



**2015
CONSTITUTION AND BYLAWS
OF
THE MIDNIGHT RIDERS
INDEPENDENT SUPPORTERS ASSOCIATION, INC.**

ARTICLE 1. NAME

The Midnight Riders was founded in December 1995 as an Independent Supporters Association. It was incorporated and registered as a 501(c)(7) Social Club on the 16th day of October 2007. The name of this corporation is The Midnight Riders Independent Supporters Association, Inc (hereinafter “Midnight Riders”).

ARTICLE 2. MISSION

The Midnight Riders is an independent, nonprofit organization founded on the following tenets:

- To establish and maintain a healthy, yet independent, working relationship with the New England Revolution organization.
- To foster goodwill among and work with other American supporters associations, within Major League Soccer as well as on a national and international basis.
- To foster goodwill among all the American supporters' associations.
- To assist both local and visiting supporters attending home matches of the New England Revolution soccer team.
- To sponsor and organize road trips to certain away matches for the New England Revolution soccer team as well as arrange viewing parties for other away matches.
- To help ensure that the legal rights of supporters are not infringed upon by any figures of authority, and to pledge support to any cases arising as such.
- To provide a positive atmosphere for the team, its fans and the game of soccer at matches and in the general community.
- To make philanthropic contributions, through time, money and effort, to local and national charities.

ARTICLE 3. MEMBERSHIP

Part 1. Eligibility

All persons who desire to join the Midnight Riders shall be considered eligible to become members, regardless of race, religion or creed.

Persons wishing to join the Midnight Riders may do so at any time within a given membership year.

Part 2. Classes

There shall be two (2) classes of membership: Individual and Family:

Section 1: An Individual Membership shall confer membership status to one (1) individual for the duration of the membership year.

Section 2: A Family Membership shall confer membership status to one (1) designated adult (at least eighteen (18) years of age) and any immediate family members residing in the same household. An immediate family member shall hereby be defined as:

- I. a spouse, civil or domestic partner or significant other of the designated individual, or
- II. any child, ward or legal dependent

A Family Membership will collectively have one (1) vote in the Corporation under the name of the primary designated individual. Exceptions to this definition shall be evaluated and determined on a case by case basis by the Board of Directors of the Corporation.

Part 3. Members in Good Standing

Members who have made full payment of annual dues and any outstanding financial obligations (bus trip payments, charity pledges, etc.) shall be considered to be in good standing.

Part 4. Dues

Membership within the Midnight Riders shall be for a period of one calendar year (the 'Membership Year'), contingent on full payment of annual dues.

The amount of dues for both Individual and Family Memberships shall be set by the Board of Directors (hereafter 'the Board') and will be evaluated on an annual basis. The Board retains the right to increase or decrease the dues for an upcoming membership year prior to the commencement of said year.

Furthermore, the amount of dues shall remain constant over the course of the membership year. Full payment of dues is required to join, regardless of the time which a membership application is submitted to the Corporation. Dues shall not be pro-rated in any fashion.

Part 5. Termination

Members whose actions are found to be in conflict with the mission of the Midnight Riders, cause harm to another member (or members) or engage in activities not in the best interest of the Corporation may have their membership terminated by a majority vote by the Board. Such vote may be held in person, electronically via e-mail, or per telephone conferencing.

Members who are terminated will forfeit all dues monies paid to the Corporation for the given membership season.

Prior to the start of the subsequent membership season, terminated members may petition the Board for reinstatement for the upcoming season. A majority vote shall be taken by the Board in the same manner as stated above for reinstatement approval.

ARTICLE 4. MEETINGS

Part 1. Annual Meeting

The Corporation shall hold a general meeting of the entire membership on an annual basis. Said meeting shall be called by the President following the conclusion of the prior Major League Soccer season and no less than fourteen (14) days prior to the start of the succeeding season. Notices of the Annual Meeting shall be posted on the Corporation's website no less than thirty (30) days in advance stating the date, time, and place thereof. Additional notice may be provided via electronic mail or secondary websites. A quorum for Annual Meetings of the Membership shall be defined as thirty (30) members in good standing. A majority vote of those present and voting shall be required to transact any business brought at said meeting.

Part 2. Special Meetings

A special meeting of the general membership of the Corporation may be held upon either the call of the President, or upon the written request to the President by the lesser of twenty (20) members in good standing of the Corporation; or twenty-five percent (25%) of the members of the Corporation in good standing.

Notices of all special meetings shall be posted on the Corporation's website no less than thirty (30) days in advance stating the date, time, place, and purpose thereof. Additional notice may be provided via electronic mail or secondary websites.

In event that a vote is required on a particular issue by the General Membership at a special meeting, a quorum must be present at the time of the vote. A quorum for Special Meetings of the Membership shall be defined as thirty (30) members in good standing. A majority vote of those present and voting shall be required to transact any business brought at said meeting.

Part 3. Board of Directors Meetings

From time to time, the Executive Officers shall arrange to hold meetings of the Board of Directors for the purpose of discussing Corporation matters. These meetings may or may not include the Board Members At-Large, depending on the needs to be addressed.

In all cases, a majority vote of those present and voting is necessary to transact any business brought before the Board. A quorum must be present at the time of the vote. Said quorum shall consist of no fewer than five (5) Executive Officers.

In the event that a quorum is unable to physically meet for a particular Board meeting, it shall be permissible to meet via telephone or video conferencing in order to establish a quorum.

ARTICLE 5. BOARD OF DIRECTORS

Part 1. Authority

The Board of Directors shall constitute the policy-making body and by right shall exercise all the powers and authority granted to the Corporation by law.

The Board has sole authority to set schedules and dates for the year; to set dues and fees at rates which will cover costs of operation; rental of necessary facilities and other incidental expenses; to approve engagements and/or other special activities undertaken in the name of the Midnight Riders.

When necessary, the Board shall determine the need for and the responsibilities of standing or special committees to carry out projects or special programs.

Part 2. Composition

The Board of Directors shall consist of the following positions: President, Treasurer, Recording Secretary, Membership Secretary, Social Media Coordinator, Philanthropy Coordinator and Merchandise Coordinator. These positions shall collectively be known as the Executive Officers of the Corporation.

In addition, the Board shall also consist of no fewer than seven (7) members at-large.

The number of at-large board members shall be determined by a majority vote of the Executive Officers.

Part 3. Eligibility

Section 1. Executive Officers

In order to be eligible for election to an Executive Officer position, candidates must:

- Be a member in good standing and;
- Be at least eighteen (18) years of age and;
- Have served at least one (1) year as an at-large board member.

Section 2. Board Members At-Large

In order to be eligible for election to a Board Member At-Large position, candidates must:

- Be a member in good standing and;
- Be at least eighteen (18) years of age.

Part 4. Vacancies

In the event of a vacancy among the Board, the remaining Board members may exercise the powers of the full Board until the vacancy is filled at the next regular election or by a majority vote of the Executive Officers.

Part 5. Termination

In the event that a Board Member is found to have acted in conflict with the mission of the Midnight Riders, to have caused harm to another member (or members) or to have engaged in criminal activities against the Corporation may have their position terminated by a majority vote by the Board. Such vote may be held in person, electronically via e-mail or per telephone or video conferencing.

In addition, Board Members who do not carry out their duties as charged, are found to have not devoted the proper time and effort, or fail to communicate with the rest of the Board when discussing Board matters may be terminated by a vote of the Executive Officers, as above.

ARTICLE 6. OFFICERS

Part 1. Positions

The Officers of the Corporation shall be President, Treasurer, Recording Secretary, Membership Secretary, Social Media Coordinator, Philanthropy Coordinator and Merchandise Coordinator. The term of office shall be from the conclusion of the Annual Meeting at which they are elected until the conclusion of the immediately subsequent Annual Meeting.

Part 2. Duties of Officers

Section 1. President

The President shall serve as the Chief Operating Officer of the Corporation and shall preside at all meetings. The President shall be charged with the task of calling the Annual Membership meeting and meetings of the Board, appoints the Chairpersons of standing or ad hoc committees. The President shall also be a secondary signatory for all financial accounts held in the name of the Corporation.

Section 2. Treasurer

The Treasurer shall serve as the Chief Financial Officer of the Corporation. The Treasurer shall be responsible for the management of all funds, fiduciary accounts, and finances of the Corporation. The Treasurer shall be responsible for the maintenance of accurate records of all financial transactions, the collection of dues and charges, and the payment of authorized expenditures. The Treasurer shall be the authorized signatory for all financial accounts held in

the name of the Corporation. The Treasurer advises the Board about the finances of the Corporation and assists in formulating the budgets for all activities. The Treasurer shall also prepare a yearly financial statement.

Section 3. Recording Secretary

The Recording Secretary shall be responsible for keeping records and minutes of all meetings. In addition, the Recording Secretary shall handle all correspondence regarding the Corporation. The Recording Secretary shall also assist other officers with administrative matters such as scheduling meetings and distributing agendas.

Section 4. Membership Secretary

The Membership Secretary maintains an up-to-date list of members and their contact information. The Membership Secretary processes applications for membership and creates and distributes membership materials. The Membership Secretary shall provide membership applications at all social events of the Corporation. The Membership Secretary is expected to be present at all Midnight Riders events. If the Membership Secretary is unable to attend an event, the Membership Secretary shall appoint a designee to act in his or her stead.

Section 5: Social Media Coordinator

The Social Media Coordinator will oversee, manage, and monitor the online presence of the Corporation. The Social Media Coordinator will be responsible for promoting the Midnight Riders' presence through applicable social networking channel updates, coordination with the rest of the Board to promote active initiatives and events, moderation of community and crowd-sourced comment and forum channels and the planning and development of the Midnight Riders' brand in the online social space. The Social Media Coordinator will also monitor analytics and trends of usage and patronage of the Midnight Riders' online presence and report to and advise the Board and Membership of initiatives to increase and promote the Midnight Riders through online media.

Section 6. Philanthropy Coordinator

The Philanthropy Coordinator shall be charged with the task of organizing and promoting all charitable events to be carried out by the Corporation. The Philanthropy Coordinator shall make periodic inquiries and solicit requests from both the Board and the general membership regarding possible philanthropic efforts. The Philanthropy Coordinator shall research philanthropic and charitable endeavors and assess the Corporation's ability to allocate funds and manpower, absorb financial responsibilities and to minimize liabilities in proceeding with any such effort. The Philanthropy Coordinator shall make suggestions as to particular endeavors to pursue and shall

examine the viability of suggestions made to the Board whether by individual or committee and shall report their findings to the Board prior to any and all actions to be taken by the Corporation.

Section 7. Merchandise Coordinator

The Merchandise Coordinator shall conduct research regarding the production, sales and distribution of all Midnight Riders merchandise. The Merchandise Coordinator shall make periodic inquiries and solicit requests from both the Board and the general membership regarding possible merchandise. The Merchandise Coordinator shall contact vendors and maintain a good working relationship on behalf of the Corporation. The Merchandise Coordinator shall work in conjunction with the Treasurer to ensure all outstanding balances are paid in full and in a timely fashion.

ARTICLE 7. FINANCE

Part 1. Fiscal Year

The fiscal year as set by the Midnight Riders shall run concurrently with the membership year. Said year shall run from January 1 to December 31.

Part 2. Reimbursement

All Board Members will serve without compensation. However, expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with complete documentation and prior approval of the Executive Officers.

ARTICLE 8. ELECTIONS

Part 1. Election Date

Board Members shall be elected at the Annual Meeting of the Membership and take office immediately upon adjournment of the meeting.

Part 2. Nomination and Election of Executive Officers

Nominations for Executive Officers shall be solicited at the Annual Meeting of the Membership and may be given by either written or verbal submission.

Each Executive Office shall be voted on independently, with each position seeking nominations and subsequent elections one at a time.

Once nominations have been solicited and gathered, a vote of those present shall be taken by secret ballot. The Recording Secretary shall tally the votes and announce the results.

Part 3. Nomination and Election of Board Members At-Large

Following the completion of the election of Executive Officers, the nomination and election of Board Members At-Large shall take place.

Members who have not been voted into an Executive Office may declare their candidacy for Board Member At-Large. In the event that the number of nominees exceeds the number of Board Members At-Large determined by the Executive Officers, a single vote will be held wherein each member in good standing present shall be allotted as many votes as there are Board Member At-Large positions available.

ARTICLE 9. COMMITTEES

The Executive Officers may establish committees in order to further the Mission of the Corporation, establish procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable.

ARTICLE 10. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

ARTICLE 11. AMENDMENTS TO THE BYLAWS

Part 1. Procedure

Amendments to these Bylaws may be made upon one month's written notice to members; this notice must state the proposed changes.

A vote shall then be held. Said vote shall be conducted at a meeting of the membership or via electronic balloting, as determined by the Executive Officers.

Once ballots have been submitted by members in good standing, they shall be counted by the Recording Secretary and the results will be announced. A two-thirds majority shall be required for adoption of any amendments.

Part 2. Effective Date

These by-laws, as revised, have been accepted and approved by the general membership at the Annual Meeting of The Midnight Riders Independent Supporters Association, Inc. on the 22nd day of February 2015.