

WMCA BOARD OF DIRECTORS MEETING
LEO NAUMANN, CHAIRMAN
June 12, 2024 10:00 a.m.

AGENDA

-  Welcome and Roll Call
-  Secretary's Report
-  Membership Report
-  Financial Report
-  Foundation Report
-  Safety Council Report
-  Legislative Report
-  Other Business
 - 2024 Calendar Update
-  ADJOURN/LUNCH

THANK YOU TO OUR HOST AND SPONSOR!



2024 MINUTES QUARTERLY WMCA BOARD OF DIRECTORS MEETING

March 20, 2024

Acuity Insurance, 2800 S. Taylor Drive, Sheboygan, Wisconsin

Chairman Leo Naumann called the Wisconsin Motor Carriers Association (WMCA) Board of Directors meeting to order at 10:00 a.m. on March 20, 2024 at Acuity Insurance corporate headquarters, 2800 S. Taylor Drive, Sheboygan, Wisconsin. A quorum was present. Members registered with a sign-in sheet. The chairman had attendees introduce themselves and their guests. The chairman also thanked Acuity Insurance for hosting the meeting.

The Minutes of the December 12, 2023 Board of Directors meeting was presented by Secretary Jon Coca. A motion to approve the minutes was made by Craig Wolf and seconded by Mike Cotter. The motion carried.

The Membership Report was presented by Susan Jaske. The membership in the WMCA consists of 969 members in the following divisions:

| | |
|------------------|-----|
| General Trucking | 289 |
| Allied | 141 |
| Movers | 15 |
| Milk | 66 |
| Tow | 157 |
| Coach | 26 |
| Independents | 275 |

Membership in the WMCA remains relatively stable but we do continue to see a significant decrease in the independent owner/operator division.

The Membership Committee is now meeting virtually monthly to discuss new ideas for membership and reviewing current membership recruitment efforts.

It was announced that long-time committee chair, Pauline Jaske, has stepped down as chair but remaining on the committee. Craig Zeller was voted in as the new chair by the committee.

The question was raised as for the reason for the drop in independent contractors and what were their numbers in March 2023. The answer given was the fluctuation in new members signed up with the HNI (Acrisure) special recruitment program that automatically enrolls new trucking related members with the WMCA but most of them don't renew their memberships after one year. There were 397 ICs in March 2023 and 1,103 total all members for the same time period.

A motion to adopt the Membership Report was made by Carrie Legg and seconded by Jon Coca. The motion carried.

The Treasurer's Report was presented by Mike Hribar, treasurer. Between October 1, 2023 and March 1, 2024, the WMCA had expenditures of \$308,978 and revenue of \$260,635 with an ending fund balance of \$103,390.

In regards to other WMCA accounts, as of March 1, 2024, the Political Action Committee (W-TON) account had a balance of 23,087 and the Truckers for Wisconsin Fund (conduit) had a balance of \$20,171.

A motion to approve the Treasurer's Report was made by Pauline Jaske and seconded by John Anderson. The motion carried.

The Foundation Report was presented by President Neal Kedzie in absence of committee chair Dave Batterman. As of March 1 the balance in the WMCA Foundation account is \$79,528.

The 12th Annual Sporting Clays Shoot fundraiser is scheduled for June 5th at Milford Hills. See the WMCA Truck Talk Express and Web site for more details.

In January and March of this year, communications were re-established with former officers of the Wisconsin Warehouse Association (WWA) to discuss the distribution of approximately \$66,000 of WWA funds currently held in a WMCA segregated account. A tentative agreement has been reached to distribute the money to six Wisconsin technical colleges for the purpose of scholarships for students enrolled in Supply Chain Management degrees.

A motion to approve the Foundation Report was made by Pauline Jaske and seconded by Terry Reed. The motion carried.

The Safety Management Report was presented by Kim Conratt, WMCA Safety Programs Coordinator.

- Wisconsin Safety Management Council (WSMC) has all future seminars listed on our WMCA webpage from now through December.
- Wisconsin Road Team is once again sponsored by JJ Keller & Associates and Great West Casualty. Of the twenty Team Captains, four are new. A training day was held on January 26 in Madison.
- Wisconsin Truck Driving Championships & Truck Tech Championships (WTDC/WTTC) are being held at Fox Valley Technical College on May 17 & 18. Susan Jaske and Rob Durham are working hard to get contestants for the WTTC as well as sponsors and cash prize donations.
- President's Safe Driver Club had 1,929 drivers nominated this year. Events were held at the Wilderness Resort in Wisconsin Dells and the Osthoff Resort in Elkhart Lake. Next year's events will be at Chula Vista in Wisconsin Dells and Lambeau Field in Green Bay.
- Safety Banquet/Driver of the Year was held at the Osthoff Resort in Elkhart Lake. Danny Tankersley with WEL Companies was the 2023 Driver of the Year. Three Highway Hero Awards were presented to: Russell Peasley (Brakebush Transportation), Troy Porter (Your Town Transport) and Andrew Menoff (West Bend Transit).

- Safety Director of the Year nominations are now open.
- Thank a Trucker 10-4 will take place on October 4 at Kwik Trip in Sommers, Wisconsin.
- North American Transportation Management Institute (NATMI) certification course will be offered by WMCA at Truck Country, De Forest on June 10 – 14. More information can be found on the WMCA website. Kim Conradt will be in Denver for training to teach the NATMI course in the future.
- Trooper in a Truck will be held during the second week of July on the 10th in Madison and the 11th in Green Bay.
- Safety Weight Enforcement Facilities (SWEF) visits are scheduled for April, May, June, September and October. See the WMCA website for details.

The Legislative Report was presented by Neal Kedzie, WMCA President

STATE LEGISLATION:

The Wisconsin State Legislature has adjourned for the 2023-24 session. All legislation not taken up by the two houses are now dead. Those bills enrolled (passed by both houses) are now waiting action by the governor to either pass or veto. Any bills before the governor that are not acted on become law without the governor's signature.

SB 613: Setting a cap of \$1 million on non-economic damages involving a CMV passed both houses. This was the WMCA's marquee bill for the session and is aimed at preventing "nuclear" verdicts against trucking companies. A coalition of twenty business organizations was in support of the legislation. Unfortunately, it is expected to be vetoed by the governor.

SB 247: Establishes a CDL training grant to persons and entities that provide CDL training. The program sunsets on July 1, 2025. The bill passed both houses and is expected to be signed into law on March 21.

SB 313: Increases penalties for not stopping for a school bus with red flashing lights. Forfeitures are raised from current \$300 to \$1,000 and DOT assesses three demerit points. Passed both houses and awaiting action by the governor.

SB 431: Authorizes DOT to issue OSOW permits up to 98,000 pounds and includes liquid whey and whey byproducts in the definition of fluid milk product. Passed both houses and is expected to be signed into law.

SB 617: Requires DOT to issue registration plates or decals for identifying hybrid and non hybrid electric motor vehicles as Evs. Passed both houses and awaiting action by the governor.

SB 581/AB 549: Provides a one-time grant up to \$5,000 as a hiring bonus for technical college instructors teaching manufacturing and CDL classes. AB 549 was passed by the Assembly and the companion bill passed out of the Senate committee but was not taken up by the Senate. Both bills are dead.

SB 676/AB 693: Removes the restrictive reference to “registered weight” in the statutory definition of commercial motor vehicle (CMV) and from a section of DOT administrative rules pertaining to exemptions. The Wisconsin State Patrol has advocated for this change for nearly twenty years. The bills had a public hearing but no executive action. Both bills are dead.

SB 89/ AB 88: Deposits a percentage of the sales tax from the sale of motor vehicles, motor vehicle parts and services into the transportation fund over a fifteen year period and caps at 50%. Neither bill had a hearing and is now dead.

Income and Retiree Tax Cuts totaling nearly \$800 million were vetoed by the governor.

STATE ELECTIONS:

Governor Evers signed new legislative maps into law. The previous maps were ruled unconstitutional by the liberal-leaning Wisconsin Supreme Court. The new maps, which go into effect for elections this fall, were drawn by the governor and approved by the GOP majority legislature instead of letting the court draw new maps that would likely have a more Democrat lean to them. Republicans currently have a 64-35 majority in the Assembly and a 22-10 majority in the Senate. The upcoming elections are expected to greatly reduce the Republican majorities in both houses.

Congressional Maps Challenge: The Wisconsin Supreme Court rejected a Democrat lawsuit that would have force the redrawing of Wisconsin’s eight congressional districts.

Speaker Vos Recall Effort: Supporters of former president Donald Trump attempted to recall Assembly Speaker, Rep. Robin Vos. The Elections Commission determined that the recall organizers fell short of the number of signatures required triggering a recall election.

Congressman Gallagher Retiring: U.S. Rep. Mike Gallagher (R- Dist. 8) announced his retirement after nearly seven years. Republicans running to replace him are current Sen. Andre Jacque and former state senator Roger Roth. At this time no Democrats have filed to run.

Hovde vs. Baldwin: Banker and real estate developer, Eric Hovde has entered the U.S. Senate race to unseat long-time incumbent Tammy Baldwin. Hovde last ran for the same Senate seat in 2012 and lost the primary election to Tommy Thompson. Baldwin went on to win the election.

MISCELLANEOUS:

State Supreme Court Drop Box Lawsuit: The State Supreme Court is fast-tracking oral arguments in a lawsuit filed by a national Democratic law firm, seeking to legalize absentee ballot drop boxes in Wisconsin. The previous conservative Supreme Court banned their use less than two years ago.

WMCA Call on Washington (COW): The WMCA COW will take place May 7-8. Several board members who are COW veterans addressed the board touting the importance of meeting one-on-one with our congressional representatives as well at the ATA and FMCSA.

FEDERAL ISSUES:

Reboot of the SAFE Driver Pilot Program: The U.S. House and Senate passed the 2024 transportation funding bill which included provisions to help the languishing Safe Driver Apprenticeship Program (SDAP) get back on track. The pilot is a three-year mentor program for truck driver 18-20 years old that when completed would allow them to drive interstate. The program was capped at 3,000 participant drivers but only three dozen have enrolled.

The reason for the low enrollment by trucking companies is because of unnecessary requirements like registering their programs with the U.S. Department of Labor and equipping trucks with inward-facing cameras. These have now been removed from the requirements and get back to original intent.

OTHER BUSINESS:

The 2024 Events Calendar Update was presented by Maddie Minik, Events & Communications Coordinator. Of importance is the upcoming WMCA Board of Directors Summer Outing on June 11 in Reedsburg, Wisconsin. Golf is being arranged at the Reedsburg Country Club. Sponsors are being sought for the reception and dinner that evening.

Acuity made an announcement that there was no formal presentation for today's board meeting but a tour of the facilities was available after lunch.

Marketing Committee Proposal: Mandi Hinrichs asked the board to consider forming a marketing committee to assist staff and the membership committee with the promotion of the WMCA in an effort to draw new members. After a short discussion a motion was made by Pauline Jaske and seconded by Zach Trepanier to establish a marketing committee and appoint Mandi Hinrichs as chair. The motion carried.

Sparta Rest Area/Wrightstown SWEF: Neal Kedzie reported on his attending the news conference as a speaker celebrating the \$8 million federal grant awarded to the WisDOT to reconstruct the Safety Rest Area near Sparta, Wisconsin. Key to project will be the expansion for truck parking from 16 current spaces to 70 spots. Ramps, pavement, new lighting and updated ADA-compliant restrooms will also be part of the rebuild. Bill Skinner and Tim Kordula, Skinner Transfer Corp. were also in attendance. Three Road Team Captains were also at the event with their trucks and were guest speakers. They were Raj Deerpalsing (Kwik Trip), Wes Radtke (Skinner Transfer) and Deb Nisbit (Skinner Transfer).

Neal Kedzie also reported that he had sent a letter of support by the WMCA for a WisDOT federal grant application to reconstruct and expand the Wrightstown SWEF and relocate the State Patrol NE Regional Headquarters from Fond du Lac to Wrightstown. The project, if the grant is awarded, would add 35 parking spaces, new lighting, 24/7 restrooms, a virtual weigh station on south-bound I-41 and have a new two-story DSP headquarters building.

Attorney Westley Webinar Proposal: Neal Kedzie reported that trucking attorney, Dick Westley has offered to put on a one-hour webinar on the subject of subchapter 5 of Chapter 11. The board by a straw poll decided to decline the offer.

Truckers Against Trafficking (TAT) Event - Green Bay: Susan Jaske reported on the recent TAT Coalition Build that she attended at Schneider's conference center, The Grove, located on their headquarters property in Green Bay. The event was co-organized by Kim Conradt. Neal Kedzie was also in attendance and spoke on behalf of the WMCA.

Narcan Kits Project: John Anderson reported that the Fort Atkinson Lions Club has been working on securing narcan kits for emergency drug overdose victims. If interested in more information contact John.

The next WMCA quarterly board meeting will be June 12 and hosted by Skinner Transfer Corporation at their new CDL training facility in Reedsburg, Wisconsin.

Chairman Naumann once again thanked Acuity Insurance for hosting the meeting.

With no further business, a motion to adjourn was made by Pauline Jaske and seconded by Zach Trepanier. The meeting was adjourned at 11:26 a.m.

MEMBERSHIP REPORT

June 12, 2024

Craig Zeller, Reporting

Membership in the WMCA consists of **934** members in the following divisions:

| | <u>March 2024</u> | <u>June 2024</u> |
|---------------|-------------------|------------------|
| General | 289 | 287 |
| Allied | 141 | 139 |
| Movers | 15 | 13 |
| Milk | 66 | 67 |
| Tow | 157 | 160 |
| Coach | 26 | 26 |
| Independents | 275 | 242 |
| TOTAL: | 969 | 934 |

Membership in the WMCA and all Divisions remains generally stable but we do continue to see a significant decrease in the independent owner/operator division.

One member of note, UPS, decided not to renew its membership this year due to financial constraints. This is not unique to Wisconsin, as the company is discontinuing memberships with many of its state trucking associations.

The Membership Committee is now meeting virtually monthly to discuss new ideas for membership and review current membership recruitment efforts.

This concludes the Membership report.

TREASURER'S REPORT
WMCA ANNUAL MEETING
June 12, 2024

Between October 1, 2023 and June 1, 2024, the WMCA had expenditures of \$479,727 and revenue of \$452,916 with an ending fund balance on June 1st of \$270,102.

In regards to other WMCA accounts, as of June 1, 2024, the Political Action Committee (W-TON) account had a balance of \$23,587 and the Truckers for Wisconsin Fund had a balance of \$20,572.

This concludes the Treasurer's report.

Wisconsin Motor Carriers Association
Profit Loss by Class
October 2023 through May 2024

| | <u>Oct 2023-May 2024</u> |
|-------------------------------|--------------------------|
| Other Income/Expense | |
| Other Income | |
| Administrative Income | 66,000 |
| Advertising | 3,000 |
| ATA Commissions | 7,030 |
| Association Meeting Income | 750 |
| Contribution Income | 7,627 |
| Convention Income | 14,851 |
| Diamond Club | 45,000 |
| Dues | 218,277 |
| Golf Outing Income | 14,625 |
| Independent Operator Fees | 17,094 |
| Interest Income | 6,756 |
| Miscellaneous Income | 500 |
| Mover Dues | 2,058 |
| Seminar Income | 8,713 |
| Services Royalties | 2,862 |
| Sporting Clays Shootout | 16,028 |
| Tailgate Income | 21,745 |
| Total Other Income | <u>452,916</u> |
| Other Expense | |
| Office Services | 2,280 |
| Computer & Software Expense | 2,920 |
| Accounting Services | 37,324 |
| Association Meetings | 373 |
| ATA-TAEC Expenses | 4,482 |
| Automobile Allowance | 4,000 |
| Banking Fees | 782 |
| Business Insurance | 10,421 |
| Contributions & Scholarships | 500 |
| Convention Expenses | 11,905 |
| Golf Outing Expenses | 140 |
| Membership Dues/Subscriptions | 7,892 |
| Merchant Fees | 15,049 |
| Office Supplies | 2,631 |
| Payroll & Related | 314,527 |
| Pension Plan Admin Fees | 1,149 |
| Postage & Mailing Supplies | 3,798 |
| Professional Fees | 10 |
| Rent | 24,608 |
| Sales & Use, Property Taxes | 42 |
| Seminar Expenses | 2,319 |
| Sporting Clays | 245 |
| Tailgate Expenses | 16,726 |

Wisconsin Motor Carriers Association

Profit Loss by Class

October 2023 through May 2024

| | <u>Oct 2023-May 2024</u> |
|--------------------------|--------------------------|
| Telephone & Internet | 2,321 |
| Thank A Trucker Expenses | 5,000 |
| Travel Expenses | 5,319 |
| Utilities | 2,967 |
| Total Other Expense | <u>479,727</u> |
| Net Other Income | <u>-26,811</u> |
| Net Income | <u><u>-26,811</u></u> |

Wisconsin Motor Carriers Association
Balance Sheet
As of May 31, 2024

| | <u>May 31, 24</u> |
|---------------------------------------|-----------------------|
| ASSETS | |
| Current Assets | |
| Checking/Savings | |
| Checking - General (OCB) | -13,467 |
| Money Market - General (OCB) | 103,671 |
| Reserve Fund (OCB) | 152,810 |
| Petty Cash | 277 |
| Total Checking/Savings | <u>243,291</u> |
| Total Current Assets | <u>243,291</u> |
| TOTAL ASSETS | <u><u>243,291</u></u> |
| LIABILITIES & EQUITY | |
| Equity | |
| Fund Balance | 270,102 |
| Net Income | -26,811 |
| Total Equity | <u>243,291</u> |
| TOTAL LIABILITIES & EQUITY | <u><u>243,291</u></u> |

FOUNDATION REPORT
WMCA Board Meeting
June 12, 2024

As of June 1, 2024 the balance in the WMCA Foundation account was \$77,561.

The Foundation provides grants to the truck driving diesel technician programs at Wisconsin technical colleges, as well as a donation this year to the Fleet Maintenance Council of Southeast Wisconsin, and an annual donation to Wisconsin Special Olympics Truck Convoy.

The 12th Annual Sport Shooting Clay event was held on June 5th at Milford Hills and it was another successful outing. The preliminary revenue numbers are very strong so we're hoping for a solid net after all the expenses are determined.

Recently, WMCA staff and the former officers of the Wisconsin Warehouse Association came to an agreement on the disbursement of \$66,000 held in a WMCA segregated account.

Those funds will be redirected to six Wisconsin technical schools to be utilized as scholarships for Supply Chain Management students. The funds will be transferred to the WMCA Foundation on or around July 1st, which then will make one-time contributions to each school in equal amounts.

This concludes the Foundation Report.

2024 LEGISLATIVE REPORT

WMCA Board of Directors Meeting

June 12, 2024

Skinner Driven CDL Training Facility, Reedsburg, Wisconsin

STATE LEGISLATION:

The WMCA and its working partners has already begun to strategize on action steps for reintroducing SB 613 during the next session the state legislature when it reconvenes in 2025.

SB 613 would have put a cap of \$1 million on non-economic damages for verdicts involving CMVs. The bill, which was vetoed by Governor Evers, was championed by the WMCA and supported by a coalition of twenty business groups.

The authors of the bill have been contacted and are interested in redrafting the bill next session. Work will continue over the next several months. Outcomes of the November elections, which will determine which political parties will be in the control of the Assembly and Senate, will also factor into the strategy post-election.

STATE ELECTIONS:

June 3 was the deadline for filing candidate papers for State Assembly and Senate races. More than 300 candidates filed to run for 99 Assembly districts and 16 Senate districts. Only half of the Senate seats are up for election.

As a result of the new legislative maps signed into law this session, 15 lawmakers in the Assembly were paired together with a fellow lawmaker of the same political party, meaning 30 State Reps faced the prospect of running against a colleague, moving or retiring. In the Senate, this happened in 6 districts with three paired in the 30th Senate district. Only 11 members of the state legislature have no major party opposition. 22 Republicans and 4 Democrats are facing a primary.

Speaker Vos Recall Update:

Those seeking to recall Robin Vos have filed a suit in a northeastern Wisconsin court to force the Wisconsin Elections Commission to declare that the group is properly seeding to recall him in what was his old Assembly district prior to the adoption of the new Wisconsin legislative district maps.

The latter maps don't take effect until the fall and the state Supreme Court has barred further use of the old ones. Due to that, there are no incumbents under the new maps that could be recalled under state law.

MISCELLANEOUS:

Call on Washington (COW):

WMCA members flew to Washington D.C. for our annual Call on Washington. Indiana and New York Trucking Associations were also in D.C. at that time. Attendees met with the ATA, FMCSA and our Wisconsin congressional delegation to advocate on behalf of the trucking industry.

Wisconsin attendees included: Dan Johnson (WMCA V.P.), Jon Coca and Ryan Doran (Diamond Transportation System, Susan Jaske (Fairway Transit), Zach Trepanier (Acrisure), Tim Kordula (Skinner Transfer Corp.), Dave Batterman (North Central Utility) and Pam Jones (Central Analysis Bureau). WMCA president, Neal Kedzie, was unable to attend due to a family medical emergency.

ATRI Priorities 2024:

The American Transportation Research Institute (ATRI) has announced its top research priorities for 2024. They are:

- Identifying new pathways to trucking careers using data on changing demographic trends.
- Update the 2020 ATRI study on the Impacts of nuclear verdicts and investigate how they affect insurance premiums, what factors contribute to nuclear verdicts as well as potential impacts from state-level lawsuit abuse reform legislation passed in recent years.
- Comprehending the scope of cargo theft in the U.S.
- Calculating the cost of truck bottlenecks.
- Federal Excise Tax (FET) cost-benefit analysis.

CVSA Brake Safety Week:

The Commercial Vehicle Safety Alliance (CVSA). has announced that this year's Brake Safety Week is scheduled for August 25-31. In addition to reporting inspections and brake-related out-of-service violations to CVSA, inspectors will also capture and provide data on brake lining/pad violations.

Marijuana Reclassification of Marijuana:

Federal action aimed at easing restrictions on marijuana under the Controlled Substances Act "may have considerable negative consequences for highway safety and safety-sensitive industries," the American Trucking Associations (ATA) claims.

On May 21 a notice of proposed rulemaking from DOJ and the Drug Enforcement Administration (DEA) was issued seeking comment on rescheduling marijuana from a Schedule I to a Schedule III controlled substance. The change would not legalize the drug but would lessen the penalties.

Because the federal government tests safety-sensitive workers for only Schedule I or II controlled substances, ATA is concerned that being a Schedule III substance will preclude testing for all professional drivers and transportation workers as part of the DOT testing program, thus increasing the potential for impaired drivers operating on our nation's highways.

As of March, marijuana represented nearly 60% of positive employer drug tests of regulated truck drivers reported to the FMCSA's Drug and Alcohol Clearinghouse.

DOJ and DEA say that if marijuana is transferred into Schedule III it would remain subject to applicable criminal prohibitions of the FMCSA's Compliance, Safety, Accountability (CSA). Comments on the proposal are due July 22.

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.