

LEAD INDUSTRIES ASSOCIATION

292 MADISON AVENUE

NEW YORK 17, N. Y.

January 5, 1962

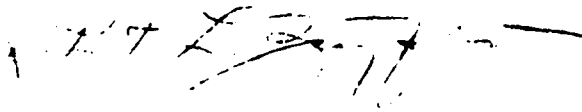
SUBJECT: REPRESENTATION ON
BOARD OF DIRECTORS

To the Board of Directors of the
Lead Industries Association, Inc.

Our attorneys advise us that under our new Certificate of Incorporation and By-Laws representation on the board is by individuals rather than by companies. Therefore, it will no longer be possible for a director to be represented at a board meeting by another individual in his company, even though we are notified in advance and a proxy given to the substitute members.

We thought you should be aware of this so that each director will make every effort to be present personally at all board meetings in the future and exercise his right to vote. This does not preclude other designated individuals in your company from attending board meetings as observers only.

Very truly yours,



RLZ:mk

Executive Vice President

LIA01493

Board of Directors Meeting Minutes
April 6, 1960

EXHIBIT A

OUTLINE OF PROCEDURE FOR
INCORPORATING THE LEAD INDUSTRIES ASSOCIATION

1. Resolutions passed by the Board of Directors at its Annual Meeting in April:
 - (a) deciding that it is in the best interests of the Association to incorporate;
 - (b) appointing a committee to incorporate the Association;
 - (c) approving the forms of Certificate of Incorporation and By-Laws submitted to the meeting subject to such changes as may be made by the incorporating committee;
 - (d) providing that the officers elected at such meeting shall continue as the officers of the new membership corporation;
 - (e) providing that the Executive Committee elected at such meeting shall continue as the Executive Committee of the new membership corporation;
 - (f) providing that the property and liabilities of the Association shall become the property and liabilities of the new membership corporation; and
 - (g) directing the solicitation of consents from the members of the Association approving all of the foregoing.
2. Consent to be solicited from each member:
 - (a) acknowledging receipt of copies of the Certificate of Incorporation and By-Laws;
 - (b) approving the action taken at Annual Meeting of the Board of Directors as specified above;
 - (c) providing that the directors shall continue as directors of the new membership corporation; and
 - (d) agreeing that the assessment formulae presently in effect shall be continued until changed pursuant to the By-Laws of the new membership corporation.
3. Notice to the Attorney General of the State of New York.
4. Application to a judge of the Supreme Court of the State of New York for approval of the Certificate of Incorporation.
5. File the Certificate of Incorporation.
6. Meeting of the Executive Committee of the new membership corporation to take such action with respect to banking resolutions and other matters as may be required by the change.

LIAC1494

N 3686.01

Board of Directors Meeting Minutes
April 6, 1960

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LIA01495

PROPOSED AMENDMENTS TO L.I.A. BY-LAWS
(Underscored portions are new additions)

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

(a) Members-Domestic and Foreign. 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, or which is engaged in one or more of such activities outside the United States and markets lead or lead products within the United States, shall be a member of the Corporation. Members engaged within the United States in lead mining, smelting and refining, manufacturing or consumption shall be domestic members; all other members shall be foreign members.

(b) Associate Members. Any individual, corporation, association, partnership or other organization admitted to membership which is engaged in lead mining, smelting and refining, manufacturing or consumption and which does not qualify for membership under Section 1.02(a) shall be an associate member of the Corporation. Except as provided in Section 1.07, associate members shall have all rights of membership that members have."

"1.03 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), which briefly describes his or its marketing activities within the United States, if any, and which contains an agreement to be bound by these By-Laws and the Certificate of Incorporation of the Corporation. Approval by resolution of the Board of Directors or Executive Committee shall elect an applicant to membership."

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