



**BYLAWS  
OF  
VANTAGE WEST CREDIT UNION**

Amended and Restated as of June 19, 2019

# VANTAGE WEST CREDIT UNION BYLAWS

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**BYLAWS OF VANTAGE WEST CREDIT UNION**  
(Amended and Restated as of June 19, 2019)

**ARTICLE I**  
**NAME AND PURPOSE**

**Section 1.1. Name.** The current name of the credit union is Vantage West Credit Union. The Board of Directors may change the Credit Union’s name from time to time by Resolution, provided that written authorization of the Superintendent of the Arizona Department of Financial Institutions is secured in accordance with Arizona Revised Statutes 6-509(C). A copy of the Resolution covering any name change will be retained with the official copy of the Bylaws at the Credit Union’s corporate office.

**Section 1.2. Purpose.** The Credit Union is a cooperative society organized under Arizona law as a nonprofit corporation for the purposes of promoting thrift among its members and potential members and creating a source of credit for them at fair and reasonable rates of interest, subject to the Arizona Department of Financial Institutions and the laws and regulations applicable thereto. The Credit Union is dedicated to the philosophy of “investing in people today for a more prosperous tomorrow.”

**ARTICLE II**  
**MEMBERSHIP**

**Section 2.1. Field of Membership.** Membership in the Credit Union is limited to those persons listed in the Field of Membership (Appendix A) to these Bylaws, which is incorporated into and made a part of these Bylaws by reference. The Board of Directors may amend the Field of Membership from time to time in order to add and/or to remove groups therefrom, in accordance with applicable law and regulation, including, without limitation, notice to and approval from the Superintendent of the Arizona Department of Financial Institutions, as more particularly set forth in Section 13.2.

**Section 2.2. Eligibility Requirements.** In order for an applicant for membership to be eligible to join the Credit Union, the applicant must:

- a) be within the Field of Membership;
- b) open a share account at the Credit Union, with a minimum balance (also known as a “par value of shares”<sup>1</sup>) not to exceed (\$50.00), as set by the Board of Directors from time to time by Resolution, which Resolution will be retained with the official copy of the Bylaws at the Credit Union’s corporate office; and
- c) meet all applicable regulatory, legal, and internal requirements to account opening.

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<sup>1</sup> Members admitted prior to or on May 17, 2007 (the date of the membership’s ratification of the Credit Union’s conversion from a federal to a state charter) will be grandfathered with the ability to house par value in any share account other than a checking account. Par value will be housed only in the 00 (zero zero) regular share account for all members admitted after May 17, 2007. There are no other grandfathered membership products or services.

The Credit Union may deny membership to any applicant who has caused the Credit Union a “Loss” (as hereinafter defined). “Loss” means, without limitation, a financial loss or impact to the Credit Union, a reputational loss or impact to the Credit Union, or the threat thereof.

**Section 2.3. Approval of Applications.** Applicants will only become members of the Credit Union upon approval. The Board of Directors authorizes the Credit Union’s President/CEO to appoint membership officers to approve applications based on the eligibility requirements set forth in Section 2.2 of these Bylaws. The Credit Union may impose one-time or periodic membership fees in the amounts and under the conditions the Board of Directors may approve from time to time.

**Section 2.4. Maintenance of Membership.** In order to remain qualified for membership, a member must maintain a share account with a minimum balance as set by the Credit Union (*see* Section 2.2(b)). A member who fails to maintain the minimum balance ceases to be a member of the Credit Union and, if he or she wishes to rejoin, must requalify for membership. Once qualified, however, a member in good standing will remain a member of the Credit Union regardless of whether the member continues to be within the Field of Membership.

**Section 2.5. Member Expulsion.** Management may, pursuant to the Credit Union’s written member conduct policy approved by the Board of Directors, expel a member upon the determination that:

- a) the member has caused a Loss (as defined in Section 2.2);
- b) the member has engaged in any illegal, unethical, or disruptive conduct;
- c) the member has engaged in physical or verbal abuse or harassment in any manner of, but not limited to, any Director, Supervisory Committee member, associate member or Credit Union volunteer, employee, member, contractor, vendor, or agent. This includes actions while on Credit Union premises and through use of mail, telephone, or electronic means (including, but not limited to, email); or
- d) expulsion is otherwise in the best interests of the Credit Union.

The determination to expel will be made on a case-by-case basis in good faith and on an informed basis. The Credit Union will notify the member of the potential expulsion and the reasons upon which it is based. Any member being considered for expulsion has the right to a hearing before the Board of Directors. Expulsion of a member will be conducted in accordance with Arizona Revised Statutes Section 6-524 and the Credit Union’s written member conduct policy.

Amounts paid on shares or deposits made in the Credit Union with any dividends or earnings accredited to a member who has been expelled will be paid to the member when monies become available after deducting any amounts due to the Credit Union, as permitted by applicable law and pursuant to the Credit Union’s right of setoff. Expelled members have no further rights in the Credit Union; however, expulsion does not relieve a member from any outstanding liabilities owed to the Credit Union.

**Section 2.6. Suspension of Services.** The Credit Union may suspend any and all products and services (with the exclusion of the right to maintain a dividend bearing regular share account and the right to vote at annual and special membership meetings) to any member upon a determination by management, in management’s sole discretion, that such suspension is in the best interests of the Credit Union.

**Section 2.7. Member Withdrawal.** The Credit Union may require up to sixty (60) days’ advance written notice of a member’s intention to withdraw shares or deposits, but the notice does not entitle the member to any preferred or prior claim in the event of liquidation.

**Section 2.8. Liability of Members.** The Credit Union’s members are not personally or individually liable for the payment of the Credit Union’s debt solely by virtue of holding membership.

**Section 2.9. Member Products/Services.** The Board of Directors will adopt written policies of the conditions under which shares may be issued, transferred or withdrawn, loans made and repaid, and monies otherwise invested.

### ARTICLE III MEETINGS OF MEMBERS

**Section 3.1. Date, Time, and Place of Annual Membership Meeting.** The Board of Directors will determine the date, time, and place of the Credit Union's annual membership meeting for the purpose of holding elections, voting on issues, and conducting any other Credit Union business. The Secretary of the Board of Directors will establish the voting date of record, if any.

**Section 3.2. Notice of Annual Membership Meeting.** Notice of the annual membership meeting must be posted conspicuously on the Credit Union's website at least thirty (30) days before the annual membership meeting at the direction of the Secretary of the Board of Directors. Additional print or electronic notices, as the Credit Union deems appropriate or as required by applicable law or regulation, may be posted at Credit Union locations or otherwise published, provided, delivered, transmitted, sent, or mailed to members. The notice must include the date, time, and place of the annual membership meeting and the voting date of record, if any.

**Section 3.3. Request for Special Membership Meeting; Business to be Conducted.** A special membership meeting may be called by a majority vote of the Board of Directors or written petition signed or similarly authenticated by at least one percent (1%) of the total membership eligible to vote and who actually voted in the most recent election of Directors. A call for a special membership meeting will be in writing submitted to the Secretary of the Board of Directors by the Board Chairperson or the petitioner, as applicable, and will state specifically the purpose(s) for which the meeting is called and the agenda item(s) for consideration by the members at the meeting. At the special membership meeting, only those agenda items that are stated in the notice for the meeting and other business specifically allowed by applicable law or regulation to occur at *any* special membership meeting may be considered.

**Section 3.4. Date, Time, and Place of Special Membership Meeting.** Upon receipt of a call for a special membership meeting, the Secretary of the Board of Directors (or the Supervisory Committee in the case of a petition) will determine whether the call satisfies the requirements set forth in Section 3.3 of these Bylaws. If so, the Secretary of the Board of Directors will determine the date, time, and place for the special membership meeting. Special membership meetings *will be held* no later than ninety (90) days after the date on which the call is received by the Secretary of the Board of Directors. In the event that the Board of Directors *calls* a special membership meeting for the removal of a Director or Supervisory Committee member, it must be called no fewer than seven (7) days and no more than twenty-one (21) days after the suspension of the Director (*see* Section 6.10.2) or Supervisory Committee member (*see* Section 7.9.2), as applicable.

**Section 3.5. Notice of Special Membership Meeting.** Notice of the special membership meeting must be posted conspicuously on the Credit Union's website at least thirty (30) days before the special membership meeting at the direction of the Secretary of the Board of Directors. Additional print or electronic notices, as the Credit Union deems appropriate or as required by applicable law or regulation, may be posted at Credit Union locations or otherwise published, provided, delivered, transmitted, sent, or mailed to members. The notice must include the date, time, and place of the special membership meeting, the purpose(s) for which the special membership meeting is being called, the agenda items for the meeting, and the voting date of record, if any. If the special membership meeting is being called for the removal of one (1) or more Directors (*see* Section 6.10.2) or Supervisory Committee members (*see* Section 7.9.2), as applicable, the notice also must state the name of the Director(s) or Supervisory Committee member(s) whose removal is sought.

**Section 3.6. Quorum.** For the purpose of all annual membership meetings and special membership meetings, fifteen (15) members will constitute a quorum. Meetings adjourned for failure to reach a quorum will be reconvened

by following the timing and notification requirements adopted for the membership meetings in Sections 3.2 and 3.5 of these Bylaws, except that the notice of the adjourned meeting will state that the meeting could not be held as originally scheduled because of failure to obtain a quorum according to these Bylaws.

**Section 3.7. Voting.** At or prior to all annual membership meetings and special membership meetings, each individual member who is eligible to vote is entitled to one (1) vote. In order to be eligible to vote at an annual membership meeting or a special membership meeting, the member must be eighteen (18) years of age as of the meeting date or voting date of record, as applicable. No votes may be cast by proxy, including, without limitation, any vote for a membership that is in the name of a minor (who is not eligible to a vote). A membership that is an entity other than a natural person (for example, a partnership, limited liability company, or corporation) may cast its one (1) vote through a duly authorized agent of the entity, as determined in good faith by the Credit Union. The Board of Directors will determine the method of voting based on that which is most appropriate to the matter being voted upon (with the utmost consideration given to ensuring the confidentiality of member votes), including, but not limited to: mail ballot, electronic ballot, or ballot cast at the designated meeting.

All voting will be non-cumulative voting. For uncontested elections of Directors (i.e., when only one (1) candidate is nominated for each position to be filled), the Board Chairperson may declare at the annual membership meeting that each nominee is elected by general consent or acclamation. For contested elections: (a) the Board of Directors will establish rules of procedure; (b) the rules of procedure, among other things, must ensure the confidentiality of member votes; and (c) Directors will be elected by a plurality of the votes cast.

When not otherwise provided in these Bylaws, the vote of a majority of eligible members who vote at an annual or special membership meeting will be sufficient to approve the matter voted upon.

**Section 3.8. Meeting Procedures.** Annual membership meetings and special membership meetings held under this Article III will be conducted in conformity with these Bylaws and according to any rules of procedure approved by the Board of Directors. If issues related to the conduct of a meeting cannot be resolved by referring first to these Bylaws and next to the rules of procedure approved by the Board of Directors, such issues may be resolved by referring to those rules of parliamentary procedure described in the then current edition of Robert's Rules of Order Newly Revised.

## **ARTICLE IV GOVERNANCE**

**Section 4.1. General.** The Board of Directors steers the Credit Union towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies and by making sure the Credit Union has adequate resources to advance its purpose. The President/CEO, together with the other corporate operating officers and professional staff reporting to him or her, directs the Credit Union day-to-day activities. The Supervisory Committee acts as the internal controls review entity within the Credit Union organizational structure.

**Section 4.2. Board of Directors; Board Officers.** *See* Article V and Article VI.

**Section 4.3. Board Statutory, Standing, and Ad Hoc Committees.** *See* Article VI, Section 6.7.

**Section 4.4. Supervisory Committee; Supervisory Committee Officers.** *See* Section 5.2 and Article VII.

**Section 4.5. Corporate Operating Officers.**

**4.5.1. President/CEO.** In the ordinary course of business, the Board of Directors will hire a President/CEO, and the President/CEO (or his or her designee) will hire all other corporate operating officers. The

President/CEO may not be a Director of the Credit Union, except in the case of appointments made pursuant to Section 4.5.3 of these Bylaws.

**4.5.2. Duties of Corporate Officers.** Corporate operating officers will perform the traditional duties of their roles. The President/CEO will perform the duties assigned to the President/CEO by the Board of Directors. All other corporate operating officers will perform the duties assigned to them by the President/CEO (or his or her designee), except that with respect to the execution of the internal audit function, the chief audit executive will perform the duties assigned to him or her by the Supervisory Committee (including, without limitation, attending, along with his or her staff, all Supervisory Committee meetings) with a liaison relationship to executive management.

**4.5.3. Vacancy; Interim Corporate Operating Officer.** The Board of Directors will fill vacancies in the President/CEO office on an interim or permanent basis, as appropriate. In the ordinary course of business, the President/CEO (or his or her designee) will fill vacancies in all other corporate operating offices on an interim or permanent basis, as appropriate. Notwithstanding the foregoing and without giving effect to Section 6.3(e), the Board of Directors may appoint a Director or any other person to assume the interim role of any corporate operating officer of the Credit Union during a time of transition or as the result of the sudden departure of the officer previously filling said role.

## **ARTICLE V ELECTIONS OF BOARD OF DIRECTORS AND APPOINTMENT OF SUPERVISORY COMMITTEE MEMBERS**

### **Section 5.1. Director Election Process; Establishment of List of Candidates.**

#### **5.1.1. Nomination by Nominating Committee; Establishment and Posting of List of Nominees.**

- a) Members may apply to the nominating committee for consideration to be nominated as a candidate for a position on the Board of Directors that is to be elected at the next annual membership meeting. Interested members must submit a written application and provide such information to the nominating committee as may be required by the Credit Union. Applications must be submitted by the deadline set forth in the applicable rules of procedures (*see* Section 5.1.5), which, in any case, will allow for a period for submitting applications that extends at least thirty (30) days from the date of the call for nominations by the nominating committee. The nominating committee will review the eligibility, qualifications, and willingness to serve of the applicants for nomination, conduct interviews, and, in its sole discretion, determine who to nominate.
- b) The nominating committee will establish the list of candidates nominated by the nominating committee for such Director positions that are to be elected at the next election of Directors. The nominating committee will submit the list of approved candidates to the Secretary of the Board of Directors. The Secretary of the Board of Directors will cause the nominating committee's list of approved candidates to be posted in a conspicuous place on the Credit Union's website. Additional print or electronic notices, as the Secretary of the Board of Directors deems appropriate or as required by applicable law or regulation, may be posted at Credit Union office locations or otherwise published, provided, delivered, transmitted, sent, or mailed to members.

**5.1.2. Nomination by Petition.** Members submitting a qualified petition may become candidates for a position on the Board of Directors that is to be elected at the next annual membership meeting. In order for a petition to be qualified:

- a) The petitioner must be a natural person at least eighteen (18) years of age and have been a Credit Union member for at least six (6) consecutive months immediately prior to the date he or she delivered the petition to the nominating committee in accordance with subparagraph (e) below;
- b) The petition must be signed by at least one percent (1%) of the total membership eligible to vote and who actually voted in the most recent election of Directors. In order to be considered an eligible voting member for this purpose, a member must be a natural person at least eighteen (18) years of age and have been a Credit Union member for at least six (6) consecutive months immediately prior to the date he or she signed the petition;
- c) The petition must be accompanied by a completed application packet, including a certificate from the petitioner stating that he or she is agreeable to candidacy and will serve if elected to office;
- d) Except if and to the extent prohibited by applicable law or regulation, the petitioner must meet all of the other eligibility and qualification requirements set forth in Section 6.3 of these Bylaws; and
- e) The petitioner must deliver the petition to the nominating committee by the deadline noticed to the membership.

At least on or before the deadline set forth in the applicable rules of procedures described in Section 5.1.5 of these Bylaws (which will allow for a period for receiving nominations by petition that extends at least thirty (30) days from the date of the petition requirement and the list of the nominating committee's nominees are posted or otherwise made available to the membership as set forth in Section 5.1.1(b)), the Supervisory Committee will determine whether the petition is qualified by such means as the Supervisory Committee deems appropriate.

**5.1.3. Establishment and Posting of List of All Nominees – Nominating Committee and Petition Process.**

The nominating committee will establish the list of candidates, including any member who has qualified through the *petition process* described in Section 5.1.2, for such Director positions that are to be elected at the next election of Directors. The nominating committee will submit the list of approved candidates, with brief candidate biographies, to the Secretary of the Board of Directors. The Secretary of the Board of Directors will cause the nominating committee's list of approved candidates and the nominees by petition to be posted in a conspicuous place on the Credit Union's website *at least* thirty (30) days prior to the next election of Directors. Additional print or electronic notices, as the Secretary of the Board of Directors deems appropriate or as required by applicable law or regulation, may be posted at Credit Union office locations or otherwise published, provided, delivered, transmitted, sent, or mailed to members.

**5.1.4. Director Nominations from the Floor; Write-in Candidate.** Nominations for Director positions may not be made from the floor of a membership meeting, and an individual's name may not be submitted as a write-in candidate on any ballot.

**5.1.5. Director Nomination Process Rules of Procedure.** Nominations of Directors held under this Article V will be conducted in conformity with these Bylaws and according to rules of procedure approved by the Board of Directors and posted conspicuously on the Credit Union's website at least ninety (90) days before the next election of Directors at the direction of the Secretary of the Board of Directors. Additional print or electronic notices, as the Credit Union deems appropriate or as required by applicable law or regulation, may be posted at Credit Union locations or otherwise published, provided, delivered, transmitted, sent, or mailed to members. If issues related to the nomination process cannot be resolved by referring first to these Bylaws and next to the rules approved by the Board, such issues may be resolved by referring to those rules of parliamentary procedure described in the then current edition of Robert's Rules of Order Newly Revised.

**Section 5.2. Supervisory Committee Appointment Process; Establishment of List of Candidates.** Members may apply to the nominating committee for consideration to be recommended to the Board of Directors as a candidate for a position on the Supervisory Committee. Interested members must submit a written application and

provide such information to the nominating committee as may be required by the Credit Union. The nominating committee will review the eligibility, qualifications, and willingness to serve of the applicants for nomination, conduct interviews, and, in its reasonable discretion, determine who to recommend for appointment to the Board of Directors.

The nominating committee will establish the list of candidates for such Supervisory Committee positions that are to be appointed at the next annual membership meeting and will submit the list of approved candidates, with brief candidate biographies, to the Secretary of the Board of Directors on or prior to the date of the next annual membership meeting or such other date as the Secretary of the Board may notice to the nominating committee.

The Board of Directors will consider the recommendation of the nominating committee and, in its sole discretion, determine who to appoint to the Supervisory Committee. The Board of Directors will appoint Supervisory Committee members at its first organizational meeting held within thirty (30) days after the Credit Union's next annual membership meeting.

**Section 5.3. Review Process.** The Credit Union's chief audit executive and/or general counsel has the right to review and/or audit the election/appointment process, including, without limitation, the nomination process and the rules of procedure established by the Board of Directors in accordance with Sections 3.8 and 5.1.5 of these Bylaws.

## **ARTICLE VI BOARD OF DIRECTORS**

**Section 6.1. Composition.** The Board of Directors will consist of an odd number of at least five (5) voting members, as determined from time to time by Resolution of the Board of Directors. A copy of the Resolution setting the number of Directors and covering any increase or decrease in the number of Directors will be retained with the official copy of the Bylaws at the Credit Union's corporate office. Except for Board of Director appointments, all Directors will be elected in accordance with Article V of these Bylaws. Persons appointed to fill vacancies occurring on the Board of Directors will be chosen in accordance with Section 6.11 of these Bylaws.

**Section 6.2. Term of Office.** The Board of Directors will be divided into classes so that each class will consist, as nearly as possible, of three (3) Directors. Directors will be elected for terms of three (3) years, with a year calculated as the period between annual membership meetings. However, the Board of Directors may provide for the election of Directors for a term shorter than three (3) years as necessary to adjust the size of the classes. Directors will continue to hold office until their successors are elected and qualified. A Director who has served four (4), consecutive or non-consecutive, terms on the Board of Directors may not be elected for another term or appointed to further serve as a Director. Notwithstanding the forgoing, service resulting from the appointment to a vacancy caused by the death, resignation, or removal of a Director does not count toward the term limit; and part-year terms of service as a Director do not count toward the term limit.

**Section 6.3. Eligibility and Qualification Requirements.** To be eligible and qualified to serve on the Credit Union's Board of Directors, a member must:

- a) be a natural person;
- b) be bondable by the Credit Union;
- c) be eligible to vote in Credit Union elections and at membership meetings;
- d) be a member of the Credit Union in good standing at the time he or she submitted his or her application to serve on the Board of Directors or the Supervisory Committee, as applicable;
- e) not have been employed in any position (except the President/CEO position) in the previous one (1) year by the Credit Union or any of its Credit Union service organizations, or not have been employed in the President/CEO position in the previous five (5) years by the Credit Union or any of its Credit Union service organizations;

- f) not be an immediate family member (e.g., spouse, domestic partner, cohabitant, child, stepchild, grandchild, parent, stepparent, mother-in-law, father-in-law, son-in-law, daughter-in-law, grandparent, great grandparent, brother, sister, half-brother, half-sister, stepsibling, brother-in-law, sister-in-law, aunt, uncle, niece, nephew, or first cousin) of a Director, Supervisory Committee member, associate member, officer, volunteer, or employee of the Credit Union; and
- g) not be employed by, or actively serving on any committee or board of, any other financial services provider that is a direct competitor of the Credit Union or be a household member of an employee of any other financial services provider that is a direct competitor of the Credit Union.

**Section 6.4. Powers and Duties.** The Board of Directors has the authority and responsibility for directing the strategic business affairs, monies, and records of the Credit Union. The Board will perform, or cause to be performed, its duties in conformity with Arizona Revised Statutes Title 6, Chapter 4 (the “Arizona Credit Union Act”), other applicable law or regulation, and these Bylaws.

**6.4.1. Non-Delegable.** The Board of Directors will:

- set the strategic direction of the Credit Union;
- establish the conditions under which a member may be expelled for cause (*see* Section 2.5);
- establish Board-required policies governing the operations of the Credit Union, including, without limitation, those policies described in Section 2.9 of these Bylaws;
- approve an annual operating budget for the Credit Union;
- purchase and maintain liability insurance for the Credit Union;
- appoint Supervisory Committee members;
- appoint nominating committee members (*see* Section 6.7.1 – Board Chairperson);
- fill vacancies on all Board committees and the Supervisory Committee;
- establish the timely reporting to the Superintendent of the Arizona Department of Financial Institutions of the Credit Union’s financial condition and the results of its operation;
- ensure Credit Union compliance with applicable law and regulation;
- publish and make available to members at each annual membership meeting an annual report that will consist of, but not be limited to, the following: Report of Chairperson, Report of President/CEO, Report of Supervisory Committee, Report of Other Committees, and Year-End Financial Statements (as of the end of the prior fiscal year);
- approve a business continuity plan for the Credit Union; and
- select, evaluate the performance of, establish the compensation for, and construct a succession plan for the President/CEO.

**6.4.2. Delegable.** Notwithstanding Section 4.5 of these Bylaws, while the Board of Directors may delegate the execution of operational and other functions to the President/CEO in accordance with the Arizona Credit Union Act, the ultimate responsibility for the Credit Union’s management, direction, and control is not delegable.

**Section 6.5. Officers.**

**6.5.1. Composition.** At its first organizational meeting, which must be held within thirty (30) days after the Credit Union’s next annual membership meeting, the Board of Directors will elect from its own number as many Board officers as it deems necessary for transacting the business of the Board of Directors. The only mandatory Board officers are the Chairperson, Vice-Chairperson, Secretary, and Treasurer. The offices of the Secretary and the Treasurer may be held by the same person. All Board offices must be held by elected Directors (not by interim Directors).

**6.5.2. Term of Office.** Board officers will serve a term of one (1) year and will continue to hold office until either their successors are elected and qualified or until their death, resignation, or removal. The term of office for a Director to serve as the Board Chairperson is limited to three (3) consecutive, one (1) year terms and at least two (2) years must pass before a Director may be re-elected to the office of Board Chairperson after which the Director is eligible to serve once again for a maximum period of three (3) consecutive, one (1) year terms. Notwithstanding the forgoing, a former Board Chairperson not serving as such during a two (2) year waiting period may be elected to fill a vacancy caused by the death, resignation, or removal of the then current Board Chairperson. Service resulting from election to a vacancy caused by the death, resignation, or removal of the Board Chairperson, or service by a Vice-Chairperson who assumes the duties of Board Chairperson, does not count toward the required two (2) year break in service. Part-year terms of service as a Board Chairperson do not count toward the three (3) consecutive, one (1) year term limit.

**6.5.3. Duties.**

- a) *Chairperson.* It will be the duty of the Board Chairperson to preside at membership meetings and Board of Directors meetings, to appoint persons to serve on and to chair committees of the Board of Directors (other than the Supervisory Committee, which is not a committee of the Board), and to perform other customary duties of the office.
- b) *Vice-Chairperson.* It will be the duty of the Vice-Chairperson to perform the duties of the Board Chairperson in his or her absence, and any other duties prescribed by the Board of Directors.
- c) *Secretary.* It will be the duty of the Secretary to keep (or cause to be kept) minutes of all meetings of Credit Union members, meetings of the Board of Directors, and a record of Supervisory Committee reports. All minutes and reports of the Board of Directors will be filed and preserved with the records of the Credit Union. The Secretary is required to give notice of all membership meetings in accordance with the manner prescribed by these Bylaws and the Arizona Credit Union Act, and will perform any other duties prescribed by the Board of Directors.
- d) *Treasurer.* It will be the duty of the Treasurer to act as custodian over funds, securities, books of account, and all other valuable Credit Union records, to report (or cause to be reported) to the Board of Directors on their status at regular intervals, and to perform other duties as necessary.

**6.5.4. Removal of Board Officers.** The Board of Directors may take action to remove any Board officer from his or her official position for failure to perform the duties under the Arizona Credit Union Act, these Bylaws, or Board policies after giving the Board officer reasonable notice and an opportunity to be heard.

**6.5.5. Vacancies and Interim Officers.** In the event of an absence or disability of a Board officer, the Board Chairperson will appoint a remaining member of the Board of Directors to act as an interim officer. If the absence or disability proves to be permanent, the remaining Directors will elect a member of the Board to complete the officer's term.

**Section 6.6. Regular and Special Meetings.**

**6.6.1. Frequency.** The Board of Directors will have at least ten (10) regular meetings during each calendar year in ten (10) different months, with the date, time, and place to be set by the Board of Directors. The Board Chairperson may call a special meeting of the Board of Directors at any time and also will do so upon request of at least one-third of the Directors. Except in emergency situations, at least seven (7) calendar days' advance notice of all special meetings of the Board of Directors will be provided to each Director; however, advance meeting notice may be waived by unanimous consent of the Directors. All notices will

be delivered via mail, telephone, electronic means (including, but not limited to, email), or such other manner as the Board may from time to time prescribe.

- 6.6.2. Meeting In-Person or by Telephonic or Other Electronic Means.** A Director may participate in a meeting in-person or by means of any communications equipment that enables all persons participating in the meeting to hear each other simultaneously during the meeting. A Director who participates by means of communications equipment is deemed to be present at the meeting and is able to vote.
- 6.6.3. Action Without a Meeting.** Action required or allowed to be taken at a Board meeting may be taken without a meeting by electronic means (including, but not limited to, email) in accordance with procedures adopted by the Board of Directors in compliance with Arizona Revised Statutes Section 6-543.
- 6.6.4. Registering Dissent.** Any Director's dissent will be explicitly recorded in the minutes of the meeting.
- 6.6.5. Confidentiality of Deliberations.** In addition to the requirements set forth in Section 12.6 of these Bylaws, Directors will hold in confidence all matters presented to the Board of Directors for deliberation or determination, except when disclosure is required or permitted by applicable law or regulation.
- 6.6.6. Quorum.** A majority of the number of Directors (inclusive of any vacant positions, except in the case of appointments made pursuant to Section 6.11 of these Bylaws) will constitute a quorum for the transaction of business at any Board meeting.
- 6.6.7. Attendance Requirement.** A Director may not be absent for more than three (3) regular Board meetings held in any twelve (12) month period. The failure of a Director to meet the attendance requirement will result in his or her automatic disqualification in accordance with Section 6.10.1 of these Bylaws.
- 6.6.8. Voting.** When not otherwise provided in these Bylaws, the vote of a majority of Directors present at a meeting at which a quorum is established will be sufficient to approve the matter voted upon.

#### **Section 6.7. Statutory, Standing, and Ad Hoc Committees.**

- 6.7.1. Nominating Committee.** The Board Chairperson will appoint a nominating committee annually. The nominating committee will consist of three (3) or five (5) voting members, at least one (1) of whom will be a member of the Credit Union's Board of Directors. The chairperson of the nominating committee will be a Director. No Director seeking election or reelection may participate in any phase or portion of the nomination process.
- 6.7.2. Executive Committee.** The Board of Directors may elect from its own number an executive committee, consisting of not fewer than three (3) Directors, which may be authorized to act for the Board of Directors in all respects subject to any conditions or limitations prescribed thereby or applicable law. The executive committee will report in writing to the Board of Directors on all of its actions since the previous Board meeting, and the Board of Directors will either ratify or rescind each such action.
- 6.7.3. Credit Committee; Credit Manager.** The Board of Directors, in accordance with Arizona Revised Statutes Sections 6-538 and 6-539, will establish a credit committee or elect a credit manager to serve in place of a credit committee. The credit committee or credit manager, as applicable, has general supervision of all loans to members and may approve or disapprove loans subject to written policies established by the Board of Directors.

**6.7.4. Other Committees.** The Board of Directors may create such other standing committees and ad hoc committees as the Board of Directors from time to time deems advisable. The Board Chairperson will appoint persons to serve on and to chair such committees.

**6.7.5. Committee Charter.** Upon formation, the Board of Directors will establish charters setting forth the purposes, duties, and terms of the Board committees. The Board may from time to time revise such charters as it deems necessary.

**Section 6.8. Compensation.** Directors may be reasonably compensated for services rendered to the Credit Union in their official capacity to the extent permitted by applicable law and in accordance with a written compensation policy established by the Board of Directors and approved by majority vote of eligible members who vote at any annual or special meeting of the members, as applicable.

**Section 6.9. Fiduciary Duty; Business Judgment Rule.** Directors have a legal duty to act and make decisions that they judge to be in the best interests of the membership as a whole. A Director may be personally liable for a failure to carry out this duty (*see* Article IX).

**Section 6.10. Disqualification/Removal and Suspension of a Director.**

**6.10.1. Automatic Disqualification/Removal.** A Director will no longer be qualified to serve and will be removed from his or her position under the following circumstances:

- a) Failure to meet the qualification requirements in Section 6.3 of these Bylaws; or
- b) Failure to meet the attendance requirement set forth in Section 6.6.7 of these Bylaws.

**6.10.2. Suspension or Removal of a Director by the Board of Directors *or* the Supervisory Committee.** The Board of Directors or the Supervisory Committee, by a two-thirds vote of the entire Board or Supervisory Committee, respectively, may suspend a Director for cause. The term “for cause” includes but is not limited to demonstrated financial irresponsibility, a breach of fiduciary duty to the Credit Union as set forth in Section 6.9 of these Bylaws, or activities that threaten the safety and soundness of the Credit Union. Prior to any suspension, the Board of Directors or the Supervisory Committee, as applicable, may provide the Director an opportunity to be heard in accordance with written procedures adopted by the Board of Directors. If the suspension is continued, the suspended Director may request a special meeting of the membership to consider the suspension. If the suspended Director does not request a special membership meeting, the suspension will be deemed to be a removal from office. If a special membership meeting occurs, it must be held within the time period set forth in Section 3.4 of these Bylaws; the suspension will be upheld or overturned by a majority of eligible members at the meeting who vote. An upheld suspension by said majority of voting members will constitute approval of the suspension and result in removal from office.

**6.10.3. Suspension or Removal of a Director by the Membership.** The members of the Credit Union may suspend or remove any Director by majority vote of eligible members who vote at any annual or special meeting of the members.

**Section 6.11. Vacancies and Interim Directors.** All vacancies on the Board of Directors, including any vacancies created by an increase in the size of the Board of Directors in accordance with Section 6.1 of these Bylaws or the removal of one (1) or more Directors in accordance with Section 6.10.2 of these Bylaws, will be filled by interim Directors within sixty (60) days of the vacancy occurring by a majority vote of the remaining Directors. However, terms scheduled to expire in less than sixty (60) days need not be filled. Interim Directors will serve until the annual membership meeting next following the appointment, at which time any and all unexpired terms will be filled in accordance with the election process described in Article V or the appointment process described in this Section 6.11. Without limiting the generality of the foregoing, it is the intent of the Board of Directors that any and

all interim Directors must participate in the full nomination and election process described in Article V at the first opportunity. Interim Directors must satisfy the eligibility requirements of Section 6.3 of these Bylaws.

## **ARTICLE VII SUPERVISORY COMMITTEE**

**Section 7.1. Composition.** The Supervisory Committee will consist of an odd number of at least three (3) voting members, as determined from time to time by Resolution of the Board of Directors. A copy of the Resolution setting the number of Supervisory Committee members and covering any increase or decrease in the number of Supervisory Committee members will be retained with the official copy of the Bylaws at the Credit Union's corporate office. The Board of Directors will appoint Supervisory Committee members at its first organizational meeting held within thirty (30) days after the Credit Union's next annual membership meeting (*see* Section 5.2). The Board of Directors will appoint Supervisory Committee members to fill vacancies occurring on the Supervisory Committee in accordance with Section 7.10 of these Bylaws.

**Section 7.2. Term of Office.** Supervisory Committee members will be divided into classes so that each class will consist, as nearly as possible, of two (2) Supervisory Committee members. Supervisory Committee members will be appointed for terms of two (2) years, with a year calculated as the period between annual membership meetings. However, the Board of Directors may provide for the appointment of Supervisory Committee members for a term shorter than two (2) years as necessary to adjust the size of the classes. Supervisory Committee members will continue to hold office until their successors are appointed and qualified. A Supervisory Committee member who has served six (6), consecutive or non-consecutive, terms on the Supervisory Committee may not be appointed for another term or appointed to further serve as a Supervisory Committee member. Notwithstanding the forgoing, service resulting from the appointment to a vacancy caused by the death, resignation, or removal of a Supervisory Committee member does not count toward the term limit; and part-year terms of service as a Supervisory Committee member do not count toward the term limit.

**Section 7.3. Eligibility and Qualification Requirements.** In order to qualify to serve as a Supervisory Committee member, a member must meet all of the same eligibility requirements that are established for Directors in Section 6.3 of these Bylaws and as may be further established in Credit Union policy. No member of the Supervisory Committee may serve on the Board of Directors or any committee of the Board.

**Section 7.4. Powers and Duties.** The Supervisory Committee will be responsible for ensuring that management's financial reporting objectives have been met and that management practices and procedures safeguard members' assets. The Supervisory Committee will perform the specific duties as set forth in Arizona Revised Statutes Section 6-541. Subject to the approval of the Board of Directors, the Supervisory Committee will establish a charter setting forth the duties that will be consistent and inclusive of the provisions of this Section 7.4 and applicable law or regulation.

### **Section 7.5. Officers.**

**7.5.1. Composition.** At its first organizational meeting following the Credit Union's next annual membership meeting, the Supervisory Committee will elect from its own number a Chairperson and a Secretary.

**7.5.2. Term of Office.** Supervisory Committee officers will serve a term of one (1) year and will continue to hold office until either their successors are appointed and qualified or until their death, resignation, or removal. The term of office for a Supervisory Committee member to serve as the Supervisory Committee Chairperson is limited to four (4) consecutive, one (1) year terms and at least two (2) years must pass before a Supervisory Committee member may be re-elected to the office of Supervisory Committee Chairperson after which the Supervisory Committee member is eligible to serve once again for a maximum period of four (4) consecutive, one (1) year terms. Notwithstanding the foregoing, a former Supervisory Committee

Chairperson not serving as such during a two (2) year waiting period may be appointed to fill a vacancy caused by the death, resignation, or removal of the then current Supervisory Committee Chairperson. Service resulting from the appointment to a vacancy caused by the death, resignation, or removal of the Supervisory Committee Chairperson, or service by the Secretary who assumes the duties of Supervisory Committee Chairperson, does not count toward the required two (2) year break in service. Part-year terms of service as Supervisory Committee Chairperson do not count toward the four (4) consecutive, one (1) year term limit.

### **7.5.3. Duties.**

- a) *Chairperson.* It will be the duty of the Supervisory Committee Chairperson to preside at Supervisory Committee meetings and to perform other customary duties of the office.
- b) *Secretary.* It will be the duty of the Secretary to keep (or cause to be kept) minutes of all meetings of the Supervisory Committee and a record of Supervisory Committee reports. All minutes and reports of the Supervisory Committee will be filed and preserved with the records of the Credit Union.

**7.5.4. Vacancies and Interim Officers.** In the event of an absence or disability of a Supervisory Committee officer, the remaining Supervisory Committee members will elect a member of the Supervisory Committee to act as an interim officer or, if the absence or disability proves to be permanent, to complete the officer's term.

**7.5.5. Removal of Supervisory Committee Officers.** The Supervisory Committee may take action to remove any Supervisory Committee officer from his or her official position for failure to perform the duties under the Arizona Credit Union Act, these Bylaws, or Board policies after giving the Supervisory Committee officer reasonable notice and an opportunity to be heard.

## **Section 7.6. Regular and Special Meetings.**

**7.6.1. Frequency.** The Supervisory Committee will have at least quarterly regular meetings during each calendar year, with the date, time, and place to be set by the Supervisory Committee by February 1 of the applicable calendar year. The Supervisory Committee Chairperson may call a special meeting of the Supervisory Committee at any time and will do so upon request of at least one-third of the Supervisory Committee members. Except in emergency situations, at least seven (7) calendar days' advance notice of all special meetings of the Supervisory Committee will be provided to each Supervisory Committee member; however, advance meeting notice may be waived by unanimous consent of the Supervisory Committee members. All notices will be delivered via mail, telephone, electronic means (including, but not limited to, email), or such other manner as the Supervisory Committee may from time to time prescribe.

**7.6.2. Meeting In-Person or by Telephonic or Other Electronic Means.** A Supervisory Committee member may participate in a meeting in-person or by means of any communications equipment that enables all persons participating in the meeting to hear each other simultaneously during the meeting. A Supervisory Committee member who participates by means of communications equipment is deemed to be present at the meeting and is able to vote.

**7.6.3. Action Without a Meeting.** Action required or allowed to be taken at a Supervisory Committee meeting may be taken without a meeting by electronic means (including, but not limited to, email) in accordance with procedures adopted by the Board of Directors in compliance with Arizona Revised Statutes Section 6-543.

- 7.6.4. Registering Dissent.** Any Supervisory Committee member's dissent will be explicitly recorded in the minutes of the meeting.
- 7.6.5. Confidentiality of Deliberations.** In addition to the requirements set forth in Section 12.6 of these Bylaws, Supervisory Committee members will hold in confidence all matters presented to the Supervisory Committee for deliberation or determination, except when disclosure is required or permitted by applicable law or regulation.
- 7.6.6. Quorum.** A majority of the number of Supervisory Committee members (inclusive of any vacant positions) will constitute a quorum for the transaction of business at any Supervisory Committee meeting.
- 7.6.7. Attendance Requirement.** A Supervisory Committee member may not be absent for more than seventy percent (70%) of the regular Supervisory Committee meetings held in any twelve (12) month period. The failure of a Supervisory Committee member to meet the attendance requirement will result in his or her automatic disqualification in accordance with Section 7.9.1 of these Bylaws.
- 7.6.8. Voting.** When not otherwise provided in these Bylaws, the vote of a majority of Supervisory Committee members present at a meeting at which a quorum is established will be sufficient to approve the matter voted upon.

**Section 7.7. Compensation.** Supervisory Committee members may be reasonably compensated for services rendered to the Credit Union in their official capacity to the extent permitted by applicable law and in accordance with a written compensation policy established by the Board of Directors and approved by majority vote of eligible members who vote at any annual or special meeting of the members, as applicable.

**Section 7.8. Fiduciary Duty; Business Judgment Rule.** Supervisory Committee members have a legal duty to act and make decisions that they judge to be in the best interests of the membership as a whole. A Supervisory Committee member may be personally liable for a failure to carry out this duty (*see* Article IX).

**Section 7.9. Disqualification/Removal and Suspension of a Supervisory Committee Member.**

- 7.9.1. Automatic Disqualification/Removal.** A Supervisory Committee member will no longer be qualified to serve and will be removed from his or her position under the following circumstances:
- a) Failure to meet the qualification requirements in Section 7.3 of these Bylaws; or
  - b) Failure to meet the attendance requirement set forth in Section 7.6.7 of these Bylaws.

**7.9.2. Suspension or Removal of a Supervisory Committee Member by the Board of Directors *or* the Supervisory Committee.** The Board of Directors or the Supervisory Committee, by a two-thirds vote of the entire Board or Supervisory Committee, respectively, may suspend a Supervisory Committee member for cause. The term "for cause" includes but is not limited to demonstrated financial irresponsibility, a breach of fiduciary duty to the Credit Union as set forth in Section 7.8 of these Bylaws, or activities that threaten the safety and soundness of the Credit Union. Prior to any suspension, the Board of Directors or the Supervisory Committee, as applicable, may provide the Supervisory Committee member an opportunity to be heard in accordance with written procedures adopted by the Board of Directors. If the suspension is continued, the suspended Supervisory Committee member may request a special meeting of the membership to consider the suspension. If the suspended Committee member does not request a special membership meeting, the suspension will be deemed to be a removal from office. If a special membership meeting occurs, it must be held within the time period set forth in Section 3.4 of these Bylaws; the suspension will be upheld or overturned by a majority of eligible members at the meeting who vote. An upheld suspension by said majority of voting members will constitute approval of the suspension and result in removal from office.

**7.9.3. Suspension or Removal of a Supervisory Committee Member by the Membership.** The members of the Credit Union may suspend or remove any Supervisory Committee member by majority vote of eligible members who vote at any annual or special meeting of the members.

**Section 7.10. Vacancies and Interim Supervisory Committee Members.** All vacancies on the Supervisory Committee will be filled by interim Supervisory Committee members within sixty (60) days of the vacancy occurring by a majority vote of the Board of Directors. However, if there are fewer than thirty (30) days before the next annual membership meeting, the vacancy need not be filled. Supervisory Committee members appointed to fill a vacancy will serve until the Board of Directors' first organizational meeting (following the next annual membership meeting). Interim Supervisory Committee members must satisfy the eligibility requirements of Section 7.3 of these Bylaws.

## **ARTICLE VIII ASSOCIATE MEMBER PROGRAM**

In its sole discretion, the Board of Directors may establish an associate member program from time to time, subject to the provision of a written policy adopted by the Board for that purpose. Among other items, any such policy will provide that associate members have no voting authority, must meet all of the same qualification requirements that are established for Directors (*see* Section 6.3) and Supervisory Committee members (*see* Section 7.6.7), as applicable, may not be compensated for services rendered to the Credit Union in this volunteer capacity, may not attend closed meetings or executive sessions of the Board of Directors or the Supervisory Committee or otherwise participate in discussions related thereto, and owe a fiduciary duty to the Credit Union and must discharge the duties of their respective positions in accordance with the standards of conduct described in these Bylaws (*see* Article IX).

## **ARTICLE IX FIDUCIARY DUTY; BUSINESS JUDGMENT RULE**

Directors, Supervisory Committee members, associate members, volunteers, corporate operating officers, and the chief audit executive of the Credit Union (collectively, "Affected Persons") owe a fiduciary duty to the Credit Union and must discharge the duties of their respective positions:

- a) In good faith;
- b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- c) In a manner the Affected Person reasonably believes to be in the best interests of the Credit Union.

In discharging duties, the Affected Person is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by any of the following:

- i) One (1) or more officers or employees of the Credit Union whom the Affected Party reasonably believes to be reliable and competent in the matters presented;
- ii) Legal counsel, public accountants, or other persons as to matters the Affected Party reasonably believes are within the person's professional or expert competence; or
- iii) A Board committee of which the Director is not a member if the Director reasonably believes the committee merits confidence. (This subsection (iii) applies only in regard to reliance by a Director).

An Affected Person is not acting in good faith if the Affected Person has knowledge concerning the matter in question that makes reliance otherwise permitted by the above paragraph unwarranted.

An Affected Person is not liable for any action taken as such, or any failure to take any action, if the Affected Person's duties were performed in compliance with this Article IX.

## **ARTICLE X INDEMNIFICATION AND ADVANCEMENT**

The Credit Union will, to the fullest extent permitted by applicable law, provide for indemnification of, and advancement of expenses to, and limitation of the personal liability of, any person who is or was a Director, Supervisory Committee member, associate member, officer, volunteer, or chief audit executive of the Credit Union who serves in such capacity or holds such office at the Credit Union's request, subject to the provision of a policy adopted by the Board for that purpose, which policy will not be amended, repealed, or otherwise modified in any manner without the approval of the Credit Union's general counsel.

## **ARTICLE XI FISCAL YEAR**

The fiscal year of this Credit Union will end at 11:59PM on the 31st day of December.

## **ARTICLE XII MISCELLANEOUS PROVISIONS**

**Section 12.1. Bonding.** Each Director, Supervisory Committee member, associate member, officer, volunteer, and employee of the Credit Union will be bonded if and as required by applicable law or regulation.

**Section 12.2. Business Continuity.** In the event of an emergency situation that is sufficient to disrupt customary Credit Union operations, the Credit Union will conduct its affairs under guidance from the Credit Union's Crisis Management Team and subject to any governmental directives. Emergency operations will be conducted under a business continuity plan approved by the Board of Directors.

**Section 12.3. Conflict of Interest.** A Director, Supervisory Committee member, associate member, officer, volunteer, employee, or agent of the Credit Union will not in any manner participate, directly or indirectly, in the deliberation or the determination of any question affecting (a) that person's pecuniary or other personal interest; or (b) the pecuniary interest of any organization, other than the Credit Union, in which the person is directly or indirectly interested.

**Section 12.4. Conformity.** Any section or provision of these Bylaws in conflict with the laws of the State of Arizona or the laws of the United States is deemed to be amended to conform to law. Any matter relating to the authority, control, management, or operation of this Credit Union, or any privileges granted by the Credit Union under law, but not specifically set forth in these Bylaws, may be carried out, granted, and exercised according to the provisions of law.

**Section 12.5. Non-preferential Treatment.** All Credit Union products and services extended to any Credit Union Director, Supervisory Committee member, associate member, officer, volunteer, contractor, vendor, fiduciary, or agent will be made under the same terms and conditions as those available to members generally.

**Section 12.6. Privacy of Member Information.** In addition to the other confidentiality obligations set forth in these Bylaws, Directors, Supervisory Committee members, associate members, officers, volunteers, contractors, vendors, employees, fiduciaries, and agents of the Credit Union will hold in confidence all transactions of the Credit Union with its members and all information regarding members' personal affairs, including sensitive personally identifiable information, except to the extent deemed necessary by the Board of Directors in connection with the making of loans and the collection thereof or as permitted or required by applicable law or regulation.

**Section 12.7. Insurance.** The Board of Directors will purchase and maintain insurance for the Credit Union on behalf of a person who is or was serving at the request of the Credit Union as a Director, Supervisory Committee members, associate member, officer, volunteer, employee, fiduciary, or agent of the Credit Union or another corporation, partnership, joint venture, trust, or other enterprise. Such insurance covers liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Credit Union would have the power to indemnify the person against the liability pursuant to Article X.

**Section 12.8. Definitions.** Capitalized terms used but not defined herein will have the meanings assigned to such terms in these Bylaws. The following terms will have the meanings set forth below:

- a) "Arizona Credit Union Act" will have the meaning given to such term in Section 6.4 of these Bylaws.
- b) "Affected Persons" will have the meaning given to such term in Article IX.
- c) "Board of Directors" or "Board" will mean the Credit Union's board of directors.
- d) "Credit Union" will have the meaning given to such term in Section 1.1 of these Bylaws.
- e) "Director" will mean each of the members of the Credit Union's Board of Directors.
- f) "For cause" will have the meaning given to such term in Sections 6.10.2 and 7.9.2 of these Bylaws in respect of Directors and Supervisory Committee members, respectively.
- g) "Immediate Family Member" will have the meaning given to such term in Section 6.3(f) of these Bylaws.
- h) "Loss" will have the meaning given to such term in Section 2.2 of these Bylaws.
- i) "Par value of shares" will have the meaning given to such term in 2.2(b) of these Bylaws.
- j) "Supervisory Committee" will mean the Credit Union's supervisory committee.

### **ARTICLE XIII AMENDMENTS TO BYLAWS**

**Section 13.1. Bylaws Amendment Process.** These Bylaws may be amended in any manner not inconsistent with applicable law by a three-fourths majority vote of the entire Board of Directors present at any duly convened Board meeting at which a quorum is established. No amendment of these Bylaws will become operative until approved in writing by the Superintendent of the Arizona Department of Financial Institutions. At the next annual or special meeting of the membership, the Board of Directors will submit all amendments to these Bylaws to the members for ratification.

**Section 13.2. Modified Notice/Approval Process.** By way of clarification and not of limitation of Section 13.1 above, any Resolution adopted by the Board of Directors to change the name of the Credit Union (*see* Section 1.1) and/or to add or to remove groups from the Credit Union's Field of Membership (*see* Section 2.1) are not considered Bylaws amendments under Section 13.1 of these Bylaws and, thus, will only require notice to and approval from the Superintendent of the Arizona Department of Financial Institutions and notice to the membership. Similarly, any changes to the par value of shares (*see* Section 2.2(b)), the number of Directors (*see* Section 6.1), or the number of Supervisory Committee members (*see* Section 7.1), in each case as adopted by Resolution of the Board of Directors, are not considered Bylaws amendments under Section 13.1 of these Bylaws and, thus, will only require notice to the Superintendent of the Arizona Department of Financial Institutions and the membership. All notices to and requests for approvals from the Arizona Department of Financial Institutions will be delivered via mail, electronic means (including, but not limited to, email), and/or such other manner as the Superintendent of the Arizona Department of Financial Institutions may from time to time prescribe; all notices to the membership will be delivered via website posting, mail, electronic means (including, but not limited to, email), and/or such other manner as the Board of Directors may from time to time prescribe.

**Certificate of Secretary**

The undersigned hereby certifies that the foregoing is a true, correct, and complete copy of the current Bylaws of Vantage West Credit Union as of the date first indicated below, duly adopted by the Board of Directors of Vantage West Credit Union on June 19, 2019, in accordance with applicable law and these Bylaws.

*Dona H. Franko*

Dona Franko

June 19, 2019

Date

The proposed Bylaws Amendments for \_\_\_\_\_ Credit Union, as adopted by the \_\_\_\_\_ Credit Union Board of Directors on \_\_\_\_\_, have been approved on \_\_\_\_\_

By \_\_\_\_\_

Superintendent of the Arizona Department of Financial Institutions

Field of Membership  
of Vantage West Credit Union  
Appendix A

See attached.

**VANTAGE WEST CREDIT UNION  
(FORMERLY KNOWN AS DM FEDERAL CREDIT UNION)**

**FIELD OF MEMBERSHIP  
ADDENDUM A To Bylaws**

**THE FIELD OF MEMBERSHIP CONTAINED IN THIS DOCUMENT,  
ADDENDUM A TO VANTAGE WEST CREDIT UNION BYLAWS,  
IS SEPARATED INTO THREE PARTS, AS FOLLOWS:**

**Part I**

**SECTIONS 1 THROUGH 18:**

**FIELD OF MEMBERSHIP AS OF 5/26/06 (SECTION 3.1.1 OF BYLAWS)**

Sections 1 through 18 of this Field of Membership include all groups of persons which were eligible for membership through NCUA as of 5/26/06, previous to the credit union's conversion of its charter from a Federal Charter to a State of Arizona Charter, and any amendments made to that Field of Membership.

**Part II**

**SECTION 19, AND HIGHER SECTIONS:**

**FIELD OF MEMBERSHIP STARTING 7/13/06 (SECTION 3.1.2 OF BYLAWS)**

Sections 19, forward, of this Field of Membership include all groups of persons which were adopted by the Board and approved by the Arizona Department of Financial Institutions, following the credit union's conversion of its charter from a Federal Charter to a State of Arizona Charter, and any amendments made to that Field of Membership.

**Part III**

**HISTORICAL ACCOUNT OF REVISIONS MADE TO THIS FIELD OF MEMBERSHIP SINCE 2/22/07**

Part III contains a listing of all amendments made to any part of this Field of Membership Document since February 22, 2007 when the Document was reformatted.

## Part I

### **SECTIONS 1 THROUGH 18:**

#### **FIELD OF MEMBERSHIP AS OF 5/26/06 (SECTION 3.1.1 OF BYLAWS),**

(Sections 1 through 18 of this Field of Membership include all groups of persons which were eligible for membership through NCUA as of 5/26/06, previous to the credit union's conversion of its charter from a Federal Charter to a State of Arizona Charter, and any amendments made to that Field of Membership.)

**Part I, Sections 1 – 18 last revised: 4/24/2012**

#### **Section 1**

Military and civilian personnel of the United States Government who are assigned to or work at the Davis-Monthan Air Force Base, Tucson, Arizona;

Military personnel assigned to the University of Arizona, Tucson, Arizona;

Members of the U. S. Air Force Reserve units who train in Southern Arizona (south of an east-west line running through Casa Grande);

Members of the U. S. Army, Marine Corps and Naval Reserves who train in Pima County, Arizona;  
Contractors and employees of contractors who work regularly at Davis-Monthan Air Force Base under contract with the U. S. Government;

Members and civilian employees of the Arizona Air National Guard and Arizona Army National Guard units stationed in Southern Arizona (south of an east-west west line running through Casa Grande);

Members of the U. S. Armed Forces, active or retired, or their dependents or dependent survivors who are eligible by law or regulations to receive and are receiving benefits or services from the above military installation;

Persons separated from the U.S. Armed Forces who are receiving Special Separation Benefits or Voluntary Separation Incentives or participating in Transitional Assistance Program, and are receiving benefits or services from the above military installation;

Employees of Evergreen Helicopters, Inc. who work in Marana, Arizona, Detroit, Michigan, or the State of Alaska;

Persons separated from the U. S. Armed Forces who are receiving Veterans Disability Compensation (or who have applied for Veterans Disability Compensation) and are regularly using hospital services at the above installation;

#### **Section 2**

Employees of the following entities who work in or are paid from Tucson, Marana, Glendale, Phoenix, Tempe, Chandler, Scottsdale, Mesa, Laveen, or Avondale, Arizona:

7-11 Store #24418

7-11 Store #13035

7-11 (1080 N. Columbus)

A M Management, Inc. dba Arizona Messenger

ADDENDUM A to Bylaws

Accen't Salon of Beauty  
Adelstone Financial Services  
Administrative Specialists of Arizona  
Advanced Calibration Designs, Inc.  
Aero Rental  
Aerofab, Inc.  
Air-Flow Supply, Inc.  
Air Flow (formerly Southwest Refrigeration Supply, Inc, revised 2-22-07)  
Alamo Steel Design, Inc.  
All Brokers, Inc.  
All City Appliance Service  
All-R. V. Service Center, Inc.  
Alpha Publications of America, Inc.  
Al-Brite Janitorial Services, Inc.  
American Cancer Society  
Apex Microtechnology Corp.  
ARCAL Precision Components Inc., Tucson  
Arizona AutoParks, Inc.  
Arizona Chapter, National Safety Council  
Arizona Mobile Home Supply  
Arizona Pest Control (formerly Arizona Chemical and Service Co.) (revised 12-20-01)  
Arizona Refrigeration Supply  
Arizona Safety Center, Inc. dba Sears Arizona Driving School  
Arizona Youth Associates, Inc.  
Arthritis Foundation, Central Arizona Chapter  
Asazi, Inc.  
Associated Bioscience of Tucson  
Astro Antenna and Satellite  
Astroplate, Inc.  
Automotive Jobbers Supply  
Axiom Income Tax Service, Inc.  
A. P. Brown Co., Realtors  
A. & G. Delivery and Warehouse  
B & B Glass Co.  
B & R Materials Corp.  
Bablove Agency (1-8-01)  
Best Paving, Inc.  
Big O Tires  
Bill Johnson Equipment Co.  
Blue Star Electric  
Boeckeler Instruments  
Boling's Garage  
Bombardier (formerly Learjet Corporation) (revised 3-11-02)  
Broadway Bicycles, Inc.  
Broadway Chiropractic Center

ADDENDUM A to Bylaws

Broadway Proper  
Brost Forming Supply  
Brown & Brown of Tucson (formerly Arizona General Insurance Agency, Inc.) (3-19-01)  
Brush Ceramic Products (formerly a part of Brush Wellman, Inc., Tucson Plant) (3-28-01)  
B. J.'s Hair Styling  
Cadden Parfrey Services  
Calvin W. Rayle, Optometrist  
Camelback Dentistry  
Canteen Corporation  
Canyon Ranch  
Car Time  
CareFree Motors  
Casas Adobes Pet Clinic  
Catalina Baptist Association  
Catalina Technology Management (Catalina Tool & Mold revised 2-22-07)  
Center for Sports Medicine & Orthopedics, PLLC.  
Chartpak/Pickett  
Cherry Concrete Const. Co.  
Clyde Wanslee Auto Sales, Inc.  
Coach USA (formerly Arrow Stage Lines) (revised 1-11-01)  
Cognis Corporation (formerly Henkel Corporation - Minerals Division)(revised 6-14-01)  
Colormark Photo Lab  
Comcast (formerly Jones Intercable, Inc.) (revised 1-11-01)  
Competitive Engineering Inc.  
Comprehensive Business Services  
Cortez Masonry, Inc.  
Courtland Homes, Inc.  
Cox's Communications (formerly Tucson CableVision) (revised 1-11-01)  
Creative Cakery, Inc.  
Crown Import Corporation, Inc.  
Dalco Development, Inc.  
Dale Carnegie Systems  
Danny's Pharmacies  
Darrell's Flowers, Inc.  
Days Inn of Tucson  
DeMott Business Systems  
Desert Engineering Group  
Desert Sport and Fitness  
Desert Toyota  
Don G. Cunningham, D.O.  
Don Mackey Oldsmobile Cadillac, Inc.  
Drilling Services Company  
Durodyne Inc.  
Dynamic Elect, Inc.  
Earhart Equipment Corporation (formerly Earhart Ford Tractor, Inc.) (revised 3-21-02)

ADDENDUM A to Bylaws

Econo Lodge & Suites (formerly Candlelight Suites revised 2-22-07)  
Ebony House, Incorporated  
Ed Moses Chrysler-Plymouth  
Edison Parking Corporation  
Embassy Suites  
Empire West Companies  
Eric Hartvigsen, DDS  
Ernst & Young  
Estrella Dentistry  
Evergreen Helicopters, Inc. (EHI), Evergreen Aviation Ground Logistics Enterprises, Inc. (EAGLE), and  
Evergreen Air Center, Inc. (EAC) (operating under common ownership)  
Fabe Litho Ltd.  
FINOVA Capital Corporation (formerly GFC Financial Corporation)  
First American Realty and Development Co., Inc.  
First Systech International, Inc. (5-7-99)  
Five Bridges, Inc.  
Five Starr Termite and Pest Control  
Flowers, Reiger & Associates (formerly Michael C. Flowers, CPA, P.C.) (revised 12-8-05)  
Forbes' Poodle Paradise  
Franklin Realty Group of PA, DBA: Cobbel Creek  
Fraternal Order of Eagles  
Front Step (formerly Symix, Inc.) (added 5-7-99, revised 3-19-01)  
Golden Eagle Distributors, Inc.  
Good News Communications, Inc.  
Greco Painting Company  
Grubbs & Ellis Company  
Gus Balon's Rest  
GW Enterprises  
G.A. Investments dba I-10 Self Storage  
G & A Refrigeration (formerly G&G Refrigeration, Inc.) (revised 6-14-01)  
Hamilton Aerospace Technologies (formerly Hamilton Aviation, revised 2-22-07)  
Hampton Inn  
Hardware & Metal Spec.  
Healthsouth Sports Medicine Rehabilitation Center  
Heatwave Refrigeration and Air Conditioning Inc.  
H. L. Yoh Company  
Holiday Inn (Holidome)  
Hotel Park Tucson  
Household Finance Corporation  
HSL Properties  
IFS North America, Inc. (formerly Avalon Software, Inc.) (revised 3-21-02)  
Ina Ace Hardware  
Indelible Inc. dba Unicorn Lounge  
Independent Honda Care  
Intelligent Instrumentation

ADDENDUM A to Bylaws

Interior Plant Design  
International Photographic Assoc.  
Intrepid USA Healthcare Services (formerly Soleus Healthcare, Inc.) (formerly CareTeam Health Care Services, Inc.) (revised 3-21-02, revised 7-25-05)  
Iota Engineering  
ITT Technical Institute  
Jack's Original Bar-B-Q  
Jerry Wall TV  
Jim Click Nissan  
Jon Wolf Photography  
Junior Achievement of Tucson, Inc.  
Keifer Chiropractic Center  
King Richards Coffee Service Co.  
KPHX Radio 1480 AM  
KTKT-AM/KLPX-FM Radio  
KYJK/KKLD  
La Canasta  
Lacy Photo Engraving & Litho, Inc.  
Lathrop's Shooters Supply, Inc.  
Lawrence Cohen, D.D.S.  
Layne Christianson (formerly Layne Environmental Services and Layne-Western Company, Inc.) (revised 3-11-02)  
Legard-McDaniel Electrical Contracting  
Livingston Offset Printing, Inc.  
Long John Silver's  
Long Realty (formerly Tucson Realty & Trust Co.) (revised 6-14-01)  
Magic Carpet Golf  
Maid Specially For You  
Mama Louisa's La Cantina  
Mardon Company  
Marie Callenders Restaurant  
Market Solutions Group, Inc.  
Mary-Joyce Private School and Day Care  
Materials & Electrochemical Research Corporation  
Maureen's Professional Housecleaning, Inc.  
McCollister's – Mayflower Moving & Storage (formerly Kachina Moving & Transfer) (revised 4-25-01)  
McElwain Company, Inc.  
Merle's Automotive Supply, Inc.  
Metropolitan Water Company  
Mi Ranchito  
Michael L. Riddle Painting, Inc.  
Mighty National Ext. Corp.  
Miller Sales & Engineering, Inc.  
Minkus Advertising Specialities  
Missions to Military Servicemen's Christian Center

ADDENDUM A to Bylaws

Monier Insurance Agency  
Monroe Spring & Suspension, Inc.  
Mortgage Brokers, Inc.  
Mothers Against Drunk Driving  
Mountain States, Inc.  
Mr. Rooter of Tucson (formerly Coronado Plumbing Contractors, Inc.) (revised 9-3-03)  
Mueller & Associates, Inc.  
MWJ, Inc . dba The Learning Lab, Tucson  
Nanini Northwest, Inc.  
National Self Storage Mgmt., Inc.  
Naturally Women Fitness Center  
Nippon Express U.S.A., Inc.  
Nippon Motor Service  
NORCO  
North American Enterprises, Inc.  
North American Van Lines  
Northwest Tool Corporation  
O A E, Inc. dba Domino's Pizza  
OPW & Associates  
Oracle Wetmore Car Wash  
Pacific International Ins., Ltd.  
Paine Webber, Inc.  
PaperMINT  
Paperwork Analysis Co., Inc.  
Park Avenue Jewelers, Inc.  
Park Mall  
Parking Company of America  
Payless Cashways  
PDQ Records  
Perma-Glaze, Inc.  
Pete's Shoe Repair  
Phoenix Camera Repair Inc.  
Phoenix Color Systems  
Phoenix Sheet Metal & A/C Supply Inc.  
Pima Air & Space Museum (formerly Tucson Air Museum Foundation (Pima Air Museum) (revised 12-15-03)  
Pima General Insurance Agency  
Plantender of Arizona  
Polypore, Inc.  
Pro Services  
Production Concrete Contractor, Inc.  
Prudential Insurance Co.  
Pryde Business Machines, Inc.  
Pueblo Airmotive Inc.  
Pueblo Equity, Inc. (formerly Pueblo Equity Loan, Inc.) (revised 3-21-02)

ADDENDUM A to Bylaws

Quebedeaux Pontiac  
Radisson (formerly Doubletree Guest Suites) (formerly Radisson Suite Hotel Tucson) (revised 3-21-02, revised 6-5-03)  
Raim, Inc.  
Rainbow Signs  
Ranaco Corp. (formerly Southwest Scientific Co.) (revised 6-19-02)  
Rancho Los Amigos Mobile Home Park  
Realty Executives of Tucson  
Realty First  
Refrigeration Engineers, Inc.  
Reis' Carriage House  
Richard V. Albery, M.D.  
Robison Marble Company  
Rolamech, Division of The Highsmith Co., Inc.  
Romanoski Glass & Mirror Co., Inc.  
Roy W. Sandberg, CPA  
Royal Buick Co., Inc.  
R. E. Darling Co., Inc.  
R. S. Herder Corp.  
S & S Paving and Construction Co., Inc.  
Saguaro Corners Restaurant  
Sam Levitz Furniture  
Sample Realty & Inv. Co.  
Sam's Club (formerly PACE Membership Warehouse, Inc.) (revised 1-11-01)  
Santa Rosa Convalescent Center  
SARTD Construction  
Scott Supply Service, Inc.  
Shea-na Food  
Sierra Pacific Airlines, Tucson  
Simutek Computer Ctr.  
Solar Industries, Inc.  
Somerset Villa Apartments  
Southern Arizona Paving & Construction Co.  
SPM, Inc.  
Space Biosphere Ventures  
Spherion Staffing Group (formerly Norrell Services) (revised 3-19-01)  
Spun Metals, Inc.  
Star Auto Parts & Sales, Inc.  
Steve Christie's Chrysler-Jeep (formerly Galloway Motors) (revised 4-25-01)  
Stopcrack Novus Glass Systems  
St. Philip's In The Hills  
Suburban Motors  
Sucaba Enterprises dba Abacus Plumbing  
Sugar 'n' Spice Daycare  
Summer Institute of Linguistics

ADDENDUM A to Bylaws

Sunbelt Holdings, Inc.  
Super Car Center  
Supercuts  
Swango Real Estate Appraisers  
Swimming Pool Service & Repair  
Swisher Hygiene (formerly Cavalier Service Systems, Inc.) (revised 3-21-02)  
Sybra of Ariz., Inc. dba Arby's Roast Beef  
Tenery & Company  
Terence Moriarty Dental Office  
Terminix International, Inc.  
Texas Instruments (formerly Burr-Brown Corporation) (revised 1-11-01)  
The Apostolic Church of Jesus Christ  
The Casey Family Program  
The Chamberlain Group, Inc.  
The Humane Society of Tucson  
The Larson Company  
Thermal Products Corporation  
The Vacation Place (formerly Cortez Travel) (revised 3-21-02)  
Thim Insurance Agency, Inc.  
Thomas A. Curti, P.C.  
Thoroughbred Cars, Inc.  
Title Guaranty Agency of Arizona  
Title Security Agency of Arizona  
Travel Bound, Inc.  
Trimco  
Truly Nolen Exterminating Co.  
Tucson Country Club  
Tucson Dodge (formerly Breck Dodge revised 2-22-07, formerly Bill Breck Dodge, Inc. revised 6-5-03)  
Tucson Fruit and Produce  
Tucson Pathology Assoc. P. C.  
Tucson Rubber Corp.  
Tucson Shopper  
Two Sons Barber (formerly Golf Links Barber Shop) (revised 3-19-01)  
University Termite & Pest Control, Inc.  
US Foodservice (formerly City Meat Co., Inc.) (revised 7-12-02)  
V F Factory Outlet, Inc.  
Vagabond Inn Plaza Tucson (formerly Quality Inn University & Conference Center) (revised 9-29-03)  
Valley Center of the Deaf  
Vanguard Automation, Inc.  
Vicki Wayne  
Village Inn Restaurant  
~~Weiser Lock (deleted 2-22-07)~~  
William J. Maguire Enterprises, Inc. dba WJM Computer Sales  
Windy Lindy Plastercraft  
Wirebenders Inc.

Xeris Group  
Yankee Doodle  
York International  
Zentrix (formerly a part of Brush Wellman, Inc., Tucson Plant) (revised 3-28-01)  
Zilla Pharmaceuticals, Inc.;

**Section 3**

Members and employees of members of the **Arizona Restaurant & Hospitality Association** (revised 6-5-03) (formerly the Southern Arizona Restaurant Association) who qualify for membership in accordance with its bylaws as of the date of their addition to this field of membership;

Voting members and employees of voting members of the **4th Avenue Street Merchants' Association** in Tucson, Arizona who qualify for membership in accordance with its bylaws as of the date of its addition to this field of membership;

Voting members of the **Southern Arizona Home Builders Association** (SAHBA) in Pima County, Arizona who qualify for membership in accordance with its constitution and bylaws as of the date of its addition to this field of membership, and employees of voting members of SAHBA who work in Pima County, Arizona;

**Section 4**

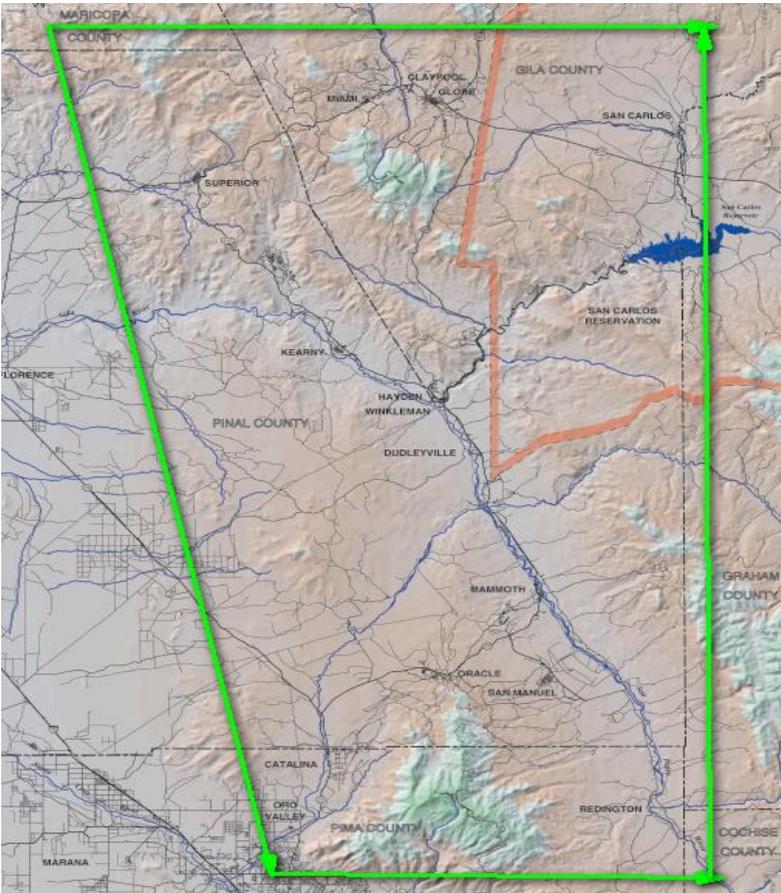
Members and employees of the following churches in Tucson and Phoenix, Arizona:

Broadway Christian Church  
Christ Presbyterian Church  
Craycroft Baptist Church  
Eastside Assembly of God Church  
First Baptist Church of Tucson  
First Christian & Missionary Alliance Church  
Immanuel Presbyterian Church  
Lutheran Church of the King  
Ministerio Pentecostal La Senda Antiqua  
Northside Christian Church  
Saguaro Christian Church  
Saguaro Evangelical Free Church  
St. Elizabeth Ann Seton Parish  
St. Monica's Church  
Verde Heights Baptist Church;

Members and employees of the **Episcopal Church of St. Michael and All Angels** in Tucson, Arizona and students and instructors of **St. Michael's Parish Day School** in Tucson, Arizona;

**Section 5**

All persons ~~living or working~~ who live, work, worship, volunteer or attend school in, businesses and other legal entities located within an area bounded on the North by latitude 33 degrees 30 minutes, on the East by longitude 110 degrees 25 minutes, on the South by latitude 32 degrees 20 minutes and on the West by a line from an intersection of latitude 32 degrees 20 minutes and longitude 111 degrees 0 minutes to an intersection of latitude 33 degrees 30 minutes and longitude 111 degrees 18 minutes in the State of Arizona, as shown on the map below; (revised 4/24/2012)



*(Digital Cartography by GEO-MAP, Inc., 2002)*

Employees of the **County of Gila**, Arizona, and of the **Gila County School District**; employees and elected and appointed officials of **municipalities located in Gila County**, Arizona; employees of the **Rural Fire Protection Company** which operates under contract with the municipalities located in Gila County, Arizona;

**Section 6**

Employees of **Greyhound Lines, Inc.** - Western Division whose home terminals are in the States of Texas, New Mexico, and Arizona;

Employees of **The Dial Corp.** and its wholly-owned subsidiaries who work in or are paid from Phoenix, Arizona;

ADDENDUM A to Bylaws

Employees of **Amalgamated Transit Union Division 1223** who serve the above-described employees of Greyhound Lines West;

Employees of the **National Council of Amalgamated Transit Unions** who work in Phoenix, Arizona;

**Section 7**

Employees of **Copyboy Printing/Copying Corporation** and its franchises (these Copyboy Printing/Copying franchises have a long-term contractual agreements with the Copyboy Printing/Copying Corporation in Tucson, Arizona) who work in Tucson, Scottsdale, Phoenix, or Lakeside, Arizona;

Members and employees of the Tucson Lodge of Perfection, Tucson Chapter of Rose Croix, Tucson Council of Kadosh and Tuscon Consistory **collectively known as the Tucson Scottish Rite Bodies of the Ancient and Accepted Scottish Rite of Freemasonry**, who qualify for membership in accordance with their constitutions and bylaws as of October 14, 1992;

**Section 8**

Employees of the following entities who work in Phoenix, Arizona:

Lamb Architects (added 9-11-00)  
Phoenix Transit Corporation;

**Section 9**

Employees of the following entities, added under the Streamlined Expansion Procedures (suspended 10-25-96):

Sunshine Media Printing, Inc., who work in Tucson, Arizona (4-21-95)  
Specialized Surfacing Utility Paving, who work in Tucson, Arizona (8-22-95)  
Palo Verde Behavioral Health, who work in Tucson, Arizona (8-22-95);

**Section 10**

Employees of the following entities who work in Tucson, Arizona:

A.I.M.S. (Arizona Interior Maintenance Service) (7-24-01 INT)  
~~Amity, Inc. (8-9-99)~~ (deleted 2-22-07)  
Animal Health Hospital (11-4-02 INT)  
APAC Customer Service (6-28-01 INT)  
Ardext Technologies (10-31-01 INT)  
Areté Associates (8-1-00)  
Aristocrat Printing and Design (8-7-03 INT)  
Aristocrat Technologies, Inc. (6-26-01 INT)

**ADDENDUM A** to Bylaws

Around the Clock (ATC) Healthcare Services (8-6-02 INT)  
Beaudry Motor Company (5-13-02)  
Cal's Plumbing, Inc. (5-3-02 INT)  
Carclo Technical Plastics (formerly Carrera Corporation (added 8-16-99, revised 5-6-04)  
Casa de la Luz Hospice (including volunteers) (5-14-02)  
Chestnut Construction Corporation (6-20-02 INT)  
Christian Care (12-21-99)  
Citadel Broadcasting (9-17-02 INT)  
Community Food Bank, Inc. (including volunteers) (10-18-02)  
Convergys Corporation (2-29-00)  
Cornerstone Hospital of Southeast Arizona (revised 3-12-03) (formerly Summit Hospital of Southeast Arizona (added 6-12-01 INT)  
Corporate Adventures LTD. (3-25-99)  
Direct Center for Independence, Inc. (9-11-02 INT)  
Effective Signs, Limited (10-8-02 INT)  
Elderhaven (9-23-03 INT)  
El Dorado Hospital (6-13-03 INT)  
First Health (9-10-02 INT)  
George Hobeich, M.D. (10-15-02 INT)  
Hilton Tucson East (5-22-02 INT)  
~~Information (9-23-03 INT) (deleted 2-22-07)~~  
JS Alterations, LLC dba Stitch Wiz (8-30-05)  
Kurtz & Hallock Insurance Agency, LLC (1-11-01)  
Lantana Corporation (03-06-00)  
Manpower (11-4-02 INT)  
New Horizons Computer Learning Centers (5-11-01)  
Orange Grove Animal Hospital (7-18-03 INT)  
Orthodontic Professionals, P.C. (1-3-02)  
Party America (formerly Paper Warehouse) (added 12-20-00, revised 9-21-04)  
Peaceful Spirit Therapeutic Massage Centers (4-10-02)  
RS Engineering (4-3-02 INT)  
Rent-A-Computer (3-06-00)  
Ridgetop Group, Inc. (8-22-03 INT)  
Ronald McDonald House Charities of Southern Arizona (8-21-00)  
Running Start, Inc. (8-1-00)  
Sheraton Tucson Hotel & Suites (4-22-02 INT)  
Sion Power (7-18-02 INT)  
The Power P.E.O. (4-22-02)  
The Salvation Army, Tucson ARC (8-12-02)  
Tucson Roll-Off and Recycling (4-13-01 INT)  
Tucson Transport Inc. (3-25-99)  
Union Distributing Company (2-24-00)  
Universal Avionics Systems Corporation (7-28-99)  
Vanguard Technical Solutions (8-1-00);

ADDENDUM A to Bylaws

BrakeMasters  
Brewster Center  
Cap N Dave  
Care Search  
Carondelet Health Network including St. Mary's Hospital, St. Joseph's Hospital, Holy Cross Hospital and Geriatric Center, Holy Family Center, and Carondelet Medical Group  
Catalina In-Home Service  
Century 21 Ability Realty  
Century 21 Roper and Associates  
Charles Griffen, DDS  
Cheetah International (formerly Cheetah Systems) (revised 4-25-01)  
Cherry Landscape  
Clarion Hotel (formerly Aztec Inn)  
Clifton Gunderson & Co., CPAs  
Consolidated Ventura, Inc. (formerly Ventura Telephone)  
CostCo (formerly Price Club)  
Cottman Transmission  
DCI/Desert Dialysis (formerly Desert Dialysis) (revised 8-5-05)  
Desert Hues Painting  
Desert Leaf Newspaper  
Deverux/La Hacienda Foster Care  
Division II Construction  
Educational Enrichment Foundation  
EC Group/Demott Business (formerly Electronic City) (revised 9-21-04)  
FaciliTec  
Five Star Electronics  
FL Turner & Assoc  
Food Conspiracy Coop  
Fountains At La Cholla  
Fourth Ave Merchants  
Gadabout Hair Salon  
Gale Insulation  
Green Valley Pecan Company (3-11-02) (formerly Santa Cruz Pecan Valley)  
Grubb & Ellis  
Guthrie Laytex  
Hamstra Heating & Cooling  
Hazlett & Wilkes  
HealthNet (formerly Intergroup of Arizona) (4-13-01)  
Hemco  
Hilton Tucson El Conquistador Golf & Tennis Resort (formerly Sheraton El Conquistador) (1-27-03)  
Inglis Florist  
Inn Suites  
Iron Mountain (formerly Document Reserve) (revised 3-11-02)  
ITT Technical Institute (faculty, staff, and students)  
John D Luff, DDS

ADDENDUM A to Bylaws

~~Jones Intercable~~ (deleted 2-22-07)

Junior Achievement

Karl Zimmerman, DDS

Ketchum P.C.

Kindred Hospital (formerly Vencor Hospital) (revised 8-24-01)

Kitt Peak/NOAO Observatory

La Fuente Restaurant

Landmark Clothing & Shoes

Las Margaritas Restaurant

Lease Smart

Long Realty

Maxi-Switch

Mayflower Chinese Rest

Metro Fitness

Michael Bolchalk Marketing (formerly Wettstein Bolchalk Advertising) (revised 3-11-02)

Office Depot

ORC-Macro (formerly Opinion Research) (revised 11-3-04)

Oriental Express

Oro Valley Country Club

Pain Management Associates

Peter Piper Pizza

Pima Community College (faculty, staff, and students)

Praxair (formerly Tracer Research) (revised 1-29-04)

Prescott College (faculty, staff, and students)

Preventronics

Primavera Foundation

Principle Mortgage Corporation

R & R Products

Research Corporation Technologies

Rincon Research

Rodeway Inn

Saguaro Electric

Saguaro Potato Chip Co

Sahuaro Girl Scout Council

Sandbox Learning Center

Snack Attack

Sprint/Broad Band Wireless Group (formerly Peoples Choice T.V.)

Starr Pass

Sunshine Medical

SWCA Inc.

The Hotel Arizona (formerly Radisson Tucson City Center) (formerly Presidio Hotel) (formerly Holiday Inn) (revised 6-14-01, revised 10-19-01, revised 11-30-05)

Tom Roof The Cleaners

TRS Services & Construction

Tucson Hispanic Chamber of Commerce

Tuller Trophy

~~Two Pesos Mexican Rest~~ (deleted 2-22-07)

University Medical Center

University of Arizona (faculty, staff, and students)

University of Arizona & Int'l Campus (faculty, staff, and students)

University Physicians Healthcare (formerly University Physicians Inc.) (revised 2-2-05)

Veeco Process Metrology (formerly Wyko)

Venture West Group, Inc.

Walmart

Members, employees, and volunteers of the **Pima Council on Aging** (former sponsor of the Saguaro Credit Union);

### Section 13

Employees of **Summerhaven Coffee House** who work in Mt. Lemmon, Arizona (10-12-99); Employees of ProGuard Security Services, Inc. who work in Tucson or Phoenix, Arizona (3-29-00);

Employees of Rain Bird Sprinkler Manufacturing Inc. who are supervised from Tucson, Arizona (6-13-01 INT);

Employees of **The Gallery Golf Club** who work in Marana, Arizona (8-3-01 INT);

Employees of TCI Solutions, Inc. who work in or are headquartered in Tucson, Arizona (4-4-03 INT);

### Section 14

Members of the following associations in Tucson, Arizona who qualify for membership in accordance with their respective bylaws as of the date of their addition to this field of membership:

American Legion Post 36

American Legion Post 7

Arizona United Service Station Dealers Association

Canyon Crest Villas Homeowners Association, Inc.

DAV 4

DAV Cactus Chapter 2

DAV Chapter 18

DM 50

Fraternal Order of Eagles

Greater Arizona Bicycling Association, Tucson Chapter

International Alliance of Theatrical Stage Employees and Motion Picture Machine Operators of the United States and Canada, Local 415-M

Knights of Pythias Tucson Lodge No. 9

Lazy Creek No. 1 Homeowners Association, Inc.

Meadowbrook Homeowners Association

Medvale Park Master Review Board

Non-Commissioned Officers Association (NCOA), Spanish Trail Chapter

Plumbers & Steam Fitters Local No. 741 (revised 3-11-02) (formerly United Association of Journeymen and Apprentices of the Plumbing and Pipefitting Industry of the United States and Canada, Local No. 741)

Reddington Hill Homeowners Association

The Chamber of Northern Pima County (12-2-99)

Tucson Music Teachers' Association (natural person members)

VFW Post 10008

VFW Post 10015

VFW Post 1713

VFW Post 4903

VFW Post 549;

### Section 15

Natural person members of the Southern Arizona Chapter, **American Institute of Architects**, who qualify for membership in accordance with its bylaws as of the date of its addition to this field of membership (employees of member firms are not eligible for membership);

Natural person members (principal representative, additional representative or allied professional) of the **Building Owners and Managers Association** Tucson/Pima County (BOMA) Inc. who qualify for membership in accordance with its bylaws as of the date of their addition to this field of membership;

Voting members of Southern Arizona Chapter, **National Association of Women Business Owners** in Tucson, Arizona who qualify for membership in accordance with their bylaws as of the date of their addition to this field of membership;

Members of the **First Free Will Baptist Church** in Tucson, Arizona;

Natural person voting members of **Air Force Association** headquartered in Tucson, Arizona;

Members of the Arizona Branch of the **Screen Actors Guild** who reside or work in Cochise, Pima, or Santa Cruz Counties, Arizona and who qualify for membership in accordance with their constitution and bylaws as of the date of their addition to this field of membership;

Employees and voting members of the **Tucson Zoological Society/Reid Park Zoo** in Tucson, Arizona who qualify for membership in accordance with its constitution and bylaws in effect on June 10, 1996, ~~limited to a maximum of 2,500 members~~ (revised 2-22-07);

Voting members of the **Pima County Chapter of Mothers Against Drunk Driving (MADD)**, Tucson, Arizona who qualify for membership in accordance with its bylaws in effect on July 3, 1996, ~~limited to a maximum of 2,500 members~~ (revised 2-22-07);

Voting members of the **University of Arizona Alumni Association** who qualify for membership in accordance with its bylaws in effect on August 18, 1999 (former sponsor of Saguaro Credit Union);

ADDENDUM A to Bylaws

Voting members of the **Arizona Polish Club , Inc.** of Tucson, Arizona who qualify for membership in accordance with its bylaws in effect on May 24, 2000;

Voting members of the **Tucson Hispanic Chamber of Commerce** in Tucson, Arizona who qualify for membership in accordance with its bylaws in effect on September 13, 2001;

Volunteer board members and voting members of the **Friends of the Oro Valley Public Library** in Oro Valley, Arizona who qualify for membership in accordance with its bylaws in effect on October 2, 2001;

Voting members of the **Filipino American Sampaguita Club of Tucson (FASCOT)** in Cortaro, Arizona who qualify for membership in accordance with its bylaws in effect November 6, 2001;

Employees of and students attending **Fred G. Acosta Job Corps Center** in Tucson, Arizona (11-15-02 INT);

Voting members of **Rancho Antigua Association** in Tucson, Arizona who qualify for membership in accordance with its bylaws in effect April 21, 2003;

Voting members of **Arizona Madera at Rita Ranch Homeowners Association** in Tucson, Arizona who qualify for membership in accordance with its bylaws in effect April 21, 2003;

Voting members of the **Arizona Sunset at Rita Ranch Homeowners` Association** in Tucson, Arizona who qualify for membership in accordance with its charter and bylaws in effect on May 3, 1999 (7-8-03);

Voting members of the **Terracina Association at Rita Ranch** in Tucson, Arizona who qualify for membership in accordance with its charter and bylaws in effect on April 21, 1994 (11-04-03);

**Section 16**

Employees of the following groups approved via the Internet:

Employees of the following groups who *work in* the location specified:

1945 E 5th St., LLC, Tucson, AZ (04-14-05)  
22nd St. Thrift Store, Tucson, AZ (05-05-06)  
240-Taxi, Inc. dba Roadrunner Auto Center, Tucson, AZ (1-13-06)  
4717 S 12 Avenue LLC, Tucson, AZ (4-4-05)  
6 Boys To Go, Inc, Tucson, AZ (1-5-06)  
7401 N Meredith Blvd, LLC, Tucson, AZ (4-4-05)  
A1 Art Connection, LLC dba The Art Company, Tucson, AZ (8-26-05)  
ABC Drafting, Inc., Tucson, AZ (4-6-05)  
Absolute Roofing Solutions, LLC, Tucson, AZ (3-10-06)  
ABS Recovery Services, Inc., Phoenix, AZ (2-13-06)

**ADDENDUM A** to Bylaws

Adecco, Tucson, AZ (1-28-04)  
Advanced Appraisal Services, LLC, Tucson, AZ (5-2-06)  
Advanced Underground, LLC, Tucson, AZ (8-26-05)  
Aesthetic Effect, LLC, Tucson, AZ (5-9-05)  
Agave Cleaning Systems, LLC, Tucson, AZ (11-17-05)  
AK Electric, Inc., Tucson, AZ (3-29-06)  
Alan C Sears CPA, PC dba Accounting and Tax Services, Tucson, AZ (12-9-05)  
All Seasons Desert Landscaping, Tucson, AZ (05-22-06)  
AllStaff Service Inc. (formerly BandB Employment Inc,) Tucson, AZ (added 9-19-05, revised 2-8-06)  
A.P.I., Incorporated dba ANEWCO Products, Tucson, AZ (1-5-06)  
APM Electric Services, LLC, Tucson, AZ (3-7-06)  
Arizona Equipment Rental I, LLC DBA Volvo Rents, Tucson, AZ (05-19-06)  
Arizona Proscapes, Inc., Tucson, AZ (9-30-05)  
Arizona Sun Development 2, LLP, Tucson, AZ (8-17-05)  
Arizona Waste Oil Service, Tucson, AZ (10-5-05)  
Art Books, LLC, Tucson, AZ (12-1-05)  
AZ Hot Shot Mobile Pressure Wash, Inc., Oracle, AZ (6-10-05)  
B3 Electric, Tucson, AZ (4-28-06)  
Baker Brothers Plumbing, LLC, Tucson, AZ (4-20-06)  
Bath Crest of Tucson, LLC, Tucson, AZ (1-6-06)  
Beginnings Church and Preschool, Tucson, AZ (10-4-05)  
Belia Building, LLC, Tucson, AZ (4-12-06)  
BEM Financial, Inc., Tucson, AZ (5-2-05)  
Best Mailing Lists, Inc., Tucson, AZ (11-17-05)  
Big Time Advertising, Inc. dba Talking Trash, Tucson, AZ (4-28-06)  
BMW Iron Horse Motorcycles of Tucson IHM LLC, Tucson, AZ (3-16-05)  
Bodhisattva Properties, LLC, Tucson, AZ (4-5-06)  
B Rhodes Trucking, LLC (7-15-05)  
Buzz Haircuts, LLC dba Sports Buzz Haircuts, Tucson, AZ (4-28-06)  
Cazgon, LLC dba La Bodega Warehouse, Tucson, AZ (7-1-05)  
Chavez Wrought Iron, Tucson, AZ (05-11-06)  
Center Against Sexual Assault, Tucson, AZ (6-21-04)  
Cherry Creek Installation, Tucson, AZ (4-21-05)  
Clark's Home Data and Sound, LLC, Tucson, AZ (9-20-05)  
Comfort Suites, Tucson, AZ (8-2-04)  
Compass Health Care, Tucson, AZ (2-2-06)  
Cooper Pools, Tucson, AZ (05-09-06)  
Coyote H.I.S., Inc., Tucson, AZ (4-15-05)  
Cross Creek Tack, Tucson, AZ (7-13-05)  
Cummings Plumbing Heating and Cooling, Inc., Tucson, AZ (4-24-06)  
Davey Enterprises, Inc., Tucson, AZ (10-27-05)  
Deed and Note Traders, LLC, Tucson, AZ (4-27-06)  
Dennis Healy Retirement, LLC, Tucson, AZ (3-29-06)  
Desert Furnishings, Inc dba The Oak Store, Tucson, AZ (2-2-05)  
Dogwood Enterprises, Inc. dba Valencia Hardware, Tucson, AZ (11-7-05)

ADDENDUM A to Bylaws

Donut Wheel, Inc. dba. Liquor Dan, Tucson, AZ (12-29-04)  
Dynamic Emission Repair, Tucson, AZ (7-25-05)  
D.P. Desert Distributing, LLC, Tucson, AZ (4-24-06)  
Dynamic Properties, Inc, Tucson, AZ (7-25-05)  
Edna's Cleaning Service Company, Vail, AZ (4-13-06)  
El Tortillero, LLC, Tucson, AZ (8-1-05)  
Enviromax Cooling and Heating, LLC, Tucson, AZ (4-24-06)  
EPIC Fire Protection, LLC, Tucson, AZ (4-5-06)  
Essential Termite and Pest Control, Tucson, AZ (9-19-05)  
Fairmount Rentals, LLC, Tucson, AZ (9-19-05)  
Faith Homes, LLC, Tucson, AZ (10-5-05)  
Fauxworks Professional Painting, LLC, Tucson, AZ (2-27-06)  
Flight Services, Inc., Tucson, AZ (7-6-05)  
Fortune Investments, Tucson, AZ (1-4-06)  
Four Saguaros Landscape Design and Installation, Tucson, AZ (6-3-05)  
Free Form Frames, Inc., Tucson, AZ (4-8-05)  
Fr. Kino's Corner, LLC, Tucson, AZ (4-27-05)  
Galindo's Floor Covering, LLC, Vail, AZ (2-22-06)  
G and J Restaurant Corporation dba McDonalds, Tucson, AZ (11-19-04)  
Gelato & Joe, LLC, Tucson, AZ (5-23-06)  
George Liggins, Inc., Tucson, AZ (7-28-05)  
Griffith Glass and Metal, LLC, Tucson, AZ (3-23-06)  
GG and G, Tucson, AZ (7-15-05)  
GMF Investments, dba Tony's Liquors, Tucson, AZ (4-4-05)  
Hayes Home Inspection, LLC, Tucson, AZ (7-26-05)  
Haymarket Group, Inc. dba The UPS Store, Tucson, AZ (11-29-05)  
High Performance Engines, Inc., Tucson, AZ (3-28-06)  
Higgins Enterprises, Inc dba Gotta Go Wireless, Tucson, AZ (4-28-06)  
Independent First Assistant, Inc., Tucson, AZ (4-5-05)  
Innovations in Cycling, Inc., Tucson, AZ (05-19-06)  
Institute for Scientific and Space Research, Inc., Tucson, AZ (4-19-05)  
InsuranStar Marketing, Green Valley, AZ (8-18-05)  
Isberg Nichols Consulting, LLC, Tucson, AZ (3-2-06)  
IT-Guardian, Inc., Tucson, AZ (1-23-06)  
JandC Service, Inc., Tucson, AZ (4-12-04)  
JBT Company, LLC, Tucson, AZ (3-23-06)  
JKS First, LLC, Tucson, AZ (4-26-06)  
John Loeken CPA, LLC, Tucson, AZ (10-24-05)  
K-Wilz Enterprises, LLC dba Austin's Ice Cream, Tucson, AZ (4-13-06)  
Kalish Funding, LLC, Phoenix, AZ (7-6-05)  
Kelco Doors, Inc., Tucson, AZ (3-20-06)  
Kelly Electric, Tucson, AZ (12-14-05)  
Kelly Electric and Technologies, Tucson, AZ (3-9-06)  
Kelly Leasing, LLC, Tucson, AZ (3-9-06)  
Kelly Properties, LLC, Tucson, AZ (3-7-06)

**ADDENDUM A** to Bylaws

Ken and Kerry Kelly Technologies, Tucson, AZ (3-9-06)  
Kent Linaman, P.C., Tucson, AZ (5-16-05)  
Klingler Generator Services, LLC, Tucson, AZ (1-3-06)  
Krebs Engineers, Tucson, AZ (11-2-04)  
L and L Landscaping, LLC, Tucson, AZ (8-8-05)  
Landscapes R Us, LLC, Tucson, AZ (1-6-06)  
Larocca's Pizza, Inc., Tucson, AZ (05-24-06)  
Laveau Photo, LLC, Tucson, AZ (8-19-05)  
Lioy Custom Builders, Inc., Tucson, AZ (10-25-05)  
Lynda Wilson Enterprises, LLC dba Austin's Ice Cream, Tucson, AZ (4-13-06)  
M and L, LLC dba Tucson Raceway Park, Tucson, AZ (8-18-05)  
M and 'M's Saloon, Tucson, AZ (8-8-05)  
Marana Unified School District, Marana, AZ (4-8-05)  
Martha Ayres, PC, Tucson, AZ (9-15-05)  
MIL-Bring, LLC dba One Stop Automotive, Tucson, AZ (1-26-06)  
MJ I-10, LLC, Tucson, AZ (2-16-06)  
MR Resources, LLC, Sahuarita, AZ (3-1-06)  
Mulvair Cooling and Heating, LLC, Tucson, AZ (3-28-06)  
My Connections, LLC, Tucson, AZ (9-13-05)  
Mystery Ranch, LLC, Sahuarita, AZ (3-1-06)  
New Day Mystery, Tucson, AZ (12-6-05)  
New Dimension Ministry, Tucson, AZ (12-14-05)  
Nicolosi and Fitch Inc, Tucson, AZ (3-8-05)  
Northern Crest Mortgage, LLC., (04-14-05)  
Old Pueblo Archaeology Center, Tucson, AZ (11-26-04)  
Olinda Financial, LLC, Tucson, AZ (3-7-06)  
Oro Valley Auto Consulting, Inc., Tucson, AZ (6-6-05)  
Orozco Lathe and Plaster, Inc, Tucson, AZ (3-28-06)  
Partyfavorpalace.com, Tucson, AZ (4-5-06)  
Patricia A Flores, LLC, Tucson, AZ (8-18-05)  
Payton Place, LLC, Vail, AZ (1-19-06)  
Perk L. Enterprises, LLC Tucson, AZ (12-28-05)  
Poblano Hot Sauce, Inc., Tucson, AZ (5-4-05)  
Poco and Mom's, LLC, Tucson, AZ (2-21-06)  
Premier Building and Consulting, LLC, Vail, AZ (05-23-06)  
Pure Aesthetics, Tucson, AZ (6-30-05)  
Quail Canyon Golf Course, Tucson, AZ (5-25-05)  
Ramirez El Rio Properties, LLC, Tucson, AZ (7-18-05)  
R and D Enterprises, Inc. dba More Cars on Stone, Tucson, AZ (2-24-06)  
RCB-MLB #1 Family Limited Partnership, Tucson, AZ (1-3-06)  
RC Wholesale Cars, Inc., Tucson, AZ (8-9-05)  
R E Kristhardt Insurance Agency dba Country Insurance and Financial Services, Tucson, (1-26-06)  
Remodelers Maintenance Group, Inc., Tucson, AZ (10-24-05)  
Rosarita, LLC, Vail, AZ (4-11-05)  
RTM Transport, Inc., Tucson, AZ (2-24-06)

**ADDENDUM A** to Bylaws

Rugen Construction Co LLC, Tucson, AZ (4-7-05)  
RWF Marketing & Events, LLC, Tucson, AZ (05-09-06)  
Salt Creek Ventures, LLC, Tucson, AZ (5-3-05)  
Sam`s Heating and Cooling, Tucson, AZ (10-25-05)  
Sargent Controls and Aerospace, Tucson, AZ (9-22-04)  
SFH Enterprises, LLC dba H and H Enterprises, Tucson, AZ (3-13-06)  
Silva Properties, LLC, Vail, AZ (4-21-05)  
Sixth Scents Candles, LLC, Tucson, AZ (1-5-06)  
Snider Construction, LLC, Tucson, AZ (4-13-06)  
Sole Net Enterprises, Inc., Tucson, AZ (6-16-05)  
Sonoita Mercantile Corp., Sonoita, AZ (2-21-06)  
Southern Exposure, LLC, Tucson, AZ (05-22-06)  
South Pacific Construction, Tucson, AZ (05-08-06)  
Southwest Gold, Inc., Tucson, AZ (10-25-05)  
Stilwell Partners, LP, Phoenix, AZ (10-17-05)  
Streamline Unlimited, Tucson, AZ (5-12-05)  
Suncrest Aircraft Services, Marana, AZ (4-19-06)  
Sweetie`s Daycare, LLC, Tucson, AZ (4-6-06)  
Swier and Associate LLC, Tucson, AZ (5-9-05)  
T and T Marble and Tile Inc, Tucson, AZ (4-22-05)  
Tari M. Auletta, Inc., Tucson, AZ (5-16-03)  
Taylor Family Building Company, LLC, Tucson, AZ (3-22-06)  
Taylor Tack and Feed, LLC, Tucson, AZ (3-22-06)  
TCB Walby and Scammon, Tucson, AZ (11-18-05)  
Team Investments, LLC, Vail, AZ (4-1-05)  
Temple of the Presence, Tucson, AZ (7-20-05)  
The HR Consultants, LLC, Tucson, AZ (11-30-05)  
The Kay Family LLP, Tucson, AZ (12-29-04)  
The Finish Shop, Tucson, AZ (10-17-05)  
The Free Cycle Network (4-6-06)  
The Music Garden of Tucson, LLC, Tucson, AZ (9-19-05)  
The Shining Light Baptist Church of Tucson, Tucson, AZ (12-15-05)  
Timothy Bott, PLLC, Tucson, AZ (10-31-05)  
Tohono O`Odham Community College, Sells, AZ (1-10-05)  
Total Restoration, Inc., Tucson, AZ (2-1-06)  
Town of Marana, Marana, AZ (10-18-04)  
Tucci Creative Inc, Tucson, AZ (3-25-05)  
Tucson Country Day School, Tucson, AZ (3-30-06)  
Tucson Moto Tours, LLC, Tucson, AZ (1-17-06)  
Tucson Oral and Maxillofacial Surgery, PC, Tucson, AZ (7-25-05)  
Tucson Restaurant and Equipment Service Co., Tucson, AZ (11-10-05)  
Twelve Gage Enterprises LLC dba A and M Fencing, Tucson, AZ (4-13-06)  
Urimex Holdings, LLC, Tucson, AZ (2-13-06)  
Urimex Properties, LLC, Tucson, AZ (2-14-06)  
Valley Oasis Pools and Spas Construction Co., Inc., Tucson, AZ (3-1-06)

ADDENDUM A to Bylaws

Van Franklin Enterprises, LLC, Tucson, AZ (3-28-06)  
Viad, Phoenix, AZ (11-29-05)  
Villa Campana Health Care Center, Tucson, AZ (8-2-04)  
Wal-Mart, Green Valley, AZ (10-18-04)  
Water of Life Metropolitan Community Church of Tucson, Tucson, AZ (3-9-06)  
Webseed, Inc. dba Truth Publishing Fulfillment, Tucson, AZ (1-27-06)  
Woodson Snacks, Inc., Tucson, AZ (9-12-05)  
World Computer, Tucson, AZ (9-2-05)

Employees of the following groups who *work in or are paid from* the location specified:

Classic Car Spa, Phoenix, AZ (2-27-06)  
Gracious Homes, Tucson, AZ (5-31-05)  
Head Yeast Distributing, Inc., Carona, AZ (10-21-05)  
Horizon Moving Systems, Inc, Tucson, AZ (7-14-04)  
Kittelson & Associates (formerly Catalina Engineering Inc), Tucson, AZ (added 8-13-04, revised 1-31-06)  
Mourelatos Tile, Inc., Tucson, AZ (6-30-05)  
New West Charter School Inc., Vail, AZ (5-10-04)  
TD's Showclub's, Tucson, AZ (6-17-04)

Employees of the following groups who *work in, or are paid or supervised from* the location specified:

Vail School District, Vail, AZ (9-7-04);

*Employees and members* of the following *associational groups* approved via the Internet:

Employees and members of **Disabled American Veterans Chapter #28** in Tucson, AZ who qualify for membership in accordance with its charter and bylaws in effect on 6-18-1996; (10-17-05);

Employees and members of **Southeast Business Alliance (SEBA)** in Tucson, Arizona who qualify for membership in accordance with its charter and bylaws in effect on October 14, 2004; (10-14-04);

Members of the Governing Board of the **Western Army National Guard Aviation Training Site Family Readiness Group** in Marana, Arizona who qualify for membership in accordance with its charter and bylaws in effect on June 20, 2005; (6-20-05);

Members of **Victory Baptist Church** in Vail, Arizona in accordance with its charter and bylaws in effect on August 17, 2005; (8-17-05);

Members of **Civano Parent-Teachers Association** in Tucson, Arizona who qualify for membership in accordance with its charter and bylaws in effect on January 6, 2006; (1-6-06);

Members of **Cyprus East Townhomes Homeowners' Association** in Tucson, Arizona who qualify for membership in accordance with its charter and bylaws in effect on January 17, 2006; (1-17-06);

Employees and members of **St. Rita in the Desert** in Vail, Arizona who qualify for membership in accordance with its charter and bylaws in effect on March 14, 2006; (3-14-06);

Members of **Society of Hispanic Professional Engineers**; Southern Arizona Chapter in Tucson, AZ who qualify for membership in accordance with its charter and bylaws in effect on July 21, 2005; (3-21-06);

*Voting members* of the following *associational groups* approved via the Internet:

Voting members of **Sunflower Community Association, Inc.** in Tucson, Arizona who qualify for membership in accordance with its charter and bylaws in effect on January 3, 2005 (1-3-05);

*Board of Directors* of the following groups approved via the Internet at the location specified:

My Santa, Tucson, AZ (12-9-05);

### **Section 17**

Employees of NCH Corporation and its wholly-owned subsidiaries who work in or are paid from Tucson, Arizona: (added 1-29-04, revised 3-26-04):

Subsidiaries:

El Dorado Apartments, Tucson, AZ  
Embassy Suites, Tucson, AZ  
Hampton Inn & Suites, Tucson, AZ  
Ironwood Apartments, Tucson, AZ  
Kimberly Woods Apartments, Tucson, AZ  
La Posada Lodge & Casitas, Tucson, AZ  
Miguel's Restaurant, Tucson, AZ  
The UPS Store, Tucson, AZ  
TownePlace Suites, Tucson, AZ  
SuperCuts #AZ091, Tucson, AZ  
SuperCuts #AZ631, Tucson, AZ  
SuperCuts #AZ819, Tucson, AZ  
SuperCuts #AZ820, Tucson, AZ  
SuperCuts #AZ821, Tucson, AZ  
SuperCuts #AZ1423, Tucson, AZ  
SuperCuts #AZ1424, Tucson, AZ  
SuperCuts #AZ8689, Tucson, AZ  
SuperCuts #AZ8771, Tucson, AZ  
SuperCuts #AZ8802, Sierra Vista, AZ  
SuperCuts #AZ8985, Yuma, AZ  
SuperCuts #AZ8633, Tucson, AZ

**ADDENDUM A** to Bylaws

SuperCuts #80141, Tucson, AZ  
SuperCuts #80292, Tucson, AZ  
SuperCuts #80295, Tucson, AZ  
SuperCuts #80088, Tucson, AZ  
SuperCuts #80110, Tucson, AZ

Employees and members of **Maranatha Ministries** located in Tucson, Arizona; (9-29-04)  
Partners of **Funpine LLC** who work in Tucson, Arizona; (6-14-05)  
Employees of **Davila's Auto Service, Inc.** who work in Nogales, Arizona; (9-19-05)  
Officers and members of **Track Brats** located in Tucson, Arizona; (9-29-05)

**Section 18**

Spouses of persons who died while within the field of membership of this credit union; employees of this credit union; persons retired as pensioners or annuitants from the above employment; volunteers (11-18-02); members of the immediate family or household; organizations of such persons; and corporate or other legal entities in this charter (11-05-03).

**Part II**

**SECTION 19 AND HIGHER:**

**FIELD OF MEMBERSHIP STARTING 7/13/06 (SECTION 3.1.2 OF BYLAWS)**

(Sections 19 forward of this Field of Membership include all groups of persons which were adopted by the Board and approved by the Arizona Department of Financial Institutions, following the credit union's conversion of its charter from a Federal Charter to a State of Arizona Charter, and any amendments made to that Field of Membership.)

**Part II, Sections 19 and higher last revised: 2/24/2015**

**Section 19**

Persons who live, work, worship, volunteer or attend school in, businesses and other legal entities located in Pima County, Arizona (7-27-06);

Persons who live, work, worship, volunteer or attend school in, businesses and other legal entities located in Pinal County, Arizona (7-27-06);

Persons who live, work, worship, volunteer or attend school in, businesses and other legal entities located in Maricopa County, Arizona (4-24-12);

Persons who live, work, worship, volunteer or attend school in, businesses and other legal entities located in the following zip codes:

85003	85004	85006	85007
85008	85009	85012	85013
85014	85015	85016	85017
85018	85019	85020	85021
85022	85023	85024	85027
85028	85029	85031	85032
85033	85034	85035	85037
85040	85041	85042	85043
85044	85045	85048	85050
85051	85053	85054	85085
85086	85201	85202	85203
85204	85205	85206	85207
85210	85213	85215	85224
85225	85226	85233	85234
85248	85250	85251	85253
85254	85255	85256	85257
85258	85259	85260	85268
85281	85282	85283	85284
85296	85301	85302	85303
85304	85305	85306	85307
85308	85309	85310	85323
85331	85335	85338	85339

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85340	85345	85351	85353
85355	85373	85374	85375
85377	85381	85382 (7-27-06),	and;

Persons who live, work, worship, volunteer or attend school on, businesses and other legal entities located on the Gila River Indian Community Reservation (7-27-06);

**Section 20**

Employees of the following Select Employer Group(s):

Karl Moedl Automotive Group in Yuma, AZ (9-11-06)  
Reay's Ranch Investors, LLC (1-21-09)  
Rosemont Copper (4/24/12)  
PSA Behavioral Health Agency, DBA Art Awakenings (3/26/13)

**Section 21**

Groups of persons which were eligible for membership in First Edition Community Credit Union, Phoenix, AZ, as of the effective date of the merger of First Edition Community Credit Union into Vantage West Credit Union, as follows:

Membership in First Edition CCU was limited to employees, retirees and family members of the following groups:

- A. Phoenix Newspapers, Inc.
- B. Allied organizations of Phoenix Newspapers, Inc.
  - 1. First Edition CCU
  - 2. Associated Press (Phoenix office only)
  - 3. Hurley Trucking Company
  - 4. Street sales drivers under contract
  - 5. Marriott-Phoenix Newspapers, Inc. Lunchrooms
  - 6. Freelancers and Correspondents for Phoenix Newspapers, Inc.
- C. Gust Rosenfeld Attorneys at Law

Other media and communications organizations including: newspapers; magazines; radio and television stations; advertising agencies; media associations; publishers of newsletters, directories, & books; mail houses; marketing firms; & commercial printing companies.

Companies under contract with the above employers to provide business/support services in Maricopa & Pinal Counties.

People who are sponsored by existing members. (Effective November 20, 1999)

People, who live, work, volunteer, worship or attend school in the following zip codes: 85028, 85032,

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85022, 85020, 85254, and 85253. (Effective August 26, 2001)  
Sun Pontiac (Effective October 17<sup>th</sup>, 2002)

People who live, work, volunteer, worship or attend school in the following zip codes: 85021, 85023, 85024, 85027, 85029, 85050, 85051, 85053, 85054, 85085, 85086, 85087, 85255, 85258, 85259, 85260, 85262, 85263, 85264, 85268, 85301, 85302, 85303, 85304, 85305, 85306, 85307, 85308, 85310, 85324, 85331, 85345, 85377, 85381, 85382, 85383 (Effective November 21, 2002)

Clarity Technology (Effective December 29, 2002)  
Grace Commission International (Effective December 19, 2002)  
Greater Phoenix Chamber of Commerce (Effective January 30, 2003)  
Showcase Honda (Effective January 30, 2003)  
Freedom Inn (Effective May 2004)  
North Phoenix Chamber of Commerce (Effective May 2004)  
Desert Management Associates LLC d/b/a/ INVISION HR  
LA Fitness at 2077 E. Camelback Road, Phoenix, AZ  
Canyon State Auto  
Unicopy Digital Systems

**Section 22**

Any other credit union organized under this chapter or any other credit union law. (4-24-12)

**Section 23**

Any organization of whose principal function is to provide services to persons who are eligible for membership in the credit union. (4-24-12)

**Section 24**

Groups of persons which were eligible for membership in Tombstone Federal Credit Union, Tombstone, AZ, as of the effective date of the merger of Tombstone Federal Credit Union into Vantage West Credit Union, as follows:

Membership in Tombstone Federal Credit Union was limited to those having the following common bond:

Persons who live in Cochise County, Arizona; persons who regularly work, attend school, worship, perform volunteer services, or participate in associations headquartered in Cochise County, Arizona; persons participating in programs to alleviate poverty or distress which are located in Cochise County, Arizona; incorporated and unincorporated organizations located in Cochise County, Arizona or maintaining a facility in Cochise County, Arizona meets the low-income definition of Part 701.34 of the National Credit Union Administration Rules and Regulations (July 5, 2005);

**ADDENDUM A** to Bylaws

Members of record of the Tombstone Federal Credit Union as of the effective date of its community expansion on July 5, 2005; (formerly persons who live, work, or worship in the Tombstone, Valley Union, or St. David School Districts in Arizona (1/9/2001);

Spouses of persons who died while within the field of membership of this credit union; employees of this credit union; volunteers in the community; members of their immediate families or households; and organizations of such persons."

(3-25-14)

**Section 25**

Under this credit union's designation as a low-income credit union per Part 701.34 of the National Credit Union Administration's Rules and Regulations, the following persons and businesses/organizations shall be included in its Field of Membership:

Persons who participate in programs to alleviate poverty or distress when such programs are located or operating within any of the geographic areas included in the Field of Membership of this credit union;

Persons who participate in associations that are headquartered within any of the geographic areas included in the Field of Membership of this credit union;

Organizations, programs or associations whose purpose it is to alleviate poverty or distress, which are located or operating within any of the geographic areas included in the Field of Membership of this credit union;

**Part III**  
**HISTORICAL ACCOUNT OF REVISIONS MADE**  
**TO THIS FIELD OF MEMBERSHIP, BEGINNING 2/22/07**

Document reformatted; no content changes made . . .	2/22/07
Revisions adopted by the Board . . .	2/22/07
Section 2: Breck Dodge changed name to Tucson Dodge Candlelight Suites changed name to Econo Lodge & Suites Catalina Tool & Mold changed name to Catalina Technology Management Hamilton Aviation changed name to Hamilton Aerospace Technologies Southwest Refrigeration Supply changed name to Air Flow Weiser Lock deleted; no longer exists	
Section 10: Amity, Inc. deleted; no longer exists Imation deleted; no longer exists	
Section 12: Jones Intercable deleted; no longer exists Two Peso's Mexican Restaurant deleted; no longer exists	
Section 15: Tucson Zoological Society/Reid Park Zoo; removed "limited to a maximum of 2,500 members" Pima County Chapter of Mothers Against Drunk Driving (MADD); removed "limited to a maximum of 2,500 members"	
Sections 19,20: Added sections to Addendum A. Removed from previous place of listing in Article III, Sections 3.1.2-6 of bylaws, document reformatted to reflect move	
Section 19: Added Reay's Ranch Investors, LLC	1/21/09
Section 21: Added FOM of First Edition Community Credit Union due to merger	2/16/10
Section 5: Update to Northwest Area eligibility & Map Added	4/24/12
Section 19: Add Maricopa County to geographic eligibility	4/24/12
Section 20: Add Rosemont Copper	4/24/12
Section 22: (New Section) Add other Credit Unions	4/24/12
Section 23: (New Section) Add Organizations Serving those Eligible for Membership	4/24/12
Section 20: Add PSA Behavioral Health Agency/Art Awakenings	3/26/13
Section 24: Added FOM of Tombstone Federal Credit Union due to merger	3/25/14
Section 25: Added Low-Income Credit Union language to FOM	2/24/15

Form Resolution of the Board of Directors  
of Vantage West Credit Union  
to Change the Number of Directors  
Appendix B

See attached.

**RESOLUTION OF  
THE BOARD OF DIRECTORS  
OF  
VANTAGE WEST CREDIT UNION  
(Number of Board of Directors)**

**Dated as of \_\_\_\_\_**

Be it known that on \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, at a [regular/special] meeting of the Board of Directors of Vantage West Credit Union, an Arizona state chartered credit union (the "Credit Union"), held at \_\_\_\_\_, at which a quorum was present and voting throughout, as provided by the Bylaws of the Credit Union, the following resolutions were duly adopted:

**WHEREAS**, pursuant to Section 6.1 of the Bylaws, the Board of Directors currently consists of *[insert number]* voting members; and

**WHEREAS**, the Board of Directors deems it appropriate and in the best interest of the Credit Union to change the number of voting members of the Board of Directors to *[insert number]*;

NOW, THEREFORE, BE IT:

**RESOLVED**, that pursuant to Section 6.1 of the Bylaws, the Board of Directors hereby changes the number of voting members of the Board of Directors to *[insert number]*; and

**RESOLVED**, that the Board of Directors hereby ratifies, approves, and confirms in all respects any and all action taken on behalf of the Credit Union by any officer, director, employee, agent or attorney of, or acting on behalf of, the Credit Union heretofore and in connection with the foregoing resolution.

**Attest:**

\_\_\_\_\_  
, Chairperson

\_\_\_\_\_  
, Secretary

Form Resolution of the Board of Directors  
of Vantage West Credit Union  
to Change the Par Value of Shares  
Appendix C

See attached.

**RESOLUTION OF  
THE BOARD OF DIRECTORS  
OF  
VANTAGE WEST CREDIT UNION  
(Par Value)**

**Dated as of \_\_\_\_\_**

Be it known that on \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, at a [regular/special] meeting of the Board of Directors of Vantage West Credit Union, an Arizona state chartered credit union (the "Credit Union"), held at \_\_\_\_\_, at which a quorum was present and voting throughout, as provided by the Bylaws of the Credit Union, the following resolution was duly adopted:

**WHEREAS**, pursuant to Section 2.2(a) of the Bylaws, the par value of shares currently is set at *[insert dollar value]*; and

**WHEREAS**, the Board of Directors deems it appropriate and in the best interest of the Credit Union to change the par value of shares to *[insert dollar value]*;

NOW, THEREFORE, BE IT:

**RESOLVED**, that pursuant to Section 2.2(a) of the Bylaws, the Board of Directors hereby changes the par value of shares to *[insert dollar value]*; and

**RESOLVED**, that the Board of Directors hereby ratifies, approves, and confirms in all respects any and all action taken on behalf of the Credit Union by any officer, director, employee, agent or attorney of, or acting on behalf of, the Credit Union heretofore and in connection with the foregoing resolutions.

**Attest:**

\_\_\_\_\_  
, Chairperson

\_\_\_\_\_  
, Secretary

Form Resolution of the Board of Directors  
of Vantage West Credit Union  
to Change the Number of Voting Members  
on Supervisory Committee  
Appendix D

See attached.

**RESOLUTION OF  
THE BOARD OF DIRECTORS  
OF  
VANTAGE WEST CREDIT UNION  
(Number of Supervisory Committee Members)**

**Dated as of \_\_\_\_\_**

Be it known that on \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, at a [regular/special] meeting of the Board of Directors of Vantage West Credit Union, an Arizona state chartered credit union (the “Credit Union”), held at \_\_\_\_\_, at which a quorum was present and voting throughout, as provided by the Bylaws of the Credit Union, the following resolutions were duly adopted:

**WHEREAS**, pursuant to Section 7.1 of the Bylaws, the Supervisory Committee currently consists of *[insert number]* voting members; and

**WHEREAS**, the Board of Directors deems it appropriate and in the best interest of the Credit Union to change the number of voting members of the Supervisory Committee to *[insert number]*;

NOW, THEREFORE, BE IT:

**RESOLVED**, that pursuant to Section 7.1 of the Bylaws, the Board of Directors hereby changes the number of voting members of the Supervisory Committee to *[insert number]*; and

**RESOLVED**, that the Board of Directors hereby ratifies, approves, and confirms in all respects any and all action taken on behalf of the Credit Union by any officer, director, Supervisory Committee member, employee, agent or attorney of, or acting on behalf of, the Credit Union heretofore and in connection with the foregoing resolution.

**Attest:**

\_\_\_\_\_  
, Chairperson

\_\_\_\_\_  
, Secretary

