SMACNA

ANTITRUST COMPLIANCE AND PROCEDURES

It shall be the policy of the [ ] Association (hereinafter “Association”) to be in strict compliance with all Federal and State Antitrust laws, rules and regulations. Therefore:

1. These policies and procedures apply to all membership, board, committee and other meetings sponsored by the Association, and to all meetings attended by representatives of the Association.
2. Discussions of prices or price levels are prohibited. In addition, no discussion is permitted of any elements of a company’s operations which might influence price such as:
   1. Cost of operations, supplies or services;
   2. Collusive bidding or restrictions on bidding practices;
   3. Terms of sale including credit arrangements; and
   4. Profit margins and mark-ups, provided this limitation in this paragraph 2 should not prohibit discussions of methods of operation, maintenance and similar matters for the purpose of improving the member’s business operations.
3. 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.
4. Boycotts in any form are unlawful. Discussion relating to boycotts is prohibited, including discussions about blacklisting. Association services which are of competitive benefit will be made available to non-members.
5. Reasonable and objective criteria will be used to determine membership in the Association. Expulsion of a member will be based on justifiable grounds and members will be given due process rights before being expelled.
6. 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, that the Association’s representative should excuse himself/herself from the meeting and request that the minutes show that he/she left the meeting at that point and why he/she left. Any such instances should be reported immediately to the President and staff of the Association.
7. It is the Association’s policy that a copy of these Antitrust Compliance Policies and Procedures be given to each officer, director, committee members and official

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representative of member companies and Association employees annually, and that the same be read or understood at all meetings of the membership of the Association.

Ratified by the Association’s Board of Directors at its Meeting on [DATE].

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