

Constitution and Bylaws

of the

United Passenger Rail Federation

of the

Brotherhood of Maintenance of Way Employes Division

of the

International Brotherhood of Teamsters

2022

ARTICLE 1 ORGANIZATION - COMPOSITION

Section 1. Composition. This organization shall be known as the United Passenger Rail Federation of the Brotherhood of Maintenance of Way Employees Division, hereinafter referred to as the Federation. It shall have jurisdiction, subject to the National Division Bylaws, over employees coming within the jurisdiction of the Brotherhood of Maintenance of Way Employees Division on the:

National Railroad Passenger Corporation (Amtrak)

and such other employees where employees affiliate with the Federation pursuant to the provisions of Section 2 of this Article.

Section 2. (a) Affiliation. Any employees organized into a labor organization or employees the Federation is seeking to represent wishing to affiliate with this Federation, may do so by invitation of the Federation or by making written application through their duly authorized Officers (or by petition if there is no system organization) to the General Chairperson of the Federation. The General Chairperson will make such agreements or arrangements as may be necessary to effect such affiliation, subject to the approval of the Federation Joint Protective Board and the National Division President. Any employees may be assigned to the Federation by the National Division President, subject to the approval of the Federation Joint Protective Board.

Section 2. (b) METRA. In the event that METRA is assigned or affiliates with the Federation that territory will be considered a new election district to elect an additional Vice Chairperson and Executive Board member. This district will be added to the appendix in this section and consist of all METRA members. Upon affiliation, the General Chairperson shall immediately take steps for the membership of METRA to elect a Vice Chairperson and Executive Board member from this election district. This election will be one-person one vote and will be conducted by the American Arbitration Association. At the General Chairperson's discretion, the position or positions may be filled by appointment by the General Chairperson pending the election. Upon completion of the election, this section shall self-terminate and an additional Vice Chairperson shall be added to Article 1, Section 3(d) of these bylaws.

Section 2. (c) Keolis. In the event that Keolis is assigned or affiliates with the Federation that territory will be considered a new election district to elect an additional Vice Chairperson and Executive Board member. This district will be added to the appendix in this section and consist of all Keolis members. Upon affiliation, the General Chairperson shall immediately take steps for the membership of Keolis to elect a Vice Chairperson and Executive Board member from this election district. This election will be one-person one vote and will be conducted by the American Arbitration Association. At the General Chairperson's discretion, the position or positions may be filled by appointment

by the General Chairperson pending the election. Upon completion of the election, this section shall self-terminate and an additional Vice Chairperson shall be added to Article 1, Section 3(d) of these bylaws.

Section 2. (d) Conrail. In the event that Conrail is assigned or affiliates with the Federation that territory will be added to an existing election district as determined by the General Chairperson. In addition, the Conrail property will have one Executive Board member, in addition to the existing Executive Board members and will be initially selected by the General Chairperson. Following completion of the affiliation, this Bylaw will terminate and an additional Executive Board member from Conrail will added to the Article 1, Section 3(d) of these bylaws.

Section 3. (a) Governing Body. The governing body of the Federation shall consist of the elected Federation Officers; certified as such; and duly elected Local Lodge delegates, as hereinafter provided assembled at the regular Conventions, and said Conventions shall be the true and legitimate source of a" authority pertaining to all matters under the jurisdiction of the Federation, its Officers and its members, and, except as provided for in Article 11, Sections 1 and 2, of these Bylaws, there is no power vested in any Officer, committee, or body of members under its jurisdiction to repeal, alter, or change its laws or its decision; it shall enact legislation which is not contrary to, or in conflict with the provisions of the National Division Bylaws of the Brotherhood of Maintenance of Way Employes Division. During the intervening recesses between the Conventions, the Joint Protective Board shall be the governing body and shall be empowered to enact legislation, which is not contrary to, or in conflict with the provisions of the National Division Bylaws of the Brotherhood of Maintenance of Way Employes Division. During the intervening recesses between the Conventions, the Joint Protective Board shall be the governing body and shall be empowered to enact legislation for the best interests of the members of the Federation, as prescribed in these Bylaws, and not in conflict therewith, subject to the approval of the National Division President.

Section 3. (b) Joint Protective Board. The Joint Protective Board shall consist of all of the elected Federation Officers. During the intervening recesses between the Conventions, the Joint Protective Board shall be the governing body and shall be empowered to enact legislation, which is not contrary to, or in conflict with the provisions of the National Division Bylaws of the Brotherhood of Maintenance of Way Employes Division. During the intervening recesses between the Conventions, the Joint Protective Board shall be the governing body and shall be empowered to enact legislation for the best interests of the members of the Federation, as prescribed in these Bylaws and not in conflict therewith, subject to the approval of the National Division President.

Section 3. (c) Representation. Representation at Conventions, on the Joint Protective Board and Local Lodges shall be in accordance with Article 2, Section 1(c).

Section 3. (d) Federation Officers. Federation Officers shall consist of the General Chairperson, the Vice Chairperson-Secretary-Treasurer, five (5) Vice Chairpersons, and one Executive Board member from each Vice Chairpersons' district. In addition to one Executive Board member from each Vice Chairpersons' district there shall be two additional Executive Board members from the Amtrak "off corridor" Local Lodges. The Appeal Board shall consist of the elected Federation Officers.

Section 3. (e) Vice Chairperson Election Districts. In August of 2024, the total number of Vice Chairpersons to be elected during the 2025 general elections will be adjusted by dividing 325 into the total number of dues paying members for June 2024. The General Chairperson shall then determine the number of Vice Chairpersons to be elected in the next general election but this number can be more than 325 members per Vice Chairperson but may not be less than 325 members per Vice Chairperson in the aggregate. This information will be transmitted by the General Chairperson to the Joint Protective Board.

In November of 2024, the General Chairperson shall define the Vice Chairperson Districts for the 2025 elections and submit the proposal to the Joint Protective Board for approval. When the election districts for the 2025 elections are approved, the General Chairperson shall notify all Local Lodge Presidents and Secretary Treasurers. This information will also be transmitted to the membership in the mailing that announces the 2025 general elections.

Should the financial conditions of the Federation require or allow the 325 number to be adjusted up or down, the General Chairperson with the approval of Joint Protective Board may adjust the number in August prior to the election.

Section 4. Districts. The Districts shall be defined by the General Chairperson with approval of the Joint Protective Board. The Districts shall be defined as listed in an attachment at the end of these Bylaws.

Section 5. Initial Election of Federation Officers. All Federation Officers will be initially elected at the founding convention of the Federation. They will be elected following the adoption of these bylaws and assume office on April 1, 2022. All officers will initially be elected at large by the assembled delegates who will cast a vote for each paid up member at the time of the election of their Local Lodge according to the National Division Secretary Treasurer's records. A credentials report will be adopted by the assembled delegates before the election. The term of office will be until August 31, 2025.

It will require a majority of those voting to win any office and in the event no candidate receives a majority for the office, the candidate who received the least votes will be dropped and a new ballot will be issued until such time as a candidate obtains a majority. Balloting will be by secret ballot and all candidates are entitled to have two election observers who may witness the distribution of the ballots, collection of the ballots

and the counting of the ballots. The order of voting for Federation officers will be General Chairperson first, Vice Chairperson by order of their District second, Executive Board by order of their District and other Executive members.

The newly elected officers will be installed following the election. Their term of office will begin on April 1, 2022.

At the founding Convention, the newly elected Joint Protective Board shall select, by secret ballot, on the newly elected Vice Chairpersons to serve, in addition to their duties as Vice Chairperson, as Vice Chairperson Secretary-Treasurer.

The Executive Board shall meet immediately after the close of the founding Convention and elect from their number a Chairperson and a Secretary. The Secretary shall keep a true record of all transactions and meetings of the Board, and shall furnish copies of same to Lodge Presidents and Federation Officers requesting same within ten (10) days.

ARTICLE 2 CONVENTIONS

Section 1. (a) Date, Place and Call. The Federation shall convene in regular Convention during the month of August 2025, and each four (4) years thereafter, in the city and on the dates selected by the Joint Protective Board. Such selection shall be announced on or before January 1 of the Convention year. The General Chairperson shall issue to the Secretary-Treasurer of each of the Local Lodges a Convention Call no later than January 15 of the Convention Year. The Call shall include the date and place of the Convention and the Credential.

Section 1. (b) Special Conventions. Special Conventions of the Federation may be called by the General Chairperson with the written consent of three-fourths (3/4) of the Joint Protective Board, at the time and place they may select.

In case the membership feels a special Convention of the Federation is required, ten (10) Local Lodges may request the General Chairperson to call said special Convention. The General Chairperson will transmit such request to all Federation Officers; if three-fourths (3/4) of said Federation Officers agree, the General Chairperson shall issue the call at once. Should they refuse to call same, he/she shall at once place a ballot to all Local Lodges who will be entitled to one (1) vote for each paid-up member, requesting that the Lodge decide at a Regular or Special Lodge Meeting whether or not said special Convention of the Federation shall be called, and if a majority of all Local Lodge memberships vote for said special Convention of the Federation, a call shall be issued by the General Chairperson at once, giving at least 30 days' notice in writing to the Local Lodge delegate of the time and place of holding such special Convention and the purpose for which it is

called. The ballot shall be sent by the Secretary-Treasurer of the Lodge to the General Chairperson within five (5) days of the vote of the Lodge. No other business except that specified in the notice can be transacted.

In case the majority do not so request, it shall be dropped until the next regular Convention of the Federation.

Questions at regular or special Conventions of the Federation shall be decided by a majority vote, except as is provided for in Article 15, Section 2.

Section 1. (c) Representation at Regular or Special Conventions. Representation at all regular or special Conventions of the Federation shall be as follows: The elective Officers of the Federation, who will be entitled to one (1) vote each; and the Local Lodge delegate, who shall be entitled to one (1) vote for each paid-up member of the Local Lodge he/she represents as provided in Section 1 (d)(3) of this Article.

A majority of the qualified delegates shall constitute a quorum and may legally transact all business that may come before the Federation Convention.

In instances where a weighted roll call vote is taken, the total vote of the Local Lodge in which an elected Federation Officer holds membership will be reduced by one (1) vote so that the aggregate vote will represent the actual membership.

Section 1. (d) (1) Local Lodge Delegates. All delegates or alternates must have established at least twelve (12) months' seniority rights in the departments coming under the jurisdiction of this Federation, shall be members in good standing of some Local Lodge in good standing with National Division and shall meet the twenty four (24) months continuous good standing provision of Article II, Section 4(a)(1) of the IBT Constitution at the time of nomination and be in good standing as of the date the Federation convenes; provided however, that for newly chartered Local Lodges in existence for less than twenty four (24) months, eligibility for nomination shall be governed by the provisions of Article II, Section 4(b) of the IBT Constitution. A Local Lodge Delegate/Alternate shall only serve for the specific Convention for which he/she is elected.

Section 1. (d) (2) The Vice Chairperson Secretary-Treasurer of the Federation shall furnish, for the use of the Convention, poll lists showing the number of votes to which the delegates are entitled, based upon the number of paid-up members as per National Division records.

Section 1. (d) (3) Representative votes for each delegate shall be as per the most recent National Division records prior to the opening of the Convention, and no votes shall be added and no duplicate credentials shall be accepted after fifteen (15) days before the opening of the Convention.

Section 1. (d) (4) Each Local Lodge shall upon receipt of a call of the Regular Convention and not later than the month of the Regular Convention, elect by secret ballot in special or regular meeting, a Delegate to the Convention, together with an Alternate. Following the election of such Delegate and Alternate, the Secretary of the Local Lodge will notify the General Chairperson of the name and membership number of the Member and Alternate elected. Said Member and Alternate must be eligible for nomination and election as provided under the terms of the Merger Agreement between BMW and IBT and Article II, Section 1 (d)(1) of these Bylaws.

The General Chairperson shall upon issuing the Call of the Regular Convention, provide each Local Lodge Secretary-Treasurer with a credential in duplicate form; the original of which when executed will be given to the member elect and the duplicate returned to the General Chairperson as far in advance of the Regular Convention as is practicable. This credential shall bear the signatures of the President and the Secretary of the Local Lodge together with the seal of the Local Lodge. When the elected Member is unable to serve, the alternate will act in his stead and will serve as the Local Lodge Delegate.

The Federation Officers shall be issued their credentials by the Vice Chairperson Secretary-Treasurer of the Federation.

Several Local Lodges may elect the same delegate to represent such lodges, if they see fit, in order to save expenses; provided, however, that no delegate representing two or more lodges may represent more than five hundred (500) members unless such members are all members of one Local Lodge. The delegate so elected must have credentials from each of the Local Lodges electing him/her as their delegate.

In the event the position of Local Lodge Delegate or Alternate becomes vacant for any cause, the Local Lodge shall elect a new Delegate or Alternate. The General Chairperson shall be promptly advised the names of the new Delegate or Alternate.

Section 1. (d) (5) Each delegate to the Convention must present to the Credential Committee, his/her credentials, in order to establish claim to a seat in the Convention.

Section 1. (d) (6) The delegates assembled at Regular or Special Convention will be provided access to the previous day's proceedings prior to the opening of the next day's Convention. Within ten days of the closing of the Convention, the General Chairperson shall arrange to mail to each delegate, who requests, a copy of the proceedings of the Regular or Special Convention.

ARTICLE 3 ELECTIONS AND FILLING VACANCIES

Section 1. As of the 2025 elections and thereafter, elected Federation Officers shall consist of the General Chairperson, the total number of Vice Chairpersons as determined by Article I of these Bylaws, one elected from each District, an Executive Board member as defined by Article 1, Section 3(d) of these Bylaws. The General Chairperson and Executive Board shall be elected at large and the Vice Chairpersons shall be elected from the members of their election district. No member may hold more than one elected Federation office at one time. At the regular Quadrennial Convention of the Federation, the newly elected Joint Protective Board shall select, by secret ballot, one of the newly elected Vice Chairpersons to serve as Vice Chairperson-Secretary-Treasurer. The Federation shall bring all newly elected Federation Officers to the Quadrennial Convention.

Section 2. (a) Election of Federation Officers. Beginning with the general election of Federation officers in 2025 and each general election thereafter, the elective Officers of the Federation shall be elected directly by the rank and file in a mail ballot referendum conducted during the first twenty days of June of every Convention year. On or before June 1 of the Convention year, the Federation shall mail to each member of the Federation in good standing, a ballot listing each position to be voted on and the candidates for each position. The positions are described in Article III, Section 1 and Article IV. The election shall be conducted and certified by the American Arbitration Association. Ballots shall be mailed by the American Arbitration Association. If the General Chairperson should chose not to use the American Arbitration Association, the manner of distributing and counting the ballots and/or, the election service used must be approved by the Joint Protective Board. Ballots shall be accepted up to and including June 22 and counted on June 23 or the next business day following June 23 of the Election Year. The candidate receiving a plurality of votes from the members returning ballots shall be declared the winner of the election. In the event a candidate for office is unopposed, that candidate shall be declared the winner and it will not be necessary to send out ballots for that position.

The Federation shall send the outcome of the elections within three days to the Federation email list. When the balloting company is capable of reporting the totals by Local Lodge they will be reported as such. All elected Officers shall be installed at the Convention and assume office September 1 of the election year except as provided in the filling of vacancies.

Section 2. (b) Nomination of Federation Officers. Nomination of elective Federation Officers shall be between April 15 and April 30 of the Election Year. Any member who is qualified as prescribed in Article 3, Section (3) shall be eligible to be a candidate for elective Federation office.

Section 3. Eligible to be Elected Federation Officers. Every Officer of the Federation must be a member in good standing of some Local Lodge in good standing with the Federation and the National Division and shall have established at least twelve (12) months' seniority rights with some employer coming under the jurisdiction of the Federation and shall meet the twenty four (24) months' continuous good standing provisions of Article II, Section 4(a){1) of the IBT Constitution and at the time of nomination and must be in good standing at the time of election and assuming office.

Section 4. Vacancies. When any vacancy occurs on the Joint Protective Board, the General Chairperson shall appoint a replacement with approval of the Joint Protective Board.

Section 5. Vacancy in General Chairperson. If the position of General Chairperson shall become vacant, the Joint Protective Board shall be called to a meeting by the Vice Chairperson Secretary-Treasurer within 30 days of the vacancy and by a majority vote shall fill the vacancy for the remainder of the term. In the event the Vice Chairperson Secretary-Treasurer does not or cannot call the special meeting to fill the vacancy, the National Division President will call the meeting. 15 days advance notice must be provided to all officers eligible to cast ballots to fill the vacancy.

Section 6. Should any candidate for any Federation office be unopposed for office, ballots need not be sent out to the affected membership and the candidate shall be declared the winner by acclamation.

Section 7. Vacancies in office need not be filled when the General Chairperson recommends that they not be filled and this recommendation is approved by a majority vote of the Joint Protective Board.

ARTICLE 4 DUTIES AUTHORITY AND RESPONSIBILITY OF OFFICERS

Section 1. (a) General Chairperson. The General Chairperson shall exercise general supervision over all the affairs of the Federation. It shall be the duty of the General Chairperson to preside at all sessions of the Federation, and he/she shall submit at each regular session of the Federation, when assembled, a message setting forth, in a general manner, the affairs of the Federation during his/her term of office, including his/her decision in any matter concerning which an appeal may have been taken to the Federation Appeal Board under the Bylaws, together with suggestions for legislation and changes in the Bylaws for the best interests of the Federation members; also, such other suggestions and recommendations as he/she may deem advantageous to the Federation and its members. He/she shall devote his/her entire time to the affairs of the Federation, except such time as may be devoted to other duties pertaining to the Brotherhood.

The General Chairperson shall discharge, on behalf of the Federation, such duties as may be imposed upon him/her by applicable law, including the execution and filing of any reports to Federal or State authorities and he/she shall cause to be maintained by the 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.

Section 1. (b) He/she shall decide all questions pertaining to the interpretation or meaning of any clause or section of these Bylaws, as well as all controversial matters, which may be appealed from Local Lodges during the recess of the Federation Convention, and, after a careful examination of same, shall forward his/her decision in writing to the Local Lodge from which the appeal is taken.

Such decision or interpretation shall be final, unless reversed by a majority vote of the members of the Appeal Board or upon reversal by an appellate body of the BMWED or IBT with jurisdiction over the matter under appeal.

Section 1. (c) The salaries and benefits of the employee members of the Federation, Federation Organizers, or any other Committee, other than elective Federation Officers appointed or assigned by the General Chairperson, shall be determined by the General Chairperson but shall not become effective without the approval of the Joint Protective Board.

They shall be paid semi-monthly, or on the completion of their work, from the funds of the Federation. Reasonable actual expenses shall be allowed and paid from the funds of the Federation, when approved by the General Chairperson.

Section 1. (d) He/she may delegate authority to act for him/her to any Federation Officer whom he/she may designate.

Section 1. (e) He/she shall appoint Federation Organizers, with the approval of the Joint Protective Board, whenever, in his/her opinion, their services will be beneficial to the Federation.

Section 1. (f) He/she is empowered to call on any Federation Officer, Local Lodge Officer or Local Lodge Grievance Committeeman to assist in adjusting grievances or conducting any other business of the Federation.

Section 1. (g) He/she shall approve all bills and accounts against the Federation pertaining to the salary and expenses of Officers, clerks, organizers and other help, and such bills as pertain to stationery and supplies for headquarters; this, however, not to include the purchase of new office furniture or equipment, unless same has been authorized by the Executive Board. He/she shall countersign all documents and checks emanating from the Federation.

Section 1. (h) He/she shall convene the Federation Joint Protective Board at any time he/she may deem necessary for the purpose of formulating policies to be pursued during the recess of the Federation Conventions.

Section 1. (i) He/she shall convene local committees and/or Local Lodges when he/she deems such action advisable. He/she shall report to such local committee and/or Local Lodge any member thereof who shall fail to perform his/her duties or shall be guilty of insubordination or sedition.

Section 1. (j) He/she shall appoint all committees not otherwise provided for in these Bylaws.

Section 1. (k) The General Chairperson shall negotiate with management all general revisions of rates of pay and working conditions with the approval of the Joint Protective Board. The General Chairperson shall confer with the affected Vice Chairperson. The General Chairperson shall initiate a referendum vote of the affected members prior to entering into such agreement with management. He/she shall forward copies of the proposed agreement and detailed information to the affected members. The affected members must be given at least fifteen (15) days before ballots must be returned to the Federation office or other place that may be designated by the Federation Joint Protective Board.

The Federation Joint Protective Board shall establish procedures to insure a proper referendum vote is taken. Ratification for agreements such as general revisions of rates of pay and working conditions resulting from the resolution of a Section 6 notice will be conducted and certified by the American Arbitration Association or other honest ballot company that has been approved by the Joint Protective Board. A simple majority of those members voting shall determine whether the tentative agreement is accepted or rejected. The General Chairperson shall notify all Federation Officers and affected Local Lodge Presidents, Secretary-Treasurers and Local Chairpersons of the results.

Agreements other than those, which are general revisions of rates of pay and working conditions (i.e. those which are not the result of Section 6 negotiations), shall be submitted to the affected members for ratification by the General Chairperson. The General Chairperson, at his/her discretion, may employ ratification procedures other than by mail ballot, so long as proper notice and explanation is provided to the affected members, ample opportunity for partaking in the ratification is provided to the affected members and clearly verifiable methods of ratification are employed (such as, but not limited to meetings, with notice, to the affected members). The General Chairperson shall notify all Federation Officers and affected Local Lodge Presidents, Secretary-Treasurers and Local Chairpersons of the results.

Section 2. (a) Vice Chairperson-Secretary-Treasurer. He/she shall be under the jurisdiction of the General Chairperson.

Section 2. (b) He/she shall keep a true and accurate record of all money received by him. He/she shall pay all just and lawful bills contracted in the name of the Federation, by check, when approved by the General Chairperson and keep a true and accurate record of all expenditures of Federation funds. All checks, to be valid, must be countersigned by the General Chairperson.

Section 2. (c) He/she shall cooperate with National Division and see that all Local Lodges are properly audited. He/she shall place all money of the Federation in depositories designated by the Executive Board to the credit of the Federation of the Brotherhood of Maintenance of Way Employes Division. He/she shall invest the funds of the Federation as directed by the Executive Board.

Section 2. (d) He/she shall visit Local Lodges whenever possible to do so and instruct the Secretaries, when necessary, as to the proper methods of carrying on their work.

Section 2. (e) He/she shall deliver to his/her successor (when elected and bonded) all books, papers, money, records and other properties of the Federation in his/her possession, taking receipts of same.

Section 2. (f) He/she shall make a report of all transactions at the regular Convention of the Federation and a report of the financial condition and the membership to the Federation Joint Protective Board on October 1 of each year except it will not be necessary to make a report on October 1 of the convention year.

Section 2. (g) He/she shall discharge on behalf of the 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/she 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 reports.

Section 3. (a) Duties of Vice Chairpersons. It shall be the duty of the Vice Chairperson to assist the General Chairperson in the discharge of his duties and they shall at all times be subject to the orders of the General Chairperson. He/she shall visit Local Lodges, when possible, instruct the Officers and members in their duties, and instruct them as to the proper method of adjusting matters in dispute. The jurisdiction of a Vice Chairperson may consist of one or more territories or its equivalent non railroad entity, and in the judgment of the General Chairperson will produce the most effective and efficient representation in the respective territory. The Vice Chairperson shall handle all controversial matters with management. He/she shall render a report of cases handled during the previous month to the General Chairperson, on forms furnished for the purpose, setting forth in detail all the controversial matters handled by himself/herself. He/she shall furnish such information with his/her report that may directly or indirectly affect his/her constituents, and shall perform such other duties as may from time to time be assigned him by the General Chairperson. Bill for service and expenses shall not be approved by

the General Chairperson unless and until reports are rendered as provided in this Section.

Vice Chairperson shall remit all money collected by themselves for initiation fees, dues, assessments, or for any other purpose for which they are authorized to collect on the 14th and the last day of each month to the Vice Chairperson-Secretary-Treasurer and they shall remit in full all collections to date.

Vice Chairpersons shall furnish copy of all remittance reports to the Local Lodge Secretary-Treasurer who received credit for the Local Lodge portion of the dues collected.

Section 3. (b) He/she shall deliver to his/her successor (when elected and bonded) all books, papers, records, and other properties of the Federation in his/her possession.

Section 3. (c) In the event the Vice Chairperson does not comply with Article 4, Section 3(b) of the bylaws their final paycheck be held until all property is returned.

Section 4. Executive Board. The Executive Board shall meet immediately after the close of the Federation Convention and elect from their number a Chairperson and a Secretary. The Secretary shall keep a true record of all transactions and meetings of the Board, and shall mail copies of same to Lodge Presidents and Federation Officers requesting same within ten (10) days.

Section 4. (a) They shall meet during the months of January, April, July and October at the office of the Federation or through video conferencing at the discretion of the Executive Board Chairperson, to examine and audit the accounts of the Federation. They shall hold special meetings upon written notice given by the General Chairperson or the Chairperson of the Executive Board. Such written notice shall set forth the time, place and purpose of the special meeting. They shall transmit a full report of all business transacted at the ensuing Federation Convention.

Section 4. (b) They shall authorize the purchase of the necessary office furniture, equipment, etc., and the expenditure of any funds of the Federation not otherwise provided for in these Bylaws.

Section 4. (c) They shall prepare and formulate rules to govern and safeguard the investment of the funds of the Federation.

Section 4. (d) They shall have the authority to sell, exchange or encumber any or all real and personal property of the Federation provided, however, that they shall have been previously authorized to do so, in each particular case, by the Convention or by a three-fourths (3/4) vote of the Joint Protective Board.

Section 5. (a) Appeal Board. The Appeal Board shall consist of all elective Federation Officers, except such Federation Officer or Officers as may be directly involved in a dispute being considered by said Board. It shall fairly and impartially pass upon all matters of dispute properly before the Board provided; however, that the Appeal Board shall not hear appeals from decisions of the Trial Board, decisions regarding eligibility for nomination, or any other appeal where National Division and/or the International Brotherhood of Teamsters has jurisdiction.

Section 5. (b) The Appeal Board shall be, within fifteen (15) days from the date of an appeal to it, or other necessity for its meeting, called to convene at the Federation headquarters or at the discretion of the General Chairperson through video conferencing within sixty (60) days, where it shall meet from day to day until all matters brought before it are disposed of by a majority vote of the Board. Its decision shall be rendered in writing and shall be final, unless reversed by action of the Federation in regular Convention.

Section 5. (c) Legal calls for meetings of the Appeal Board shall be issued by the General Chairperson, or by the Vice Chairperson-Secretary-Treasurer if the General Chairperson is directly involved in the dispute which the Board is called to consider, or by the Chairperson of the Executive Board should the General Chairperson and Vice Chairperson-Secretary-Treasurer both be involved in the dispute.

Section 6. (a) Federation Organizers. Organizers employed by the Federation shall be under the direct supervision of the General Chairperson.

Section 6. (b) It shall be the duty of each Organizer, employed in whole or in part by the Federation, to report to such places as may be designated by the General Chairperson, after which he/she will report to the Vice Chairperson-Secretary-Treasurer or Vice Chairperson specified. He/she shall make periodic reports on the 14th day and last day of each month to the General Chairperson, with a copy to the Vice Chairperson Secretary-Treasurer or Vice Chairperson of the territory on which assigned. He/she shall remit all money collected by himself/herself for initiation fees, dues, assessments or for any other purpose for which he/she is authorized to collect, on the 14th and last day of each month to the National Division Secretary-Treasurer and he/she shall remit in full all collections to date.

Section 6. (c) Organizers shall furnish copy of all remittance reports to the Local Lodge Secretary-Treasurer in the territory where collections are made.

Section 6. (d) No Organizer shall be permitted to collect any money from Local Lodge Secretary-Treasurers.

ARTICLE 5 EDUCATION FUND

Effective the month following the founding convention of the Federation \$25,000.00 will be transferred from the Federation General Fund to the Education Fund which will be maintained in a separate account. Each month thereafter, the sum of \$1.50 (one dollar and fifty cents) per member per month shall be set aside into a separate fund for the purposes of defraying lost time and expenses for members of the Federation who attend educational programs sponsored by the Federation. Members who attend the educational program will be reimbursed for \$250.00 each day of attendance provide they arrive on time and do not leave early and provide that they attend all of the scheduled days of training for that session. Members will fill out an appropriate expense sheet for this reimbursement.

The General Chairperson will design an education program of beginner, intermediate and advanced content for members of the Federation to attend. Members attending these programs will have been selected by the General Chairperson in consultation with the Vice Chairperson/persons who have jurisdiction in the geographic location where the program will be held. The program will be designed to be held in small groups and every effort will be made to evenly distribute the locations of the program by geography and membership density to ensure there is equal access to them.

The General Chairperson may select outside help in helping to teach these programs and their fees, if any, will be paid out the General Fund and not the Education Fund. The education program will include, but not be limited to, instruction to provide members with the skills to interpret and defend the collective bargaining agreement, understand the laws and regulations affecting railroad workers and collective bargaining, regulatory enforcement rules and procedures, organizing effective lodge meetings and grievance committees, organizing members around issues facing the union externally and internally on the job, techniques for lobbying politicians around issues facing the union, use of direct action and other activities to enforce better conditions outside of the traditional grievance procedure, organizing effective strike committees, understanding history and current labor issues, and relevant economic and political theory necessary to understand to successfully advance the interests of the union.

Training aides and materials to support the education program may be paid for out of the Education Fund.

When members are selected and approved by the General Chairperson to attend other education opportunities sponsored by the National Division or other organizations actual straight time wage losses may be paid out of the Education Fund.

ARTICLE 6 FEDERATION WEBSITE

The Federation will maintain a website, which will be under the editorial supervision of the General Chairperson. The website will have contact information for each of the Federation officers, documents such as collective bargaining agreements, constitution and bylaws of the governing organization and other relevant material that can be accessed by the membership. The website will also have an email sign up function or other electronic information distribution system so that those who sign up can receive timely and relevant updates of the business of the Federation. All members will be strongly and periodically encouraged to sign up for this list.

The General Chairperson will appoint a Federation Officer, with the approval of the Joint Protective Board, to be the web administrator and that person shall receive his regular salary plus \$3,000.00 annually to be computed in equal parts on a monthly basis. The Officer selected by the General Chairperson to be the Federation web administrator will be provided the training, equipment and software necessary for him/her to operate the site. The web administrator will work at the direction of the General Chairperson.

ARTICLE 7 SALARIES, BENEFITS AND FINANCIAL OBLIGATIONS OF OFFICERS

Section 1. The General Chairperson shall be paid semi-monthly and will receive an annual salary of \$129,307.32. This new rate will become effective on first day of the establishment of the founding Convention of the Federation.

The Vice Chairpersons of the Federation shall be paid semi-monthly and receive an annual salary of \$117,711.76. This new rate will become effective on the first day of the establishment of the founding Convention of the Federation.

The Vice Chairperson-Secretary-Treasurer of the Federation shall receive the salary of the Vice Chairpersons plus an additional \$3,000.00 annually to be computed in equal parts on a monthly basis.

General Chairperson and the Vice Chairpersons shall pay the same health care cost sharing that Amtrak workers' pay under the BMWED/Amtrak Agreement and their salaries will increase in the same manner as workers under the BMWED/Amtrak Agreement from the base salaries established in this section. In the event the Amtrak/BMWED Agreement ceases to exist, the General Chairperson with the approval of the Executive Board shall select a suitable regional or national agreement as a replacement.

Section 2. Benefits for full time elective Federation Officers shall not be less than those benefits received by members working on the various railroads under the jurisdiction of the Federation.

Section 3. In no case will advance payment be made on any salaries from the funds of the Federation.

Section 4. All Federation Officers while attending meetings, engaged in work or traveling in the interest of the Federation, other than at their headquarters, shall be allowed actual expenses, to be paid out of the funds of the Federation, when approved by the General Chairperson.

Section 5. Receipts, when obtainable, for all bills for which reimbursements are requested must be attached to bills for expenses.

Section 6. Home office Rental Expense. All full time officers who perform their duties from a home office will be reimbursed for \$800.00 per month for the Union to rent this space from their homes.

Section 7. Bonding. The Officers and employees of the Federation will be bonded as prescribed in the National Division Bylaws. The premium of said bonds shall be paid from the Federation funds and the bonds shall be held in custody by the Secretary-Treasurer of National Division.

Section 8. Financial Obligations. The Federation shall not contract, agree or be obligated in any way to pay salary and expenses to any person or Officer, or to incur any obligations of any kind with members or others beyond the extent of Federation funds and current income, without the approval of the National Division Officers. Any obligations incurred contrary to the foregoing provisions shall not create a claim or lien against the Federation or National Division beyond the extent of available funds in the Federation treasury.

ARTICLE 8 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 19 of the IBT Constitution. Trials shall be conducted in accordance with Article 19 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 between BMW and IBT.

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

Vacancies created by sustained charges will be filed as provided in Article III, Sections 4-7 of these Bylaws.

ARTICLE 9 FISCAL YEAR

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

ARTICLE 10 MEMBERSHIP

(a) An employee below the rank of General Foreman or its equivalent, actively employed by an employer coming within the jurisdiction of the Federation who is sober, moral and otherwise of good character, is eligible to membership in a Local Lodge of the Brotherhood of Maintenance of Way Employees Division assigned to the Federation.

(b) Any member who is employed in an official capacity by an employer under the jurisdiction of the Federation will not be eligible to participate in or take any part in transacting the business of this Federation.

(c) Members have a duty to cooperate, to the best of their ability and knowledge, with the Federation Officers in the policing of the collective bargaining agreements under the jurisdiction of the Federation. Members shall not voluntarily collaborate with management to violate the collective bargaining agreements under the jurisdiction of the Federation.

ARTICLE 11 REVENUE, FEES, DUES AND ASSESSMENTS

Section 1. Initiation fees for new members and distribution of said initiation fees shall be as is provided for in Article 15, Section 2, of the National Division Bylaws.

Section 2. In addition to National Division dues and assessments and Local Lodge dues and assessments, effective with the payment of dues for the first month following the founding Convention Federation dues will be \$65.75. Thereafter in the month of January 2022 and January of each succeeding year, Federation dues shall be adjusted to reflect 2.12 times the average straight time hourly rate-of-pay. The average straight time hourly rate of pay will be based on information reflected in Interstate Commerce

Commission Statement Number A-300 for Maintenance of Way Employees for calendar year 1994 and each successive year. Said amount to be rounded to the nearest 25 cents, which additional sum shall be taken into consideration when calculating any dues increase for the following year

In the event that the Interstate Commerce Commission ceases to publish Statement Number A-300 on an annual basis, or alters it materially, the annual statement published by the National Railway Labor Conference will be used as an alternative equivalent formula. In the event that the National Railway Labor Conference ceases to publish the annual statement or alters it materially, an alternative equivalent formula shall be adopted so as to accurately reflect increases in rates-of-pay during the appropriate measurement period.

The General Chairperson in conjunction with the Secretary-Treasurer and with the approval of the majority of the Federation Joint Protective Board may adjust the percentage for fixing the rate of Federation dues down.

Section 3. Local Lodge dues shall be \$4.00 per month beginning the month following the founding convention of the Federation. Thereafter, Local Lodge dues shall be as prescribed in Article 15, Section 3, of the National Division Bylaws and be uniform in compliance with the requirements of Section 11 of the Railway Labor Act or where a member is employed in a non-Railway Labor Act setting, dues shall not be in conflict with applicable law.

Section 4. Each Local Lodge Secretary-Treasurer shall remit to the National Division Secretary-Treasurer all collections received by him/her at least once each month and he/she shall remit all collections to date; except that he/she shall retain in his/her possession for Local Lodge purposes, Local Lodge dues collected for his/her Local Lodge.

Section 5. The Federation Joint Protective Board is authorized to instruct the National Division Secretary-Treasurer to levy such assessments, in advance, upon the members of the Federation as may be necessary to carry forward their work, and any member failing or declining to pay such assessment shall stand suspended after the last day of payment mentioned in the call.

ARTICLE 12
REPRESENTATION - LOCAL LODGES
GRIEVANCE PROCEDURE AND NEGOTIATIONS

Section 1. The representation shall consist of Local Lodge Grievance Committee or Committees, Vice Chairpersons, a General Chairperson and a Joint Protective Board.

Section 2. Each Local Lodge on a Division Engineer's or corresponding territory or its equivalent on a non-railroad employer shall elect as provided in Article XVIII Section 9, of the National Division Bylaws, a Grievance Committee, of not less than three (3) members. Where there is a joint Local Lodge with membership from more than one (1) Division Engineer's or corresponding territory or its equivalent on a non-railroad employer, the members from each territory or its equivalent shall elect from among themselves Local Lodge Grievance Committeepersons to represent the membership on their respective territory in that Local Lodge. The elected Chairperson of each committee shall be a Local Chairperson. In addition, each department under the jurisdiction of the Local Lodge, may, at the discretion of the members in such department, elect a three-man Grievance Committee, the Chairperson of which may be a Local Chairperson of that lodge. Each Local Lodge may at its discretion structure its Grievance Committee as it determines to be in the best interest of its members. No member shall be eligible to hold the office of Local Lodge Grievance Committeeperson and Vice Chairperson at the same time. All camp car units shall elect, from among the members of such unit, a Grievance Committee from the unit. One of those members shall be elected as the Local Chairperson. This committee shall handle the first level grievances of the members of that unit and shall communicate directly with the Vice Chairperson of the region where the unit is working. This Grievance Committee and Local Chairperson shall be considered authorized representatives of the Federation and shall have the same rights, with respect to the unit they work in as a Local Chairperson and Grievance Committee in any Local Lodge. The General Chairperson and/or his/her designated representative shall conduct the election in the camp car units.

Section 3. Any member in good standing who has established at least twelve (12) months' seniority rights in the departments coming under the jurisdiction of this Federation; and who meets the twenty four (24) months' continuous good standing provision of Article II, Section 4(a)(1) of the IBT Constitution at the time of nomination, and is a member of good standing at the time of assuming office, will be eligible to hold office of Local Lodge Grievance Committee person.

When a Local Lodge has been in existence less than twenty four (24) months, the eligibility requirements of Article II, Section (4)(b) of the IBT Constitution shall apply for the nomination and ejection of a Local Lodge Grievance Committeeperson from that Local Lodge.

Section 4. (a) Nomination and election of Local Lodge Grievance Committee or Committees shall be held as provided for in Article 18, Section 9, of the National Division

Bylaws. Immediately following the election, the Local Lodge Secretary-Treasurer shall submit in writing to the General Chairperson, the names, lodges or units, post office address and phone numbers of the members elected. The General Chairperson shall notify all elected Federation Officers of same. Local Lodge Grievance Committeepersons shall serve until their successors are duly elected and installed.

Section 4. (b) Local Lodges, which have jurisdiction over more than one employer, shall have an elected Grievance Committee for each employer coming under their jurisdiction. The Chairperson of each Grievance Committee shall be a considered Local Chairperson.

Section 5. The Local Lodge Local Chairperson shall assist any member of his lodge to start the handling of controversial matters with his immediate superior. If same is adjusted favorably, the decision shall be reported to the Vice Chairperson. If the decision is unfavorable, all papers and information that can be obtained must be turned over to the Vice Chairperson, who shall then proceed to handle the controversy, with the management. If the Vice Chairperson, or the membership of any Local Lodge, feel that their Local Lodge Local Chairperson should accompany him to meetings with the management, it shall be the duty of the Local Lodge Local Chairperson to do so.

Section 6. Salaries and expenses of Local Lodge Local Chairpersons and Grievance Committeemen shall be paid from Local Lodge funds, except while working for the General Chairperson at the request of the General Chairperson, when they will be paid by the Federation, except that the Local Lodge representative shall not be paid by the Federation for any time not lost from work as a result of a request by the General Chairperson.

Section 7. The Federation shall have jurisdiction, so far as the number and location of Local Lodges is concerned, insofar as it is consistent with the Bylaws of National Division.

ARTICLE 13 HEADQUARTERS

The headquarters of the Federation shall be located in Trenton, New Jersey, unless changed by a vote of the Joint Protective Board.

ARTICLE 14 DISCRIMINATION

Section 1. It is the intention of this Federation that any reference to race, religion or gender of members of the Federation is made in a nondiscriminatory manner. It is the intention of the Federation to consider all members equally, and any referral in the body of the Bylaws to gender of its membership is done so without prejudice.

ARTICLE 15 BYLAWS - AMENDMENTS

Section 1. Should any condition arise between Conventions which will affect the life, existence or progress of the Federation, the General Chairperson and the Vice Chairperson-Secretary-Treasurer, acting in conjunction with the Federation Joint Protective Board, shall be empowered to amend any Article of the Bylaws, subject to the approval of the affected membership of the Federation in a special Convention convened by the General Chairperson, or by mail ballot referendum of all members.

Prior to any change in these Constitution and Bylaws becoming effective, the precise language of the change shall be presented to all of the Lodge Presidents of the Federation so that the lodge may elect a delegate to come to the special Convention and instruct such delegate as to whether he/she should vote for or against the proposed change or if a mail ballot referendum is used, a copy of the proposed change will be furnished to the members voting.

Delegate election to special Conventions shall be conducted as is described in Article 2 of these Bylaws.

Section 2. These Bylaws may be repealed, suspended, altered or amended by a majority vote of the delegates assembled at the quadrennial Convention provided the proposed changes have been submitted to the Vice Chairperson Secretary-Treasurer in March of the Convention year. The Vice Chairperson Secretary-Treasurer will post the proposed changes on the Federation website in the first week of April of the Convention year. The requirement to submit the proposed changes in advance to the Secretary Treasurer will be explained in the Convention Call. Proposed changes that have not been submitted in March of the Convention year will require a 3/4 vote of the delegates assembled to become effective.

Section 3. These Bylaws will become effective on April 1, 2022.

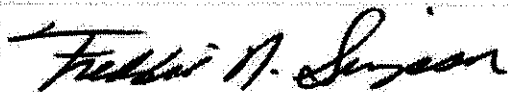
Section 4. These Bylaws, when approved by the National Division President shall superseded all other Bylaws of the Federation.

SIGNED:



Anthony C. Sessa,
General Chairperson

APPROVED:



Freddie N. Simpson,
National Division President

Date: 03-10-2022