

BYLAWS

Governing the

CONSOLIDATED RAIL SYSTEM FEDERATION

of the

BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES DIVISION

OF THE INTERNATIONAL BROTHERHOOD OF TEAMSTERS

Adopted at the Twenty-Fourth Regular

Convention of the System Federation

Held in Niagara Falls, New York

On September 17 & 18, 2017

ARTICLE I – ORGANIZATION

Section 1. This Organization shall be known as the Consolidated Rail System Federation of the Brotherhood of Maintenance of Way Employees Division, hereinafter referred to as the System Federation. It shall have jurisdiction, subject to the approval of the National Division President and not in conflict with the Bylaws of the National Division, over all employees coming within the jurisdiction of the Brotherhood of Maintenance of Way Employees Division on the:

Amtrak (Albany-Rensselaer, New York Area)
Amtrak (Beech Grove, Indiana Shop)
Amtrak (Detroit, Michigan to Michigan City, Indiana)
Canadian National Railway (CN) (former Grand Trunk Western Railway, former Detroit, Toledo and Ironton Ry., former Detroit Toledo Shoreline Ry.)
Chicago Short Line Railway Company
Consolidated Rail Corporation Shared Assets (Detroit, New Jersey, Philadelphia)
CSX Transportation, Inc. (former-Consolidated Rail Lines (NYC)
& Pittsburgh & Lake Erie Railroad
Guilford Transportation Industries
(Boston & Maine Corp., Springfield Terminal Railway Company)
Indiana Harbor Belt Railroad Company
Keolis
Norfolk Southern Corporation (former Consolidated Rail Lines -
(Penn Central, Erie Lackawanna), (Nickel Plate-Wheeling and Lake Erie)
St. Lawrence & Atlantic Railroad

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. Any System Division, Federation or Maintenance of Way employees of any railroad wishing to affiliate with this System Federation, may do so 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 System Federation. The General Chairman will make such agreements or arrangements as may be necessary to effect such affiliations, subject to the approval of the Joint Protective Board and the National Division President. Where a System or Federation or Railway is assigned to the System Federation by the National Division President, acceptance of same will be subject to the approval of the Joint Protective Board.

Section 3.(a) The objectives of this System Federation will be:

(1) To unite all Maintenance of Way workers employed by those railroads represented by this System Federation eligible for membership regardless of religion, race, creed, color, national origin, age or sex.

(2) To engage in organizing Maintenance of Way workers employed on short lines or lines otherwise not represented by the Brotherhood of Maintenance of Way Employees Division, subject to the approval of the National Division President, and to provide service to those who are organized.

(3) To secure improved wages, hours, working conditions and other economic advantages, through organization, negotiations, collective bargaining, through legal and economic means and other lawful methods.

(4) To provide education, advancement and training for members and officers.

(5) To safeguard, advance and promote the principle of free collective bargaining and the rights, security and welfare of all members by political, educational and other community activities.

(6) Protect and preserve the System Federation as an institution in the performance of legal and contractual obligations.

(7) To receive, manage, invest, expend or otherwise use the funds and property of this System Federation to carry out the duties and to achieve objectives set forth in these Bylaws and the National Division Bylaws and for such additional purposes and objectives not inconsistent therewith, which will further the interest of this System Federation and its members directly or indirectly.

ARTICLE II - CONVENTIONS - JOINT PROTECTIVE BOARD MEETINGS

Section 1.(a) Effective September 17, 2017, the Regular Quadrennial Convention of the Consolidated Rail System Federation shall begin on the third Monday in September at a location within the geographical boundaries of the Federation designated by the General Chairman subject to the approval of the Joint Protective Board.

(b) 1. Lodges shall elect delegates and alternates to the regular Convention of the System Federation in ample time to be recorded by the General Chairman. All delegates and alternates must be elected by secret ballot vote of the members in good standing of the Lodge by which they are accredited to the Convention. Expenses of said delegates to be reimbursed under Article VI, Section 1.

2. The alternate will take the place of the delegate in case the delegate is unable to serve.

3. All delegates and alternates must meet the eligibility requirements of Article II, Section 4(a)(1) of the IBT Constitution by having 24 months Continuous Good Standing at the time of nomination and have established at least 24 months seniority rights in the departments coming under the jurisdiction of this System Federation, and shall be members in good standing of some Lodge affiliated with this System Federation at the time of the election and as of August 1 of the Convention year. For newly chartered Local Lodges in existence for less than 24 months, the eligibility requirements of Article II, Section 4 (b) of the IBT Constitution shall apply.

4. Each Lodge in good standing affiliated with the System Federation shall be entitled to be represented at the regular Convention of the System Federation by a delegate or alternate as herein before provided who is either a member in good standing of such Lodge or some Lodge affiliated with the System Federation; provided that no delegate may represent more than five hundred (500) members unless such members are all members of one

Lodge; further provided that he may represent as many Lodges as may elect him if the total membership so represented does not exceed five hundred (500) members.

5. Officers and members of the Joint Protective Board, by reason of their office, will be accredited as delegates to the regular Convention of the System Federation with one vote, except that if they are not elected as a delegate by a Lodge they shall be entitled to cast the one vote on all matters before the Convention except election of Officers.

6. Credentials will be issued to the Secretary-Treasurers of Lodges, by the General Chairman, no later than three months in advance of the regular Convention of the System Federation. Credentials must be signed by either the President or the Secretary-Treasurer of the Lodge.

7. All duplicate credentials shall be forwarded to the General Chairman's office as soon as possible after the election of delegates, but no later than twenty (20) days prior to the Convention.

8. Representative votes for each delegate shall be as per National Division records twenty (20) days prior to the opening of the regular Convention of the System Federation and no votes shall be added and no duplicate credentials shall be accepted after twenty (20) days before the opening of the regular Convention of the System Federation.

(c) 1. The governing body of the System Federation shall be the Officers and members of the Joint Protective Board and the duly elected delegates, as hereinafter provided, assembled at regular quadrennial Conventions of the System Federation and said Conventions shall be the true and legitimate source of all authority pertaining to matters under the jurisdiction of the System Federation, and except as otherwise specifically provided hereinafter in these Bylaws, there is no power vested in any Officer, Committee or body of members under its jurisdiction to repeal, alter or change its laws or its decisions; it shall enact legislation which is not contrary to, or in conflict with the Bylaws of the Brotherhood of Maintenance of Way Employees Division. During the intervening recesses between regular Conventions, the Joint Protective Board shall be the governing body and shall be empowered to enact legislation for the best interests of the System Federation as prescribed in these Bylaws and not in conflict therewith, subject to the approval of the National Division President.

2. At the regular Convention of the System Federation, delegates will be entitled to cast one vote for every member in good standing of the membership he represents as per Section 1(b) 4 of this Article, except for such members of any Lodge affiliated with the System Federation who may be automatically entitled to a seat and one vote in the Convention by virtue of being an Officer or a member of the Joint Protective Board of the System Federation.

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

4. The rules contained in the current edition of Robert's Rules of Order shall govern the CRSF in all cases to which they are applicable and provided they are not inconsistent with these Bylaws and any special rules of order the CRSF may adopt.

Section 2.(a) The Joint Protective Board shall consist of a General Chairman and two Vice Chairmen, who shall be elected as First and Second Vice Chairman, and seven (7) Assistant General Chairman, one of the Vice Chairmen or Assistant General Chairmen will also be elected as Secretary-Treasurer and fifteen (15) members, or as otherwise decided upon at each regular Convention of the System Federation.

(b) The Officers and members of the Joint Protective Board shall be elected at the regular Convention of the System Federation and shall serve for a term of four years, unless removed by death, resignation or removal for cause. They shall be installed during the regular Convention in which they are elected and their term of office shall date from January 1st, following election.

(c) All Officers and members of the Joint Protective Board shall be elected by secret ballot. A majority of votes cast shall be necessary to elect. In the event of a tie, the balloting shall continue until the tie is broken. In case of a non-majority, with three or more nominees, the one receiving the lowest number of votes shall be dropped and the ballot proceeded with until a choice is made.

(d) Immediately following the close of the regular Convention of the System Federation, the General Chairman shall convene the newly elected Joint Protective Board and they shall elect from the membership of said Board an Executive Committee of three members, consisting of a Chairman, Secretary and Member.

(e) The Officers of the Joint Protective Board shall be the General Chairman, Vice Chairmen, Secretary-Treasurer and Assistant General Chairmen.

(f) Any member who meets the twenty-four (24) months Continuous Good Standing requirements of Article II Section 4(a)(1) of the IBT Constitution at the time of nomination and is a member in good standing in some Lodge affiliated with the System Federation at the time of election and who has at least 24 months seniority rights in the departments coming under the jurisdiction of this System Federation is eligible for nomination and election to any office of the System Federation.

(g) The positions of Vice Chairmen, Assistant General Chairmen and Board members shall be inactive, except when called upon by the General Chairman in accordance with the terms of Article III, Section 1(c) of these Bylaws.

(h) Members who upon retirement, or upon the receipt of an annuity, continue without interruption to pay full dues and assessments or who have received life memberships shall be entitled to attend Local Lodge meetings.

Members 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 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 BMWED and IBT.

ARTICLE III - DUTIES, AUTHORITY AND RESPONSIBILITY OF OFFICERS

Section 1.(a) The General Chairman shall be empowered to conduct the affairs of the System Federation, subject to the authority expressly granted to the Joint Protective Board or its Executive Committee by these Bylaws or other superior law of the BMWED, and shall devote his entire working time to his Federation responsibilities. He shall visit Lodges, when possible, instruct the Officers and members in their duties, and shall advise as to the proper method of adjusting matters in dispute and in a general way work for the up building and strengthening of the Brotherhood. He shall approve and pay all bills and accounts against the System Federation, sign all checks, make all appointments as provided for in these Bylaws and generally carry out the intent and purposes of these Bylaws.

(b) It shall be the duty of the General Chairman to preside over all sessions of the regular Convention of the System Federation and he shall submit at the regular Convention, when assembled, a message setting forth in a general manner the affairs of the System Federation during his term in office, including such recommendations concerning changes in the Bylaws which he may deem necessary for the best interests of the System Federation; also such other suggestions and recommendations as he may deem advantageous to the System Federation and its members.

(c) The General Chairman is empowered to call on any Officer or member of the Joint Protective Board or any member belonging to a Lodge affiliated with the System Federation to assist him in the discharge of his duties. When called upon by the General Chairman, they shall at all times be subject to his orders. Unless called for temporary duty, Officers or other members assisting the General Chairman shall serve until the next quadrennial Convention of the System Federation.

(d) The General Chairman is empowered to employ and set pay rates for office help as he deems necessary at the System Federation Headquarters.

(e) The General Chairman is empowered to negotiate and consummate agreements with managements of railroads and other employers under the jurisdiction of the System Federation for all general revisions of rates of pay and working conditions, subject to the approval of the National Division President and the affected membership. A simple majority of those members in good standing voting shall determine whether the tentative agreement is accepted or rejected.

(f) The General Chairman shall deposit all funds of the System Federation in banks selected jointly with the Vice Chairman or Assistant General Chairman elected as Secretary-Treasurer. All funds shall be deposited in the name of the Consolidated Rail System Federation of the Brotherhood of Maintenance of Way Employees Division, and all checks and withdrawals against such funds shall be signed by the General Chairman and countersigned by the Vice Chairman or Assistant General Chairman elected as Secretary-Treasurer.

(g) The General Chairman is empowered to decide all questions pertaining to the interpretation or meaning of any section of these Bylaws.

(h) The General Chairman may delegate authority to act for him to any Joint Protective Board member or Local Lodge Officer he designates. In addition he shall provide timely information to the Secretary-Treasurers and Chairmen of all Local Lodge Grievance

Committees on matters affecting the welfare of the System Federation members.

(l) The General Chairman shall deliver to his successor all books, files and records in his possession belonging to the organization when such successor is elected and qualified.

(j) 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.

Section 2.(a) It shall be the duty of the Vice Chairmen and Assistant General Chairmen to assist the General Chairman in the discharge of his duties when called upon by that Officer, and they shall at all times be subject to the orders of the General Chairman.

(b) It shall be the duty of the First Vice Chairman, in the event of death, resignation or removal from office for cause of the General Chairman, to take charge of the affairs of the System Federation and perform the duties of the General Chairman for the unexpired term.

(c) It shall be the duty of the Second Vice Chairman, in the event of death, resignation or removal for cause of the General Chairman and First Vice Chairman simultaneously, to take charge of the affairs of the System Federation and perform the duties of the General Chairman for the unexpired term.

(d) It shall be the duty of the Vice Chairman or Assistant General Chairman elected as Secretary-Treasurer to keep a record of all business transacted at Joint Protective Board Meetings and at the regular Convention of the System Federation. He shall also countersign all checks drawn against System Federation funds.

(e) It shall be the duty of the Vice General Chairman or Assistant General Chairman elected as Secretary-Treasurer to 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.

Section 3.(a) Meetings of the Joint Protective Board may be convened at such time and place and under such conditions as the General Chairman may deem necessary in the best interests of the System Federation. Meetings of the Joint Protective Board may also be convened by the National Division President at the request of the majority of said Board when same is requested in writing and signed by them, stating their reasons. To facilitate special meetings of the JPB while avoiding excessive cost for the Federation, the JPB may utilize remote meeting technology such as teleconference, electronic mail or other medium to conduct business.

(b) A majority of the Joint Protective Board shall constitute a quorum and may legally transact all business that may come before it.

Section 4.(a) The Executive Committee shall meet with the General Chairman and the Vice Chairman or Assistant General Chairman elected as Secretary-Treasurer, semi-annually, in addition to its meetings in April and October, at which the accounts of the System Federation are to be examined and audited. The April and October meetings may be combined with, but not

supplanted by, special meetings of the Executive Committee when called by the General Chairman. The fiscal year at System Federation headquarters shall end on March 31st of each year.

(b) The Executive Committee shall have general supervision over all funds and properties belonging to the System Federation and no funds of the System Federation shall be invested without the approval of the majority of the Executive Committee.

(c) Special meetings of the Executive Committee may be called by the General Chairman when it is considered by him necessary for the best interests of the System Federation.

(d) Time and place of meetings of the Executive Committee will be designated by the General Chairman and each member of the Committee will receive at least 15 days notice of such meetings prior to the date of meeting.

(e) A majority of the Executive Committee shall constitute a quorum and may legally transact all business that may come before it.

(f) In all matters requiring action by the Executive Committee, when the Executive Committee is not in formal session, the Executive Committee may act by letter, electronic mail, fax, conference call and the like. When the General Chairman requires action by the Executive Committee, he may obtain the same by such channels. Such Executive Committee members may take action on the matter brought to their attention in the same manner, provided that all members of the Executive Committee shall be polled. Such action, so taken by a majority of the members of the Executive Committee responding to the poll, shall constitute action of the Executive Committee as though the Executive Committee were in formal session.

Section 5. In the event of a vacancy in any office other than that of the General Chairman, either through death, resignation or removal for cause, such vacancy will be filled through appointment by the General Chairman for the remainder of the term, subject to the approval of the Joint Protective Board.

Section 6.(a) The salary of the General Chairman shall be fixed by the regular Convention of the System Federation but may be increased or decreased during the recess of the Convention by two-thirds vote of the Board.

(b) The salary of the Board, when assembled at business meetings of the System Federation, shall be paid equivalent to the basic day's pay of the employing carrier. However, the salaries may be increased or decreased during the recess of the Convention by two-thirds vote of the Joint Protective Board.

(c) The salary of Officers or members called upon by the General Chairman to assist him in his duties shall be fixed by the General Chairman, subject to the approval of the Executive Committee. The timing and amount of subsequent salary increases, if permitted by the Federation's economic circumstances, shall correspond to the percentage increases prescribed by the then current National Freight Agreement unless increased or decreased by the Executive Committee upon recommendation of the General Chairman.

(d) Officers and members of the System Federation shall be allowed reasonable documented expenses to be paid out of the funds of the System Federation when approved by the General Chairman.

(e) The General Chairman, other full-time System Officers and Office Staff shall receive the same compensation increases including, without limitation, percentage increases, cost of living increases, cost of living adjustments, retroactive pay, signing bonuses, and lump sums, as provided for under the National Agreement.

Section 7. 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 Consolidated Rail System Federation funds and the bonds shall be held in custody by the Secretary-Treasurer of the National Division.

Section 8. The Consolidated Rail System Federation shall not contract, agree or be obligated in any way to pay salary and expenses to any Joint Protective Board member or Officer, or to incur any obligations of any kind with members or others beyond the extent of System Federation funds and current income of such System Federation without the approval of the National Division Officers. Any obligation incurred contrary to the foregoing provisions shall not create a claim or lien against the System Federation or the National Division beyond the extent of available funds in the System Federation Treasury.

Section 9. The System Federation Headquarters shall be located within the geographical boundaries of the federation at a location selected by the General Chairman with the approval of the Joint Protective Board.

ARTICLE IV - CHARGE AND TRIAL PROCEDURES

(a) 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.

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

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

ARTICLE V- REVENUE

Section 1. Effective August 1, 2002, Consolidated Rail System Federation dues are adjusted to \$34.50 per month. Effective January 1, 2003 Consolidated Rail System Federation dues are adjusted to reflect 2.2 times the average straight time hourly rate of pay effective July 1, 2002 and July 1, of each succeeding year as reflected in the Interstate Commerce Commission Statement A-300 for Maintenance of Way Employees. Said amount shall be rounded to the nearest 25 cents, which additional sum shall be taken into consideration when calculating any dues increase for the following year. In the event that the Interstate Commerce Commission ceases to publish Statement A-300 on an annual basis, or alters it materially, the annual statement published by the National Railway Labor Conference will be used so as an

alternate equivalent formula. In the event that the National Railway Labor Conference ceases to publish the annual statement or alters it materially, the alternative equivalent formula adopted by National Division will be used so as to accurately reflect increases in rates-of-pay provided for under National Agreements during the appropriate measurement period. In addition to the above mentioned calculations, effective January 1, 2014, Consolidated Rail System Federation dues are adjusted to reflect an additional \$1.50 per month.

Note: Effective January 1, 2014, from the monthly System Federation dues, \$3.50 shall be reimbursed to the Local Lodges and 50 cents shall be applied to the Convention\Education fund for the purpose of covering all related expenses including reimbursement of travel, meals, lodging and wages incurred by delegates to System Federation Conventions and approved attendees at Federation Sponsored Educational Seminars. The expense will be calculated according to the geographical location of the Convention\Education site.

Section 2. Former members of the Nickel Plate-Wheeling and Lake Erie Federation will continue to participate in the Health Care Trust, and will periodically have their dues adjusted to reflect the needs of the Trust.

Section 3. To ensure that all membership of the CRSF dues are collected in a uniform manner, as of December 1, 2013, the General Chairman will make every reasonable effort to arrange with the Carriers that dues will be deducted once per month.

ARTICLE VI- GRIEVANCE PROCEDURE

Section 1. Any member in good standing belonging to a Lodge affiliated with the System Federation, believing he has been unjustly dealt with by his superior official, or is otherwise aggrieved, shall govern himself according to the terms of agreement in force on the railroad on which he is employed at the time.

Section 2. This System Federation has established procedures for the handling of claims and grievances which are best suited to the needs of the membership. These procedures which have been established to conform with applicable claim and grievance rules, should be adhered to by all members and committees in the handling of claims and grievances.

Section 3. It is recognized that the General Chairman or his duly authorized representative is empowered to initiate and handle grievances of any nature at any time to protect the interests of the membership. Expenses incurred in connection with the handling of grievances by a Local Lodge Grievance Committee shall be defrayed by the Local Lodge. Expenses incurred in connection with the handling of grievances by the System Federation shall be defrayed by the System Federation.

Section 4. The General Chairman shall carefully and impartially examine all grievances and other matters referred to him and proceed to adjust the same upon the basis of equity and justice and every honorable means shall be exhausted in trying to effect an amicable settlement of the matter in dispute. A settlement effected between the appropriate officer of the railway and the General Chairman shall definitely dispose of the matter at issue.

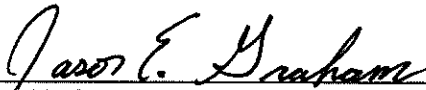
ARTICLE VII - NEGOTIATIONS

The General Chairman is empowered to negotiate and consummate agreements in accordance with Article III, Section 1(e) of these Bylaws, subject to the approval of the National Division President and the affected membership.

ARTICLE VIII - BYLAWS

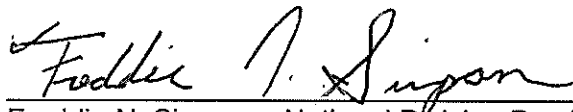
These Bylaws may be altered or amended at the regular Convention of the System Federation by a majority vote of the delegates, or during the recess of the regular Convention of the System Federation, by a two-thirds vote of the Joint Protective Board, in session or by mail referendum ballot.

ATTEST:



Jason E. Graham, General Chairman

APPROVED:



Freddie N. Simpson, National Division President

Date: 5/10/2018