

Bylaws and Rules Committee Meeting Minutes

Meeting Date: September 21, 2025

Meeting was over Zoom.

Called to order by Chair Darr at 3:10 pm EDT.

Present: Paul Darr (C), Kyle Davis, Dr. Chuck Moulton (VC), Michael Seebeck (S), Rob Latham, Data Logan, Amanda Griffiths, Bryce Thon (A1), Geoffrey Neale, Silvia Arrowwood, Andrew Kolstee, Paul Bracco (A2).

Absent: none.

Mr. Thon sat for Ms. Arrowwood until she arrived.

No guests.

Ms. Arrowwood arrived at 3:12 EDT.

1. Approval of Minutes
 - Approved w/o objection.
2. LNC Ethics (Moulton)

Proposal currently reads:

ARTICLE 9: ~~ETHICS~~ FINANCE AND ACCOUNTING

1. The fiscal term of the Party shall begin on January 1 of each year. From January 1 until the National Committee has approved a budget, the Treasurer may authorize expenditures for any item incorporated in the previous year's budget as long as the level of expenditure is consistent with that budget.
2. The National Committee shall cause an efficient double-entry system of accounts to be installed and maintained. Financial statements of the Party shall be prepared in accordance with Generally Accepted Accounting Principles (GAAP). Audits shall be performed annually by an independent auditor. The non-officer members of the National Committee shall appoint a standing Audit Committee of three members with power to select the independent auditor. One member shall be a non-officer member or alternate of the National Committee and the other two shall not be members or alternates of the National Committee. The Assistant Treasurer is not eligible to serve on the Audit Committee. The Audit Committee shall present its findings to each regular convention and clarify for the National Committee any recommendations made by the auditor.
3. No disbursements exceeding \$100 may be made with cash.
4. The National Committee shall have the power to designate the depository of all funds of the

Party and shall appoint such officers and employees as in its judgment may seem advisable to deposit and withdraw funds.

5. The Party shall not borrow in excess of \$2,000 total without prior approval by 2/3 vote of the National Committee. This shall not include current operating debt for trade payables.
6. The National Committee shall designate an Assistant Treasurer to temporarily serve in the event the Treasurer is incapacitated or unavailable, or vacates the position.
7. **Except as explicitly outlined in these bylaws, no member of the National Committee shall:**
 - a. **Be compensated, other than reimbursement for actual costs incurred for providing goods or services pre-approved by the Executive Committee.**
 - b. **Use his or her official position or office to obtain financial gain, for themselves, any family member, or a business associate.**
 - c. **Use Party Resources to favor or disfavor a candidate prior to receiving nomination or being elected, Use Party Resources to favor a candidate before nomination, or to disfavor a candidate at any stage prior to the election, or vote to intentionally influence the outcome of such processes. This shall not prevent a National Committee member from acting as a sustaining member of the Party or a Convention Delegate.**

(The highlighted section is the pending Kolstee amendment.)

Moulton Substitution:

"Use Party Resources to favor or disfavor a Presidential candidate prior to receiving nomination or a Party candidate prior to being elected."

- Dr. Moulton moved to lay these on the table to take up a different motion to define "Party Resources". PASSED w/o objection.
- Dr. Moulton moved to add a new Section 1 to Article 9 as follows: "1. "Party Resources" are funds, time of compensated personnel, property, or any asset of value, which are owned, leased, coordinated, controlled, employed, contracted, or operated by the Party." PASSED 10-0.
- Dr. Moulton moved to take the prior motions off the table. PASSED w/o objection.
- Mr. Latham moved to amend the substitute as follows: change "a Party candidate prior to being elected" to "disfavor a Party candidate after being nominated." WITHDRAWN w/o objection.
- Dr. Moulton moved to amend the substitute by changing "Party" to "National Committee". PASSED 10-0.
- Mr. Seebeck moved to amend the substitute by adding "or Judicial" after "National". PASSED 10-0.
- Mr. Latham moved to amend the substitute by changing "prior to being elected" to "at any stage prior to the election". PASSED 10-0.

- Dr. Moulton moved to amend the substitute by striking “at any stage”. PASSED w/o objection.
- Vote to make the substitute the amendment. PASSED w/o objection.
- Amendment as substituted PASSED w/o objection.
- Dr. Moulton moved to amend the main motion by adding “, documented” after “actual” in Section 7-a. PASSED w/o objection.
- Dr. Moulton moved to strike “, or vote to intentionally influence the outcome of such processes”. PASSED w/o objection.
- Dr. Moulton moved to replace “election” with “Convention” in Section 7-c. FAILED 4-5, Chair voted to break tie.
- VOTE ON MAIN MOTION: PASSED 10-0 Seebeck YES, Moulton YES, Latham YES, Davis YES, Logan YES, Griffiths YES, Arrowwood YES, Darr YES, Neale YES, Kolstee YES.

Final wording (includes renumbering of sections):

ARTICLE 9: ~~ETHICS~~ FINANCE AND ACCOUNTING

1. **“Party Resources” are funds, time of compensated personnel, property, or any asset of value, which are owned, leased, coordinated, controlled, employed, contracted, or operated by the Party.**
2. The fiscal term of the Party shall begin on January 1 of each year. From January 1 until the National Committee has approved a budget, the Treasurer may authorize expenditures for any item incorporated in the previous year's budget as long as the level of expenditure is consistent with that budget.
3. The National Committee shall cause an efficient double-entry system of accounts to be installed and maintained. Financial statements of the Party shall be prepared in accordance with Generally Accepted Accounting Principles (GAAP). Audits shall be performed annually by an independent auditor. The non-officer members of the National Committee shall appoint a standing Audit Committee of three members with power to select the independent auditor. One member shall be a non-officer member or alternate of the National Committee and the other two shall not be members or alternates of the National Committee. The Assistant Treasurer is not eligible to serve on the Audit Committee. The Audit Committee shall present its findings to each regular convention and clarify for the National Committee any recommendations made by the auditor.
4. No disbursements exceeding \$100 may be made with cash.
5. The National Committee shall have the power to designate the depository of all funds of the Party and shall appoint such officers and employees as in its judgment may seem advisable to deposit and withdraw funds.

6. The Party shall not borrow in excess of \$2,000 total without prior approval by 2/3 vote of the National Committee. This shall not include current operating debt for trade payables.
7. The National Committee shall designate an Assistant Treasurer to temporarily serve in the event the Treasurer is incapacitated or unavailable, or vacates the position.
8. Except as explicitly outlined in these bylaws, no member of the National Committee shall:
 - d. Be compensated, other than reimbursement for actual, documented costs incurred for providing goods or services pre-approved by the Executive Committee.
 - e. Use his or her official position or office to obtain financial gain, for themselves, any family member, or a business associate.
 - f. Use Party Resources to favor or disfavor a Presidential candidate prior to receiving nomination or a National or Judicial Committee candidate prior to the election. This shall not prevent a National Committee member from acting as a sustaining member of the Party or a Convention Delegate.

3. LNC Restructuring:

- Mr. Darr moved to move to informal discussion for 15 minutes regarding the dueling proposals on restructuring the LNC. PASSED w/o objection.

Mr. Bracco (A2) arrived at 4:30 EDT.

Ms. Griffiths moved to extend 5 minutes. PASSED w/o objection.

Mr. Darr moved to extend to allow Mr. Thon to speak. PASSED w/o objection.

Straw Poll (includes alternates since not a formal motion): Latham proposal: 5; Griffiths proposal: 3; Neither/NOTA: 4

Informal discussion ended.

- Mr. Latham moved the following:

ARTICLE 7: NATIONAL COMMITTEE

[...]

2. The National Committee shall be composed of the following members:
 - a. the officers of the Party;
 - b. **five seven** members elected at large by the delegates at a regular convention; **and**
 - ~~c. any additional members as specified below:~~
Any affiliate party with 10% or more of the total national party sustaining membership within affiliate parties (as determined for delegate allocation) shall be entitled to one National Committee representative and one alternate for each 10% of national sustaining membership. Affiliate parties may, by mutual consent, band together to form "representative regions," and each such "region" with an aggregate national

~~party sustaining membership of 10% or more shall be entitled to one National Committee representative and one alternate for each 10% of national party sustaining membership. "Representative regions" may be formed or dissolved once every two years during a period beginning 90 days before the beginning of and ending on the second day of the national convention, and notice of new formations or dissolutions must be given in writing to the national Secretary prior to the close of the convention at which they take place.~~

[...]

~~8.—A National Committee Regional Representative or Alternate may be removed and replaced only by the act of the affiliate parties that constitute the subject region. The voting procedure for the removal and replacement of regional representatives or alternates shall be determined by the regions. In the absence of any such procedures, a majority vote of the state chairs comprising the region shall prevail.~~

[...]

ARTICLE 15: ALTERNATIVE VOTING PROCEDURES

[...]

1. The convention special rules of order may authorize specified forms of preferential voting or cumulative voting.

[...]

RULE 8: ELECTION OF OFFICERS AND NATIONAL COMMITTEE [...]

2. Nominations for the at-large members of the National Committee shall be from the floor. The election shall be conducted in the following manner:
 - a. ~~Each~~ The election shall take place using cumulative voting, which means that each delegate may cast a ballot with a vote for either none-of-the-above or one vote per elected position ~~candidate for any number of candidates~~. Every ballot with a vote for none-of-the-above or one or more candidates is counted as one ballot cast. A vote for none-of-the-above shall be ignored if the ballot also includes a vote for any other candidate.
 - b. Each delegation shall tabulate its total vote, and the delegation chair shall deliver a written total to the Secretary, along with the ballots cast.
 - c. When all delegations have submitted their votes, the Chair shall declare the voting closed. The candidates receiving the largest vote total, provided that vote total is greater than or equal to the majority of ballots cast, shall be elected. ~~The top five candidates receiving a majority vote of the ballots cast shall be elected.~~ Tie votes affecting the outcome shall be decided by lot.

[...]

~~4. In the event a region has not otherwise provided for the election of its National Committee representation then the delegates from the region shall elect its regional representative and alternate, provided there are at least five delegates present. Each Region's delegates may elect their representative and alternate in whatever manner they choose, provided all delegates present from that region are given equal voice in the selection.~~

Proviso: The regional representatives and alternates, elected by the final adjournment of the 2026 National Convention, or their replacements according to their regional agreements, will serve until the adjournment sine die of the 2028 convention under the rules of the national bylaws as they existed when the original representatives and alternates were elected. No regions will be formed for 2028.

Mr. Latham moved to extend time by 10 minutes. PASSED 5-2-2.

Dr. Moulton moved to extend time by 5 minutes to hear from Mr. Bracco and Mr. Davis. PASSED w/o objection.

4. Meeting adjourned at 4:18 pm EDT.

For the Committee,
Michael Seebeck, Secretary
September 21, 2025