



~~2021~~
CONSTITUTION AND BYLAWS
OF
THE MIDNIGHT RIDERS
INDEPENDENT SUPPORTERS ASSOCIATION, INC.

(Amended January 2024)

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, Incorporated (hereinafter “Midnight Riders” or “the Corporation”).

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 ~~all 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~~ **support** and ~~organize~~ **facilitate** road trips to ~~certain~~ away matches for the New England Revolution soccer team as well as arrange viewing parties for other away matches **where feasible**.
- 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~~ **causes**.

ARTICLE 3. DEFINITIONS

At-Large Board	The collective portion of the Board of Directors that does not serve as Executive Officers of the Corporation
Board of Directors	The governing body that is comprised of both the Executive Officers and At-Large Board Members of the Corporation, also referred to as the Board
Code of Conduct	The binding agreement between the Midnight Riders and the New England Revolution that details acceptable and unacceptable behavior by Members on Gillette Stadium property
Corporation	The Midnight Riders Independent Supporters Association, Incorporated, also known as The Midnight Riders ISA, Inc.
Executive Board	The governing body that is comprised of the Executive Officers of the Corporation

Executive Officers	The elected Corporation governing positions of President, Treasurer, Recording Secretary, Membership Secretary, Communications Coordinator, Philanthropy Coordinator, and Merchandise Coordinator
Immediate Family Member	A spouse, civil or domestic partner, or significant other of a designated adult at least eighteen (18) years of age, or any child, ward or legal dependent thereof
Independent Supporters Council	Independent Supporters Council North America, also referred to as the ISC
Member	A member of the Corporation
Membership	The collective group of all members of the Corporation
Membership Year	The period of time commencing on January 1 and ending on December 31 of a given calendar year
Midnight Riders, Inc.	An IRS registered 501(c)(3) organization that serves as the charitable arm of the Midnight Riders

ARTICLE 34. MEMBERSHIP

Part 1 A. Eligibility

All persons who desire to join the Midnight Riders shall be considered eligible to become members, regardless of race, religion, creed, **citizenship, nationality, sexual orientation, gender identity, or differing ability**.

Eligible persons wishing to join the Midnight Riders may do so at any time within a given **Membership Year**.

Part 2 B. Classes of Membership

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. ~~An Individual Membership shall be entitled to one (1) vote in the Corporation.~~

~~Section 2:~~ A *Family Membership* shall confer membership status to one (1) designated adult that shall be at least eighteen (18) years of age at the time of application 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 shall collectively have be entitled to one (1) vote in the Corporation under the name of the primary designated individual adult. Exceptions to Sections 1 and 2 as above shall be evaluated and determined on a case by case basis by the Board of Directors of the Corporation.

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Part 3C. 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.

Members shall be considered to be in good standing in accordance with the following:

- Have made full payment of annual dues
- Have paid any outstanding financial obligations (i.e., bus trip payments, philanthropic pledges, etc.)
- Have agreed to abide by the current Code of Conduct
- Are not currently serving a suspension or ban previously enacted by the Board of Directors

Part 4D. Dues

Membership within the Midnight Riders shall be for a period of one (1) 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 shall 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 5E. Termination of Membership

On the recommendation of the Disciplinary Committee, the Board of Directors may vote to terminate the membership of a Member who has engaged in any of the following activities:

- Acted in conflict with the mission of the Midnight Riders
- Violated the Code of Conduct
- Caused harm to another Member (or Members)
- Engaged in criminal activities against the Corporation
- Pursued exploits contrary to the best interests of the Corporation

Such a vote shall be by majority of the Board of Directors and may be held in person, electronically via e-mail, or per telephone or video conferencing.

~~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, such as, but not limited to, affiliation with hate groups, 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.~~

Depending on the severity of the aforementioned action(s), the Executive Board may terminate any Member immediately with an emergency meeting and shall notify the Board of that decision immediately thereafter.

Members who are terminated ~~will~~ shall forfeit all dues monies paid to the Corporation for the given Membership Year season.

Prior to the start of the subsequent Membership Year season, terminated Members may petition the Board for reinstatement for the upcoming year season, unless said Member is currently serving a ban previously enacted by the Board. A majority vote shall be taken by the Board in the same manner as stated above for approval of reinstatement approval.

ARTICLE 45. MEETINGS

~~Part 1~~ A. Annual General 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 General 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 General Meetings of the Membership shall be defined as the lesser of thirty (30) Members of the Corporation in good standing or ten percent (10%) of the Members of the Corporation in good standing. A majority vote of those physically present and voting shall be required to transact any business brought at said meeting. Meetings may be streamed via video conferencing for viewing purposes only.

~~Part 2~~ B. 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 of the Corporation in good standing or twenty-five percent (25%) of the Members of the Corporation in good standing. Such meetings may be held in person, or per telephone or video conferencing.

Notices of all Special Meetings shall be posted on the Corporation's website no less than ~~thirty (30)~~ **fourteen (14)** days in advance stating the date, time, place, and purpose thereof. Additional notice may be provided via electronic mail, **social media channels** or secondary websites.

In **the** event that a vote is required on a particular issue by the ~~General~~ Membership at a **S**pecial Meeting, a quorum must be present at the time of the vote. A quorum for Special Meetings of the Membership shall be defined as **the lesser of thirty (30) Members of the Corporation** in good standing **or ten percent (10%) of the Members of the Corporation in good standing**. A majority vote of those present and voting shall be required to transact any business brought at said meeting.

Part 3C. 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 **a majority of the Board** ~~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~~.

D. Executive Board Meetings

The Executive Board shall hold meetings, either in person or per telephone or video conferencing, on an as-needed basis to ensure they are informed of events and needs within the Corporation. In addition, communication is expected to be maintained on established communication channels.

E. Committee Meetings

Committees shall meet on a regular basis to discuss items of business. The frequency of meetings shall be determined at the first formal meeting and may vary by committee. Committee Chairs shall be responsible for the scheduling and notification of each meeting. When feasible, a list of meetings shall be distributed to each Member.

F. Annual Independent Supporters Council Conference

Attendance at the Annual ISC Conference shall be open to all current Executive Officers as well as the Board of Directors of the *Midnight Riders, Inc.*

ARTICLE 56. BOARD OF DIRECTORS

Part 1 A. 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 B. Composition

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

In addition, the Board shall ~~include~~ also consist of no fewer than seven (7) **ten (10) At-Large Members at large, and the elected Board of Directors of the *Midnight Riders, Inc.***

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

Part 3 C. 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 ~~and;~~
- Be at least eighteen (18) years of age ~~and;~~
- Have served ~~at least~~ **a minimum of one (1) year as an At-Large Board Member within the previous five (5) Membership Years**
- **Have not received a termination or ban enacted previously by the Board within the previous five (5) Membership Years**
- **Shall not hold an elected position or serve in a leadership role within another supporter organization associated with a Major League Soccer franchise**
- **Shall not be an employee of the New England Revolution organization**

~~Section 2.~~ **At-Large** Board Members ~~At-Large~~

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

- Be a **Member** in good standing ~~and;~~
- Be at least eighteen (18) years of age ~~;~~
- **Have not received a termination or ban enacted previously by the Board within the previous five (5) Membership Years**
- **Shall not hold an elected position or serve in a leadership role within another supporter organization associated with a Major League Soccer franchise**
- **Shall not be an employee of the New England Revolution organization**

D. Disclosures

Any individual nominated for a position on the Board must disclose any potential conflict of interest prior to accepting a nomination. Conflicts of interest may include, but are not limited to:

- **Having an Immediate Family Member who is an employee of the New England Revolution organization**
- **Holding an elected position or serving a leadership role within a supporter organization outside of Major League Soccer**
- **Having any Immediate Family Member who holds an elected position and/or serves in a leadership role within another supporter organization associated with a Major League Soccer franchise**

Any conflicts of interest not disclosed in a timely manner may result in immediate termination from the Board.

~~Part 4~~ **E. 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.~~

1. Executive Board

In the event of a vacancy among the Executive Board, the Executive Board reserves the right to temporarily appoint an At-Large Board Member to fill the vacancy until the next regular election or call a Special Meeting to fill the position as needed pursuant to Article 5, Part B.

2. At-Large Board

In the event of a vacancy among the At-Large Board, the remaining Board of Directors 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 Board.

Part 5F. Termination of Board Members

The Board of Directors may vote to terminate the position of a Board Member who has engaged in any of the following activities:

- Acted in conflict with the mission of the Midnight Riders
- Violated the Code of Conduct
- Caused harm to another Member (or members)
- Engaged in criminal activities against the Corporation
- Pursued exploits contrary to the best interests of the Corporation
- Failed to carry out their duties as charged
- Failed to disclose potential conflicts of interest in a timely manner

Such a vote shall be by majority of the Board of Directors and may be held in person, electronically via e-mail or per telephone or video conferencing.

~~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 67. EXECUTIVE OFFICERS

Part 1A. Positions Terms of Executive Officers

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

Part 2B. Duties of Executive 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 ~~General Membership Meeting~~ and ~~additional~~ meetings of the Board. The President shall appoints the Chairpersons of ~~all~~ standing ~~or~~ and ad hoc committees. The President shall also be a secondary signatory for all financial accounts held in the name of the Corporation.

In the absence, disability, or other unavailability of the President, the President shall reserve the right to appoint any member of the Executive Board to assume the duties and responsibilities of the President for the duration of the absence.

In addition, the President of the Midnight Riders shall serve as the sole voting representative on behalf of all participating New England Revolution supporter groups per ISC regulations. The President of the Midnight Riders shall serve as the primary representative to the ISC and shall be required to attend the Annual ISC Conference. The President reserves the right to select one (1) additional representative from the Executive Board to serve as an auxiliary representative.

~~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 an ~~annual~~ ~~yearly~~ financial statement for presentation and distribution ~~at the succeeding Annual General Meeting~~.

In the absence, disability, or other unavailability of the Treasurer, the President shall reserve the right to appoint any member of the Executive Board to assume the duties and responsibilities of the Treasurer for the duration of the absence.

~~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, but not limited to, appropriate corporate filings, scheduling meetings, and distributing agendas. ~~Furthermore, in the absence, disability, or other vacancy of the President, the Recording Secretary shall assume the duties and responsibilities of the President.~~

In the absence, disability, or other unavailability of the Recording Secretary, the President shall reserve the right to appoint any member of the Executive Board to assume the duties and responsibilities of the Recording Secretary for the duration of the absence.

~~Section 4.~~ Membership Secretary

The Membership Secretary shall be responsible for ~~maintaining~~ maintains an up-to-date list of members and their contact information. The Membership Secretary shall process membership applications ~~for membership~~ and shall also create and distribute ~~with 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. ~~In the event that~~ If the Membership Secretary is unable to attend an event, the Membership Secretary shall appoint a designee to act in ~~his or her~~ their stead.

~~In the absence, disability, or other unavailability of the Membership Secretary, the President shall reserve the right to appoint any member of the Executive Board to assume the duties and responsibilities of the Membership Secretary for the duration of the absence.~~

~~Section 5.~~ Communications Coordinator

The Communications Coordinator ~~will~~ shall oversee, manage, and monitor the online presence of the Corporation. The Communications Coordinator shall ~~will~~ be responsible for ~~promoting~~ promotion of the Midnight Riders' presence through applicable communication and social media ~~networking channels~~ updates, coordination with the rest of the Board to promote active initiatives and events, moderation of community and crowd sourced comment and forum channels, ~~generate and distribute~~ generation and distribution of emails, including a newsletter, regularly and/or as needed, ~~and the planning and development of the Midnight Riders' brand in the online social space.~~ The Communications Coordinator ~~will~~ shall 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. In addition, the Philanthropy Coordinator shall serve on the Midnight Riders, Inc.'s ~~501(c)(3)~~ charitable organization's Board of Directors in an ex-officio capacity and in keeping with the duties and responsibilities as outlined herein.

~~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 ~~manner~~ fashion.

ARTICLE 78. FINANCE

~~Part 1~~ A. 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~~ B. Reimbursement

All Board Members shall ~~will~~ serve without compensation. However, expenses incurred by Board Members in the furtherance of the Corporation's business ~~are allowed to~~ may be reimbursed ~~with~~ provided they submit complete documentation and have obtained prior approval ~~of~~ from the Executive Officers Board.

C. Appropriations

The Executive Board shall allocate funds to be held in reserve in the Midnight Riders annual operating budget for expenses incurred by two (2) Board representatives to attend the Annual ISC Conference. Said funds shall only be used for expenses on accommodations and transportation for the attendees. If such expenses exceed the allocated funds, the remaining cost(s) shall be split evenly and covered by the representatives. Any additional expenses (i.e., food and beverage) shall be borne solely by the representatives.

ARTICLE 89. ELECTIONS

~~Part 1~~ A. Election Date ~~Scheduling~~

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

~~Part 2~~ B. Nomination and Election of Executive Officers

Nominations for Executive Officers shall be solicited at the Annual General 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 **Members** present **and in good standing** shall be taken by secret ballot. The Recording Secretary shall tally the votes and announce the results.

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

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

Members who have not been voted into an Executive Office may declare their candidacy for **At-Large** Board Member ~~At-Large~~.

Nominations for At-Large Board Members shall be solicited at the Annual General Meeting of the Membership and may be given by either written or verbal submission.

Once nominations have been solicited and gathered, a vote of those Members present and in good standing shall be taken by secret ballot. A single vote shall be held where each voting member shall cast a ballot for no more than ten (10) candidates. The Recording Secretary shall tally the votes and announce the results.

ARTICLE 9~~10~~. COMMITTEES

A. Disciplinary Committee

The President may establish a Disciplinary Committee consisting of four (4) Executive Officers and three (3) At-Large Board Members to investigate any incident or infraction of these Bylaws and/or the Code of Conduct.

The Disciplinary Committee shall evaluate the circumstances and/or impacts of any transgressions and shall make recommendations to the Board of Directors of any penalties, punishments, or reprimands to be meted out. Meetings of this committee may be held in person, electronically via e-mail, or per telephone or video conferencing.

B. Ad Hoc Committees

The Executive Officers may establish **ad hoc** 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.

All ad hoc committees shall be chaired by an Executive Officer. Committee chairs shall have the right to appoint any Member in good standing to serve on an ad hoc committee.

ARTICLE 110. 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 121. AMENDMENTS TO THE BYLAWS

Part 1A. Procedure

Amendments to these Bylaws may be made upon thirty (30) days' 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 2B. Effective Date

These by-laws, as amended revised, have been accepted and approved by the general Membership at the Annual Meeting of The Midnight Riders Independent Supporters Association, Inc. on the 4th day of February 2024. Prior editions of this These Constitution and Bylaws were adopted in 2007 and previously amended in 2015 and 2021 include those published in 2007, and 2015.