

Exhibit 5

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

January 7, 2021

NATIONAL RIFLE ASSOCIATION OF AMERICA
MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
JANUARY 7, 2021

The Board of Directors and the Executive Council of the National Rifle Association of America convened at 9:00 a.m. in Dallas Ballrooms D/H of the Omni Dallas Hotel, Dallas, Texas, on Thursday, January 7, 2021. NRA First Vice President Charles L. Cotton presided.

The Chair called the meeting to order and recognized Chief J. William Carter for the opening prayer. Chief Carter led the Body in the Pledge of Allegiance to the Flag.

At the request of the Chair, the Secretary called the roll. The following members of the Board of Directors and Executive Council were present, and the existence of a quorum was established:

BOARD OF DIRECTORS

JOE M. ALLBAUGH
BOB BARR
RONNIE BARRETT
MATT BLUNT
J. WILLIAM CARTER
TED W. CARTER
ANTHONY P. COLANDRO
CHARLES L. COTTON
DAVID G. COY
TODD R. ELLIS
RICHARD S. FIGUEROA
EDIE P. FLEEMAN
JOEL FRIEDMAN
SANDRA S. FROMAN
MARK GEIST
MARIA HEIL
NIGER INNIS
PHILLIP B. JOURNEY
DAVID A. KEENE
HERBERT A. LANFORD, JR.
WILLES K. LEE
DUANE LIPTAK, JR.
BILL MILLER
JOHNNY NUGENT
JAMES W. PORTER II
JAY PRINTZ
TODD J. RATHNER

BARBARA RUMPEL
DON SABA
RONALD L. SCHMEITS
STEVEN C. SCHREINER
BART SKELTON
KRISTY TITUS
MARK E. VAUGHAN
LINDA L. WALKER
JAMES L. WALLACE
JUDI WHITE

EX OFFICIO

JOHN C. FRAZER
WAYNE R. LAPIERRE

EXECUTIVE COUNCIL

KAYNE ROBINSON

*These minutes are being provided to you as a record of the most recent Board meeting. In accordance with *Roberts Rules of Order, Newly Revised 12th Edition*, these minutes will be considered a DRAFT until the Board of Directors corrects or approves them during the next Board meeting. At that time they will become the OFFICIAL record for the meeting.

Also present for the meeting were outside counsel William Davis; several members of the executive and administrative staff; and guests.

The Secretary provided information about the reasons for absences. The Chair granted excused absences to the following members: Dr. Thomas P. Arvas; Mr. Paul Babaz; Scott L. Bach, Esq.; Mr. William A. Bachenberg; The Honorable Clel Baudler; The Honorable J. Kenneth Blackwell; Lt. Col. Robert K. Brown; Mr. Dave Butz; Ms. Patricia A. Clark; The Honorable Robert K. Corbin; Mr. Allan D. Cors; The Honorable Larry E. Craig; Mrs. Carol Frampton; Ms. Marion P. Hammer; Mr. Graham Hill; Ms. Susan Howard; The Honorable Curtis S. Jenkins; Mr. Tom King; Ms. Carrie Lightfoot; Mr. Robert E. Mansell; Mrs. Carolyn D. Meadows; Mr. Owen Buz Mills; Ms. Il Ling New; Mr. Ted Nugent; Ms. Kim Rhode; Mr. Mark Robinson; Colonel Wayne Anthony Ross; Mr. William H. Satterfield; Captain John C. Sigler; Deputy Dwight D. Van Horn; Chief Blaine Wade; Mr. Howard J. Walter; Lt. Col. Allen B. West; and the Honorable Donald E. Young.

The Chair asked for any amendments to the proposed agenda that had been distributed. Hearing none, the Chair announced that the agenda was adopted as presented.

The Chair called for the approval of the minutes of the October 24, 2020, meeting of the Board of Directors. Hearing no corrections, the President announced that the minutes were approved as presented.

The Chair called NRA Board member James L. Wallace forward to receive the oath of office, which was administered by the NRA Secretary.

The Chair presented the Report of the First Vice President. A copy of the report is attached to and made a part of these minutes.

The Chair called for the Report of the Second Vice President, which was presented by Lt. Col. Willes K. Lee. A copy of the report is attached to and made a part of these minutes.

The Chair called for the Report of the Executive Vice President, which was presented by Mr. Wayne LaPierre. A copy of the report is attached to and made a part of these minutes.

The Chair called for the Report of the Secretary, which was presented by Mr. John C. Frazer. A copy of the report is attached to and made a part of these minutes.

(Secretary's Note: The printed reports of the Treasurer, the Executive Director of General Operations and the Executive Director of the Institute for Legislative Action were distributed. Copies of these reports are attached to and made a part of these minutes.)

The Chair called for the Report of the Legal Affairs Committee, which was presented by the Committee Chairman, Ms. Sandra S. Froman. A copy of the report is attached to and made a part of these minutes.

The Chair presented the Report of the Executive Committee. A copy of the report is attached to and made a part of these minutes.

The Chair presented the Report of the Bylaws & Resolutions Committee. A copy of the report is attached to and made a part of these minutes.

Mr. Cotton:

“MOVED, That the NRA adopt the proposed amendments to the NRA Board Policy for Board Member Attendance as identified in the document attached to this report.”

The motion carried.

Mr. Cotton:

“MOVED, The adoption of the following memorial resolution:

‘WHEREAS, Robert J. Kukla, of Park Ridge, Illinois, a former Executive Director of the NRA Institute for Legislative Action and member of the Board of Directors of the National Rifle Association of America, passed away on November 4, 2020, at the age of 87; and

WHEREAS, Robert was born on December 1, 1932, in Chicago, Illinois; he graduated from Northwestern University in 1957 with a Juris Doctor degree; he wore many professional hats throughout his life; he worked as casualty adjuster at Allstate Insurance Company, a trial attorney at the firm Fitzgerald, Petrucelli & Simon, and as Director of Marketing Sales and Distribution at Sears, Roebuck and Company; he was a self-employed author, teacher, consultant, television and radio personality; and

WHEREAS, Robert was a man with great integrity; he received a certificate of merit from Chicago Mayor Richard J. Daley in 1970, for his demonstration of good citizenship in action for aiding and assisting a victim of assault and robbery; he helped form and was President of the ‘Logan Square Neighborhood Association,’ an organization formed to resist crime in the area; he had a deep appreciation for the law and decided to share his passion and knowledge by teaching law courses at Triton College, Oakton College, and Roosevelt University; and

WHEREAS, Robert was an NRA Life member at the time of his death; he was Executive Director of NRA-ILA from 1977 to 1978; he served on the NRA Board of Directors from 1966-1976; he served on the Firearms Legislative Committee, Bylaws & Resolutions Committee, Range Facilities

Committee, Protest Committee, and State Association Committee; and

WHEREAS, Robert was an ardent supporter of firearms and the Second Amendment; he was a skilled marksman and renowned pistol shooter; he served as Vice President and Legislative Committee Chairman of the Illinois State Rifle Association; he served as Vice President of the Tri-County Pistol and Revolver League; he was a member of the Northwest Gun Club, Inc.; he wrote on firearms matters, including a landmark gun rights book, "Gun Control," which is still relevant and referenced today; he was a skilled debater and made over 300 media appearances on behalf of the NRA; now, therefore, be it

RESOLVED, That the Board of Directors of the National Rifle Association of America, at its meeting on January 7, 2021, in Dallas, Texas, in recognition of Robert Kukla and his long years of service to the National Rifle Association of America, hereby expresses its profound sense of loss occasioned by his passing, and extends its sincere sympathy to his family; and, be it further

RESOLVED, That the text of this resolution be spread upon the minutes of the meeting, and that a copy, suitably engrossed, be forwarded to his beloved children Robert and Jay."

The motion passed.

The Chair called for the Report of the Legislative Policy Committee, which was presented by the Committee Chairman, Mr. Kayne Robinson. A copy of the report is attached to and made a part of these minutes.

The Chair called for the Report of the Nominating Committee, which was presented by the Committee Chairman, Congressman Bob Barr. A copy of the report is attached to and made a part of these minutes.

The Chair called for the Report of the Smallbore Rifle Committee, which was presented by Ms. Edie P. Fleeman, a member of the committee. A copy of the report is attached to and made a part of these minutes.

Ms. Fleeman:

"MOVED, That the 2021 Pershing Team Match and the Goodwill Randle Team Match be rescheduled to the 2022 National Matches at Camp Atterbury in order to allow for team selection and preparation by visiting teams. The match schedule will return to the every eight year schedule with the next Pershing and Goodwill Randle Team Matches fired in 2029."

The motion passed.

The Chair called for the body to go into executive session to consider the report of the Officers Compensation Committee. Before the executive session, Ms. Sandra Froman asked for the record to reflect that she was not present for, and took no part in the discussion or on the adoption of, the committee's report.

Without objection, the body entered into executive session at 10:00 a.m. The body returned to open session at 10:52 a.m.

The Chair announced that during the executive session, the Board of Directors adopted the following resolution:

RESOLVED that the Employment Agreement between the NRA and Mr. LaPierre be approved by the NRA Board of Directors, subject to the addition of a choice of law and venue provision to be negotiated between the parties, and

RESOLVED FURTHER, that Mr. Cotton is authorized to execute the Employment Agreement on behalf of the NRA.

The Chair called for the Report of the NRA Civil Rights Defense Fund, which was presented by the Fund Chairman, Mr. James W. Porter II. A copy of the report is attached to and made a part of these minutes.

The Chair called for new business. Mr. Frazer stated that he had received one resolution, as follows:

"WHEREAS, on September 10th, 2020, NRA President Carolyn Meadows announced the appointment of a Special Litigation Committee (the SLC) to oversee the prosecution and defense of certain litigation; and

WHEREAS, the Board desires that the SLC in furtherance of its mission and responsibilities, be vested with corporate authority as a committee of the Board pursuant to New York Not-For-Profit Corporation Law Section 712(a); now, therefore be it

RESOLVED, that a Special Litigation Committee of the NRA Board of Directors is hereby appointed, and that the members of such committee shall be Carolyn Meadows, Charles Cotton, and Willes Lee, each of whom has been determined to be independent and disinterested in all respects relevant to their service on the SLC; and be it further

RESOLVED, That the Special Litigation Committee shall exercise corporate authority on behalf of the NRA with respect to the prosecution and defense of

(i) The litigation captioned People of the State of New York versus the National Rifle Association, et al., Index Number 451625/2020 (Supreme Court of New York);

(ii) The litigation captioned the National Rifle Association versus Letitia James, Case Number 1:20-cv-889 (Northern District of New York, 2020);

(iii) The litigation captioned District of Columbia versus NRA Foundation, Inc., et al.; this is Case Number 2020-CA-003545B; and

(iv) Any additional legal proceedings arising from the same facts, circumstances, or allegations as the foregoing, wherein the potential for an actual or apparent conflict of interest favors recusal by one or more NRA executives who would customarily oversee such proceedings."

Mr. Todd Rathner moved to adopt the resolution. Professor Coy seconded the motion.

The Chair called for the body to go into executive session to discuss the resolution and legal matters.

Without objection, the body entered into executive session at 11:05 a.m. The body returned to open session at 11:39 a.m.


The Chair announced that during executive session, the Board of Directors passed the resolution formalizing the Special Litigation Committee. Mr. Cotton noted that Ms. Froman abstained from the vote.

There were no comments or announcements for the good of the order.

At the Chair's request, Chief J. William Carter presented the closing prayer.

There being no further business to come before the body, the meeting was adjourned at approximately 11:41 a.m., January 7, 2021.

Respectfully submitted,



John C. Frazer
Secretary