

VIRGINIA:

IN THE CIRCUIT COURT FOR THE CITY OF ALEXANDRIA

NATIONAL RIFLE ASSOCIATION OF AMERICA,)
)
Plaintiff,)
)
 v.)
)
 ACKERMAN MCQUEEN, INC.,)
)
and)
)
 MERCURY GROUP, INC.)
)
Defendants.)

Case Nos. CL19001757
 CL19002067
CONSOLIDATED

MEMORANDUM IN SUPPORT OF DEFENDANTS' PLEA IN BAR

In responding to the Plaintiff's two Complaints, Defendants twice lodged a Plea in Bar. The Plea in Bar asserted "upon information and belief, the NRA Board never approved or authorized the filing of this Lawsuit." The Plea in Bar referenced New York law that governs the NRA and places the responsibility to manage the not-for-profit entity on its Board of Directors. Thereafter, Defendants' pursued discovery into the whether the suit was properly authorized by the NRA Board of Directors. In response to Interrogatory No. 19, the NRA's authorized designee, Chief of Staff Josh Powell, declared under penalty of perjury that

"Subject to the foregoing objections and General Objections, the NRA responds to this Interrogatory by stating that to date, the Board has not adopted any formal resolution with respect to the NRA/ AMc Services Agreement or litigation against AMc."

See **Exhibit 1**, NRA Responses to Interrogatories, No. 19, attached hereto. Consequently, the Plea in Bar's assertion "upon information and belief" has been confirmed under oath

FILED
 CLERK OF COURTS
 CITY OF ALEXANDRIA
 2019 SEP 24 PM 2:07
 DEPUTY CLERK

The two NRA above-captioned lawsuits and two additional lawsuits¹ filed against AMc subsequent to the Plea in Bar are not legally and properly authorized by the NRA Board as required under the New York law governing not-for-profit corporations. As discussed below, NRA's four cases against AMc should be dismissed as unauthorized actions.

1. The New York law governing nonprofit organizations requires that an organization's board must authorize any substantial corporate action.

As admitted by NRA Chief of Staff Josh Powell, this lawsuit was not authorized by the NRA board of directors. This violates New York law governing Not-For Profit entities such as the NRA. N-PCL § 701 provides the general mandate that “[e]xcept as otherwise provided in the certificate of incorporation, a corporation shall be managed by its board of directors....” The NRA's certificate of incorporation (**Exhibit 2**) and its many amendments do not contain language that would alter this general rule. Moreover, the certificate contains no delegation of authority provision that would permit an officer to bring litigation or terminate a vendor's multi-million contract. To the contrary, the NRA bylaws reserves the broad powers to manage and govern the organization to the NRA Board of Directors. The bylaws state, in relevant part, that “The Board of Directors shall formulate the policies and govern and have general oversight of the affairs and property of the Association, in accordance with applicable law and these Bylaws.” **Exhibit 3A and 3B**, Section IV.² More to the point, the NRA Board of Directors has not

¹ Subsequent to the filing of the Plea in Bar, the NRA filed on August 30, 2019, a **third** suit against AMc in United States District Court in Dallas, Texas, Case No. Civil Action No. 3:19-cv-02074-G. A **fourth** suit was filed by the NRA against AMc here in Alexandria Circuit Court on September 5, 2019.

² The NRA amended its bylaws on April 29, 2019 – after the first suit was filed against the NRA, but before the second suit was filed. **Exhibit 3A** provides the pertinent bylaws from the bylaws in place at the time the first suit was filed and **Exhibit 3B** provides the pertinent bylaws relevant to the filing of the second law suit. The operative language is identical.

delegated authority to make decisions related to “adopt[ing] ... a fundamental change of view or basic policy ... of the Association...or ...perform[ing] corporate activities of such major significance as to warrant action by the full Board of Directors.” **Exhibit 3A and 3B**, Section IV.

The language from the section that defines the powers of the board’s Executive Committee reinforces the absence of delegation. It states that the Executive Committee of the Board is not empowered to engage in “corporate activities of ... major significance” and that such decisions can only be made by the full board supports the general proposition that the board of directors have retained and not delegated the power to decide major issues. The obvious intent is that the Board must authorize the commencement of a major lawsuit like the four lawsuits against AMc or the termination of a vendor contract for tens of millions of dollars per year.

The NRA cannot argue that the actions taken against AMc do not constitute a “corporate activity of such major significance as to warrant action by the full Board of Directors.” NRA’s decision to sue AMc, to terminate the AMc Services Agreement, and pull the plug on NRATV have been reported as national news for much of the summer of 2019. The NRA has itself set up a webpage to track selected news reports of the NRA v. AMc litigation. *See* <https://www.nralegalfacts.org/ackerman-news-reports>. The NRA webpage lists articles published in the New York Times, The Daily Beast, and AdWeek 40. Numerous other articles from the Washington Post, Newsweek, CNN and other national news organizations are omitted. By suing and terminating AMc’s contract, the NRA has terminated NRATV, the video platform created by AMc, owned by AMc, but often called the “Voice of the NRA.” NRA has ripped out its own tongue and left its members without the benefit of NRATV – a decision that merits a full

consideration and authorization by the full Board of Directors. Yet, as admitted in the interrogatory response, the Board has not approved these actions.

This conclusion is also reinforced by an article that the Wall Street Journal reported yesterday, entitled “NRA Board Retroactively Approved Transactions Benefiting Insiders.” See **Exhibit 4**, attached hereto. It explains that the Board thought it was necessary to go back and retroactively approve a whole raft of financial arrangements benefiting top officials of the NRA. The Board addressed issues as small as a \$5,500 payment to the son of an NRA official and as large as the multi-million contract for former NRA President Oliver North. In so doing, the NRA Board tacitly acknowledges that approving the North contract requires board approval. Yet, the NRA Board has taken no steps to approve this much more significant litigation.

2. Who authorized the lawsuits against AMc?

If the Board of Directors did not authorize the litigation against AMc, who did authorize the litigation? The Complaint was not verified, so there is no officer signing to confirm the truth of the allegations and thus no officer claiming responsibility for authorizing the litigation. There are no allegations relating to authorization of the litigation at all. Although AMc requested in July 2019 and anticipated receiving documents relating to the authorization of the lawsuit in August 2019, no such documents have been provided in discovery to date.

One might assume that Wayne LaPierre, Executive Director and Vice President of the NRA authorized the litigation, but he has yet to acknowledge that it was his decision. If it were his decision, it was a decision lacking authority and clouded by Mr. LaPierre’s personal interest and conflicts. The bylaws do not delegate Mr. LaPierre authorization to file major law suits, and

terminate a multi-million-dollar vendor and end NRATV.³ Even if we assume that Mr. LaPierre has been delegated authority to sue AMc, Mr. LaPierre is in a highly conflicted position vis-a-vis AMc and would be conflicted from making such a major decision on his own. Mr. LaPierre's finances are intermeshed with AMc. Mr. LaPierre has demanded and received hundreds of thousands of dollars of personal benefits through AMc. He has had access to an AMc credit card and he has arranged for AMc to pay his expenses which are then billed to the NRA. It has been widely reported in the national news that Mr. LaPierre sought to have AMc help him obtain a \$6.5 million mansion on a Dallas golf course through a scheme to bill the NRA for the purchase funds without NRA board approval.⁴ Wayne LaPierre has acute personal motives for litigating against AMc, but such self-serving litigation motivation begs for oversight by the NRA Board.⁵ Wayne LaPierre should have been removed from the decision-making process due to his

³ The NRA bylaws provide "The Executive Vice President shall direct all the affairs of the Association in accordance with the programs and policies established by the Board of Directors. Among his authorities, the Executive Vice President shall be empowered to (1) appoint, suspend with or without pay, or remove the Executive Director of the National Rifle Association General Operations or the Executive Director of the National Rifle Association Institute for Legislative Action; (2) suspend with pay the Secretary or the Treasurer until the next meeting of the Executive Committee or the Board of Directors, whichever occurs first; and (3) employ, suspend with or without pay, or dismiss any employee."

⁴ See the attached Washington Post article, **Exhibit 5**. The plan was ultimately rejected by AMc – a move that appears to have poisoned the relationship between Wayne LaPierre and AMc. Mr. LaPierre is using the NRA litigation for personal benefit by scapegoating AMc for Mr. LaPierre's own actions.

⁵ The NRA bylaws defer to Robert's Rules of Order: §45 (Voting Procedure) with respect to board decision-making. See **Exhibit 3A and 3B**, Bylaws, Article XIII, Section 2. Robert's Rules §45 advocates against decision-making by persons with personal interests in the decision - - "No member should vote on a question in which he has a direct personal or pecuniary interest not common to other members of the organization. For example, if a motion proposes that the organization enter into a contract with a commercial firm of which a member of the organization is an officer and from which contract he would derive personal pecuniary profit, the members should abstain from voting on the motion."

conflicts of interest and personal motivations.⁶ Moreover, if Wayne LaPierre is responsible for authorizing the litigation, he has tried to keep his actions shrouded in secrecy by having Josh Powell sign the Interrogatory responses. Based on his conflict of interest, and the lack of a delegation of authority to him from the NRA Board, Wayne LaPierre cannot authorize the filing of the law suits against AMc.

Other persons have speculated that attorney William Brewer of the law firm Brewer, Attorneys and Counselors, is the decision maker on litigation. However, there is no delegation of authority to Mr. Brewer from the NRA Board. Mr. Brewer also has his own personal conflicts of interest that warrant NRA Board oversight and management. Brewer has been reported to be billing \$100,000 a *day* to the NRA for his law firm's services and he has massive economic incentives to push for more litigation to continue the flow of funds from the NRA to his law firm and himself. *See* Washington Post article attached as **Exhibit 6**. He has inserted members of his law firm into the litigation on a *pro hac vice* basis, even though Brewer himself is not an attorney of record – as he has been sanctioned for misconduct in Texas and his *pro hac vice* status has

⁶ New York law applies to governance of the NRA, as a New York not-for-profit corporation. In *People by Attorney Gen. of State v. Lutheran Care Network, Inc.*, 167 A.D.3d 1281, 1286, 92 N.Y.S.3d 154, 159 (N.Y. App. Div. 2018), the court refused to accept that an officer's decision was protected by the business judgment rule:

“the business judgment rule has no place where corporate officers or directors take actions that exceed their authority under the relevant corporate bylaws (see *Fe Bland v. Two Trees Mgt. Co.*, 66 N.Y.2d 556, 565, 498 N.Y.S.2d 336, 489 N.E.2d 223 [1985]; *Brantley v. Municipal Credit Union*, 60 A.D.3d 551, 552, 879 N.Y.S.2d 395 [2009]), or where they make decisions affected by an inherent conflict of interest (see *Matter of Kenneth Cole Prods., Inc., Shareholder Litig.*, 27 N.Y.3d at 274–275, 32 N.Y.S.3d 551, 52 N.E.3d 214; *Auerbach v. Bennett*, 47 N.Y.2d 619, 631, 419 N.Y.S.2d 920, 393 N.E.2d 994 [1979]; *Wolf v. Rand*, 258 A.D.2d 401, 404, 685 N.Y.S.2d 708 [1999]).”

Here, a decision to sue AMc by Mr. LaPierre would be both (i) beyond his delegated authority; and (ii) affected by an inherent conflict of interest.

been revoked by the Eastern District of Virginia for filing misleading *pro hac vice* papers. Other than pure attorney avarice, can there be a valid litigation strategy to file *four lawsuits* against AMc – three in Alexandria, Virginia and one in Dallas, Texas? But Brewer also has non-economic reasons to litigate irrationally against AMc – his estranged brother-in-law, Revan McQueen, is the CEO of AMc and the well-publicized animus between Brewer and the McQueen Family provides a powerful incentive for Brewer to push for more and more litigation.⁷ With such rampant conflicts of interest and personal motivations, Brewer cannot be the person authorizing the litigation for the NRA. Such conflicts call out for supervision and approval by the NRA Board.

In light of the NRA's statement that the NRA Board has not approved the litigation and the NRA's failure to identify how the suits were authorized, it is incumbent upon the NRA to explain who authorized the four suits and whether the authorization was valid or whether it came from persons with conflicting motivations.

The fact that the NRA has filed four suits against AMc is a sign of the sort of impulsive litigation strategy that would likely have been restrained if the litigation were being authorized by the NRA Board. But the Board has been removed from the decision-making process. Thus, the filing of the lawsuits is beyond of the authority of the lawyers for the NRA who signed the Complaints and the pleadings.

3. No individual director or officer, acting alone, could legally authorize the action.

As a legal matter under New York law, no individual director or officer, acting alone, could authorize the action. Individual officers lack the authority to exercise the board's

⁷ Brewer's estranged father-in-law, Angus McQueen was also a co-CEO of AMc until his untimely death in July 2019 during the early stressful stages of this litigation.

management responsibilities. For example, in *Matter of Paglia v. Staten Is. Little League*, 38 A.D.2d 575, (2nd Dept. 1971), a seemingly trivial decision involving a child's suspension from participation in a little league baseball program was found to be unlawful because the suspension was imposed by the organization's president, not its board, and the organization's "constitution and by-laws vest[s] the power of suspension in respondent's board of directors." Similarly, in *Claim of Masferer*, 197 A.D.2d 763 (3rd Dept. 1993), the Appellate Division held that the "corporation acts by a majority vote of its directors (N-PCL 701, 708) and not by the unilateral act of its president."

Generally, a court considering the validity of actions taken by an individual acting on behalf of an entity must determine whether said actions are authorized under the entity's constitution or bylaws (*Allen*, 109 Misc.2d 178 at 184, 439 N.Y.S.2d 811). In so doing, the court must assess the official's claim that his or her actions are authorized under the constitution or bylaws by (1) independently reviewing the constitution or bylaws "in accordance with the general rules of construction appertaining to contracts" and (2) determining whether the officer's interpretation is a reasonable interpretation of the constitution or bylaws. See e.g., *LaSonde v. Seabrook*, 89 A.D.3d 132, 137–38, 933 N.Y.S.2d 195, 199 (2011). The NRA's certificate of incorporation and by-laws are available to the public and provide no indication of any delegation of authority from the Board to file lawsuits that initiate litigation that threatens the financial stability of the NRA and silence the "voice of the NRA." Without such delegation and in light of the admission by Chief of Staff Josh Powell that the Board did not approve the litigation, the Plea in Bar should be granted and the instant claims against AMc must be dismissed.

WHEREFORE, the Defendants request that the Court dismiss the NRA's claims against AMc based on the lack of authority to bring forth the Complaints on behalf of Plaintiff NRA and to litigate all proceedings subsequent to the Complaints.

ACKERMAN MCQUEEN, INC. and
MERCURY GROUP, INC.
By Counsel

Dated: September 24, 2019

Respectfully submitted,

A black rectangular redaction box covering the signature of David H. Dickieson.

David H. Dickieson (VA Bar #31768)
SCHERTLER & ONORATO, LLP
901 New York Avenue, NW, Suite 500
Washington, DC 20001
Telephone: 202-628-4199
Facsimile: 202-628-4177
ddickieson@schertlerlaw.com

CERTIFICATE OF SERVICE

I hereby certify that the foregoing Defendants' Memorandum in Support of the Plea in Bar was served on September 24, 2019, on the following counsel for Plaintiff by agreement via email:

James W. Hundley
Robert H. Cox
BRIGLIA HUNDLEY, PC
1921 Gallows Road, Suite 750
Tysons Corner, VA 22182
jhundley@brigliahunley.com
rcox@brigliahunley.com

Michael J. Collins
Brewer Attorneys & Counselors
1717 Main Street, Suite 5900
Dallas, Texas 75201
MJC@brewerattorneys.com
Admitted Pro Hac Vice

A large black rectangular redaction box covers the signature area. Above the box, there are handwritten scribbles and a checkmark.

David H. Dickieson

VIRGINIA:

IN THE CIRCUIT COURT OF THE CITY OF ALEXANDRIA

**NATIONAL RIFLE ASSOCIATION
OF AMERICA,**

Plaintiff,

v.

**Case Nos. CL19001757
CL19002067**

ACKERMAN MCQUEEN, INC.

and

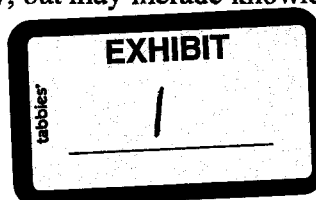
MERCURY GROUP, INC.,

Defendants.

**PLAINTIFF'S RESPONSES AND OBJECTIONS TO DEFENDANT ACKERMAN
MCQUEEN, INC.'S FIRST SET OF INTERROGATORIES**

Pursuant to the Rules of the Supreme Court of Virginia ("Rules") 4:1 and 4:8, Plaintiff/Counterclaim Defendant the National Rifle Association of America (the "NRA") submits the following Responses and Objections to Defendant Ackerman McQueen, Inc.'s ("Ackerman's") First Set of Interrogatories (the "Interrogatories"), which Ackerman served in the case styled: *Nat'l Rifle Ass'n v. Ackerman McQueen, et al.*, No. CL19002067. These Responses and Objections are based on information currently available to the NRA. The NRA reserves the right to amend and supplement its Responses and Objections in accordance with the applicable rules. The NRA notes that while Ackerman has titled these as their "First Set of Interrogatories to Plaintiff National Rifle Association of America," Ackerman previously served a set of 23 interrogatories on June 14, 2019.

The information supplied in these Responses and Objections is not based solely on the knowledge of the executing party, but may include knowledge of the Plaintiff's other agents and



**CONFIDENTIAL
PURSUANT TO SERVICES AGREEMENT**

INTERROGATORY NO. 19

Identify and describe in detail any and all actions taken by the NRA Board or any NRA Board committee to authorize any change in, or termination of, the NRA/AMc Services Agreement and/or any decision to authorize litigation against AMc.

RESPONSE TO INTERROGATORY NO. 19

The NRA incorporates its General Objections. In addition, the NRA objects to this Interrogatory to the extent it seeks information protected from disclosure by the attorney-client privilege, the work product doctrine, or any other applicable exemption, immunity, or privilege from discovery, none of which are waived, and all of which are reserved.

The NRA also objects to this Interrogatory to the extent it seeks disclosure of Confidential Information as that term is defined in the Services Agreement; the disclosure of Confidential Information in response to this Request does not, and shall not be deemed to, waive the protections afforded such information pursuant to the Services Agreement. The NRA expects that AMc will maintain the confidentiality of the NRA's Confidential Information pursuant to AMc's obligations under the Services Agreement.

Moreover, the NRA objects to this Interrogatory to the extent it purports to assert that the NRA required a specific and additional approval by its Board of Directors to make business decisions that the NRA was already authorized to make. No particular resolution or

³ See Letter from John Frazer, Gen. Counsel, NRA, to Steve Ryan, counsel to AMc, McDermott Will & Emery (Mar. 26, 2019).

special blessing of the Board of Directors was or is required for the NRA to change or terminate a vendor agreement, or embark on litigation against a vendor that fails to meet its contractual obligations.

Subject to the foregoing objections and General Objections, the NRA responds to this Interrogatory by stating that to date, the Board has not adopted any formal resolution with respect to the NRA/AMc Services Agreement or litigation against AMc.

Dated: August 20, 2019

Respectfully submitted,

NATIONAL RIFLE ASSOCIATION
OF AMERICA

By counsel


James W. Hundley (VSB No. 30723)

Robert H. Cox (VSB No. 33118)

Amy L. Bradley (VSB No. 80155)

VIRGINIA:

IN THE CIRCUIT COURT OF THE CITY OF ALEXANDRIA

**NATIONAL RIFLE ASSOCIATION OF
AMERICA,**

Plaintiff,

v.

ACKERMAN MCQUEEN, INC.

and

MERCURY GROUP, INC.

Defendants.

**Case No. CL19001757
CL19002067**

DECLARATION OF JOSH POWELL

I declare under penalty of perjury that the foregoing responses to the Interrogatories are true and correct to the best of my knowledge and belief.

Date:

8/19/2019

Signed


Josh Powell
Chief of Staff & Senior Strategist
National Rifle Association of America

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

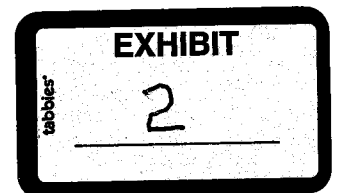


WITNESS my hand and official seal of the Department of State, at the City of Albany, on April 12, 2019.



Whitney Clark
Deputy Secretary of State for Business and Licensing Services

Rev. 11/18



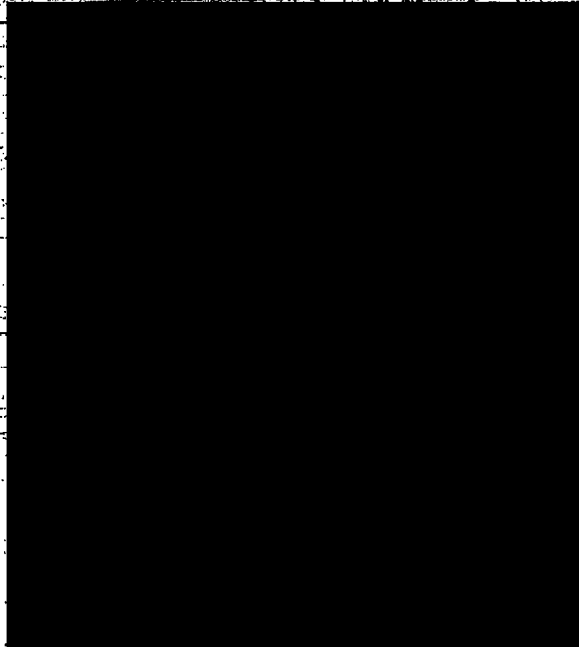
18

17

State of New York }
County of New York }
I know All Men by their Deeds,

that are the undersigned,





being citizens of the United States, and of the
 State of New York, do hereby, pursuant to and
 in conformity with an Act of the Legislature
 of the State of New York, entitled "An Act
 for the incorporation of Societies or Clubs for
 social and avocational purposes," passed on the
 Eleventh day of April, Eighteen hundred and
 sixty five; and the various Acts of said Legislature
 amendatory thereof, associate ourselves together, and form
 a body, political and corporate, and do hereby certify

I Witness my Hand

That the corporate name
 by which the said Society shall be known in
 Law, shall be,

II. Object!

The object for which said Association is formed, is the improvement of its members in marksmanship, and to promote the introduction of the system of aiming drill and rifle practice as part of the military drill of the National Guard of this and other States, and for those purposes to provide a suitable range or ranges in the vicinity of the City of New York.

III. Number of Directors!

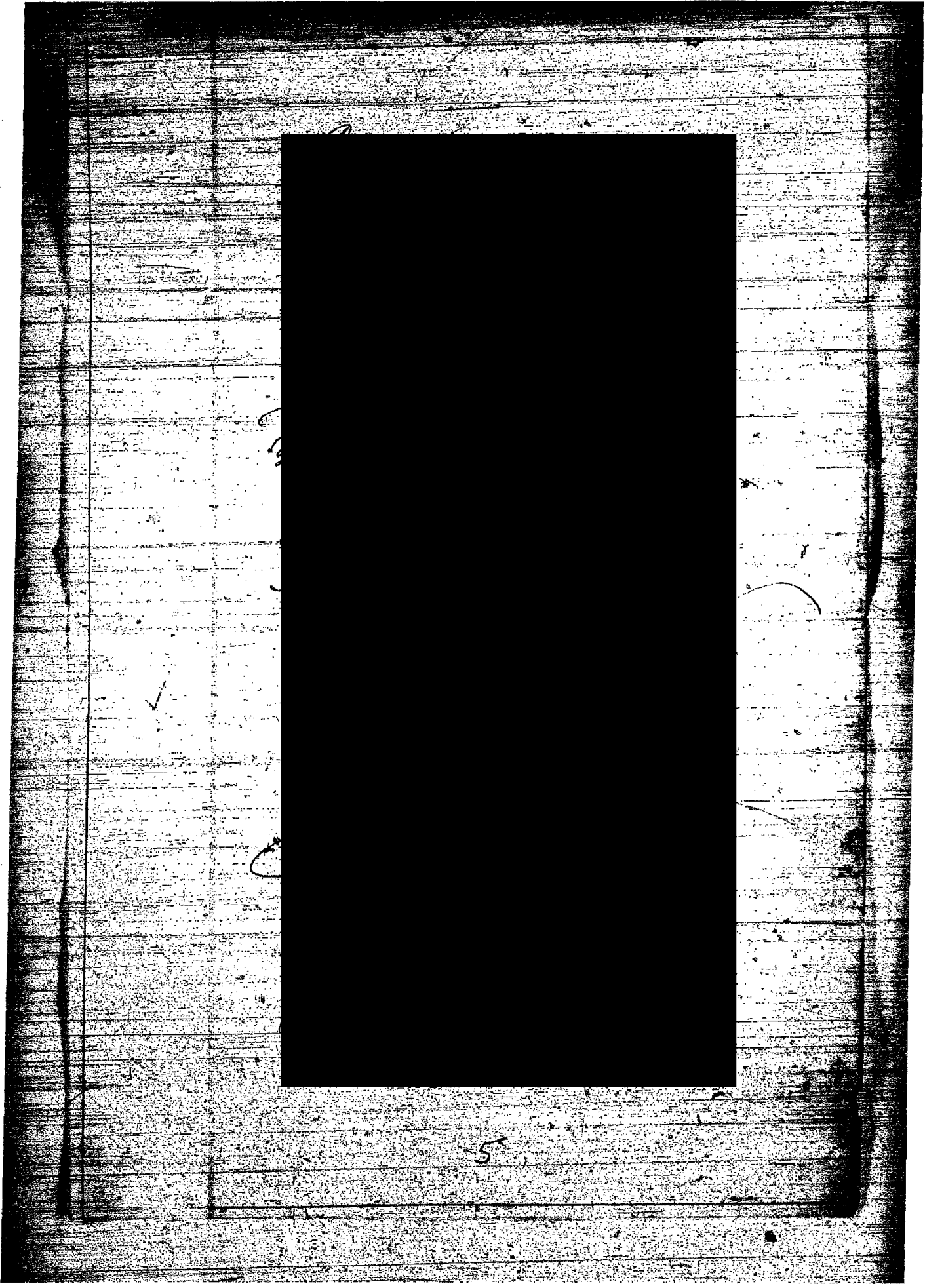
That the number of Directors of said Association who shall manage the same shall be Captain (15).

IV. Names of Directors!

That the names of the Directors of said Association who shall manage the same for the first year of its existence, are as follows:-



Dr. Thomas Wood, one hour's account
affixed our grains, at the City of New
York, this Fifteenth day of September
Eighteen hundred and Seventy One
Thomas Wood



State of New York
City and County of New York
All various papers within the City of New York
City of New York, together with the
several acts, before me personally appointed
Alexander Taylor, A. E. Burdick, Geo. W. May Jr., Henry
Geo. Wood Smith, Fred. W. Mason, Joseph B. Kilduff
J. B. Woodman, Smith W. Park, John Cornell, John
A. Rodgers, W. C. Squire, Augustus French, David A.
Spencer, W. L. Shaw, J. McQuindry, W. C. Church,
Thos. J. Dakin, Henry Woodruff, A. W. Burdick,
W. B. Allen, H. J. Selvidgus, F. Whittaker, A. F. Hanning,
W. L. S. Quincy, Marcellus Hartley, Francis Allen,
Eugene W. Clark, James W. Chadwick,
William J. Harding, A. D. Casper,
Josiah Potter, Joshua M. Warren,
J. S. Giles & J. P. Church.

Known to me to be the persons described in
and who executed the foregoing certificate, and
they signed the said certificate before me and
sincerely acknowledged that they executed the same
for the purposes therein mentioned.

(In witness whereof)

Notary Public

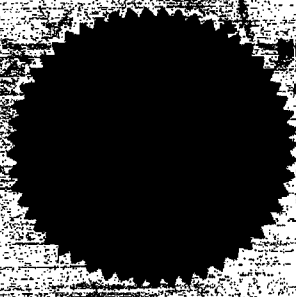
History of the
County

State of New York
City and County of New York

I, CHARLES E. LOEW, Clerk of the said City and County, and Clerk
of the Supreme Court of said State for said County,

Do Certify, that I have compared the annexed with the original
Certificate of Incorporation of
The "National Rifle Association"

on file in my office, and that the same is a correct transcript
therefrom, and of the whole of such original.



In Witness Whereof, I have hereunto subscribed my name,
and affixed my official seal, this 17th
day of November 1871.

[Redacted signature]

Clerk.

Filed Jan. 25, 1871

William D.

Sec. Secy of State

In the matter of the
incorporation

of
The National Rifle
Association

Certificate of Incorporation

Geo. H. Thayer
of Council

I hereby consent and approve
of the incorporation of
The National Rifle Association
under the within certificate
Dated New York Jan. 17, 1871

[Redacted]
[Redacted]
[Redacted]

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on April 12, 2019.



Whitney Clark
Deputy Secretary of State for Business and
Licensing Services

Supreme Court of the State of
New York, at a Special Term
thereof held at the Court House in the
City of New York on the third
Monday of September 1877.

Michael
Howe Thomas B. Westphal, Justice

In the matter of the application of
The National Rifle Association
for an order authorizing it to
assume its proposed new
corporate name.

30.

On reading and filing the annexed
verbal petition of The National Rifle
Association, and affidavits of proof of
publication for six weeks of the notice
of this application.

And in answer of Geo. R. Carrington
Esq. Attorney for said Association, it
appearing to the satisfaction of this Court,
that such notice has been published,
and that this application is made in
pursuance of a resolution of the Board
of said Corporation, and that there is
no reasonable objection to said corpo-
ration changing its name.

Ordered, that the said The

National Rifle Association, Inc. and
the same is hereby authorized to
assume its proposed new corporate name
and to be known as The National Rifle
Association of America.

And it is further ordered that
this order be published, at least once
in each week for four weeks, in the
Troy Field and Farm, a newspaper
published in New York County.

A Copy

[Redacted Signature]

98

11-30-22

442

Supreme Court

In the matter of the
application of the
National Rifle Association
for an order authorizing
it to assume its proposed
new corporate name.

Filed October 26th 1877

[Redacted]

Dep Secy of State

1 W - 30 - 3

AA

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on April 12, 2019.



Whitney Clark
Deputy Secretary of State for Business and
Licensing Services

Certificate of Report of Existence
of

THE NATIONAL RIFLE ASSOCIATION OF AMERICA,
Exact Name of Corporation

Pursuant to Section 57 of the Membership Corporations Law

1. The name of the corporation is THE NATIONAL RIFLE ASSOCIATION
OF AMERICA, The
Name of Corporation

original name was The National Rifle Association
If name has been changed, insert original name.

2. The certificate of incorporation was filed in the Department
of State on November 17, 1871
Date of Incorporation

3. The corporation was formed pursuant to "An act for the incorporation of
societies or clubs for certain
social and recreative purposes."

Cite Incorporation Statute
L. Apr. 11, 1865, as amended

4. The existence of the foregoing corporation is hereby continued.

99



To be signed by an officer,
trustee, director or five
members in good standing.

[Signature]

City of Washington
District of Columbia
SS.:

On this 31st day of May, 1951, before me
personally appeared P. L. [Signature] to me personally known
and known to me to be the person(s) described in and who executed
the foregoing certificate, and (he) (~~they~~) thereupon acknowledged
to me that (he) (~~they~~) executed the same for the uses and purposes
therein mentioned.

My commission expires Oct. 14, 1951



Notary Public
City of Washington

NOTE: If the foregoing acknowledgment is taken without the State of
New York, the signature of the notary public should be
authenticated by a certificate of the clerk of the county in
which such notary has power to act, or other proper officer.

Serial **A** 13141

DISTRICT OF COLUMBIA

To ALL WHOM THESE PRESENTS SHALL COME, GREETING:
LEWIS E. THOMAS

I CERTIFY THAT

whose name is subscribed to the accompanying instrument, was at the time of signing the same a Notary Public in and for the District of Columbia, and duly commissioned and authorized by the laws of said District of Columbia to take the acknowledgment and proof of deeds or conveyance of lands, tenements, or hereditaments, and other instruments in writing to be recorded in said District, and to administer oaths; and that I am well acquainted with the handwriting of said Notary Public and verily believe that the signature and impression of seal thereon are genuine, after comparison with signature and impression of seal on file in this office.

In WITNESS WHEREOF, the Secretary to the Board of Commissioners of the District of Columbia, has hereunto caused the Seal of the District of Columbia to be affixed at the City of Washington, D. C. this

1st day of June 1951

(D. C. SEAL)



Secretary, Board of Commissioners.

NOTARY PUBLIC, Board of Commissioners

2221-99

Certificate of Report of
Existence of

THE NATIONAL RIFLE ASSOCIATION
OF AMERICA, INC.

Exact Name of Corporation

Pursuant to Section 57
of the
Membership Corporations
Law

National Rifle Association
1600 Rhode Island Avenue
Washington 6, D.C.

STATE OF NEW YORK
DEPARTMENT OF STATE

JUN 15 1951

REG. FEE \$5.00

James H. ...

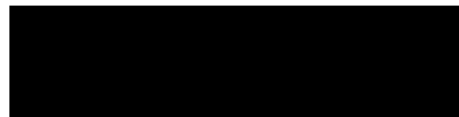
Secretary of State

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on April 12, 2019.



Whitney Clark
Deputy Secretary of State for Business and
Licensing Services



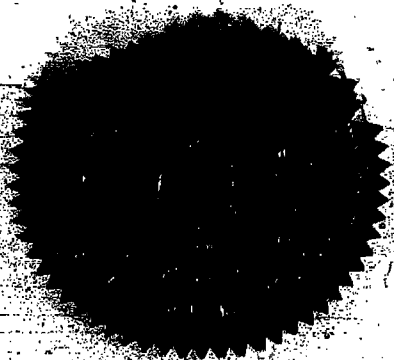
The University of the State of New York

STATE OF NEW YORK:
COUNTY OF ALBANY : SS.

Consent is hereby given to the change of purposes, powers and provisions contained in the certificate of incorporation of "THE NATIONAL RIFLE ASSOCIATION OF AMERICA," as set forth in the annexed certificate of change made under and pursuant to the provisions of Section 30 of the Membership Corporations Law.

This consent, however, shall in no way be construed as an approval by the Education Department, Board of Regents or Commissioner of Education of the purposes and objects of this corporation, nor shall it be construed as giving the officers or agents of this corporation the right to use the name of the University of the State of New York, Education Department, Board of Regents or Commissioner of Education in its publications and advertising matter, nor shall it be deemed to be a waiver of the approval of the Board of Regents for the conduct of a correspondence school by such corporation as provided in Section 5002 of the Education Law.

IN WITNESS WHEREOF, I, James E. Allen, Jr.,
Commissioner of Education of the State
of New York, for and on behalf of the
State Education Department, do hereunto
set my hand and affix the seal of the
State Education Department, at the City
of Albany, this 14th day of May 1956.



[Redacted Signature]

Commissioner of Education

CERTIFICATE OF EXTENSION OF PURPOSES
AND TO PROVIDE A STATED NUMBER OF DIRECTORS
OF THE NATIONAL RIFLE ASSOCIATION OF AMERICA,
PURSUANT TO SECTION THIRTY
OF THE MEMBERSHIP CORPORATIONS LAW

1. The name of the corporation is The National Rifle Association of America. It was originally incorporated under the name of The National Rifle Association.

2. The certificate of incorporation was filed in the office of the Clerk of the Supreme Court of New York for the County of New York on November 17, 1871, and a certified copy thereof was filed in the office of the Secretary of State of New York on November 20, 1871.

3. The following purposes are to be added to those stated in the certificate of incorporation:

"And to promote social welfare and public safety, law and order, and the national defense; to educate and train citizens of good repute in the safe and efficient handling of small arms, and in the technique of design, production and group instruction; to increase the knowledge of small arms and promote efficiency in the use of such arms on the part of members of law enforcement agencies, of the armed forces, and of citizens who would be subject to service in the event of war; and generally to encourage the lawful ownership and use of small arms by citizens of good repute."

4. The certificate of incorporation provides for fifteen directors. This is to be changed so that it is provided that:

"The number of directors shall be not less than fifteen, nor more than one hundred."

In Witness Whereof, we, being President and Secretary respectively of The National Rifle Association of America, have set our hands and the seal of said corporation this 22nd day of March, 1956, in the City of Washington, District of Columbia.

[Redacted Signature]

[Redacted Signature]

20899

20899

ACKNOWLEDGMENT

DISTRICT OF COLUMBIA, ss:

On the 22nd day of March, 1956, before me personally appeared Morton C. Myrman, President of The National Rifle Association of America, and Frank C. Daniel, its secretary, known to me to be the President and Secretary of said Corporation, and the persons who executed the foregoing certificate and duly signed the said certificate before me, and severally acknowledged that they executed the same for the purposes therein mentioned, and that it is their act.

Witness my hand and seal in the District of Columbia this 22nd day of March, 1956.

[Redacted Signature]
Notary Public, D. C.

My Commission Expires: June 14 1959

I, **JOSEPH A. GAVAGAN**, a Justice of the New York State Supreme Court, First Judicial District, hereby approve the foregoing certificate to extend the purposes and provide a stated minimum number of directors of The National Rifle Association of America, this 14th day of June, 1956.

[Redacted Signature]
JUSTICE OF THE SUPREME COURT
OF THE STATE OF NEW YORK
JOSEPH A. GAVAGAN

20789-3

Serial

A 49776

DISTRICT OF COLUMBIA

To ALL WHOM THESE PRESENTS SHALL COME, GREETING:

MARIE STARCZEWSKI

I CERTIFY THAT

whose name is subscribed to the accompanying instrument, was at the time of signing the same a Notary Public in and for the District of Columbia, and duly commissioned and authorized by the laws of said District of Columbia to take the acknowledgment and proof of deeds or conveyance of lands, tenements, or hereditaments, and other instruments in writing to be recorded in said District, and to administer oaths; and that I am well acquainted with the handwriting of said Notary Public and verily believe that the signature and impression of seal thereon are genuine, after comparison with signature and impression of seal on file in this office.

IN WITNESS WHEREOF, the Secretary to the Board of Commissioners of the District of Columbia, has hereunto caused the Seal of the District of Columbia to be affixed at the City of Washington, D. C., this

30th

day of APRIL, 1956

(D. C. SEAL)

CHIEF, NOTARY PUBLIC SECTION

20899-4

AFFIDAVIT

DISTRICT OF COLUMBIA, ss:

Morton C. Mumma and Frank C. Daniel, each being duly sworn, each on his oath says that they are President and Secretary respectively of The National Rifle Association of America, a New York membership corporation, and that they were authorized to execute and file the foregoing and annexed certificate, pursuant to Section 30 of the Membership Corporations Law of New York, by the concurring vote of a majority of the members of said corporation present at an annual meeting of said corporation held March 20, 1956, upon notice pursuant to and in compliance with Section 43 of the Membership Corporations Law of New York.

[Redacted Signature]

Morton C. Mumma
Rear Admiral, U.S.N. (Ret'd)

[Redacted Signature]

Frank C. Daniel

Subscribed and sworn to before me this 22nd day of March, 1956.

[Redacted Signature]

Notary Public, D. C.

My Commission Expires: June 14 1957

Serial

A 49777

DISTRICT OF COLUMBIA

To ALL WHOM THESE PRESENTS SHALL COME GREETING:

MARIE STARCZEWSKI

I CERTIFY THAT

whose name is subscribed to the accompanying instrument, was at the time of signing the same a Notary Public in and for the District of Columbia, and duly commissioned and authorized by the laws of said District of Columbia to take the acknowledgments and proof of deeds or conveyance of lands, tenements, or hereditaments, and other instruments in writing to be recorded in said District, and to administer oaths; and that I am well acquainted with the handwriting of said Notary Public and verily believe that the signature and impression of seal thereon are genuine, after comparison with signature and impression of seal on file in this office.

IN WITNESS WHEREOF, the Secretary to the Board of Commissioners of the District of Columbia, has hereunto caused the Seal of the District of Columbia to be affixed at the City of Washington, D. C., this

TENTH

day of

APRIL, 1956

(D. C. SEAL)

CHIEF, NOTARY PUBLIC SECTION

20899-6

copy national Rifle Association
11-20-51
NYG *11P-17*

29

CERTIFICATE OF EXTENSION OF
PURPOSES AND TO PROVIDE A STATED
MINIMUM NUMBER OF DIRECTORS OF THE
NATIONAL RIFLE ASSOCIATION OF
AMERICA, PURSUANT TO SECTION THIRTY
OF THE MEMBERSHIP CORPORATIONS LAW.

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUN 4 - 1956
TAX \$ *None*
FILING FEE \$ *25*

[Redacted]

Secretary of State

[Redacted Signature]

CO. 2 M.
KOBBE THATCHER
+ FREDERICK
61 BWAY
NY 6
NY

LAW OFFICES
WHITEFORD, HART, CARMODY & WILSON
215 FIFTEENTH STREET, NORTHWEST
WASHINGTON, D.C.

MAY 28 1956

20899

7-66807

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on April 12, 2019.



Whitney Clark
Deputy Secretary of State for Business and
Licensing Services

A 95464
DIVISION OF CORPORATIONS AND STATE RECORDS
162 Washington Avenue, Albany 12225

CERTIFICATE OF TYPE OF NOT-FOR-PROFIT CORPORATION
OF

THE NATIONAL RIFLE ASSOCIATION OF AMERICA

Exact Name of Corporation

Under Section 113 of the Not-for-Profit Corporation Law

The name of the corporation is THE NATIONAL RIFLE ASSOCIATION OF AMERICA

The original name was THE NATIONAL RIFLE ASSOCIATION

The certificate of incorporation was filed by the Department of State on
November 20, 1871 Date of Incorporation

The corporation was formed pursuant to an Act of the Legislature of New York entitled
"An Act for the Incorporation of Societies or Clubs, for certain Social
and Recreative Purposes", passed April 11, 1865, as amended.
Cite Incorporation Statute

The post office address to which the Secretary of State
shall mail a copy of any notice required by law is

1600 Rhode Island Avenue, N. W., Washington, D.C. 20036, Attn: Secretary

That under Section 201, it is a Type B Not-for-Profit Corporation as defined in this chapter.
(Insert A, B, C or D)

IN WITNESS WHEREOF, this certificate has been subscribed this 22 day of August 1973 at the District of Columbia
by the undersigned who affirm(s) that the statements made herein are true under the penalties of perjury.

THE NATIONAL RIFLE ASSOCIATION OF AMERICA

To be signed pursuant to
Section 104(d) of the N-PCL

By: [Redacted]
C. R. Guterma, President

ATTEST: [Redacted]
Print or Type Names
Frank C. Daniel, Secretary

NOTE: The fee for filing the foregoing certificate is \$10 payable to the Department of State by certified check or money order.
Every corporation required to file under Paragraph (a) of Section 113 of the N-PCL will be considered a Type B corporation until it has filed a
certificate of type.

A 95464, J

CERTIFICATE OF TYPE
OF
NOT-FOR-PROFIT CORPORATION
OF

THE NATIONAL RIFLE ASSOCIATION
OF AMERICA
Exact Name of Corporation

Memberships

Good - 10/10/1877

Under Section 113
of the
NOT-FOR-PROFIT CORPORATION LAW

S

*orig: The National Rifle Association: N.Y. Co.
11/20/1877 11P-17*

*no typed div
no int. add. filed*

M

The National Rifle Association
of America
1600 Rhode Island Avenue, N. W.
Washington, D. C. 20036
Attention: Secretary

Name and address of filer

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED AUG 28 1973

TAX \$ None
FILING FEE \$ 10

John P. Lansing

[Redacted Signature]

*3174
Type B*

J

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on April 12, 2019.



Whitney Clark
Deputy Secretary of State for Business and
Licensing Services



The University of the State of New York

STATE OF NEW YORK)
) SS.:
COUNTY OF ALBANY)

A436751

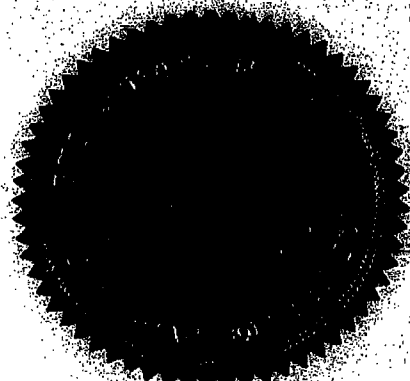
Consent is hereby given to the change of purposes of
THE NATIONAL RIFLE ASSOCIATION OF AMERICA contained in the certifi-
cate of incorporation as set forth in the annexed certificate
of amendment made under and pursuant to the provisions of section
803 of the Not-For-Profit Corporation Law.

This consent to filing, however, shall not be construed
as approval by the Board of Regents, the Commissioner of Education
or the State Education Department of the purposes or objects of
such corporation, nor shall it be construed as giving the officers
or agents of such corporation the right to use the name of the
Board of Regents, the Commissioner of Education, the University
of the State of New York or the State Education Department in its
publications or advertising matter.

IN WITNESS WHEREOF this instrument is
executed and the seal of the State
Education Department is affixed
this 3rd day of August, 1977.

Gordon M. Ambach
Commissioner of Education

Robert D. Stone
Counsel and Deputy Commissioner
for Legal Affairs



**CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
THE NATIONAL RIFLE ASSOCIATION OF
AMERICA UNDER SECTION 803 OF
THE NOT-FOR-PROFIT CORPORATION
LAW**

These presents certify that:

1. The name of this corporation is the National Rifle Association of America. It was originally formed under the name of The National Rifle Association.

2. This corporation's certificate of incorporation was filed by the Department of State of New York on November 20, 1871 under the provisions of An Act of the Legislature of the State of New York for the incorporation of societies or clubs for certain social and recreative purposes, passed on the 11th day of April, 1865, and the various Acts of said Legislature amendatory thereof.

3. This corporation is a corporation as defined in subparagraph (a) (5) of section 102 (Definitions) of the New York Not-for-Profit Corporation law; it is a Type B corporation under section 201 of said Law; and it shall hereafter continue to be such a Type B corporation.

4. The post office address to which the Secretary of State shall mail a copy of any notice required by law is 1600 Rhode Island Avenue, N. W., Washington, D. C. 20036.

5. (a) The certificate of incorporation as amended is further amended by deleting the purposes added by the Certificate of Extension of Purposes and to Provide a Minimum Number of Directors, filed on June 4, 1956 in the Department of State of New York, which read as follows:

"And to promote social welfare and public safety, law and order, and the national defense; to educate and train citizens of good repute in the safe and efficient handling of small arms, and in the technique of design, production and group instruction; to increase the knowledge of small arms and promote efficiency in the use of such arms on the part of members of law enforcement agencies, of the armed forces, and of citizens who would be subject to service in the event of war; and generally to encourage the lawful ownership and use of small arms by citizens of good repute."

(b) The following purposes are to be added to those stated in the certificate of incorporation originally filed in the office of the Clerk of the County of New York on November 17, 1971 and a copy filed in the office of the Secretary of State of New York on November 20, 1971:

"And to promote and educate and train citizens of good repute in the safe and efficient handling of small arms, and in the technique of design, production and group instruction; to promote public safety, hunter safety, hunting safely with firearms, law and order, and the national defense; to increase the knowledge of small arms and promote efficiency in the use of such arms on the part of members of law enforcement agencies, of the armed forces, and of citizens who would be subject to service in the event of war; and generally to encourage the lawful ownership and use of small arms by citizens of good repute; and to educate, promote, and further the right of the individual of good repute to keep and bear arms as a common law and constitutional right both of the individual citizen and of the collective militia."

6. The aforesaid amendment of the certificate of incorporation was authorized by a resolution of the members of this corporation passed by the affirmative vote at least equal to a quorum, said vote being the majority vote of the members entitled to vote thereon cast at the annual member's meeting of May 21, 1977

held in Cincinnati, Ohio, that the certificate of incorporation of the National Rifle Association of America, a Not-for-Profit Corporation of New York, be amended as aforesaid.

7. That the original certificate of incorporation and/or amendments thereof have had endorsed upon or attached thereto consents of Justices of the Supreme Court of the State of New York and the Commissioner of Education of New York. Prior to the delivery of this certificate to the Department of State for filing consents of a Justice of the Supreme Court and of the Commissioner of Education will be endorsed upon or annexed to this certificate.

In witness whereof we, being President and Secretary respectively of The National Rifle Association of America, have set our hands and the seal of said corporation this 15th day of July, 1977 in the City of Washington, District of Columbia.


LLOYD M. MUSTIN, PRESIDENT

(SEAL)


WARREN L. CHEEK, SECRETARY

VERIFICATION

DISTRICT OF COLUMBIA, ss:

Lloyd M. Mustin and Warren L. Cheek, each being duly sworn, each on his oath says that they are President and Secretary respectively of The National Rifle Association, a New York Not-for-Profit Corporation, and that they attended the meeting of members of said corporation in Cincinnati, Ohio commencing on May 21, 1977, and that the matters and facts set forth in the


4

foregoing and annexed certificate are true.


Lloyd M. Mustin, President


Warren L. Cheek, Secretary

Subscribed and sworn to before me this 15th day of
July, 1977.


Notary Public, D.C.
JACQUELYN C. JETT

My Commission Expires: November 30, 1978

Serial A 27985

DISTRICT OF COLUMBIA

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I CERTIFY THAT JACQUELYN C. JETT

whose name is subscribed to the accompanying instrument, was at the time of signing the same a Notary Public in and for the District of Columbia, and duly commissioned and authorized by the laws of said District of Columbia to take the acknowledgment and proof of deeds or conveyance of lands, tenements, or hereditaments, and other instruments in writing to be recorded in said District, and to administer oaths; and that I am well acquainted with the handwriting of said Notary Public and verily believe that the signature and impression of seal thereon are genuine, after comparison with signature and impression of seal on file in this office.

IN WITNESS WHEREOF, the Executive Secretary to Commissioner of the District of Columbia, has hereunto caused the Seal of the District of Columbia to be affixed at the City of Washington, D.C., this

(D. C. SEAT.) _____ 18 day of JULY, 1977

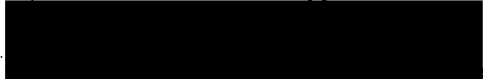


Chief, Notary Public Section

I, **XAVIER C. RICCOBONO** hereby approve the fore-
going Certificate of Amendment of the Certificate of Incorporation
of NATIONAL RIFLE ASSOCIATION OF AMERICA
and consent to the filing of the same by the Department of State
of the State of New York.

Dated: NEW YORK, N.Y. 1977

SEP 23 1977


Justice of the Supreme Court
First Judicial District

XAVIER C. RICCOBONO

9/16/77
THE UNDERSIGNED HAS NO
OBJECTION TO THE GRANTING
OF JUDICIAL APPROVAL
HEREON AND WAIVES
STATUTORY NOTICE

LOUIS J. LEFKOWITZ
Attorney General
State of New York


CAROLE L. WEZDMAN
Deputy Assistant Attorney General

A436751

[Handwritten signature]

**CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
NATIONAL RIFLE ASSOCIATION OF
AMERICA UNDER SECTION 803 OF THE
NOT-FOR-PROFIT CORPORATION LAW.**

assd. 10/26/1877 NY-Co

1W-30

orig: The National Rifle Association

11/20/1871 11P-17

NFP type B

Not. add. 1600 Rhode Island Ave
N.W.

Washington D.C.

20036

att: Sec'y

A

STATE OF NEW YORK
DEPARTMENT OF STATE

TAX \$ none

FILING FEE \$ 30

FILED OCT 19 1977

[Redacted]

Secretary of State

[Signature]

3/17/77
Type B

all: *[Redacted]*

CADWALADER, WICKERSHAM & TAFT
(212) 785-1000
One Wall Street • New York, N. Y. 10005

7

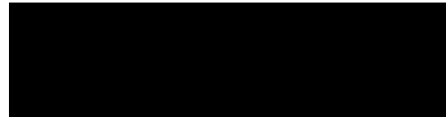
STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on April 12, 2019.



Whitney Clark
Deputy Secretary of State for Business and
Licensing Services

CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF THE NATIONAL
RIFLE ASSOCIATION OF AMERICA UNDER SECTION 803
OF THE NOT-FOR-PROFIT CORPORATION LAW

PURSUANT to S 803 of the New York Not-for-Profit Corporation Law (hereafter the "N-P.C.L."), this Certificate of Amendment is made and filed as follows:

1. The name of this corporation is The National Rifle Association of America. It was originally formed under the name of the National Rifle Association.

2. The corporation's certificate of incorporation was filed by the Department of State of New York on November 20, 1871, under the provisions of An Act of the Legislature of the State of New York for the incorporation of societies or clubs for certain social and recreative purposes, passed on the 11th day of April, 1865, as such Act has been amended.

3. This corporation is a corporation as defined in subparagraph (a) (5) of section 102 (Definitions) of the New York Not-for-Profit Corporation Law; it is a Type B corporation under section 201 of said Law; and it shall hereafter continue to be a Type B corporation.

4. The certificate of incorporation, as amended, is further amended to add the following new section:

"V. Amendment of Bylaws


That the Bylaws of the corporation may be amended without a meeting of members, upon written consent of a majority of the members voting in writing in response to a written solicitation of such written consent addressed to all members entitled to vote."

3277606


5. This amendment of the certificate of incorporation was duly authorized, pursuant to N-P.C.L. S 802(a)(1) by a resolution of the members of this corporation passed at the annual meeting of members on April 20, 1985, in Seattle, Washington.

6. The Secretary of State of New York is the designated agent for service of process on the corporation. The post office address to which the Secretary of State shall mail a copy of any notice required by law is 1600 Rhode Island Avenue, N.W., Washington, D.C. 20036.

In witness whereof we, being President and Secretary, respectively, of The National Rifle Association of America, have set our hands and the seal of said corporation this 1st day of OCTOBER, 1985 in the City of Washington, District of Columbia.


Alonzo H. Garcelon, D.D.S.
President

(SEAL)


Warren L. Cheek
Secretary

VERIFICATION

DISTRICT OF COLUMBIA, ss:


Alonzo H. Garcelon, being duly sworn, on his oath says that he is President of The National Rifle Association of America, a New York Not-for-Profit Corporation, that he attended the meeting of members of said corporation in Seattle, Washington, on April 20, 1985; that he has read the foregoing and annexed certificate, and that the statements contained therein are known by him to be true and correct.


Alonzo H. Garcelon, President

VERIFICATION


DISTRICT OF COLUMBIA, ss:

Warren L. Cheek, being duly sworn, on his oath says that he is Secretary of The National Rifle Association of America, a New York Not-for-Profit Corporation, that he attended the meeting of members of said corporation in Seattle, Washington, on April 20, 1985; that he has read the foregoing and annexed certificate; and that the statements contained therein are known by him to be true and correct.


Warren L. Cheek, Secretary

Subscribed and sworn to before me this 17th day of

October, 1985.


Notary Public

My Commission Expires:

My Commission Expires April 30, 1986

FILED

OCT 15 9 12 AM '85

8277606

OCT 12 2 PM '85

8277606

OCT 10 10 PM '85

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 15 1985

AMOUNT OF CHECK \$	44
FILE FEE \$	30
TAX \$	
COUNTY FEE \$	
COPY \$	4
CERT \$	
REFUND \$	
SPEC HANDLE \$	10

BY 8 New York
Type B

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
THE NATIONAL RIFLE ASSOCIATION OF AMERICA

UNDER SECTION 803 OF THE
NOT-FOR-PROFIT CORPORATION LAW

CADWALADER, WICKERSHAM & TAFT
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

100 Maiden Lane New York, N. Y. 10038

(212) 564-6000

BILLED

Handwritten notes:
 The National Rifle Association
 11/20/1871
 NY-17
 ing 9/2
 10/26 1877
 W-30
 11/36751-7
 1500 Rhode
 Island Ave
 Washington
 D.C.
 20038
 J. Lee

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on April 12, 2019.



Whitney Clark
Deputy Secretary of State for Business and
Licensing Services

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
41 State Street
Albany, NY 12231

F 021203000784

CSC 45

**CERTIFICATE OF CHANGE
OF**

NATIONAL RIFLE ASSOCIATION OF AMERICA
(Insert Name of Domestic Corporation)

Under Section 803-A of the Not-for Profit Corporation Law

FIRST: The name of the corporation is: NATIONAL RIFLE ASSOCIATION OF AMERICA

If the name of the corporation has been changed, the name under which it was formed is: _____

SECOND: The certificate of incorporation was filed by the Department of State on: _____

11/20/1871

THIRD: The change(s) effected hereby are: [Check appropriate box(es)]

The county location, within this state, in which the office of the corporation is located, is changed to: _____

The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is changed to: Corporation Service Company
80 State Street, Albany, NY 12207-2543

The corporation hereby: [Check one]

Designates _____

as its registered agent upon whom process against the corporation may be served.

Changes the designation of its registered agent to: _____
Corporation Service Company 80 State Street, Albany, NY 12207-2543

Changes the address of its registered agent to: _____

Revokes the authority of its registered agent.

FOURTH: The change was authorized by the board of directors.

(Signature)

Laura R. Dunlap, Attorney in Fact

(Name and Capacity of Signer)

CERTIFICATE OF CHANGE
OF

F 021203000784

NATIONAL RIFLE ASSOCIATION OF AMERICA
(Insert Name of Domestic Corporation)

615 45

Under Section 803-A of the Not-for-Profit Corporation Law

Filer's Name National Rifle Association of America

Address 11250 Waples Mill Road

City, State and Zip Code Fairfax, VA 22030

795279HXM

NOTE: This form was prepared by the New York State Department of State. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$20 filing fee.

For Office Use Only

JAC

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 03 2002
TAXS
BY: *JAC*
NY

2

810

**The NATIONAL RIFLE
ASSOCIATION
OF AMERICA**



BYLAWS

AS AMENDED
SEPTEMBER 10, 2016
APRIL 29, 2017

A NEW YORK STATE MEMBERSHIP
CORPORATION CHARTERED IN 1871

tabbles®
EXHIBIT
3 A

The National Rifle Association of America

The National Rifle Association, chartered in 1871, is not only the oldest sportsmen's organization in America, but also is an educational, recreational and public service organization dedicated to the right of the individual citizen to own and use firearms for recreation and defense.

The NRA is a nonprofit corporation supported by membership dues and contributions from public spirited members and clubs. It is not affiliated with any arms or ammunition manufacturer nor with any business which deals in guns or ammunition. It receives no appropriations from Congress.

The NRA cooperates with all branches of the United States Armed Forces, federal agencies, state and local governments interested in teaching small arms marksmanship and firearm safety to the maximum number of Americans.

During World War II, NRA members taught over one million seven hundred thousand Americans the correct use of small arms in preinduction training courses.

Past presidents of the Association include: U.S. President Ulysses S. Grant and General Philip H. Sheridan. Among the many notables who have been members of the National Rifle Association are eight Presidents of the United States, two Vice Presidents of the United States, two Chief Justices of the U.S. Supreme Court and numerous U.S. Congressmen, as well as legislators and officials of the several state governments.

(This supersedes the printed copy of the Bylaws as amended May 23, 2016).

NOTE: AMENDMENTS IN BOLD FACE ITALICS SHALL NOT BE REPEALED OR AMENDED BY THE BOARD OF DIRECTORS.

TABLE OF CONTENTS

ARTICLE I, NAME	1
ARTICLE II, PURPOSES AND OBJECTIVES	1
ARTICLE III, MEMBERSHIP	2
Section 1. Eligibility	2
Section 2. Dues and Contributions	2
Section 3. Individual Members	2
Section 4. Affiliated or Participating Organizations	4
Section 5. Admission to Membership	5
Section 6. Rights and Privileges of Members	6
Section 7. Members Holding Office	7
Section 8. Meetings of Members (Quorum)	7
Section 9. Duties of Members	8
Section 10. Voluntary Termination of Membership ..	9
Section 11. Involuntary Termination of Membership and Disciplinary Proceedings	9
Section 12. Committee on Hearings	12
ARTICLE IV, BOARD OF DIRECTORS	12
Section 1. Composition	12
Section 2. Powers and Duties	13
Section 3. Meetings (Quorum)	14
Section 4. Indemnification and Advancement of Expenses of Directors of the Association	15
ARTICLE V, OFFICERS	15
Section 1. Number and Election	15
Section 2. Duties of Officers	16
Section 3. Suspension and Removal	19
Section 4. Vacancies	21
Section 5. Compensation	21
Section 6. Bonds	22
ARTICLE VI, EXECUTIVE COMMITTEE	22
Section 1. Composition	22
Section 2. Powers and Duties	22
Section 3. Vacancies in the Executive Committee	23
Section 4. Meetings of the Executive Committee (Quorum)	23
ARTICLE VII, EXECUTIVE COUNCIL	24
Section 1. Composition	24
Section 2. Rights and Privileges	24
Section 3. Removal	25
ARTICLE VIII, NOMINATION AND ELECTION PROCEDURES (For Election of Director by the Mail Ballot)	25
Section 1. Nominating Committee	25
Section 2. Nomination and Election of Directors	27
Section 3. Nomination of Directors by Petition	31
Section 4. Election of One Director at Annual Meeting of Members	33

ARTICLE IX, REMOVAL OF ASSOCIATION OFFICIALS BY RECALL 34

 Section 1. Petition for Removal by Recall 34

 Section 2. Procedure 34

 Section 3. Filling of Vacancies Created by Removal of Office-Holder by Membership 38

ARTICLE X, NATIONAL RIFLE ASSOCIATION INSTITUTE FOR LEGISLATIVE ACTION 38

 Section 1. Name and Function 38

 Section 2. Officers 39

 Section 3. Planning 39

 Section 4. Reports 39

 Section 5. Directives 39

 Section 6. Prohibition of Political Contributions 40

ARTICLE XI, STANDING AND SPECIAL COMMITTEES OF THE ASSOCIATION 40

 Section 1. Standing Committees 40

 Section 2. Special Committees 41

 Section 3. Committee Members Appointed by President 41

 Section 4. Responsibilities of Committees 41

 Section 5. Limitations on Powers of Committees 42

 Section 6. Committee Organization; Meetings 42

 Section 7. Conference Telephone Meetings 42

ARTICLE XII, PROHIBITION OF PROXY VOTING 43

ARTICLE XIII, CORPORATE SEAL 43

ARTICLE XIV, ORDER OF BUSINESS 43

 Section 1. Order of Business 43

 Section 2. Parliamentary Authority and Parliamentarian 44

 Section 3. Taking of Votes at Annual Meeting of Members 45

ARTICLE XV, AMENDMENTS 45

 Section 1. Amendments by the Board of Directors 45

 Section 2. Germane Amendments 46

 Section 3. Amendments by Mail by the Membership 46

 Section 4. Authority to Amend or Repeal 48

ARTICLE XVI, AMENDMENTS TO THE CERTIFICATE OF INCORPORATION 48

 Section 1. Recommendation by the Board of Directors 48

 Section 2. Adoption by Members 49

 Section 3. Publication of Notice 50

ARTICLE XVII, DIRECTED VOTING PROCEDURE OF MEMBERS 50

Bylaws

ARTICLE I

Name

The name of this organization is the National Rifle Association of America.

ARTICLE II

Purposes And Objectives

The purposes and objectives of the National Rifle Association of America are:

1. To protect and defend the Constitution of the United States, especially with reference to the God-given inalienable right of the individual American citizen guaranteed by such Constitution to acquire, possess, collect, exhibit, transport, carry, transfer ownership of, and enjoy the right to use, keep and bear arms, in order that the people may exercise their individual rights of self-preservation and defense of family, person, and property, and to serve in the militia of all law-abiding men and women for the defense of the Republic and the individual liberty of the citizens of our communities, our states and our great nation;

2. To promote public safety, law and order, and the national defense;

3. To train members of law enforcement agencies, the armed forces, the National Guard, the militia, and people of good repute in marksmanship and in the safe handling and efficient use of small arms;

4. To foster, promote and support the shooting sports, including the advancement of amateur and junior competitions in marksmanship at the local, state, regional, national, international, and Olympic levels;

5. To promote hunter safety, and to promote and defend hunting as a shooting sport, for subsistence, and as a viable and necessary method of fostering the propagation, growth and conservation, and wise use of our renewable wildlife resources.

The Association may take all actions necessary and proper in the furtherance of these purposes and objectives.

Article III, Sec. 1

ARTICLE III

Membership

Section 1. Eligibility.

(a) Any citizen of the United States who is and while he remains of good repute, who subscribes to the objectives and purposes of the Association, or any organization as hereinafter described, shall be eligible to be a member of the Association, provided that citizens of foreign nations and organizations composed in whole or in major part of citizens of foreign nations may be admitted to membership as provided in Sections 3 and 4 of this Article.

(b) No individual who is a member of, and no organization composed in whole or in part of individuals who are members of, any organization or group having as its purpose or one of its purposes the overthrow by force and violence of the Government of the United States or any of its political subdivisions shall be eligible for membership.

Section 2. Dues and Contributions.

The dues or minimum contributions of each class of membership shall be fixed by the Board of Directors. Except for those persons who are lifetime members elected prior to July 1, 1979, all members of all classes with addresses not within the domestic United States may be required to pay the additional postage costs necessary for Association mailings to their stated addresses. The imposition of such requirement and the amount of such costs shall be determined administratively from time to time.

Section 3. Individual Members.

(a) **Individual Members.** Individual members shall be Benefactor, Patron, Endowment, Life, Annual, and such other members as are designated in this section.

(b) **Honorary Life Member.** A person may be nominated for Honorary Life membership by the Executive Council and be elected to such

Article III, Sec. 3

membership by the Board of Directors in recognition of outstanding service to the Association on a national scale in any one or more of the primary fields of endeavor of the National Rifle Association of America. Not more than three individuals shall be elected as Honorary Life Members in any one calendar year. Honorary Life Members shall enjoy all the rights and privileges of Life Members.

(c) **Lifetime Members.** Benefactor, Patron, Endowment, and Life Members are members for life.

(d) **Associate Member.** A person who elects to pay reduced dues may become an Associate member on an annual basis upon payment of such dues as may be determined by the Board of Directors.

(e) **Junior Member.** A person 20 years of age or under, who pays such dues as may be determined by the Board of Directors, may become a junior member. Such status shall continue through the end of the calendar year in which his or her 20th birthday occurs.

(f) **Non-Citizen Member.** A citizen of a nation other than the United States, whether resident within or without the United States, who is interested in the pursuit of the purposes and objectives of the Association may become a member of the Association in any of the classes listed in this Section, subject to the limitation of Section 6(e) of this Article, upon the fulfillment of any condition for membership within said class. Non-citizen memberships shall be subject to termination or suspension by vote of the Board of Directors, or the Executive Committee, if the Board is not in session, whenever, by proclamation of the President of the United States, or by action of the Congress, the nation of which any such member is a citizen is in a state of war or active military hostilities with the United States, and good cause exists for such termination or suspension.

(g) **Membership Categories.** The Board of Directors may establish Membership Categories for individual members of various Membership Classes. Membership shall be in accordance

Article III, Sec. 4

with administrative requirements and procedures approved by the Executive Vice President. The Board may provide for reduced or augmented dues for members belonging to such categories.

(h) **Upgrading Class of Membership.** An individual member of one class may become a member of a different class, if qualified therefor, by contributing the minimum dues or contribution specified by the Board of Directors for the class of membership desired, less the contribution specified for his current membership.

Section 4. Affiliated or Participating Organizations.

(a) **Affiliated Organizations.**

The following affiliated organizations are organization members:

(1) **State Association.** An organization in a single state or territory that promotes and supports the purposes and objectives, policies and programs of the National Rifle Association. Membership shall be composed primarily of individuals, clubs and other organizations of that state or territory. Affiliation as the official State Association shall be by approval of the Board of Directors of the National Rifle Association, and not more than one organization may be so affiliated to represent any state or territory.

(2) **Approved Organization.** An organization other than a local club, composed primarily of individuals and/or clubs from a single state or territory, formed to promote one or more of the purposes and objectives of the National Rifle Association in the state or territory for which it is organized. Affiliation shall be in accordance with administrative requirements and procedures approved by the Executive Vice President.

An organization whose purposes and/or programs conflict with those of an existing affiliate in a state or territory shall not be affiliated.

(3) **Club.** A local organization composed of not less than five citizens of the United States, whose purposes are consistent with those of the National Rifle Association. Affiliation shall be

Article III, Sec. 5

in accordance with administrative requirements and procedures approved by the Executive Vice President.

(b) Non-Citizen Organizations.

An organization of five or more members, wherever located, composed in whole or in major part of citizens of countries other than the United States, the purposes of which are consistent with those of the National Rifle Association. Enrollment shall be in accordance with administrative requirements and procedures approved by the Executive Vice President. Such organization membership shall be subject to termination or suspension in the same manner as provided in Section 3(f) of this article.

(c) Participation By Other Organizations.

A nonprofit organization, including a national, regional, or state membership organization, educational institution, summer camp, or law enforcement organization, the purposes of which are not inconsistent with those of the National Rifle Association, may affiliate with the NRA or participate in programs of the NRA, in accordance with administrative requirements and procedures approved by the Executive Vice President.

A commercial organization or enterprise, including a private security agency, the purposes of which are not inconsistent with those of the National Rifle Association, may participate in specific programs of the NRA, in accordance with administrative requirements and procedures approved by the Executive Vice President.

Section 5. Admission to Membership.

(a) An appropriate card, certificate or insignia shall be issued to each member as evidence of membership.

(b) Any applicant for any class of membership or affiliation may be refused admission or affiliation by the Board of Directors for any reason deemed by it to be sufficient.

Article III, Sec. 6

Section 6. Rights and Privileges of Members.

(a) All members who comply with the regulations and meet the conditions specified for any particular match shall have the privilege of competing in such match whether conducted by the Association or its affiliated organizations and of qualifying for such awards as may be established by the Association.

(b) All members shall have the privilege of requesting and receiving from the Association such advice and assistance as may be currently available concerning small arms, ammunition and accessories, range construction, and organization and management of clubs and competitions. A reasonable charge may be made by the Association for such assistance.

(c) Except as provided in this subsection, all individual members of the Association shall be entitled to a subscription to the official journal as a privilege of membership. The Board of Directors may determine reduced dues or contributions for Associate, Junior or undesignated Family members of the Association, on the condition that such members electing to pay reduced dues or contributions shall not be entitled to a subscription to the official journal. Except as provided in Article IV, Section 1(a)(2), no Associate member, Junior member, or undesignated Family member shall be entitled to vote.

(d) All members shall have the privilege to attend and be heard at all official meetings of members, and shall have the right to attend all meetings of the Board of Directors, Executive Committee, and standing and special committees of the Association, except during executive sessions thereof.

(e)(1) Fully paid lifetime members and annual members with five or more consecutive years of membership, as shown in the Association's membership records, who have attained the age of 18 years on or before the fiftieth (50th) day prior to the date of the annual meeting of members and who are citizens of the United States of America shall be entitled to vote. Each such member shall be entitled to cast a vote for not more than one person for each vacancy on the Board of Directors to be filled by the membership at any election of

Article III, Sec. 8

Directors, which vote shall be cast as provided in these Bylaws. In order for such a member to cast a vote at any meeting of members, a properly completed, fully paid application for lifetime membership must have been received by the Secretary on or before the fiftieth (50th) day prior to the date of the meeting, or an annual member must have five years of consecutive membership, as shown in the Association's membership records, and such consecutive membership must be in effect on the fiftieth (50th) day prior to the meeting.

(2) Individual members who are not lifetime members or annual members with five (5) or more consecutive years of membership and who are otherwise qualified to vote pursuant to Section 6(e)(1) above, shall have the right to vote for the seventy sixth (76th) Director on the occasion of the Annual Meeting of Members.

(f) Any member shall have the right to circulate and submit petitions for nominating Directors, to be signed by members entitled to vote, as provided in Article VIII, Section 3.

(g) Members of the Association entitled to vote, and any affiliated organization as defined in Section 4(a) of this Article, shall have the right to petition for removal of any officer, Director, or member of the Executive Council by the procedure provided in Article IX.

(h) Members of the Association entitled to vote shall have the right to demand a special meeting of the members by the procedure provided in Section 8(b) of this Article.

Section 7. Members Holding Office.

The holding of any office or membership on any committee shall be contingent upon membership in good standing in this Association.

Section 8. Meetings of Members.

(a) **Annual Meeting of Members.** The Association shall hold an Annual Meeting of Members to receive the report of the election of Directors and to transact such other business as may properly come before the meeting, at such time

Article III, Sec. 9

and place as shall be determined by the Board of Directors, but in no case later than November 30th of each calendar year. Notice of the time and place of such meeting shall be published in consecutive issues of the official journal of the Association not less than twice prior to the holding of the meeting.

(b) **Special Meetings of Members.** A special meeting of members of the Association may be called at any time by the President, by the Board of Directors, or by the Executive Committee, or upon demand, in writing, signed by not less than 5% of the members entitled to vote, and stating the specific purpose of the proposed meeting. Notice of the time, place and object of the special meeting shall be published in consecutive issues of the official journal of the Association not less than twice prior to the holding of the meeting. The time and place of such meeting shall be fixed by the President.

(c) **Quorum.** At any annual or special meeting 100 members entitled to vote shall constitute a quorum.

(d) **Presentation of Awards.** No award shall be presented during any meeting of members without the prior approval of the Board of Directors.

Section 9. Duties of Members.

(a) It is the duty of each member to assist in every feasible manner in promoting the objectives of the Association as set forth in Article II of these Bylaws and to act at all times and in every matter in a manner befitting a sportsman and a good citizen.

(b) It is the duty of the officers of organization members to conduct the affairs of their organization in an efficient manner, in accordance with their organization bylaws, and such programs and regulations as may, from time to time, be adopted by this Association. Officers of organization members shall maintain proper records and shall promptly render such reports concerning membership, finances, facilities and activities as may be requested from time to time by the Association. In addition, officers of affiliated organization members shall conduct the affairs of the organization in a fiscally responsible manner, including the development of

Article III, Sec. 11

an annual budget and the completion of an annual audit.

(c) It is the duty of organization members to maintain their shooting ranges in a state of adequate repair, to operate their ranges in a safe manner under properly qualified supervision and to conduct a continuing program of small arms instruction and competition in compliance with the regulations and program of the Association as currently in effect.

Section 10. Voluntary Termination of Membership.

(a) Any individual member may terminate his or her membership at any time by a resignation in writing sent by first class United States mail to the Secretary of the Association, but such member will not be entitled to any refund of dues or contributions already paid.

(b) Any organization member may terminate its membership at any time by a vote of a majority of the members of such organization at any regular meeting or special meeting called for the purpose, by a resignation in writing accompanied by a copy of the minutes of said meeting sent by first class United States mail by the Secretary of the organization to the Secretary of the Association, but such organization member should not be entitled to any refund of dues already paid.

Section 11. Involuntary Termination of Membership and Disciplinary Proceedings.

(a) **Default.** Any member in default in payment of dues shall be terminated from membership and from all privileges of membership.

(b) **Discipline, Suspension and Expulsion.** Any individual or organization member may be disciplined, suspended, or expelled for good cause, including but not limited to, any conduct as a member that is contrary to or in violation of the Bylaws of the Association; for having obtained membership in the Association by any false or misleading statement; or, without limitation, conduct disruptive of the orderly operation of the

Article III, Sec. 11

Association in pursuit of its goals; violating one's obligation of loyalty to the Association and its objectives; or willfully making false statements or misrepresentations about the Association or its representatives. No member so suspended or expelled will be entitled to any refund of dues or contributions already paid.

(c) **Notice and Service by Mail.** Where notice is required under this Section, notification shall be by personal service or by a simultaneous first class mailing and certified mailing to the address of record with the Secretary. Notification by mail shall be deemed to have been served five days after mailing.

(d) **Procedure for Discipline, Suspension, or Expulsion.**

(1) Any member of the Association in good standing may file a complaint with the Secretary of the Association against any individual or organization member. Complaints regarding a member's performance or activity at a competition or competitions shall be filed with the Protest Committee and shall be subject to this procedure only if forwarded to the Secretary for such processing by the Protest Committee.

(2) The complaint must be in writing, notarized, and signed by the complainant. It must distinctly describe the cause for which the member's discipline, suspension, or expulsion is sought. No complaint shall be filed or considered with respect to the same facts or transactions as an earlier filed complaint. Except for a complaint based upon a conviction for an offense which prohibits the person from possessing or receiving firearms under federal law, or on facts which could not have been discovered earlier with due diligence, the complaint shall be based solely on facts, events, and transactions that shall have occurred not more than three years prior to the filing of the complaint. All exhibits referred to in the complaint shall accompany the complaint.

(3) The Secretary shall transmit the complaint to the Ethics Committee for consideration at its next meeting.

Article III, Sec. 11

(4) The Ethics Committee shall determine whether the charges if proved would warrant suspension, expulsion, or other discipline, or should be dismissed.

(5) If the Ethics Committee determines not to dismiss the charges, it shall propose a resolution providing for suspension, expulsion, or other discipline as the appropriate remedy in the event the charges are proved or a hearing is not requested.

(6) The Secretary shall promptly notify the accused member of the proposed suspension, expulsion, or other discipline by mailing him a copy of the resolution. The Secretary shall enclose a copy of the complaint, the exhibits if any, and the Bylaws of the Association. The Secretary shall inform the accused member of the right to a hearing as hereinafter provided and further inform the member that unless the member requests a hearing in writing received by the Secretary within forty-five days after the date of such notice, the proposed resolution will be submitted to the Board of Directors for adoption.

(7) If a hearing is timely requested, the Secretary shall immediately notify the Chairman of the Committee on Hearings. A Hearing Board composed of three hearing officers shall be elected by and from the membership of the Committee on Hearings, none of whom shall have any personal interest in the proceeding. No more than two such hearing officers may be members of the Board of Directors or the Executive Council. The hearing officers shall choose a chairman from among their membership. The Hearing Board shall hold a hearing upon at least sixty days notice to the complainant and the accused.

(8) At the hearing, the complainant, the Association and the accused member may be represented by counsel. The Chairman of the Hearing Board shall preside at the hearing and may rule on all procedural matters. Testimony shall be taken under oath.

(9) At the conclusion of the hearing, the Hearing Board shall determine its recommendation to the Board of Directors.

Article III, Sec. 12

(10) Upon receiving the recommendation of the Hearing Board, or the proposed resolution of the Ethics Committee in the event a hearing was not timely requested, the Board of Directors, in Executive Session, shall consider the submission at its next meeting and may dismiss the charges or, by a three-quarters vote, order the expulsion, suspension or other discipline of the accused member.

(e) **Confidentiality.** All proceedings under this Section shall be confidential.

(f) If the accused person allows his or her membership to lapse by failing to pay dues or by resigning pending final disposition of the complaint, then such person shall not be eligible to rejoin the Association without permission of the Board of Directors.

Section 12. Committee on Hearings.

The Committee on Hearings shall be appointed by the President and composed of nine members entitled to vote, no more than six of whom shall be members of the Board of Directors or Executive Council.

ARTICLE IV

Board of Directors

Section 1. Composition.

(a) The Board of Directors shall consist of seventy-six (76) Directors as follows:

(1) Seventy-five (75) Directors, elected for three (3) year terms as provided in Article VIII from lifetime members of the Association who are entitled to vote. Each such Director (except such Directors elected to fill unexpired terms) shall hold office from the adjournment of the Annual Meeting of Members at which his election is announced until the adjournment of the third Annual Meeting of Members next following such election or until his successor is elected and qualified. The terms of office of such Directors shall continue to be so arranged that one-third (1/3) of such terms shall

Article IV, Sec. 2

expire at each Annual Meeting of Members or until their successors are elected and qualified.

(2) One (1) Director, elected as provided in Article VIII, Section 4, shall hold office from the adjournment of the Annual Meeting of Members at which he was elected until the adjournment of the next Annual Meeting of Members, or until a successor is elected and qualified.

(b) Conviction of a felony shall be a disqualification for nomination to or service on the Board of Directors unless the Board for good cause determines to the contrary.

Section 2. Powers and Duties.

The Board of Directors shall formulate the policies and govern and have general oversight of the affairs and property of the Association, in accordance with applicable law and these Bylaws. The Board shall elect from among its own members a President and one (1) or more Vice Presidents. It shall also elect the Executive Vice President, Secretary and Treasurer of the Association, members of the Executive Committee, and may elect members to the Executive Council. **All vacancies in the Board occurring between regular elections for any reason shall be filled by persons who ran and lost on the most recent mail ballot in rank order of number of votes received; and each such person shall serve until the adjournment of the next Annual Meeting of Members.**

Any Director, officer, or employee of the Association who is also a member of the governing body of any business, corporate, or other entity (whether as trustee, director, sole-owner, officer, partner, or the like) which receives from the Association any payment(s) for goods or services which total in excess of \$2,000 either within a year or pursuant to any contract or contracts originating within a year shall immediately file a written statement of all such business as to the nature and amount thereof, to the best of his or her knowledge, with the Secretary who shall transmit such

Article IV, Sec. 3

statement to the Board of Directors at its next meeting and who shall include all such statements in the Secretary's report at the next Annual Meeting of Members.

Section 3. Meetings.

(a) Regular Meetings. There shall be three regular meetings of the Board of Directors in each year. A first regular meeting of the Board of Directors shall be held within one week after the Annual Meeting of Members and after the election and installation of newly elected members of the Board of Directors as announced at the Annual Meeting of Members. At this meeting of the Board of Directors, the officers for ensuing terms shall be elected and such other business transacted as may properly come before the meeting. The second regular meeting of the Board of Directors shall be held approximately 120 days after the Annual Meeting of Members. The third regular meeting of the Board of Directors shall be held approximately 240 days after the Annual Meeting of Members. The exact time and place of each meeting may be determined by the Board of Directors at the previous meeting, reasonable notice being given.

(b) **Special Meetings.** A special meeting of the Board of Directors may be held at any time on the call of The President, or by action of the Executive Committee, or upon demand in writing stating the object of the proposed meeting and signed by not less than a majority of the Board. Notice of the time, place and object of such special meetings shall be mailed to each Director at least 30 days before the date of holding such meetings.

(c) **Quorum.** At any regular or special meeting of the Board of Directors 25 members shall constitute a quorum.

(d) Upon a request of 20% of the membership of the Board of Directors present, a roll call vote shall be taken on any specified question. **Every such roll call vote, together with the**

Article V, Sec. 1

specified question, shall be published by the Secretary In the official journal within 90 days.

(e) Upon request of 20% of the membership of the Board of Directors present, the names of the persons voting in the affirmative, in the negative and the abstaining, shall be recorded in the minutes of the meeting but not published in the Official Journal.

Section 4. Indemnification and Advancement of Expenses of Directors of the Association.

The indemnification and advancement of expenses of Directors granted pursuant to, or provided by, the corporate laws of the state under which the Association is incorporated shall not be exclusive of any other rights to which a Director seeking indemnification or advancement of expenses may be entitled, and each Director shall be entitled to such indemnification and expenses immediately to the fullest extent requested in writing to the Secretary or Executive Vice President by such Director unless and only unless prohibited by corporate laws of the state under which the Association is incorporated.

ARTICLE V

Officers

Section 1. Number and Election.

(a) The officers of the Association shall be a President, one or more Vice Presidents, an Executive Vice President, a Secretary, a Treasurer, an Executive Director of the National Rifle Association General Operations, and an Executive Director of the National Rifle Association Institute for Legislative Action. The President and Vice Presidents shall be elected annually by and from the Board of Directors. The Executive Vice President, Secretary and Treasurer shall be elected annually by the Board of Directors, and they shall serve until their successors have been elected and

Article V, Sec. 2

qualified. ***The Executive Vice President shall be elected by the Board of Directors. In the event that the Office of the Executive Vice President becomes vacant, the succeeding Executive Vice President shall be elected by the Board of Directors at its next meeting.***

The President may not succeed himself or herself more than once, after being elected to serve a full term, except that Charlton Heston may succeed himself as President a second time for the term commencing in the year 2000 and ending in the year 2001, and a third time for the term commencing in the year 2001 and ending in the year 2002, and a fourth time for the term commencing in the year 2002 and ending in the year 2003. When two (2) or more candidates are nominated for office, voting for officers shall be by written ballot.

(b) The Board may not abolish said offices nor create any other offices.

Section 2. Duties of Officers.

(a) President.

(1) The President shall preside at all meetings of the Association, of the Board of Directors and of the Executive Committee.

(2) With the exceptions of the Nominating Committee, the Committee on Hearings and the Committee on Elections, the President shall be an ex officio member, with vote, of all committees.

(3) Except as otherwise provided in these Bylaws, the President shall appoint all standing and special committees of the Association.

(4) The President shall perform all such other duties as usually pertain to the office.

(b) Vice Presidents. The Vice President shall perform the duties of the President in the absence or at the request of the President. In case a vacancy shall occur in the office of the President, the first Vice President shall become President and shall serve for the balance of the term. In case more than one Vice President is elected by the Board of Directors, each Vice President shall be designated in succession by number, and in case of a vacancy

Article V, Sec. 2

shall succeed to the next higher office. With the exceptions of the Nominating Committee, the Committee on Hearings and Committee on Elections, the Vice Presidents shall be ex officio members, with vote, of all committees. The Vice Presidents shall perform such duties as may be delegated by the President or assigned by either the President or the Board of Directors.

(c) **Executive Vice President.** The Executive Vice President shall direct all the affairs of the Association in accordance with the programs and policies established by the Board of Directors. Among his authorities, the Executive Vice President shall be empowered to (1) appoint, suspend with or without pay, or remove the Executive Director of the National Rifle Association General Operations or the Executive Director of the National Rifle Association Institute for Legislative Action; (2) suspend with pay the Secretary or the Treasurer until the next meeting of the Executive Committee or the Board of Directors, whichever occurs first; and (3) employ, suspend with or without pay, or dismiss any employee.

(d) **Secretary.** The Secretary, under the direction of the Executive Vice President, shall have the following duties: (1) have charge of the archives of the Association; (2) attend to the proper publication of official notices and reports, attest documents, and perform such other duties as usually pertain to the office; (3) have such other duties as may be assigned from time to time by the Board of Directors, the Executive Committee, and/or the Executive Vice President; and, (4) shall be Secretary of the Board of Directors, the Executive Committee, the Nominating Committee and the Committee on Elections.

(e) **Treasurer.** The Treasurer shall operate in accordance with the financial policies set forth by the Board of Directors or the Executive Committee, and shall have charge of the books of account and financial operations of the Association. The Treasurer shall regularly report his or her recommendations regarding the financial affairs of the Association to the Finance Committee,

Article V, Sec. 2

Executive Vice President, the Board of Directors, and the Executive Committee. The Treasurer shall assist a firm of certified public accountants selected by the Board of Directors to make an annual audit of the Association's books of account and prepare a statement of financial conditions as of the close of each fiscal year as may be established by the Board of Directors, and shall furnish a copy of such statement, together with the certificate of audit, to each member of the Board of Directors. The funds of the Association shall be placed in such bank or banks as may be designated by the Board of Directors. The Treasurer shall have such other duties as may be assigned to him or her from time to time by the Board of Directors, the Executive Committee, and/or the Executive Vice President.

(f) **Executive Director of the National Rifle Association General Operations.** The Executive Director of the National Rifle Association General Operations shall have such powers and duties as delegated to him from time to time by the Executive Vice President. In case of a vacancy in the office of the Executive Vice President, the Executive Director of the National Rifle Association General Operations shall automatically become the Executive Vice President and serve as such until the next *meeting of the Board of Directors*.

(g) **Executive Director of the National Rifle Association Institute for Legislative Action.** *The Executive Director of the National Rifle Association Institute for Legislative Action shall, under the direction of the Executive Vice President, conduct the legislative, legal, informational, fund raising activities, operational, administrative and financial* affairs of the Institute in accordance with the programs and policies established by the Board of Directors. The Executive Director of the Institute shall appoint a Fiscal Officer who shall have charge of the books of account of the Institute, and said Fiscal Officer shall assist the firm of Certified Public Accountants selected to make an annual audit of the books of account of the Institute, and in the preparation of a statement of financial condition of the Institute to be included as a part of the audit and incorporated in the statement of condition of the

Article V, Sec. 3

National Rifle Association of America referred to in subsection 2(e) of this Article. The funds donated to the Association for the use of the Institute or allocated and transferred by direction of the Board of Directors from the Association's other funds, or which are otherwise received by the Institute, shall be placed in such bank or banks, as may be designated by the Board of Directors in accounts designated as "The National Rifle Association-Institute Account," and may be withdrawn only on checks signed by the Fiscal Officer of the Institute and such other signatures as the Board of Directors may prescribe; provided, however, that the Board of Directors may authorize the establishment of special accounts for specific operations or for the payment of routine bills not requiring the Fiscal Officer's signature. Once each fiscal year the Treasurer of the Association shall conduct an internal audit of the books of the Institute and of its general financial condition. The Executive Director, Fiscal Officer and the staff of the Institute shall assist the Treasurer in such internal audit.

(h) The Executive Vice President, the Secretary, the Treasurer, the Executive Director of the National Rifle Association General Operations and the Executive Director of the National Rifle Association Institute for Legislative Action shall be ex officio members, with voice but without vote, of the Board of Directors, the Executive Committee and all committees, special and standing, of the Association, except the Nominating Committee, Committee on Hearings, Officers Compensation Committee and Committee on Elections, and shall be authorized but not required to attend the meetings; provided, however, that the aforesaid officers shall not attend or participate in executive sessions except by invitation of the respective committee or Board.

Section 3. Suspension and Removal.

(a) **Elected Non-salaried Officers.** Any elected non-salaried officer of the Association may be suspended with or without cause by the Executive Committee by a three-fourths (3/4) affirmative vote of the members of the Executive Committee present at any regular or special meeting, such suspension

Article V, Sec. 3

to be effective until the next meeting, either regular or special, of the Board of Directors. Any such officer may be removed with or without cause by the Board of Directors, by a three-fourths (3/4) affirmative vote of the members of the Board of Directors present at any regular or special meeting of the Board of Directors. No vote on suspension or removal may be taken unless at least fifteen (15) days notice in writing shall have been given to the officer of the proposed suspension or removal and of any charges preferred (if the proposed suspension or removal is for cause) and of the time and place of the meeting of the Executive Committee or of the Board of Directors, at which such charges will be considered. Notice of the time, place and object of such meeting, with a full copy of any charges preferred shall be mailed to each member of the Executive Committee or of the Board of Directors at least fifteen (15) days in advance of the meeting. At such meeting the officer whose suspension or removal is proposed shall be accorded a full hearing and may be represented by counsel.

(b) **Elected Salaried Officers.** Any Officer elected by the Board of Directors who is a salaried employee may be suspended with or without cause and with or without pay at any time by the Executive Committee by a three-fourths (3/4) affirmative vote of the members of the Executive Committee present at any regular or special meeting. Such suspension shall be effective until the next meeting, either regular or special, of the Board of Directors. Any such Officer may be removed with or without cause at any time by the Board of Directors, by a three-fourths (3/4) affirmative vote of the members of the Board of Directors present at any regular or special meeting of the Board of Directors. No vote on removal may be taken unless at least fifteen (15) days notice in writing shall have been given to the officer of the proposed removal and of any charges preferred (if the proposed removal is for cause) and of the time and place of the meeting of the Board of Directors at which such charges shall be considered. Notice of the time, place and object of such meeting with a full copy of any charges preferred shall be mailed to each member of the Board of Directors at least fifteen (15) days in advance of the meeting.

Article V, Sec. 5

At such meeting, the officer whose removal is proposed shall be accorded a full hearing and may be represented by counsel.

Section 4. Vacancies.

Except as otherwise provided in Section 2(c) and (f) hereof, in the event of the death, resignation, suspension, removal or permanent disability of any officer, the vacancy thereby caused may be filled by the Executive Committee until the next meeting of the Board of Directors. Except as otherwise provided in Section 2(b) and (c), hereof, the Board of Directors shall elect a replacement to serve out the balance of the term of any such officer.

Section 5. Compensation.

(a) No Director or member of the Executive Council shall receive any salary or other private benefit unless specifically authorized by resolution of the Board of Directors or an authorized committee thereof, but all such persons shall be entitled to reimbursement for expenses incurred on behalf of the Association, to such extent as may be authorized or approved by the Board of Directors.

(b) There shall be an Officers Compensation Committee, which shall consist of the President, who shall serve as the Chairman, the First Vice President and the Second Vice President. In case there shall be no Second Vice President, the President shall appoint a Director to serve in his place.

(c) At the fall meeting of the Directors, the Officers Compensation Committee shall recommend to the Board, and the Board shall, at the same meeting, establish by resolution the authorized compensation for the next budget year for all elected salaried officers, who shall be the Executive Vice President, the Secretary, and the Treasurer. Nothing contained herein shall preclude other meetings of the Officers Compensation Committee as may be called by the President, which may include consideration of the salaries of newly elected salaried officers or of prospective candidates to fill vacancies among the elected salaried officers pursuant to the provisions of Article V, Section 4 of these Bylaws.

Article V, Sec. 6

All deliberations by the Board of Directors concerning such compensation shall be held in an executive session, at which none of the officers whose compensation is to be or is being established may attend, except for the limited time and limited purpose of answering questions asked by any member of the Board of Directors at the meeting.

(d) The compensation of the Executive Director of the National Rifle Association General Operations and the Executive Director of the National Rifle Association Institute for Legislative Action shall be established by the Executive Vice President.

Section 6. Bonds.

All officers and employees handling moneys of the Association shall be bonded in such amount as may be determined by the Board of Directors. The expense of furnishing such bonds shall be paid by the Association.

ARTICLE VI

Executive Committee

Section 1. Composition.

(a) There shall be an Executive Committee consisting of the President, any Vice Presidents and 20 members elected from the Board of Directors, as herein provided.

(b) The 20 members of the Executive Committee nominated by the Nominating Committee or from the floor at any meeting of the Board of Directors, and elected annually by and from said Board, shall serve until their successors are elected and qualified.

Section 2. Powers and Duties.

The Executive Committee shall exercise all the powers of the Board of Directors when said Board is not in session, other than the power to:

(a) Repeal or amend the Bylaws, or adopt new Bylaws;

Article VI, Sec. 4

(b) Fill vacancies on the Board of Directors or the Executive Committee;

(c) Fix the compensation of Directors or Officers;

(d) Remove a Director, with or without cause;

(e) Amend or repeal any resolution of the Board, which by its terms shall not be amendable or repealable;

(f) Adopt and disseminate a fundamental change of view, or basic policy, or basic organizational structure of the Association;

(g) Approve the submission of matters to the members, or submit to the members any action requiring member approval under the applicable statute;

(h) Purchase, sell, mortgage, or lease real property of the Association, or adopt a corporate resolution recommending the sale, lease, exchange or other disposition of all or substantially all the assets of the Association, or authorize major new construction;

(i) Present a petition for judicial dissolution, or to adopt plans of merger, consolidation, or nonjudicial dissolution;

(j) Authorize indemnification of Officers, Directors, members of the Executive Council, or employees; or

(k) Formulate such other corporate policy decisions or perform corporate activities of the Association of such major significance as to warrant action by the full Board of Directors.

Section 3. Vacancies in the Executive Committee.

A vacancy in the Executive Committee may be filled by a majority vote of the entire Board of Directors.

Section 4. Meetings of the Executive Committee.

(a) Meetings of the Executive Committee will be held on the call of the President, reasonable notice being given.

Article VII, Sec. 1

(b) A special meeting shall be called by the President within twenty-one (21) days of receipt by the Secretary of a demand in writing stating the specific object of the proposed meeting and signed by no less than a majority of the committee.

(c) Notice of the time and place of any Executive Committee meeting, and the stated specific object of any special meeting, shall be sent to each member of the committee, the Board of Directors, and the Executive Council. Other than for a conference telephone meeting pursuant to Article XI, Section 7, such notice shall be sent at least five (5) business days in advance of the meeting. For a conference telephone meeting, such notice shall be sent at least 48 hours in advance of the meeting, except that notice sent less than 48 hours in advance shall be deemed sufficient upon confirmation of delivery to all members of the committee. Members of the Board of Directors who are not members of the committee shall be entitled to attend such meetings at their own expense.

(d) Twelve members of the Executive Committee shall constitute a quorum.

ARTICLE VII

Executive Council

Section 1. Composition.

(a) There shall be an Executive Council which shall be advisory to the Executive Committee and the Board of Directors. Any member of this Association whose advice and counsel, in the opinion of the Board of Directors, will be valuable to the continuing welfare of the Association may be elected thereto for life by said Board of Directors.

(b) Any member of the Association may be nominated by any member of the Board of Directors or Executive Council and be elected to the Executive Council for life subject to removal as provided in Section 3 by said Board of Directors.

Section 2. Rights and Privileges.

(a) The members of the Executive Council shall have the right to sit with the Executive Committee

Article VIII, Sec. 1

and Board of Directors at all regular and special meetings, including any executive sessions thereof. The Executive Council members shall have all rights and privileges of members of the Executive Committee or full Board of Directors, including the right to sponsor Bylaw amendments, to introduce or second motions, debate, serve as a full voting member on, or as chairman or vice chairman of standing or special committees; but Council members who are not members of the Board of Directors shall have no right to vote at meetings of the Executive Committee or the Board of Directors.

(b) The Executive Council shall perform such acts and duties as may be specifically delegated to it by these Bylaws, or by the President, the Executive Committee or the Board of Directors.

(c) Any member may serve simultaneously on the Board of Directors and the Executive Council.

Section 3. Removal.

Any member of the Executive Council may be removed for cause by the Board of Directors at any regular or special meeting of the Board of Directors pursuant to procedures outlined in Article V, Section 3(a).

For the purposes of this Article "cause" is set forth in Article III, Section 11(b) of these Bylaws.

ARTICLE VIII

Nomination and Election Procedures (For Election of Director by the Mail Ballot)

Section 1. Nominating Committee.

(a) At each regular meeting of the Board of Directors next following the Annual Meeting of Members, the Board shall elect, by secret ballot, a Nominating Committee which shall be responsible for nomination of Directors, members of the Executive Committee, and officers who are to be elected at the next annual meeting of members or at a subsequent meeting of the Board of Directors. Any vacancy in

Article VIII, Sec. 1

the Nominating Committee occurring between regular annual elections may be filled by majority vote of the Board of Directors. ***The Nominating Committee shall also serve as an appeals board of first resort by members seeking to contest a ruling by the Secretary of the Association as to the validity of a petition for nomination of a candidate to elected office in the Association.***

(b) The Nominating Committee shall be composed of nine members entitled to vote, no more than six of whom shall be members of the Board of Directors or Executive Council. Nominations for election to the Nominating Committee shall be made from the floor. Following the close of nominations for membership on the Nominating Committee, each Director present at the meeting shall receive one ballot listing the nominees, on which he is entitled to cast not more than one vote for each of nine nominees, of whom not more than six may be members of the Board of Directors or the Executive Council. All nominees for the Nominating Committee shall be voted on together, with the nine receiving the greatest number of votes being elected; provided, however, that no more than six nominees who are members of the Board of Directors or Executive Council shall be elected. In case of a tie for the last vacancy, a run-off vote shall be conducted between the nominees tied. A Director whose term expires at the end of the ensuing year shall not be eligible for election to the Nominating Committee. Notwithstanding any other provision of these Bylaws, no person elected to the Nominating Committee shall be eligible for election as a Director during the tenure of the Nominating Committee to which he was elected; nor shall any officer be a member or ex officio member of the Nominating Committee.

(c) No person shall be eligible for election to the

Article VIII, Sec. 2

Nominating Committee more often than once every three years.

Section 2. Nomination and Election of Directors.

(a) Directors shall be elected from among the lifetime members of the Association. Annual nominations to fill vacancies on the Board of Directors shall be made by the Nominating Committee and by the members through the petition process described in this Article. Annual elections shall be by mail ballot vote of members entitled to vote. The Committee on Elections shall be responsible for the tabulation of the votes, and shall report the results of the election at the Annual Meeting of Members. The provisions of this Article do not apply to the filling of interim vacancies on the Board of Directors, as provided in Article IV, Section 2.

(b) Not later than 240 days prior to each Annual Meeting of Members, the Secretary shall provide notice in the official journal of the Association of the date and place of such Annual Meeting, of the date and place of the meeting of the Nominating Committee at which nominations for Director will be made, and of the procedure for nomination and election of Directors. The notice shall be accompanied by a blank form requesting the recommendation of suitable nominees to be considered by the Nominating Committee. An individual or organization member may make one or more recommendations. The Secretary shall again give notification of the Annual Meeting of Members by publication in the official journal of the Association not less than 30 days prior to the time of such Annual Meeting of Members.

(c) Recommendations for nomination by the Nominating Committee must be received by the Secretary not less than twenty days prior to the published date of the meeting of the Nominating Committee to select nominees for the office of Director. The Secretary shall promptly confirm the eligibility of persons recommended and transmit the recommendations to the Nominating Committee.

(d) Not less than one hundred eighty (180)

Article VIII, Sec. 2

days prior to the Annual Meeting of Members the Nominating Committee shall meet to select from among the members entitled to hold the office of Director a list of nominees. Not less than sixty (60) days prior to the Annual Meeting of Members, the names of the nominees selected by the Nominating Committee and by the petition process described in Section 3 shall be published in the official journal of the Association, together with a short biographical sketch of each. Biographical sketches shall be limited to biographical facts and shall be submitted to the Secretary of the Association by each candidate and shall be sworn to or affirmed by the candidate as being truthful in every respect. Any willful material misrepresentation contained therein shall invalidate the candidacy provided that (1) such misrepresentation shall first be brought to the attention of the candidate by the Secretary, and (2) the candidate persists in the inclusion of such misrepresentation in the biography by submitting a further sworn statement or affirmation reaffirming the truthfulness thereof. The decision of the Secretary of the Association in matters concerning biographies shall be final.

(e)(1) At least forty-five (45) days prior to the date of the Annual Meeting of Members, the Secretary shall mail a printed ballot to each member entitled to vote as provided in Article III, Section 6(e)(1), directed to his last address on record with the Secretary; provided, however, that to receive said ballot all qualifications described in Article III, Section 6(e)(1) must have been met on or before the fiftieth (50th) day prior to the Annual Meeting of Members, and a properly completed, fully paid application for lifetime membership must have been received, or an annual member must have five or more years of consecutive membership, as shown in the Association's membership records, on the fiftieth (50th) day prior to the date of the Annual Meeting at which the election of directors is announced.

(2) The ballot shall list thereon the names, cities and states of principal residence of all nominees proposed by the Nominating Committee, as well as the names, cities and states of principal

Article VIII, Sec. 2

residence of those nominated by the petition process pursuant to the provisions of Section 3 hereof. The order of the names on the ballot shall be rotated as determined by the Committee on Elections. The ballot shall provide five blank spaces for write-in candidates. A return envelope with means for authentication, including a place for signature and address of the member, shall be enclosed with each ballot. The final date on or before which the ballot must be received by the Association in order for it to be counted shall be shown clearly on the face of the ballot.

(f) A member eligible and desiring to vote shall clearly mark his ballot for his choice of Directors. He may make his selection from the list of candidates printed on said ballot, and/or he may write the name, together with the city and state of principal residency of each other member whom he wishes to be on the Board and believes to be eligible to hold the office of Director. In any event, if his ballot is to be valid, he must not vote for a number of candidates greater than the total number of Directors to be elected by the mail ballot. Having marked his ballot and signed the authentication, the member must place and seal the ballot in the return envelope. Any ballot received by the Association later than the 20th day preceding the date of the Annual Meeting of Members shall be invalid and shall not be opened or counted.

(g) Prior to the Annual Meeting of Members the President each year shall appoint a Committee on Elections, no member of which shall himself be a nominee proposed by the Nominating Committee or by the petition process described in Section 3 hereof, to conduct the election of Directors. It shall be the duty of that Committee to determine whether every member elected to the office of Director is eligible to hold the office. The Executive Vice President shall, at the request of the President or the Chairman of the Committee on Elections, make available such employees of the Association as may be necessary to assist the Committee in the examination and validation of the ballots as set forth in subsection (h) of this section.

(h) Upon the receipt of a ballot by the

Article VIII, Sec. 2

Association on or before the prescribed latest date, the Committee on Elections shall verify the name of the voter against the rolls of members entitled to vote, and verify the eligibility to hold the office of Director of any write-in names on the ballot. A ballot shall be invalid if not cast on the official printed ballot form provided by the Secretary; or if not received by the Association on or before the prescribed latest date specified on the ballot; or if not authenticated by a member entitled to vote; or if more than one ballot is received from the same voter; or if the ballot is not clearly marked; or if the ballot contains more than one vote for a single candidate; or if the ballot contains votes for more than the number who are to be elected Directors. No ballot shall be invalidated for failure to contain a vote for one person for each of the vacancies to be filled at said election.

(i) A ballot judged invalid shall have the reason noted thereon and be initialed by the person who examined it. All ballots, whether judged valid or invalid, and all returned envelopes, including authentication, shall be preserved by the Association for 120 days. Up to that time, any member entitled to vote may make application to the Executive Committee or the Board of Directors, whichever shall meet first, for a canvass or recount upon such terms and conditions as that body may prescribe, and for redress thereafter, if appropriate. If no such application is made before the time herein specified, all protests and grievances concerning the election shall be deemed to have been waived, and the ballots and return envelopes including authentications may then be destroyed.

(j) The Committee on Elections shall serve as election tellers and the chairman of the committee shall announce the results of the election when called upon to do so by the presiding officer at the Annual Meeting of Members. The chairman of the Committee on Elections shall include in his report the total number of ballots received, the total number of all ballots judged valid and judged invalid, and the total number of votes received by each person. The chairman shall declare elected to regular three (3) year terms those persons who, in numbers equal

Article VIII, Sec. 3

to the number of such vacancies, receive the largest number of the votes cast; and shall declare elected to specified incomplete terms, if any, beginning with the longest remaining incomplete term or terms, those persons who receive the next largest number of votes cast. In the event of a tie vote between two or more persons for the last vacancy to be filled in any term at issue, the tie shall be decided by lot by a means to be determined by the Committee on Elections.

(k) The results of the election by mail ballot as announced at the annual meeting shall be published in the Official Journal within 90 days after such announcement.

Section 3. Nomination of Directors by Petition.

(a) In addition to such persons as are selected by the Nominating Committee as provided in Section 2 of this Article, an individual qualified to hold office may be nominated for Director by petition of the members.

(b) Any member ("sponsor") may circulate a petition calling for the nomination of a qualified member for the office of Director. A petition shall be valid only if received by the Secretary not more than 45 days after the announced date of the meeting of the Nominating Committee to select nominees for the office of Director. A petition may consist of multiple pages, but all pages must be submitted by the proposed nominee. The Secretary shall prescribe the format of the petition and furnish forms upon request. No petition for nomination of a person for the office of Director shall contain the name of more than one proposed nominee, nor shall a petition be submitted to the Secretary which contains the name of more than one proposed nominee per sheet. No petition for nomination of a person for the office of Director shall be valid without the proposed nominee's written permission filed with the Secretary on or before

Article VIII, Sec. 3

the last day for submission of petitions. The petition may contain a brief resume approved by the proposed nominee. The name of a sponsor(s) shall be indicated on each sheet of the petition. The petition must bear the original handwritten signatures, names, membership identification numbers, addresses and date of signing of a number of members eligible to vote that is not less than 0.5% of the number of valid ballots cast in the most recent mail ballot election of directors, which number shall be provided by the Secretary to any member upon request. Each petition shall indicate the proposed nominee's principal city and state of residence, and not more than five petition nominees shall be from any one state during any one year. In the event there are petitions for more than five proposed nominees from one state, the five proposed nominees who have the greatest number of signatures on the petition shall be nominated; provided, however, that in case of ties, the Nominating Committee shall select by lot among those having the same number of petition signatures. In no event shall the date of signing be prior to the adjournment of the most recent annual meeting of members.

(c) The Secretary shall immediately determine the validity of all petitions received and the eligibility of all signatories to vote.

(d) In the event the petition shall have been found invalid, the Secretary shall immediately notify the proposed nominee and the sponsor(s) stating the reasons for such ruling. The proposed nominee or a sponsor may appeal this ruling to the Nominating Committee in writing within fourteen days of such notice. If the petition is ruled valid by the Nominating Committee,

Article VIII, Sec. 4

the proposed nominee shall be certified as a nominee. If the petition is denied by the Nominating Committee, the proposed nominee or a sponsor may appeal to the Board of Directors who shall act on the appeal at the next Board meeting. If said Board rules the petition valid, the proposed nominee shall be declared a nominee for the next annual election of Directors.

(e) On the official ballot for the election of Directors, no persons nominated by petition nor by the Nominating Committee shall be so designated. Nothing contained in this section shall prohibit publication of the Report of the Nominating Committee in any copy of the Association's official journals; nor prohibit any candidate from designating the method or methods of nomination in his or her biographical sketch; nor prohibit paid advertisements from containing such information.

(f) All applicable rules of Section 2 of this Article shall apply equally to all nominees, whether selected by petition or Nominating Committee.

Section 4. Election of One Director at Annual Meeting of Members.

One Director shall be elected for a one-year term on the occasion of each Annual Meeting of Members by a plurality of the votes cast by those individual members present in person (and not by proxy) who are entitled to vote pursuant to Article III, Section 6(e). Such Director shall be chosen only from those persons who were nominated as candidates for election for Director in the mail ballot (Article VIII) immediately preceding said Annual Meeting of Members, but who failed to be elected thereby.

Article IX, Sec. 1

ARTICLE IX

Removal of Association Officials by Recall

Section 1. Petition for Removal by Recall.

Notwithstanding any other provision of these Bylaws, any voting member of the Association ("sponsor") may in a single petition call for the removal of one officer, or Director, for good cause, in the manner hereinafter provided. For the purposes of this Article, "good cause" is set forth in Article III, Section 11(b) of these Bylaws.

Section 2. Procedure.

(a) Not less than 270 days prior to any Annual Meeting of Members of the Association, any member entitled to vote (the "sponsor") may submit to the Secretary of the Association a petition in writing which calls for or proposes such removal.

(b) In order to be valid:

(1) Such petition for removal shall be in writing, notarized, and signed in handwriting by the sponsor, and must be received by the Secretary no later than the deadline specified in subsection (a) of this section. It shall distinctly describe the cause for which the person's removal from office is sought, and except for a petition based upon a conviction for an offense which prohibits the person from possessing or receiving firearms under federal law, or in cases of newly discovered evidence which could not have been discovered earlier with due diligence, shall be based solely on facts, events, and transactions that shall have occurred not more than three years prior to the filing of the petition. No petition shall be filed or considered with respect to the same facts or transactions as an earlier filed petition for the removal of the same person, or if it contains willful false statements or misrepresentations, or

Article IX, Sec. 2

if it is completely without merit under law (including these Bylaws), or if it is filed to harass or maliciously injure another, to disrupt the orderly operation of the Association in pursuit of its goals, or for any other improper purpose.

(2) The petition shall contain the names, addresses, membership identification numbers, original handwritten signatures and dates of signing of a number of members eligible to vote that is not less than 5% of the number of valid ballots cast in the most recent mail ballot election of directors, which number shall be provided by the Secretary to any member upon request. A petition may consist of multiple pages, but all pages must be submitted by the sponsor.

(3) At least three states of the United States of America shall be represented on the petition by the signatures of no fewer than 100 residents of each such state, as reflected by each signor's last address of record furnished to the Secretary.

(4) Such petition shall contain no signature for which the date of signing is prior to the adjournment of the most recent Annual Meeting of Members.

(5) Such petition shall clearly state that it may be withdrawn by the sponsor without notice to, or approval by, the signatories.

(c)(1) The Secretary shall rule a petition invalid if it fails to comply with any provision of section (1) of this article or of subsections (a) or (b) of this section.

(2) In the event a petition is ruled invalid by the Secretary, he shall immediately notify the sponsor of the petition and the person whose removal is sought, stating the reasons for such ruling. The sponsor may appeal this ruling to the Committee on Hearings, by a written notice that must be received by the Secretary within 21 days of the Secretary's ruling. The Committee on

Article IX, Sec. 2

Hearings shall meet within 10 days to hear such an appeal. The party not prevailing in the appeal to the Committee on Hearings may appeal within 10 days of the ruling by the Committee on Hearings, to the Executive Committee, which shall hold a conference telephone meeting within 10 days to act on the appeal, and the decision of that body shall be final.

(d) In the event that the petition is ruled valid by the Secretary, the person whose removal is sought, and the sponsor of the petition, shall be notified immediately. The person whose removal is sought shall have the right, upon written request received by the Secretary within 10 days of the Secretary's ruling, to inspect the petition, and to appeal the Secretary's ruling, in writing, to the Committee on Hearings within 21 days of such ruling. The Committee on Hearings shall meet within 10 days to hear such an appeal. The party not prevailing in the appeal to the Committee on Hearings may appeal within 10 days of the ruling by the Committee on Hearings, to the Executive Committee, which shall hold a conference telephone meeting within 10 days to act on the appeal, and the decision of that body shall be final.

(e) If, after all appeals, the petition is ruled valid:

(1) A Hearing Board shall be elected as prescribed in Article III, Section 11(d).

(2) The Hearing Board shall schedule and conduct a hearing as soon as possible at a time and place determined by the Secretary. The hearing shall be conducted in accordance with Article III, Section 11(d)(8). The Hearing Board shall make a complete record of all testimony and exhibits presented, and within 21 days of the date of the hearing shall prepare a written opinion, or a majority opinion and minority view, and a recommendation concerning a

Article IX, Sec. 2

disposition of the petition. All proceedings under this subsection shall be confidential.

(f) At the time the Secretary mails out printed ballots to each member of record entitled to vote for the election of Directors, as provided in Article VIII, Section 2(e), he shall also enclose the printed recall ballot containing the name and office for each such person whose removal was the subject of a valid petition, together with a copy of the recommendation of the Hearing Board, including the minority view if the recommendation is not unanimous. Statements not exceeding five hundred words may also be enclosed in the mailing by the sponsor of the petition for recall and by each person whose removal was the subject of a valid petition. The recall ballot shall state as follows:

“Shall (name of office-holder) be removed from membership on the Board of Directors?” (or other specific office in the Association).

(g) In the recall voting procedure, the applicable provisions of Article VIII, Section 2, paragraphs (f), (g), (h), (i), (j), and (k) of these Bylaws shall apply to the use and authentication of prescribed official ballot forms, their validation, the counting of votes, and the announcement of results.

(h) If a majority of votes cast on the recall ballot by members of record entitled to vote shall call for the removal of an officer or Director, the removal shall be effective immediately upon certification of the results of a mail ballot recall procedure by the Committee on Elections.

(i) In any event, the Secretary shall immediately notify the person whose removal was petitioned and voted upon as to the results of a mail recall ballot, shall simultaneously inform the officers and Directors of the Association of such results and whether a resulting vacancy exists, and

Article IX, Sec. 3

shall cause the results of such recall vote to be published in an official publication of the Association as soon as possible.

(j) At any stage of the proceedings under this Article, the sponsor of a petition may, with the written consent of the person against whom the recall petition was directed, withdraw the petition or otherwise terminate the proceedings provided for under this Article by so requesting in writing. At the written request of the person against whom the petition was directed, an announcement of the withdrawal or termination shall be published forthwith in the official journal of the Association.

Section 3. Filling of Vacancies Created by Removal of Office-Holder by Membership.

In the event an officer or Director is removed by recall vote of the membership, the vacancy shall be filled pursuant to the provisions of Article V, Section 4 for officers and Article IV, Section 2 for Directors; provided, however, that no person removed from office by the membership shall be returned to that office by the Board of Directors acting under this provision.

ARTICLE X

National Rifle Association Institute for Legislative Action

Section 1. Name and Function.

The National Rifle Association Institute for Legislative Action shall have sole responsibility to administer the legislative, legal, informational and fund raising activities of the Association relating to the defense or furtherance of the right to keep and bear arms, in accordance with the objectives and policies established by the Board of Directors.

Article X, Sec. 5

Section 2. Officers.

The Executive Director and Fiscal Officer shall have the duties set forth in Article V, Section 2(g). The Executive Director shall be in general charge of the Institute, shall be responsible for hiring, firing and establishing salary schedules for the remaining staff of the Institute, in accordance with the approved budget and other directives of the Board of Directors.

Section 3. Planning.

At least annually the Executive Director shall prepare and submit to the Board of Directors for approval a detailed plan of action in the following areas:

- (a) Federal legislative activity.
- (b) Legislative action organization development and operation in the political subdivisions of the United States.
- (c) Legal action.
- (d) Legislative information gathering and dissemination.
- (e) Such other legislative activity as may be advisable.
- (f) Fund raising for the above activities.

Section 4. Reports.

In addition to the planning recommendation under Section 3, the Executive Director shall report to the Board of Directors and the Executive Committee at each meeting thereof as to the activities of the Institute. The report shall indicate specifically all necessary compliance by the Association and its Institute with the applicable Federal, state and local laws regulating legislative activity.

Section 5. Directives.

The Board of Directors shall by resolution from time to time set the legislative, legal action, political education, and informational objectives and policies of the Association relating to the defense or furtherance of the right to keep and bear arms,

Article X, Sec. 6

and shall give specific directions to the Institute in these and such other matters as the Board shall deem advisable.

Section 6. Prohibition of Political Contributions.

Neither the Association, its Institute for Legislative Action, nor any officer, Director, employee, or agent acting on behalf of the Association or its Institute for Legislative Action, shall make any contribution to a political campaign, candidate, or political committee.

ARTICLE XI

Standing and Special Committees of the Association.

Section 1. Standing Committees.

(a) The standing committees of the Association are as follows:

- | | |
|---------------------------------|--------------------------------|
| Action Shooting | Legal Affairs |
| Air Gun | Legislative Policy |
| Audit | Membership |
| Black Powder | Military and Veterans' Affairs |
| Bylaws & Resolutions | * Nominating |
| Clubs & Associations | **Officers Compensation |
| Collegiate Programs | Outreach |
| Competition Rules & Programs | Pistol |
| Disabled Shooting Sports | Protest |
| Education & Training | Public Affairs |
| Elections | Publications Policies |
| Ethics | Range Development |
| Finance | Shotgun |
| Grassroots Development | Silhouette |
| Gun Collectors | Smallbore Rifle |
| Hearings | Sport Shooting |
| High Power Rifle | Women's Policies |
| Hunting & Wildlife Conservation | Youth Programs |
| Law Enforcement Assistance | |

Article XI, Section 4

*Members elected by the Board of Directors, pursuant to Article VIII, Section 1.

**Members designated pursuant to Article V, Section 5.

(b) At least once each year, each standing committee shall submit a written report through the Secretary of the Association to the Board of Directors at a regular meeting of the Board, and at such other time as may be requested by the President. It may also make written reports and recommendations to the Board or to the Executive Committee at any regular or special meeting.

Section 2. Special Committees.

The President or the Board of Directors may establish such special committees of the Association as may be deemed necessary from time to time to fulfill the objectives of the Association. Each special committee will report at such time and place as may be specified by the President or the Board of Directors.

Section 3. Committee Members Appointed by President.

Except as otherwise provided in Article V, Section 5, for the designation of members of the Officers Compensation Committee, in Article VI, Section 1(b), for the election of members of the Executive Committee, and in Article VIII, Section 1, for the election of members of the Nominating Committee, members of the Board of Directors or of the Executive Council or other members of the Association in good standing may be appointed by the President to membership on such standing and special committees of the Association as may be established, and shall serve at the pleasure of the President or until the adjournment of the next Annual Meeting of Members, or until their successors have been duly appointed, whichever last occurs.

Section 4. Responsibilities of Committees.

The President or the Board of Directors shall assign responsibilities to the committees relating to the administration, conduct, regulation, or oversight

Article XI, Section 5

of particular activities or special areas or endeavors of the Association, except that no corporate authority may be delegated to any committee unless all members of such committee are members of the Board of Directors of the Association, and unless such committee has been delegated such authority by a resolution adopted by a majority of the entire Board of Directors.

Section 5. Limitations on Powers of Committees.

No special or standing committee of the Board or of the Association shall exercise any powers prohibited to the Executive Committee.

Section 6. Committee Organization; Meetings.

Committee chairmen are authorized to appoint subcommittees and ad hoc committees from among the members of their respective full committee, as the chairman deems necessary. Official meetings of the committees or subcommittees thereof shall be authorized by the President or, in the absence of the President, by a Vice President or the Executive Vice President. Each respective Chairman shall inform the Secretary, who will issue the official notice for such meeting.

Section 7. Conference Telephone Meetings.

Members of any committee of the Association may participate in a meeting of such committee conducted by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at a meeting.

Article XIV, Sec. 1

ARTICLE XII

Prohibition of Proxy Voting

At all meetings of the Board of Directors, Executive Committee, other committees of the Association, and meetings of members, each person entitled to vote shall have a right to cast one vote on each question presented, which vote shall be cast in person and not by proxy.

ARTICLE XIII

Corporate Seal

The Association shall have a corporate seal bearing the words "National Rifle Association of America Corporate Seal." The Seal which is impressed on the title page of these Bylaws is the corporate seal of this Association.

ARTICLE XIV

Order of Business

Section 1. Order of Business.

(a) The following shall be the regular order of business at all meetings of the members:

1. Opening Prayer, Pledge of Allegiance, and National Anthem.
2. Roll call.
3. Adoption of agenda (only if it is proposed to supplement or supersede this order of business).
4. Approve minutes of previous meeting.
5. Reports of officers.
6. Report of Committee on Elections.
7. New Business: Resolutions.

Article XIV, Sec. 2

(b) The following shall be the regular order of business at all meetings of the Board of Directors:

1. Opening Prayer and Pledge of Allegiance.
2. Roll call.
3. Adoption of agenda (only if it is proposed to supplement or supersede this order of business).
4. Approve minutes of previous meeting.
5. Introductions, presentations and recognitions.
6. Reports of officers.
7. Reports of standing committees.
8. Reports of funds and special committees.
9. Unfinished business (only if items have come over from the previous meeting because the board adjourned without completing its order of business, regardless of the length of time between meetings).
10. New Business: Resolutions.
11. Good of the Order.
12. Closing prayer.

(c) At any meeting an agenda may be adopted. If it supplements but does not conflict with the order of business provided in these bylaws, its adoption requires a majority vote; if it conflicts with that order of business, its adoption requires a two-thirds vote.

Section 2. Parliamentary Authority and Parliamentarian.

(a) Parliamentary Authority. *Roberts Rules of Order Newly Revised* shall govern the deliberations of all meeting of the members, Board of Directors, Executive Committee, and all other standing committees, special committees, and subcommittees unless specific exceptions are made herein.

(b) Parliamentarian. The President may appoint an official Parliamentarian of the Association, who shall serve at the pleasure of the President.

Article XV, Sec. 1

Section 3. Taking of Votes at Annual Meeting of Members.

(a) The casting of votes at the Annual Meeting of Members shall be by showing of voting credentials, and shall be by paper ballots on a showing of voting credentials of one hundred members entitled to vote requesting such paper balloting or upon request of the chair.

(b) Paper ballots at the Annual Meeting of Members shall be collected and immediately placed in custody of a certified public accountant who shall immediately count them and without unnecessary delay shall certify the result of the count to the Chair at the meeting, and the paper ballots shall thereafter be preserved by the accountant for 180 days, and thereafter the accountant shall deliver the ballots to the Secretary for preservation until the adjournment of the next Annual Meeting of Members and until such further times, if any, as decided by vote of the members or, to the extent not inconsistent therewith, by the President.

ARTICLE XV

Amendments

Section 1. Amendments by the Board of Directors.

These Bylaws may be amended at any regular meeting of the Board of Directors by a majority vote, provided that the amendment has been submitted in writing at the previous regular meeting of said Board, or has been sent in writing by mail to every member of the Board listed in the most recent Official Directory not less than thirty days prior to the scheduled Board meeting. To qualify under this Section, the proposed amendment must

Article XV, Sec. 2

be recommended by the Bylaws & Resolutions Committee as printed in the Bylaws & Resolutions Committee report to the Board of Directors, or signed by at least two members of the Board of Directors or alternatively by two hundred fifty members of the Association entitled to vote.

Section 2. Germane Amendments.

Notice of specific amendments proposed shall not preclude amendments being made from the floor which are germane to the specifically proposed amendments.

Section 3. Amendments by Mail by the Membership.

(a) These Bylaws may be amended by mail in conjunction with the casting of ballots for the election of Directors by a majority vote of those members qualified to vote and voting by mail on the proposed Bylaws amendment. Proposals for changes to be made by mail may be recommended by the Board of Directors or by petition of members.

(b) Proposals for changes in the Bylaws to be made by mail may be submitted by petition of members and must be received by the Secretary of the Association no later than September 1st of the year prior to the mailing of the ballot in which the proposals to be voted upon will be included. Such petitions must bear the signatures, names, membership identification numbers and addresses of a number of members eligible to vote that is not less than 5% of the number of valid ballots cast in the most recent mail ballot election of directors, which number shall be provided by the Secretary to any member upon request. The petition may be accompanied by one supporting statement of not more than 500 words. Signatures on an amendment proposed by voting members must be handwritten, original

Article XV, Sec. 3

signatures, and all signatures must be sent by the same person (the "sponsor"). The petition shall clearly state that it may be withdrawn by the sponsor without notice to, or approval by, the signatories. The Board of Directors may prepare a statement of not more than 500 words in response to a proposal for change submitted by petition, and such statement must be received by the Secretary no later than October 1st.

(c) Proposals for changes in the Bylaws to be made by mail may be recommended by the Board of Directors at any meeting of the Board, provided that the proposed amendment has been recommended by the Bylaws & Resolutions Committee as printed in the Bylaws & Resolutions Committee report to the Board of Directors at the previous regular meeting of said Board, or signed by at least two members of the Board of Directors and either submitted in writing at the previous regular meeting of said Board, or sent in writing by mail to every member of the Board listed in the most recent "Official Directory" not less than forty-five days prior to the scheduled Board meeting. Such proposals may be accompanied by two statements, each not more than 500 words, one statement representing the majority view and the other representing the minority view of the Board, and must be received by the Secretary no later than October 1st of the year prior to the mailing of the ballot in which the proposals to be voted upon will be included.

(d) A rebuttal statement of not more than 250 words may be prepared by the persons who prepared the corresponding main statement and must be received by the Secretary no later than October 30th.

(e) The proposed changes together with the statements in support and opposition shall be published in the issue

Article XV, Sec. 4

of the "Official Journal" of the Association containing the ballot to elect Directors. Ballots for voting on changes in the Bylaws to be made pursuant to this section shall be mailed in accordance with the procedures established under Article VIII, Section 2(e), regarding ballots for election of Directors. The results of balloting conducted pursuant to this section shall be tabulated in accordance with the procedures established under Article VIII Section 2 (h), (i) and (j), to the extent applicable, shall be announced at the Annual Meeting of Members and shall be published in the "Official Journal" within 90 days after such announcement.

Section 4. Authority to Amend or Repeal.

Any Bylaw adopted by the Board may be amended or repealed either by the Board, or by the members by mail pursuant to Section 2 of this Article. Any Bylaw adopted by the members may be amended or repealed by the Board, unless it is adopted in bold face italics, in which case it may be amended or repealed only by the members, by mail, and not by the Board.

ARTICLE XVI

Amendments to the Certificate of Incorporation

Section 1. Recommendation by the Board of Directors.

(a) Amendments to the Certificate of Incorporation shall be recommended at any regular or special meeting of the Board of Directors by a majority affirmative vote of all Directors currently constituting the Board of Directors, provided that either (i) the amendment has been submitted in writing at the previous meeting of the Board of Directors, or (ii) has been sent in writing by mail

Article XVI, Section 2

to every member of the Board of Directors as listed in the most recent Official Directory not less than forty-five (45) days prior to the scheduled Board of Directors meeting. To qualify for recommendation under this section, the proposal must be signed by not less than ten (10) members of the Board of Directors or Executive Council.

(b) No vote on amendments to the Certificate of Incorporation may be taken unless and until such proposals have been reviewed by outside legal counsel and the Board of Directors has been informed by such outside legal counsel of its opinion as to the legality, propriety, and efficacy of such proposal and its conformity with existing Bylaws and the Not-For-Profit Corporation Law of the state in which the Association is incorporated.

Section 2. Adoption by Members.

(a) Amendments to the Certificate of Incorporation proposed and recommended pursuant to Section 1 above, shall be presented to the members for adoption in conjunction with the casting of ballots for the election of Directors, and shall be approved by a majority affirmative vote of those members qualified to vote and voting by the directed voting procedure described herein at Article XVII. The proposed amendment must be received in writing by the Secretary by the first (1st) day of September of the year immediately preceding the mailing of the ballot in which the proposals to be voted on by directed vote will be included. Notice of any such recommended amendments timely received by the Secretary and the exact text of the recommended amendments to the Certificate of Incorporation to be voted upon by the membership by directed voting procedure shall be printed in the NRA Official Journal not less than forty-five (45) days, nor more than ninety (90) days before the mailing of the ballot in which the recommended proposals to be voted on by directed vote will be included.

Section 3. Publication of Notice.

Proposals and recommendations for changes to the Certificate of Incorporation may be accompanied

Article XVI, Sec. 3

by two statements, each not more than 500 words, one statement representing the majority view of the Board of Directors, and the other representing the minority view of the Board of Directors, and must be received by the Association Secretary no later than October 1st (first) of the year preceding the mailing of the ballots in which the proposals to be voted on by directed vote will be included. The President shall designate persons from the Board of Directors to prepare such statements on behalf of the Board of Directors.

ARTICLE XVII

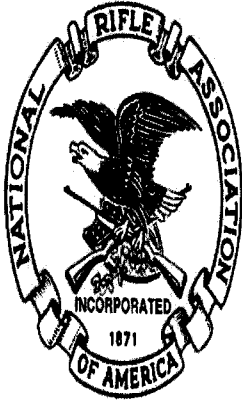
Directed Voting Procedures of Members

(a) The mail ballot voting procedure described in Article XV, Section 4 of these Bylaws is hereby defined as the Association's "Directed Voting Procedure." Votes of the membership by Directed Voting Procedure shall be termed "directed votes" and shall have the same force and effect as if such vote had been delivered by a member in person at a meeting. A directed vote shall not constitute a vote by proxy and shall not violate Article XII of these Bylaws.

(b) The Directed Voting Procedure shall be used by the membership to elect directors, amend the Bylaws, remove Association officials by recall, and amend the Certificate of Incorporation.

(c) Where any provisions of these Bylaws provides for a petition by the members, only original, handwritten signatures on such a petition shall be valid.

The NATIONAL RIFLE
ASSOCIATION
OF AMERICA



BYLAWS

AS AMENDED

APRIL 29, 2019

A NEW YORK STATE MEMBERSHIP
CORPORATION CHARTERED IN 1871

EXHIBIT

tabbles

3 B

The National Rifle Association of America

The National Rifle Association, chartered in 1871, is not only the oldest sportsmen's organization in America, but also is an educational, recreational and public service organization dedicated to the right of the individual citizen to own and use firearms for recreation and defense.

The NRA is a nonprofit corporation supported by membership dues and contributions from public spirited members and clubs. It is not affiliated with any arms or ammunition manufacturer nor with any business which deals in guns or ammunition. It receives no appropriations from Congress.

The NRA cooperates with all branches of the United States Armed Forces, federal agencies, state and local governments interested in teaching small arms marksmanship and firearm safety to the maximum number of Americans.

During World War II, NRA members taught over one million seven hundred thousand Americans the correct use of small arms in preinduction training courses.

Past presidents of the Association include: U.S. President Ulysses S. Grant and General Philip H. Sheridan. Among the many notables who have been members of the National Rifle Association are eight Presidents of the United States, two Vice Presidents of the United States, two Chief Justices of the U.S. Supreme Court and numerous U.S. Congressmen, as well as legislators and officials of the several state governments.

(This supersedes the printed copy of the Bylaws as amended September 10, 2016 and April 29, 2017).

NOTE: AMENDMENTS IN BOLD FACE ITALICS SHALL NOT BE REPEALED OR AMENDED BY THE BOARD OF DIRECTORS.

Copyright 2019, National Rifle Association of America

- ARTICLE I, NAME 1
- ARTICLE II, PURPOSES AND OBJECTIVES 1
- ARTICLE III, MEMBERSHIP 2
 - Section 1. Eligibility 2
 - Section 2. Dues and Contributions 2
 - Section 3. Individual Members 2
 - Section 4. Affiliated or Participating Organizations 4
 - Section 5. Admission to Membership 5
 - Section 6. Rights and Privileges of Members 6
 - Section 7. Members Holding Office 7
 - Section 8. Meetings of Members (Quorum) 7
 - Section 9. Duties of Members 8
 - Section 10. Voluntary Termination of Membership .. 9
 - Section 11. Involuntary Termination of Membership and Disciplinary Proceedings 9
 - Section 12. Committee on Hearings 12
- ARTICLE IV, BOARD OF DIRECTORS 12
 - Section 1. Composition 12
 - Section 2. Powers and Duties 13
 - Section 3. Meetings (Quorum) 14
 - Section 4. Indemnification and Advancement of Expenses of Directors of the Association 15
- ARTICLE V, OFFICERS 16
 - Section 1. Number and Election 16
 - Section 2. Duties of Officers 16
 - Section 3. Suspension and Removal 20
 - Section 4. Vacancies 21
 - Section 5. Compensation 21
 - Section 6. Bonds 22
- ARTICLE VI, EXECUTIVE COMMITTEE 22
 - Section 1. Composition 22
 - Section 2. Powers and Duties 23
 - Section 3. Vacancies in the Executive Committee 24
 - Section 4. Meetings of the Executive Committee (Quorum)..... 24
- ARTICLE VII, EXECUTIVE COUNCIL 24
 - Section 1. Composition 24
 - Section 2. Rights and Privileges 25
 - Section 3. Removal 25
- ARTICLE VIII, NOMINATION AND ELECTION PROCEDURES (For Election of Director by the Mail Ballot) 26
 - Section 1. Nominating Committee 26
 - Section 2. Nomination and Election of Directors 27
 - Section 3. Nomination of Directors by Petition 31
 - Section 4. Election of One Director at Annual Meeting of Members 34

Bylaws

OFFICIALS BY RECALL 34
 Section 1. Petition for Removal by Recall 34
 Section 2. Procedure 34
 Section 3. Filling of Vacancies Created by
 Removal of Office-Holder
 by Membership 38
 ARTICLE X, NATIONAL RIFLE
 ASSOCIATION INSTITUTE FOR
 LEGISLATIVE ACTION 39
 Section 1. Name and Function 39
 Section 2. Officers 39
 Section 3. Planning 39
 Section 4. Reports 40
 Section 5. Directives 40
 Section 6. Prohibition of Political
 Contributions 40
 ARTICLE XI, STANDING AND SPECIAL
 COMMITTEES OF THE ASSOCIATION 40
 Section 1. Standing Committees 40
 Section 2. Special Committees 41
 Section 3. Committee Members Appointed
 by President 41
 Section 4. Responsibilities of Committees 42
 Section 5. Limitations on Powers of
 Committees 42
 Section 6. Committee Organization;
 Meetings 42
 Section 7. Conference Telephone Meetings 42
 ARTICLE XII, PROHIBITION OF PROXY
 VOTING 43
 ARTICLE XIII, CORPORATE SEAL 43
 ARTICLE XIV, ORDER OF BUSINESS 43
 Section 1. Order of Business 43
 Section 2. Parliamentary Authority and
 Parliamentarian 45
 Section 3. Taking of Votes at Annual
 Meeting of Members 45
 ARTICLE XV, AMENDMENTS 45
 Section 1. Amendments by the Board of
 Directors 45
 Section 2. Germane Amendments 46
 Section 3. Amendments by Mail by the
 Membership 46
 Section 4. Authority to Amend or Repeal 48
 ARTICLE XVI, AMENDMENTS TO THE
 CERTIFICATE OF INCORPORATION 48
 Section 1. Recommendation by the Board of
 Directors 49
 Section 2. Adoption by Members 49
 Section 3. Publication of Notice 50
 ARTICLE XVII, DIRECTED VOTING
 PROCEDURE OF MEMBERS 50

ARTICLE I

Name

The name of this organization is the National Rifle Association of America.

ARTICLE II

Purposes And Objectives

The purposes and objectives of the National Rifle Association are:

1. To protect and defend the Constitution of the United States, especially with reference to the God-given inalienable right of the individual American citizen guaranteed by such Constitution to acquire, possess, collect, exhibit, transport, carry, transfer ownership of, and enjoy the right to use, keep and bear arms, in order that the people may exercise their individual rights of self-preservation and defense of family, person, and property, and to serve in the militia of all law-abiding men and women for the defense of the Republic and the individual liberty of the citizens of our communities, our states and our great nation;

2. To promote public safety, law and order, and the national defense;

3. To train members of law enforcement agencies, the armed forces, the National Guard, the militia, and people of good repute in marksmanship and in the safe handling and efficient use of small arms;

4. To foster, promote and support the shooting sports, including the advancement of amateur and junior competitions in marksmanship at the local, state, regional, national, international, and Olympic levels;

5. To promote hunter safety, and to promote and defend hunting as a shooting sport, for subsistence, and as a viable and necessary method of fostering the propagation, growth and conservation, and wise use of our renewable wildlife resources.

The Association may take all actions necessary and proper in the furtherance of these purposes and objectives.

49

ARTICLE III

Membership

Section 1. Eligibility.

(a) Any citizen of the United States who is and while he remains of good repute, who subscribes to the objectives and purposes of the Association, or any organization as hereinafter described, shall be eligible to be a member of the Association, provided that citizens of foreign nations and organizations composed in whole or in major part of citizens of foreign nations may be admitted to membership as provided in Sections 3 and 4 of this Article.

(b) No individual who is a member of, and no organization composed in whole or in part of individuals who are members of, any organization or group having as its purpose or one of its purposes the overthrow by force and violence of the Government of the United States or any of its political subdivisions shall be eligible for membership.

Section 2. Dues and Contributions.

The dues or minimum contributions of each class of membership shall be fixed by the Board of Directors. Except for those persons who are lifetime members elected prior to July 1, 1979, all members of all classes with addresses not within the domestic United States may be required to pay the additional postage costs necessary for Association mailings to their stated addresses. The imposition of such requirement and the amount of such costs shall be determined administratively from time to time.

Section 3. Individual Members.

(a) **Individual Members.** Individual members shall be Benefactor, Patron, Endowment, Life, Annual, and such other members as are designated in this section.

(b) **Honorary Life Member.** A person may be nominated for Honorary Life membership by the Executive Council and be elected to such

membership by the Board of Directors in recognition of outstanding service to the Association on a national scale in any one or more of the primary fields of endeavor of the National Rifle Association of America. Not more than three individuals shall be elected as Honorary Life Members in any one calendar year. Honorary Life Members shall enjoy all the rights and privileges of Life Members.

(c) **Lifetime Members.** Benefactor, Patron, Endowment, and Life Members are members for life.

(d) **Associate Member.** A person who elects to pay reduced dues may become an Associate member on an annual basis upon payment of such dues as may be determined by the Board of Directors.

(e) **Junior Member.** A person 20 years of age or under, who pays such dues as may be determined by the Board of Directors, may become a junior member. Such status shall continue through the end of the calendar year in which his or her 20th birthday occurs.

(f) **Non-Citizen Member.** A citizen of a nation other than the United States, whether resident within or without the United States, who is interested in the pursuit of the purposes and objectives of the Association may become a member of the Association in any of the classes listed in this Section, subject to the limitation of Section 6(e) of this Article, upon the fulfillment of any condition for membership within said class. Non-citizen memberships shall be subject to termination or suspension by vote of the Board of Directors, or the Executive Committee, if the Board is not in session, whenever, by proclamation of the President of the United States, or by action of the Congress, the nation of which any such member is a citizen is in a state of war or active military hostilities with the United States, and good cause exists for such termination or suspension.

(g) **Membership Categories.** The Board of Directors may establish Membership Categories for individual members of various Membership Classes. Membership shall be in accordance

with administrative requirements and procedures approved by the Executive Vice President. The Board may provide for reduced or augmented dues for members belonging to such categories.

(h) **Upgrading Class of Membership.** An individual member of one class may become a member of a different class, if qualified therefor, by contributing the minimum dues or contribution specified by the Board of Directors for the class of membership desired, less the contribution specified for his current membership.

Section 4. Affiliated or Participating Organizations.

(a) Affiliated Organizations.

The following affiliated organizations are organization members:

(1) **State Association.** An organization in a single state or territory that promotes and supports the purposes and objectives, policies and programs of the National Rifle Association. Membership shall be composed primarily of individuals, clubs and other organizations of that state or territory. Affiliation as the official State Association shall be by approval of the Board of Directors of the National Rifle Association, and not more than one organization may be so affiliated to represent any state or territory.

(2) **Approved Organization.** An organization other than a local club, composed primarily of individuals and/or clubs from a single state or territory, formed to promote one or more of the purposes and objectives of the National Rifle Association in the state or territory for which it is organized. Affiliation shall be in accordance with administrative requirements and procedures approved by the Executive Vice President.

An organization whose purposes and/or programs conflict with those of an existing affiliate in a state or territory shall not be affiliated.

(3) **Club.** A local organization composed of not less than five citizens of the United States, whose purposes are consistent with those of the National Rifle Association. Affiliation shall be

in accordance with administrative requirements and procedures approved by the Executive Vice President.

(b) Non-Citizen Organizations.

An organization of five or more members, wherever located, composed in whole or in major part of citizens of countries other than the United States, the purposes of which are consistent with those of the National Rifle Association. Enrollment shall be in accordance with administrative requirements and procedures approved by the Executive Vice President. Such organization membership shall be subject to termination or suspension in the same manner as provided in Section 3(f) of this article.

(c) Participation By Other Organizations.

A nonprofit organization, including a national, regional, or state membership organization, educational institution, summer camp, or law enforcement organization, the purposes of which are not inconsistent with those of the National Rifle Association, may affiliate with the NRA or participate in programs of the NRA, in accordance with administrative requirements and procedures approved by the Executive Vice President.

A commercial organization or enterprise, including a private security agency, the purposes of which are not inconsistent with those of the National Rifle Association, may participate in specific programs of the NRA, in accordance with administrative requirements and procedures approved by the Executive Vice President.

Section 5. Admission to Membership.

(a) An appropriate card, certificate or insignia shall be issued to each member as evidence of membership.

(b) Any applicant for any class of membership or affiliation may be refused admission or affiliation by the Board of Directors for any reason deemed by it to be sufficient.

Section 6. Rights and Privileges of Members.

(a) All members who comply with the regulations and meet the conditions specified for any particular match shall have the privilege of competing in such match whether conducted by the Association or its affiliated organizations and of qualifying for such awards as may be established by the Association.

(b) All members shall have the privilege of requesting and receiving from the Association such advice and assistance as may be currently available concerning small arms, ammunition and accessories, range construction, and organization and management of clubs and competitions. A reasonable charge may be made by the Association for such assistance.

(c) Except as provided in this subsection, all individual members of the Association shall be entitled to a subscription to the official journal as a privilege of membership. The Board of Directors may determine reduced dues or contributions for Associate, Junior or undesignated Family members of the Association, on the condition that such members electing to pay reduced dues or contributions shall not be entitled to a subscription to the official journal. Except as provided in Article IV, Section 1(a)(2), no Associate member, Junior member, or undesignated Family member shall be entitled to vote.

(d) All members shall have the privilege to attend and be heard at all official meetings of members, and shall have the right to attend all meetings of the Board of Directors, Executive Committee, and standing and special committees of the Association, except during executive sessions thereof.

(e)(1) Fully paid lifetime members and annual members with five or more consecutive years of membership, as shown in the Association's membership records, who have attained the age of 18 years on or before the fiftieth (50th) day prior to the date of the annual meeting of members and who are citizens of the United States of America shall be entitled to vote. Each such member shall be entitled to cast a vote for not more than one person for each vacancy on the Board of Directors to be filled by the membership at any election of

Directors, which vote shall be cast as provided in these Bylaws. In order for such a member to cast a vote at any meeting of members, a properly completed, fully paid application for lifetime membership must have been received by the Secretary on or before the fiftieth (50th) day prior to the date of the meeting, or an annual member must have five years of consecutive membership, as shown in the Association's membership records, and such consecutive membership must be in effect on the fiftieth (50th) day prior to the meeting.

(2) Individual members who are not lifetime members or annual members with five (5) or more consecutive years of membership and who are otherwise qualified to vote pursuant to Section 6(e)(1) above, shall have the right to vote for the seventy sixth (76th) Director on the occasion of the Annual Meeting of Members.

(f) Any member shall have the right to circulate and submit petitions for nominating Directors, to be signed by members entitled to vote, as provided in Article VIII, Section 3.

(g) Members of the Association entitled to vote, and any affiliated organization as defined in Section 4(a) of this Article, shall have the right to petition for removal of any officer, Director, or member of the Executive Council by the procedure provided in Article IX.

(h) Members of the Association entitled to vote shall have the right to demand a special meeting of the members by the procedure provided in Section 8(b) of this Article.

Section 7. Members Holding Office.

The holding of any office or membership on any committee shall be contingent upon membership in good standing in this Association.

Section 8. Meetings of Members.

(a) **Annual Meeting of Members.** The Association shall hold an Annual Meeting of Members to receive the report of the election of Directors and to transact such other business as may properly come before the meeting, at such time

and place as shall be determined by the Board of Directors, but in no case later than November 30th of each calendar year. Notice of the time and place of such meeting shall be published in consecutive issues of the official journal of the Association not less than twice prior to the holding of the meeting.

(b) **Special Meetings of Members.** A special meeting of members of the Association may be called at any time by the President, by the Board of Directors, or by the Executive Committee, or upon demand, in writing, signed by not less than 5% of the members entitled to vote, and stating the specific purpose of the proposed meeting. Notice of the time, place and object of the special meeting shall be published in consecutive issues of the official journal of the Association not less than twice prior to the holding of the meeting. The time and place of such meeting shall be fixed by the President.

(c) **Quorum.** At any annual or special meeting 100 members entitled to vote shall constitute a quorum.

(d) **Presentation of Awards.** No award shall be presented during any meeting of members without the prior approval of the Board of Directors.

Section 9. Duties of Members.

(a) It is the duty of each member to assist in every feasible manner in promoting the objectives of the Association as set forth in Article II of these Bylaws and to act at all times and in every matter in a manner befitting a sportsman and a good citizen.

(b) It is the duty of the officers of organization members to conduct the affairs of their organization in an efficient manner, in accordance with their organization bylaws, and such programs and regulations as may, from time to time, be adopted by this Association. Officers of organization members shall maintain proper records and shall promptly render such reports concerning membership, finances, facilities and activities as may be requested from time to time by the Association. In addition, officers of affiliated organization members shall conduct the affairs of the organization in a fiscally responsible manner, including the development of

an annual budget and the completion of an annual audit.

(c) It is the duty of organization members to maintain their shooting ranges in a state of adequate repair, to operate their ranges in a safe manner under properly qualified supervision and to conduct a continuing program of small arms instruction and competition in compliance with the regulations and program of the Association as currently in effect.

Section 10. Voluntary Termination of Membership.

(a) Any individual member may terminate his or her membership at any time by a resignation in writing sent by first class United States mail to the Secretary of the Association, but such member will not be entitled to any refund of dues or contributions already paid.

(b) Any organization member may terminate its membership at any time by a vote of a majority of the members of such organization at any regular meeting or special meeting called for the purpose, by a resignation in writing accompanied by a copy of the minutes of said meeting sent by first class United States mail by the Secretary of the organization to the Secretary of the Association, but such organization member should not be entitled to any refund of dues already paid.

Section 11. Involuntary Termination of Membership and Disciplinary Proceedings.

(a) **Default.** Any member in default in payment of dues shall be terminated from membership and from all privileges of membership.

(b) **Discipline, Suspension and Expulsion.** Any individual or organization member may be disciplined, suspended, or expelled for good cause, including but not limited to, any conduct as a member that is contrary to or in violation of the Bylaws of the Association; for having obtained membership in the Association by any false or misleading statement; or, without limitation, conduct disruptive of the orderly operation of the

Association in pursuit of its goals; violating one's obligation of loyalty to the Association and its objectives; or willfully making false statements or misrepresentations about the Association or its representatives. No member so suspended or expelled will be entitled to any refund of dues or contributions already paid.

(c) **Notice and Service by Mail.** Where notice is required under this Section, notification shall be by personal service or by a simultaneous first class mailing and certified mailing to the address of record with the Secretary. Notification by mail shall be deemed to have been served five days after mailing.

(d) **Procedure for Discipline, Suspension, or Expulsion.**

(1) Any member of the Association in good standing may file a complaint with the Secretary of the Association against any individual or organization member. Complaints regarding a member's performance or activity at a competition or competitions shall be filed with the Protest Committee and shall be subject to this procedure only if forwarded to the Secretary for such processing by the Protest Committee.

(2) The complaint must be in writing, notarized, and signed by the complainant. It must distinctly describe the cause for which the member's discipline, suspension, or expulsion is sought. No complaint shall be filed or considered with respect to the same facts or transactions as an earlier filed complaint. Except for a complaint based upon a conviction for an offense which prohibits the person from possessing or receiving firearms under federal law, or on facts which could not have been discovered earlier with due diligence, the complaint shall be based solely on facts, events, and transactions that shall have occurred not more than three years prior to the filing of the complaint. All exhibits referred to in the complaint shall accompany the complaint.

(3) The Secretary shall transmit the complaint to the Ethics Committee for consideration at its next meeting.

(4) The Ethics Committee shall determine whether the charges if proved would warrant suspension, expulsion, or other discipline, or should be dismissed.

(5) If the Ethics Committee determines not to dismiss the charges, it shall propose a resolution providing for suspension, expulsion, or other discipline as the appropriate remedy in the event the charges are proved or a hearing is not requested.

(6) The Secretary shall promptly notify the accused member of the proposed suspension, expulsion, or other discipline by mailing him a copy of the resolution. The Secretary shall enclose a copy of the complaint, the exhibits if any, and the Bylaws of the Association. The Secretary shall inform the accused member of the right to a hearing as hereinafter provided and further inform the member that unless the member requests a hearing in writing received by the Secretary within forty-five days after the date of such notice, the proposed resolution will be submitted to the Board of Directors for adoption.

(7) If a hearing is timely requested, the Secretary shall immediately notify the Chairman of the Committee on Hearings. A Hearing Board composed of three hearing officers shall be elected by and from the membership of the Committee on Hearings, none of whom shall have any personal interest in the proceeding. No more than two such hearing officers may be members of the Board of Directors or the Executive Council. The hearing officers shall choose a chairman from among their membership. The Hearing Board shall hold a hearing upon at least sixty days notice to the complainant and the accused.

(8) At the hearing, the complainant, the Association and the accused member may be represented by counsel. The Chairman of the Hearing Board shall preside at the hearing and may rule on all procedural matters. Testimony shall be taken under oath.

(9) At the conclusion of the hearing, the Hearing Board shall determine its recommendation to the Board of Directors.

(10) Upon receiving the recommendation of the Hearing Board, or the proposed resolution of the Ethics Committee in the event a hearing was not timely requested, the Board of Directors, in Executive Session, shall consider the submission at its next meeting and may dismiss the charges or, by a three-quarters vote, order the expulsion, suspension or other discipline of the accused member.

(e) **Confidentiality.** All proceedings under this Section shall be confidential.

(f) If the accused person allows his or her membership to lapse by failing to pay dues or by resigning pending final disposition of the complaint, then such person shall not be eligible to rejoin the Association without permission of the Board of Directors.

Section 12. Committee on Hearings.

The Committee on Hearings shall be appointed by the President and composed of nine members entitled to vote, no more than six of whom shall be members of the Board of Directors or Executive Council.

ARTICLE IV

Board of Directors

Section 1. Composition.

(a) The Board of Directors shall consist of seventy-six (76) Directors as follows:

(1) Seventy-five (75) Directors, elected for three (3) year terms as provided in Article VIII from lifetime members of the Association who are entitled to vote and have been lifetime members for a minimum of 5 years at the time of nomination. This tenure requirement shall not affect any director serving as of April 29, 2019. The Executive Committee may, by a vote of the majority of the members present at a meeting called by the President, either by telephone or in person, waive this tenure requirement and allow a lifetime member who has been such for fewer than

5 years to be put on the ballot for election to the Board of Directors. A request for such a waiver must be submitted to the Secretary and received not more than 45 days after the adjournment of the most recent Annual Meeting of Members. Each such Director (except such Directors elected to fill unexpired terms) shall hold office from the adjournment of the Annual Meeting of Members at which his or her election is announced until the adjournment of the third Annual Meeting of Members next following such election or until his or her successor is elected and qualified. The terms of office of such Directors shall continue to be so arranged that one-third (1/3) of such terms shall expire at each Annual Meeting of Members or until their successors are elected and qualified.

(2) One (1) Director, elected as provided in Article VIII, Section 4, shall hold office from the adjournment of the Annual Meeting of Members at which he was elected until the adjournment of the next Annual Meeting of Members, or until a successor is elected and qualified.

(b) Conviction of a felony shall be a disqualification for nomination to or service on the Board of Directors unless the Board for good cause determines to the contrary.

Section 2. Powers and Duties.

The Board of Directors shall formulate the policies and govern and have general oversight of the affairs and property of the Association, in accordance with applicable law and these Bylaws. The Board shall elect from among its own members a President and one (1) or more Vice Presidents. It shall also elect the Executive Vice President, Secretary and Treasurer of the Association, members of the Executive Committee, and may elect members to the Executive Council. ***All vacancies in the Board occurring between regular elections for any reason shall be filled by persons who ran and lost on the most recent mail ballot in rank order of number of votes received; and each such person shall serve until the adjournment of the next Annual Meeting of Members.***

Any Director, officer, or employee of the Association who is also a member of the governing body of any business, corporate, or other entity (whether as trustee, director, sole-owner, officer, partner, or the like) which receives from the Association any payment(s) for goods or services which total in excess of \$2,000 either within a year or pursuant to any contract or contracts originating within a year shall immediately file a written statement of all such business as to the nature and amount thereof, to the best of his or her knowledge, with the Secretary who shall transmit such statement to the Board of Directors at its next meeting and who shall include all such statements in the Secretary's report at the next Annual Meeting of Members.

Section 3. Meetings.

(a) Regular Meetings. There shall be three regular meetings of the Board of Directors in each year. A first regular meeting of the Board of Directors shall be held within one week after the Annual Meeting of Members and after the election and installation of newly elected members of the Board of Directors as announced at the Annual Meeting of Members. At this meeting of the Board of Directors, the officers for ensuing terms shall be elected and such other business transacted as may properly come before the meeting. The second regular meeting of the Board of Directors shall be held approximately 120 days after the Annual Meeting of Members. The third regular meeting of the Board of Directors shall be held approximately 240 days after the Annual Meeting of Members. The exact time and place of each meeting may be determined by the Board of Directors at the previous meeting, reasonable notice being given.

(b) Special Meetings. A special meeting of the Board of Directors may be held at any time on the call of The President, or by action of the Executive

Committee, or upon demand in writing stating the object of the proposed meeting and signed by not less than a majority of the Board. Notice of the time, place and object of such special meetings shall be mailed to each Director at least 30 days before the date of holding such meetings.

(c) Quorum. At any regular or special meeting of the Board of Directors 25 members shall constitute a quorum.

(d) Upon a request of 20% of the membership of the Board of Directors present, a roll call vote shall be taken on any specified question. **Every such roll call vote, together with the specified question, shall be published by the Secretary in the official journal within 90 days.**

(e) Upon request of 20% of the membership of the Board of Directors present, the names of the persons voting in the affirmative, in the negative and the abstaining, shall be recorded in the minutes of the meeting but not published in the Official Journal.

Section 4. Indemnification and Advancement of Expenses of Directors of the Association.

The indemnification and advancement of expenses of Directors granted pursuant to, or provided by, the corporate laws of the state under which the Association is incorporated shall not be exclusive of any other rights to which a Director seeking indemnification or advancement of expenses may be entitled, and each Director shall be entitled to such indemnification and expenses immediately to the fullest extent requested in writing to the Secretary or Executive Vice President by such Director unless and only unless prohibited by corporate laws of the state under which the Association is incorporated.

ARTICLE V

Officers

Section 1. Number and Election.

(a) The officers of the Association shall be a President, one or more Vice Presidents, an Executive Vice President, a Secretary, a Treasurer, an Executive Director of the National Rifle Association General Operations, and an Executive Director of the National Rifle Association Institute for Legislative Action. The President and Vice Presidents shall be elected annually by and from the Board of Directors. The Executive Vice President, Secretary and Treasurer shall be elected annually by the Board of Directors, and they shall serve until their successors have been elected and qualified. ***The Executive Vice President shall be elected by the Board of Directors. In the event that the Office of the Executive Vice President becomes vacant, the succeeding Executive Vice President shall be elected by the Board of Directors at its next meeting.*** The President may not succeed himself or herself more than once, after being elected to serve a full term, except that Charlton Heston may succeed himself as President a second time for the term commencing in the year 2000 and ending in the year 2001, and a third time for the term commencing in the year 2001 and ending in the year 2002, and a fourth time for the term commencing in the year 2002 and ending in the year 2003. When two (2) or more candidates are nominated for office, voting for officers shall be by written ballot.

(b) The Board may not abolish said offices nor create any other offices.

Section 2. Duties of Officers.

(a) President.

(1) The President shall preside at all meetings of the Association, of the Board of Directors and of the Executive Committee.

(2) With the exceptions of the Nominating Committee, the Committee on Hearings and the

Committee on Elections, the President shall be an ex officio member, with vote, of all committees.

(3) Except as otherwise provided in these Bylaws, the President shall appoint all standing and special committees of the Association.

(4) The President shall perform all such other duties as usually pertain to the office.

(b) **Vice Presidents.** The Vice President shall perform the duties of the President in the absence or at the request of the President. In case a vacancy shall occur in the office of the President, the first Vice President shall become President and shall serve for the balance of the term. In case more than one Vice President is elected by the Board of Directors, each Vice President shall be designated in succession by number, and in case of a vacancy shall succeed to the next higher office. With the exceptions of the Nominating Committee, the Committee on Hearings and Committee on Elections, the Vice Presidents shall be ex officio members, with vote, of all committees. The Vice Presidents shall perform such duties as may be delegated by the President or assigned by either the President or the Board of Directors.

(c) **Executive Vice President.** The Executive Vice President shall direct all the affairs of the Association in accordance with the programs and policies established by the Board of Directors. Among his authorities, the Executive Vice President shall be empowered to (1) appoint, suspend with or without pay, or remove the Executive Director of the National Rifle Association General Operations or the Executive Director of the National Rifle Association Institute for Legislative Action; (2) suspend with pay the Secretary or the Treasurer until the next meeting of the Executive Committee or the Board of Directors, whichever occurs first; and (3) employ, suspend with or without pay, or dismiss any employee.

(d) **Secretary.** The Secretary, under the direction of the Executive Vice President, shall have the following duties: (1) have charge of the archives of the Association; (2) attend to the proper publication of official notices and reports,

attest documents, and perform such other duties as usually pertain to the office; (3) have such other duties as may be assigned from time to time by the Board of Directors, the Executive Committee, and/or the Executive Vice President; and, (4) shall be Secretary of the Board of Directors, the Executive Committee, the Nominating Committee and the Committee on Elections.

(e) **Treasurer.** The Treasurer shall operate in accordance with the financial policies set forth by the Board of Directors or the Executive Committee, and shall have charge of the books of account and financial operations of the Association. The Treasurer shall regularly report his or her recommendations regarding the financial affairs of the Association to the Finance Committee, Executive Vice President, the Board of Directors, and the Executive Committee. The Treasurer shall assist a firm of certified public accountants selected by the Board of Directors to make an annual audit of the Association's books of account and prepare a statement of financial conditions as of the close of each fiscal year as may be established by the Board of Directors, and shall furnish a copy of such statement, together with the certificate of audit, to each member of the Board of Directors. The funds of the Association shall be placed in such bank or banks as may be designated by the Board of Directors. The Treasurer shall have such other duties as may be assigned to him or her from time to time by the Board of Directors, the Executive Committee, and/or the Executive Vice President.

(f) **Executive Director of the National Rifle Association General Operations.** The Executive Director of the National Rifle Association General Operations shall have such powers and duties as delegated to him from time to time by the Executive Vice President. In case of a vacancy in the office of the Executive Vice President, the Executive Director of the National Rifle Association General Operations shall automatically become the Executive Vice President and serve as such until the next **meeting of the Board of Directors.**

(g) **Executive Director of the National Rifle Association Institute for Legislative Action.**

The Executive Director of the National Rifle Association Institute for Legislative Action shall, under the direction of the Executive Vice President, conduct the legislative, legal, informational, fund raising activities, operational, administrative and financial affairs of the Institute in accordance with the programs and policies established by the Board of Directors. The Executive Director of the Institute shall appoint a Fiscal Officer who shall have charge of the books of account of the Institute, and said Fiscal Officer shall assist the firm of Certified Public Accountants selected to make an annual audit of the books of account of the Institute, and in the preparation of a statement of financial condition of the Institute to be included as a part of the audit and incorporated in the statement of condition of the National Rifle Association of America referred to in subsection 2(e) of this Article. The funds donated to the Association for the use of the Institute or allocated and transferred by direction of the Board of Directors from the Association's other funds, or which are otherwise received by the Institute, shall be placed in such bank or banks, as may be designated by the Board of Directors in accounts designated as "The National Rifle Association-Institute Account," and may be withdrawn only on checks signed by the Fiscal Officer of the Institute and such other signatures as the Board of Directors may prescribe; provided, however, that the Board of Directors may authorize the establishment of special accounts for specific operations or for the payment of routine bills not requiring the Fiscal Officer's signature. Once each fiscal year the Treasurer of the Association shall conduct an internal audit of the books of the Institute and of its general financial condition. The Executive Director, Fiscal Officer and the staff of the Institute shall assist the Treasurer in such internal audit.

(h) The Executive Vice President, the Secretary, the Treasurer, the Executive Director of the National Rifle Association General Operations and the Executive Director of the National Rifle Association Institute for Legislative Action shall be ex officio members, with voice but without vote, of the Board of Directors, the Executive Committee and all committees, special and standing, of the

Association, except the Nominating Committee, Committee on Hearings, Officers Compensation Committee and Committee on Elections, and shall be authorized but not required to attend the meetings; provided, however, that the aforesaid officers shall not attend or participate in executive sessions except by invitation of the respective committee or Board.

Section 3. Suspension and Removal.

(a) **Elected Non-salaried Officers.** Any elected non-salaried officer of the Association may be suspended with or without cause by the Executive Committee by a three-fourths (3/4) affirmative vote of the members of the Executive Committee present at any regular or special meeting, such suspension to be effective until the next meeting, either regular or special, of the Board of Directors. Any such officer may be removed with or without cause by the Board of Directors, by a three-fourths (3/4) affirmative vote of the members of the Board of Directors present at any regular or special meeting of the Board of Directors. No vote on suspension or removal may be taken unless at least fifteen (15) days notice in writing shall have been given to the officer of the proposed suspension or removal and of any charges preferred (if the proposed suspension or removal is for cause) and of the time and place of the meeting of the Executive Committee or of the Board of Directors, at which such charges will be considered. Notice of the time, place and object of such meeting, with a full copy of any charges preferred shall be mailed to each member of the Executive Committee or of the Board of Directors at least fifteen (15) days in advance of the meeting. At such meeting the officer whose suspension or removal is proposed shall be accorded a full hearing and may be represented by counsel.

(b) **Elected Salaried Officers.** Any Officer elected by the Board of Directors who is a salaried employee may be suspended with or without cause and with or without pay at any time by the Executive Committee by a three-fourths (3/4) affirmative vote of the members of the Executive Committee present at any regular or special meeting. Such suspension shall be effective until the next meeting,

either regular or special, of the Board of Directors. Any such Officer may be removed with or without cause at any time by the Board of Directors, by a three-fourths (3/4) affirmative vote of the members of the Board of Directors present at any regular or special meeting of the Board of Directors. No vote on removal may be taken unless at least fifteen (15) days notice in writing shall have been given to the officer of the proposed removal and of any charges preferred (if the proposed removal is for cause) and of the time and place of the meeting of the Board of Directors at which such charges shall be considered. Notice of the time, place and object of such meeting with a full copy of any charges preferred shall be mailed to each member of the Board of Directors at least fifteen (15) days in advance of the meeting. At such meeting, the officer whose removal is proposed shall be accorded a full hearing and may be represented by counsel.

Section 4. Vacancies.

Except as otherwise provided in Section 2(c) and (f) hereof, in the event of the death, resignation, suspension, removal or permanent disability of any officer, the vacancy thereby caused may be filled by the Executive Committee until the next meeting of the Board of Directors. Except as otherwise provided in Section 2(b) and (c), hereof, the Board of Directors shall elect a replacement to serve out the balance of the term of any such officer.

Section 5. Compensation.

(a) No Director or member of the Executive Council shall receive any salary or other private benefit unless specifically authorized by resolution of the Board of Directors or an authorized committee thereof, but all such persons shall be entitled to reimbursement for expenses incurred on behalf of the Association, to such extent as may be authorized or approved by the Board of Directors.

(b) There shall be an Officers Compensation Committee, which shall consist of the President, who shall serve as the Chairman, the First Vice President and the Second Vice President. In case there shall be no Second Vice President, the

President shall appoint a Director to serve in his place.

(c) At the fall meeting of the Directors, the Officers Compensation Committee shall recommend to the Board, and the Board shall, at the same meeting, establish by resolution the authorized compensation for the next budget year for all elected salaried officers, who shall be the Executive Vice President, the Secretary, and the Treasurer. Nothing contained herein shall preclude other meetings of the Officers Compensation Committee as may be called by the President, which may include consideration of the salaries of newly elected salaried officers or of prospective candidates to fill vacancies among the elected salaried officers pursuant to the provisions of Article V, Section 4 of these Bylaws.

All deliberations by the Board of Directors concerning such compensation shall be held in an executive session, at which none of the officers whose compensation is to be or is being established may attend, except for the limited time and limited purpose of answering questions asked by any member of the Board of Directors at the meeting.

(d) The compensation of the Executive Director of the National Rifle Association General Operations and the Executive Director of the National Rifle Association Institute for Legislative Action shall be established by the Executive Vice President.

Section 6. Bonds.

All officers and employees handling moneys of the Association shall be bonded in such amount as may be determined by the Board of Directors. The expense of furnishing such bonds shall be paid by the Association.

ARTICLE VI

Executive Committee

Section 1. Composition.

(a) There shall be an Executive Committee consisting of the President, any Vice Presidents and 20 members elected from the Board of Directors, as

herein provided.

(b) The 20 members of the Executive Committee nominated by the Nominating Committee or from the floor at any meeting of the Board of Directors, and elected annually by and from said Board, shall serve until their successors are elected and qualified.

Section 2. Powers and Duties.

The Executive Committee shall exercise all the powers of the Board of Directors when said Board is not in session, other than the power to:

(a) Repeal or amend the Bylaws, or adopt new Bylaws;

(b) Fill vacancies on the Board of Directors or the Executive Committee;

(c) Fix the compensation of Directors or Officers;

(d) Remove a Director, with or without cause;

(e) Amend or repeal any resolution of the Board, which by its terms shall not be amendable or repealable;

(f) Adopt and disseminate a fundamental change of view, or basic policy, or basic organizational structure of the Association;

(g) Approve the submission of matters to the members, or submit to the members any action requiring member approval under the applicable statute;

(h) Purchase, sell, mortgage, or lease real property of the Association, or adopt a corporate resolution recommending the sale, lease, exchange or other disposition of all or substantially all the assets of the Association, or authorize major new construction;

(i) Present a petition for judicial dissolution, or to adopt plans of merger, consolidation, or nonjudicial dissolution;

(j) Authorize indemnification of Officers, Directors, members of the Executive Council, or employees; or

(k) Formulate such other corporate policy decisions or perform corporate activities of the

Association of such major significance as to warrant action by the full Board of Directors.

Section 3. Vacancies in the Executive Committee.

A vacancy in the Executive Committee may be filled by a majority vote of the entire Board of Directors.

Section 4. Meetings of the Executive Committee.

(a) Meetings of the Executive Committee will be held on the call of the President, reasonable notice being given.

(b) A special meeting shall be called by the President within twenty-one (21) days of receipt by the Secretary of a demand in writing stating the specific object of the proposed meeting and signed by no less than a majority of the committee.

(c) Notice of the time and place of any Executive Committee meeting, and the stated specific object of any special meeting, shall be sent to each member of the committee, the Board of Directors, and the Executive Council. Other than for a conference telephone meeting pursuant to Article XI, Section 7, such notice shall be sent at least five (5) business days in advance of the meeting. For a conference telephone meeting, such notice shall be sent at least 48 hours in advance of the meeting, except that notice sent less than 48 hours in advance shall be deemed sufficient upon confirmation of delivery to all members of the committee. Members of the Board of Directors who are not members of the committee shall be entitled to attend such meetings at their own expense.

(d) Twelve members of the Executive Committee shall constitute a quorum.

ARTICLE VII

Executive Council

Section 1. Composition.

(a) There shall be an Executive Council which shall be advisory to the Executive Committee

and the Board of Directors. Any member of this Association whose advice and counsel, in the opinion of the Board of Directors, will be valuable to the continuing welfare of the Association may be elected thereto for life by said Board of Directors.

(b) Any member of the Association may be nominated by any member of the Board of Directors or Executive Council and be elected to the Executive Council for life subject to removal as provided in Section 3 by said Board of Directors.

Section 2. Rights and Privileges.

(a) The members of the Executive Council shall have the right to sit with the Executive Committee and Board of Directors at all regular and special meetings, including any executive sessions thereof. The Executive Council members shall have all rights and privileges of members of the Executive Committee or full Board of Directors, including the right to sponsor Bylaw amendments, to introduce or second motions, debate, serve as a full voting member on, or as chairman or vice chairman of standing or special committees; but Council members who are not members of the Board of Directors shall have no right to vote at meetings of the Executive Committee or the Board of Directors.

(b) The Executive Council shall perform such acts and duties as may be specifically delegated to it by these Bylaws, or by the President, the Executive Committee or the Board of Directors.

(c) Any member may serve simultaneously on the Board of Directors and the Executive Council.

Section 3. Removal.

Any member of the Executive Council may be removed for cause by the Board of Directors at any regular or special meeting of the Board of Directors pursuant to procedures outlined in Article V, Section 3(a).

For the purposes of this Article "cause" is set forth in Article III, Section 11(b) of these Bylaws.

ARTICLE VIII

Nomination and Election Procedures (For Election of Director by the Mail Ballot)

Section 1. Nominating Committee.

(a) *At each regular meeting of the Board of Directors next following the Annual Meeting of Members, the Board shall elect, by secret ballot, a Nominating Committee which shall be responsible for nomination of Directors, members of the Executive Committee, and officers who are to be elected at the next annual meeting of members or at a subsequent meeting of the Board of Directors. Any vacancy in the Nominating Committee occurring between regular annual elections may be filled by majority vote of the Board of Directors. The Nominating Committee shall also serve as an appeals board of first resort by members seeking to contest a ruling by the Secretary of the Association as to the validity of a petition for nomination of a candidate to elected office in the Association.*

(b) *The Nominating Committee shall be composed of nine members entitled to vote, no more than six of whom shall be members of the Board of Directors or Executive Council. Nominations for election to the Nominating Committee shall be made from the floor. Following the close of nominations for membership on the Nominating Committee, each Director present at the meeting shall receive one ballot listing the nominees, on which he is entitled to cast not more than one vote for each of nine nominees, of whom not more than six may be members of the Board of Directors or the Executive Council. All nominees for the Nominating Committee shall be voted on together, with the nine receiving the greatest number of votes being elected; provided, however, that no more than six nominees who are members of the Board of Directors or Executive*

Council shall be elected. In case of a tie for the last vacancy, a run-off vote shall be conducted between the nominees tied. A Director whose term expires at the end of the ensuing year shall not be eligible for election to the Nominating Committee. Notwithstanding any other provision of these Bylaws, no person elected to the Nominating Committee shall be eligible for election as a Director during the tenure of the Nominating Committee to which he was elected; nor shall any officer be a member or ex officio member of the Nominating Committee.

(c) *No person shall be eligible for election to the Nominating Committee more often than once every three years.*

Section 2. Nomination and Election of Directors.

(a) *Directors shall be elected from among the lifetime members of the Association. Annual nominations to fill vacancies on the Board of Directors shall be made by the Nominating Committee and by the members through the petition process described in this Article. Annual elections shall be by mail ballot vote of members entitled to vote. The Committee on Elections shall be responsible for the tabulation of the votes, and shall report the results of the election at the Annual Meeting of Members. The provisions of this Article do not apply to the filling of interim vacancies on the Board of Directors, as provided in Article IV, Section 2.*

(b) *Not later than 240 days prior to each Annual Meeting of Members, the Secretary shall provide notice in the official journal of the Association of the date and place of such Annual Meeting, of the date and place of the meeting of the Nominating Committee at which nominations for Director will be made, and of the procedure for nomination and election of Directors. The notice shall be accompanied by a blank form requesting the recommendation of suitable nominees to be considered by the Nominating Committee. An individual or organization member may make one*

or more recommendations. The Secretary shall again give notification of the Annual Meeting of Members by publication in the official journal of the Association not less than 30 days prior to the time of such Annual Meeting of Members.

(c) Recommendations for nomination by the Nominating Committee must be received by the Secretary not less than twenty days prior to the published date of the meeting of the Nominating Committee to select nominees for the office of Director. The Secretary shall promptly confirm the eligibility of persons recommended and transmit the recommendations to the Nominating Committee.

(d) Not less than one hundred eighty (180) days prior to the Annual Meeting of Members the Nominating Committee shall meet to select from among the members entitled to hold the office of Director a list of nominees. Not less than sixty (60) days prior to the Annual Meeting of Members, the names of the nominees selected by the Nominating Committee and by the petition process described in Section 3 shall be published in the official journal of the Association, together with a short biographical sketch of each. Biographical sketches shall be limited to biographical facts and shall be submitted to the Secretary of the Association by each candidate and shall be sworn to or affirmed by the candidate as being truthful in every respect. Any willful material misrepresentation contained therein shall invalidate the candidacy provided that (1) such misrepresentation shall first be brought to the attention of the candidate by the Secretary, and (2) the candidate persists in the inclusion of such misrepresentation in the biography by submitting a further sworn statement or affirmation reaffirming the truthfulness thereof. The decision of the Secretary of the Association in matters concerning biographies shall be final.

(e)(1) At least forty-five (45) days prior to the date of the Annual Meeting of Members, the Secretary shall mail a printed ballot to each member entitled to vote as provided in Article III, Section 6(e)(1), directed to his last address on record with the Secretary; provided, however, that to receive said ballot all qualifications described in

Article III, Section 6(e)(1) must have been met on or before the fiftieth (50th) day prior to the Annual Meeting of Members, and a properly completed, fully paid application for lifetime membership must have been received, or an annual member must have five or more years of consecutive membership, as shown in the Association's membership records, on the fiftieth (50th) day prior to the date of the Annual Meeting at which the election of directors is announced.

(2) The ballot shall list thereon the names, cities and states of principal residence of all nominees proposed by the Nominating Committee, as well as the names, cities and states of principal residence of those nominated by the petition process pursuant to the provisions of Section 3 hereof. The order of the names on the ballot shall be rotated as determined by the Committee on Elections. The ballot shall provide five blank spaces for write-in candidates. A return envelope with means for authentication, including a place for signature and address of the member, shall be enclosed with each ballot. The final date on or before which the ballot must be received by the Association in order for it to be counted shall be shown clearly on the face of the ballot.

(f) A member eligible and desiring to vote shall clearly mark his ballot for his choice of Directors. He may make his selection from the list of candidates printed on said ballot, and/or he may write the name, together with the city and state of principal residency of each other member whom he wishes to be on the Board and believes to be eligible to hold the office of Director. In any event, if his ballot is to be valid, he must not vote for a number of candidates greater than the total number of Directors to be elected by the mail ballot. Having marked his ballot and signed the authentication, the member must place and seal the ballot in the return envelope. Any ballot received by the Association later than the 20th day preceding the date of the Annual Meeting of Members shall be invalid and shall not be opened or counted.

(g) Prior to the Annual Meeting of Members the President each year shall appoint a Committee on

Elections, no member of which shall himself be a nominee proposed by the Nominating Committee or by the petition process described in Section 3 hereof, to conduct the election of Directors. It shall be the duty of that Committee to determine whether every member elected to the office of Director is eligible to hold the office. The Executive Vice President shall, at the request of the President or the Chairman of the Committee on Elections, make available such employees of the Association as may be necessary to assist the Committee in the examination and validation of the ballots as set forth in subsection (h) of this section.

(h) Upon the receipt of a ballot by the Association on or before the prescribed latest date, the Committee on Elections shall verify the name of the voter against the rolls of members entitled to vote, and verify the eligibility to hold the office of Director of any write-in names on the ballot. A ballot shall be invalid if not cast on the official printed ballot form provided by the Secretary; or if not received by the Association on or before the prescribed latest date specified on the ballot; or if not authenticated by a member entitled to vote; or if more than one ballot is received from the same voter; or if the ballot is not clearly marked; or if the ballot contains more than one vote for a single candidate; or if the ballot contains votes for more than the number who are to be elected Directors. No ballot shall be invalidated for failure to contain a vote for one person for each of the vacancies to be filled at said election.

(i) A ballot judged invalid shall have the reason noted thereon and be initialed by the person who examined it. All ballots, whether judged valid or invalid, and all returned envelopes, including authentication, shall be preserved by the Association for 120 days. Up to that time, any member entitled to vote may make application to the Executive Committee or the Board of Directors, whichever shall meet first, for a canvass or recount upon such terms and conditions as that body may prescribe, and for redress thereafter, if appropriate. If no such application is made before the time herein specified, all protests and grievances concerning

the election shall be deemed to have been waived, and the ballots and return envelopes including authentications may then be destroyed.

(j) The Committee on Elections shall serve as election tellers and the chairman of the committee shall announce the results of the election when called upon to do so by the presiding officer at the Annual Meeting of Members. The chairman of the Committee on Elections shall include in his report the total number of ballots received, the total number of all ballots judged valid and judged invalid, and the total number of votes received by each person. The chairman shall declare elected to regular three (3) year terms those persons who, in numbers equal to the number of such vacancies, receive the largest number of the votes cast; and shall declare elected to specified incomplete terms, if any, beginning with the longest remaining incomplete term or terms, those persons who receive the next largest number of votes cast. In the event of a tie vote between two or more persons for the last vacancy to be filled in any term at issue, the tie shall be decided by lot by a means to be determined by the Committee on Elections.

(k) The results of the election by mail ballot as announced at the annual meeting shall be published in the Official Journal within 90 days after such announcement.

Section 3. Nomination of Directors by Petition.

(a) In addition to such persons as are selected by the Nominating Committee as provided in Section 2 of this Article, an individual qualified to hold office may be nominated for Director by petition of the members.

(b) Any member ("sponsor") may circulate a petition calling for the nomination of a qualified member for the office of Director. A petition shall be valid only if received by the Secretary not more than 45 days after the announced date of the meeting of the Nominating Committee to select nominees for the office of Director. A petition may consist

of multiple pages, but all pages must be submitted by the proposed nominee. The Secretary shall prescribe the format of the petition and furnish forms upon request. No petition for nomination of a person for the office of Director shall contain the name of more than one proposed nominee, nor shall a petition be submitted to the Secretary which contains the name of more than one proposed nominee per sheet. No petition for nomination of a person for the office of Director shall be valid without the proposed nominee's written permission filed with the Secretary on or before the last day for submission of petitions. The petition may contain a brief resume approved by the proposed nominee. The name of a sponsor(s) shall be indicated on each sheet of the petition. The petition must bear the original handwritten signatures, names, membership identification numbers, addresses and date of signing of a number of members eligible to vote that is not less than 0.5% of the number of valid ballots cast in the most recent mail ballot election of directors, which number shall be provided by the Secretary to any member upon request. Each petition shall indicate the proposed nominee's principal city and state of residence, and not more than five petition nominees shall be from any one state during any one year. In the event there are petitions for more than five proposed nominees from one state, the five proposed nominees who have the greatest number of signatures on the petition shall be nominated; provided, however, that in case of ties, the Nominating Committee shall select by lot among those having the same number of petition signatures. In no event shall the date of signing be prior to the adjournment of the most recent annual meeting of members.

(c) The Secretary shall immediately determine the validity of all petitions received and the eligibility of all signatories to vote.

(d) In the event the petition shall have been found invalid, the Secretary shall immediately notify the proposed nominee and the sponsor(s) stating the reasons for such ruling. The proposed nominee or a sponsor may appeal this ruling to the Nominating Committee in writing within fourteen days of such notice. If the petition is ruled valid by the Nominating Committee, the proposed nominee shall be certified as a nominee. If the petition is denied by the Nominating Committee, the proposed nominee or a sponsor may appeal to the Board of Directors who shall act on the appeal at the next Board meeting. If said Board rules the petition valid, the proposed nominee shall be declared a nominee for the next annual election of Directors.

(e) On the official ballot for the election of Directors, no persons nominated by petition nor by the Nominating Committee shall be so designated. Nothing contained in this section shall prohibit publication of the Report of the Nominating Committee in any copy of the Association's official journals; nor prohibit any candidate from designating the method or methods of nomination in his or her biographical sketch; nor prohibit paid advertisements from containing such information.

(f) All applicable rules of Section 2 of this Article shall apply equally to all nominees, whether selected by petition or Nominating Committee.

Section 4. Election of One Director at Annual Meeting of Members.

One Director shall be elected for a one-year term on the occasion of each Annual Meeting of Members by a plurality of the votes cast by those individual members present in person (and not by proxy) who are entitled to vote pursuant to Article III, Section 6(e). Such Director shall be chosen only from those persons who were nominated as candidates for election for Director in the mail ballot (Article VIII) immediately preceding said Annual Meeting of Members, but who failed to be elected thereby.

ARTICLE IX

Removal of Association Officials by Recall

Section 1. Petition for Removal by Recall.

Notwithstanding any other provision of these Bylaws, any voting member of the Association ("sponsor") may in a single petition call for the removal of one officer, or Director, for good cause, in the manner hereinafter provided. For the purposes of this Article, "good cause" is set forth in Article III, Section 11(b) of these Bylaws.

Section 2. Procedure.

(a) *Not less than 270 days prior to any Annual Meeting of Members of the Association, any member entitled to vote (the "sponsor") may submit to the Secretary of the Association a petition in writing which calls for or proposes such removal.*

(b) *In order to be valid:*

(1) *Such petition for removal shall be in writing, notarized, and signed in handwriting by the sponsor, and must be received by the Secretary no later than the deadline specified in subsection (a) of this section. It shall distinctly describe the cause for which the person's removal from office is sought, and except for a petition based*

upon a conviction for an offense which prohibits the person from possessing or receiving firearms under federal law, or in cases of newly discovered evidence which could not have been discovered earlier with due diligence, shall be based solely on facts, events, and transactions that shall have occurred not more than three years prior to the filing of the petition. No petition shall be filed or considered with respect to the same facts or transactions as an earlier filed petition for the removal of the same person, or if it contains willful false statements or misrepresentations, or if it is completely without merit under law (including these Bylaws), or if it is filed to harass or maliciously injure another, to disrupt the orderly operation of the Association in pursuit of its goals, or for any other improper purpose.

(2) *The petition shall contain the names, addresses, membership identification numbers, original handwritten signatures and dates of signing of a number of members eligible to vote that is not less than 5% of the number of valid ballots cast in the most recent mail ballot election of directors, which number shall be provided by the Secretary to any member upon request. A petition may consist of multiple pages, but all pages must be submitted by the sponsor.*

(3) *At least three states of the United States of America shall be represented on the petition by the signatures of no fewer than 100 residents of each such state, as reflected by each signor's last address of record furnished to the Secretary.*

(4) *Such petition shall contain no signature for which the date of signing is prior to the adjournment of the most recent Annual Meeting of Members.*

(5) *Such petition shall clearly state that it may be withdrawn by the sponsor without notice to, or approval by, the signatories.*

(c)(1) *The Secretary shall rule a petition*

invalid if it fails to comply with any provision of section (1) of this article or of subsections (a) or (b) of this section.

(2) In the event a petition is ruled invalid by the Secretary, he shall immediately notify the sponsor of the petition and the person whose removal is sought, stating the reasons for such ruling. The sponsor may appeal this ruling to the Committee on Hearings, by a written notice that must be received by the Secretary within 21 days of the Secretary's ruling. The Committee on Hearings shall meet within 10 days to hear such an appeal. The party not prevailing in the appeal to the Committee on Hearings may appeal within 10 days of the ruling by the Committee on Hearings, to the Executive Committee, which shall hold a conference telephone meeting within 10 days to act on the appeal, and the decision of that body shall be final.

(d) In the event that the petition is ruled valid by the Secretary, the person whose removal is sought, and the sponsor of the petition, shall be notified immediately. The person whose removal is sought shall have the right, upon written request received by the Secretary within 10 days of the Secretary's ruling, to inspect the petition, and to appeal the Secretary's ruling, in writing, to the Committee on Hearings within 21 days of such ruling. The Committee on Hearings shall meet within 10 days to hear such an appeal. The party not prevailing in the appeal to the Committee on Hearings may appeal within 10 days of the ruling by the Committee on Hearings, to the Executive Committee, which shall hold a conference telephone meeting within 10 days to act on the appeal, and the decision of that body shall be final.

(e) If, after all appeals, the petition is ruled valid:

(1) a Hearing Board shall be elected as

prescribed in Article III, Section 11(d).

(2) the Hearing Board shall schedule and conduct a hearing as soon as possible at a time and place determined by the Secretary. The hearing shall be conducted in accordance with Article III, Section 11(d)(8). The Hearing Board shall make a complete record of all testimony and exhibits presented, and within 21 days of the date of the hearing shall prepare a written opinion, or a majority opinion and minority view, and a recommendation concerning a disposition of the petition. All proceedings under this subsection shall be confidential.

(f) At the time the Secretary mails out printed ballots to each member of record entitled to vote for the election of Directors, as provided in Article VIII, Section 2(e), he shall also enclose the printed recall ballot containing the name and office for each such person whose removal was the subject of a valid petition, together with a copy of the recommendation of the Hearing Board, including the minority view if the recommendation is not unanimous. Statements not exceeding five hundred words may also be enclosed in the mailing by the sponsor of the petition for recall and by each person whose removal was the subject of a valid petition. The recall ballot shall state as follows:

"Shall (name of office-holder) be removed from membership on the Board of Directors?" (or other specific office in the Association).

(g) In the recall voting procedure, the applicable provisions of Article VIII, Section 2, paragraphs (f), (g), (h), (i), (j), and (k) of these Bylaws shall apply to the use and authentication of prescribed official ballot forms, their validation, the counting of votes, and the announcement of results.

(h) If a majority of votes cast on the recall ballot by members of record entitled to

vote shall call for the removal of an officer or Director, the removal shall be effective immediately upon certification of the results of a mail ballot recall procedure by the Committee on Elections.

(i) In any event, the Secretary shall immediately notify the person whose removal was petitioned and voted upon as to the results of a mail recall ballot, shall simultaneously inform the officers and Directors of the Association of such results and whether a resulting vacancy exists, and shall cause the results of such recall vote to be published in an official publication of the Association as soon as possible.

(j) At any stage of the proceedings under this Article, the sponsor of a petition may, with the written consent of the person against whom the recall petition was directed, withdraw the petition or otherwise terminate the proceedings provided for under this Article by so requesting in writing. At the written request of the person against whom the petition was directed, an announcement of the withdrawal or termination shall be published forthwith in the official journal of the Association.

Section 3. Filling of Vacancies Created by Removal of Office-Holder by Membership.

In the event an officer or Director is removed by recall vote of the membership, the vacancy shall be filled pursuant to the provisions of Article V, Section 4 for officers and Article IV, Section 2 for Directors; provided, however, that no person removed from office by the membership shall be returned to that office by the Board of Directors acting under this provision.

ARTICLE X

National Rifle Association Institute for Legislative Action

Section 1. Name and Function.

The National Rifle Association Institute for Legislative Action shall have sole responsibility to administer the legislative, legal, informational and fund raising activities of the Association relating to the defense or furtherance of the right to keep and bear arms, in accordance with the objectives and policies established by the Board of Directors.

Section 2. Officers.

The Executive Director and Fiscal Officer shall have the duties set forth in Article V, Section 2(g). The Executive Director shall be in general charge of the Institute, shall be responsible for hiring, firing and establishing salary schedules for the remaining staff of the Institute, in accordance with the approved budget and other directives of the Board of Directors.

Section 3. Planning.

At least annually the Executive Director shall prepare and submit to the Board of Directors for approval a detailed plan of action in the following areas:

- (a) Federal legislative activity.
- (b) Legislative action organization development and operation in the political subdivisions of the United States.
- (c) Legal action.
- (d) Legislative information gathering and dissemination.
- (e) Such other legislative activity as may be advisable.
- (f) Fund raising for the above activities.

Section 4. Reports.

In addition to the planning recommendation under Section 3, the Executive Director shall report to the Board of Directors and the Executive Committee at each meeting thereof as to the activities of the Institute. The report shall indicate specifically all necessary compliance by the Association and its Institute with the applicable Federal, state and local laws regulating legislative activity.

Section 5. Directives.

The Board of Directors shall by resolution from time to time set the legislative, legal action, political education, and informational objectives and policies of the Association relating to the defense or furtherance of the right to keep and bear arms, and shall give specific directions to the Institute in these and such other matters as the Board shall deem advisable.

Section 6. Prohibition of Political Contributions.

Neither the Association, its Institute for Legislative Action, nor any officer, Director, employee, or agent acting on behalf of the Association or its Institute for Legislative Action, shall make any contribution to a political campaign, candidate, or political committee.

ARTICLE XI

Standing and Special Committees of the Association.

Section 1. Standing Committees.

(a) The standing committees of the Association are as follows:

- | | |
|----------------------|--------------------------------|
| Action Shooting | Legal Affairs |
| Air Gun | Legislative Policy |
| Audit | Membership |
| Black Powder | Military and Veterans' Affairs |
| Bylaws & Resolutions | * Nominating |
| Clubs & Associations | |

- | | |
|---------------------------------|-------------------------|
| Collegiate Programs | **Officers Compensation |
| Competition Rules & Programs | Outreach |
| Disabled Shooting Sports | Pistol |
| Education & Training | Protest |
| Elections | Public Affairs |
| Ethics | Publications Policies |
| Finance | Range Development |
| Grassroots Development | Shotgun |
| Gun Collectors | Silhouette |
| Hearings | Smallbore Rifle |
| High Power Rifle | Sport Shooting |
| Hunting & Wildlife Conservation | Women's Policies |
| Law Enforcement Assistance | Youth Programs |

*Members elected by the Board of Directors, pursuant to Article VIII, Section 1.

**Members designated pursuant to Article V, Section 5.

(b) At least once each year, each standing committee shall submit a written report through the Secretary of the Association to the Board of Directors at a regular meeting of the Board, and at such other time as may be requested by the President. It may also make written reports and recommendations to the Board or to the Executive Committee at any regular or special meeting.

Section 2. Special Committees.

The President or the Board of Directors may establish such special committees of the Association as may be deemed necessary from time to time to fulfill the objectives of the Association. Each special committee will report at such time and place as may be specified by the President or the Board of Directors.

Section 3. Committee Members Appointed by President.

Except as otherwise provided in Article V, Section 5, for the designation of members of the Officers Compensation Committee, in Article VI,

Section 1(b), for the election of members of the Executive Committee, and in Article VIII, Section 1, for the election of members of the Nominating Committee, members of the Board of Directors or of the Executive Council or other members of the Association in good standing may be appointed by the President to membership on such standing and special committees of the Association as may be established, and shall serve at the pleasure of the President or until the adjournment of the next Annual Meeting of Members, or until their successors have been duly appointed, whichever last occurs.

Section 4. Responsibilities of Committees.

The President or the Board of Directors shall assign responsibilities to the committees relating to the administration, conduct, regulation, or oversight of particular activities or special areas or endeavors of the Association, except that no corporate authority may be delegated to any committee unless all members of such committee are members of the Board of Directors of the Association, and unless such committee has been delegated such authority by a resolution adopted by a majority of the entire Board of Directors.

Section 5. Limitations on Powers of Committees.

No special or standing committee of the Board or of the Association shall exercise any powers prohibited to the Executive Committee.

Section 6. Committee Organization; Meetings.

Committee chairmen are authorized to appoint subcommittees and ad hoc committees from among the members of their respective full committee, as the chairman deems necessary. Official meetings of the committees or subcommittees thereof shall be authorized by the President or, in the absence of the President, by a Vice President or the Executive Vice President. Each respective Chairman shall inform the Secretary, who will issue the official notice for such meeting.

Section 7. Conference Telephone Meetings.

Members of any committee of the Association may participate in a meeting of such committee conducted by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE XII

Prohibition of Proxy Voting

At all meetings of the Board of Directors, Executive Committee, other committees of the Association, and meetings of members, each person entitled to vote shall have a right to cast one vote on each question presented, which vote shall be cast in person and not by proxy.

ARTICLE XIII

Corporate Seal

The Association shall have a corporate seal bearing the words "National Rifle Association of America Corporate Seal." The Seal which is impressed on the title page of these Bylaws is the corporate seal of this Association.

ARTICLE XIV

Order of Business

Section 1. Order of Business.

(a) The following shall be the regular order of business at all meetings of the members:

1. Opening Prayer, Pledge of Allegiance, and National Anthem.
 2. Roll call.
 3. Adoption of agenda (only if it is proposed to supplement or supersede this order of business).
 4. Approve minutes of previous meeting.
 5. Reports of officers.
 6. Report of Committee on Elections.
 7. New Business: Resolutions.
- (b) The following shall be the regular order of business at all meetings of the Board of Directors:
1. Opening Prayer and Pledge of Allegiance.
 2. Roll call.
 3. Adoption of agenda (only if it is proposed to supplement or supersede this order of business).
 4. Approve minutes of previous meeting.
 5. Introductions, presentations and recognitions.
 6. Reports of officers.
 7. Reports of standing committees.
 8. Reports of funds and special committees.
 9. Unfinished business (only if items have come over from the previous meeting because the board adjourned without completing its order of business, regardless of the length of time between meetings).
 10. New Business: Resolutions.
 11. Good of the Order.
 12. Closing prayer.

(c) At any meeting an agenda may be adopted. If it supplements but does not conflict with the order of business provided in these bylaws, its adoption requires a majority vote; if it conflicts with that order of business, its adoption requires a two-thirds vote.

Section 2. Parliamentary Authority and Parliamentarian.

(a) Parliamentary Authority. *Roberts Rules of Order Newly Revised* shall govern the deliberations of all meeting of the members, Board of Directors, Executive Committee, and all other standing committees, special committees, and subcommittees unless specific exceptions are made herein.

(b) Parliamentarian. The President may appoint an official Parliamentarian of the Association, who shall serve at the pleasure of the President.

Section 3. Taking of Votes at Annual Meeting of Members.

(a) *The casting of votes at the Annual Meeting of Members shall be by showing of voting credentials, and shall be by paper ballots on a showing of voting credentials of one hundred members entitled to vote requesting such paper balloting or upon request of the chair.*

(b) *Paper ballots at the Annual Meeting of Members shall be collected and immediately placed in custody of a certified public accountant who shall immediately count them and without unnecessary delay shall certify the result of the count to the Chair at the meeting, and the paper ballots shall thereafter be preserved by the accountant for 180 days, and thereafter the accountant shall deliver the ballots to the Secretary for preservation until the adjournment of the next Annual Meeting of Members and until such further times, if any, as decided by vote of the members or, to the extent not inconsistent therewith, by the President.*

ARTICLE XV

Amendments

Section 1. Amendments by the Board of Directors.

These Bylaws may be amended at any regular meeting of the Board of Directors by a majority vote, provided that the amendment has been submitted in writing at the previous regular meeting of said Board, or has been sent in writing by mail to every member of the Board listed in the most recent Official Directory not less than thirty days prior to the scheduled Board meeting. To qualify under this Section, the proposed amendment must be recommended by the Bylaws & Resolutions Committee as printed in the Bylaws & Resolutions Committee report to the Board of Directors, or signed by at least two members of the Board of Directors or alternatively by two hundred fifty members of the Association entitled to vote.

Section 2. Germane Amendments.

Notice of specific amendments proposed shall not preclude amendments being made from the floor which are germane to the specifically proposed amendments.

Section 3. Amendments by Mail by the Membership.

(a) These Bylaws may be amended by mail in conjunction with the casting of ballots for the election of Directors by a majority vote of those members qualified to vote and voting by mail on the proposed Bylaws amendment. Proposals for changes to be made by mail may be recommended by the Board of Directors or by petition of members.

(b) Proposals for changes in the Bylaws to be made by mail may be submitted by petition of members and must be received by the Secretary of the Association no later than September 1st of the year prior to the mailing of the ballot in which the proposals to be voted upon will be included. Such petitions must bear the signatures, names,

membership identification numbers and addresses of a number of members eligible to vote that is not less than 5% of the number of valid ballots cast in the most recent mail ballot election of directors, which number shall be provided by the Secretary to any member upon request. The petition may be accompanied by one supporting statement of not more than 500 words. Signatures on an amendment proposed by voting members must be handwritten, original signatures, and all signatures must be sent by the same person (the "sponsor"). The petition shall clearly state that it may be withdrawn by the sponsor without notice to, or approval by, the signatories. The Board of Directors may prepare a statement of not more than 500 words in response to a proposal for change submitted by petition, and such statement must be received by the Secretary no later than October 1st.

(c) Proposals for changes in the Bylaws to be made by mail may be recommended by the Board of Directors at any meeting of the Board, provided that the proposed amendment has been recommended by the Bylaws & Resolutions Committee as printed in the Bylaws & Resolutions Committee report to the Board of Directors at the previous regular meeting of said Board, or signed by at least two members of the Board of Directors and either submitted in writing at the previous regular meeting of said Board, or sent in writing by mail to every member of the Board listed in the most recent "Official Directory" not less than forty-five days prior to the scheduled Board meeting. Such proposals may be accompanied by two statements, each not more than 500 words, one statement representing the majority view and the other representing the minority view of the Board, and must be received by the Secretary no later than October 1st of the year prior to the mailing of the ballot in

which the proposals to be voted upon will be included.

(d) A rebuttal statement of not more than 250 words may be prepared by the persons who prepared the corresponding main statement and must be received by the Secretary no later than October 30th.

(e) The proposed changes together with the statements in support and opposition shall be published in the issue of the "Official Journal" of the Association containing the ballot to elect Directors. Ballots for voting on changes in the Bylaws to be made pursuant to this section shall be mailed in accordance with the procedures established under Article VIII, Section 2(e), regarding ballots for election of Directors. The results of balloting conducted pursuant to this section shall be tabulated in accordance with the procedures established under Article VIII Section 2 (h), (i) and (j), to the extent applicable, shall be announced at the Annual Meeting of Members and shall be published in the "Official Journal" within 90 days after such announcement.

Section 4. Authority to Amend or Repeal.

Any Bylaw adopted by the Board may be amended or repealed either by the Board, or by the members by mail pursuant to Section 2 of this Article. Any Bylaw adopted by the members may be amended or repealed by the Board, unless it is adopted in bold face italics, in which case it may be amended or repealed only by the members, by mail, and not by the Board.

ARTICLE XVI

Amendments to the Certificate of Incorporation

Section 1. Recommendation by the Board of Directors.

(a) Amendments to the Certificate of Incorporation shall be recommended at any regular or special meeting of the Board of Directors by a majority affirmative vote of all Directors currently constituting the Board of Directors, provided that either (i) the amendment has been submitted in writing at the previous meeting of the Board of Directors, or (ii) has been sent in writing by mail to every member of the Board of Directors as listed in the most recent Official Directory not less than forty-five (45) days prior to the scheduled Board of Directors meeting. To qualify for recommendation under this section, the proposal must be signed by not less than ten (10) members of the Board of Directors or Executive Council.

(b) No vote on amendments to the Certificate of Incorporation may be taken unless and until such proposals have been reviewed by outside legal counsel and the Board of Directors has been informed by such outside legal counsel of its opinion as to the legality, propriety, and efficacy of such proposal and its conformity with existing Bylaws and the Not-For-Profit Corporation Law of the state in which the Association is incorporated.

Section 2. Adoption by Members.

(a) Amendments to the Certificate of Incorporation proposed and recommended pursuant to Section 1 above, shall be presented to the members for adoption in conjunction with the casting of ballots for the election of Directors, and shall be approved by a majority affirmative vote of those members qualified to vote and voting by the directed voting procedure described herein at Article XVII. The proposed amendment must be received in writing by the Secretary by the first (1st) day of September of the year immediately preceding the mailing of the ballot in which the proposals to be voted on by directed vote will be included. Notice of any such recommended amendments timely received by the Secretary and the exact text of the recommended amendments to the Certificate of Incorporation to be voted upon

by the membership by directed voting procedure shall be printed in the NRA Official Journal not less than forty-five (45) days, nor more than ninety (90) days before the mailing of the ballot in which the recommended proposals to be voted on by directed vote will be included.

Section 3. Publication of Notice.

Proposals and recommendations for changes to the Certificate of Incorporation may be accompanied by two statements, each not more than 500 words, one statement representing the majority view of the Board of Directors, and the other representing the minority view of the Board of Directors, and must be received by the Association Secretary no later than October 1st (first) of the year preceding the mailing of the ballots in which the proposals to be voted on by directed vote will be included. The President shall designate persons from the Board of Directors to prepare such statements on behalf of the Board of Directors.

ARTICLE XVII

Directed Voting Procedures of Members

(a) The mail ballot voting procedure described in Article XV, Section 4 of these Bylaws is hereby defined as the Association's "Directed Voting Procedure." Votes of the membership by Directed Voting Procedure shall be termed "directed votes" and shall have the same force and effect as if such vote had been delivered by a member in person at a meeting. A directed vote shall not constitute a vote by proxy and shall not violate Article XII of these Bylaws.

(b) The Directed Voting Procedure shall be used by the membership to elect directors, amend the Bylaws, remove Association officials by recall, and amend the Certificate of Incorporation.

(c) Where any provisions of these Bylaws provides for a petition by the members, only original, handwritten signatures on such a petition shall be valid.

FILED: NEW YORK COUNTY CLERK 08/20/2019 11:07 PM

NYSCEF DOC. NO. 35

INDEX NO. 653577/2019

RECEIVED NYSCEF: 08/20/2019

11250 Waples Mill Road
Fairfax, Virginia 22030-9400

CL1300051

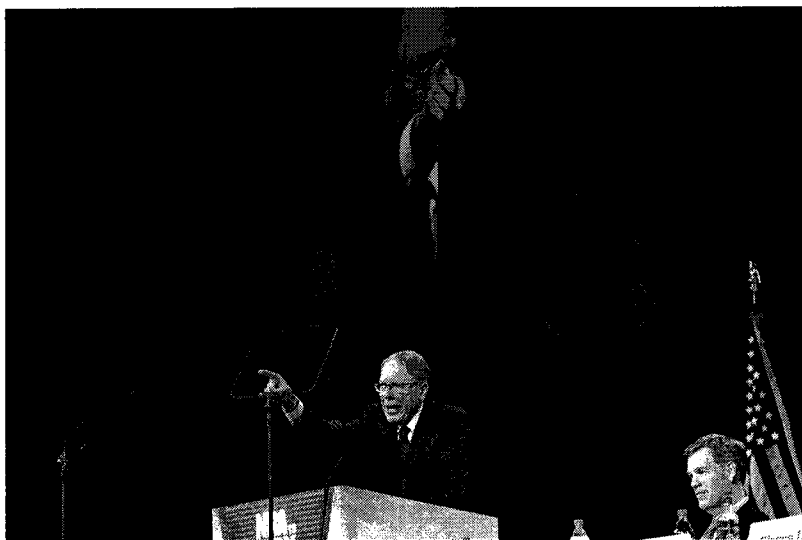
This copy is for your personal, non-commercial use only. To order presentation-ready copies for distribution to your colleagues, clients or customers visit <https://www.djreprints.com>.

<https://www.wsj.com/articles/nra-board-retroactively-approved-transactions-benefiting-insiders-11569266629>

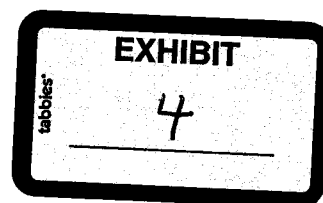
U.S.

NRA Board Retroactively Approved Transactions Benefiting Insiders

Audit committee gave OK after the fact to IT contract for friend of CFO, 10-year renewal of board member



Wayne LaPierre, chief executive officer of the National Rifle Association, speaking in April during its annual meeting in Indianapolis. PHOTO: DANIEL ACKER/BLOOMBERG NEWS



By Mark Maremont

Sept. 23, 2019 3:23 pm ET

The National Rifle Association's board retroactively approved numerous financial arrangements benefiting top officials of the gun-rights group, their relatives or close friends, according to board minutes reviewed by The Wall Street Journal.

The retroactive moves, some involving previously undisclosed transactions, came during two meetings of the NRA board's audit committee late last year as the gun-rights group was racing to clean up its lax governance practices.

In one arrangement, not previously disclosed, the NRA paid \$1.4 million to a Texas company run by a woman who the board said "maintains a longstanding personal relationship" with the NRA's then-chief financial officer and treasurer, Wilson H. Phillips, Jr. The payments for unspecified information-technology services ended in 2017, but were approved by the audit committee in September 2018, the minutes show.

Other transactions the committee approved only after they were made include Mr. Phillips paying for a 2018 cruise on a yacht owned by a large NRA vendor; the payment of more than \$100,000 to the father of another top NRA official for photography services; and the hiring of the son of yet another senior official as a stage manager and musician.

In total, the audit committee approved 10 arrangements involving NRA insiders at the two meetings in 2018. Many “should have been disclosed and approved in advance,” the minutes say.

Charles Cotton, chairman of the NRA’s audit committee, said in a statement: “In certain instances where retroactive approvals were appropriate, the Audit Committee confirmed that the services were rendered at fair market value and worked in the best interests of the Association.” He said the NRA “strives constantly to improve its accounting and governance processes.”

News of the retroactive approvals, coming on top of other transactions involving top NRA officials that have come to light in recent months, raises new questions about the nonprofit’s governance practices under CEO Wayne LaPierre.

Mr. LaPierre, who has run the NRA since 1991, billed a contractor more than \$540,000 for expenses that included overseas travel and clothing at a Beverly Hills boutique, and arranged for relatives to fly on NRA-chartered jets, the Journal has previously reported.

The NRA has said the travel and clothing expenses had business justifications, and one of the relatives was an NRA employee on work trips.

The NRA’s financial dealings with insiders is a major focus of a continuing investigation of the gun-rights group by New York Attorney General Letitia James, documents show.

Several of the arrangements approved by the audit committee involved other members of the NRA’s 76-person board, which has generally backed Mr. LaPierre amid the controversies.

The committee in September 2018 blessed an extension of a consulting agreement paying \$220,000 annually to director Marion Hammer, a Florida gun lobbyist and strong LaPierre supporter. Mr. LaPierre had signed the 10-year contract earlier in 2018 but “the board didn’t know Wayne had signed it,” according to a person familiar with the arrangement. Ms. Hammer, 80 years old, didn’t respond to a request for comment.

At its September 2018 meeting, the committee also retroactively approved an earlier contract involving then-NRA President Oliver North and the NRA’s ad agency at the time, but later rescinded that approval after Messrs. North and LaPierre had a falling out.

Mr. North has claimed in court documents that Mr. LaPierre was closely involved in negotiating the contract, signed when he became president in May 2018. The NRA later said the board approval—four months after the contract’s signing—was based on a “purported summary of the material terms.”

The committee “did not have the benefit of full insight” into the North contract “at the time of its initial review,” Mr. Cotton, the audit committee chair, said in his statement.

In the case of Mr. Phillips, the longtime NRA finance chief, the audit committee said the NRA from 2014 to 2017 had paid \$1.4 million to a company called HomeTelos LP, whose chairman and founder the committee said was in a “personal relationship” with Mr. Phillips.

The reference was to Nancy T. Richards, a Dallas entrepreneur, according to the firm’s website. The September 2018 minutes note that the arrangement should have been disclosed earlier, even though the HomeTelos executive wasn’t a relative of an employee as defined under the NRA’s conflict-of-interest policies. The minutes also state that the NRA’s director of information technology wasn’t aware of the connection between Mr. Phillips and Ms. Richards when he engaged HomeTelos.

Ms. Richards referred questions to the NRA. Mr. Phillips, who retired last year, didn’t respond to questions.

Mr. Phillips in July 2018 took what the minutes describe as a “sailing trip that involved a vessel owned by the shareholder of an NRA contractor, Membership Marketing Partners.” He disclosed the trip to the NRA’s outside counsel beforehand, but should have sought board approval, the minutes say.

The vessel is a 104-foot luxury motor yacht owned by David McKenzie, a Hollywood producer who also has produced television programs for the NRA, according to Mr. McKenzie. Membership Marketing Partners was paid \$11.6 million by the NRA in 2017 for fundraising services.

Mr. McKenzie said the NRA finance chief asked to rent the yacht for about five days for a Mediterranean cruise and paid for it by donating \$25,000 to a charity Mr. McKenzie supports. “We were told everything was approved ahead of time,” the producer said.

A similar weeklong charter would cost at least \$55,000, according to Worldwide Boat, a charter company. An NRA spokesman pointed to a board finding that “the trip imposed no cost upon the NRA.”

Under nonprofit law in New York, where the NRA is registered, all financial transactions involving officers, directors or key officials are supposed to be approved in advance by the board. Violations can be investigated by the state’s attorney general.

The law gives nonprofits a defense if the board retroactively approves such transactions as “fair, reasonable and in the corporation’s best interest” prior to the attorney general requesting information.



NRA official Josh Powell in Dallas in September 2018. PHOTO: BRANDON THIBODEAUX FOR THE WALL STREET JOURNAL

“
N
a
t
u
r
a
l
l
y
,
t
h
e
r

There are occasions where the NRA engages vendors who have a connection to NRA executives, employees or board members—but are approved only when such an association works in the best interests of the organization and its members,” an NRA attorney, William A. Brewer III, said in a statement.

The NRA’s effort to “retroactively sanitize” these transactions may meet the letter of the law, “but certainly doesn’t meet acceptable governance practices for a tax-exempt organization,” said James Fishman, a Pace University law professor and author of a textbook on nonprofit law.

Two other arrangements retroactively approved by the audit committee related to Josh Powell, another senior NRA official. In one instance, Mr. Powell’s wife had been hired by an NRA contractor. In another, the NRA paid more than \$100,000 to Mr. Powell’s father in 2017 and 2018 for photography services, the minutes say.

The Journal previously reported on the hiring of Mr. Powell’s wife, while the New Yorker reported on the hiring of his father, but not the amount he was paid.

The NRA canceled the remainder of a contract with Mr. Powell's father "to avoid any appearance of impropriety," the minutes say.

The NRA hired the son of another NRA official, Millie Hallow, to be a stage manager and musician at several NRA events. In approving his prior fees of about \$5,500, the audit committee said "his future services on similar terms are also approved." Ms. Hallow didn't respond to a request for comment.

Write to Mark Maremont at mark.maremont@wsj.com

Copyright © 2019 Dow Jones & Company, Inc. All Rights Reserved

This copy is for your personal, non-commercial use only. To order presentation-ready copies for distribution to your colleagues, clients or customers visit <https://www.djreprints.com>.

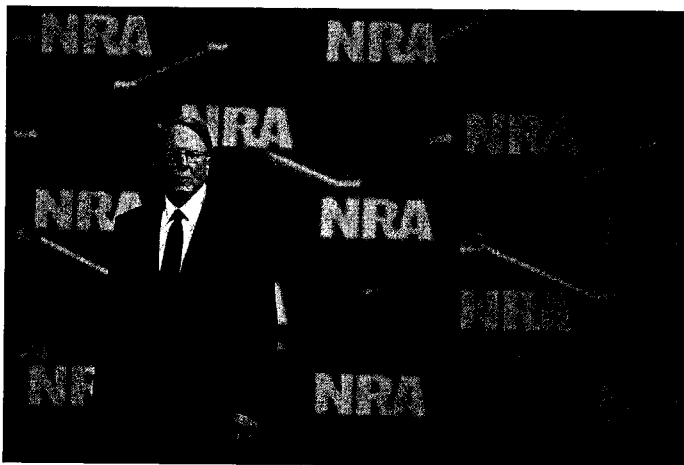
This copy is for your personal, non-commercial use only. To order presentation-ready copies for distribution to your colleagues, clients or customers visit <https://www.djreprints.com>.

<https://www.wsj.com/articles/nra-promised-6-5-million-to-buy-mansion-for-ceo-wayne-lapierre-document-shows-11565714149>

U.S.

NRA Promised \$6.5 Million to Buy Mansion for CEO Wayne LaPierre, Document Shows

Latest revelation in aborted house deal renews focus on gun-rights group's financial dealings



The plan to buy a Dallas house for NRA chief Wayne LaPierre started early last year after the February 2018 high-school shooting in Parkland, Fla. PHOTO: DANIEL ACKER/BLOOMBERG NEWS

By Mark Maremont

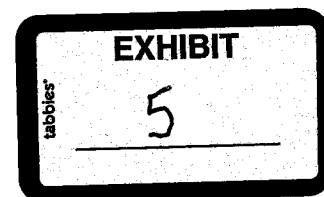
Aug. 13, 2019 12:35 pm ET

A top National Rifle Association executive signed a document agreeing that the gun-rights organization would be 99% owner of a company formed to buy a \$6 million Dallas mansion for NRA CEO Wayne LaPierre, according to a copy of the document reviewed by The Wall Street Journal.

The document also shows the NRA agreed to contribute \$6.5 million to the company formed to buy the property, raising yet more questions about the NRA's previous statements that none of the gun-rights group's money was to be used to purchase the house for Mr. LaPierre.

The house-purchase deal never happened, but conflicting explanations from the NRA and its former ad agency for the aborted transaction have renewed the focus on Mr. LaPierre's financial dealings with the agency, Ackerman McQueen Inc.

The NRA and Ackerman McQueen agree that the plan to buy the Dallas property started early last year, when Mr. LaPierre had concerns about his safety in the wake of the February 2018 mass shooting at a high school in Parkland, Fla.



RELATED COVERAGE

- [Check for Dallas Mansion Raises New Questions About NRA Plans](#)
- [NRA Chief Sought Help of Group's Ad Agency in Trying to Buy Mansion](#)
- [NRA's Wayne LaPierre Says He Is Being Extorted, Pressured to Resign](#)
- [NRA Files Suit Against Ad Agency in Rift With Key Partner](#)

Mr. LaPierre and his wife, Susan, twice toured the 10,000-square-foot house, in a gated golf community near Dallas, according to people familiar with the matter.

Ackerman McQueen, which at the time had a close relationship with the NRA

dating back more than 30 years, agreed to help facilitate the transaction and to manage the property after closing, these people said.

When the Journal reported the aborted house deal last week, the NRA said the house was to have been purchased by a company owned by senior Ackerman executives, and Mr. LaPierre shut down the transaction after discovering that the ad agency intended to use NRA funds for the deal. "Not a cent of NRA money was ultimately spent," an outside NRA attorney, William A. Brewer III, said then.

The Wall Street Journal reported Monday that the NRA sent a \$70,000 check in May 2018 to a company formed to buy the house, WBB Investments LLC. WBB Investments, set up in Delaware by an Ackerman attorney, returned the money the following month, but the NRA check was the most tangible sign of money flow in the proposed deal.

SHARE YOUR THOUGHTS

What kind of impact, if any, do findings about Mr. LaPierre's financial dealings have on your attitude toward the NRA? Join the conversation below.

The newly revealed document reviewed by the Journal was dated at the time of WBB Investments' formation in May 2018, and was signed by Wilson H. Phillips Jr., the NRA's then-chief financial officer and treasurer. In it, he agreed that the NRA would contribute \$6.5 million for 99% ownership of WBB Investments, while an Ackerman entity would contribute \$10 for 1% ownership.

In a statement, NRA spokesman Andrew Arulanandam said: "As we have said repeatedly, neither Mr. LaPierre nor the Board ever formally considered, much less approved, an investment in the house in question or the other properties shown by Ackerman McQueen's real estate agent."

The NRA didn't provide a detailed response to questions about the document's terms or its former CFO's signature on it. Mr. Phillips couldn't be reached for comment.

Mr. LaPierre previously has fended off boardroom dissent over earlier revelations about more than \$540,000 of clothing and travel expenses that Ackerman picked up for the NRA chief. The NRA has said the costs were justified for business reasons.

The NRA ended its contract with Ackerman earlier this year, and the two organizations are embroiled in litigation.

Ackerman recently turned over documents related to the proposed house purchase to the New York attorney general's office, which is probing Mr. LaPierre's dealings with the agency as part of a broad investigation of the NRA.

Write to Mark Maremont at mark.maremont@wsj.com

Newsletter Sign-up

What's News

What's News is a digest of the day's most important business and markets news to watch, delivered to your inbox.

SIGN UP **PREVIEW →**

Copyright © 2019 Dow Jones & Company, Inc. All Rights Reserved

This copy is for your personal, non-commercial use only. To order presentation-ready copies for distribution to your colleagues, clients or customers visit <https://www.djreprints.com>.

The Washington Post

Democracy Dies in Darkness

+

How a hard-charging lawyer helped fuel a civil war inside the NRA

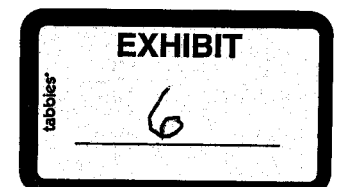
By **Carol D. Leonnig** and **Tom Hamburger**

September 18, 2019 at 4:13 p.m. EDT

When the National Rifle Association needed more legal firepower in New York state last year, the gun rights group brought aboard an unlikely lawyer: a Democrat who had no experience in Second Amendment litigation.

By this spring, William Brewer III had emerged as a top counselor to NRA chief executive Wayne LaPierre and a victor — for now, at least — in a civil war that he helped set in motion and that is ripping apart the powerful gun lobby.

The ugly public fight has led to an exodus of high-level officials and warring accusations of financial impropriety. At the center of the fray is Brewer, a brash lawyer who has drawn ethics complaints and has a reputation for escalating disputes into pricey legal battles.



Several NRA veterans accuse Brewer of instigating an almost Shakespearean feud to protect his bottom line and growing influence. According to internal board correspondence, his small law firm billed \$24 million in fees in 13 months — leading top NRA board members to demand early this year that the organization stop paying until they could review the bills.

But LaPierre sided with Brewer, saying that the lawyer's bills were appropriate and that he was bringing long-overdue scrutiny to the nonprofit group's workings.

"The NRA has full confidence in Bill Brewer and his law firm," LaPierre said in a statement. "The firm is creative, dedicated, and effective — and is helping to protect and advance the NRA's interests in multiple venues."

Brewer said he came under attack once he began examining lucrative financial deals inside the organization that he thought posed conflicts of interest. His firm said those complaining about its bills have a misinformed view of its work but declined to elaborate.

"Questions regarding our fees — which arose almost one year after we were hired — came only after people, who long supported our firm's work, themselves came under scrutiny for their conduct," Brewer said in a wide-ranging interview last week, sitting in his suite on the 59th floor of his Dallas office with soaring views of the city.

Today, after helping to jettison NRA president Oliver North, rival lawyers and other key NRA lieutenants, Brewer counsels LaPierre on some of the group's most important decisions, including legal strategy, management and public relations, said multiple people familiar with his role.

Those who have been pushed out shared a common concern: that Brewer ran up excessive fees and then cemented his role by overstating claims about the organization's legal jeopardy and the potential conflicts of his critics, according to the people and internal documents.

With Brewer's backing, LaPierre this spring turned against Ackerman McQueen, the marketing firm that had been the NRA's image maker for more than three decades — a company run by Brewer's own father-in-law and brother-in-law.

"Mr. Brewer is orchestrating a purge of every person who disagrees with his flawed strategy," Ackerman McQueen said in a statement.

Brewer rejected that. "The truth is, a handful of faithless fiduciaries tried to 'purge' the NRA of its elected leadership by extorting Wayne LaPierre," he said. "They failed."

Brewer, whose eponymous law firm also has an office in New York, has a history of confrontational and high-priced legal fights, according to former employees and lawyers who encountered him in cases and a review of thousands of pages of court records.

Ted Lyon, a personal injury lawyer in Dallas who has battled Brewer in the past, said he was shocked that Brewer had “convinced the NRA that he was some type of star litigator.”

In 2016, a Texas judge sanctioned Brewer, finding that he took actions that could have improperly tainted a jury pool. The court found Brewer’s attempts “to avoid responsibility and accountability for his conduct to be at the very least unpersuasive and at the worst in bad faith, unprofessional, and unethical,” the judge wrote.

Four lawyers’ associations filed a friend-of-the-court argument in August in favor of the punishment.

Citing the sanctity of the promise of a fair trial, the legal groups said they “can imagine nothing . . . more poisonous to this ancient ideal than William A. Brewer III’s behavior.”

Brewer, who has appealed, says his firm represents “our clients ethically but zealously.” He said he is disappointed that his peers have lined up against him.

But, he added, “it’s not the first time we’ve stood alone.”

An unusual choice

Brewer, 67, does not have the typical profile of a lawyer for the NRA, one of President Trump’s staunchest allies. Campaign filings show that he has donated to numerous Democrats, including Barack Obama, Hillary Clinton and Beto O’Rourke.

But in March 2018, the NRA was dealing with a challenge by New York state officials to its Carry Guard insurance, which provides coverage to firearms owners who shoot someone and claim self-defense. The state Financial Services Department found that the NRA had illegally marketed what critics call “murder insurance.” Insurers, facing millions in state fines, demand that the organization cover the penalty.

The NRA wanted a lawyer with ties to New York Democrats. Steve Hart, the NRA board’s lawyer, enlisted Brewer, according to people familiar with his involvement. Hart did not respond to a request for comment.

When New York officials warned financial institutions and insurers that a relationship with the NRA could harm their corporate reputations and jeopardize public safety, Brewer urged the NRA to sue the state, arguing that state officials were targeting an advocacy group whose views differed from their own.

From there, Brewer pressed to take on other matters, said people familiar with internal discussions. That included the organization’s response to a broader threat: At the time, Letitia James, the leading candidate to become the New York state attorney general, was campaigning on a pledge to investigate the NRA’s nonprofit status amid reports of financial irregularities.

Brewer said he recommended to LaPierre that he prepare by auditing the group's spending and vendor contracts, including those of Ackerman McQueen, its largest. For 38 years, the Oklahoma City-based advertising agency had served as a powerful adjunct to the NRA, promoting the group's combative, no-compromise stance on gun rights.

The inquiry put him on a collision course with his father-in-law, Angus McQueen, who founded the firm. McQueen — a larger-than-life figure like Brewer, and of his generation— died in July. Brewer said he did not view the matter as a conflict of interest.

Brewer said people within the NRA began raising questions about Ackerman's billing and its hiring of the group's officials, such as North. North had a multimillion-dollar contract to host a series produced by the firm, documents show.

A lawyer for North declined to comment.

The McQueens grew suspicious of Brewer's questions and worried that he sought to take over some of the firm's public relations business, according to people familiar with their views.

In a statement, Ackerman McQueen accused Brewer of "pursuing a personal vendetta against his own family and their business." The firm said it has cooperated with every audit requested by the NRA and never overcharged the group, adding that LaPierre approved all expenses.

The company alleges that Brewer went after Ackerman McQueen "to serve as a distraction from the failure of NRA executives and its board to properly fulfill its oversight duties."

Current NRA officials rejected that, saying the audit was part of a move to increase oversight. Brewer's firm said that the focus on Ackerman was not personal and that the agency stonewalled requests for information. And the firm dismissed as absurd the idea that it was trying to steal the public relations business.

"The NRA pursued documents from several major vendors, not just Ackerman. But Ackerman, singularly, resisted," Sarah Rogers, a partner in the Brewer firm, said in a statement.

The audit set off a bitter legal fight, fracturing the alliance between the NRA and its longtime marketing agency. It also exposed lavish spending by LaPierre that flowed through Ackerman McQueen, such as hundreds of thousands of dollars in charges at a Beverly Hills clothing boutique and on foreign travel, invoices show. The NRA has defended the expenditures as necessary.

'Rambo tactics'

Brewer first made a splash in Dallas legal circles in the 1980s, when he co-founded a boutique litigation firm that offered big salaries and imported the brash tactics of Brewer's native New York to Texas.

Bickel & Brewer's hardball methods drew criticism from the traditional Texas bar.

Depositions were drawn out for days, as Brewer's clients claimed they couldn't say for certain what their names were, where they were born or what they owned, records show. Judges complained about overly combative practices that seemed aimed at wearing down the court and opposing counsel.

Fellow lawyers called them "Rambo tactics" — a term Brewer embraced.

"We don't believe we should earn our living from being nice to other lawyers," Brewer told the Texas Lawyer in a 1988 article that described his firm as the poster child for "scorched-earth" litigation.

With Brewer and other lawyers deploying such maneuvers, the state bar sought to rein them in, and in 1989, the Texas Supreme Court adopted a new code threatening to penalize lawyers "who perceive that they are retained to win at all costs without regard to fundamental principles of justice."

Friends say Brewer ruffled feathers because he challenged Texas's insular legal industry.

He "would do all that was within the bounds of ethics to advance the cause of his client — and the cause of justice," said John Sexton, a former president of New York University and dean of its law school.

Some clients, too, praised Brewer's approach.

“I’ve worked with Bill for decades for two reasons: He delivers time and time again, and exemplifies the highest of ethical standards,” said Howard Meyers, the head of a global lead manufacturing company that hired Brewer to fend off bondholders in a multibillion-dollar bankruptcy fight.

But some former associates said Brewer sought to maximize fees at the expense of clients.

In interviews, 10 former employees said the Brewer firm pushed lawyers to generate big bills and encouraged “make-work” tasks.

“Bill was an excellent lawyer from a strategy and content standpoint,” said one lawyer who left the firm in the 1990s and, like others, spoke on the condition of anonymity out of fear of retribution. But, the lawyer said, “we would do work that I considered clerical work” to meet the billing goals. “You can always find something more to do. It was a lot more expensive for the client.”

Michael J. Collins, a partner in Brewer’s firm, called that “a misinformed view of the way we manage the firm and its professionals,” adding that “all time charged to client matters is scrutinized internally for accuracy, transparency, and value.”

Brewer said his fees reflect the value of what he provides clients.

“Frankly, I’m disappointed some don’t always see the utility in the way in which we go through the process,” he said. “That’s generally not the clients.”

Methods under scrutiny

At times, Brewer’s process has led to eye-popping totals.

Over the years, his firm was paid \$80 million for a wide variety of matters by the Wyly brothers, Texas entrepreneurs who made billions in computers, energy and retail, according to a family adviser.

When the brothers came under federal investigation for the use of offshore tax havens, Brewer urged them to fight the allegations, even as other wealthy figures settled similar cases by paying negotiated fines, according to people involved in the case and news reports at the time.

The Securities and Exchange Commission ultimately charged the Wyls with fraudulently hiding half a billion dollars.

After the death of Charles Wyly in 2011, the family parted ways with Brewer. The brothers were ordered to pay \$198 million for tax fraud and Sam Wyly filed for bankruptcy protection. In 2016, he and his brother’s estate were ordered to pay \$1.1 billion in back taxes and penalties.

A spokesman for the Wyllys declined to comment, citing a pending federal settlement agreement.

Brewer defended his work for the family. "I thought we successfully represented the Wyllys," he said. "Some things turned out badly for them after I was no longer in charge."

Brewer's methods also drew scrutiny in a 2014 case in which he represented Titeflex, a pipe manufacturer that had been sued by the family of a young man who died in a house fire.

Texas state Judge Ruben Reyes found that Brewer's firm hired pollsters to conduct a telephone "push poll" that provided misleading information to people involved in the case and could have tainted the trial.

"The Court finds Mr. Brewer's conduct disrespectful to the judicial system," the judge wrote in 2016, adding that it "falls in the category of misconduct which is highly prejudicial and inimical to a fair trial by an impartial jury."

The judge ordered Brewer to attend 10 hours of remedial ethics classes and pay a \$130,000 fine.

Brewer and a fellow lawyer who worked on the case said they were conducting a neutral survey to prepare for trial, not a push poll. Brewer's lawyer, citing experts in survey research, argued that Brewer was using a widely accepted litigation tool.

Brewer appealed the decision, which was upheld and increased to \$177,000. His second appeal is set to be heard by the Texas Supreme Court next month.

"I just think he was wrong," Brewer said of the judge, adding that he is optimistic that the sanction will be reversed.

Titeflex ended up settling the case with the family and homeowners. Internally, company officials complained that Brewer delivered an unsatisfactory outcome while charging steep fees, according to three people familiar with the concerns.

Lyon, who represented the family that sued Titeflex, said Brewer would "send four lawyers to a deposition that one lawyer could easily handle." A Titeflex official and the Brewer firm declined to comment on its fees.

In another case, a Texas court disqualified Brewer from a suit in which he represented an heir to the Texas billionaire H.L. Hunt suing his father, because Brewer was found to have represented the father. Brewer said in court papers that opposing counsel tried to push him out for “tactical” reasons, adding that his work helped resolve the case.

In September 2018, Brewer was reprimanded by a federal judge in Virginia after he did not disclose the Texas court sanction to a federal court in Virginia as he represented the NRA in a lawsuit with an insurance broker.

“These are very serious allegations,” U.S. District Judge Liam O’Grady told Brewer before ejecting him from the case. “They’re findings of bad faith.”

Brewer told The Washington Post that he believed he disclosed what was necessary, noting that the matter is under appeal.

After he was removed, the NRA settled the case for undisclosed terms in November 2018, court records show.

'Draining NRA cash'

Late last year, NRA budget officers began warning about staggering legal bills from Brewer’s firm, according to people familiar with the communications. Since March 2018, his firm’s fees had routinely topped \$1.5 million a month, according to internal documents.

In a Feb. 26 letter, North and board vice presidents Richard Childress and Carolyn Meadows told LaPierre that they believed Brewer’s retainer agreement was not properly executed and demanded that the NRA cease payments to him until they could discuss the matter.

“We have a fiduciary duty that needs to be urgently addressed, with you and if you wish, Mr. Brewer,” the three wrote in their letter, the contents of which were described to The Post.

Brewer moved quickly to demonstrate his value to the organization.

In internal presentations, the lawyer warned of impending legal threats that he said he was uniquely equipped to address, according to people familiar with the meetings.

He said the NRA could face significant criminal liability in an ongoing investigation of Russian gun activist Maria Butina, who had cultivated ties to the NRA, the people said, as well as exposure in congressional inquiries into Russian connections to the group.

Brewer, who is not a criminal lawyer, asserted in one March meeting that North could be implicated, according to one of the people.

Federal prosecutors had already told NRA lawyers that the organization and its officers were not under criminal investigation, according to the people familiar with the conversations.

Others familiar with Brewer's presentations said they greatly inflated the legal risk, with one former prosecutor warning other NRA advisers that Brewer was a "charlatan."

Brendan Sullivan, a longtime white-collar defense lawyer representing North, later called Brewer's presentation something "a fifth grader might have put together," according to people who heard his reaction. Sullivan declined to comment.

Brewer declined to address the substance of his meetings, saying they were privileged. But he said he did not think the other NRA lawyers addressed the legal and reputational risks the group faced, adding that they were "assuming away all of the problems that needed to be confronted."

In March, North pushed the NRA to hire an outside auditor to examine Brewer's bills, internal correspondence shows.

But LaPierre emailed Brewer to tell him to ignore the request, according to a message read to The Post.

"My office, not any member of the board, has the authority to hire and oversee legal counsel," the NRA chief wrote in the email. "Your engagement is valid, is vital to the survival of the NRA and is well known to the entire board. Please keep up the good work and disregard this and other missives you may receive."

LaPierre had been warning North to stop inquiring about the legal bills, saying he had a conflict of interest because of his financial relationship with Ackerman McQueen, according to internal documents. But North kept up the pressure. "The Brewer invoices are draining NRA cash at a mindboggling speed," he and Childress wrote in an April letter to NRA officials obtained by The Post.

That month, the fight burst into the open.

On April 12, Brewer sued Ackerman McQueen on the NRA's behalf, accusing the firm of concealing how it was spending money under its \$40 million contract. The suit also questioned the propriety of North's contract with NRA-TV and Ackerman McQueen, which North said LaPierre had authorized.

Then LaPierre took on North directly. On the eve of the organization's convention in Indianapolis, he publicly released a letter to the board in which he claimed that the NRA president had tried to extort him by threatening to release a "devastating account" of the group's financial status if LaPierre did not resign and drop the suit against Ackerman McQueen. LaPierre urged nominating committee members not to support North for another term, board members told their colleagues.

North was forced to relinquish his post as president. As he did so, he warned that the NRA was in "a clear crisis."

In court filings this summer, the former NRA president said that he was blocked by Brewer when he sought to learn more about the group's finances.

"Each time that North raised concerns about potential financial misconduct and tried to retain professionals to correct any wrongdoing, North's efforts were thwarted by LaPierre and Brewer," his lawyers wrote.

Meadows, North's successor, has defended Brewer in statements issued by his firm, saying her previous concerns have been assuaged.

"Bill and his team operate with openness and transparency," Meadows said in a statement, adding: "I have never worked with an outside law firm that is more on call, attentive and positively in tune to the needs of their client."

The NRA is now locked in legal battles on multiple fronts. Amid the turmoil, seven board members have resigned and some of the group's top strategists and advisers have been pushed out, including Christopher Cox, an NRA lobbyist whom LaPierre long described as his heir apparent. The NRA chief has accused Cox of conspiring with North, a charge Cox denies.

Last month brought a new defenestration — this time of lawyers. LaPierre announced that the NRA was severing relations with Charles Cooper, its longtime Second Amendment defender. Michael Volkov, its outside lawyer who had been handling the Russia investigation, also resigned.

In a statement released by Brewer's firm, the NRA chief accused the lawyers of being part of the conspiracy against him.

Cooper, who had represented the NRA for the past three decades, said he had always been loyal to the group, "not to any individual officers or directors of the organization." Volkov declined to comment.

Meanwhile, the New York attorney general has issued subpoenas seeking records of LaPierre's jet-setting lifestyle, including his efforts to buy a \$6 million mansion with NRA money, and has sought information about why some of his spending was kept a secret from the NRA board, according to people familiar with the requests.

Meadows said in a statement that the NRA has offered to cooperate with the inquiry and called the claims of misspending "baseless allegations."

In late August, New York investigators spent a day interviewing North. Among their questions, according to people familiar with the matter, were queries about Brewer's fees and growing role in the NRA.

Beth Reinhard, Anu Narayanswamy and Alice Crites contributed to this report