

December 31, 2005

NATIONAL ASSOCIATION OF RAILROAD REFEREES

BY-LAWS

Article I - Name

The name of this organization shall be the National Association of Railroad Referees.

Article II - Aims and Purposes

The aims and purposes of the National Association of Railroad Referees are (1) to promote mutual exchange of ideas and information among its members concerning items of mutual interest; (2) to communicate with the National Mediation Board and other appropriate agencies, groups and organizations to offer aid and assistance as is deemed appropriate in the promotion of railroad arbitration; (3) to be available to the National Mediation Board and other appropriate agencies, groups and organizations to offer comments upon various suggestions and requests as they may solicit same; (4) to obtain and distribute to the membership information and documentation of interest to the professional pursuits of the members; (5) to engage in educational pursuits as may be appropriate; and (6) to take other action to promote the interests of railroad arbitration as deemed appropriate by the Association to achieve the aims and purposes of the Association.

Article III - Membership

1. Membership in the Association shall be available to any individual who, within two years prior to submitting an application for membership, has been selected or appointed directly by the parties or by the National Mediation Board to hear and decide labor-management disputes in the railroad industry as a Referee for the National Railroad Adjustment Board; as a Neutral Member of a Public Law Board or Special Board of Adjustment; as a directly selected Arbitrator; as Chair of a protective provision Disputes Committee; or the like. An individual who currently serves as a representative for a party in railroad labor-management disputes or performs other services as a partisan practitioner in railroad labor-management relations is not eligible for membership in the Association. Eligible individuals shall make application on a form to be provided by the Association.
2. The Secretary-Treasurer of the Association shall distribute periodically to all members an updated membership and address roster.
3. Termination of an individual's membership in the Association shall result from any of the following causes:

- a. After appropriate notice from the Secretary-Treasurer of delinquency in payment of Association dues exceeding one year from the date such dues are payable;
- b. Resumption or commencement of activity as a representative of a party to railroad labor-management disputes or as a partisan practitioner in railroad labor-management relations.

Notice of termination shall be made in writing by the President of the Association. An appeal of such termination may be made by the member to the Association's Executive Board, whose decision shall be binding. Dues paid for any period subsequent to termination shall be returned to the terminated member on a pro rata basis.

Article IV - Dues

1. Annual membership dues in the Association shall be payable in October of each year to cover the period from October 1 through September 30. Change in annual membership dues shall be subject to approval of the membership at the Association's annual business meeting, to be effective prospectively only.
2. Dues for the initial membership year (October 1 - September 30) for new members and for former members who are re-accepted shall be the full annual amount if the applicant's membership becomes effective between October 1 and March 30, and one-half the annual amount if accepted between April 1 and September 30.

Article V - Meetings

The membership of the Association shall meet annually or more frequently as may be determined by the Executive Board. The annual meeting shall be held at a time and place designated in advance by the Executive Board, with due notice to the membership.

Article VI - Officers

1. The officers of the Association shall be President, Secretary-Treasurer and four Vice Presidents. Effective at the 2006 annual membership meeting, elections shall be held as follows:

President (two-year term)
Secretary-Treasurer (two-year term)
Two Vice Presidents (two-year term)
Two Vice Presidents (one-year term)

Effective 2007, elections shall be held for two Vice Presidents (two-year term).

Thereafter, there shall be elections for President, Secretary-Treasurer and two Vice Presidents in even-number years and for two Vice Presidents in odd-number years, all for two-year terms.

2. The President shall assign specific responsibilities as deemed appropriate to each Vice President, particularly as to oversight of committees. The President is authorized to establish committees, with the approval of the Executive Board, to assist in the functioning of the Association.

3. The President and Vice Presidents shall serve no more than two consecutive terms in the same office (in addition to any partial term created by filling a vacancy).

4. The Executive Board shall designate a successor officer in the event a position becomes vacant between elections until the next membership meeting. At such meeting, the membership shall fill the vacant position for the remainder, if any, of its term.

Article VII - Executive Board

1. There shall be an Executive Board consisting of the President, Secretary-Treasurer, all Vice Presidents, and the immediate past President (who shall have no vote).

2. The Executive Board shall handle the affairs of the Association between annual meetings. The Executive Board shall meet in conjunction with the annual meeting and may meet at other times as deemed necessary by the President or by a majority of the Executive Board.

3. The Executive Board shall seek the views of the membership concerning matters of controversy before issuing statements or taking significant action with government agencies or other organizations.

4. Votes of the Executive Board shall be by majority of those present. The Executive Board is authorized to take any action required by law.

5. No salaries shall be paid to any Executive Board member, but the Executive Board may authorize payment by the Secretary-Treasurer of expenses that it deems reasonable and necessary.

Article VIII - Nominating Committee and Election

1. A Nominating Committee shall be established by the Executive Board each year. The Committee shall seek suggestions from the membership as to individuals to be considered for officer positions.

The Nominating Committee shall select the names of one or more nominees for each elective office becoming vacant. Names shall be distributed to the membership at least 60 days prior to the annual meeting. Additional nominees may be placed in nomination by petition. Such

petitions shall be signed by a minimum of 20 members and delivered to the Secretary-Treasurer at least ten calendar days prior to the annual membership meeting.

2. Election for officers shall take place at the annual membership meeting of the Association. Newly elected officers shall take office as of the close of the annual membership meeting.

Article IX - Amendments

These By-Laws may be amended at any annual meeting of the Association by a majority vote of the members present and voting. Proxies shall not be permitted. If practicable, all proposed amendments shall be distributed to the membership in advance of the annual meeting. In the event circumstances require, the Executive Board may conduct a mail ballot for amendments to the By-Laws by majority vote of those responding.

Article X - Voting

A majority vote of members present and voting shall be required to decide any question, unless otherwise designated in these By-Laws. Proxies shall not be permitted. A majority vote of those responding shall control any question submitted to a mail ballot.

Article XI - Headquarters

The Headquarters of the Association shall be the office of the President.