

Bylaws of the Deer Breeders Corporation

These Bylaws govern the affairs of The Deer Breeders Corporation, a Texas nonprofit corporation (“Corporation”).

ARTICLE I. OFFICES

Section 1.01 Principal Office.

The Corporation’s principal office in Texas will be located at P.O. Box 688 Millsap, TX 76066. The Corporation may have such other offices, in Texas or elsewhere, as the Board may determine. The Board may change the location of any office of the corporation.

Section 1.02 Registered Office and Registered Agent.

The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation’s principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Business Organizations Code.

ARTICLE II. MEMBERS

Section 2.01 Class of Members.

The Corporation will have two classes of members:

Active Members will consist of members 18 years or older who pay full dues as determined by the Board from time to time. An Active Member may vote on all matters put forth before the members;

Youth Members will consist of persons who are under 18 years of age and who pay reduced dues as determined by the Board from time to time. Youth Members may not vote on matters submitted to a vote of the members.

Section 2.02 Membership Qualifications.

The Corporation exists to support deer breeding, ranching, feeding, and hunting; no one may be accepted for membership who opposes this fundamental mission of the Corporation. Further, the Corporation places the highest value on ethical conduct in connection with all aspects of deer breeding, ranching, feeding, and hunting. All members must commit themselves to exemplary conduct with respect to these activities and agree to abide by the Corporation’s Code of Ethics, which is attached as Exhibit A to these Bylaws.

Section 2.03 Admitting Members and Renewing Membership.

Natural persons may be admitted to membership in the Corporation by the Board. The Membership Committee may adopt and amend application procedures and qualifications for membership in the Corporation. A member may renew membership by paying all required fees and dues and submitting an application to renew membership.

Section 2.04 Membership Fees and Dues.

The Board may set and change the amount of an initiation fee, if any, and the annual dues payable to the Corporation by members. Dues are payable at the times set forth by the Board.

Section 2.05 Certificates of Membership.

The Board may provide for issuing certificates evidencing membership in the Corporation. When a person has been admitted as a member and has paid any required fees and dues, the Corporation will issue evidence of membership.

Section 2.06 Voting Rights.

Each Active Member is entitled to one in person vote on each matter submitted to a vote of the members.

Section 2.07 Sanctioning, Suspending, or Terminating Members.

The Board may impose reasonable sanctions on a member, or suspend or expel a member from the Corporation, for good cause after a hearing. Good cause includes defaulting on an obligation to the Corporation to pay fees for a period of 90 days following delivery of notice of default, or a material and serious violation of the Corporation's Certificate of Formation, Bylaws, or rules and regulations, or terms and conditions of membership which can be changed or modified from time to time with sole discretion of the Board or as required under Texas law, or engaging in any of the Prohibited Acts described in Section 7.05 of these Bylaws, or violating the law. The Board may delegate powers to an Ethics Committee to conduct a hearing, make recommendations to the Board, or take action on the Board's behalf. The Board or a committee designated by the Board to handle a matter involving sanctioning, suspension, or expulsion may not take any action against a member without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice must be in writing and delivered at least 14 days before the hearing. But shorter notice may be deemed adequate if the Ethics Committee designated by the Board to handle a matter involving sanctioning, suspension, or expulsion determines that the need for a timely hearing outweighs the prejudice caused to the member and if the notice states the need for a timely hearing. If mailed, the notice will be sent by registered or certified mail, return receipt requested. A member may be represented by counsel at and before the hearing. The Ethics Committee designated to handle a matter involving sanctioning, suspension, or expulsion may impose sanctions, suspend a member, or expel a member by vote of a majority of Directors, or Ethics

Committee designated to handle a matter involving sanctioning, suspension, or expulsion, who are present and voting. If a member is expelled for good cause, the Board shall have the right to notify the members of such expulsion.

Section 2.08 Resignation.

Any member may resign from the Corporation by submitting a written resignation to the DBC Office or Secretary. The resignation need not be accepted by the Corporation to be effective. A member's resignation will not relieve him or her of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid before the effective date of the resignation.

Section 2.09 Reinstatement.

A former member who has been removed from membership pursuant to Section 2.07 may submit a written request for reinstatement of membership. The Board or a committee designated by the Board to handle the matter may reinstate membership on any reasonable terms that the Board or committee deems appropriate.

Section 2.10 Transferring Membership.

Membership terminates when the Corporation dissolves or a member dies. Membership is not a property right that may be transferred after a member dies; provided, however, that the Board may establish a class of Gold Lifetime membership that can be transferred a maximum of one time to a family member or close associate upon the death of the Gold Lifetime member who paid the lifetime dues.

ARTICLE III. MEETINGS OF MEMBERS

Section 3.01 Annual Meeting.

The Board will hold an annual members' meeting at such time that the Board designates. At the annual meeting, the Active Members will elect directors and transact any other business that may come before the meeting. If, in any year, the election of directors is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Board will call a special meeting of the members, as soon as possible, to elect directors.

Section 3.02 Special Meetings.

Special meetings of the members may be called by the president, the majority of the Board, or not less than 51% of the voting members.

Section 3.03 Place of Meeting.

The Board may designate any place, inside Texas only, as the place of meeting for any annual meeting or for any special meeting called by the Board. If the Board does not designate the place of meeting, the meeting will be held at the Corporation's registered office in Texas.

Section 3.04 Notice of Meetings.

Written or printed notice of any members' meeting, not including the annual meeting, will be delivered to each member entitled to vote at the meeting not less than 10, nor more than 60, days before the date of the meeting. After fixing the record date, the Board will cause to be prepared an alphabetical list of all members entitled to notice of any meeting of members. Notice will be given by or at the direction of the president or secretary, or the officers or persons calling the meeting. If all the members meet and consent to holding a meeting, any corporate action may be taken at the meeting regardless of lack of proper notice.

Section 3.05 Eligibility to Vote a Members' Meetings.

An Active Member 18 years or older in good standing is entitled to vote at a meeting of the members of the Corporation. An active Member in good standing is one who has paid all required fees and dues, is not suspended as of the date of the meeting and has been vetted by the Membership Committee. The record date for determining the New Active Members entitled to vote at any meeting of members will be 30 days prior to such meeting.

Section 3.06 Quorum.

Active Members holding 51% of the votes that may be cast at a meeting who attend the meeting in person will constitute a quorum at a meeting of members.

Section 3.07 Actions of Members.

The members will try to act by consensus, However, if a consensus is not available on a matter or proposal, the vote of a majority of voting Active Members in good standing, present and entitled to vote at a meeting at which a quorum is present, is enough to constitute the act of the members unless law or the bylaws require a greater number.

Section 3.08 Proxies.

No member shall be entitled to vote at a meeting of members of the Corporation by proxy.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01 Management of Corporation.

The Board will manage corporate affairs.

Section 4.02 Number, Qualifications, and Tenure of Directors.

The number of directors will be a number determined by the Board that is not less than five and not greater than seven.

Directors must be Active Members in good standing living in Texas. In addition, no director may serve simultaneously as a director, committee member, employee, or officer at any level of any other organization in Texas whose primary purpose is connected to the breeding, ranching, feeding, and hunting of deer or other cervids.

Each director will serve for a term of 3 years. The directors' terms will be staggered as determined by the Board.

Section 4.03 Nominating Directors.

The Board will appoint a three (3) member Nominating Committee, consisting of directors who are not eligible for re-election as a director in the current year. The Nominating Committee shall have the power to set the minimum criteria for any nominee to be put up for election to the Board at the annual meeting; however, at a minimum (a) each nominee must meet the qualifications described in Section 4.02; (b) the nominee's election may not create a conflict of interest pursuant to Section 7.04; and (c) the nominee shall have served on a DBC committee for a minimum of one (1) year immediately prior to nomination except for a unanimous Board of Directors vote to bypass this criteria or if a new member is appointed to a committee before the end of the calendar year, they can be nominated to run for Director the following year. The Secretary will announce the details of candidates nominated by the Nominating Committee.

Section 4.04 Electing Directors.

A person who meets the qualifications for director and who has been duly nominated may be elected as a director. Directors will be elected by the vote of the members. Each director will hold office until a successor is elected and qualifies. A director may be elected to succeed himself as director. Directors will be elected at the annual meeting of the members.

Section 4.05 Vacancies.

The Board may or may not fill any vacancy in the Board and any director position to be filled due to an increase in the number of directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board,

or if it is a sole remaining director. A Director selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

Section 4.06 Annual Meeting.

The annual meeting of the Board may be held without notice other than these Bylaws. The annual Board meeting will be held immediately after, and at the same place as, the annual members' meeting.

Section 4.07 Regular Meetings.

The Board may provide for regular meetings by resolution stating the time and place of such meetings. The meetings will be held inside Texas, and will be held at the Corporation's registered office in Texas if the resolution does not specify the location of the meetings. No notice of regular Board meetings is required other than a Board resolution stating the time and place of the meetings.

Section 4.08 Special Meetings.

Special Board meetings may be called by, or at the request of, the president or any three directors. A person or persons authorized to call special meetings of the Board may fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting will inform the secretary of the Corporation of the information to be included in the notice of the meeting. The secretary of the Corporation will give notice to the directors as these Bylaws require.

Section 4.09 Notice.

Written or printed notice of any special meeting of the Board will be delivered to each director not less than one or more than seven days before the date of the meeting. The notice will state the place, day, and time of the meeting; who called it; and the purpose or purposes for which it is called.

Section 4.10 Quorum.

A majority of the number of directors then in office constitutes a quorum for transacting business at any Board meeting. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required for a quorum. If a quorum is never present at any time during a meeting, a majority of the directors present may adjourn and reconvene the meeting once without further notice.

Section 4.11 Duties of Directors.

Directors will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the

Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

Section 4.12 Delegating Duties.

Directors may select advisors and delegate duties and responsibilities to them, such as the full power to buy or otherwise acquire stocks, bonds, securities, and other investments on the Corporation's behalf; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The directors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor at any time and without any cause whatsoever.

Section 4.13 Actions of Board of Directors.

The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. The president shall vote only to break a tie. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision.

Section 4.14 Proxies.

A director may not vote by proxy.

Section 4.15 Compensation.

Directors may not receive any compensation for their services.

Section 4.16 Removing Directors.

The Board may vote to remove a director at any time. A meeting to consider removing a director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Board. The notice of the meeting will state that the issue of

possibly removing the director will be on the agenda and the notice will state the proposed cause for removal.

At the meeting, the director may present evidence of why he or she should not be removed and may be represented by an attorney at and before the meeting. Also, at the meeting, the Corporation will consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the director.

A director may be removed by affirmative vote of at least two thirds of the Board.

ARTICLE V. OFFICERS

Section 5.01 Officer Positions.

The Corporation's officers will be a President, a Secretary, Vice President, Treasurer, and Immediate Past President who has fulfilled his term. The Board may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person may hold any two or more offices, except for president. Additionally, only directors during their term of office are eligible to be officers of the Corporation.

Section 5.02 Election and Term of Office.

The Corporation's officers will be elected bi-annually by the Board at the annual Board meeting. If officers are not elected at this time, they will be elected as soon thereafter as possible.

Each officer will hold office until a successor is duly selected and qualifies. An officer may be elected to succeed himself in the same office.

Section 5.03 Removal; Filling of Vacancies.

Any officer may be removed at any time by the majority vote of directors in office. Any officer may resign at any time by delivering a written resignation to the Board, the president, or the secretary. If a vacancy occurs prior to election, the Board may or may not select a person to fill a vacancy in any office for the unexpired portion of the officer's term.

Section 5.04 President.

The president is the Corporation's chief executive officer. He will supervise and control all the Corporation's business and affairs and will preside at all meetings of the members and of the Board. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the president may not execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, the Bylaws, or statute. The

president will perform other duties prescribed by the Board and all duties incident to the office of president.

Section 5.05 Vice President.

When the president is absent, cannot act, or refuses to act, a vice president will perform the president's duties. When acting in the president's place, the vice president has all the powers of – and is subject to all the restrictions on – the president. If there is more than one vice president, the vice presidents will act for the president in the order of appointment. A vice president will perform other duties as assigned by the president or Board.

Section 5.06 Treasurer.

The Treasurer will:

Have charge and custody of, and be responsible for, all the Corporation's funds and securities.

Cause to be received and given receipts for moneys due and payable to the Corporation from any source.

Cause to be deposited all moneys in the Corporation's name in banks, trust companies, or other depositories as these Bylaws provide or as the Board or president directs.

Cause to be written checks and disburse funds to discharge the Corporation's obligations. However, funds may not be drawn from the Corporation or its accounts for amounts greater than \$10,000.00 without the signature of the president or a vice president in addition to that of the treasurer.

Cause to be maintained the Corporation's financial books and records.

Cause to be prepared financial reports at least annually.

Perform other duties as assigned by the president or the Board.

If the Board requires, give a bond for faithfully discharging his or her duties in a sum and with surety as determined by the Board.

Perform all the duties incident to the office of treasurer.

Section 5.07 Secretary.

The Secretary will:

Give all notices as provided in the Bylaws and as required by law.

Take minutes of the meetings of the members and the Board and keep the minutes as part of the corporate records.

Maintain custody of the corporate records.

Keep a register of the mailing address of each member, director, officer, and employee of the Corporation.

Perform duties as assigned by the president or the Board.

Perform all duties incident to the office of secretary.

Perform all duties incident to the office of secretary.

Section 5.08 Immediate Past President.

The Immediate Past President:

Will serve as an advisor to the President for a two (2) year time period.

Will not be a voting member of the Executive Council

ARTICLE VI. COMMITTEES

Section 6.01 Executive Committee.

The Executive Committee shall consist of the president, vice president, secretary, and treasurer. When the Board is not in session, the Executive Committee may exercise all of the powers of the Board, except to the extent, if any, that such authority is limited by resolution of the Board. However, neither the Executive Committee nor any other committee shall have the power to amend the Certificate of Formation or these Bylaws.

Section 6.02 Other Committees.

The following standing committees of are authorized: Membership, Auction, Ethics, and Program Committees. The Board will define the activities and scope of authority of each committee by resolution. The Board may adopt a resolution establishing other committees delegating specified authority to a committee. The president shall appoint the chair of the committee subject to the approval of the Board. A committee shall include one or more directors and may include persons who are not directors. If the Board delegates any of its management authority to a committee, the majority of the committee will consist of directors. The Board may establish qualifications for membership on a committee. No Committee chair or member may serve simultaneously as a director, committee member, employee or officer at any level of any other organization in Texas whose primary purpose is connected to the breeding, ranching, feeding and hunting of deer or other cervids.

Establishing a committee or delegating authority to it will not relieve the Board, or any individual director, of any responsibility imposed by these Bylaws, or otherwise imposed by law.

Section 6.03 Term of Office.

Each committee member will continue to serve on the committee until the next annual members' meeting and until a successor is appointed. However, a committee member's term may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee will serve for the unexpired portion of the terminated committee member's term.

Section 6.04 Chair and Vice-Chair.

The president shall appoint the chair of each committee. The vice-chair will be elected by the committee members. The chair will call and preside at all meetings of the committee. When the chair is absent, cannot act, or refuses to act, the vice-chair will perform the chair's duties. When a vice-chair acts for the chair, the vice-chair has all the powers of – and is subject to all the restrictions on – the chair.

Section 6.05 Notice of Meetings.

Written or printed notice of a committee meeting will be delivered to each member of a committee not less than one nor more than 30 days before the date of the meeting. The notice will state the place, day, and time of the meeting, and the purpose or purposes for which it is called.

Section 6.06 Quorum.

One half of the number of committee members constitutes a quorum for transacting business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required for quorum. If a quorum is never present at any time during a meeting, the chair may adjourn and reconvene the meeting once without further notice.

Section 6.07 Actions of Committees.

Committees will try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by statute or by some other provision of these Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

Section 6.08 Proxies.

A committee member may not vote by proxy.

Section 6.09 Compensation.

Committee members may not receive any compensation.

Section 6.10 Rules.

Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board.

ARTICLE VII. TRANSACTIONS OF THE CORPORATION

Section 7.01 Contracts.

The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

Section 7.02 Deposits.

All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

Section 7.03 Gifts.

The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or form any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the Certificate of Formation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

Section 7.04 No Conflicts of Interest.

The Corporation may not make or receive any loan to or from a director, officer, or member of the Corporation. Any contract, transaction or other agreement with a director or any affiliate of a director creating a direct or indirect financial interest in the Corporation is void or voidable solely for that reason, unless otherwise agreed by a vote of 2/3 of the disinterested directors in office. For purposes of the section "affiliate" shall mean (i) any relative of an individual including a grandparent, any lineal descendent of a grandparent including the spouse of such lineal descendent or (ii) any entity of which an

individual holds at least a five percent (5%) ownership interest or otherwise assets direct or indirect control of its business operations.

Section 7.05 Prohibited Acts.

As long as the Corporation exists, no member, director, officer, or committee member of the Corporation may:

- (a) Do any act in violation of these Bylaws, the Corporation's Certificate of Formation, Code of Ethics, or other binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.
- (h) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE VIII. BOOKS AND RECORDS

Section 8.01 Required Books and Records.

The Corporation shall keep correct and complete minutes of the proceedings of its Board and committees, and complete records of the Corporation, and current and accurate financial records with complete entries as to all financial transactions of the Corporation.

Section 8.02 Fiscal Year.

The Corporation's fiscal year will begin on the first day of January and end on the last day of December or each year.

ARTICLE IX. INDEMNITY AND LIABILITY INSURANCE

Section 9.01 Liability Insurance.

The Board may, by resolution adopted by a majority of the directors in office, approve the purchase and maintenance of liability insurance on behalf of any person permitted to be insured by the Corporation under these Bylaws, its Certificate of Formation, or by statute.

Section 9.02 Indemnification.

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a director or officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

Section 9.03 Limitations on Indemnification.

Notwithstanding the above, the Corporation will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the Corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if he did not have a reasonable cause to believe his conduct was unlawful.

ARTICLE X. NOTICES

Section 10.01 Notice by Mail, Fax, or Email.

Any notice required or permitted by these Bylaws to be given to a member, director, officer, or member of a committee of the Corporation may be given by mail, fax, or email. If mailed a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. If given by fax or email, a notice is deemed delivered with electronic verification of delivery. A person may change his or her address in the corporate records by giving written notice of the change to the secretary of the Corporation.

Section 10.02 Signed Waiver of Notice.

Whenever any notice is required by law or under the certificate of formation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

Section 10.03 Waiving Notice by Attendance.

A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XI. SPECIAL PROCEDURES CONCERNING MEETINGS

Section 11.01 Meeting by Telephone or Electronic Transmission.

The Board, and any committee of the Corporation, may hold a meeting by telephone conference-call procedures or electronic transmission, such as internet on line meetings. In all meetings held by telephone or electronic transmission, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice; and a person's participating in a conference-call meeting constitutes his or her presence at the meeting.

Section 11.02 Decision Without Meeting.

Any action that may be taken at a meeting of the Corporation's directors or committee members may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of directors or committee members necessary to take that action at a meeting at which all of the directors or committee members are present and voting. The consent must state the date of each signature.

Prompt notice of the taking of any action by directors or committee members without a meeting shall be given to each director or committee member who did not consent in writing to the action.

ARTICLE XII. AMENDING BYLAWS

Section 12.01 Amending Bylaws.

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board at a regular or special meeting; provided, however if the purpose of any meeting is to alter, amend or repeal the Bylaws, then notice of such intent and a copy of the proposed by changes must be delivered to each Board member at least 7 days before such meeting. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted, will include the text of the proposed bylaw provisions as well as the text of any existing provision proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE XIII. MISCELLANEOUS PROVISIONS

Section 13.01 Legal Construction.

To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

Section 13.02 Headings.

The headings used in the bylaws are for convenience and may not be considered in construing the bylaws.

Section 13.03 Number; Pronouns.

All singular words include the plural, and all plural words include the singular. Pronouns throughout these Bylaws have been chosen to provide ease in reading and are not meant to exclude reference to the opposite sex.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of The Deer Breeders Corporation and that these Bylaws constitute the Corporation's Bylaws. These Bylaws were duly adopted at a meeting of the Board of Directors.

Dated as of January 12, 2021:



VICKI MCLEAN
SECRETARY, DEER BREEDERS CORPORATION

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THE DEER BREEDERS CORPORATION**

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