



July 1, 2020

Dear director applicant,

Thank you for your interest in becoming a nominee for election to a position on the OneAZ Credit Union Board of Directors. This position is highly visible and requires considerable time and educational commitments. In addition, serving as a member of the Board of Directors carries significant responsibility and financial liability.

To assure your capability as a director, we ask that you provide information in advance that informs the Nominations Committee about your experience, understanding of financial management, availability to ensure a time commitment to the Credit Union, and special expertise that you would bring to our dynamic organization. The ideal candidate will have at least the following attributes:

1. Degree in finance, business or other related areas
2. 10-15 years' experience in areas related to banking and/or corporate governance
3. Experience serving on boards
4. Works well with a diverse team
5. Challenges and debates issues in a professional manner
6. Assists with long-range strategic planning
7. Presents to large groups
8. Experience working in a large corporate structure
9. Quickly understands complex issues
10. Stays informed of the financial industry
11. Understands the nature of the business of the Board of Directors

Additionally, we would like to learn more about the length of your association with the Credit Union and ability to meet the requirements for bond coverage. As part of the process, it is important that the Nominating Committee assess an individual's skill set, experience and fit, relative to the alignment with the Credit Union's vision and strategic long-range initiatives. We need responsible individuals and this process allows the Credit Union to find such people. Please be assured the information you provide will be held in confidence.

We look forward to receiving your completed application. You will be notified within the next several weeks should you be selected for the next step in the process.

You can get additional information about the application process from Brian Johnson, Senior Vice President. You can reach Brian by calling 602.467.4124.

We are pleased to know of your interest in serving as a director of OneAZ Credit Union.

Sincerely,

Joseph Smith
Nominations Committee Chair

Instructions For Submitting Your Application

Be sure to sign and date your completed application and Business Ethics/Conduct and Non-Disclosure Agreement. You may choose to mail, hand-deliver, or e-mail your application and Agreement to the Credit Union. Mail or hand-deliver your completed documents to the address printed below in a sealed envelope by 5 p.m. on July 31, 2019. **Applications will not be accepted in the branches. They will only be accepted at the address/email listed below.**

We encourage you to attach an in-depth resume of your education background and career history.

Thank you for completing the application process. Your interest in serving your fellow Credit Union members is appreciated.

Mail or Hand-Deliver to: Nominating Committee
Joseph Smith, Chair
OneAZ Credit Union
2355 W. Pinnacle Peak Road
Phoenix, AZ 85027

or Email to: bjohnson@oneazcu.com

**Application packet must be submitted
prior to the deadline of 5:00 p.m. on
Wednesday July 31, 2020.**

Candidate Application Form

OneAZ Credit Union Board of Directors

I am interested in being considered for a position as a director on the OneAZ Credit Union Board of Directors.

Name _____

Home Address _____

City _____ State _____ Zip _____

Home Phone _____ Work Phone _____ Daytime Phone _____

Account# _____ # of Years of Membership _____

Employer _____ Occupation _____

Degrees / Education _____

1. Credit Union Service

Have you served in any roles at a Credit Union or other financial institution? If so, please list year(s) and position below. Do you have family members who are officers/employees/volunteers/official at this or any other credit union or financial institution?

2. Candidate's Interest

Why are you interested in serving as a director for OneAZ Credit Union?

3. Candidate's Strengths

What education, interests, skills, knowledge, strengths, and/or management/leadership experience would you bring to this position?

Education:

Interests:

Skills:

Knowledge:

Strengths:

Management Leadership Experience:

List past or current service in community organizations/activities:

4. Board/Committee Involvement

List other Boards, Committees or teams of which you are or have been a member

Board/Committee One: _____

- Position/Role: _____
- What was the mission of this Board/Committee?

- Describe the effectiveness of this Board/Committee?

- Describe a success of this Board/Committee and the role you played.

Board/Committee Two: _____

- Position/Role: _____
- What was the mission of this Board/Committee?

- Describe the effectiveness of this Board/Committee?

- Describe a success of this Board/Committee and the role you played.

Board/Committee Three: _____

- Position/Role: _____
- What was the mission of this Board/Committee?

- Describe the effectiveness of this Board/Committee?

- Describe a success of this Board/Committee and the role you played.

5. Board Requirements

Do you meet the following Board of Directors candidate criteria?

- Check Yes or No to the Following:

Y N

- OneAZ Credit Union membership is required and your account(s) must be in good standing for a minimum of 12 consecutive months prior to signing this application
- At least 18 years of age
- Credit in good standing (per credit check)
- No criminal records (per background check)
- Business, management, or Board/Committee experience

- Ability to meet time commitment minimum:

Y N

- 8-10 hours per month (daytime and/or evening Board meetings)
- One-day planning session per quarter (Saturday)
- Multi-day annual planning session (out of town)
- Occasional special meetings during the month
- Attend educational conferences (expenses reimbursed by the Credit Union)
- Governmental/legislative participation
- Participate in director or industry achievement program and educational courses/conferences
- Stay current with the changing financial world
- Can respond to frequent emails and phone calls

6. References

List the name, email address and phone number for three references.

- A. _____

- B. _____

- C. _____

By the signing of this application, I authorize OneAZ Credit Union to conduct credit and background checks to confirm my eligibility to be covered under the Credit Union's blanket bond for officers and officials. I understand the Credit Union Nominating Committee will review my application for a director position and may or may not nominate me. I acknowledge receipt of and agree to all the terms and conditions of OneAZ Credit Union's Code of Ethics and Standards of Business Conduct.

Candidate's Signature: _____

Date: _____

Business Ethics/Conduct and Non-Disclosure Agreement

The successful business operation and reputation of OneAZ Credit Union is built upon the principles of fair dealing and ethical conduct of our associates and officials. Our reputation for integrity and excellence requires careful observance of the spirit and letter of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.

Our continued success is dependent upon our members' trust and we are dedicated to preserving that trust. Associates and officials owe a duty to OneAZ Credit Union and our members to act in ways that will merit the continued trust and confidence of the public.

As an organization, OneAZ Credit Union will comply with all applicable laws and regulations and we expect our associates and officials to conduct business in accordance with the letter, spirit, and intent of all relevant laws and to refrain from any illegal, dishonest, or unethical conduct.

In general, you should find that using good judgment, based on high ethical principles, will guide you to act appropriately. If you are unsure about the proper course of action, you should openly escalate the matter for further discussion. If necessary, you may also contact the Human Resources Department for advice and consultation.

You should always make sure that your personal finances are handled responsibly. You must avoid non-sufficient funds, late payments of your bills, misuse of your Credit Union accounts, or kiting checks. You should also borrow responsibly.

OneAZ Credit Union considers any form of fraud or dishonesty on the part of its associates or officials as totally unacceptable conduct. Acts which are considered to be either fraudulent or dishonest include, but are not limited to:

- Manipulation of loan accounts, documents, computer records, shares or share draft accounts
- Theft of any kind, including stealing from members' accounts, overpayment of dividends and creating fictitious loans
- Check/share draft kiting
- Forgeries
- Unauthorized reversal of fees
- Unauthorized or unapproved salary advances or overtime reimbursement
- Intentional violation of Credit Union rules, internal controls, regulations or procedures
- Unauthorized access or query of associate or member accounts
- Intentionally failing to secure collateral, to properly record a security interest on collateral or pledging a member's shares as collateral without that member's permission
- Granting or requesting preferential treatment for anyone

Non-Disclosure

It is vital to the interests and success of OneAZ Credit Union that we protect our confidential business information and trade secrets. Confidential information includes, but is not limited to, the following examples:

- Compensation data
- Computer processes
- Computer programs and codes
- Member lists
- Member preferences
- Financial information
- Marketing strategies
- New materials research
- Pending projects and proposals
- Proprietary production processes
- Research and development strategies
- Technological data
- Technological prototypes

All associates and officials will be required to sign a non-disclosure agreement as a condition of employment or service.

It is the responsibility of every OneAZ Credit Union associate and official to comply with our policy of Business Ethics/Conduct Policy and Non-Disclosure Agreement. In accordance with Board and Management Policy, disregarding or failing to comply with this standard of Business Ethics/ Conduct and the Non-Disclosure Agreement could lead to disciplinary action, up to and including possible suspension, termination or dismissal.

The signing of the Business Ethics/Conduct and Non-Disclosure Agreement is a condition of employment or service as a director.

Printed Name

Signature

Date

Code of Ethics and Standards of Business Conduct

Board of Directors, Supervisory Committee, Board Committees and Officials

The members of the OneAZ Credit Union's Board of Directors, Supervisory Committee, and other Board Committees serving the Credit Union membership. Credit Union Management are employees of the Credit Union to whom policy making decisions are delegated by the Board. The Board, Committee members and Officials are committed to ensuring the integrity of its actions and decisions and to following the highest standards of moral conduct for the best interest of the members. The members of the Credit Union's Board, Supervisory Committee members, Board Committee members and Credit Union Management; ("Credit Union Leadership") agree to meet this commitment by conducting their actions with the following principles of ethics and standards of business conduct as permitted by the Arizona Credit Union statutes.

Code of Ethics

- 1. To observe the highest standards of business and personal conduct relating to the business of the Credit Union at all times.**

Credit Union Leadership and Officials owes a duty of loyalty to the Credit Union and the members to carry out their duties and responsibilities in the best interests of the Credit Union and its members. The Credit Union and its members' interest must be placed before the individual's interests. No personal favors or special treatment should be expected or accepted. They shall exercise their fiduciary responsibilities and perform their duties in good faith and in a manner that they believe to be in the best interests of the Credit Union. Duties shall be performed with the same care as an ordinarily prudent person in a similar position and circumstance would use.

- 2. To strictly uphold the laws, bylaws, rules, policies, and regulations relating to Credit Union operations.**

Credit Union Leadership and Officials must comply with policy guidelines relating to the Credit Union's operation. They are expected to examine all information, opinions, reports, or statements, including financial statements and other financial data, to be fully informed about the Credit Union's operations. The Board Directors and Management shall exercise good business judgment in applying Board policies and ensuring Credit Union operations are conducted in compliance with all applicable laws, rules and regulations.

- 3. To prevent the use or apparent use of the Credit Union position for personal or financial advantage or special privilege and avoid conflicts of interest with Credit Union policies and operations.**

Credit Union Leadership and Officials must never use their position for personal profit or gain, must not engage directly or indirectly in any cover-up or obstruction of questionable practices, and must exhibit diligence and a strong sense of honesty in dealing with all Credit Union matters. When there is a personal interest in a contract, transaction or relationship to which that person, person's family or any business affiliates may be a party, the existence of such interest must be disclosed and the nature of such interest described to the Board prior to the time any action is taken by the Board or management with respect to the matter. The interested party shall not directly or indirectly participate in any deliberation or determination of the matter and should take all reasonable steps to avoid the conflict. If there is even the appearance of conflict, the interested party is to be held to the same standards as if there is an obvious conflict.

4. **To carry out the duties and responsibilities of the Credit Union position to the best of one's abilities and to actively participate in opportunities to increase that knowledge and skill.**

Board Directors, Supervisory Committee and other Board Committee members should participate actively in the decisions and planning of the Credit Union's activities. They should take the time necessary to prepare for, attend, and participate actively in all appropriate Board and committee meetings. In particular, Board Directors should make an effort to understand the economic and social environment in which the Credit Union operates, should review and respond to supervisory agency examinations and review Committee reports, and should promptly fulfill all the duties of their office.

5. **To follow open, democratic procedures in the nomination and election of officials and in their formulation of Credit Union policy and practices.**

The Board and Supervisory Committee are not expected to manage and operate the Credit Union. The Board is responsible for overseeing the management of the Credit Union operations. Board Directors shall cooperate with all other Board Directors and Committee members, support majority decisions, and willingly work toward consensus decisions.

While public disclosure is essential on matters of common knowledge, matters of confidentiality must be treated as such. Information and discussions about confidential Credit Union business must be held in strict confidence to protect the privacy of member information. Disclosure of financial conditions or transactions of members shall be handled by management and can only be made in accordance with Credit Union policy and applicable privacy laws.

These moral and ethical principles constitute the basis upon which OneAZ Credit Union's Board of Directors, Board Committee members, Supervisory Committee members, and Credit Union Management will serve the Credit Union members. By acknowledging these standards, they commit to exhibit integrity and honesty in all their actions.

Standards of Business Conduct

Each of the Credit Union Board of Directors, Board Committee members, Credit Union Management and Supervisory Committee members, ("Credit Union Leadership"), agrees to adhere to the following standards of business and personal conduct and practices:

1. **Protection of Confidential Information.**

- a. **Confidentiality of Credit Union Documents.** The Credit Union provides Credit Union Leadership documentation regarding the governance and affairs of the Credit Union, including but not limited to: a Board Policy Manual; this Code of Ethics Policy; monthly Board minutes, meeting agenda and supporting documents; Board resolutions and memoranda of Board and management actions; documents related to Credit Union corporate, legal, proprietary operational and employment issues; Credit Union budget and financial information, business plans and strategies; transaction trends; competitive analyses; reports of state and federal examiners; reports of outside auditors, internal auditors, and research and supporting documents provided at Credit Union planning conferences, retreats and meetings (collectively "Credit Union documents").

The protection and proper use of Credit Union documents are essential to ensure sound business decisions by the Credit Union Board, management and staff. The Credit Union documents are considered proprietary and confidential to the Credit Union and shall not be disclosed to any third party, except authorized regulatory agencies, law enforcement agencies, authorized agents of the Credit Union, or as otherwise expressly permitted by the Board Chairperson. The Credit Union documents are and remain the property of the Credit Union and all Credit Union documents shall be returned when a Director and Committee member no longer serves the Credit Union in any such capacity. Officials shall

also return all Credit Union documents to the Credit Union when no longer employed by the Credit Union. No Credit Union documents may be copied or reproduced in any manner except to comply with a requirement of law or as expressly permitted by the Board Chairperson. Information developed for or provided to the Board by a Director or Committee member is considered Credit Union property and each person waives and relinquishes all rights to such works or property.

- b. **Proper Custody of Credit Union Documents.** The Credit Union relies on its business records for making sound financial and business decisions; for making representations to its members, government regulators, and the media concerning the Credit Union; and for asserting its legal rights. The accuracy and completeness of these records are critical to the Credit Union. These records are also required to be maintained and disposed of in accordance with professional standards and the Credit Union's Record Management Program. You are responsible to see that any Credit Union records, including those reviewed or generated by you, satisfy this high standard and any records in your custody or control are securely maintained strictly in accordance with the Credit Union's Information Security, Privacy and Records Management Policies. In addition, the Credit Union prohibits its Officers, Directors and Committee members from destroying, altering, or falsifying Credit Union records when such acts are intended to impede or obstruct the investigation of any governmental or regulatory entity.
- c. **Protection of Member Information.** Any information regarding a member or joint account owner or borrower, including personally identifiable financial information, received or generated by the Credit Union, excluding publicly available information, ("Member Information") shall be held in strict confidence and not disclosed by Credit Union Leadership except as authorized by the Board or required by applicable privacy law. Under no circumstances will confidential member information be used for one's own or anyone else's personal benefit. Such confidential information shall not be divulged to any person outside the Credit Union. This includes family members, business clients, or associates of any officer, employee, director, agent, or other credit unions or financial institutions. Knowledge of any unauthorized disclosure of member information shall immediately to be reported to the Chairperson. Unauthorized disclosure of confidential information is a failure to perform the person's position which violates the policy of this Credit Union and constitutes grounds for suspension or removal.
- d. **Protection of Credit Union Information.** No financial or other information regarding the Credit Union or any of its activities that could reasonably be expected to affect the Credit Union's position in the general community is to be related to any person not affiliated with the Credit Union except as authorized by the Board or as required by law. Any other Credit Union matter shall not be related to any person who is not an officer, Director or Committee member of the Credit Union until such information has been made available to Credit Union members and general public.

2. **Impermissible Investments.**

- a. **Prohibited Investments.** No Board or Committee member or Official shall knowingly make any financial investment, direct or indirect, in any affiliate, vendor, customer or supplier of the Credit Union except as outlined below. Any exceptions must be approved in advance by the Chairperson of the Board. This prohibition applies to all Credit Union Leadership and their families and to all forms of investment including, but not limited to, securities, investment in a proprietorship, joint ventures, or similar business activities.
- b. **Permissible Exceptions.** Financial investments are permitted in companies who are vendors, customers and/or suppliers if such investments are in publicly traded securities, or if it is otherwise clear such investments are not being made on any terms that are more favorable than those terms available to the general public.

- c. **Compliance.** Personal investments or investments of immediate family members should never involve the use of any confidential information which might be considered to be “insider information,” i.e. information not publicly disclosed. Credit Union Leadership is expected to comply with all laws and regulations (federal, state, and local). The use of any Credit Union person or resource which is in violation of any federal, state, or local law or regulation is strictly prohibited.

3. Conflicts of Interest.

- a. **General Rule.** The Credit Union recognizes and respects that Credit Union Leadership may take part in legitimate financial, business, and other activities outside of their positions with the Credit Union. However, actual conflicts between the interests of individuals and the Credit Union must be disclosed and action taken by the individual to avoid such a conflict. Credit Union Leadership shall conduct their private business and personal activities in a manner avoiding conflict of interest either with the Credit Union or its members. A conflict of interest exists when a person engages in an activity that could prevent the person from fully and impartially discharging his or her duties and responsibilities to the Credit Union. The appearance of a conflict of interest exists when a Credit Union employee, officer, committee member or director maintains a business relationship with a related party in which one party has the ability to exercise influence over business decisions that might unfairly provide an advantage to the related party or the employee. Examples of such activities could include where the Credit Union or Credit Union affiliate is asked to enter into a contract or business relationship with another entity in which the Director or Committee member also holds an ownership interest. In order to avoid a conflict or the appearance of impropriety, the Board prohibits Credit Union Leadership from transacting business with related parties unless such transactions have been specifically approved by the Board Chairperson and are otherwise in compliance with the Bank Bribery Act Compliance Policy (Section 8).
- b. **Disclosure Responsibility.** Credit Union Leadership shall take responsibility to avoid any conflict between individual personal interests and the interests of the Credit Union. Outside jobs, investments or other activities that may lessen the impartiality of your judgment or interfere with management and oversight effectiveness must be avoided. Credit Union Leadership must disclose their outside activities, financial interests, and relationships that may present a possible conflict of interest or the appearance of a conflict of interest and obtain written approval from the Board Chairperson before accepting any position as an officer or director of an outside business concern. If a conflict of interest exists, the individual shall not render services to, represent, or undertake to act for any outside or competing concern, whether for compensation or not, unless the Board Chairperson determines that such relations with the outside or competing concern do not conflict with the interests of the Credit Union and that there is no reasonable likelihood that the relations will influence the person’s judgment or actions in performing duties to the Credit Union or that the Board or Committee members abstention from any related deliberations is satisfactory to avoid the conflict of interest.
- c. **Prohibited Actions.** No Official, Board or Committee member, or any member of his/her family (including spouse, parents, children, brothers, sisters, or other immediate relatives) shall solicit, accept, or retain any personal benefit from any of the following:
 - 1) A member of the Credit Union.
 - 2) Any individual or organization that is or seeks to be a vendor, customer or supplier of the Credit Union. A personal benefit is defined as any type of gift, favor, service, loan, fee, or other compensation. Exceptions to these prohibitions are limited strictly to normal business courtesies where there is full disclosure and no improper influence or the appearance of improper influence to the performance of the officer, employee, director or committee members.

- d. **Representation of Credit Union.** Representation of the Credit Union members is an important function. Directors and Committee members must exhibit the highest integrity in their positions while representing the Credit Union at any function or when they could be perceived as representing the Credit Union. Directors and committee members shall not conduct business related to their personal employment while representing the Credit Union.

4. **Outside Relationships and Activities.**

- a. **Community Participation.** Credit Union Leadership is encouraged to be active and involved participants in the community. However, no individual shall serve as a director of a board, except of a church or well-known nonprofit organization, without prior written disclosure to the Board Chairperson.
- b. **Industry Relationships.** The Credit Union will act with trade associations and other Credit Unions only to further ethical and beneficial social objectives and will not participate in business activities that are or could be construed to be in violations of anti-trust laws.
- c. **Government Relationships.** The Credit Union's policy is to not contribute money, property, or services to any government official, political party or candidate whether local, state, or federal, except to the extent contributions are directed to specific credit union industry issues or candidates who support credit union issues as agreed by the Credit Union Board. Directors and Supervisory Committee members may, and are encouraged to, engage in any governmental, regulatory, and elective process in which they are interested. This participation may be on an individual basis, group basis, or as a member of a political action committee. Since the Credit Union is without preference as to political parties, candidates, and opinions, Credit Union Leadership must act only on his/her own behalf and not represent that he/she represents the Credit Union in such activities or views, except to the extent contributions are directed to specific credit union industry issues or candidates who support credit union issues as agreed by the Credit Union Board.

5. **Public Statements and Representations.**

Although the Credit Union has a policy of maintaining good relations with all news media and tries to accommodate media inquiries, there is much information concerning the Credit Union that should not be made available to the public. This includes information about corporate sponsors or individual members, which the Credit Union has a responsibility not to divulge as well as information which might be valuable to a competitor. For these reasons, any inquiry made to a Director or Supervisory Committee member about the Credit Union by the media should be referred to the Board Chairperson and/or Chief Executive Officer.

No officer, employee, director, committee member or agent will use any official Credit Union material (e.g. stationary) for personal or non-job related purposes, particularly when such use would reflect unauthorized affiliation or imply endorsement by the Credit Union, or makes reference to Credit Union employment or affiliation in matters of personal dispute. Any correspondence regarding Credit Union business other than in the normal course of business shall be reviewed by the Chairperson of the Board, the Chief Executive Officer, or the Chief Operating Officer prior to mailing. Copies of all such correspondence shall be retained at the Credit Union office.

6. **Financial Responsibility.**

Credit Union Leadership should conduct their financial affairs in such a responsible manner as to be above criticism. The following list is not exhaustive but is intended to be a guide for each individual's responsible financial conduct:

- a. Prompt payment of personal bills and debts.
- b. Avoid overdrafts in personal checking accounts.
- c. Use of any Credit Union credit cards, expense account reimbursements, equipment, and supplies only for official Credit Union use.
- d. Avoid any requests for waived fees or preferential treatment with any account relationship, except specific employee benefit programs.
- e. Avoid any requests for compensation considerations or the like
- f. Officer, Director or Committee member loans are to be in strict compliance with applicable laws and internal lending policies and agreements – meaning to incur indebtedness only for legitimate purposes made in accordance with applicable laws, regulations, or guidelines.

7. **Personal Conduct.**

a. **Dishonesty.**

This Credit Union will consider ineligible for the position of a Director or Committee member, any individual who fails to fulfill his or her legal duties and obligations. The Board and Supervisory Committee members agree the standards for their performance shall be no less than management or employees. Any Director or Committee member who commits an act constituting breach of trust or dishonesty, i.e. theft, fraud, or falsification of Credit Union records, will be subject to suspension or removal from office as permitted by law. Knowledge of such dishonesty shall immediately be reported to the Supervisory Committee.

b. **Impermissible Practices.**

The Board's policy is to thoroughly investigate the occurrence of any impermissible practice, and to discipline appropriately any responsible person, including Directors, Committee members and Officers, up to and including termination or removal from office. Impermissible practices include but are not limited to the following:

1. Any action which renders an officer, employee, director, committee member an unacceptable security risk and adversely affects the Credit Union.
2. Release of confidential information or use of confidential information for personal gain.
3. Unauthorized possession, distribution, or use of any drug or illegal narcotic.
4. Inability to perform work or responsibility due to consumption of alcohol or any other controlled chemical substance.
5. Removal or borrowing of Credit Union property without permission.
6. Persistent financial irresponsibility.

7. Making any threat to a Credit Union member or employee, which includes harassment or discriminatory conduct based on age, race, religion, national origin, gender, sexual preference or socio-economic status.
8. Unauthorized possession of weapon(s).
9. Willful destruction or waste of property belonging to the Credit Union.
10. Any action materially violating this Code of Ethics.

8. Bank Bribery Act Compliance.

The Bank Bribery Act (BBA) is a federal law that prohibits credit union leadership and employees from giving, offering, promising, demanding, accepting, or agreeing to accept, anything of value from any person, intending to be influenced or rewarded in connection with any business or transaction of the Credit Union. The Credit Union Board has adopted and maintains the following Bank Bribery Act Compliance Policy:

Under the Bank Bribery Act, the Credit Union's employees, directors, committee members, agents and attorneys are prohibited from corruptly offering to or accepting from any person, anything of value in connection with any business or transaction of the Credit Union. Therefore, the Credit Union requires all employees, directors, committee members, agents and attorneys to adhere to the prohibitions of this policy with regard to all business or transactions at the Credit Union.

a. General Prohibitions.

1. All credit union employees, directors, committee members, agents and attorneys are prohibited from corruptly giving, offering or promising, anything of value to any person in return for any business, transaction, service, or confidential information of the Credit Union.
2. All credit union employees, directors, committee members, agents and attorneys are prohibited from corruptly soliciting, demanding, accepting, or agreeing to accept, anything of value from any person, in return for any business, transaction, service, or confidential information of the Credit Union.

b. Exceptions to General Prohibitions. Credit Union employees, directors, committee members, agents, and attorneys may give or receive the following items, without written disclosure to the Board Chairperson:

1. Bona fide salary, wages, fees, or other compensation paid, or expenses paid or reimbursed, to a Credit Union employee, officer, committee member, agent or attorney in the usual course of business.
2. Gifts, gratuities, amenities, or favors all of reasonable value based on the obvious family or personal relationships (such as those between the parents, children or spouse of a credit union employee, officer, committee member, agent or attorney) where the circumstances make it clear that it is those relationships rather than the business of the Credit Union concerned, which are the motivating factor.
3. Meals, refreshments or entertainment, all of reasonable value and in the course of a meeting or other occasion, the purpose of which is to hold bona fide Credit Union business discussions.

4. Loans from Credit Unions, banks or financial institutions on customary terms to finance proper and usual activities of credit union employees, officers, committee members, agents or attorneys, such as home mortgage loans, except where prohibited by law.
5. Advertising or promotional material of reasonable value.
6. Discounts or rebates on merchandise or services that do not exceed those available to other members.
7. Gifts of reasonable value that are related to commonly recognized events or occasions.
8. Civic, charitable, educational, or religious organizational awards for recognition of service and accomplishment

The term "reasonable value" shall mean a value that an ordinary person in a similar position within the Credit Union industry would reasonably expect or believe to be a legitimate business expense for such occasion. Credit Union employees, directors, and committee members may accept items not listed above, with values of \$500 or more, provided that the employee, director or committee member submits a full written disclosure of all relevant facts concerning the item accepted to the Chief Executive Officer, or for Directors only, the Board Chairperson, and the acceptance is approved in writing by the Chief Executive Officer, or Board Chairperson as applicable.

- c. **Disclosures of Potential Conflicts of Interest.** All credit union employees, directors, committee members, agents and attorneys must disclose all potential conflicts of interest with any business, transaction, service, or confidential information of the Credit Union (including those in which they have been inadvertently placed due to either business or personal relationships with members, suppliers, business associates, or competitors of the Credit Union).
- d. **Disclosure of Offers or Acceptances that Exceed Exceptions.** All Credit Union employees, directors, committee members, agents and attorneys must disclose all offers or acceptances of anything of value from anyone in connection with any business, transaction, service, or confidential information of the Credit Union beyond exceptions above.

9. **Administration and Responsibilities.**

The primary accountability and responsibility for the Code of Ethics and Standards of Personal Conduct rests with each individual Officer, Board and Committee member. Each person has the additional responsibility to demonstrate by example what compliance with this policy means. The Supervisory Committee function has the responsibility to monitor and ensure the execution of all Credit Union policies. All potential Board of Directors and Supervisory Committee members shall review and sign this policy and disclosure before consideration for office.

10. **Disciplinary Procedures.**

- a. **Enforcement.** The Credit Union Board shall consistently enforce this Code through appropriate means of discipline, pursuant to procedures adopted by the Board of Directors. Based on these procedures, it shall be determined whether violations of this Code have occurred and, if so, what disciplinary measures will be taken against any person who has violated this Code.
- b. **Disciplinary Measures and Proceedings.** The disciplinary measures, which may be invoked by the Board of Directors or the Supervisory Committee, as applicable, include, but are not limited to, counseling, warnings, oral or written reprimands, probation,

declaration of non-qualification, suspension and restitution as permitted by the Credit Union Bylaws and the Act.

- c. Persons subject to disciplinary measures shall include, in addition to the violator, others involved in the wrongdoing such as: (a) persons who fail to use reasonable care to detect a violation; (b) persons who, if requested to divulge information, withhold material information regarding a violation; and (c) supervisors who approve or condone the violations or attempts to retaliate against employees for reporting violations or violators.

d. Review and Disposition of Ethical Inquiries.

1. Ethics Committee. The Board Chair may appoint an Ethics Committee to review all inquiries regarding violations or potential violations of the Code of Ethics. The Ethics Committee may engage an independent advisor to assist the Committee with its duties from time to time.
2. Ethics Committee Duties. The Ethics Committee shall review all written inquiries submitted by a Board or Supervisory Committee member regarding any potential violation of the Code of Ethics. The Ethics Committee may reasonably request that any Board or Supervisory Committee member subject to an ethical inquiry provide all appropriate written or oral information necessary to investigate the ethical inquiry. The Ethics Committee shall prepare a written statement of findings regarding the ethical inquiry and, if applicable, recommendations to the Board regarding disciplinary measures or sanctions.
3. Disciplinary Measures and Sanctions. Based on its review, investigation and findings, the Ethics Committee may recommend the Board take any of the following disciplinary measures or sanctions regarding a violation of the Code of Ethics:
 - I. Warning. A statement describing the Code of Ethics violation and warning that subsequent violations will warrant increased disciplinary measures or sanctions.
 - II. Removal from Office or Committee Positions. The removal of the person from any Board or Supervisory Committee office, officer position or Committee appointments.
 - III. Public Censure. A statement describing the Code of Ethics violation and a public censure of the person and his or her conduct. The Board's censure will be communicated to the Credit Union members through the Credit Union website, newsletter or other member communications.
 - IV. Suspension from Educational Activities or Facilities. The suspension from educational activities of the Board or Supervisory Committee conducted outside of any regular or special Board or Committee meeting. The suspension from use or access to educational facilities, including computers provided by the Credit Union and the loss of eligibility for reimbursements by the Credit Union of educational expenses. A suspension from educational activities or facilities does not constitute a suspension from the Board or Supervisory Committee position, as applicable.
 - V. Suspension from Board or Supervisory Committee. The immediate suspension from the Board or Supervisory Committee position, as applicable and as permitted by the Credit Union Bylaws or the Arizona Credit Union Act.

4. Appeal. A Board or Supervisory Committee member who is subject to a disciplinary measure or sanction taken by the Board may request the Board Chair appoint an independent advisor, who need not be a Credit Union member, to review the written record of the Ethics Committee's investigation and any appeal request to determine whether the Ethics Committee's investigation was fair, reasonable and complete. The independent advisor shall submit a written request to the Board with a determination whether the Board should reconsider its actions based upon the independent review of the record. Only the Board can act to uphold or rescind any previous disciplinary measures or sanctions.

11. Condition of Service.

Compliance with this Code of Ethics and Standards of Business Conduct shall be a condition of service with the Credit Union as an Official, Board or Committee member, and conduct not in accordance with this Code shall constitute grounds for disqualification to serve, disciplinary action, or suspension or removal as permitted by law. This Code of Ethics is not intended to be an all-encompassing policy statement on the part of the Credit Union. The Credit Union Board reserves the right to provide the final interpretation of this Code of Ethics and to revise this Code of Ethics as deemed necessary and appropriate.

Acknowledgment and Agreement

I acknowledge that I have read this Code of Ethics and Standards of Business Conduct for OneAZ Credit Union, a copy of which has been supplied to me and which I will retain for future reference, and agree to comply in all respects with the terms and provisions thereof. I also acknowledge that this Code of Ethics and Standards of Business Conduct may be modified or supplemented from time to time, and I agree to comply with these modification and supplements as well. I, where applicable, also acknowledge that compliance with this Code shall be a condition of employment and of continued employment, or of serving and continued service, with the Credit Union, and conduct not in accordance with this Code shall constitute grounds for disciplinary action, including termination of employment or termination of service.

I acknowledge that I have reviewed OneAZ Credit Union's Code of Ethics and Standards of Business Conduct and I agree to follow and be bound by its terms for myself and my immediate family.

Signature

Date

Printed Name

- b. Any vendor, customer, contractor, supplier of goods or services of OneAZ or any other businesses which provide services to OneAZ members? Yes..... No

If yes, list the entity or entities:

7. Are you indebted to members or vendors of OneAZ other than recognizing lending institutions?
 Yes No
If yes, please explain:

8. Have you received any gifts, gratuities or anything of value from any Credit Union (including OneAZ), Credit Union Service Organization (CUSO), financial services firm, related vendors, contractors, or other current or potential services providers to OneAZ exceeding the permitted values under Section 8b. of the Code of Ethics? Yes No
If yes, disclose the date, nature and value of gift; name of organization/person who provided the gift; and reason for the gift:

9. Would your spouse or any other family answer affirmatively to any of the above questions to the best of your knowledge? Yes No
If yes, please specify the question number and provide an explanation of the services or potential conflict, indicating the name of the individual and their relationship to you:

10. Have you used your title, position or office any activity which lends the appearance of endorsement to an outside organization, product, service or cause? Yes No
If yes, please explain:

11. Are there any other circumstances or matters of a professional, personal or family nature (direct or indirect) which could conflict, or be perceived to conflict, with performing your duties as a OneAZ Official or with the interests of OneAZ or any of its affiliates that should be on record before discussion or votes on related issues? Yes No

If yes, please explain:

I acknowledge that I have reviewed and completed the "Personal Background, Relationships and Statement of Disclosure" adopted by OneAZ Credit Union's Board of Directors. I agree to make a full and complete disclosure of any conflict of interest I have that is within the intent of these disclosures.

I certify to the best of my knowledge and believe that I have no present conflict of interest within the intent of these resolutions other than those disclosed on these statements.

Signature

Date

Printed Name