FRICTION MATERIALS STANDARDS INSTITUTE, INC. 370 LEXINGTON AVENUE, NEW YORK, N. Y.

JUNE 2, 1950

NOTICE OF ANNUAL MEETING

OF THE

FRICTION MATERIALS STANDARDS INSTITUTE, INC.

WEDNESDAY, JUNE 21, 1950 AT 10:30 A.M.

CLUB SUITE - HOTEL COMMODORE

LEXINGTON AVE. AND 42ND STREET
NEW YORK, N. Y.

THE ANNUAL MEETING OF THE ACTIVE MEMBERS OF THE INSTITUTE IS TO BE HELD ON WEDNESDAY, JUNE 21ST AT 10:30 A.M. IN THE CLUB SUITE OF THE HOTEL COMMODORE.

IN ADDITION TO THE REGULAR BUSINESS TO BE CONDUCTED AT THE ANNUAL MEETING, PROPOSALS WILL BE SUBMITTED TO THE MEETING FOR AMENDING THE CONSTITUTION IN RESPECT TO THE FOLLOWING MATTERS:

1. TO AMEND SECTION 2, ARTICLE IV RELATING TO CLASSES OF DIRECTORS BY REVOKING THE PRESENT SECTION AND ENACTING A NEW SECTION 2 TO READ SUBSTANTIALLY AS FOLLOWS:

> SECTION 2. CLASSES. IT IS THE EXPRESSED POLICY OF THE INSTITUTE THAT THE BOARD OF DIRECTORS SHALL, AT ALL TIMES, BE REPRESENTATIVE OF A CROSS SECTION OF THE INDUSTRY AND TO THAT END THREE CLASSES OF DIRECTORS SHALL BE CREATED AS FOLLOWS:
>
> CLASS 1. CONSISTING OF TWO DIRECTORS, EACH ASSOCIATED WITH AN ACTIVE MEMBER WHOSE ANNUAL FEE PAYABLE TO THE INSTITUTE IS WITHIN THE TOP ONE-THIRD BRACKET OF ANNUAL FEES PAID.
>
> CLASS 2. CONSISTING OF TWO DIRECTORS, EACH ASSOCIATED WITH AN ACTIVE MEMBER WHOSE ANNUAL FEE PAYABLE TO THE INSTITUTE IS WITHIN THE MIDDLE ONE-THIRD BRACKET OF ANNUAL FEES PAID.
>
> CLASS 3. CONSISTING OF TWO DIRECTORS, EACH ASSOCIATED WITH AN ACTIVE MEMBER WHOSE ANNUAL FEE PAYABLE TO THE INSTITUTE IS WITHIN THE LOWEST ONE-THIRD BRACKET OF ANNUAL FEES PAID.

THE SEVENTH DIRECTOR SHALL BE SELECTED FROM THE INDUSTRY AT LARGE AND WITHOUT LIMITATION.

2. To amend Section 5, Article VII relating to vote required by revoking the present section and enacting a new Section 5 to read substantially as follows:

> Section 5. Vote Required. Unless otherwise stipulated in the By-Laws, at all meetings of the Institute a majority vote of those present shall rule. In connection with any action taken by mail ballot, a majority vote of all voting members of the Institute shall rule.

3. To amend Section 2, Article IX relating to annual fees by revoking the present section and enacting a new Section 2 to read substantially as follows:

> Section 2. Annual Fees.
>
> (a) Active Members. The annual fees of active members shall be based upon a formula developed by the Board of Directors and reviewed and approved by it annually.
>
> (b) Regional Members. The annual fees of regional members shall be $1500.
>
> (c) Associates. The annual fees of associates shall be $2500 payable quarterly in advance on the 1st days of July, October, January and April. There shall be no prorationing of such annual fees of an associate and an associate who is admitted during the fiscal year shall be obligated to pay the full amount of the annual fees for the then current fiscal year.

4. To amend Section 3, Article IX relating to additional assessments by revoking the present section and enacting a new Section 3 to read substantially as follows:

> Section 3. Additional Assessments. The Board of Directors shall have the power from time to time to levy against the active members of the Institute such additional assessments as the Board in its sole discretion deems desirable in accordance with the financial requirements of the Institute, provided, however, that a schedule of any such additional assessments shall be mailed to every active member of the Institute within thirty (30) days after the adoption of a resolution authorizing such assessments.

5. To amend Section 1, Article XI relating to vote required for amendment of Constitution and By-Laws by revoking the present section and enacting a new Section 1 to readvsubstantially as follows:

SECTION 1. VOTE REQUIRED. THE CONSTITUTION AND BY-LAWS MAY BE AMENDED AT ANY REGULAR OR SPECIAL MEETING OF THE MEMBERS OF THE INSTITUTE ONLY (A) BY VOTE OF TWO-THIRDS OF THE ACTIVE MEMBERS OR (B) BY THE WRITTEN ASSENT OF NOT LESS THAN TWO-THIRDS OF ALL THE MEMBERS PROVIDING ALL MEMBERS HAVE PREVIOUSLY HAD WRITTEN NOTICE OF THE PROPOSED AMENDMENT.

PLEASE ADVISE WHETHER YOU WILL BE PRESENT AND IF YOU WILL BE ACCOMPANIED BY ANY OTHER MEMBERS OF YOUR ORGANIZATION

AMOR P. SMITH
(PRESIDENT)

DISTRIBUTION: AB

PROXY

KNOW ALL MEN BY THESE PRESENTS, THAT THE UNDERSIGNED DOES HEREBY CONSTITUTE AND APPOINT V. A. Spina TO BE ITS LAWFUL ATTORNEY, SUBSTITUTE AND PROXY FOR AND IN ITS NAME TO ATTEND AND VOTE AT THE ANNUAL MEETING OF THE ACTIVE MEMBERS OF THE FRICTION MATERIALS STANDARDS INSTITUTE, INC. TO BE HELD AT THE HOTEL COMMODORE, 42ND STREET AND LEXINGTON AVENUE, NEW YORK, N. Y. AT 10:30 O'CLOCK IN THE MORNING OF THE 21ST DAY OF JUNE, 1950, AND AT ANY ADJOURNED MEETING THEREOF, AS FULLY AND WITH THE SAME EFFECT AS IT MIGHT OR COULD WERE IT PERSONALLY PRESENT AT SUCH MEETING, INCLUDING THE POWER TO VOTE AND THE UNDERSIGNED DOES HEREBY REVOKE ANY PROXY OR PROXIES HERETOFORE GIVEN BY IT TO ANY PERSON OR PERSONS WHATSOEVER.

IN WITNESS WHEREOF, THE UNDERSIGNED HAS HEREUNTO SET ITS HAND AND SEAL THIS 20 DAY OF June 1950.

GRIZZLY MANUFACTURING CO.
PAULDING, OHIO

By _____ OFFICER

IN THE PRESENCE OF

Josephine Geha

FMSI 00548

Meetings

SOUTHERN
FRICTION MATERIALS CO. — CHARLOTTE, N.C.

AIR MAIL

JUNE 20, 1950.

MISS H. G. DUSCHEK,
FRICTION MATERIALS STANDARDS INST., INC.,
370 LEXINGTON AVENUE,
NEW YORK, NEW YORK.

DEAR MISS DUSCHEK:

WE HAVE YOUR WIRE ASKING US TO NAME A REPRESENTATIVE, BUT WE WOULD PREFER NOT TO VOTE AT THE FORTHCOMING MEETING OF THE ASSOCIATION. A SINGLE EXCEPTION TO THIS IS COVERED BY MY RECENT CORRESPONDENCE WITH MR. A. P. SMITH, WHEREIN WE EXPRESSED OURSELVES AGAINST THE PROPOSED REVISION OF SECTION 2A AND SECTION 3 BY THE PROPOSED AMENDMENTS.

A CARBON COPY OF THIS LETTER IS GOING TO MR. AMOR P. SMITH, WHICH CAN CONSTITUTE A PROXY TO VOTE "NO" ON THE AMENDMENTS AS WRITTEN.

YOURS VERY TRULY,

SOUTHERN FRICTION MATERIALS CO.,

HOWARD SNOW, PRESIDENT.

HS:MKL

CC: MR. AMOR P. SMITH

Received June 21, 1950.

AUTOMOTIVE:—BRAKE LININGS - TRANSMISSION LININGS - CLUTCH FACINGS - ALLIED LINES
INDUSTRIAL:—BRAKE LININGS - PLASTIC TREATED COTTON FABRICS - FIBROUS PRODUCTS

PROXY

KNOW ALL MEN BY THESE PRESENTS, THAT THE UNDERSIGNED DOES HEREBY CONSTITUTE AND APPOINT Harriet G. Duschek TO BE ITS LAWFUL ATTORNEY, SUBSTITUTE AND PROXY FOR AND IN ITS NAME TO ATTEND AND VOTE AT THE ANNUAL MEETING OF THE ACTIVE MEMBERS OF THE FRICTION MATERIALS STANDARDS INSTITUTE, INC. TO BE HELD AT THE HOTEL COMMODORE, 42ND STREET AND LEXINGTON AVENUE, NEW YORK, N. Y. AT 10:30 O'CLOCK IN THE MORNING OF THE ~~21ST~~ DAY OF JUNE, 1950, AND AT ANY ADJOURNED MEETING THEREOF, AS FULLY AND WITH THE SAME EFFECT AS IT MIGHT OR COULD WERE IT PERSONALLY PRESENT AT SUCH MEETING, INCLUDING THE POWER TO VOTE AND THE UNDERSIGNED DOES HEREBY REVOKE ANY PROXY OR PROXIES HERETOFORE GIVEN BY IT TO ANY PERSON OR PERSONS WHATSOEVER.

IN WITNESS WHEREOF, THE UNDERSIGNED HAS HEREUNTO SET ITS HAND AND SEAL THIS 20th DAY OF June 1950.

By The S.K. Wellman Co. OFFICER.

IN THE PRESENCE OF

FMSI 00550