

NATIONAL RIFLE ASSOCIATION OF AMERICA
MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
JANUARY 5, 2024

EXECUTIVE SESSION*

Without objection, the body entered into executive session at approximately 10:40 a.m.

The Board reviewed the draft minutes of the executive session of the September 9, 2023, meeting of the Board of Directors. There were no corrections, so the minutes were approved as circulated.

The Executive Vice President, Mr. LaPierre, delivered his report orally. In his report, Mr. LaPierre announced his resignation as Executive Vice President, effective January 31, 2024. A copy of Mr. LaPierre's remarks is attached to and made a part of these minutes.

The Chairman, Mr. Cotton, presented the report of the Audit Committee. There were no action items for the Board. The committee report is attached to and made a part of the minutes.

On behalf of the Audit Committee, Mr. Cotton:

MOVED, the adoption of the proposed new whistleblower policy, as printed in the Committee report.

Mr. Sigler rose to suggest that paragraph 2.0 of the proposed policy be amended to include appropriate language describing the affiliates included in the NRA's consolidated financial statements, and indicating that the policy would apply to each affiliate upon adoption by the appropriate governing body.

Without objection, the officers and staff were directed to provide such language for incorporation into the policy. After further discussion, the proposed policy was adopted, subject to inclusion of such language. A full copy of the policy, as subsequently perfected by the officers and staff, is made part of these minutes as Attachment A.

On behalf of the Audit Committee, Mr. Cotton:

MOVED, the adoption of the policy statement on grants to affiliated state associations, as printed in the committee report.

After discussion, Mr. Blackwell moved to table the motion pending clarification of the term "affiliate." Mr. Blackwell's motion was duly seconded, and the motion to table carried by voice vote.

* Executive session minutes are confidential, may contain legally privileged information, and are not to be shared with anyone other than board members without prior permission of the NRA.

On behalf of the Audit Committee, Mr. Cotton:

MOVED, the adoption of the policy regarding de minimis fiscal policy modifications, as printed in the committee report.

The Chair assumed an amendment to add at the end of the policy the following:

“; provided, however, that any such modification shall be reported to the Board of Directors at the next regularly scheduled meeting of the Board, and any such modification shall be invalid upon the objection of any Director, but may be reasserted as a motion duly made for resolution of the Board.”

The amendment was adopted unanimously, by voice vote.

Discussion ensued, after which Mr. Sigler:

MOVED, to add after “de minimis” in each place it appears: “and non-substantive”.

Without objection, the amendment was adopted.

After further discussion, the main motion was adopted as amended, and reads as follows:

WHEREAS, the current practice in the National Rifle Association where there is a required fiscal policy modification, even where the modification is de minimis in nature, that it requires a recommendation to the NRA Board of Directors for approval for such a modification;

NOW THEREFORE BE IT RESOLVED, that the Audit Committee of the National Rifle Association finds that any de minimis modification to a fiscal policy of the Association should no longer require a recommendation to the Board of Directors and can be approved by the Audit Committee under normal course of action by the Committee; provided, however, that any such modification shall be reported to the Board of Directors at the next regularly scheduled meeting of the Board, and any such modification shall be invalid upon the objection of any Director, but may be reasserted as a motion duly made for resolution of the Board.”

The Chair called for the Report of the Finance Committee, which was presented by the Chairman, Professor David Coy. The committee report is attached to and made part of these minutes.

On behalf of the Finance Committee, Mr. Coy:

MOVED, That the Board of Directors adopt the 2024 NRA Budget as reflected in Column A of Exhibit I, as printed in the committee report.

After discussion, the motion was adopted unanimously, by voice vote.

On behalf of the Finance Committee, Mr. Coy:

MOVED, that the Board of Directors approve the liquidation of the NRA investment portfolio as quickly as prudently possible in order to pay off the line of credit, and to hold any remaining balance in liquid form.

Mr. Coy:

MOVED, to amend the motion by adding after "portfolio":
"(excluding endowments)".

The amendment was adopted unanimously, by voice vote.

After further discussion, the motion was adopted. Mr. Porter asked that his vote of "no" be recorded in the minutes.

On behalf of the Finance Committee, Mr. Coy:

MOVED, the adoption of the NRA hour bank program/plan amendment resolution, as printed in the committee report.

Mr. Coy:

MOVED, the adoption of a substitute amendment:

WHEREAS, the NRA maintains the NRA Health and Welfare Benefit Plan (the "Plan") to provide health and welfare benefits to eligible employees of the NRA; and

WHEREAS, the NRA has reserved the authority to amend the Plan at any time; and

WHEREAS, Retired Employees (as defined in the Plan) are eligible for certain benefits under the Plan; and

WHEREAS, the NRA now desires to amend the Plan to expand the definition of "Retired Employee" to cover eligible retirees who satisfy the age and service requirements for continued coverage under the Plan

(regardless of whether the retirees are participants under the NRA Employee Retirement Plan) and who have excess accrued but unused leave credited to their accounts under the NRA Hour Bank Program.

NOW, THEREFORE, BE IT RESOLVED, that the NRA Board of Directors hereby approves the amendment of the Plan to expand the definition of "Retired Employee" to cover eligible employees who retire after satisfying the age and service requirements for continued coverage under the Plan (regardless of whether the retirees are participants under the NRA Employee Retirement Plan) and who are enrolled in the Plan at such time and have excess accrued but unused leave credited to their accounts under the NRA Hour Bank Program, substantially in the form Amendment of the NRA Health and Welfare Benefit Plan attached hereto as Exhibit A; provided, however, no provision in such Amendment will be effective in any state where such provision is inconsistent with or contrary to applicable state law, and in that case such provision will be deemed stricken from the Amendment with respect to employees in that state; and

FURTHER RESOLVED, that, without limiting the foregoing, the appropriate officers of the NRA are, and each of them hereby is, authorized and directed, for and on behalf of the NRA, to execute and deliver, or cause to be delivered, such additional or other agreements, documents, certificates and instruments, and to take any and all steps and to do all things that they may deem necessary or advisable, in order to effect the purpose of each and all of the foregoing resolutions, and to pay any and all fees and expenses in connection therewith; and

FURTHER RESOLVED, that any actions taken by such officers prior to the date of this meeting that are within the authority conferred hereby are hereby ratified, confirmed and approved in all respects as the acts and deeds of the NRA.

The substitute amendment was adopted without objection. After discussion, the motion was adopted unanimously, as amended, by voice vote.

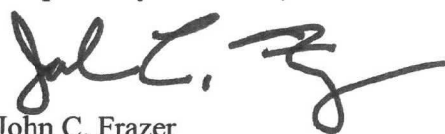
The NRA's outside litigation counsel, Mr. William A. Brewer III of Brewer, Attorneys and Counselors, presented a confidential and privileged update on Association legal matters.

Without objection, the body lifted secrecy on the adoption and the content of the motions considered in executive session, specifically:

- The resolution authorizing liquidation of the investment portfolio, and Mr. Porter's "no" vote" on that resolution;
- The 2024 budget;
- The NRA hour bank program and plan amendment;
- The new whistleblower policy, as amended; and
- The policy regarding de minimis fiscal policy modifications, as amended.

The body returned to open session at approximately 3:43 p.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "John C. Frazer", with a stylized flourish extending to the right.

John C. Frazer
Secretary

ATTACHMENT A**Whistleblower and Reporting Policy****1.0 PURPOSE**

- 1.1. To establish reporting requirements for individuals to report suspected illegal activities, unethical behavior, noncompliance, and other matters described herein without fear of retaliation.
- 1.2. To expand the reporting channels for individuals to report confidentially and anonymously through a third-party Ethics Hotline provider.
- 1.3. To reinforce the NRA's commitment to addressing misconduct and noncompliance and not tolerating retaliation.
- 1.4. To designate the Chief Compliance Officer position¹ as being responsible for coordinating and documenting reported matters with oversight from the Audit Committee.

2.0 SCOPE

This policy is intended to apply to the NRA and its affiliates, including the NRA Foundation, NRA Civil Rights Defense Fund, the NRA Special Contribution Fund, and the NRA Freedom Action Foundation ("NRA Affiliates") upon adoption by each NRA Affiliate.

3.0 REVISION HISTORY

The policy supersedes the following sections of the Statement of Corporate Ethics (1/22/2020)

- Section I(4)(D) as to reporting notifications
- Section III Whistleblower Policy of the Statement of Corporate Ethics

4.0 BACKGROUND:

The reporting of potential misconduct, unethical and illegal behavior, and noncompliance with the Statement of Corporate Ethics (Ethics Policy) and related policies and controls is vital to the NRA's compliance and ethics program. The NRA Board of Director's Audit Committee has oversight over the reporting process. The Chief Compliance Officer (CCO) position, who reports directly to the Audit Committee, ensures that the NRA maintains an effective compliance and ethics program, which includes reporting, investigating, and remediating misconduct and noncompliance.

¹ The Chief Compliance Officer position is pending Board approval and the position's responsibilities are currently assigned to the Managing Director, Compliance. "

5.0. REPORTING

Directors, officers, employees, volunteers, and individuals conducting business on behalf of the NRA are responsible for promptly reporting any suspected or actual violations of law, the Ethics Policy, unethical behavior, misconduct, and related policies and controls.² Timely reporting is essential so the matter can be promptly addressed and remediated.

5.1 Reporting Channels

Reporters³ have several channels of communication to report these matters to include reporting directly in person, by email or by phone to their manager or any of the following:

- Any Officer, including the Executive Vice President, or Executive Director
- A HR Director
- Any attorney/counsel assigned to the Office of General Counsel
- Chairperson of the Audit Committee
- Secretary of the Audit Committee
- Chief Compliance Officer or a Compliance team member (NRAEthics@nrahq.org)

² Employees and others may exercise their legal right or duty to report possible violations of law to the appropriate governmental authorities at any time, without reporting the matter to, or seeking prior authorization from the NRA.

³ The term "Reporter" is being used generically throughout the policy to expand the potential users of the reporting system beyond the whistleblower definition. For example, reporters may include individuals that submit a question regarding an ethical dilemma or were motivated to report an incident but did not prefer being described as a "whistleblower." However, using the generic term reporter does not diminish any statutory or other rights conferred to reporters/whistleblowers, but is intended to encourage more individuals to come forward and report the matters described in this policy.

5.2 NRA Integrity Line

The NRA established the NRA Integrity Hotline through a third-party service provider to expand the reporting channels and provide further protections for anonymous reporting. The third-party provider selected is a recognized leader for managing confidential and anonymous reporting systems for organizations.

Reporters can access the NRA Integrity Hotline 24/7 hours/365 days a year by phone or web at:

888-NRA-3603
NRAIntegrityline.org

The reporting system features a secure two-way communications capability that facilitates the information exchange between reporters and the CCO/Compliance team.⁴ Anonymous reporters will continue to retain their anonymity during the communication process. The feature also provides assurances to the reporter, who can check the status of their report, that their information or question was received and will be reviewed timely.

6.0 COMPLIANCE AND ETHICS QUESTIONS

Questions concerning ethics or compliance matters can be submitted confidentially or anonymously to the NRA Integrity Line and the CCO/Compliance team will respond with the appropriate guidance.

Questions can also be submitted confidentially to the CCO/Compliance team via email NRAEthics@nrahq.org.

7.0 MANAGEMENT REPORTING RESPONSIBILITIES

Managers and leadership are responsible for notifying the Office of General Counsel or the CCO after receiving a report of misconduct, unethical behavior, or a potential violation of the Corporate Ethics Policy and must treat the matter confidentially.

⁴ Automated bypass procedures are in place to preclude the CCO or Compliance team having access to reports that implicate Compliance team members.

8.0 ANTI-RETALIATION COMMITMENT

The NRA strives to promote a culture where employees and individuals are encouraged to come forward and make reports without fear of retaliation. As retaliatory actions against reporters may compromise the integrity of the reporting process and may dissuade others from reporting in the future, the NRA does not tolerate retaliation against a reporter that has made a good faith report.

Good faith reporting means when the reporter reasonably believes the information alleged is true and may violate the Ethics Policy, applicable laws, or policy requirements. A good faith belief that the information may be true, and that the information provided is not knowingly false or malicious is sufficient to meet the good faith standard.⁵ A reporter is not expected to have all the information or substantiate the allegations prior to reporting.

Any allegations of retaliation shall be promptly reported to the CCO for review and to ensure the allegations will be investigated accordingly.

Reporters that submit reports via the NRA Integrity Hotline website will receive instructions on how to report retaliation associated with making a report and receive periodic inquiries to ensure the reporter did not experience retaliation.

8.1 Retaliation Consequences

Prohibited retaliatory conduct includes intimidation, harassment, discrimination or other retaliation action or adverse employment consequences. Actions that tend to discourage others from reporting in the future are also prohibitive.

Any employee who retaliates or encourages others to retaliate against a reporter will be subject to disciplinary action, up to and including termination. Allegations against Directors concerning retaliatory conduct will be brought to the attention of the Chairperson of the Audit Committee for further action pursuant to the By-laws.

9.0 RESPONDING TO REPORTED MATTERS

The CCO, on behalf of the Audit Committee, is responsible for reviewing and evaluating the type of reports referenced in this policy. Not all information received requires an investigation and those matters will be assigned for the appropriate action and the reporter will be advised accordingly.

If the information received warrants an investigation or further inquiry, the CCO will determine who will investigate the matter and assign it appropriately. The investigations will be conducted in a confidential manner to the fullest extent possible to protect the identities of reporters, witnesses, and implicated parties and to maintain the integrity of the investigative process. Certain types of

⁵ Reporting an issue will not shield the reporter from employment matters that preceded or were independent of the reporting.

investigations will be conducted at the direction of an attorney/counsel under legal privilege, which further protects the integrity of the investigation and the disclosure of the reporter's identity to the extent possible.

The initial report, investigative reports, and the outcome of the investigation or inquiry will be appropriately documented in the secured case management system, which is maintained exclusively by the CCO.

10.0 NOTIFICATIONS TO THE AUDIT COMMITTEE AND OVERSIGHT

The Chairperson of the Audit Committee has oversight for the overall whistleblower/reporting process and ensuring the anti-retaliation commitment is enforced. The CCO will prepare a report for the Audit Committee at each meeting of the general type of reports that were received. Efforts will be made to redact the identity of reporters who requested to remain confidential, unless disclosure is required to recuse the reporter from any deliberations and/or voting or to prevent potential retaliatory action. The CCO will also provide the status of any ongoing investigations or inquiries to the Audit Committee.

The CCO will provide timely notification to the Chairperson of the Audit Committee regarding certain matters outside of the regularly scheduled meetings to include allegations concerning urgent matters to include retaliation, accounting, financial, and auditing improprieties.

11.0 RECUSAL/ABSTENTION

Except for providing information upon the request of the appropriate committee, any Director, Officer, or employee that is the subject of allegations or an investigation concerning misconduct to include retaliation, is not permitted to participate in or be present to any deliberation or voting on the related matter. The same applies to any other implicated party.

Any implicated party and/or subject of an investigation shall not influence any other Director, Officer, employee, or committee that is reviewing or will potentially review the matter. This includes influencing any investigation, inquiry, and deliberations or voting by the Board, committee, or subcommittee.

**REMARKS
OF THE
EXECUTIVE VICE PRESIDENT
TO THE
BOARD OF DIRECTORS
NATIONAL RIFLE ASSOCIATION OF AMERICA**

Irving, Texas

January 5, 2024

Dear Charles, Fellow Board Members and NRA Members:

As some of you know, for the last several years, I have been struggling with a serious medical issue. After consultation with my doctors, I have come to the realization that I can no longer continue as your EVP and perform up to the standards I expect of myself. For that reason, effective January 31st, 2024, I have decided to step down as your EVP. The decision is irrevocable and under no circumstances will I run for EVP at our May convention and board meeting.

Nobody made this decision for me, but me. No person or organization influenced me in any way. My decision to step down was made under no duress of any kind from any quarter of my life except from my doctors, who told me what I must do, and my rock, Susan, who loves me.

It's been a privilege to stand alongside NRA members for all these years, including all of you on the Board. I'm grateful for all your 45 years of confidence in me.

From the day I joined the NRA, I always tried to work hard, do my best, and let my performance speak for itself. I tried to do my best for our members and our Constitutional freedoms. I'm proud of our shared accomplishments, always knowing that without our members, we wouldn't be anywhere.

Whenever anyone anywhere across the nation patted me on the back, I always said it's not me, it's you. Without you, they would run me out of town in five minutes. And that's as true today as it ever was.

Throughout all my years with the NRA, I've always tried to be the voice of our members, saying what they would say if they could speak to the American public, and do them proud.

I've always tried to remember that our shared interest in freedom and the need for a strong NRA to preserve that freedom is greater than any differences any of us might have at the moment.

The NRA's secret has always been that it's not a building in D.C. or anywhere else. Like all audacious ideas that transcend who we are and how we look and our beliefs of every stripe, it is this freedom that stirs millions of Americans to muster. From our harbors to our wheatfields, from hamlets and hometowns to skyscrapers and mountaintops, from our brave men and women

in the military and law enforcement, from plinkers to Olympians, in every church and synagogue and mosque, from football stands to deer stands to the halls of Congress and to the bounds of outer space, you will find NRA members: Americans who in their hearts know they were born into rights that are worth standing up for, and never, ever backing down. Their hearts unite to defend liberty, which is the central duty, and honor, of any people who claim to live free. I know you are up to this essential task.

I've always said that the NRA is not there to be popular at D.C. cocktail parties or with the inside-the-Beltway crowd. It's there to stand on principle and keep faith with those Americans that represent the heart and soul of America.

So it's my time to step aside and watch you win. I will always carry fond memories of our many victories in this never-ending fight. But I will always carry you, my brothers-and sisters-in-arms, my fellow travelers, my fellow warriors, you, I'll always carry in my heart.

NATIONAL RIFLE ASSOCIATION OF AMERICA
REPORT OF THE AUDIT COMMITTEE

Irving, Texas

January 3, 2024

TO: NRA BOARD OF DIRECTORS

The Audit Committee met in at 2:00 p.m. (EST) via secure MS Teams conference format, on Wednesday, November 8, 2023. Committee members present were: Charles L. Cotton, Chairman; David G. Coy, Vice Chairman; Curtis Jenkins; Carolyn Meadows, Herbert Lanford and David Warren, Committee Secretary. Other staff in attendance were: Wayne LaPierre, NRA Executive Vice President; John Frazer, NRA Secretary and General Counsel; Sonya Rowling, NRA Treasurer and Chief Financial Officer; Bob Mensinger, NRA Managing Director of Compliance; Rick Tedrick, NRA Managing Director of Finance; Michael Erstling, NRA Director of Finance; Angela St. Onge, NRA Assistant Director, Accounting Operations. Bob Barr, NRA 1st Vice President was also present. William Brewer, Brewer Attorneys; Susan Dillion, Brewer Attorneys; Greg Plotts, Partner, Aprio, LLP and Stacy Cullen, Director of Nonprofit Tax Services, Aprio, LLP were also in attendance. It was noted that the meeting was duly authorized and appropriate notice was given.

Chairman Cotton called the meeting to order at 2:06 p.m. (ET) and requested Secretary Warren to call the roll. Secretary Warren noted as a result of the roll call that the meeting was being held with a quorum.

Chairman Cotton then referenced the meeting minutes from the September 7, 2023 meeting that were provided in advance of the meeting for review. As no questions were raised from the committee, Chairman Cotton noted that without objection, these minutes are approved as written.

Chairman Cotton then called the meeting to be in executive session and without an objection the meeting entered executive session at 2:08 p.m. (ET)

The committee was presented and discussed the draft 2022 990 and 990T reports for the NRA (including ILA).

Chairman Cotton then called the meeting to rise from executive session and without an objection the meeting rose from executive session at 2:45 p.m. (ET).

With no actions needed to be taken by the committee, Chairman Cotton called the meeting to close and the committee adjourned at 2:46 p.m. (ET).

The Audit Committee met at 9:00 a.m. (ET) at the NRA HQ Building, Fairfax, VA, on Thursday, November 30, 2023. Committee members present were: Charles L. Cotton, Chairman; David G. Coy, Vice Chairman; Curtis Jenkins and David Warren, Committee Secretary. Herbert Lanford

participated via secure teleconference and Carolyn Meadows was not able to attend. NRA staff in attendance were: Wayne LaPierre, NRA Executive Vice President; John Frazer, NRA Secretary and General Counsel; Sonya Rowling, NRA Treasurer and Chief Financial Officer; Bob Mensinger, NRA Managing Director of Compliance and Tyler Schropp, NRA Executive Director, Advancement participated via secure teleconference. Bob Barr, NRA 1st Vice President was also present. William Brewer, Brewer Attorneys; Susan Dillon, Brewer Attorneys; Travis Carter, Brewer Attorneys; John Houser, Brewer Attorneys; Svetlana Eisenberg, Brewer Attorneys and Kent Correl, Correl Law Group were also in attendance. It was noted that the meeting was duly authorized and appropriate notice was given.

Chairman Cotton called the meeting to order at 9:04 a.m. (ET) and requested Secretary Warren to call the roll. A quorum was present.

The meeting minutes from the November 8, 2023 meeting that were provided in advance of the meeting for review. As no questions were raised from the committee the minutes were approved as written.

The Audit Committee directed that Secretary John Frazer revise the National Rifle Association Financial Disclosure Questionnaire for 2024 to include the following question: "Do you or any relative receive any remuneration from an entity that receives assets, including grant funds, vendor payments, collectibles, or donations, from the National Rifle Association or any of its Affiliates." It was also stated that future grant applications or sponsorship agreements must include inquiries to establish and document whether any potential conflict of interests exist. This information will assist the Audit Committee in its review of transactions that may involve a conflict of interest.

Chairman Cotton then called for executive session with privilege. Without objection the meeting entered executive session at 9:40 a.m. (ET)

Chairman Cotton then called the meeting to rise from executive session and without objection the meeting rose from executive session at 3:48 pm. (ET).

Upon rising from executive session, the following matters were reported out:

Wayne LaPierre's disclosure of potential private inurement. The committee was satisfied with the disclosure made by Mr. LaPierre regarding his reimbursement of potential excess benefits. It is noted that Mr. LaPierre utilized tax accountants, his attorney and other advisors in identifying potential excess benefits and determining the amount of reimbursement to the NRA for same. Treasurer Sonya Rowling analyzed and tested the transaction details and reimbursement calculations and informed the committee of her results.

Tyler Schropp's disclosure regarding expenses invoiced to NRA through a third party vendor. The committee concluded that personal reimbursement from Mr. Schropp is required for at least the difference between the fares for coach and first class/business class air travel incurred for travel on NRA business. The committee recognizes that this reimbursement determination requires a calculation to be made by the organization in a reasonable amount of time. During this time of

determination, Mr. Schropp was invited to provide documentation regarding the appropriate approval for the first class or business class air travel. None was forthcoming.

The committee specifically notes and reiterates that there is zero tolerance for unauthorized departures from expense reimbursement, travel and other applicable policies and controls, under penalty of disciplinary action in accordance with NRA Human Resource policies.

With no further matters before the committee at this time, the meeting adjourned at 3:58 p.m. (ET).

The Audit Committee met at 11:00 a.m. (CST), on Wednesday, January 3rd, 2024 at the Omni Las Colinas hotel, Irving, Texas. Committee members present were: Charles L. Cotton, Chairman; David G. Coy, Vice Chairman; Curtis Jenkins and David Warren, Committee Secretary. Herbert Lanford participated via secure teleconference and Carolyn Meadows was not able to attend. NRA staff in attendance were: Sonya Rowling, NRA Treasurer and Chief Financial Officer; Bob Mensinger, NRA Managing Director of Compliance. Rick Tedrick, NRA Managing Director of Finance; Michael Erstling, NRA Director of Finance Administration Treasurer's Office; Angela St. Onge, NRA Assistant Director, Accounting Operations participated via secure teleconference. Travis Carter, Brewer Attorneys was in attendance. Susan Dillon, Brewer Attorneys; Will Donahue, Director, Aprio, participated via secure teleconference. There were also other NRA Board members in attendance. It was noted that the meeting was duly authorized and appropriate notice was given.

Chairman Cotton called the meeting to order at 11:20 a.m. (CT) and requested Secretary Warren to call the roll. A quorum was present.

The meeting minutes from the November 30, 2023 meeting that were provided in advance of the meeting for review. As no questions were raised from the committee the minutes were approved as written.

Chairman Cotton then introduced Will Donahue, Director at Aprio and gave Will the floor to take the committee through the 2023 standard audit planning presentation. Areas of interest that were covered where; significant events, significant audit areas, independence, upcoming changes in accounting standards, looking back at 2022, introduction of the audit engagement team and the audit timeline. Chairman Cotton asked Mr. Donahue if felt there was any need to enter in executive session with himself and the committee, which Mr. Donahue indicated there were no subject matters that needed to be addressed in the format with the committee. Chairman Cotton asked the NRA staff if felt there was any need to enter in executive session with himself and the committee, which Sonya Rowling indicated there were no subject matters that needed to be addressed in the format with the committee.

Chairman Cotton gave the floor to Bob Mensinger, NRA Managing Director of Compliance, to present to the committee a 24/7 whistle blower dial-in line that will be serviced by an 3rd party vendor. Mr. Mensinger also presented a new whistle blower policy statement to the committee.

The committee discussed the presented policy statement and unanimously recommended the below policy to the Board of Directors for approval.

Recommendation 1: Whistleblower and Reporting Policy

1.0 PURPOSE

- 1.1. To establish reporting requirements for individuals to report suspected illegal activities, unethical behavior, noncompliance, and other matters described herein without fear of retaliation.
- 1.2. To expand the reporting channels for individuals to report confidentially and anonymously through a third-party Ethics Hotline provider.
- 1.3. To reinforce the NRA's commitment to addressing misconduct and noncompliance and not tolerating retaliation.
- 1.4. To designate the Chief Compliance Officer position¹ as being responsibility for coordinating and documenting reported matters with oversight from the Audit Committee.

2.0 SCOPE

This policy applies to the NRA and its affiliates.

3.0 REVISION HISTORY

The policy supersedes the following sections of the Statement of Corporate Ethics (1/22/2020)

- Section I(4)(D) as to reporting notifications
- Section III Whistleblower Policy of the Statement of Corporate Ethics

4.0 BACKGROUND:

The reporting of potential misconduct, unethical and illegal behavior, and noncompliance with the Statement of Corporate Ethics (Ethics Policy) and related policies and controls is vital to the NRA's compliance and ethics program. The NRA Board of Director's Audit Committee has oversight over the reporting process. The Chief Compliance Officer (CCO) position, who reports directly to the Audit Committee, ensures that the NRA maintains an effective compliance and ethics program, which includes reporting, investigating, and remediating misconduct and noncompliance.

5.0. REPORTING

¹ The Chief Compliance Officer position is pending Board approval and the position's responsibilities are currently assigned to the Managing Director, Compliance. “

Directors, officers, employees, volunteers, and individuals conducting business on behalf of the NRA are responsible for promptly reporting any suspected or actual violations of law, the Ethics Policy, unethical behavior, misconduct, and related policies and controls.² Timely reporting is essential so the matter can be promptly addressed and remediated.

5.1 Reporting Channels

Reporters³ have several channels of communication to report these matters to include reporting directly in person, by email or by phone to their manager or any of the following:

- Any Officer, including the Executive Vice President, or Executive Director
- A HR Director
- Any attorney/counsel assigned to the Office of General Counsel
- Chairperson of the Audit Committee
- Secretary of the Audit Committee
- Chief Compliance Officer or a Compliance team member (NRAEthics@nrahq.org)

5.2 NRA Integrity Line

The NRA established the NRA Integrity Hotline through a third-party service provider to expand the reporting channels and provide further protections for anonymous reporting. The third-party provider selected is a recognized leader for managing confidential and anonymous reporting systems for organizations.

Reporters can access the NRA Integrity Hotline 24/7 hours/365 days a year by phone or web at:

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² Employees and others may exercise their legal right or duty to report possible violations of law to the appropriate governmental authorities at any time, without reporting the matter to, or seeking prior authorization from the NRA.

³ The term “Reporter” is being used generically throughout the policy to expand the potential users of the reporting system beyond the whistleblower definition. For example, reporters may include individuals that submit a question regarding an ethical dilemma or were motivated to report an incident but did not prefer being described as a “whistleblower.” However, using the generic term reporter does not diminish any statutory or other rights conferred to reporters/whistleblowers, but is intended to encourage more individuals to come forward and report the matters described in this policy.

The reporting system features a secure two-way communications capability that facilitates the information exchange between reporters and the CCO/Compliance team.⁴ Anonymous reporters will continue to retain their anonymity during the communication process. The feature also provides assurances to the reporter, who can check the status of their report, that their information or question was received and will be reviewed timely.

6.0 COMPLIANCE AND ETHICS QUESTIONS

Questions concerning ethics or compliance matters can be submitted confidentially or anonymously to the NRA Integrity Line and the CCO/Compliance team will respond with the appropriate guidance.

Questions can also be submitted confidentially to the CCO/Compliance team via email NRAEthics@nrahq.org.

7.0 MANAGEMENT REPORTING RESPONSIBILITIES

Managers and leadership are responsible for notifying the Office of General Counsel or the CCO after receiving a report of misconduct, unethical behavior, or a potential violation of the Corporate Ethics Policy and must treat the matter confidentially.

8.0 ANTI-RETALIATION COMMITMENT

The NRA strives to promote a culture where employees and individuals are encouraged to come forward and make reports without fear of retaliation. As retaliatory actions against reporters may compromise the integrity of the reporting process and may dissuade others from reporting in the future, the NRA does not tolerate retaliation against a reporter that has made a good faith report.

Good faith reporting means when the reporter reasonably believes the information alleged is true and may violate the Ethics Policy, applicable laws, or policy requirements. A good faith belief that the information may be true, and that the information provided is not knowingly false or malicious is sufficient to meet the good faith standard.⁵ A reporter is not expected to have all the information or substantiate the allegations prior to reporting.

Any allegations of retaliation shall be promptly reported to the CCO for review and to ensure the allegations will be investigated accordingly.

Reporters that submit reports via the NRA Integrity Hotline website will receive instructions on how to report retaliation associated with making a report and receive periodic inquiries to ensure the reporter did not experience retaliation.

⁴ Automated bypass procedures are in place to preclude the CCO or Compliance team having access to reports that implicate Compliance team members.

⁵ Reporting an issue will not shield the reporter from employment matters that preceded or were independent of the reporting.

8.1 Retaliation Consequences

Prohibited retaliatory conduct includes intimidation, harassment, discrimination or other retaliation action or adverse employment consequences. Actions that tend to discourage others from reporting in the future are also prohibitive.

Any employee who retaliates or encourages others to retaliate against a reporter will be subject to disciplinary action, up to and including termination. Allegations against Directors concerning retaliatory conduct will be brought to the attention of the Chairperson of the Audit Committee for further action pursuant to the By-laws.

9.0 RESPONDING TO REPORTED MATTERS

The CCO, on behalf of the Audit Committee, is responsible for reviewing and evaluating the type of reports referenced in this policy. Not all information received requires an investigation and those matters will be assigned for the appropriate action and the reporter will be advised accordingly.

If the information received warrants an investigation or further inquiry, the CCO will determine who will investigate the matter and assign it appropriately. The investigations will be conducted in a confidential manner to the fullest extent possible to protect the identities of reporters, witnesses, and implicated parties and to maintain the integrity of the investigative process. Certain types of investigations will be conducted at the direction of an attorney/counsel under legal privilege, which further protects the integrity of the investigation and the disclosure of the reporter's identity to the extent possible.

The initial report, investigative reports, and the outcome of the investigation or inquiry will be appropriately documented in the secured case management system, which is maintained exclusively by the CCO.

10.0 NOTIFICATIONS TO THE AUDIT COMMITTEE AND OVERSIGHT

The Chairperson of the Audit Committee has oversight for the overall whistleblower/reporting process and ensuring the anti-retaliation commitment is enforced. The CCO will prepare a report for the Audit Committee at each meeting of the general type of reports that were received. Efforts will be made to redact the identity of reporters who requested to remain confidential, unless disclosure is required to recuse the reporter from any deliberations and/or voting or to prevent potential retaliatory action. The CCO will also provide the status of any ongoing investigations or inquiries to the Audit Committee.

The CCO will provide timely notification to the Chairperson of the Audit Committee regarding certain matters outside of the regularly scheduled meetings to include allegations concerning urgent matters to include retaliation, accounting, financial, and auditing improprieties.

11.0 RECUSAL/ABSTENTION

Except for providing information upon the request of the appropriate committee, any Director, Officer, or employee that is the subject of allegations or an investigation concerning misconduct to include retaliation, is not permitted to participate in or be present to any deliberation or voting on the related matter. The same applies to any other implicated party.

Any implicated party and/or subject of an investigation shall not influence any other Director, Officer, employee, or committee that is reviewing or will potentially review the matter. This includes influencing any investigation, inquiry, and deliberations or voting by the Board, committee, or subcommittee.

Chairman Cotton then discussed a recommended policy statement that was shared with the Committee in advance of the meeting, where it was recommended that all grant issuing parties of the National Rifle Association of American would be able to conduct this effort under normal situations, without the observance of the audit committee.

The committee discussed the presented policy statement and unanimously recommended the below policy to the Board of Directors for approval.

Recommendation 2: Policy Statement

WHEREAS, the NRA's official affiliated State Associations are dedicated to the preservation of Second Amendment rights, firearm safety, education, and training, and the shooting sports;

WHEREAS, the NRA's official affiliated State Associations face significant challenges in fulfilling their missions, which missions are in harmony with NRA's purposes and objectives;

WHEREAS, NRA (including the NRA Institute for Legislative Action), the NRA Civil Rights Defense Fund, the NRA Foundation, Inc., and the NRA Freedom Action Foundation (collectively, "the NRA and its Affiliates") have, in the past, provided financial assistance to the NRA's official affiliated State Associations to support Second Amendment and other Right to Keep and Bear Arms litigation, in the form of grants or otherwise;

WHEREAS, certain members of the NRA Board of Directors also serve as directors and/or executives of the NRA's official affiliated State Associations--for which service they may or may not receive compensation--and have disclosed previous support by the NRA and its Affiliates for those affiliated State Associations on their Financial Disclosure Questionnaires;

WHEREAS, the NRA Audit Committee has previously reviewed financial assistance extended to the NRA's official affiliated State Associations by the NRA and its Affiliates for potential conflicts of interest, and found no conflicts of interest;

WHEREAS, the NRA Audit Committee has previously found, in regard to such funding requests in Second Amendment and other Right to Keep and Bear Arms related cases, that such funding is within the ordinary course of the NRA's and its Affiliates' tax exempt purpose and/or charitable activities; that the support from the NRA and its Affiliates helps the NRA's official affiliated State Associations to fulfill their missions and, if approved by disinterested trustees, directors, or executives of the NRA and/or its Affiliates, on the normal terms for such grants, would be fair, reasonable, and in the best interest of the NRA, and such funding requests were approved and ratified accordingly, and that future support was also approved, subject to any material change that would compel the NRA Audit Committee to re-evaluate such support;

WHEREAS, this issue continues to arise so that a general policy statement would be useful;

THEREFORE, be it resolved that the following policy is adopted:

The NRA Audit Committee finds that supporting litigation in Second Amendment and other Right to Keep and Bear Arms related cases is within the tax exempt purposes and/or the charitable missions of the NRA and its Affiliates. Such funding is within the ordinary course of the NRA's and its Affiliates' tax exempt and/or charitable activities, and the ultimate decision as to the amount of future funding is in the hands of disinterested trustees, directors, or executives of the NRA and its Affiliates.

The NRA Audit Committee finds that when approved by disinterested trustees, directors, and/or executives of the NRA and its Affiliates, and when an NRA Board member is not serving as counsel to the official affiliated State Association in the subject case, such funding does not require approval by the NRA Audit Committee.

The NRA Audit Committee finds that an NRA's official affiliated State Association's request for litigation funding in such matters—if approved by disinterested trustees, directors, or executives of the NRA and/or its Affiliates, whichever is making the grant—on the normal terms for such grants, would be fair, reasonable, and in the best interest of the NRA; and

In order to avoid any actual or apparent conflict between a director and/or executive of an NRA official affiliated State Associations' interest in such litigation funding and his or her duties as an NRA Board member, any NRA Board member in such a position shall abstain from deliberations and voting on the election of directors, trustees, and/or executives of NRA's Affiliates, for the duration of such grants.

.....

Chairman Cotton then discussed a follow-up of the Tyler Schropp's disclosure regarding expenses invoiced to NRA through a third party vendor. Chairman Cotton shared with the committee the outcome of an internal review of first class airfare expenses and the personal purchase of a NRA lease vehicle a below market that Mr. Schropp engaged through the organization. It was determined that there were first class fares that were not justified based on organizational effort and that the below market purchase price of the organizations leased vehicle was not proper. The determination was that Mr. Schropp was required to reimburse the organization for the difference between first class fare and coach fare for those identified flights, with compounded interest to-

date from the dates that those flight occurred and that Mr. Schropp required to reimburse the market difference paid with compounded interest for the organizations lease vehicle. All amounts proposed were calculated by Sonya Rowling, NRA Treasurer based on the organizations records regarding these matters. The committee discussed and accepted the amount proposed to be reimbursed by Mr. Schropp and will hold that position until the amounts are paid-in-full.

Chairman Cotton then read to the committee the executive session minutes from the November 30th, 2023 meeting. Without any requests for adjustment to those minutes, the minutes where than approved as presented.

Chairman Cotton then discussed a recommendation to the Board that would allow for de minimis modification to occur in fiscal related policy of the National Rifle Association of America; without having to require Board approval for such policy modification. (ex. changing of a phone number in the policy).

The committee discussed the recommended fiscal policy resolution and unanimously recommended the below resolution to the Board of Directors for approval.

Recommendation 3: De Minimis Fiscal Policy Modification

WHEREAS, the current practice in the National Rifle Association where there is a required fiscal policy modification, even where the modification is de minimis in nature, that it requires a recommendation to the NRA Board of Directors for approval for such a modification;

NOW THEREFORE BE IT RESOLVED, that the Audit Committee of the National Rifle Association finds that any de minimis modification to a fiscal policy of the Association should no longer require a recommendation to the Board of Directors and can be approved by the Audit Committee under normal course of action by the Committee.

With no further matters before the committee at this time, the meeting adjourned at 12:22 p.m. (CT).

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "Charles L. Cotton", with a stylized flourish at the end.

Charles L. Cotton, Chairman

**NATIONAL RIFLE ASSOCIATION OF AMERICA
REPORT OF THE FINANCE COMMITTEE**

Irving, Texas

January 5, 2024

TO: NRA BOARD OF DIRECTORS

The Finance Committee met at the NRA Headquarters Building, on December 1, 2023. Committee members present were David G. Coy, Chairman; Charles L. Cotton; Patricia A. Clark; Joel Friedman; Curtis S. Jenkins; Bob Barr; Bill Miller and Committee Secretary, Sonya Rowling. Committee member Ronald, L. Schmeits, Vice Chairman was present via secure teleconference. Committee members Joe M. Allbaugh; Allan Cors and Carolyn D. Meadows were not in attendance. NRA staff in attendance were: Wayne LaPierre, NRA Executive Vice President; John Frazer, NRA Secretary and General Counsel; David Warren, NRA Sr. Executive Financial Strategist; Bob Mensinger, NRA Managing Director of Compliance, Tyler Schropp, NRA Executive Director, Advancement; Derek Robinson, NRA Managing Director, Membership; Kevin Gates, ILA Fiscal Officer; Thomas R. Tedrick, NRA Managing Director of Finance (via secure teleconference); Michael Erstling, NRA Director of Budget and Financial Analysis; Doug Hamlin, NRA Executive Director, Publication; Joe DeBergalis, NRA Executive Director, General Operations; Lisa Supernaugh, NRA Managing Director of Executive Operations; Randy Kozuch, ILA Executive Director; James Purtell, Managing Director, IS; Angela St. Onge, Assistant Director, Accounting Operations, General Ledger Processing & Reporting; Andrew Arulanandam, Managing Director, Public Affairs; Jennifer Briemann, ILA Deputy Executive Director. Susan Dillon, Brewer Attorneys and Svetlana Eisenberg, Brewer Attorneys were also in attendance. It was noted that the meeting was duly authorized, and appropriate notice was given.

Chairman Coy called the meeting to order at 10:00 a.m. (ET) and requested David Warren to call the roll. Mr. Warren noted as a result of the roll call that the meeting was being held with a quorum.

Chairman Coy then referenced the meeting minutes from the September 8, 2023, meeting that were provided in advance of the meeting for review. As no questions were raised by the committee the minutes were approved as distributed.

Chairman Coy expressed his appreciation for the hard work of the NRA staff and their continued efforts, with particular emphasis upon developing the proposed 2024 full year budget to be presented in this meeting. Treasurer Rowling also recognized the NRA staff and in particular Michael Erstling and Evan Knight (NRA Budget Analyst) for their efforts in managing the development of the proposed 2024 budget.

Chairman Coy then called the meeting to be in executive session and without an objection the meeting entered executive session at 10:04 a.m. (ET)

Chairman Coy then called the meeting to rise from executive session and without an objection the meeting rose from executive session at 1:15 p.m. (ET).

The veil of secrecy for the executive session was lifted to the extent necessary to report out the following matters:

1. The NRA 2024 annual budget will continue to be refined by staff and with after discussion of any revisions will be formally considered for recommendation the Board of Directors for approval at the January 2024 committee meeting in Irving, TX.
2. With further study being needed, the ERISA matter from the previous meeting remains as old business
3. The committee unanimously approved the following resolution.

Resolution: NRA Investments

MOVED, that pursuant to Section IV.1.d. of the National Rifle Association of America Long-Term Reserves Oversight and Investment Policy, the Finance Committee approves a withdrawal of not more than \$5 million from the General Reserve Fund.

With no further matters needed to be taken by the committee, Chairman Coy called the meeting to close and the committee adjourned at 1:17 p.m. (ET).

The Finance Committee met at the Omni Las Colinas hotel, Irving Texas, on January 4, 2023. Committee members present were David G. Coy, Chairman; Charles L. Cotton; Patricia A. Clark; Joel Friedman; Curtis S. Jenkins; Bob Barr; Bill Miller and Committee Secretary, Sonya Rowling. Committee members Ronald, L. Schmeits, Vice Chairman; Joe M. Allbaugh; Allan Cors and Carolyn D. Meadows were not in attendance. NRA staff in attendance were: Wayne LaPierre, NRA Executive Vice President; John Frazer, NRA Secretary and General Counsel; David Warren, NRA Sr. Executive Financial Strategist; Bob Mensinger, NRA Managing Director of Compliance, Tyler Schropp, NRA Executive Director, Advancement; Derek Robinson, NRA Managing Director, Membership; Kevin Gates, ILA Fiscal Officer; Doug Hamlin, NRA Executive Director, Publication; Andrew Arulanandam, NRA Interim Executive Director, General Operations; Lisa Supernaugh, NRA Managing Director of Executive Operations; Randy Kozuch, ILA Executive Director and James Purtell, Managing Director, IS. Thomas R. Tedrick, NRA Managing Director of Finance; Michael Erstling, NRA Director of Budget and Financial Analysis, Angela St. Onge, Assistant Director, Accounting Operations, General Ledger Processing & Reporting and Linda Crouch, NRA Executive Director, Human Resources participated via secure teleconference. Jeffery R. Banish, Partner, Troutman Pepper were in attendance via secure teleconference. It was noted that the meeting was duly authorized, and appropriate notice was given.

Chairman Coy called the meeting to order at 9:04 a.m. (CT) and requested Committee Secretary, Sonya Rowling to call the roll call. Ms. Sonya noted as a result of the roll call that the meeting was being held with a quorum.

Chairman Coy then referenced the meeting minutes from the December 1, 2023, meeting that were provided in advance of the meeting for review. As no questions were raised by the committee the minutes were approved as distributed.

Chairman Coy then called the meeting to be in executive session and without an objection the meeting entered executive session at 9:06 a.m. (CT)

Chairman Coy then called the meeting to rise from executive session and without an objection the meeting rose from executive session at 12:10 p.m. (CT).

The veil of secrecy for the executive session was lifted to the extent necessary to report out the following actions and recommendations to the Board of Directors:

Action 1: Annual Purchasing Policy Disclosure

The committee was presented with the non-contract vendor spending listing for any qualified vendor with an annual spending above \$100k for the past calendar year. This disclosure is required each year per the National Rifle Association's purchasing policy. There were not questions raised regarding this disclosure and were accepted by the committee as presented.

Action 2: Unfinished Business - Employee Hours Bank Policy

The Employee Hours Bank Policy Proposal from the September 2023 meeting of the Finance Committee was raised from the table and voted down. (Please see Recommendation 3.)

Recommendation 1: 2024 Budget

"MOVED, That the Board of Directors adopt the 2024 NRA Budget as reflected in Column A of Exhibit I."

Recommendation 2: Investment Liquidity Motion

MOVED, that the Board of Directors approve the liquidation of the NRA investment portfolio as quickly as prudently possible in order to pay off the line of credit, and to hold any remaining balance in liquid form.

Recommendation 3: NRA Hour Bank Program/Plan Amendment Resolution

WHEREAS, the NRA maintains the NRA Health and Welfare Benefit Plan (the "Plan") to provide health and welfare benefits to eligible employees of the NRA; and

WHEREAS, the NRA has reserved the authority to amend the Plan at any time; and

WHEREAS, Retired Employees (as defined in the Plan) are eligible for certain benefits under the Plan; and

WHEREAS, the NRA now desires to amend the Plan to expand the definition of "Retired Employee" to cover eligible retirees who satisfy the age and service requirements for continued coverage under the Plan (regardless of whether the retirees are participants under the NRA Employee Retirement Plan) and who have excess accrued but unused leave credited to their accounts under the NRA Hour Bank Program.

NOW, THEREFORE, BE IT RESOLVED, that the NRA Board of Directors hereby approves the amendment of the Plan to expand the definition of "Retired Employee" to cover eligible employees who retire after satisfying the age and service requirements for continued coverage under the Plan (regardless of whether the retirees are participants under the NRA Employee Retirement Plan) and who are enrolled in the Plan at such time and have excess accrued but unused leave credited to their accounts under the NRA Hour Bank Program,

substantially in the form Amendment of the NRA Health and Welfare Benefit Plan attached hereto as Exhibit II; and

FURTHER RESOLVED, that the NRA Board of Directors hereby approves any subsequent changes to the form Amendment of the NRA Health and Welfare Benefit Plan that the officers of the NRA may determine to be appropriate to effect any of the foregoing, without the need for further review and approval by the NRA Board of Directors; and

FURTHER RESOLVED, that the NRA Board of Directors hereby authorizes the officers of the NRA to approve any other amendments to the Plan and/or any amendments to any other benefits plans sponsored by the NRA that are necessary or advisable to effect the foregoing changes to any other benefits that are available to eligible retired employees in connection with the NRA Hour Bank Program; and

FURTHER RESOLVED, that, without limiting the foregoing, the appropriate officers of the NRA are, and each of them hereby is, authorized and directed, for and on behalf of the NRA, to execute and deliver, or cause to be delivered, such additional or other agreements, documents, certificates and instruments, and to take any and all steps and to do all things that they may deem necessary or advisable, in order to effect the purpose of each and all of the foregoing resolutions, and to pay any and all fees and expenses in connection therewith; and

FURTHER RESOLVED, that any actions taken by such officers prior to the date of this meeting that are within the authority conferred hereby are hereby ratified, confirmed and approved in all respects as the acts and deeds of the NRA.

There was no further business, so the Committee adjourned at 12:12 p.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "David G. Coy". The signature is fluid and cursive, with a large, stylized "C" at the end.

David G. Coy, Chairman

Exhibit-I

National Rifle Association of America					
STATEMENT OF NET RECEIPTS AND EXPENDITURES					
<i>(in thousands)</i>					
		A	B	C	D
		Proposed	Projected		
		2024	2023	2023	2022
		Budget	Results	Budget	Results
	Receipts				
1	Membership Solicitations	98,802	88,108	134,000	115,469
2	Affinity, Royalties and Other Programs	5,936	6,433	7,078	8,929
3	Institute for Legislative Action	33,374	23,986	20,699	20,177
4	General Operations	24,219	23,554	24,052	24,968
5	Advancement & Field Operations	14,000	7,438	13,971	12,708
6	Publications	21,670	21,262	21,301	21,169
7	Public Relations	2,000	-	-	-
8	NRAAF Grants & General Endowments	12,600	9,053	9,053	5,123
9	Total Revenue	212,600	179,833	230,153	208,542
	Expenditures				
10	Membership Solicitations	50,660	47,922	61,884	65,914
11	Membership Internal Operations	2,502	2,919	3,228	2,328
12	Affinity and Other Programs	834	667	835	836
13	Institute for Legislative Action	33,156	28,785	32,280	29,341
14	General Operations	23,924	17,589	23,269	16,176
15	Advancement & Field Operations	7,775	7,192	9,225	5,376
16	Publications	27,773	30,952	28,699	29,961
17	Treasurer	24,226	22,668	25,225	11,856
18	President's Office	167	99	123	115
19	Executive	2,700	2,873	3,136	3,296
20	Security	5,751	5,992	5,938	5,781
21	Compliance	949	-	-	-
22	Human Resources	948	815	963	634
23	OGC & Secretary	30,337	37,676	34,726	55,152
24	Public Affairs	908	1,041	1,106	932
25	Public Relations	-	295	309	329
26	Total Expenses	212,610	207,483	230,945	228,027
27	Operating Income (Loss) b/f Investments	(10)	(27,651)	(792)	(19,485)
28	Capital Expenditures	(1,500)	(938)	(1,893)	(1,942)
29	Principal Activity - Term Loan	(528)	(463)	(412)	(225)
30	Principal - Line of Credit	-	8,542	-	(8,683)
31	Retirement Plan Funding*	(2,670)	-	(1,200)	(12,706)
32	Other Balance Sheet Activity	1,848	6,995	4,087	(3,277)
33	Excess (Deficiency) of Revenue over Expenses	(2,860)	(13,513)	(210)	(46,319)
	Investment Activity				
34	Endowment Activity	2,900	2,846	2,000	3,718
35	Dividend, Interest & Net Gains from Portfolio	2,760	4,759	2,465	7,071
36	Total Investment Activity	5,660	7,605	4,465	10,789
37	Operating Income (Loss)	2,800	(5,908)	4,255	(35,530)

* Represents only the required pension plan payments.

Exhibit-IIAmendment of the NRA Health and Welfare Benefit Plan

THIS AMENDMENT OF THE NRA HEALTH AND WELFARE BENEFIT PLAN (this "Amendment") is made by the National Rifle Association of America, Inc. (the "NRA") to the NRA Health and Welfare Benefit Plan (the "Plan"), to be effective as of January 1, 2024 (the "Effective Date"). Capitalized terms used but not defined in this Amendment have the same meanings as set forth in the Plan.

WITNESSETH:

WHEREAS, the NRA maintains the Plan to provide health and welfare benefits to eligible employees of the NRA; and

WHEREAS, the NRA has reserved the authority to amend the Plan at any time; and

WHEREAS, Retired Employees (as defined in the Plan) are eligible for certain benefits under the Plan; and

WHEREAS, the NRA now desires to amend the Plan to revise the definition of "Retired Employee" to cover eligible retirees who satisfy the age and service requirements for continued coverage under the Plan (regardless of whether the retirees are participants under the NRA Employee Retirement Plan) and who have excess accrued but unused leave credited to their accounts under the NRA Hour Bank Program.

NOW, THEREFORE, effective as of the Effective Date set forth above, the Plan is hereby amended as follows:

1. The definition of "Retired Employee" in the Section of the Plan titled "Eligibility" is amended to read as follows:

"Retired Employee" means a person (i) who was an Employee in the Service of the Employer and a resident of the United States; and (ii) who ceased to be an Employee on or after the date the Employee (A) attained age 60 or older and completed at least 15 years of Vesting Service or (B) attained age 55 or older and whose current age and years of Vesting Service equal or exceed 80. If the person ceases to be an Employee and does not qualify as a Retired Employee at such time, the person is not eligible to qualify as a "Retired Employee" at a later date solely upon getting older. For purposes of the Plan, the Employee's Vesting Service shall be determined in the same manner as under the NRA Employee Retirement Plan (the "Pension Plan"), as of the date hereof, and as if the Employee were a Participant under the Pension Plan (whether or not the Employee actually is a Participant in the Pension Plan) and assuming entry into the Pension Plan had not been frozen."

2. The definition of "Service" for "Retired Employees" in the Section of the Plan titled "Eligibility" is amended to read as follows:

"For Retired Employees, "Service" means the period after the Employee becomes a Retired Employee and prior to the Retired Employee attaining age 65; provided, however, (i) a Retired Employee's Service for purposes of the Plan shall only commence if, at the time the person ceased to be an Employee, the Retired Employee has accrued but unused leave in excess of 225 hours ("excess leave") credited to the Employee's account under the NRA Hour Bank Program, the dollar value of which can be used to pay for the cost of the continued coverage as determined under the terms of the Plan, and the Employee is enrolled and covered under the Plan at that time, and (ii) a Retired Employee's Service for purposes of the Plan shall end when there is no longer sufficient credited excess leave dollars in the Employee's account under the NRA Hour Bank Program to pay for the continued coverage as a Retired Employee or, if earlier, when the Retired Employee attains age 65."

3. For avoidance of doubt, COBRA continuation coverage is available for a Retired Employee and the Retired Employee's covered Dependents after the loss of coverage under the Plan due to expiration of the Retired Employee's Service.
4. All portions of the Plan not inconsistent with the foregoing are hereby ratified and affirmed in all respects.

IN WITNESS WHEREOF, the NRA has caused this Amendment to be executed by its duly authorized officer, on this the ____ day of January, 2024.

**NATIONAL RIFLE ASSOCIATION OF
AMERICA, INC.**

By: _____

Name: _____

Title: _____