



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

On November 18, 2014, Greene County Bancorp, Inc. (the “Company”) amended Article III, Section 2 of its bylaws to reduce the size of its board of directors from seven to six members.

As the Company previously disclosed in its proxy statement to shareholders dated September 26, 2014 for the 2014 Annual Meeting of Shareholders held on November 1, 2014, effective November 1, 2014, Mr. Dennis R. O’Grady retired from the boards of directors of the Company and its wholly owned subsidiary, The Bank of Greene County. There were no disagreements between the Company or the Bank and Mr. O’Grady on any matter relating to the Company’s or the Bank’s operations, policies or practices.

A copy of the Company’s amended bylaws is attached as Exhibit 3.2 to this report.

Item 9.01. Financial Statements and Exhibits

(a) Not Applicable.

(b) Not Applicable.

(c) Not Applicable.

(d) Exhibits.

Ex. 3.2 Amended Bylaws of Greene County 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.

GREENE COUNTY BANCORP, INC.

DATE: November 20, 2014 By: /s/ Donald E. Gibson

Donald E. Gibson

President and Chief Executive Officer

---