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CITIZENS & NORTHERN CORP
Form 8-K
August 25, 2004

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) August 19, 2004

CITIZENS & NORTHERN CORPORATION

(Exact name of registrant as specified in its charter)

----- Pennsylvania ----- (State or other jurisdiction of incorporation)	----- 0-16084 ----- (Commission File Number)	----- 23-2451943 ----- (I.R.S. Employer Identification No.)
90-92 Main Street, Wellsboro, PA ----- (Address of Principal Executive Office)		16901 ----- (Zip Code)

Registrant's telephone number, including area code (570) 724-3411

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- () Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- () Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- () Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- () Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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SECTION 5 - CORPORATE GOVERNANCE AND MANAGEMENT

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

On August 19, 2004, the Board of Directors of Citizens & Northern Corporation voted to increase the maximum age for eligibility for election as a member of the Board to sixty-eight (68) years from sixty-five (65) years. This change was effective immediately upon adoption by the Board. A copy of the amended By-Laws of Citizens & Northern Corporation is included as Exhibit 3.1 to this Form 8-K.

SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibit 3.1 - Citizens & Northern Corporation By-Laws, as Amended
August 19, 2004

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned thereunto duly authorized.

CITIZENS & NORTHERN CORPORATION

Date: 8/25/04

By: /s/ Craig G. Litchfield

Name: Craig G. Litchfield
Title: Chairman, President and
Chief Executive Officer