BYLAWS
WISCONSIN RESTAURANT ASSOCIATION

KNOW ALL PEOPLE BY THESE PRESENTS that these bylaws of the Wisconsin Restaurant Association, passed on this 10th day of March, 2014, supersede and replace all previous Wisconsin Restaurant Association bylaws.

ARTICLE I
Mission

The Wisconsin Restaurant Association's Mission is to provide members the services and tools to be successful, through:

- Advocacy
    - Provide representation for the restaurant industry to create a favorable legislative and regulatory environment at all levels of government
- Education
    - Provide access to information to improve restaurant operations
    - To foster a sense of community and provide opportunities to connect and learn from each other
- Communication
    - Provide a voice for the restaurant industry to consumers and the media

ARTICLE II
Membership

A. This is an Association of foodservice establishments, dispensing and selling food in the State of Wisconsin, who have made application on forms provided, who agree to comply with all the bylaws, rules and regulations of the Association, and who have paid dues as determined by the Board of Directors.

B. Each member establishment shall designate its authorized representative who shall be its owner, manager, partner, chef or other person engaged in overall management and who shall be entitled to vote on behalf of such member.

C. Associate membership shall be established by the Board of Directors but shall be limited to businesses serving the foodservice industry. Associate members shall have a voice, but no vote in general membership meetings of the Association and no interest of any manner whatsoever in any of the Association assets or property. Each associate member shall designate its authorized representative. Such person shall be eligible for election to the Board of Directors in a position designated to represent the associate membership's interests on the Board, so long as such person remains the authorized representative of an associate member business in good standing

D. Honorary memberships may be established by the Board of Directors for Past Chairs of the Association who are no longer active in the foodservice industry. Honorary Members shall receive publications of the Association and Honorary Members who are no longer active in the foodservice industry shall be exempt from payment of dues. However, Honorary Members who are active in the foodservice industry shall not be exempt from payment of dues. Honorary Members who are no longer active in the foodservice industry are not eligible for discount benefits provided to dues paying regular members of the Association.

E. Honorary membership may be established by the Board of Directors for past members of the Association who are no longer restaurateurs or supplier partners. Honorary members shall be entitled to attend all meetings and have a voice, but no vote, at meetings of the Association. A dues schedule shall be developed that at least reflects the cost of administering and mailing publications of the Association. Honorary members are not eligible for discount benefits provided to dues paying regular members of the Association.

F. Special memberships for non-profit organizations may be established by the Board of Directors to encourage participation by all segments of the foodservice industry. This membership is only available to organizations which have received letters of recognition from the Internal Revenue Service under section 501 (c)(3) , I.R.C. These special memberships would also be limited to organizations that are not licensed as a food establishment. These member organizations agree to comply with the bylaws, rules and regulations of the Association and who have paid dues as determined by the Board of Directors. These member organizations must designate its authorized representative who shall be its manager, director, chef or other person engaged in overall management who shall be entitled to vote on behalf of such member.

G. Revocation of membership: Any member establishment in arrears for any indebtedness to this Association for more than ninety (90) days shall be considered not in good standing and shall have its membership suspended or revoked. Upon payment of such indebtedness, membership in good standing shall be reinstated.

H. Resignation from the Association shall not entitle a member to a refund for the unused portion of dues.

I. Transfer of membership: Membership in the Association shall be by establishment and such membership is transferable upon sale of such establishment, or by other means where the establishment transfers ownership and remains under the same name. Membership in the Association shall not be transferable under any other circumstances.

ARTICLE III
Officers

A. The officers of the Association shall be Chair, Vice Chair/Chair Elect, Treasurer and the Chief Executive Officer as an ex-officio. The Chief Executive Officer shall be designated Secretary. All officers except the Chief Executive Officer shall be an authorized representative of a member and shall be elected annually as provided in this Article.

B. The Chair, Vice Chair/Chair Elect and Treasurer shall be elected by majority vote by ballot of the Board of Directors at its meeting held in the fall. Officers will enter their official duties on January 1 of the following year.

C. All officers, except the Chief Executive Officer, shall serve for a one year term or until their successors are elected. Vacancies in any elected office shall be filled either by succession from the next office or by vote of the Board of Directors at its next meeting following such vacancy as determined by the Board of Directors.

D. Duties of officers:

1. The Chair shall be the principal officer of the Association and shall preside over all meetings of the Association and of its Board of Directors. The Chair shall appoint members and shall be an ex-officio member of all standing and special or ad hoc committees and shall perform such other duties as usually pertain to the office of Chair unless otherwise provided herein.

2. The Vice Chair/Chair Elect in the absence of the Chair, shall preside at all meetings and shall perform such other duties as may be assigned to him/her by the Chair or the Board of Directors. The Vice Chair/Chair Elect of the Association shall be deemed nominated for the office of the Chair for the term of office beginning at the expiration of his or her term as Vice Chair/Chair Elect. The Vice Chair/Chair Elect shall be responsible for preparing to succeed the Chair and for submission to the Board of Directors of a list of committee appointments upon succession to the office of Chair.

3. The Treasurer is the chief overseer of the financial condition of the Association and, in conjunction with the Chief Executive Officer and other appropriate staff personnel, ensures the judicious management and integrity of all operating financial matters personas to the Association functioning.

ARTICLE IV
Board of Directors

A. There shall be a Board of Directors consisting of authorized representatives, at the time of election and each subsequent annual meeting, of a minimum of thirty (30) regular members of the Association and maximum four associate (supplier) representatives.

Of the thirty regular members, at least one member shall be a National Restaurant Association

Director from Wisconsin and one member shall be the sitting Wisconsin Restaurant Association Education Foundation Chair. The remaining directors should represent the diverse types of foodservice establishments found in the state of Wisconsin. The Nominating and Bylaws Committee, to the extent feasible, shall ensure that all types of foodservice establishments are represented in a proportionate manner.

Directors shall be elected for three year terms except that the first term of office for new Directors shall be one year; and supplier directors shall be elected for a first term of one year plus one three year term.

No person may serve as a Director for more than ten consecutive years except in cases where a Board member is appointed to the Executive Committee, in which his or her service may continue until the person either resigns or no longer holds an office. No supplier director may serve more than four consecutive years. Elections for Directors shall be held each year for all terms of office expiring that year. In addition, there shall be one ex-officio, non-voting member of the Board consisting of the Chief Executive Officer.

In the event of a vacancy on the Board, the Nominating and Bylaws Committee may recommend a new board member to fill the vacancy and remainder of a one-year term. The nomination may be made, voted upon and the director installed at a subsequent Board meeting. The new board member would be eligible for election to his/her first three-year term at the next scheduled annual meeting.

B. The elections for Directors shall be held at the Association's annual meeting and shall be by majority vote of members present and represented by proxy.

C. Directors shall assume their offices immediately upon election.

D. Past Chairs of the Association shall become Honorary Directors for life and shall be permitted to attend all meetings of the Board of Directors, and further shall have full voting powers so long as the Past Chair remains a resident of the State of Wisconsin and has been recorded as attending no fewer than two of the meetings of the Board of Directors during the preceding calendar year. Honorary Directors who are no longer active in the foodservice industry shall be exempt from payment of dues. Honorary Directors who are active in the foodservice industry shall not be exempt from payment of dues. Honorary Directors no longer active in the foodservice industry are not eligible for discount benefits provided to dues paying regular members of the Association

E. The Board shall be responsible for the general management of the Association and shall determine policies and activities, approve its budget, take counsel with committees, authorize employment of the Chief Executive Officer, fix the terms and conditions of such employment and shall perform such other duties as are necessary to carry out the purposes of the Association.

F. The Board shall meet at least three times each year at such times and places as determined by the Chair, or in the absence or incapacity of the Chair, the Vice Chair/Chair Elect. The Board

shall be notified of meeting by first class U.S. Mail, or other manner such as email, as may be deemed acceptable by the Board and upon no fewer than 24 hours' notice except for emergency meetings.

G. A quorum for any Board of Directors meeting shall be 50 percent of the minimum number of regular board members plus one. Honorary Directors cannot be counted toward quorum. A Director may be counted toward quorum for emergency meetings if participating electronically, as deemed acceptable by the Board.

H. The Board may transact business by mail, fax, e-mail or other secure means at the discretion of the Chair. The Chair may fax or e-mail proposals to the Directors and the Directors shall have at least three (3) business days in which to return their votes in writing to the Association by fax or e-mail or other secure means. A majority vote of all voting Directors shall be required. All ballots shall be kept by the Association for production at the next Board meeting.

I. The Board shall set Association policies and shall have full administrative authority in all matters of the Association unless provided otherwise herein.

J. The Board shall create an Executive Committee composed of seven (7) regular members, including the Chair, Vice Chair/Chair Elect, Treasurer, immediate Past Chair, two directors that have been appointed to the committee in the prior two years and one additional director appointed to the committee by the Chair each year upon taking office. Once appointed to the Executive Committee, directors are expected to serve for seven (7) years and move into officer positions, concluding with Chair of the Board. If a director must resign or be removed from the Executive Committee under provision in Article IV.L, the current Chair will appoint directors to fill those seats. The Association Chief Executive Officer shall serve in an ex-officio capacity. The Board may assign such duties to the Executive Committee and delegate it such powers as from time to time is deemed advisable by the Board. The Executive Committee shall exercise its duties and powers only when the Board is not in session and shall meet at such times as are called by the Chair or if the Chair is absent or incapacitated, at the call of the Vice Chair/Chair Elect. The Executive Committee shall keep minutes of all actions taken which shall be presented to the Board at its next meeting and, unless disapproved by a majority of the Board present at such meeting, the actions of the Executive Committee shall be deemed final to the same extent as though taken by the entire Board.

K. All official actions and decisions of the Board shall be final and binding upon the Association.

L. The Board may establish reasonable and lawful standards for continuing membership on the Board of Directors. If the Director fails to meet such standards, the Board, by a two-thirds vote of members present, after written notice and an opportunity for such Director to be heard by the Board, may remove such Director from the Board. Three consecutive absences from Board meetings may be deemed cause to remove a Director from the Board without notice or hearing.

M. The Board may confer emeritus status upon members after completing ten years of service, and supplier members after completing four years of service, who have retired from the WRA Board of Directors and continue to be actively engaged in business or employment related to the foodservice industry and represent a WRA member in good standing.

A candidate for emeritus status must be recommended by the Nominating and Bylaws Committee and approved by a majority vote of the WRA Board to become a Director Emeritus. A Director Emeritus may serve as a voting member on Board committees as appointed by the Chair of the Board, but may not vote as a director at meetings of the Board. A Director Emeritus must attend Board meetings on a regular basis and be recorded as present at no fewer than two of the Board meetings during the preceding year, as well as continue to support and participate actively in association activities, events and programs. Emeritus status and eligibility shall be reviewed by the Nominating and Bylaws Committee on an annual basis. Directors Emeritus shall be appointed by the Board for one year terms. There are no term limits for Directors Emeritus.

ARTICLE V
Committees

A. The following shall be standing committees of the Association:

- Executive Committee
- Finance
- Awards
- Nominating & Bylaws
- Contract/Personnel

B. Committee duties:

Executive Committee: Defined under Article IV.J.

Finance: Shall consist of the Executive Committee, the sitting WRA Education Foundation Chair and up to six additional directors appointed by the Chair. The Finance Committee recommends the annual budget; capital expenditures over $20,000; reviews statements of financial position and financial activities; and serves as the Audit Committee and reviews certified audits.

Contract/Personnel: Shall consist of all members of the Executive Committee, one additional Past Chair, and two Directors appointed by the Chair. The Chief Executive Officer is responsible for setting individual staff salaries by virtue of his/her contract. The Committee will review the staff benefits and structure as well as conduct an annual review of the Chief Executive Officer's contract and make recommendations to the Board respecting the contract.

- *Nominating/Bylaws:* Shall consist of five Past Chairmen and the current Chair of the Association. The most immediate Past Chair available shall serve as chair. At least six weeks prior to the WRA annual meeting, the Committee shall submit nominations. The Committee

shall attempt to ensure that all types of foodservice establishments are represented in a proportionate manner as outlined in Article IV.A. The Committee shall oversee the elections of Directors including the preparation, distribution, collection and counting of ballots and proxies. The Committee shall further be responsible for the review, from time to time, of the Association bylaws and shall make recommendations of necessary or requested bylaw changes to the Board. In the event bylaw changes are recommended to the members of the Association, the Committee shall oversee the preparation, distribution, and balloting necessary to amend the bylaws.

Awards: Shall consist of past recipients of the state Restaurateur of the Year Award. The Committee shall determine the criteria for selecting its chair. The committee shall review the criteria for presentation of the state Restaurateur of the Year Award and shall select the annual winner of such award. The Committee shall also oversee the establishment and selection of any other Association statewide recognition awards and recipients, subject to Board approval.

C. Each standing committee shall be appointed by the Chair, and the members of each committee shall serve for the calendar year, unless a different term is determined necessary by the Chair.

D. Other Committees. The Chair may appoint additional committees, workgroups or task forces to meet the Association's mission. The appointment or dissolution of other committees, as well as the mission of each of these committees, is determined by the Chair, subject to approval by the Board of Directors. Members of each committee shall serve for the calendar year, unless a different term is determined necessary by the Chair.

ARTICLE VI
Political Action Committee
WRA PAC

A. The Board shall elect annually a Board of Trustees for WRA PAC consisting of no fewer than ten members. At least fifty percent of the PAC trustees shall be non-Board members. The Chief Executive Officer of the Association shall serve as Treasurer and shall have the responsibility of filing all required reports with the designated regulatory agency.

B. The purpose of the WRA PAC is to collect funds for political action purposes as permitted by law.

C. WRA PAC shall function independently of the WRA Board, but shall report at each meeting of the WRA Board regarding all WRA PAC activities.

ARTICLE VII
Education Foundation, Inc.

A. The Board shall select annually a Board of Directors for the Wisconsin Restaurant Association Education Foundation, Inc. consisting of not less than twenty-four members. The Chief Executive Officer of the Association shall also serve as an ex-officio member of the WRA Education Foundation Board and shall serve as the corporation's Secretary.

B. The WRA Education Foundation, Inc., is functional in nature. Its purpose includes, but is not limited to, scholarships to individuals for the advancement and promotion of foodservice careers.

ARTICLE VIII

A. An annual meeting of the Association shall be held at such time and place as recommended by the Board. The date, location, agenda and proxy shall be sent to each voting member of the Association not less than thirty (30) days prior to such a meeting. Notice of the annual meeting of members shall be by U.S. Mail or to the member representative's e-mail address as shown on the Association's membership records.

B. Any member may submit an addition to the agenda or nomination for Director to the Association Executive at least thirty (30) days prior to the WRA annual meeting and, upon such notice, shall be permitted to present such topic or nomination from the floor at such meeting.

C. Special meetings of the Association shall be called by the Chair upon the request of three-fourths of the members of the Board. No business shall be transacted at such a special meeting other than that specified in the notice of the meeting. The same notice of such a meeting is the same as required for an annual meeting.

D. A quorum for both annual and special meetings shall be fifty (50) members or proxies or a combination of both.

E. All members in good standing shall be entitled to send a representative to all meetings of the Association.

F. "Robert's Rules of Order-Revised" shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

ARTICLE IX
Finance and Accounting

A. The fiscal year of this Association shall be from January 1 through December 31 each year.

B The Board shall adopt a budget for the fiscal year at its Fall Board meeting.

C Direct disbursements shall not exceed the gross amount of the annual budget, except by formal action of the Finance Committee. If the Finance Committee takes such formal action, it must inform the full board within 15 business days.

D The Board shall have the power to authorize such officers and employees as in its judgment may be deemed advisable to execute disbursement checks.

E. The Board shall provide for the audit of the books of accounts of the Association by qualified accountants annually or at more frequent intervals at its discretion.

ARTICLE X
Chapters

A. According to the purpose and objectives of WRA, the Board may establish chapters and boundaries for those chapters.

B. Membership in WRA automatically entitles a member firm to membership in a local chapter should a chapter exist in such member's area. No additional local dues may be assessed for chapter membership.

C. While local chapters may not assess dues, they are permitted to engage in other fundraising activities.

D. Audit: In January of each year, each chapter must submit a financial statement to WRA so that WRA can file the appropriate tax returns.

E. Chapters must operate in accordance with WRA state bylaws.

F. Chapters shall adopt bylaws which shall conform substantially with the bylaws developed by WRA for local chapter operation. Amendments to such bylaws by the local chapters must be submitted to WRA for approval by the state Board.

G. Chapters must recognize WRA as the official state representative for the industry on all matters except local issues, and shall consult with the Chief Executive Officer on the development of any statement of a political nature prior to it being made public.

H. Chapters shall leave all endorsements of benefit plans to the state Board.

ARTICLE XI
Approval of Bylaws and Amendments

Any amendments to these bylaws may be adopted by a two-thirds vote of all the members present at any regular or special meeting called for such purpose.

Adopted this 10th day of March, 2014, by the vote of members of the Wisconsin Restaurant Association