

CONSTITUTION AND BYLAWS
OF
THE MIDNIGHT RIDERS, INC.



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ARTICLE 1. NAME

The name of this Corporation shall be THE MIDNIGHT RIDERS, INC.

ARTICLE 2. PURPOSE

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: Single and Family

A Single Membership shall confer membership status to one (1) individual for the duration of the membership year.

A Family Membership shall confer membership status to one (1) designated individual as well as any immediate family members aged eighteen (18) years or less. An immediate family member shall hereby be defined as any spouse, civil partner, parent or child. 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. Dues

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

The amount of dues for both Single and Family Memberships shall be set by the Board of Directors (heretofore referred as '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 4. 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 simple 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 simple 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 is to be held within thirty (30) days following the conclusion of the Major League Soccer season.

Notices of the annual meeting shall be posted on the Corporation's website no less than thirty (30) days in advance. Additional notice may be provided via electronic mail or secondary websites.

Part 2. Board of Directors Meetings

From time to time, the Corporation 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 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) Board members.

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

Part 3. Special Meetings

At any time, the Board may call for special meetings of the general membership. Notices of all special meetings shall be posted on the Corporation's website no less than thirty (30) days in advance. 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 said meeting in order to carry out the vote. A quorum shall be defined in this instance as thirty (30) members in good standing. A simple majority vote shall be required to transact any business brought at said meeting.

ARTICLE 5. BOARD OF DIRECTORS

Part 1. Authority of the Board

The Board of Directors shall constitute the policy-marking 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 of the Board

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

In addition, the Board shall also consist of seven (7) members at-large.

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

Part 3. Eligibility

Section 1. Executive Officers

In order to be eligible for election to an Executive Officer position, candidates must meet the following criteria:

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

Section 2. At-Large Board Members

In order to be eligible for election to an At-Large Board Member position, candidates must meet the following criteria:

- Be a member in good standing
- 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 by the Executive Officers. In addition, the Board may appoint an At-Large member to temporarily fill the vacancy until the next election.

Part 5. Termination

In the event that a Board Member (Executive or At-Large) 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 simple majority vote by the Board. Such vote may be held in person, electronically via e-mail or per telephone conferencing.

In addition, Board Members who do not carry out their duties as charged or 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 Board as described above.

ARTICLE 6. OFFICERS

Part 1. Positions

The Officers of the Corporation shall be President, Vice President, Treasurer, Recording Secretary, Membership Secretary, Assistant Membership Secretary, Philanthropy Coordinator and Merchandise Coordinator. The term of office shall be one membership year.

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 regular or special meetings of the Board and/or membership as needed, appoints the Chairpersons of standing or special committees. The President shall cast the deciding vote in the event of a tie when an Executive Board vote is taken. 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 overall finances of the Corporation. The Treasurer shall keep and maintain accurate records of all transactions and is responsible for the collection of dues and charges, for the disbursement of funds to merchants and purveyors and for 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 the regular and special activities. The Treasurer shall also prepare a yearly financial statement.

Section 3. Recording Secretary

The Secretary shall be responsible for keeping records and minutes of all Executive, General and Special meetings. In addition, the Recording Secretary shall handle all correspondence regarding the Corporation. The 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 is expected to be present at all Midnight Riders events. In the event that the Membership Secretary expects to be absent from an event, the Membership Secretary shall inform the Board of the pending absence in a reasonable amount of time and shall work with the Assistant Membership Secretary to have the Assistant Membership Secretary (or their designee) attendance instead. The Membership Secretary shall notify the Board should neither the Membership Secretary nor Assistant Membership Secretary be able to be in attendance. Membership Secretary shall provide membership applications at all social events of the Corporation.

Section 5. Assistant Membership Secretary

The Assistant Membership Secretary shall aid the Membership Secretary in all facets of the job. The Assistant Membership Secretary shall work with the Membership Secretary to ensure that a presence is made at all Midnight Riders events.

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.

The Philanthropy Coordinator shall make formal proposals to the board regarding any action requested regarding charitable efforts. The Board then shall hold a majority vote to enact the proposal.

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 products. 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.

The Merchandise Coordinator shall make formal proposals to the board regarding any action requested regarding production, sales and distribution of all Midnight Riders merchandise. The Board then shall hold a majority vote to enact the proposal.

ARTICLE 7. ELECTION OF OFFICERS AND BOARD MEMBERS AT-LARGE

Part 1. Election Date

Officers and Board Members At-Large 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 position shall be voted on independently, with each position seeking nominations and subsequent elections one at a time. Current Board Members shall not vote at this time.

All nominations shall be read aloud. Motions to nominate candidates must be seconded by a member in attendance. Nominations that fail to be seconded shall automatically be withdrawn from consideration.

Once nominations have been solicited and gathered, a majority vote shall be taken by show of hands. The current Recording Secretary shall tally the votes and announce the results.

In the event of a tie, the current Executive Officers shall hold a majority vote of their own by show of hands. The current Recording Secretary shall tally the votes and announce the results.

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

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

Members who have not been voted into one of the Executive Office positions may declare their candidacy for At-Large Board Member positions. Eligible candidates shall have their names placed in a hat and the current Executive Officers shall pick a name out of the hat, one by one, until no fewer than seven (7) names have been selected. Those members whose names that were selected shall then constitute the At-Large Board membership.

ARTICLE 8. COMMITTEES

The Board may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees; establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation.

ARTICLE 9. AMENDMENTS TO THE BYLAWS

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 may be conducted at a special meeting or via electronic balloting, as determined by the Executive Board.

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.

ARTICLE 10. MISCELLANEOUS PROVISIONS

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. 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 3. Reimbursement.

All Board Members, Executive Officers and At-Large Members, shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with complete documentation and prior approval from the Board.