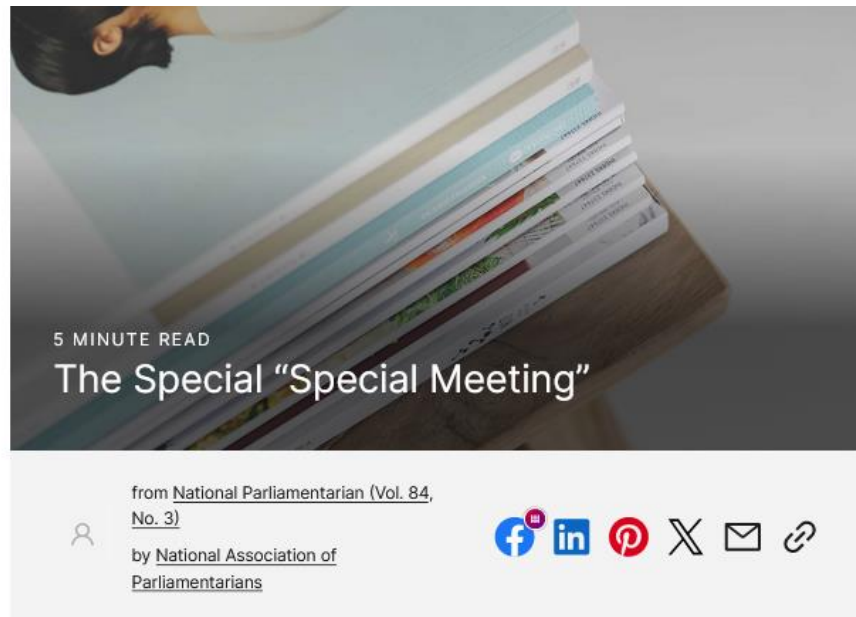


## Exhibit 12



In general, special meetings had to be authorized in the bylaws . The first mention of how special meetings could be set was in the fourth edition of Robert's Rules of Order Revised (1915), ( as listed in preface page of the current edition) which did note that a special meeting could be held by societies “whose by-laws provide for calling special meetings (pp . 62-3) . ” That is the way the requirements for special meetings were handled for more than 90 years, with perhaps some clarity being added in the 7th through 10th editions; special meetings could only be held if they were authorized in the bylaws . With the 11th edition, that changed . There could now be special meetings called for a specific reason, to hold a disciplinary trial (RONR 11th ed ., pp . 660-61, fn .) . This was repeated in the 12th edition of Robert's Rules of Order Newly Revised (RONR 12th ed ., 63:21, fn . 9) .

There are advantages to using a special or adjourned meeting in these disciplinary cases . There may be multiple reasons for this, both procedural and practical; the practical ones might be less apparent . First, it gives the accused time to prepare a defense [RONR (12th ed .) 63:21], an important due process right . Second, disciplinary action is required to be

of a separate meeting from the start, than it is to attempt to herd nonmembers out of the meeting room . A third reason, and perhaps the most practical one, is that disciplinary trials take up a lot of meeting time . Holding the trial in a different meeting, even one in the same session, permits necessary business, apart from the trial, to be conducted . Since these three features are applicable for both adjourned and special meetings, one could ask why there is a need to establish a method for calling special meetings for trials without bylaw authorization . The reason is that is that, while an adjourned meeting is generally more flexible<sup>1</sup>, there are situations where it cannot be used . An adjourned meeting is a continuation of the same session and that adjourned meeting cannot be held after the next regular session has begun (RONR 12th, 22:8) . Assume that there is a society, the Monday Music Club, that meets every Monday, except for national holidays; the bylaws do not authorize special meetings . On Monday, August 1, the Club adopts charges against a member . Their next meeting will be August 8, well below the 30 day notice requirement in RONR, (12th ed . 63:21); in fact, the next four regular meetings will be held within that 30 day period . It is impossible to establish an adjourned meeting once an intervening regular meeting is held . Likewise, it would be impossible to schedule the trial several sessions in advance, until the September 122 meeting, except by using a bylaw or special rule of order (8:12) . It is this circumstance, and only in this circumstance, when the assembly may call a special meeting, even if there is no bylaw authorization for them to call it .

The Monday Music Club would schedule the special meeting by adopting a resolution, which would be an incidental main motion, along with other resolutions for the trial (62:21) . The special meeting could be held on or after August 31st, even though four regular meetings will occur between the scheduling and holding of the special meeting . It should be noted that, if no motion is pending, a motion to hold an adjourned meeting is also an incidental main motion . This topic came up, interestingly enough, on the YouTube video channel, Cult of RONR, 3 but in regard to a real organization, a national political party that meets biennially, as a convention of delegates, elected at the state level . The questions, asks by the co-hosts<sup>4</sup>, were if the convention could hold a special meeting for a trial, and if so, would the delegate body be the same . Further, what would happen if the convention, after setting the special (or adjourned) meeting, the assembly would adjourn sine die .

The answers are interesting . Yes, a convention, as a type of assembly, can have adjourned meetings and the rule regarding special meetings for disciplinary action is not limited to a specific type of assembly . RONR (12th ed .) notes even when the assembly adjourns sine die, it "...will not meet again for a long time unless called into authorized special session under the bylaws or other rules (21:8) . " Adjournment sine die would have no effect on this (or an adjourned meeting) . Normally, when the "... bylaws of an organization provide for the calling of a special convention after the regular convention has been held...", new delegates should be chosen (Ibid) . However, the special convention session called by the assembly is not being called after the adjournment of the regular convention . It is being called by the regular convention during its meeting . The delegates for the special disciplinary convention are the same delegates as for the regular convention, just as it would be for an adjourned meeting of the convention . All that said, it would be advisable for a convention to handle disciplinary action at an adjourned meeting as opposed to a special meeting for disciplinary action .

This type of special meeting is quite similar to an adjourned meeting . There are but two differences . With the first, previously noted, there may be several regular meetings between the current meeting and the special meeting, something not possible with an adjourned meeting . Second, while it is advisable for notice to be sent for an adjourned meeting, it is not required . Special meetings require notice, (RONR (12th ed .) 9:14; 63:21) . Some level of notice to the members is required, though a specific time period is not listed in text . The special "special meeting," one for disciplinary trial conducted by the assembly, gives a bit more flexibility to the assembly in dealing with disciplinary actions . It is especially useful for societies that have frequent regular meetings . NP

## EnD noTES:

1 See "Flexibility of Adjourn Meetings," National Parliamentarian, First Quarter, 2015, pp . .5-6, 11

2 September 5 would be a national holiday in the United States, Labor Day

3 <https://www.youtube.com/watch?v=pMxNY4wPftA&t=3476s> Recorded: 11/13/22 Accessed: 11/18/22

4 The co-hosts are Caryn Ann Harlos, RP, and Mike Seebeck Ms Harlos is a the Secretary of the Libertarian National Committee; Mr . Seebeck is a member of the Judicial Committee of the national Libertarian Party In addition, both are members of the national party's bylaw committee, and the question was asked in regard to the national Libertarian Party .

The Bylaws of the Libertarian Party provide no mechanism for disciplining members and establish the current edition of RONR as its parliamentary authority The author opined that, hypothetically, the Libertarian National Convention could discipline a member, including expulsion from membership, using the methods in their adopted parliamentary authority He further opined that it would be more appropriate for the trial to be conducted at an adjourned meeting

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