

Libertarian National Judicial Committee

Petitioner: Jonathan M. Jacobs (Jacobs et al.)

vs

Respondent: Libertarian National Committee (LNC)

**In re: Resolutions Adopted at
June 9, 2025 Special Meeting**

**Libertarian National Committee
Respondent Brief**

Background

On June 2nd, 2025, notice was given to hold a special meeting of the Libertarian National Committee on June 9th, 2025. This meeting was called by the chair and notice was published on that date by the secretary to that end. The notice stated:

“The Special Investigatory Committee appointed by the Libertarian National Committee has completed its work and is prepared to present its final report.

Accordingly, I am calling a special meeting of the LNC for Monday, June 9th at 8:00 PM ET to consider the adoption of the report. Please note that executive session due to the nature of the material. However, it is the intention that the report will be made publicly available following its adoption.”

An agenda was posted on June 4th, 2025, and included the following topics:

- “1. Consideration of Special Investigatory Committee Report (to be held in Executive Session)*
- 2. Adoption of Special Investigatory Committee Report*
- 3. Adoption of Motions Appurtenant to Special Investigatory Committee Report”*

At the special meeting on June 9th, 2025, Vice Chair Paul Darr moved to adopt two resolutions which are the subject of this appeal. The resolutions state:

“Whereas the Special Investigatory Committee finds that former Chair Angela McArdle violated her fiduciary duty to the Libertarian Party by concealing conflicts of interest and misusing donor funds, be it hereby resolved that the Libertarian National Committee deems Angela McArdle unfit to serve on the Libertarian National Committee, as an affiliate leader or as a candidate representing the Libertarian Party.

Be it further resolved that the Libertarian National Committee encourages the Bylaws Committee to review and propose bylaws changes that would codify the handling of members found to have engaged in financial malfeasance and/or other egregious actions.”

and:

“Whereas the Special Investigatory Committee finds that former Chair Angela McArdle financially benefitted from her deception of the Libertarian National Committee,

And whereas the Libertarian National Committee is unlikely to recover the full amount of misappropriated funds without incurring costs above that which was misappropriated, Be it resolved that the Libertarian National Committee shall explore fundraising and/or pro bono legal counsel to pursue the recovery of funds, under any legal procedures

available, as outlined in this report and any supplemental report(s) produced by the Special Investigatory Committee.”

To avoid confusion and in the interest of clarity, the appellants designation for these two resolutions, Resolution 1 and Resolution 2 respectively, shall be used.

Argument

Part 1: The Notice Issue

The call of the June 9th special meeting was authorized by Article 12 of the Party Bylaws and Section 1.02.7 of the Policy Manual. Article 12 states:

“Boards and committees may conduct business by teleconference or videoconference. The National Committee shall have power to adopt special rules of order and standing rules to facilitate the conduct of business by teleconference or videoconference.”

The authorization in Article 12 allows the LNC to conduct meetings by “teleconference or videoconference,” and that the LNC may adopt special rules to govern the conduct of these meetings. The LNC has adopted special rules to that effect, and they can be found in Section 1.02.7 of the Policy Manual. Section 1.02.7 (1-4, 7) state:

“1. The term “electronic meeting” within these electronic meeting rules shall be construed to include teleconferences and videoconferences.

2. The term “committee” within these electronic meeting rules shall be construed to include both the LNC (as the board of the LP) as well as committees.

3. Electronic meetings may be called by either:

a. The Committee Chair, or

b. One-third (1/3) of the committee members or two (2) committee members, whichever is greater, with the exception of the Executive Committee, which will require a majority of the entire membership of the Executive Committee.

However, the call of an electronic meeting can be canceled if a majority of the committee members email a cancellation request to the entire committee prior to the scheduled time of the meeting.

4. Each committee member calling for an electronic meeting must do so by emailing the entire committee and specifying the date of the meeting, the time of the meeting, and the topic(s) to be addressed. Meetings must be so-called no fewer than two (2) days in advance for committees with fewer than ten (10) members or five (5) days in advance for committees with ten (10) or more members. These time limits do not apply to the LNC’s Executive Committee, the LNC’s Advertising and Publications Review Committee, or the

Judicial Committee. The LNC's Executive Committee may meet with one (1) day's notice.

7. Electronic meetings are special meetings such that only the topics listed in the call of the meeting may be considered during the meeting."

Section 1.02.7 (1-2) defines what is meant by "electronic meeting" and "committee", while Section 1.02.7 (3) establishes who may call an electronic meeting. Section 1.02.7 (4) establishes the notice requirements for electronic meetings, and Section 1.02.7 (7) establishes that electronic meetings are special meetings and that only topics listed in the call of the meeting may be considered.

Given that the June 9th special meeting was called by the chair on June 2nd with the agenda posted on June 4th, it is clear that the meeting was called by someone with the authority to call such a meeting, that the notice requirements were met for such a meeting, and that only the topics listed in the call to the meeting may be considered during the meeting.

The two resolutions being challenged were made under the topic "Adoption of Motions Appurtenant to Special Investigatory Committee Report." Based on the plain language of the two resolutions, it is indisputable that the two resolutions qualify categorically as motions appurtenant to the Special Investigatory Committee (SIC) Report. Per Section 1.02.7 (7) of the Policy Manual both resolutions qualify as matters that could be considered at the June 9th special meeting.

The appellants assert in their argument that the two resolutions are original main motions and that, as such, they are subject to the provisions of Section 1.02.1 of the Policy Manual. The appellants are correct on both points. However, a closer inspection of the full text of Section 1.02.1 reveals that it doesn't necessarily provide a definite requirement for previous notice in this specific context at all. The full text of Section 1.02.1 states:

"An LNC Member may satisfy the requirement of giving previous notice of their intention to introduce an original main motion at the next session by:

- 1. Announcing this intention at the previous session in the presence of a quorum, providing an accurate and complete statement of purport, with such notice to be taken note of in the minutes; or*
- 2. Sending the complete language of the motion to the entire LNC by e-mail at least five (5) days prior to the session.*

Previous notice is not required unless specified by the Party Bylaws or its parliamentary authority, though vote thresholds may change based upon whether or not notice was given. [Emphasis added]

Currently, there are no provisions explicitly specified in the Party Bylaws as it pertains to previous notice requirements for original main motions. This means that per the final clause of Section 1.02.1 previous notice is not required unless specified by the parliamentary authority. Per Article 16 of the Party Bylaws, that authority is *Robert's Rules of Order Newly Revised*, 12th edition (2020).

The appellants argue that the requirement for notice is set forth in RONR 9:15, and that the only business that can be transacted at a special meeting is that which has been specified in the call of the meeting, and that the two resolutions in question were not specified. In evaluating this claim, a careful examination of the full text of RONR 9:15-16 is most illuminating. The full text of RONR 9:15-16 states:

“9:15 - The only business that can be transacted at a special meeting is that which has been specified in the call of the meeting. This rule, however, does not preclude the consideration of privileged motions, or of any subsidiary, incidental, or other motions that may arise in connection with the transaction of such business or the conduct of the meeting. If, at a special meeting, action is to be taken relating to business not mentioned in the call, that action, to become valid, must be ratified (see 10:54-57) by the organization at a regular meeting (or at another special meeting properly called for that purpose).

9:16 - The requirement that business transacted at a special meeting be specified in the call should not be confused with a requirement that previous notice of a motion be given. Although the call of a special meeting must state the purpose of the meeting, it need not give the exact content of individual motions that will be considered. When a main motion related to business specified in the call of a special meeting is pending, it is fully open to germane amendment as if it had been moved at a regular meeting.” [Emphasis added]

So, RONR 9:15 is a type of notice requirement, just not a requirement that previous notice of a motion be given. As such, per RONR 9:16 and Section 1.02.7 of the Policy Manual the notice requirement of RONR 9:15 was satisfied by call of the meeting by the chair on June 2nd and the posting of the agenda on June 4th.

The appellants offer no further notice requirements from RONR. RONR defines what previous notice is (RONR 10:44-51), and requires previous notice for bylaws amendments and special rules of order (RONR 8:14), and it even says that if there is a rule requiring previous notice that it can't be suspended (RONR 25:10), but it doesn't have a requirement of previous notice for a motion that isn't a bylaws amendment or special rule of order.

The resolutions being challenged are not bylaws amendments or special rules of order, so RONR doesn't require previous notice of the motions. Given that neither the Party Bylaws nor RONR require previous notice for the resolutions, Section 1.02.1 of the Policy Manual also doesn't require previous notice of the resolutions.

The appellants are correct that notice requirements are rules that protect absentees, and that actions taken in violation of a rule protecting absentees is null and void. However, where no notice requirements exist, none can be violated.

Part 2: Wording of the First Resolution

The appellants argue that the wording of Resolution 1 violates the Party Bylaws in multiple places based on an inference that the use of the word “deems” could be intended to be binding and enforceable, if not mandatory. The validity of this inference should first be evaluated within the context of the full text of Resolution 1, which states:

“Whereas the Special Investigatory Committee finds that former Chair Angela McArdle violated her fiduciary duty to the Libertarian Party by concealing conflicts of interest and misusing donor funds, be it hereby resolved that the Libertarian National Committee deems Angela McArdle unfit to serve on the Libertarian National Committee, as an affiliate leader or as a candidate representing the Libertarian Party.

Be it further resolved that the Libertarian National Committee encourages the Bylaws Committee to review and propose bylaws changes that would codify the handling of members found to have engaged in financial malfeasance and/or other egregious actions.” [Emphasis added]

The language used by the LNC with respect to the Bylaws Committee poses a problem for the appellants inferred meaning for the word “deems”. Specifically, the language that “encourages the Bylaws Committee to review and propose bylaws changes” implies that the LNC understands that the entire resolution is unenforceable in practice. If the LNC understands that it can’t even bind the actions of the Bylaws Committee, it would be risible to suggest that the LNC thinks that it can bind the future actions of delegates, affiliates, candidates, and the LNC itself. Furthermore, the very existence of the encouragement to the Bylaws Committee itself implies not only that the LNC understands that the resolution is unenforceable but also acknowledges that the appropriate remedy is to change the bylaws. If the LNC truly believed that merely deeming Angela McArdle unfit by resolution was sufficiently binding and enforceable there would be no need to review or propose bylaws changes at all.

The appellants further insinuate that Resolution 1 is simply intended as a substitute for using legal action to bar Ms. McArdle from LNC membership, citing part of a paragraph of a recommendation from the SIC Report itself. This insinuation should also be evaluated in the proper context. The full text of the paragraph cited and the one after it states:

*“The SIC has also reviewed the status of Vest v. McArdle and consulted with counsel regarding that case. The primary relief the plaintiff seeks is the removal of McArdle as Chair of the LNC. That has already happened. The SIC therefore concludes that continued litigation seeking such relief is not in the LNC’s best interest. **Secondarily, the***

plaintiff seeks a court order prohibiting McArdle from serving on the LNC in any capacity in the future. The SIC finds it exceedingly unlikely that a court would enter such an order, and even if it did, that such an order would be unenforceable as contrary to the First Amendment. The SIC further finds that such extraordinary relief would be an unprecedented intrusion by the state into the freedom of association of the Libertarian Party and its members, thus causing the LNC at least as much harm as benefit – if there were any benefit at all. The SIC therefore concludes that continued litigation seeking a court order barring McArdle from serving on the LNC in any capacity is not in the LNC’s best interest – particularly in light of the SIC’s recommendation in paragraph (6) below. Finally, the plaintiff seeks a court order seeking access to LNC records – access she alleges the LNC “refused” when she requested it as a member of the LNC. But that allegation is false. The LNC responded by acknowledging that LNC members are “entitled to inspect and copy LNC records at any reasonable time to the extent reasonably related to the performance of their duties as a director” and stated it was “prepared to accommodate any reasonable request....” The plaintiff made no such request but sued instead. Additionally, the SIC notes the plaintiff is no longer a member of the LNC – she is not a director and has no duties as such. Because the LNC has not refused any LNC member’s request for records, and because the plaintiff is no longer a member of the LNC, the SIC concludes that continued litigation seeking relief the LNC has not denied to an individual who has no directorial duties to the LNC is not in the LNC’s best interests. In sum, the SIC concludes that the relief requested in Vest v. McArdle would not benefit the LNC and maintenance of the action is not in the LNC’s best interests.

6. Based on the findings and conclusions in this report, and the strength of the evidence supporting them, the SIC recommends that the LNC adopt a resolution finding Angela McArdle unfit to serve as an officer of the Libertarian Party in the future. The SIC recommends that the LNC adopt a resolution declaring that no LNC board or staff member shall have any contact or contract with Angela McArdle, Austin Padgett or any corporation or entity closely held or controlled by either one.” [Emphasis added, appellants partial quote underlined]

It is clear in context that the citation refers to the ongoing derivative lawsuit against the LNC, *Vest v. McArdle*, and not some hypothetical effort by the LNC to bar Ms. McArdle from the LNC via litigation. To the contrary, it is the plaintiff Ms. Vest who is attempting to bar Ms. McArdle from the LNC via litigation. Moreover, the SIC also explicitly points out that even if a court somehow unwisely granted such an order, not only would it be unenforceable constitutionally, but it would be a direct affront to libertarian principles. The SIC is issuing here a devastating rebuke of the tactics employed by Ms. Vest, not supporting them. Given that the SIC explicitly recognizes that a court order barring Ms. McArdle from the LNC is unenforceable as a violation of constitutional law and libertarian principles, it would be unreasonable to assume that the intent of adopting Resolution 1 was to attempt to violate the Party Bylaws in a similar manner.

Recommendation six is included in the block quote for the sake of completeness. While it may be tempting to point to the language in recommendation six as problematic, it should be noted that it is Resolution 1 that is being appealed, not recommendation six. If anything, the fact that the problematic language in recommendation six is either removed, sufficiently modified, or clarified in Resolution 1 is evidence that the LNC was cognizant that the language in recommendation six was problematic and made a conscious effort to ameliorate it prior to the adoption of Resolution 1.

Conclusion

The appellants have requested that Resolution 1 and Resolution 2 be declared null and void for being in violation of the notice requirements of Article 12 of the Party Bylaws and Section 1.02.1 of the Policy Manual. However, there are no notice requirements in Article 12 of the Party Bylaws. To the contrary, Article 12 of the Party Bylaws authorizes the LNC to make special rules of order and standing rules to conduct business via electronic meetings, and Section 1.02.7 of the Policy Manual is where those rules are located. The notice requirement for calling an electronic meeting is found in Section 1.02.7 (4) of the Policy Manual and was satisfied by the June 2nd call and June 4th posting of the agenda, which included the topic “*Adoption of Motions Appurtenant to Special Investigatory Committee Report.*” Both Resolution 1 and Resolution 2 are motions appurtenant to the Special Investigatory Committee Report, and per Section 1.02.7 (7) could be considered at the June 9th meeting. Furthermore, Section 1.02.1 of the Policy Manual states that previous notice (not to be confused with the notice requirement in Section 1.02.7 (4)) is not required unless specified in the Party Bylaws or the parliamentary authority. Previous notice is not specified in the Party Bylaws, and RONR only requires previous notice for bylaws amendments and special rules of order (RONR 8:14). Since neither Resolution 1 nor Resolution 2 are bylaws amendments or special rules of order, previous notice is not required per Section 1.02.1 of the Policy Manual. Additionally, the notice requirement (not to be confused with previous notice) found in RONR 9:15 was satisfied per RONR 9:16 by the June 2nd call and June 4th posting of the agenda.

Having met all notice requirements, there are no grounds for declaring them null and void on that basis. As such, the LNC respectfully requests that the appellants first requested ruling be denied.

The appellants have also requested that Resolution 1 be declared null and void because it can “reasonably appear” to have violated Articles 5.5, 6.1, and 7.4 of the Party Bylaws. However, the burden of proof is on the appellants to show that the LNC committed an actual violation of the Party Bylaws. The appellants’ scholarly musings about what the LNC might intend by the word “deem”, while philologically edifying, amount to little more than baseless conjecture. When properly evaluated in context, Resolution 1 is clearly a motion that merely expresses a very negative opinion of Ms. McArdle’s conduct, and that’s all.

Having failed to meet the burden of proof that an actual bylaw violation occurred; there are no grounds for declaring Resolution 1 null and void. As such, the LNC respectfully requests that the appellants' second and third requested rulings be denied.

Finally, having disposed of all the appellants requested rulings, the LNC respectfully requests that the decisions of the LNC to adopt Resolution 1 and Resolution 2 be upheld.

Respectfully Submitted,

Jonathan McGee,
On behalf of the Libertarian National Committee