

BYLAWS
FOR THE GOVERNMENT OF THE
JOINT PROTECTIVE BOARD AND MEMBERS
of the
UNIFIED SYSTEM DIVISION
of the
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYES DIVISION
of the
INTERNATIONAL BROTHERHOOD OF TEAMSTERS

Comprising the
Former Union Pacific System Division
Former Chicago and North Western System Federation
Former Pacific Federation
Former ICGF Federation

Adopted October 23, 2018

Revised March 19, 2020

ARTICLE I - ORGANIZATION

Section 1. This body shall be known as the Unified System Division Joint Protective Board of the Brotherhood of Maintenance of Way Employees Division of the International Brotherhood of Teamsters having jurisdiction over all Maintenance of Way Employees coming under the jurisdiction of this System Division.

Section 2. (a) Any System Division, Federation or Maintenance of Way employees wishing to affiliate with this System Division, 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) to the General Chairman of this Unified System Division. If the General Chairman of the Unified System Division feels the affiliation to be advisable, he shall immediately advise the members of the Unified System Division Executive Committee of such application for affiliation. The Executive Committee 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 with the Unified System Division. If a majority of the Executive Committee 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) If there is no majority vote in favor of the affiliation under (a), yet there are a majority of System Officers who feel such affiliation is still advisable in the interest of

the Unified System Division or believe further pertinent information should be developed, the General Chairman shall invite representatives of the System Division, Federation or employees wishing to affiliate with this System Division, or to whom an offer was extended, to meet with the System Officers and Executive Committee in order for further consideration of affiliation. Such affiliation is subject to approval under Section 2. (a).

Section 3. The governing body shall be the Joint Protective Board of the Unified System Division and shall have jurisdiction over all members and matters of the System Division. They may enact such measures as they deem necessary for the best interests of the membership on the Unified System Division, provided, however, that such enactments are not in violation of the Bylaws of the Brotherhood. Such enactments shall be approved by the National Division President before becoming effective.

Section 4. (a) Each Local Lodge of the Unified System Division, Brotherhood of Maintenance of Way Employees Division, shall elect by secret ballot, at the triennial election, a Grievance Committee (Committees) composed of a Chairman (who also serves as the Joint Protective Board member), an Alternate and at least one (1) member from the different departments represented. Members elected to serve on the Grievance Committee must be members in good standing of the Local Lodge who have established seniority rights on some position coming under the jurisdiction of the BMWED and who meets the eligibility requirements under the IBT Constitution and the Merger Agreement at the time of nomination and are members in good standing at the time of assuming office; provided, however, that when new lodges have been established Article II, Section

4(b) of the IBT Constitution will govern. Members elected to Grievance Committees will assume office the first day of January following election. Officers elected to fill an unexpired term will assume office immediately upon election.

(b) Alternate Grievance Chairmen shall attend meetings of the Joint Protective Board only when the Joint Protective Board member cannot attend, but when in attendance, the alternate shall have the same voice and vote as the regular Joint Protective Board member.

(c) Alternate Grievance Chairmen shall fill the vacancy of Grievance Chairman for their lodge. The Grievance Chairman Alternate position shall then be filled by election at the Local Lodge's next regular or special meeting.

ARTICLE II - CONVENTIONS

JOINT PROTECTIVE BOARD MEETINGS

Section 1. (a) The quadrennial meeting of the Unified System Division Joint Protective Board shall convene in regular convention during the last full week in October in such city as may be determined by the System Officers and approved by the Executive Committee. Announcement of the selection of the convention site will be published in the newsletter in January of the convention year.

All special sessions of the Unified System Division Joint Protective Board shall be held at a location as determined by the General Chairman and approved by the Executive Committee.

(b) Any member of the Unified System Division who is in good standing and who meets the requirements set forth in Article XVIII, Section 9 of the National Division Bylaws, the provisions of the Merger Agreement between BMW and IBT and the Continuous Good Standing provisions of IBT Constitution is eligible for election to the position of General Chairman, 1st Vice Chairman Secretary-Treasurer and Vice Chairmen or other salaried positions coming under the jurisdiction of the Joint Protective Board. Members elected must remain in good standing to the time of assuming office and during their term of office. Maintenance of good standing shall be the same as defined in Article XVII, Section 7 of the National Division Bylaws.

(c) The General Chairman shall, at least one (1) month but no more than six (6) months prior to the regular meetings, send the Call to all Joint Protective Board members. He shall appoint at least seven (7) members of the Joint Protective Board as a Resolutions Committee, and at least seven (7) members of the Joint Protective Board as a Bylaws Committee. He shall call these Committees to meet after July 1 of the regular convention year and in sufficient time before said convention to handle such business as may be on hand.

(d) At each meeting of the Unified System Division, Joint Protective Board Members or the Joint Protective Board Alternate members shall be entitled to cast one (1) vote for every member in good standing, which he represents in his Local Lodge, as determined by the latest membership report available, for the election of the Unified System Division BMWED-IBT Officers. Prior to the Joint Protective Board meeting the General Chairman will appoint a Credentials Committee, of at least eight (8) members, two (2) from each region, who will review eligibility and consider protests to determine the correct representation vote. This credentials committee will consider and resolve protests prior to the first vote taken at the meeting. Each System Division Officer shall be ex-officio members at all regular conventions and special meetings of the System Division, with all rights and privileges except the right to vote in the election of System Division Officers, unless they have been elected as Grievance Committee Chairman from their Local Lodge, or as an Alternate who is serving in the capacity of Chairman, at the Joint Protective Board Meeting. System Officers will be ex-officio members of all Grievance Committees, and Local Lodges, other than their own, with the right to speak but not to vote.

(e) The Unified System Division shall be made up of four (4) Regions. Region 1 will consist of the former Union Pacific System Division, Region 2 will consist of the former Chicago and North Western System Federation, Region 3 will consist of the former Pacific Federation and Region 4 will consist of the former Illinois Central Gulf Federation.

A General Chairman and 1st Vice Chairman Secretary-Treasurer which may be elected from any of the four (4) Regions referenced in paragraph 1.

Assistant General Chairman-At-Large which may be elected from any of the four (4) Regions referenced in paragraph 1.

Vice Chairman-At-Large which may be elected from any of the four (4) Regions referenced in paragraph 1.

Region 1 will be made up of two (2) District System Officers which are defined as follows:

District 1 - Eastern District (the former CNW 4 and 6 territories now under UP CBA Omaha, Nebraska, Kansas City areas and Kansas west to Rawlins, WY and the Colorado Front Range) Vice Chairman.

District 2 - Western District (Rawlins, WY and Grand Junction, CO south to Flagstaff, Arizona and north to Seattle, Washington and the Portland Terminal Railroad) Vice Chairman.

Region 2 will be made up of two (2) District System Officers which are defined as follows:

District 1 - CNW Seniority Districts 3, 8, 9; the Belt Railway Company; and DME Railroad from Dubuque, Iowa north and East Vice Chairman.

District 2 - CNW Seniority Districts 2, 4, 7, the E&LS Railway Company; and the DME Railroad, Dubuque, Iowa south and West Vice Chairman.

Region 3 will be made up of two (2) System Officers which are defined as follows:

District 1 - Northern District (Portland Oregon to Stockton California, Elko Nevada) Vice Chairman.

District 2 - Southern District (Fremont, California, to Los Angeles, California to El Paso Texas) Vice Chairman.

Region 4 will be made up of two (2) System Officers which will be from the former ICGF properties.

It is understood that the former ICGF General Chairman will be held as an advisor to finish his four (4) year term at a vice chairman's rate of pay until December 31st, 2020. It is also understood that the two (2) Region 4 Vice Chairman elections will be held before the completion of their 4-year term on December 31st, 2020 to comply with Department

of Labor election requirements. All future Region 4 elections will be held in accordance with Article II of the USD Bylaws.

It is understood that in order to be eligible for nomination and election within any Region, a member must have established seniority within that Region in addition to other eligibility requirements.

(f) A two-thirds (2/3) majority of the members of the Joint Protective Board will constitute a quorum.

Section 2. (a) The Officers of the Unified System Division BMWED-IBT shall consist of a General Chairman, a 1st Vice Chairman Secretary-Treasurer, Assistant General Chairman and nine (9) Vice Chairmen. The positions of General Chairman and 1st Vice Chairman Secretary-Treasurer must come from separate Regions. The Officers will be elected by the members of the Joint Protective Board by a representative majority vote of the assembled Joint Protective Board members. The Officers elected at the regular quadrennial meeting shall assume office the first of January following the conclusion of the Joint Protective Board meeting.

Newly elected officers may be permitted to work their new assignment prior to January following the conclusion of the Joint Protective Board Meeting for transition and training purposes at the General Chairman's discretion.

(b) The first step of the election process will be to first elect the General Chairman. The second step in the election process will be to elect the 1st Vice Chairman Secretary-Treasurer. The third step in the election process will be to elect the Assistant General Chairman. The fourth step in the election process will be to elect the Vice Chairman-At-Large. The filling of the other positions shall be accomplished by nominating and electing the individuals who will fill each position by location, i.e., who will work principally on the designated regions/district(s) within Regions 1, 2, 3 and 4.

(c) Election for Executive Committee of twelve (12) members, three (3) from Region 1, three (3) from Region 2, three (3) from Region 3 and three from Region (4) will take place following the election of the officers as outlined in (b). The first step of the election process will be to first elect the Chairman and second the Secretary who must each come from separate regions. The filling of the other ten (10) positions shall be accomplished by nominating and electing the individuals who will fill each position by location, i.e., who has established seniority on the designated regions. It is understood as outlined in the USD ICGF merger agreement that Region 4 will have four (4) executive Board Members until December 31, 2020 when their four (4) year term ends. At that time three (3) Executive Board Members will be elected until the USD Quadrennial Convention is held in October 2022. In the event a vote of the Unified System Division E-Board results in a tie vote, the Unified System Division General Chairman will hold the tie-breaker vote.

(d) Members who upon retirement, or upon the receipt of an annuity, continue without interruption to pay full dues and assessments, shall be entitled to attend Local

Lodge meetings. 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 of which elected, subject to the terms of the Merger Agreement between BMW and IBT. 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-Treasurer, subject to the terms of the Merger Agreement between BMW and IBT.

(e) An Officer elected to a position with the System Division, or an Officer abolished, disabled, retiring or returning to their residence or another location, within the Jurisdiction of the Unified System Division, shall within ninety (90) days following their retirement, disability annuity or expiration of their term in office, shall make their intention known to return to their residence or another location, and provided such move is completed within one hundred and eighty (180) days following their retirement, disability annuity or expiration of their term in office, they shall be paid a one-time moving expense incurred in moving their household goods. Any items requested to be moved that may not be considered as household goods such as antique cars, boats, recreational vehicles, livestock, etc. shall be submitted to the Executive Committee for approval prior to making the move. The decision of the Executive Committee regarding this issue shall be final. Expenses connected with said move shall be limited to the lowest of bids received from at least three (3) reputable moving companies. This same allowance will also be made to

the spouse or widow or dependent family of deceased or incapacitated Officers as specified herein.

(f) A System Officer or Joint Protective Board Member or appointed System Representative who is required to perform service for the System Division which prevents him from acquiring the necessary number of days to entitle him to a vacation paid for by the company, will be granted a vacation allowance from the System Division equal to the amount he would have received.

(g) Officers and Appointees leaving office, for reasons other than retirement, shall be furnished up to four (4) months health and welfare coverage, the same as System Division Officers, following their last month of service. The coverage will not be provided for any month they become covered by other comparable insurance.

ARTICLE III - DUTIES, AUTHORITY AND
RESPONSIBILITY OF OFFICERS

Section 1. (a) The General Chairman shall devote his time to the affairs of the Unified System Division, or as delegated and authorized to perform special service for National Division. During the recess of the Joint Protective Board, subject to the provisions of the National Division Bylaws, he shall have jurisdiction over all Local Lodges and the entire membership of the Unified System Division. He shall decide all matters pertaining to these Bylaws and all controversies appealed to him from Local Lodges. After

careful study, he shall forward in writing his decision to the lodge from which the appeal was taken. His decision and interpretation of the Bylaws shall be final unless reversed upon appeal by the National Division President or the Joint Protective Board in regular or special session with a required quorum.

(b) The General Chairman or his designee shall publish a list of the names and addresses of Local Chairmen, Local Lodge Secretary-Treasurers and Local Lodge Presidents upon any changes.

(c) The General Chairman shall visit Local Lodges as time permits, 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 and strengthening of the Brotherhood. He shall report to the Joint Protective Board with copies to Local Lodge Secretary-Treasurers and National Division President every six (6) months, giving an outline of the activities, and grievances handled, and the condition of the System Division in general. He shall approve and authorize payment of all bills and accounts properly and officially contracted in the name of the Unified System Division and forward a quarterly report of same to the Executive Committee for its review. He shall deliver to his successor all books and records in his possession belonging to the Organization when, such successor has been duly elected, qualified, and assumes office.

(d) The General Chairman shall discharge on behalf of the System Division 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 such records as the law requires to be kept for a period of not less than five (5) years in support of such reports.

(e) The General Chairman shall keep a complete and detailed record of System Division funds and during the second (2nd) quarter of each year provide a full, detailed financial statement furnishing a copy to the System Officers. The Joint Protective Board will be furnished a copy upon written request to the General Chairman.

(f) The General Chairman shall have the authority, with the approval of the System Officers, to take whatever action that may be necessary to protect the interest and welfare of the Brotherhood and to overcome emergencies or conditions not provided herein.

(g) The General Chairman and the 1st Vice Chairman Secretary-Treasurer will have the authority, with the approval of the Executive Committee, to invest surplus funds of the Unified System Division in securities guaranteed by the full faith and credit of the United States, Federal agency issues, or in bonds and other fixed-income securities of suitable investment grade quality that will enable Unified System Division to secure a maximum return on investment without undue risk. Such investments shall meet an A or higher rating qualification as established by Standard & Poor's and/or Moody's. This may include equities not to exceed 40% of the total Unified System Division surplus funds.

(h) When in the judgment of the System Division Officers, and upon approval of the Executive Committee, it is decided that the Unified System Division handle its System Division funds, the System Division Officers will select a reliable bank or banks in which such funds shall be deposited. The General Chairman and/or the 1st Vice Chairman Secretary-Treasurer shall then issue checks in payment of lawful salary and/or expenses and bills, except those that are agreed will be paid by the National Division Secretary-Treasurer, and will take receipts for same. All checks issued, for salary and/or expenses, must be co-signed by a System Officer. It shall be the joint responsibility of the 1st Vice Chairman Secretary-Treasurer and the General Chairman to insure that a statement is issued each quarter to the Executive Committee and National Division Secretary-Treasurer, setting forth the amounts of System Division funds received from the National Division each quarter and the disbursements made. In addition, a complete financial statement will be provided to each Joint Protective Board Member at each regular or special meeting of the Joint Protective Board.

(i) The General Chairman shall have the authority to call the Executive Committee and System Division Officers together at any time or place which he deems advisable.

(j) The General Chairman, with a majority vote of the System Officers, or by written request of the majority of the members of the Joint Protective Board to the General Chairman: or by the National Division President in case of emergency shall have the authority to call the Joint Protective Board together at such time or place he deems

advisable. At least fifteen (15) days written notice shall be given to each member of the Joint Protective Board for any special meeting. In issuing the call, he shall state the time, date and location of any special meeting, as well as what business is to be transacted; provided, however, that any other business which may be lawfully brought before the Board may be transacted at such meeting.

(k) The General Chairman will have the authority, with the approval of the Executive Committee, when in his judgment conditions warrant, to engage the services of System Division representatives, the salary of such representatives to be fixed by the General Chairman with the approval of the Executive Committee. If subsequent to the establishment of the System Division representative position(s) the General Chairman or the Executive Committee determines the conditions no longer warrant the continued services of the position(s) the individual(s) involved will be given thirty (30) days advance notice that the position(s) will be abolished.

(l) The General Chairman, or System Officers, when authorized by the General Chairman, will have the power to convene Grievance Committees or Local Lodges when such action is deemed advisable.

Section 2. (a) The 1st Vice Chairman Secretary-Treasurer shall devote his time to the affairs of the Unified System Division assisting the General Chairman in the discharge of the duties of his office.

(b) It shall also be the duty of the 1st Vice 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 Board and file all correspondence of business transacted at the meeting and furnish a copy of said proceedings to all Joint Protective Board members.

(c) The 1st Vice Chairman Secretary-Treasurer shall discharge on behalf of the System 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 reports.

(d) Any System Division Officer, when properly instructed and authorized to do so by the 1st Vice Chairman Secretary-Treasurer and the General Chairman, may at any time take charge of all books, papers and other lodge property in the possession of a Local Lodge Secretary-Treasurer, for the purpose of making an audit of lodge accounts. In the event a deficit should be found to exist, such System Division Officer shall immediately furnish the Secretary-Treasurer and General Chairman a complete audit of same.

(e) The fiscal year of the Unified System Division shall end March 31st of each year.

Section 3. (a) The Assistant General Chairman shall devote his time to the affairs of the Unified System Division assisting the General Chairman at the discharge of the duties of his office.

(b) It shall also be the Assistant General Chairman's duties to assist all vice chairman with the handling of claims and grievances. He/she will work closely with the BMWED arbitration office to assure that claims and grievances are handled properly. He/she will assist in reviewing and coordinating claims and grievances for the preparation of arbitration.

(c) The Assistant General Chairman will also work closely with assuring that all contracting notices received from Carriers are administered correctly. It will be his/her duty to assist with hearing/investigation requirements.

Section 4. (a) The Vice Chairmen shall devote their time to the affairs of the Unified System Division assisting the General Chairman in the discharge of the duties of his office.

The General Chairman, 1st Vice Chairman Secretary-Treasurer, and Vice Chairman may work from their residence or may, upon the approval of the Executive Committee, relocate to the Central Business Office. Such moving expense shall be governed by Article II Section 2 (e). Allowance of expenses incurred in this connection must be approved by the General Chairman and a timely report of same will be forwarded to the Executive Committee.

Section 5 (a) It shall be the duty of the members of the Executive Committee to audit the books of the System Division in the second quarter of each non-election year. They may if deemed advisable, secure the service of a certified auditor to assist them in this work. They shall have access to all books and papers of the System Division and shall provide for the payment of any expenses so incurred not otherwise provided for. They shall furnish through the 1st Vice Chairman Secretary-Treasurer a copy of the audit report, which must be signed by at least six (6) members of the Executive Committee, and the Auditor if one is employed, to the General Chairman and Secretary-Treasurers of all Local Lodges on the System Division and to the National Division Secretary-Treasurer. Such reports shall be kept on file in the office of the General Chairman and 1st Vice Chairman Secretary-Treasurer for the inspection of any member of the Brotherhood in good standing.

During the year of the regular quadrennial meeting of the Joint Protective Board, at the discretion of the General Chairman, the Executive Committee will meet to perform the annual audit in conjunction with the Convention Committees meeting held after July 1st in accordance with Article III Section 1 (l).

(b) The duties of the Secretary of the Executive Committee shall be to keep a true and correct record of the minutes of each meeting of the Committee and file a copy of same with the General Chairman, 1st Vice Chairman Secretary-Treasurer, Vice Chairmen and Executive Committee members for the inspection by any member in good standing on the System.

(c) It shall be the duty of the Executive Committee and System Officers to dispose of all appeals for aid whether from Local Lodges, other Systems, or from members of Local Lodges or from other agencies as the case may be.

(d) The Executive Committee shall hold office until their successors have been elected and assumes office; then they shall turn over all papers and other property they may have in their possession to the duly qualified member of said Executive Committee.

(e) Except as outlined in Article III Section 4 (a), the Executive Committee and System Division Officers shall be called together by the General Chairman during the second quarter of each year in accordance with the provisions of these Bylaws, to handle all business lawfully brought before it, date of month and place to be set by the General Chairman. In case the General Chairman refuses or neglects to call the Executive Committee and System Division Officers together, the Chairman of the Executive Committee shall notify the 1st Vice Chairman Secretary-Treasurer in writing who shall convene said Committee and System Division Officers. In addition to said annual meeting there shall be a quarterly conference call held during the other three (3) quarters of the year with the System Division Officers and Executive Committee.

Section 6. (a) Should the Office of the General Chairman become vacant, the 1st Vice Chairman Secretary-Treasurer shall assume the duties of the General Chairman until the position is filled as defined within this section. The 1st Vice Chairman Secretary-

Treasurer shall within twenty (20) calendar days, notify all members of the Joint Protective Board of such vacancy, and submit to them a nomination ballot. Each member of the Joint Protective Board may then nominate one (1) candidate for the vacancy within twenty (20) calendar days to the 1st Vice Chairman Secretary-Treasurer. The nominees receiving the highest number of Delegate nominations shall then be contacted to see if they would accept a nomination until there are no more than three (3) candidates. The 1st Vice Chairman Secretary-Treasurer will then mail out another ballot bearing the names of the three (3) nominees to the Joint Protective Board members, who will mark such ballot, voting all of their representative votes for one (1) of the nominees, and return such ballot within twenty (20) calendar days to the 1st Vice Chairman Secretary-Treasurer. When reviewing nominations and counting the ballots, there shall be at least three (3) members from a Local Lodge to assist the 1st Vice Chairman Secretary-Treasurer in the counting. Provided one (1) of the candidates receives a representative majority vote of the votes cast, he shall be declared elected and will assume office as soon as practicable.

In the case of a non-majority vote, the nominee receiving the lowest number of representative votes cast will be dropped or in the event of a tie vote, a new ballot will be sent out with the remaining nominees within twenty (20) calendar days. Said ballot must be returned within twenty (20) calendar days to the 1st Vice Chairman Secretary-Treasurer. When counting the ballots, there shall be at least three (3) members from a Local Lodge to assist the 1st Vice Chairman Secretary-Treasurer in the counting. The nominee receiving the representative majority vote of the votes cast shall be declared elected, and will assume office as soon as practicable.

When advance written notice is given by the General Chairman advising of vacancy to be effective at a later date, referendum mail ballot may be circulated prior to the position being vacant. Should the office of the General Chairman become vacant within one hundred eighty (180) calendar days prior to the convening of the regular quadrennial Joint Protective Board convention, the 1st Vice Chairman Secretary-Treasurer shall assume the duties of the General Chairman through the Joint Protective Board meeting.

(b) Should the Office of another System Officer become vacant, the General Chairman and Executive Committee shall meet to determine if the position is necessary and if deems so, the General Chairman shall within twenty (20) calendar days, notify all members of the Joint Protective Board of such vacancy, and submit to them a nomination ballot. Each member of the Joint Protective Board may then nominate one (1) candidate for the vacancy within twenty (20) calendar days to the General Chairman. The nominees receiving the highest number of Delegate nominations shall then be contacted to see if they would accept a nomination until there are no more than three (3) candidates. The General Chairman will then mail out another ballot bearing the names of the nominees to the Joint Protective Board members, who will mark such ballot, voting all of their representative votes for one (1) of the nominees, and return such ballot within twenty (20) calendar days to the General Chairman. When reviewing nominations and counting the ballots, there shall be at least three (3) members from a Local Lodge to assist the General Chairman in the counting. Provided one (1) of the candidates receives a representative

majority vote of the votes cast, he shall be declared elected and will assume office as soon as practicable.

In the case of a non-majority vote, the nominee receiving the lowest number of representative votes cast will be dropped or in the event of a tie vote, a new ballot will be sent out with the remaining nominees within twenty (20) calendar days. Said ballot must be returned within twenty (20) calendar days to the General Chairman. When counting the ballots, there shall be at least three (3) members from a local lodge to assist the General Chairman in the counting. The nominee receiving the representative majority vote of the votes cast shall be declared elected, and will assume office as soon as practicable.

When advance written notice is given by a System Officer, other than the General Chairman, advising of vacancy to be effective at a later date, referendum mail ballot may be circulated prior to the position being vacant.

Should the office of a System Officer, other than the General Chairman, become vacant within one hundred eighty (180) calendar days prior to the convening of the regular quadrennial Joint Protective Board convention, it shall be determined by the remainder of the System Officers and the Executive Board if the position shall remain vacant until the convention. If it is determined to fill the vacancy, it will be filled through appointment by a consensus of the System Officers and Executive Board.

(c) In the event the General Chairman, 1st Vice Chairman Secretary-Treasurer, or any Vice Chairman becomes incapacitated, the General Chairman; or providing the General Chairman is incapacitated, the Chairman of the Executive Board, shall within ten (10) days after receipt of notice of such incapacitation, call a meeting of the remaining System Officers, including the Executive Board, to determine if such office should be filled during the absence of the incapacitated officer. If it is determined that the office should be filled temporarily, pending return of the incumbent, they shall appoint a member to fill the position.

Any vacancy or vacancies resulting from such temporary appointments, if deemed necessary, shall be filled in the same manner.

(d) In case of vacancy in the office of the Chairman of the Executive Committee, the Secretary of the Executive Committee shall assume the office and duties of the Chairman of the Executive Committee and serve in that capacity for the remainder of the term.

In the event of a vacancy of any other member of the Executive Committee the General Chairman shall within ten (10) days after knowledge of the vacancy, call a meeting of the remaining System Officers, including the Executive Board, to determine if such office should be filled. If it is determined that the office should be filled, they shall appoint a Joint Protective Board member to fill the position.

When advance written notice is given by an Executive Committee member, advising of vacancy to be effective at a later date, referendum mail ballot may be circulated prior to the position being vacant.

Should the office of an Executive Committee member become vacant within one hundred eighty (180) calendar days prior to the convening of the regular quadrennial Joint Protective Board convention, the position shall remain vacant until the convention.

Section 7. (a) The salaries of System Officers and Joint Protective Board members shall be adjusted periodically so as to reflect all general wage adjustments including cost-of-living adjustments as provided for under National Agreements. All such adjustments shall be applied in the same manner and on the same dates as provided for under National Agreements. The salaries of the General Chairman, 1st Vice Chairman Secretary-Treasurer, Assistant General Chairman and Vice Chairmen shall be on a monthly basis and shall be paid in equal bi-monthly installments. Effective December 2018 the salary of the General Chairman shall be \$10,156.86, the salary of the 1st Vice Chairman Secretary-Treasurer shall be \$9,221.11, the salary of the Assistant General Chairman shall be \$9,083.30 and the Vice Chairmen shall be \$8,563.33. The daily rate of Joint Protective Board members shall be \$310.56. This article shall not be used to preclude the authorization of salary adjustments at a regular or special Unified System Division Convention or Joint Protective Board meeting.

(b) Necessary legitimate expenses incurred in the business of the Brotherhood involving the General Chairman, 1st Vice Chairman Secretary-Treasurer, and Vice Chairmen shall be allowed upon approval of the General Chairman. Expenses for any System Officer will be subject to the approval of the General Chairman. Expenses shall be submitted no later than the end of the month following the month such expenses were incurred, unless there are extenuating circumstances presented to the General Chairman and Executive Committee.

A monthly office allowance of four hundred and fifty dollars (\$450.00) will be allowed to the System Officers who work from their homes. This amount will include transportation to the post office and to local locations where office supplies can be obtained.

(c) For the faithful performance of his duties each member of the Executive Committee shall receive the daily rate set for the Joint Protective Board. Necessary legitimate expenses when serving in the capacity of the Executive Committee, as well as time consumed in traveling between the places of business and his home will be allowed.

(d) For the faithful performance of his duties each member of the Joint Protective Board shall receive the daily rate set for the Joint Protective Board. Necessary legitimate expenses when attending meetings of the Joint Protective Board and traveling between the places of such meetings and his home, and when called upon by the General Chairman to perform service of the Brotherhood, will be allowed.

(e) Each System Division Officer who devotes his time to the work of the System Division shall be granted all benefits which its membership is granted on the basis stipulated in the effective Agreement with the Carrier negotiated locally and nationally such as, but not limited to, vacation, holidays, personal leave, bereavement leave and jury duty. If an Officer cannot be released for a vacation during the calendar year because of the requirements of the service, then such Officer shall be paid in lieu of the vacation at the end of the calendar year.

With the approval of the System Officers and Executive Committee the General Chairman may elect not to purchase policies covering sickness benefits or improved health and eye care but instead may pay the appropriate offsets to an Officer, from System Division funds which will be equal to the amount the membership receives. This will be arranged only when approved by the National Division President and when it appears to be in the best interest of the Organization.

(f) Members of the Joint Protective Board, System Officers and other members at the direction of the General Chairman, who use their automobiles for work of the Brotherhood, shall be reimbursed for mileage at five (5) cents above the allowable Internal Revenue Service rate. The General Chairman shall satisfy himself that such representatives operating their own automobiles in the Brotherhood service are properly protected by adequate automobile insurance.

Section 8. The System Division 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 obligations of any kind with members or others beyond the extent of System Division funds and current income without the approval of the National Division President. Any obligations incurred contrary to the foregoing provisions shall not create a claim or lien against the System Division or the National Division beyond the extent of available funds in the System Division treasury.

Section 9. Local Lodge Secretary-Treasurers shall remit all money collected by them to the National Division Secretary-Treasurer on or before the 5th day of each month following the date of collection; except that they shall retain in the Local Lodge treasury the Local Lodge portion of such dues. Local Lodge Secretary-Treasurers accepting dues payments from a member of another Local Lodge shall remit the entire sum collected to the National Division Secretary-Treasurer.

ARTICLE IV

CHARGES AND TRIAL PROCEDURE OF SYSTEM DIVISION

OFFICERS, JOINT PROTECTIVE BOARD MEMBERS AND MEMBERS

Charges against any System Division Officer, Joint Protective Board Member, or 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 between BMW and IBT.

Any expense incurred in connection with the hearing of charges against a System Division Officer, Member of the Joint Protective Board, or Member, conducted as prescribed in this Article, will be paid from System Division funds.

Vacancies created by sustained charges against System Division Officers or Joint Protective Board Members will be filled as provided in these Bylaws.

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 shall be allocated to and placed in other funds, all revenue of the System Division shall be placed on deposit in the name of the System in some reliable bank or trust company; or 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 the expenses of the System Division when approved by the duly constituted Officer as herein provided.

The General Chairman and the 1st Vice Chairman Secretary-Treasurer shall be jointly responsible to see that proper records of all financial transactions of the Unified System Division are maintained.

Section 2. (a) In addition to National Division dues and Local Lodge dues, each member of the Brotherhood of Maintenance of Way Employes Division, coming under the jurisdiction of the Unified System Division, shall pay to the Local Lodge Financial Secretary or other properly accredited representative of the Brotherhood, on or before the last day of each month, as provided in Article XV, Section 3, of the National Division Bylaws, the sum of fifty-two dollars and twenty five cents (\$52.25), to become effective with the payment of dues for the month of January 2020. This amount shall be allocated for the operation of the Unified System Division.

Thereafter effective with the payment of dues for the month of January System Division dues shall be adjusted to reflect one and seventy six hundredths (1.76) of the average straight time hourly rate of pay. The average straight time hourly rate of pay will be calculated for each of the three rate classifications listed in Paragraph 3.8 of the Merger Agreement between BMW and IBT. The average straight time hourly rate of pay for standard contracts will be based on the information reflected in the annual statement published by the National Railway Labor Conference which shall be used as an equivalent formula. In the event that the National Railway Labor Conference ceases to publish the

annual statement or alters it materially, and for non-standard contracts listed in Paragraph 3.8 of the Merger Agreement, an alternative equivalent formula shall be adopted so as to accurately reflect increases in rates of pay provided for under National Agreements during the appropriate measurement period. Said amount shall be rounded to the nearest twenty-five (25) cents, which additional sum shall be taken into consideration when calculating any dues increase for the following year.

Any member who wishes to maintain full good standing during periods of unemployment or sickness may pay dues at the applicable Non-Working rate. The Non-Working rate shall equal the sum of the then current applicable IBT and Rail Conference per capita remittances, plus one dollar each to National Division, his System Division or Federation, and his Local Lodge. Dues timely paid at the Non-Working rate shall supersede any System Division or Federation or Local Lodge rate of dues and assessments set by action of their governing bodies. Members paying Non-Working dues will be counted in National Division's per capita remittances to the International Union.

System Division dues may be increased in-between Quadrennial Joint Protective Board meetings by a two-thirds (2/3) representative majority vote of the Joint Protective Board, or by a representative majority vote of the Joint Protective Board by referendum ballot, as provided for in Article XV, Section 4, Paragraph 2, of the National Division Bylaws. Provided, however, that such increases shall be effective only until the next regular Quadrennial Joint Protective Board meeting.

(b) Effective with the payment of dues for the month of November 2006, the sum of One Dollar and Fifty cents (\$1.50) will be allocated to the respective Local Lodge for each member credited with a full dues payment, and in addition, the System Division will reimburse each Local Lodge the amount equivalent to one Local Lodge member's monthly dues. These allocated funds will be deducted from the system portion of each full dues payment remitted. These allocated funds will be in addition to previously authorized Local Lodge dues.

(c) Effective with the payment of dues for the month of November 2006 one dollar (\$1.00) of the amount allocated to the System Division, as provided in Section 2 of this Article, shall be set aside in a Convention Fund. Monies from this fund shall be utilized to pay the allocated wages and necessary travel and hotel expense for the Joint Protective Board Members and Officers attending the Unified System Division Joint Protective Board Meetings and to pay the necessary travel and hotel expense for the Delegates from each Unified System Division Local Lodge to attend the quadrennial National Division Convention. Monies that are not utilized for this purpose may be utilized for educational purposes.

ARTICLE VI – NEGOTIATIONS

Section 1. The Officers of the Unified System Division Joint Protective Board shall constitute the working or schedule committee. The General Chairman shall have

authority to negotiate changes in the Agreement with the management of the companies comprising the Unified System Division for rates of pay and working conditions in behalf of all employees coming under the jurisdiction of this System Division.

No agreement effecting the majority of the membership of any seniority group covered in the Collective Bargaining Agreements shall be signed into effect without the approval of the National Division President, at least half of the System Officers of all Regions involved and a representative majority vote of the Joint Protective Board members, who are affected by the change in Agreement, voting in any regular or special meeting of the Joint Protective Board, or by mail ballot to Joint Protective Board members or by secure electronic voting methods to the Joint Protective Board. Providing a roll call vote is requested and adopted or in the case of a mail ballot or in the case of an electronic ballot the voting procedure will be as outlined in Article II Section 1 Paragraph (c) of these Bylaws. Agreements affecting members on Cedar Rapids & Iowa City Railway Company (CRANDIC), Mississippi Export Railroad (MSEXPORt), Northeast Illinois Railroad Corporation (Metra), Paducah & Louisville Railway (P&L), Terminal Railway Alabama State Docks, Nortrak, Portland Terminal Railroad, The Belt Railway of Chicago, Stockton Terminal and Eastern Railroad, Central California Traction Company, Amtrak, TASI, Escanaba and Lake Superior Railroad or Dakota, Minnesota and Eastern will be ratified by the membership in good standing, excluding those paying seniority retention fees.

No special agreements extending beyond one hundred eighty (180) calendar days will be made without the approval of a majority of the System Officers and Executive

Committee. Special agreements which extend beyond one (1) year will be made as provided in Section 1, Paragraph 2 of Article VI. When such agreements are made, a copy shall be furnished to the Local Lodge Chairman, Local Lodge Secretary-Treasurers, Local Lodge Presidents and the National Division President and Vice Presidents.

Before a new Agreement constituting a settlement of disputes growing out of the parties' respective Section 6 Notices applicable to companies coming under the jurisdiction of the Unified System Division is formally accepted and executed, the General Chairman or his designated representative shall submit a summary of the proposed new Agreement to all active members of the Brotherhood directly affected by such Agreement for its ratification or rejection by a majority of those voting. In cases where the National Division submits the proposal to the membership this paragraph will not be applicable.

ARTICLE VII – HEADQUARTERS

Section 1. The General Chairman will be responsible for the location of the System Division Office with the approval of the Executive Committee.

ARTICLE VIII – BYLAWS

Section 1. (a) These Bylaws may be altered or repealed in their entirety by a two thirds (2/3) representative majority vote of Joint Protective Board members and at least half of the System Officers of each Region. Any member may by written notice to

the General Chairman submit any proposal of changes to the Bylaws, and such proposal will be acted upon by the quorum of the Joint Protective Board members while in session. Provided a roll call vote is requested and adopted, the voting procedure will be as outlined in Article II Section 1 Paragraph (c) of these Bylaws.

(b) Subject matter which involves any amendment to the Bylaws may be handled, when in the judgment of the General Chairman and with the approval of the Executive Committee, by referendum ballot with the members of the Joint Protective Board between meetings. Such matter, with approval of at least half of the System Officers from each Region, will be submitted in its entirety in writing to each member, and two-thirds (2/3) representative majority of all votes received will decide the issue. Ballots must be returned not later than thirty (30) days after date of transmission. In the event a two-thirds (2/3) representative majority of all votes cast favor such amendment, it will be decided and enacted upon approval of the National Division President. In the case of a mail ballot the voting procedure will be as outlined in Article II Section 1 Paragraph (c) of these Bylaws.

(c) In any matters pertaining to the administration of the System Division affairs not specifically covered by these Bylaws will be governed as outlined in Article XIX of the National Division Bylaws.

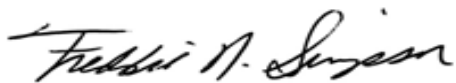
(d) These Bylaws become effective when approved by the National Division President.

Adopted October 23, 2018
Revised March 19, 2020



Tony D. Cardwell, General Chairman
Unified System Division

Approved:



Freddie N. Simpson, National Division President

Date: March 31, 2020