

NRA EVP Search Committee

Interim Progress Update No. 1 - March 19, 2024

The purpose of this update is to advise the Board of Directors regarding the activities that have been, and are planned to be, conducted by this committee relative to the search process to identify qualified candidates for the EVP position pursuant to the committee's charge. It does not represent a formal report by the Search Committee to the Board. The official reports of this committee's work will be provided and discussed, as is normal, for committee reports at meetings of the Board of Directors, and they will be part of the meeting proceedings books that are distributed to Board Members subsequent to each Board meeting.

Charge to the Committee

(from President Cotton's letter – transmitted by email by Secretary Frazer on February 10, 2024)

This Committee is charged with determining the process and timing of the selection of appropriate candidates to present to the Nominating Committee and, ultimately, the full Board of Directors.¹

Committee Members

Congressman Bob Barr – Chairman
Professor David Coy
Carol Frampton, Esq.
Curtis Jenkins, Esq.
Sheriff Jay Printz
Barbara Rumpel
Chief Blaine Wade

Committee Secretary – Nicholas Perrine

Initial Committee Proceedings

Two weeks after the creation of the committee, on February 24, 2024, the Committee met in Atlanta, Georgia. All Committee members were present. NRA EVP, and ex officio Committee member Andrew Arulanandam was also present for the first portion of the meeting, which lasted a total of 6 ½ hours including a working lunch.

¹ This document focuses on fulfilling the EVP Search Committee's mission as denoted to it by NRA President Charles Cotton, to recommend candidate(s) to the Nominating Committee and the Board of Directors for a "permanent" or "long term" EVP. Importantly, however, and also consistent with a reasonable interpretation of that charge, and in light of the time constraints involved and consistent with the Bylaw provisions as noted hereinbelow, the Search Committee may consider and make recommendations for a "short" term EVP and/or a "medium" term EVP in order to ensure seamless operation of the vital work of the NRA and the key role played by the EVP under the current Bylaw provisions during the current and possibly continuing interim period during which a "permanent" EVP candidate or candidates are recommended.

In terms of scheduling, February 24th was the earliest practicable date for the Committee to convene its first meeting. Prior to this, 1st Vice President Barr, 2nd Vice President Coy, and Director Frampton were involved in trial preparation and testimony in the NYAG trial. The Great American Outdoor Show was also in progress. 2nd VP Coy represented NRA and the Board at the Memorial and Funeral service for Director Herb Lanford. Preparations for the oral argument before the Supreme Court on March 18, 2024, have been a high priority. Discussions have been ongoing regarding the sale of the building and relocation. The annual financial audit for NRA and Affiliates is in progress.

In order to make the best decisions regarding identification of qualified candidates for the EVP position, the Committee engaged in a lengthy and informative discussion with the current interim EVP.

In terms of considering and evaluating candidates for EVP, any serious candidate must understand that at its core, the NRA is a civil rights advocacy organization that operates at the forefront of preserving freedom. It is vital that any candidate embraces the purposes and objectives of the National Rifle Association as set forth in Article II of the NRA Bylaws.² The Committee discussed in detail the necessity that, at a minimum, any candidates for EVP must have appropriate knowledge and experience with firearms, supplemented with an understanding of the broad spectrum of issues affecting the NRA's mission and myriad programs, and be familiar with the Association's advocacy and activities on behalf of these principles and programs. The Committee also took note of the loss of privacy and security risks associated with the EVP position.

The Committee is fully cognizant of the fundamental duties and responsibilities that are set forth in Article V, Section 2 (c) in the NRA Bylaws for the position of EVP.³

The Committee was unanimous in concluding that in order for it to responsibly carry out the vital task assigned it by President Cotton, we must not be pressured or rushed in our deliberations; indeed, final decision(s) may take several months. In this context, the Committee is fully aware that pursuant to NRA Bylaws, the tenure of the EVP elected by the Board at the next scheduled meeting of the Board of Directors (Monday, May 20, 2024) is affected by this reality and this needs to be clearly understood.

² 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.

³ **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.

The Committee held its second meeting on Saturday, March 16, 2024, in Atlanta, Georgia.

Both prior to and subsequent to the February 24th Committee meeting, the names of several potential candidates have been submitted to the Committee. There have also been self-nomination letters received.

It is hoped that Board Members will continue to submit names of those who they consider qualified for the EVP position.

Numerous suggestions regarding the selection process have been made to the Committee by Board Members, including using an executive search firm. If it is deemed appropriate at some point to engage a search firm to assure that there is a sufficient pool of viable candidates, this option can be exercised. It is likely, once it is known that we are searching for an EVP, we will receive solicitations from a variety of "headhunters." If the NRA does retain a search firm, it would have to be one that has experience with the firearms, ammunition, and outdoor sports industries to provide relevant and viable candidates for our consideration.

Please know that names of potential candidates and all of the suggestions received from Board Members will be given serious consideration by the Committee. The concerns of Board Members represented by these suggestions are positive testimony to the Board's commitment to good governance.

Prospective Committee Proceedings

The names provided by Board Members represent an initial pool of candidates that, in the opinion of the Committee, is the most reasonable place to start the candidate selection process. The qualifications of those in this pool will be initially reviewed by the Committee. Any additional candidates who are identified by the Committee or who are brought to the attention of the Committee will also be considered. As the work of the Committee progresses, for candidates meriting further review, additional information will be obtained, for example, detailed resumes and completed questionnaire (similar, perhaps, to the one that Board Member Candidates submit to the Nominating Committee when standing for election).

Board Member input regarding the questions and information are welcome as part of an ongoing process. Candidates will also be encouraged to submit proof of accomplishments that demonstrate their abilities as a CEO in general, and with respect to the NRA in particular, along with other relevant accomplishments and capabilities.

For the candidates who clear this level of review by the Search Committee, background checks and additional appropriate investigations will be conducted. It is anticipated the Search Committee will then bring them into headquarters for one to two days where they will be given an initial orientation to NRA and have opportunities to meet with NRA staff. The Search Committee will then meet with each candidate individually and have a serious discussion with them about the Board's expectations for the EVP position, and the responsibilities, burdens and risks associated with it.

This process may result in one or more candidates choosing not to pursue the position.

Should the candidate(s) wish to continue, it is envisioned that on separate days (for each candidate), they would be invited to attend for a day during a Board Meeting week. Any Board Member interested in

meeting the candidates would be authorized travel and housing for early arrival for this meeting to accommodate this opportunity. This format will provide multiple opportunities for informal in-person discussions by Board Members with the candidates. There may also be a candidate forum during each candidate's individual visit to make a presentation on an assigned topic to Board Members. There will be opportunities for Board Members to ask questions of the candidate about the presentation. After the forum, an informal gathering can be held to give further face-to-face opportunities to get to know the candidate.

Board members will be asked to complete a rating sheet for each candidate and submit them for review. The rating sheets will be tabulated and the consolidated results for each individual candidate provided to the Nominating Committee.

As the charge to the Search Committee is to submit candidate names to the Nominating Committee, it is presumed that candidates will individually appear before the Nominating Committee in closed session. The report from the Nominating Committee would then be discussed by the Board and provides the basis for action to elect an EVP.

Relevant Bylaws Provisions

Applicable Sections of The NRA's Bylaws

(from the "as amended April 17, 2023 booklet – "Hunter Orange" edition)

Article V – Officers – Section 1 - Number and Election.

- (a) (excerpted) ...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.** ... (page 16)
- (b) **The Board may not abolish said offices nor create any other offices.** (page 17)

Article V - Section 2 - Duties of Officers.

- (c) (excerpted) ... 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. ... (pages 17 & 18)
- (f) (excerpted) ... 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.** ... (page 19)

Article XI – Standing and Special Committees of the Association

Sections 2 through 7 are applicable. (pages 42 and 43)

Article XII – Prohibition of Proxy Voting

Applicable (page 43)

Article XIV – Order of Business - Section 2 (a) – Parliamentary Authority

Applicable as it applies to the nomination of candidates for EVP and the election of an EVP. (page 45)

Necessary characteristics and skills for the NRA EVP position

Preface

Regarding this extensive listing of necessary characteristics and skills for the NRA EVP position, it is impossible for a single person to meet all of this comprehensive myriad of criteria. There are certainly “must have” behaviors and skills in this listing which, if they are lacking in a candidate, are disqualifiers.

Candidates worthy of serious consideration should, however, be able to meet a significant number of items on this listing and have limited weaknesses that need to be offset by other staff members, *some of which may be new positions*. If they cannot be filled by the promotion of current staff, new staff will need to be hired.

It is beyond the scope of the charge to the Search Committee to engage in a redesign of the NRA's organizational chart and identifying and hiring any other personnel. These activities are properly within the purview of the Board of Directors and whoever is elected as NRA's EVP.

Given that hiring of personnel represent expenditures of NRA monies, any expenditures related to personnel costs are controlled by the Board of Directors via the Finance Committee, the budget approval process, and regular reviews of NRA's financial performance by the Finance Committee.

Overview

Any candidate for the position of Executive Vice President of the National Rifle Association of America must be an NRA Member who would be eligible for election to the Board of Directors per the Bylaws of the Association. The candidate should possess the skill set and characteristics applicable to any CEO of any organization, particularly concerning both 501(c)(3) and 501(c)(4) entities. Specific to the EVP position, the candidate must understand the core mission of the NRA and the vision that this mission fulfills. The candidate must be a firearms owner and user with substantial (but not expert) knowledge regarding firearms, the shooting sports, hunting, the firearms industry, and current laws and regulations applicable to these several things. The candidate must be rock solid and unswerving in supporting the Second Amendment. Finally, the candidate must understand and accept the potential loss of privacy, verbal abuse by those hostile to the NRA and the risk of physical harm, not only to themselves but potentially to family and property; all of which are inherent risks attached to the position of NRA EVP.

Qualified candidates must also have a record of performance that demonstrates the following:

Integrity, Ethical Behavior and Trustworthiness

The NRA is committed to walk the principled path and never stray from it. On behalf of the Members of the Association, the Board of Directors is resolute that all Board Members, all Executive Council Members, and all NRA employees will conduct the activities of the Association in a transparent, ethical, and forthright manner. All NRA Policies and Procedures must and will be enforced upon all parties to which they apply. They will be administered impartially and without favoritism.

Any evidence that any candidate for EVP has conducted themselves in a manner contrary to the above standard is immediately disqualified for the EVP position.

<https://home.nra.org/corporate-ethics/> <https://app.mycompliancereport.com/report?cid=NRAA>

Leadership Skills

Candidates must have shown that they:

- Can lead from the front.
- Have appropriate managerial experience at multiple levels.
- Have demonstrated that they have organizational skills.
- Have assembled and led high performing teams.
- Are inspirational leaders.
- Are approachable, adaptable, and flexible.
- Have empathy with and for employees, Board Members, and volunteers.
- Can cultivate employee engagement and collaboration.
- Are respectful of personnel at all levels.
- Are open-minded and receptive of input from staff and Board members.
- Are not afraid to ask for help.
- Are decisive.
- Can make uncomfortable but necessary choices.
- Can deal with crises.
- Can be proactive to avert crises.
- Can manage ambiguity.
- Are comfortable in public speaking.
- Are engaged in our political system.
- Clearly understand the difference between the policy-setting responsibility of a Board of Directors and the implementation responsibilities of staff.
- Are skilled at debate.

Fiscal Experience**Candidates must have:**

- Appropriate general business acumen.
- Appropriate knowledge of how the general business environment might affect NRA operations.
- Appropriate human resources acumen.
- The ability to recruit and retain loyal and productive personnel.
- Appropriate financial acumen.
- The basic ability to read and understand traditional financial statements.
- The ability to analyze and make operational changes based upon information from internal managerial financial statements.
- A focus on cash flow.
- The ability to make decisions based on fact and not emotions or guesswork.

Strategic Thinking**Candidates must have:**

- A focus on the future (with an understanding of the past as relates to the NRA).
- The ability to envision future opportunities and threats.
- A big-picture long-term focus on organizational mission and fulfillment of the organizational vision.
- A commitment to sustained growth for the NRA.
- An understanding of the concepts of long-term risk and long-term return.
- The ability to visualize potential outcomes resulting from ideas generated by original and creative thinking.
- The willingness to capitalize on opportunity.
- A demonstrated ability to develop and implement a business plan, with a necessary degree of flexibility.
- The ability to devise strategies based on facts and not emotions.

Communications Skills**Candidates have demonstrated that they:**

- Can communicate clearly and appropriately to a variety of audiences and stakeholder groups.
- Can create a climate of openness that fosters beneficial, two-way communications.
- Have used multiple methods of communication successfully for fund raising and other purposes.
- Are comfortable in both one-on-one meetings and before large audiences.
- Are experienced in communicating with a Board of Directors.
- Have experience with major news media including radio and television interviews and press conferences.
- Have a working knowledge of social media, livestream, and podcasts.
- Are sincere and that they speak the truth.

Other Attributes

Candidates must have examples that they:

- Are decisive.
- Are resilient.
- Are optimistic.
- Are open-minded.
- Have a positive mindset.
- Are driven to succeed.
- Can learn from and overcome failure and defeat.
- Are a life-long learner.
- Possess a sense of humor.

Specific Requirements for the NRA EVP position

Candidates must:

- Be an NRA Member eligible for election to NRA's Board of Directors.
- Have a demonstrated record of advocacy for the right to keep and bear arms.
- Work effectively with volunteers at all levels, including members of NRA's Board of Directors.
- Understand that the NRA operates like a legislature operating under a strong committee system and not as a conventional Board of Directors.
- Accept and carry out directives received from the Board of Directors via resolutions from Committees and the full Board of Directors.
- Be able to develop a strategic plan for the NRA.
- Work with NRA's committees to obtain input for NRA's strategic plan and obtain their support to advance the plan to the full Board of Directors for approval.
- Accept and make necessary changes in their personal lifestyle to address the inherent risks associated with the NRA EVP position.
- Accept and understand that it takes over \$1 million dollars per day, every day, to operate NRA and its affiliates and enable these entities to fulfill their roles in advancing NRA's Mission and Vision.
- Agree to an annual performance evaluation by an appropriate committee of the Board of Directors.
- Understand and agree that they are employed at the will of NRA's Board of Directors.
- Understand that annually they must stand for election to the EVP position per the requirements set forth in the Bylaws of the Association.
- Understand that the success of NRA's advocacy of the individual right to keep and bear arms is dependent upon the election of pro-gun candidates at the federal, state, and local levels and in all three branches of government (i.e., Executive, Legislative, and Judicial).
- Understand the important role of NRA's Firearms Civil Rights Defense Fund in litigating firearms matters, as well as its role in advancing firearms law scholarship.
- Harness the synergies between the NRA Community Engagement Programs, and the NRA

Foundation, the Whittington Center, and the three NRA Museums to make clear that private firearms ownership, hunting, target shooting, and self-defense are lawful and proper activities representing "Mainstream America."

- Advocate and fund NRA's School Shield and Community Shield programs.
- Expand efforts by NRA's Freedom Action Foundation to ensure gun owners register to vote, and to motivate them to vote to elect 2nd Amendment advocates and defeat its opponents.
- Understand that while efforts by NRA-ILA and its personnel to obtain enactment of pro-gun legislation is the best and most cost-effective solution and is the avenue of first resort to advance firearms rights, if the votes to do so are not present, litigation by NRA-ILA is necessary.
- Understand the importance of and the need to promote NRA's traditional education and training programs, youth safety (Eddie Eagle GunSafe® Program), NRA's on-line hunter safety and other on-line education programs and the NRA Foundation's Youth Hunter Education Challenge (YHEC), and the Youth Education Summit (YES).
- Be able to work productively with industry and industry organizations, as well as with other pro-Second Amendment organizations as appropriate and as consistent with fulfilling NRA's goals and mission.
- Advocate and fund NRA's hunting and wildlife conservation activities.