

**SMACNA
ANTITRUST COMPLIANCE POLICY AND PROCEDURES**

It shall be the policy of the Sheet Metal and Air Conditioning Contractors' National 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 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, or services;
 - b. Collusive bidding or restrictions on bidding practices
 - c. Terms of sale including credit arrangements; and,
 - d. Profit margins and mark ups,

Provided this limitation in this paragraph 2 shall 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 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 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 member, official 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

Adopted by the Board of Directors of The Association on July 17, 2001.