

EXHIBIT AG

**The NATIONAL RIFLE
ASSOCIATION
OF AMERICA**



BYLAWS

AS AMENDED

SEPTEMBER 10, 2016

APRIL 29, 2017

11250 Waples Mill Road
Fairfax, Virginia 22030-9400

CL1300051

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

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

NOTE: AMENDMENTS IN BOLD FACE ITALICS SHALL NOT BE REPEALED OR AMENDED BY THE BOARD OF DIRECTORS.

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Bylaws

ARTICLE I

Name

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

ARTICLE II

Purposes And Objectives

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

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

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

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

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

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

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

Article III, Sec. 1

ARTICLE III**Membership****Section 1. Eligibility.**

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

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

Section 2. Dues and Contributions.

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

Section 3. Individual Members.

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

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

Article III, Sec. 3

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

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

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

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

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

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

Article III, Sec. 4

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

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

Section 4. Affiliated or Participating Organizations.

(a) Affiliated Organizations.

The following affiliated organizations are organization members:

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

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

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

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

Article III, Sec. 5

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

(b) Non-Citizen Organizations.

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

(c) Participation By Other Organizations.

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

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

Section 5. Admission to Membership.

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

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

*Article III, Sec. 6***Section 6. Rights and Privileges of Members.**

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

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

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

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

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

Article III, Sec. 8

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

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

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

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

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

Section 7. Members Holding Office.

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

Section 8. Meetings of Members.

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

Article III, Sec. 9

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

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

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

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

Section 9. Duties of Members.

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

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

Article III, Sec. 11

an annual budget and the completion of an annual audit.

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

Section 10. Voluntary Termination of Membership.

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

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

Section 11. Involuntary Termination of Membership and Disciplinary Proceedings.

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

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

Article III, Sec. 11

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

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

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

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

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

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

Article III, Sec. 11

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

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

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

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

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

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

Article III, Sec. 12

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

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

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

Section 12. Committee on Hearings.

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

ARTICLE IV**Board of Directors****Section 1. Composition.**

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

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

Article IV, Sec. 2

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

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

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

Section 2. Powers and Duties.

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

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

Article IV, Sec. 3

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

Section 3. Meetings.

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

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

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

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

Article V, Sec. 1

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

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

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

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

ARTICLE V

Officers

Section 1. Number and Election.

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

Article V, Sec. 2

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

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

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

Section 2. Duties of Officers.

(a) President.

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

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

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

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

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

Article V, Sec. 2

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

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

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

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

Article V, Sec. 2

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

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

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

Article V, Sec. 3

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

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

Section 3. Suspension and Removal.

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

Article V, Sec. 3

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

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

Article V, Sec. 5

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

Section 4. Vacancies.

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

Section 5. Compensation.

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

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

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

Article V, Sec. 6

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

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

Section 6. Bonds.

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

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

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

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

Section 2. Powers and Duties.

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

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

Article VI, Sec. 4

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

(c) Fix the compensation of Directors or Officers;

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

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

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

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

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

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

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

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

Section 3. Vacancies in the Executive Committee.

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

Section 4. Meetings of the Executive Committee.

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

Article VII, Sec. 1

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

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

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

ARTICLE VII**Executive Council****Section 1. Composition.**

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

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

Section 2. Rights and Privileges.

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

Article VIII, Sec. 1

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

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

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

Section 3. Removal.

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

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

ARTICLE VIII**Nomination and Election Procedures (For Election of Director by the Mail Ballot)****Section 1. Nominating Committee.**

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

Article VIII, Sec. 1

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

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

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

Article VIII, Sec. 2

Nominating Committee more often than once every three years.

Section 2. Nomination and Election of Directors.

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

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

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

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

Article VIII, Sec. 2

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

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

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

Article VIII, Sec. 2

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

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

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

(h) Upon the receipt of a ballot by the

Article VIII, Sec. 2

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

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

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

Article VIII, Sec. 3

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

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

Section 3. Nomination of Directors by Petition.

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

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

Article VIII, Sec. 3

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

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

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

Article VIII, Sec. 4

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

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

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

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

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

Article IX, Sec. 1

ARTICLE IX

Removal of Association Officials by Recall

Section 1. Petition for Removal by Recall.

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

Section 2. Procedure.

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

(b) In order to be valid:

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

Article IX, Sec. 2

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

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

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

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

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

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

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

Article IX, Sec. 2

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

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

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

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

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

Article IX, Sec. 2

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

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

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

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

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

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

Article IX, Sec. 3

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

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

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

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

ARTICLE X

National Rifle Association Institute for Legislative Action

Section 1. Name and Function.

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

Article X, Sec. 5

Section 2. Officers.

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

Section 3. Planning.

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

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

Section 4. Reports.

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

Section 5. Directives.

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

Article X, Sec. 6

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

Section 6. Prohibition of Political Contributions.

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

ARTICLE XI

Standing and Special Committees of the Association.

Section 1. Standing Committees.

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

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

Article XI, Section 4

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

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

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

Section 2. Special Committees.

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

Section 3. Committee Members Appointed by President.

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

Section 4. Responsibilities of Committees.

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

Article XI, Section 5

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

Section 5. Limitations on Powers of Committees.

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

Section 6. Committee Organization; Meetings.

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

Section 7. Conference Telephone Meetings.

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

*Article XIV, Sec. 1***ARTICLE XII****Prohibition of Proxy Voting**

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

ARTICLE XIII**Corporate Seal**

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

ARTICLE XIV**Order of Business****Section 1. Order of Business.**

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

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

Article XIV, Sec. 2

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

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

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

Section 2. Parliamentary Authority and Parliamentarian.

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

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

Article XV, Sec. 1

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

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

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

ARTICLE XV

Amendments

Section 1. Amendments by the Board of Directors.

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

Article XV, Sec. 2

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

Section 2. Germane Amendments.

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

Section 3. Amendments by Mail by the Membership.

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

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

Article XV, Sec. 3

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

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

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

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

Article XV, Sec. 4

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

Section 4. Authority to Amend or Repeal.

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

ARTICLE XVI

Amendments to the Certificate of Incorporation

Section 1. Recommendation by the Board of Directors.

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

Article XVI, Section 2

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

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

Section 2. Adoption by Members.

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

Section 3. Publication of Notice.

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

Article XVI, Sec. 3

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

ARTICLE XVII**Directed Voting Procedures of Members**

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

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

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