

PLAINTIFF'S
EXHIBIT

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WN-010094

*ASBESTOS
TEXTILE
INSTITUTE*

CONSTITUTION
BY-LAWS

AS AMENDED OCTOBER 3, 1963

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PLAINTIFF'S
EXHIBIT

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CONSTITUTION AND BY-LAWS
of
ASBESTOS TEXTILE INSTITUTE

As adopted at meeting held November 16, 1944,
with amendments to date, October 3, 1963.

C O N S T I T U T I O N

ARTICLE I - NAME

The name of this organization shall be the Asbestos Textile Institute.

ARTICLE II - PURPOSES

The Institute is formed as a voluntary, non-profit, unincorporated organization to render service to the various manufacturers and the consuming trade in connection with asbestos textile materials as manufactured by its Members.

The purpose of the Institute shall be:

1. To promote ethical business standards in the Industry and fair trade practices in dealings between manufacturers and the trade and in representations to the public.
2. To lawfully promote the following activities:
 - (a) The development of standards through research, practical tests, and other available means, the application of which by individual manufacturers, will insure a proper measure of quality in each of the Industry's products.
 - (b) The development through research and other means of new uses and markets for the Industry's products, resulting in an increased consumption and a grading up of the Industry's products through the sale of better quality asbestos textile materials.
3. To lawfully promote and foster such Industry policies and programs as will tend:
 - (a) To cultivate the good will of engineers, distributors, manufacturers, and the consuming public, and to improve their acceptance of the Industry's products.
 - (b) To develop more creative selling by the Industry's salesmen, and to instill among such salesmen an attitude of courageous aggressiveness in combating attacks upon the Industry, its Members, and its products.

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- (c) To promote Industry welfare through cooperative research, improved manufacturing, selling and distribution methods.
 - (d) To cooperate in maintaining open, free, unrestrained and equitable competition in a manner consistent with the laws of the United States.
4. To act as a clearing house in the collection and dissemination of lawful information and statistics in respect to production, orders, shipments, stocks on hand, costs, credits, freight rates, employment, and such other matters as may be of value to the different manufacturers and the trade. No Member shall be required to furnish or receive any such information.

ARTICLE III - MEMBERSHIP

1. Regular Members. All individuals, partnerships and corporations located in the United States engaged in the manufacture of textiles out of raw asbestos fibre shall be eligible for regular membership in this Institute.
2. Associate Members. All individuals, partnerships and corporations which are (a) located outside the United States and are engaged in asbestos carding and spinning or (b) which are substantially engaged in the mining and milling of raw asbestos spinning fiber, wherever located, shall be eligible for associate membership in this Institute.
- Associate members shall not be entitled to any vote in meetings of the Institute nor shall they be entitled to representation on the Board of Governors. In all other respects they shall enjoy the same rights as regular members.
3. Membership in the Institute may be terminated by the Board of Governors upon the failure of a Member to pay any installment of fees, dues and/or assessments within thirty days after the time designated for such payment by the Board of Governors.
4. Any Member may resign from the Institute at any time upon payment of his dues and/or assessments for the current quarter and for the three ensuing quarterly periods, such payment to be on the basis of dues and/or assessments in effect at the time of resignation.
5. In the event of any Member terminating his membership in the Institute or of such membership being terminated by a unanimous vote of the remaining Members of the Institute, such Member shall have no equity in the fund or assets of the Institute.

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ARTICLE IV - MEETING OF THE INSTITUTE

1. The time and place of holding meetings of the Institute shall be determined by the Board of Governors of the Institute, who shall have authority to call such meetings as may be desirable to conduct the Institute business. A meeting of the Institute shall also be called by the President upon request of a majority of the Members. Reasonable notice of all meetings shall be given to the Members.
2. The Institute shall hold an annual meeting in December, 1946 for the purpose of electing members to the Board of Governors for the fiscal year 1947 and the transaction of such other business as may properly come before such meeting and thereafter the annual meeting of the Institute for the aforesaid purposes shall be the third meeting in each year, the date of such meeting to be fixed by the Board of Governors.
3. In all proceedings of the Institute and all meetings thereof, each Regular Member shall be entitled to only one vote. Subsidiaries or divisions of parent Members shall not be entitled to vote. At all meetings of the Institute there shall be present not less than a majority of all Members, represented in person by their duly authorized representatives who are entitled to vote in order to constitute a quorum for the transaction of business. Except for approving a budget submitted or authorizing the expenditures of money for special purposes which must be approved by all Members of the Institute, action binding on the Institute may be taken by a majority vote of those attending a meeting at which a quorum is present. A majority of all Members present at any meeting of the Institute, although less than a quorum, may adjourn such meeting without further notice until a quorum shall be in attendance. In the event of a tie vote the President of the Asbestos Textile Institute is authorized to cast an additional and deciding vote on any issue presented for decision.

ARTICLE V - DISSOLUTION

1. The Institute may be dissolved by the vote or written consent of two-thirds of the Members of the Institute, after two weeks written notice to all Members of the Institute of the proposed dissolution.
2. In the event of the dissolution of the Institute, each Member thereof at the time of such dissolution shall be entitled to a refund from the net assets of the Institute pro-rated according to such Member's total contributions to the Institute during the preceding three years.

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ARTICLE VI - AMENDMENTS

This Constitution may be amended only (1) by a two-thirds vote of the Members of the Institute, and after written notice stating the substance of the proposed change shall have been served on each member at least two weeks before the meeting of the Institute at which the vote shall be taken; or (2) by the written assent of all Members in which such two weeks notice is waived.

BY - LAWS

1. Institute Meetings: At all meetings of the Institute, Members shall be represented for voting purposes by the chief executive officers of such Member; or in his absence, by a duly authorized representative thereof who has been designated as an alternate representative, and whose name has been filed under such designation with the President.

In the absence of the chief executive officer or the duly designated alternate, a Member may be represented by any duly authorized representative thereof appointed, in writing, to vote at the designated meeting by the chief executive officer, or in default of such appointment, by the alternate representative. No representative of any Institute Member shall be allowed to vote at meetings unless such representative has authority to commit such Member in accordance with his vote. No Member shall vote at any meeting of the Institute except through a duly authorized officer or representative of such Member company designated for the purpose, as provided in this paragraph.

Regular meetings of the Asbestos Textile Institute shall be held three times per year. The dates and locations are to be approved by the Board of Governors. Adequate notice by the Executive Secretary is to be sent to all member company personnel duly registered on the Asbestos Textile Institute roster.

2. Board of Governors: The general affairs of the Institute shall be managed and directed by a Board of Governors consisting of the same number of members as there are member companies of the Institute at the time. The members of the Board of Governors shall be elected by the members of the Institute by a majority vote thereof, with one representative of each member company being included on the Board of Governors. The members of the Board of Governors shall be elected to serve one year and until their successors are elected.

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In the event of any vacancy occurring on the Board of Governors, such vacancy shall be filled by a new Member of the Board of Governors to be elected at the next regular meeting of the Institute and to serve the unexpired term created by such vacancy.

The Board of Governors shall elect annually a President, a Vice President and a Treasurer from the members of the Institute and an Executive Secretary and Assistant Treasurer who need not be members of the Institute. Vacancies occurring in any one of said offices shall be filled by said Board of Governors. The Board shall not elect the same individual to serve as President for more than two successive annual terms, but an individual shall not be disqualified from serving again as President after an interval of one year from the termination of the period for which he was previously elected. The Board of Governors shall have power to make appropriations from the Institute funds for the carrying on of the work of the Institute subject to the provision that it shall authorize no expenditures the aggregate of which exceeds the approved budget of the Institute.

3. President: The duties of the President shall be to direct the activities of the Institute in intervals between the meetings of the Board of Governors and to preside at all meetings of the Institute and of the Board of Governors. He shall have authority to appoint such committees as may be required to conduct the business of the Institute and shall be a member ex-officio of such committees and of the Board of Governors.

The President shall have the power to make leases for the Institute offices, to employ or authorize the employment of such personnel (except as otherwise provided for in these By-Laws) as may be needed to carry on the work of the Institute, and purchase or authorize the purchasing of supplies and equipment, provided the expenses for such purchases shall not exceed the appropriations fixed by the Members.

4. Vice-President: The Vice President shall perform the duties of the President in his absence or during his illness or disability.

5. The Treasurer of the Institute: The Treasurer shall receive and receipt for all moneys collected by the Institute or its officers and shall disburse the same upon the presentation of proper vouchers issued and countersigned by the Institute Executive Secretary. He shall keep a correct record of an account for all moneys coming into his hands and of all disbursements, and shall make reports thereof to the Institute and to the Board of Governors when and as often as may be required. He shall deposit the funds of the Institute in a National or State bank or trust company, subject to the approval of the Board of Governors. The treasurer shall execute a surety bond conditioned for the faithful discharge of duties, and in such penalty and with such surety as shall be approved by the Board of Governors. The cost of such bond shall be paid out of the treasury of the Institute.

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The Treasurer shall prepare a budget covering the estimated annual expense of operating the Institute, which shall be approved by the Board of Governors and be subject to the ratification or modification by unanimous action of the Members of the Institute. The budget thus established may be modified at any subsequent meeting of the Institute by unanimous vote of its Members.

All of the duties as outlined in this clause may be delegated by the Treasurer to the Assistant Treasurer.

6. Initiation Fees, Dues and Assessments: Each Regular Member of the Institute shall pay an initiation fee of \$500 at the time it joins the Institute.

Additional funds required for expenditures authorized by the Members and by the Board of Governors shall be collected by assessments from each Member upon the following basis:

General Assessments

Annual operating funds of the Asbestos Textile Institute shall be obtained by direct assessments of all classes of members on the following scale:

Class A - Those Regular Members whose production facilities are in the U.S.A. and whose annual Asbestos Textile sales are at \$1,000,000 and upwards.

Class B - Those Regular Members whose production facilities are in the U.S.A. whose annual asbestos Textile sales are less than \$1,000,000.

Class C - Those miners of Asbestos Fibre, Asbestos Textile Grade, regardless of location of mine and/or office.

Class D - Those fabricators of Asbestos Textile products whose plant production facilities are located outside the U.S.A.

The rates of Annual Dues payments will be:

Class A	\$1,000
Class B	500
Class C	500
Class D	250

Special assessments shall be based on each Regular Member's proportion of textile sales in pounds to the total textile sales in pounds for the calendar year of all Regular Members of the Institute.

In the case of all assessments an outside independent accountant appointed by the Board of Governors for such purpose shall collect the necessary production or sales information from the Regular Members and compute the individual assessments of each Regular Member. Each Regular Member shall furnish to said accountant the data necessary for such purpose.

Associate Members shall not pay any initiation fee nor be liable for any assessment.

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7. Executive Secretary: The Executive Secretary shall keep the minutes of the meetings of the Board of Governors and of the meetings of the Institute and shall perform all the regular duties of a secretary and such other duties as may be designated from time to time by the Board of Governors. The Executive Secretary shall receive such compensation as may be determined by the Board of Governors from time to time.

8. Assistant Treasurer: The Assistant Treasurer shall perform the duties of Treasurer in the absence or disability of the Treasurer and shall perform such duties as may be delegated to him by the Treasurer or the Board of Governors. The Assistant Treasurer shall execute a surety bond conditioned for the faithful discharge of his duties and in such penalty and with such surety as shall be approved by the Board of Governors. The cost of such bond shall be paid out of the treasury of the Institute.

9. The Fiscal Year: The fiscal year of the Institute shall end on December 31st

10. Amendment of By-Laws: The By-Laws may be amended by a two-thirds vote of the Members of the Institute at any meeting thereof and without prior notice.

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