

BYLAWS

for the Government of the

NORTHEASTERN SYSTEM FEDERATION

of the

BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYES DIVISION

OF THE INTERNATIONAL BROTHERHOOD OF TEAMSTERS

Revised and Amended by the

Joint Protective Board on September 26, 2017

In Portland, Maine

PREAMBLE

1. To bring within the folds of our Brotherhood every person eligible to join our ranks.
2. To secure for ourselves a just remuneration in exchange for an honest day's labor.
3. To secure for ourselves just working conditions and working hours as befit the ideal of honorable labor, and thereby obtain the opportunity for closer cooperation with the managements, recreation, intellectual development and social enjoyment, to which all humanity is justly entitled.
4. To educate ourselves in the civic affairs of our country and to encourage others to take an interest therein, in order that we may thereby vote intelligently and effectively for the common good and protection of all.
5. All of which we propose to consummate by conducting our affairs in an honorable and businesslike manner, in accordance with the provisions incorporated in these Bylaws which are the governing laws of our Northeastern System Federation, consistent with and subject to the provisions of the National Division Bylaws.

ORDER OF BUSINESS

1. Call to order.
2. Appointment of Chaplain.
3. Invocation.
4. Reading of call of meeting.
5. Roll call of Officers and Members.
6. Appointment of
 - (a) Messenger,
 - (b) Committees.
7. Introduction of visitors.
8. Reading of minutes of previous meeting.
9. Communications.
10. Reports of Officers and elective committees.
11. Nomination and election of Officers.
12. Reports of appointive committees.
13. Unfinished business.
14. New business.
15. Debate - Good of the Brotherhood.
16. Installation of Officers.
17. Adjournment.

These rules contained in the current edition of Robert's Rules of Order shall govern meetings of the Joint Protective Board in all cases to which they are applicable and provided they are not inconsistent with these Bylaws and any special rules of order the Federation may adopt.

ARTICLE I ORGANIZATION

Section 1. This body shall be known as the Northeastern System Federation Joint Protective Board of the Brotherhood of Maintenance of Way Employes Division, hereinafter referred to as the System Federation. It shall have jurisdiction, subject to the National Division Bylaws, over all employees coming under the jurisdiction of the Brotherhood of Maintenance of Way Employes Division on the Maine Central Railroad Company, Portland Terminal Company, National Railroad Passenger Corporation (Amtrak), the Norfolk Southern Railway Corporation, the Delaware and Hudson Railway Company and the New York, Susquehanna and Western Railway Corporation or any other systems of railways that may hereafter become affiliated with the System Federation in accordance with Section 2 of this Article.

Section 2. (a) Any System Division, Federation or Maintenance of Way employees wishing to affiliate with this System Federation, will be considered by making written application through its System Division or Federation Officers (or by petition if there is no System Division or Federation organization on such railroad) to the General Chairman of the Northeastern System Federation. The General Chairman shall immediately advise the members of the Northeastern System Federation 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 of any railroad with the Northeastern System Federation. If a majority of the Executive Committee members approve such affiliation, the General Chairman will proceed to effect such affiliation providing such conditions of affiliation meet with the approval of the National Division President.

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

Section 3. The governing body shall be the Joint Protective Board in accordance with Article II, Section 1(f) and Article X, Section 1.

ARTICLE II ELECTIONS - CONVENTIONS - JOINT PROTECTIVE BOARD MEETINGS

Section 1. (a) The quadrennial meeting of the Joint Protective Board will be held in conformity with action of the Committee on the next meeting place.

(b) Any member of the Northeast System Federation meeting the twenty-four (24) months continuous good standing requirements of Article II, Section 4(a)(1) of the IBT Constitution and paragraph 4.9 of the Merger Agreement between BMW and IBT, who has established at least twelve (12) months' seniority on any of the railroads in one of the departments thereof coming within the jurisdiction of this System

Federation and is a member in good standing at the time of assuming office is eligible to be a candidate and hold an officer's position on the Joint Protective Board. For Local Lodges in existence for less than 24 months, eligibility to office shall be governed under the provisions of Article II, Section 4(b) of the IBT Constitution.

(c) The Joint Protective Board shall consist of the Officers enumerated in Section 2(a) of this Article II, and the Local Chairman of the Grievance Committee of each Local Lodge within the Federation. (Where there is more than one (1) Local Chairman in any Local Lodge, the Lodge shall select one of the Chairmen to cast the vote of that Lodge.) A Local Chairman, who is elected to one of the offices enumerated in Section 2(a) of this Article II, shall continue to hold his position of Local Chairman as long as he is continued in such office by such Lodge.

(d) The Local Lodges of the Northeastern System Federation shall elect by secret ballot their Local Chairmen of the Grievance Committee as provided for in the National Division Bylaws.

(e) Effective October 1, 1993, the salaries of all the Officers and members of the Joint Protective Board will be governed by the terms of the National Agreement.

(f) The salary for a Joint Protective Board member or any member called to perform any duty for the System will be paid at the average straight-time hourly rate-of-pay for BMW employees or his/her rate for the job for which he/she would have covered for that day, whichever is higher. The Vice General Chairman/Secretary-Treasurer will be paid either \$225.00 per day or his/her rate for the job for which he/she would have covered for the day, whichever is higher.

(g) The Joint Protective Board has jurisdiction over all members within the System Federation. The Board may enact such measures as are deemed necessary for the best interest of the Brotherhood within its jurisdiction, but such enactments will not be in force until they are approved by the National Division President and they shall conform to the Bylaws of the Brotherhood of Maintenance of Way Employees Division.

(h) A majority of Joint Protective Board members in attendance shall constitute a quorum.

Section 2. (a) Nomination and Election of Officers. The Officers of the Joint Protective Board shall be a General Chairman, three (3) Vice General Chairmen, one of whom shall be Vice Chairman/Secretary-Treasurer, three (3) Assistant General Chairmen, and three (3) members of the Executive Committee.

(b) The Vice Chairman/Secretary-Treasurer shall be elected by a secret representative majority vote of those delegates in attendance at the Quadrennial Convention. The Vice Chairman/Secretary-Treasurer shall be selected from among the Vice Chairmen elected by direct elections occurring between July 1 and July 24 of the Convention year. The Vice Chairman/Secretary-Treasurer shall serve both as

Secretary-Treasurer and as the Vice Chairman of his group. The representative vote shall consist of one (1) vote for every member who is fully paid up and in good standing as per National Division records as of June 1 of the election year. A Joint Protective Board member of each Lodge who has been elected Local Chairman of his Lodge and who is present at the meeting shall cast the vote of his Lodge.

The offices of General Chairman, Vice Chairmen, Assistant General Chairmen and Executive Committee shall be filled by direct rank and file election. A nomination period shall commence on May 15 of each Convention year. Eligibility for nomination shall be as enumerated in Article II, Section 1(b) of these Bylaws. Any eligible member of the System Federation can declare himself/herself a candidate for the positions of General Chairman and Vice Chairman-Secretary-Treasurer or for Vice Chairman or Assistant General Chairman or Executive Committee member as per the groups listed below by sending a letter nominating himself/herself certified mail, return receipt requested to the System Federation office. All such nominations shall be received in the System Federation office by May 30, of the Convention year. If May 30, of the Convention year falls on a Sunday, then all nominations shall be received by May 31, of the Convention year. Any nomination received after May 30, of the Convention year, or May 31, of the Convention year if May 30 of the Convention year falls on a Sunday shall not be valid.

On July 1 of the Convention year, the System Federation shall send to all members in good standing of the Federation as of June 1 of the Convention year a ballot which includes each position and each candidate for that position, together with a stamped, return address envelope designed to guarantee that the vote is by secret ballot. Members shall mark the ballots as they choose and mail them back to a mail box rented by the System Federation and which shall not be opened until the day of the count. All ballots shall be received by July 24 of the Convention year. If July 24 of the Convention year falls on a Sunday then all ballots shall be received by July 25 of the Convention year. On July 24 of the Convention year at 1:00 p.m. (July 25 of the Convention year at 1:00 p.m. in the event July 24 falls on a Sunday), the General Chairman, together with any and all candidates for the offices of General Chairman, and/or Vice Chairman and/or Assistant General Chairman and/or Executive Committee wishing to be present shall go to the mail box and take all ballots that have been placed in the mail box. The General Chairman, together with any and all candidates for the office of General Chairman, and/or Vice Chairman and/or Assistant General Chairman and/or Executive Committee shall bring the ballots directly to the offices of the System Federation where the votes will be counted. The victor shall be the individual who receives the most number of votes for the position for which s/he ran.

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

Except for the offices of General Chairman and Vice Chairman-Secretary-Treasurer, the other offices enumerated in Section 2(a) of this Article II, shall be filled by electing them from each of the following groups of railroads:

1. National Railroad Passenger Corporation (Amtrak)
2. Maine Central Railroad Company
Portland Terminal Company
3. Delaware and Hudson Railway Company
Norfolk Southern Railway Corporation
New York, Susquehanna and Western Railway Corporation

Except as otherwise provided for in this Section, when any office established in accordance with the provisions of Section 2(a) of this Article II is filled by the election of a member holding seniority on any of the railroads listed above, the remaining office or offices shall be filled by electing a member holding seniority on any of the other group or groups of railroads.

There shall be three (3) Vice General Chairmen, one of whom shall be the Vice Chairman-Secretary-Treasurer. The Vice Chairman-Secretary-Treasurer shall be the Vice General Chairman from whichever of the 3 groups above where he holds seniority. Each of the other two (2) groups shall elect its own Vice General Chairman.

There shall be one (1) Assistant General Chairman elected from roads comprising Group 1; one (1) from roads comprising Group 2; and one (1) from roads comprising Group 3. Each group shall elect its own Assistant General Chairman.

There shall be one (1) Executive Committee member elected from roads comprising Group 1; one (1) from roads comprising Group 2; and one (1) from roads comprising Group 3. Each group shall elect its own Executive Board Members.

(c) The Officers of the Joint Protective Board as defined in Section 2(a) of this Article II, will be elected at the meeting in 1973 and every four years thereafter at the meeting being held the last full week in September. They shall assume office on November 1, following the election.

(d) Immediately following the election of Officers as prescribed in Paragraph (c) above, the newly elected Executive Committee will retire to elect a Chairman and Secretary of such Committee.

(e) In instances where a member of the Joint Protective Board is unable to attend a meeting of the Joint Protective Board by reason of illness, death, resignation, removal for cause or any other good cause, and where the General Chairman is properly notified in advance of the Joint Protective Board meeting, he shall be authorized to appoint the President of such Lodge as a temporary member of the Joint Protective Board for the purpose of representing his Lodge at such meeting. Should the President be unable to attend such meeting for any reason, the General Chairman shall appoint the Vice President of such Lodge as a temporary member of the Joint Protective Board for the purpose of representing his Lodge at such meeting. Should the Vice President be unable to attend such meeting for any reason, the General Chairman shall appoint the Secretary-Treasurer of such Lodge as a temporary

member of the Joint Protective Board for the purpose of representing his Lodge at such meeting. Should the Secretary-Treasurer be unable to attend such meeting for any reason, the General Chairman shall appoint the Vice General Chairman from the group in which the Lodge is part of as a temporary member of the Joint Protective Board for the purpose of representing that Lodge at such meeting.

(f) Members who upon retirement or upon the receipt of an annuity continue without interruption to pay full dues and assessments, or who have received lifetime membership, 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 for 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-Treasurers subject to the terms of the Merger Agreement between BMW and IBT.

ARTICLE III DUTIES, AUTHORITY AND RESPONSIBILITY OF OFFICERS

Section 1. (a) The General Chairman shall devote his entire time to the affairs of the System Federation, except such time as may be devoted to other duties pertaining to the Brotherhood. He shall visit the Local Lodges, instruct the Officers and members in their duties and in a general way work for the upbuilding and strengthening of the Brotherhood. He shall make written report to the Joint Protective Board once each year, outlining general conditions on the System Federation, including copy of Labor Organization Financial Report Form LM-3, furnishing the National Division President with a copy. He shall approve all just bills and accounts against the System Federation, authorizing payment of same, make all appointments as provided in these Bylaws and in a general way carry out the intent and purpose of these Bylaws and the Bylaws of the National Division.

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

(c) The General Chairman shall have the authority to call on any member of the System Federation to assist him in performing his duties.

(d) In case of general application, when expenses might be saved by the General Chairman adjusting grievances, he may do so, but as a rule, he shall insist on the method being followed as per rules governing the Protective Department in the National Division Bylaws.

(e) The General Chairman shall deliver to his successor, when elected, all books, documents, and other properties of the System Federation of the Brotherhood that may be in his possession.

Section 2. (a) It shall be the duty of the Vice General Chairman/Secretary-Treasurer to assist the General Chairman in the discharge of his duties when called upon by that Officer. He shall keep a true and correct record of the proceedings of the Joint Protective Board, preserve all books, records, and important documents pertaining to the business or history of the System Federation, file all papers in connection with the business of the System Federation, and give a report of all transactions of the meetings of the Board when called upon by the Chairman.

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

(c) He shall assist the General Chairman in making all necessary arrangements for the meetings of the Joint Protective Board, and attend such meetings with all books, papers and records necessary for a report of past business of the Board, and in a general way, carry out the intent and purpose of these Bylaws and the Bylaws of the National Division.

(d) He shall deliver to his successor, when elected, all books, documents, and other properties of the System Federation of the Brotherhood that may be in his possession.

Section 3. It shall be the duty of the Vice General Chairmen to assist the General Chairman in the discharge of his duties when called upon by that Officer.

Section 4. It shall be the duty of the Assistant General Chairmen to assist the General Chairman in the discharge of his duties when called upon by that Officer.

Section 5. It shall be the duty of the Executive Committee to act in an advisory capacity to the System Federation Officers and Joint Protective Board members when called upon by the General Chairman. The Executive Committee shall annually examine all bills, vouchers, books and other documents concerning the funds of the System Federation. Meetings of the Executive Committee may be called by the General Chairman or the President of the National Division.

Section 6. The Joint Protective Board shall meet quadrennially in such city as may be determined before adjournment of the preceding regular meeting. Special meetings of the Joint Protective Board may be called by the General Chairman or by request of twenty-five (25%) percent of the Joint Protective Board members through the General Chairman or by the National Division President. When the General Chairman deems it necessary to secure approval of the Joint Protective Board on any matter properly coming within the jurisdiction of the Joint Protective Board, he shall have the

right to request approval by U.S. Mail from the Joint Protective Board.

Section 7. (a) In the event of a vacancy in the office of General Chairman, for any cause, the Vice General Chairman/Secretary-Treasurer will assume the duties of such office for the unexpired term.

(b) In the event of a vacancy in other Officers' positions on the Joint Protective Board, the General Chairman will appoint a member of the Federation who meets the eligibility requirements enumerated in Article II, Section 1(b) of these bylaws to fill such vacancy for the unexpired term.

Section 8. The terms and provisions of the National Vacation Agreement entered into at Chicago, Illinois on December 17, 1941, together with amendments and interpretations thereof, made or agreed upon by proper authorities from time to time, will apply to all Federation Officers devoting their entire time to the affairs of the System Federation.

Section 9. The Officers and employees of the System Federation shall be bonded as prescribed in the National Division Bylaws. The premium of said bonds shall be paid from the Northeastern System Federation funds, and the bonds shall be held in custody by the Secretary-Treasurer of the National Division.

Section 10. (a) The salaries and expenses of all System Federation Officers and Joint Protective Board members shall be paid from System Federation funds.

(b) The Northeastern System Federation shall not contract, agree, or be obligated in any way to pay salaries 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 the System Federation funds and current income of the System Federation 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 Northeastern System Federation or the National Division beyond the extent of available funds in the System Federation treasury.

ARTICLE IV
CHARGE, TRIAL, AND APPEAL PROCEDURES
System Federation Officers and Joint Protective Board Members

Charges against any System Officer or Joint Protective Board Member shall be filed in writing in accordance with Article XIX of the IBT Constitution. Trials shall be conducted in accordance with Article XIX of the IBT Constitution and Paragraph 4.12 of the Merger Agreement between BMW and IBT.

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

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

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

ARTICLE V FISCAL YEAR

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

ARTICLE VI REVENUE, FEES, DUES AND ASSESSMENTS

Section 1. Revenue shall be derived from initiation fees, dues and assessments, as are levied by properly constituted authority and 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 Federation shall be placed in a fund known as the General Fund and shall be in the possession of the National Division Secretary-Treasurer for the purpose of defraying expenses of the System Federation when approved by the duly constituted Officer as herein provided.

Section 2. Effective with the payment of dues for the month of January 2018, in addition to National Division and Local Lodge dues and assessments, each and every member of the Brotherhood of Maintenance of Way Employes Division employed on railroads affiliated with the Northeastern System Federation, shall pay monthly to the Local Lodge Secretary-Treasurer or other properly accredited representative of the Brotherhood, System Federation dues in the amount of \$47.50, and assessments, to be used only for defraying the expenses of the Northeastern System Federation. Membership dues and assessments are due on or before the first day of each month and must be paid on or before the last business day of that month.

Section 3.(a) Effective with the payment of dues for the month of December 2005 to be effective for the month of January 2006 and each succeeding year thereafter, System dues will be adjusted to reflect 1.8 times the average straight time hourly rate of pay. The average straight time hourly rate of pay will be based on the information reflected in the annual statement published by the National Railway Labor Conference. 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 provided for under National Agreements during the appropriate measurement period. Said amount shall be rounded to the nearest \$0.25, which additional sum shall be taken into consideration when calculating any dues increase for the following year.

NOTE: Members who on November 1, 2017 have paid dues beyond January 1, 2018 will be considered in good standing without payment of additional dues for the period for which dues have been paid.

Section 4. System Federation dues established by action of the Federation Joint Protective Board may be increased between Quadrennial Joint Protective Board meetings by a majority vote of the Joint Protective Board, a quorum being present, or by majority vote of the Joint Protective Board by secret referendum ballot, as provided for in Article XV, Section 4, Paragraph 2 of the National Division Bylaws. Provided, however, that such increase shall be effective only until the next regular Quadrennial Federation Joint Protective Board meeting.

Section 5. Effective with the payment of dues for the month of December 2009 to be effective for the month of January 2010 and each succeeding month thereafter, an Education Fund has been established for Education and Training only. This amount will be \$0.25, per member, per month, to be held in a separate account.

ARTICLE VII GRIEVANCE PROCEDURE

Adjustment of grievances will be in accordance with Article III, Section 1(d) of these Bylaws.

ARTICLE VIII NEGOTIATIONS COMMITTEE

The General Chairman shall appoint a Schedule or Working Committee of at least two (2) from the District involved, which shall have authority, with the approval of the National Division President or his designated representative, to negotiate changes in agreements with the managements of the railroads comprising this System Federation for rates of pay and working conditions in behalf of all employees coming under the jurisdiction of this System Federation.

ARTICLE IX CHARGE, TRIAL, AND APPEAL PROCEDURES OF MEMBERS

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

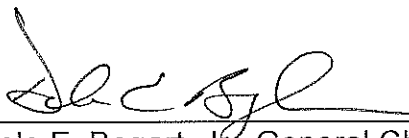
Appeals from the decision of the Trial Board shall be in accordance with Paragraph 4.12 of the Merger Agreement.

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

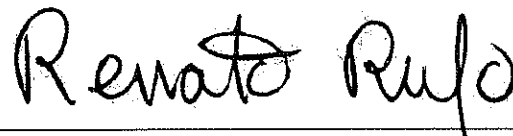
ARTICLE X BYLAWS

Section 1. These Bylaws may be repealed, suspended, altered or amended by a majority vote of the Officers and members of the Joint Protective Board properly assembled at any regular or special meeting or by referendum mail ballot. However, any such changes will not become effective until they are approved by the National Division President.

Section 2. These Bylaws shall become effective when approved by the National Division President and shall remain in force until changed by the Joint Protective Board or System Federation Convention.

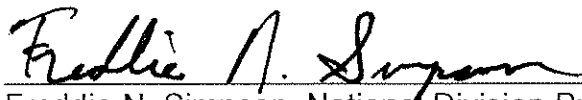


Dale E. Bogart, Jr., General Chairman



Renato G. Rufo, Vice General Chairman/
Secretary-Treasurer

APPROVED:



Freddie N. Simpson, National Division President

01/12/18
Date