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Form 990-EZ

Short Form
Return of Organization Exempt From Income Tax

OMB No 1545-1150

2008

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)
▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$1,000,000 and total assets less than \$2,500,000 at the end of the year may use this form
▶ The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2008 calendar year, or tax year beginning 07/01, 2008, and ending 06/30/2009

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Termination ☒ Amended return ☐ Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization WISCONSIN CHEESE MAKERS ASSOCIATION Number and street (or P O box, if mail is not delivered to street address) Room/suite 8030 EXCELSIOR DRIVE 305 City or town, state or country, and ZIP + 4 MADISON, WI 53717	D Employer identification number 39-0712619 E Telephone number (608) 828-4550 F Group Exemption Number . . . ▶
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• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting method: ☐ Cash ☒ Accrual
Other (specify) ▶

I Website: ▶ WWW.WISCHEESEMAKERS.ORG

J Organization type (check only one) - ☒ 501(c) (06) ◀ (insert no) 4947(a)(1) or 527H Check ☒ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).K Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$1,000,000 or more, file Form 990 instead of Form 990-EZ . . . ▶ \$ 910,725.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

Revenue	1	Contributions, gifts, and similar amounts received	1	
	2	Program service revenue including government fees and contracts	2	586,045.
	3	Membership dues and assessments	3	206,775.
	4	Investment income STMT 2	4	43,400.
	5 a	Gross amount from sale of assets other than inventory 5a		
	b	Less: cost or other basis and sales expenses 5b		
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) (attach schedule) 5c		
	6	Special events and activities (complete applicable parts of Schedule G) If any amount is from gaming, check here ☐		
	a	Gross revenue (not including \$ of contributions reported on line 1) 6a	74,505.	
	b	Less: direct expenses other than fundraising expenses 6b	50,723.	
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a) . STMT 3 6c		23,782.	
7 a	Gross sales of inventory, less returns and allowances 7a			
b	Less: cost of goods sold 7b			
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a) 7c			
8	Other revenue (describe ▶) 8			
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8 ▶	9	860,002.	
Expenses	10	Grants and similar amounts paid (attach schedule) STMT 4	10	12,498.
	11	Benefits paid to or for members 11		
	12	Salaries, other compensation, and employee benefits 12	336,729.	
	13	Professional fees and other payments to independent contractors 13	33,753.	
	14	Occupancy, rent, utilities, and maintenance 14	39,833.	
	15	Printing, publications, postage, and shipping 15	4,806.	
	16	Other expenses (describe ▶) STMT 5	16	457,038.
	17	Total expenses. Add lines 10 through 16 ▶	17	884,657.
	18	Excess or (deficit) for the year (Subtract line 17 from line 9) 18		-24,655.
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return) 19		1,394,701.
20	Other changes in net assets or fund balances (attach explanation) . . STMT 6 20		-44,876.	
21	Net assets or fund balances at end of year. Combine lines 18 through 20 ▶	21	1,325,170.	

Part II Balance Sheets. If Total assets on line 25, column (B) are \$2,500,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)		(A) Beginning of year	(B) End of year
22	Cash, savings, and investments . . STMT 7	1,526,933.	22 1,407,136.
23	Land and buildings	27,491.	23 25,979.
24	Other assets (describe ▶ STMT 8)	21,827.	24 22,691.
25	Total assets	1,576,251.	25 1,455,806.
26	Total liabilities (describe ▶ STMT 9)	181,550.	26 130,636.
27	Net assets or fund balances (line 27 of column (B) must agree with line 21)	1,394,701.	27 1,325,170.

Part III Statement of Program Service Accomplishments (See the instructions for Part III)**Expenses**

(Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts, optional for others)

What is the organization's primary exempt purpose? STMT 10

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, or other relevant information for each program title

28 CHEESE INDUSTRY CONFERENCES AND TRADE SHOWS HELD TO ALLOW MEMBERS EDUCATIONAL INSIGHT INTO PRODUCTS AND TECHNOLOGY.(Grants \$) If this amount includes foreign grants, check here ▶ ☐ **28a****29** CHEESE CONTEST - PROMOTES QUALITY CHEESE MANUFACTURING.(Grants \$) If this amount includes foreign grants, check here ▶ ☐ **29a****30** GROWING MILK INITIATIVE - EFFORTS TO KEEP THE MILK PRODUCTION INDUSTRY IN WISCONSIN.(Grants \$) If this amount includes foreign grants, check here ▶ ☐ **30a****31** Other program services (attach schedule) .SEE STATEMENT 11(Grants \$) If this amount includes foreign grants, check here ▶ ☐ **31a****32** Total program service expenses (add lines 28a through 31a) ▶ **32****Part IV List of Officers, Directors, Trustees, and Key Employees.** List each one even if not compensated (See the instructions for Part IV)

(a) Name and address

(b) Title and average hours per week devoted to position

(c) Compensation (If not paid, enter -0-.)

(d) Contributions to employee benefit plans & deferred compensation

(e) Expense account and other allowances

SEE STATEMENT 12

145,561.

11,100.

-0-

Part V Other Information (Note the statement requirements in the instructions for Part VI.)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
34 Were any changes made to the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes STMT 16	X	
35 If the organization had income from business activities, such as those reported on lines 2, 6a and 7a (among others), but not reported on Form 990-T, attach a statement explaining your reason for not reporting the income on Form 990-T STMT 17		
a Did the organization have unrelated business gross income of \$1,000 or more or section 6033(e) notice, reporting, and proxy tax requirements?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
36 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," complete applicable parts of Schedule N		X
37 a Enter amount of political expenditures, direct or indirect, as described in the instructions ▶ 37a		
b Did the organization file Form 1120-POL for this year?		X
38 a Did the organization borrow from or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still unpaid at the start of the period covered by this return?		X
b If "Yes," complete Schedule L, Part II and enter the total amount involved 38b		
39 Section 501(c)(7) organizations Enter		
a Initiation fees and capital contributions included on line 9 39a		
b Gross receipts, included on line 9, for public use of club facilities 39b		
40 a Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911 ▶ ; section 4912 ▶ ; section 4955 ▶		
b Section 501(c)(3) and (4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," complete Schedule L, Part I		
c Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶		
d Enter amount of tax on line 40c reimbursed by the organization ▶		
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T		X
41 List the states with which a copy of this return is filed ▶		
42 a The books are in care of ▶ WISCONSIN CHEESE MAKERS ASSOC Telephone no. ▶ 608/828-4550 Located at ▶ 8030 EXCELSIOR DRIVE #305 MADISON, WI ZIP + 4 ▶ 53717		
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
If "Yes," enter the name of the foreign country: ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
c At any time during the calendar year, did the organization maintain an office outside of the U.S.?		X
If "Yes," enter the name of the foreign country: ▶		
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here, and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43		
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		X

Form 990-EZ (2008)

Part VI **Section 501(c)(3) organizations only.** All section 501(c)(3) organizations must answer questions 46-49 and complete the tables for lines 50 and 51.

46	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46	Yes	No
47	Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47		
48	Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . .	48		
49a	Did the organization make any transfers to an exempt non-charitable related organization?	49a		
b	If "Yes," was the related organization(s) a section 527 organization?	49b		
50	Complete this table for the five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None"			

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances

Total number of other employees paid over \$100,000 ►				

51 Complete this table for the five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None "

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
Total number of other independent contractors receiving over \$100,000 ▶		

Total number of other independent contractors receiving over \$100,000 ▶

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer  Date 1-15-10

Type or print name and title John Umhoefer Executive Director

Paid Preparer's Use Only	Preparer's signature Douglas K. Berry CPA	Date 1/13/2010	Check if self-employed ☐	Preparer's Identifying Number (See instructions) P00540951
	Firm's name (or yours if self-employed), address, and ZIP + 4 SVA CERTIFIED PUBLIC ACCOUNTANTS 1221 JOHN Q. HAMMONS DRIVE MADISON, WI 53717	EIN 39-1203191	Phone no 608-831-8181	

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities
For Organizations Exempt From Income Tax Under section 501(c) and section 527
▶ To be completed by organizations described below.
▶ Attach to Form 990 or Form 990-EZ.

OMB No 1545-0047
2008
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If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B.
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(cy)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A. Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)). Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of organization WISCONSIN CHEESE MAKERS ASSOCIATION	Employer identification number 39-0712619
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Part I-A To be completed by all organizations exempt under section 501(c) and section 527 organizations.
See the instructions for Schedule C for details.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$
- 3 Volunteer hours ▶

Part I-B To be completed by all organizations exempt under section 501(c)(3).
See the instructions for Schedule C for details.

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
- 4a Was a correction made? ☐ Yes ☐ No
- b If "Yes," describe in Part IV

Part I-C To be completed by all organizations exempt under section 501(c), except section 501(c)(3).
See the instructions for Schedule C for details.

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$
- 3 Total of direct and indirect exempt function expenditures. Add lines 1 and 2 and enter here and on Form 1120-POL, line 17b ▶ \$
- 4 Did the filing organization file Form 1120-POL for this year? ☐ Yes ☐ No
- 5 State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. Enter the amount paid and indicate if the amount was paid from the filing organization's funds or were political contributions received and promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-

Part II-A To be completed by organizations exempt under section 501(c)(3) that filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details.

- A** Check ☐ if the filing organization belongs to an affiliated group.
- B** Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount Enter the amount from the following table in both columns														
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a. Enter -0- if line g is more than line a														
i	Subtract line 1f from line 1c. Enter -0- if line f is more than line c														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		☐ Yes ☐ No												

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f of the instructions.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
2 a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2008

Part II-B To be completed by organizations exempt under section 501(c)(3) that have NOT filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details.

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means?			
i Other activities? If "Yes," describe in Part IV			
j Total lines 1c through 1i			
2 a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6). See the instructions for Schedule C for details.

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?		X
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?		X
3 Did the organization agree to carryover lobbying and political expenditures from the prior year?	X	

Part III-B To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered "No" OR if Part III-A, question 3 is answered "Yes." See Schedule C instructions for details.

1 Dues, assessments and similar amounts from members	1	206,775.
2 Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	61,222.
b Carryover from last year	2b	41,069.
c Total	2c	102,291.
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	20,678.
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	81,613.
5 Taxable amount of lobbying and political expenditures (line 2c total minus 3 and 4)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5 and Part II-B, line 1i. Also, complete this part for any additional information.

Part IV Supplemental Information (continued)

[illegible]

Supplemental Information Regarding Fundraising or Gaming Activities

▶ **Attach to Form 990 or Form 990-EZ.** Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than \$15,000 on Form 990-EZ, line 6a.

2008

**Open To Public
Inspection**

Name of the organization

WISCONSIN CHEESE MAKERS ASSOCIATION

Employer identification number

39-0712619

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- | | | | | | |
|----------|--------------------------|-------------------------|----------|--------------------------|---------------------------------------|
| a | ☐ | Mail solicitations | e | ☐ | Solicitation of non-government grants |
| b | ☐ | Email solicitations | f | ☐ | Solicitation of government grants |
| c | ☐ | Phone solicitations | g | ☐ | Special fundraising events |
| d | ☐ | In-person solicitations | | | |

- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising activities? ☐ Yes ☐ No

- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total ►						

- 3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing**

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

	(a) Event #1 <u>SUMMER OUTING</u> (event type)	(b) Event #2 _____ (event type)	(c) Other Events <u>NONE</u> (total number)	(d) Total Events (Add col (a) through col (c))
Revenue				
1 Gross receipts	74,505.			74,505.
2 Less Charitable contributions				
3 Gross revenue (line 1 minus line 2)	74,505.			74,505.
Direct Expenses				
4 Cash prizes				
5 Non-cash prizes	1,266.			1,266.
6 Rent/facility costs	23,282.			23,282.
7 Other direct expenses	26,175.			26,175.
8 Direct expense summary. Add lines 4 through 7 in column (d)				(50,723.)
9 Net income summary. Combine lines 3 and 8 in column (d)				23,782.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

	(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col. (a) through col (c))
Revenue				
1 Gross revenue				
Direct Expenses				
2 Cash prizes				
3 Non-cash prizes				
4 Rent/facility costs				
5 Other direct expenses				
6 Volunteer labor	Yes _____ % No _____ %	Yes _____ % No _____ %	Yes _____ % No _____ %	
7 Direct expense summary. Add lines 2 through 5 in column (d)				()
8 Net gaming income summary. Combine lines 1 and 7 in column (d)				

	Yes	No
9 Enter the state(s) in which the organization operates gaming activities _____		
a Is the organization licensed to operate gaming activities in each of these states?	9a	
b If "No," Explain: _____		
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	
b If "Yes," Explain: _____		
11 Does the organization operate gaming activities with nonmembers?	11	
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12	

		Yes	No
13	Indicate the percentage of gaming activity operated in:		
a	The organization's facility 13a %		
b	An outside facility 13b %		
14	Provide the name and address of the person who prepares the organization's gaming/special event books and records		
	Name ► _____		
	Address ► _____		
15a	Does the organization have a contract with a third party from whom the organization receives gaming revenue? 15a		
b	If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____		
c	If "Yes," enter name and address:		
	Name ► _____		
	Address ► _____		
16	Gaming manager information:		
	Name ► _____		
	Gaming manager compensation ► \$ _____		
	Description of services provided ► _____		
	☐ Director/officer ☐ Employee ☐ Independent contractor		
17	Mandatory distributions:		
a	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? 17a		
b	Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$		

FORM 990EZ - GENERAL EXPLANATION ATTACHMENT
=====

AMENDED 2008 FORM 990-EZ ✓
PART V, LINE 35 AND SCHEDULE C

THE FOLLOWING ITEMS HAVE CHANGED IN THE AMENDED 2008 FORM 990-EZ COMPARED
TO WHAT WAS ORIGINALLY FILED:

1. RESPONSE TO LINE 35A CHANGED FROM NO TO YES. ✓
2. RESPONSE TO LINE 35B CHANGED FROM BLANK TO NO. ✓ THE EXPLANATION FOR
LINE 35 WAS MODIFIED.
3. SCHEDULE C HAS BEEN ADDED. PART III OF SCHEDULE C HAS BEEN
COMPLETED.

FORM 990EZ, PART I - INVESTMENT INCOME
=====DESCRIPTION
-----AMOUNT
-----DIVIDEND INCOME
INTEREST INCOME5,574.
37,826.

TOTAL

43,400.
=====

FORM 990EZ, PART I - SPECIAL EVENTS AND ACTIVITIES
=====

DESCRIPTION -----	GROSS REVENUE -----	DIRECT EXPENSES -----	NET INCOME -----
SUMMER GOLF OUTING	74,505.	50,723.	23,782.
TOTALS	74,505.	50,723.	23,782.

FORM 990EZ, PART I - GRANTS AND SIMILAR AMOUNTS PAID
IN EXCESS OF \$5000

=====

RECIPIENT NAME AND ADDRESS

GRANTS PAID

VARIOUS LESS THAN \$5,000

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

12,498.

12,498.

=====

TOTAL CONTRIBUTIONS PAID

FORM 990EZ, PART I - OTHER EXPENSES

=====

SUPPLIES	4,142.
TRAVEL	23,520.
CONFERENCES, CONVENTIONS	184,962.
DEPRECIATION	11,687.
BANK FEES	839.
INFORMATION TECHNOLOGY	5,974.
CHEESE REPORTER	5,460.
MEMBER EDUCATION AND DEVELOPMENT	19,661.
GROWING MILK INITIATIVE	6,356.
CHEESE CONTEST	160,721.
PRODUCER ORGANIZATION SUPPORT	22,600.
FAXFACTS EXPENSE	321.
MISCELLANEOUS	215.
DUES AND SUBSCRIPTIONS	9,174.
INSURANCE	1,406.

TOTAL	457,038.
	=====

FORM 990EZ, PART I - OTHER CHANGES IN FUND BALANCES
=====

DECREASES IN FUND BALANCES

UNREALIZED LOSS-INVESTMENT IN SECURITIES	44,876.

TOTAL	44,876.
	=====

FORM 990EZ, PART II - CASH, SAVINGS AND INVESTMENTS
=====

DESCRIPTION -----	BEGINNING OF YEAR -----	END OF YEAR -----
CASH	9,135.	16,579.
SAVINGS	1,339,185.	1,251,244.
INVESTMENTS - SECURITIES	178,613.	139,313.
	-----	-----
TOTALS	1,526,933.	1,407,136.
	=====	=====

FORM 990EZ, PART II - OTHER ASSETS
=====

DESCRIPTION -----	BEGINNING OF YEAR -----	END OF YEAR -----
ACCOUNTS RECEIVABLE	2,110.	NONE
PREPAID EXPENSES OR DEFERRED CHARGES	19,717.	22,691.
	-----	-----
TOTALS	21,827.	22,691.
	=====	=====

FORM 990EZ, PART II - TOTAL LIABILITIES

=====

DESCRIPTION -----	BEGINNING OF YEAR -----	END OF YEAR -----
ACCOUNTS PAYABLE	44,890.	56,256.
SUPPORT AND REVENUE FOR FUTURE PERIODS	136,660.	74,380.
TOTALS	181,550.	130,636.

=====

FORM 990EZ, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE
=====

TO EDUCATE, INFORM, AND REPRESENT ITS MEMBERS ON MATTERS OF INTEREST
AND CONCERN AFFECTING THE DAIRY INDUSTRY

FORM 990EZ, PART III - OTHER PROGRAM SERVICES
=====

DESCRIPTION

GRANTS AND
ALLOCATIONS

EXPENSES

CHEESE REPORTER
DAIRY FACTS NEWSLETTER AND DAIRY PROMOTION

TOTALS

FORM 990EZ, PART IV - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT. AND OTHER ALLOWANCES
JOHN UMHOEFER 8030 EXCELSIOR DRIVE 305 MADISON, WI 53717	EXECUTIVE DIRECTOR 40.	145,561.	11,100.	NONE
JEFF WIDEMAN MAPLE LEAF CHEESE CO-OP N890 TWIN GROVE ROAD MONROE, WI 53566	DIRECTOR 1.	NONE	NONE	NONE
RANDY LA GRANDER LA GRANDER'S HILLSIDE DAIRY, INC. W11299 BROEK ROAD STANLEY, WI 54768	DIRECTOR 1.	NONE	NONE	NONE
KERRY HENNING HENNING CHEESE, INC. 20201 UCKER POINT RD. KIEL, WI 53042	SECOND VICE PRESIDENT 1.	NONE	NONE	NONE
PAT MUGAN SARTORI FOOD CORPORATION PO BOX 258 PLYMOUTH, WI 53073	DIRECTOR 1.	NONE	NONE	NONE
JOHN FRIDIRICI GRANDE CHEESE COMPANY DAIRY ROAD BROWNSVILLE, WI 53006	DIRECTOR 1.	NONE	NONE	NONE

FORM 990EZ, PART IV - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT. AND OTHER ALLOWANCES
ANDY DEDERICH CARGILL PO BOX 1609 WAUKESHA, WI 53187	DIRECTOR 1.	NONE	NONE	NONE
ROBERT EHRENBERG TAYLOR CHEESE CORP. PO BOX 639 WEYAUWEGA, WI 54983	SECRETARY 1.	NONE	NONE	NONE
RON BUHOLZER KLONDIKE CHEESE COMPANY PO BOX 234 MONROE, WI 53566	DIRECTOR 1.	NONE	NONE	NONE
MIKE MORAN WISCONSIN DAIRY STATE CHEESE CO. PO BOX 215 RUDOLPH, WI 54475	DIRECTOR 1.	NONE	NONE	NONE
BRIAN BAKER BAKER CHEESE, INC. N5279 CTY G ST. CLOUD, WI 53079	FIRST VICE PRESIDENT 1.	NONE	NONE	NONE
MARK WITKE ZIMMERMAN CHEESE N6853 HIGHWAY 78 SOUTH WAYNE, WI 53587	TREASURER 1.	NONE	NONE	NONE
MARK SCHLEITWILER	DIRECTOR 1.	NONE	NONE	NONE

FORM 990EZ, PART IV - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT. AND OTHER ALLOWANCES
BELGIOIOSO CHEESE, INC. 5810 COUNTY ROAD NN DENMARK, WI 54208				
TED JACOBY III	DIRECTOR	NONE	NONE	NONE
T.C. JACOBY & CO. INC. 1716 HIDDEN CREEK COURT ST. LOUIS, MO 63131	1.			
DAN ZAGZEBSKI	DIRECTOR	NONE	NONE	NONE
GREAT LAKES CHEESE 101 DEVOE STREET WAUSAU, WI 54403	1.			
JAKE NIFFENEGGER	DIRECTOR	NONE	NONE	NONE
LACTALIS USA, INC. 218 S PARK STREET BELMONT, WI 53510	1.			
TAYT WUETHRICH	DIRECTOR	NONE	NONE	NONE
GRASSLAND DAIRY PRODUCTS, INC. PO BOX 160 GREENWOOD, WI 54437	1.			
MIKE SIPPLE	PRESIDENT	NONE	NONE	NONE
TREGA FOODS PO BOX 223 LITTLE CHUTE, WI 54140	1.			
GREG DRYER	DIRECTOR	NONE	NONE	NONE
SAPUTO CHEESE USA INC. 25 TRI STATE INT'L OFFICE, #250	1.			

FORM 990EZ, PART IV - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT. AND OTHER ALLOWANCES
LINCOLNSHIRE, IL 60069				
SCOTT MEISTER	DIRECTOR	NONE	NONE	NONE
MEISTER CHEESE COMPANY	1.			
1160 INDUSTRIAL DRIVE				
MUSCODA, WI 53573				
GRAND TOTALS				
		145,561.	11,100.	NONE

FORM 990EZ, PART V - EXPLANATION FOR LINE 34
=====

SEE ATTACHED CONFORMED COPY OF AMENDED BY-LAWS.

FORM 990EZ, PART V - EXPLANATION FOR LINE 35

=====

INCOME REPORTED ON LINE 2 IS NOT REPORTED ON FORM 990-T BECAUSE IT
CONSISTS OF INCOME FROM ACTIVITIES THAT ARE NOT REGULARLY CARRIED ON
AND INCOME FROM QUALIFIED CONVENTION AND TRADE SHOW ACTIVITIES.
INCOME REPORTED ON LINE 6A IS NOT REPORTED ON FORM 990-T BECAUSE IT IS
FROM AN ACTIVITY THAT IS NOT REGULARLY CARRIED ON. LOBBYING
EXPENDITURES ARE DISCLOSED ON SCHEDULE C. THERE IS NO PROXY TAX TO
REPORT ON FORM 990-T.

Wisconsin Cheese Makers Association
2008 Form 990-EZ
FEIN 39-0712619

I swear that the attached copy of Wisconsin Cheese Makers Association's Amended Bylaws dated October 8, 2008 is a true and accurate copy of the original document.

By: _____

Print Name and Title: _____

1 **Wisconsin Cheese Makers Association**

2
3 **By Laws**

4
5 **As amended, October 8, 2008**

6
7
8 **ARTICLE I**

9
10 **Purposes and Powers**

11
12 *Section 1.* The purpose of the Association shall be to promote the interests of its members in matters
13 affecting the dairy industry of the United States of America. In the fulfillment of such purpose, the
14 Association may exercise any and all powers of a corporation organized under the Wisconsin Non-Stock
15 Corporation Law.
16

17
18 **ARTICLE II**

19
20 **Principal Office**

21
22 *Section 1.* The principal office of the Association shall be located at such office or offices as the Board
23 of Directors may designate or as the affairs of the Association may require from time to time.
24

25
26 **ARTICLE III**

27
28 **Membership**

29
30 *Section 1.* Classes of Membership, Membership in the Association shall consist of Manufacturer
31 members, Processor/Marketer members, Affiliated Association Members, and Supplier members..
32

33 *Section 2.* Manufacturer Membership, Any firm or corporation engaged in the business of converting
34 milk and milk components into natural cheese and/or butter may become a Manufacturer Member in the
35 Association with the approval of the Board of Directors and by paying the Manufacturer Membership
36 dues in advance for the current year. Each Manufacturer Member shall designate a representative with
37 the right to speak on and vote in all Association matters. Each Manufacturer member may designate a
38 nominee to serve on the Board of Directors.
39

40 *Section 3.* Processor/Marketer Member, Any firm or corporation engaged in the business of
41 manufacturing cold pack or processed cheese or cheese food products, or in the business of converting
42 cheese (cutting, packaging, reprocessing) or in the business of marketing cheese as a cheese broker,
43 cheese buyer, or cheese distributor or in the business of processing whey as a primary business, may
44 become a Processor/Marketer Member in the Association with the approval of the Board of Directors
45 and by paying in advance the appropriate level of dues for the current year. A representative of a
46 Processor/Marketer Member may attend membership meetings not restricted to Manufacturer Members,
47 but shall have no vote in Association matters. Each Processor/Marketer Member may designate a
48 nominee to serve in the Association Board of Directors.
49

50 *Section 4.* Supplier Member, Any firm, proprietorship or corporation which is engaged in the business
51 of providing goods or services to the dairy industry may become a Supplier Member of the Association
52 with the approval of the Board of Directors and by paying in advance the Supplier Membership dues for

1 the current year. A representative of a Supplier Member may attend membership meetings not restricted
2 to Manufacturer Members, but shall have no vote in Association matters. Each Supplier Member may
3 designate a nominee to serve on the Association's Board of Directors.

4
5 *Section 5, Life Membership,* Any individual employed by or retired from any firm, association or
6 corporation that is a Manufacturer Member or Processor/Marketer Member or Supplier Member or
7 Affiliated Association may be named a Life Member upon a majority vote of the Board of Directors.
8 Life Membership is an honorary title that conveys membership status to the individual for the remainder
9 of his or her life.

10
11 *Section 6, Affiliated Association Membership,* Any Wisconsin regional or other organization of cheese
12 manufacturers two-thirds of the membership of which are members of the Association may become an
13 Affiliated Association Member of the Association with the approval of the Board of Directors and by
14 paying in advance the Affiliated Association membership dues for the current year. A representative of
15 an Affiliated Association Member may attend member meetings not restricted to Manufacturer Member
16 or Processor/Marketer Members, but shall have no vote in Association matters. Each Affiliated
17 Association Member may designate a representative for appointment to the Board of Directors. This
18 representative must be a WCMA member in good standing.

19
20 *Section 7, Dues,* The Board of Directors shall establish and maintain a dues structure which allows the
21 Association to carry out its purpose at proper levels. Dues for each membership class shall be
22 established by the Board of Directors. The dues level shall be reviewed on annual basis by the Board of
23 Directors and may be adjusted from time to time.

24
25 *Section 8, Official Publication,* Membership in the association shall include a subscription to the
26 official publication designated by the Board of Directors.

27
28 *Section 9, Annual Meeting,* The annual meeting of the membership shall be held at the date and hour in
29 each year as any be fixed by or under the authority of the Board of Directors, for the transaction of such
30 business as may come before the meeting.

31
32 *Section 10, Special Meeting,* Special meetings of the membership for any purpose or purposes, unless
33 otherwise prescribed by Statute, may be called by the Board of Directors. The Board of Directors may
34 limit attendance at such special meetings to Manufacturer Members.

35
36 *Section 11, Place of Meeting,* The Board of Directors may be designate any place, either within or
37 without the State of Wisconsin, as the place of meeting for any annual meeting or for any special
38 meeting called by the Board of Directors.

39
40 *Section 12, Notice of Meeting,* Written notice stating the place, day and hour of the meeting and, in the
41 case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not
42 less than ten (10) days (unless a longer period is required by law or by the Articles of Incorporation) nor
43 more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the
44 direction of the President or the Secretary, to each member of record entitled to be at such meeting. If
45 mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed
46 to the member at his address as it appears on the record books of the Association, with postage thereon
47 prepaid.

48
49 *Section 13, Fixing of Record Date,* For the purpose of determining members entitled notice of or to vote
50 at any meeting of members or any adjournment thereof, or in order to make a determination of members
51 for any other purpose, the Board of Directors may fix in advance a date as the record date for any such
52 determination of membership, such date in any case to be not more than fifty (50) days, and in the case

1 of a meeting of members, not less than ten (10) days prior to the date on which the particular action ,
2 requiring such determination of membership, is to be taken. If no record date is fixed for the
3 determination of membership entitled to notice or to vote at a meeting of members has been made as
4 provided in this Section, such determination shall be applied to any adjournment thereof.
5

6 *Section 14, Voting Rights,* The officer or agent having charge of the membership books shall, before
7 each meeting of members, make a complete record of the members entitled to vote at such meeting, or
8 any adjournment thereof, along with the address of each member. Such record shall be produced and
9 kept open at the time and the place of the meeting and shall be subject to the inspection of any member
10 during the whole time of the meeting for the purpose of the meeting. The original membership book
11 shall be a prima facie evidence as to who are the members entitled to vote at any meeting of members.
12 Failure to comply with the requirements of this Section shall not affect the validity of any action taken at
13 such meeting.
14

15 *Section 15, Quorum,* Except as otherwise provided in the Articles of Incorporation, ten percent (10%) of
16 the Manufacturer Members entitled to vote, represented in person or proxy, shall constitute a quorum at
17 a meeting of members. If a quorum is present, the affirmative vote of a majority of the Manufacturer
18 Members represented at the meeting and entitled to vote on the subject matter shall be the act of the
19 membership unless the vote of a greater number or voting by classes is required by law or the Articles of
20 Incorporation. Though less than a quorum of the Manufacturer Members are represented at a meeting, a
21 majority of the Manufacturer Members so represented may adjourn the meeting from time to time
22 without further notice. At such adjourned meeting at which a quorum shall be present or represented,
23 any business may be transacted which might have been transacted at the meeting as originally notified.
24

25 *Section 16, Conduct of Meeting,* The President, and in his absence, the Vice Presidents, and in their
26 absence, any person chosen by the manufacturer and processor/marketer members present shall call the
27 meeting of the members to order and shall act as chairman of the meeting, and the Secretary shall act as
28 secretary of the meeting of the members, but in the absence of the Secretary, the presiding officer may
29 appoint any other person to act as Secretary of the meeting.
30

31 *Section 17, Voting,* Each Manufacturer Member shall be entitled to one vote upon each matter submitted
32 to a vote at a meeting of the members, except to the extent that the voting rights of the members are
33 enlarged, limited or denied by the Articles of Incorporation or by the Bylaws.
34

35 *Section 18, Waiver of Notice,* Notwithstanding the provisions of the foregoing sections, a meeting of the
36 members may be held at any time and at any place within or without the State of Wisconsin, and any
37 action may be taken thereat, if notice is waived in writing by each manufacturer and processor/marketer
38 member having the right to vote at the meeting.
39

40 *Section 19, Unanimous Consent Without Meeting,* Any action required or permitted to be taken at a
41 meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action
42 so taken, shall be signed by all the Manufacturer Members entitled to vote with respect to the subject
43 matter thereof.
44

45 *Section 20, Proxies,* At all meetings of the members, a Manufacturer Member is entitled to vote, in
46 person or by proxy appointed in writing by the member or his duly authorized attorney in fact. Such
47 proxy shall be filed with the secretary before or at the time of the meeting. Unless otherwise provided in
48 the proxy, a proxy may be revoked at any time before it is voted, either by written notice filed with the
49 Secretary or the acting secretary of the meeting or by oral notice given by the member to the presiding
50 officer during the meeting. The presence of a member who has filed his proxy shall not of itself
51 constitute a revocation. No proxy appointment shall be valid after eleven (11) months from the date of
52 its execution, unless otherwise provided in the proxy. No person may hold and vote more than one

1 proxy (in addition to his or her own voting rights). The Board of Directors shall have the power and
2 authority to make rules establishing presumptions as to the validity and sufficiency of proxies.
3
4
5

6 ARTICLE IV

7 Directors

8
9
10 *Section 1*, Board of Directors: Qualification; The property, affairs, activities and concerns of the
11 Association shall be vested in a Board of Directors, as herein provided for. In order to qualify as a
12 director, a person must be an owner or employed by a firm or corporation which is a Manufacturer
13 Member or a Processor/Marketer Member or Supplier Member of this Association. Each Manufacturer
14 Member or Processor/Marketer Member or Supplier Member may have no more than one individual
15 member upon the Board of Directors.
16

17 *Section 1A*, Relationship of Regional and Other Associations, It is recognized that a high percentage of
18 the Association members also belong to either (1) other trade associations in the dairy industry
19 maintaining formal or informal affiliations with the Association as determined by the Board of Directors
20 (hereinafter referred to as "Affiliated Associations") or (2) one of three regional trade associations
21 consisting of the Central Wisconsin Cheesemakers and Buttermakers Association, Eastern Wisconsin
22 Cheesemakers and Buttermakers Association and Southwestern Wisconsin Cheese Makers Association
23 (hereinafter referred to as "State Regionals"). The impact of Association members belonging to such
24 Affiliated Associations and State Regionals is recognized by the provisions herein for the election of
25 directors.
26

27 *Section 2*, Election, The members of the Association's Board of Directors will be elected or appointed
28 as follows:
29

30 (a) One director shall be elected from each of four geographic areas in Wisconsin. The director from
31 each geographic area shall be elected by the Association's Manufacturer Members having their principal
32 places of business in that geographic area. These geographic areas are described in Appendix 1.
33

34 (b) One director shall be elected to represent each State Regional. Each director representing a state
35 regional shall be a Manufacturer Member elected by those Association members who are also members
36 of that state regional.
37

38 (c) The Board of Directors shall appoint two directors from among the representatives designated by the
39 Processor/Marketer Members.
40

41 (d) Each Affiliated Association member and the State Regionals that have become a member as an
42 Affiliated Association shall be entitled to recommend annually a representative for appointment to the
43 Board of Directors.
44

45 (e) The Board of Directors shall appoint four directors at large. Nominees must be, or be employed by,
46 an Association member.
47

48 (f) The Board of Directors may appoint an honorary member to the Board of Directors. Any person
49 appointed as honorary member of the Board of Directors shall not be eligible to vote on matters coming
50 before the Board of Directors, or to make motions during Board of Director meetings, and shall be
51 ineligible to hold any office in the Association.
52

1 (g) The Board of Directors shall appoint two directors from among the representatives designated by the
2 Supplier Members.

3
4 *Section 3, Election, The nomination and election procedure shall be as follows*

5
6 (a) Directors Representing Geographic Areas, for the election term beginning in an odd-numbered year,
7 the Association will mail nomination requests to each Manufacturer Member in each geographic area.
8 Nominations received, following verification of the nominee's willingness to serve, will be included on a
9 ballot to be mailed to each Manufacturer Member in each geographic area. The nominee receiving a
10 majority of the votes cast shall be elected. Each person so elected shall take office effective on the first
11 day of the succeeding fiscal year.

12
13 (b) Directors Representing State Regional, for the election term beginning in an even-numbered year,
14 the Association will mail nomination requests to each Manufacturer Member who is also a member of
15 each State Regional. Nominations received, following verification of the nominee's willingness to
16 serve, will be included on a ballot to be mailed to each Manufacturer Member who is also a member of
17 the State Regional. The nominee receiving a majority of the votes cast shall be elected. Each person so
18 elected shall take office effective on the first day of the succeeding fiscal year.

19
20 (c) Directors Appointed by Board to Represent Processor/Marketer Members and Supplier Members,
21 The Association shall mail a nomination request to each member or class of members to be represented
22 by a director appointed by the Board of Directors. Nominations received, following verification of the
23 nominee's willingness to serve, will be presented to the Board of Directors, and the Board of Directors
24 shall select a director from among the nominees by a vote of the majority of the Board. Each person so
25 appointed shall take office effective on the first day of the succeeding fiscal year.

26
27 (d) Director at Large and Honorary Directors. The President of the Association shall nominate
28 candidates for positions of director at large and honorary director. The Board of Directors shall appoint
29 directors at large from among the nominees. The Board of Directors may appoint an honorary director
30 from among nominees for that position, or may elect not to appoint any honorary director. Each person
31 so appointed shall take office effective on the first day of the succeeding fiscal year.

32
33 *Section 4, Term, A director shall hold office for a term of two (2) years and until his successor has been*
34 *duly elected, or appointed, or until his prior death, resignation or removal, provided that no director shall*
35 *hold office for more than three (3) consecutive two-year terms. No director recommended for*
36 *appointment by an Affiliated Association Member shall hold office more than six (6) consecutive years.*

37
38 *Section 5, Vacancies; Removal; Resignation, Vacancies in the Board of Directors occurring during an*
39 *existing term shall be filled for the unexpired term by appointment by the President of a qualified person*
40 *from the geographic area, State Regional or Affiliated Association, or class of membership from which*
41 *the vacant directorship arises. Any new director appointed shall have all the rights and duties of a*
42 *regular director and shall complete the term of the vacant directorship. If the remaining term of the*
43 *vacant directorship is one (1) year or more, it shall count as one of the three consecutive terms that a*
44 *director may serve. Any director, who misses two (2) consecutive meetings of the Board of Directors*
45 *during any two (2) year period, may be removed from office by the Board of Directors and the vacancy*
46 *so created filled as provided above.*

47
48 *Section 6, Regular Meetings, The Board of Directors shall hold no fewer than four regular meetings per*
49 *calendar year at times and places noticed pursuant to Section 8 herein. One such regular meeting shall*
50 *take place within 48 hours of the annual meeting of members. The Board of Directors may provide, by*
51 *resolution, the time and place for the holding of additional regular meetings without notice other than*
52 *such resolution.*

1
2 *Section 7, Special Meetings,* Special meetings of the Board of Directors shall be called by the Secretary
3 at the request of the President or any three (3) directors.
4

5 *Section 8, Notice; Waiver,* Except as otherwise provided herein, notice of each meeting of the Board of
6 Directors shall be given by written notice delivered personally or mailed or given by telegram to each
7 director at his business address or such other address as such director shall have designated in writing
8 filed with the Secretary, in each case not less than forty-eight hours prior thereto. If mailed, such notice
9 shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage
10 thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the
11 telegram is delivered to the telegraph company. Whenever any notice whatsoever is required to be given
12 to any director of the Association under the Articles of Incorporation or Bylaws or any provision of law,
13 a waiver thereof in writing, signed at any time, whether before or after the time of the meeting, by the
14 director entitled to said notice, shall be deemed equivalent to the giving of such notice. The attendance
15 of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director
16 attends a meeting and objects thereat to the transaction of any business because the meeting is not
17 lawfully called or convened. Neither the business to be transacted at nor the purpose of, any regular or
18 special meeting of the Board of Directors need be specified in the notice or waiver of notice of such
19 meeting.
20

21 *Section 9, Quorum,* Except as otherwise provided by law or by the Articles of Incorporation or the
22 Bylaws, two-thirds of the number of directors then in office shall constitute a quorum for the transaction
23 of business at any meeting of the Board of Directors, but a majority of the directors present (through less
24 than such quorum) may adjourn the meeting from time to time without further notice.
25

26 Except as otherwise provided by law or by the Articles of Incorporation or the Bylaws, three of the five
27 officers shall constitute a quorum for the transaction of business at any meeting of the Executive
28 Committee, but a majority of the directors present (though less than such quorum) may adjourn the
29 meeting from time to time without further notice.
30

31 *Section 10, Manner of Acting,* The act of two-thirds of the number of directors then in office, at a
32 meeting at which a quorum is present, shall be the act of the Board of Directors, unless the act of a
33 greater number is required by law or by the Articles of Incorporation or by the Bylaws.
34

35 The act of three of the five elected officers shall be the act of the Executive Committee, unless the act of
36 a greater number is required by law or by the Articles of Incorporation or by the Bylaws.
37

38 *Section 11, Conduct of Meeting,* The President, and in his absence, the First Vice President, and in his
39 absence, any director chosen by the directors present, shall call meetings of the Board of Directors to
40 order and shall act as chairman of the meeting. The Secretary shall act as secretary of all meetings of the
41 Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any director or
42 other person to act as secretary of the meeting.
43

44 *Section 12, Voting,* Each director shall be entitled to one vote upon any matter submitted for a vote at a
45 meeting of the Board of Directors. Directors appointed as Honorary directors shall not be eligible to
46 vote.
47

48 *Section 13, Presumption of Assent,* A director who is present at a meeting of the Board of Directors at
49 which any action on any matter is taken shall be presumed to have assented to the action taken unless his
50 dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such
51 action with the person acting as the Secretary of the meeting before the adjournment thereof or shall

1 forward such dissent by registered mail to the Secretary immediately after the adjournment of the
2 meeting. Such right to dissent shall not apply to a director voting in favor of such action.

3
4 *Section 14, Committee,* Upon the recommendation of the Executive Committee, the Board of Directors,
5 by resolution adopted by the affirmative vote of two-thirds of the number of directors then in office may
6 designate one or more committees, each committee to consist of three or more directors and one or more
7 Association members, which to the extent provided in said resolution as initially adopted, and as
8 thereafter supplemented or amended by further resolution and adopted by a like vote, shall have and
9 may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the
10 management of the business and affairs of the Association, except election of the principal officers or the
11 filling of vacancies pursuant to this section. The Board of Directors may elect one or more members as
12 alternate members of such committee who may take the place of any absent member or members at any
13 meeting of such committee, upon request of the President or upon request of the chairman of such
14 meeting. Each such committee shall fix its own rules governing the conduct of activities and shall make
15 such reports to the Board of Directors of its activities as the Board of Directors may request.

16
17 *Section 15, Unanimous Consent Without Meeting,* Any action required or permitted by the Articles of
18 Incorporation or the Bylaws or any provision of law to be taken by the Board of Directors at a meeting or
19 by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken,
20 shall be signed by all the directors then in office.

21
22 *Section 16, Powers and Duties,* The Board of Directors shall have the exclusive right to the management,
23 care, supervision, control and custody of the property of the Association and shall have all of the powers
24 and perform all of the acts as authorized by the Wisconsin Non-Stock Corporation Law.

25 26 27 **ARTICLE V**

28 29 **Officers**

30
31 *Section 1, Number,* The principal officers of the Association shall be a president, a first vice president,
32 a second vice president, a secretary and a treasurer, each of whom shall be elected by the Board of
33 Directors. No person shall serve in more than one office at any time. The officers shall constitute the
34 executive committee of the Association.

35
36 *Section 2, Executive Committee,* The officers shall constitute the Executive Committee of the
37 Association. Three officers shall constitute a quorum for the transaction of business at any meeting of
38 the Executive Committee. The act of three of the members of the Executive Committee at which a
39 quorum is present shall be the act of the Executive Committee.

40
41 *Section 3, Election, Eligibility and Term of Office,* The officers shall be elected annually by the Board
42 of Directors. Each officer shall hold office through the last day of the next fiscal year and until his
43 successor shall have been duly elected or until his prior death, resignation or removal. No person shall
44 fill any one office for more than three (3) consecutive one-year terms. The President may be elected to
45 no more than two (2) consecutive one-year terms.

46
47 *Section 4, Removal,* Any officer may be removed by the Board of Directors whenever in its judgment
48 the best interest of the Association will be served thereby, but such removal shall be without prejudice to
49 the contract right, if any, of the person so removed. Election or appointment shall not of itself create
50 contract rights. Any officer who misses two (2) consecutive meetings of the executive committee during
51 the one year term, may be removed as an officer and the vacancy so created filled at the next meeting of
52 the Board of Directors at which time a quorum is present.

1
2 *Section 5, Vacancies,* A vacancy in any office because of death, resignation, removal, disqualification or
3 otherwise, shall be filled by a person appointed by the President until the next meeting of the Board of
4 Directors and until a permanent replacement is elected by the Board of Directors to fill the remaining
5 term.

6
7 *Section 6, President - Eligibility and Duties,* The President shall be the principal executive officer of the
8 Association and, subject to the control of the Board of Directors, shall in general, supervise and control
9 all of the affairs of the Association. The President shall preside at all meetings of the members and the
10 Board of Directors at which he is present. He shall, also, at the annual meeting of the members and at
11 such other times as he sees proper, communicate to the members or to Board of Directors such matters
12 and make suggestions as may in his opinion tend to promote the purposes of the Association and shall
13 perform such other duties as are necessarily incident to the office of President or as may be prescribed by
14 the Board of Directors.

15
16 *Section 7, Vice Presidents,* In the absence of the President or in the event of his death, inability or refusal
17 to act, or in the event for any reason it shall be impracticable for the President to act personally, the First
18 Vice President, or in the event of such person's inability to act, the Second Vice President, shall
19 perform the duties of the President, and when so acting shall have all the powers of and be subject to all
20 the restrictions upon the President. The vice presidents shall perform such other duties and have such
21 authority as from time to time may be delegated or assigned to him by the President or by the Board of
22 Directors.

23
24 *Section 8, Secretary,* The Secretary shall:

25
26 (a) Keep the minutes of the meetings of the members and the Board of Directors in one or more books
27 provided for that purpose;

28
29 (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required
30 by law;

31
32 (c) Be custodian of the corporate records;

33
34 (d) Keep or arrange for the keeping of a register of the names and post office addresses of each director
35 and each member; and

36
37 (e) In general, perform all the duties incident to the office of Secretary and have such other duties and
38 exercise such authority as from time to time may be delegated or assigned to him by the President or by
39 the Board of Directors.

40
41 *Section 9, Treasurer,* The Treasurer shall:

42
43 (a) Have charge and custody of and be responsible for all funds of the Association;

44
45 (b) Receive and give receipts for monies due and payable to the Association from any source
46 whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or
47 other depositories as shall be designated by the Board of Directors; and

48
49 (c) In general, perform all of the duties incident to the office of Treasurer and have such other duties and
50 exercise such other authority as from time to time may be delegated or assigned to him by the President
51 or by the Board of Directors.

1 *Section 10, Executive Director,* The Board of Directors shall, by two-thirds (2/3) vote, hire a person to
2 serve as Executive Director of the Association, including replacements for that position. The Executive
3 Director shall be responsible for the day-to-day operation of the Association's office, shall carry out such
4 duties as the President of the Association shall assign to him, and with the Treasurer, shall be
5 responsible for maintaining and operating the Association within the budgets approved by the Board of
6 Directors at the meeting of the Board of Directors prior to the beginning of each fiscal year. The
7 Executive Director shall be responsible for maintaining an office and staff personnel for the Association.
8 The employment of the Executive Director may be terminated by a majority vote of the Board of
9 Directors. If the position of Executive Director is vacated, the Board of Directors shall meet as soon as
10 possible to appoint a selection committee made up of the Executive Committee plus two (2) directors for
11 the purpose of screening applicants to fill the vacancy. The selection committee shall present to the
12 Board of Directors three (3) individuals for the position, and Board of Directors shall be two-thirds (2/3)
13 vote, hire a replacement to serve as Executive Director.
14

15 *Section 11, Other Assistants and Acting Officers,* The Board of Directors shall have the power to
16 appoint any person to act as assistant to any officer, or as agent for the Association in his stead, or to
17 perform the duties of said officer whenever for any reason it is impracticable for such officer to act
18 personally, and such assistant or acting officer or other agent so appointed by the Board of Directors
19 shall have the power to perform all the duties of the office to which he is so appointed to be assistant, or
20 as to which he is so appointed to act, except as such powers may be otherwise defined or restricted by
21 the Board of Directors.
22

23 *Section 12, Compensation,* The compensation of the officers, the Executive Director, and employees of
24 the Association shall be fixed from time to time by the Board of Directors.
25

26 *Section 13, Bonding,* The Board of Directors shall require proper and sufficient bonds for all officers,
27 the Executive Director and employees of the Association to insure against loss to the Association.
28
29

30 **ARTICLE VI**

31 **Contracts, Loans, Checks and Deposits: Special Corporate Acts**

32 *Section 1, Contracts,* The Board of Directors may authorize any officer or officers, agent or agents, to
33 enter into any contract or execute or deliver any instrument in the name of and on behalf of the
34 Association and such authorization may be general or confined to specific instances. In the absence of
35 other designations, all deeds, mortgages, and instruments of assignment or pledge made by the
36 Association shall be executed in the name of the Association by the President or the Vice President and
37 by the Secretary or Treasurer; and when so executed no other party to such instrument or any third party
38 shall be required to make inquiry into the authority of the signing officer or officers.
39
40
41

42 *Section 2, Loans,* No indebtedness for borrowed money shall be contracted on behalf of the association
43 and no evidence of such indebtedness shall be issued in its name unless authorized by or under the
44 authority of a resolution of the Board of Directors. Such authorization may be general or confined to
45 specific instances.
46

47 *Section 3, Checks, Drafts, Etc.,* All checks, drafts or other orders for the payment of money, notes or
48 other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or
49 officers, agent or agents, of the Association and in such manner as shall from time to time be determined
50 by or under the authority of a resolution of the Board of Directors.
51

1 *Section 4*, Deposits, All funds of the Association not otherwise employed shall be deposited from time to
2 time to the credit of the Association in such banks, trust companies or other depositories as may be
3 selected by or under the authority of a resolution of the Board of Directors.
4

5 6 **ARTICLE VII**

7 8 **Amendments**

9
10 *Section 1*, By Board of Directors, These bylaws may be altered, amended or repealed and new bylaws
11 may be adopted by the Board of Directors by a two-thirds majority at any meeting at which a quorum is
12 in attendance.
13

14 15 **ARTICLE VIII**

16 17 **Fiscal Year**

18
19 *Section 1*, The Fiscal Year of the Association shall begin on the first day of July and end on the last day
20 of June in each year.
21

22 23 **ARTICLE IX**

24 25 **Seal**

26
27 *Section 1*, The seal of Association shall be as more particularly shown in the following impression:
28
29

30 31 **ARTICLE X**

32 **Effect of Adoption of Bylaws**

33
34 *Section 1*, The adoption of these bylaws shall forthwith change the terms and conditions of office of the
35 persons serving as officers, Executive Director and directors prior to the date of adoption.