERSHIP

## Stock Ownership of Significant Shareholders, Directors and Executive Officers

The following table provides certain information regarding the ownership of the outstanding shares of Chemung Financial Corporation as of March 19, 2008, based on information available to the Company. Information is included for: 1) owners of more than 5% of the common stock, 2) directors and nominees for directors, 3) named executive officers listed in the Summary Compensation Table, and 4) executive officers and directors as a group. Unless otherwise indicated, each of the beneficial owners named below has sole voting and investment authority with respect to the shares listed.

| Name of Beneficial Owner                                                         | Number of Shares Beneficially Owned | Percentage of Shares Beneficially Owned |
|----------------------------------------------------------------------------------|-------------------------------------|-----------------------------------------|
| Five Percent Shareholders:                                                       |                                     |                                         |
| Chemung Canal Trust<br>Company<br>One Chemung Canal<br>Plaza<br>Elmira, NY 14901 | 425,953 1                           | 12.09%                                  |
| David J. Dalrymple<br>2105 South Broadway<br>Pine City, NY 14871                 | 375,829 2, 4                        | 10.67%                                  |
| Robert H. Dalrymple<br>2105 South Broadway<br>Pine City, NY 14871                | 305,550 3, 4                        | 8.67%                                   |

## Directors, Nominees and Named Executive Officers:

|                      |          |   |
|----------------------|----------|---|
| Robert E. Agan       | 26,273 5 | * |
| Ronald M. Bentley    | 3,954    |   |
| Clover M. Drinkwater | 3,114    | * |

|                                                                          |         |     |       |
|--------------------------------------------------------------------------|---------|-----|-------|
| William D. Eggers                                                        | 4,719   |     | *     |
| Stephen M. Lounsberry III                                                | 26,841  | 5   | *     |
| Thomas K. Meier                                                          | 16,403  | 5   | *     |
| Ralph H. Meyer                                                           | 20,396  | 5   | *     |
| John F. Potter                                                           | 45,559  | 5,6 | 1.29% |
| Charles M. Streeter, Jr.                                                 | 13,305  | 5   | *     |
| Richard W. Swan                                                          | 73,308  | 7   | 2.08% |
| Jan P. Updegraff                                                         | 10,334  |     | *     |
| John R. Battersby, Jr.                                                   | 2,661   | 8   | *     |
| James E. Corey III                                                       | 7,906   | 8   | *     |
| Melinda A. Sartori                                                       | 2,561   | 8   | *     |
| Chemung Canal Trust Company Profit<br>Sharing, Savings & Investment Plan | 158,677 | 9   | 4.5%  |
|                                                                          |         | 5   |       |
| Directors and executive officers as a<br>group (25 persons)              | 908,707 | 10  | 25.8% |

\* Unless otherwise noted, less than 1%

- 1 Held by the Bank in various fiduciary capacities, either alone or with others. Includes 31,909 shares held with sole voting and dispositive powers and 394,044 shares held with shared voting power. There are 249,660 shares held with shared dispositive powers. Shares held in a co-fiduciary capacity by the Bank are voted by the co-fiduciary in the same manner as if the co-fiduciary were the sole fiduciary. Shares held by the Bank as sole trustee will be voted by the Bank only if the trust instrument provides for voting of the shares at the direction of the grantor or a beneficiary and the Bank actually receives voting instructions.

- 2 Includes 1,443 shares held directly, 9,450 shares held in trust over which Mr. Dalrymple has voting and dispositive powers, 305,520 shares held by the Dalrymple Family Limited Partnership of which David J. Dalrymple and Joanne Dalrymple are general partners, and 59,416 shares held by Dalrymple Holding Corporation, of which David J. Dalrymple and Robert H. Dalrymple are officers, directors and principal shareholders. See footnote 4.
- 3 Includes 236,684 shares held directly, 9,450 shares held in trust over which Mr. Dalrymple has voting and dispositive powers and 59,416 shares held by Dalrymple Holding Corporation of which David J. Dalrymple and Robert H. Dalrymple are officers, directors and principal shareholders. Excludes 6,246 shares held by Mr. Dalrymple's spouse as to which Mr. Dalrymple disclaims beneficial ownership. See footnote 4.
- 4 Excludes 30,230 shares held by Susquehanna Supply Company of which David J. Dalrymple and Robert H. Dalrymple each owns 23.1% of the outstanding common stock. Because of the definition of "beneficial ownership" under Section 13 of the Securities Exchange Act of 1934, David J. Dalrymple and Robert H. Dalrymple are each listed as owners of 59,416 of the same shares. Without such multiple counting, the aggregate beneficial ownership of David J. Dalrymple and Robert H. Dalrymple would equal 17.7% of the Company's outstanding shares.
- 5 Includes shares that Messrs. Agan (20,295), Lounsberry (9,745), Meier (4,912), Meyer (16,861), Potter (17,536) and Streeter (2,521) have credited to their accounts in memorandum unit form under the Company's Deferred Directors Fee Plan. The deferred fees held in memorandum unit form will be paid solely in shares of the Company's common stock pursuant to the terms of the Plan and the election of the Plan participants. Shares held in memorandum unit form under the Plan have no voting rights.
- 6 Includes 16,861 shares owned by Seneca Beverage Corporation, of which Mr. Potter is an officer, director and principal shareholder.
- 7 Includes 11,700 shares owned by Swan & Sons-Morss Co., Inc., of which Mr. Swan is a director, 33,255 shares held in trusts over which Mr. Swan has voting and dispositive power, and 192 shares held by Mr. Swan as custodian for a minor. Does not include 4,316 shares held by the others as trustees for a trust of which Mr. Swan is an income beneficiary or 4,474 shares held by Mr. Swan's spouse as to which Mr. Swan disclaims beneficial ownership.

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- 8 Includes all shares of common stock of the Company held for the benefit of each executive officer by the Bank as trustee of the Bank's Profit Sharing, Savings and Investment Plan. Messrs. Battersby, Corey and Mrs. Sartori have an interest in 2,660, 6,906 and 2,521 shares, respectively.
- 9 The Plan participants instruct the Bank, as trustee, how to vote these shares. If a participant fails to instruct the voting of the shares, the Bank votes these shares in the same proportion as it votes all of the shares for which it receives voting instructions. Plan participants have dispositive power over these shares subject to certain restrictions.
- 10 Does not include 15,168 shares owned by spouses of certain officers and directors as to which such officers and directors disclaim beneficial ownership. Does not include 59,416 shares included under each of David J. Dalrymple and Robert H. Dalrymple (see footnote 4). Also does not include 75 shares of preferred stock owned by directors, certain officers and their spouses of CCTC Funding Corp., a Real Estate Investment Trust under the Internal Revenue Code and a subsidiary of the Bank.

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## INFORMATION REGARDING THE BOARD OF DIRECTORS

### Board Organization and Operation

Chemung Financial Corporation is managed under the direction of its Board of Directors (the "Board"). All members of the Board also serve on the Board of Directors of Chemung Canal Trust Company. The Board establishes policies and strategies and regularly monitors the effectiveness of management in carrying out these policies and strategies. Members of the Board are kept informed of the Company's business activities through discussions with key members of the management team, by reviewing materials provided to the Board and by participating in meetings of the Board and its committees. Currently, the Board of Directors is composed of thirteen members.

The Company's Governance Guidelines require that the Board consist of a substantial majority of independent directors. The Board has determined that Messrs. Agan, Eggers, Lounsberry, Meier, Meyer, Potter, Streeter, Swan and Ms. Drinkwater are independent and that none of said persons have any relationship with the Company that would impair their independence as so defined. A copy of the Corporate Governance Guidelines can be viewed at the Corporate Governance link on the Bank's website at [www.chemungcanal.com/home/info.governance](http://www.chemungcanal.com/home/info.governance).

During 2007 the Board of Directors of the Company held eleven scheduled meetings. The Board of Directors of the Bank held twelve scheduled meetings and three special meetings in 2007. Each director attended at least 75% of the total board meetings and meetings of the board committees on which he or she served.

### Board Committees

The committees of the Company's Board of Directors are the Executive, Audit, Compensation and Personnel, and Nominating and Governance. In addition, the Bank has the following committees: Asset/Liability, Loan and Trust and Employee Benefits.

Executive Committee:

The Committee serves in a dual capacity as the Executive Committee for the Company and the Bank. The Executive Committee may, during the interval between Board meetings, exercise all of the authority of the Board, except those powers that are expressly reserved to the Board under law or the Company's bylaws. Current members of the Committee include Messrs. D. Dalrymple (Chair), Agan, Bentley, R. Dalrymple, Meier, Swan, Updegraff and Ms. Drinkwater. There were three meetings of the Committee in 2007.

Audit Committee:

The responsibilities of the Audit Committee include the appointment of independent auditors, the pre-approval of all audit services and permitted non-audit services provided to the Company by the Company's independent auditors, reviews of the independence of the Company's independent auditors and reviews of the adequacy of internal accounting and disclosure controls of the Company. Current members of the Committee include Messrs. Streeter (Chair), Agan, Lounsberry, Meyer, Potter, and Swan. Mr. Meyer has been designated by the Board as the Audit Committee's "financial expert" in accordance with applicable law, the Committee having determined that Mr. Meyer meets all required qualifications within the meaning of pertinent regulations. See the report of the Audit Committee on [page 21](#).

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***Compensation and Personnel Committee:*** The Compensation Committee and the Personnel Committee were combined in 2007. The purpose of the Committee is to discharge the Board's duties relating to the compensation of the executive officers and to review the Bank's compensation policies and programs affecting other employees. The Committee met three times in 2007. The members of the Compensation and Personnel Committee meet the independence requirements of applicable laws and rules as determined by the Board. Current members of the Committee include Messrs. Meyer (Chair), Agan, D. Dalrymple, R. Dalrymple, Eggers, Lounsberry, Meier and Swan.

Nominating and Governance Committee:

The Nominating and Governance Committee met five times in 2007. Current members are Messrs. Eggers (Chair), Lounsberry, Meyer, Potter, Streeter and Ms. Drinkwater. The members of the Nominating and Governance Committee meet the independence requirements of applicable laws and rules as determined by the Board. In general, the Committee oversees the Company's corporate governance matters on behalf of the Board and is responsible for the identification and recommendation of individuals qualified to become members of the Board. The Committee's functions include:

identifying, evaluating and recommending qualified director nominees;

the consideration of shareholder nominees for election to the Board;

reviewing the committee structure and making recommendations to the Board for committee membership;

recommending corporate governance guidelines to the Board; and,

overseeing a self-evaluation process for the Board and its committees.

The Committee utilizes the following process when identifying and evaluating the individuals that it recommends that the Board select as director nominees.

The Committee reviews the qualifications of any candidates who have been properly recommended or nominated by the shareholders, as well as those candidates who have been identified by management, individual members of the Board or, if the Committee determines, a search firm.

The Committee evaluates the performance and qualifications of individual members of the Board eligible for re-election at the annual meeting of shareholders.

The Committee considers the suitability of each candidate, including the current members of the Board, in light of the current size and composition. In evaluating the suitability of the candidates, the Committee considers many factors including issues of character, judgment, independence, age, expertise, diversity of experience, length of service, other commitments and the like. The Committee evaluates such factors, among others, and considers each individual candidate in the context of the current perceived needs of the Board as a whole.

After such review and consideration, the Committee recommends that the Board select the slate of director nominees, either at a meeting of the committee at which a quorum is present or by unanimous written consent of the Committee.

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It is the policy of the Nominating and Governance Committee to consider both recommendations and nominations for candidates to the Board from shareholders. Shareholder recommendations for nominees to the Board must be directed in writing to the Corporate Secretary, One Chemung Canal Plaza, Elmira, New York 14901, and must include (i) name and address of the shareholder proposing a nominee for consideration; (ii)

the number of shares owned by the notifying shareholder and the date the shares were acquired; (iii) and any material interest of the notifying shareholder in the nomination and a statement in support of the nominee with references; (iv) the name, age, address and contact information for each proposed nominee; (v) the principal occupation or employment of each proposed nominee; (vi) the number of shares of the Company's common stock that are owned by the nominee as of record date; (vii) detailed information about any relationship or understanding between the proposing shareholder and the nominee; (viii) detailed information of any relationship between the nominee and the Company within the last three years; and, (ix) other information regarding the nominee as would be required to be included in the proxy statement pursuant to Regulation 14A under the Securities Exchange Act of 1934.

Chemung Financial Corporation's bylaws establish an advance notice procedure with regard to certain matters, including shareholder proposals and director nominations, which are properly brought before an annual meeting of shareholders. To be timely, a shareholder's notice must be delivered to or mailed and received at the Company's principal executive offices not less than 120 calendar days prior to the date proxy statements were mailed to shareholders in connection with the previous year's annual meeting of shareholders. In the event that no annual meeting was held in the previous year or the date of the annual meeting has been changed by more than thirty (30) days from the date contemplated at the time of the previous year's proxy statement, notice by the shareholder to be timely must be received a reasonable time before the solicitation is made.

A copy of the Nominating and Governance Committee charter can be viewed at the Corporate Governance link on the Bank's website at [www.chemungcanal.com/home/info.governance](http://www.chemungcanal.com/home/info.governance).

#### Asset/Liability Committee:

The Asset/Liability Committee acts on all questions of policy relating to the oversight of the Bank's investment portfolio and funds management policies. Current members include Messrs. Potter (Chair), Bentley, D. Dalrymple, Eggers, Lounsberry, Streeter and Updegraff. There were four meetings of the Committee in 2007.

#### Loan Committee:

The Loan Committee establishes policy for the Bank's lending functions as determined under applicable regulation and/or the bylaws. Current members include Messrs. R. Dalrymple (Chair), Agan, Bentley, D. Dalrymple, Meyer, Potter and Swan. There were twelve meetings of the Committee in 2007.

#### Trust and Employee Benefits Committee:

The Trust and Employee Benefits Committee acts on all questions of policy relating to the general conduct of the estate, agency and fiduciary business of the Bank. The Committee also has responsibility for the Bank's benefit plans and reviews the trust and investment policies and performance. Current members include Messrs. Meier (Chair), Bentley, Eggers, Lounsberry, Streeter, Updegraff and Ms. Drinkwater. There were twelve meetings of the Trust and Employee Benefits Committee in 2007.

## Compensation of Non-Employee Directors

Each non-employee director of the Bank receives an annual retainer of \$5,500 and a fee of \$300 for each meeting of the Board of Directors and its committees attended. The chair of each committee receives \$350 for each committee meeting attended. The Chairman of the Board receives an additional annual retainer of \$2,750. One fee is paid for attendance at meetings that serve both the Company and the Bank. Employee directors receive no cash compensation for services as directors.

In December 2005, the Compensation Committee recommended and the Board approved additional compensation to each director payable in shares of the Company's common stock in an amount equal to the total amount of cash fees earned by each director during the year, valued as of December 31, and paid in January.

A Deferred Directors Fee Plan for non-employee directors provides that directors may elect to defer receipt of all or any part of their fees. Deferrals are either credited with interest compounded quarterly at the Applicable Federal Rate for short-term debt instruments or converted to units, which appreciate or depreciate, as would an actual share of the Company's common stock purchased on the deferral date. Cash deferrals will be paid into an interest bearing account and paid in cash. Units will be paid in shares of common stock.

The following table sets forth the total compensation paid to each non-employee director for services rendered in 2007.

| Director                  | Fees Earned<br>or Paid<br>in Cash | Stock<br>Awards<br>Earned | Total    |
|---------------------------|-----------------------------------|---------------------------|----------|
| Robert E. Agan            | \$16,650                          | \$16,650                  | \$33,300 |
| David J. Dalrymple        | \$20,850                          | \$20,850                  | \$41,700 |
| Robert H. Dalrymple       | \$16,000                          | \$16,000                  | \$32,000 |
| Clover M. Drinkwater      | \$16,000                          | \$16,000                  | \$32,000 |
| William D. Eggers         | \$16,150                          | \$16,150                  | \$32,300 |
| Stephen M. Lounsberry III | \$19,000                          | \$19,000                  | \$38,000 |
| Thomas K. Meier           | \$16,250                          | \$16,250                  | \$32,500 |
| Ralph H. Meyer            | \$19,150                          | \$19,150                  | \$38,300 |
| John F. Potter            | \$17,650                          | \$17,650                  | \$35,300 |
| Charles M. Streeter, Jr.  | \$15,700                          | \$15,700                  | \$31,400 |
| Richard W. Swan           | \$16,300                          | \$16,300                  | \$32,600 |

## Communicating with the Board

Shareholders may communicate in writing with the Board of Directors or with individual directors by contacting the Company's Corporate Secretary, Jane H. Adamy, One Chemung Canal Plaza, Elmira, New York 14901. The corporate secretary will relay the question or message to the specific director identified by the shareholder or, if

no specific director is requested, to the CEO.

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#### Directors Attendance at Annual Meetings

The Company does not have a formal policy regarding attendance by a member of the Board at the Company's annual meeting of shareholders. The Company will continue to encourage such attendance. In 2007, ten directors attended the annual meeting.

### COMPENSATION DISCUSSION AND ANALYSIS

#### Compensation Philosophy and Objectives

The Board Compensation Committee (the "Committee") reviews and administers the Company's compensation policies and practices for the Named Executive Officers ("NEOs"). The current NEOs named in the Summary Compensation Table are Chief Executive Officer, Ronald M. Bentley, Chief Financial Officer and Treasurer, John R. Battersby, Jr., Executive Officers James E. Corey III and Melinda A. Sartori. In addition, former Chief Executive Officer Jan P. Updegraff, who retired December 31, 2007, is included in the table.

The Company's compensation philosophy is designed to attract, motivate and retain highly qualified financial services professionals capable of maximizing business performance for the benefit of shareholders. The Committee believes in a simple, straightforward approach to executive compensation and therefore has limited the number and types of programs used, as discussed below in the Elements of Compensation subsection.

The Committee's goal is to provide a competitive level of total compensation targeted at the median level, compared to similar financial services companies. NEOs are rewarded for satisfying both Company and individual performance goals. In 2007, compensation components for NEOs were 1) base salary, 2) performance-based incentives, and 3) retirement and other benefits.

#### Policies and Procedures

To achieve the compensation program's objectives, the Committee compared its practices with those of other financial institutions. In 2007, the Company utilized information from the Clark Consulting Banking Compensation Survey Report, which is done in conjunction with the New York State Bankers Association, and from other publicly available information for peer institutions.

The peer group used for comparison purposes in 2007 generally included financial institutions with total assets from \$500 million to \$1.5 billion, with a focus on banks located in upstate New York and Pennsylvania. Chemung Financial, with over \$822 million in assets, is at approximately the 50<sup>th</sup> percentile of the group in asset size. This data provides the Committee with a context within which to determine whether any base salary adjustments should be recommended, whether any revisions to the annual incentive plan's potential payout levels should be considered, and whether its approach to long-term incentives remains appropriate.

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#### Elements of Compensation

**Base Salary:** Base salary paid to executives is reviewed against market on an annual basis. Base salary levels reflect the Committee's perceived value of the position, both in the context of the market data for similar positions, as

well as the individual fulfilling the duties of the position. The Committee also looks at base salary levels in comparison to total compensation. The CEO reviews the base salaries of the other NEOs with the Committee and any recommendation to change the base salaries of the NEOs are submitted to the full Board for approval. The recommendations are based upon an evaluation process, which includes attainment of goals set forth in the Company's annual business plan as well as professional and leadership performance.

The Committee reviewed the relevant market data and considered individual performance of the NEOs in 2007, and determined that the base salaries should be increased in January 2008 as follows: Mr. Battersby \$10,000; Mr. Corey \$5,000; and, Mrs. Sartori \$8,500.

The Committee conducts an annual performance review of the CEO. The CEO's performance objectives are defined consistent with, and in support of, the Company's annual business plan and also measures progress towards the attainment of the Company's long-term strategic plan. These goals include, but are not limited to, metrics related to net income, return on equity, efficiency, asset quality, regulatory ratings and progress in achieving long-term strategic objectives. In April 2007, Mr. Bentley received a salary increase of \$60,000, based upon his assumption of the duties as CEO and as part of the terms of his employment agreement. In January 2008, Mr. Bentley received a base salary increase of \$40,000.

*Performance-based Incentive Compensation:*

The Board determined in recent years to establish an annual incentive plan in which all employees (with the exception of employees who have sales-based incentives), including the NEOs, would participate at the same targeted percentage of base salary. For 2007 this target percentage was 5.0% of base salary and was designed to pay out the targeted amounts based upon the attainment of a \$9.7 million level of pre-tax earnings, before the incentive payout. Performance below the targeted level would result in lower payouts. The target was reached in 2007 and the payments made in early 2008.

The Committee also considers additional bonus payments for achieving financial results that exceed pre-established targets. In 2007, the Committee approved a discretionary bonus pool of \$150,000 that was distributed to fourteen senior officers, including the NEOs, based upon their individual performance and contributions to the Company's success. Mr. Bentley received a bonus payment of \$70,000 based upon the Company's financial performance and strategic accomplishments during 2007. The bonus was paid in January 2008, one-half in cash and one-half in Company stock.

As part of Mr. Bentley's joining the Company in August 2006, he was granted 1,000 shares of Company stock in November 2006, valued at \$33,000 and an additional 1,000 shares of stock in August 2007, valued at \$29,000. These shares were fully vested upon receipt and were made principally to replace equity compensation forfeited at his prior employer. Based upon the Company's financial performance and strategic accomplishments during 2007, the Board awarded Mr. Bentley 1,321 shares of Company stock valued at \$35,000 in partial payment of a \$70,000 year-end bonus.

Mr. Bentley and Mr. Updegraff receive shares of Company stock for their services as board directors based on an amount equal to the average compensation received by non-employee directors. They do not receive cash compensation for serving on the board. For their 2007 board services, they each received 633 shares in January 2008 with a value of \$17,245.

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**Retirement and Other Benefits:** The Company provides retirement benefits through a combination of the Pension Plan and a 401(k) plan. The Pension Plan is available to all Company employees and the entire cost is paid by the Company. The benefits are payable based upon years of service and final average compensation. The NEOs are

eligible to participate in the 401(k) plan on the same terms as other employees. Company contributions are discretionary in accordance with the business plan approved by the Board each year. Employees may contribute up to 70% of base pay on a pre-tax basis up to the statutory limits.

The NEOs are eligible for the same benefits available to all other employees including life and health insurance, vacations, holidays and personal and sick leave.

The NEOs are provided with perquisites that the Committee believes are modest, reasonable and similar to those provided to executive officers at peer financial institutions, and are designed to assist the executives in carrying out their duties. Club memberships are provided to the NEOs to enable them to interact and foster relationships with clients and local business people. The NEOs have use of a Company-owned vehicle, of which personal use is subject to tax.

The Company entered into a Severance Agreement and a Change of Control Agreement with Mr. Bentley upon his joining the Company in 2006. Under the Severance Agreement, if Mr. Bentley's employment is terminated, he would receive his base salary for one year and would remain covered under the employee benefit programs, generally provided to all employees, for one year. Under the Change of Control Agreement, Mr. Bentley would receive a range of different payments depending on the circumstances, which are further described on page 19.

The Company has entered into Change in Control Agreements with Messrs. Battersby, Corey and Mrs. Sartori. The purpose of the agreements is to retain and secure key employees and encourage their continued attention and dedication to their assigned duties. In the event of their termination, following a change in control, they would receive a severance benefit equal to two times the highest annual compensation, including salary and bonus, based on the last two years of compensation.

#### COMPENSATION AND PERSONNEL COMMITTEE REPORT

The Committee has reviewed and discussed the foregoing Compensation Discussion and Analysis with management and, based on such review and discussion, recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

The Compensation and Personnel Committee:

Ralph H. Meyer, Chairman

Robert H. Dalrymple

Robert E. Agan

Stephen M. Lounsberry III

William D. Eggers

Thomas K. Meier

David J. Dalrymple

Richard W. Swan

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#### EXECUTIVE COMPENSATION

The following tables summarize compensation information paid or earned by the current NEOs and the former Chief Executive Officer for 2007.

Summary Compensation Table

| Name and Principal Position                                         | Year | Salary (1) | Bonus    | Stock Awards (2) | Non-Equity Incentive Plan Compensation | Change in Pension Value (3) | All Other Compensation (4) | Total     |
|---------------------------------------------------------------------|------|------------|----------|------------------|----------------------------------------|-----------------------------|----------------------------|-----------|
| Ronald M. Bentley<br>President & Chief Executive Officer            | 2007 | \$291,538  | \$75,000 | \$81,245         | \$14,577                               | \$28,250                    | \$9,909                    | \$509,519 |
|                                                                     | 2006 | \$96,154   |          | \$33,000         | \$2,404                                |                             | \$13,756                   | \$145,314 |
| John R. Battersby, Jr.<br>Executive Vice President, CFO & Treasurer | 2007 | \$132,715  | \$20,000 |                  | \$6,636                                | \$36,151                    | \$14,637                   | \$210,139 |
|                                                                     | 2006 | \$118,808  |          |                  | \$2,970                                | \$24,085                    | \$3,564                    | \$149,427 |
| James E. Corey III<br>Executive Vice President                      | 2007 | \$156,969  | \$10,000 |                  | \$7,848                                | \$54,007                    | \$5,162                    | \$233,986 |
|                                                                     | 2006 | \$151,911  |          |                  | \$3,798                                | \$41,485                    | \$4,557                    | \$201,751 |
| Melinda A. Sartori<br>Executive Vice President                      | 2007 | \$131,115  | \$20,000 |                  | \$6,556                                | \$21,809                    | \$4,657                    | \$184,137 |
|                                                                     | 2006 | \$121,231  |          |                  | \$3,031                                | \$14,650                    | \$3,637                    | \$142,549 |
| Jan P. Updegraff (5)<br>Former Chief Executive Officer              | 2007 | \$344,423  |          | \$17,245         |                                        | \$174,896                   | \$17,190                   | \$588,754 |
|                                                                     | 2006 | \$329,423  | \$35,000 | \$18,732         | \$8,236                                | \$146,016                   | \$18,911                   | \$521,318 |

(1) The current base salaries for Messrs. Bentley, Battersby, Corey and Mrs. Sartori are \$350,000, \$143,650, \$162,161 and \$140,000, respectively.

(2) The amounts shown in this column represent the accounting expense recognized by the Company in fiscal year 2007 in accordance with Statement of Financial Accounting Standards No. 123(R), Share-Based Payment ("FAS 123R"). The awards to Mr. Updegraff and Mr. Bentley were fully vested upon grant and the Company fully expensed these amounts in fiscal year 2007.

(3) The amounts shown represent the aggregate change, from December 31, 2006 to December 31, 2007, in the present value of the named executive officers' accumulated pension benefit from the Chemung Canal Trust Company Pension Plan and, for Mr. Updegraff and Mr. Bentley, from the Chemung Canal Trust Company Executive Supplemental Retirement Plan. The present value of the accumulated benefit and a detailed discussion of the plans are presented in the Pension Benefits Table and related narrative.

(4) All Other Compensation" includes perquisites and other personal benefits: automobile, club memberships and matching contributions made by the Bank to the 401(k) Plan.

(5) Mr. Updegraff retired from the Bank on December 31, 2007.

## Grants of Plan-Based Awards

| Name              | Grant Date | Estimated Possible Payouts Under Non-Equity Incentive Plan Awards |             |              | Estimated Future Payouts Under Equity Incentive Plan Awards |             |             | All Other Stock Awards: Number of Shares of Stock (#) | All Other Option Awards: Number of Securities of Underlying Options (#) |
|-------------------|------------|-------------------------------------------------------------------|-------------|--------------|-------------------------------------------------------------|-------------|-------------|-------------------------------------------------------|-------------------------------------------------------------------------|
|                   |            | Threshold (\$)                                                    | Target (\$) | Maximum (\$) | Threshold (\$)                                              | Median (\$) | Target (\$) |                                                       |                                                                         |
| Jan P. Updegraff  | 01/15/2008 |                                                                   |             |              |                                                             |             |             | 633 (1)                                               |                                                                         |
| Ronald M. Bentley | 08/01/2007 |                                                                   |             |              |                                                             |             |             | 1,000 (2)                                             |                                                                         |
|                   | 01/15/2008 |                                                                   |             |              |                                                             |             |             | 633(1)                                                |                                                                         |
| Ronald M. Bentley | 01/24/2008 |                                                                   |             |              |                                                             |             |             | 1,321 (3)                                             |                                                                         |
| Ronald M. Bentley |            |                                                                   |             |              |                                                             |             |             |                                                       |                                                                         |

(1) Based on services rendered as a member of the Board of Directors during 2007. Under this arrangement an award was made to former CEO shortly after the year ended in an amount equal to the average base compensation received by non-employee directors during 2007.

(2) This grant was part of the terms of Mr. Bentley joining the Company and was made principally to reflect equity compensation received by Mr. Bentley from his former employer.

(3) This grant was issued to Mr. Bentley as part of a year-end bonus of \$70,000, paid one-half in cash and one-half in Company stock.

Chemung Canal Trust Company, a subsidiary of the Company, entered into an employment agreement with Mr. Updegraff in November 2000 that provided for an initial term that ended December 31, 2004. The term was extended in November 2006, until March 31, 2008. In December 2007 an addendum to Mr. Updegraff's employment contract moved his retirement from March 31, 2008 to December 31, 2007. Under the terms of the contract addendum, Mr. Updegraff received a special bonus of \$167,692 consisting of salary, bonus and vacation pay less health insurance premiums to March 31, 2008. Subsequent to his retirement, Mr. Updegraff has been retained to manage certain significant trust relationships for which he receives a company car, cell phone and club memberships at an approximate value of \$10,500.

The Company employed Mr. Bentley effective August 1, 2006 as its President and Chief Operating Officer. The terms of Mr. Bentley's employment included the position of President and Chief Executive Officer, pending Board approval on April 18, 2007, with an increase in base salary to \$310,000. Also included was the stock grant described in the Summary Compensation Table, a signing bonus of \$40,000 paid in February 2007, and an additional grant of 1,000 shares of Company stock awarded in August 2007.

#### Pension Benefits

##### Chemung Canal Trust Company Pension Plan:

Messrs. Battersby, Bentley, Corey, Updegraff and Mrs. Sartori are participants in the Chemung Canal Trust Company Pension Plan, a non-contributory defined benefit pension plan. This plan covers all employees who have reached their 21<sup>st</sup> birthday.

Under the plan, pension benefits are based upon final average annual compensation where annual compensation is total base earnings paid plus 401(k) salary deferrals. Bonuses, overtime, and dividends are excluded. The normal retirement benefit equals 1.2% of final average compensation (highest consecutive five years of annual compensation in the prior 10 years) times years of service (up to a maximum of 25 years) plus 1% of average monthly compensation for each additional year of service (up to a maximum of 35 years). Compensation for purposes of determining benefits under the pension plan was limited to \$225,000 for 2007. Lower limits applied in earlier years. The compensation limit is increased annually by inflation. The 2008 compensation limit is \$230,000.

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Normal retirement age under the plan is 65. Participants may commence their retirement benefit prior to age 65 if they have at least five years of credited service and have attained age 55. The retirement benefit payable before age 65 is reduced to recognize the greater number of years during which the participant will receive the retirement benefit. The reduction is 6 2/3% for each year between age 60 and 65 that the benefit commences prior to the age of 65. The reduction prior to age 60, if the benefit commences between age 55 and 60, is 5.33% per year.

The pension plan is a "qualified plan" under the Code and therefore must be funded. Contributions are deposited to the plan and held in trust. The plan assets may only be used to pay retirement benefits and eligible plan expenses.

**Chemung Canal Trust Company Executive Supplemental Pension Plan:** As described above, U.S. laws place limitations on compensation amounts that may be included under the pension plan. The executive supplemental pension plan is provided to executives in order to produce total retirement benefits, as a percentage of compensation, that is comparable to employees whose compensation is not restricted by the annual compensation limit. Pension amounts based upon the pension plan formula, which exceed the applicable limitations, will be paid under the executive supplemental pension plan.

The executive supplemental pension plan is a "non-qualified plan" under the Code. Contributions to the plan are not held in trust; therefore, they may be subject to the claims of creditors in the event of bankruptcy or insolvency.

When payments come due under the plan, cash is distributed from general assets.

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***Executives Eligible for Early Retirement:*** As of December 31, 2007, all of the NEOs, except for Mr. Bentley and Mrs. Sartori, have reached age 55 and have completed five years of service to be eligible for early retirement.

Pension Benefits Table

| Name                            | Plan Name                                                       | Number of Years Credited Service (#) | Present Value of Accumulated Benefit <sup>(1)</sup> (\$) |
|---------------------------------|-----------------------------------------------------------------|--------------------------------------|----------------------------------------------------------|
| Ronald M. Bentley               | Chemung Canal Trust Company Pension Plan                        | 1                                    | \$21,159                                                 |
|                                 | Chemung Canal Trust Company Executive Supplemental Pension Plan | 1                                    | \$7,091                                                  |
| John R. Battersby, Jr.          | Chemung Canal Trust Company Pension Plan                        | 19                                   | \$196,285                                                |
| James E. Corey III              | Chemung Canal Trust Company Pension Plan                        | 20                                   | \$359,523                                                |
| Melinda A. Sartori              | Chemung Canal Trust Company Pension Plan                        | 13                                   | \$97,347                                                 |
| Jan P. Updegraff <sup>(2)</sup> | Chemung Canal Trust Company Pension Plan                        | 38                                   | \$1,219,887                                              |
|                                 | Chemung Canal Trust Company Executive Supplemental Pension Plan | 38                                   | \$632,232                                                |

(1)

The accumulated benefit is the benefit to which an executive would be entitled had he or she terminated employment on December 31, 2007 and elected to commence receiving benefits at the earliest age at which he or she would receive an unreduced benefit, payable as a monthly benefit for as long as the executive lived. The expected benefit payments are discounted using interest and mortality assumptions to produce the present value of the accumulated benefit as of December 31, 2007. The assumed interest rate is 6.00% and the mortality assumption is based

upon the 1994 Group Annuity Mortality Table for men and women.

(2)

Mr. Updegraff retired December 31, 2007.

#### Potential Payments upon Termination of Employment or Change in Control

The following paragraphs summarize the estimated amounts payable to each of the NEOs under an employment agreement or change in control agreement assuming employment was terminated December 31, 2007.

Mr. Bentley is covered under a Severance Agreement and a Change of Control Agreement. Under the Severance Agreement, if terminated involuntarily without cause, he would receive one year's salary equal to \$310,000 and employee benefits for one year equal to \$10,199

Under the Change of Control Agreement, Mr. Bentley would receive a number of payments and benefits under different circumstances. 1) Within twenty-four months following a change of control if there is, (a) involuntary termination without cause or by him for good reason, or (b) there is a termination by him for any reason within twelve months of the change of control, Mr. Bentley would receive cash severance equal to 2.99 times the highest annual compensation paid to him based on the prior two years, in the amount of \$1,080,999, a present value of employee retirement plan benefits in the amount of \$170,936 and a tax gross-up payment in the amount of \$553,442, for a total of \$1,805,377; and, 2) If he voluntarily terminates his employment more than twelve months after a change of control, his payments would total \$450,495 comprised of cash severance of \$361,538 and a present value of employee and retirement plan benefits of \$88,957.

Under the Company's executive supplemental disability benefit program Mr. Bentley, if terminated due to disability, would receive benefits that would continue until the earlier of recovery, death or age 67 with a present value of \$249,530.

In August 2007, the Company entered into Change of Control Agreements with executive officers Battersby, Corey and Sartori. Following a change in control, if the executive's employment is terminated within twelve months or if the executive resigns for any reason, the agreements provide for payments of two (2) times the executive's annual compensation (including only salary and bonus) for the last two years. Payments would be made in equal monthly installments for twenty-four (24) months following the effective date of the termination.

The amount of severance pay that each of the executive officers would be entitled to, pursuant to the Change in Control Agreement, if termination had occurred on December 31, 2007 is as follows: Mr. Battersby \$305,430; Mr. Corey \$333,938; and, Mrs. Sartori \$302,230.

#### RELATED MATTERS

## Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act of 1934 requires directors and certain officers of Chemung Financial and persons who beneficially own more than ten percent of the outstanding shares of the Company's common stock to file reports of beneficial ownership and changes of beneficial ownership of shares of common stock with the Securities and Exchange Commission. SEC regulations require such persons to furnish the Company with copies of all Section 16(a) reports they file. Based solely on review of the copies of such reports furnished to Chemung Financial and its representatives and certain representations that no other reports were required, all persons subject to the SEC reporting requirements filed the required reports on a timely basis except that Mr. Lounsberry sold shares in December 2007 and filed the report in January 2008.

## Certain Transactions with Related Parties

A number of Chemung Financial's directors, members of executive management and their associates are customers of Chemung Canal Trust Company. Any extensions of credit made to them are made in the ordinary course of business, are made on substantially the same terms, including interest rates and collateral, as those prevailing at the same time for comparable transactions with others and do not involve more than normal risk of collectibility or present other unfavorable features to the Bank.

The law firms of Sayles & Evans, of which Ms. Drinkwater is a partner and Nixon, Peabody, LLP, of which Mr. Eggers is senior counsel, each provided legal services to the Company in 2007. The amounts paid to each of these entities were less than the established reporting thresholds. The Bank's policy requires that a review of related party transactions over \$100,000 be conducted for potential conflict of interest and all such transactions be approved by the Board

## Code of Ethics

The Board of Directors has adopted a Code of Ethics for Senior Financial Officers which applies to Chemung Financial's chief executive officer, the chief auditor and other senior officers performing accounting, auditing, financial management or similar functions. This Code of Ethics supplements a Code of Business Conduct and Ethics, which governs all employees, officers and directors. Both Codes can be viewed at the Corporate Governance link on the home page of the Bank's website at [www.chemungcanal.com/home/info.governance](http://www.chemungcanal.com/home/info.governance).

## Shareholder Proposals

Shareholders who desire to present proposals at the 2009 Annual Meeting of Shareholders must forward them in writing to the Corporate Secretary of Chemung Financial Corporation, One Chemung Canal Plaza, Elmira, New York 14901, so they are received no later than December 5, 2008, in order to be considered for inclusion in the Company's proxy statement for such meeting. Such proposals must comply with the Securities and Exchange Commission's regulation regarding the inclusion of shareholder proposals in proxy materials.

In accordance with its written charter adopted by the Board of Directors, the Chemung Financial Corporation's Audit Committee ("Committee") assists the Board in fulfilling its oversight responsibilities for the integrity of the Company's financial statements, systems of internal accounting and financial controls, compliance with legal and regulatory requirements, the independent auditor's qualifications, independence and performance as well as the performance of its internal audit function. The members of the Audit Committee meet the independence requirements of applicable laws and rules as determined by the Board. Seven meetings of the Committee were held during 2007. The charter was revised in May 2006 and can be viewed on the Bank's website [www.chemungcanal.com/home/info.governance](http://www.chemungcanal.com/home/info.governance).

On March 12, 2008, the Audit Committee appointed Crowe Chizek and Company LLC as the Company's independent auditors for the fiscal year ending December 31, 2008.

The Committee has reviewed and discussed with management and the independent auditors, Crowe Chizek, the Company's audited consolidated financial statements for the year ended December 31, 2007. As required by Independence Standards Board Standard No. 1, *Independence Discussions with Audit Committees*, the Committee has obtained from the independent auditors a formal written statement describing all relationships between the auditors and the Company. It also discussed the quality and adequacy of the Company's internal controls with management and the independent auditors. In addition, the Committee also reviewed with the independent auditors their audit plans, audit scope and identification of audit risks.

The Committee discussed and reviewed with the independent auditors all communications required by Statement on Auditing Standards No. 61, *Communications with Audit Committees*, and has discussed and reviewed the results of the independent auditors' examination of the financial statements.

Based upon the above-mentioned reviews and discussions with management and Crowe Chizek, the Committee recommended to the Board of Directors that the audited consolidated financial statements be included in Chemung Financial Corporation's Annual Report on Form 10-K for the year ended December 31, 2007 to be filed with the Securities and Exchange Commission. A representative of Crowe Chizek is expected to be present at the Annual Meeting.

The Audit Committee:

Charles M. Streeter, Jr., Chairman

Ralph H. Meyer

Robert E. Agan

John F. Potter

Stephen M. Lounsberry III

Richard W. Swan

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#### Fees for Professional Services Rendered by Independent Auditors

Fees billed by Crowe Chizek relating to the years ending in 2006 and 2007 are provided in the following table. All services provided by Crowe Chizek in 2007 were pre-approved by the Audit Committee.

|                 |  |
|-----------------|--|
| Type of Service |  |
|-----------------|--|

|                    | Fiscal Years Ended<br>December 31, |           |
|--------------------|------------------------------------|-----------|
|                    | 2007                               | 2006      |
| Audit Fees         | \$162,000                          | \$175,000 |
| Audit-Related Fees | 9,200                              | 9,750     |
| Tax Fees           | 0                                  | 0         |
| All Other Fees     | 23,179                             | 42,214    |
| Total Fees         | \$194,379                          | \$226,964 |

The audit fees were for professional services rendered for the audit of the Company's annual financial statements, management's report on internal control over financial reporting and review of financial statements included in the Company's Quarterly Reports on Form 10-Q, and services that are normally provided by Crowe Chizek in connection with statutory and regulatory filings or engagements.

Audit-related fees for 2007 and 2006 were for professional services rendered for the audit of the Company's student loan FFEL Program as required by the U.S. Department of Education.

The "Other Fees" billed to the Company by Crowe Chizek for 2007 include compliance consulting engagements relating to employee benefit plans managed by the Bank, software licenses and consulting services relating to accounting standards. The "Other Fees" billed to the Company by Crowe Chizek for 2006 include compliance consulting engagements relating to employee benefit plans managed by the Bank, software licenses and training related to audit software.

#### Audit Committee Pre-Approval Policies and Procedures

The Audit Committee pre-approves audit and permissible non-audit services provided by the independent auditors. These services may include audit services, non-audit services, audit-related services, tax services and other services. The independent auditor and management periodically report to the Committee regarding the extent of services provided by the independent auditor in accordance with this pre-approval, and the fees for the services performed to date. The Committee may also pre-approve additional services on a case-by-case basis. In the period between meetings of the Audit Committee, the Committee Chair or a delegated sub-committee is authorized to pre-approve such services on behalf of the Committee provided that such pre-approval is ratified by the Audit Committee at its next regularly scheduled meeting.

#### OTHER MATTERS

The Board of Directors know of no other matters to be presented to the annual meeting other than as specified above. If, however, any other matters should come before the 2008 Annual Meeting, it is intended that the persons named in the enclosed proxy, or their substitutes, will vote such proxy in accordance with their best judgment on such matters.

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Chemung Financial Corporation's 2007 Annual Report to Shareholders on form 10-K, together with an abbreviated report for the twelve-month period, accompanies this proxy statement, which was mailed to shareholders on or about April 3, 2008.

Any shareholder may obtain a copy of Chemung Financial Corporation's 2007 Annual Report on Form 10-K filed with the Securities and Exchange Commission without charge. To obtain a copy, write to: Jane H. Adamy, Corporate Secretary, One Chemung Canal Plaza, Elmira, New York 14901, or e-mail the request to the Bank's website at [www.chemungcanal.com](http://www.chemungcanal.com). In addition, the Annual Report on Form 10-K is available at the SEC's website at [www.sec.gov](http://www.sec.gov).

By Order of the Board of Directors,

Jane H. Adamy

Secretary

Date: April 3, 2008

One Chemung Canal Plaza

Elmira, New York 14901

[www.chemungcanal.com](http://www.chemungcanal.com)

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CHEMUNG FINANCIAL CORPORATION

ANNUAL MEETING OF SHAREHOLDERS - MAY 7, 2008

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

John B. Hintz and Daniel F. Agan, each with power of substitution and with all powers and discretion the undersigned would have if personally present, are hereby appointed the proxies to represent the undersigned at the Annual Meeting of Shareholders of Chemung Financial Corporation, to be held on May 7, 2008 (including any adjournments or postponements thereof) and to vote all shares of Common Stock of Chemung Financial Corporation which the undersigned is entitled to vote on all matters that properly come before the meeting, subject to any directions indicated.

(Continued and to be signed on reverse side)

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Annual Meeting of Shareholders of  
CHEMUNG FINANCIAL CORPORATION

May 7, 2008

PROXY VOTING INSTRUCTIONS

MAIL

- Date, sign and mail your proxy card in the envelope provided as soon as possible.

-or-

**TELEPHONE** - Call toll-free 1-800-PROXIES from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

-or-

INTERNET

- Access [www.voteproxy.com](http://www.voteproxy.com) and follow the on-screen instructions. Have your proxy card available when you access the web page.

Your telephone or internet vote must be received by 11:59 pm eastern daylight time on May 6, 2008. It is not necessary to return this proxy card if you vote by telephone or internet.

Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or internet.

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOW HERE

x

1. Election of Directors

|                                                                     |                                                                |                                                                                                            |
|---------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|
| <input type="radio"/>                                               | Nominees:                                                      | This proxy will, when properly executed, be voted as directed.                                             |
| <input type="radio"/>                                               |                                                                |                                                                                                            |
| For all Nominees                                                    |                                                                | If no direction is given, this proxy will be voted 'For' the election of all nominees.                     |
| <input type="radio"/> Withhold Authority<br>For All Nominees        | Robert E. Agan      3-year term                                |                                                                                                            |
| <input type="radio"/> For All Except<br>(see instructions<br>below) | <input type="radio"/> Stephen M. Lounsberry III 3-year term    | In their discretion, the proxies are authorized to vote on such other business as may properly come before |
|                                                                     | <input type="radio"/> Thomas K. Meier      3-year term         |                                                                                                            |
|                                                                     | <input type="radio"/> Charles M. Streeter, Jr      3-year term |                                                                                                            |

the meeting or any adjournment thereof.

**INSTRUCTIONS:**

To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here x

To change the address on your account, please check the box at the right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

I/We will attend the meeting

o

o

Signature  
of Shareholder

Date

Signature of  
Shareholder

Date

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.