

WMCA BOARD OF DIRECTORS MEETING
DAVE BATTERMAN, CHAIRMAN
December 16, 2024
Truck Country, Deforest, WI

AGENDA

-  Welcome and Roll Call
-  Secretary's Report
-  Membership Report
-  Financial Report
-  Foundation Report
-  Safety Council Report
-  Legislative Report
-  Other Business
 - 2025 Operating Budget
 - 2025 Calendar Update
-  Next Meeting – March 5, 2025
-  ADJOURN



2024 MINUTES QUARTERLY WMCA BOARD OF DIRECTORS MEETING

September 13, 2024

The Osthoff Resort, Elkhart Lake, Wisconsin

Acting Chairman Dave Batterman called the quarterly WMCA Board of Directors meeting to order at 12:01 p.m. on September 13, 2024 at The Osthoff Resort, Elkhart Lake, Wisconsin. The attendance sheet used for the Annual Business Meeting was used for the quarterly WMCA Board Meeting. A quorum was present.

Neal Kedzie presented the minutes of the June 12, 2024 WMCA Board of Directors meeting which were presented at the Annual Business Meeting and approved.

The Membership Report, Treasurer's Report and Foundation Report were also presented at the Annual Business Meeting and approved. A motion to approve the reports received from the Annual Business Meeting was made by Carrie Legg and seconded by Terry Reed. The motion carried.

The Nominating Committee Report was presented at the Annual Business Meeting and approved. The recommendation from the Annual Business Meeting is for the WMCA Board of Directors to approve the slate of candidates forwarded for consideration to serve on the WMCA Board of Directors, WMCA Foundation Board, Executive Committee Officers of the WMCA and the Wisconsin ATA State VP and Alternate State VP. Chairman Dave Batterman 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 Business Meeting and approve all nominees en masse was made by Carrie Legg and seconded by Terry Reed. The motion carried.

It was announced that a location and date for the 2025 WMCA Convention is being worked on and will be announced soon. The next meeting of the WMCA Quarterly Board of Directors will be in December and hosted by Truck Country in DeForest. The date will be announced in the near future.

With no further business, a motion to adjourn was made by Carrie Legg and seconded by Terry Reed. The meeting adjourned at 12:05 p.m.

MEMBERSHIP REPORT

December 16, 2024

Craig Zeller, Reporting

Membership in the WMCA consists of **883** members in the following divisions:

	<u>Sept 2024</u>	<u>Dec 2024</u>
General	287	282
Allied	141	136
Movers	14	14
Milk	66	66
Tow	156	158
Coach	26	24
Independents	231	203
TOTAL:	921	883

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, which is affecting the overall number.

The Membership Committee meets on a monthly basis to discuss new efforts for recruitment and well as ideas to retain current members.

In addition, the Committee has approved two initiatives to recruit new members and retain current members. The initiatives will provide members with added benefits and perks which may be used throughout the calendar year. It also creates membership levels based on the number of years in the WMCA.

More information can be found on the WMCA Web site at witruck.org/levels.

This concludes the Membership report.

TREASURER'S REPORT
WMCA BOARD MEETING
December 16, 2024

Between October 1, 2023, and December 1, 2024, the WMCA had total expenditures of \$120,146 and total revenue of \$84,205 with an ending fund balance of \$192,947.

In regards to other WMCA accounts, as of December 1, 2024, the Political Action Committee (W-TON) account had a balance of \$33,785 and the Truckers for Wisconsin Fund had a balance of \$20,919.

The WMCA is finishing the year with a positive financial standing, however there are challenges such as membership retention and recruitment that may affect overall revenue, along with increased costs from venues which may affect overall expenses.

WMCA staff have implemented programs to increase revenue and mitigate expenses as best as possible and will continue to do so in 2025.

This concludes the Treasurer's report.

Wisconsin Motor Carriers Association

Profit Loss by Class

October through November 2024

	<u>Oct-Nov 2024</u>
Other Income/Expense	
Other Income	
Administrative Income	16,833.42
Contribution Income	1,951.49
Convention Income	15,365.00
Dues	38,569.95
Independent Operator Fees	1,400.50
Interest Income	1,343.16
Mover Dues	225.00
Seminar Income	2,875.00
Services Royalties	117.00
Tailgate Income	2,875.00
Thank A Trucker	650.00
Truck Driving Champ Income	2,000.00
Total Other Income	<u>84,205.52</u>
Other Expense	
Office Services	570.00
Accounting Services	5,066.88
Association Meetings	10,091.83
Automobile Allowance	1,000.00
Banking Fees	196.80
Business Insurance	1,548.00
Convention Expenses	7,106.22
Golf Outing Expenses	1,140.70
Membership Dues/Subscriptions	2,267.01
Merchant Fees	2,899.83
Office Supplies	1,107.44
Payroll & Related	72,723.86
Pension Plan Admin Fees	125.00
Postage & Mailing Supplies	1,190.97
Rent	6,152.00
Seminar Expenses	64.28
Tailgate Expenses	526.93
Telephone & Internet	620.82
Thank A Trucker Expenses	4,160.26
Travel Expenses	986.19
Utilities	601.84
Total Other Expense	<u>120,146.86</u>
Net Other Income	<u>-35,941.34</u>
Net Income	<u><u>-35,941.34</u></u>

Wisconsin Motor Carriers Association

Balance Sheet

As of November 30, 2024

	<u>Nov 30, 24</u>
ASSETS	
Current Assets	
Checking/Savings	
Checking - General (OCB)	-15,732.46
Money Market - General (OCB)	39,080.76
Reserve Fund (OCB)	165,986.83
Petty Cash	276.50
Total Checking/Savings	<u>189,611.63</u>
Total Current Assets	<u>189,611.63</u>
TOTAL ASSETS	<u>189,611.63</u>
LIABILITIES & EQUITY	
Liabilities	<u>0.00</u>
Accounts Payable	<u>0.00</u>
Total Liabilities	0.00
Equity	
Fund Balance	192,947.36
Unrestricted Net Assets	32,605.61
Net Assets With Restrictions	0.00
Net Income	<u>-35,941.34</u>
Total Equity	<u>189,611.63</u>
TOTAL LIABILITIES & EQUITY	<u>189,611.63</u>

WMCA FOUNDATION REPORT
WMCA Board Meeting
December 16, 2024

As of December 1, 2024, the balance in the WMCA Foundation account was \$94,250.

The Foundation provides grants up to \$1,500 to the truck driving diesel technician programs at the Fox Valley, Chippewa Valley, Waukesha County and Milwaukee Area technical colleges, and donations to Wisconsin Special Olympics.

In addition, the Foundation provided a total of \$66,000 to six Wisconsin Technical Colleges for Supply Chain Management scholarships. Each school received \$11,000 from the Wisconsin Warehouse Association upon its dissolution.

We thank the officers and members of the Warehouse Association for their generous contribution and hope their legacy continues through these new scholarships.

This concludes the Foundation Report.

2024 DECEMBER LEGISLATIVE REPORT

WMCA Board of Directors Meeting

December 16, 2024

Truck Country, 5000 Cake Parkway, De Forest, Wisconsin

State Elections:

The statewide general election was held on November 5, 2024 utilizing the newly enacted legislative district maps drawn by Governor Tony Evers. The elections resulted in Democrats gaining 10 seats in the Assembly and 3 seats in the Senate. There are 31 new State Representatives, with Republicans retaining their Assembly majority by a margin of 54 – 44. In the Senate, 6 new Senators were elected. Republicans continue to be in the majority by an 18 – 15 margin.

In caucus leadership elections, Rep. Robin Vos was once again voted in as Assembly Speaker and Sen. Devon LeMahieu retained his position as Senate Majority Leader. Legislative leaders will have a bigger challenge the session passing bills with only 2 no votes in the Senate and 6 in the Assembly needed to kill a bill. Both the Assembly and Senate majorities will be forming legislative committees and assigning chairpersons by mid-December, including members serving on the Joint Finance Committee.

State Budget:

State agencies have submitted their budget requests to the Governor. The Governor is expected to release his budget proposal for the 2025-2026 biennium sometime in late January or early February. The state ended its fiscal cycle with a \$4.6 billion surplus. Both parties are deciding how to deal with the surplus revenues. Republicans are focused on middle class tax cuts and Democrats are hoping to direct more money toward education.

WisDOT Deputy Secretary:

Scott Lawry has been appointed to serve as WisDOT Deputy Secretary, replacing Kristina Boardman who was appointed as WisDOT Secretary in September. Lawry previously held various positions in the DOT.

Wisconsin Supreme Court Election:

Candidates running for the Wisconsin Supreme Court have until January 1, 2025 to file candidacy papers. To date only liberal Dane County Circuit Court Judge Susan Crawford and conservative Waukesha County Circuit Court Judge and former Republican attorney general, Brad Schimmel, have entered the race. Liberals currently hold a 4-3 majority on the court.

Wisconsin Rest Areas Receive Federal Grants:

USDOT has awarded Wisconsin \$12.5 million to replace Rest Area 51 Maribel and Rest Area 52 Denmark facilities along I-43 in Manitowoc County, increasing the availability of safe truck parking facilities between Green Bay and Chicago.

Transportation Projects Commission (TPC):

Created in 1983, the TPC is a 15-member commission made up of legislators and citizens that review major highway candidate projects and make recommendations to the Governor and the legislature regarding projects to be “enumerated” for inclusion in the next two-year state budget. One of the major projects being considered is the upgrade of the I-39/90/94 route between Madison and the Wisconsin Dells. \$100 billion of freight travels along this route annually, with heavy trucks accounting for nearly 25% of daily traffic. The WMCA is part of the Central Wisconsin Interstate Alliance which has been working with WisDOT for the past few years as an advisory group for this project.

TRIP Wisconsin Rural Roads Report:

A recent study of the condition of Wisconsin’s rural roads by TRIP, a non-profit national transportation research group, identifies 18% of the state’s rural roads being in poor condition, the 13th highest rate in the nation. In addition, 7% of the state’s rural bridges are in poor or structurally deficient condition.

EV Excise Tax:

A new Wisconsin excise tax establishes an electric vehicle (EV) charging tax that takes effect on January 1, 2025. It amounts to 3 cents per kilowatt hour on the electricity delivered or placed into the battery at an EV charging station. Business owners of the charging stations must pay the tax and register their stations with the Department of Revenue. Residential charging stations are exempt from the tax.

ACT 10 Overturned:

In 2011, Wisconsin ACT 10 was signed into law by Governor Walker. At its core, ACT 10 essentially curtailed collective bargaining by public employees and required those employees to contribute toward their health insurance and retirement fund. Public safety employees were exempted. A Dane County Circuit Court Judge, who signed a recall petition against Governor Walker, recently overturned ACT 10. The decision was based on his interpretation that public safety employees were given unequal treatment under the law.

In the last 13 years, ACT 10 has saved taxpayers more than \$16 billion. GOP leadership in both house of the legislature has pledged to appeal the ruling with the likelihood of the case eventually being heard by the Wisconsin Supreme Court.

Federal Elections

Wisconsin continues to be the most purple state in the country. On November 5th, Donald Trump carried Wisconsin for Republicans, beating Kamala Harris 49.7% to 48.8% (.9% difference). At the same time, U.S. Senator Tammy Baldwin (D- Madison) managed to narrowly beat her Republican opponent Eric Hovde by a margin of 49.4% to 48.5% (.9% difference).

Duffy Picked for DOT Secretary

President-elect Donald Trump has chosen former Wisconsin congressman, Sean Duffy, as his nominee for USDOT Secretary. Duffy, a Republican, served the 7th congressional district from 2011-2019.

MISCELLANEOUS

Distracted Driving Laws

Besides continued advocacy for inclusion of expanded truck parking in the federal appropriations bill, ATA will focus on distracted driving legislation, primarily banning the use of handheld devices by all drivers.

NYC Congestion Pricing:

New York City is applying a new congestion pricing toll during peak hours in 2025. Small trucks will be charged \$14.40 and large trucks \$21.60. Portland, Oregon is also considering a congestion pricing toll.



WMCA

	Actual	Budget	Budget
	2023-2024	2023-2024	2024-2025
Other Income/Expense			
Other Income			
Administrative Income	101,469.52	99,000.00	101,000.00
Advertising	3,000.00	6,000.00	2,500.00
ATA Commissions	11,173.51	0.00	3,600.00
Association Meeting Income	1,800.00	1,500.00	13,000.00
Contribution Income	12,483.34	17,000.00	13,000.00
Convention Income	88,922.88	60,000.00	90,000.00
Diamond Club	50,000.00	50,000.00	50,000.00
Dues	327,761.99	330,000.00	330,000.00
Golf Outing Income	49,693.00	45,000.00	50,000.00
Independent Operator Fees	25,318.50	30,000.00	20,000.00
Interest Income	10,000.21	9,000.00	8,000.00
Legislative Day	0.00	0.00	1,250.00
Miscellaneous Income	500.00	0.00	0.00
Mover Dues	2,760.00	3,000.00	3,000.00
Seminar Income	9,442.50	10,000.00	10,000.00
Services Royalties	4,422.86	10,000.00	5,000.00
Sporting Clays Shootout	34,129.43	25,000.00	30,000.00
Tailgate Income	46,870.00	45,000.00	45,000.00
Thank A Trucker	3,395.00	4,000.00	4,000.00
Total Other Income	783,142.74	744,500.00	779,350.00
Other Expense			
Office Services	3,492.04	3,600.00	3,600.00
Computer & Software Expense	2,919.64	3,000.00	1,000.00
Accounting Services	50,607.64	51,000.00	51,750.00
Advertising & PR	0.00	600.00	0.00
Association Meetings	1,024.12	3,000.00	12,000.00
ATA-TAEC Expenses	8,786.94	7,000.00	8,500.00
Automobile Allowance	6,000.00	6,000.00	6,000.00
Banking Fees	1,307.25	1,200.00	1,200.00
Business Insurance	11,046.40	10,000.00	11,000.00
Contributions & Scholarships	500.00	500.00	500.00
Convention Expenses	70,171.81	45,000.00	67,500.00
Golf Outing Expenses	39,326.78	40,000.00	40,000.00
IT Equipment & Maintenance	1,825.06	0.00	0.00
Legislative Day	0.00	0.00	1,000.00
Lobbying Licensing Fees	0.00	1,125.00	1,200.00
Membership Dues/Subscriptions	11,424.20	6,000.00	10,000.00
Merchant Fees	24,776.18	15,000.00	25,000.00
Office Supplies	4,213.32	2,500.00	3,500.00
Payroll & Related	459,459.58	448,420.00	452,732.00
Pension Plan Admin Fees	1,488.00	1,800.00	1,500.00
Postage & Mailing Supplies	4,639.64	5,000.00	5,000.00



<u>WMCA</u>	Actual	Budget	Budget
	2023-2024	2023-2024	2024-2025
Professional Fees	110.50	0.00	0.00
Rent	36,912.00	37,500.00	37,500.00
Sales & Use, Property Taxes	42.03	0.00	0.00
Seminar Expenses	3,419.54	1,500.00	3,000.00
Sporting Clays	33,969.00	25,000.00	30,000.00
Tailgate Expenses	26,731.08	25,000.00	25,000.00
Telephone & Internet	3,522.37	3,500.00	3,500.00
Thank A Trucker Expenses	5,159.82	4,000.00	4,000.00
Travel Expenses	8,796.75	1,000.00	4,000.00
Utilities	4,000.90	3,600.00	4,000.00
Washington D.C. Trip	2,198.32	2,000.00	2,000.00
Web Site	0.00	1,000.00	0.00
Total Other Expense	827,870.91	754,845.00	815,982.00
Net Other Income	-44,728.17	-10,345.00	-36,632.00
Net Income	-44,728.17	-10,345.00	-36,632.00



<u>Milk Haulers</u>	<u>Actual</u>	<u>Budget</u>	<u>Budget</u>
	<u>2023-2024</u>	<u>2023-2024</u>	<u>2024-2025</u>
Other Income/Expense			
Other Income			
Contribution Income	787.50	1,000.00	800.00
Convention Income	14,610.00	11,000.00	13,000.00
Dues	14,295.00	13,000.00	14,000.00
Total Other Income	<u>29,692.50</u>	<u>25,000.00</u>	<u>27,800.00</u>
Other Expense			
Administrative Fees	15,600.00	15,600.00	15,600.00
Convention Expenses	7,040.29	8,000.00	7,500.00
Membership Dues/Subscriptions	1,000.00	600.00	1,000.00
Travel Expenses	404.68	500.00	500.00
Total Other Expense	<u>24,044.97</u>	<u>24,700.00</u>	<u>24,600.00</u>
Net Other Income	<u>5,647.53</u>	<u>300.00</u>	<u>3,200.00</u>
Net Income	<u><u>5,647.53</u></u>	<u><u>300.00</u></u>	<u><u>3,200.00</u></u>



<u>Towing</u>	<u>Actual</u>	<u>Budget</u>	<u>Budget</u>
	<u>2023-2024</u>	<u>2023-2024</u>	<u>2024-2025</u>
Other Income/Expense			
Other Income			
Contribution Income	2,126.50	2,500.00	2,000.00
Convention Income	71,276.68	65,000.00	68,000.00
Dues	37,129.50	35,000.00	35,000.00
Seminar Income	4,450.00	0.00	5,000.00
Total Other Income	<u>114,982.68</u>	<u>102,500.00</u>	<u>110,000.00</u>
Other Expense			
Administrative Fees	53,400.00	53,400.00	55,400.00
Contributions & Scholarships	4,701.04	7,500.00	5,000.00
Convention Expenses	53,100.09	40,000.00	45,000.00
Convention Entertnmt/Speakers	599.00	599.00	599.00
Membership Dues/Subscriptions	1,000.00	1,000.00	1,000.00
Office Supplies	109.00	100.00	100.00
Professional Fees	10,731.00	0.00	0.00
Seminar Expenses	4,270.11	0.00	5,000.00
Travel Expenses	192.63	500.00	250.00
Total Other Expense	<u>128,102.87</u>	<u>103,099.00</u>	<u>112,349.00</u>
Net Other Income	<u>-13,120.19</u>	<u>-599.00</u>	<u>-2,349.00</u>
Net Income	<u>-13,120.19</u>	<u>-599.00</u>	<u>-2,349.00</u>

<u>Safety</u>	<u>Actual</u>	<u>Budget</u>	<u>Budget</u>
	<u>2023-2024</u>	<u>2023-2024</u>	<u>2024-2025</u>
Other Income/Expense			
Other Income			
Association Meeting Income	504.00	1,500.00	500.00
Dues	5,550.00	6,500.00	6,000.00
NATMI Training Income	5,475.00	5,500.00	4,000.00
Postage Income	190.00	500.00	200.00
PSDC Income	31,054.97	30,000.00	30,000.00
Road Team Income	12,631.00	7,500.00	10,000.00
Safety Banquet Income	21,991.24	18,000.00	20,000.00
SWEF Visits	895.00	1,000.00	1,000.00
Truck Driving Champ Income	49,223.69	32,000.00	40,000.00
Truck Tech Competition	5,510.00	0.00	5,000.00
Total Other Income	133,024.90	102,500.00	116,700.00
Other Expense			
Administrative Fees	17,800.44	17,800.00	17,800.00
Association Meetings	2,536.56	1,500.00	2,000.00
Continuing Education	112.00	0.00	0.00
Office Supplies	208.00	0.00	200.00
Postage & Mailing Supplies	0.00	100.00	0.00
PSDC Expenses	37,161.13	22,000.00	30,000.00
Road Team Expenses	11,814.64	7,000.00	10,000.00
Safety Banquet Expenses	14,891.58	18,000.00	15,000.00
Sales & Use, Property Taxes	0.00	615.00	0.00
Travel Expenses	4,268.54	2,000.00	2,000.00
Truck Driving Champ Expenses	42,899.20	30,000.00	40,000.00
Truck Tech Competition Expenses	5,289.98	0.00	5,000.00
Total Other Expense	136,982.07	99,015.00	122,000.00
Net Other Income	-3,957.17	3,485.00	-5,300.00
Net Income	-3,957.17	3,485.00	-5,300.00



<u>Motorcoach</u>	<u>Actual</u>	<u>Budget</u>	<u>Budget</u>
	<u>2023-2024</u>	<u>2023-2024</u>	<u>2024-2025</u>
Other Income/Expense			
Other Income			
Contribution Income	280.00	200.00	200.00
Convention Income	5,605.00	5,000.00	6,000.00
Dues	7,515.00	8,000.00	7,000.00
Total Other Income	<u>13,400.00</u>	<u>13,200.00</u>	<u>13,200.00</u>
Other Expense			
Administrative Fees	12,200.04	12,200.00	12,200.00
Convention Expenses	4,880.10	3,000.00	4,000.00
Total Other Expense	<u>17,080.14</u>	<u>15,200.00</u>	<u>16,200.00</u>
Net Other Income	<u>-3,680.14</u>	<u>-2,000.00</u>	<u>-3,000.00</u>
Net Income	<u><u>-3,680.14</u></u>	<u><u>-2,000.00</u></u>	<u><u>-3,000.00</u></u>

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.