

N/A

(Former name or 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 Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under 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))

CODORUS VALLEY BANCORP, INC.

FORM 8-K

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 14, 2012, the Board of Directors of Codorus Valley Bancorp, Inc., by a majority vote, approved an amendment to Section 10.2 of the Bylaws of Codorus Valley Bancorp, Inc. The amendment changes the age a director may no longer serve from seventy-two (72) to seventy-five (75) years. A complete copy of the amended Bylaws is attached as Exhibit 3(ii).

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

No.	<u>Description</u>
3(ii)	Amended Bylaws of Codorus Valley Bancorp Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Codorus Valley Bancorp, Inc.
(Registrant)

Date: February 17, 2012 /s/ Larry J. Miller
Larry J. Miller
President and Chief
Executive Officer
(Principal Executive Officer)

EXHIBIT INDEX

Exhibit

3 (ii) Amended Bylaws of Codorus Valley Bancorp, Inc.

