LEAD INDUSTRIES ASSOCIATION

292 MADISON AVENUE
NEW YORK 17, N. Y.

June 16, 1960

SUBJECT: INCORPORATION OF LIA

To the Board of Directors
of the Lead Industries Association

At the request of our president, I am sending you herewith a copy of a letter from our attorneys, together with enclosures mentioned in that letter, all relating to incorporation of the Lead Industries Association.

It is planned to call a meeting of the Board or the Executive Committee later on after you have had a chance to study this material and perhaps consult with your own legal people.

This is in accordance with the action on incorporation taken by the Board at its meeting in St. Louis on April 6, 1960.

Very truly yours,

Robert L. Ziegfeld

Secretary

Enc.

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C O P Y

DEBEVOISE, PLIMPTON & McLEAN
20 Exchange Place
New York 5

May 27, 1960

Mr. Robert Lindley Ziegfeld
Secretary Treasurer
Lead Industries Association
292 Madison Avenue
New York 17, New York

Dear Mr. Ziegfeld:

In accordance with our conversation last Friday, I am enclosing thirty-five copies of each of the following documents:

1. Draft dated May 24, 1960 of a suggested Certificate of Incorporation.

2. Draft dated March 24, 1960 of suggested By-Laws.

3. Draft dated May 26, 1960 of suggested Resolutions for an Executive Committee meeting.

4. Draft dated May 26, 1960 of a suggested Consent to be signed by each member and associate member.

I am also enclosing one copy of a suggested covering letter which might be used in sending out the Consent.

For simplicity's sake, the Resolutions and the Consent are drafted on the assumption that the Executive Committee, rather than the whole Board, will meet to pass on the Certificate of Incorporation and the By-Laws. If you decide that you want to call a Board meeting instead, revision will be an easy matter.

You will note that in some respects I have been able to simplify the Resolutions and the Consent more than I thought possible when I drafted the original "Outline of Procedure." In general, however, they follow the scheme of the Outline.

The covering letter is not a legal necessity but will, I think, make clearer to the members and associate members what the effect of incorporation will be.

COPY

On Friday, in answer to one of your questions, I told you that it would probably not be necessary to get Consents from associate members. You will note from the drafts that I have reversed fields on this and after more reflection now think that we should solicit associate members. If the membership list dated April, 1959 is still reasonably accurate, the number of associate members is so few that this should not be unduly difficult.

If you have any questions, please call me.

Sincerely,

(signed) Philip S. Winters

Enclosures

COPY Draft--May 26, 1960

LEAD INDUSTRIES ASSOCIATION
292 Madison Avenue
New York 17, New York

To the Members and Associate Members:

Enclosed are drafts of a Certificate of Incorporation and By-Laws providing for incorporation of the Association as a New York membership corporation with the name "Lead Industries Association, Inc." Also enclosed is a form of Consent on which you are requested to signify your approval of such incorporation.

Incorporation of the Association was recommended by the Board of Directors at its meeting on April 6, 1960 and the draft Certificate of Incorporation and By-Laws were reviewed and approved by the Executive Committee at a meeting on , 1960. Counsel for the Association in connection with this matter has advised that before the Certificate of Incorporation can be filed it is also necessary for each member and associate member to give its consent to incorporation. Accordingly, you are urged to have the enclosed Consent executed by a duly authorized officer and returned to the Association in the enclosed envelope as promptly as possible.

Incorporation will give the members and associate members of the Association the benefit of the protective screen of limited liability. It will also be beneficial in enabling the Association to deal more effectively with any patents that may result from its expanded research effort.

New York membership corporations do not issue stock and a member's voting power is not to any extent proportional to his financial contribution. Upon incorporation of the Association, (i) each member will become a member of the membership corporation with one vote as at present, (ii) each associate member will become an associate member of the membership corporation with no vote as at present, (iii) the officers, directors and members of the Executive Committee of the Association will become the officers, directors and members of the Executive Committee of the membership corporation, (iv) the formulae used by the Association in assessing members and associate members will become the assessment formulae of the membership corporation, and (v) the property and liabilities of the Association will become the property and liabilities of the membership corporation.

When incorporation is effected you will be sent definitive copies of the Certificate of Incorporation and By-Laws for your files.

Sincerely,

Draft--May 24, 1960

CERTIFICATE OF INCORPORATION

OF

LEAD INDUSTRIES ASSOCIATION, INC.

Pursuant to the Membership Corporations Law

WE, the undersigned, desiring to incorporate a presently existing unincorporated association pursuant to the Membership Corporations Law of the State of New York, do hereby certify and state as follows:

1. The name of the proposed Corporation shall be LEAD INDUSTRIES ASSOCIATION, INC.

2. The purposes for which it is to be formed are:

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

(b) to disseminate accurate information regarding lead products and how they best may be used;

(c) 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; and

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(d) in general to promote the serviceability of the lead industries to the community at large.

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 Corporation, nor any other act or acts which may be in contravention of law or good business practice. Each member of the Corporation shall be wholly free to conduct his or its business without legal or moral accountability to the Corporation or to any other member.

3. The territory in which its operations are principally to be conducted is the United States of America.

4. The office of the Corporation is to be located in the City of New York, County of New York, State of New York.

5. The number of its Directors shall be not less than three, nor more than fifteen, none of whom is required to be a member of the Corporation.

6. The names and residences of the Directors until the first Annual Meeting of the Corporation are as follows:

LIA01312

Name	Address
Julian Bers	
R. D. Bradford	
J. A. Costello	
W. H. H. Cranmer	
H. L. Day	
Andrew Fletcher	
K. W. Green	
F. H. Hurless	
Harold E. Lee	
J. A. Martino	
C. G. Rice	
S. D. Strauss	
Jean Vuillequez	
William Wilke, III	
M. M. Zoller	

7. All subscribers to this Certificate are of full age, at least two-thirds of them are citizens of the United States; at least one of them is a resident of the State of New York. Of the persons named as Directors, at least one is a citizen of the United States and a resident of the State of New York.

8. The Corporation is not organized for profit and no part of its net income shall enure to the benefit of any member, Director or other person.

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IN WITNESS WHEREOF, we have made, subscribed and acknowledged this Certificate this   day of   , 1960.

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STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this day of , 1960, before me personally came , , , , and , to me known, and known to me to be the same persons described in and who executed the foregoing Certificate of Incorporation, and they thereupon severally duly acknowledged to me that they executed the same.

Notary Public

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

, , , , and , each being duly sworn, each one for himself deposes and says that he is one of the persons described in and who executed the foregoing Certificate of Incorporation, that the purposes set forth in such Certificate of Incorporation are the same as those of the LEAD INDUSTRIES ASSOCIATION, a presently

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existing unincorporated association which proposes to become incorporated by the filing of such Certificate of Incorporation, and that the persons described in and who executed such Certificate of Incorporation constitute a majority of the members of the committee authorized to incorporate such unincorporated association by vote as required by the organic law of such unincorporated association for the amendment of such organic law.

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SWORN to before me this
day of ,
1960.

____
Notary Public

LIA01316

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

THOMAS T. RICHMOND, being duly sworn, deposes and says that he is an attorney at law and a member of the firm of Debevoise, Plimpton & McLean, counsel for the proposed membership corporation, LEAD INDUSTRIES ASSOCIATION, INC., that, to the best of his knowledge and belief, no previous application for the approval of the foregoing Certificate of Incorporation of said Corporation has ever been made to any Justice of the Supreme Court, and that, pursuant to Paragraph 7 of Section 11 of the Membership Corporations Law, five days' written notice of application to

, a Justice of the Supreme Court, for approval of such Certificate of Incorporation has been given to the Attorney General of the State of New York.

Thomas T. Richmond

Sworn to before me
this day of
, 1960.

Notary Public

LIA01317

I, , a Justice of the Supreme Court of the State of New York, in and for the First Judicial District, hereby approve the foregoing Certificate of Incorporation of LEAD INDUSTRIES ASSOCIATION, INC., pursuant to the Membership Corporations Law, and consent that the same be filed.

Dated: New York, New York

, 1960

Justice of the Supreme
Court, First Judicial
District

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Draft - March 24, 1960

LEAD INDUSTRIES ASSOCIATION, INC.

a New York Membership Corporation

BY-LAWS

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LEAD INDUSTRIES ASSOCIATION, INC.

a New York membership corporation

BY-LAWS

Article I

Membership

1.01 Membership. The membership of the Corporation shall be the subscribers to the Certificate of Incorporation, all individuals, corporations, associations, partnerships and other organizations that were members or associate members of the Corporation's predecessor unincorporated association, Lead Industries Association, immediately prior to the Corporation's incorporation, and such additional members and associate members as shall be admitted from time to time as provided in Section 1.04.

1.02 Classes of Membership. The membership shall be divided into three classes as follows:

(a) Members. Any individual, corporation, association, partnership or other organization admitted to membership which is engaged within the United States in lead mining, smelting and refining, manufacturing or consumption shall be a member of the Corporation.

(b) Associate Members. Any individual, corporation, association, partnership or other organization admitted to membership which is engaged solely outside the United States in lead mining, smelting and refining, manufacturing or consumption shall be an associate member of the Corporation.

(c) Incorporating Members. The five individuals who are subscribers to the Certificate of Incorporation shall be incorporating members and their membership shall terminate five days after due incorporation of the Corporation.

1.03 Contributions. Members and associate members shall make contributions to the Corporation for its expenses in such amounts as may be agreed to by them from time to time.

1.04 Admission. Any individual, corporation, association, partnership or other organization may apply to become a member or an associate member by submitting a written application which briefly describes his or its business within each of the lead industry's four branches (mining, smelting and refining, manufacturing and consumption) and which contains an agreement to be bound by these By-Laws and the Certificate of Incorporation of the

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Corporation. Approv~~ed~~al by resolution of the Board of Directors or Executive Committee shall elect an applicant to membership.

1.05 <u>Change in Status</u>. If the business of any member or associate member shall change so as to make him eligible under Section 1.02 for membership in the other class of membership and no longer eligible for membership in the class to which he or it has belonged, his membership shall thereupon be changed to such other class.

1.06 <u>Voluntary Withdrawal</u>. Any member or associate member may withdraw from the Corporation at any time by so notifying the Chairman, President or Secretary in writing. Unless otherwise specified in the notice of withdrawal, such withdrawal shall take effect upon the delivery of such notice, except that such member or associate member, as the case may be, shall continue to be liable for financial obligations to the Corporation accrued or accruing through the end of the Corporation's then current fiscal year.

1.07 <u>Termination</u>. The membership in the Corporation of any member or associate member shall terminate forthwith upon his or its ceasing to satisfy the requirements of either paragraph (a) or paragraph (b) of Section 1.02 or upon the adoption of a resolution by the Board of

Directors terminating such membership for cause, except that such member or associate member, as the case may be, shall continue to be liable for financial obligations to the Corporation accrued or accruing through the end of the Corporation's then current fiscal year.

1.08 Voting Rights. Each member shall be entitled to one vote on each matter coming before any meeting of members. Associate members shall not be entitled to vote at such meetings.

Article II

Meetings of Members

2.01 Annual Meetings. The annual meeting of the members of the Corporation for the election of directors and for the transaction of such other business as may properly come before such meeting shall be held on such day in April or May as may be designated by the Board of Directors or, if no such designation is made, on the third Wednesday in May, if not a legal holiday, or, if a legal holiday, then on the next succeeding day not a legal holiday.

2.02 Special Meetings. Special meetings of the members may be called at any time by order of the Board of Directors, the Chairman or the President, or by order of a

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majority of the members in good standing (who shall give written notice thereof to the Secretary).

2.03 Place and Time. Each meeting of the members shall be held at the place (which may be within or without the State of New York) and time specified in the notice or waiver of notice thereof.

2.04 Notice of Meetings. Notice of each meeting of the members shall be mailed to each member entitled to vote, addressed to such member at his or its address as it appears on the records of the Corporation, not less than ten nor more than forty days before the scheduled date of such meeting. Each such notice shall state the purpose or purposes for which the meeting is called, the time and place thereof and, if such notice shall be a notice of a special meeting, by whose order the meeting was called.

No notice of any meeting need be given, however, to any member who waives notice thereof in writing or by telegram or cable before or after such meeting, and no notice need be given of any adjourned meeting of the members. Any business may be transacted at any adjourned meeting which might have been transacted at the meeting as originally scheduled.

2.05 Quorum. Except as at the time otherwise required by statute, the presence at any meeting of the members, in person or by proxy, of a majority of the members entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the members present in person or by proxy and entitled to vote or, if no member is present, any officer of the Corporation present, may adjourn the meeting sine die or from time to time for a period not exceeding twenty days in any one case.

2.06 Voting. Except insofar as at the time otherwise required by statute, all matters acted upon at any meeting of the members shall be decided by the vote of a majority of the members entitled to vote thereon and represented at the meeting.

2.07 Representation at Meetings; Proxies. Any member may be represented and vote at any meeting in person by any officer, director or partner of such member or by proxy by any one or more of the officers, directors, partners or employees of any member or of the Corporation or their respective counsel who shall be appointed as proxy by written instrument executed by such member and filed with the Secretary. No proxy shall be valid after the expiration of eleven months from the date of its execution, unless the member executing it shall have specified therein a longer duration.

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2.08 Annual Report. There shall be presented at each annual meeting of the members such report as at the time may be required by §46 of the New York Membership Corporations Law or other applicable statutes.

Article III

Board of Directors

3.01 Powers. The activities, affairs and property of the Corporation shall be managed, directed and controlled by the Board of Directors, except as otherwise provided by statute or by these By-Laws.

3.02 Number. The number of directors shall be such number as shall be fixed by the members from time to time at annual or special meetings, but shall not be less than three nor more than fifteen.

3.03 Qualification of Directors. All directors shall be individuals of full age who are members or representatives of members. At least one of them shall be a citizen of the United States and a resident of the State of New York.

3.04 Election and Term of Office. Directors shall be elected at the annual meetings of the members and may be elected at any special meeting thereof. Each director shall hold office until he, if he is a member, or the

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member he represents shall cease to be a member of the Corporation or until his death, resignation or removal, or until a successor shall have been elected and shall have qualified, whichever shall first occur.

3.05 Resignation. Any director may resign at any time by delivering a written resignation to the Chairman, President or Secretary. Unless otherwise specified therein, such resignation shall take effect upon such delivery.

3.06 Removal. Any director may be removed at any time either for or without cause by the vote of a majority of all the members entitled to vote thereon given at any meeting of the members. Any director representing a member may also be removed at any time either for or without cause by the vote of the member so represented at any meeting of the members or by written instrument executed by such member and filed with the Secretary.

3.07 Vacancies. Whenever a vacancy shall occur on the Board of Directors because of the death, resignation or removal of a director who represented a member, such member may fill the vacancy with a person appointed by it. In all other cases vacancies, unless theretofore filled by the members, may be filled by the Board of Directors.

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Article IV

Meetings of Board of Directors

4.01 Annual and Other Regular Meetings. The annual meeting of the Board of Directors for the election of officers and the transaction of other business shall be held within 24 hours after the close of the annual meeting of members at such time and place (which may be within or without the State of New York) as the Chairman or President shall determine. Another regular meeting shall be held near the end of the calendar year at such time and place (which may be within or without the State of New York) as the Chairman or President shall determine.

4.02 Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman, the President or any three directors and shall be held at such place (which may be within or without the State of New York) and time as shall be specified in the notice or waiver of notice of the meeting.

4.03 Notice. Notice shall be given of the time and place of each regular meeting of the Board of Directors and of the time, place and purposes of, and person or persons calling, each special meeting of the Board of Directors. Such notices shall be mailed to each director addressed to him at his address as it appears on the records

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of the Corporation at least five days before the scheduled date of the meeting, or shall be sent by telegram or cable to such address, or delivered to such director personally, at least two days before the scheduled date of the meeting.

No notice of any meeting need be given, however, to any director who shall attend such meeting or who waives notice thereof in writing or by telegram or cable before or after such meeting, and no notice need be given of any adjourned meeting of the Board of Directors. Any business may be transacted at any regular meeting of the Board of Directors, or at any special meeting at which each director is present, notwithstanding that any notice or waiver of notice of such meeting does not specify such business as one of the purposes thereof, and any business may be transacted at any adjourned meeting which might have been transacted at the meeting as originally scheduled.

4.04 Quorum. Except as at the time otherwise required by statute, the presence at any meeting of the Board of Directors of one-third of the authorized number of directors shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present or, if no director is present, any officer of the Corporation present, may adjourn the meeting sine die or from time to time until the next regular meeting of the Board of Directors.

4.05 Voting. Each director shall have one vote. At all meetings of the Board of Directors, except as at the time otherwise required by statute, all matters shall be decided by a majority of the directors present at the meeting.

Article V

Officers

5.01 Titles and Qualification. The officers of the Corporation shall consist of the Chairman, the President, the Secretary, the Treasurer and such other officers, who may include a Vice Chairman and one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time elect. The Chairman and the Vice Chairman, if any, shall be chosen from the directors and each may hold such office only so lang as he remains a director; any other officer may, but need not, be a director. Any two or more offices may be held by the same person, except that the same person shall not be Chairman and Vice Chairman or President and Vice President. No person shall serve more than two terms

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consecutively in the office of Chairman, Vice Chairman, President or Vice President.

5.02 Election and Term of Office. Officers shall be elected at the annual meetings of the Board of Directors and may be elected at any other regular or special meeting thereof. Each officer shall hold office until his successor shall have been elected and shall have qualified or until his death, resignation or removal, whichever shall first occur.

5.03 Resignation. Any officer may resign at any time by delivering a written resignation to the Chairman, President or Secretary. Unless otherwise specified therein, such resignation shall take effect upon such delivery.

5.04 Removal. Any officer may be removed by the Board of Directors at any time either for or without cause. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.05 Vacancies. Any vacancy in any office may be filled by the Board of Directors at any time for the unexpired portion of the term.

5.06 Powers and Duties. The officers of the Corporation shall have such powers and duties, except as may be modified by the Board of Directors, as generally pertain to their respective offices and such other powers and duties as from time to time may be prescribed by the Board of Directors. Any officer may be required by the Board of Directors to give bond for the faithful discharge of his duties in such form and amount and with such surety as the Board of Directors may determine. In furtherance and not in limitation of the generality of the foregoing and subject to the direction of the Board of Directors, the powers and duties of the respective officers shall be as follows:

(a) Chairman. The Chairman shall be the senior officer of the Corporation. He shall preside at all meetings of the members and of the Board of Directors and may sign any contract or other instrument authorized by the Board of Directors.

(b) Vice Chairman. The Vice Chairman shall, at the request or in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman.

(c) President. The President shall be the chief executive officer of the Corporation. Directly and through the Secretary, he shall have general charge of the business, affairs and

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property of the Corporation and general supervision over its officers and agents and shall cause all orders and resolutions of the Board of Directors to be carried into effect. He shall preside at meetings of the members and of the Board of Directors in the absence of the Chairman and the Vice Chairman and may sign any contract or other instrument authorized by the Board of Directors.

(d) Vice President. The Vice President (if there are more than one, then in the order of their seniority) shall, at the request or in the absence or disability of the President, perform the duties and exercise the powers of the President.

(e) Secretary. The Secretary shall:

(1) have general and active supervision of the affairs of the Corporation, subject, however, to the control of the Board of Directors and the President;

(2) have custody of the records and documents of the Corporation, which shall at all reasonable times be open to inspection by any director;

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(3) have custody of the seal of the Corporation and affix such seal to any contract or other instrument when so authorized or directed by the Board of Directors;

(4) cause all notices to be duly given in accordance with the provisions of these By-Laws and as required by statute;

(5) keep the minutes of all meetings of the members, the Board of Directors and the Executive Committee; and

(6) keep a record of the names and addresses of the members and associate members and of the directors.

(f) Treasurer. The Treasurer shall:

(1) have care and custody of the funds and securities and of the financial records of the Corporation;

(2) deposit all moneys received by him for the Corporation in such banks, trust companies or other depositaries as from time to time may be designated by the Board of Directors;

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(3) have charge of the disbursement of the funds of the Corporation in accordance with the directions of the Board of Directors;

(4) keep correct and complete records of account, including a record of receipts and disbursements of the Corporation, which shall at all reasonable times be open to inspection by any director; and

(5) render to the Board of Directors whenever requested, a report of the financial condition and operations of the Corporation.

(g) Assistant Secretary and Assistant Treasurer. An Assistant Secretary shall, at the request or in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. An Assistant Treasurer shall, at the request or in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer.

(h) Other Officers. Such officers other than those enumerated above as may be elected by the Board of Directors shall perform such duties and exercise such powers as the Board of Directors may from time to time determine.

Article VI

Compensation of and Contracts with Directors and Officers, etc.

6.01 Compensation of Directors and Officers, etc. No employee of any member or associate member and no director of the Corporation as such shall receive compensation from the Corporation, but the Board of Directors may authorize the payment by the Corporation of the reasonable expenses incurred by such employees or directors in the performance of their duties and of reasonable compensation for special services rendered by any such employee or director. The salaries or other compensation of the officers who are not such employees shall be fixed from time to time by resolution of the Board of Directors.

6.02 Contracts with Directors or Officers. Any director or officer may be interested, directly or indirectly, in any contract or transaction relating to the operations conducted by the Corporation, or in any contract or transaction for furnishing supplies or services thereto, provided that such contract or transaction shall be approved by the Board of Directors and that the fact of such interest shall have been disclosed or known to the directors present at the meeting at which such contract or transaction is so approved.

Article VII

Committees

7.01 Executive Committee. At its annual meeting the Board of Directors shall appoint from among its members an Executive Committee consisting of six directors (one of whom shall be designated Chairman by the Board of Directors) to hold office subject to the following provisions:

(a) Powers. During the intervals between meetings of the Board of Directors, the Executive Committee shall have and may exercise all powers of the Board of Directors, except the power to amend these By-Laws and such powers as the Board of Directors may from time to time specifically reserve to itself.

(b) Term of Office. Each member of the Executive Committee shall serve until he ceases to be a director or until his successor shall have been elected and shall have qualified or until his death, resignation or removal, whichever shall first occur.

(c) Resignation. Any member of the Executive Committee may resign at any time by delivering a written resignation to the Chairman, President

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or Secretary. Unless otherwise specified therein, such resignation shall take effect upon such delivery.

(d) Removal. Any member of the Executive Committee may be removed by the Board of Directors at any time either for or without cause.

(e) Vacancies. Any vacancy on the Executive Committee may be filled by the Board of Directors or, for the interval prior to the first meeting of the Board of Directors after the vacancy occurs, by the Executive Committee.

(f) Procedures. Subject to control by the Board of Directors, the Executive Committee may fix its own rules of procedure, but all matters, unless otherwise required by law, shall be decided by a majority of those present and not less than three members shall constitute a quorum for the transaction of business. Directors who are not members of the Executive Committee may attend and join in discussions at any meeting of the Executive Committee.

7.02 Other Committees. The Board of Directors or, if authorized by the Board of Directors, the Chairman, the President, or the Secretary may from time to time

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appoint other committees which shall have such membership and such functions as the Board of Directors or the appointing officer, as the case may be, from time to time may determine. Subject to the regulation of the Board of Directors and the appointing officer, if any, each such committee may act by meeting or in writing, may elect its own chairman and other officers and may fix its own rules of procedure. Any such committee may be abolished at any time by the Board of Directors or the appointing officer, if any.

Article VIII

Miscellaneous Provisions

8.01 Corporate Seal. The seal of the Corporation shall be circular in form and shall bear the name of the Corporation, the year of its incorporation and the words "Corporate Seal New York."

8.02 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January in each year and shall end on the 31st day of the following December.

Article IX

Amendments

9.01 Amendments. Subject to compliance with any provisions of the New York Membership Corporation Law or

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other applicable statute at the time in force as to By-Laws regulating an impending election of directors, these By-Laws may be amended or repealed and new By-Laws may be made by the members of the Corporation entitled to vote thereon or by the Board of Directors at any time, provided that the following provisions of these By-Laws may be amended or repealed only by the vote of a majority of all the members entitled to vote thereon given at an annual or special meeting of the members:

(a) Section 1.08 relating to voting rights in the case of members and associate members;

(b) Sections 3.06 and 3.07 relating respectively to removal and vacancies in the case of directors; and

(c) this Section 9.01;

and provided further that no amendment of these By-Laws or any new By-Law shall require any member or associate member during the fiscal year in which such amendment is adopted or new By-Law made to make any payment or assume any obligation in addition to the payments and obligations, if any, at the time required of such member or associate member by these By-Laws, unless approved by such member.

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Draft--May 26, 1960

LEAD INDUSTRIES ASSOCIATION, INC.

Suggested Resolutions for Executive Committee

RESOLVED, that incorporation of the Association pursuant to the provisions of the New York Membership Corporations Law is in the best interests of the Association and its members;

FURTHER RESOLVED, that the forms of Certificate of Incorporation and By-Laws (drafts dated , 1960) providing for such incorporation, submitted to this meeting, be and they hereby are approved;

FURTHER RESOLVED, that an Incorporation Committee composed of five members, Messrs. Thomas T. Richmond, Barry R. Bryan, D. Broward Craig, Thomas Ewing III and Philip S. Winterer, each with power of substitution, be and it hereby is established, and that such Incorporation Committee be and it hereby is authorized and directed to file all such documents and to take all such other action as the majority of its members deem necessary or advisable to incorporate the Association as a New York membership corporation under the name "Lead Industries Association, Inc." with a Certificate of Incorporation and By-Laws substantially in the forms submitted to and approved by this meeting, subject to prior approval by the members and associate members of the Association;

FURTHER RESOLVED, that the form of Consent for use by the members and associate members of the Association in approving such incorporation and related transactions, submitted to this meeting, be and it hereby is approved, and that the appropriate officers of the Association be and each of them hereby is authorized and directed to mail to each member and associate member of the Association such form of Consent, together with the forms of Certificate of Incorporation and By-Laws submitted to and approved by this meeting, with such changes therein as may be approved by the Incorporation Committee;

FURTHER RESOLVED, that the officers of the Association elected at the meeting of the Board of Directors of the Association on April 6, 1960, be and they hereby are authorized and directed, upon incorporation of the new membership corporation, to serve as the officers of the new membership corporation in their present respective capacities until the first annual meeting of the Board of Directors of the new membership corporation and until their successors shall have been elected and shall have qualified; and

FURTHER RESOLVED, that the members of the Executive Committee of the Association elected at the meeting of the Board of Directors of the Association on April 6, 1960 be and they hereby are authorized and directed, upon incorporation of the new membership corporation, to serve as members of the Executive Committee of the new membership corporation until the first annual meeting of the Board of Directors of the new membership corporation and until their successors shall have been elected and shall have qualified.

LIA01344

Draft--May 26, 1960

CONSENT TO INCORPORATION
OF
LEAD INDUSTRIES ASSOCIATION

The undersigned, a member or associate member of Lead Industries Association (the "Association"), hereby acknowledges receipt of drafts dated , 1960 of a Certificate of Incorporation and By-Laws providing for incorporation of the Association as a New York membership corporation, and hereby:

(a) approves the form of such Certificate of Incorporation and By-Laws;

(b) authorizes and directs the Incorporation Committee established by the Executive Committee of the Association to file all such documents and to take all such other action as the majority of its members deem necessary or advisable to incorporate the Association as a New York membership corporation under the name "Lead Industries Association, Inc." with a Certificate of Incorporation and By-Laws substantially in such form;

(c) approves, ratifies and confirms the action of the Executive Committee of the Association authorizing and directing the officers and members of the Executive Committee of the Association to serve as officers and members of the Executive Committee of the new membership corporation, in each case until the first annual meeting of the Board of Directors of the new membership corporation and until their successors shall have been elected and shall have qualified; and

(d) authorizes and directs that the formulae used by the Association in assessing its members and associate members shall be the assessment formulae of the new membership corporation until changed pursuant to the By-Laws of the new membership corporation.

N 4102.06

WITNESS the signature of the undersigned by its duly authorized officer this day of , 1960.

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Name of member or associate member

By______________________________
Vice President

LIA01346