

EXHIBIT 2

minutes
of the meeting of the
board of directors
of the
NATIONAL RIFLE
ASSOCIATION

April 29, 2019



**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
OF THE
NATIONAL RIFLE ASSOCIATION OF AMERICA
APRIL 29, 2019
J.W. MARRIOTT INDIANAPOLIS**

<u>INDEX</u>	<u>PAGE NO.</u>
MINUTES	1
REPORT OF THE AUDIT COMMITTEE.....	10
REPORT OF THE FINANCE COMMITTEE.....	25
REPORT OF THE LEGISLATIVE POLICY COMMITTEE	27
REPORT OF THE NOMINATING COMMITTEE	29
REPORT OF THE EXECUTIVE DIRECTOR, GENERAL OPERATIONS	31
REPORT OF THE EXECUTIVE DIRECTOR, INSTITUTE FOR LEGISLATIVE ACTION	92
REPORT OF THE TREASURER	186
REPORT OF THE EXECUTIVE COMMITTEE.....	188
REPORT OF THE HUNTING & WILDLIFE CONSERVATION COMMITTEE	189
REPORT OF THE ACTION SHOOTING COMMITTEE.....	191
REPORT OF THE GUN COLLECTORS COMMITTEE.....	192
REPORT OF THE BYLAWS & RESOLUTIONS COMMITTEE.....	193
RESOLUTION MEMORIALIZING CONGRESSMAN JOHN D. DINGELL, JR.....	194
REPORT OF THE COMPETITION RULES & PROGRAMS COMMITTEE	197
REPORT OF THE ETHICS COMMITTEE	198
REPORT OF THE LEGAL AFFAIRS COMMITTEE.....	199
REPORT OF THE OUTREACH COMMITTEE	200
REPORT OF THE SPECIAL COMMITTEE ON OPERATIONS	201

REPORT OF THE NRA FOUNDATION 203

REPORT OF THE NRA CIVIL RIGHTS DEFENSE FUND 206

their expertise in the not-for profit accounting and tax areas, knowledge of the NRA, and continued favorable pricing.

II. Brewer, Attorneys and Counselors

WHEREAS, the contract between the National Rifle Association of America ("NRA") and Brewer, Attorneys and Counselors ("Brewer") does not comply with the internal controls and policies established by the NRA; it is therefore

RESOLVED, that all representation of the NRA by Brewer must be pursuant to a contract that complies with the internal controls and policies established by the NRA.

[Resolution Retracted at the April 28, 2019 Committee Meeting]

III. Legal Counsel for Officers, Directors and Employees

WHEREAS, the United States Department of Justice (DOJ) and various congressional committees are conducting investigations regarding Russian conduct that could have violated the laws of the United States of America;

WHEREAS, the DOJ and committees are interviewing various persons who could be potential witnesses, including officers, directors, and employees of the NRA;

WHEREAS, recent investigations of Russian matters have demonstrated that a potential witness could become a party to litigation, or may be threatened to become a party;

WHEREAS, the NRA's Bylaws, Article IV, Section 4, provide for indemnification of directors, and New York Not For Profit Corporation Law § 722 authorizes the indemnification of officers and directors;

WHEREAS, a component of indemnification is the providing of independent counsel to represent an officer or director; and

WHEREAS, to avoid any potential conflict between NRA and its officers, directors and employees it may be advisable that certain officers, directors, or employees be represented by independent counsel; now, therefore, be it

RESOLVED, that the NRA Audit Committee finds that provision of independent counsel based on the sound discretion of senior management is fair, reasonable, and in the best interest of the NRA;

RESOLVED, that providing counsel in such manner, at reasonable fees to be negotiated by management, is approved and ratified; and be it further

RESOLVED, that management shall require reimbursement of any advanced funds if a judgment, or other final adjudication, is rendered in a proceeding adverse to the indemnified

individual which indicates that the indemnified individual: (i) acted in bad faith; or (ii) acted for a purpose which could not be reasonably believed to be in the best interests of the NRA.

IV. NYSRPA – Membership Prospecting

WHEREAS, Membership Marketing Partners LLC (MMP) of Fairfax, Virginia, submitted to the National Rifle Association of America (NRA) a prospect proposal, dated February 26, 2019, that contains two main components: (1) ask members of the NRA to join the New York State Rifle and Pistol Association (NYSRPA) and (2) ask NYSRPA members to join NRA;

WHEREAS, NYSRPA is New York's largest and nation's oldest firearms advocacy organization; since 1871, NYSRPA has been dedicated to the preservation of Second Amendment rights, firearm safety, education and training, and the shooting sports; NYSRPA's membership consists of individuals and clubs throughout the state; NYSRPA is a not-for-profit 501(c)(4) organization and the official NRA-affiliated State Association in New York;

WHEREAS, Tom King is president of NYSRPA, a position for which he receives compensation from NYSRPA, and he also serves on the NRA's board of directors, a position for which he receives no compensation;

WHEREAS, NYSRPA faces unique challenges in New York in fulfilling its mission, which mission is in harmony with NRA's purposes and objectives;

WHEREAS, the prospect proposal from MMP would strengthen both NRA and NYSRPA by increasing membership in each and the prospect proposal should be approved; now, therefore, be it

RESOLVED, that the NRA Audit Committee has reviewed this proposed transaction for potential conflict of interest and finds no conflict of interest.

V. Nosler – Rifle Purchases

WHEREAS, Robert Nosler, an NRA director and a trustee of The NRA Foundation, is the chairman and president of Nosler, Inc., whose products include high quality sporting rifles; and

WHEREAS, at various times since 2014, Nosler, Inc., has offered the NRA Foundation the opportunity to buy these rifles at favorable prices approximately one third below standard wholesale pricing; and

WHEREAS, these rifles are then offered at Friends of NRA events for the benefit of the NRA Foundation;

WHEREAS, in 2019, the NRA Foundation has ordered a quantity of these rifles for the same purpose, at a total purchase price of \$57,710; now therefore be it

