ATI-34

92-00055-002 A/H GOV. SUBJECT

ASBESTOS TEXTILE INSTITUTE

T.I. - Minutes, Years; 1944-1979)

92 00055/00

MS 002407

MT-001811

ATI-34

1944

MS 002408

MT-001812

CONSTITUTION AND BY-LAWS

of

ASBESTOS TEXTILE INSTITUTE

As adopted at meeting held November 16, 1944, and by written assent of all members.

# C O N S T I T U T I O N

## ARTICLE I - NAME

The name of this organization shall be the Asbestos Textile Institute.

The principal office of the Institute shall be situated at Washington, D. C.

## ARTICLE II - PURPOSES

The Institute is formed as a voluntary, non-profit, unincorporated organization to render service to the different manufacturers and the trade in connection with asbestos textile materials as manufactured by its Members.

The purposes of the Institute shall be:

1. To promote ethical business standards in the Industry and fair trade practices in dealings between manufacturers and the trade and in representations to the public.

2. To lawfully promote the following activities:

   (a) The development of standards through research, practical tests, and other available means, the application of which by individual manufacturers, will insure a proper measure of quality in each of the Industry's products.

   (b) The development through research and other means of new uses and markets for the Industry's products, resulting in an increased consumption and a grading up of the Industry's products through the sale of better quality asbestos textile materials.

PRODUCED
JM - 83

MS 002409

MT-001813

3. To lawfully promote and foster such Industry policies and programs as will tend:

(a) To cultivate the good will of engineers, distributors, manufacturers, and the consuming public, and to improve their acceptance of the Industry's products.

(b) To develop a more creative selling by the Industry's salesmen, and to instill among such salesmen an attitude of courageous aggressiveness in combating attacks upon the Industry, its Members, and its products.

(c) To promote Industry welfare through cooperative research, improved manufacturing, selling and distribution methods.

(d) To cooperate in maintaining open, free, unrestrained and equitable competition in a manner consistent with the laws of the United States.

4. To act as a clearing house in the collection and dissemination of lawful information and statistics in respect to production, orders, shipments, stocks on hand, costs, credits, freight rates, employment, and such other matters as may be of value to the different manufacturers and the trade. No Member shall be required to furnish or receive any such information.

ARTICLE III - MEMBERSHIP

1. All individuals, partnerships, and corporations located in the United States manufacturing textiles out of raw asbestos fibre are eligible to membership in this Institute.

2. Membership in the Institute may be terminated by the Board of Governors upon the failure of a Member to pay any installment of fees, dues and/or assessments within thirty days after the time designated for such payment by the Board of Governors.

3. Any Member may resign from the Institute at any time upon payment of his dues and/or assessments for the current quarter and for the three ensuing quarterly periods, such payment to be on the basis of dues and/or assessments in effect at the time of resignation.

4. In the event of any Member terminating his membership in the Institute or of such membership being terminated by a unanimous vote of the remaining Members of the Institute, such Member shall have no equity in the fund or assets of the Institute.

PRODUCED
JM - 83
MS 002410
MT-001814

This page to replace Page 3 in original Constitution. It includes changes in item 2, Art. IV, as approved 12/1/46.

- - - - - - - - - - -



## ARTICLE IV - MEETINGS OF THE INSTITUTE

1. The time and place of holding meetings of the Institute shall be determined by the Board of Governors of the Institute, who shall have authority to call such meetings as may be desirable to conduct the Institute business. A meeting of the Institute shall also be called by the President upon request of a majority of the Members. Reasonable notice of all meetings shall be given to the Members. The President shall call a meeting of the Institute as near as possible to the twenty-first day of the last month in each quarter of the calendar year.

2. The Institute shall hold an annual meeting in December, 1946 for the purpose of electing members to the Board of Governors for the fiscal year 1947 and the transaction of such other business as may properly come before such meeting and thereafter the annual meeting of the Institute for the aforesaid purposes shall be the third quarterly meeting in each year, the date of such meeting to be fixed by the Board of Governors.

3. In all proceedings of the Institute and at all meetings thereof, each Member shall be entitled to only one vote. Subsidiaries or divisions of parent Members shall not be entitled to vote. At all meetings of the Institute there shall be present not less than a majority of all Members, represented in person by their duly authorized representatives who are entitled to vote in order to constitute a quorum for the transaction of business. Except for approving a budget submitted or authorizing the expenditures of moneys for special purposes which must be approved by all Members of the Institute, action binding on the Institute may be taken by a majority vote of those attending a meeting at which a quorum is present. A majority of all Members present at any meeting of the Institute, although less than a quorum, may adjourn such meeting without further notice until a quorum shall be in attendance.

## ARTICLE V - DISSOLUTION

1. The Institute may be dissolved by the vote or written consent of two-thirds of the Members of the Institute, after two weeks' written notice to all Members of the Institute of the proposed dissolution.

2. In the event of the dissolution of the Institute, each Member thereof at the time of such dissolution shall be entitled to a refund from the net assets of the Institute pro-rated according to such Member's total contributions to the Institute during the preceding three years.

## ARTICLE VI - AMENDMENTS

This Constitution may be amended only (1) by a two-thirds vote of the Members of the Institute, and after written notice stating the substance of the proposed change shall have been served on each Member at least two weeks before the meeting of the Institute at which the vote shall be taken; or (2) by the written assent of all Members in which such two weeks' notice is waived.

PRODUCED
JM - 83

MS 002411

MT-001815

This page to replace Page 4 of the By-Laws as amended and approved 4/17/47. It includes changes in paragraph 3 of section number 2 of the By-Laws, as approved 4/17/48.

- - - - - - - - - - - - - -



# BY-LAWS

1. Institute Meetings: At all meetings of the Institute, Members shall be represented for voting purposes by the chief exectutive officer of such Member; or in his absence, by a duly authorized representative thereof who has been designated as an alternate representative, and whose name has been filed under such designation with the President.

In the absence of the chief executive officer or the duly designated alternate, a Member may be represented by any duly authorized representative thereof appointed, in writing, to vote at the designated meeting by the chief executive officer, or in default of such appointment, by the alternate representative. No representative of any Institute Member shall be allowed to vote at meetings unless such representative has authority to commit such Member in accordance with his vote. No Member shall vote at any meeting of the Institute except through a duly authorized officer or representative of such Member company designated for the purpose, as provided in this paragraph.

2. Board of Governors: The general affairs of the Institute shall be managed and directed by a Board of Governors consisting of five Members who shall be elected from the Members of the Institute by a majority vote thereof with due consideration being given to having in office a Board of Governors duly representative of the entire Industry. The Members of the Board of Governors shall be elected to serve one year and until their successors are elected.

In the event of any vacancy occuring on the Board of Governors, such vacancy shall be filled by a new Member of the Board of Governors to be elected at the next regular meeting of the Institute and to serve the unexpired term created by such vacancy, with due regard for maintaining the representation of every member company on the Board.

The Board of Governors shall elect annually a President, from its own membership a Vice President and a Treasurer from the members of the Institute and a Secretary and Assistant Treasurer who need not be members of the Institute. Vacancies occurring in any one of said offices shall be filled by said Board of Governors. The Board shall not elect the same individual to serve as President for more than two successive annual terms, but an individual shall not be disqualified from serving again as President after an interval of one year from the termination of the period for which he was previously elected. The Board of Governors shall have power to make appropriations from the Institute funds for the carrying on of the work of the Institute subject to the provision that it shall authorize no expenditures the aggregate of which exceeds the approved budget of the Institute.

3. President: The duties of the President shall be to direct the activities of the Institute in intervals between the meetings of the Board of Governors and to preside at all meetings of the Institute and of the Board of Governors. He shall have authority to appoint such committees as may be required to conduct the business of the Institute and shall be a member ex-officio of such committees. ~~and of the Board of Governors.~~

PRODUCED
IM - 83

This page to replace Page 5 of the By-Laws as amended and approved 4/[illegible]/47. It includes changes in paragraph 3 of section number 5 of the By-Laws, as approved 4/17/48.

- - - - - - - - - - - - - - - - - - - - -



The President shall have the power to make leases for the Institute offices, to employ or authorize the employment of such personnel (except as otherwise provided for in these By-Laws) as may be needed to carry on the work of the Institute, and purchase or authorize the purchasing of supplies and equipment, provided the expenses for such purchases shall not exceed the appropriations fixed by the Members.

4. Vice-President: The Vice-President shall perform the duties of the President in his absence or during his illness or disability.

5. The Treasurer of the Institute: The Treasurer shall receive and receipt for all moneys collected by the Institute or its officers and shall disburse the same upon the presentation of proper vouchers issued and countersigned by the Institute Manager. He shall keep a correct record of an account for all moneys coming into his hands and of all disbursements, and shall make reports thereof to the Institute and to the Board of Governors when and as often as may be required. He shall deposit the funds of the Institute in a national or state bank or trust company, subject to the approval of the Board of Governors. The Treasurer shall execute a surety bond conditioned for the faithful discharge of his duties, and in such penalty and with such surety as shall be approved by the Board of Governors. The cost of such bond shall be paid out of the treasury of the Institute.

The Treasurer shall prepare a budget covering the estimated annual expense of operating the Institute, which shall be approved by the Board of Governors and be subject to the ratification or modification by unanimous action of the Members of the Institute. The budget thus established may be modified at any subsequent meeting of the Institute by unanimous vote of its Members.

All of the duties as outlined in this clause may be delegated by the Treasurer to the Assistant Treasurer.

6. Initiation Fees, Dues and Assessments: Each Member of the Institute shall pay an initiation fee of $500 at the time it joins the Institute. Additional funds required for expenditures authorized by the members and by the Board of Governors of the Institute shall be collected by assessments from each member upon the following bases: general assessments, Fellowship assessments and Air Hygiene assessments shall be made in accordance with each member's proportion of production to the total production for the calendar year of all members of the Institute of such products as may from time to time be prescribed by the members for that purpose, with a minimum general assessment of ~~$500~~ for each member for each calendar year, the balance of the total general assessment over any minimum payments being prorated among the members whose computed general assessments are greater than ~~$500~~; assessments for publicity shall be made in accordance with each member's proportion of textile sales in pounds to the total textile sales in pounds for the calendar year of all members of the Institute. The said total production for a calendar year and the said total sales shall be determined by an outside independent accountant appointed by the Board of Governors for such purpose. Each member shall furnish to said accountant the data necessary to establish such percentages.

#1,000

* #1,000

MT-001817

* as amended September 16, 1949, effective January 1, 1950

PRODUCED
JM - 83

MS 002413

This page to replace Page 6 of the original By-Laws. It includes new paragraphs numbered 7 and 8, as approved 4/17/48.

- - - - - - - - - - - - - - - - - - - - - - - - -



7. Secretary: The Secretary shall keep the minutes of the meetings of the Board of Governors and of the members of the Institute and shall perform all the regular duties of a Secretary and such other duties as may be designated from time to time by the Board of Governors. The Secretary shall receive such compensation as may be determined by the Board of Governors from time to time.

8. Assistant Treasurer: The Assistant Treasurer shall perform the duties of Treasurer in the absence or disability of the Treasurer and shall perform such duties as may be delegated to him by the Treasurer or the Board of Governors. The Assistant Treasurer shall execute a surety bond conditioned for the faithful discharge of his duties and in such penalty and with such surety as shall be approved by the Board of Governors. The cost of such bond shall be paid out of the treasury of the Institute.

9. The Fiscal Year: The fiscal year of the Institute shall end on December 31st.

10. Amendment of By-Laws: The By-Laws may be amended by a two-thirds vote of the Members of the Institute at any meeting thereof, and without prior notice.

MS 002414

PRODUCED
JM - 83

MT-001818