

**The American Institute of Architects Minnesota  
Board of Directors Antitrust Compliance Guidelines**  
(Adopted January 2014)

### **Introduction**

The American Institute of Architects Minnesota (AIA Minnesota) Board of Directors is committed to full compliance with all laws and regulations and to maintaining the highest ethical standards in the way we conduct our operations and activities. Our commitment includes strict compliance with federal and state antitrust laws, which are designed to protect this country's free competitive economy. It is the practice of the American Institute of Architects and its members to comply strictly with all laws, including federal and state antitrust laws, that apply to AIA operations and activities. Compliance with the letter and spirit of the antitrust laws is an important goal of the AIA and AIA Minnesota, and is essential to maintaining our reputation for the highest standards of ethical conduct.

**The American Institute of Architects**

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### **Responsibility for Antitrust Compliance**

Compliance with the antitrust laws is a serious business. Antitrust violations may result in heavy fines for corporations, and in fines and even imprisonment for individuals. While the AIA and AIA Minnesota provides guidance on antitrust matters, each AIA Minnesota Officer and Director bears the ultimate responsibility for assuring that your actions and the actions of any of those under your direction comply with the antitrust laws.

### **Antitrust Guidelines**

In all operations and activities of AIA Minnesota, you must avoid any discussions or conduct that might violate the antitrust laws or even raise an appearance of impropriety. The following guidelines will help you do that:

- Do not have discussions with other members or competitors about any of the following subjects (unless you have first consulted the Executive Vice President (EVP) who may consult with legal counsel):
  - your prices for products or services, or prices charged by your competitors
  - costs, discounts, terms of sale, profit margins or anything else that might affect those prices
  - allocating markets, customers, territories or products with your competitors
  - limiting production
  - whether or not to deal with any other business

- any competitively sensitive information concerning your own business or a competitor's.
- Do not stay at a meeting, or any other gathering, if those kinds of discussions are taking place.
- Do not discuss any other sensitive antitrust subjects (such as price discrimination, reciprocal dealing, or exclusive dealing agreements) without first consulting with the EVP, who may discuss with legal counsel.
- Do not create any documents, e-mail or other records that might be misinterpreted to suggest that AIA Minnesota condones or is involved in anticompetitive behavior.
- Do consult the EVP about any documents or activities that touch on sensitive antitrust subjects such as pricing, market allocations, refusals to deal with any business, and the like.
- Do consult with the EVP on any non-routine correspondence that requests one of the AIA Minnesota's members to participate in projects or programs, submit data for such activities, or otherwise join other members in the AIA Minnesota's actions.
- Do use an agenda and take accurate minutes at every board level meeting.

**Acknowledgement**

AIA Minnesota expects all AIA Minnesota Board Officers and Directors to comply with the *AIA Minnesota Antitrust Compliance Guidelines*. This policy provides guidance and outlines procedures that parallel the AIA national policy.

I have received and read a copy of “*The American Institute of Architects Minnesota Antitrust Compliance Guidelines*” along with “*The American Institute of Architects: Antitrust Compliance Statement and Procedures*.” I agree to comply with the guidance in *The American Institute of Architects Minnesota Antitrust Compliance Guidelines*.

Signed: \_\_\_\_\_

Name (printed): \_\_\_\_\_

Date: \_\_\_\_\_