

Buffalo Niagara Association of REALTORS®, Inc.  
Western New York Real Estate Information Services, LLC

**Sign In Sheet and Guidance for  
Antitrust Avoidance, Confidentiality and Conflict of Interest**

**Antitrust Avoidance**

Various State and Federal laws prohibit the exchange of information among competitors regarding matters pertaining to price, refusals to deal, market division, tying relationships and other topics which might infringe upon antitrust regulations, and that no such exchange or discussion will be tolerated during this meeting.

These guidelines apply not only to the formal meeting sessions, but to informal discussions during breaks, meals or social gatherings.

**Confidentiality Required and Conflict of Interest Disclosure (BNAR)**

As fiduciaries, the Directors of the Buffalo Niagara Association of REALTORS®, Inc. have classic fiduciary responsibilities. Directors must maintain confidentiality regarding matters that could affect the Association's competitive position (for example, business and marketing plans) and comply with the Association's Confidentiality Policy. Directors and Association Committee Members have a duty to comply with the Association's Conflict of Interest Policy, including the duty to disclose and identify any conflict of interest, particularly actions the Association may take that may result in a financial benefit to the Director or Committee Member or a Related Party, and also to refrain from voting and participating in discussions in those instances where he/she or a Related Party will directly or indirectly receive a financial benefit. No contract or other transaction of the Association will be held to be void or voidable for this reason alone, provided the financial interest or conflict is disclosed to the Board of Directors or applicable Committee of the Association, the Board determines that the transaction is fair and reasonable as to the Association, and is duly approved by a majority of disinterested Directors of the Association (*see* New York Not For Profit Corporation Law sections 715, 715-a).

To remain in compliance with the New York Not For Profit Corporation Law, Association Directors and Committee Members must be vigilant that:

- There will be no self-dealing or business transactions or arrangements between a Director, Committee Member and the Association, except when the required disclosure and approval occurs, the Director or Committee Member recuses himself or herself from any voting and discussion, and appropriate competition is ensured.
- They disclose, on an as needed and annual basis, any: (a) involvements with other organizations, vendors, or any relationships which might produce conflicts; (b) personal, financial or other interests in dealing with the Association; and (c) obligation of any nature that is in conflict with Director's or Committee Member's duties to the Association.
- When the Board of Directors is to decide an issue, about which a Director has an unavoidable conflict of interest, that Director shall absent himself/herself without comment from not only the vote, but also from the deliberation, and shall not attempt to otherwise influence the vote or deliberation.
- Directors may not obtain employment in the Association for themselves or Related Parties, which includes family and business associates.

Thank you for your cooperation.

President, Buffalo Niagara Association of REALTORS®, Inc.

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Signature

Date