

July 22, 1969

TO: ALL MEMBERS OF THE LIA and ZI
EXECUTIVE COMMITTEES AND BOARDS OF DIRECTORS

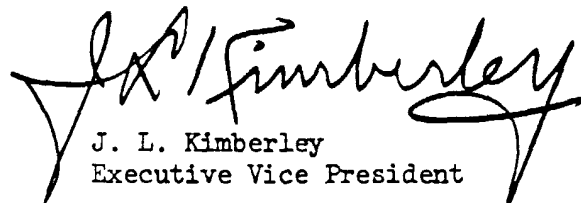
Dear Mr. _____:

EXECUTIVE COMMITTEE MEETING MINUTES

At the Spring meetings of the ZI and LIA Boards of Directors, the Executive Committee of both organizations were instructed to review the matter of attendance at annual meetings and to develop a plan for attendance control. In addition, the ZI Board's Executive Committee was requested to examine the existing allocation of Directors among the various companies.

The Executive Committees held a joint meeting on July 10, 1969. The attached minutes of that meeting are being sent to you so that you may know of what action was taken and being considered.

Very truly yours,


J. L. Kimberley
Executive Vice President

JLK:gg
Att.

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 Vice 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 of both associations (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, 1969, 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 at annual meetings of zinc and lead sellers in the United States markets if they did not financially participate in ZI and/or LIA 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 would be required to change the type of membership from individual to corporate. Involved in this change would be amendments to the letters of incorporation. In operation, these would permit employees of member corporations to participate in Institute activities as before.

The basic list of individuals to be invited to annual meetings would include only employees of member companies in ZI and LIA, and employees of companies participating in industry allied organizations. For the Zinc Institute these would include The Galvanizers Committee, American Hot Dip Galvanizers Association, American Die Casting Institute, LIA and ILZRO. For LIA, they 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 officials and any others formally suggested. It was agreed that merchants or dealers who are not official agents for member companies would not be invited. Brokers, bankers and investment personnel also would not be invited.

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 meeting procedures would be modified as indicated above.

The two Executive Committees established an ad hoc subcommittee to draft the new procedures for presentation to the Boards of Directors of both organizations at their meetings in December. This ad hoc subcommittee consists of the Presidents and Secretaries of both associations, and the Executive Vice President. In addition to the change in procedures, ZI will require a change in By-Laws. Approval to utilize legal counsel was given.

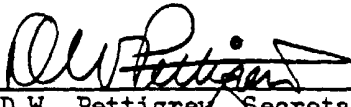
(3) COMPOSITION OF ZI BOARD OF DIRECTORS. At this point in the meeting, the LIA Executive Committee retired and ZI Executive Committee discussed the second item on its agenda relating to composition of the Board of Directors.

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 made and a reapportionment of directors was discussed.

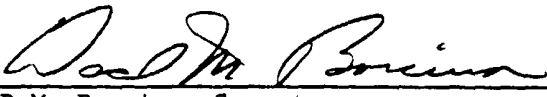
These views will be passed to the chairman of the nominating committee to be named in December, 1969, for that group's considerations in preparing nominations for directors to be elected in April, 1970.

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

Respectfully submitted,



D.W. Pettigrew, Secretary
Zinc Institute, Inc.



D.M. Borcina, Secretary
Lead Industries Association

APPROVED: _____
J. R. Englehorn, President
Zinc Institute, Inc.

APPROVED: _____
S. D. Strauss, President
Lead Industries Association