

MYERS INDUSTRIES INC

Form DEFC14A

March 21, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A  
(RULE 14A-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION**

**PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**MYERS INDUSTRIES, INC.**  
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11. (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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1293 South Main Street Akron, Ohio 44301

March 21, 2011

To Our Shareholders:

You are cordially invited to attend the Annual Meeting of Shareholders to be held on Friday, April 29, 2011, at 9:00 A.M. at the Louis S. Myers Training Center, 1554 South Main Street, Akron, Ohio 44301.

At the Annual Meeting you will be asked to elect the nine director candidates nominated by our Board of Directors and to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm. You will also cast a non-binding advisory vote on executive compensation ( say-on-pay ) and on the frequency for holding the non-binding advisory vote on say-on-pay (every one, two, or three years). Enclosed with this letter is a Notice of Annual Meeting together with a Proxy Statement which contains information with respect to the nominees for director and the other proposals.

The proposals discussed in the Proxy Statement are very important to our shareholders and the Company, and we hope that you will be able to personally attend the Annual Meeting. ***Whether or not you expect to attend the Annual Meeting in person, I urge you to complete and return the enclosed white proxy card as soon as possible.***

If you have any questions or need assistance in voting your shares, please contact our proxy solicitor, Innisfree M&A Incorporated, toll-free at (888) 750-5834. Banks and brokers may call collect at (212) 750-5833.

Sincerely,

John C. Orr  
*President and Chief Executive Officer*

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held on April 29, 2011: This Proxy Statement and the Company's 2010 Annual Report to Shareholders are available on Myers' website at [www.myersindustries.com/annualreports.html](http://www.myersindustries.com/annualreports.html).**

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1293 South Main Street Akron, Ohio 44301

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**To Be Held Friday, April 29, 2011**

The Annual Meeting of Shareholders of Myers Industries, Inc., an Ohio corporation ( Myers or the Company ), will be held at the Louis S. Myers Training Center, 1554 South Main Street, Akron, Ohio 44301, on Friday, April 29, 2011 at 9:00 A.M. (local time), for the following purposes:

1. To elect the nine candidates nominated by the Board of Directors to serve as directors until the next Annual Meeting of Shareholders;
2. To ratify the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for fiscal 2011;
3. To cast a non-binding advisory vote on executive compensation ( say-on-pay );
4. To vote on the frequency for holding the non-binding advisory vote on say-on-pay (every one, two, or three years); and
5. To consider such other business as may be properly brought before the meeting or any adjournments thereof.

The Board of Directors has fixed the close of business on March 7, 2011 as the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting. All shareholders are cordially invited to attend the Annual Meeting in person. ***To be sure that your shares are properly represented at the Annual Meeting, whether or not you intend to attend the Annual Meeting in person, please complete and return the enclosed white proxy card as soon as possible.***

If you have any questions or need assistance in voting your shares, please contact our proxy solicitor, Innisfree M&A Incorporated, toll-free at (888) 750-5834. Banks and brokers may call collect at (212) 750-5833.

By Order of the Board of Directors,

Donald A. Merrill  
*Chief Financial Officer, Senior Vice President  
and Corporate Secretary*

Akron, Ohio  
March 21, 2011

**THE 2010 ANNUAL REPORT TO SHAREHOLDERS ACCOMPANIES THIS NOTICE**

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**Matters Related to the Proxy Statement.**

*Meeting Time and Applicable Dates.* This Proxy Statement is furnished in connection with the solicitation by the Board of Directors (the Board or Board of Directors ) of Myers Industries, Inc., an Ohio corporation, of the accompanying proxy to be voted at the Annual Meeting of Shareholders ( Annual Meeting ) to be held on Friday, April 29, 2011, at 9:00 A.M. (local time), and at any adjournment thereof. The close of business on March 7, 2011, has been fixed as the record date for the determination of the shareholders entitled to notice of and to vote at the meeting.

*Participants in the Proxy Solicitation.* This Proxy Statement is furnished in connection with the solicitation of proxies by the Company, the current directors and the nominees for election as director to be used at the Annual Meeting and any adjournment thereof.

*Outstanding Shares and Quorum.* On the record date, Myers had outstanding 35,455,850 shares of common stock, without par value ( Common Stock ). Each share of Common Stock is entitled to one vote. For information concerning our Principal Shareholders see the section titled Security Ownership of Certain Beneficial Owners and Management below. In accordance with the Company s Amended and Restated Code of Regulations, the holders of shares of Common Stock entitling them to exercise a majority of the voting power of the Company, present in person or by proxy, shall constitute a quorum for the Annual Meeting. Shares of Common Stock represented by signed proxies will be counted toward the establishment of a quorum on all matters even though they represent broker non-votes or they are signed but otherwise unmarked, or marked Abstain , Against or Withhold Authority.

*Votes Required.* With respect to Proposal No. 1, to elect the nine director candidates nominated by the Board, if a quorum is present at the Annual Meeting, the nominees for election as directors who receive the greatest number of votes cast will be elected as directors. Abstentions and broker non-votes will not affect the outcome of the election of directors. Proposal No. 2, to ratify the appointment of the independent registered public accounting firm, is a non-binding proposal, but its approval requires the affirmative vote of the holders of a majority of the Common Stock represented in person or by proxy at the Annual Meeting. Abstentions, broker non-votes, or a failure by those present in person or by proxy to vote will act as a vote Against Proposal No. 2. Even if the selection is ratified, the Audit Committee and the Board, in their discretion, may change the appointment at any time during the year if we determine that such a change would be in the best interests of the Company and our shareholders. Proposal No. 3 is a non-binding advisory vote to approve the Company s executive compensation, and its approval requires the affirmative vote of the holders of a majority of the Common Stock represented in person or by proxy at the Annual Meeting. Abstentions, broker non-votes, or a failure by those present in person or by proxy to vote will act as a vote Against Proposal No. 3. The outcome of Proposal No. 4, the non-binding advisory vote on the frequency for holding the say-on-pay vote (every one, two, or three years), will be determined by plurality vote, with the frequency option receiving the greatest number of votes cast being the frequency option for holding the say-on-pay vote approved by the shareholders. Abstentions and broker non-votes will not affect the outcome of Proposal No. 4.

*Proxy Instructions.* All shares of Common Stock represented by properly executed proxies which are returned and not revoked will be voted in accordance with the instructions, if any, given therein. If no instructions are provided in a proxy, the shares of Common Stock represented by such proxy will be voted For the Board s nominees for director, For the ratification of the appointment of Ernst & Young LLP , For the approval of the Company s executive compensation, For the approval of one year as the frequency of the say-on-pay advisory vote, and in accordance with the proxy-holder s best judgment as to any other matters, if any, which may be properly raised at the Annual Meeting.

*Proxy Voting.* If your shares are registered directly in your name with our transfer agent, then you are a shareholder of record with respect to those shares and you may either vote in person at the Annual Meeting or by using the enclosed white proxy card to vote by telephone, by internet, or by signing, dating and returning the white proxy card in the envelope provided. Whether or not you plan to attend the Annual Meeting in person, you should submit your white proxy card as soon as possible. If your shares are held in street name through a broker, bank or other nominee, then you must instruct them to vote on your behalf, otherwise your shares cannot be voted at the Annual Meeting. You should follow the directions provided by



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your broker, bank or other nominee regarding how to instruct such party to vote. If you have any questions or need assistance in voting your shares, please contact our proxy solicitor, Innisfree M&A Incorporated, at the address and phone numbers below.

INNISFREE M&A INCORPORATED  
501 MADISON AVENUE, 20<sup>TH</sup> FLOOR  
NEW YORK, NY 10022  
SHAREHOLDERS CALL TOLL FREE: (888) 750-5834  
BANKS AND BROKERS MAY CALL COLLECT: (212) 750-5833

*Proxy Revocation and Voting in Person.* A shareholder who has given a proxy may revoke it at any time prior to its exercise by: (1) giving written notice of such revocation to the Corporate Secretary of the Company, (2) executing and delivering to the Corporate Secretary of the Company a later dated proxy reflecting contrary instructions, or (3) appearing at the Annual Meeting and taking appropriate steps to vote in person.

*Voting Confidentiality.* Proxies, ballots and voting tabulations are handled on a confidential basis to protect your voting privacy. This information will not be disclosed except as required by law.

*Inspector of Election.* The inspector of election for the Annual Meeting shall determine the number of votes cast by holders of Common Stock for all matters. The Board will appoint an inspector of election to serve at the Annual Meeting. Preliminary voting results will be announced at the Annual Meeting, if practicable. Final voting results will be filed on a Current Report on Form 8-K, which will be filed with the Securities and Exchange Commission (the SEC ).

*Address of Company.* The mailing address of the principal executive offices of the Company is 1293 South Main Street, Akron, Ohio 44301.

*Mailing Date.* This Proxy Statement, together with the related proxy card and our 2010 Annual Report to Shareholders, is being mailed to our shareholders on or about March 21, 2011.

*Trademark.* Myers Industries, Inc.<sup>®</sup> is a registered trademark of the Company.

*Availability on the Internet.* This Proxy Statement and the Company's 2010 Annual Report to Shareholders are available on Myers' website at [www.myersindustries.com/annualreports.html](http://www.myersindustries.com/annualreports.html).

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**PROPOSAL NO. 1 ELECTION OF DIRECTORS**

**Nominees.** Set forth below for each nominee for election as a director is a brief statement, including the age, principal occupation and business experience for at least the past five years, and any directorships held with public companies.

The members of the Corporate Governance and Nominating Committee of the Board ( Governance Committee ) have recommended, and the independent members of the Board of Directors have nominated, the persons listed below as nominees for the Board of Directors, all of whom presently are directors of the Company, with the exception of William A. Foley and Robert B. Heisler, Jr. Members of the Board helped us to identify Mr. Foley and Mr. Heisler as nominees.

The Governance Committee reviews and evaluates individuals for nomination to stand for election as a director who are recommended to the Governance Committee in writing by any of our shareholders pursuant to the procedure outlined below in the section titled Shareholder Nominations of Director Candidates on the same basis as candidates who are suggested by our current or past directors, executive officers, or other sources, which may, from time-to-time, include professional search firms retained by the Governance Committee. In March 2011, the Governance Committee adopted Board Member Recruiting Guidelines that outline the process for the Governance Committee to recruit and evaluate potential director candidates. These guidelines are available on the Corporate Governance page accessed from the Investor Relations page of the Company's website at [www.myersind.com](http://www.myersind.com). In considering these potential candidates for nomination to stand for election, the Governance Committee will consider: (1) the current composition of the Board and how it functions as a group; (2) the talents, personalities, strengths, and weaknesses of current directors; (3) the value of contributions made by individual directors; (4) the need for a person with specific skills, experiences or background to be added to the Board; (5) any anticipated vacancies due to retirement or other reasons; and (6) other factors which may enter into the nomination decision. The Governance Committee endeavors to select nominees that contribute unique skills and professional experiences in order to advance the performance of the Board of Directors and establish a well rounded Board with diverse views that reflect the interests of our shareholders. The Governance Committee considers diversity as one of a number of factors in identifying nominees for directors, however, there is no formal policy in this regard. The Governance Committee views diversity broadly to include diversity of experience, skills and viewpoint, in addition to traditional concepts of diversity such as race and gender.

When considering an individual candidate's suitability for the Board, the Governance Committee will evaluate each individual on a case-by-case basis. The Governance Committee does not prescribe minimum qualifications or standards for directors, however, the Governance Committee looks for directors who have personal characteristics, educational backgrounds and relevant experience that would be expected to help further the goals of both the Board and the Company. In addition, the Governance Committee will review the extent of the candidate's demonstrated excellence and success in his or her chosen business, profession, or other career and the skills and talents that the candidate would be expected to add to the Board. The Governance Committee may choose, in individual cases, to conduct interviews with the candidate and/or contact references, business associates, other members of boards on which the candidate serves or other appropriate persons to obtain additional information. The Governance Committee will make its determinations on whether to nominate an individual candidate based on the Board's then-current needs, the merits of that candidate and the qualifications of other available candidates. The Governance Committee believes that each of the nominees possess certain key attributes that the Governance Committee believes to be important for an effective Board.

Each of the below nominees has consented (i) to serve as a nominee, (ii) to being named as a nominee in this Proxy Statement and (iii) to serve as a director if elected. If any nominee should become unavailable for any reason, it is intended that votes will be cast for a substitute nominee designated by the Board. There is no reason to believe that the

nominees named will be unable to serve if elected. Proxies cannot be voted for a greater number of nominees than the number named in this Proxy Statement.

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<b>Name</b>	<b>Age</b>	<b>Principal Occupation for Past Five Years and Other Information</b>
Vincent C. Byrd	56	<p>President, U.S. Retail, Coffee, The J.M. Smucker Company ( J.M. Smucker ) (NYSE), Orrville, Ohio, a manufacturer and marketer of branded food products; Director of J.M. Smucker; formerly Senior Vice President, Consumer Market, of J.M. Smucker; former Director of Spangler Candy Company, Bryan, Ohio, a manufacturer of confectionery products. Served as Director of Myers since 2006.</p> <p>By virtue of his more than 34 years of work experience with a Fortune 500 company in the consumer packaged goods industry and over ten years of experience serving on the board of directors of The J.M. Smucker Company, Mr. Byrd brings to the Board key insights into the operational requirements of a public company. In addition, Mr. Byrd's international experience and finance and accounting background provides valuable business acumen and financial skills to the Board.</p>
Sarah R. Coffin	59	<p>Chief Executive Officer of Aspen Growth Strategies, LLC, Wooster, Ohio, an investment company; former Director and Chair of the Compensation Committee of SPX Corporation (NYSE), Charlotte, North Carolina, a global industrial equipment and manufacturing company; former Director of Huttenes-Albertus International, Chicago, Illinois, an international manufacturer of chemical products for the foundry industry; former Director of Asia-Dekor, China, a manufacturer of flooring and related products. Served as Director of Myers since 2010.</p> <p>As a former division leader in several companies, Ms. Coffin has substantial senior level executive experience in marketing and operations and adds a unique perspective to the Board. Her background in the polymer industry, coupled with her knowledge and insight from her prior service on the boards of other public companies, allows Ms. Coffin to provide valuable contributions to the Board.</p>
John B. Crowe	64	<p>Chief Executive Officer and Chairman of Buckeye Technologies Inc. (NYSE), Memphis, Tennessee, a producer of absorbent products, chemical cellulose products and customized paper. Formerly Senior Vice President, Wood Cellulose and Executive Vice President and General Manager at Alabama River Pulp Co., Inc. and Alabama Pine Pulp Co., Inc. Served as Director of Myers since 2009.</p> <p>As Chairman and Chief Executive Officer of Buckeye Technologies Inc., Mr. Crowe brings valuable insight into the operational requirements, investor relations and strategic planning processes of a public company. In addition, Mr. Crowe draws on his considerable leadership experience, including his service as a United States Air Force Reserve Lt. Colonel and as a Vietnam veteran, in his service to the Board.</p>
William A. Foley	63	<p>Chairman and Chief Executive Officer of Blonder Home Accents, Cleveland, Ohio, a distributor of wallcoverings and home accents; Director of Libbey Inc. (NYSE), Toledo, Ohio, a producer of consumer and industrial glassware. Formerly Chairman and Chief Executive Officer of Thinkwell Incorporated, Cleveland, Ohio, President of Arhaus Incorporated, Cleveland, Ohio, a private</p>

brand name furniture company, and President and Chief Executive Officer of Lesco Incorporated, Cleveland, Ohio, a manufacturer and reseller of golf course and lawn care products.

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Name	Age	Principal Occupation for Past Five Years and Other Information
Robert B. Heisler, Jr.	62	<p>As a leader of numerous companies, Mr. Foley has over 30 years of management experience. With prior experience on the board of directors of public companies, Mr. Foley is well versed in the governance requirements for a public company. He brings extensive experience in plastics manufacturing and in the lawn and garden industry for consumer, industrial, and distributor based businesses. It is anticipated that his background in these industries will allow Mr. Foley to be a valuable member of the Board.</p> <p>Dean of the Kent State University Business School; Director of FirstEnergy Corp. (NYSE). Formerly Chief Financial Officer of Kent State University and Chairman and Chief Executive Officer of KeyBank, N.A. (NYSE), Cleveland, Ohio, a national banking association, and McDonald Financial Group; Former Director of KeyBank, N.A. and McDonald Investments.</p>
Richard P. Johnston	80	<p>Mr. Heisler has over 40 years of business experience. His decades of experience have allowed him to be a valuable member of the board of directors of other public companies and numerous non-profit organizations. The Board believes that Mr. Heisler brings vast leadership and financial management experience that will permit him to be a successful contributor to the Board.</p> <p>A retired Certified Public Accountant; Chairman of the Board of Royal Associates, Jackson, Wyoming; Chairman of the Board of Dismal River Golf Club, Mullen, Nebraska; Managing Director of Jackson Hole Capital Partners, Jackson Hole, Wyoming; Director of Results Radio, Inc., Sonoma, California; formerly served as Founder and Director of AGCO, Inc. (NYSE), Duluth, Georgia, a manufacturer and distributor of agricultural equipment. Served as Director of Myers since 1992 and is currently Chairman of the Board of Myers.</p>
Edward W. Kissel	69	<p>With his years of management experience and service on the board of directors with a number of different public companies, Mr. Johnston brings critical experiences and insight regarding best practices for a public company. In addition, his more than eighteen years of experience as a Director of Myers gives him a deep understanding of the Company and its operations and makes him particularly qualified to serve as Chairman of the Board.</p> <p>President and Managing Partner of Kissel Group Ltd., Akron, Ohio, a holding company with interests in property, consulting and mold manufacturing; Director of Smithers Scientific Services, Inc., Akron, Ohio, a provider of testing services for materials; formerly President, Chief Operating Officer and Director of OM Group, Inc. (NYSE), Cleveland, Ohio, a specialty chemical company; formerly Director of Weda Bay Minerals, Inc. (Toronto Stock Exchange), Toronto, Canada, a mineral exploration company; formerly Managing Director of Kane &amp; Co., Los Angeles, California, an investment banking firm. Served as Director of Myers since 2000.</p>
		<p>Mr. Kissel has broad global experience in the manufacturing, chemical and commodity industries. He has had executive assignments in strategy, operations, sales and marketing, and research and development, including both growth and turnaround situations. His involvement with plant start-ups and major expansions,</p>

as well as experience with mergers and acquisitions, provides valuable insight to the Board.

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<b>Name</b>	<b>Age</b>	<b>Principal Occupation for Past Five Years and Other Information</b>
John C. Orr	60	<p>President and Chief Executive Officer of Myers; formerly President and Chief Operating Officer of Myers; formerly General Manager of Buckhorn Inc., a subsidiary of Myers; formerly Vice President of Manufacturing North American Tire Division, The Goodyear Tire and Rubber Company (NYSE); Director of Libbey Inc. (NYSE), Toledo, Ohio, a producer of consumer and industrial glassware; Director of the Akron General Health System, Akron, Ohio. Served as Director of Myers since 2005.</p> <p>Mr. Orr's extensive leadership experience in the manufacturing industry in addition to his years of service to Myers in management, position him well to serve on the Board. His service as a director and in management for other public companies provides Mr. Orr with a variety of perspectives that he contributes to the Board.</p>
Robert A. Stefanko	68	<p>Currently retired, formerly Chairman of the Board and Executive Vice President of Finance &amp; Administration of A. Schulman, Inc. (NASDAQ), Akron, Ohio, an international supplier of plastic compounds and resins; Director and member of Audit Committee of OMNOVA Solutions, Inc. (NYSE), Fairlawn, Ohio, an innovator of emulsion polymers, specialty chemicals and decorative and functional surfaces; former director of The Davey Tree Expert Company, Kent, Ohio, a tree, shrub and lawn care company. Served as Director of Myers since 2007.</p> <p>As a former Chief Financial Officer and director of A. Schulman, Inc. from 1979 through 2006 and as a director of other public company boards, Mr. Stefanko has had extensive involvement in a number of public company compensation matters. Mr. Stefanko also serves as a Director of the Akron General Health System, which employs over 6,000 people, where he heads the Finance Committee and serves on the Executive Committee. In addition, Mr. Stefanko's experience with financial matters and service on compensation and audit committees, gives him valuable knowledge and insight that he brings to the Board's committees.</p>

Each of the foregoing nominees was recommended by the Governance Committee. There are, and during the past ten years there have been, no legal proceedings material to an evaluation of the ability of any director, nominee, or executive officer of Myers to act in such capacity or concerning his integrity. There are no family relationships among any of the directors and executive officers.

Keith A. Brown and Jon H. Outcalt, who have been directors of the Company since 1997 and 1984, respectively, have elected to retire from the Board. We would like to thank Mr. Brown and Mr. Outcalt for their many years of service to us.

**The Board recommends that you vote FOR each of the director nominees listed above.**

**Notice of Other Possible Nominees.** On February 28, 2011, Gamco Investors, Inc., a New York corporation ( Gamco ), amended its Schedule 13D relating to the Company to disclose that it had sent a letter to the Company recommending two individuals, Jack Liebau and Robert S. Prather, Jr., for nomination for election as directors of the Company at the Annual Meeting (the Letter ). Following our 2010 annual meeting and until the Letter, Mario Gabelli,



a principal of Gamco, and Gamco never articulated any specific concerns that either had regarding the operations of the Company, except to state that Gamco believes they will provide a change in corporate stewardship to reflect the interests of the owners/shareholders of the Company .

According to the information provided by Gamco in the Letter, for which the Company disclaims any responsibility, it is the beneficial owner of 3,419,155 shares of our Common Stock as of February 28, 2011, however, according to Gamco's most recent Schedule 13D/A filed with the SEC on February 28, 2011, for which the Company disclaims any responsibility, it is part of a group of stockholders that together beneficially owned 5,271,204 shares of our Common Stock as of February 28, 2011. In the Letter, Gamco

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indicated that it intends to be present at the Annual Meeting in person or by proxy to nominate these individuals to serve as directors of the Company.

***OUR BOARD RECOMMENDS THAT YOU VOTE FOR EACH OF VINCENT C. BYRD, SARAH R. COFFIN, JOHN B. CROWE, WILLIAM A. FOLEY, ROBERT B. HEISLER, JR., RICHARD P. JOHNSTON, EDWARD W. KISSEL, JOHN C. ORR, AND ROBERT A. STEFANKO BY EXECUTING AND RETURNING THE WHITE PROXY CARD OR VOTING BY ONE OF THE OTHER WAYS INDICATED THEREON. PROXIES SOLICITED BY THE COMPANY, THE CURRENT DIRECTORS, AND THE NOMINEES FOR ELECTION AS DIRECTOR WILL BE SO VOTED UNLESS SHAREHOLDERS SPECIFY OTHERWISE.***

**Director Independence.** The Board has determined that each of the following current directors and nominees are independent and that each of these nominees has no material relationship with us that would impact their independence: Keith A. Brown, Vincent C. Byrd, Sarah R. Coffin, John B. Crowe, William A. Foley, Robert B. Heisler, Jr., Richard P. Johnston, Edward W. Kissel, Jon H. Outcalt, and Robert A. Stefanko. The determination of whether a director is independent is based upon the Board's review of the relationships between each director and the Company, if any, under the Company's Board of Directors Independence Criteria policy adopted by the Board on April 20, 2004, as amended, and the corporate governance listing standards of the New York Stock Exchange ( NYSE ). In connection with the Board's determination regarding the independence of each non-management director the Board considered any transactions, relationships and arrangements as required by our independence guidelines. In particular, the Board considered the following relationships: (1) the relationship between A. Schulman, Inc. ( A. Schulman ) and the Company in connection with its independence determination of Robert A. Stefanko and concluded Mr. Stefanko met the independence requirement; and (2) the relationship between FirstEnergy Corp. ( FirstEnergy ) and the Company in connection with its independence determination of Robert B. Heisler, Jr. and concluded Mr. Heisler met the independence requirement. Mr. Stefanko is a stockholder of A. Schulman, holding less than 1% of A. Schulman's shares of stock. In fiscal 2010, we purchased \$426,869 of materials from A. Schulman during the ordinary course of operations, which is less than 1% of the annual revenues of both companies. Mr. Heisler is a shareholder and director of FirstEnergy, holding less than 1% of FirstEnergy's shares of stock. In fiscal 2010, we purchased \$2,039,141 of materials from FirstEnergy during the ordinary course of operations, which is less than 1% of the annual revenues of both companies. All members of the Audit Committee, the Compensation Committee, and the Governance Committee were determined to be independent, and in addition, the Board determined that the members of the Audit Committee are also independent as defined in the SEC regulations.

**Committees of the Board.** The Board has three standing committees, the Audit Committee, the Compensation Committee, and the Governance Committee, whose members were appointed in April 2010 (unless otherwise noted) following the Annual Meeting.

**Audit Committee.** The Audit Committee is currently comprised of four independent directors, Robert A. Stefanko (Chairman and Presiding Director), Edward W. Kissel, Vincent C. Byrd and Jon H. Outcalt. The functions of the Audit Committee, which met eight times in 2010, are to: (1) engage the independent registered public accounting firm, (2) approve all audit and related engagements (audit and non-audit), (3) review the results of the audit and interim reviews, (4) evaluate the independence of the independent registered public accounting firm, (5) review with the independent registered public accounting firm the financial results of the Company prior to their public release and filing of reports with the SEC, (6) direct and supervise special investigations and (7) oversee our accounting, internal accounting controls and auditing matters reporting hotline (discussed below), and our corporate compliance program. The Audit Committee also has oversight of our system of internal auditing functions and controls, as well as our internal control procedures. None of our Audit Committee members serve on more than two other public company audit committees.

The Board has identified Robert A. Stefanko as the Audit Committee financial expert .



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*Compensation Committee.* The Compensation Committee establishes and administers the Company's policies, programs, and procedures for compensating its executive officers and directors. The Compensation Committee has the authority to retain outside consultants regarding executive compensation and other matters. The Compensation Committee, which met five times in 2010, is currently comprised of five independent directors, Jon H. Outcalt (Chairman and Presiding Director), Robert A. Stefanko, John B. Crowe, Keith A. Brown, and Vincent C. Byrd (who was appointed in December 2010).

*Corporate Governance and Nominating Committee.* The Governance Committee is responsible for, among other things, evaluating new director candidates and incumbent directors, and recommending nominees to serve on the Board as well as members of the Board's committees to the independent directors of the Board. The Governance Committee is also responsible for recommending and monitoring participation in continuing education programs by the members of the Board. The Governance Committee, which met nine times in 2010, is currently comprised of four independent directors, Edward W. Kissel (Chairman and Presiding Director), Keith A. Brown, John B. Crowe, and Sarah R. Coffin.

**Committee Charters and Policies.** The Board has adopted written charters for the Audit Committee, the Compensation Committee, and the Governance Committee. Each Committee reviews and evaluates the adequacy of its charter at least annually and recommends any proposed changes to the Board for approval. Each of the written charters and policies of the Committees of the Board are available on the Corporate Governance page accessed from the Investor Relations page of the Company's website at [www.myersind.com](http://www.myersind.com).

**Board Role in Risk Oversight.** The Board annually reviews the Company's strategic plan, which addresses, among other things, the risks and opportunities facing the Company. The Board also has overall responsibility for executive officer succession planning and reviews succession plans each year. Certain areas of oversight are delegated to the relevant Committees of the Board and the Committees regularly report back on their deliberations. This oversight is enabled by reporting processes that are designed to provide visibility to the Board about the identification, assessment, monitoring and management of enterprise-wide risks. In December 2010, management conducted its most recent enterprise-wide risk assessment of the Company and each of its business segments and presented the assessment results to the Board for review. The focus of this assessment included a review of strategic, financial, operational, compliance and technology objectives and risks for the Company. In addition, on an ongoing basis: (a) the Audit Committee maintains primary responsibility for oversight of risks and exposures pertaining to the accounting, auditing and financial reporting processes of the Company; (b) the Compensation Committee maintains primary responsibility for risks and exposures associated with oversight of the administration and implementation of our compensation policies; and (c) the Governance Committee maintains primary responsibility for risks and exposures associated with corporate governance and succession planning.

**Board Attendance.** There were a total of seven regularly scheduled and special meetings of the Board of Directors in 2010. During 2010, all directors attended at least 75% of the aggregate total number of the meetings of the Board and Committees on which they served. In 2010, all of our directors attended our Annual Meeting. Although we do not have a formal policy requiring directors to attend the Annual Meeting, our directors are encouraged to attend.

**Interested Parties Communications with the Board of Directors.** Our Board provides the following methods for interested parties and shareholders to send communications to a director, to a Committee of the Board, to the non-management directors, or to the Board:

*Written Communication.* Interested parties may send such communications by mail or courier delivery addressed as follows: Board of Directors (or Committee Chairman, Board Member or Non-Management Directors, as the case may be), c/o Donald A. Merrill, Corporate Secretary, Myers Industries, Inc., 1293 South Main Street, Akron, Ohio 44301. All communications directed to the Board of Directors or to the Non-Management Directors will be forwarded

unopened to the Chairman of the Governance Committee. The Chairman of the Governance Committee in turn determines whether the communications should be forwarded to the appropriate members of the Board and, if so, forwards them accordingly. For

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communications addressed to a particular director or the Chairman of a particular Committee of the Board, however, the Corporate Secretary will forward those communications, unopened, directly to the person or Committee Chairman in question.

*Toll Free Hotline.* In 2003 the Audit Committee established a hotline for receiving, retaining and treating complaints from any interested party regarding accounting, internal accounting controls and auditing matters, and procedures for the anonymous submission of these concerns. The hotline is maintained by a company which is independent of Myers. Interested parties may also use this hotline to communicate with the Board. Any interested party may contact a director, a Committee of the Board, the non-management directors, or the Board through the toll free hotline at (877) 285-4145. The hotline is available worldwide, 24 hours a day, seven days a week. Note that all reports made through the hotline are directed to the Chairman of the Audit Committee and the Corporate Secretary. We do not permit any retaliation of any kind against any person who submits a complaint or concern under these procedures.

## **Shareholder Nominations of Director Candidates.**

*Shareholder Recommendation Policy.* The Governance Committee will consider individuals for nomination to stand for election as a director who are recommended to it in writing by any of our shareholders that strictly follow the procedures outlined in the next paragraph below and that send a signed letter of recommendation to the following address: Corporate Governance and Nominating Committee, c/o Mr. Donald A. Merrill, Chief Financial Officer, Senior Vice President and Corporate Secretary, Myers Industries, Inc., 1293 South Main Street, Akron, Ohio 44301.

Recommendation letters must certify that the person making the recommendation is a shareholder of the Company (including the number of shares held as of the date of the recommendation), and further state the reasons for the recommendation, the full name and address of the proposed nominee as well as a biographical history setting forth past and present directorships, employment, occupations and civic activities for at least the past five years. Any such recommendation should be accompanied by a signed written statement from the proposed nominee consenting to be named as a candidate and, if nominated and elected, consenting to serve as a director. The letter must also include a signed written statement that the nominating shareholder and the candidate will make available to the Governance Committee all information reasonably requested in furtherance of the Governance Committee's evaluation. The letter must be received before the close of business on or before November 15th of the year prior to our next annual meeting of shareholders.

The Governance Committee reviews and evaluates individuals for nomination to stand for election as a director who are recommended to the Governance Committee in writing by any of our shareholders pursuant to the procedures outlined in the paragraph above on the same basis as candidates who are suggested by our current or past directors, executive officers, or other sources, which may, from time-to-time, include professional search firms retained by the Governance Committee. In considering individuals for nomination to stand for election, the Governance Committee will consider: (1) the current composition of the Board of Directors and how it functions as a group; (2) the talents, personalities, strengths, and weaknesses of current directors; (3) the value of contributions made by individual directors; (4) the need for a person with specific skills, experiences or background to be added to the Board; (5) any anticipated vacancies due to retirement or other reasons; and (6) other factors which may enter into the nomination decision.

When considering an individual candidate's suitability for the Board, the Governance Committee will evaluate each individual on a case-by-case basis. The Governance Committee does not prescribe minimum qualifications or standards for directors, however, the Governance Committee looks for directors who have personal characteristics, educational backgrounds and relevant experience that would be expected to help further the goals of both the Board and the Company. In addition, the Governance Committee will review the extent of the candidate's demonstrated excellence and success in his or her chosen business, profession, or other career and the skills and talents that the

candidate would be expected to add to the Board. The Governance Committee may choose, in individual cases, to conduct

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interviews with the candidate and/or contact references, business associates, other members of boards on which the candidate serves or other appropriate persons to obtain additional information. The Governance Committee will make its determinations on whether to nominate an individual candidate based on the Board's then-current needs, the merits of that candidate and the qualifications of other available candidates.

*Shareholder Nomination Policy.* In accordance with our Amended and Restated Code of Regulations, a shareholder may directly nominate a candidate for election as a director of the Company only if written notice of such intention is received by the Corporate Secretary not less than sixty (60) days nor more than ninety (90) days prior to the date of such annual meeting of shareholders or special meeting of shareholders for the election of directors. In the event that the date of such meeting to elect directors is not publicly disclosed at least seventy (70) days prior to the date of such meeting, written notice of such shareholder's intent to nominate a candidate must be received by the Corporate Secretary not later than the close of business on the tenth (10th) day following the date on which notice of such meeting is first provided to the shareholders. A shareholder wishing to directly nominate an individual to serve as a director must follow the procedure outlined in Article I, Section 12 of our Amended and Restated Code of Regulations, titled "Advance Notice of Director Nomination" and then send a signed letter of nomination to the following address: Corporate Governance and Nominating Committee, c/o Mr. Donald A. Merrill, Corporate Secretary, Myers Industries, Inc., 1293 South Main Street, Akron, Ohio 44301.

On February 28, 2011, Gamco amended its Schedule 13D relating to the Company disclosing that it had sent a letter to the Company recommending two individuals, Jack Liebau and Robert S. Prather, Jr., for nomination for election as directors of the Company at the Annual Meeting. Gamco indicated that it intends to be present in person or by proxy at the Annual Meeting to nominate these individuals.

## **Corporate Governance Policies.**

*Implementation.* The Board of Directors has implemented the corporate governance initiatives required by the NYSE rules and the Sarbanes-Oxley Act of 2002. These initiatives include, among others, "Corporate Governance Guidelines", a "Code of Business Conduct and Ethics" for the Company's directors, officers and employees, as well as a "Code of Ethical Conduct for the Finance Officers and Finance Department Personnel". These corporate governance policies and procedures are discussed in various places within this Proxy Statement. In March 2011, the Board incorporated a director resignation policy into its Corporate Governance Guidelines. Pursuant to this director resignation policy, in an uncontested election, any incumbent director who receives a greater number of votes "Withheld" or "Against" his or her election than votes "For" his or her election (and with respect to such incumbent director's election at least 25% of the Company's shares outstanding and entitled to vote thereon were "Withheld" or voted "Against" the election of such director) shall submit an offer of resignation to the Board of Directors. The Governance Committee will then recommend to the Board whether to accept or reject any tendered resignations, and the Board will decide whether to accept or reject such tendered resignations. The Board's decision will be publicly disclosed in a Current Report on Form 8-K filed with the SEC. If an incumbent director's tendered resignation is rejected, then he or she will continue to serve until his or her successor is elected, or until his or her earlier resignation, removal from office, or death. If an incumbent director's tendered resignation is accepted, then the Board will have the sole discretion to fill any resulting vacancy to the extent permitted by the Company's Amended and Restated Code of Regulations.

*Availability of Corporate Governance Policies.* Each of our corporate governance policies is available on the "Corporate Governance" page accessed from the "Investor Relations" page of our website at [www.myersind.com](http://www.myersind.com).

*Code of Ethics.* We have a "Code of Business Conduct and Ethics" and a "Code of Ethical Conduct for the Finance Officers and Finance Department Personnel", which embody our commitment to ethical and legal business practices, as well as satisfies the NYSE requirements to implement and maintain such policies. The Board expects all of our officers, directors and other members of our workforce to act ethically.





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at all times. Both of these policies are available on our website at [www.myersind.com](http://www.myersind.com) on the Corporate Governance page accessed from the Investor Relations page.

*Stock Ownership Guidelines.* Effective October 22, 2010, we implemented Stock Ownership Guidelines whereby our executive officers and non-employee directors are expected to hold a specified amount of our Common Stock. The Chief Executive Officer is expected to hold an investment position in our Common Stock equal to three times his annual base salary. The Chief Operating Officer and Chief Financial Officer are both expected to hold an investment position equal to two times their respective annual base salaries. The non-employee Directors are expected to hold two times their annual cash Board retainer in our Common Stock. The executive officers and non-employee directors have five years from the effective date of the guidelines to attain the ownership requirement. These stock ownership guidelines are available on the Corporate Governance page accessed from the Investor Relations page of the Company's website at [www.myersind.com](http://www.myersind.com).

*Board Member Recruiting Guidelines.* In March 2011, the Governance Committee adopted Board Member Recruiting Guidelines that outline the process for existing Board members to nominate potential director candidates to the Governance Committee. These recruiting guidelines are available on the Corporate Governance page accessed from the Investor Relations page of the Company's website at [www.myersind.com](http://www.myersind.com).

*Executive Sessions of the Board.* Effective in December 2002, the Board adopted a policy requiring the non-management directors, both as to the Board and in their respective Committees, to meet regularly in executive session without any management personnel or employee directors present. During 2010, the Board and each Committee met regularly in executive session as follows: Board, six times; Audit Committee, eight times; Compensation Committee, four times; and the Governance Committee, three times.

*Independent Chairman.* Effective in October 2009, the Board appointed Richard P. Johnston independent Chairman of the Board. The Company believes this leadership structure is appropriate for the Company as it further aligns the interests of the Company and our shareholders by ensuring independent leadership of the Board. The independent Chairman serves as a liaison between our directors and our management and helps to maintain open communication and discussion by the Board. Duties of the Chairman are specified in the Charter of the Chairman of the Board of Directors, adopted October 28, 2009, and include serving in a presiding capacity, coordinating the activities of the Board, and such other duties and responsibilities as the Board may determine from time-to-time. This charter is available on our website at [www.myersind.com](http://www.myersind.com) on the Corporate Governance page accessed from the Investor Relations page.

*Presiding Directors.* The independent directors reported that in 2010 they selected Presiding Directors to preside during executive sessions. The Chairman of the Governance Committee acts as the Presiding Director for the executive sessions of the Board, and the Chairman of each Committee was selected as the Presiding Director for the executive sessions of the applicable Committee of the Board.

*Anonymous Reporting.* The Audit Committee maintains procedures, including a worldwide telephone hotline, which allows employees and interested parties to report any financial or other concerns anonymously as further detailed under Interested Parties Communications with the Board of Directors above.

*Annual Board and Committee Self-Assessments.* In 2004, the Board, through the Governance Committee, instituted annual self-assessments of the Board, as well as of the Audit Committee, the Compensation Committee, and the Governance Committee, to assist in determining whether the Board and its Committees are functioning effectively. In early 2011, the Board and each of its Committees conducted the most recent self-evaluations and discussed the results at subsequent meetings.

*NYSE and SEC Certifications.* In 2010, we submitted to the NYSE an unqualified Section 12(a) certification by our Chief Executive Officer. Further, each applicable filing with the SEC contained the Section 302 and 906 Certifications of both our Chief Executive Officer and Chief Financial Officer.

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**Director Compensation.** The annual retainer for non-employee directors is \$35,000. In addition, Committee members receive \$10,000 per year per Committee of the Board. The Chairman of the Audit Committee receives an additional \$8,000 per year. The Chairman of the Compensation Committee receives an additional \$5,000 per year. The Chairman of the Governance Committee receives an additional \$4,000 per year. The Chairman of the Board receives an additional annual retainer of \$20,000. Directors who are employees of the Company do not receive the annual retainer.

Under our 2008 Incentive Stock Plan each non-employee director who holds such position on the date of the annual meeting of the shareholders and has been a director for the entire period since the annual meeting of shareholders of Myers that was held in the immediately preceding calendar year will be awarded annually, on the date of the annual meeting of shareholders, 3,000 shares of Common Stock (previously 1,000 shares of Common Stock was awarded, however, the Board approved an increase to 3,000 shares of Common Stock in early 2010).

Our Amended and Restated Code of Regulations provides that we will indemnify, to the fullest extent then permitted by law, any of our directors or former directors who was or is a party or is threatened to be made a party to any matter, whether civil or criminal, by reason of the fact that the individual is or was a director of the Company, or serving at our request as a director of another entity. We have entered into indemnity agreements with each of our directors contractually obligating us to provide such protection. We also currently have in effect director and officer insurance coverage.

The following table shows the compensation paid to each of the non-employee directors during fiscal 2010. Mr. Orr, who is our President and Chief Executive Officer, does not receive any additional compensation for his services as a director.

**NON-EMPLOYEE DIRECTOR COMPENSATION TABLE  
FOR FISCAL 2010**