

BOARD OF DIRECTORS MEETING

New York, N. Y.

January 19, 1934.

A meeting of the Board of Directors of the Lead Industries Association was held on Friday, January 19, 1934, at 11:00 A.M., at the Board Room of the National Lead Company, 111 Broadway, New York City.

Present:

Clinton H. Crane, Chairman
H. Y. Walker
E. L. Newhouse, Jr.
W. C. Beschorman
W. S. D. Woods
I. H. Cornell
R. C. Swanton

Representing:

St. Joseph Lead Company
American Smelting & Refining Co.
Federated Metals Corp.
National Lead Company
Reynolds Metals Company
St. Joseph Lead Company
Winchester Repeating Arms Co.

F. E. Wormser, Secretary.

Mr. Clinton H. Crane occupied the Chair.

The minutes of the previous meeting were approved.

The Chairman presented the resignations of the following companies from membership in the Lead Industries Association, effective as of January 1, 1934:

Bond Manufacturing Corporation
General Lead Manufacturing Co.
Nathan Trotter & Company

It was regularly moved and seconded that the aforesaid resignations be accepted.

Motion carried.

The Chairman stated that he had been notified by the Utah members that they desired to have Mr. James W. Wade, General Manager of the Tintic Standard Mining Company, nominated as a Director to fill the vacancy on the Board and to have Mr. George W. Lambourne, President of Park Utah Consolidated Mines Company nominated to serve on the Code Authority, when formed.

Motion was made, seconded and unanimously carried, to elect James W. Wade to the Board of Directors of the Lead Industries Association.

As the Code had not yet been approved, so that a Code Authority could not yet be selected, no action could properly be taken at this meeting on the Code Authority nominee.

The Chairman next called attention to the changes in Article 6 of the Constitution and the amendment to Article I of the By-Laws, suggested by the National Recovery Administration, notices of which had been mailed to all Directors.

It was thereupon moved and seconded that the following article be substituted for Article 6 on Membership in the Constitution:

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" and "metallic foil products" 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, 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 Pigment", 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 storage battery plates and lead covered cable) 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 .006 of an inch or less, whether attached or affixed to other materials or not.

and that the following article be substituted for Article I on Membership in the By-Laws:

Section 1. Application for membership shall be in writing on forms provided by the Secretary, duly executed by the applicant, 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 and who file this form 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.

Motion carried.

To accommodate those members who might be barred from participating in the benefits derived from the activities of the Lead Industries Association, and whose status would be affected by the change in the Constitution and By-Laws noted above, the following resolution was unanimously carried:

RESOLVED THAT any individual, company, firm or corporation using lead products, or manufacturing lead products not otherwise specified in this article, is eligible for associate membership. Associate members shall have all the rights and privileges of other members except the right to vote.

The Chairman next presented the Proposed Budget for the conduct of the Lead Industries Association's affairs in 1934, and explained that the Budget had been divided into four parts, the Ordinary Budget, to carry on the regular activities of the Lead Industries Association,

amounting to \$35,000.00; a supplementary budget of \$20,000.00, to cover Code Authority expenses; also separate budgets for promotional work in the plumbing field and in the pigments industry, as indicated below. The Chairman informed the Board that the Code Authority budget was difficult to estimate because of the uncertainty as to the extent of code authority activities after Code approval and suggested that the Board be prepared to provide additional funds when, as, and if required beyond the \$20,000.00 allotted in the Proposed Budget.

It was regularly moved and seconded that the Budget, as presented below, be adopted:

	A <u>ORDINARY BUDGET</u>	All Expenses	B <u>CODE AUTHORITY BUDGET</u>
	Proposed <u>1934</u>	<u>1933</u>	
Furniture, Fixtures and Equipment	\$800.00	\$765.45	\$750.00
Salaries	21,000.00	21,070.00	5,500.00
Rent and Light	1,650.00	1,606.45	1,400.00
Telephone & Telegraph	900.00	1,099.07	750.00
Books & Subscriptions	250.00	236.73	75.00
Printing	5,000.00	5,364.80	3,500.00
Mailing	2,500.00	2,912.05	1,500.00
Illustration	200.00	237.66	-
Traveling Expenses	1,500.00	2,178.24	2,750.00
Office Expense Mis- cellaneous	<u>1,200.00</u>	<u>1,268.54</u>	<u>3,775.00</u>
	\$35,000.00	\$36,738.99*	\$20,000.00

*Total Budget authorized for 1933 was \$40,000.00

* * * * *

C BUDGET FOR PROMOTION IN PLUMBING FIELD

This schedule shows the actual amount expended in 1933 in furtherance of our educational activities among master plumbers and journeymen plumbers relating to the use of lead. The proposed budget for 1934 assumes that the success of the work in the East warrants engaging another person to carry on a similar project in the Middle West.

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	<u>1934</u>	<u>1933</u>
Salaries	\$5,100.	\$2,400.00
Traveling Expenses	3,000.	1,179.60**
Exhibits	400.	30.00
Insurance	170.	84.00
Printing	<u>1,000.</u>	<u>-</u>
TOTAL	\$9,670.	\$3,398.60

** Includes purchase of one used automobile.

All of the 1933 expenses shown in Budget C are included in the Ordinary Expenses as shown in Schedule A for 1933 but this work was carried on at some sacrifice in our promotional work in other directions. The budget proposed for 1934 does not provide for the inclusion of Schedule C.

D
BUDGET FOR FOREST PRODUCTS - BETTER PAINT CAMPAIGN

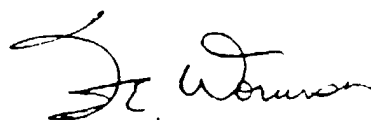
Budget already presented	\$14,000.00
Lead Industries Association office expense in connection therewith	<u>1,000.00</u>
TOTAL	\$15,000.00

* * * * *

RECAPITULATION

A Ordinary Budget	\$35,000.00
B Code Authority Budget	20,000.00
C Budget for Promotion in Plumbing Field	9,670.00
D Budget for Forest Products- Better Paint Campaign	<u>15,000.00</u>
	\$79,670.00

Unanimously carried.


Secretary.

CONSTITUTION

AND

BY - L A W S

LEAD INDUSTRIES ASSOCIATION

Dated as of November 14, 1928

Revised as of January 19, 1934

LIAC0125

N 590.01

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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" and "metallic foil products", 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, is eligible for membership. Acceptance of membership shall imply subscription to the provisions of this Constitution.

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(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 .006 of an inch or less, whether attached or affixed to other materials or not.

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 _____

BY-LAWS
of the
LEAD INDUSTRIES ASSOCIATION

Dated as of November 14th, 1928
Revised as of January 19th, 1934

ARTICLE I

Membership

SECTION 1. Application for membership shall be in writing on forms provided by the Secretary, duly executed by the applicant, 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 and who file this form 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

SEC. 1. A regular meeting of the members shall be held annually on the third Wednesday in February of each year 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 days before the meeting.

ARTICLE III

Board of Directors

SEC. 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. Representation by proxy is permissible.

SEC. 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.

SEC. 3. Regular meetings of the board of directors shall be held quarterly on the third Wednesday of February, May, August and November of each year. Special meetings may be held upon the call of the

Chairman at any time upon the expiration of two days' notice.

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

ARTICLE IV

Executive Committee

SEC. 1. The executive committee shall consist of five (5) 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.

SEC. 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.

SEC. 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

SEC. 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.

SEC. 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.

SEC. 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.

SEC. 4. The officers shall be elected annually at the first regular meeting of the board of directors.

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

ARTICLE VI

Expenses and Assessments

SEC. 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 which is not resold. 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) $\frac{1}{2}$. 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 \$100.00 per year, effective July 1, 1933.