

BYLAWS

for the

Government of the Joint Protective Board

and Members

of the

ILLINOIS CENTRAL GULF FEDERATION

Brotherhood of Maintenance of Way Employes Division

of the

International Brotherhood of Teamsters

* * *

Revised and Amended at Meeting

held in Orange Beach, Alabama

November 5 & 6, 2008

PREAMBLE

The objectives of the Illinois Central Gulf Federation are:

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 close cooperation with the managements, recreation, intellectual development and social enjoyments, to which all humanity is justly entitled.
4. To educate ourselves in the civic affairs of our country and 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 business-like manner, in accordance with the provisions incorporated in these Bylaws, which are the law supreme of our Illinois Central Gulf Federation consistent with and subject to the provisions of National Division Bylaws.

ORDER OF BUSINESS

1. Meeting called to order.
2. Appointment of Chaplain and Invocation.
3. Roll Call of Members.
4. Appointment of Committees.
5. Report of Committees on Credentials and Rules.
6. Reading of minutes of previous meeting.
7. Communications.
8. Reports of Officers and elective committees.
9. Reports of Committees.
10. Unfinished business.
11. New business.
12. Nomination, election and installation of Officers.
13. Debate -- Good of Brotherhood.
14. Adjournment.

BYLAWS
ARTICLE I
ORGANIZATION

Section 1.

This body shall be known as the Illinois Central Gulf Federation Joint Protective Board of the Brotherhood of Maintenance of Way Employees Division and have jurisdiction over all Maintenance of Way Employees employed on railroads in departments coming under the jurisdiction of the Illinois Central Gulf Federation.

Section 2.

- (a) Any System Division, Federation or Maintenance of Way Employees of any railroad wishing to affiliate with this Federation will be considered by making written application through its System division or Federation Officers (or by petition if there is no System Division or Federation organization on such railroad) to the General Chairman of the Illinois Central Gulf Federation. If the General Chairman feels the affiliation to be advisable, he shall immediately advise the members of the Executive Board of such application for affiliation. The Executive Board 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 Illinois Central Gulf Federation. If a majority of the Executive Board 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) Should the General Chairman fail to effect an affiliation and he deems such affiliation still advisable in the interest of the Illinois Central Gulf Federation, he may call into session the members of the Executive Board and/or the members of the Joint Protective Board, in order to effect such affiliation.

Section 3.

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

Section 4.

Representation on the Joint Protective Board will be in accordance with **Article II, Section 1 (a)**.

ARTICLE II

CONVENTIONS - JOINT PROTECTIVE BOARD MEETINGS

Section 1.

The meeting of the Joint Protective Board will be held during the month of November, 1996 and quadrennially thereafter during the month of November, at a point designated by a majority of the Joint Protective Board members as determined by referendum ballot in accordance with **Article X**. Such referendum shall be taken approximately one year prior to the regular quadrennial Joint Protective Board meeting.

- (a) The Joint Protective Board shall consist of its Officers as provided in **Section 2(a)** of this **Article II**, and the Local Chairman-Joint Protective Board member from each local lodge.

The Chairman of the Grievance Committee of each local Lodge of the Illinois Central Gulf Federation elected in accordance with **Article XVIII, Section 9** of the National Division Bylaws shall serve as the Local Chairman-Joint Protective Board member. Two associate members of who shall be from different sub-departments of the Maintenance of Way Department shall also be elected to serve as members of the Grievance Committee. One of such associate members shall be elected as the alternate Local Chairman-Joint Protective Board member and shall serve in such position if the regular incumbent is unable to serve.

- (b) All Joint Protective Board members and Officers attending the quadrennial meeting shall have one (1) vote in all matters, except that Officers enumerated in **Article II, Section 2(a)** shall not be eligible to vote in the election of Officers or the Executive Board of the Joint Protective Board unless he/she has been elected Local Chairman-Joint Protective Board member.

It will be the policy of the Illinois Central Gulf Federation to consolidate lodges at common points or in those areas where consolidation is feasible and practical, as determined by a majority vote of the Joint Protective Board.

- (c) A majority of the members of the Joint Protective Board shall constitute a quorum.
- (d) The Joint Protective Board has jurisdiction over all members of the Federation. They may enact such measures as they deem necessary for the best interests of the Brotherhood, but such enactments are not in force until they are approved by the National Division President.

Section 2.

- (a) The Officers of the Illinois Central Gulf Federation shall be as follows:

General Chairman
First Vice Chairman-Secretary-Treasurer
Executive Board of five (5) members and one alternate.

The alternate Executive Board member shall serve if one of the regular incumbents is unable to serve.

Any member in continuous good standing of a Local Lodge, who has maintained twenty-four (24) months continuous good standing prior to the month of nomination in accordance with Article II, Section 4 (a) of the IBT Constitution and established twelve (12) months' seniority rights and actively employed in the craft on some railroad in the departments coming under the jurisdiction of the Illinois Central Gulf Federation, and who has four (4) months' continuous membership in a Local Lodge coming under the jurisdiction of this Federation at the time of the election and is a member in good standing at the time of assuming office, shall be eligible to be a candidate and to hold office as an Officer unless disqualified there from by provisions of applicable law; provided, however, that for newly chartered Local Lodges that have been in existence for less than twenty-four (24) months, eligibility shall be in accordance with Article II, Section 4 (b) of the IBT Constitution.

The Federation Officers shall be elected at the meeting held during the month of November 1996, and quadrennially thereafter during the month of November. They will take office on January 1 following the election and shall serve for a term of four (4) years.

All Officers of the Federation 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 (3) or more nominees, the one receiving the lowest number of votes shall be dropped and the balloting shall proceed until a choice is made.

- (b) Immediately following the election of Officers, the Joint Protective Board will elect a Chairman and a Secretary of the Executive Board.
- (c) 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. 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 in accordance with Paragraph 4.11 of the Merger Agreement between BMW and IBT.

ARTICLE III

DUTIES, AUTHORITY AND RESPONSIBILITY OF OFFICERS

Section 1. General Chairman

- (a) The General Chairman shall serve as the Chief Executive Officer of the Federation and shall devote his entire work time to the Federation, unless assigned to special committee work by the National Division President. He shall visit local lodges, when possible, instruct the Officers and members in their duties, and aid in adjusting matters in dispute, and in a general way work for the up building and strengthening of the Brotherhood. He shall file a written report to the Joint Protective Board quarterly. Such report will include a short resume of grievances and claims handled during the period involved. He shall approve all bills and accounts against the Federation, authorizing the payment of same by the National Division Secretary-Treasurer. He shall be empowered to activate any member in the executive office when needed or as an Assistant Vice Chairman to assist him in adjusting grievances or in conducting any other business of the Federation.
- (b) He shall have power to convene the Federation Joint Protective Board at any time he may deem necessary for the purpose of formulating policies to be pursued during the recess of the Federation.

Special meetings of the Joint Protective Board may be called by the National Division President or the General Chairman or upon written request of a majority of the members of the Joint Protective Board to the General Chairman.

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

Section 2. First Vice Chairman-Secretary-Treasurer

- (a) It shall be the duty of the First Vice Chairman-Secretary-Treasurer to assist the General Chairman in the discharge of his duties when called upon by that Officer.
- (b) He shall attend all sessions of the Board, keep a true and correct record of the proceedings of the Board, and read all records and documents submitted to that body.
- (c) He must preserve all books and records of the Federation and other important documents pertaining to the business or history of the Federation which may in any manner come into his possession. He shall, when a meeting of the Joint Protective Board of the Federation is called, bring all necessary books and papers to such meeting. He shall submit to the Officers and

members of the Joint Protective Board a complete audit of the operation of the Federation at their regular quadrennial meeting. Such audit shall cover the period since the last regular meeting of the Joint Protective Board.

- (d) It shall be his duty to instruct and assist the Local Lodge Secretary-Treasurers in the proper performance of their duties.
- (e) He shall furnish an itemized statement covering receipts and disbursements once each quarter to the Federation Officers, Executive Committee, Local Lodge Secretary-Treasurers and Joint Protective Board members.
- (f) He shall deliver to his successor (when elected and installed) all monies belonging to the Federation, together with all books, documents and other properties of the Federation which are and should be in his possession.
- (g) The First Vice Chairman-Secretary-Treasurer shall discharge on behalf of the Federation such duties as may be imposed upon him by applicable law, including the execution and filing of any reports to Federal or State authorities, and he shall 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. Executive Board

- (a) General Chairman shall convene the Executive Board when deemed necessary to report on the operations of the Illinois Central Gulf Federation and to transact such other business as may properly be considered.
- (b) The Executive Board shall act, as trustees in whose name all real and personal property of the Illinois Central Gulf Federation will be held in trust. They shall deliver to their successors (when elected and installed) all property, documents, etc., belonging to the Federation which should be in their possession.

Section 4. Vacancies

- (a) Should there be a vacancy in the office of General Chairman for any cause; the First Vice Chairman-Secretary-Treasurer will assume the office and duties of General Chairman for the unexpired term.
- (b) Should there be a vacancy in the office of First Vice Chairman-Secretary-Treasurer for any cause; the Chairman of the Executive Board will assume the office and duties of the First Vice Chairman-Secretary-Treasurer.
- (c) Should there be a vacancy in the office of Chairman of the Executive Board for any cause, the alternate Executive Board member shall be called into service and an election held among the members of the Executive Board to fill such vacancy.

- (d) When a Local Chairman-Joint Protective Board member ceases to be a Local Chairman, the alternate Local Chairman-Joint Protective Board member shall serve until such time as vacancy is filled in accordance with **Article XVIII, Section 11** of the National Division Bylaws.

Section 5. Salary and Expense

- (a) Salaries and expenses for Officers and members of the Joint Protective Board shall be determined by the Joint Protective Board, reflective of the attached Financial Committee Report.
- (b) The salary of each elective full-time Federation Officer shall be subject to the same periodic adjustments and in the same amount of money as received by the highest rated railway position represented by the Illinois Central Gulf Federation.

Section 6. Vacations - Health Insurance

- (a) Full-time Federation Officers shall be allowed an annual vacation with pay on the same basis as railway Maintenance of Way Employees receive under National Agreements except that vacations will not be paid in lieu of but will be allowed during the first quarter of the following year. This includes combined service with the railway company and the Brotherhood.
- (b) Such Officers shall also be covered by the provisions of health and hospitalization insurance coverage selected by the General Chairman.
- (c) Such Officers shall also be covered by the provisions of all other Health and Welfare benefits negotiated by National Agreements.

Section 7.

The salaries, working conditions of the office employees of the Federation shall be determined by the General Chairman, First Vice Chairman-Secretary-Treasurer and the Executive Board through negotiations with the office employees.

Section 8. Funds

- (a) The National Division Secretary-Treasurer shall have charge of all funds of the Illinois Central Gulf Federation and shall make disbursements there from to cover all expenses of operating the Federation authorized by these Bylaws and approved by the General Chairman.

The National Division Secretary-Treasurer will have the authority, when authorized by the General Chairman, to invest surplus funds of the Federation in securities guaranteed by the United States government.

- (b) Local Lodge Secretary-Treasurers shall report and remit all National Division and Federation initiation fees, dues and assessments to the National Division Secretary-Treasurer not later than the fifth day of each month.

Section 9.

- (a) The Officers and employees of the Federation will be bonded as prescribed in the National Division Bylaws; the premium of said bonds shall be paid from the Illinois Central Gulf Federation funds and the bonds shall be held in custody by the Secretary-Treasurer of National Division.
- (b) The Illinois Central Gulf 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 Federation funds and current income 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 Federation or the National Division beyond the extent of available funds in the Federation treasury.

ARTICLE IV

**CHARGE, TRIAL and APPEAL PROCEDURES
SYSTEM DIVISION OFFICERS, JOINT PROTECTIVE BOARD MEMBERS and
FEDERATION MEMBERS**

Section 1.

Charges against any System Officer, Joint Protective Board Member or Federation 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 the BMW and the IBT. Appeals from the decision of the Trial Board shall be in accordance with Paragraph 4.12 of the Merger Agreement.

Section 2.

Vacancies created by sustained charges will be filled as provided in **Article III, Section 4** of these Bylaws.

Section 3.

Any expense 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 Federation funds.

ARTICLE V
FISCAL YEAR

The fiscal year of the Federation shall end on 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 in accordance with these Bylaws, plus amounts earned through investments and other miscellaneous receipts.

All revenue of the Federation shall be placed in a fund known as the General Fund and shall be in the possession of the National Division Secretary-Treasurer for the purpose of defraying expenses of the Federation when approved by the General Chairman.

Section 2.

In addition to National Division and local lodge dues and assessments, each and every member of the Brotherhood of Maintenance of Way Employees employed upon railroads affiliated with the Illinois Central Gulf Federation shall pay monthly to the Local Lodge Secretary-Treasurer, or other accredited representative of the Brotherhood, on or before the first day of each month of each year, or as provided in **Article XV, Section 3** of the National Division Constitution and Bylaws, Federation dues in the amount of \$37.00, effective January 1, 2000, to be used only for defraying the expenses of the Illinois Central Gulf Federation, with \$2.00 from Federation dues being returned to Local Lodges for defraying their expenses.

Any System Division, Federation and/or Maintenance of Way employees of any railroad company becoming affiliated with this Federation shall have their dues established in the amount in effect for the Federation at the time of such affiliation, subject to further adjustment as set forth above.

Illinois Central Gulf Federation dues established by action of the Joint Protective Board may be increased in-between Quadrennial Conventions by a majority vote of the Joint Protective Board, a quorum being present, or by 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 increase shall be effective only until the next Quadrennial Federation Convention.

NOTE: Members who on November 1, 2008, have paid Federation dues beyond April 1, 2009, will be considered in good standing without the payment of additional dues for the period for which dues

have been paid.

ARTICLE VII

GRIEVANCE PROCEDURE

Nothing in these Bylaws shall be construed as restricting the right of the General Chairman or his duly authorized representative from initiating and/or handling grievances of any nature at any time to protect the interests of the membership. The First Vice Chairman-Secretary-Treasurer shall when handling grievances or other matters with Officers, with whom they are authorized to handle such matters, report or furnish copy to the General Chairman of such grievance or matter handled.

ARTICLE VIII

NEGOTIATIONS COMMITTEE

The General Chairman and First Vice Chairman-Secretary-Treasurer of the Federation shall constitute the Schedule or Working Committee, and shall have authority, with the consent of a majority of the affected members and with the approval of the National Division President or his designated representative, to negotiate changes in agreements under the provisions of the National Railway Labor Act with the management of the railroads comprising this Federation for rates of pay and working conditions on behalf of all employees coming under the jurisdiction of this Federation.

Upon the acceptance of any new agreement applicable to railroads represented by the Illinois Central Gulf Federation and prior to the execution thereof, the General Chairman shall submit a summary of the proposed new agreement to the National Division President or his designated representative for their approval and to all members directly affected by such agreement for ratification or rejection by a majority of those voting.

Upon the acceptance and prior to the execution of any agreement as a result of Section 6 negotiations applicable to the members of a specific railroad represented by the Illinois Central Gulf Federation, the General Chairman will notify all members in good standing at their last known address of the purpose of ratification or rejection of such agreement. The General Chairman shall initiate a referendum vote of the affected members prior to execution of such agreements with management. The affected members will be given at least thirty (30) days to return ballots with their decision to the Federation Office.

ARTICLE IX

HEADQUARTERS

The Headquarters of the Federation shall be located in the most cost effective and representationally efficient location within the representative territory of the Federation as

approved by the Joint Protective Board.

ARTICLE X

- (a) When in the judgment of the General Chairman or a majority of the members of the Joint Protective Board and when circumstances warrant, questions at issue may be submitted to the Board for decision by mail between regular and special meetings of the Board.

Such referendums must set forth in detail the purpose and intent of the issue to be voted upon. All referendums shall be handled through the office of the General Chairman.

Each member of the Board will be entitled to cast one vote and a majority of the votes cast will decide the issue. All members of the Board will be advised of the results.

- (b) All referendums submitted to the Joint Protective Board members shall be returnable within thirty (30) days, and referendums submitted to the general membership shall be returnable within thirty (30) days.

These Bylaws shall become effective when approved by the National Division President and remain in effect until changed or amended by a majority vote of the Joint Protective Board members in regular or special session or by a majority vote of the Joint Protective Board on a mailed referendum ballot.

Hayward Jude Granier, General Chairman

Date: _____

APPROVED

Freddie N. Simpson, National Division President

Date: _____