

Changes approved @ annual meeting 1999
Changes approved @ annual meeting 2003
Changes approved @ annual meeting 2007

BY-LAWS – CONGRESS OF MINNESOTA RESORTS

ARTICLE I – MEMBERS

Section 1: Qualifications and Rights

- Minnesota resorts may become members of the Congress of Minnesota Resorts, here in after referred to as CMR, by paying dues as the board shall from time to time determine. Membership participation and benefits may be exercised by more than one person representing the resort, and any provision relating to the rights and liabilities of membership shall apply equally with respect to participation, except that each resort shall be entitled to only one (1) vote. In the event of resort ownership change, membership benefits are transferred to the new owner, for the remaining portion of the period covered by paid dues.
- Any other person or business approved by the Board of Directors may become an associate member by paying such dues as the board shall from time to time determine. Associate members shall have no vote nor serve on the Board of Directors or hold any office provided for in the CMR by-laws. Associate members shall enjoy all other privileges of membership conferred upon other members.
- Any retired resorter may become a member by paying such dues as the board shall from time to time determine. The Board of Directors shall determine membership and benefits. A retired resorter member shall have no vote, but will be encouraged to be involved on special committees and to remain active in the CMR.

Section 2: Non-liability for Debts of the CMR

The private property of the members shall be exempt from execution for the debts of the CMR, and no member shall be responsible for any debts or liabilities of the CMR.

Section 3: Withdrawal of Membership

Any member may withdraw from membership in the CMR at any time by giving written notice to the Secretary; and there shall be no refund of any dues, or any prorated portion thereof.

Section 4: Removal of Directors and Officers

The members shall have the power to remove any Director or Officer for cause. Any member may bring charges against a Director or Officer by filing them in writing with the Secretary, together with a petition signed by five percent (5%) or twenty (20) of the members, whichever is less, requesting the removal of the Director or Officer in question. The removal shall be voted upon at the next regular or special meeting of the members and any vacancy created by such removal may be filled by the members at such meeting.

The Director or Officer against whom such charges have been brought shall be informed in writing of the charges previous to the meeting and shall have an opportunity at the meeting to be heard in person and present evidence, and the person or persons bringing the charges against such Director or Officer shall have the same opportunity.

ARTICLE II – MEETINGS OF MEMBERS

Section 1: Annual Meeting

The annual meeting of the members shall be held in the fall of each year on such date and at such time and place as the Directors in their discretion shall choose, for the purpose of electing Directors, passing upon such reports covering the previous fiscal year and transacting such other business as may come before the meeting.

Notice of the annual meeting shall be given in the Minnesota Resorter Magazine, and mailed at least thirty (30) days in advance of the meeting, addressed to the member at their address appearing on the membership records of the CMR.

Section 2: Special Meetings

Special meetings of the members may be called by a majority of the Directors or upon a written petition signed by five percent (5%) or twenty (20) of the members, whichever is less. Notice of the special meeting shall be given at least thirty (30) days in advance of the meeting, addressed to the members at their address appearing on the membership records of the CMR.

Section 3: Quorum

At any regular or special meeting of the members of the CMR, twenty (20) members present shall constitute a quorum for the transaction of business. In determining a quorum at any meeting, or a question submitted to a vote by mail, members present in person or represented by mail vote shall be counted. If an insufficient number of members is present to constitute a quorum, a majority of the members present may adjourn the meeting from time to time without further notice.

The attendance of a sufficient number of members to constitute a quorum at any meeting of the members shall be established by the registration of the members present at such meeting, which registration shall be verified by the President and Secretary and shall be reported in the minutes of such meeting.

Section 4: Voting

Each Resort member shall be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members. At all meetings of the members at which a quorum is present all questions shall be decided by a vote of a majority of the members voting thereon at such meeting, except as otherwise provided by law, the Articles of Incorporation or these by-laws.

Section 5: Order of Business

The order of business at the annual or special meeting of the members, and so far as possible, at all other meeting of the members, shall be essentially as follows:

1. Take action on unapproved minutes of the previous meeting. Reading of and necessary action taken on Treasurers Report.
2. Presentation and consideration of, and acting upon, reports of Officers, Directors and committees.
3. Election of Directors.
4. Unfinished business.
5. New business.
6. Adjournments.

Section 6: Parliamentary Procedure

Parliamentary procedure at all meetings of the members, of the Board of Directors, of any committee provided for in these By-Laws and of any other committee of the members or Board of Directors which may from time to time be duly established shall be governed by the most recent edition of Robert's Rules of Order, except to the extent such procedure is otherwise determined by law or by the Articles of Incorporation or by these By-Laws.

ARTICLE III – DIRECTORS

Section 1: General Powers

The business and affairs of the CMR shall be managed by a board of not less than nine (9), nor more than fifteen (15) Directors who shall exercise all of the powers of the CMR except such as are by law or by the Articles of Incorporation of the CMR or by these By-Laws conferred upon or reserved to the members.

Resort members serving on the Board of Directors shall be counted as one (1) Director and entitled to one (1) vote and no more upon each matter submitted to a vote.

Section 2: Qualifications and Tenure

The Board of Directors existing at this time shall fix and determine the term of office of the present Directors in such a fashion that the terms of approximately one-third (1/3) of said Directors shall terminate any given year.

The following was Amended on October 29, 2007:

“Thereafter, the Board of Directors shall consist of present Directors, and Directors who shall be elected at the annual meeting of the members by a majority of the votes cast at such election by ballot or, in the absence of objection, by or on behalf of any member present or represented at such meeting, in any other manner. Such newly elected Directors shall hold office for two (2) years. An incumbent Director may be re-elected for successive one (1) year terms”

“Except as specifically stated elsewhere in these By-Laws, the term of incumbent Directors shall continue until the first regularly scheduled monthly board meeting after the annual meeting in the year in which their respective term ends, at which time the respective terms of office shall expire and the term of the newly elected Directors shall commence.”

To read:

Thereafter, the Board of Directors shall consist of present Directors, and Directors who shall be elected at the annual meeting of the members by a majority of the votes cast at such election by ballot or, in the absence of objections, by or on behalf of any member present or represented at such meeting, in any other manner. Such newly elected Directors shall hold office for three (3) years. An incumbent Director may be re-elected to successive terms.

Except as specifically stated elsewhere in these By-Laws, the term of incumbent Directors shall continue until December 31 following the annual meeting in the year in which their respective term ends, at which time the respective terms of office shall expire. The term of the newly elected Directors shall commence immediately after the annual meeting in which they are elected.

Any Director may be removed by the Board of Directors when they have failed to attend four (4) consecutive monthly meetings of the Board of Directors.

Section 3: Nomination

Prior to the annual meeting of the members, it shall be the duty of the Board of Directors to appoint a nominating committee of three (3) Directors, who shall submit to the Board of Directors, the names of those members who the nominating committee has recommended for membership on the Board of Directors, and who have consented advance to so serve. The Board of Directors shall then pass upon said nominees and submit for consideration by the members, at the annual meeting, the nominees as finally determined by the Board. Resort Members may also be nominated for membership to the Board of Directors from the floor of the meeting of the membership. Election to the Board of Directors shall be by voice vote of the members present, except that upon a majority vote of the members present, such voting shall be in writing. In such event, each Resort member shall be entitled to one (1) vote for as many Directors as there are vacancies. Voting for Directors shall not be cumulative, in that no Resort member may cast more than one (1) vote for the same Director.

Section 4: Vacancies

Except as specifically stated elsewhere in these By-Laws, vacancies occurring in the Board of Directors shall be filled by a majority vote of the remaining Directors and Directors thus elected

shall serve until the next annual meeting at which time the term of office expires or until their successors shall have been elected and shall have qualified.

Section 5: Regular Meetings

The Board of Directors may by resolution provide for the holding of regular meetings without other notice than such resolution.

Section 6: Special Meetings

Special meetings of the Board of Directors may be called by the President or any three (3) Directors. The person or persons calling the special meeting shall fix the time and place of the meeting, which shall be within the State of Minnesota. Notice of the time, place and the purpose of any special meeting of the Board of Directors shall be given at least five (5) days prior to the special meeting by written notice, delivered personally or mailed, to each Director at the last known address of the Director. The attendance of a Director at any special meeting shall constitute a waiver of notice of such meeting.

Section 7: Quorum

A majority of the current Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 8. Compensation

Directors as such shall not receive any salary for their services, but by resolution of the Board of Directors, a fixed amount for mileage and expenses, if any, may be allowed for attendance at any meeting of the Board of Directors, or for such other meetings of interest to the CMR as the Board of Directors by resolution shall determine.

Section 9: Rules and Regulations

The board of Directors shall have power to make and adopt such rules and regulations, not inconsistent with the law, the Articles of Incorporation, or these by-laws, as it may deem advisable for the management, administration and regulation of the business and affairs of the CMR.

ARTICLE IV – OFFICERS

Section 1: Designation

The Officers shall be a President, Vice President, Secretary and Treasurer, who shall be members of the Board of Directors. The same individual may hold more than one office.

Section 2: Election and Term of Office

The Officers of the CMR to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each Officer shall hold office until the first meeting of the Board of Directors held after each annual meeting of the members, or until the Officer's successor shall have been duly elected and shall have qualified, or until the Officer's death or until said Officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3: Removal

Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the CMR will be served.

Section 4: Vacancies

A vacancy in any office because of death, resignation, removal, disqualification's or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5: Powers and Duties of the President

The President shall be the principal executive Officer of the CMR and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the CMR. The President shall, when present, preside at all of the business and affairs of the CMR, and shall when present, preside at all meeting of the members and of the Board of Directors. The President shall cause to be called regular and special meetings of the members and Directors in accordance with these By-Laws. The President shall make and sign all contracts and agreements in the name of the CMR, which are authorized by the Board of Directors. The president shall submit a report of the operations of the CMR for each year to the members at the annual meeting in such year. The President shall generally perform all duties incident to the office of the President, and such other duties as from time to time may be assigned by the Board of Directors.

Section 6: Powers and Duties of the Vice-President

In the absence, inability or refusal of the President to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President, and shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 7: Powers and Duties of the Secretary

The Secretary shall keep the minutes of all meetings of the Board of Directors and the members, and shall have charge of all corporate books and records. The Secretary shall give and serve all notices to the members and Directors. The Secretary shall keep a register of the post office address of each member which shall be furnished to the Secretary by such member, and shall have general charge of the books of the CMR in which a record of the members is kept. The

Secretary shall be responsible for all correspondence with the Board of Directors and with the membership. The Secretary shall generally perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Board of Directors.

Section 8: Powers and Duties of the Treasurer

The Treasurer shall have the care and custody of and be responsible for all the funds, securities, evidences of indebtedness and other valuable documents of the CMR, and deposit all such funds in the name of the CMR in such banks, or trust companies, or other depositories, or in such safe deposit vaults as the Board of Directors may designate.

The Treasurer shall sign, make and endorse in the name of the CMR all checks, notes, drafts, bill of exchange, acceptances and other instruments for the payment of money, and pay out and dispose of same and receipt therefore, on the direction of the Board of Directors. The Treasurer shall render a statement of condition of the finances of the CMR at each regular meeting of the Board of Directors, and at such other times as shall be required, and shall render a full financial report at the annual meeting of the members. The Treasurer shall keep full and accurate books of account as the Board of Directors may require, and shall exhibit the same to any Director of the CMR upon application therefore. Such books of account may be kept by electronic means. The treasurer shall generally perform all duties incident of the office of the Treasurer, and such other duties as from time to time may be assigned by the Board of Directors.

Section 9: Compensation

The salaries of any Officers shall be fixed from time to time by the Board of Directors and no Officer shall be prevented from receiving such salary by reason of the fact that said Officer is also a Director of the CMR.

ARTICLE V – WRITTEN INSTRUMENTS, LOANS AND DEPOSITS

Section 1: Written Instruments

Subject always to the specific directions of the Board of Directors, any deeds and mortgages made by the CMR and all other written contracts and agreements to which the CMR shall be a part shall be executed by the President and attested to by the Secretary.

Section 2: Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the CMR and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3: Deposits

All funds of the CMR not otherwise needed shall be deposited from time to time to the credit of the CMR in such banks, trust companies or other depositories as the Board of Directors may select.

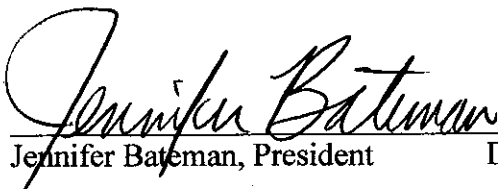
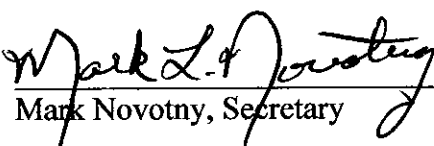
ARTICLE VI – MISCELLANEOUS

Section 1: Fiscal Year

The fiscal year of the CMR shall Begin on the First Day of September and end on the last day of August of each year.

Section 2 Amendment of By-Laws

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the members at any regular or special meeting of the members.

 10/29/07  10/29/07
Jennifer Bateman, President Date Mark Novotny, Secretary Date