

Exhibit 2

**SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK**

**PEOPLE OF THE STATE OF NEW YORK,
BY LETITIA JAMES, ATTORNEY
GENERAL OF THE STATE OF NEW
YORK**

Plaintiff,

v.

**THE NATIONAL RIFLE ASSOCIATION
OF AMERICA, INC., WAYNE
LAPIERRE, WILSON PHILLIPS, JOHN
FRAZER, and JOSHUA POWELL,**

Defendants.

INDEX NO. 451625/2020

AFFIDAVIT IN OPPOSITION TO MOTION TO INTERVENE

I, DAVID G. COY, being duly sworn, deposes and says:

1. I am a resident of the State of Michigan. I am a member of the Board of Directors of the National Rifle Association of America (the "NRA" or the "Association"), and currently serve as the NRA's Second Vice President. I submit this affidavit in support of the NRA's Opposition to the Motion to Intervene, dated September 24, 2021, filed by Roscoe B. Marshall, Jr. ("Marshall"). I have personal knowledge of the facts set forth herein.

2. I have served on the NRA's Board of Directors since 1998, including service on the Board's Finance and Audit Committees, and the Committee on Elections. I previously served as a Treasurer with the Lenawee County Friends of the NRA, as an NRA Election Volunteer Coordinator, and as an Ambassador for the NRA's Heritage Society. I have also served as a member of the NRA Shotgun and Range Development Committee and the NRA Endowment. I am an NRA-certified firearms instructor and a federal firearms license holder as a

collector of curios and relics. My service for the Association is, and has always been, on a volunteer basis. I am by profession a CPA. I am newly retired from teaching as a fully tenured professor of accounting at Adrian College in Adrian, Michigan.

The NRA is Guided by its Membership

3. The Association is made up of its approximately 5 million members. Pursuant to Article III, Section 6(d) of the NRA's Bylaws, all members have the privilege to attend and be heard at all official meetings of members, and have the right to attend all meetings of the Board of Directors, Executive Committee, and standing and special committees of the Association except during executive sessions. A true copy of the NRA's Bylaws are annexed hereto as Exhibit 1.

4. The Association's members elect the Board of Directors. Approximately one-third of the Board seats are up for election in a given year. Each of the Board's 76 members are elected. Pursuant to Article III, Section 6(e) of the Bylaws, fully paid lifetime members and annual members with five or more consecutive years of membership, who have attained the age of 18 years on or before the fiftieth day prior to the date of the Annual Meeting of Members and who are citizens of the United States of America, are entitled to vote for the Board. Members who are not lifetime members or annual members with five or more consecutive years of membership and who are otherwise qualified to vote have the right to vote for the 76th Director on the occasion of the Annual Meeting of Members.

5. The Bylaws also have a mechanism to allow members to petition for the removal of a Board member or an officer of the Association for good cause. Pursuant to Article IX, Section 1 of the Bylaws, any voting member of the Association may in a single petition call for the removal of one officer or director. Article IX, Section 2 sets forth the procedure for such a

process, including that such a petition contain the names, addresses, membership identification numbers, original handwritten signatures and dates of signing of a number of members eligible to vote that is not less than 5% of the number of valid ballots cast in the most recent mail ballot election of directors. If the petition is deemed valid by the Association's Secretary, an appeals process of such ruling is available, followed by a determination of the merits of the petition by a duly elected Hearing Board, which will issue a written opinion setting forth a recommendation on the petition, after a hearing with evidence. Under Article IX, Section 2(f), printed recall ballots will be mailed out to each member of record entitled to vote for the election of Directors, which will include the determination of the Hearing Board and any dissenting opinions. Pursuant to Article IX, Section 2(h), if a majority of votes cast on the recall ballot by eligible voting members call for the removal of an officer or Director, the removal shall be effective immediately upon certification of the results.

The NRA's Board of Directors Governs the NRA

6. The NRA's Board of Directors is comprised of a diverse group of volunteers, including former members of Congress and other notable state and federal government officials, leaders in the business community, academia, the military, law enforcement, and the entertainment industry. The Board is charged with the duty to govern and assert general oversight of the affairs and property of the Association, in accordance with the Bylaws and applicable law. The members of the Board are volunteers, and are not compensated for their service to the Board except for reimbursement of expenses incurred in connection with such work.

7. The day-to-day work of the Board is largely done through its various committees, which set the policies and procedures of the Association's operations. The Bylaws provide for

various Standing Committees of the Association, including among others: (a) Audit, (b) Elections, (c) Finance, (d) Legal Affairs, (e) Legislative Policy, (f) Nominating, (g) Officers Compensation, and (h) Public Affairs, as well as a number of Committees dedicated to the NRA's firearms training and competition activities. With certain exceptions, the members of the respective Committees are appointed by the President of the Association, and serve at the pleasure of the President. The Board members and others who serve on the Committees of the Board are volunteers, and are compensated only for relevant expenses.

8. The Board of Directors elects the non-salaried officers of the Association, such as the President and the Vice Presidents. The Board also elects the salaried executive leadership of the Board, namely the Executive Vice President, the Treasurer and the Secretary. These positions are nominated by the Board's Nominating Committee, with the slate of candidates presented to the Board at its meeting following the Annual Members Meeting. Additional nominations for such offices may also be made by Directors at the meeting.

9. At the fall meeting of the Board, the Officers Compensation Committee, composed of the Association's President, First Vice President and Second Vice President, recommends to the Board the compensation levels for the next budget year for the Executive Vice President, the Secretary, and the Treasurer of the Association. Such compensation is authorized by the full Board.

10. The Board and the Executive Committee have the power to suspend or remove elected officers of the Association. Pursuant to Article V, Section 3 of the Bylaws, the Executive Committee of the Association may suspend an elected non-salaried officer, or elected salaried officer, of the Association with or without cause by a three-fourths affirmative vote of the members of the Executive Committee, with such suspension to be effective until the next

meeting of the Board of Directors. Any such officer may also be removed with or without cause by a three-fourths affirmative vote of the Board of Directors present at any regular or special meeting of the Board.

Democracy in Action: October 2, 2021 Annual Members Meeting and Board of Directors Meeting

11. On October 2, 2021, the NRA held its 150th Annual Members Meeting in Charlotte, North Carolina (the “October 2 Annual Members Meeting”). A true copy of the transcript of the October 2 Annual Members Meeting is annexed hereto as Exhibit 2. The October 2 Annual Members Meeting was open to all members, as well as the press. At the meeting, the results of the 2021 election of the current members of the NRA’s Board of Directors were announced. 28 members of the Board were elected or reelected. Marshall, who had run as a write-in candidate, was not elected and is not currently a member of the Board.

12. In addition, eligible members were permitted to submit resolutions for consideration by the members at the meeting. NRA member Frank Tait of Pennsylvania, who has unsuccessfully sought to intervene in the above-captioned action, offered a resolution at the October 2 Annual Members Meeting that was read aloud in open session. The resolution, among other things, condemned the current leadership of the NRA by name. A member from the floor moved to have the members present at the meeting decide whether the resolution should be considered. The parliamentarian ruled that under the relevant rules of order, consideration of the proposed resolution would be put to the members, with the votes of two-thirds of the members present required to consider the resolution. The members present voted to not consider Mr. Tait’s resolution.¹

¹ See Exhibit B at pp. 64-69.

13. Also on October 2, 2021, following the Annual Members Meeting, and pursuant to Article IV, Section 3(a) of the Bylaws, the first of the three regular meetings of the Board of Directors that take place every year was held. Members are permitted to attend all Board meetings, except when the Board meets in executive session. The Board of Directors met after the results of the 2021 election for the Board were announced at the Annual Meeting of Members, earlier in the day. At the Board meeting, the Board members were sworn into office and installed as the current Board of Directors of the Association.

14. At the Board meeting, the Board's Nominating Committee put forward the following candidates for the executive leadership of the Association: Charles L. Cotton for President, Lieutenant Colonel Willes K. Lee for First Vice President, and the undersigned for Second Vice President. Mr. Cotton, who chaired the meeting, asked for any additional nominees for President, to which there were no replies. Board member Phillip Journey, however, announced from the floor that he would vote "no" on Mr. Cotton's nomination. After being informed that a "no" vote was not possible because Mr. Cotton was unopposed, Mr. Journey changed his vote to an abstention. Mr. Cotton, Lieutenant Colonel Lee and I were unopposed, and elected by acclamation.

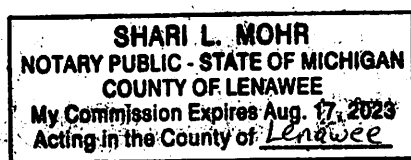
15. Also at the Board meeting, the Nominating Committee submitted to the Board the names of Wayne LaPierre for the office of Executive Vice President, Sonya Rowling for Treasurer, and John Frazer for Secretary. After that submission, from the floor, Mr. Journey nominated Roscoe Marshall to run against Mr. LaPierre. The nomination was accepted and ballots were prepared for the Board members then present to vote by secret ballot. Mr. LaPierre was reelected by the Board of Directors, receiving 44 votes, with 2 votes cast for Marshall. Ms. Rowling and Mr. Frazer were reelected without opposition.

16. I declare under penalty of perjury that the foregoing is true and correct.

Sworn to before me this

16th day of October, 2021

Shari L Mohr
NOTARY PUBLIC



David G. Coy
DAVID G. COY

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Exhibit A

**The NATIONAL RIFLE
ASSOCIATION
OF AMERICA**



BYLAWS

AS AMENDED
OCTOBER 24, 2020

A NEW YORK STATE MEMBERSHIP
CORPORATION CHARTERED IN 1871

The National Rifle Association of America

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

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

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

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

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

(This supersedes the printed copy of the Bylaws as amended September 14, 2019).

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

TABLE OF CONTENTS

ARTICLE I, NAME	1
ARTICLE II, PURPOSES AND OBJECTIVES.....	1
ARTICLE III, MEMBERSHIP.....	2
Section 1. Eligibility	2
Section 2. Dues and Contributions	2
Section 3. Individual Members	2
Section 4. Affiliated or Participating Organizations.....	4
Section 5. Admission to Membership	5
Section 6. Rights and Privileges of Members	6
Section 7. Members Holding Office	7
Section 8. Meetings of Members (Quorum)	7
Section 9. Duties of Members.....	8
Section 10. Voluntary Termination of Membership ..	9
Section 11. Involuntary Termination of Membership and Disciplinary Proceedings	9
Section 12. Committee on Hearings	12
ARTICLE IV, BOARD OF DIRECTORS	12
Section 1. Composition	12
Section 2. Powers and Duties	13
Section 3. Meetings (Quorum)	14
Section 4. Indemnification and Advancement of Expenses of Directors of the Association	16
ARTICLE V, OFFICERS	16
Section 1. Number and Election	16
Section 2. Duties of Officers	17
Section 3. Suspension and Removal	20
Section 4. Vacancies	22
Section 5. Compensation.....	22
Section 6. Bonds	23
ARTICLE VI, EXECUTIVE COMMITTEE	23
Section 1. Composition	23
Section 2. Powers and Duties	23
Section 3. Vacancies in the Executive Committee	24
Section 4. Meetings of the Executive Committee (Quorum).....	24
ARTICLE VII, EXECUTIVE COUNCIL	25
Section 1. Composition	25
Section 2. Rights and Privileges	25
Section 3. Removal	26
ARTICLE VIII, NOMINATION AND ELECTION PROCEDURES (For Election of Director by the Mail Ballot)	26
Section 1. Nominating Committee	26
Section 2. Nomination and Election of Directors	28
Section 3. Nomination of Directors by Petition.....	32
Section 4. Election of One Director at Annual Meeting of Members	34

ARTICLE IX, REMOVAL OF OFFICIALS BY RECALL	34
Section 1. Petition for Removal by Recall	34
Section 2. Procedure	35
Section 3. Filling of Vacancies Created by Removal of Office-Holder by Membership	39
ARTICLE X, NATIONAL RIFLE ASSOCIATION INSTITUTE FOR LEGISLATIVE ACTION	39
Section 1. Name and Function	39
Section 2. Officers	39
Section 3. Planning	39
Section 4. Reports	40
Section 5. Directives	40
Section 6. Prohibition of Political Contributions	40
ARTICLE XI, STANDING AND SPECIAL COMMITTEES OF THE ASSOCIATION	41
Section 1. Standing Committees	41
Section 2. Special Committees	42
Section 3. Committee Members Appointed by President	42
Section 4. Responsibilities of Committees	42
Section 5. Limitations on Powers of Committees	43
Section 6. Committee Organization; Meetings	43
Section 7. Conference Telephone Meetings	43
ARTICLE XII, PROHIBITION OF PROXY VOTING	43
ARTICLE XIII, CORPORATE SEAL	43
ARTICLE XIV, ORDER OF BUSINESS	44
Section 1. Order of Business	44
Section 2. Parliamentary Authority and Parliamentarian	45
Section 3. Taking of Votes at Annual Meeting of Members	45
ARTICLE XV, AMENDMENTS	46
Section 1. Amendments by the Board of Directors	46
Section 2. Germane Amendments	46
Section 3. Amendments by Mail by the Membership	46
Section 4. Authority to Amend or Repeal	48
ARTICLE XVI, AMENDMENTS TO THE CERTIFICATE OF INCORPORATION	49
Section 1. Recommendation by the Board of Directors	49
Section 2. Adoption by Members	49
Section 3. Publication of Notice	50
ARTICLE XVII, DIRECTED VOTING PROCEDURE OF MEMBERS	50

Bylaws

ARTICLE I

Name

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

ARTICLE II

Purposes And Objectives

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

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

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

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

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

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

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

ARTICLE III

Membership

Section 1. Eligibility.

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

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

Section 2. Dues and Contributions.

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

Section 3. Individual Members.

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

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

Article III, Sec. 3

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

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

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

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

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

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

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

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

Section 4. Affiliated or Participating Organizations.

(a) Affiliated Organizations.

The following affiliated organizations are organization members:

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

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

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

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

Article III, Sec. 5

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

(b) Non-Citizen Organizations.

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

(c) Participation By Other Organizations.

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

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

Section 5. Admission to Membership.

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

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

Section 6. Rights and Privileges of Members.

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

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

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

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

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

Article III, Sec. 8

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

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

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

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

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

Section 7. Members Holding Office.

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

Section 8. Meetings of Members.

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

time and place as shall be determined by the Board of Directors, but in no case later than November 30th of each calendar year, unless a later date is made necessary or appropriate due to any act of God, state of emergency, governmental action, war, act of terrorism, civil unrest, protest, pandemic or other widespread health emergency, widespread transportation disruption, or other circumstance beyond the control of the Association that makes it impossible or impracticable to hold an earlier meeting ("Exigent Circumstances"). Notice of the time and place of such meeting shall be given in such manner as allowed by the corporate laws of the state under which the Association is incorporated.

(b) **Special Meetings of Members.** A special meeting of members of the Association may be called at any time by the President, by the Board of Directors, or by the Executive Committee, or upon demand, in writing, signed by not less than 5% of the members entitled to vote, and stating the specific purpose of the proposed meeting. Notice of the time, place and object of such meeting shall be given in such manner as allowed by the corporate laws of the state under which the Association is incorporated. The place of such meeting shall be fixed by the President.

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

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

Section 9. Duties of Members.

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

(b) It is the duty of the officers of organization members to conduct the affairs of their organization in an efficient manner, in accordance with their organization bylaws, and such programs and regulations as may, from time to time, be adopted by

Article III, Sec. 11

this Association. Officers of organization members shall maintain proper records and shall promptly render such reports concerning membership, finances, facilities and activities as may be requested from time to time by the Association. In addition, officers of affiliated organization members shall conduct the affairs of the organization in a fiscally responsible manner, including the development of an annual budget and the completion of an annual audit.

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

Section 10. Voluntary Termination of Membership.

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

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

Section 11. Involuntary Termination of Membership and Disciplinary Proceedings.

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

(b) Discipline, Suspension and Expulsion.

Any individual or organization member may be disciplined, suspended, or expelled for good cause, including but not limited to, any conduct as a member that is contrary to or in violation of the Bylaws of the Association; for having obtained membership in the Association by any false or misleading statement; or, without limitation, conduct disruptive of the orderly operation of the Association in pursuit of its goals; violating one's obligation of loyalty to the Association and its objectives; or willfully making false statements or misrepresentations about the Association or its representatives. No member so suspended or expelled will be entitled to any refund of dues or contributions already paid.

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

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

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

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

Article III, Sec. 11

and transactions that shall have occurred not more than three years prior to the filing of the complaint. All exhibits referred to in the complaint shall accompany the complaint.

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

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

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

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

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

(8) At the hearing, the complainant, the Association and the accused member may be represented by counsel. The Chairman of the

Hearing Board shall preside at the hearing and may rule on all procedural matters. Testimony shall be taken under oath.

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

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

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

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

Section 12. Committee on Hearings.

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

ARTICLE IV

Board of Directors

Section 1. Composition.

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

(1) Seventy-five (75) Directors, elected for three (3) year terms as provided in Article VIII from lifetime members of the Association who are entitled to vote and have been lifetime members for a minimum of 5 years at the time

Article IV, Sec. 2

of nomination. This tenure requirement shall not affect any director serving as of April 29, 2019. The Executive Committee may, by a vote of the majority of the members present at a meeting called by the President, either by telephone or in person, waive this tenure requirement and allow a lifetime member who has been such for fewer than 5 years to be put on the ballot for election to the Board of Directors. A request for such a waiver must be submitted to the Secretary and received not more than 45 days after the adjournment of the most recent Annual Meeting of Members. Each such Director (except such Directors elected to fill unexpired terms) shall hold office from the adjournment of the Annual Meeting of Members at which his or her election is announced until the adjournment of the third Annual Meeting of Members next following such election or until his or her successor is elected and qualified. The terms of office of such Directors shall continue to be so arranged that one-third (1/3) of such terms shall expire at each Annual Meeting of Members or until their successors are elected and qualified.

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

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

Section 2. Powers and Duties.

The Board of Directors shall formulate the policies and govern and have general oversight of the affairs and property of the Association, in accordance with applicable law and these Bylaws. The Board shall elect from among its own members a President and one (1) or more Vice Presidents. It shall also elect the Executive Vice President, Secretary and Treasurer of the Association, members of the Executive Committee, and may elect members to the Executive Council. **All**

vacancies in the Board occurring between regular elections for any reason shall be filled by persons who ran and lost on the most recent mail ballot in rank order of number of votes received; and each such person shall serve until the adjournment of the next Annual Meeting of Members.

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

Section 3. Meetings.

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

Article IV, Sec. 3

time and place of each meeting may be determined by the Board of Directors at the previous meeting, reasonable notice being given.

(b) **Special Meetings.** A special meeting of the Board of Directors may be held at any time on the call of The President, or by action of the Executive Committee, or upon demand in writing stating the object of the proposed meeting and signed by not less than a majority of the Board. Notice of the time, place and object of such special meetings shall be transmitted to each Director at least seven days before the date of holding such a meeting in person, or 72 hours before any special meeting held by means of a conference telephone or similar communications technology pursuant to subsection (f) of this section.

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

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

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

(f) Members of the Board of Directors and Executive Council may participate in a meeting of such Board by means of a conference telephone or similar communications equipment or by electronic video screen communication ("Electronic Means"), and participation by Electronic Means shall constitute presence in person at the meeting so long as all persons participating in the meeting can hear one another at the same time and each participant can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be

taken by the Board, but only if (1) all Board and Executive Council members intending to participate in the meeting do so by Electronic Means, and (2) Exigent Circumstances for conducting the meeting exclusively by Electronic Means are determined to exist. Such determination shall be made when the time and place of the meeting is established. No participation by Electronic Means by any Board or Executive Council member in any meeting of the Board shall be permitted except as expressly provided in this paragraph (f).

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

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

ARTICLE V

Officers

Section 1. Number and Election.

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

Article V, Sec. 2

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

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

Section 2. Duties of Officers.**(a) President.**

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

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

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

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

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

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

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

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

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

Article V, Sec. 2

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

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

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

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

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

Section 3. Suspension and Removal.

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

Article V, Sec. 3

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

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

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

Section 4. Vacancies.

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

Section 5. Compensation.

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

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

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

All deliberations by the Board of Directors

Article VI, Sec. 2

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

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

Section 6. Bonds.

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

ARTICLE VI**Executive Committee****Section 1. Composition.**

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

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

Section 2. Powers and Duties.

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

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

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

(c) Fix the compensation of Directors or Officers;

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

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

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

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

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

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

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

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

Section 3. Vacancies in the Executive Committee.

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

Section 4. Meetings of the Executive Committee.

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

(b) A special meeting shall be called by the President within twenty-one (21) days of receipt by the Secretary of a demand in writing stating the

Article VII, Sec. 2

specific object of the proposed meeting and signed by no less than a majority of the committee.

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

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

ARTICLE VII

Executive Council

Section 1. Composition.

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

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

Section 2. Rights and Privileges.

(a) The members of the Executive Council shall have the right to sit with the Executive Committee and Board of Directors at all regular and special

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

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

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

Section 3. Removal.

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

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

ARTICLE VIII

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

Section 1. Nominating Committee.

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

Article VIII, Sec. 1

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

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

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

Section 2. Nomination and Election of Directors.

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

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

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

(d) Not less than one hundred eighty (180) days prior to the Annual Meeting of Members the Nominating Committee shall meet to select from among the members entitled to hold the office of Director a list of nominees. Not less than sixty (60)

Article VIII, Sec. 2

days prior to the Annual Meeting of Members, the names of the nominees selected by the Nominating Committee and by the petition process described in Section 3 shall be published in the official journal of the Association, together with a short biographical sketch of each. Biographical sketches shall be limited to biographical facts and shall be submitted to the Secretary of the Association by each candidate and shall be sworn to or affirmed by the candidate as being truthful in every respect. Any willful material misrepresentation contained therein shall invalidate the candidacy provided that (1) such misrepresentation shall first be brought to the attention of the candidate by the Secretary, and (2) the candidate persists in the inclusion of such misrepresentation in the biography by submitting a further sworn statement or affirmation reaffirming the truthfulness thereof. The decision of the Secretary of the Association in matters concerning biographies shall be final.

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

(2) The ballot shall list thereon the names, cities and states of principal residence of all nominees proposed by the Nominating Committee, as well as the names, cities and states of principal residence of those nominated by the petition process pursuant to the provisions of Section 3 hereof. The order of the names on the ballot shall be rotated as determined by the Committee on Elections. The

ballot shall provide five blank spaces for write-in candidates. A return envelope with means for authentication, including a place for signature and address of the member, shall be enclosed with each ballot. The final date on or before which the ballot must be received by the Association in order for it to be counted shall be shown clearly on the face of the ballot.

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

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

(h) Upon the receipt of a ballot by the Association on or before the prescribed latest date, the Committee on Elections shall verify the name of the voter against the rolls of members entitled to vote, and verify the eligibility to hold the office

Article VIII, Sec. 3

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

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

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

of votes cast. In the event of a tie vote between two or more persons for the last vacancy to be filled in any term at issue, the tie shall be decided by lot by a means to be determined by the Committee on Elections.

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

Section 3. Nomination of Directors by Petition.

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

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

Article VIII, Sec. 3

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

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

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

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

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

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

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

ARTICLE IX

Removal of Association Officials by Recall

Section 1. Petition for Removal by Recall.

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

Article IX, Sec. 2

Section 2. Procedure.

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

(b) In order to be valid:

(1) Such petition for removal shall be in writing, notarized, and signed in handwriting by the sponsor, and must be received by the Secretary no later than the deadline specified in subsection (a) of this section. It shall distinctly describe the cause for which the person's removal from office is sought, and except for a petition based upon a conviction for an offense which prohibits the person from possessing or receiving firearms under federal law, or in cases of newly discovered evidence which could not have been discovered earlier with due diligence, shall be based solely on facts, events, and transactions that shall have occurred not more than three years prior to the filing of the petition. No petition shall be filed or considered with respect to the same facts or transactions as an earlier filed petition for the removal of the same person, or if it contains willful false statements or misrepresentations, or if it is completely without merit under law (including these Bylaws), or if it is filed to harass or maliciously injure another, to disrupt the orderly operation of the Association in pursuit of its goals, or for any other improper purpose.

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

request. A petition may consist of multiple pages, but all pages must be submitted by the sponsor.

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

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

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

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

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

(d) In the event that the petition is ruled valid by the Secretary, the person whose removal is sought, and the sponsor of the petition, shall be notified immediately. The person whose removal is sought shall have the right, upon written request

Article IX, Sec. 2

received by the Secretary within 10 days of the Secretary's ruling, to inspect the petition, and to appeal the Secretary's ruling, in writing, to the Committee on Hearings within 21 days of such ruling. The Committee on Hearings shall meet within 10 days to hear such an appeal. The party not prevailing in the appeal to the Committee on Hearings may appeal within 10 days of the ruling by the Committee on Hearings, to the Executive Committee, which shall hold a conference telephone meeting within 10 days to act on the appeal, and the decision of that body shall be final.

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

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

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

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

by each person whose removal was the subject of a valid petition. The recall ballot shall state as follows:

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

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

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

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

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

Article X, Sec. 3

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

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

ARTICLE X**National Rifle Association Institute for Legislative Action****Section 1. Name and Function.**

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

Section 2. Officers.

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

Section 3. Planning.

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

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

Section 4. Reports.

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

Section 5. Directives.

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

Section 6. Prohibition of Political Contributions.

Neither the Association, its Institute for Legislative Action, nor any officer, Director, employee, or agent acting on behalf of the Association or its Institute for Legislative Action, shall make any contribution to a political campaign, candidate, or political committee. These prohibitions shall not apply to contributions by the Association or its Institute for Legislative Action to any federal independent-expenditure-only committee formed pursuant to a resolution of the Board of Directors, or to any state political

Article XI, Section 1

committee formed by the Institute for Legislative Action for the exclusive purpose of supporting or opposing a state ballot question, initiative, measure, or referendum.

ARTICLE XI

Standing and Special Committees of the Association.

Section 1. Standing Committees.

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

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

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

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

(b) At least once each year, each standing committee shall submit a written report through the Secretary of the Association to the Board of

Directors at a regular meeting of the Board, and at such other time as may be requested by the President. It may also make written reports and recommendations to the Board or to the Executive Committee at any regular or special meeting.

Section 2. Special Committees.

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

Section 3. Committee Members Appointed by President.

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

Section 4. Responsibilities of Committees.

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

Article XIII

Section 5. Limitations on Powers of Committees.

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

Section 6. Committee Organization; Meetings.

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

Section 7. Conference Telephone Meetings.

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

ARTICLE XII**Prohibition of Proxy Voting**

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

ARTICLE XIII**Corporate Seal**

The Association shall have a corporate seal bearing the words "National Rifle Association

of America Corporate Seal.” The Seal which is impressed on the title page of these Bylaws is the corporate seal of this Association.

ARTICLE XIV

Order of Business

Section 1. Order of Business.

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

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

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

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

Article XIV, Sec. 3

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

Section 2. Parliamentary Authority and Parliamentarian.

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

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

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

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

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

ARTICLE XV

Amendments

Section 1. Amendments by the Board of Directors.

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

Section 2. Germane Amendments.

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

Section 3. Amendments by Mail by the Membership.

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

(b) Proposals for changes in the Bylaws to be made by mail may be submitted by

Article XV, Sec. 3

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

(c) Proposals for changes in the Bylaws to be made by mail may be recommended by the Board of Directors at any meeting of the Board, provided that the proposed amendment has been recommended by the Bylaws & Resolutions Committee as printed in the Bylaws & Resolutions Committee report to the Board of Directors at the previous regular meeting of said Board, or signed by at least two members of the Board of Directors and either submitted in writing at the previous regular meeting of said Board, or sent in writing by mail to every member of the Board listed in the most recent "Official Directory" not less than forty-five days prior to the scheduled Board meeting. Such proposals may be accompanied by two statements, each not more than 500 words, one statement

representing the majority view and the other representing the minority view of the Board, and must be received by the Secretary no later than October 1st of the year prior to the mailing of the ballot in which the proposals to be voted upon will be included.

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

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

Section 4. Authority to Amend or Repeal.

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

*Article XVI, Section 2***ARTICLE XVI****Amendments to the Certificate of Incorporation****Section 1. Recommendation by the Board of Directors.**

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

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

Section 2. Adoption by Members.

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

proposals to be voted on by directed vote will be included. Notice of any such recommended amendments timely received by the Secretary and the exact text of the recommended amendments to the Certificate of Incorporation to be voted upon by the membership by directed voting procedure shall be printed in the NRA Official Journal not less than forty-five (45) days, nor more than ninety (90) days before the mailing of the ballot in which the recommended proposals to be voted on by directed vote will be included.

Section 3. Publication of Notice.

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

ARTICLE XVII

Directed Voting Procedures of Members

(a) The mail ballot voting procedure described in Article XV, Section 3 of these Bylaws is hereby defined as the Association's "Directed Voting Procedure." Votes of the membership by Directed Voting Procedure shall be termed "directed votes" and shall have the same force and effect as if such vote had been delivered by a member in person at a meeting. A directed vote shall not constitute a vote by proxy and shall not violate Article XII of these Bylaws.

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

Article XVII, Section 1

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

NYSCEF DOC. NO. 410

RECEIVED NYSCEF: 10/18/2021

NYSCEF DOC. NO. 410

RECEIVED NYSCEF: 10/18/2021

NYSCEF DOC. NO. 410

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FILED: NEW YORK COUNTY CLERK 10/18/2021 09:33 PM

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RECEIVED NYSCEF: 10/18/2021

11250 Waples Mill Road
Fairfax, Virginia 22030-9400

Exhibit B

1

P R O C E E D I N G S

of the

NATIONAL RIFLE ASSOCIATION OF AMERICA

150th ANNUAL MEMBERS MEETING

* * * * *

Saturday, October 2, 2021

* * * * *

Symphony Ballroom
Sheraton & LeMeridien Charlotte Hotel Complex
555 South McDowell Street
Charlotte, North Carolina 28204

* * * * *

T A B L E O F C O N T E N T S

	Page
Opening Remarks By First Vice President	4
Opening Prayer	4
Pledge of Allegiance	6
National Anthem	6
Recognition of Non-Citizen Members	8

M E E T I N G A G E N D A

Roll Call	7
Adoption of Agenda	10
Approval of Minutes of Previous Meeting	12
Reports of Officers	
Report of Treasurer (In Annual Report)	13
Report of Secretary (In Annual Report)	13
Report of First Vice President	13
Report of the Executive Vice President	16
Report of Second Vice President	38
Report of Executive Director of ILA	40
Report of Committee on Elections	55
New Business (Resolutions)	63
Adjournment	70

3

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INDEX OF MOTIONS

	PAGE (moved)	ACTION	PAGE
Adopt Agenda as distributed	10	Carried	10
Adopt Minutes of Annual Meeting of Members of October 24, 2020	12	Carried	13
Adopt Resolution that members gathered express disappointment, frustration, and lack of confidence in Wayne LaPierre's ability to guide Association out of the dangerous mess he has created, and call for his immediate resignation, and members have no confidence in the Officers and members of the Board of Directors, who were directly tasked with oversight of operations of the organization and its finances and failed to identify and correct these long-running discrepancies that have cost our Association hundreds of millions of dollars and put the Association in a precarious position, and call for their immediate resignation and that the current officers of the NRA, EVP Wayne LaPierre, President Carolyn D. Meadows, First Vice President Charles L. Cotton, Second Vice President Willes K. Lee, and Secretary John Frazer do not deserve to be reelected as officers of the Association; and that a copy of this resolution, along with a brief description of its reception and passage by this body, should be prominently published in the Official Journal of the Association, within six months of adjournment of this meeting.	64	Motion Against Consideration Carried	68
Adopt Objection to Consideration of Resolution	66	Carried	68
Adopt Motion To Adjourn	69	Carried	69

4

NATIONAL RIFLE ASSOCIATION OF AMERICA
150TH ANNUAL MEETING OF MEMBERS
Sheraton & LeMeridien Charlotte Hotel
Charlotte, North Carolina
Saturday, October 2, 2021

- - -

The 150th Annual Meeting of Members of the National Rifle Association of America convened in the Symphony Ballroom, Sheraton & LeMeridien Charlotte Hotel, Charlotte, North Carolina, on Saturday morning, October 2, 2021, and after the introduction of officers, was called to order at 9:00 o'clock a.m. by First Vice President CHARLES COTTON.

1 **FIRST VICE PRESIDENT CHARLES COTTON:** Good
2 morning, folks. We appreciate you coming. Welcome to the
3 150th Annual Meeting of the Members of your National Rifle
4 Association.

5 (Applause.)

6 MR. COTTON: Since our President Carolyn
7 Meadows can't be here, I have the privilege of serving as
8 the presiding officer today, and I now call the meeting to
9 order.

10 For our **opening prayer**, I recognize J. William
11 Carter, a member of the NRA Board of Directors.

12 Chief Carter.

13 MR. CARTER: Thank you, Mr. Vice President.

5

1 Would everybody please rise.

2 (Those in attendance stood.)

3 MR. CARTER: This is the day the Lord has
4 made. Let us rejoice and be glad in it.

5 Father God, thank you for every seat that has
6 been filled here today. For each mind and heart that
7 fills the presence of this room, we thank you.

8 Only you truly know what we are setting out to
9 accomplish today. We have an idea, a vision. We have
10 talents, abilities, and time to work.

11 However, only you can see in perfect detail
12 the end of every beginning, every project, every season,
13 every life. Nothing is ever in vain, for even mistakes
14 and missteps are used for good.

15 Your righteousness transcends all of our
16 efforts and understanding. Let this morning bring us word
17 of your unfailing love, for we have put our trust in you.

18 Show us the way we should go, for to you we
19 lift up our souls. Rescue us from our enemies, oh, Lord,
20 for we hide ourselves in you. Teach us to do your will.

21 Father God, I lift up to you the leaders of
22 our NRA. Make them strong and courageous. Give them the
23 wisdom to lead this great organization in a way that is

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1 most pleasing to you. Bless this meeting today and all
2 those present. Ready us to make every moment count.

3 And I pray this prayer and ask this in your
4 precious son, our Lord Jesus. Amen.

5 VOICES (In Unison): Amen.

6 MR. COTTON: Now, I'll ask all of you to
7 please join with me in a moment of silence as we remember
8 all of our fellow NRA members who have passed away this
9 year.

10 (Moment of silence.)

11 MR. COTTON: Thank you.

12 Please remain standing for the presentation of
13 the Colors by the Belmont Police Honor Guard, and the
14 Pledge of Allegiance and the National Anthem.

15 Present Colors.

16 (Whereupon, the Colors were presented.)

17 MR. COTTON: Please join me in the **Pledge of**
18 **Allegiance.**

19 "I pledge allegiance to the flag of the United
20 States of America, and to the Republic for which it
21 stands, one nation under God, indivisible, with liberty
22 and justice for all."

23 For our **National Anthem**, please welcome the

1 talented Marcus Lowery.

2 (Whereupon, Marcus Lowery sang the Star
3 Spangled Banner.)

4 (Applause.)

5 MR. COTTON: Thank you, Marcus.

6 Ladies and gentlemen, please remain standing
7 for the retirement of the Colors.

8 Retire Colors.

9 (Whereupon, the Colors were retired.)

10 MR. COTTON: Thank you, folks.

11 At this time I call on Secretary Frazer to
12 **call the roll.**

13 **SECRETARY JOHN FRAZER:** Good morning, ladies
14 and gentlemen.

15 VOICES: Good morning.

16 MR. FRAZER: Would all NRA Benefactor Members
17 please stand and remain standing.

18 (The Benefactor Members complied with the
19 request.)

20 MR. FRAZER: Thank you.

21 Would all NRA Patron Members stand and remain
22 standing.

23 (The Patron Members complied with the

8

1 request.)

2 MR. FRAZER: Would all NRA Endowment Members
3 please stand and remain standing.

4 (The Endowment Members complied with the
5 request.)

6 MR. FRAZER: Would all NRA Life Members please
7 stand and remain standing.

8 (The Life Members complied with the request.)

9 MR. FRAZER: Would all members who have been
10 NRA Members for five consecutive years please stand and
11 remain standing.

12 (The Five Consecutive Year Members complied
13 with the request.)

14 MR. FRAZER: Thank you.

15 Mr. First Vice President, we have a quorum.

16 MR. COTTON: Thank you, Mr. Secretary.

17 At the 2012 Annual Meeting of the Members,
18 there was a Resolution introduced and supported by the
19 body requiring the recognition of Non-Citizen Members.

20 Now I would like to ask all of the **Non-U.S.**
21 **Citizen Members of the NRA** to please stand and be
22 recognized.

23 (The Non-Citizen Members complied with the

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1 request.)

2 MR. COTTON: Thank you.

3 There are a total of four microphones on the
4 floor in the Symphony Ballroom. There are two at each of
5 the two positions. One is marked "For" and the other is
6 marked "Against." Each of these microphones is numbered
7 for the ease of identification.

8 The "For" and "Against" microphones are to be
9 used when speaking for or against an issue. Either a
10 "For" or "Against" microphone may be used to make a
11 motion.

12 Now, when recognized, you must give your name,
13 city, and state before addressing the issue.

14 It would be helpful to the Chair, and to
15 everyone else, if before commencing to speak on an issue
16 you simply say, "Mr. President, I rise in support of the
17 motion," or "Mr. President, I rise in opposition to the
18 motion."

19 That just kind of sets the stage so everybody
20 knows what your position is going to be.

21 Should a person wish to make one of the very
22 rare motions that is in order when someone else has the
23 floor, they may go directly to any microphone and not wait

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1 in line. There as well, when you're recognized, again you
2 have to give your name, your city, and state, and then
3 state your interrupting motion.

4 When you are finished with your business at
5 the microphone, please return to your seat.

6 Voting will be done by raising your voting
7 credentials. I know everybody knows what I'm talking
8 about, but these are the ones that you received when you
9 registered to vote.

10 The next item of business is the **adoption of**
11 **the Agenda**. It has been presented.

12 Is there any objection to the Agenda?

13 (No response.)

14 MR. COTTON: Seeing none, the **Agenda is**
15 **adopted as presented**.

16 Any item of business -- well, let me back up
17 and remind folks of this.

18 If you want to submit a Resolution for
19 discussion and vote at the appropriate time on the Agenda,
20 you have to present it in writing to our Secretary, Mr.
21 Frazer, within 30 minutes of now, since we just adopted
22 the Agenda.

23 Now, any item of business to be brought before

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1 this body must be placed on the Agenda, so that's the
2 reason we're going to follow that order.

3 This procedure makes it easy for everyone if
4 they need to leave the hall to come back when that
5 particular issue is coming up.

6 I also would like to remind folks that we're
7 all NRA members, and we need to be respectful to one
8 another. We're also a room full of shooters, and some of
9 us may not be able to hear quite like we could before we
10 became shooters.

11 So it would be very helpful if you enunciate
12 clearly.

13 So if there are any items that should be
14 placed on the Agenda, be sure and put them in writing and
15 get it to John within 30 minutes of this point.

16 We have adopted the Agenda, so we need to move
17 on to the next item, which is going to be the report of
18 the officers.

19 (The Parliamentarian and Mr. Cotton conferred,
20 off the record.

21 MR. COTTON: Excuse me. My handler is telling
22 me I am making a mistake. Burke reminded me that I need
23 to make an announcement.

12

1 Normally at this meeting we are electing what
2 we call the 76th Director. It's a one-year position.

3 Unfortunately there's not going to be a 76th
4 Director election this time simply because everyone who
5 was on the ballot has already been elected. And your 76th
6 Director candidates come from those folks that were on the
7 mail-out ballot that did not get elected, and they're
8 eligible to run for, again, what we call the 76th
9 Director.

10 There are no such unsuccessful candidates
11 because everybody on the ballot this year actually won a
12 position, either a full three-year position or filling the
13 term of someone who resigned.

14 Let's go ahead and **approve the Minutes of the**
15 **last Annual Meeting. It was held on October 24, 2020,** in
16 Tucson, Arizona.

17 Like this meeting, it was made necessary
18 because COVID restrictions in various locations had made
19 it impossible for us to gather and actually have the
20 meeting. So that meeting again was in Tucson. It was
21 October 24th.

22 The Minutes have been printed and copies are
23 at the entrance of the ballroom, along with several other

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1 documents. You probably already picked it up.

2 Are there any corrections or additions to
3 those Minutes?

4 (No response.)

5 MR. COTTON: There being no corrections, **the**
6 **Minutes are approved as** distributed.

7 I have been informed that the **Report of the**
8 **Treasurer** has also been printed in the Annual Report and
9 copies also are available at the entrance to the ballroom.

10 The **Report of the Secretary** is printed and
11 available at the entrance as well.

12 So if you haven't already done so, when you're
13 leaving just grab whatever documents you would like to
14 see.

15 Forty-three years ago, a young man went to
16 work for the National Rifle Association. He started in
17 what we call the Institute for Legislative Action, and I'm
18 sure that most of you folks know that the Institute for
19 Legislative Action, or ILA for short, is the political
20 arm, the legislative arm of the National Rifle
21 Association.

22 It is without question the most effective
23 lobbying organization in the world -- not just this

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1 country. And I know that's a broad statement, but in your
2 chairs is a list of just some of the accomplishments that
3 have been made largely by that part of the NRA, ILA.

4 Well, this young man started 43 years ago,
5 worked his way through ILA, and in 1991 was elected
6 Executive Vice President of the NRA.

7 We have grown in membership from -- Wayne,
8 what? -- roughly a million people maybe when you started
9 to approximately 5 million people today.

10 We went from a fifty, seventy-five million
11 dollar a year operation to a \$350 million a year operation
12 approximately. That was done under the leadership of
13 Wayne LaPierre.

14 When you're successful in business, there are
15 accolades. Some of us are old enough to remember the
16 Chrysler K-Car and Lee Iacocca, who saved Chrysler.

17 We could count so many other people that were
18 so successful in their fields, their statues, their
19 pictures. They're remembered fondly if they're not still
20 in their profession.

21 Unfortunately, when you are as successful as
22 the NRA has been in the political arena, people don't make
23 statues to you. Your enemies vilify you. They lie about

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1 you. They call the police departments and SWAT you.

2 And for those of you who may not know that
3 term, it means they make fake calls saying that there is a
4 crime ongoing or a serious crime has just been committed,
5 send the SWAT Team. That's happened to Wayne. He's been
6 drug out of his house early in the morning.

7 Why? Because we've been that successful.

8 All of this was building for a number of
9 years, and it all culminated in 2016 when probably most of
10 us who are interested in elections and politics --
11 interested enough to stay up until the wee hours of the
12 morning to watch election returns -- saw Hillary Clinton's
13 victory party, all of the balloons popped.

14 At the end of that night, a plot began to
15 destroy the National Rifle Association. That plot was to
16 hopefully have us nonexistent in 2020, or if not
17 nonexistent, at least ineffective.

18 And a campaign of lies began. And everyone
19 who is old enough to at least see their first gray hair
20 knows that the best lie in the world is one that's got
21 just a smidgeon of truth, and around that you build your
22 lie.

23 And that is what Wayne has been faced with for

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1 nigh on to four years now.

2 Countless depositions have been taken in the
3 lawsuits, and it's amazing how many of those lies have
4 toppled, and the people who spewed those lies -- those who
5 originated it, when they had to raise their hand and take
6 the oath and either tell the truth or be prosecuted for
7 perjury, they had to admit, "No, that really didn't happen
8 that way."

9 I cannot imagine the fortitude and the
10 dedication to the Second Amendment and to almost 5 million
11 members that it takes for a man to continually live day
12 after day after day under that kind of pressure.

13 But that's what we have in our Executive Vice
14 President Wayne LaPierre. To call him a friend, somehow
15 it seems so inadequate. I mean how do you say thanks to
16 someone who has suffered so much for so many?

17 Folks, please help me welcome NRA Executive
18 Vice President and Chief Executive Officer, Wayne
19 LaPierre.

20 (Applause.)

21 **EXECUTIVE VICE PRESIDENT WAYNE LAPIERRE:**

22 Thank you. Thank you, Mr. President. I thank all of you.
23 I appreciate those kind words, Mr. President.

17

1 But, you know, I always say everything NRA
2 accomplishes is all of us one by one all over the country
3 that are determined in their hearts to preserve this
4 freedom.

5 The truth is, they would kick me out of town
6 in five minutes if it wasn't for folks like you all over
7 this country that stand with the NRA and fight to preserve
8 this freedom. So I thank all of you.

9 I'll tell you, I can't think of a better place
10 to hold this Annual Meeting -- it's the 150th Anniversary
11 of the NRA -- to celebrate that than right here in
12 Charlotte.

13 I remember I think the last time I was here,
14 it was with Charlton Heston, who you all remember, who
15 held up that rifle and said those great words, "From my
16 cold, dead hands," which came to be his signature in terms
17 of fighting for freedom.

18 I also -- it's great to be here with all of
19 you who revere our freedoms, who revere our American
20 values, who stand for everything that makes our country
21 what it is today.

22 You know, I have members coming up to me --
23 and I'm out there all the time around the country thanking

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1 our members, thanking gun owners, you know, walking gun
2 shows, walking Friends Dinners, wherever -- and I look
3 across a crowded room and I see an NRA hat, in an airport
4 I see an NRA jacket, or at a ball game I see somebody with
5 NRA insignia on them, and I don't know about you, but I
6 immediately feel a bond with that person.

7 I mean it's one that arises from these shared
8 core beliefs that I know that person has. It's the
9 connection, really, you can describe it to the fabric of
10 what keeps our country free.

11 I mean when you wear that NRA hat, when you
12 wear that insignia, you know, when you wear the jacket, it
13 says -- it really does say something special about that
14 person.

15 It's almost like seeing the American flag to
16 me. I mean I know instinctively a lot about that person.
17 I know he's a patriot. I mean I know he's a true believer
18 in freedom.

19 And I also know that that person is willing to
20 fight for that freedom when the time comes. The NRA -- I
21 mean that's why we've had all these successes. It's
22 always been about our membership.

23 That's what the media never understands. It's

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1 not that building in Washington. But it's always been
2 about all of you and people like you all over the country,
3 and it's about this organization giving voice to our
4 values, I mean somebody to stand up and fight for them and
5 speak out.

6 I know that all of you understand when we do
7 that together, the millions of us, the strength of that
8 message and the power of our voice -- and I'll tell you
9 this. As we sit here this morning -- and I think you feel
10 the same way -- and we look around the country, our voice
11 of this Association has never been more vital to the
12 future and survival of this country that we live in.

13 I mean it's unbelievable. I mean everywhere I
14 look and you look, the people I run into, they're worried
15 right now about the direction that our nation is headed.
16 They're sick, they're tired of watching our time-honored
17 American values like freedom, integrity, the rule of
18 law -- I mean, they're being reduced, they're being
19 ridiculed, they're being replaced by politicians who deal
20 in lies, to tell you the honest truth.

21 They see integrity it's gotten to the point as
22 a weakness. And they don't give a damn about your
23 freedom, my freedom, or the rule of law.

20

1 All of you took the time to come here today
2 because as NRA members I know you're as worried as I am
3 about America.

4 And when you see her values and when you see
5 her freedom under attack, the one thing I love about NRA
6 members is they don't just shake their head, they don't
7 just shake their fist and scream at a wall -- what we have
8 done for 43 years that I have been with the Association is
9 we take action.

10 You -- each one of you, you lead. You get out
11 there and you fight back. And you, more than anyone else
12 in this country, more than any political party, and
13 believe me, more than any other group or any other
14 association, you, the men and women of the National Rifle
15 Association, are honestly the reason our Second Amendment
16 as we sit here today is stronger than ever and stronger
17 than it was a generation ago.

18 I mean make no mistake, and you have lived
19 through it just like we all have, what we have
20 accomplished is extraordinary when you think about it.

21 I mean I hear -- people come up to me all the
22 time and they go, "Wayne, I wish we had an NRA for the
23 First Amendment," or, "I wish we had an NRA for the Tenth

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1 Amendment," or "I wish we had an NRA for this freedom or
2 that freedom," I mean someone to go out and fight for it.

3 And they're right. They really are. But the
4 truth is -- and I always tell them this -- our rock solid
5 defense of the Second Amendment is what gives every other
6 freedom in this country a fighting chance. That's what
7 it's about.

8 (Applause.)

9 MR. LaPIERRE: And over the years, I mean
10 whether we were fighting together in Congress, whether we
11 were fighting in the State Legislatures and the courts or
12 in countless, countless elections that we've all gone
13 through together, man, we've seen a lot. We really have.

14 But as we sit here this morning, I don't think
15 any of us could have ever imagined the sick twisted
16 tragedy that we're witnessing right now in our country
17 today as we sit here.

18 I have never seen a time in our country when
19 anti-gun politicians have been responsible for more death,
20 more destruction, and more crime than right now in this
21 country.

22 And what I'm talking about -- and you see it,
23 you see it on TV, you see it in your papers. They try to

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1 bury it, but there's so much of it going on they actually
2 can't.

3 You see it in the wave of criminal violence
4 that is sweeping across this country right now in city
5 after city after city.

6 And you know what? It's fueled by politicians
7 who hold a deep-seeded hatred for mainstream American
8 values and who openly really despise our founding freedoms
9 that this country was founded on, the same freedoms that
10 you and I, and we try to instill in our kids to cherish
11 and to revere and to treasure and defend.

12 I mean it's just unbelievable. And it's out
13 in the open for everyone to see.

14 The same politicians who are out there on the
15 news trying to disarm law-abiding citizens, you know what
16 they're doing. They're unlocking prison cells. They're
17 releasing countless felons back onto the streets.

18 I mean there are a lot of police officers here
19 at this meeting. They'll all tell you the same story.

20 The same governors, the same mayors who are
21 out there actually trying to dismantle our police forces,
22 they're out there also actively working to make sure
23 criminals with guns never face the justice that our laws

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1 right now demand.

2 I mean it's unbelievable.

3 In far too many cities and states right now,
4 the entire system is designed to spit criminals back onto
5 the streets and to actually grease the skids for their
6 next crime. That's what is happening in city after city
7 after city, and every one of you know it.

8 And what's happening is, it's forcing
9 Americans in so many places to live in fear. That's why
10 they're out there buying guns. They see the spin and they
11 prepare for the world that they're going to be surrounded
12 by.

13 And what's happening is lives are being
14 tragically cut short in places like Chicago. There are
15 some folks from Philadelphia here today. They know it.
16 And dozens of other cities and towns across America.

17 Yet what are gun-ban politicians doing while
18 all of that is happening? They're out there in the media
19 and they're painting a bright red target on freedom's
20 back, claiming that your values, your constitutional
21 freedoms, your lawfully-owned firearms are the root cause
22 of the anarchy that their policies are actually enabling.

23 These mayors -- I mean my gosh -- I mean they

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1 sit there and it drives me nuts. I mean I see it on
2 Channel 4 and Channel 7 and Channel 9 in the Washington,
3 D.C., area every night.

4 They don't blame criminals. You know what
5 they do? They blame firearms. They blame the Second
6 Amendment. They blame you. They blame me. They blame
7 our freedom.

8 And what they actually are doing, is they say,
9 "No. Look over there. Take your eyes off the ball. Take
10 your eyes off the criminal. Divert your attention.
11 Change the subject. It's not criminal violence. It's gun
12 violence."

13 And you see it on your TV too. And the media
14 -- I mean my gosh -- they're on board deliberately echoing
15 that lie a thousand times a day trying to put it into
16 people's heads, ingrain it there.

17 They talk about firearms like they have little
18 legs, like they're running around on their own, you know,
19 from here to there, terrorizing communities, committing
20 crimes.

21 I mean what hypocrisy. It's nuts. I mean
22 that's what these people have really come down to.

23 So as crime continues to grow unabated,

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1 innocent American citizens throughout this country
2 continue to fall victim to these so-called leaders who
3 completely wash their hands of it.

4 I mean just listen to them right here for just
5 a minute in their own words. I went and pulled a bunch of
6 their actual quotes.

7 Van Johnson, the Mayor of Savannah, Georgia,
8 says, quote, "We've done almost all we can do."

9 Cleveland Mayor, Frank Johnson, claims, quote,
10 "There's nothing that's going to bring down this crime in
11 the near future."

12 Tishaura Jones, the Mayor of St. Louis, which
13 is actually the most dangerous city in the United States
14 of America, says this: "More police doesn't have anything
15 to do with preventing crime."

16 And Jones ran for office on the promise to
17 defund the police, and once she was elected, you know what
18 she did? She did exactly that.

19 And according to Congresswoman Alexandria
20 Ocasio-Cortez, quote -- listen to this one -- "If we want
21 to reduce violent crime, if we want to reduce the number
22 of people in our jails, we need to stop building them."

23 (Laughter.)

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1 MR. LaPIERRE: I mean, you talk about nuts,
2 you talk about what it's come to in our country.

3 Meanwhile, back up there in New York City,
4 illegal shootings have doubled over the prior year and
5 homicides have risen 30-some percent.

6 There you have that Mayor -- the disgrace of a
7 Mayor -- Bill DeBlasio. First he blames Corona Virus and
8 then he goes out and disbands his city's Anti-Crime Unit.
9 And now just a couple of months ago -- and I'm not making
10 this stuff up. Honest to gosh, I've got backup on every
11 bit of what I'm telling you -- DeBlasio announced a new
12 program that he claimed is going to help fight back
13 against violent crime. You can't make it up.

14 You know what he's going to do? He's going to
15 pay felons who have committed violent crimes \$1,000 a
16 month to not commit any more crimes. I mean think about
17 that.

18 (Laughter.)

19 MR. LaPIERRE: I mean there was a time when I
20 was growing up, when you were growing up, when our leaders
21 in this country used to say crime doesn't pay. "You know,
22 you go into a life of crime, we're going to end up."

23 Now in New York City, if you have committed a

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1 violent crime with a firearm, it can now earn you \$1,000 a
2 month courtesy of the law abiding, honest, disarmed
3 taxpaying citizens.

4 Meanwhile, over in gun-controlled Chicago last
5 year, criminal violence rose nearly 60 percent, and it
6 keeps getting worse. And yet there is Chicago Mayor Lori
7 Lightfoot out there actually blaming other states that
8 respect and honor the constitutional rights of their
9 citizens to own lawfully-owned firearms.

10 She blames that for the crime wave that is
11 plaguing her city.

12 But here is the dirty little secret that the
13 anti-gun politicians and the media won't tell you. Jones,
14 DeBlasio, Lightfoot, they have the power right now today
15 to go out and clean up those cities and to save hundreds
16 of lives and to put a virtual end to violent crime.

17 All they have to do is enforce the existing
18 gun laws, enforce the existing criminal laws that are on
19 the books. That's it. Simply go out and do your job. If
20 you really want to stop violent crime, take those
21 criminals off the streets. When you do that, crime goes
22 down. When you don't do that, crime goes up.

23 All the rest is bullshit. That's the honest

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1 truth. I mean you can do that right now, DeBlasio. Make
2 New York City safer. Before one man or woman becomes a
3 preventable crime statistic, go out and do something about
4 it.

5 Protect the innocent in Chicago, Mayor
6 Lightfoot. Safeguard your city, Mayor Jones. Enforce the
7 laws on the books and prosecute and go after the
8 criminals. You have no excuse.

9 But you know what? Here's another dirty
10 little secret the gun-ban politicians and certainly not
11 the media won't tell you. DeBlasio, Jones, Lightfoot,
12 Harris, Biden, Schumer, Pelosi. I mean you know the list.
13 You know the other names I'm not throwing out there.

14 They don't see rising homicides as anything
15 more than political fodder for their warped sick crusade
16 against your Second Amendment freedoms.

17 Criminals committing crimes with guns actually
18 gives them the platform that they need to lie and spin and
19 baselessly attack all of us. It keeps the TV cameras and
20 the media attention always pointed in their direction and
21 it keeps an endless stream of money flowing into their
22 campaign coffers from billionaires like Michael Bloomberg.

23 I mean what a sick, twisted business, when you

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1 really think about it, they're in. I mean they'd rather
2 get tough on the law abiding than get tough on criminals.
3 I mean they have made that clear to everybody at this
4 point in this country.

5 They would rather kill the Second Amendment in
6 this country than actually do something about saving
7 lives, and they want each and every one of us in this room
8 and around the country to be forced to confront the evil
9 that they are enabling, to confront it with empty hands.

10 That's the position that they want to put us
11 all in.

12 In every one of these states and cities where
13 criminals are running rampant and honest citizens are now
14 living in fear, the leftist playbook, it's wide open for
15 anybody to see, and it goes like this, and I'm going to
16 tell you what you already know: empty the prisons, and
17 they're doing it all over the country; let criminals run
18 free; defund the police; and surrender the streets; and
19 then hold freedom hostage and demand that honest citizens
20 like you and me give up our guns as the price for ending
21 the criminal bloodshed that they enable.

22 I mean I've actually had a police officer tell
23 me just two days ago, they picked up somebody for rape in

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1 New York -- caught him, a rapist, okay -- he was back out
2 on the street in two hours.

3 I mean it's unbelievable what's going on in
4 this country right now. We have never seen so many
5 American lives put at extreme risk by radical anti-gun
6 politicians and their allies in pursuit of their own
7 freedom-killing agenda.

8 This time it's not just the Second Amendment
9 that's at stake. It's our country as we know it. And
10 it's also literally -- each and every one of us, it's our
11 own right to survive.

12 I mean, my gosh. I mean you have gun-hating
13 politicians, big tech, the media, they're all working
14 together to shame us, censor us, cancel us, force us all
15 to submit to their demands that we all surrender our
16 freedom and that the right for self defense be reserved
17 only for the politicians and the elites, while you and I
18 have to give up our guns, and with them, our fundamental
19 right to protect ourselves, our families, and to protect
20 our loved ones.

21 That's the world that they see. I mean how
22 many times do you turn on the TV? Do you ever see
23 Bloomberg without bodyguards with guns?

31

1 (Laughter.)

2 MR. LaPIERRE: I mean the hypocrisy is beyond
3 belief.

4 But I'll tell you right now here and for the
5 record, we are not going to submit. We're going to resist
6 it. We're not going to give an inch. We're not going to
7 surrender our freedom in any way. I promise you that.

8 (Applause.)

9 MR. LaPIERRE: So before one more -- we have
10 our own list of demands here. Before one more innocent
11 American becomes a casualty, before one more hardworking
12 mom or dad becomes a tragic crime statistic, before one
13 more honest citizen becomes a chalk line on a city street,
14 we demand that politicians go out and do their job and
15 enforce the laws on the books.

16 We demand that criminals actually start doing
17 hard time for hard crime. And we demand that taxpaying
18 citizens get the police protection in every city in this
19 country that they deserve.

20 (Applause.)

21 MR. LaPIERRE: And we're going to stand for
22 our police, I promise you that. And we demand that every
23 law-abiding American have that sacred right guaranteed by

32

1 our Constitution to keep and bear arms to protect
2 ourselves, our families, and our loved ones.

3 Our demands, when you think about it, they're
4 simply for justice for the law-abiding people all over
5 this country, and our demands are deeply, deeply rooted in
6 the God-given principles that are in our Constitution:
7 the principles of freedom that have made our nation the
8 greatest nation in the world.

9 You know, there's no more necessary and
10 relevant freedom, as I've said before, than the Second
11 Amendment. When you think about it, it's pure, it's
12 pristine, it's modern.

13 What it actually does is it gives the hopeless
14 hope. It makes the defenseless the defenders. And all of
15 us know this, and Americans throughout the country know
16 it. If you're at home and the glass breaks at 2:00 a.m.,
17 there's not a government authority on the planet that
18 substitutes for your right at that time to own a firearm
19 and protect yourself.

20 (Applause.)

21 MR. LaPIERRE: So I promise you, this storied
22 institution, the NRA, will protect our freedoms and
23 protect the future of this great nation.

33

1 We are not going to back down from any
2 challenge. We are going to use all of our will against
3 our enemies and defeat them.

4 That brings us to this battle of epic
5 proportions that our President Charles Cotton was talking
6 about with the State of New York where this organization
7 was incorporated 150 years ago.

8 Let me first say this. After campaigning on a
9 promise to bring down the NRA, New York Attorney General
10 Letitia James filed a lawsuit that seeks to dissolve, once
11 she was elected, this Association, literally close the
12 doors of the NRA forever.

13 I mean the NRA is not deserving of the
14 scorched earth campaign that's been undertaken at the
15 hands of a political adversary, who has combined with
16 anti-Second Amendment groups to attack us on every level
17 imaginable.

18 I mean here's what I want everyone -- and help
19 me to tell this story to people throughout the country
20 that you run into and help them remember it.

21 When she was merely a candidate for New York
22 Attorney General in the summer of 2018, Letitia James said
23 the NRA was, and I'm quoting her direct quote, "an organ

34

1 of deadly propaganda."

2 On the campaign trail in 2018 before she was
3 elected to anything, she called the NRA, this great
4 American institution, a criminal enterprise and she called
5 the NRA a terrorist organization.

6 I mean she called us, all of us, and people
7 like us, millions and millions and millions throughout
8 this country -- she called us terrorists, and she used the
9 coattails of disgraced New York Governor Andrew Cuomo to
10 boost her campaign and win election.

11 I mean think about that. Without one shred of
12 evidence to support her claims, James vowed to advance her
13 personal vendetta, her political career, by taking down an
14 organization with whom she just doesn't agree, I mean in
15 America, the United States of America, unlike some of
16 these other countries around the world we look at and we
17 shake our heads and say, "Thank God I don't live there."

18 You can disagree with this organization, but
19 what you can't do -- what you can't do in the United
20 States of America is weaponize the power of public office
21 to promote a shameless political campaign.

22 When it comes to exposing and confronting this
23 partisan attack, don't listen to just our voice in the

35

1 NRA. Hear the chorus of voices that are actually
2 supporting us: the American Civil Liberties Union.

3 That's right. The ACLU looked at what's going
4 on and warned that all Americans everywhere in this
5 country should be concerned about this legal and
6 regulatory overreach that's going on right now against the
7 NRA.

8 The ACLU said there's no precedent -- none --
9 for the remedies now being sought by Attorney General
10 James to destroy this organization.

11 Sixteen State Attorney Generals said the New
12 York Attorney General cannot be allowed to wield the power
13 of her office in this manner simply because she doesn't
14 like -- and I'm quoting them here -- "its members, its
15 political advocacy, and the defense of a fundamental
16 constitutional freedom we as Americans possess."

17 And more recently, you had a Dallas Judge --
18 Federal Judge -- conclude that the NRA understands the
19 importance of fulfilling its mission and will continue to
20 improve its governance and its internal controls.

21 So as we are here this morning, I assure you,
22 the NRA is strong, it's secure, and make no mistake, what
23 we're witnessing now from New York -- I mean it's a lot

36

1 more than political theater. It is outright political
2 tyranny that can never be allowed again to happen in the
3 United States of America.

4 (Applause.)

5 MR. LaPIERRE: So right now we stand at a
6 crossroads in this country. We've got a legal fight and
7 we have a proven record that I am certain in the months
8 ahead is going to reveal two things to the entire country:

9 1) That the NRA was singled out because of
10 our success, because of our unflinching commitment to
11 protect the Second Amendment of the United States of
12 America; and

13 2) We will endure, rising above and beyond on
14 behalf of our members for the right of all advocacy groups
15 in America to fight for the freedoms in which they
16 believe, whoever they are.

17 So as we gather here today, the eyes of the
18 nation are really upon us, and that's a good thing, it
19 really is, because every American deserves to know the
20 truth about who we are and about what we all believe in.

21 We are Americans. We are the heart and soul
22 of this country. We all love our nation. We pledge
23 allegiance to the principles of freedom -- freedom -- not

37

1 politicians.

2 And unlike too many in the media these days,
3 we know there's a big, big difference between free and
4 honest debate and censorship. And you know that's going
5 on every day now in this country.

6 We all know there's a big difference between
7 the rule of law and between the rule of man. And there's
8 a difference, as I've said many times before, between a
9 bad guy with a gun and a good guy with a gun.

10 (Applause.)

11 MR. LaPIERRE: And we know that our right to
12 keep and bear arms is a birthright freedom that no
13 government can ever be allowed to take away from us.
14 These are basic, basic truths. These are core American
15 values that our country was built on.

16 So no matter how much politicians and their
17 dishonest allies in the media try to twist them, pervert
18 them, and downright destroy them, I promise you, the 5
19 million members of the National Rifle Association are
20 always going to go out and fight for them and stand for
21 them every day.

22 And there's never been a more important time
23 for all of you and folks just like you all over this

38

1 country to saddle up, to ride, to hang the lanterns, to be
2 a Paul Revere, to be a Sam Houston, and go out and fight
3 right now for our God-given freedoms, because we are NRA
4 members, we are all Americans, we are patriots, our cause
5 is just, and when our rights come under attack, we all
6 stand and fight, and by God, we're going to do it.

7 (Applause.)

8 MR. LaPIERRE: God bless you. God bless the
9 NRA. And God bless the United States of America.

10 Thank you very much, and let's fight this
11 fight together.

12 (Applause and standing ovation.)

13 MR. COTTON: Thank you for that, Wayne.

14 Now it's my pleasure to introduce to you your
15 NRA Second Vice President, Lieutenant Colonel Willes K.
16 Lee.

17 Willes.

18 (Applause.)

19 **SECOND VICE PRESIDENT WILLES LEE:** Freedom-
20 loving patriots, good morning.

21 VOICES: Good morning.

22 MR. LEE: I am Willes Lee and I am proud and
23 honored to serve as your Second Vice President of our

39

1 National Rifle Association of America. It's a privilege
2 to represent our 5 million NRA grassroots members and all
3 liberty-loving Americans.

4 For the doubters who said we couldn't pull off
5 National Shooting Championships this year, we did.

6 Those who said we couldn't hold a Meeting of
7 Members in the face of the virus, we again have done so.

8 Those hopeful for our demise said we have no
9 clout, but we now have 21 constitutional carry states. We
10 have a case before the Supreme Court.

11 We exorcized a bad AFT nominee. And every
12 week we see a new example of why the protection of the
13 Lawful Commerce In Arms Act is one of our more important
14 wins.

15 Under Wayne LaPierre's guidance, our NRA
16 Institute for Legislative Action provides the direction,
17 strategy, and wherewithal to secure our Second Amendment
18 rights.

19 Leading our effort is an experienced political
20 fighter who has excelled against gun-grabbing leftists and
21 government overreach, a political savant. He has
22 experience in the field on numerous campaigns and on
23 Capitol Hill.

40

1 He served 15 years in our NRA Federal Affairs
2 shop, including five as Director. For the past two years,
3 he is the Executive Director of your Institute for
4 Legislative Action.

5 Ladies and gentlemen, lovers of freedom,
6 please welcome my friend, the King of the Hill, Mr. Jason
7 Ouimet.

8 (Applause.)

9 **ILA EXECUTIVE DIRECTOR JASON OUMET:** Thank
10 you, Willes, and thank you all for that generous welcome.
11 It's good to be here today. It's really good to actually
12 be here today.

13 Thank you. Most importantly, thank you for
14 being here. After all, you're here today because you
15 care. You care about this Association. You care about
16 your fellow Americans, as Wayne just said. You care about
17 your freedom.

18 And you know that your country needs you now
19 more than ever. The fact is, America, the land of the
20 free and the home of the brave, just as you and I know it,
21 is fighting for her life.

22 And if our freedom is going to survive, it's
23 going to be because of each and every one of us in this

41

1 room here today. It will be because of the men and women
2 of this powerful and noble Association.

3 NRA's true strength doesn't come from me or
4 anyone up here on this stage today. It comes from our 5
5 million members. It comes from you.

6 Without you, there is no NRA. Without you, no
7 Congressman, Senator, President would ever listen to, let
8 alone take seriously, anything that I or others on this
9 stage ever have to say.

10 They listen because of you. They listen
11 because they know that at least when I'm up there speaking
12 on the Hill that I'm speaking on behalf of 5 million NRA
13 patriots who actually give a damn about this country and
14 don't just pay it lip service.

15 They listen because they know NRA members will
16 never tire, never give in, and always fight for our most
17 basic fundamental freedoms. And they listen because they
18 know NRA members have long memories, speak the truth, and
19 we always vote.

20 So from the bottom of my heart, honestly,
21 thank you. I seriously thank you. I consider it the
22 highest honor to represent you, to carry your voice, and
23 to fight alongside you every single day.

42

1 As we gather here today, we find our beloved
2 nation at a major fork in the road. There are two paths
3 in front of us, folks, and they could not be more
4 different.

5 One path, their path, leads to
6 totalitarianism, government control, the eradication of
7 freedom. We're seeing it every day, politicians picking
8 winners and losers and dividing America based on gender,
9 race, religion, and creed.

10 That path leads to the destruction of this
11 country, the complete dismantling of our Constitution and
12 Bill of Rights and an America that you and I would hardly
13 recognize, let alone want to live in.

14 It ultimately leads to chaos, crime, and a
15 dangerous world where we're witnessing it, and the police
16 are defunded, deligitimized, and demoralized, and
17 criminals are roaming free with little to no worry about
18 any repercussions.

19 And make no mistake. We've all watched. We
20 see it in the headlines every day. Joe Biden, Chuck
21 Schumer, Nancy Pelosi, and all of their anti-gun
22 counterparts in states across the country work overtime to
23 make that warped world a reality.

43

1 But it doesn't have to be that way. There's
2 still another path. It's our path. It leads to freedom
3 and prosperity, individual rights, equal opportunity for
4 all.

5 It leads the way to American exceptionalism,
6 the shining city on the hill, the standard bearer of
7 freedom to which all nations look, admire, and seek to
8 emulate.

9 Our path leads to fundamental safety and
10 security for all Americans, our families, and our
11 communities, something that can only be achieved through a
12 strong Second Amendment.

13 Because if you don't have the basic human
14 right to defend yourself and your loved ones, how can you
15 possibly hope to keep any of your other rights? The
16 answer is you can't, because you know exactly what I know:
17 the Second protects the rest.

18 (Applause.)

19 MR. OUIMET: Well, my friends who are here,
20 too many Americans think we've actually strayed, we've
21 gone too far down the wrong path, that the America that we
22 know and love is dead, that our kids and grandkids will
23 never experience the sheer joy of freedom that you and I

44

1 have.

2 But I say they're wrong, and I say that
3 because of you. As an NRA member, you don't simply
4 represent yourself and your beliefs. You represent, you
5 lead, you give courage to millions of people all across
6 this country who believe exactly as you do.

7 And when we stand and fight, every one of us,
8 freedom wins. Freedom's back has been against the wall
9 many times in history, but it has prevailed because
10 warriors chose to stand and fight and defend it.

11 You and I are being called to defend freedom
12 once again today, and make no mistake, we will answer the
13 call.

14 (Applause.)

15 MR. OUIMET: The National Rifle Association
16 has been around for 150 years fighting for freedom, and I
17 promise you, we'll be here long after we help Joe Biden
18 vacate 1600 Pennsylvania Avenue.

19 (Applause.)

20 MR. OUIMET: Yes. We're going to be here
21 after another year and we help Chuck Schumer find his way
22 back into the minority in the Senate.

23 (Applause.)

45

1 MR. OUIMET: Yes. We're going to be here long
2 after we help Nancy Pelosi lose the House majority next
3 year.

4 (Applause.)

5 MR. OUIMET: The National Rifle Association,
6 we will outlive, outlast, and outfight all of them. And
7 you know what? They're getting just a little taste of
8 that right now.

9 Think about it. We're over nine months into
10 the Biden Presidency, and he, Schumer, Pelosi, they have
11 yet to pass a single piece of gun control legislation into
12 law, not one.

13 Why? Because of you. Because of the NRA.

14 Biden promised gun control and gun bans. And
15 don't get me wrong. Look at the papers. You see the same
16 thing I do every day. He's trying like hell to keep that
17 promise. He's working at it all the time.

18 But so far he's failed, and he's failed
19 because of you as an NRA member. You're vigilant. You're
20 politically active. You devote your precious time. You
21 call your elected officials. You sign petitions and
22 postcards.

23 You unselfishly and generously provide ILA the

46

1 resources necessary to air hard-hitting ads in key states
2 and districts.

3 You attend town hall meetings. Through NRA
4 you make your voice heard.

5 And because of that -- just because of that,
6 here are just a few -- and I'm going to give you just a
7 few, because there are hundreds of them -- just a few of
8 the anti-gun bills that have failed to become law so far
9 this year.

10 We'll start in the House. Take Bill H.R.
11 1808. This bill would ban the sale and manufacture of
12 nearly every single semi-automatic firearm. As we know,
13 that's nearly every modern-day firearm. That's literally
14 what it would do.

15 Another House Bill out there got a lot of
16 attention earlier this year. It's H.R. 127. It would
17 create a federal registry of every gun owner and firearm
18 in America.

19 We all know the only reason to register
20 firearms is to confiscate firearms.

21 The House isn't the only one with bad bills
22 that we've stopped, and dozens of them. The Senate's got
23 plenty and they've got their fair share.

47

1 Take S. 190. That Senate Bill would federally
2 mandate how you store your firearms in your home. Think
3 about that. The Federal Government would determine how
4 you store your lawfully-owned property in your own home.
5 It's scary, isn't it?

6 The one that was mentioned by Willes just a
7 little bit ago, S. 1338. They would repeal the protection
8 of Lawful Commerce in Arms Act so that gun manufacturers
9 and dealers could be sued out of business every time a
10 criminal -- that's right -- every time a criminal misuses
11 a firearm.

12 This is crazy. These are crazy bills, but
13 they're out there.

14 I mean can you imagine suing Ford or Apple if
15 you got into a car accident because someone else was
16 texting while driving? That's what that bill is. It's
17 ludicrous. Of course you wouldn't do that. I wouldn't do
18 it either.

19 But every one of these pieces of legislation
20 is designed to hollow out our Second Amendment and leave
21 it as empty as Joe Biden's suit.

22 (Laughter.)

23 MR. OUMET: And, folks, that suit is pretty

48

1 empty these days.

2 (Laughter.)

3 MR. OUIMET: So far, though, as a group, as 5
4 million NRA members, we've been able to stop every one of
5 them, which is why back in April Joe Biden nominated David
6 Chipman to do his dirty work for him.

7 You know, it's already been mentioned, the
8 radical gun ban extremist, spent the last 10 years on
9 Bloomberg's payroll, and lobbying for one of the top gun
10 control organizations.

11 That's the guy that Joe Biden wanted. That's
12 the guy he wanted to lead the Bureau of Alcohol, Tobacco,
13 and Firearms.

14 Let's face it. Putting that man in charge of
15 ATF would have been no different than putting Jane Fonda
16 in charge of the Department of Defense.

17 (Laughter.)

18 MR. OUIMET: Senator Grassley put it really
19 good too. He said, "No different than putting ANTIFA in
20 charge of the Portland Police Department."

21 (Laughter.)

22 MR. OUIMET: It would have been nothing short
23 of disastrous, folks. There's no doubt that Chipman, he

49

1 would have misused and abused his authority to effectively
2 enact the same crippling restrictions on our gun rights,
3 the bills I just mentioned that Biden can't get through
4 Congress right now.

5 Chipman, he was supposed to be confirmed by
6 the Schumer-led Senate months ago, but because of you,
7 because of your calls, your emails, your texts, your
8 efforts, and your generous support, we stopped the
9 confirmation of this anti-gun extremist dead in its
10 tracks.

11 (Applause.)

12 MR. OUMET: Folks, there is no way -- I mean
13 I can't stress -- there is just no way that I can
14 overstate just how important this victory is for our gun
15 rights. I mean Chipman is out there whining and crying
16 about it. It's in the papers all over the place.

17 I can't stress how important it is for our gun
18 rights and just how devastating a loss it is for the Biden
19 Administration and the gun control lobby. It really is.

20 However, our fight isn't limited to just
21 Washington, D.C. We have 50 states out there, and your
22 ILA is fighting in all 50 of those states across the
23 entire country.

50

1 At the beginning of this year we compiled a
2 target list of opportunities where we could restore and
3 strengthen the Second Amendment, and I'm happy to report
4 we are blazing through that list.

5 As of today, we have passed emergency powers
6 laws in seven states so the Government can't take away
7 your right to keep and bear arms in times of emergency,
8 arguably when you need that right the most.

9 We passed laws strengthening your right to
10 self defense in 20 states.

11 We've been victorious in derailing gun bans
12 and magazine bans in over a dozen states.

13 And lastly, as Willes said earlier, we started
14 this year with 16 states having constitutional carry laws
15 on the books, and today we're at 21 and counting.

16 (Applause.)

17 MR. OUIMET: And I can't tell you how
18 important each and every one of these state victories is
19 to our freedom.

20 Individually, sometimes they may not seem like
21 much. Too often some folks look at them and ignore them
22 because they think that these wins don't matter because
23 they live in a different state.

51

1 But one by one, they add up to so much more
2 than that. And taken together, they reveal a country
3 where freedom is loved, cherished, and on the march.

4 A victory in one state leads to a victory in
5 another. And when it comes time for the next election,
6 every one of them helps change the narrative, change the
7 debate, and ultimately change the outcome in favor of
8 freedom.

9 And speaking of elections, they have
10 consequences, and one of those consequences is Supreme
11 Court Justices.

12 Just over a month from now on November 3rd,
13 the Supreme Court of the United States is going to hear
14 the New York State Rifle & Pistol Association versus Bruen
15 case, the first major Second Amendment case since the
16 landmark McDonald decision over a decade ago.

17 This NRA backed and supported case brought by
18 our official New York State affiliate, it's essential to
19 the future of our Second Amendment freedom.

20 The outcome of this ruling will determine
21 whether or not every law-abiding American's right to self
22 defense stops at their front door or if it exists outside
23 their home. And I know and you know.

52

1 It would be laughable if it weren't so
2 serious. Because we all know that right is at the very
3 core of the Second Amendment. I mean, like I said, if it
4 weren't so serious it would be laughable.

5 Could you imagine telling George Washington --
6 think about it -- telling George Washington his right to
7 self defense stopped at Mount Vernon, that's where it
8 ended. You're good. Or Thomas Jefferson at Monticello.

9 Of course not. Give me a break.

10 But at the same time -- at the same time, it
11 is absolutely imperative that we win this case. And
12 thanks to the hard work of NRA members throughout multiple
13 election cycles over the past several years, folks, I can
14 tell you, we've got a really, really good shot at winning
15 it.

16 After all, we helped elect Donald Trump, who
17 nominated over 230 pro-Second Amendment judges. We also
18 helped to elect pro-freedom Senators, like in North
19 Carolina, Tillis and Burr, who helped make sure that those
20 judges got confirmed.

21 So it's not an exaggeration to say that
22 yesterday's wins at the ballot boxes can and will fuel
23 tomorrow's victories in the capitols and courts.

53

1 And while those victories don't come easy, we
2 also know freedom isn't free. It comes at a price. At
3 ILA that price is a 24-hour-a-day/seven-day-a-week fight
4 in Congress, courtrooms, and states across the country.

5 It's a labor of love, and it's fueled by each
6 and every one of you in this room, patriots who understand
7 that our Second Amendment rights are endowed to us by our
8 creator and that they are rights, not privileges.

9 So when you leave here this weekend, tell your
10 elected officials, your friends, colleagues,
11 acquaintances, anyone who is curious, that you're an NRA
12 member, because there is no situation imaginable where any
13 law-abiding citizen of this great nation should have their
14 Second Amendment freedom restricted or taken away.

15 (Applause.)

16 MR. OUMET: Tell them your freedom is not for
17 trade or for sale, it's not for sale to the highest paying
18 anti-gun billionaire or the politician running for the
19 highest office in the land, it's not for sale to anybody,
20 and you won't be tricked into selling your freedom for
21 catchy campaign slogans like, quote, "common sense," "gun
22 control," or garbage like that.

23 Remember, your freedom is invaluable, which is

54

1 why some politicians in their quest for power and control
2 will sell their souls to try and buy your very freedom.

3 Ladies and gentlemen, no price -- and I mean
4 no price -- is worth the cost of your freedom. Tell them
5 your freedom isn't for sale, period.

6 (Applause.)

7 MR. OUIMET: Because the fact is, when you get
8 down to it, Joe Biden doesn't hate guns, he just hates
9 your guns.

10 Chuck Schumer and Nancy Pelosi, they don't
11 hate freedom, they just hate your freedom. All they want
12 to do is eradicate the Second Amendment, and that's why
13 they're trying to cancel each and every one of us, the men
14 and women of the NRA.

15 But we've got news for them. We've been
16 around for 150 years and we aren't going anywhere. We're
17 the oldest, most successful civil rights organization in
18 history.

19 In one single day we do more good for this
20 great nation than they've done in an entire lifetime.
21 They might be able to cancel Dr. Seuss, Peter Pan, and Mr.
22 Potato Head, but they will never, ever cancel the men and
23 women of the NRA.

55

1 (Applause.)

2 MR. OUIMET: In fact -- in fact, we're going
3 to do some canceling of our own next year at the ballot
4 box, mark my words. We're going to cancel the careers of
5 anti-gun politicians. We're going to cancel Schumer and
6 Pelosi's grip on Congress.

7 And we're going to keep canceling every piece
8 of Joe Biden's gun control agenda today, tomorrow, and
9 every day leading up to Election Day 2022.

10 And then, Joe, in 2024, we're going to cancel
11 you.

12 (Applause.)

13 MR. OUIMET: Thank you. God bless America.
14 God bless the NRA.

15 (Applause and standing ovation.)

16 MR. COTTON: I almost hate to do this to a
17 friend and fellow Board Member, but now it's time to call
18 on Joe Allbaugh -- good friend Joe -- to come up here.
19 He's Chairman of the **Committee on Elections**, and he's
20 going to give us the election report.

21 That is two tough acts to follow, Joe.

22 MR. PRINTZ: (Inaudible.)

23 MR. ALLBAUGH: Funny guy out in the audience,

56

1 uh-huh.

2 (Laughter.)

3 MR. ALLBAUGH: That's Sheriff Printz, you
4 know, the top vote getter, Board Member. We're lucky to
5 have you. Let me tell you.

6 (Applause.)

7 MR. ALLBAUGH: Thank you, President Cotton.

8 Ladies and gentlemen, I'm proud to be here
9 today. The Bylaws of this Association designate the NRA's
10 Committee on Elections with the responsibility to conduct
11 the Annual Election of Directors.

12 The Committee selected a leading qualified
13 accounting firm, Rogers & Company, headquartered in
14 Vienna, Virginia, to assist in this election.

15 The Committee also selected a highly qualified
16 document imaging firm to optically scan the ballots.

17 The procedures to maintain control over the
18 ballots, to determine their validity, and to ensure
19 accurate scanning and tabulation were reviewed by the
20 Election Committee members prior to the beginning of the
21 ballot tabulation.

22 In addition, committee members personally
23 observed the processes performed to confirm that all -- I

57

1 emphasize all -- of the required provisions of the NRA
2 Bylaws were being met.

3 The results of the 2021 Board of Directors
4 election process are as follows. A total of 2,555,196
5 ballots were mailed to eligible voting members of this
6 Association for the election of 25 Directors for a three-
7 year term ending in 2024, and three one-year terms ending
8 in 2022.

9 A total of 97,899 ballots were cast by
10 eligible NRA members. All of these ballots were valid
11 except for 2,534, which were judged invalid for the
12 following reasons:

- 13 - 964 ballots were not properly
14 authenticated.
- 15 - 657 ballots had no rotation number.
- 16 - 343 ballots contained more than 25
17 votes.
- 18 - 320 ballots were received after the
19 August 15th, 2021, voting deadline.
- 20 - 211 ballots had zero votes. Go figure
21 that.
- 22 - 25 were improper ballots; and
- 23 - 14 ballots contained more than one vote

58

1 per candidate.

2 Additionally, there were a total of 3,142
3 ballots that were write-ins -- valid write-ins. However,
4 no write-in candidate who was not on the printed ballot
5 received enough votes to be elected to the Board.

6 So in accordance with Article VIII, Section 2
7 of the NRA's Bylaws, and as Chairman of the Committee on
8 Elections, I declare the following 25 members to have been
9 elected Directors of the NRA for the three-year terms
10 ending in 2024. And they are.

11 Ronnie Barrett.

12 Carrie Lightfoot.

13 Wayne Anthony Ross.

14 Carolyn Dodgen Meadows.

15 Edie P. Fleeman.

16 Owen Buz Mills.

17 Jim Tomes.

18 Don Saba.

19 Bill Miller.

20 Maria Heil.

21 Donald J. Bradway.

22 Robert J. Wos.

23 William Bachenberg.

59

1 Scott L. Bach.

2 Kim Rhode.

3 Craig Swartz.

4 Joel Friedman.

5 John C. Sigler.

6 Janet D. Nyce.

7 Niger Roy Innis.

8 David G. Coy.

9 John L. Cushman.

10 David A. Keene.

11 James L. Wallace.

12 And Superman, of course, Dean Cain.

13 (Laughter.)

14 MR. ALLBAUGH: Also, Anthony P. Colandro,

15 Antonio A. Hernandez, and James Chapman were elected to

16 complete the unexpired terms for one year ending in 2022.

17 These vacancies occurred because Susan Howard,

18 Tom Nugent -- Ted Nugent, excuse me -- Allen West,

19 Directors at that time that were elected in 2019 to a

20 three-year term, resigned in 2021.

21 As President Cotton mentioned at the beginning

22 of this meeting today, normally one additional Director

23 would be elected for a one-year term by those members

60

1 present and voting at this Annual Meeting of Members.

2 However, under Article VIII, Section 4 of the
3 NRA's Bylaws, only persons who were nominated as
4 candidates for election for Director in the mail ballot
5 are eligible to run for the 76th Director position.

6 Because all of the persons on the ballot and
7 who were nominated have already been elected, no 76th
8 Director election can be held.

9 A printed copy of this report is available at
10 the entrance of the Ballroom.

11 Mr. President, ladies and gentlemen, this
12 concludes my report of the Committee on Elections, and no
13 further action is needed, sir.

14 MR. COTTON: Thank you, sir. I appreciate it,
15 Joe.

16 I have been informed that I was mistaken when
17 I said earlier that a list of NRA accomplishments over the
18 years were actually placed in the chairs. Apparently that
19 didn't happen. And if you would like a copy of that list,
20 they will be available out front when we leave.

21 MR. TAIT: Mr. President, I rise to ask a
22 question.

23 MR. COTTON: Please state your name, city, and

61

1 state.

2 MR. TAIT: This is Frank Tait, Wayne,
3 Pennsylvania. I rise to ask a question on the results of
4 the election.

5 Do write-in candidates have the right of
6 succession as Directors resign?

7 MR. COTTON: Mr. Frazer, I believe that's a
8 question for you. Mr. Frazer is our Secretary and General
9 Counsel.

10 MR. FRAZER: Please bear with me while I find
11 the page.

12 MR. COTTON: Mr. Tait, I want to make sure
13 that I and the body understand your question.

14 You're asking are write-in candidates eligible
15 to replace any current Board Member who may pass away or
16 who may resign? Is that what you are asking?

17 MR. TAIT: Mr. President, your understanding
18 is accurate.

19 MR. FRAZER: Thank you. Mr. President, our
20 interpretation of the relevant provision is as follows.
21 I'll give you the provision.

22 It's Article IV, Section 2 of the Bylaws which
23 relates to powers and duties of the Board of Directors,

62

1 and at the end of the first paragraph of that section, the
2 Bylaws state, "All vacancies in the Board occurring
3 between regular elections for any reason shall be filled
4 by persons who ran and lost on the most recent mail ballot
5 in rank order of number of votes received, and each such
6 person shall serve until the adjournment of the next
7 Annual Meeting of Members."

8 So the language is on the most recent mail
9 ballot, and therefore our view is that write-in candidates
10 do not -- and past practice has been that write-in
11 candidates do not rise to fill vacancies.

12 MR. COTTON: Thank you, Mr. Frazer.

13 MR. TAIT: Thank you.

14 MR. COTTON: Now I would like all of the
15 newly-elected Directors to please stand, so everyone can
16 recognize you.

17 I'm asking only for the newest members of the
18 Board.

19 (New Board Members complied with the request.)

20 (Applause.)

21 MR. COTTON: Would the rest of the Board
22 Members present also please stand and be recognized.

23 (The Board Members complied with the request.)

63

1 (Applause.)

2 MR. COTTON: Thank you, folks.

3 Probably most of our members know this, but in
4 case you don't, the entire Board and the three elected
5 officers are all volunteers. We don't get paid anything
6 to do this, and it requires a substantial amount of time,
7 and it can certainly vary between Board Members based on
8 the committees on which they serve.

9 It takes a lot of dedication. And I feel a
10 little kind of guilty saying this, because it almost
11 sounds like I'm tooting my own horn, but I don't mean it
12 that way. I've served with 75 other men and women who
13 have an absolute commitment to the Second Amendment and to
14 this organization.

15 So again, it's not just kind of a formality to
16 have folks stand up so we can say, "Hey, these are your
17 Directors." It really is in my view one of the greatest
18 honors I've ever had is to serve with these men and women
19 for the last 20 years.

20 Thank you again for standing for reelection
21 and congratulations again.

22 **Now, New Business** is properly handled through
23 Resolutions which must be submitted to Secretary Frazer

64

1 within 30 minutes of the adoption of the Agenda.

2 Mr. Frazer, have there been any such
3 Resolutions submitted? Where are you going, John? He's
4 hiding from me.

5 (Laughter.)

6 MR. FRAZER: Mr. President, we have one
7 Resolution.

8 MR. COTTON: Would you please read it.

9 MR. FRAZER: Yes. This **Resolution** was
10 submitted by Frank Tait, Endowment Member from
11 Pennsylvania.

12 "WHEREAS, the National Rifle Association
13 exists for the benefit of its members and has a long,
14 illustrious history as the nation's premier provider of
15 firearms safety, training, and competition, as well as our
16 country's oldest and most effective civil rights
17 organization; and

18 "WHEREAS, the NRA is chartered in the State of
19 New York and subject to the laws of that state and the
20 authority of the governor and attorney general of that
21 state, who have declared their desire and intention to
22 destroy our organization; and

23 "WHEREAS, given the revelations presented in

65

1 testimony by Wayne LaPierre, Carolyn Meadows, and Charles
2 Cotton in the recent bankruptcy proceedings, the Board of
3 Directors have failed to exercise their fiduciary duty by
4 taking any action and have actively blocked Board Members
5 from exercising their fiduciary duty; and

6 "WHEREAS, Wayne LaPierre and the Board of
7 Directors have squandered upwards of hundreds of millions
8 of dollars protecting themselves instead of exercising
9 their fiduciary duty to protect the Association; and

10 "WHEREAS, the NRA revenues and membership have
11 declined in an environment where there are millions of new
12 firearm owners; therefore be it

13 "RESOLVED, that on this 2nd day of October
14 2021, the members of the National Rifle Association of
15 America here gathered at the Annual Meeting of Members in
16 Charlotte, North Carolina, do hereby express our
17 disappointment, frustration, and lack of confidence in
18 Wayne LaPierre's ability to guide the Association out of
19 the dangerous mess he has created, and call for his
20 immediate resignation; and be it further

21 "RESOLVED, that we, the members here gathered,
22 also have no confidence in the Officers and members of the
23 NRA Board of Directors, who were directly tasked with

66

oversight of the operations of the organization and its finances and failed to identify and correct these long-running discrepancies that have cost our Association hundreds of millions of dollars and put the Association in a precarious position, and call for their immediate resignation; and be it further

"RESOLVED, that the current officers of the NRA, Executive Vice President Wayne LaPierre, President Carolyn D. Meadows, First Vice President Charles L. Cotton, Second Vice President Willes K. Lee, and Secretary John Frazer do not deserve to be reelected as officers of the Association; and be it further

"RESOLVED, that a copy of this resolution, along with a brief description of its reception and passage by this body, should be prominently published in the Official Journal of the Association, within six months of adjournment of this meeting."

MR. COTTON: Thank you.

MR. TAIT: Mr. President, I'm Frank Tait
and --

MR. FRIEDMAN: Mr. Chairman, I rise --

MR. TAIT: -- I rise in support of this
Resolution.

67

1 MR. FRIEDMAN: -- to **object to consideration**
2 **of this motion.**

3 MR. TAIT: Mr. President, I rise in support of
4 this motion.

5 MR. COTTON: There has been an objection to
6 consideration of this motion.

7 Folks, let me say this. I have run a lot of
8 meetings. This is incredibly rare. So I am going to have
9 to rely upon my expert here, our Parliamentarian, who not
10 only knows Robert's Rules of Order; his name is on the
11 book. Okay?

12 So please bear with me. While I normally like
13 to kind of ad-lib everything, I'm going to have to read
14 what he told me, because this is a very technical position
15 we find ourselves in.

16 "The consideration of the Resolution has been
17 objected to. An objection to consideration is
18 undebatable. If there are two-thirds of the votes cast in
19 the negative, the Resolution of Censure will not be
20 considered.

21 Shall the Resolution be considered, those in
22 favor of considering it will raise your credentials.
23 Okay? And then I'll ask the same thing for those opposed.

68

1 So let me make sure everyone is clear.

2 If you are in favor of considering it -- that
3 means you want to go ahead and debate this Resolution
4 that's been presented -- if that is the case, if you want
5 to debate that, please raise your voting credentials now.

6 (Members raised their voting credentials.)

7 MR. COTTON: Okay. Please lower them.

8 (Members complied with the request.)

9 MR. COTTON: All of those who are opposed to
10 considering this Resolution, please raise your
11 credentials.

12 (Members raised their voting credentials.)

13 MR. COTTON: It is clear that there are far
14 more than a two-thirds majority for considering this
15 Resolution.

16 (Mr. Cotton and the Parliamentarian conferred,
17 off the record.)

18 MR. COTTON: Burke doesn't believe I said that
19 right.

20 There's more than a two-thirds vote against
21 considering the Resolution. Therefore, **the objection to**
22 **the Resolution has been sustained.**

23 Mr. Frazer, are there any other Resolutions?

69

1 MR. FRAZER: Mr. President, there are not.

2 MR. COTTON: Thank you, sir.

3 Since there is no further business before this
4 body, the 2021 Annual Meeting of the Members of the
5 National Rifle Association is now **adjourned**.

6 (Applause.)

7 * * * * *

8 (Whereupon, the Members Meeting adjourned at
9 approximately 10:40 o'clock a.m.)

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CERTIFICATE OF COURT REPORTER

I, ROBERTA F. KERNS, a Certified Verbatim Reporter, do hereby certify that I took the stenographic notes of the foregoing proceedings which I thereafter reduced to typewriting; that the foregoing is a true record of said proceedings to the best of my ability, that I am neither counsel for, related to, nor employed by any of the parties involved in these proceedings, and, further, that I have no interest in said proceedings, financial or otherwise, nor through relationship with any of the parties in interest.

ROBERTA F. KERNS, CVR
Certified Verbatim Reporter