

BYLAWS

For the Government of the
Joint Protective Board and Members

of

THE ATCHISON TOPEKA & SANTA FE FRISCO
SYSTEM FEDERATION

Brotherhood Maintenance of Way Employes Division
Of the International Brotherhood of Teamsters

Comprising

The Atchison, Topeka & Santa Fe Railway Company
Burlington Northern Railroad Company
Colorado and Wyoming Railway Company
Ft. Worth & Denver Railway
Gulf, Colorado & Santa Fe Railway Company
Houston Belt Terminal Railway
Hutchinson and Northern Railway Company
Illinois Northern Railway Company
Los Angeles Junction Railway Company
Louisiana Railway & Navigation Company of Texas
Nashville & Ashdown Railway Company
Northeast Oklahoma Railroad Company
Panhandle & Santa Fe Railway Company
Quanah, Acme & Pacific Railway Company
Sand Springs Railway Company
St. Joseph Terminal Railroad Company
St. Louis, San Francisco Railway
Springfield Region Graysonia
Wichita Terminal Association,
Wichita Union Terminal Railway Company
Ft. Worth, Denver Railroad Company

Adopted at the

Joint Protective Board Meeting

Held at Orlando, Florida

June 6, 2017

(Revised 6/7/17)

PREAMBLE

We meet as free Americans for the purpose of Uniting the employees in the Maintenance of Way Department for their mutual protection and the protection of their families, promoting harmonious relations between employer and employees; raising the standard of living of our members by endeavoring to secure better wages and working conditions; encouraging honesty and morality; and to advance the general welfare.

The Organization has been created to preserve Liberty, Justice and Equality.

ORDER OF BUSINESS

To be recommended by the Rules Committee

Questions of procedure in conducting meetings of the Joint Protective Board
will be governed by Robert's Rule of Order

ARTICLE I ORGANIZATION

Section I. (a) The Organization shall be known as the Atchison, Topeka & Santa Fe Frisco System Federation of the Brotherhood of Maintenance of Way Employees Division: hereinafter referred to as the Federation. Region 1 of the System Federation shall be comprised of the former Atchison, Topeka and Santa Fe Federation and Region 2 of this Federation shall be comprised of the former Frisco System Federation. This Federation shall have jurisdiction (subject to the current provisions of the National Division Bylaws) over all employees coming within the jurisdiction of the Brotherhood of Maintenance of Way Employees Division of the Atchison, Topeka & Santa Fe Frisco System Federation and any and all employees of any System Railway that may hereinafter become affiliated with the Federation in accordance with Section 2 of this Article 1.

(b) The General Chairman shall have the right to propose merger with the approval of the Full-Time System Officers and Executive Committee by a majority vote (50% + 1).

Section 2.(a) Any System Division, Federation or Maintenance of Way Employees of any railroad, wishing to affiliate with this 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 this Federation. If the General Chairman feels the affiliation to be advisable, he shall immediately advise the members of this Federation Executive Committee of such application for affiliation. The Executive Committee members will immediately advise the General Chairman as in whether or not they deem it advisable to affiliate such a System Division, Federation or Maintenance of Way Employees of any railroad with this Federation. If a majority of the Executive Committee members approve such affiliation, the General Chairman will proceed as instructed by the Executive Committee members, providing the conditions meet with the National Division Bylaws and the approval of the National Division President.

(b) If there is no majority vote in favor of the affiliation under (a), yet there are a majority of System Federation Full-time Officers who feel such affiliation is still advisable in the interest of the System Federation or believe further pertinent information should be developed the General Chairman may invite representatives of the System Division, Federation of employees wishing to affiliate with the System Federation to meet with the members of the Executive Committee and/or the members of the Joint Protective Board in order to consider such affiliation.

Section 3. The governing body shall be the Joint Protective Board in accordance with Article II, Section 1, except as provided in Article II, Section 1(e).

Section 4. Representation on the Joint Protective Board will be in accordance with Article II, Section 1 (b) and Section 2 (e).

ARTICLE II JOINT PROTECTIVE BOARD MEETINGS

Section 1. (a) The Atchison, Topeka & Santa Fe Frisco System Federation Joint Protective Board meeting will be held quadrennially commencing on the first Tuesday in June, continuing until all business is finished.

The quadrennial meeting of the Joint Protective Board will be held in the city selected by the General Chairman with the approval of the Executive Committee.

(b) There is hereby establishing a Federation Joint Protective Board which shall be comprised of the Officers of the Federation and one member from each Local Lodge from any department, over which this Brotherhood has jurisdiction. Any member of a Local Lodge coming under the jurisdiction of the Federation who qualifies under the provisions of Article XVII, Section 9, of the National Division Bylaws for Local Lodges and meets the twenty-four (24) months continuous good standing requirements of Article II, Section 4(a) (1) of the IBT Constitution shall be elected as a member of the Joint Protective Board. For Local Lodges which have been in existence for less than twenty-four (24) months, eligibility for election to the Joint Protective Board shall be governed by Article II, Section 4 (b) of the IBT Constitution.

(c) The Call of the Joint Protective Board meeting shall be issued by the General Chairman during the month of December in the calendar year preceding the convention. Each Local Lodge shall upon receipt of a Call of the Joint Protective Board meeting and not later than the month of March preceding the regular Joint Protective Board meeting, elect by secret ballot in special or regular meeting, a member of the Joint Protective Board, together with an alternate. Within 30 days of the election of such board member and alternate, the Secretary of the Local Lodge will notify the General Chairman of the name and membership number of the delegate and alternate elected. Said delegate and alternate must be eligible for election as provided in Article II, Section 1(b) of these Bylaws.

(d) The General Chairman shall upon issuing the Call of the regular meeting of the Joint Protective Board, provide each Local Lodge Secretary-Treasurer with a Credential in duplicate form; the original of which when executed will be given to the member elected and the duplicate returned to the General Chairman on or before May 1, prior to the Joint Protective Board meeting. This Credential shall bear the signature of either the Secretary-Treasurer or one other officer in good standing of the Local Lodge. When the elected delegate is unable to serve, for any reason, the alternate will be considered the delegate and a new alternate elected at the next Local Lodge

meeting thereafter. The General Chairman shall be promptly advised of any change in the delegate or alternate of any Local Lodge. The General Chairman shall also be required to furnish the names and addresses of all the delegates, alternates, Full-Time Officers and Executive Committee to the forthcoming Joint Protective Board before the convening of the next quadrennial Joint Protective Board meeting.

(e) The governing body of the Federation shall consist of the elected officers and duly elected Joint Protective Board members as hereinafter provided assembled at the regular Joint Protective Board meeting, and said Joint Protective Board meeting shall be the true source of all authority pertaining to all matters under the jurisdiction of the Federation, its Officers and its members. There is no power vested in any Officers, committee or body of members under its jurisdiction to repeal, alter or change its Bylaws or its decisions except as provided in these Bylaws.

It shall enact legislation which is not contrary to or in conflict with the provisions of the National Division Bylaws. During the intervening recess between the Joint Protective Board meetings, the elected full-time Officers of the Federation and the Executive Committee 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.

(f) The General Chairman shall, during this first week of April, prior to the regular meeting of the Joint Protective Board appoint seven (7) a minimum of two (2) from each Region, from among the members of the Joint Protective Board as a Bylaws Committee. He shall call this committee to meet sufficiently in advance of the Joint Protective Board meeting but no later than April 30, to review any and all proposed Bylaw changes which have been submitted and make recommendations thereto to be considered by the Joint Protective Board in session.

(g) Request for change of the Bylaws, and Resolutions, which are to be considered at the Quadrennial Convention, should be in writing to the General Chairman by April 1 of the year of the Quadrennial Convention, such that they may be considered by their respective committees prior to the Convention. This does not limit any Members Rights under Article IX Section 2. Proposed Bylaw changes that are received prior to April 1 will require a majority vote of the Joint Protective Board present to vote in favor to be adopted. Proposed Bylaw changes that are received April 1 or later will require three-fourths of the Joint Protective Board present to vote in favor be adopted.

Section 2. (a)The Full-Time Officers of the Federation shall consist of a General Chairman, Vice General Chairman/Secretary Treasurer and four (4) Assistant General Chairman, four (4) of said Officers shall be elected from Region 1 and two (2) Officers from Region 2, and an Executive Committee of six (6), four (4) of which come from Region 1 and two (2) from Region 2. The positions of the General Chairman and Vice General Chairman/Secretary-Treasurer shall each come from separate Regions. The Joint

Protective Board in regular session shall transact the affairs of the Federation and elect System Federation Officers from among the members who meet the twenty-four (24) month continuous good standing requirements of Article II Section 4 (a)(1) of the IBT Constitution and have established at least twenty-four (24) months seniority rights on a railroad in a department coming under jurisdiction of the Atchison, Topeka & Santa Fe Frisco System Federation.

(b) Officers of the Federation shall be elected by secret ballot. A majority of the votes cast shall be necessary to elect. In the event of a tie, the ballot shall continue until the tie is broken. In case of no majority with three (3) or more nominees, the one receiving the lowest number of votes will be dropped and the balloting shall continue until a choice is made.

(c) Officers of the Federation shall be elected at the regular meeting of the Federation Joint Protective Board for a term of four (4) years unless removed by death, resignation or cause. They shall be installed during the session of the Joint Protective Board meeting in which they are elected and their term of office shall date from the first day of the month following election.

(d) Representation at all regular or special Joint Protective Board meetings of the Federation shall be as follows: No elective Officer or member of the Joint Protective Board eligible to participate at the meeting shall be entitled to cast more than one vote in the transaction of Federation business and no Officer shall be allowed to vote in the election of the Officers unless they also serve as their Lodge's Joint Protective Board member. A majority of the Joint Protective Board members shall constitute a quorum and may legally transact all business that may properly come before the Joint Protective Board.

(e) 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 meeting. Members elected as delegates shall have the right to propose changes to this Constitution and Bylaws. 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, subject to the terms of the Merger Agreement between BMWED and IBT. They shall not be eligible for election or reelection, or 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 reelection as Local Lodge Secretary-Treasurers, subject to the terms of the Merger Agreement between BMWED and IBT.

(f) Members who are nominated for a Federation Office, who are qualified under the provisions of these Bylaws, will be allowed to address the delegates in

an open forum not to exceed five (5) minutes when properly moved and accepted by a majority of the delegates present.

ARTICLE III DUTIES, AUTHORITY AND RESPONSIBILITY OF OFFICERS

Section 1. (a) The General Chairman shall devote all of his working time to the interest of the Federation. He shall have jurisdiction over all the activities of the Federation as well as its Officers and Representatives, except as otherwise provided in these and the National Division Bylaws. He shall visit Local Lodges, instruct Officers and members in their duties, and shall advise as to the proper method of adjusting disputes and in a general way work for the up building of the Brotherhood. He shall approve all legitimate bills and accounts of the Federation, authorizing the payment of same. He shall deliver to his successor, all books, files and records in his possession belonging to the Organization when such successor is elected and qualified to enter upon the duties of the office of General Chairman.

(b) The General Chairman shall publish the names and addresses of the Joint Protective Board members each year on the Federation website.

(c) The General Chairman 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 shall cause to be maintained by the Federation such records as the law requires to be kept for a period not less than five (5) years in support of such reports.

(d) The General Chairman will have the authority, with the advance approval of a majority of the Executive Committee when in his judgment conditions warrant and Federation finances permit to engage the services of System Representatives.

The General Chairman will have the authority, with the advance approval of a majority of the Executive Committee, to designate salary and title of said Representatives.

(e) The General Chairman will have the authority, when in his judgment conditions warrant, to call upon any member of the Joint Protective Board or Local Lodge Officers to represent him in taking care of emergencies that may arise.

(f) The General Chairman shall establish a website which will be available to the Membership at large advising the general Membership of new agreements, letters of understanding and general information, that may be of interest

and/or importance to the Members, such as forthcoming events, carrier tactics or plans and other information as deemed necessary for the betterment and education of the Brotherhood.

Section 2. The Vice General Chairman/Secretary-Treasurer shall devote all of his working time to promote the interest of the Federation assisting the General Chairman in the discharge of his duties. In the event of the resignation, death or removal from service of the General Chairman, the Vice General Chairman/Secretary-Treasurer shall take care of the affairs of the Federation and perform the duties of the General Chairman until a General Chairman has been elected with the provisions of these Bylaws.

It shall also be the duty of the Vice General Chairman/Secretary-Treasurer to keep a complete record of all proceedings of the Joint Protective Board and carefully file all correspondence in connection with the business transacted by the Joint Protective Board. He shall discharge on behalf of the Federation such duties as may be imposed upon him by applicable law, including the execution and filing 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 such reports.

Section 3. The Assistant General Chairmen shall devote all of their working time to the interests of the Federation, assisting the General Chairman in the discharge for their duties.

Section 4. The work and assignment of the Vice General Chairman/Secretary-Treasurer and Assistant General Chairmen shall be arranged so that representation will be equally divided.

Section 5. The Vice General Chairman/Secretary-Treasurer and Assistant General Chairmen shall, when requested by the General Chairman, furnish a report of their activities.

Section 6. (a) It shall be the duty of the Executive Committee to audit Federation receipts and disbursements each year, furnishing copy of the audit to the National Division Secretary-Treasurer's office and to the Officers of the Joint Protective Board.

(b) The Executive Committee shall make an inventory of all properties owned by the System Federation and shall be responsible for the proper maintenance of same.

Section 7. Special meetings of the Joint Protective Board may be called at the request of the majority of the Executive Committee, a majority of the Joint Protective Board members, by the General Chairman or by the National Division President. The question or subject matter necessitating the convening of the Board in special session shall be clearly set forth in the Call. At least fifteen (15) days written notice shall be given

to each member of the Joint Protective Board of any special meeting.

Section 8. (a) Should the office of the General Chairman become vacant, the Vice General Chairman/Secretary Treasurer shall assume the duties of the General Chairman and call a meeting to be held within twenty (20) days after receipt of notice of such vacancy until the next regular meeting of the Federation, except that if such vacancy occurs sixty (60) days or less prior to a regular Joint Protective Board meeting, the Vice General Chairman/Secretary-Treasurer shall continue to fill vacancy pending such regular meeting.

(b) In the event of a vacancy in a Federation Office other than the General Chairman, the General Chairman shall call a meeting to be held within thirty (30) days after receipt of notice of the vacancy, of all remaining elected Officers, to fill such vacancy until the next regular meeting at the Federation Joint Protective Board, unless such vacancy occurs ninety (90) days or less prior to a regular Joint Protective Board meeting. Any vacancy filled under this Section 8 will be made in compliance with Article II, Section 2(a) and (b), of these Bylaws. In the event one of the remaining Officers is elected to fill a vacancy under Section 8(a) or 8(b) of this Article III, the vacancy created by such election will be filled at the same meeting.

Section 9. (a) For the faithful performance of his duties, each effective System Officer shall receive a salary which shall be adjusted periodically so as to reflect all Lump Sum Payments, General Wage increases including cost-of-living adjustments as provided for under National Agreements applicable to the membership of the Brotherhood. All such increases shall be applied in the same manner on the same dates as provided for under subsequent National Agreements.

This Article shall not be used to preclude the authorization of salary adjustments at a regular or special Joint Protective Board meeting.

(b) The salary of members of the Executive Committee and Joint Protective Board members shall be paid on a per diem basis, same to be affective from the time they leave their respective homes until the time they have completed their duties and return to their homes, as directed by the General Chairman.

(c) As set forth in the Salary Committee report, each elected Executive Committee Officers' and Joint Protective Board members' salaries shall be adjusted periodically so as to reflect all general wage increases including cost-of-living adjustments as provided for under National Agreements applicable to the membership of the Brotherhood. All such increases shall be applied in the same manner and on the same dates as provided for under subsequent National Agreements.

(d) All elected System Officers and Joint Protective Board members while attending Joint Protective Board meeting or in the performance of service in behalf

of the Brotherhood when attending a meeting and traveling between places of such meetings and his home will receive legitimate expenses when accompanied by receipts.

Section 10. Effective June 1, 2013, Elected Officers will not be required to relocate unless an agreement is made between the General Chairman and the elected officer with the approval of the Executive Committee. An Officer or System Representative who was elected to a full-time position prior to June 1, 2013, or who relocated as previously outlined in this paragraph, and was required to move to a new location or who leaves office as a result of sickness, retirement, termination or at the expiration of his term will be allowed the lowest of three bids submitted of his household goods, including the movement of one automobile, with the payment due at time of move, which shall take place within eighteen months from the time Officer relinquishes his position as set forth above. The allowance herein provided for will also be made to the widow or dependents of a deceased Officer who may wish to relocate. All moving/relocation allowances will be restricted of 2,000 miles, unless otherwise agreed to by the General Chairman and approved by the Executive Committee.

Section 11. Members of the Joint Protective Board, System Federation Officers and/or others required at the direction of the General Chairman to use their automobile for organizing or other work for the Brotherhood shall be paid at the rate established and approved by the Internal Revenue Service. The General Chairman shall satisfy himself and the National Division President that such representatives operating their own automobiles in the Brotherhood's service are properly protected by adequate automobile insurance.

Section 12. Each Federation Officer who devotes all of his time to the work of the Federation shall be granted five (5) weeks vacation with pay each year, including the year elected, same to be taken in the year due, and/or shall be made whole at the end of the year for the unused portion. A Full-Time Officer who has worked at least one-hundred (100) days in any year shall be qualified for payment of five (5) weeks vacation in the following calendar year.

Section 13. The General Chairman shall have the authority to engage and fix salaries for necessary office help to carry on effectively the work of the Federation, however the General Chairman shall not appoint or employ any relative of any regularly employed Joint Protective Board member or Officer to work under the jurisdiction of the General Chairman in the Federation office.¹

Section 14. The Officers and employees of the Federation shall be bonded as prescribed in the National Division Bylaws. The premium of said bonds shall

¹ This provision does not apply to the existing Employees of the Federation.

be paid from the Federation funds and the bonds shall be held in custody by the Secretary-Treasurer of the National Division.

Section 15. The 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 the Federation funds and current income of the Federation without the approval of the National Division President. Any obligation incurred contrary to the Foregoing provision shall not create a claim or lien against the Federation or the National Division beyond the extent of available funds in the Federation treasury.

ARTICLE IV CHARGES AND TRIAL PROCEDURE

Charges against any System Officer or Joint Protective Board Member shall be filed in writing 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.

Vacancies created by sustained charges will be filled as provided in the Bylaws.

Any expenses incurred with the hearing of charges against any System Officer or Joint Protective Board Member conducted as presented in this Article, will be paid from Federation funds.

CHARGE AND TRIAL PROCEDURES OF MEMBERS

Charges against any Member shall be filed in writing in accordance with Article XIX of the IBT Constitution and Paragraph 4.12 of the Merger Agreement between BMW and IBT.

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

Any expenses incurred with the hearing of the charges against a member conducted as prescribed in this Article, will be paid from Federation funds.

**ARTICLE V
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. Aside from such sums as these Bylaws provide to be allocated and placed in other funds, all revenue of the 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 Federation when approved by the duly constituted Officer as herein provided.

Section 2. (a) Every member of the Brotherhood of Maintenance of Way Employees Division employed on a railroad coming under the jurisdiction of the Federation shall pay to the Local Lodge Secretary-Treasurer or the other properly accredited representative of the Brotherhood on or before the last day of each month, or as provided in Article XV, Section 3, of the National Division Bylaws, the sum equal to the amount reflecting 2.155 times one (1) hour of the average straight time hourly rate of pay as reflected in the annual statement published by the National Railway Labor Conference for Maintenance of Way Employees for the calendar year 2017 and each successive year. Said amount shall be rounded to the nearest .25¢, which additional sum shall be taken into consideration when calculating any dues increase for the following year to be used only for defraying the expenses of the System Federation.

In the event that the National Railway Labor Conference ceases to publish the statement on an annual basis, or alters it materially, the alternative equivalent formula as adopted by the National Division will be used to accurately reflect increases in rate of pay provided for under national agreements during the appropriate measurement period.

(b) Local Lodge dues shall be assessed at the rate of three dollars (\$3.00) per month, per member, until changed by the Joint Protective Board or by Secret Ballot.

**ARTICLE VI
GRIEVANCE PROCEDURE**

It shall be the duty of the System Federation Full-Time Officers to review all grievance matters properly referred by any member of the System Federation and to handle those grievances involving a violation of the Working Agreement with Officers of the Railroad designated to receive the grievances.

ARTICLE VII NEGOTIATIONS

Section 1. The Committee for scheduled negotiations on behalf of the Federation shall consist of the General Chairman or his designated representative and at least one other full-time elected Federation or National Division Officer. The General Chairman or a designated Full-Time Officer will attend all negotiations initiated by the Federation.

Section 2. The General Chairman, or his designated representative shall be responsible for the filing and settlement of legitimate Claims and Grievances, and to handle Discipline matters brought to the Federations attention.

Section 3. (a) The General Chairman shall negotiate local agreements, understandings and temporary agreements. Such understandings and agreements of the three hundred sixty five (365) calendar days or less duration, may be signed and formally agreed by the General Chairman.

Section 3.(b) Any permanent agreement(s), which will have effect on a less than majority of the members coming under the jurisdiction of the Collective Bargaining Agreement, may be signed and formally agreed to by the General Chairman and the majority of Full Time System Officers.

Section 3.(c) Any permanent agreement(s), which will have effect on a majority of the members coming under the jurisdiction of the Collective Bargaining Agreement, must be distributed to and ratified by a majority of the Joint Protective Board.

Agreements bargained nationally shall be subject to member ratification or rejection in accordance with Article XIX, Section 14, Paragraph 8 of the National Division Bylaws.

ARTICLE VIII HEADQUARTERS

The headquarters of the Federation shall be at a location(s) determined by the General Chairman and approved by the Executive Committee.

ARTICLE IX BYLAWS

Section 1. The General Chairman may submit proposed changes to these Bylaws involving the welfare of the Federation to the members of the Joint Protective

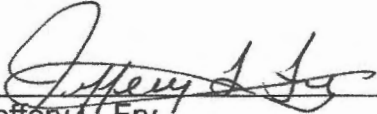
Board by mail. Proposals so submitted shall be clearly and definitely set out and space provided for the aye or nay votes of the members of the Joint Protective Board. If the majority of all votes cast favor such a measure, it will be declared approved subject to the approval of the National Division President.

Section 2. These Bylaws may be altered or repealed in their entirety by a majority of the Joint Protective Board members in regular or special session, or by referendum ballot. Any member, by written notice to the General Chairman, may submit any proposal of changes to the Bylaws and such proposal will be acted upon by the members of the Joint Protective Board in regular, special session, or by referendum ballot.

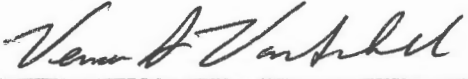
Section 3. These Bylaws shall become effective as of the date approved by the National Division President and remain in effect until changed by the Joint Protective Board as provided in these Bylaws.

Section 4. The General Chairman may, with the consent of the Executive Committee, issue such dispensations as may be necessary to overcome emergencies or conditions not herein provided for.

SIGNED:

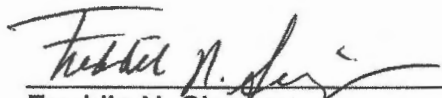


Jeffery L. Fry
General Chairman



Vern D. Van Ausdall
Assistant General Chairman

APPROVED:



Freddie N. Simpson
National Division President

Dated: 04/04/88