

October 22, 2025

Members of the National Judicial Committee  
Libertarian Party of the United States

Re: Legal Opinion on Whether Former Chair Angela McArdle Violated  
Fiduciary Duties or Policy Manual Provisions

### **I. Introduction and Scope of Review**

This legal opinion is being provided at the request of Angela McArdle, former Chair of the Libertarian National Committee (“LNC”), for submission to the Libertarian Judicial Committee (“LJC”) of the National Libertarian Party.

The purpose of this opinion is to evaluate whether Ms. McArdle violated any fiduciary duties under District of Columbia nonprofit corporation law, or provisions of the party’s Policy Manual in connection with her involvement in Freedom Calls, LLC, Swing Vote Strategist, LLC, and the Rescue the Republic event.

As a licensed member of the Colorado Bar in good standing since 1990, and the retained attorney for the Libertarian Party of Colorado, I am familiar with this matter and feel that I am in a position to opine with regard to Ms. McArdle’s conduct.

My opinion is based on (1) the independent legal analysis conducted regarding the Special Investigatory Committee (“SIC”) Report, and (2) factual representations summarized in the document titled “Angela PR Fact Sheet,” which provides the operative factual record for this review.

### **II. Applicable Legal Standards**

Under D.C. Code §§ 29-406.30 through 29-406.42, officers and directors of nonprofit corporations owe duties of care, loyalty, and good faith to the organization.

This duty of care requires reasonable diligence and oversight. As such, the duty of loyalty prohibits self-dealing or personal enrichment at the organization's expense. Further, the duty to exercise good faith requires that decisions be made honestly and in the best interests of the organization.

In addition, violations of an organization's internal policy manual may warrant internal discipline but do not, by themselves, constitute a breach of fiduciary duty unless accompanied by bad faith, personal profit, or reckless disregard for the organization's welfare. See *Brehm v. Eisner*, 746 A.2d 244, 256 (Del. 2000); *Dalton v. Educational Testing Serv.*, 87 N.Y.2d 384 (1995).

### **III. Findings**

The findings do not indicate evidence of criminal conduct or misappropriation. In fact, the expenditures and contracting decisions reviewed reflect party-related purposes and the delivery of actual services.

There is no evidence that suggests embezzlement, theft, or unlawful diversion of funds. The available records show that Freedom Calls, LCC, performed legitimate call-center and outreach services for the party.

In that regard, Ms. McArdle did not receive personal compensation or profit from these activities. The operation was intended to fill a fundraising and infrastructure gap left by the party's staffing and budgetary limitations.

As to Swing Vote Strategist, LLC, the compensation paid to this entity represented partial reimbursement for extensive administrative and fundraising work performed by Ms. McArdle that directly benefited the LNC's Joint Fundraising Committee. Moreover, the arrangement was known to certain officers and consistent with fair market value for services rendered.

Regarding Rescue the Republic Event, the records confirm that Ms. McArdle did not profit personally. Her involvement was limited to event coordination and promotion for an event that generated substantial public engagement for the Libertarian Party.

As to compliance with the Policy Manual, the SIC Report identifies instances of incomplete disclosure or procedural irregularity, However, these lapses do not constitute violations of fiduciary duty or policy violations that raise to the level of misconduct. The actions taken by McArdle were within the scope of her official discretion as Chair, and were directed toward advancing the Party's fundraising and public visibility goals.

#### **IV. Legal Conclusion**

Based on the foregoing review and applicable District of Columbia law:

- 1.) Ms. McArdle did not violate her fiduciary duties of care, loyalty, or good faith as defined in D.C. Code §§ 29-406.30 et seq;
- 2.) Any procedural or disclosure deficiencies identified by the SIC constitute governance issues, not breaches of legal duty or ethical misconduct.
- 3.) There is no basis under law or the Party's Policy Manual to conclude that Ms. McArdle acted in bad faith, engaged in self-dealing, or sought personal gain; and,
- 4.) The evidence supports that her decisions were made in good faith and with the intent to promote the party's best interests.

Accordingly, it is the opinion of counsel that Angela McArdle did not violate any fiduciary duty or Policy Manual provisions in connection with her involvement in Freedom Calls, Swing Vote Strategist, or Rescue the Republic.

Respectfully submitted,

  
Gary D. Fielder, Esq.