

BYLAWS
OF
CANVASBACK GUN CLUB, INC.

ARTICLE I
PRINCIPAL OFFICE

Section 1. Principal Office. The principal office and place of business of the Corporation in the State of Nevada shall be such location as the Board of Directors may from time to time determine. Other offices and places of business may be established by resolution of the Board of Directors.

ARTICLE II
NON PROFIT STATUS

Section 1. Non Profit Status. The Corporation is a nonprofit corporation organized under Chapter 82 of the Nevada Revised Statutes. Unless otherwise provided in the Articles of Incorporation or in the Bylaws, the Corporation may exercise any power or authority conferred on nonprofit public benefit corporations by law.

Section 2. Purposes. The purpose of the Corporation shall include:

- (a) To organize and encourage all kinds of field sports and good fellowship among sportsman.
- (b) To acquire and maintain reserves for the use, benefit and enjoyment of its members, and to secure by lease, or otherwise, the right and privilege to hunt shoot and fish.
- (c) To improve game and wildlife management and habitat.
- (d) To operate and facilitate recreation and sports activities.

ARTICLE III
MEMBERSHIP

Section 1. Membership. There shall be no more than one hundred and fifty one (151) members. The members of the Corporation shall consist of the persons that are at least eighteen years of age or may be held in a trust for a person. Membership may be held in a trust for the benefit and any named individual, including minors, which may be directed by a trustee for the benefit of the minor until the minor turns eighteen. No member shall hold more than two (2) membership interests.

Section 2. Applications and Restrictions for Membership. Applications for membership shall be accompanied by necessary dues and assessments. No membership may be transferred without the approval of the Board of Directors and must be completed in accordance with uniform procedure established by the Board of Directors. Only memberships in good standing may be transferred and no transfers may occur between September 1 and February 1. Applications for transfers must be submitted to the Board no later than August 15th for consideration before September 1. The Board of Directors reserves the right to refuse membership to a given applicant subject to the discretion of the directors. A member is considered to be in good standing if the member is not delinquent in payment of any dues, assessment or fines, including late penalties.

Section 3. Dues and Assessments. Members' dues and assessments shall be fixed from time to time by a vote of the Membership at the Annual Meeting. Dues and assessments shall be payable annually within thirty (30) days of invoicing by the Corporation. Dues and assessments are delinquent after the expiration of the thirty (30) day period. If the assessment of any member remains delinquent, the Board shall assess a late penalty of twenty-five dollars (\$25) per month until dues, assessment and penalties are paid in full. In addition, the Board may impose additional penalties and interest as deemed appropriate, in Board's sole discretion, up to and including the suspension of hunting rights. E-mail shall be an acceptable means of delivering written notice to the delinquent members. In addition to annual dues and assessments, the Board of Directors may levy special assessments and shall determine due and delinquency dates in its discretion.

Section 4. Annual Meeting. The annual meeting of the members shall be held at least annually, at such time or place as the Board may determine, for the purpose of electing directors, determining assessments and for the transaction of such other business as may properly come before the meeting. Failure to hold the annual meeting at the designated time will not work a forfeiture or dissolution of the Corporation. Written notice stating the place, day, and hour of the meeting shall be given personally, emailed or mailed to each member not less than fourteen (14) nor more than thirty (30) days prior to the date fixed for the annual meeting. E-mail shall be an acceptable means of delivering written notice to the members. For annual meetings at which an election of directors will occur, the notice shall set forth the slate of directors nominated by the members and the procedure for the nomination by members of additional individuals for the position of director.

Section 5. Special Meetings. Special meetings of the members for any purpose or purposes may be called by the Secretary upon written request of the President or twenty-five percent (25%) of the members of the Corporation. Written notice of a time and place for any special meeting shall be delivered personally, emailed or mailed to each member not less than fourteen (14) nor more than thirty (30) days before the date of the meeting except in the case of an emergency. Such notice shall state the general nature of the business to be transacted. E-mail shall be an acceptable means of delivering written notice to the members.

Section 6. Quorum. At any meeting of members of the Corporation the presence of at least fifty (50) members (including proxies) shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these Bylaws. In the absence of a quorum, a meeting may be adjourned from time to time by vote of a majority of the members present in person, without notice other than by announcement at the meeting and without further notice to any absent

member, until a quorum is secured. At any adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting as originally notified.

Section 7. Voting. At every meeting of members, each member of the Corporation shall be entitled to one vote except as otherwise specified herein. Proxy votes shall be recognized. Except as otherwise stated, all elections shall be had and all questions decided by a majority vote of the members present in person or by proxy. Only members in good standing on the date of the meeting are entitled to vote at the annual meeting. Only those members in good standing seven (7) days prior to any other meeting are entitled to vote. A current list of members in good standing shall be prepared in advance of each meeting and such list shall be available for inspection by request of any member in good standing.

Section 8. Resignation of Members. Any member may resign from the Corporation by delivering a written resignation to the President of the Corporation.

Section 9. Removal of Members. Any member may be removed from membership by the affirmative vote of two-thirds (2/3) of the full membership at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out the purposes of the Corporation. Any such member proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard by the members at such meeting. E-mail shall be an acceptable means of delivering written notice to the members.

Section 10. Rights of Members. The right of a member to vote and all his right, title, and interest in or to the Corporation, if any, shall cease on the termination of his membership.

Section 11. Action Without a Meeting. Any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing is distributed to the members, setting forth the proposed action, providing an opportunity for the members to specify approval or disapproval of any proposal, and with respect to election of directors to withhold their vote, and providing a reasonable period of time within which to return the consent to the Corporation. The written consent shall be filed with the Secretary of the Corporation and maintained in the corporate records.

Section 12. Proxies. Every person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or such person's duly authorized agent. A proxy duly executed is not revoked and continues in full force and effect until a written instrument revoking it or a duly executed proxy bearing a later date is filed with the Secretary of the Corporation before the vote pursuant thereto; provided, however, that no such proxy shall be valid after the expiration of six (6) months from the date of its execution unless it is coupled with an interest or unless the person executing it specifies therein the length of time for which such proxy is to continue in force, which time in no case shall exceed seven (7) years from the date of such proxy's execution.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Powers and Duties. Subject to the restrictions in Section 1.1 below, the business, affairs, and property of the Corporation shall be managed by a Board of Directors (the "Board" or "Board of Directors"). Without limiting the general powers conferred by these Bylaws and provided by law, the Board shall have, in addition to such powers, the following powers:

(a) To make and change rules and regulations not inconsistent with law, or with these Bylaws, for the management and control of the Corporation and its affairs, and of its officers, employees, and agents; to lease, purchase, or otherwise acquire, in any lawful manner, for and in the name of the Corporation, any and all real and personal property, rights, or privileges deemed necessary or convenient for the conduct of the Corporation's business and which the Corporation is authorized to acquire upon such terms and conditions as the Board thinks fit, and in their discretion to pay therefor, either wholly or partially, in any bonds, debentures, or other securities of the Corporation.

(b) To sell or otherwise to dispose of any real or personal property, rights, or privileges belonging to the Corporation, whenever the Board determines in its discretion that such a disposition would promote the interests of the Corporation.

(c) To enter into agreements and contracts with individuals, groups of individuals, corporations, or governments for any lawful purpose.

(d) To supervise and direct the officers, employees, and agent of the Corporation and to ensure that their duties are properly performed.

(e) To appoint and remove at its pleasure any and all officers, employees, and agents of the Corporation, and to prescribe their duties in a manner not inconsistent with these Bylaws, and to fix their compensation.

(f) To borrow money and otherwise incur indebtedness and to enter the terms and amount of such indebtedness in the minutes of the Board, and to evidence such indebtedness by the note of the Corporation, and otherwise give security for the payment of such indebtedness.

(g) To cause to be kept a complete record of all the minutes, acts and proceedings of the Board, and to cause an annual inspection or audit of the accounts of the Corporation to be made by an accountant to be selected by the Board, showing in reasonable detail all of the assets and liabilities of the Corporation and its financial condition.

(h) To invest or deposit for investment any asset held by the Corporation as provided for in the minutes or policies of the Board.

(i) In addition to the powers and authorities expressly conferred upon the Board by these Bylaws, the Board may exercise all such other lawful powers of the Corporation and do all such lawful acts and things in the furtherance of the Corporation's business.

Section 1.1 Authority Restrictions. Except as otherwise stated herein, the Board of Directors shall not directly or indirectly perform any of the following actions without submission of the decision to the Members and a majority vote or written consent of all the Members.

(a) incur Corporation indebtedness in an amount exceeding \$1,000,000.

Section 2. Qualifications; Election; Tenure. The Board shall be composed of seven (7) Directors, who shall be elected from the membership.

(a) The Terms for Directors shall be two years.

(b) Four (4) Directors shall be elected in odd years and three (3) Directors shall be elected in even years.

Section 3. Annual Meeting. The annual meeting of the Board shall be held at the principal offices of the Corporation on such date and at such place as the Board may determine. Written notice stating the place, day, and hour of the meeting shall be given personally or mailed to each member of the Board at least fourteen (14) days prior to the date fixed for the annual meeting. The annual meeting shall be for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

Section 4. Special Meetings. Special meetings of the Board may be called at any time by the President of the Corporation or by a majority of the Board. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. Notice of the time and place of every special meeting shall be given to each member of the Board by first class mail or email, not less than fourteen (14) days nor more than thirty (30) days before the meeting. The purpose of any regular meeting need not be specified in the notice of such meeting. The purpose for which a special meeting is called, as well as the time and place of any special meeting shall be stated in the notice.

Section 5. Quorum. A quorum at all meetings of the Board shall consist of a majority of the number of Directors then in office, but a smaller number may adjourn without further notice until a quorum is secured. Except as provided specifically to the contrary by these Bylaws, the act of a majority of the Directors in office at a meeting at which a quorum is present shall be the act of the Board.

Section 6. Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the Directors at a special meeting of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of such person's predecessor in office and shall hold such office until such person's successor is duly elected and qualified.

Section 7. Removal and Resignation. Any member of the Board may be removed by the affirmative vote of two-thirds (2/3) of the Directors then in office. A Director may resign at any time by giving written notice to the Board of Directors.

Section 8. Action Without a Meeting. Any action required by law or any other action which may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors.

Section 9. Participation by Telephone. To the extent permitted by law, any member of the Board or committee thereof may participate in a meeting of such Board or committee by means of a conference telephone network or similar communications method by which all persons participating in the meeting can hear each other, and participation in such a fashion shall constitute presence in person at such meeting.

ARTICLE V OFFICERS

Section 1. Number. The officers of the Corporation shall include a President, Vice-President, Secretary, Treasurer, and such other officers as the Board shall deem necessary to elect.

Section 2. Election and Term of Office. The Board shall elect and appoint all officers of the Corporation at the annual meeting of the Board, which officers shall be installed in office at such annual meeting to serve for terms of one (1) year and until their successors have been duly elected and qualified. Should there be more than one (1) nominee for a vacancy, the nominee receiving the greatest number of votes shall be declared elected and shall be installed in office at the annual meeting.

Section 3. Removal of Officers. Any officer of the Corporation may be removed, either with or without cause, by a two-thirds (2/3) majority of the Directors then in office at any regular or special meeting of the Board.

Section 4. President. The President of the Board shall preside at all meetings of the Board. The President of the Board shall possess the power to sign all certificates, contracts or other instruments of the Corporation which are approved by the Board. The President of the Board shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.

Section 5. Vice-President. In the absence of the President of the Board or in the event of the President's disability, inability or refusal to act, the Vice-President of the Board shall perform all of the duties of the President and in so acting, shall have all of the powers of the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or by the President.

Section 6. Secretary. The Secretary shall keep or cause to be kept a book of minutes at the principal office or at such other place as the Board may order of all meetings of the Board with the time and place of holding, whether regular or special and if special, how authorized, the

notice thereof given, the name or names of those present at the Board meetings and the proceedings thereof. The Secretary shall give or cause to be given notice of all the meetings of the Board required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board from time to time.

Section 7. Treasurer. The Treasurer shall act as the chief financial officer and shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Board member. The Treasurer shall be charged with safeguarding the assets of the Corporation and he or she shall sign financial documents on behalf of the Corporation in accordance with the established policies of the Corporation. He or she shall have such other powers and perform such other duties as may be prescribed by the Board from time to time.

Section 8. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

ARTICLE VI CONTRACTS, LOANS, AND DEPOSITS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted for or on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board. Such authority shall be confined to specific instances. No loan shall be made to any officer or Director of the Corporation.

Section 3. Checks, Drafts, and Notes. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be approved (whether electronically or by signature) by such officer or officer(s), or agents of the Corporation and in such manner as shall be determined by the Board.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other custodians as the Board may select.

Section 5. Fiscal Year. The fiscal year of the Corporation shall begin on January 1st and end on December 31st.

**ARTICLE VII
PROPERTY**

The property of the Corporation shall be held and applied in promoting the general purposes of the Corporation declared in its Articles of Incorporation. No property, including real estate, belonging to the Corporation shall be conveyed or encumbered except by authority of a majority vote of the Board of the Corporation. Any such conveyance or encumbrance shall be executed by the President of the Corporation in the name of the Corporation, and such instrument shall be duly attested and sealed by the Secretary or Treasurer of the Corporation.

**ARTICLE VIII
INDEMNIFICATION**

The Board of Directors may authorize the Corporation to pay or cause to be paid by insurance or otherwise, any judgment or fine rendered or levied against a present or former Director, officer, employee, or agent of the Corporation in an action brought against such person to impose a liability or penalty for an act or omission alleged to have been committed by such person while a Director, officer, employee, or agent of the Corporation, provided that the Board shall determine in good faith that such person acted in good faith and without willful misconduct or gross negligence for a purpose which he or she reasonably believed to be in the best interest of the Corporation. Payments authorized hereunder include amounts paid and expenses incurred in satisfaction of any liability or penalty or in settling any action or threatened action. In no event shall this Article permit payment of any amount which would give rise to any liability for taxes or penalties under Chapter 42 of the Internal Revenue Code of 1986, as amended, if the Corporation is at such time a private foundation.

**ARTICLE IX
AMENDMENTS**

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the membership of the Corporation by an affirmative majority vote of the members present at a meeting, provided that at least sixty (60) members are represented (present or by proxy) at the meeting and that the full text of the proposed amendment, alteration, or repeal shall have been delivered to each member of the Corporation at least five (5) days prior to the meeting.

**ARTICLE X
DISSOLUTION**

Upon dissolution or other termination of the Corporation, any assets remaining after all debts of the Corporation have been paid shall be disposed of as provided in the Articles of Incorporation.

ARTICLE XI CONFLICTS OF INTEREST

Section 1. Duty to Disclose. Each officer and Director shall comply with the procedures of the Corporation's conflicts of interest policy with respect to any transaction in which an economic benefit is provided by the Corporation to a Director or officer: (a) in exchange for services rendered, (b) in connection with the purchase or sale of one or more assets or services, or (c) in connection with any partnership, joint venture or revenue sharing arrangement (an "Applicable Transaction"). The Board may provide parameters from time to time defining transactions that are not subject to this policy to the extent that the authorized officers of the Corporation comply with the parameters set forth in such policy, in which case such transaction will not be considered an Applicable Transaction.

Section 2. Approval of Applicable Transactions. Except as otherwise provided pursuant to the Corporation's policy, all Applicable Transactions must be approved by the affirmative vote of a majority of a quorum of the Board in advance in accordance with the following procedures:

(a) Disinterested Board. Any officer or Director that will benefit, directly or indirectly from such Applicable Transaction, shall not participate in any discussions with respect to the Applicable Transaction, except to the extent of the disclosure required hereunder and in the conflicts of interest policy and in response to inquiries of the disinterested members of the Board, and shall leave the room before the Board votes to approve or disapprove the Applicable Transaction.

(b) Acquisition of Relevant Data. The Board shall determine and obtain sufficient comparable data, including, but not limited to asset or business valuation appraisals, compensation surveys, copies of third-party bids or offers, and such other data necessary for the Board to determine, in good faith, that the value of the economic benefits provided to the officer or Director are fair in comparison to the assets, services or other consideration to be provided by the officer or Director to the Corporation.

(c) Records of Proceedings. The Board shall document, before the implementation of the Applicable Transaction:

i. the name of the officer or Director, the nature of the Applicable Transaction, a summary of the comparable data reviewed, a summary of any other action taken to determine the economic fairness of the Applicable Transaction to the Corporation, and the Board's decision as to whether such Applicable Transaction is approved; and

ii. the names of the persons who were present for discussions and votes relating to the Applicable Transaction, the content of the discussion, and a record of any votes taken in connection therewith.

**ARTICLE XI
PURPOSE OF THE BYLAWS**

These Bylaws are adopted for the sole purpose of facilitating the discharge, in an orderly manner, of the purposes of the Corporation. These Bylaws shall never be construed in any such way as to impair the efficient operation of the Corporation, or supercede the provisions of the Articles of Incorporation.

CERTIFICATION

I hereby certify that I am the duly elected and acting Secretary of Canvasback Gun Club, Inc., and that the foregoing Bylaws constitute the Bylaws of the Corporation, as duly adopted by unanimous vote of the Board of Directors.

DATED this 23rd day of Jan., 2019.



Doug Martin,
Secretary