


WMCA BOARD OF DIRECTORS MEETING

PAT MCCONNELL, CHAIRMAN

June 23, 2022 10:00 a.m.

Schneider National, Green Bay, Wisconsin

AGENDA

 Welcome and Roll Call

 Secretary's Report

 Membership Report

 Financial Report

 Foundation Report

 Safety Council Report

 Legislative Report

 Other Business

- WMCA Staff Changes
- 2022 Convention
- Next Meeting

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2022 MINUTES WMCA BOARD OF DIRECTORS MEETING

MARCH 16, 2022

Blue Harbor Resort, Sheboygan, WI

Chairman Pat McConnell called the quarterly meeting of the Wisconsin Motor Carriers Association board of directors to order at 10:05 a.m. on March 16, 2022 at the Blue Harbor Resort in Sheboygan. A quorum was present. Chairman McConnell welcomed and asked for attendees and guests to do self introductions. Chairman McConnell then thanked Acuity Insurance for hosting the meeting. (Note: The meeting was not held at the Acuity campus due to continued COVID-19 policy restrictions at that site.)

Secretary, Chis Dahlby presented the Minutes of the December 15, 2021 WMCA Board of Directors meeting. With no additions or corrections a motion to approve the minutes was made by John Every and seconded by Teri Kraus. Motion carried.

The Membership Report was presented by Pauline Jaske. The membership of the WMCA consists of 1,213 members in the following divisions:

General Trucking	299
Allied	147
Movers	15
Milk	73
Tow	159
Coach	28
Independents	492

There has been a significant decrease in the number of independent owner/operators for reasons which have not been determined. All other divisions remain relatively stable. A motion to approve the Membership Report was made by John Anderson and seconded by Terry Reed. Motion carried.

The Treasurer's Report was presented by Jon Coca. Between December 1, 2021 and March 1, 2022, the WMCA had total expenditures of \$322,271 and total revenue of \$245,548 with an ending fund balance of \$136,893. As of March 1, 2022 the Political Action Committee (W-TON) account had a balance of \$22,087 and the Truckers for Wisconsin Fund (Conduit) had a balance of \$17,074. A motion to approve the Treasurer's Report was made by Chris Schmidt and seconded by Teri Kraus. Motion carried.

The Foundation Report was presented by Dave Batterman. As of March 1, 2022, the balance in the WMCA Foundation account was \$58,221.

We are still awaiting a response from the Wisconsin Warehouse Association (WWA) regarding the use of \$68,000 of WWA funds for scholarships to tech college students who complete the Supply Chain Management program.

The 10th Annual Sport Shooting Clays event will be held on June 1, 2022 at Milford Hills Hunt Club. We expect another successful fundraising event for the Foundation.

A motion to approve the Foundation Report was made by Susan Jaske and seconded by Teri Kraus. Motion carried.

The Safety Council Report was presented by Kim Conradt, Safety Programs Coordinator.

Safety & Weight Enforcement Facilities (SWEF) visits begin in April and run through October. There is no limit on the number of attendees now that COVID restrictions are being lifted by the State. This year Wisconsin Road Team Captains will not be charged for attending.

The Fleet Safety Contest is now open for entries with a deadline of June 1. Awards will be presented at the Safety Luncheon during the WMCA convention in September.

The Wisconsin Safety Management Council Safety Director of the Year Award is now taking nominations which are due by June 1. Lisa Thompson, America's Service Lines, was last year's recipient.

Wisconsin Safety Management Council (WSMC) meetings have resumed in person and allow for a Zoom link. As common practice, no meetings will be held during the summer months of June, July and August.

Seminar/Webinar Programs have resumed in-person and are scheduled through December 2022. A five-day certification program for Safety Directors and Safety Supervisors will be held the week of March 21.

Wisconsin Road Team captains have resumed doing classroom visits. We currently have 17 captains. Among other programs, they will be participating in the national campaign, Heads Up Phones Down, the week of July 10.

The Wisconsin Truck Driving Championships (WTDC) will be held May 20-21 at Fox Valley Technical College. The event was cancelled the past two years due to the COVID pandemic. Added family attractions and kid's events are being implemented to boost attendance. Unfortunately the Wisconsin Truck Tech Championships (WTTC) had to be cancelled due to no one being available to chair the event. Plans are to revive the event in 2023.

The President's Safe Driver Club (PSDC) luncheons and awards ceremonies were held for the 25th year. 65 companies nominated 1,360 drivers that were inducted into the club.

The Driver of the Month & Driver of the Year were chosen for 2021. Bill Minor, Walmart Beaver Dam was named Driver of the Year. In attendance at the Safety Banquet for the presentations were WisDOT Secretary, Craig Thompson and State Superintendent, Anthony Burrell, Wisconsin State Patrol.

Thank a Trucker Day – 10/4 will be held again this October 4. We will once again solicit donations that will be used for Kwik Trip gift cards. The event will be held at Kwik Trip, Kenosha located at Hwy 50 and I-94.

The Safety Management Council is working with the State Patrol to notify our members that WisDOT Administrative Code Trans 327 will have a comment period for sections of the code that will sunset in July 2023.

The WMCA once again received ATA's highest award, Summa Cum Laude, for our safety programs.

The Legislative Report was presented by WMCA President, Neal Kedzie.

Emergency Responder Safety Zones legislation was signed into law. The WMCA backed bill defines safety zones, includes towers as emergency responders and increases penalties for violations.

The Wisconsin Budget Surplus is projected at \$3.8 billion which is \$2.9 billion more than expected. This is being driven by one-time federal stimulus money.

AB 691/SB 703 passed both houses .The legislation provided that an owner-operator/independent contractor hired by a motor carrier and required to have certain safety equipment, does not constitute "employer-like" control by the carrier company. Without this legislation, OO/ICs can potentially be misclassified as employees instead of independent contractors under law.

AB 941 passed both houses. The legislation establishes three financial assistance programs consisting of scholarships and grants, aimed at increasing the number of individuals with a Commercial Drivers License (CDL) and helping to offset some of the training costs for trucking companies that operate their own driver training programs.

Miscellaneous Legislation: The GOP legislature introduced a package of bills titled the "Stronger Workforce Initiative" in an effort to address the employment crisis facing Wisconsin businesses. Legislation has been drafted that focuses on indexing UI benefits, "Ghosting" employers by skipping job interviews, FoodShare work requirement, creating a Reemployment Assistance program, refusing work to remain on Medical Assistance, Unemployment System tune up and conducting regular eligibility checks.

Other Business:

Cliff Johnson, representing our meeting's host company, Acuity, gave an overview of Acuity's transportation programs and continued dedication to providing risk management solutions for the trucking industry.

The Wisconsin Movers Association (WMA) Vacancy was addressed. The WMA is a division of the WMCA and is allowed representation on the board as per the WMCA bylaws. The seat has been vacant since 2017. Rob Sowinski, General Manager with Capitol North American Moving Services, approached the WMCA requesting he be considered to fill the vacancy. The Nominating Committee met and voted unanimously to recommend that Rob be nominated for the vacant board position. A vote by the full board of directors is required. A motion to approve Rob Sowinski as the board member representing the WMA was made by Chris Schmidt and seconded by Cliff Johnson. Motion carried.

A news video of an interview with Dennis R. Hilker Trucking Company on the topic of rising fuel costs was shown to the meeting attendees.

Neal Kedzie gave a WMCA staff update. Michele Teevan was introduced as the new Events & Communications Coordinator. Michele joined the WMCA on February 7, replacing Vanessa Solis who left employment with the WMCA officially on March 11 to be a full-time mom for her newborn; JT. Michele gave an overview of her work experience and background. It was also announced that Misty Simpson, Membership Services Coordinator, had left the WMCA on February 25 for other business opportunities. A search to replace her has been suspended and Dan Johnson has taken over membership and accounts receivable responsibilities. Neal voiced his appreciation for Vanessa's and Misty's contributions to the Association during their time with the WMCA.

A WMCA events calendar update was given by Michele Teevan, Events and Communications Coordinator. The following events were noted: The Call on Washington (COW) will be virtual since the Capitol in D.C. continues to be closed to the public. The Truck Driving Championships will return after being suspended the past two years due to COVID-19. Sporting Clays has 21 teams registered. The Tow Show will be Father's Day. The Golf outings for this summer will be at Lake Arrowhead and West Bend Country Club. The Brewers Tailgate will be August 30 versus the Pittsburgh Pirates. The Milk Haulers Convention will be in Onalaska. The WMCA Convention will be at SentryWorld, Stevens Point. Thank a Trucker 10-4 will be October 4 at Kwik Trip, Kenosha.

The next quarterly WMCA Board of Directors meeting will be the two-day Summer Outing/Board Meeting. A host company and date has not been determined. Tentatively plan for two days during June 21-23, 2022.

Chairman McConnell called for any other business. Hearing none, a motion to adjourn was made by Teri Kraus and seconded by Andy Schmidt. The meeting adjourned at 11:31 a.m.

MEMBERSHIP REPORT

June 23, 2022

Pauline Jaske, Reporting

Membership in the WMCA consists of **1,183** members in the following divisions:

	<u>March 2022</u>	<u>June 2022</u>
General	299	298
Allied	147	145
Movers	15	15
Milk	73	72
Tow	160	160
Coach	28	28
Independents	492	465
TOTAL:	1,213	1,183

There has been a slight decrease in membership, mostly in the Independent Owners, but everything remains generally stable. The Membership Committee continues to review any past due members and is reaching out to those they may know regarding their membership status.

This concludes the Membership report.

**TREASURER'S REPORT
WMCA ANNUAL MEETING
June 23, 2022**

Between March 1, 2022 and June 1, 2022 the WMCA had total expenditures of \$516,062 and total revenue of \$463,779 with an ending fund balance of \$296,272.

In regards to other WMCA accounts, as of June 1, 2022 the Political Action Committee (W-TON) account had a balance of \$22,087 and the Truckers for Wisconsin Fund had a balance of \$17,147.

This concludes the Treasurer's report.

Wisconsin Motor Carriers Association
Profit Loss by Class
October 2021 through May 2022

	<u>Oct 2021-May 2022</u>
Other Income/Expense	
Other Income	
Administrative Income	64,666.96
Advertising	5,625.00
ATA Commissions	103.00
Contribution Income	15,585.83
Convention Income	14,530.00
Diamond Club	51,500.00
Dues	204,077.64
Golf Outing Income	26,770.00
Independent Operator Fees	31,115.00
Interest Income	1,267.84
Miscellaneous Income	12,760.74
Mover Dues	2,502.50
Seminar Income	5,676.00
Services Royalties	2,924.13
Sporting Clays Shootout	18,575.00
Tailgate Income	6,100.00
Total Other Income	<u>463,779.64</u>
Other Expense	
Office Services	1,939.30
Computer & Software Expense	1,723.42
Accounting Services	32,680.74
Advertising & PR	391.80
Association Meetings	936.39
ATA-TAEC Expenses	1,172.56
Automobile Allowance	4,000.00
Awards & Prizes	25.50
Banking Fees	672.66
Business Insurance	9,878.03
Contributions & Scholarships	5,111.26
Convention Expenses	65,402.45
General Printing & Signs	728.54
Golf Outing Expenses	250.41
IT Equipment & Maintenance	203.20
Membership Dues/Subscriptions	3,992.90
Merchant Fees	7,145.80
Office Supplies	4,943.46
Payroll & Related	313,038.26
Pension Plan Admin Fees	1,667.50
Postage & Mailing Supplies	3,592.65
Rent	17,400.00
Sales & Use, Property Taxes	50.85
Seminar Expenses	7,412.15

Wisconsin Motor Carriers Association
Profit Loss by Class
October 2021 through May 2022

	<u>Oct 2021-May 2022</u>
Sporting Clays	941.32
Tailgate Expenses	17,461.46
Telephone & Internet	3,843.17
Travel Expenses	4,797.11
Truck Driving Champ Expenses	1,204.72
Utilities	2,954.44
Web Site	500.00
Total Other Expense	<u>516,062.05</u>
Net Other Income	<u>-52,282.41</u>
Net Income	<u><u>-52,282.41</u></u>

Wisconsin Motor Carriers Association
Balance Sheet
As of May 31, 2022

	<u>May 31, 22</u>
ASSETS	
Current Assets	
Checking/Savings	
Checking - General (OCB)	34,406.00
Money Market - General (OCB)	98,849.00
Reserve Fund (OCB)	125,908.00
Petty Cash	277.00
Total Checking/Savings	<u>259,440.00</u>
Total Current Assets	<u>259,440.00</u>
TOTAL ASSETS	<u><u>259,440.00</u></u>
LIABILITIES & EQUITY	
Equity	
Fund Balance	296,272.00
Net Assets With Restrictions	15,450.00
Net Income	-52,282.00
Total Equity	<u>259,440.00</u>
TOTAL LIABILITIES & EQUITY	<u><u>259,440.00</u></u>

FOUNDATION REPORT
WMCA Board Meeting
June 23, 2022

As of June 1, 2022, the balance in the WMCA Foundation account was \$55,839.

The Foundation provides grants up to \$1,000 to the truck driving diesel technician programs at the Fox Valley, Chippewa Valley, Waukesha County and Milwaukee Area technical colleges.

The 10th Annual Sport Shooting Clay event was another very successful event with more than 150 shooters participating. Preliminary numbers show that revenue was \$27,940 and expenses were \$13,341, making the net revenue for the event at \$14,599 – our best year to date!

Thank you to all the shooters, sponsors and volunteers who helped make it all possible.

This concludes the Foundation Report.

WMCA Board of Directors Meeting
Legislative Report
June 23, 2022

State Legislation Update

AB 691/SB 703, which passed both houses, was vetoed by Governor Evers. This legislation would have clarified that if an owner-operator/independent contractor is hired by a motor carrier and required to have certain safety equipment and does not constitute “employer-like” control by the carrier company. Without this clarification, if challenged in court, OOs/ICs could potentially be misclassified as employees instead of independent contractors under the law.

AB 941, which passed both houses, was vetoed by Governor Evers. This legislation would have established three financial assistance programs consisting of scholarships and grants aimed at increasing the number of individuals with a commercial drivers license (CDL). It would also help offset some of the training costs for trucking companies that operate their own driver training programs.

All bills not acted on are now dead for this session of the legislature.

The state legislature has adjourned for the session but could reconvene for a special session. The governor recently called for a special session of the legislature to overturn the State’s 1849 abortion ban. However, GOP leadership has stated that they do not plan to agree to the call.

Federal Legislation Update

Current bills and rules that affect the trucking industry are making their way through Congress and federal agencies. Among them are:

H.R. 7348 Strengthening Supply Chain Through Truck Incentives Act is bipartisan legislation introduced by Wisconsin Congressman Mike Gallagher (R). The bill is a refundable tax credit up to \$7,500 for a Class A CDL driver with a minimum of 1,900 hours driving time in a year. The credit would sunset after two years. (Note: For this legislation along with authoring the Women In Trucking Act, Rep. Gallagher was named ATA’s Truck Champion of the Month of May, 2022.)

H.R. 4996 Ocean Shipping Reform Act passed both houses and is awaiting the President’s signature. The bill aims at improving efficiency in the supply chain and focuses on controlling exorbitant fees, illegal detention and demurrage fees charged on truckers by ocean shipping operations.

H.R. 6571 TSA Security Threat Modernization Act standardizes TSA background checks and reduces processing and redundancy. This will benefit truck drivers who need Homeland Security clearance.

H.R. 6151 Highway Accident Fairness Act is aimed at protecting truckers from fraudulent claims resulting from staged accidents.

H.R. 2187 Truck Parking Safety Improvement Act authorizes appropriations through FY2026 to the federal DOT to provide parking for commercial motor vehicles on the federal-aid highway system.

H.R. 7517 Guaranteeing O.T. for Truckers Act would end the overtime wage exemption for truck drivers as legislated by Congress and established in the Fair Labor Standards Act of 1938 and affirmed by the U.S. Supreme Court. Implementation would favor single truck owner-operators leased to large carriers but almost certainly would pose significant challenges for large carriers and be a boon for the trucking bar. Many who favor the motor carrier exemption believe doing so will force shippers and receivers to become more efficient, thereby reducing the time drivers spend waiting at loading docks.

Docket EPA-HQ-OAR-2019-005 Control of Air Pollution From New Motor Vehicles: Heavy-Duty Engine and Vehicle Standards, Proposed Rule is currently being formulated. The WMCA submitted written testimony urging the EPA to develop a single national low-NOx rule for truck manufacturers that is technologically feasible, affordable, and doesn't delay fleet turnover which would impede environmental progress.

The Security and Exchange Commission (SEC) Greenhouse Gas Emissions Rule has been proposed which would mandate that companies, including trucking firms, disclose the greenhouse gas emissions they produce and costs of moving away from fossil fuels. The controversial rule, which calls into question the financial regulator's role in environmental policy, will inevitably be litigated in court.

HOS Exemption for Baby Formula – The FMCSA issued an emergency declaration in May lifting the HOS requirement for commercial drivers carrying infant formula. The exemption goes until June 30, 2022.

Call on Washington (COW)

Due to the federal Capitol building remaining closed to the public because of continued concerns about COVID-19 transmission, the WMCA, in conjunction with the ATA, held a virtual two-day COW on May 11-12. A virtual issues briefing was conducted by ATA on May 10. Meetings were held with every congressional office and both senate offices. General policy discussion on issues affecting the trucking industry included: supply chain, highway infrastructure investment, workforce development, lawsuit abuse reform, rising diesel fuel costs, and driver shortage. Plans are for in-person meetings to resume for COW 2023.

Elections 2022

Filings of nomination papers for public office were due June 1. 16 odd-numbered State Senate seats (1-33) and all 99 State Assembly seats are up for election, as well as Governor, Lieutenant Governor, Attorney General, Secretary of State, State Treasurer, one U.S. Senate seat and all eight Congressional offices.

More than a dozen GOP incumbents in the Legislature, House and U.S Senate drew primary challengers. Meanwhile, longtime Secretary of State Doug La Follette is the only Democrat incumbent to draw a Dem opponent. He will face the chair of the Dane County Democratic Party. The primary election is scheduled for August 9. The general election is November 8.

7 of the total 33 State Senator and 23 State Representatives are not seeking reelection this cycle. This ties with 2014 which was the third highest turnover since 1940.

Noted GOP gubernatorial candidates in the primary election include former Lieutenant Governor Rebecca Kleefisch, State Representative Tim Ramthun and businessmen Kevin Nicholson and Tim Michels.

There are eight GOP contenders for the open Lieutenant Governor position including State Senators Roger Roth and Pat Testin. State Representative Sarah Rodriguez is one of two Democrats running in the primary.

Three GOP candidates are looking to take on Attorney General Josh Kaul including State Representative Adam Jarchow.

Three GOP candidates are seeking election to challenge for the office of Secretary of State including State Representative Amy Loudenbeck.

Two GOP and three democrats are vying for the open State Treasurer position.

Republican U.S. Senator Ron Johnson has a minor primary opponent. The winner will face one of 8 Democrats running in the primary which includes Lieutenant Governor Mandella Barnes and State Treasurer Sarah Godlewski.

In races for Congress, there is an open seat in the 3rd District currently held by longtime Congressman Ron Kind who decided to retire. 4 Democrats are running and GOP contender Derrick Van Orden is unopposed. No Democrats filed to run against either Representative Glenn Grothman or Mike Gallagher, though they both have long-shot primary opponents.

Miscellaneous Issues

The American Transportation Research Institute (ATRI) announced its research priorities for 2022:

- Marijuana – Impacts of Decriminalization on the Trucking Industry
- Quantifying Industry Impacts from Predatory Towing
- Efficacy of Driver Training on Safety Outcomes and Driver Retention
- Utilizing EB-3 Work Permits to Help Mitigate the Driver Shortage
- Securities and Exchange Commission (SEC) Rule Impacts on the Trucking Industry

The Rhode Island Truck Tolling Federal Court Case has concluded. A ruling is expected by September. ATA is optimistic for a positive outcome that would determine the State's truck- only tolling to be unconstitutional and in violation of the Interstate Commerce Clause.

AB 5 Worker Classification of Independent Contractors – The California Trucking Association's (CTA) challenge to enforcement of AB 5, which uses the ABC test that presumes a worker is an employee, has been distributed for consideration by the Supreme Court at its conference scheduled for June 23. Should the Court vote to hear or deny the case, the disposition will be released in its Orders on June 27. The case could possibly, though less likely, be relisted for the next conference scheduled for October 27.

Wisconsin Automated Vehicle External Advisory Committee (WAVE) – WMCA President Neal Kedzie is serving on the WAVE Advisory Committee which most recently met in March. The committee's purpose is to provide input and advice to WisDOT on Connected and Automated Vehicles (CAV) planning priorities, implementation policies and impacts on a safe and efficient transportation system.

Wisconsin Freight Advisory Committee - WMCA President Neal Kedzie continues to serve on this WisDOT Advisory Committee which recently met in early June. He was asked to provide an update on the trucking industry at the beginning of the meeting. The committee later discussed the need for improvement of transportation infrastructure including roads and bridges, ports, Mississippi lock system, airports and rail. Other topics included Wisconsin's freight plan and how to design resilience to extreme weather and natural disasters.

Interstate 39/90/94 Corridor Study: Citizens Advisory Committee (CAC) – WMCA President Neal Kedzie has been asked by WisDOT to serve on the CAC representing the trucking industry. The section of this primary freight corridor being studied for improvements extends from McFarland to the Wisconsin Dells. The committee is expected to have its first meeting in early August.

WISCONSIN MOTOR CARRIERS ASSOCIATION, INC.

BYLAWS

(As amended December 15, 2017)

(As amended December 15, 2021)

ARTICLE I

Name

Section 1. This association shall be known as the WISCONSIN MOTOR CARRIERS ASSOCIATION, INCORPORATED, under the laws of the state of Wisconsin, hereinafter referred to as 'the Association'.

Section 2. The location of the principal office of this Association shall be the City of Madison, County of Dane, State of Wisconsin.

ARTICLE II

Purpose

Section 1. To foster, promote and protect the inherent advantages of transportation by motor vehicle and other like business and pursuit. To develop social, scientific and industrial interests and promote the general welfare of its members through and by such means as the Association shall from time to time determine.

Section 2. To develop a better highway transportation system properly adapted to the needs of commerce and the national defense of the United States of America.

Section 3. To advocate just, reasonable and equitable taxation for the operation of motor trucks within and between all states.

Section 4. To advocate that certain funds derived from taxation of motor vehicles be appropriated and used exclusively for the enforcement of regulatory laws.

Section 5. To promote harmony and cooperation among motor truck operators in order to coordinate their efforts in carrying out the aims and purposes of this Association.

Section 6. To pledge this Association to mobilize ever-growing forces of safety and give them wide support and leadership.

Section 7. To conduct seminars and provide information to its members to help insure that they are as productive and efficient as possible in internal operations.

Section 8. To engage in any lawful business incidental to or of a similar nature to the foregoing, which may be deemed advisable, and to do and perform all of the lawful acts and things which may be deemed necessary or convenient in the conduct of the business of said Association.

ARTICLE III Membership

Section 1. Any person, partnership or corporation, who is directly or indirectly engaged in transportation by motor vehicles may become a member of this Association by executing and filing with the Association a verified application agreeing to become bound to and to abide by the articles of Association and By-Laws of the Association and faithfully to discharge all duties and obligations imposed thereby, which application shall be accompanied by the necessary fees to cover such membership. Such application shall be subject to the approval of the Board of Directors and membership shall become effective upon acceptance by the Board of Directors.

Section 2. Any divisional or geographical group, or any association bureau or organization representing carriers engaged in motor vehicle transportation or any group fostering motor vehicle transportation may become a member of this Association by executing and filing with the Association a verified application agreeing to become bound to and to abide by the Articles of Association and By-Laws of the Association and faithfully to discharge all duties and obligations imposed thereby, which application shall be accompanied by the necessary fees to cover such membership. Such application shall be subject to the approval of the Board of Directors and membership shall become effective upon acceptance by the Board of Directors. Any such membership shall be known and is hereafter referred to as a Division. Membership in any Division is predicated upon membership in the General Association unless provided otherwise by the Board of Directors.

Section 3. Membership of any member or Division may be terminated by:

- a) Voluntary resignation upon not less than sixty (60) days' notice in writing to the Association;
- b) Expulsion of such member by order of the Board of Directors upon sixty (60) days' written notice for failure to pay or cause to be paid any amount owing the Association for dues, or any other account whatsoever;
- c) Expulsion of such member by order of the Board of Directors for failure to cure any breach of any duty or obligation of such member within sixty (6) days' after formal written notice by the President to do so.
- d) Expulsion of such member, by order of the Board of Directors through a two-thirds majority vote of the Directors present at a special meeting called for such purpose, for engaging in conduct, activities, or practices that are contrary to the mission of the Association, destructive to its reputation, deemed illegal or in conflict with the best interests of the Association and its trucking industry members.

Section 4. The property rights of the members of this Association shall be equal and all property rights, interests or other rights and privileges in or to this Association of any member or Division shall cease upon the termination of membership by voluntary withdrawal, expulsion, death or other causes. Upon dissolution of any Division any monies or properties shall revert to the Association.

Section 5. In the event of the dissolution of this corporation, the assets of the corporation shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of this corporation, with the particular recipient to be designated pursuant to a Plan of Distribution duly adopted by the membership in accordance with the Wisconsin Statute then applicable.

ARTICLE IV Voting

Section 1. Each person, partnership or corporation who is a member of this Association and qualified under Article III, Section 1 hereof, shall be entitled to one vote in all matters relative to the conduct of the affairs of the Association. Membership only in a Division does not entitle such member to vote upon affairs of the Association. Only one vote shall be allowed per member.

Section 2. Each Division qualified under Article III, Section 2 hereof, shall be entitled to the number of votes, as the Board of Directors shall from time to time direct.

Section 3. Members may not vote by proxy. Votes by a Division shall be cast by an authorized representative of said Division in a unit.

ARTICLE V Meetings

Section 1. The Board of Directors may designate any place as the place of meeting for any annual or any special meeting.

Section 2. The annual meeting of the membership shall be held on a date to be fixed annually by the Board of Directors, and it shall be the duty of the President to give ten (10) days' notice of such meeting to each Director, said notice to state the time and place of such meeting and to be addressed to the member either by postal mail or electronically, but failure to give such notice shall not affect the validity of such meeting or proceedings thereat. At such meeting, any business may be transacted not requiring a special notice.

Section 3. Special meetings of the membership may be held upon call by the President when directed by the Chairman of the Board, or upon direction in writing of a majority of Directors then in office, or upon written direction of a majority of the members. The President shall give five (5) days' notice of such meeting in the same manner as is provided in Article V, Section 2, hereof for the giving of notice, save that such notice shall, in addition specify the purpose or purposes of the meeting.

Section 4. A meeting of the membership may regularly and validly be held whenever a majority of the Board of Directors shall be present at any meeting, however notified, and shall sign a written consent to the holding thereof upon the records, and at such meeting any business may be transacted which could lawfully be transacted at meeting regularly called and notified.

Section 5. Presence at any meeting of twenty (20) Directors shall constitute a quorum, save as otherwise provided by law; but less than a quorum meeting at any time pursuant to notice, shall have power to adjourn from time to time until a quorum shall be present.

Section 6. The Chairman of the Board, or in his absence, the Vice-Chairman, shall preside at meetings of the membership, and the Secretary shall act as Secretary thereof, but should such officers not be present, their function may be performed by any of the members present, as chosen by those in attendance.

ARTICLE VI Board of Directors

Section 1. The affairs of this Association shall be managed by a Board of Directors composed of fifty-one members and all active past chairmen representing the person, partnership or corporation who is a member of the Association. No company may have more than one voting member on the Board of Directors. No director may be an Honorary Director and an active past chairman at the same time.

The fifty-one general directors shall be nominated from the membership at large and shall serve for terms of three years each, with seventeen directors being elected each year. Each division of the Association shall have at least one member on the Board of Directors. The President shall also serve as a non-voting, ex officio member of the Board of Directors.

The Nominating Committee shall make its recommendations to the full membership at each annual meeting relative to positions on the Board of Directors. In making its nominations, the Nominating Committee shall try to insure that the Board of Directors represents a good cross section of the members from a geographical, size of company, and type of operations perspective. It is also the responsibility of the Nominating Committee to insure that every division within the Association has at least one representative on the Board of Directors.

The Board of Directors is authorized to also name Honorary Directors. To be eligible for designation as an Honorary Director, an individual must have been a past director and must have made significant contributions to the Association and the industry over an extended period of time. If a person is approved by at least a two-thirds vote of the Board for designation as an Honorary Director, he or she is specifically invited to every Board function, but would not have voting rights.

Section 2. The Board of Directors shall have power, in addition to all others lawfully vested in them:

- a) To purchase or otherwise acquire, lease, sell, convey, transfer, or assign any property, rights, interests or privileges of the Association, upon such terms and conditions, and for such price as such Board sees fit.
- b) To employ a President upon such terms and conditions as said Board may see fit. Such appointment shall be made by a majority vote of the elected Board of Directors.
- c) To select and retain outside consultants and agents as the Board deems necessary upon such terms and conditions as the Board sees fit. Such appointment shall be made by a majority vote of the elected Board of Directors.
- d) To remove or suspend any of the above personnel, or all or any of the said officers of the Association by two-thirds vote of the elected Board, and said Board may delegate to any officer of the Association by resolution or to any committee or members of the Association, all or any of the powers stated in this section, or any part of such powers.
- e) To authorize the borrowing of money for Association purposes, as in the discretion of said Board seems fit, and for that purpose to execute or cause to be executed in the name of the Association such bills, notes or other evidences of debt as may be expedient.
- f) To establish branch offices or places of business for the carrying on of the business of this Association at any place within this state, or elsewhere.
- g) To elect the individuals who will serve as the Board of Directors of the Wisconsin Motor Carriers Foundation.

Section 3. If a Director, representing his or her company, terminates his or her employment with that company, the Director shall be replaced according to the provisions outlined in Section 6.

Section 4. A Director may resign at any time by filing a written resignation with the Secretary, and said resignation shall be effective from the filing thereof, unless a later date be fixed by its terms.

Section 5. The membership, at any special meeting called for such purpose, may remove from office any or all of the Directors, by a two-thirds vote of the members present.

Section 6. Vacancies on the Board of Directors, from any cause whatsoever, shall be filled by election by the Board of a successor or successors from among the qualified members of the Association, and the person or persons so elected shall serve until the next annual meeting of the membership.

Section 7. The Board of Directors shall meet annually, and from time to time, thereafter as herein provided:

- a) Annual meetings of the Board of Directors shall be held the same place as the annual membership meeting. At such meeting, any business may be transacted.
- b) Special meeting shall be held upon call of the President as directed by the Chairman of the Board or upon the written request of three (3) of the Directors; it shall be the duty of the President to give five (5) days' notice of such meeting to each Director personally or by mail as specified in Article V, Section 2. But meetings may be held at any time or place, all Directors being there and then in attendance and waiving notice and consenting to the holding thereof, and at such meetings, any business may be transacted which could have been transacted had notice regularly been given.

Section 8. The Chairman of the Board, and in his absence the First Vice-Chairman, shall preside at meetings of the Board of Directors, and the Secretary shall act as Secretary thereof, but in the absence of either or any of such officers, their functions may be performed by any members of the Board elected by those present.

Section 9. The regular order of business shall be:

- a) Call of the roll
- b) Reading of the minutes of the previous meeting
- c) Report of officers and committees
- d) Unfinished business
- e) New business

Section 10. Any Director who is absent from three or more Directors' meetings during a calendar year shall be removed from the Board and replaced according to provisions outlined in Section 6, Subject to concurrence of the Board.

Section 11. Executive Committee -- The Chairman of the Board may appoint an executive committee subject to the approval of the Board of Directors. This Executive Committee shall have the power to act on behalf of the Board of Directors as outlined in Article VI except that the powers conferred by Section 2 (b) of Article VI shall be retained by the Board of Directors, except that the Executive Committee may suspend the President until the next meeting of the Board. At any meeting of the Executive Committee, two-thirds of the duly appointed members shall constitute a quorum, and a two-thirds vote of the total membership of the committee shall be necessary for the adoption of any matter voted on by the committee.

Section 12. "Each voting member may designate another person from the same company to represent that director at any WMCA Board meeting as an alternate. Such alternate may, in the absence of the regular board member, vote and act in all affairs of the Board of Directors, but would not be eligible to hold office".

ARTICLE VII Officers

Section 1. The general officers of this Association shall be a Chairman of the Board, First Vice-Chairman, Second Vice-Chairman, Secretary, Treasurer, and President.

Section 2. The Chairman of the Board, First Vice-Chairman, Second Vice-Chairman, Secretary and Treasurer shall be elected annually at a regular meeting of the Board of Directors from the general membership of the Association excepting that the office of Chairman of the Board shall be elected from the members of said Board, and each of said officers hold office for the term of one year or until his successor is elected and qualifies.

Section 3. The Chairman of the Board shall preside at all meetings of the membership and the Board of Directors shall have general supervision of the affairs of the Association subject to the control of the Board of Directors, with the power to execute contracts and instruments generally on behalf of the Association, and he shall have such other duties as may from time to time be prescribed by these By-Laws or delegated to him by the Board of Directors. Committee appointments shall be made by the Chairman of the Board with the approval of the Board. Any interim committee appointment shall be approved at the subsequent meeting of the Board.

Section 4. The First Vice-Chairman shall discharge the duties of Chairman of the Board in the event of absence or disability, for any cause whatever, of the latter. In addition, the First and Second Vice Chairmen will perform such other duties as may from time to time be prescribed by these By-Laws or delegated to them by the Board of Directors.

Section 5. The Secretary shall keep a complete and permanent record of all proceedings of the membership meetings and meetings of the Board of Directors. He shall, in addition, have general charge of the books and records of the Association and shall safely and systematically keep all books, papers, records and documents belonging to the Association, or in any wise pertaining to the business thereof, and he shall countersign all deeds, leases, and conveyances executed by the Association and such other papers as he shall be directed to countersign by the Board of Directors.

Section 6. The Treasurer shall keep and account for all monies, credits and property of any and every nature of the Association, which shall come into his hands and keep an accurate account of all monies received and disbursed, and keep proper vouchers for monies disbursed, and he shall render such accounts, statements and inventories of monies received and disbursed and of monies and property on hand, and generally of all matters pertaining to this office as shall be required by the Board of Directors.

Section 7. The President shall be responsible for all management functions. He shall manage and direct all activities of the Association as prescribed by the Board of Directors and shall be responsible to the Board. He shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Association and fix their compensation within the approved budget. As President, he shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall, in his judgment, be in the best interests of the Association. The President shall be further authorized to act as a spokesman for the Association before the general public and any and all public bodies. Any elected officer of the Association may delegate to the President any duty of his elected office prescribed herein, except that such delegation shall not relieve the elected officer of the responsibility for the performance of such duty.

Section 8. Whenever the Board of Directors may so order, the offices of Secretary and Treasurer may be held by the same person.

Section 9. In the case of the absence or disability of any general officer of the Association, the Board of Directors may delegate his duties to one of the other officers or to a member of the Board of Directors, until the return or recovery of the absented or disabled officer.

ARTICLE VIII Compensation

Section 1. Directors and general officers, with the exception of the President, shall not be compensated for their services. The salary of the President shall be set by the Board of Directors. Expenses for the Directors and general officers may be permitted by the Board of Directors.

ARTICLE IX Dues

Section 1. Dues of members of this Association and any Division thereof shall be fixed from time to time by resolutions of the Board of Directors adopted at any regular or special meeting, of which ten (10) days' written notice by mail that such change will be considered at such meeting has been given to all Directors. Such dues shall be paid when due. Division dues shall first be approved by any Division.

Section 2. Each member of this Association shall, as requested by the Board, submit the information necessary to compute the membership dues. This information may include but is not limited to fleet miles traveled, fleet miles traveled in Wisconsin, number of units registered, gross system revenues, and gross Wisconsin intrastate revenues.

ARTICLE X Divisions

Section 1. In addition to the Divisions, groups, associations, bureaus, or organizations accepted for membership under Article III, Section 2 hereof, the members of this Association may, with the approval of the Board of Directors, organize and establish within this Association natural or geographical divisions which shall be known and referred to herein as Divisions of the Association.

Section 2. Each Division accepted to membership in this Association under Article III, Section 2 hereof, or formed under Section 1 of this Article shall file with the President a copy of its Articles of Incorporation and By-Laws, or if it is not incorporated, there shall be filed with the President a written statement of the purposes and plan of operation of said Division.

Section 3. Divisions may hold special meetings of their members but notices of such meetings and the purpose of the same must be served upon the President in person or by mail at least twenty-four (24) hours prior to the holding of any such meeting. The President of a duly selected agent may be present at all such meetings. This requirement is made to avoid any infractions of the Association's policies and to give such assistance as is helpful to each Division.

Section 4. No Division may take any action outside of the Association without prior approval of the Board of Directors of the Association, except such matters as are in the regular course of the regular business of the members of such Division. The activities of a Division shall be restricted to the consideration of problems of the industry which directly affect the Division, and no Division shall in any matter whatsoever commit the Association to any program or for any obligation.

ARTICLE XI Litigation

Section 1. No officer, employee, member or Division may enter into or foster litigation of any character in the name of the Association or any of its Divisions without the prior approval of the Board of Directors of the Association.

ARTICLE XII Legislation

Section 1. No member and/or Division of this Association shall engage in sponsoring any matter of a legislative nature without the prior approval of the Board of Directors of the Association. There is excepted from the provisions of this Section such matters as are necessary in the regular course of the member's business.

ARTICLE XIII
Penalties and Procedure

Section 1. The majority of the elected Board of Directors may impose such sanctions and such penalties as it sees fit against any member or Division that violates the provisions of the By-Laws, including expulsion from the Association.

Section 2. If the Board of Directors deems it necessary to apply Section 1, it shall provide the accused member or Division a fair opportunity to hear the charges and to present a defense against them by:

- a) Mailing by registered mail a statement of the charges.
- b) The statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors.
- c) Opportunity to appear in person or by representation to defend against any charges.

ARTICLE XIV
Affiliation by the Wisconsin Motor Carriers Association

Section 1. The Board of Directors is specifically authorized and empowered to affiliate this Association with other incorporated Associations if the object of the Association to be affiliated with be similar to the object of this Association as expressed in these By-Laws.

ARTICLE XV
Rules of Order

Section 1. Robert's "Rules of Order" shall be the preliminary authority of this Association.

ARTICLE XVI
Mode of Amendment

Section 1. These By-Laws may be amended at any time by an affirmative vote of two-thirds of the members of the Board of Directors present at any meeting called for that purpose, except that Article VI, Section 1, shall not be amended except by vote of the membership. The Board of Directors at any time, however, does have the authority to seat a representative on the Board for any newly formed division that has been approved in accordance with Article III, Section 2, of the By-Laws.