

BYLAWS

FOR THE GOVERNMENT OF THE

JOINT PROTECTIVE BOARD

AND MEMBERS

OF THE

BURLINGTON NORTHERN SYSTEM FEDERATION

BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES DIVISION

OF THE INTERNATIONAL BROTHERHOOD OF TEAMSTERS

Revised by the Twelfth Regular Quadrennial Meeting

June 23-25, 2020

PREAMBLE

The objects of the Burlington Northern System Federation are:

1. To bring within the folds of our Brotherhood every employee eligible to join our ranks.
2. To secure for ourselves a just remuneration in exchange for an honest day's labor.
3. To secure for ourselves just working conditions and working hours as befit the ideal of honorable labor, and thereby obtain the opportunity for closer cooperation with the managements, recreation, intellectual development and social enjoyment, to which all humanity is justly entitled.
4. To educate ourselves in the civic affairs of our country and encourage others to take an interest therein, in order that we may thereby vote intelligently and effectively for the common good and protection of all.
5. All of which we propose to consummate by conducting our affairs in an honorable and business-like manner, in accordance with the provisions incorporated in these Bylaws, which are the law supreme of our Burlington Northern System Federation, consistent with and subject to the provisions of the National Division Bylaws and the Merger Agreement between BMW and the International Brotherhood of Teamsters (IBT).
6. The use of such words as "man", "he", "his" as they may appear in these Bylaws are not intended to restrict the application of these Bylaws or particular provision to a particular gender, but are used solely for the purposes of grammatical convenience and clarity.

ORDER OF BUSINESS

1. Meeting called to order.
2. Appointment of Chaplain and Invocation.
3. Appointment of Committee on Credentials.
4. Report of Committee on Credentials.
5. Roll call of members.
6. Report of Committee on Rules of Order.
7. Reading of minutes of previous meeting.
8. Communications.
9. Reports of Officers and elective committees.
10. Naming of committees.
11. Reports of committees.
12. Nomination, election and installation of Officers.
13. Unfinished business.
14. New business.
15. Debate - Good of the Brotherhood.
16. Adjournment.

Unless otherwise provided, meetings of the Joint Protective Board shall be governed by Robert's Rules of Order as Revised.

ARTICLE I ORGANIZATION

Section 1. This body shall be known as the Burlington Northern System Federation Joint Protective Board of the Brotherhood of Maintenance of Way Employees Division and have jurisdiction over all maintenance of way employees employed on railroads in departments coming under the jurisdiction of the Burlington Northern System Federation.

Section 2. (a) Any System Division, Federation or Maintenance of Way Employees of any railroad wishing to affiliate with this System Federation will be considered by making written application through its System Division or Federation Officers (or by petition if there is no System Division or Federation organization on such railroad) to the General Chairman of the Burlington Northern System Federation. If the General Chairman feels the affiliation to be advisable, he shall immediately advise the members of the Joint Protective Board of such application for affiliation. The Joint Protective Board members will immediately advise the General Chairman as to whether or not they deem it advisable to affiliate such a System Division, Federation or Maintenance of Way Employees of any railroad with the Burlington Northern System Federation. If a majority of the Joint Protective Board members approve such affiliation, the General Chairman will proceed to effect such affiliation, providing the conditions of affiliation meet with the approval of the National Division President.

(b) Should the General Chairman fail to effect an affiliation and he deems such affiliation still advisable in the interest of the Burlington Northern System Federation, he may call into session the members of the Executive Committee and/or the Members of the Joint Protective Board, in order to effect such affiliation.

Section 3. The Joint Protective Board shall be the governing body in accordance with Article II, Section I (d), and Article X.

Section 4. Representation on the Joint Protective Board will be in accordance with Article II, Section I (a).

ARTICLE II CONVENTIONS - JOINT PROTECTIVE BOARD MEETINGS

Section 1. The meeting of the Joint Protective Board will be held on June 21, 1976 and quadrennially thereafter any week in the month of June.

(a) The Joint Protective Board shall consist of its Officers as provided in Section 2 (a) of this Article II, and the Local Chairman-Joint Protective Board member from each Local Lodge as provided for in this Section 1(a).

The Chairman of the Grievance Committee as elected in accordance with Article XVIII, Section 9 of the National Division Bylaws shall serve as Local Chairman-Joint Protective Board member and from the members of the Grievance Committee as elected in accordance with the above referenced Article XVIII, one such member shall be elected as the Alternate Local Chairman-Joint Protective Board member and shall serve in such position if the regular incumbent is unable to serve. Such delegate, once seated will be allowed all privileges of the Local Chairman-Joint Protective Board member.

(b) Officers and the Executive Committee of the Joint Protective Board shall have twenty-four (24) months continuous good standing prior to the month of nomination in accordance with Article II, Section 4(a) of the IBT Constitution and shall have at least twelve (12) months seniority rights in a department coming under the jurisdiction of this Brotherhood, shall be a member in good standing of a Local Lodge for a period of at least twelve (12) months prior to assuming office, shall have at least twelve (12) months continuous membership in a Local Lodge coming under the jurisdiction of this Federation. For newly chartered Local Lodges that have been in existence for less than twenty-four (24) months, eligibility for Grievance Committee shall be in accordance with Article II, Section 4(b) of the IBT Constitution.

NOTE: Refer to Article XVII Section 7 of the National Division Bylaws in calculating the 12-month period referenced above.

(c) A majority of the members of the Joint Protective Board shall constitute a quorum.

(d) The Joint Protective Board has jurisdiction over all members of the System Federation. They may enact such measures as they deem necessary for the best interests of the Brotherhood on the System Federation, but such enactments are not in force until they are approved by the National Division President.

(e) At each regular or special meeting of the Burlington Northern System Federation Joint Protective Board, each Joint Protective Board member shall be entitled to cast one vote for all questions before the body except the right to participate in the election of officers of the Burlington Northern System Federation unless the Joint Protective Board member has been elected as a Local Chairman-Joint Protective Board member by secret vote of the members of the Local Lodge in accordance with Article XVIII, Section 9 of the National Division Bylaws.

For election of Burlington Northern System Federation Joint Protective Board officers, Local Chairman-Joint Protective Board members who are elected from a Local Lodge will be entitled to cast one vote for every member in good standing on the membership, which he represents. The number of votes a Local Chairman-Joint Protective member shall be entitled to cast will be determined by dues payment records 30 days prior to the convening of the Joint Protective Board meeting.

Section 2. (a) The Officers of the Burlington Northern System Federation shall be as follows:

General Chairman

Vice Chairman/Secretary-Treasurer

Four (4) Vice General Chairmen

The General Chairman and Vice Chairman/Secretary-Treasurer shall be assigned with headquarters within the territory under the jurisdiction of the Burlington Northern System Federation; the Vice Chairman/Secretary-Treasurer shall be assigned specific Local Lodges as determined by the General Chairman within Zone 5 located in the proximity of the Burlington Northern System Federation headquarters; one Vice General Chairman shall be assigned with headquarters reasonably located within Zone 1 on the West End; one Vice General Chairman shall be assigned with headquarters reasonably located within Zone 2 on the West End; one Vice General Chairman shall be assigned with headquarters reasonably located within Zone 3 in Montana; and one Vice General Chairman shall be assigned with headquarters reasonably located within Zone 4 on the East End. Each Zone will be assigned with specific Local Lodges as determined by the General Chairman. No System Officer will be required to move or relocate during their term.

An Executive Committee of the Joint Protective Board consisting of four (4) members shall be elected from the membership of the Joint Protective Board. One member from each seniority district on BNSF (100, 200, and 300) and MRL shall be elected to the Executive Committee. This is intended to provide a member from each of the four (4) areas (BNSF district 100, 200, 300, and MRL). However, if no one from that area runs, then it is open System-wide. A member of the Executive Committee, who no longer is a member of the Joint Protective Board by reason of retirement, resignation, or for some other cause, will cease to be an Executive Committee Member, in the event the retiring Officer does not desire to serve out their term in accordance with Article XVII, Section 4 (b)(iii) of the National Division Bylaws. The unfilled vacancy of a member will be filled in accordance with Article III, Section 5 of these Bylaws.

All Officers and the Executive Committee shall be elected at the meeting to be held on June 21, 1976, and thereafter during the regular quadrennial meeting. They will take office on September 1 following the election and shall serve for a term of four (4) years.

All Officers of the System Federation and the Executive Committee shall be elected by secret ballot. A majority of votes cast shall be necessary to elect. In the event of a tie, the balloting shall continue until the tie is broken. In case of a non-majority with three (3) or more nominees, the one receiving the lowest number of votes shall be dropped and the ballot proceeding until a choice is made.

(b) Immediately following the election of the Executive Committee, they will meet and elect a Chairman and a Secretary of such Committee.

(c) Members who upon retirement, or upon the receipt of an annuity, continue without interruption to pay full dues and assessments or who have received life memberships shall be entitled to attend Local Lodge meetings. Members elected as delegates shall have the right to propose changes to these Bylaws. Such members serving as Brotherhood Officers or representatives at the time of retirement, or at the time annuity is granted, may serve out the balance of the term for which elected. They shall not be eligible for election or re-election or to participate in the transaction of Brotherhood business except to the extent herein provided and in the case of Local Lodge Secretary-Treasurers who may be eligible for re-election as Local Lodge Secretary-Treasurers in accordance with Paragraph 4.11 of the Merger Agreement between BMW and IBT.

ARTICLE III DUTIES, AUTHORITY AND RESPONSIBILITY OF OFFICERS

Section 1. GENERAL CHAIRMAN

(a) The General Chairman shall serve as the Chief Executive Officer of the Federation and shall devote his entire work time to the System Federation, unless assigned to special committee work by the National Division President. He shall visit Local Lodges, when possible, instruct the Officers and members in their duties and aid in adjusting matters in dispute, and in a general way work for the up building and strengthening of the Brotherhood. He shall file a written report either by email or letter to the Joint Protective Board quarterly. Such report will include a short resume of grievances and claims handled during the period involved. He shall approve all bills and accounts against the System Federation, authorizing the payment of same by the National Division Secretary-Treasurer. He shall be empowered to call any member of the Joint Protective Board or Local Chairman to assist him in adjusting grievances or in conducting any other business of the System Federation.

NOTE: The Quadrennial Report will be considered in lieu of the Second Quarterly Report.

(b) He shall have power to convene the System Federation Joint Protective Board at any time he may deem necessary for the purpose of formulating policies to be pursued during the recess of the System Federation. Whether that be in person, video call, or conference call, other than in person must be done in secure area with only Joint Protective Board members present.

Special meetings of the Joint Protective Board may be called by the General Chairman or upon written request of a majority of the members of the Joint Protective Board to the General Chairman. If it becomes necessary for the General Chairman to call a special meeting of the Joint Protective Board, said meeting will preferably be held during the mid-term between the regular quadrennial meetings.

(c) The General Chairman shall discharge on behalf of the System Federation such duties as may be imposed upon him by applicable law, including the execution and filing of any reports to Federal or State authorities, and he shall cause to be maintained by the System Federation such records as the law requires to be kept for a period of not less than five (5) years in support of such reports.

(d) Members of Committees shall be notified with the call of the Joint Protective Board meeting.

Section 2. VICE CHAIRMAN/SECRETARY-TREASURER

(a) It shall be the duty of the Vice Chairman/Secretary-Treasurer to assist the General Chairman in the discharge of his duties when called upon by that Officer.

(b) He shall attend all sessions of the Board, keep a true and correct record of the proceedings of the Board, and read all records and documents submitted to that body.

(c) He must preserve all books and records of the Federation and other important documents pertaining to the business or history of the System Federation, which may in any manner, come into his possession. He shall, when a meeting of the Joint Protective Board of the System Federation is called, bring all necessary books and papers to such meeting. He shall submit a report at the regular meeting of the Joint Protective Board.

(d) It shall be his duty to instruct and assist the Local Lodge Secretary-Treasurers in the proper performance of their duties.

(e) He shall furnish an itemized statement covering receipts and disbursements once each quarter by letter or email to the Executive Committee, Local Lodge Secretary-Treasurers and Joint Protective members.

(f) He shall deliver to his successor (when elected and installed) all monies belonging to the System Federation, together with all books, documents and other properties of the System Federation which are and should be in his possession.

(g) The Vice Chairman/Secretary-Treasurer shall discharge on behalf of the System Federation such duties as may be imposed upon him by applicable law, including the execution and filing of any reports to Federal or State authorities, and he shall maintain such records as the law requires to be kept for a period of not less than five (5) years in support of such report.

Section 3. VICE GENERAL CHAIRMEN

In addition to his other assigned duties, it shall be the duty of the Vice General Chairman to assist the General Chairman in the discharge of his duties when called upon by that Officer, and be subject to the orders of the General Chairman. He shall report to the System Federation Joint Protective Board when in regular session. He shall devote his time to the work of the System Federation unless otherwise assigned by the General Chairman.

Section 4. EXECUTIVE COMMITTEE

(a) The Executive Committee shall act as Representatives of the Joint Protective Board in all matters concerning the finances of the System Federation when the Board is not in session. The Executive Committee shall be responsible for directing the financial policy of the System Federation when the Board is not in session. Other than regular budgeted expenditures provided by Joint Protective Board action or these Bylaws, the Executive Committee shall be responsible for approving all other System Federation investments and expenditures subject to National Division Bylaws, Article V, Section 5 and applicable law.

(b) An annual budget will be prepared by the General Chairman and shall be approved on a line item basis by the Executive Committee and shall serve as general direction to the General Chairman in the expenditure of System funds. Major deviations in expenditure from the approved budget will also be subject to approval of the Executive Committee.

(c) The General Chairman shall convene the Executive Committee in the first quarter of each fiscal year to meet with the General Chairman and Vice Chairman/Secretary-Treasurer to audit the books, accounts, bills and vouchers for the fiscal year which relate to the operation of the Burlington Northern System Federation and to review and approve an annual budget for the fiscal year in progress.

(d) Special meetings of the Executive Committee may be called by the General Chairman or by a majority of the Executive Committee when it is considered by such officer and/or committee members necessary for the best interests of the System Federation. Time and place of these special meetings will be mutually agreed to between the Chairman of the Executive Committee and the General Chairman with each member of the Committee so notified, at least fifteen (15) days in advance of such meeting.

(e) The Secretary of the Executive Committee shall attend all sessions of the Committee, keeping a true and accurate record of all meetings of this Committee. The Secretary shall promptly furnish a report of all Executive Committee meetings to each Joint Protective Board member. He shall also furnish each Joint Protective Board member a copy of the approved annual budget and any subsequent approved revision or additional expenditures. He may call upon the System Office for assistance in the preparation and distribution of this material.

(f) The Executive Committee shall act as trustees in whose name all real and personal property of the Burlington Northern System Federation will be held in trust. They shall deliver to their successors (when elected and installed) all property, documents, etc. belonging to Burlington Northern System Federation which should be in their possession.

Section 5. VACANCIES

(a) In the event of a vacancy in the position of General Chairman by reason of death, resignation or for cause, the Vice Chairman/Secretary-Treasurer shall take charge of the affairs of the System Federation and perform the duties of that office. He will immediately arrange for an election to fill the vacancy of General Chairman from the Joint Protective Board for the unexpired term. The election will be by referendum mail ballot, or by the Joint Protective Board in session, or by electronic voting, in compliance with Department of Labor (DOL) regulations. If the vacancy is filled by referendum mail ballot, or electronic ballot, the Vice Chairman/Secretary-Treasurer will spread a ballot to the Joint Protective Board members, listing the members of the Joint Protective Board meeting the eligibility requirements of Article II, Section 4(a) of the IBT Constitution as eligible candidates to fill such vacancy. The Joint Protective Board members will express their choice and return the ballots within thirty (30) calendar days from the date the ballots are sent out. The member receiving the majority of the votes cast will assume the duties of the General Chairman for the unexpired term. If, for some reason, the Vice Chairman/Secretary-Treasurer is unable to take charge, the senior Vice General Chairman will take over these duties.

In election of System Federation Officers and Executive Committee members listed in Article II Section 2 (a) by referendum ballot as per Article III Section 5 (a) or Article III Section 5 (c), the following will apply prior to circulating ballot.

Prior to circulating a referendum ballot to fill a vacancy of the General Chairman, Vice Chairman/Secretary-Treasurer, Vice General Chairman or Executive Committee member, the Officer responsible for circulating the ballot will circulate a ballot by certified mail, or electronic ballot, in compliance with Department of Labor (DOL) regulations, return/received receipt requested, permitting Joint Protective Board members to declare their candidacy for the position. Those indicating they desire to be a candidate on the declaration ballot will be listed on the ballot provided they meet all eligibility requirements. Those making no indication by failure to return the declaration ballot will not be listed as a candidate. This declaration ballot will be returned within thirty (30) days.

A candidate receiving the lowest number of votes cast or those candidates receiving a combined total of less than 15% of total votes cast may be dropped from the next ballot.

In application of this percentage, less than 1/2 percent will be dropped and 1/2 percent and over will be considered one percent.

When advance written notice is given by any System Federation Officer specified in Article II, Section 2(a), including the Executive Committee, advising of resignation to be effective at a later date, referendum mail ballot may be circulated prior to position being vacated. Any vacancy created by such election may be filled in this same manner or as per second paragraph of Section 5(b).

(b) In the event of a vacancy in the position of Vice Chairman/Secretary-Treasurer by reason of death, resignation or for cause, the General Chairman shall arrange to fill such vacancy as set forth in (a) of this Section 5.

A vacancy in a Vice General Chairman's position may be filled by seniority preference of the remaining Vice General Chairmen. Any unfilled vacancy will be filled in accordance with this Section 5.

(c) In the event that there is a vacancy of the Alternate on the Executive Committee by reason of death, resignation or for some other cause, the General Chairman will send out ballots to the members of the Joint Protective Board, listing the members on that Board who are eligible to fill such vacancy, asking the members to express their choice and return the ballots to him within thirty (30) calendar days from the date that the ballots were sent out. The member receiving the majority of the votes cast will assume the duties as the Alternate on the Executive Committee for the balance of the term.

In all cases where a referendum ballot is spread for an election, as set forth in this Section 5, the returned ballots will be counted by the Joint Protective Board Officer issuing same, with the assistance of the available members of the Auditing Committee of a Local Lodge where Headquarters are located.

If an elective System Officer desires to take a leave of absence because of sickness or other cause, his position shall be filled as provided in this Section 5.

(d) Should a Local Chairman-Joint Protective Board member cease to be a Local Chairman, the alternate Local Chairman-Joint Protective Board member shall serve for the unexpired term until a successor has been elected.

Section 6. SALARY AND EXPENSE

(a) Salaries and expenses for Officers and members of the Joint Protective Board shall be determined by the Joint Protective Board.

(b) The salary of each elected full-time System Federation Officer shall be subject to the same periodic adjustments as those they represent and on the same basis.

(c) An incoming Officer or a member who is to fill a temporary vacancy will be paid in accordance with Paragraph (e) of this Section 6 of these Bylaws for necessary time to get to Headquarters to assume his duties. These Sections will apply to outgoing

Officers when they are being relieved from their duties and returning to their home stations. All moving expenses in this connection will be allowed.

(d) When due to sickness of, or accident to, the General Chairman, Vice Chairman/Secretary-Treasurer, or Vice General Chairman, which shall have prevented him from performing his duties for a period of thirty (30) days or less in any twelve (12) month period, his salary shall not be deducted during such absence. Payment of health and welfare benefits will comply with the National Agreement.

The System Federation will provide a high-limit accident insurance policy for Accidental Death and Dismemberment coverage for full-time Officers, similar to the Off-Track Vehicle Agreement covering the membership.

(e) The members of the Joint Protective Board and Executive Committee shall be paid salary and expenses for time spent away from their regular occupation on business of the System Federation at the rates indicated on index in Executive Committee files at the System Federation office.

(f) The Burlington Northern System Federation shall not contract, agree or be obligated in any way to pay salary and expenses to any Joint Protective Board member or Officer or to incur any obligation of any kind with members or others beyond the extent of System Federation funds and current income without the approval of the National Division Officers. Any obligation incurred contrary to the foregoing provisions shall not create a claim or lien against the System Federation or the National Division beyond the extent of available funds in the System Federation treasury.

Section 7. VACATIONS

Full-time System Federation Officers shall be allowed an annual vacation with pay on the same basis as railway Maintenance of Way Employees receive under governing Agreements. This includes combined service with the railway company and the Brotherhood.

Where full-time System Officers are required to spend a considerable number of weekend days away from home and their families, such System Officer will be granted one day's comp time (time off) for weekend days away from home, not to exceed ten (10) days per calendar year.

Section 8. OFFICE EMPLOYEES

The salaries and working conditions of the office employees of the System Federation shall be determined by the General Chairman and Vice Chairman/Secretary-Treasurer through negotiations with the office employees' organization subject to Executive Committee approval.

Section 9. FUNDS

(a) The National Division Secretary-Treasurer shall have charge of all funds of the Burlington Northern System Federation and shall make disbursements there from to cover all expenses of operating the System Federation authorized by these Bylaws and approved by the General Chairman.

The National Division Secretary-Treasurer will have the authority, when authorized by the General Chairman, Vice Chairman/Secretary-Treasurer and the Executive Committee to invest surplus funds of the System Federation, in securities guaranteed by the U.S. Government, federal agency issues, or in bonds and other fixed-income securities of suitable investment grade quality that will enable the Brotherhood to secure a maximum return on investment without undue risk. This may include equities not to exceed fifty percent (50%) of the total System Federation surplus funds.

With respect to bonds and other fixed-income securities, any such investments shall meet the rating qualifications listed below:

United States - A or higher
(Standard & Poor's and/or Moody's)

(b) Local Lodge Secretary-Treasurers shall report and remit all National Division and System Federation initiation fees, dues and assessments to the National Division Secretary-Treasurer not later than the tenth day of each month.

(c) The Officers and employees of the System Federation will be bonded as prescribed in the National Division Bylaws; the premium of said bonds shall be paid from the Burlington Northern System Federation funds and the bonds shall be held in custody by the Secretary-Treasurer of National Division.

ARTICLE IV CHARGE, TRIAL, AND APPEAL PROCEDURES

Except in cases where the National Division or Local Lodge may have jurisdiction, charges against any member shall be filed in writing in accordance with Article XIX of the IBT Constitution. Trials shall be conducted in accordance with Article XIX of the IBT Constitution and Paragraph 4.12 of the Merger Agreement between BMW and IBT.

Appeals from the decision of the Trial Board shall be in accordance with Paragraph 4.12 of the Merger Agreement.

Any expense incurred in connection with the hearing of charges against an Officer, conducted as prescribed in this Article, will be paid from System Federation funds.

Vacancies created by sustained charges will be filled as provided in Article III, Section 5, of these Bylaws.

ARTICLE V FISCAL YEAR

The fiscal year of the System Federation shall end on March 31st of each year.

ARTICLE VI REVENUE, FEES, DUES AND ASSESSMENTS

Section 1. Revenue shall be derived from initiation fees, dues and assessments, as are levied by properly constituted authority in accordance with these Bylaws, plus amounts earned through investments and other miscellaneous receipts.

All revenue of the System Federation shall be placed in a fund known as the General Fund and shall be in the possession of the National Division Secretary-Treasurer for the purpose of defraying expenses of the System Federation when approved by the General Chairman.

Section 2. In addition to National Division and Local Lodge dues and assessments, each and every member of the Brotherhood of Maintenance of Way Employees Division employed on railroads affiliated with the Burlington Northern System Federation shall pay monthly to the Local Lodge Secretary-Treasurer or other accredited representatives of the Brotherhood on or before the first day of each calendar month of each year or as provided in Article XV, Section 3 of the National Division Bylaws, System Federation dues in the amount of \$63.50, effective with the payment of dues for the month of September 2020.

The System Federation Joint Protective Board may increase System Federation dues by a majority vote, either in a regular quadrennial meeting, a special meeting or by referendum mail vote.

Section 3. Any member of our Brotherhood who is wrongfully removed or kept from service for thirty (30) days or more and later found to have been treated unjustly and is consequently reinstated and receives compensation (back pay) shall in turn compensate the Brotherhood for full National Division, System and Local back dues.

ARTICLE VII GRIEVANCE PROCEDURE

Section 1. Nothing in these Bylaws shall be construed as restricting the right of the General Chairman or his duly authorized representative from initiating and/or handling grievances of any nature at any time to protect the interests of the membership. The Vice Chairman/Secretary-Treasurer or Vice General Chairmen shall, when handling grievances or other matters with Officers with whom they are authorized to handle such matters, report or furnish copy to the General Chairman of such grievance or matter handled.

ARTICLE VIII NEGOTIATIONS COMMITTEE

(a) The General Chairman, Vice Chairman/Secretary-Treasurer and the Vice General Chairmen of the Burlington Northern System Federation shall constitute the Schedule or Working Committee, and shall have authority, with consent of majority of that committee with the approval of the National Division President or his designated representative, to negotiate changes in agreements with the managements of the railroads comprising this System Federation for rates of pay and working conditions in behalf of all employees coming under the jurisdiction of this System Federation.

(b) Any Letter of Understanding which substantially changes the customary affect and/or terms of our working agreements will, after approval of the Schedule or Working Committee, provided for in paragraph (a) of this Article, be submitted to the Joint Protective Board for their approval.

(c) Upon the acceptance and prior to the execution of any agreement applicable to the members of the Burlington Northern System Federation, which represents a substantial change, update of the schedule of working rules or major revision of the rules, will be submitted for ratification or rejection to the affected membership, through membership mail referendum ballot. The General Chairman will provide all affected members with the ballot form, a notice of a special informational meeting, citing its purpose, sufficient information and/or agreement documents necessary to identify the terms of the agreement being voted on, sufficiently in advance, at their last known address. The ballots will be returned and will be tabulated and certified by the System Federation office. The majority of those ballots returned will determine the ratification or rejection of the agreement, with the membership notified thereafter.

ARTICLE IX HEADQUARTERS

The Headquarters of the System Federation shall be at a location within the territory under the jurisdiction of the Burlington Northern System Federation with the approval of the Joint Protective Board.

ARTICLE X REFERENDUMS

(a) When in the judgment of the General Chairman or a majority of the members of the Joint Protective Board circumstances warrant, questions at issue may be submitted to the Board for decision by mail or conference call between regular or special meetings of the Board.

NOTE: It is understood that a majority of the Joint Protective Board addressing a resolution favorably, is recognized as a request to submit the issue to the entire Board by mail referendum or conference call.

Such referendums must set forth in detail the purpose and intent of the issue to be voted upon. All referendums shall be handled through the office of the General Chairman.

Each member of the Board will be entitled to cast one (1) vote and a majority of the votes cast will decide the issue. All members of the Board will be advised of the results.

(b) System Federation dues may be increased between quadrennial Joint Protective Board meetings by majority vote of the Joint Protective Board members by referendum mail vote.

(c) All referendums submitted to Joint Protective Board members shall be returnable within thirty (30) days, and referendums submitted to the general membership shall be returnable within thirty (30) days.

ARTICLE XI AMENDMENTS AND RESOLUTIONS

(a) These Bylaws shall become effective when approved by the National Division President and remain in effect until changed or amended. These Bylaws may be changed or amended without prior notice of change by a majority vote of the Joint Protective Board members in called meeting, or by a majority vote of the Joint Protective Board on a mailed referendum ballot.

(b) The Resolution Committee may recommend to adopt, amend, substitute, or reject any resolution brought before it by majority vote of the committee.

(c) The Resolution Committee shall set the cut-off time for resolutions to be sent to the committee for consideration.

(d) A majority vote is required to pass a resolution brought to the floor by the Resolution Committee.

(e) A two-thirds vote is required to pass a resolution not sent to the Resolution Committee and brought to the floor.

SIGNED:



John A. Mozinski, Jr., General Chairman

APPROVED:



Freddie N. Simpson, National Division President

Date: October 15, 2020