

**Richard Brown, Jr., J.D., RP  
Registered Parliamentarian**

**Parliamentary Opinion (Revised)  
December 2, 2022**

To: Judicial Committee  
Libertarian Party of Michigan

Re: Appeal of Andrew Chadderdon from actions taken at the Libertarian Party of Michigan convention on July 9, 2022.

I am a registered parliamentarian and have served as the parliamentarian for the national Libertarian Party for the past six years and serve as the parliamentarian for several state affiliates of the Libertarian Party. As such, I have been asked to provide my professional opinion on three issues regarding the Libertarian Party of Michigan (hereafter referred to as “The Party” or “LPM”) and events that occurred at its convention on July 9, 2022 (hereafter “the convention”). Specifically, I have been asked to provide my opinion on the following:

1. Was the July 9 convention a “regular” convention or a “special” convention per your bylaws and the rules in the current 12th edition of Robert’s Rules of Order Newly Revised?
2. Did the vote of no confidence and subsequent removal from office of Chair Andrew Chadderdon violate the bylaws?
3. Did the election of other members of the Executive Committee to fill vacancies violate the bylaws?

Sources consulted: In preparing this opinion, I reviewed the first hour and a half of the Youtube video of the convention as well as information provided by members of the Party who were present. I also reviewed the appeal filed by Andrew Chadderdon and reviewed and consulted the current LPM bylaws as last amended at the convention on June 26, 2021, and the current 12th edition of

*Robert's Rules of Order Newly Revised, 12th edition*, hereafter referred to as "RONR". RONR has been adopted by the LPM as its parliamentary authority in Article XI, Section 2 of the LPM bylaws.

Issue No. 1: Was "the convention" a special convention or a regular convention? In my opinion, the July 9 convention was clearly a regular convention and not a special convention. The difference is significant because according to the terms of both the LPM bylaws and RONR, at a special meeting (or special convention) the purpose of the meeting must be provided in the notice or "call" of the meeting. Article IV, Section 3 of your bylaws provides that the notice must specify "the purpose of the special convention".

Section 9:13 of RONR goes into more detail about what constitutes a special meeting and provides that "**A special meeting (or called meeting) is a separate session of a society held at a time different from that of any regular meeting, and convened only to consider one or more items of business specified in the call of the meeting. Notice of the time, place, and purpose of the meeting, clearly and specifically describing the subject matter of the motions or items of business to be brought up, must be sent to all members a reasonable number of days in advance. The reason for special meetings is to deal with matters that may arise between regular meetings and that require action by the society before the next regular meeting, or to dedicate an entire session to one or more particular matters.**" (Emphasis added).

In contrast, section 9:1 of RONR defines a "Regular Meeting" as follows: "*The term regular meeting (or stated meeting) refers to the periodic business meeting of a permanent society, local branch, or board, held at weekly, monthly, quarterly, or similar intervals, for which the day (as, "the first Tuesday of each month") should be prescribed by the bylaws and the hour and place should be fixed by a standing rule.*"

Section 9:15 of RONR concludes with "The only business that can be transacted at a special meeting is that which has been specified in the call of the meeting."

When considering all of the above, it is clear that the convention of July 9, 2022 was a "regular" convention in that it was a regularly scheduled convention per the LPM bylaws. It was not a special convention in any sense of the word. Article VI

of the LPM bylaws specifies three different types of regular conventions which are to be held on a schedule as provided in the bylaws: A “fall state convention”, a “candidate nominating convention”, and a “regular state convention”. Despite the unfortunate term “regular state convention” to describe one of the conventions, they are ALL regular conventions in that they are specifically provided for in the bylaws and to be held on a schedule as provided for in the bylaws. This is quite different from what both RONR and your bylaws describe as a “special meeting” or “called meeting” (or special convention) not called for in the bylaws but specially called for a specific purpose and at a time other than the conventions provided for in the bylaws.

Finally, Article VI, Section 3 of the LPM bylaws provide for “special conventions” and specify the procedure for calling one. The July 9 convention was not a special convention and it was not called pursuant to Article VI, Section 3. It was a **regularly scheduled** convention.

Issue No. 2: Did the vote of no confidence and subsequent removal from office of Chair Andrew Chadderdon violate the bylaws?

No, in my professional opinion the vote of no confidence and subsequent removal from office were in order and did not violate the bylaws. First, this was clearly a regular convention and not a special convention. Therefore, according to the terms of Article III, Section 10, the removal from office of the Chair at the convention by a majority vote following a motion and vote of “No Confidence” was in order and fully complied with Article III, Section 10 of the LPM bylaws. Since this was done at a convention and not by the Executive Committee, I interpret your bylaws as NOT requiring the 14 day notice to the Executive Committee that would be required for the removal to take place by the Executive Committee at an Executive Committee meeting. However, at least 14 days’ notice was nonetheless provided to both members of the Executive Committee AND to the LPM membership. Therefore, notice or lack of notice is not an issue.

Issue No 3: Did the election of other members of the Executive Committee to fill vacancies violate the bylaws? This issue is actually the toughest and actually turns on the interpretation of your bylaws. Without knowing more, I would opine that RONR clearly requires that notice of intent to fill a vacancy must be given if

the bylaws are silent and that the elections to fill vacancies without notice violated the rules.

Your bylaws are silent on that point, but it is my understanding that the bylaws have possibly been previously interpreted to permit the filling of vacancies at all conventions without notice and that doing so has become the custom. Based on the rules in RONR, particularly 47:58 and 56:32, previous notice of an intent to fill a vacancy must be given. However, It is an important principle of parliamentary law that “each society determines for itself the meaning of its bylaws”. 56:68 (1) (RONR 12th ed.). Every organization has the sole power and right to interpret its own bylaws. If the LPM has interpreted its bylaws to permit the filling of vacancies at conventions without previous notice, that interpretation will control unless and until a different interpretation is reached. 23:11 (RONR 12th ed.). Such official interpretations of the bylaws usually occur via a point of order and sometimes an appeal from the ruling of the chair and should be noted in the minutes. Such an interpretation creates a precedent and remains valid until overturned. RONR 23:10-23:11 (12th ed.).

Here is the language from sections 23:10 and 23:11 of RONR:

*“23: 10 Precedent. The minutes include the reasons given by the chair for his or her ruling (see 48: 4( 10)). The ruling and its rationale serve as a precedent for future reference by the chair and the assembly, unless overturned on appeal, the result of which is also recorded in the minutes and may create a contrary precedent. When similar issues arise in the future, such precedents are persuasive in resolving them— that is, they carry weight in the absence of overriding reasons for following a different course— but they are not binding on the chair or the assembly. The weight given to precedent increases with the number of times the same or similar rulings have been repeated and with the length of time during which the assembly has consistently adhered to them.”*

*“23: 11 If an assembly is or becomes dissatisfied with a precedent, it may be overruled, in whole or in part, by a later ruling of the chair or a decision of the assembly in an appeal in a similar situation, which will then create a new precedent. Alternatively, adoption, rescission, or amendment (35) of a bylaw provision, special rule of order, standing rule, or other motion may alter the rule or policy on which the unsatisfactory precedent was based.”*

I do not know whether the LPM has ever made such an interpretation of its bylaws. If such an official interpretation has in fact been made, it is my opinion that the interpretation remains valid and controlling until it is overturned or the bylaws are amended. If the LPM has never made such an interpretation, then it is my opinion that the election of members to the Executive Committee at the July 9 convention to fill vacancies was invalid.

I appreciate having had the opportunity to serve you. Please do not hesitate to reach out to me if additional information is desired. I do hope to participate in the hearing which I understand is scheduled for Friday, December 9 at 7 PM Eastern time.

Richard Brown, Jr., J.D., RP  
Registered Parliamentarian  
824 Sessions Lane  
Kenner, LA 70065  
504-982-7422 (Cell)