

LEAD INDUSTRIES ASSOCIATION

60 EAST 42ND STREET

NEW YORK 17, N. Y.

November 13, 1957

SUBJECT: REVISED CONSTITUTION
AND BY-LAWS

To Members of the Lead Industries Association:

At a meeting of the Board of Directors of the Lead Industries Association held on April 24, 1957 a subcommittee was appointed to review the By-Laws of the Association with particular reference to the manner of election of officers and directors and their terms of office, and to recommend necessary changes.

The principal changes recommended by this subcommittee involved provision in the By-Laws for Nominating Committees for election of both directors and officers and for limitation of the terms of officers to two successive one-year terms. These recommendations were approved by the Board of Directors and are embodied in the new copy of the Constitution and By-Laws enclosed.

The changes are all in the By-Laws and are contained in:

- Article II - Section 1 - Meetings of Members
- Article III - Sections 1, 2 and 3 - Board of Directors
- Article V - Section 4 - Officers

Please substitute the enclosed copy for the one now in your files.

Very truly yours,

W. T. E. [Signature]

Secretary.

P. S. Only one copy of the revised Constitution and By-Laws is being sent to each Company. If you are not the recipient and wish a copy please let us know.



CONSTITUTION
AND
BY-LAWS

LEAD INDUSTRIES ASSOCIATION

Dated as of November 14, 1928

Revised as of January 19, 1934

Revised as of September 19, 1941

Revised as of January 1, 1948

Revised as of May 12, 1949

Revised as of September 26, 1957

N 1653.01

CONSTITUTION

of the

LEAD INDUSTRIES ASSOCIATION

We, the undersigned subscribers, being severally identified with the lead mining, smelting, refining and/or manufacturing industries, mutually agree to form an association for the object, and under the plan, set forth below. By causing our names to be subscribed thereto we agree to the provisions of this

CONSTITUTION

ARTICLE 1

Name

The name of this association shall be the LEAD INDUSTRIES ASSOCIATION.

ARTICLE 2

Objects

The purpose of the Lead Industries Association shall be:

To collect and publish statistical information relating to the production, distribution, marketing, consumption and use of lead and lead products;

To disseminate accurate information regarding lead products and how they best may be used;

To develop methods for the improvement of the welfare of those engaged in the lead industries, or in the use of its product; and for such other purposes as, from time to time, may be of benefit to the lead industries.

In general to promote the serviceability of the lead industries to the community at large.

ARTICLE 3

Limitations

No agreement, understanding, combination or arrangement or any form of concerted action to curtail production, fix prices, suppress competition, or in any other manner to restrain trade or commerce, or to monopolize, or attempt to monopolize any part of the trade or commerce of the country shall be permitted in the Lead Industries Association, nor any other act or acts which may be in contravention of law or good business practice. Each member of the association shall be wholly free to conduct its business without legal or moral accountability to the association or to any member thereof.

ARTICLE 4

Inspection of Records

The books and records shall reflect the complete details of all the activities of the Lead Industries Association, and shall be open to inspection at all times by the departments or bureaus of government interested. All reports of general interest distributed to the members shall be furnished to others desiring them for such consideration as may be regularly established by the association.

ARTICLE 5

Non-Profit Organization

The affairs of the Lead Industries Association shall not be conducted for profit.

ARTICLE 6

Membership

Any individual, company, firm, corporation or other form of enterprise engaged in the United States in the mining of lead ore and/or the concentrating thereof, the smelting of lead ore

and/or lead concentrates, and/or lead bearing scrap, the refining of lead and/or lead bearing scrap and/or drosses, the manufacturing of pig lead, antimonial pig lead, lead pigments, metallic antimony, metallic lead products, allied products defined hereafter as "metallic lead products," "metallic foil products," and "lead chemicals," and the original sale of such products by the one producing or manufacturing the same either directly or indirectly through subsidiary and/or affiliated companies, and/or consuming lead or lead products in the fabrication of assembled articles, is eligible for membership. Acceptance of membership shall imply subscription to the provisions of this constitution.

(a) "Lead Ore and Lead Concentrates" as used herein is defined to mean ore and the concentrates thereof, containing lead as the principal commercially recoverable constituent.

(b) "Lead Mining" as used herein is defined to mean the mining and concentrating of lead ore and any further beneficiation thereto prior to the shipment to the smelter.

(c) "Lead Smelting and Refining" as used herein is defined to mean metallurgical and/or chemical treatment of lead ore, lead concentrates, lead bearing scrap, and/or drosses and any other lead bearing material into "pig lead," and/or "antimonial pig lead."

(d) "Antimonial Pig Lead" inasmuch as antimony is a common constituent of most lead ores and a by-product of lead mining, smelting and refining, metallic antimony and antimonial alloy products (antimonial pig lead) shall be included within this definition.

(e) "Lead Pigments" as used herein is defined to mean basic carbonate white lead (dry or in oil), basic lead sulphate (dry or in oil), litharge, red lead (dry or in oil), orange mineral or any other lead oxides, with or without metallic lead content.

(f) "Metallic Lead Products" as used herein is defined to mean extruded, rolled, cast or otherwise fabricated lead or lead alloy products (except assembled articles defined in paragraph (i)), kindred products of metallic tin, and tin alloy or other metal or metal alloy products, which are produced by

members on the same type of machinery and under similar labor and fabricating conditions.

(g) "Metallic Foil Products" as used herein is defined to mean lead and/or tin and/or zinc or their alloys or combinations thereof rolled to a thickness of 0.006 of an inch or less, whether attached or affixed to other materials or not.

(h) "Lead Chemicals" as used herein is defined to mean any lead chemical not specified in paragraph (e) "Lead Pigments."

(i) "Assembled Articles" as used herein is defined to mean articles such as storage batteries, lead covered cable, ammunition, etc., in which lead or lead products are a substantial component but are not resold as lead or lead products.

Any individual, company, firm or corporation, or other form of enterprise, producing or using lead or lead products, which is ineligible, under the terms of this article, for full membership, is eligible for associate membership.

Associate members shall have all the rights and privileges of other members except the right to vote.

ARTICLE 7

Management

The management and control of the Lead Industries Association shall be vested in a board of directors, and in an executive committee of the board of directors empowered to act, ad interim, in accordance with the provisions of the by-laws.

ARTICLE 8

Officers

The officers of the Lead Industries Association shall be a president, one or more vice-presidents, and a chairman of the board of directors, all elected by the board of directors, and a secretary and a treasurer appointed by the executive committee. The same person may be both secretary and treasurer. The duties and powers of the officers shall be defined in the by-laws.

ARTICLE 9

Expenses

The expenses of the Lead Industries Association shall be borne by contributions from the members apportioned according to the provisions of the by-laws.

ARTICLE 10

By-Laws and Amendments

The by-laws of the Lead Industries Association shall provide the rules and regulations governing the management and conduct of the organization not otherwise provided by the constitution. This constitution, and the by-laws, may be amended at any meeting of the board of directors by a majority vote in person or by written consent, provided two (2) weeks' notice of the meeting shall have been given together with a copy of the proposed amendment. Until amended the by-laws shall be of the terms and tenor of the by-laws attached hereto, bearing even date herewith.

IN WITNESS WHEREOF, we have caused our names to be subscribed hereto, by our respective proper officers thereunto duly authorized, as of the day of

Member

By

BY-LAWS
of the
LEAD INDUSTRIES ASSOCIATION

ARTICLE I

Membership

SECTION 1. Application for membership shall be in writing and shall state:

- (a) The name of the individual, firm, company or corporation applying;
- (b) The branch of the lead mining, smelting, refining and/or manufacturing or consuming industry in which the individual, firm, company or corporation is engaged;
- (c) The name of the applicant's representative.

Applications for membership in the Lead Industries Association shall be acted upon, following their receipt, at the next meeting of the board of directors or the executive committee. A majority vote shall elect an applicant to membership.

Applicants for membership who are eligible in accordance with article 6 of the constitution shall become members upon subscribing their names to the constitution and by-laws.

SECTION 2. Any member may withdraw at any time from membership in the Lead Industries Association by giving formal notice of such withdrawal to the secretary, and fulfilling all obligations to the association incurred by that member to the time of withdrawal.

SECTION 3. Each member shall have one vote and all members shall have the same status.

SECTION 4. Any member of the association who retires from the lead industries so that he would be ineligible to admission to membership under article 6 of the constitution shall ipso facto cease to be a member of this association.

ARTICLE II

Meetings of Members

SECTION 1. A regular meeting of the members shall be held annually on a day in April or May of each year, to be designated by the board of directors, or if the board fails to designate a day, on the third Wednesday of May, for the purpose of electing directors and for such other business as shall be placed before the meeting. Special meetings may be called at any time by the president or the chairman of the board of directors. Notice of the time and place of all meetings shall be given to each member in writing or by telegraph at least ten (10) days before the meeting.

ARTICLE III

Board of Directors

SECTION 1. The board of directors of the Lead Industries Association shall consist of representatives of the members elected at the annual meeting and shall not exceed fifteen (15) in number. At least ninety (90) days before the annual meeting of members the president shall appoint, with approval of the board of directors, a nominating committee of three (3) to five (5) members who shall nominate directors for the ensuing year. A list of the persons so nominated shall be sent to each member with the notice of the annual meeting of members, but no member shall be precluded from making additional nominations at the annual meeting at any time prior to the balloting for election.

SECTION 2. The board of directors shall have power to hold meetings at such times and places as it deems proper. It shall be empowered to elect new members; to appoint an executive committee, and other standing committees, with such duties, consistent with the constitution and by-laws, as it may prescribe; to elect officers; and to have such other functions and

authority as may be necessary to carry out the purposes of this association. Representation by proxy is permissible.

SECTION 3. Regular meetings of the board of directors shall be held at least twice each year. One such meeting for the purpose of electing officers and conducting such other business as may be in order, shall be held within twenty-four (24) hours after the annual meeting of the members at which the board was elected, and at a time and place to be announced at said annual meeting. The other meeting shall be held near the end of the calendar year at a time and place designated by the chairman; notice of the time and place of such meeting to be given each director in writing at least one (1) week in advance. Special meetings may be held upon the call of the president or chairman at any time upon the expiration of two (2) day's notice.

SECTION 4. Five (5) members of the board of directors shall constitute a quorum.

ARTICLE IV

Executive Committee

SECTION 1. The executive committee shall consist of six (6) directors elected by the board of directors. The executive committee may act on behalf of the association in any matter upon which the board of directors is qualified to act, when the board is not in session. The executive committee shall appoint the secretary and treasurer, and such clerks or other assistants required, and may provide in general for the detailed administration of the association. The board of directors in electing members of the executive committee shall designate one such member to serve as chairman of the executive committee.

SECTION 2. Directors who are not members of the executive committee shall have the privilege of attending in person, or by proxy, all meetings of the executive committee, and to join in discussions, but without vote.

SECTION 3. Meetings of the executive committee shall be at the call of the chairman upon at least one day's previous notice.

ARTICLE V*Officers*

SECTION 1. The duties of the officers shall be those usually pertaining to their respective positions.

It shall be the special duty of the chairman of the board of directors to enforce article 3 of the constitution.

SECTION 2. The secretary shall represent the executive committee as an administrative official, and keep a complete and detailed record of all meetings of the board of directors and executive committee.

SECTION 3. The treasurer may be required to give bond in such sum and with such sureties as the executive committee may require. He shall have custody of and shall receive and disburse all the funds of the association.

SECTION 4. The chairman, president and vice presidents shall be elected annually by the board of directors at their first meeting held after the annual meeting of members, and shall be ineligible to serve more than two (2) annual terms consecutively in the same office, provided that this latter restriction shall not prevent an incumbent officer at the time of adoption of this provision from continuing in office for an additional one-year term after adoption of this provision.

The president shall appoint, with the approval of the board, a nominating committee of three (3) directors which shall propose to the board of directors at the first meeting of the board held after the annual meeting of members the names of persons to act as officers for the ensuing year, provided that nothing herein shall be construed to prevent members of the board of directors from proposing additional names or to prevent the board of directors from electing persons other than those proposed by such nominating committee.

SECTION 5. Any vacancy caused by disability, resignation or otherwise, may be filled at any time by the executive committee.

ARTICLE VI*Expenses and Assessments*

SECTION 1. The expense of conducting the Lead Industries Association shall be apportioned among the members and shall

be based upon the lead production or consumption of the members reduced to units of metallic lead. In the case of the mining, smelting and refining branches of the lead industries, the lead produced in ores and concentrates, or lead bullion and pig lead, respectively, shall be the basis of the assessment; in the case of the manufacturing, reselling or consuming branches of the lead industries, the lead consumed, whether virgin or secondary, shall be the basis. A schedule of assessments shall be drawn up based upon the four major divisions represented in the association, i.e., (a) mining, (b) smelting and refining, (c) manufacture of lead products, (d) consumption of lead or lead products in the manufacture of assembled articles. Assessments shall be apportioned among members in each of the above divisions according to the following ratio per ton: (a) 4, (b) 1, (c) 2, (d) 4. Members exporting lead or lead products to the United States from a foreign country shall be assessed at the same rate as domestic members of the same division on the tonnage of lead content actually exported to the United States. Some members may be assessable in two or more divisions. Contributions shall be based upon the previous year's record of production and consumption, and shall be made quarterly.

The minimum fee for membership in the Lead Industries Association shall be \$200.00 per year, effective January 1, 1948.

SECTION 2. The fee for associate membership in the Lead Industries Association shall be \$200.00 per year, effective January 1, 1948, except that associate members exporting lead or lead products to the United States from a foreign country shall be assessed at the same rate as domestic members of the same division on the tonnage of lead content actually exported to the United States, or \$1,000.00, whichever is higher.

Member

By