

Tyler Pipe Industries Operating Policies and Procedures

APPROVED:

John A. Warner President
June 11, 1971
Revised 6-19-91

A-6

SUBJECT: TRADE ASSOCIATIONS

DISTRIBUTION: A, B, ^{PD}SR, ~~W~~, ~~K~~, TC?

PURPOSE

To avoid conduct which could raise any question under Anti-Trust Laws.

SCOPE

Includes all officers and employees of Tyler Pipe Industries and Subsidiaries and/or affiliated companies.

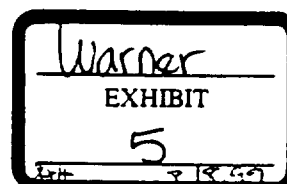
PROCEDURE

Trade Associations have an established position in industry and to the extent they provide a legitimate service to the industry in which they operate and specifically to the division or subsidiary served by such association, Tyler Pipe Industries approves of membership in trade associations by divisions and subsidiaries. The decision as to membership is that of the President of Tyler Pipe. Because trade associations have by their very nature the potential of involving the corporation in legal entanglements, the following principles should guide all employees in their memberships in trade associations.

1. A copy of the Articles of Incorporation, the by-laws of the association or the rules under which such association operates should be filed with the Executive Vice President of Tyler Pipe.
2. The association should retain outside legal counsel whose name has been furnished to the Executive Vice President of Tyler Pipe. Legal counsel should attend all regular and special meetings of the full association membership, and to the extent practical, all committee meetings such as those of a "standards committee." Such counsel should attend the entire meeting if possible.



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3. All regular and special meetings of the association should be called pursuant to and confined to a written agenda of the meeting furnished to all members and reviewed prior to distribution to the members by legal counsel. Minutes of all such meetings should be prepared, reviewed by legal counsel and copies furnished to each member of the association.
4. Minutes should also be maintained of all committee and sub-committee meetings, with copies being furnished to all members or in lieu thereof, a summary of each such meeting should be written by the representatives of the division or subsidiary in attendance.
5. An employee of a division or subsidiary should not accept election or appointment as an officer, director or committee chairmanship of any trade association without approval of such being first secured from the Executive Vice President of Tyler Pipe.
6. Under no circumstances should any employee of Tyler Pipe or affiliated corporations attend any meeting, formal or informal, with competitors at which there is reason to believe that prices may be discussed in any way. Discussions about 'prices' would include conversations regarding list prices, discounts, proposed bids, transportation costs, the general need for changes in industry price structure, and any other element affecting prices.
7. Any employee should immediately withdraw from any meeting (full meeting, committee, or sub-committee) should any subject be brought up or discussed as to which the employee has any question whatever as to the propriety thereof. Such incident should then be immediately reported to the Executive Vice President of Tyler Pipe.
8. Care should be exercised as to informal before or after meetings or gatherings, which should generally be avoided.
9. Questions regarding the interpretation and application of this policy statement should be discussed with the Executive Vice President of Tyler Pipe.