


WMCA BOARD OF DIRECTORS MEETING
LEO NAUMANN, CHAIRMAN
December 12, 2023 10:00 a.m.

AGENDA

 Welcome and Roll Call

 Secretary's Report

 Membership Report

 Financial Report and Foundation Report

 Safety Council Report

 Legislative Report

 Other Business

- 2023-24 Calendar Update
- 2024 Operating Budget
- Presentation by HNI

 ADJOURN/LUNCH

THANK YOU TO OUR HOST AND SPONSOR!



2023 MINUTES QUARTERLY WMCA BOARD OF DIRECTORS MEETING

September 19, 2023

Lambeau Field, Green Bay, Wisconsin

Chairman Leo Naumann called the Wisconsin Motor Carriers Association (WMCA) Board of Directors meeting to order at 4:21 p.m. on September 19, 2023 at Lambeau Field, Green Bay, Wisconsin. A quorum was present. Members had previously signed in at the Annual Business meeting prior to convening the WMCA Board of Directors meeting.

Secretary Jon Coca presented the minutes of the June 23, 2023 WMCA Board of Directors meeting which was approved as presented at the Annual Meeting.

The Membership Report, Treasurer's Report and Foundation Report were previously presented at the Annual Meeting and approved.

The Safety Report (WSMC), Legislative Report and President's Report were presented at the Annual Meeting.

A motion to approve and accept all reports was made by Marty Draxler and seconded by Bob Schmit. The motion carried.

The Nominating Committee Report was presented and approved at the Annual Meeting. The recommendation from the Annual Business Meeting was for the WMCA Board of Directors to approve the slate of candidates forwarded for consideration to serve on the WMCA Board of Directors and WMCA Foundation as well as approve the Wisconsin ATA VP and Alternate VP. (See the full list of candidates listed in the 2023 Minutes of the WMCA Annual Business Meeting).

Chairman Leo Naumann called three times for any other nominations from the floor. Hearing none, a motion to close nominations and approve the Nominating Committee Report as received from the Annual Meeting and approve all nominees en masse was made by Kurt Kruger and seconded by Bill Skinner. The motion carried.

It was announced that the location and date for the 2024 WMCA Convention are being worked on and will be announced in the near future.

The next WMCA Quarterly Board of Directors meeting will be hosted at HNI in New Berlin on December 12, 2023.

With no other business, a motion to adjourn was made by Marty Draxler and seconded by Carrie Legg. The meeting adjourned at 4:25 p.m.

MEMBERSHIP REPORT

December 12, 2023

Pauline Jaske, Reporting

Membership in the WMCA consists of **1,036** members in the following divisions:

	<u>Sept. 2023</u>	<u>Dec. 2023</u>
General	292	291
Allied	149	144
Movers	14	13
Milk	69	64
Tow	151	150
Coach	24	26
Independents	349	349
TOTAL:	1,048	1,036

Membership in the WMCA and all Divisions remains generally stable as we close out 2023.

The Membership Committee has done a great job this year of reaching out to members who may have fallen behind in their dues payments.

Thank you to those committee members and anyone else who has worked this year to keep our membership numbers in good condition.

This concludes the Membership report.

TREASURER'S REPORT
WMCA ANNUAL MEETING
December 12, 2023

Between October 1, 2023 and December 1, 2023 the WMCA had expenditures of \$108,937 and revenue of \$81,817 with an ending fund balance of \$100,445.

In regard to other WMCA accounts, as of December 1, 2023, the Political Action Committee (W-TON) account had a balance of \$23,087 and the Truckers for Wisconsin Fund had a balance of \$20,030.

The annual audit for fiscal year 2023 is currently being performed and the final report should be available in January for anyone who wishes a copy.

The 2024 proposed operating budgets for the WMCA and all Divisions will be reviewed later this morning. Those budgets along with the Balance Sheet and Profit and Loss Statement are included in your packet.

This concludes the Treasurer's report.

Wisconsin Motor Carriers Association
Profit Loss by Class
October 2022 through November 2023

	<u>Oct-Nov 2023</u>
Other Income/Expense	
Other Income	
Administrative Income	16,500.08
Contribution Income	1,481.70
Convention Income	11,650.50
Dues	40,178.55
Independent Operator Fees	5,040.00
Interest Income	1,672.18
Mover Dues	225.00
Seminar Income	4,020.00
Services Royalties	1,049.00
Total Other Income	<u>81,817.01</u>
Other Expense	
Office Services	570.00
Computer & Software Expense	145.40
Accounting Services	6,628.76
ATA-TAEC Expenses	87.96
Automobile Allowance	1,000.00
Banking Fees	195.31
Business Insurance	1,548.00
Convention Expenses	8,113.78
Golf Outing Expenses	140.00
Membership Dues/Subscriptions	673.92
Merchant Fees	1,683.79
Office Supplies	258.09
Payroll & Related	70,863.68
Pension Plan Admin Fees	408.50
Postage & Mailing Supplies	985.69
Rent	6,152.00
Seminar Expenses	578.85
Tailgate Expenses	518.64
Telephone & Internet	911.41
Thank A Trucker Expenses	5,000.00
Travel Expenses	1,785.40
Utilities	688.53
Total Other Expense	<u>108,937.71</u>
Net Other Income	<u>-27,120.70</u>
Net Income	<u><u>-27,120.70</u></u>

Wisconsin Motor Carriers Association
Balance Sheet
As of November 30, 2023

	Nov 30, 23
ASSETS	
Current Assets	
Checking/Savings	
Checking - General (OCB)	-8,779.13
Money Market - General (OCB)	101,615.44
Reserve Fund (OCB)	149,780.96
Petty Cash	276.50
Total Checking/Savings	242,893.77
Total Current Assets	242,893.77
TOTAL ASSETS	242,893.77
LIABILITIES & EQUITY	
Liabilities	
Accounts Payable	0.00
Total Liabilities	0.00
Equity	
Fund Balance	100,445.42
Unrestricted Net Assets	169,569.05
Net Assets With Restrictions	0.00
Net Income	-27,120.70
Total Equity	242,893.77
TOTAL LIABILITIES & EQUITY	242,893.77

**FOUNDATION REPORT
WMCA Board Meeting
December 12, 2023**

As of December 1, 2023 the balance in the WMCA Foundation account is \$79,502.

The Foundation provides grants up to \$1,000 to the truck driving diesel technician programs at our Wisconsin technical colleges, and makes an annual donation to Wisconsin Special Olympics through their Truck Convoy.

The 12th Annual Sport Shooting Clay event – the main source of revenue for the Foundation – is being planned and we're hoping for another record-breaking event. Please watch for more details in the WMCA newsletter and Web site for the June 2024 outing.

This concludes the Foundation Report.

2023 DECEMBER LEGISLATIVE REPORT

WMCA Board of Directors Meeting

December 12, 2023

HNI Risk Services, 16995 W. Cleveland Ave., New Berlin, Wisconsin

STATE LEGISLATION:

SB 613/AB 647: (Sen. Tomczyk /Rep. Gundrum) Limiting Non –Economic Damages from Motor Carriers

The bill sets a cap of \$1 million for non-economic damages that a person may recover in a civil action against a motor carrier. The purpose of the legislation is to address nuclear verdicts against trucking companies. The bill is in committee in both houses waiting to be scheduled for a public hearing.

SB 676/AB693 (Sen. Stroebel/Rep. Callahan) Eliminating References to Registered Weight for Commercial Motor Vehicles

The bill establishes uniformity in statute for both intrastate and interstate motor carriers and drivers by eliminating the term “registered weight” from state statutes and administrative code. This would align Wisconsin law with other states. Currently, if a Wisconsin-licensed driver is operating a vehicle or a combination of a vehicle and trailer without a CDL that was inadvertently registered at a weight exceeding 26,000 pounds, they would be guilty of a traffic crime if stopped by law enforcement and placed out of service roadside, requiring for the vehicle to be picked up or towed, and the DA is required to draft a criminal complaint along with a mandatory court appearance. The bill is currently in committee waiting to be scheduled for a public hearing.

SB 617/AB672: (Sen. James/Rep. Proschinske) Electric Vehicle License Plates

The bill provides distinctive registration plates or decals for hybrid and non-hybrid electric motor vehicles. The bill is in committee in both houses waiting to be scheduled for a public hearing.

SB549/SB581: (Sen. Stafsholt/Rep. Michalski) Grants to Technical Colleges for CDL Instructors

The bill provides a one-time grant of up to \$5,000 as a sign-on bonus for CDL instructors and the tech college is required to pay a retention bonus of \$5,000 to CDL instructors after 5 years of service. AB 549 passed the State Assembly 98-0 and is waiting to be scheduled for action in the Senate.

STATE LEGISLATIVE ISSUES:

Wisconsin Legislative Maps before the State Supreme Court:

A group of petitioners has filed a lawsuit with the Wisconsin Supreme Court challenging the State Assembly and Senate district maps. This occurred just one day after the seating of newly elected liberal Justice Protasiewics, which resulted in a liberal majority on the court. Oral arguments have been heard alleging that the district maps, drawn by the Republican majority, ensure a Republican majority, are gerrymandered, non-contiguous and violate the constitutional separation of powers because the previous conservative majority Supreme Court inserted itself into a redistricting dispute and accepted the current GOP-drawn maps. The lawsuit seeks to block the current legislative maps and order new maps for future elections. It is also seeking special elections for state senators elected under the current maps. This would result in all 33 senators running for election in 2024 versus only half of the senate running, as is the usual practice every two years. All 99 Assembly seats are up for election for 2024.

House Speaker Open Meeting Lawsuit Dismissed:

A Dane County judge dismissed an open meetings lawsuit filed against Assembly Speaker Robin Vos for seeking advice from former Wisconsin Supreme Court justices on the prospect of impeaching liberal Justice Protasiewicz, while not disclosing with whom he spoke with or any other details. Vos has called for Protasiewicz to recuse herself from the redistricting map case now before the Supreme Court because during her election campaign she stated that the maps were “rigged” and has a predisposed bias in the case.

Schimmel Announces Run for Wisconsin Supreme Court in 2025:

Conservative, Waukesha County Circuit Court Judge, Brad Schimmel, has announced his candidacy for the Wisconsin Supreme Court race in 2025. The former GOP Attorney General, who served during the Walker administration, will take on liberal Justice Ann Walsh Bradley for a 10-year term on the court.

Federal Funding for Truck Parking Expansion:

A coalition including the WMCA, ATA, National Tank Truck Carriers and Truckload Carriers Association sent a joint letter to Governor Tony Evers informing him of available grants for highway infrastructure improvements available from the federal government.

Besides familiar DOT funding streams, the letter pointed out that the Department of the Treasury recently confirmed the eligibility of unused COVID-19 funds awarded to states can now be used for infrastructure projects. The Governor was asked to give due consideration to using a portion of those monies for truck parking expansion. It was pointed out that according to the U.S. Department of Transportation (USDOT), 98 percent of truck drivers regularly experience difficulty finding safe parking, up from 75 percent just four years ago.

STATE TOP INDUSTRY ISSUES REPORT 2023:

The American Transportation Research Institute (ATRI) released its survey results for Wisconsin's trucking companies Top-10 priority issues.

1. Driver Retention

- Research and promote retention strategies.
- Conduct market research
- Evaluate the impact of health insurance and retirement benefits on retention.

2. Driver Shortage

- Expand interstate CDL eligibility to 18-20-year-old drivers.
- Support improving the trucking industry's image.
- Research why drivers are leaving trucking careers.

3. Economy

- Quantify impact of trucking operational costs on supply chain and the economy.
- Reform/repeal burdensome regulations that increase industry costs without benefits.
- Advocate for reshoring and near-shoring of equipment and parts manufacturing to reduce the reliance on international supply chains.

4. Lawsuit Abuse Reform

- Promote state-level reform to cap damages paid to plaintiffs in truck-involved crashes.
- Advocate for elimination of "phantom" medical damages.

5. CSA

- Work with FMCSA to update its carrier prioritization methodology, improve accuracy and enhance transparency in CSA.
- Encourage FMCSA to regularly review crash types for reclassification as non-preventable.
- Advocate for FMCSA to speed up the DataQ process by improving internal processes for reviewing Request for Data Reviews (RDRs).

6. Equipment/ Parts Shortages

- Analyze equipment costs, availability and how to improve response to future shortages.
- Investigate challenges and requirements for near-shoring and other truck parts sourcing practices.

7. Insurance Cost/Availability

- Advocate for lawsuit abuse reform to reduce nuclear verdicts and frivolous lawsuits.
- Develop a framework for potential upfront insurance premium reductions when drivers and carriers adopt proven safety technologies.

8. Fuel Prices

- Advocate for federal policies that stabilize fuel supply and minimize price increases.
- Research factors that affect fuel availability and pricing volatility.

9. Truck Parking

- Encourage local and regional governments to reduce regulatory burdens limiting construction and expansion of truck parking facilities.
- Advocate for federal funding to increase truck parking capacity at critical freight locations.
- Research the relationship between truck parking availability and highway safety.

10. Driver Compensation

- Research programs that financially incentivize drivers for retention, safety performance and fuel economy.
- Analyze driver compensation models and how they affect driver retention, productivity and satisfaction.

**Wisconsin Motor Carriers Association
 Profit & Loss Budget vs. Actual
 October 2021 through September 2022**

ALL ASSOCIATIONS

	Actual	Budget	Budget
	2022-2023	2022-2023	2023-2024
Other Income/Expense			
Other Income			
Administrative Income	97,000.44	97,000.00	99,000.00
Advertising	8,925.00	4,000.00	6,000.00
ATA Commissions	500.00	0.00	0.00
Association Meeting Income	1,750.00	3,000.00	3,000.00
Contribution Income	35,538.41	17,700.00	20,700.00
Convention Income	189,062.54	120,000.00	141,000.00
Diamond Club	51,500.00	55,000.00	50,000.00
Dues	397,141.85	380,000.00	392,500.00
Golf Outing Income	45,101.50	60,000.00	45,000.00
Independent Operator Fees	33,705.00	45,000.00	30,000.00
Interest Income	5,628.12	3,000.00	9,000.00
Miscellaneous Income	2,419.50	0.00	0.00
Mover Dues	2,947.50	3,000.00	3,000.00
NATMI Training Income	6,757.00	0.00	5,500.00
Postage Income	325.00	500.00	500.00
PSDC Income	37,067.41	26,000.00	30,000.00
Road Team Income	7,256.00	8,000.00	7,500.00
Safety Banquet Income	18,717.80	15,000.00	18,000.00
Seminar Income	12,404.00	5,000.00	10,000.00
Services Royalties	9,751.75	10,000.00	10,000.00
Sporting Clays Shootout	28,548.00	20,000.00	25,000.00
SWEF Visits	1,387.35	1,000.00	1,000.00
Tailgate Income	49,520.00	42,000.00	45,000.00
Thank A Trucker	5,250.00	4,000.00	4,000.00
Truck Driving Champ Income	36,583.09	24,000.00	32,000.00
Total Other Income	1,084,787.26	943,200.00	987,700.00
Other Expense			
Office Services	3,379.29	2,700.00	3,600.00
Computer & Software Expense	3,072.42	3,000.00	3,000.00
Accounting Services	47,720.25	48,000.00	51,000.00
Administrative Fees	97,000.44	97,000.00	99,000.00
Advertising & PR	558.88	600.00	600.00
Association Meetings	5,504.94	4,500.00	4,500.00
ATA-TAEC Expenses	4,660.62	7,500.00	7,000.00
Automobile Allowance	6,000.00	6,000.00	6,000.00
Awards & Prizes	250.00	0.00	0.00
Banking Fees	1,245.55	1,200.00	1,200.00
Business Insurance	9,301.39	10,000.00	10,000.00
Contributions & Scholarships	20,226.00	8,500.00	8,000.00
Convention Expenses	150,667.51	85,000.00	96,000.00
Convention Entertnmt/Speakers	8,888.14	599.00	599.00
Gifts	98.29	0.00	0.00
Golf Outing Expenses	25,833.15	40,000.00	40,000.00
IT Equipment & Maintenance	138.47	0.00	0.00
Lobbying Fees	1,179.70	0.00	0.00
Lobbying Licensing Fees	900.00	1,125.00	1,125.00
Membership Dues/Subscriptions	7,606.53	6,600.00	7,600.00
Merchant Fees	15,875.03	15,000.00	15,000.00
Miscellaneous Expense	0.00	100.00	0.00
Office Supplies	2,375.35	4,900.00	2,600.00
Payroll & Related	440,498.49	437,577.00	448,420.00

Wisconsin Motor Carriers Association
Profit & Loss Budget vs. Actual
 October 2021 through September 2022

<u>ALL ASSOCIATIONS</u>	Actual	Budget	Budget
	2022-2023	2022-2023	2023-2024
Pension Plan Admin Fees	1,634.00	1,800.00	1,800.00
Postage & Mailing Supplies	4,655.09	5,100.00	5,100.00
Professional Fees	600.50	0.00	0.00
PSDC Expenses	23,988.27	16,000.00	22,000.00
Rent	39,365.00	36,000.00	37,500.00
Road Team Expenses	9,153.99	1,500.00	7,000.00
Safety Banquet Expenses	23,215.45	14,000.00	18,000.00
Sales & Use, Property Taxes	656.27	615.00	615.00
Seminar Expenses	2,026.70	400.00	1,500.00
Sporting Clays	28,098.00	20,000.00	25,000.00
Tailgate Expenses	27,247.13	25,000.00	25,000.00
Telephone & Internet	3,747.85	5,500.00	3,500.00
Thank A Trucker Expenses	5,229.37	4,000.00	4,000.00
Travel Expenses	11,685.35	5,900.00	4,000.00
Truck Driving Champ Expenses	41,093.25	0.00	30,000.00
TDC WMCA Convention Registratio	349.75	0.00	0.00
Truck Tech Competition Expenses	0.00	24,000.00	0.00
Utilities	3,498.93	4,200.00	3,600.00
Washington D.C. Trip	0.00	2,000.00	2,000.00
Web Site	2,450.00	1,000.00	1,000.00
Total Other Expense	1,081,675.34	946,916.00	996,859.00
Net Other Income	3,111.92	-3,716.00	-9,159.00
Net Income	3,111.92	-3,716.00	-9,159.00

Wisconsin Motor Carriers Association Profit & Loss Budget vs. Actual

October 2021 through September 2022

WMCA

	Actual	Budget	Budget
	2022-2023	2022-2023	2023-2024
Other Income/Expense			
Other Income			
Administrative Income	97,000.44	97,000.00	99,000.00
Advertising	8,925.00	4,000.00	6,000.00
ATA Commissions	500.00	0.00	0.00
Association Meeting Income	1,750.00	3,000.00	1,500.00
Contribution Income	16,283.36	14,000.00	17,000.00
Convention Income	92,507.92	45,000.00	60,000.00
Diamond Club	51,500.00	55,000.00	50,000.00
Dues	332,788.60	315,000.00	330,000.00
Golf Outing Income	45,101.50	60,000.00	45,000.00
Independent Operator Fees	33,705.00	45,000.00	30,000.00
Interest Income	4,321.04	3,000.00	9,000.00
Miscellaneous Income	2,419.50	0.00	0.00
Mover Dues	2,947.50	3,000.00	3,000.00
Seminar Income	12,404.00	5,000.00	10,000.00
Services Royalties	9,751.75	10,000.00	10,000.00
Sporting Clays Shootout	28,548.00	20,000.00	25,000.00
Tailgate Income	49,520.00	42,000.00	45,000.00
Thank A Trucker	5,250.00	4,000.00	4,000.00
Total Other Income	795,223.61	725,000.00	744,500.00
Other Expense			
Office Services	3,379.29	2,700.00	3,600.00
Computer & Software Expense	3,072.42	3,000.00	3,000.00
Accounting Services	47,720.25	48,000.00	51,000.00
Advertising & PR	558.88	600.00	600.00
Association Meetings	2,927.10	4,000.00	3,000.00
ATA-TAEC Expenses	6,232.84	7,500.00	7,000.00
Automobile Allowance	6,000.00	6,000.00	6,000.00
Awards & Prizes	250.00	0.00	0.00
Banking Fees	1,245.55	1,200.00	1,200.00
Business Insurance	9,301.39	10,000.00	10,000.00
Contributions & Scholarships	500.00	1,000.00	500.00
Convention Expenses	94,170.65	40,000.00	45,000.00
Convention Entertnmt/Speakers	7,000.00	0.00	0.00
Gifts	98.29	0.00	0.00
Golf Outing Expenses	25,833.15	40,000.00	40,000.00
IT Equipment & Maintenance	138.47	0.00	0.00
Lobbying Licensing Fees	2,079.70	1,125.00	1,125.00
Membership Dues/Subscriptions	6,006.53	5,000.00	6,000.00
Merchant Fees	15,875.03	15,000.00	15,000.00
Miscellaneous Expense	0.00	100.00	0.00
Office Supplies	2,375.35	4,500.00	2,500.00
Payroll & Related	440,498.49	437,577.00	448,420.00
Pension Plan Admin Fees	1,634.00	1,800.00	1,800.00
Postage & Mailing Supplies	4,635.56	5,000.00	5,000.00
Professional Fees	575.50	0.00	0.00
Rent	39,365.00	36,000.00	37,500.00



Wisconsin Motor Carriers Association
Profit & Loss Budget vs. Actual

October 2021 through September 2022

WMCA

	Actual	Budget	Budget
	2022-2023	2022-2023	2023-2024
Sales & Use, Property Taxes	41.15	0.00	0.00
Seminar Expenses	2,026.70	400.00	1,500.00
Sporting Clays	28,098.00	20,000.00	25,000.00
Tailgate Expenses	27,247.13	25,000.00	25,000.00
Telephone & Internet	3,747.85	5,500.00	3,500.00
Thank A Trucker Expenses	5,229.37	4,000.00	4,000.00
Travel Expenses	8,707.40	2,400.00	1,000.00
Utilities	3,498.93	4,200.00	3,600.00
Washington D.C. Trip	0.00	2,000.00	2,000.00
Web Site	2,450.00	1,000.00	1,000.00
Total Other Expense	802,519.97	734,602.00	754,845.00
Net Other Income	-7,296.36	-9,602.00	-10,345.00
Net Income	-7,296.36	-9,602.00	-10,345.00

Wisconsin Motor Carriers Association
Profit & Loss Budget vs. Actual
 October 2021 through September 2022

<u>Milk Haulers</u>	Actual	Budget	Budget
	2022-2023	2022-2023	2023-2024
Other Income/Expense			
Other Income			
Contribution Income	902.75	1,000.00	1,000.00
Convention Income	13,220.00	11,000.00	11,000.00
Dues	13,032.25	14,000.00	13,000.00
Total Other Income	27,155.00	26,000.00	25,000.00
Other Expense			
Administrative Fees	15,600.00	15,600.00	15,600.00
Association Meetings	36.65	0.00	0.00
Convention Expenses	6,740.30	8,000.00	8,000.00
Membership Dues/Subscriptions	600.00	600.00	600.00
Professional Fees	25.00	0.00	0.00
Travel Expenses	528.76	500.00	500.00
Total Other Expense	23,530.71	24,700.00	24,700.00
Net Other Income	3,624.29	1,300.00	300.00
Net Income	3,624.29	1,300.00	300.00



Wisconsin Motor Carriers Association Profit & Loss Budget vs. Actual

October 2021 through September 2022

<u>Towing</u>	Actual	Budget	Budget
	2022-2023	2022-2023	2023-2024
Other Income/Expense			
Other Income			
Contribution Income	2,571.50	2,500.00	2,500.00
Convention Income	76,129.62	60,000.00	65,000.00
Dues	36,240.50	35,000.00	35,000.00
Total Other Income	114,941.62	97,500.00	102,500.00
Other Expense			
Administrative Fees	53,400.00	53,400.00	53,400.00
Association Meetings	428.57	0.00	0.00
Contributions & Scholarships	13,970.00	7,500.00	7,500.00
Convention Expenses	45,057.47	35,000.00	40,000.00
Convention Entertnmt/Speakers	1,888.14	599.00	599.00
Membership Dues/Subscriptions	1,000.00	1,000.00	1,000.00
Office Supplies	0.00	100.00	100.00
Travel Expenses	466.36	500.00	500.00
Total Other Expense	116,210.54	98,099.00	103,099.00
Net Other Income	-1,268.92	-599.00	-599.00
Net Income	-1,268.92	-599.00	-599.00



**Wisconsin Motor Carriers Association
 Profit & Loss Budget vs. Actual
 October 2021 through September 2022**

<u>Safety</u>	Actual	Budget	Budget
	2022-2023	2022-2023	2023-2024
Other Income/Expense			
Other Income			
Dues	5,643.00	8,000.00	6,500.00
Association Meeting Income	945.00	0.00	1,500.00
NATMI Training Income	6,757.00	0.00	5,500.00
Postage Income	325.00	500.00	500.00
PSDC Income	37,067.41	26,000.00	30,000.00
Road Team Income	7,256.00	8,000.00	7,500.00
Safety Banquet Income	18,717.80	15,000.00	18,000.00
SWEF Visits	1,387.35	1,000.00	1,000.00
Truck Driving Champ Income	36,583.09	24,000.00	32,000.00
Total Other Income	114,681.65	82,500.00	102,500.00
Other Expense			
Administrative Fees	17,800.44	17,800.00	17,800.00
Association Meetings	2,112.62	500.00	1,500.00
Office Supplies	0.00	300.00	0.00
Postage & Mailing Supplies	19.53	100.00	100.00
PSDC Expenses	23,988.27	16,000.00	22,000.00
Road Team Expenses	9,153.99	1,500.00	7,000.00
Safety Banquet Expenses	24,315.35	14,000.00	18,000.00
Sales & Use, Property Taxes	615.12	615.00	615.00
Travel Expenses	397.14	2,500.00	2,000.00
Truck Driving Champ Expenses	41,093.25	24,000.00	30,000.00
TDC WMCA Convention Registratio	349.75	0.00	0.00
Truck Tech Competition Expenses	0.00	0.00	0.00
Total Other Expense	119,845.46	77,315.00	99,015.00
Net Other Income	-5,163.81	5,185.00	3,485.00
Net Income	-5,163.81	5,185.00	3,485.00

Wisconsin Motor Carriers Association Profit & Loss Budget vs. Actual

October 2021 through September 2022

<u>Motorcoach</u>	Actual	Budget	Budget
	2022-2023	2022-2023	2023-2024
Other Income/Expense			
Other Income			
Contribution Income	515.00	200.00	200.00
Convention Income	7,205.00	4,000.00	5,000.00
Dues	9,437.50	8,000.00	8,000.00
Total Other Income	<u>17,157.50</u>	<u>12,200.00</u>	<u>13,200.00</u>
Other Expense			
Administrative Fees	10,200.00	10,200.00	12,200.00
Convention Expenses	3,599.19	2,000.00	3,000.00
Travel Expenses	13.47	0.00	0.00
Total Other Expense	<u>13,812.66</u>	<u>12,200.00</u>	<u>15,200.00</u>
Net Other Income	<u>3,344.84</u>	<u>0.00</u>	<u>-2,000.00</u>
Net Income	<u><u>3,344.84</u></u>	<u><u>0.00</u></u>	<u><u>-2,000.00</u></u>



Wisconsin Motor Carriers Association
Profit & Loss Budget vs. Actual
October 2021 through September 2022

<u>Warehouse</u>	<u>Actual</u>	<u>Budget</u>	<u>Budget</u>
	<u>2022-2023</u>	<u>2022-2023</u>	<u>2023-2024</u>
Other Income/Expense			
Other Expense			
Administrative Fees	0.00	0.00	0.00
Contributions & Scholarships	0.00	0.00	0.00
Total Other Expense	0.00	0.00	0.00
Net Other Income	0.00	0.00	0.00
Net Income	0.00	0.00	0.00

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.