



Andrew Chadderdon <andrew.chadderdon@gmail.com>

Questions regarding Parliamentary Opinion for LPMI

5 messages

Andrew Chadderdon <andrew.chadderdon@gmail.com>
 To: jcmartin7872@gmail.com, Angela Canny <angelat0763@gmail.com>

Wed, Dec 21, 2022 at 3:25 AM

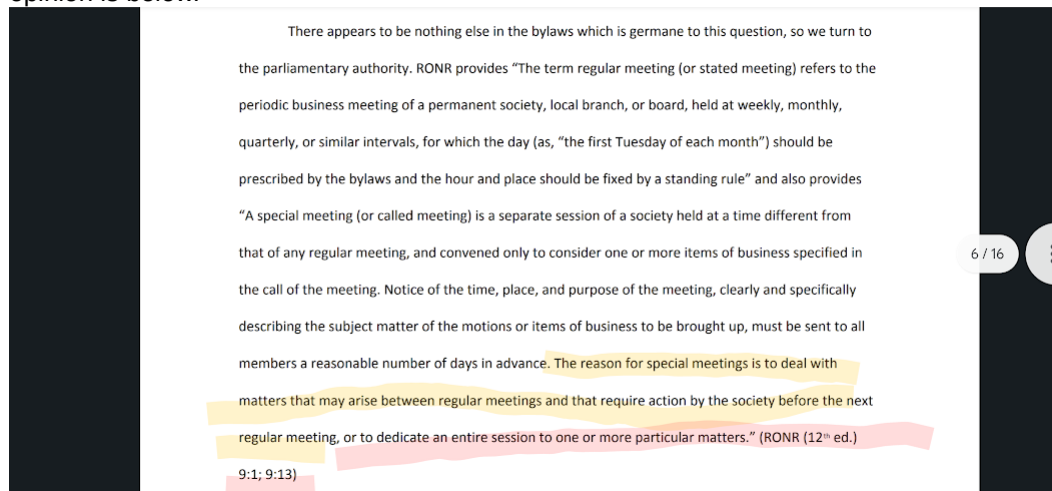
Hello Mr Martin,

I am the person who submitted the appeal for the Libertarian Party of Michigan elections and my removal that occurred at the candidate nominating convention on July 9 of this year. I have been in contact and ongoing discussion with Mrs Angela Canny who I understand that you worked with on this matter over the details of the case. In our ongoing "dispute" about the merit of the case, she asked that I contact you to see if you had considered some of the additional arguments that she and I have discussed.

I am not sure if you are aware, but the appeal was recently decided in the LPMI Judicial Committee hearing and was ruled in favor of the appeal. I am further not sure if you were provided the full details, but I worked with Mr. Jonathan Jacobs and he provided a written opinion after I submitted my appeal (all supporting opinions from both sides of the appeal were made public to the opposing sides on Dec 2, so I don't know if the opposing opinions were provided back to you), and it provided additional arguments supporting the case. I have attached Mr. Jacobs' opinion to the email in case you have not received it previously. I have also attached the opinion of Mr. Richard Brown, which was also solicited by Angela.

I was wondering if you could answer some questions about the appeal. I have not consulted directly with Mr. Jacobs in forming the questions below about the specific points in the opinions, and I formed these based on my own analysis of the opinions submitted, and I am happy to be corrected if I have something wrong. If I am making any assertions here that you believe are not supported by Mr. Jacobs' written opinion, it should be considered as my mistake, and should not be taken as a statement that he endorsed.

First was regarding your interpretation that the Candidate Nominating Convention is a regular convention. As I understood from your opinion, you cited RONR 9:1 and 9:13. A screenshot with added highlights from your written opinion is below.



As I understood your following arguments, you stated that because the Candidate Nominating Convention is not doing what is highlighted in yellow, and since the bylaws separately refer both to regular and special conventions in different contexts, separately from the definition in the bylaws of the candidate nominating convention, and that it is scheduled at a regular interval, that my assertion that the convention must be special is mistaken, and you believe that the convention is a regular convention instead. From reading the opinion, I believe that assertion is based on the yellow highlighted portion from 9:13, and the fact that the Candidate Nominating Convention doesn't match that description, and is scheduled regularly. However, I think that the opinion does not consider the red highlighted portion, which states that a special convention can also be a session called for dealing with a single item of business. I further do not see that being scheduled regularly is in conflict with the statement "a separate session of a society held at a different time from that of any regular meeting". It also matches the continuing portion of that sentence of "and convened only to consider one or more items of business specified in the call of the meeting".

I believe that consideration of the text in red refutes the claim that the convention MUST NOT be a special convention, and leaves open the possibility based on the other arguments in your opinion that the convention could be either a regular OR special convention (though I think the elements are also more closely aligned with the candidate nomination committee for a special convention than a regular convention when taken with the above considerations).

Following that, I don't think that your opinion considered the contents from RONR 56:68 #2 and #4. I didn't refer to these explicitly in my appeal submission though I attempted to refer to the logic (I could have formed the appeal to do this better I think). These citations were included in the opinion that was submitted by Mr. Jacobs after I submitted the appeal, which was considered in the hearing. Please forgive my paraphrasing of the specific RONR text as I don't have my full book in front of me, but hopefully I have correctly represented the primary "spirit" of those items by memory. Bylaws references can be seen at michiganlp.org/bylaws

- To bring up #4 first, that is stating that when a bylaw states that an event is to be held for a single purpose, that it must be assumed that all other purposes of the same class are explicitly disallowed. I believe this is exactly what our bylaws are doing when they define the candidate nominating convention, and would prohibit business beyond the nomination of candidates for public office from being done at the convention. I believe that Mr. Jacobs' opinion disagrees with my appeal slightly in saying that this forces the convention to not be considered as either a special or regular convention, but a unique type not defined in RONR but defined by the LPMI bylaws that would not allow other business to be held under any circumstance. However, he asserts, by my understanding, that this is an insignificant distinction for the purpose of the appeal because it would only allow the motion of no confidence to be considered on July 9 had it been raised with >= 30 days of notice and was considered through a separately noticed special convention called via Article 6 section 3 to occur immediately after the adjournment of the Candidate Nominating Convention.

- Next to mention #2. This is stating that when there are 2 possible interpretations of a given bylaw, that preference must be given to the interpretation that does not render another bylaw absurd or impossible. I referred in the appeal to several instances in the bylaws that would be rendered absurd in case the Candidate nominating conventions were to be considered as a regular convention, and I could not identify any sections that would be made absurd in case it is considered a special convention. These sections include the definition from Article 3 Section 1 (defining Executive committee terms, going from one regular convention to the end of the NEXT regular convention, and lasting 2 years), Article 5 Section 1 also has a similar definition for the term of the judicial committee, with the same considerations for serving a 2 year term from the end of the regular convention where they are elected, to the end of the next regular convention.

- Following the questions above regarding 9:13 and 9:1, I believe the added consideration of 56:68 #2 would further limit that you could not consider the convention regular, and would be limited to taking either the assumption that it is a special convention, or the uniquely defined convention type as referred to by JJ. Either interpretation would prevent the consideration of the motion of no confidence on July 9.

Could you please review and provide feedback about the above points? The points may be better stated in Mr. Jacobs opinion, but I tried to summarize here as key points supporting my or Mr. Jacobs' interpretations.

In any case, thank you for supporting the Judicial Committee appeal for the LPMI, especially on the relatively short notice that was provided to you for the opinion.

Andrew Chadderdon
Libertarian Party of Michigan

4 attachments

 **Appeal - 2022 LPMI Candidate Nominating Convention - 2022.11.18 (1).pdf**
1983K

 **Submission, Jonathan Jacobs.pdf**
1455K

 **Submission, Richard Brown.pdf**
367K

 **Submission, Josh Martin.pdf**
338K

Josh Martin <jcmartin7872@gmail.com>

Wed, Dec 21, 2022 at 10:28 AM

To: Andrew Chadderdon <andrew.chadderdon@gmail.com>, Angela Thornton Canny <AngelaT0763@gmail.com>, Rlrichard Brown <richardbrown02@hotmail.com>

>>However, I think that the opinion does not consider the red highlighted portion, which states that a special convention can also be a session called for dealing with a single item of business. I further do not see that being scheduled regularly is in conflict with the statement "a separate session of a society held at a different time from that of any regular meeting". It also matches the continuing portion of that sentence of "and convened only to consider one or more items of business specified in the call of the meeting".<<

It is correct that a special meeting might, in some circumstances, be called "only to consider one or more items of business specified in the call of the meeting" and is not necessarily required to be held for matters which require attention before the next regular meeting. Even in such a case, however, such special meetings are called to address unexpected matters which arise. The only difference is that the business *could* be attended to at the next regular meeting, however, it is determined that it is instead preferable to hold a special meeting. An example of such a meeting would be a disciplinary trial under Section 63 of RONR.

Meetings held at a regular interval are, by definition, regular meetings. I think Mr. Brown stated this better than I did when he said "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."

The fact that the bylaws prescribe that particular matters must be attended to at a regular meeting does not mean it is "convened only to consider one or more items specified in the call of the meeting". For example, in many societies the bylaws provide that particular matters shall be addressed at the annual meeting - for instance, the election of officers, the adoption of bylaw amendments, and/or the adoption of the budget. The fact that the bylaws prescribe that these items shall be considered does not mean that *only* those items shall be considered.

The idea of a "regularly scheduled special meeting" is a novel one. While I do not deny that an organization can create such a thing in its bylaws if it wishes, such a concept is foreign to RONR and, in my experience, is highly unusual. If it is therefore an organization's desire to establish such a type of meeting, it should do so clearly and explicitly in the bylaws.

>>To bring up #4 first, that is stating that when a bylaw states that an event is to be held for a single purpose, that it must be assumed that all other purposes of the same class are explicitly disallowed. I believe this is exactly what our bylaws are doing when they define the candidate nominating convention, and would prohibit business beyond the nomination of candidates for public office from being done at the convention.<<

What POI #4 provides in its entirety is as follows:

"If the bylaws authorize certain things specifically, other things of the same class are thereby prohibited. There is a presumption that nothing has been placed in the bylaws without some reason for it. There can be no valid reason for authorizing certain things to be done that can clearly be done without the authorization of the bylaws, unless the intent is to specify the things of the same class that may be done, all others being prohibited. Thus, where Article IV, Section 1 of the Sample Bylaws (56:62) lists certain officers, the election of other officers not named, such as a sergeant-at-arms, is prohibited." RONR (12th ed.) 56:68

But there **is** a reason to specify in the bylaws that certain things shall be done at particular meetings. The purpose of such a rule is not necessarily to provide that no other business shall be conducted at those meetings, but to ensure that those items shall be completed at that particular meeting.

>>Next to mention #2. This is stating that when there are 2 possible interpretations of a given bylaw, that preference must be given to the interpretation that does not render another bylaw absurd or impossible. I referred in the appeal to several instances in the bylaws that would be rendered absurd in case the Candidate nominating conventions were to be considered as a regular convention, and I could not identify any sections that would be made absurd in case it is considered a special convention. These sections include the definition from Article 3 Section 1 (defining Executive committee terms, going from one regular convention to the end of the NEXT regular convention, and lasting 2 years), Article 5 Section 1 also has a similar definition for the term of the judicial committee, with the same considerations for serving a 2 year term from the end of the regular convention where they are elected, to the end of the next regular convention.<<

Yes, but there is another interpretation of these matters which does not render the other rules in the bylaws absurd. My interpretation would be that the phrase "regular state convention" is used in a different manner in your bylaws than the phrase is used in RONR. I agree with Mr. Brown that it is "unfortunate" the organization used the term "regular state convention" to describe that convention. It would be better to find a different term, or to in some other way clarify the rules in the bylaws in this matter. But the fact remains that the "fall state convention" and "candidate nominating convention" are both "regular meetings" in the sense this term is used in RONR. The fact that the bylaws use the term "regular state

convention" to refer to a particular convention does not, in my view, change the meaning of the phrase "regular meeting" in the sense it is used in RONR.

In any event, it appears the organization has now reached its own conclusion as to the proper interpretation of the bylaws, and it is the organization's interpretation which is controlling. I would advise, in the long run, that the organization take steps to clarify its rules on these and other matters. I included a number of such suggestions in my opinion. One of those suggested a means to clarify which meetings are "regular meetings." That suggestion was meant to clarify that the "fall state convention" and the "candidate nominating convention" are regular meetings. If it is instead viewed by the organization as preferable to clarify that those meetings are *special* meetings, that could be done in some manner such as the following:

- "During years in which a Libertarian Party primary occurs, the Party shall hold a ~~fall state~~ special convention after the date of the primary and not less than 60 days before the general November election in accordance with state law (MCL 168.591). This convention shall be known as the fall state convention."
- "During even-numbered years in which a Libertarian Party primary election is not required by state law, the Party shall hold a special convention for the purpose of nominating candidates ~~candidate nominating convention~~ after the filing deadline for candidates to appear on Michigan's primary ballot and before the date of the primary."
- "The Party shall also hold a ~~state~~ special convention no later than six weeks prior to the scheduled first day of the Libertarian Party National Convention, hereinafter referred to as a "national delegate selection convention"."

Conceivably, the organization could also determine a "middle ground" option, such as providing that the fall state convention would be a regular convention, and the candidate nominating conventions and national delegate selection conventions would be special conventions. Ultimately, it will be up to the organization to choose which option is best suited to its needs, but I would advise that the organization clarify its rules so that, in the future, there is no question as to which conventions are "regular meetings" and which conventions are "special meetings."

-Josh Martin, PRP

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Andrew Chadderdon <andrew.chadderdon@gmail.com>

Wed, Dec 21, 2022 at 12:14 PM

To: Josh Martin <jcmartin7872@gmail.com>

Cc: Angela Thornton Canny <AngelaT0763@gmail.com>, Rlrichard Brown <richardbrown02@hotmail.com>

Hello Mr Martin,

Thank you very much for the thorough reply.

The only area where i would ask for further clarification is the one which i believe is most critical, which is your response to the consideration of 56:68 #4

Copied from your mail:

What POI #4 provides in its entirety is as follows:

"If the bylaws authorize certain things specifically, other things of the same class are thereby prohibited. There is a presumption that nothing has been placed in the bylaws without some reason for it. There can be no valid reason for authorizing certain things to be done that can clearly be done without the authorization of the bylaws, unless the intent is to specify the things of the same class that may be done, all others being prohibited. Thus, where Article IV, Section 1 of the Sample Bylaws (56:62) lists certain officers, the election of other officers not named, such as a sergeant-at-arms, is prohibited." RONR (12th ed.) 56:68

But there **is** a reason to specify in the bylaws that certain things shall be done at particular meetings. The purpose of such a rule is not necessarily to provide that no other business shall be conducted at those meetings, but to ensure that those items shall be completed at that particular meeting.

I believe that the suggestion from RONR is that there is no assumption that the text wasn't included for the specific intent to allow the specific item of business and the exclusion of all others, unless the bylaws give reason to take such an assumption by a statement elsewhere in the bylaws. I don't think it is appropriate in this case to refer to RONR for additional support to claim such a distribution.

Since the candidate nominating convention is not discussed anywhere else in the bylaws, can you please elaborate on what evidence from the bylaws that you are considering that would create an ambiguity or in any manner that would open up the consideration about the candidate nominating convention that is overriding the explicit direction on the interpretation from 56:68 #4? Or if i am wrong to believe that the consideration should be limited to the bylaws?

Respectfully, I don't see any basis in the bylaws that would justify to take the consideration of "The purpose of such a rule is not necessarily to provide that no other business shall be conducted at those meetings, but to ensure that those items shall be completed at that particular meeting." as one to override the assertion from RONR that " There is a presumption that nothing has been placed in the bylaws without some reason for it. **There can be no valid reason** for authorizing certain things to be done that can clearly be done without the authorization of the bylaws, unless the intent is to specify the things of the same class that may be done, all others being prohibited. "

Since candidate nominations clearly could be done at a regular convention, why would it be then necessary for the bylaws to call for a candidate nominating convention if not to exclude other business.

Can you please comment further on this? My goal to pursue the question beyond the decision in the party is that members are using your opinion to state that the decision was incorrect and my concern is for a potential fracture of the organization that i hope to avoid.

Thank you very much, and i greatly appreciate your time,
Andrew Chadderdon

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Josh Martin <jcmartin7872@gmail.com>

Wed, Dec 21, 2022 at 12:41 PM

To: Andrew Chadderdon <andrew.chadderdon@gmail.com>

Cc: Angela Thornton Canny <AngelaT0763@gmail.com>, Rlrichard Brown <richardbrown02@hotmail.com>

>>Since candidate nominations clearly could be done at a regular convention, why would it be then necessary for the bylaws to call for a candidate nominating convention if not to exclude other business.<<

Because, as you have yourself indicated, the bylaws (perhaps unwisely) use the phrase "regular state convention" in several places to refer to the convention held in odd-numbered years at which officers are elected. So the purpose of "candidate nominating convention" may have simply been used to differentiate this convention from the convention at which officers are elected. If the organization had instead used "regular state convention" in this sentence, this would have the effect of shortening the officer's terms, unless other portions of the bylaws were rewritten.

As you suggest, it *may* also have been the intention of the drafters that this is the only business which can be conducted at such a convention. I think that is a reasonable interpretation, but I do not personally agree with it.

>>My goal to pursue the question beyond the decision in the party is that members are using your opinion to state that the decision was incorrect and my concern is for a potential fracture of the organization that i hope to avoid.<<

Well, since apparently my words are of such great import, I would state that RONR is quite clear that "Each society decides for itself the meaning of its bylaws. When the meaning is clear, however, the society, even by a unanimous vote, cannot change that meaning except by amending its bylaws. An ambiguity must exist before there is any occasion for interpretation. If a bylaw is ambiguous, it must be interpreted, if possible, in harmony with the other bylaws. The interpretation should be in accordance with the intention of the society at the time the bylaw was adopted, as far as this can be determined. Again, intent plays no role unless the meaning is unclear or uncertain, but where an ambiguity exists, a majority vote is all that is required to decide the question. The ambiguous or doubtful expression should be amended as soon as practicable." RONR (12th ed.) 56:68

I think there is no doubt, given the extensive discussion on this topic, that the rules in question are ambiguous and therefore subject to interpretation. As a parliamentarian, my role is simply to provide advice. The organization is the ultimate judge on these matters, and the organization's interpretation on this matter is the last word and is "correct" as a parliamentary matter, even although that decision may not agree with my advice. If I were the parliamentarian for this organization (or a member), I would respectfully submit to the organization's interpretation (even if I may disagree with it) and view it as a more fruitful use of my time to suggest amendments to clarify the meaning of the bylaws, rather than continuing to argue over the meaning of ambiguous rules. You are free to pass this advice along, to the extent you think it will be of assistance.

-Josh Martin, PRP

[Quoted text hidden]

Andrew Chadderdon <andrew.chadderdon@gmail.com>

Wed, Dec 21, 2022 at 1:08 PM

To: Josh Martin <jcmartin7872@gmail.com>

Cc: Angela Thornton Canny <AngelaT0763@gmail.com>, Rlrichard Brown <richardbrown02@hotmail.com>

Hello Josh,

Again thank you very much for your responses.

To your suggestions about the considerations for amendments to our bylaws to avoid the ambiguities, we will have the opportunity at our regular convention in 2023. Our bylaws unfortunately (for this case anyway) prohibited modifications in even number years explicitly, so we were not able to take any of those into consideration yet to mitigate or avoid the mess we are in, but we will be reviewing them very closely to find solutions to avoid such problems in the future and hopefully adopt those improvements at the regular convention coming up.

Your input is much appreciated, and I wish you a happy holidays.

Andrew Chadderdon

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