

Brittany Robson, Appellant
v.
Libertarian National Committee, Respondent
Filed: January 10, 2025
Decided: March 4, 2025

Opinion by Blay Tarnoff, joined by Stephan Kinsella and Rob Stratton

Appellant Mimi Robson alleges the Libertarian Nation Committee (LNC) has made the decision to conduct electronic mail balloting, which may include appurtenant discussion or debate, on an email list inaccessible to Party members, pursuant to the following amendment to Policy Manual section 1.02 (6), *inter alia* adding the following wording:

Electronic Mail Ballots shall be limited to voting only. This request can be suspended at the request of a committee member absent the objection of more than one-third (1/3) of the committee in reply to the request.

Respondent LNC confirms its intent to conduct business in this manner, pursuant to this amendment, on a list inaccessible to Party members. Appellant claims the Party Bylaws prohibit the LNC from conducting business in this manner without enabling Party members to monitor the proceedings, and petitions the Libertarian Judicial Committee (LJC) to veto such decision pursuant to Article 7.12 of the Party Bylaws.¹

Discussion

Electronic mail balloting, with or without appurtenant discussion or debate, is explicitly permitted under Article 13, which reads:

ARTICLE 13: ELECTRONIC MAIL BALLOTS

Boards and committees may transact business by electronic mail. The Chair or Secretary shall send out electronic mail ballots on any question submitted by the Chair or co-sponsored by at least 1/5 of the members of the board or committee. The period for voting on a question shall remain open for seven days, unless all members have cast votes, or have stated an intention to abstain or be absent during the voting period, by electronic mail to the entire board or committee. Votes from alternates will be counted, in accordance with previously defined ranked order, in the absence of the corresponding committee member(s). The outcome of each motion shall be announced promptly and recorded in the minutes of the next meeting. The number of votes required for passage of any motion shall be the same as that required during a

¹ “Upon appeal by ten percent of the delegates credentialed at the most recent regular convention or one percent of the Party sustaining members the Judicial Committee shall consider the question of whether or not a decision of the National Committee contravenes specified sections of the bylaws. If the decision is vetoed by the Judicial Committee, it shall be declared null and void.”

meeting. Motions dispensed through electronic mail ballots satisfy the requirement of giving previous notice.

As this Article does not address the conditions, if any, under which Party members are entitled to monitor such business,² Appellant claims this Article must be construed together with the following relevant provisions of Article 7:

ARTICLE 7: NATIONAL COMMITTEE

14. The Secretary or a designee shall promptly post notice for each session of the National Committee; any National Committee proposed agendas; and approved minutes of each convention and open National Committee session to a permanent archive section on the Party's website. Any person may record the National Committee's proceedings while in open session, or subscribe to a read-only email list on which National Committee votes are recorded.

15. The National Committee and all of its committees shall conduct all votes and actions in open session; executive session may only be used for discussion of personnel matters, contractual negotiations, pending or potential litigation, or political strategy requiring confidentiality.

Respondent argues these provisions are inapplicable because they apply solely to "sessions" and electronic mail balloting is not conducted in a "session." Respondent further highlights the absurdity of applying 7.15 in this case, as its mandate to "conduct all votes and actions in open session" would preclude the ability of the LNC to conduct electronic mail balloting entirely, as such procedure is impossible to do in a "session."

Robert's Rules of Order, Newly Revised (12th ed.), incorporated by reference into the Party Bylaws,³ defines "session" and "meeting" as follows:

A session of an assembly, unless otherwise defined by the bylaws or governing rules of the particular organization or body, is a meeting or series of connected meetings devoted to a single order of business, program, agenda, or announced purpose, in which—when there is more than one meeting—each succeeding meeting is scheduled with a view to continuing business at the point where it was left off at the previous meeting RONR (12th ed.) 8:2 (2).

A meeting of an assembly is a single official gathering of its members in one room or area to transact business for a length of time during which there is no cessation of proceedings and the members do not separate, unless for a short recess, as defined below. (For modification of the "one-room-or-area" requirement when the bylaws authorize electronic meetings, see 9:30–36.) RONR (12th ed.) 8:2 (1).

² The provision that "[t]he outcome of each motion shall be announced promptly" appears more likely intended to inform the members of the LNC than the Party membership at large.

³ ARTICLE 16: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Party in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order adopted by the Party.

Analysis

At the outset, we note the final sentence of Article 7.14, which requires the LNC to provide “a read-only email list on which National Committee votes are recorded.” While it may be argued that this clause only refers to votes of the LNC held in sessions as defined by *Robert’s*, there is no logical reason for it to be so limited, especially given that it so closely resembles the deliberative process in question.

Beyond that provision, the central question in this case is whether the word “session” as used in sections 14 and 15 of Article 7 is limited to the *Robert’s* definition or whether it may refer to other deliberative processes by which the LNC does business.

We are not aware of any principle that the use of a word in the Bylaws that is defined in *Robert’s* necessarily limits the meaning of that word to the *Robert’s* definition. Indeed, paragraph 56:68 of *Robert’s*, entitled “Some Principles of Interpretation [of Bylaws],” contains no such principle. If there is some reason to believe a particular word in the Bylaws may not have been intended to mean the strict *Robert’s* definition, therefore, there may be room for interpretation.

With regard to the word “session” specifically, we note that *Robert’s*, itself, employs a slightly different meaning than its own strict definition, above, in its use of the term “executive session,” which it defines as follows:

An *executive session* in general parliamentary usage has come to mean any meeting of a deliberative assembly, or a portion of a meeting, at which the proceedings are secret. RONR (12th ed.) 9:24.

In this context, a session is not necessarily “a meeting or series of connected meetings,” but may be merely “a portion of a meeting.” The distinction appears to reflect the difference between *a* session and being *in* session.

This fluidity of meaning also seems to be present in the two sections in question of Article 7. Section 14 first refers to an LNC “session,” then contemplates some of those sessions being “open,” and finally employs the term “open session” in reference to a possible manner in which such LNC meeting may proceed. Section 15 goes on to juxtapose “open session” with “executive session” as the apparent opposites of two exclusively alternative manners in which the LNC may proceed.⁴ Such fluidity of meaning is not consistent with intent to employ the strict *Robert’s* definition.

More to the heart of the matter, section 15 appears to contemplate no possibility of doing business in any manner other than either in “open session” or “executive session.” Nevertheless, Article 13 does empower the LNC to do business in a manner not contemplated, i.e. via electronic mail balloting, which cannot be done in a session as defined in *Robert’s* but may be understood to proceed as a “session” in the more generic sense. The question then settles upon whether the Article 7.15 mandate that the LNC

⁴ *Robert’s* recognizes “executive session” to be a type of “closed session.” See RONR (12th ed.) 9:25. A search of *Robert’s* reveals no reference to the term “open session” at all, or “open meeting” in any relevant sense.

“shall conduct all votes and actions in open session” also applies to electronic mail balloting, or is entirely superseded by Article 13.

In their contemplation of LNC business being done exclusively either in open or executive session, combined with their mandate that executive session be employed only in the strictest of circumstances in which no business other than “discussion” may proceed, the Bylaws evince the strong intent not to allow the LNC to conduct business without the ability of Party members to monitor the proceedings. While Article 13 does clearly empower the LNC to do business in an alternative way, its lack of any indication as to reporting requirements to Party members, an issue of obvious importance to the Bylaws, leaves ample room for ambiguity as to the meaning of “session” in sections 14 and 15. In resolving such ambiguity, Robert’s affords the following guidance in its “Principles of Interpretation” paragraph:

When a provision of the bylaws is susceptible to two meanings, one of which conflicts with or renders absurd another bylaw provision, and the other meaning does not, the latter must be taken as the true meaning. RONR (12th ed.) 56:68 (2).

In the hearing, Respondent, itself, identified the conflict in presuming the word “session” in section 15 to mean the strict definition in *Robert’s* in its claim that, by that meaning, the mandate in that section to “conduct all votes and actions in open session” would entirely preclude the LNC from conducting electronic mail balloting pursuant to Article 13. However, if “session” refers to whatever deliberative process by which the LNC does business, then section 15 does not conflict with Article 13.

Holding

We find that the mandate in sections 14 and 15 of Article 7 of the Party Bylaws that the LNC enable the Party membership to monitor its proceedings, along with the lack of contemplation in those sections of such business proceeding without a formal meeting and the fluidity of the word “session” as employed therein, poses ambiguity sufficient to allow interpretation of whether the meaning of that word includes doing business by electronic mail balloting, and that only the meaning implied by the affirmative does not conflict with Article 13.

We hereby determine that the word “session” in sections 14 and 15 of Article 7 of the Party Bylaws therefore includes doing business by electronic mail balloting. Appellant’s request to veto the decision of the LNC to conduct business by electronic mail balloting on a list inaccessible to Party members, whether or not such balloting includes appurtenant discussion or debate, is properly granted.