

MID-NITE RIDERS, INC.

Amended & Restated By-Laws

Replacing the Original By-Laws in Their Entirety

Midnite Riders Snowmobile Club
Established 1967 • Becker County, Minnesota

These Amended and Restated By-Laws replace the original By-Laws of Mid-Nite Riders, Inc. in their entirety and are effective upon adoption by the Board of Directors.

ARTICLE I. Membership, Dues, and Rights of Members

Section 1. Eligibility.

Any person interested in the purposes and activities of this corporation is eligible to become a member. Membership is not restricted by geographic location.

Section 2. Election of Members.

Members shall be accepted by a majority vote of the Board of Directors.

Section 3. Membership Categories and Dues.

The following membership categories are established. The annual dues for each category shall be set by the Board of Directors and may be changed at any annual or special meeting of the Board:

- (a) Individual Member – a single person.
- (b) Family Membership – two or more persons in the same household.
- (c) Business Member – a local business or organization.
- (d) Lifetime Member – as established by the Board of Directors.

Section 4. Voting Rights.

All members in good standing shall be qualified to vote upon all matters brought before any meeting of the membership. Each membership (individual, family, business, or lifetime) shall be entitled to one vote.

Section 5. Suspension and Expulsion.

The Board of Directors by an affirmative vote of a majority thereof may suspend or expel members for cause after providing the member with written notice of the charges and a reasonable opportunity to be heard. The Board may also suspend or expel any member who is in default in the payment of dues for more than sixty (60) days.

Section 6. Non-Transferability.

Membership in this corporation is not transferable or assignable.

ARTICLE II. Meetings of the Members

Section 1. Annual Meeting.

The annual meeting of the membership shall be held at a location in Becker County, Minnesota designated by the Board of Directors, on a date and time set by the Board, during the month of April each year, for the purpose of electing directors, receiving annual reports, and transacting such other business as may come before the meeting. Members shall be notified of the meeting not less than ten (10) days in advance.

Section 2. Special Meetings.

A special meeting of the members may be called for any purpose at any time by the Board of Directors, and the members shall be notified by written or electronic notice not less than seven (7) days before said meeting.

Section 3. Waiver of Notice.

Notice of the time, place, and purpose of any meeting may be waived in writing or by electronic communication by any member.

Section 4. Quorum.

At any meeting of the members, those members present shall constitute a quorum to transact business, provided that at least ten (10) members in good standing are present.

Section 5. Remote Attendance.

Members may attend any meeting by telephone or video conference. Members attending remotely shall be counted toward quorum and may vote on all matters.

ARTICLE III. Board of Directors

Section 1. Number and Term.

The Board of Directors shall consist of not fewer than five (5) and not more than nine (9) members. Directors shall serve staggered two-year terms, with approximately half of the directors elected each year. Directors shall hold office until the next applicable annual meeting or until their successors have been elected and qualified.

Section 2. Term Limits.

Directors may serve up to three (3) consecutive two-year terms. After serving three consecutive terms, a director must step off the Board for at least one (1) year before being eligible for re-election.

Section 3. Continuity Exception.

Notwithstanding Section 2, if no qualified candidate is nominated to replace a director whose term limit has been reached, the incumbent director may continue to serve on a year-to-year basis until a qualified replacement is duly elected. In such cases, the Board of Directors shall make a good-faith effort each year to identify, recruit, and develop potential replacement candidates. The continuity exception shall be noted in the meeting minutes each year it is invoked.

Section 4. Annual Meeting of the Board.

The Board of Directors shall hold its annual organizational meeting immediately after the annual meeting of the membership.

Section 5. Regular and Additional Meetings.

The Board of Directors shall meet monthly during the riding season (September through April) and quarterly during the off-season (May through August). The Board by majority vote may determine the time and place for additional meetings.

Section 6. Special Meetings.

Special meetings of the Board of Directors may be called at the request of the President or any two Directors. Notice of any special meeting shall be given at least two (2) days in advance by written or electronic notice. Any Director may waive notice of any meeting.

Section 7. Quorum.

A majority of the seated Board of Directors shall constitute a quorum for the transaction of business.

Section 8. Vacancies.

Any vacancies occurring on the Board shall be filled by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall serve for the unexpired portion of the term of their predecessor.

Section 9. Removal of Directors.

A Director may be removed from office for cause by a two-thirds vote of the Board of Directors. Cause includes, but is not limited to, absence from three (3) consecutive meetings without notice, conduct detrimental to the club, or failure to fulfill the duties of the position. The Director shall be provided written notice and an opportunity to be heard before any removal vote.

ARTICLE IV. Officers

Section 1. Officer Positions.

The Board of Directors shall elect from among its members the following officers: President, Vice President, Secretary, Treasurer, and Trail Operations Director. The Board may appoint such additional officers as it deems necessary. Officers shall serve two-year terms and shall hold office until their successors are elected and qualified. Any officer may be removed for cause by a majority vote of the Board of Directors.

Section 2. Officer Term Limits.

No officer shall serve more than two (2) consecutive terms in the same office. After serving two consecutive terms in one office, an individual must step out of that office for at least one (1) full term before being eligible to hold the same position again. This limitation does not prevent an individual from being elected to a different officer position without interruption.

Section 3. Continuity Exception.

Notwithstanding Section 2, if no qualified candidate is nominated to replace an officer whose term limit has been reached, the incumbent officer may continue to serve on a year-to-year basis until a qualified replacement is duly elected. In such cases, the Board of Directors shall make a good-faith effort each year to identify, recruit, and develop potential replacement candidates. The continuity exception shall be noted in the meeting minutes each year it is invoked.

Section 4. President.

The President shall preside at all meetings of the members and of the Board of Directors. The President shall sign and execute all instruments as authorized by the Board, represent the club in external relationships and partnerships, oversee strategic planning, and perform such other duties as are assigned by the Board of Directors.

Section 5. Vice President.

The Vice President shall preside at all meetings in the absence of the President and shall serve as President in case of the resignation, incapacity, or removal of the President until a successor is duly elected and qualified. The Vice President shall oversee committees and coordinate internal projects as directed by the Board.

Section 6. Secretary.

The Secretary shall keep the minutes of all proceedings of the membership meetings and Board meetings, maintain official club records and documentation, handle correspondence, and perform such other duties as may be assigned by the Board of Directors.

Section 7. Treasurer.

The Treasurer shall have custody of all funds of the corporation, maintain the accounting system, produce monthly and annual financial reports, manage bank accounts, sign checks and authorize payments as approved, and perform such other financial duties as may be assigned by the Board of Directors.

Section 8. Trail Operations Director.

The Trail Operations Director shall oversee all trail planning, routing, maintenance, and inspections. This officer shall manage landowner relationships, coordinate grooming operations, oversee trail signage and safety, and report to the Board on the status of the trail system.

ARTICLE V. Committees

Section 1. Standing Committees.

The following standing committees are established to support the operations of the club. Each committee shall be chaired by a Board member or appointed volunteer and shall report to the Board of Directors:

- (a) Trail Operations Committee
- (b) Events & Fundraising Committee
- (c) Equipment & Maintenance Committee
- (d) Membership & Communications Committee
- (e) Finance & Accounting Committee

Section 2. Special Committees.

The Board of Directors may establish special committees as needed for specific projects or initiatives. Special committees shall be dissolved upon completion of their purpose.

ARTICLE VI. Fiscal Year

Section 1.

The fiscal year of this corporation shall be the calendar year (January 1 through December 31) unless otherwise determined by the Board of Directors.

ARTICLE VII. Conflict of Interest

Section 1. Disclosure.

Any Director or officer who has a personal, financial, or professional interest in a matter before the Board shall disclose that interest before any discussion or vote on the matter.

Section 2. Recusal.

A Director or officer with a disclosed conflict of interest shall recuse themselves from discussion and voting on the matter. The recusal shall be recorded in the meeting minutes.

ARTICLE VIII. Indemnification

Section 1.

The corporation shall indemnify any Director or officer, or former Director or officer, against expenses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding in which they are made a party by reason of being or having been a Director or officer, except in relation to matters in which the Director or officer is adjudged to have acted in bad faith or with willful misconduct.

ARTICLE IX. Code of Conduct

Section 1.

All members are expected to conduct themselves in a manner consistent with the club's mission and values. This includes responsible behavior on the trail system, respectful treatment of landowners and their property, compliance with all applicable laws and regulations, and positive representation of the club in public settings and on social media.

Section 2.

Violations of the Code of Conduct may be grounds for suspension or expulsion as provided in Article I, Section 5.

ARTICLE X. Dissolution

Section 1.

In the event of dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities, distribute all remaining assets to one or more organizations that are organized and operated exclusively for purposes similar to those of this corporation and that qualify as tax-exempt under applicable law.

ARTICLE XI. Electronic Communications

Section 1.

Any notice required or permitted under these By-Laws may be delivered by electronic means, including email, text message, or posting on the club's official social media or website, provided that the member has not requested written notice by mail.

ARTICLE XII. Amendment of By-Laws

Section 1.

These By-Laws may be altered, repealed, or amended by a two-thirds vote of the Board of Directors at any regular or special meeting, provided that notice of the proposed amendment has been given to all Directors at least seven (7) days prior to the meeting.

ADOPTION

These Amended and Restated By-Laws were adopted by the Board of Directors of Mid-Nite Riders, Inc. at a duly called meeting held on **September 18, 2026**, replacing the original By-Laws in their entirety. The signed original is retained in the club's official records.

Board of Directors (adopting):

Wayne McArthur

President

Jessica Hovelson

Vice President

Kristi Kruger

Treasurer

Kim Larson

Secretary

Josh Nelson

Board Member at Large

Brian Garberg

Trail Coordinator