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Judicial Committee

Libertarian Party of California

428 J Street, Suite 400

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Members of the Judicial Committee:

The following opinion is submitted upon request of, and in support of, the Tewksbury appellants, regarding interpretation of proper notice of a convention of the membership.

Sincerely yours,

Josh Martin



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Statement of Inquiry

The appellants would like clarification on the following questions:

1. What is required to provide notice to the membership of the LPCA Annual Convention?
2. Has proper notice been provided of the 2025 LPCA Annual Convention?
3. If proper notice has not been provided, how can this be remedied?

Background Information

Under the Libertarian Party of California (LPCA) bylaws, the Executive Committee is responsible for setting the time and place of the convention and “shall provide to the membership at least one hundred twenty days advance notice concerning these arrangements.” (Bylaw 20)

The LPCA Executive Committee exercised this authority at its meeting on October 21, 2024, to establish the 2025 convention dates as February 22-23, 2025. The next day, an e-mail message was posted to a Google Group utilized by some members of LPCA. Email notice was provided to all members on November 13, 2024, which is fewer than 120 days before February 22, 2025.

The Google Group is subscribed to by a subset of LPCA members. Parliamentarian is without knowledge of exactly how many LPCA members are subscribed to the Google Group, but generally it is Parliamentarian’s understanding that it is 90 members or less.

Resources Referenced



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- *Robert's Rules of Order Newly Revised*, 12th ed. (cited as RONR, 12th ed.)
- Bylaws of the Libertarian Party of California (cited as Bylaws)
- Appeal to the Judicial Committee by Jessica Tewksbury, Aaron Bonn, Elizabeth Brierly, Mark Hinkle, and Chris Minoletti (cited as Appeal)
- Response to the Appeal from Undersigned Members of the LPCA Executive Committee (cited as Response)

Discussion

What is required to provide notice to the membership of the LPCA Annual Convention?

Respondents assert that "Appellants do not cite any bylaws or rules from Robert's Rules of Order giving a specific definition of "notice to the membership" in this context, and none appear to exist," (Response, pg. 1) But in fact, this is quite well-defined within Robert's Rules of Order.

"When notice is required to be sent, unless a different standard is specified that requirement is met if written notice is sent to **each member** either:

a) by postal mail to the member's last known address; or

b) by a form of electronic communication, such as e-mail or fax, by which the member has agreed to receive notice." RONR (12th ed.) 9:4, emphasis added



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This modified in part by the LPCA Bylaws, which provide “All references in these Bylaws and Convention Rules to “mail,” “written notification,” or similar terms shall be considered to include electronic communications.” (Bylaw 5) This appears to clearly define that electronic communications are a permissible form of notice, and appellants do not dispute this fact.

No rule in the bylaws, however, changes the fact that written notice must be sent to **each member**. What constitutes a “member” is clearly defined in RONR, and is defined within the specific context of LPCA within Bylaw 6.

“A *member* of an assembly, in the parliamentary sense, as mentioned above, is a person entitled to full participation in its proceedings, that is, as explained in 3 and 4, the right to *attend meetings*, to *make motions*, to *speak in debate*, and to *vote*. No member can be individually deprived of these basic rights of membership—or of any basic rights concomitant to them, such as the right to make nominations or to give previous notice of a motion—except through disciplinary proceedings. Some organized societies define additional classes of “membership” that do not entail all of these rights. Whenever the term member is used in this book, it refers to full participating membership in the assembly unless otherwise specified. Such members are also described as “voting members” when it is necessary to make a distinction.” RONR (12th ed.) 1:3, emphasis added

Indeed, the definition of a member further reinforces the purpose of a notice. Members have a right to “attend meetings,” and all other rights of membership hinge upon this right. If members do not know when or where a meeting is, they are unable to attend, and therefore are also unable to exercise their other rights as members.



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The right to proper notice of a meeting is so fundamental that violation of this right constitutes a continuing breach. For this reason, it is critical that proper notice be given of meetings, and that any deficiencies be remedied as soon as possible.

“The only exceptions to the requirement that a point of order must be made promptly at the time of the breach arise in connection with breaches that are of a continuing nature, whereby the action taken in violation of the rules is null and void. In such cases, a point of order can be made at any time during the continuance of the breach—that is, at any time that the action has continuing force and

e) any action has been taken in violation of a rule protecting absentees, a rule in the bylaws protecting the secrecy of the members' votes (as on a ballot vote), or a rule protecting a basic right of an individual member (25:7, 25:10–11).” RONR (12th ed.) 23:6

“Rules protecting absentees cannot be suspended, even by unanimous consent or an actual unanimous vote, because the absentees do not consent to such suspension. For example, the rules requiring the presence of a quorum, restricting business transacted at a special meeting to that mentioned in the call of the meeting, and requiring previous notice of a proposed amendment to the bylaws protect absentees, if there are any, and cannot be suspended when any member is absent.”

RONR (12th ed.) 25:10

Respondents suggest that there is confusion as to why the term “notice” means different things in other sections of the bylaws. Parliamentarian does not find it terribly odd that a word means different things in different contexts. And indeed, when looking at two of the specific examples that respondents raise, the difference in context seems to make the answers to their questions obvious.



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- Bylaw 14 notes that at least three days notice is required of meetings of the Operations Committee. As this is a meeting of the Operations Committee, notice need only be given to members of the committee, unless the organization's rules provide otherwise.
- Bylaw 17 relates to the creation of standing committees by the Executive Committee. As this relates to a meeting of the Executive Committee, notice need only be given to members of the Executive Committee, unless the organization's rules provide otherwise.
- Bylaw 26 refers to notice given of amendments to the bylaws. In this instance, Parliamentarian acknowledges that greater clarity with respect to this notice may be desirable.

The needs of each assembly differ, and therefore, the number of days notice that is reasonable will vary from assembly. LPCA has determined that 120 days notice is required for conventions of the LPCA. Such a notice period is not unusual for a large state convention, as members will often need to make hotel and travel and arrangements.

(Strictly speaking, at the convention itself, only registered delegates will be "members" of the convention. But because the delegates are not (and cannot) be known before members have even been notified of when the convention is, the term "membership" in this context cannot possibly refer to registered delegates. As such, the only reasonable conclusion is that "membership" in this context refers to the membership of the LPCA.)

Certainly, LPCA could, if desired, establish a different means of providing notice in its bylaws. But unless and until LPCA does so, notice must be provided to each member of the organization, and



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may be done by electronic means. It is Parliamentarian's understanding that "Neon" is the system of record for the organization's membership. As such, it would appear that notice can be provided to all members only by sending the notice to every member in Neon.

Has proper notice been provided of the 2025 LPCA Annual Convention?

No. Two notices have been sent at this time. The first notice was sent to only a subset of LPCA members, and therefore is not proper notice as it fails to meet the requirement to send notice to each member. The second notice was sent to each member, however, it was sent fewer than 120 days prior to the LPCA Convention, and therefore is not proper notice for that reason. As such, no proper notice has been sent for the LPCA Convention. Further, as it is now fewer than 120 days before the currently scheduled LPCA Convention, no proper notice can be given of the currently scheduled LPCA Convention.

If proper notice has not been provided, how can this be remedied?

Parliamentarian is only aware of one remedy which would resolve this matter. The LPCA Convention must be rescheduled for a new date, and notice must be sent to all members of the new convention date, no later than 120 days prior to the LPCA Convention.

Such a remedy may seem extreme, and be viewed as unfair to those who have made arrangements to attend the LPCA Convention. However, there is no other mechanism which will remedy the error. Further, to hold the convention at the currently scheduled date will violate the rights of the members who received insufficient notice of the convention. It also poses the risk that the convention's



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actions will be challenged at a later date on the basis of improper notice, which would be extremely inconvenient for the association and its members.

In the long run, Parliamentarian does agree with Respondents that greater clarity in the bylaws with regard to notice would be desirable. Unless and until this occurs, however, the default rules in RONR are controlling, which are that notice must be sent to *each* member. This was not done – or at least, was not done until after the deadline for providing proper notice. As such, the notice is fatally flawed, and a new convention must be scheduled, with proper notice given.

Opinion

Based on the background information provided, the sources referenced, and the foregoing discussion, it is my opinion that:

1. Notice of a convention must be sent to all members of LPCA, at least 120 days in advance, and may be provided by electronic means.
2. Notice has not been properly given of the convention scheduled for February 22-23, because the first notice was not sent to all members, and the second notice was sent less than 120 days in advance. Further, since it is less than 120 days before February 22, proper notice cannot now be given for a convention on that date.
3. Notwithstanding the inconvenience posed by this suggestion, Parliamentarian respectfully submits that the only remedy to this error is to schedule a new convention and to send proper



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notice of that convention to all members, at least 120 days in advance.

Disclaimer

The discussion and opinion above are based upon Robert's Rules of Order, the common parliamentary law, and the background information and documents provided. Nothing in this opinion should be construed as legal advice.