

Home Builders Association of the Fox Cities Board of Directors Antitrust Compliance Statement

Home Builders Association of the Fox Cities (HBA Fox Cities) supports and will comply with all applicable federal and state antitrust laws, and will avoid engaging in activities that could result in noncompliance by an association member. Recognizing the particular sensitivity of trade association activities, the association and its members will follow the guidelines set forth below:

1. Meetings of association members, boards or committees shall be held only for proper purposes.
2. Association meetings shall adhere to an agenda circulated to those expected to be in attendance.
3. Minutes of association meetings shall accurately report actions taken.
4. No secret or impromptu meetings shall be held at any time.
5. At association meetings, members will not discuss commission rates, commission splits, competitive procedures, or improper concerted activity among competitors or any other subject tending to affect the price or terms and conditions of sales produced by members.
6. All association services shall be made available on a reasonable basis to all members, allowing that certain forms of participation may be available only to particular categories of membership and that those services shall be made available on a reasonable basis to all members within an eligible category.
7. Membership in the association shall be available to all who qualify according to the association's bylaws and policies.

Home Builders Association of the Fox Cities Board Member Service Agreement

I understand that as a member of the Board of Directors of Home Builders Association of the Fox Cities (HBA Fox Cities) I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward.

As part of my role as a board member, I agree to:

- Represent HBA Fox Cities, its work and its value to the community and act as a positive spokesperson for HBA Fox Cities' efforts;
- Annually attend at least four of six or three of five of the board meetings each year;
- Annually attend as meetings, member mixers and special events as possible;
- Act in the best interests of HBA Fox Cities and excuse myself from discussions (and in most instances in leaving the room) and votes where I have a conflict of interest;
- Stay informed about the activities of HBA Fox Cities, ask questions and request information as needed;
- Participate in and take responsibility for making decisions on issues, policies and other board matters;
- Work in good faith with staff and other board members as partners toward achievement of our goals; and
- Respect fellow board members' positions and votes, and publicly support the decisions of the board.

If I don't fulfill these commitments to HBA Fox Cities, I will expect a member of the Executive Committee to call me and discuss my responsibilities with me; if I am unable to fulfill these commitments, I understand that I may be removed from board service.

**Home Builders Association of the Fox Cities
Board of Directors
Confidentiality Agreement**

Board members will have access to information that, if revealed to others, could be damaging or sensitive to other members or staff, harmful to the best interests of the association or even create legal liability.

Information provided to the Board may concern personnel, financial, contractual, membership or legal matters.

Information provided is for decision making and governing purposes only.

As a Director of Home Builders Association of the Fox Cities, you must agree that information shall be held in the strictest of confidence and shall not be divulged to any outside party, including other members, without authorization of the Board as a whole.

Home Builders Association of the Fox Cities Conflict of Interest Policy

Members of the Board of Directors of Home Builders Association of the Fox Cities (HBA Fox Cities), officers, and key employees each have an affirmative obligation to act at all times in the best interests of HBA Fox Cities. This policy serves to define the term “conflict of interest,” to assist members of the Board, officers, and key employees in identifying and disclosing such conflicts, and to minimize the impact of such conflicts on the actions of HBA Fox Cities whenever possible. (Collectively, this policy will refer to directors, officers, and key employees as “Covered Officials.”)

Conflict of interest defined. A “conflict of interest” is any transaction or relationship which presents, or may present, a conflict between a Covered Official’s obligations to HBA Fox Cities and his or her personal, business, or other interests.

Fiduciary duty. Each Covered Official has a fiduciary duty to conduct himself or herself without conflict to the interests of HBA Fox Cities. When acting within his or her capacity as a Covered Official, he or she must subordinate personal, business, third-party, and other interests to the welfare and best interests of HBA Fox Cities.

Disclosure. The Board of Directors recognizes that conflicts of interest are not uncommon, and that not all conflicts of interest are necessarily harmful to HBA Fox Cities. However, the Board requires full disclosure of all actual and potential conflicts of interest. Each Covered Official shall disclose any and all facts that may be construed as a conflict of interest, both through an annual disclosure process and whenever such actual or potential conflict occurs.

Process and remedy. The Board of Directors will determine whether or not a conflict of interest exists, and whether or not such conflict materially and adversely affects the interests of HBA Fox Cities. A Covered Official whose potential conflict is under review may not debate, vote, or otherwise participate in such determination. If the Board of Directors determines that an actual or potential conflict of interest does exist, the Board shall also determine an appropriate remedy. Such remedy may include, for example, the recusal of the conflicted Covered Official from participating in certain matters pending before the Board or other HBA Fox Cities body.

Delegation. The Board of Directors may delegate its authority to review and remedy potential conflicts of interest to the HBA Fox Cities Executive Committee. Only disinterested members of the Executive Committee may participate in any such review. The Executive Committee shall inform the Board of its determination and recommended action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

Annual disclosure process. On an annual basis, each member of the Board of Directors shall be provided with a copy of this policy, and shall complete and sign the acknowledgement and disclosure form below.

**Home Builders Association of the Fox Cities
Board of Directors
Annual Statement of Disclosure**

To the best of my knowledge and belief, neither I nor any person or organization with which I have a personal or business relationship is engaged in any transaction or activity that may represent a conflict with my obligations to Home Builders Association of the Fox Cities (HBA Fox Cities).

To the best of my knowledge and belief, neither I nor any person or organization with whom I have a personal or business relationship intends to engage in any transaction, to acquire any interest in any organization or entity, or to receive any substantial gift or favor that may represent a conflict with my obligations to HBA Fox Cities.

To the best of my knowledge and belief, I do not expect to receive compensation from HBA Fox Cities, or to receive in excess of \$10,000 annually from HBA Fox Cities for services I provide to HBA Fox Cities as an independent contractor, other than reimbursement of reasonable expenses.

To the best of my knowledge and belief, no member of my family expects to receive any compensation or material financial benefit from HBA Fox Cities.

To the best of my knowledge and belief, I have no family relationship or direct business relationship with any current member of the Board of Directors, any officer, or any key employee of HBA Fox Cities.