

BYLAWS
for the
GOVERNMENT OF THE JOINT PROTECTIVE BOARD AND MEMBERS
of the
AFFILIATED SYSTEM FEDERATION
of the
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES DIVISION
OF THE INTERNATIONAL BROTHERHOOD OF TEAMSTERS

To be comprised of the following railroads:

ALTON & SOUTHERN RAILWAY COMPANY

CSX TRANSPORTATION, INC
Former Seaboard System Railroad, Incorporated
Former Clinchfield Railroad Company

MACARTHUR BRIDGE

NORFOLK AND PORTSMOUTH BELT LINE RAILROAD COMPANY

NORFOLK SOUTHERN CORPORATION
Former Des Moines Union Railway Company
Former Interstate Railroad Company
Former Norfolk & Western Railway Company
Former Southern Railway Company
Former Wabash Railroad Company

NORTHEAST ILLINOIS RAILROAD CORPORATION (METRA)
TERMINAL RAILROAD ASSOCIATION OF ST. LOUIS

Revised and amended at the regular meeting of the

Affiliated System Federation

Held in the City of Pigeon Forge, Tennessee

May 28 - 29, 2014

PREAMBLE

1. For the purpose of unifying all railway employees, to protect their interests, elevate their intelligence, advance their general welfare, promote the progress and cooperation of all who toil, and to perpetuate the blessings of freedom and liberty; the Brotherhood of Maintenance of Way Employes Division of the Affiliated System Federation has been organized upon these principles as cornerstones.
2. 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.
3. 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.
4. All of which we propose to consummate by conducting our affairs in a honorable and businesslike manner, in accordance with the provisions incorporated in these By-laws which are the governing laws of our Affiliated System Federation, consistent with and subject to the provisions of the National Division Bylaws.

ORDER OF BUSINESS

1. Meeting called to Order
2. Invocation by Chaplain
3. Reading Call of Meeting by Secretary-Treasurer
4. Appointment of Committee on Credentials
5. Report of Committee on Credentials
6. Roll Call of Officers and Members by Secretary-Treasurer
7. Reading Minutes of Previous Meeting by Secretary-Treasurer
8. Appointment of Committees
9. Report of Officers
10. Report of Committee
11. Unfinished Business
12. New Business
13. Nomination and Election of Officers
14. Installation of Officers
15. Good of the Order
16. Adjournment by Chaplain

Unless otherwise provided, meetings of the Joint Protective Board and/or System Federation Convention shall be governed by Robert's Rules of Order.

ARTICLE I – ORGANIZATION

Section 1. This body shall be known as the Affiliated System Federation 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 Affiliated System Federation.

Section 2. (a) Any System Division, Federation, or maintenance of way employees of any railroad, 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 Affiliated System Federation. If the General Chairman of the Affiliated System Federation feels the affiliation to be advisable, he shall immediately advise the members of the Affiliated 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 Affiliated System Federation. If such majority of the Executive Board Committee approves such affiliation, the General Chairman will proceed to effect such affiliation providing such conditions of affiliation meet 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 Affiliated System Federation, he may call into session the members of the Executive Committee and/or the members of the Joint Protective Board, in order to effect such affiliation.

Section 3. The governing body shall be in accordance with Article II, Section 2 (a) and (c), Article III Section 4(b), Article VI Section 4 and Article IX.

Section 4. Representation on the Joint Protective Board shall be in accordance with Article II, Section 3 (b) and (c).

ARTICLE II - CONVENTIONS, FEDERATION AND SUBORDINATE LODGE OFFICERS

Section 1. (a) The System Federation Convention will be held October, 2002, and quadrennially thereafter, date to be set by General Chairman, for the purpose of electing the Joint Protective Board Officers and members referred to in Section 3(b) and (c) of this Article III and to transact such other business as may be lawfully brought before the Joint Protective Board.

(b) The delegate to the Quadrennial System Federation Convention shall be the Local Lodge Grievance Committee Chairman. The first alternate delegate shall be Local Lodge Secretary-Treasurer and the 2nd alternate delegate shall be the

Local Lodge President. In the event the delegate or first alternate delegate cannot attend the System Federation Convention, the 2nd alternate delegate shall serve as the delegate.

The Local Lodge President, Secretary-Treasurer and Chairman of the Grievance Committee shall be elected by secret ballot vote and the regular Triennial Local Lodge election.

(c) If there is no Local Lodge on a Federated Railroad, a Local Grievance Committee Chairman shall be elected from and by the members of said Federated Railroad at the regular Triennial Local Lodge election in which the members of the Federated Railroad hold membership. Such Local Grievance Chairman shall be elected by secret ballot vote.

The delegate from such Federated Railroad to the Quadrennial System Federation Convention shall be the Chairman of the Grievance Committee of said Federated Railroad. In the event the delegate cannot attend the System Federation Convention, the members of the said Federated Railroad may elect an alternate delegate from the members of said Federated Railroad, provided such election takes place not less and five (5) days from the date of the System Federation Convention.

(d) Any member in good standing of the Brotherhood of Maintenance of Way Employees Division, who has established seniority rights on some railroad in the departments coming under the jurisdiction of the Affiliated System Federation and who meets the 24 months Continuous Good Standing provisions of Article II, Section 4(a)(1) of the IBT Constitution at the time of nomination, and is a member in good standing at the time of election shall be eligible for nomination and election as a delegate or alternate to the Quadrennial System Federation Convention. For newly chartered Local Lodges in existence for less than twenty-four (24) months, eligibility for delegate or alternate shall be governed by Article II, Section 4(b) of the IBT Constitution.

(e) All Joint Protective Board Members and Officers and delegates attending the Quadrennial System Federation Convention shall have one (1) vote in all matters brought before the Convention, except that Joint Protective Board members and officers shall not be eligible to vote in the election of Joint Protective Board members and officers unless they have been elected as a delegate or alternate delegate.

Section 2. (a) The governing body of the Affiliated System Federation shall be the delegates and the Joint Protective Board Officers and members assembled at the Quadrennial System Federation Convention, and said Conventions shall be the true and legitimate source of all authority pertaining to all matters under the jurisdiction of the Affiliated System Federation and, except as provided for in this Article II, Section 2 (a) and 2 (c), Article III, Section 4 (b) Article VI, Section 4, and Article IX, there is no power vested in any officer, committee or body of members under its jurisdiction to repeal,

alter or change its laws and its decisions; it shall enact legislation which is not contrary to, or conflicting with, any of the provisions of the Bylaws of the Brotherhood of Maintenance of Way Employes Division, the IBT Constitution, the Merger Agreement between BMW and IBT, or with any rule, law or decision of the National Division.

(b) A majority of the Joint Protective Board Officers and members and delegates will constitute a quorum at the Quadrennial System Federation Convention.

(c) The Joint Protective Board shall exercise jurisdiction over the members and affairs of the System Federation between Quadrennial System Federation Conventions.

The Board may enact such measures as are deemed necessary for the best interest of the Organization within its jurisdiction, but such measures must, in every respect, conform with the Bylaws of the Brotherhood of Maintenance of Way Employes Division, and will not be in force until approved by the National Division President.

A majority of all members of the Joint Protective Board shall constitute a quorum.

(d) Any member in good standing of the Brotherhood of Maintenance of Way Employes Division who has established seniority rights on some railroad in the departments coming under the jurisdiction of the Affiliated System Federation and who meets the 24 months Continuous Good Standing provisions of Article II, Section 4(a)(1) of the IBT Constitution at the time nomination and is a member in good standing at the time of assuming office, shall be eligible for nomination and election as a Joint Protective Board Officer or member. For newly chartered Local Lodges, eligibility to shall be governed by Article II, Section 4(b) of the IBT Constitution.

Section 3. (a) All Joint Protective Board Officers and members will be elected by majority vote at the Quadrennial System Federation Convention held in October 2002, and quadrennially thereafter in October. All Joint Protective Board Officers and members will serve a term of four (4) years beginning January 1st, following the election.

(b) The Officers of the Joint Protective Board shall consist of a General Chairman, a First Vice Chairman, a Second Vice Chairman, a Secretary-Treasurer and the Executive Committee. The General Chairman and Secretary-Treasurer shall serve as the Chairman and Secretary of the Joint Protective Board respectively. In the absence of the General Chairman, the First Vice Chairman will assume the duties of the Joint Protective Board Chairman.

The Officers of the Joint Protective Board shall be elected as follows:

General Chairman - At-Large
First Vice Chairman*
Second Vice Chairman*

*NOTE: If the General Chairman is elected from Region 1, then one Vice Chairman will be elected from Region 1 and one from Region 2; or

If the General Chairman is elected from Region 2, then two Vice Chairman will be elected from Region 1

The members elected as a Vice Chairman shall prior to the conclusion of the Convention determine who will be the First and Second Vice Chairman. Should they be unable to resolve who will be the First and Second Vice Chairman, the General Chairman will resolve the matter.

Secretary-Treasurer - At-Large:

An Executive Committee** of 9: two (2) will be elected from Region 1, two (2) will be from Region 2, and one (1) will be elected from at-large. The General Chairman, First Vice Chairman and Second Vice Chairman and Secretary Treasurer will also serve as members of the Executive Committee

**NOTE: The delegates will elect the members of the Executive Committee from those elected to the Joint Protective Board, exclusive of the General Chairman, First Vice Chairman, Second Vice Chairman and Secretary-Treasurer.

The members of the Executive Committee shall elect from among themselves a Chairman and a Secretary.

Region 1

Norfolk and Western Railway, Wheelersburg Terminal,
Norfolk & Portsmouth Belt Line Railroad Company,
Norfolk Franklin and Danville Railroad, Clinchfield Railroad.

Region 2

Wabash Railway, Alton & Southern Railway Company, Mac Arthur Bridge, Terminal Railroad Association of St. Louis, Des Moines Union Railway Company and Northeast Illinois Railway Corporation (Metra).

(c) The Joint Protective Board members shall consist of one member elected from each of the following divisions:

- Division 1 - Norfolk Terminal
- Division 2 - Norfolk Division
- Division 3 - Shenandoah Division
- Division 4 - Roanoke Terminal/Roadway Material Yard
- Division 5 - Radford Division
- Division 6 - Pocahontas Division
- Division 7 - Scioto Division
- Division 8 - Clinchfield Railroad
- Division 9 - One At-Large from the Division Comprising Divisions 1 through 8

NOTE: The Divisions referred to above are as existed June 30, 1980 on the Norfolk & Western Railroad.

- Division 10 - Moberly Division including Kansas City Terminal
- Division 11 - Decatur Division including Northeast Commuter Rail Association and St. Louis Terminal
- Division 12 - Ft. Wayne Division from Peru east Including Detroit, Toledo and Chicago Line
- Division 13 - Alton & Southern Railway Company and Terminal Railroad Association of St. Louis and Mac Arthur Bridge

NOTE: Divisions 10, 11, 12 and 13 referred to above are as they existed in the Wabash Federation Bylaws as of October 1, 1998.

Section 4.(a) The Affiliated System Federation Officers will be the General Chairman, First Vice Chairman, Second Vice Chairman and the Secretary-Treasurer.

(b) The full time System Federation Officers will be the General Chairman, First Vice Chairman and Second Vice Chairman.

ARTICLE III - DUTIES, AUTHORITY AND RESPONSIBILITY OF OFFICERS

Section 1. (a) The General Chairman shall be the Executive Officer of the Affiliated System Federation and shall have jurisdiction over all the System Federation Officers, whether elected or appointed. He shall supervise the activities of all Officers and Employees in the Affiliates System Federation, and shall issue instructions as to their duties and they shall report and be responsible directly to him.

(b) The General Chairman shall devote his entire time to the affairs of the Affiliated System Federation, except such time as may be devoted to other duties pertaining to the Brotherhood. He shall arrange for Officers to attend Local Lodge meetings with emphasis on instructing the Local Lodge Officers and members on their duties and the proper methods of adjusting matters in dispute. He shall at the Quadrennial Convention report all claims handled, and in a general way work for the upbuilding and strengthening of the Brotherhood.

(c) The General Chairman will handle all cases on appeal, after they have been processed to that point by the Local Chairman, Division Chairman and System Officers. He shall conduct all conferences with top managements on grievances, wages and working conditions, and try to effect an honorable settlement in each instance. Settlements or agreements entered into in accordance with Article XIX, Section 9, of the National Division Bylaws by the General Chairman on matters in dispute are final and binding on the Affiliated System Federation.

(d) The General Chairman may, when conditions require, employ such organizers or representatives, and office assistants as may be deemed necessary to carry on the business of the Affiliated System Federation and maintain the membership, and to regulate their salaries and expenses in accordance with the requirements of their duties and may appoint as many Assistants to the General Chairman as he may deem necessary to carry on the affairs of the Brotherhood.

(e) The General Chairman shall preside over the Affiliated System Federation Conventions and meetings of the Joint Protective Board. He shall appoint the necessary committees to study and bring committee reports to the System Federation Convention on all matters that should be given thorough consideration by the Convention. He will make all arrangements for the Quadrennial System Federation Conventions, and prepare necessary reports and information to be brought before the Convention. Between Conventions he will work with the members of the Joint Protective Board to enact legislation for the best interest of the Affiliated System Federation that may be necessary.

(f) The General Chairman will determine the location of the System Federation Office, subject to the approval of the Executive Committee, and shall be in charge of the System Federation Office, and shall have charge of System Federation automobiles, or automobiles leased by the System Federation. If System Federation Officers or Joint Protective Board members are required by the General Chairman to use their personal automobile, they will be paid mileage in accordance with the applicable IRS rate. He shall work out budgets from time to time on the operation of the System, and at all times try to hold expenses to a minimum. He will have charge of expense accounts and allowances, and it will be necessary for any expense incurred by any System Officers to be approved by him before payment is made. No Officer or member of the Joint Protective Board has authority to incur or create any expense whatsoever, personal or otherwise, against the Affiliated System Federation without the approval of the General Chairman.

(g) The General Chairmen and Vice Chairmen shall be paid a monthly salary and all necessary expenses while performing service in the interest of the Brotherhood. Said salary shall be determined by the Joint Protective Board Officers, members and the delegates at the Quadrennial System Federation Convention or by a majority vote of the Joint Protective Board members between Conventions. All necessary and actual expenses incurred by the General Chairman and Vice Chairmen while conducting business for the Brotherhood will be allowed.

(h) When the General Chairman or System Federation Officers are appointed or instructed by the National Division President to serve on National Division Committees, national or international, they will receive in addition to any per diem or expense allowed by National Division, the salary which is afforded to them.

(i) The General Chairman shall be vested with the authority to make the necessary purchase of office supplies, office equipment, etc., that may be required in the operation of the Affiliated System Federation. He shall likewise have the authority to trade in System Federation automobiles or leased automobiles at such time that he deems necessary to cut down the loss of money by the Federation. He shall also be vested with the authority to execute leases for office space for the System Federation office, and shall likewise handle the matters of taxation on System Federation property.

(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 kept for a period of not less than five (5) years in support of such reports.

Section 2. It shall be the duty of the First and Second Vice Chairmen to assist the General Chairman in the discharge of his duties and be subject to instructions of the General Chairman. The First and Second Vice Chairmen will devote such time as may be necessary, in the opinion of the General Chairman, to the interest of the Brotherhood.

Section 3. (a) It shall be the duty of the Secretary-Treasurer when active, to assist the General Chairman in the discharge of his duties and be subject to the instructions of the General Chairman. The Secretary-Treasurer shall keep a true and correct record of the proceedings of the Joint Protective Board meetings, preserve all books, records and documents pertaining to the business and history of the System Federation and the Brotherhood, which may in any manner, come into his possession.

(b) 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 membership shall be entitled to attend Local Lodge meetings. Members elected as delegates shall have the right to propose changes to these Bylaws. Members serving as Brotherhood Officers and/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.

Section 4. (a) Each Joint Protective Board member shall serve as Division Chairman of the Division from which elected, and shall exert every effort to adjudicate and settle disputes that may arise between the members and officials of the railroad, on his respective Division and failing to effect satisfactory settlement with Division officials, to refer case in dispute to the General Chairman, together with complete file or record pertaining to each case so referred.

(b) Special meetings of the Joint Protective Board may be called by the General Chairman; by written request of a majority of the members of the Joint Protective Board, through the General Chairman, or the President of National Division. Such calls must plainly set forth the reason for such special meeting and only subject matters so specified shall be given consideration and transacted at such special meeting. At least ten (10) days' notice, in writing, shall be given each member of the Joint Protective Board of such meeting.

Section 5.(a) Whenever the Affiliated System Federation handles its System Federation funds; it shall be the duty of the Executive Committee to examine all bills and accounts, vouchers, books and other documents in connection with the affairs of the Affiliated System Federation, furnishing a copy of their audit to the National Division Secretary-Treasurer. It shall be the duty of the Executive Committee to see to it that the System Federation Officers are properly bonded, as provided in Section 9 of this Article III.

(b) If deemed necessary by the General Chairman, the Executive Committee shall meet at any time and place upon ten (10) days' written notice from the Chairman.

Section 6. (a) In case of a vacancy in the office of the General Chairman by reason of death, resignation, removal for cause, or any other reason whatsoever, it shall become the duty of the First Vice Chairman to take charge of the affairs of the office and perform the duties of the General Chairman for the unexpired term. In such case, the First Vice Chairman shall receive the salary specified for the General Chairman.

(b) In case of a vacancy in the office of First Vice Chairman by reason of death, resignation, removal for cause, or any other reason whatsoever, it shall become the duty of Second Vice Chairman to take charge of the affairs of the office and perform the duties of the office for the unexpired term.

(c) In case of a vacancy in the office of Second Vice Chairman by reason of death, resignation removal for cause, or any other reason whatsoever, the General Chairman will fill the vacancy by appointment consistent with the principals set forth Article II, Section 3 (b) for the unexpired term.

(d) In case of vacancy in any Executive Committee member by reason of death, resignation, removal for cause, or any other reason whatsoever, the General Chairman will fill the vacancy by appointment consistent with the requirement that two (2) come from Region 1, two (2) come Region 2 and one (1) come from At Large, for the unexpired term.

(e) In case of vacancy in the office of the Secretary-Treasurer by reason of death, resignation, removal for any other cause whatsoever, it shall become the duty of the Chairman of the Executive Committee to take charge of the affairs of the office and perform the duties of such office for the unexpired term.

(f) In case of any other Joint Protective Board member vacancy, the General Chairman will fill such vacancy by appointment of a member from the Division in which the vacancy occurred for the unexpired term.

Section 7. (a) The salary of the General Chairman in compliance with Section 1 (g) of this Article III and the salaries of all Federation Officers and members of the Joint Protective Board shall be as determined by all Joint Protective Board members and delegates at the System Federation Convention by the adoption of appropriate resolutions or written authority of the majority of Joint Protective Board members when not in session, and shall be commensurate with the requirements and duties of the position and in addition thereto, including actual expenses while performing service in the interest of the Brotherhood.

(b) The General Chairman, other full-time System Officers and Office Staff shall receive the same percentage increases and COLA increases as are afforded members of the Brotherhood of Maintenance of Way Employees Division under the National Agreement on Wages.

(c) The salaries and expenses of all Officers, delegates, Joint Protective Board members and Secretaries when in accordance with the Bylaws or when working in the interest of the System Federation, under instructions of the General Chairman, shall be paid out of the System Federation funds.

Section 8. The General Chairman, other full-time System Officers and Office Staff shall be allowed vacation in accordance with the National Vacation Agreement (Appendix "B" of the current MW Agreement).

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 Affiliated System Federation funds, and the bonds shall be held in custody of the Secretary-Treasurer of National Division.

Section 10. The Affiliated System Federation shall not contract, agree or be obligated in any way to pay salary and expense to Joint Protective Board members or Officers, or to incur any obligations of any kind with members or others beyond the extent of System Federation 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 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 Federation 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 between BMW and IBT.

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

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

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. 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. (a) Each member shall be required to pay National Division dues and assessments, System dues and assessments and Subordinate Lodge dues, as provided in Article XV, Section 3 and 5, of the National Division Bylaws.

(b) Effective with the payment of dues for October 1, 2014, each member of the Brotherhood of Maintenance of Way Employees Division on any railroad, railway or terminal now or hereafter coming under the jurisdiction of this System shall pay System dues in the amount of \$37.50 per month to be used for the purpose of defraying the expenses of the System Federation, and Local Lodge dues in the amount of \$3.00 per month to be used for defraying their expenses.

NOTE: Members who on December 1, 2014, have paid dues beyond January 1, 2015, will be considered in good standing without payment of additional dues for the period for which dues have been paid.

Section 3. Federation dues established by action of the System Federation Convention 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.

**ARTICLE VII
GRIEVANCE PROCEDURE**

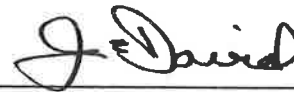
Grievance procedure will be in accordance with provisions of the applicable working agreement as well as Article III, Section 1 (c) and Section 4 (a) of the System Federation Bylaws and Article XIX, Section 11, of the National Division Bylaws.

**ARTICLE VIII
NEGOTIATIONS**

Negotiations will be in accordance with Article III, Section 1 (c) of the System Federation Bylaws and Article XIX, Section 9, of the National Division Bylaws.

**ARTICLE IX
BYLAWS**

These Bylaws shall become effective upon approval by the President of the National Division, and shall remain in effect until changed by the System Federation Convention, or by the Joint Protective Board in session or by majority vote of the Joint Protective Board members by referendum ballot.

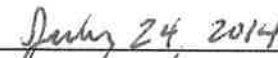


Jack E. David, General Chairman

APPROVED:



Freddie N. Simpson, National Division President



Date