

**POLICY REGARDING CONFIDENTIAL INFORMATION
FOR
BUFFALO NIAGARA ASSOCIATION OF REALTORS®, INC.**

Article I – Policy Statement

Service as an officer, director or volunteer committee member, and past presidents when they participate in meetings of the Board of Directors or related activities and/or given access to Confidential Information, as hereafter defined (collectively referred to as a “Leader”) for the Buffalo Niagara Association of REALTORS®, Inc. (“BNAR”), gives rise to certain ethical and legal obligations to BNAR. One such obligation is the fiduciary duty which the Leader owes to BNAR. This fiduciary duty requires the exercise of reasonable care in performing functions for BNAR, exhibiting honesty and good faith, and includes the responsibilities of both care and loyalty to BNAR. Pursuant to their fiduciary duties of loyalty and care, Leaders, and in particular officers, directors and past Presidents, are required to protect and hold Confidential Information, obtained due to their status as Leaders of BNAR, absent the express or implied permission of the Board of Directors or a legal requirement to disclose such information. Accordingly, it is the policy of BNAR that:

- (i) no Leader shall use Confidential Information for his or her own personal benefit or to benefit persons or entities outside of BNAR; and
- (ii) no Leader shall disclose Confidential Information outside BNAR, either during or after his or her service as a Leader of BNAR, except with authorization of the Board of Directors or as may be otherwise required by law.

To protect the confidentiality of members of the Board of Directors, employees and BNAR, no information concerning other members of the Board of Directors, past Presidents, employees or BNAR business and its affairs shall be discussed with anyone except when necessary for the purpose of daily business. Care shall be exercised at all times to prevent the unauthorized disclosure of Confidential Information, especially in public settings or through the use of electronic devices.

The foregoing policy shall apply equally to all Executive Committee, other committee members, officers and employees of BNAR who manage or have access to Confidential Information.

Article II – Definition of Confidential Information

Confidential Information means information, in any form whatsoever, whether oral, visual, digital, written, on paper or in electronic format or in electronic devices or electronic storage media that is generally unknown to the public to which a Leader gains access by reason of being a Leader of the BNAR and includes, but is not limited to, information relating to any directors, officers, past Presidents, employees, agents and contractors of the BNAR and/or WNYREIS, and all present or potential strategic, business or marketing plans, operational costs,

revenues, expenses, tax matters, financial projections or trends, investments, sales and financial data and strategies, compensation agreements, salaries and employment benefits, employment evaluations and/or other considerations and determinations to hire, terminate or suspend employees, actual or proposed employee disciplinary proceedings, legal and/or regulatory matters, litigation or potential litigation, insurance claims and/or any other claims whatsoever that the BNAR and/or WNYREIS now have or may have in the future.

Confidential Information may also include non-public information that might be of use to competitors or harmful to BNAR or its members if disclosed, such as:

- (i) non-public information about BNAR's financial condition, prospects or plans, its marketing and sales programs and research and development information;
- (ii) non-public information concerning possible transactions with other companies or information about BNAR's members, suppliers or joint venture partners, which BNAR is under an obligation to maintain as confidential; and
- (iii) non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers, directors and past Presidents.

This duty of care to maintain and protect Confidential Information may yield when a Leader is required to disclose it by legal process or as part of his or her participation in any governmental or regulatory investigation; provided, however, that he or she will give the BNAR and/or WNYREIS, as the case may be, prompt written notice of the obligation of disclosure so that BNAR and/or WNYREIS may seek a protective order or knowingly waive their respective rights to such disclosure.

Article III – Violations

Any Leader who divulges Confidential Information, whether during or after his/her term of service or employment, is subject to appropriate discipline, including dismissal or removal from the Board of Directors, exclusion from any of its meetings or any committees of the BNAR. Leaders recognize that BNAR has a proprietary interest in any such Confidential Information and would be irreparably damaged as a result of any disclosure or dissemination thereof. Except as otherwise allowed by law, any such disciplinary action shall be determined by the Board of Directors, only after it has provided the Leader, who is the subject thereof, with an opportunity for a hearing, in accordance with due process of law and the BNAR By-Laws.

Article IV – Acknowledgement Statement

Each Leader shall be required from time to time at the Board of Director's discretion to sign a statement, substantially in the form attached hereto, which affirms such person:

- a. Has received a copy of this policy regarding confidential information;
- b. Has read and understands the policy; and
- c. Has agreed to comply with the policy.

Buffalo Niagara Association of REALTORS®, Inc. (“BNAR”)

Confidential Information Acknowledgement Certificate

Name: _____ (please print)

I have read BNAR’s Policy Regarding Confidential Information (the “Policy”) and I am aware that, during the course of my service or employment, confidential information will be made available to me. Further, I understand that this information is proprietary and critical to the success of BNAR and may not be distributed or used outside of BNAR. By signing this certificate, I am acknowledging that I have received, read and understand the Policy and I am agreeing to be bound by the language of the Policy in my activities on behalf of BNAR.

Signed: _____

Date: _____