

TERMS OF REFERENCE
PLASTICS

The Board of Directors approved a resolution setting up certain Terms of Reference governing formation and activities of the Plastics Committee. These were approved in the early part of 1952 by the Plastics Committee. Pertinent provisions of interest are:

1. Members shall be appointed on a rotating basis with the objective that they do not at any time represent in numbers or volume of production a predominant position in the industry or any major segment.
2. The Committee is authorized to select its own chairman.
3. The Committee may make oral reports of its activities to the members twice a year at regularly scheduled sessions in conjunction with the Association meetings. Any other reports other than those at such special meetings as may be authorized by the Board shall be in writing.
4. The Committee is authorized to represent the manufacturers on broad problems arising from activities of Government agencies, etc.
5. The Committee is authorized to sponsor and make available technical literature as may be required.
6. The Committee is authorized to promote safety in the manufacture of plastics utilizing to a maximum extent the existing committees of the Association.
7. The Committee is authorized to participate in voluntary standardization programs with respect to color and the like in cooperation with the Commodity Standards Division of the Department of Commerce, and to maintain liaison with A.S.T.M. on similar programs.
8. The Committee is authorized to continue to encourage and participate on a voluntary basis in a fundamental research program such as that at M.I.T.
9. The Committee is authorized to collect statistical data pertaining to volume of production and past transactions or activities as required for specific, non-routine purposes.

In all instances these activities of the Committee and the Plastics Group must be consistent with the By-Laws. The above-mentioned activities were carried on by the former association and it is understood that they would be so conducted in M.C.A. on the same basis as was the practice in P.M.M.A. The only important departure from P.M.M.A. is frequency of general meetings.

December 10, 1951

FROM: Marx Leva
Fowler, Leva, Hawes & Symington
1625 Eye Street, N. W., Wash. 5, D. C.

In accordance with our previous discussions of this subject, and in accordance with the action heretofore taken by the Board of Directors of MCA, I am enclosing a draft of written "terms of reference" for the MCA Plastics Committee which, as previously understood, is to be submitted to the Plastics Committee for its concurrence before adoption as a Resolution by the Board of Directors. Lloyd Symington and I believe that, as supplemented by the following explanatory comments, the enclosed draft is in accordance with the previous discussions and understandings on the subject.

The only questions that we feel might occur to the Committee are possibly with respect to the substantive functions set forth under paragraph (6) of the Resolution. Our objective was to include those functions which were clearly contemplated at the time of the merger and are now being actively carried on, but at the same time to avoid any questions, legal or otherwise, that might be raised from the over-all MCA standpoint by too broad a grant of authority. Of course, there may develop legitimate interests of the Committee that are not included in the functions specified in the basic document. It was my thought that, if this should prove to be necessary, these could be adequately covered by further Resolutions of the Board on a case-by-case basis, and this is specifically contemplated in the language of paragraph (6) itself.

For example, the enclosed Resolution does not give blanket authority in such fields as standardization, joint research projects, collection and dissemination of statistical data, and the like. The limited nature of the authorization as to such items seemed desirable to me for three reasons. First, I do not understand that the Plastics Committee is currently engaged in such activities on any broad-scale basis, nor are they listed in Mr. Rand's letter of June 17, 1950 to the Board of Directors of the former PMMA. Secondly, such functions in any unlimited context fall within a "twilight-zone" category of the law pertaining to trade association activities — that is, they are not basically illegal, but may produce illegal results if not carried on under rather specific safeguards. These safeguards include not only the written limitations specified, but also care and good faith by the Committee itself in conforming to them. Finally, should the Committee have a legitimate project in any of these fields which is not covered by the enclosed, it could be authorized by a specific Resolution of the MCA Board. It would thus be possible, in preparing a Resolution for a specific undertaking, to avoid any undesirable legal implications that might otherwise exist in a broad grant of authority.

If this approach meets with your approval, I am in hopes that the matter can be submitted to the Committee at the meeting on December 12, and that its approval can be forthcoming at the following meeting, in order that the proposed Resolution may then be submitted to the Board of Directors of MCA.

(SIGNED) MARX LEVA

CMA 079084

~~DRAFT~~ OF TERMS OF REFERENCE FOR THE PLASTICS COMMITTEE, IN THE FORM OF A RESOLUTION FOR MCA BOARD OF DIRECTORS AFTER CONCURRENCE BY THE PLASTICS COMMITTEE.

WHEREAS, the Plastics Committee of the Manufacturing Chemists' Association, Inc., was initially established pursuant to written assurances given by the Chairman of the predecessor Manufacturing Chemists' Association at the time of the consolidation of that organization and the Plastic Materials Manufacturers Association; and

WHEREAS, the Board of Directors of the Manufacturing Chemists Association, Inc., by Resolution at its meeting on October 9, 1951, determined that the Plastics Committee should be continued by that name within the purview of the general policy set forth in that Resolution, and pursuant to written terms of reference in the form of a further Resolution to be adopted by the Board with the concurrence of the Plastics Committee; and

WHEREAS, this Resolution has been submitted to, and concurred in by, the Plastics Committee at its meeting on _____;

NOW, THEREFORE, the Board of Directors of the Manufacturing Chemists' Association, Inc. hereby resolves:

(1) That, pursuant to Section 8 of Article V of the By-laws of the Association, the Plastics Committee shall be continued by that name under the terms of reference set forth herein.

(2) That the members of the Plastics Committee shall continue to be appointed on a rotating basis by the Board from member manufacturers of plastic materials in such a way that, to the maximum extent practicable, the members of the Committee do not at any time, taken collectively, represent in numbers or volume of production a predominant position in the industry or any major segment thereof.

(3) That the Plastics Committee is authorized to select its own Chairman and other officers and to adopt such other procedural rules as may be necessary or desirable within the framework of this Resolution.

(4) That the Plastics Committee shall keep and file with the Board of Directors adequate minutes of its meetings, and shall keep adequate written records of its other operations and proceedings which shall be available to the Board at its request.

(5) That the Plastics Committee is authorized to make oral reports of its activities to other members of the industry twice a year at regularly scheduled sessions in conjunction with the semi-annual meetings of the Association as a whole, which sessions shall also be open to all interested members of the Association; any reports on Committee activities to the industry as a whole, other than reports submitted at these regularly scheduled semi-annual meetings and at such special meetings as may be authorized by the Board of Directors, shall be in writing.

(6) That the Plastics Committee is authorized to perform the functions set forth below, and such additional functions as may be specifically authorized by Resolution of the Board of Directors, subject to the Committee continuing to carry out the Association's policy that the several functional committees of the Association, and the Association's Washington office shall be utilized to the maximum extent possible in the performance of such functions:

- (a) To represent the manufacturers of plastic materials on broad industry problems arising from the activities of government agencies, and, through the Association's Washington office, in connection with

legislative matters of interest to the industry; als
to represent such manufacturers before other associa-
tions, societies, and organizations where industry-wide
representation is appropriate.

- (b) To sponsor and make available to all interested persons
technical literature as required for educational purposes
consistent with the over-all public relations activities
of the Association.
- (c) To promote safety in the use and manufacture of plastics
and plastic materials utilizing to the maximum extent
possible the existing Safety Committee of the Association
and the services of the Association's Washington office.
- (d) To participate in the formulation of voluntary standardi-
zation programs with respect to color and the like, in
cooperation with the Commodity Standards Division of the
Department of Commerce, and to maintain liaison with the
American Society for Testing Materials in connection with
its voluntary standardization programs with respect to
nomenclature and methods of testing.
- (e) To continue to encourage and participate in, on a volun-
tary basis, such non-profit fundamental research projects
as that presently being carried forward by M.I.T., pro-
vided that any results or benefits of such research shall
continue to be freely available to all interested persons.

- (f) To collect statistical data pertaining to volume of production and past transactions or activities as required for specific, non-routine purposes, provided that any reports based upon such data shall be entirely factual in nature and free from comments, suggestions or recommendations with respect thereto, shall be on an over-all basis without indicating the position of individual companies, and shall be made openly and freely available to all interested persons.

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