

1. **Welcome**
2. **Introduction of Board and Committee Members**
3. **Determine if quorum is present**
4. **Approval of 68th Annual Meeting Minutes**

Co-Chairmen

Canyon State Credit Union
68th Annual Meeting Minutes
April 23, 2019

The meeting was held in the lobby of the Canyon State Credit Union Branch at 3440 W. Deer Valley Rd, Phoenix, Arizona.

The Chairman of the Board, Paul Waterman called the meeting to order at 6:31 PM. The directors present were; Andrew Roberts, David Matson, Erica Gibbons, Jerry Hartrim & Rae Kinsman.

Paul confirmed that a quorum was present and introduced each board member.

Paul conducted the meeting and asked for a motion to approve the minutes of the 67th Annual Meeting. A motion was made, seconded and approved to accept the minutes as written.

Jane referred to the Presidential report and stated the main focus was serving our members by redoubling efforts to fulfill the commitment to our members.

Jane thanked the staff and Board of Directors for their assistance over the past year.

Paul provided an exciting update of the intent to merge with Deer Valley Credit Union and the combination of the two healthy credit unions that share the same focus on community-based banking and similar core values. Paul reported all employees are needed and wanted and this will not change as everyone will have a role in the combined credit union.

Dave, Chairman of the Supervisory Committee referred to his report and inquired if there were any questions, there were none.

Jane referred to the Credit Managers report and stated the credit union experienced a growth of 6.79% in the loan portfolio. The portfolio grew in auto, home equity and credit cards and home equity experienced the most growth at 18%.

All reports were accepted as presented.

There was no old business to address.

New Business:

By-Law Revisions:

The By-Law Revisions included in Appendix A were the addition of items 5 and 6:

Appendix A

The Sponsor Organizations of Canyon State Credit Union are defined as the following:

1. The State of Arizona or governmental units thereof, except employees of state colleges and universities.
2. Safeway Stores, Inc., and affiliated companies, in the Phoenix Division (now called Albertson's following a merger.)
3. Grand Canyon University including staff, faculty, students and alumni.
4. Employees and members of the following (see attached) Select Employee Groups.
5. Individual employees, volunteers and donors to AZ Helping Hands.
6. Individual employees, volunteers and donors to Child Crisis Arizona

A motion was made, seconded and approved to ratify the bylaw changes as presented.

Proposed Merger:

Paul reported to the members Jane has offered to step down as CEO and the new role will go to Robb Scott, CEO of Deer Valley Credit Union for over 18 years. The comparison of the two credit unions was discussed as well as the number of members both being close to over 18,000 members.

Jerry announced the results of the 2019 Board of Directors election and stated that two positions were available with 2 nominations to fill the positions, 1 position up for re-nomination and 1 new board member. Jerry congratulated Canyon State Board of Directors; Matthew Reinsel (new board member) and Paul Waterman re-elected for 3 year terms.

With no additional business the meeting was adjourned at 7:01 PM.

Paul Waterman, Chairman

Rae Kinsman, Secretary

5. Reports

- a. President/Co-Chairmen's Report
- b. Credit Manager's Report
- c. Treasurer's report
- d. Supervisory Committee Report

Robb Scott & Co-Chairmen
Greg Reiley
Erica Gibbons
Co-Chairmen

6. Old Business

Co-Chairmen

7. New Business

Co-Chairmen

- A. By-Law revisions - Changes/Additions are highlighted in red.

7.3 The IT Governance Committee shall consist of at least Three (3) Members in good standing, each appointed by the Board of Directors for a Three (3) year term, except that the initial terms shall be staggered such that, each year, the terms of approximately One-third (1/3) of all committee members shall expire each year. At least one member of the credit union's leadership team shall act as a liaison for the IT Governance Committee.

8.3 Directors and Committee members may be compensated for their time and reimbursed for expenses they incur on behalf of the credit union.

ARTICLE 3, Section 3.1, Paragraph 1 was amended to read:

Any active, retired or contract employee of the Credit Union's Sponsor Organizations, their subsidiaries and other business relationships as approved by the Board and the Arizona Department of Financial Institutions may apply to become a Member of the Credit Union ("Applicant"). Sponsor organizations, and Other Select Groups and Employee Groups are detailed in "Appendix A" at the end of these Bylaws.

ARTICLE 3, Section 3.2, Paragraph 1 was amended to read:

Any individual that lives, works, worships, attends school and businesses in the geographic area represented by the zip codes listed in Appendix "B" and the Arizona counties of Yavapai, Gila, Navajo, Maricopa, Pinal and Pima as approved by the Board and the Arizona Department of Financial Institutions may apply to become a member.

8. Nominating Committee Report

Melanie Merrill

9. Adjournment

Co-Chairmen