



## **Anti-Trust, Copyright Assignment, and Confidentiality Policies**

In their capacity as directors, officers, staff administrator (Chief Executive Officer) and committee chairs, the individual leaders of the Home Builders Association of Connecticut, Inc. (HBACT) must act, to the best of their ability, at all times in the best interests of HBACT. The term “Leader” in this policy refers to the directors, officers, staff administrator and committee chairs, acting individually or together. Included within this duty to HBACT is an obligation to abide by anti-trust laws, protect the intellectual property of the HBACT, and protect HBACT’s confidential information from disclosure.

### **Antitrust Policy**

It is HBACT’s policy to be in strict compliance with federal and state antitrust laws and regulations. Therefore, this policy applies to all membership, board, committee and other meetings of the HBACT, and all meetings attended by HBACT’s Leaders. The HBACT antitrust policy prohibits any discussions which may constitute or imply an agreement or mutual understanding concerning the following:

- 1) prices, discounts, or terms or conditions of sale;
- 2) profits or profit margins or cost data;
- 3) market shares, sales territories or markets;
- 4) allocation of customers or territories;
- 5) selection, rejection or termination of customers or suppliers;
- 6) restricting the territory or markets in which a company may sell or resell products or services, or restricting any legal method to market or advertise products or services;
- 7) restricting the customers to whom a company may sell;
- 8) boycotting or blacklisting any company, product or service; or
- 9) any matter which is inconsistent with the proposition that each builder, remodeler, developer, manufacturer, wholesaler, distributor, and any other product or service professional or supplier connected with the industry HBACT represents must exercise its independent business judgment in pricing its services or products, dealing with its customers and suppliers and choosing markets in which it will compete.

Discussions about such matters, for example prices, even if no agreement is made or can be implied, but if followed by contemporaneous decisions on prices can lead to antitrust claims. Each HBACT Leader must understand that penalties for violations of the anti-trust laws can be severe, not only for the HBACT but also for its members. Therefore, at all meetings attended by representatives of the HBACT where discussion can border on an area of antitrust sensitivity, the HBACT’s representative shall 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 HBACT’s representatives should excuse themselves from the meeting and request that the minutes show that they left the meeting at that point and why they left. Any such instances should be reported immediately to the HBACT Chairman of the Board and Chief Executive Officer.

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## **Copyright and Assignment Policy**

Each HBACT Leader that may participate in the development, modification and refinement of written, electronic and other materials (collectively, the “Intellectual Property”) in furtherance of HBACT’s purposes and mission, for good and valuable consideration, by virtue of accepting and serving in their position, completely, exclusively and irrevocably assigns and agrees to assign to HBACT in perpetuity ownership of all of the copyrights (and all rights subsumed thereunder) and other intellectual property rights in and to all of the Leader’s contributions to the Intellectual Property (the “Contributions”), both those Contributions that have been made in the past and those that will be made in the future, except for such contributions that are already in use by the Leader at another organization or company or such contribution is the intellectual property of or copyrighted by the Leader (such property or copyrighted works already owned by the Leader may be assigned to the HBACT by a separate agreement).

## **Confidentiality Policy**

Each HBACT Leader by virtue of accepting and serving in their position recognizes that he or she owes a fiduciary duty of care to HBACT. This includes a duty of confidentiality. All information and documentation that the Leader receives from HBACT and others in connection with their service to HBACT will be treated with strict confidentiality. Neither the contents nor the existence of this information or documentation will be shared with anyone other than the officers, directors, employees, and attorneys of HBACT, except as may be specifically authorized by HBACT. Confidential information shall include all such information related to HBACT’s members or to HBACT’s operations, policies, budget and finances, plans, goals, objectives, or staff. Confidential information shall not include information previously acquired by a Leader outside of their service as an HBACT Leader, or known to the general public, or previously recognized as a standard practice in the field. Each HBACT Leader acknowledges that unauthorized disclosure of confidential information could cause irreparable harm and significant injury to HBACT and HBACT’s members. Each HBACT Leader further agrees that upon request, they will return to HBACT all materials supplied to them by HBACT, including agendas, minutes and supporting documents. Leaders will direct any questions regarding their confidentiality obligations to the HBACT Chief Executive Officer.

Policy Adopted by the Board of Directors September 25, 2007, as amended January 14, 2009