

**Labor Alliance for Brotherhood Of Rail, Inc. (LABOR, Inc.)
Bylaws of the Corporation
ARTICLE 1. NAME OF CORPORATION; TARGET AREA; REGISTERED
OFFICE.**

Section 1. Name. The name of the organization shall be the Labor Alliance for Brotherhood Of Rail, Inc. (LABOR, Inc.), hereinafter referred to as the "Corporation."

Section 2. Target Area. The target area of the Corporation shall be The United State of America.

Section 3. Registered Office. The Registered Office shall be:

**3202 Bluecutt Road
Columbus, Mississippi 39705**

ARTICLE 2. PURPOSES

The purposes for which the Corporation is organized are as follows:
The expressed purpose of the Labor Alliance for Brotherhood Of Rail, Inc. (LABOR, Inc.) was formed to support the BMWED / IBT; to ensure that all members are treated fairly and equally and are educated on the responsibilities as members, such as participation, knowledge of collective bargaining agreements and labor issues; and to serve as an advocate for the labor movement.

ARTICLE 3. MEMBERSHIP; SPECIAL CASE MEMBERSHIP.

Section 1. Membership.

The members of this Corporation shall consist of persons who are in good standing with the BMWED / IBT or with the Labor Alliance for Brotherhood of Rail, Inc. (LABOR, Inc.) and have or had an affiliation with railroad unions or the IBT. Any person that is eligible for membership may become a member by filing a signed application on a form approved by the Board of Directors, indicating a desire to become a member, and a membership fee. The Board of Directors shall act upon the application within a reasonable period of time. Persons shall become a member after approval by the Board of Directors.

Section 2. Auxiliary Membership. Persons who are affiliated with a member in good standing may qualify as an Auxiliary member and can apply for Auxiliary membership by filing a signed application with the Board of Directors, indicating a desire to become a member and an application fee. Persons shall become an Auxiliary member after approval by the Board of Directors. Auxiliary members do not have the same rights and responsibilities as members.

Every Member shall have the right:

- (1) to one vote at the meeting of the Corporation where board members are elected;
- (2) to serve on the Board of Directors, if elected, or on any committees, if chosen;
- (3) to place issues on the agenda of the Board of Directors;
- (4) to serve as an officer, if elected by the membership;
- (5) to attend the annual meeting of the Corporation and any call meeting set for the membership by the Board of Directors; and,
- (6) to attend Board of Director's open meetings, but not to participate in the voting and notify the secretary of intention of attendance 30 days prior to meeting in writing.

Section 3. Dues. Members of the Corporation will remain in good standing upon the remittance of dues, which will be determined by the Board of Directors at each annual meeting and announced to the membership, and paid during annual meeting or no later than 30 days after the annual meeting. If any member is not a current due paying member, the member will not have a vote at any business meetings.

ARTICLE 5. MEETINGS.

Section 1. Annual Meetings. There shall be one annual meeting of the Corporation to apprise the membership of the work in progress and the status of the activities of the Corporation, for the election of members to the Board of Directors, and for such other business as may be decided by the Board of Directors.

Failure to hold an annual meeting shall not affect the Acts of the Corporation, Directors or Officers.

Section 2. Call Meetings. Call meetings of the membership shall be held when called by the President or by a majority of the Board of Directors, upon 10 days prior notice by written correspondence and correspondence received no later than 5 days before the called meetings by the President or Board of Directors.

Section 3. Meeting Agenda. The time, schedule and agenda of each meeting shall be established by the Board of Directors and the agenda shall include:

(a) The order of business:

- (1) Call to order
- (2) Roll-call
- (3) Reading of the minutes of the last meeting, and their approval
- (4) Treasurer's report
- (5) Committee reports
- (6) Unfinished business
- (7) New business

ARTICLE 6. BOARD OF DIRECTORS

Section 1. Number. The Board of Directors of the Corporation shall consist of a minimum of five (5) members and a maximum of nine (9) members selected by the membership, including the following regions:

Northeast,
Southeast,
Southwest,
Northwest, and
Western.

Section 2. Term. The term of the Board of Directors shall be staggered to help to assure continuity. Every year, beginning with the annual meeting in 2006, an election of members to the Board of Directors for a four (4) year term will be held.

Section 3. Removal. Board members may be removed from the Board of Directors upon **just cause** by two-thirds vote of the Board of Directors, whenever, in their judgment, the best interests of the Corporation and members would be served. The removal of a board member will be submitted to the President of the Board and Directors, and upon his opinion that the removal would be in the best interest of the Corporation and the members will be submitted to the full board for removal. If the removal involves the President, the removal will be submitted to the Secretary of the board, and upon his opinion that the removal would be in the best interest of the Corporation and the members will be submitted to the full board for removal. Board members may not become involved in political campaigns of any labor organizations on behalf of the Corporation, and any involvement may be subjected to removal of that Board member from the Board of Directors.

Section 4. Quorum. A quorum of the Board of Directors shall mean more than five (5) or more of the Board members are present to conduct business.

Section 5. Officers. The officers of the Corporation shall be elected by the membership.

ARTICLE 7. DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall:

- (a) Carry out the purposes of the Corporation and be responsible for the general management and oversight of the affairs of the Corporation;
- (b) Ensure that a written Annual Report of the Corporation is prepared by the president with the approval of the Board of Directors, and outline the nature and results of the Corporation's activities during the preceding year, describe the financial condition of the Corporation, list all properties owned, leased and/or developed by the Corporation and the uses to which each has been put, describe the environment under which the Corporation believes it will be operating in the coming year, and suggest options for policies and implementation strategies for the Corporation to pursue in the coming year;
- (c) Supervise the activities of all Officers, Directors, committees, executive director and agents of the Corporation in performance of their delegated responsibilities, and investigate any possible conflicts of interest within the Corporation;
- (d) Determine by whom and in what manner deeds, contracts and other instruments shall be executed on behalf of the Corporation; and
- (e) Shall see to it that none of the powers of the Corporation shall be exercised to carry on activities other than an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Corporation.

ARTICLE 8. OFFICERS.

Section 1. Title. The officers of the Corporation shall be a president; vice presidents of Northeast, Southeast, Southwest, Northwest, and Western regions; treasurer and secretary. Only members of the Board of Directors are eligible to be officers of the Corporation.

Section 2. Election. The officers of the Corporation shall be elected for a four (4) year term at the annual meeting of the Corporation. In the event that a member does not have four years remaining on his term as a Board of Director, the Board Member may be appointed by the Board of Directors for the remaining term until the annual meeting is held by the membership. If the Director is elected the following year by the membership to serve as a Board Member, then the appointed term will be automatically extended to the duration of the term.

Each officer shall hold office until his successor is elected and qualified as a member.

Section 3. Term. Officers may not hold the same office more than two (2) consecutive terms.

ARTICLE 9. DUTIES OF OFFICERS.

The duties of the Officers of the Corporation shall be those described in these Bylaws, those prescribed by law and those which may be assigned from time to time by the Board of Directors.

- (a) **President.** The president shall be the chief executive officer of the Corporation and along with the treasurer or the persons specifically authorized by the Board of Directors may sign all deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed.

The president shall appoint chairpersons to all committees and advisors, which shall provided advice and direction to the Board of Directors, and the president shall preside over all meetings of the Corporation and the Board of Directors.

- (b) **Vice Presidents of Regions.** The vice presidents of regions shall assume the duties of the president in the absence of the president or when it has been determined by the Board that the president can no longer perform the duties of the office. When acting as president, the vice presidents of the regions shall have all the powers of and be subject to all of the restrictions of the president.

- (c) **Treasurer.** The treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or to the depositories as shall be selected in accordance with the provisions of these Bylaws; keep accurate records and give itemized reports at regular meetings and upon demand; submit an annual budget for approval by the Board; and in general, perform all duties incidental to the office of the treasurer and such duties as from time to time may be assigned by the president.

- (d) **Secretary.** The secretary shall be primarily responsible for recording attendance at the meetings and keeping accurate

minutes of the business transactions during meetings, and giving adequate notice of meetings as may be required by the Board of Directors. In the absence of the president and vice presidents, the secretary shall preside until a president is elected. The secretary shall submit the minutes of the previous meeting when called upon to do so and prior to any meetings will present the president a statement of unfinished business from the previous meetings.

ARTICLE 10. CONFLICT OF INTEREST.

Prior to the vote on any matter in which a Director has a direct and substantial interest, whether personally, or by his parent, spouse, child, partner or employee, that Director shall disclose such interest to the Board of Directors. Such statements shall be preserved among the records of the Corporation and shall be open to any member of the Corporation.

No Director of the Corporation shall vote on any matter in which such Director, or any parent, spouse, child, partner, or employer of that Director, has a direct and substantial interest that would be specifically affected by such action. Such Director shall nonetheless be counted as necessary to establish a quorum under these Bylaws.

ARTICLE 11. PROXIES.

At any meeting of the members of the Board of Directors, a member entitled may vote either in person or by proxy executed in writing by the member, except that a member who is not a member of the Board of Directors cannot vote by proxy on behalf of a Director at a Board of Director's meeting. The proxy must be delivered to the secretary prior to the beginning of the meeting.

ARTICLE 12. NOMINATION PROCESS FOR DIRECTORS AND OFFICERS.

Section 1. The President shall appoint a committee for the nomination of members to the expiring terms of any Directors or officers; or for any vacancy caused because of death, resignation, removal, disqualification or otherwise. The Board of Directors may appoint an individual to fill an unexpired term of a director or officer.

ARTICLE 13. MINUTES.

Minutes of all Board meetings shall be written and be approved at the next Board Meeting. All minutes of the Board meetings, call meetings, and annual meetings shall be kept on permanent record by the Corporation and shall be open for inspection by any member of the Corporation.

ARTICLE 14. FISCAL YEAR.

The fiscal year of the Corporation shall correspond to the calendar year.

ARTICLE 15. PARLIAMENTARY RULES.

The Parliamentary Rules prescribed in and by "Roberts Rules of Order" in the most recent available edition, shall govern the conduct of the meetings of the Corporation, unless a contrary procedure is established by the Articles of Incorporation, by these Bylaws, or by Resolution of the Board of Directors.

ARTICLE 16. SEVERABILITY OF PROVISIONS.

If any of the provisions of these Bylaws shall be found void or unenforceable for whatever reason by any court of law or equity, it is expressly intended that every other provision of these Bylaws shall remain valid and enforceable.

ARTICLE 17. AMENDMENT.

The Corporation may amend the Articles of Incorporation or the Bylaws from time to time in any and as many respects as may be desired, provided that the Articles of Incorporation and Bylaws, as amended, contain only such provisions as are lawful under the Mississippi Non-Profit Corporation Act. The proposed amendment or amendments shall be adopted at a membership meeting called for such purpose, upon receiving at least two-thirds of the votes entitled to be cast by Board of Directors present at such meetings.

SECRETARY'S CERTIFICATION

The undersigned Secretary of Labor Alliance for Brotherhood Of Rail, Inc. (LABOR), a Mississippi non-profit Corporation, hereby certifies that the foregoing Bylaws have been duly adopted by the Board of Directors at a meeting held on June 22, 2007, in Houston, Texas.

Dated this 22nd day of June, 2007.



President