

OHBA Antitrust Compliance Policies and Procedures

It shall be the policy of the Association to be in strict compliance with all Federal and State Antitrust laws, rules and regulations. Therefore:

- I. These policies and procedures apply to all membership, board, committee and other meetings of the Association, and all meetings attended by representatives of the Association.
- II. Discussion of prices or price levels is prohibited. In addition, no discussion is permitted of any elements of a company's operations which might influence price such as:
 - a. Cost of operations, supplies, labor or services;
 - b. Allowance for discounts;
 - c. Terms of sale including credit arrangements; and,
 - d. Profit margins and mark ups, provided this limitation shall not extend to discussions of methods of operation, maintenance, and similar matters in which cost or efficiency is merely incidental.
- III. It is a violation of Antitrust laws to agree not to compete, therefore, discussions of division of territories or customers or limitations on the nature of business carried on or products sold are not permitted.
- IV. Boycotts in any form are unlawful. Discussion relating to boycotts is prohibited, including discussions about blacklisting or unfavorable reports about particular companies including their financial situation.
- V. It is the Association's policy that all meetings attended by representatives of the Association where discussion can border on an area of antitrust sensitivity, the Association's representative request that the discussion be stopped and ask that the request be made a part of the minutes of the meeting being attended. If others continue such discussion, the Association's representative should excuse himself from the meeting and request that the minutes show that he left the meeting at that point and why he left. Any such instances should be reported immediately to the President and officers of the Association.
- VI. It is the Association's policy that a copy of these Antitrust Compliance Policies and Procedures be given to each officer, member and Association employee annually.

OHBA Conflict Of Interest Policies & Procedures

1. Any potential conflict of interest that could result in a direct or indirect financial or personal benefit to a Director, officer, member, or staff member must be disclosed in good faith or known to the Officers or committee authorizing a contract or other transaction.
2. All questions as to whether a conflict of interest exists shall be resolved by a vote of the Officers in which the interested individual may not vote.
3. The interested individual may participate in the information-gathering stage of the Officers' or committee's discussion, but shall retire from the room in which the Officers or a committee thereof is meeting and shall not participate in the final deliberation or decision regarding such contract or other transaction. Such interested individual may not vote on such contract or other transaction.
4. In connection with all actions taken by the Officers with respect to any contract or transaction between the Association and one or more of its officers, or between the Association and any other corporation, firm, association, or other entity in which one or more of the officers of the Association is a director or officer or has a substantial financial interest, affiliation, or other significant relationship, each such interested officer of the Association shall:
 - ◆ disclose to the Officers the material facts as to such officer's interest in such contract or transaction and as to any such common directorships, offices, or significant financial interest, affiliation, or other significant relationship, which disclosure shall be duly recorded in the minutes or resolutions relating to such actions, and
 - ◆ abstain from voting on any such contract or transaction.

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OAHE HOME BUILDERS ASSOCIATION
MEMBER CODE OF CONDUCT

Members of the Board of Directors, voting members, and staff carry certain duties and responsibilities for the well being of the organization. The Code of Conduct outlines some of those duties and responsibilities. As a voting member of the Oahe Home Builders Association, I shall:

- Listen carefully to other Board members/members;
- Carefully consider and respect the opinions of other Board members/ voting members;
- Respect and support all majority decisions of the Board/voting members;
- Recognize the authority vested in the Board/voting members;
- Participate actively in Board meetings and actions and not discuss elsewhere what I am unwilling to discuss in Board meetings;
- Bring to the attention of the Board any issues I believe will have a significant effect on our Association or those we serve (our membership);
- Attempt to communicate the needs of our members to the Board of Directors;
- Refer complaints directly to the proper level on the chain of command;
- Recognize my job is to ensure that the Association is well-managed, not necessarily to manage the association;
- Represent all those whom this Association serves vs. geographic or special interest groups;
- Consider myself a “trustee” of the association and do my best to ensure it is well-maintained, financially secure, and always operating in accordance with our stated objectives;
- Work to learn how to do my job better; and
- Acknowledge conflicts of interest between my personal life and my position on the Board, and abstain from voting or attempting to influence issues in which I am conflicted.
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As a member of the Home Builders Association, I shall not:

- Criticize fellow members’ character outside of the Board room;
- Use the Association or my position for my personal advantage or that of my friends, relatives, or associates;
- Promise how I will vote on any issue before hearing the discussion and becoming fully informed on that issue;
- Interfere with the duties of members/volunteers or undermine the authority of our members/volunteers to perform his/her duties; and,
- Speak for or on behalf of the Association unless specifically authorized to do so.

Confidentiality -

I understand and acknowledge that I may have access to information, that if revealed to outsiders, could be damaging or sensitive to other members or staff, harmful to the best interests of the organization, or even create legal liability. Information provided to the Board and staff may concern personnel, financial, contractual, membership or legal matters. It will often be confidential and is intended for use in decision making and governance. Information shall be held in strictest of confidence and shall not be divulged to any outside party, including other members, without authorization of the President & EO.

Violations –

Violations of the Code of Conduct may result in disciplinary action, which may include removal of the Officer from office (or voting rights of voting member).