

Preparing leaders for effective governance and collaboration.

WMCA BOARD OF DIRECTORS GUIDELINES

These guidelines have been crafted using language from the WMCA by-laws and only serve as a general orientation and reference for newly-elected and current Board Directors. The complete WMCA by-laws may be viewed on the link provided at the end of this document.





WELCOME AND ORIENTATION OVERVIEW

Orientation Purpose

Introduces directors to their roles, responsibilities, and the WMCA governance structure for effective leadership.

Board Governance and Roles

Covers board composition, officer roles, bylaws compliance, meeting protocols, and amendment procedures.

Strategic Leadership and Advocacy

Highlights directors' role in shaping transportation policy and advocating for industry interests and safety.

Resources and Engagement

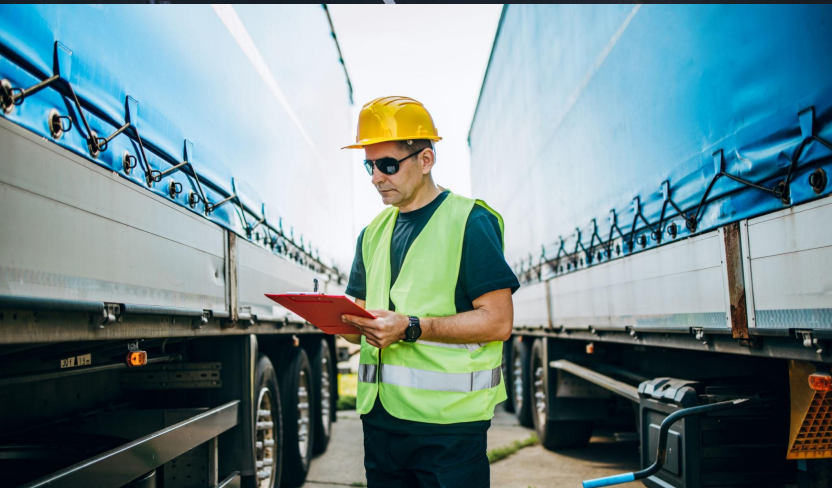
Provides information on parliamentary guidelines, attendance policies, communication channels, and participation opportunities.

AGENDA AND TABLE OF CONTENTS

AGENDA ITEM	DESCRIPTION
Welcome	Introduction and orientation objectives
Mission & Purpose	Core goals and advocacy priorities
Board Composition	Structure, representation, and terms
Key Duties	Personnel, financial, and asset management
Meetings & Attendance	Quorum, attendance policy, and alternates
Protocols & Restrictions	Litigation, legislation, and division activities
Officer Roles	Responsibilities of Chairman, Vice-Chairmen, Secretary, Treasurer
Amendment Procedures	Voting requirements and membership exceptions
Meeting Calendar	Annual schedule and participation expectations

MISSION AND PURPOSE





WMCA CORE OBJECTIVES

Advocacy and Policy Influence

WMCA advocates for fair taxation, regulatory enforcement, and influences legislation for operational efficiency.

Infrastructure Development

Promotes highway systems that support commercial transport needs and national defense requirements.

Safety and Education Initiatives

Leads accident prevention programs and seminars to enhance member productivity and compliance.

Industry Cooperation

Fosters collaboration among motor truck operators to unify efforts and address critical industry issues.

BOARD COMPOSITION AND GOVERNANCE



STRUCTURE AND REPRESENTATION

ELEMENT	DETAILS
Total Directors	51 elected members
Past Chairmen	Active, voting participants
Term Length	Three years
Annual Elections	17 directors elected each year at the Annual Meeting
Representation	Diverse company sizes, operations, and regions
Restrictions	No company may have more than one voting member
President's Role	Non-voting, ex officio member, prepares reports and documents meetings

KEY DUTIES AND POWERS





RESPONSIBILITIES OF THE BOARD

Personnel Management

The Board oversees hiring and removal of key leaders and contracts with external consultants to support operations.

Financial Oversight

Directors approve budgets, set dues, and authorize borrowing to ensure the Association's financial stability.

Asset Management

The Board manages property acquisitions, leases, and sales to support the Association's operational needs.

Strategic Affiliations

The Board affiliates with organizations sharing WMCA's goals to enhance influence and collaborative opportunities.

MEETINGS AND ATTENDANCE



MEETING PROTOCOLS AND ATTENDANCE POLICY

MEETING	TIMING	PURPOSE
Spring	March	Review legislative updates and priorities
Summer	June	Networking and formal Board business
Fall	Annual Convention	Policy review and strategic planning
Winter	December	Budget approval and year-end business

ANNUAL SCHEDULE AND PARTICIPATION

Four Annual Sessions

WMCA holds four key meetings annually, each with specific roles from planning to evaluation. A presence of **20 Directors** is required to constitute a quorum for a meeting.

Attendance and Proxy Policy

Regular attendance is **strongly** encouraged; proxies allowed but frequent absences (three or more during the year) may lead to removal.

Active Participation Benefits

Engaged directors promote collaboration, strong oversight, and alignment with organizational goals.

Meeting Preparation

Directors prepare by reviewing agendas, reports, and policy updates to enhance meeting effectiveness.

PROTOCOLS AND RESTRICTIONS





MAINTAINING ORGANIZATIONAL INTEGRITY

Board Approval for Litigation

Litigation actions require prior Board approval to prevent unauthorized legal commitments and protect the association.

Controlled Legislative Sponsorship

Sponsoring legislative matters without Board consent is prohibited to align with organizational priorities and maintain unity.

Authorized Commitments

Divisions may meet but cannot authorize programs or obligations without proper approval, ensuring accountability.

Ethical Governance and Reimbursement

Directors serve without compensation but the Board may authorize expense reimbursements if necessary.

OFFICER ROLES



RESPONSIBILITIES OF OFFICERS

OFFICER	KEY RESPONSIBILITIES
Chairman	Presides over meetings, supervises Association affairs
Vice-Chairmen (1st & 2nd)	Assume Chairman's duties when absent
Secretary	Maintains records, countersigns legal documents
Treasurer	Manages finances, property, and disbursements

WMCA COMMITTEES



Executive Committee

Directs the affairs of the Association and serves as a conduit between the specialized committees and the Board of Directors. Generally, sets the direction of the Board.

Legislative Committee

Monitors state and federal regulations; coordinates lobbying efforts in Madison and D.C. to protect the interests of the trucking industry.

Membership Committee

Focuses on recruitment and retention; ensures that the association provides value to both large fleets and owner-operators.

Foundation Committee

Oversees the association's charitable arm, which often handles scholarships, safety education programs, and industry workforce development.

Nominating Committee

Responsible for identifying and vetting future leaders to serve as Officers or on the Board of Directors, ensuring a continuous leadership pipeline.

AMENDMENT PROCEDURES



BY-LAW MODIFICATION PROTOCOLS

Board Authority on Amendments

The Board can amend bylaws with a two-thirds vote during special meetings dedicated to this purpose.

Membership Voting Exceptions

Changes to Board composition require a general membership vote, ensuring broad member involvement.

Seating Representatives

The Board can seat representatives for new divisions without membership votes to maintain organizational flexibility.

Governance Principles

Procedures emphasize transparency, accountability, and democratic member involvement in governance changes.



COMMENTS OR QUESTIONS



Questions, comments or any issues with the administration, function, procedures or management of the meetings of the Board of Directors, or subsequent agendas, should be directed to either the Board Chairman or the WMCA President.

Questions regarding the WMCA by-laws may be directed to the WMCA President.

A copy of the WMCA by-laws may be found [BY CLICKING HERE](#)

Thank you for your service to the Wisconsin Motor Carriers Association.