
JEFFERSONVILLE BANCORP
4866 STATE ROUTE 52
JEFFERSONVILLE, NEW YORK 12748

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD APRIL 23, 2024**

NOTICE IS HEREBY GIVEN that the Annual Meeting of the Stockholders of Jeffersonville Bancorp (the “Company”) will be held at the Town of Callicoon Town Hall, 19 Legion Street, Jeffersonville, New York 12748 at 3:00 p.m. on April 23, 2024 for the following purposes:

- (1) To elect two directors to the Board of Directors to serve for three-year terms (Proposal 1);
- (2) To ratify S.R. Snodgrass, P.C. as the independent public accounting firm for the Company for the year ending December 31, 2024 (Proposal 2);
- (3) To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

Only those holders of record of common stock of the Company, par value \$0.50 per share (the “Common Stock”), at the close of business on March 1, 2024 are entitled to notice of and to vote at the Annual Meeting or any adjournment thereof.

You are cordially invited and urged to attend the Annual Meeting in person, but if you are unable to do so, please date, sign, and promptly return the enclosed proxy card in the enclosed, self-addressed stamped envelope. You can revoke your proxy at any time before it is exercised by timely delivery of a properly executed later-dated proxy or by voting in person at the meeting.

BY ORDER OF THE BOARD OF DIRECTORS

Kenneth C. Klein
Chairman

Jeffersonville, New York
March 21, 2024

**PROXY STATEMENT
OF
JEFFERSONVILLE BANCORP
4866 STATE ROUTE 52
JEFFERSONVILLE, NEW YORK 12748**

**ANNUAL MEETING OF STOCKHOLDERS
APRIL 23, 2024**

This proxy statement and the accompanying proxy card are being mailed to stockholders of Jeffersonville Bancorp (the “Company”) on or about March 21, 2024 in connection with the solicitation, by the Company’s Board of Directors, of proxies to be voted at the Annual Meeting of stockholders to be held in person at 3:00 p.m. on April 23, 2024.

The Company is the parent holding company of Jeff Bank (the “Bank”).

VOTING AND PROXY PROCEDURE

Who Can Vote at the Meeting

Only holders of record of Common Stock at the close of business on March 1, 2024, are entitled to notice of and to vote on matters to come before the Annual Meeting or any adjournment thereof. On the record date, there were 4,234,505 shares of Common Stock then outstanding and eligible to be voted at the Annual Meeting.

Vote Required

Directors will be elected by a plurality of the shares present, either in person or represented by proxy, at the Annual Meeting and entitled to vote on the matter. The appointed proxies will vote your shares “**FOR**” each of the two nominees and “**FOR**” the ratification of S.R. Snodgrass, P.C. as its independent public accounting firm unless you instruct otherwise in the proxy form.

Voting by Proxy

Each stockholder is entitled to one vote in person or by proxy in respect to each such share on each matter to come before the Annual Meeting. For example, if a stockholder held one share of Common Stock, the stockholder would have one vote for each of the director nominees. He or she could cast their vote either “**FOR**” or “**WITHHOLD AUTHORITY**” for each of the nominees on an individual basis.

Each proxy, unless the stockholder otherwise indicates therein, will be voted “**FOR**” the election of the Board of Directors’ nominees and “**FOR**” the ratification of S.R. Snodgrass, P.C. as its independent public accounting firm. In each case where the stockholder appropriately specified how the proxy is to be voted, it will be voted in accordance with his or her specification. Stockholders may designate a person or persons other than those named in the enclosed proxy to vote their shares at the Annual Meeting or any adjournment thereof. As to any other matter of business which may be brought before the Annual Meeting or any adjournment thereof, a vote may be cast pursuant to the accompanying proxy in accordance with the judgment of the persons voting the same, but the Board does not know of any such other matters of business.

Any stockholder has the power to revoke his or her proxy at any time, insofar as it has not been exercised, by: (1) written notice of revocation; (2) submitting a subsequently dated proxy to George W. Kinne, Jr., CEO at the Company, P.O. Box 398, Jeffersonville, New York 12748; or (3) oral revocation given by the stockholder in person at the Annual Meeting or any adjournment thereof, or by voting in person at the Annual Meeting. Attendance at the meeting will not by itself revoke a proxy.

The cost of solicitation of proxies will be borne by the Company. Solicitation of proxies may be made in person or by mail or telephone by directors, officers, and other employees of the Company, without additional compensation. The Company has retained Equiniti Trust Company, LLC ("EQ") to assist in the mailing of proxies and the Company will reimburse EQ for the mailing costs and for out-of-pocket expenses. The Company will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy material to the beneficial owners of Common Stock.

ELECTION OF DIRECTORS (Proposal 1)

The Board of Directors currently consists of 9 members. The Board is divided into three classes (I, II, III), and each director serves a three-year term. The members of each class are to be elected for a term of three years and until their successors are elected and qualified. If the term of office for the Class in which a director is elected expires prior to the director's third year in service, the director will stand for re-election with the other Class members for a full three-year term. One class of directors is to be elected annually. Presently, all directors of the Company are also directors of the Company's wholly owned subsidiary, Jeff Bank (the "Bank").

The term of office for the Class II directors expires at the Annual Meeting. The Board of Directors has nominated the following members of Class II to stand for election as directors for three-year terms: Andrew J. Pavloff and Karen P. Fisher. There are no stockholder nominees for Class II directors.

Information as to Nominees and Other Directors

The following table sets forth the names of the Board of Directors' nominees for election as directors and the current directors of Jeffersonville Bancorp. Also set forth is certain other information with respect to each such person's age at December 31, 2023, the periods during which such person has served as a director of Jeffersonville Bancorp, and positions currently held with Jeffersonville Bancorp and the Bank.

Director Nominees for a Three-Year Term:	Age at December 31, 2023	Director Since	Expiration of Term	Positions Held with Jeffersonville Bancorp and the Bank
Andrew J. Pavloff	66	2020	2024	Director
Karen P. Fisher	64	2018	2024	Director

Continuing Directors:	Age at December 31, 2023	Director Since	Expiration of Term	Positions Held with Jeffersonville Bancorp and the Bank
David W. Bodenstein	58	2012	2025	Director
George W. Kinne, Jr.	47	2016	2025	Director and President of the Company; Director, President and Chief Executive Officer of the Bank
Kenneth C. Klein	63	2000	2025	Chairman and Director
Frederick W. Stabbert, III	62	2012	2025	Corporate Secretary and Director
Philip Coombe, III	62	2012	2026	Director
Elizabeth B. Rowley	41	2021	2026	Director
Edward T. Sykes	79	1982	2026	Vice-Chairman and Director

David W. Bodenstein is the President of Mike Preis, Inc., an insurance agency.

Philip Coombe, III is the owner of Coombe Financial Services, Inc. and a partner of Coombe Bender & Company, LLC.

Karen P. Fisher is the President and co-owner of FisherMears Associates.

George W. Kinne, Jr. is the President of Jeffersonville Bancorp and president and chief executive officer of Jeff Bank.

Kenneth C. Klein is the Chairman of the Board of Directors of the Company and the Bank. Mr. Klein is an attorney with his own practice.

Andrew J. Pavloff is a Certified Public Accountant and a partner of Waschitz Pavloff CPA LLP.

Elizabeth B. Rowley is the President and Chief Executive Officer of the Community Foundation of Orange and Sullivan County.

Frederick W. Stabbert, III is the President of Catskill Delaware Publications, Inc. and publisher of the Sullivan County Democrat.

Edward T. Sykes is the President of Callicoon Co-operative Insurance Company.

It is intended that the persons named in the proxies solicited by the Board will vote for the election of the named nominees. If any nominee is unable to serve, the shares represented by all valid proxies will be voted for the election of such substitute as the Board of Directors may recommend. The Board believes that the nominees will stand for election and knows of no reason why any nominee might be unable to serve if elected.

Required Vote

Directors will be elected by a plurality of the shares present, represented by proxy, at the Annual Meeting and entitled to vote on the matter. The appointed proxies will vote your shares **"FOR"** each of the two nominees unless you instruct otherwise in the proxy form.

The Board of Directors recommends that stockholders vote "FOR" the approval of each of the two nominees to the Board of Directors.



**RATIFICATION OF APPOINTMENT OF AUDITORS
(Proposal 2)**

The Board of Directors has appointed the firm of S.R. Snodgrass, P.C. as its independent public accounting firm of the Company for the fiscal year ending December 31, 2024, subject to ratification of such appointment by the stockholders. Unless otherwise indicated, properly executed proxies will be voted in favor of ratifying the appointment of S.R. Snodgrass, P.C., independent public accountants, to audit the books and accounts of the Company for the year ending December 31, 2024. A representative of S.R. Snodgrass, P.C. is expected to be present at the Annual Meeting and will have an opportunity to make a statement if so desired and will be available to respond to appropriate questions.

Required Vote

Assuming the existence of a quorum at the Annual Meeting, an affirmative vote of a majority of the votes cast by stockholders entitled to vote thereon is required for ratification. The appointed proxies will vote your shares **“FOR”** the ratification of S.R. Snodgrass, P.C. as its independent public accounting firm.

The Board of Directors recommends that stockholders vote “FOR” the ratification of S.R. Snodgrass, P.C. as independent public accounting firm for the year ending December 31, 2024.

**SECURITY OWNERSHIP OF CERTAIN
DIRECTORS AND EXECUTIVE MANAGEMENT**

The following table sets forth information as of February 29, 2024 with respect to the amount of the Company's Common Stock owned by each director of the Company, each nominee for election as a director, and certain executive officers of the Company.

Stock owned by each person is deemed to be, for purposes of this table, any shares of Common Stock which such person has or shares voting power and/or investment power with respect to the security or has the right to acquire beneficial ownership of at any time within 60 days from March 1, 2024. As used herein, "voting power" includes the power to vote or direct the voting of shares and "investment power" includes the power to dispose of or direct the disposition of shares.

Name and Position	Share of Common Stock Owned	Percent of Common Stock Outstanding
David W. Bodenstein, Director	68,973.000	1.63%
Phil Coombe, III, Director ⁽¹⁾	226,719.720	5.33
Rhonda Decker, Retail Banking Administrator and Sr. Vice President of the Bank ⁽²⁾	2,804.000	0.07
Karen P. Fisher, Director	1,684.210	0.04
Tatiana Hahn, Chief Lending Officer and Vice President ⁽³⁾	10,995.194	0.26
George W. Kinne, Jr., President and Director ⁽⁴⁾	4,818.199	0.11
Kenneth C. Klein, Chairman and Director	8,822.202	0.21
Andrew J. Pavloff, Director	6,218.000	0.15
Elizabeth B Rowley, Director	300.000	0.01
John A. Russell, Treasurer ⁽⁵⁾	14,126.000	0.33
Frederick W. Stabbert, III, Secretary and Director ⁽⁶⁾	15,235.800	0.36
Edward T. Sykes, Director, Vice-Chairman and Director ⁽⁷⁾	93,361.000	2.20
All Directors and Executive Officers as a group (12 persons)	453,057.325	10.70%

(1) Included in this number are 211,624.720 shares owned by clients of Coombe and Bender Company.

(2) All shares are owned jointly by Mrs. Decker and her husband, Jack Decker.

(3) Included in this number are 9,000.180 shares owned jointly with, and 43.704 owned solely by, Mrs Hahn's husband, Andrew Hahn.

(4) Included in this number are 4,574.000 shares owned jointly with Mr. Kinne's wife, Emily V. Kinne.

(5) Included in this number are 24.000 shares owned jointly with Mr. Russell's wife, Cynthia C. Clune

(6) Included in this number are 661.000 shares owned by Mr. Stabbert's wife, Regina Stabbert.

(7) Included in this number are 36,754.000 shares owned by Mr. Sykes' wife, Joyce Sykes.



Proxy Statement of Jeffersonville Bancorp