

D R A F T

MINUTES

JOINT MEETING OF EXECUTIVE COMMITTEES
ZINC INSTITUTE, INC. and LEAD INDUSTRIES ASSOCIATION

Union League Club, New York
July 10, 1969

By direction of the President and in accordance with the By-Laws of Zinc Institute, Inc., and Lead Industries Association, a meeting of the Executive Committees was held on July 10, 1969. The meeting convened at 1:00 P.M. in the Union League Club in New York, N.Y., with Mr. Englehorn as host.

Members of ZI Executive Committee present:

J. R. Englehorn
F. R. Jeffrey
S. D. Strauss

Other ZI Directors present:

J. S. Smart, Jr.

ZI staff present:

J. L. Kimberley, Executive President - ZI
D. W. Pettigrew, Secretary - ZI

Members of LIA Executive Committee present:

R. Hendricks
S. D. Strauss
W. Allan Taft, Jr.
J. R. Englehorn

LIA staff present:

J. L. Kimberley, Executive Vice President
D. M. Borcina, Secretary-Treasurer

It was announced that, in accordance with the By-Laws (3 being present) there was a quorum.

(1) CALL TO ORDER. J. R. Englehorn, President, Zinc Institute and Chairman of the ZI Executive Committee, presided. D. W. Pettigrew, Secretary, ZI, served in his capacity. The meeting was called to order at 1:00 P.M.

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(2) ATTENDANCE AT ZI-LIA ANNUAL MEETINGS. As directed by the Board of Directors at their meeting on April 15, 1960, the matter of revision of rules for attendance at annual meetings was discussed. It was the consensus of the group that attempts should be made to restrict attendance of zinc and lead sellers in the United States at annual meetings if they did not financially participate in the association's affairs. It was agreed that this situation could be resolved by a combination of several courses of action:

A revision of Zinc Institute's By-laws, changing the type of membership from individual to corporate, and establishing a minimum assessment that would be collected from this new type of membership. Involved in this change would be changes in the letters of incorporation and, in operation, would allow employees of member companies to participate in Institute activities as before.

The invitation list of persons to be invited to annual meetings would be revised to include only employees of member companies in ZI and LIA, and employees of those companies participating in allied organizations. These allied organizations for Zinc Institute would be The Galvanizers Committee, American Hot Dip Galvanizers Association, American Die Casting Institute, Lead Industries Association, and ILZRO. For LIA, it would be the American Association of Battery Manufacturers, American Petroleum Institute, ZI and ILZRO.

ZI and LIA staff, in consultation with the presidents of the respective organizations, would extend invitations to appropriate government persons and any others suggested. Speakers and representatives of their organizations will be invited. It was the opinion that dealers who are not official representatives of a member company would either be not permitted to attend, or would be assessed at a higher registration fee than others. It was agreed that brokers and investment personnel would not be invited.

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After discussion, it was agreed that there would be no transition period involved in putting these changes into operation. Rather, due notification would be made of the fact that beginning in 1970, ZI and LIA annual meetings would be closed except as indicated above.

The two Executive Committees established an ad hoc subcommittee to draft the new regulations for presentation to the Boards of Directors of both organizations at their next meeting in December, 1969. Approval to utilize legal counsel was given. This ad hoc committee will consist of the Presidents and Secretaries of both associations, and the Executive Vice President.

(3) COMPOSITION OF ZI BOARD OF DIRECTORS. At this point in the meeting, the LIA Executive Committee retired and ZI Executive Committee discussed the second item on its agenda relating to composition of the Board of Directors.

The Executive Committee agreed that the practice of proportionate directorships based on financial contributions to Zinc Institute activities should be retained. In view of this situation, review of contributions for the past four years, as prepared by staff, was reviewed and the suggested apportionment of numbers of directors was adopted.

This information will be passed to the chairman of the nominating committee to be named in December, 1969 for that group's considerations in preparing their nominations for directors' elections in April 1970.

(4) ADJOURNMENT. In the absence of other business to come before the meeting, it was duly adjourned.

Respectfully submitted,

D. W. Pettigrew, Secretary

APPROVED:

J. R. Englehorn, President

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